

**AGORA GROUP**

Management  
Discussion and  
Analysis for  
**the first half of 2024**  
to the financial  
statements

August 13, 2024

## TABLE OF CONTENTS

**MANAGEMENT DISCUSSION AND ANALYSIS (MD&A) OF THE GROUP'S RESULTS FOR THE FIRST HALF OF 2024 ..... 4**

I. IMPORTANT EVENTS AND FACTORS WHICH INFLUENCE THE FINANCIALS OF THE GROUP .....	4
II. EXTERNAL AND INTERNAL FACTORS IMPORTANT FOR THE DEVELOPMENT OF THE GROUP .....	8
1. EXTERNAL FACTORS .....	8
1.1. Advertising market [3] .....	8
1.2. Cinema admissions [9] .....	9
1.3. Copy sales of dailies [4] .....	9
2. INTERNAL FACTORS .....	10
2.1. Revenue .....	10
2.2. Operating cost .....	13
3. PROSPECTS .....	15
3.1. REVENUES .....	16
3.1.1 Advertising market [3] .....	16
3.1.2. Ticket sales .....	16
3.1.3 Copy sales .....	17
3.2 Operating costs .....	17
3.2.1 Costs of external services .....	17
3.2.2 Staff costs .....	17
3.2.3 Promotion and marketing costs .....	17
3.2.4 Cost of materials and energy .....	17
III. FINANCIAL RESULTS .....	18
1. THE AGORA GROUP .....	18
2. PROFIT AND LOSS ACCOUNT OF THE AGORA GROUP .....	18
2.1. Financial results presented according to major segments of the Agora Group for the first half of 2024 [1] .	20
2.2. Finance income and cost .....	20
3. BALANCE SHEET OF THE AGORA GROUP .....	21
3.1. Non-current assets .....	21
3.2. Current assets .....	21
3.3. Non-current liabilities and provisions .....	22
3.4. Current liabilities and provisions .....	22
4. CASH FLOW STATEMENT OF THE AGORA GROUP .....	23
4.1. Operating activities .....	23
4.2. Investment activities .....	23
4.3. Financing activities .....	23
5. SELECTED FINANCIAL RATIOS [5] .....	24
IV. OPERATING REVIEW - MAJOR SEGMENTS OF THE AGORA GROUP .....	25
IV.A. MOVIES AND BOOKS [1] .....	25
1. Revenue [3] .....	26
2. Cost .....	27
3. New initiatives .....	28
IV.B. RADIO .....	29
1. Revenue [3] .....	30
2. Cost .....	30
3. Audience shares [8] .....	31
4. New initiatives .....	31

IV.C. DIGITAL AND PRINTED PRESS [1]	32
1. Revenue	33
1.1. Revenue from copy sales	33
1.2. Advertising sales [3]	33
1.3. Digital revenue	33
2. Cost	34
3. New initiatives	34
IV.D. OUTDOOR	36
1. Revenue [8]	37
2. Cost	37
3. New initiatives	38
IV.E. INTERNET [1], [6]	39
1. Revenue	40
2. Cost	40
3. Important information on internet activities	41
4. New initiatives	41
NOTES	42
V. ADDITIONAL INFORMATION	45
1. Important events	45
1A. Changes in capital connections of the issuer with other entities	56
2. Changes in ownership of shares or other rights to shares (options) by Management Board members in the second quarter of 2024 and until the date of publication of the report	58
3. Changes in ownership of shares or other rights to shares (options) by Supervisory Board Members in the second quarter of 2024 and until the date of publication of the report	58
4. Shareholders entitled to exercise over 5% of total voting rights at the General Meeting of Agora S.A., either directly or through affiliates as of the date of publication of the quarterly report	58
5. Other information	60
6. The description of basic hazards and risk connected with the upcoming months of the current financial year	60
VI. MANAGEMENT BOARD'S REPRESENTATIONS	68

# AGORA GROUP

## MANAGEMENT DISCUSSION AND ANALYSIS (MD&A) OF THE GROUP'S RESULTS FOR THE FIRST HALF OF 2024

REVENUE PLN 723.4 MILLION

EBITDA PLN 111.5 MILLION

NET LOSS PLN 4.3 MILLION

OPERATING CASH FLOW PLN 94.1 MILLION

*Unless indicated otherwise, all data presented herein represent the period of January – June 2024, while comparisons refer to the same period of 2023. All data sources are presented in part IV of this MD&A.*

*On 1 April 2024, Agora S.A. was reorganised and organised parts of the enterprise, including businesses previously operating within the company, were transferred to subsidiary companies. The above change does not affect the comparability of individual segment data, as already in previous quarters, in preparation for this process, the costs of some of the supporting divisions were allocated to business segments.*

*The above change has no impact on the presentation of the Group's results.*

### I. IMPORTANT EVENTS AND FACTORS WHICH INFLUENCE THE FINANCIALS OF THE GROUP

- ▶ In the second quarter of 2024, the **Agora Group** ("Group") earned revenues in the amount of PLN 337.5 million, and they were higher by 3.2% year on year.

The segment with the highest revenue increase was the **Outdoor**. The increase in the segment's revenue was due to higher revenue from advertising sales, mainly on digital panels.

The second segment in terms of revenue increase in the second quarter of 2024 was the **Radio** segment. Higher revenues in this segment are the result of increased income from radio advertising sales, among others, due to the introduction of a joint sales offer with the Eurozet group.

Another segment that achieved higher revenues in the second quarter of 2024 year on year was the **Movies and Books** segment. The most significant revenue growth was recorded by the catering business. Higher revenues were also generated by Agora's Publishing House and the film business of the segment. The largest revenue category—despite a decline in income—was still the cinema business. Revenues from ticket sales and cinema concession sales were lower than in the preceding year. The revenue from advertising sales in cinemas increased.

The **Internet** is a segment in which the revenue was lower in the second quarter year on year. This was caused to the largest extent by the decrease in the revenue from online advertisements in Yieldbird. Advertising revenue generated by the Gazeta.pl division was similar year on year. The Internet segment recorded no revenue from announcements and lower revenue from other online services – this was due to the sale of HRLink to an external entity and the transfer of Goldenline operations to the Digital and Printed Press segment.

In the second quarter of 2024, also the revenue of the **Digital and Printed Press** segment went down. The decline in the segment's revenue was mainly determined by lower revenue from printing operations and copy sales of the paper edition of *Gazeta Wyborcza*. However, revenues from other activities and sales of digital subscriptions of Wyborcza.pl were higher.

In the first half of 2024, the **Agora Group** (“Group”) earned revenues amounting to PLN 723.4 million, i.e. 16.2% higher year on year. The revenue level of the first half of 2024 was significantly affected by consolidation with the Eurozet Group since 1 March 2023.

The **Movies and Books** segment recorded the most significant increase in revenue as compared to the first half of the previous year. Revenue from cinema operations was higher due to higher sales of tickets in Helios cinemas, higher revenue from concession sales and higher revenue from sales of advertising in cinemas. In the first half of 2024, higher revenues were also brought by other activities of the segment: film business, catering business, and Agora’s Publishing House.

Another area in which a significant increase in revenue was visible in the first half of 2024 was the Radio segment. The increase in this segment’s revenue is the result of the consolidation with the Eurozet Group from 1 March 2023 and the introduction of a joint sales offer.

Between January and June 2024, revenue of the **Outdoor** segment recorded an increase. Its positive dynamics was driven by higher advertising revenue, particularly from campaigns carried out on digital panels.

In the first half of 2024, the **Internet** is a segment in which the revenue was lower year on year. This was caused to the largest extent by the decrease in the revenue from online advertisements in Yieldbird. The advertising revenue generated by Gazeta.pl was also lower. The Internet segment recorded no revenue from announcements and lower revenue from other online services – this was due to the sale of HRlink to an external entity and the transfer of Goldenline operations to the Digital and Printed Press segment.

The decrease in the revenue of the **Digital and Printed Press** segment resulted from lower revenues from printing activities and sales of the print edition of *Gazeta Wyborcza*. Throughout the first half of 2024, revenue was positively affected by the increase in digital subscription sales of Wyborcza.pl and other activities. Advertising revenues remained at a similar level year on year, both in the print and online versions of the daily.

In the second quarter of 2024, the **Agora Group’s** operating costs decreased by 0.4% and reached PLN 325.0 million.

The **Internet** segment recorded the biggest decrease in operating costs in the second quarter of 2024. Segment costs decreased mainly due to lower costs of external services, which was mainly related to lower costs of lease of advertising space and, at the same time, lower revenue from the sale of advertising on that space in Yieldbird. The segment recorded lower costs also due to organisational changes – the sale of HRlink to an external entity and the transfer of Goldenline operations to the Digital and Printed Press segment. In the second quarter of 2024, the restructuring process in the Gazeta.pl area was finalised, resulting in the release of a reserve surplus of PLN 0.1 million.

Another segment which recorded a decrease in operating costs in the second quarter of 2024 was **Digital and Printed Press**. The decrease was mainly due to lower costs of materials and energy consumption and the value of goods and materials sold (the effect of lower production material costs, with higher electricity costs), lower staff costs (lower headcount), and lower depreciation and amortisation costs. The costs of external services and the promotion and marketing costs also increased year on year. In the second quarter of 2024, the final settlement of the segment restructuring process resulted in an increase in the costs incurred in the first quarter of 2024 by PLN 0.4 million.

The **Radio** segment recorded an increase in operating costs in the second quarter of 2024. The most significant impact on the increase in expenses in this business area resulted from higher costs of staff costs and promotion and marketing costs (mainly due to higher expenditures on promotional campaigns for Radio Zet). The costs of external services and depreciation and amortisation decreased year on year.

The second segment in terms of the increase in operating costs in the second quarter of 2024 was the **Outdoor** segment. In the period in question, all categories of the segment's costs increased, except for the costs of materials and energy consumed and the value of goods and materials sold, which remained at the previous year's level. Depreciation and amortisation costs increased the most, which followed from the classification into IFRS 16 of agreements with a higher total value.

Operating costs of the **Movies and Books** segment went up in the second quarter of 2024. The staff costs increased the most. The increase in this cost category was primarily related to cinema operations (mainly as a consequence of increased minimum wage and variable component of remuneration for the staff), but also included other business of the segment. The increase in advertising and representation costs was mainly due to higher promotional costs in the film activities area, while the increase in cost of materials and energy consumed and the value of goods and materials sold mainly concerned Agora's Publishing House. In the second quarter of 2024, the depreciation and amortisation and external services costs of the segment were lower.

- ▶ In the first half of 2024, the Agora Group's operating costs increased by 11.7% and reached PLN 700.4 million. The level of the operating costs in this period was significantly affected by consolidation with the Eurozet Group since 1 March 2023 and the costs of restructuring in the Digital and Printed Press and Internet segments amounting to a total of PLN 8.3 million.

Alongside increasing revenue, the area in which operating costs increased the most was the **Movies and Books** segment. The costs of external services increased the most. The increase in this cost category was mainly related to the film business – higher costs of remuneration paid to film producers. In the first half of 2024, the staff costs, the promotion and marketing costs, the costs of materials and energy consumed and the value of goods and materials sold also increased, while depreciation and amortisation costs decreased.

The second segment in terms of the increase in operating costs in the first half of 2024 was the **Radio** segment. This was primarily related to consolidation with the Eurozet Group. All categories of the segment's costs increased in the period under review, with higher staff costs and costs of external services having the most significant impact on the increase in expenses in this business area.

Another segment which generated an increase in operating costs between January and June 2024 was **Outdoor**. All cost categories of the segment increased in the period under review. Depreciation and amortisation costs as well as the costs of external services increased the most as compared to the second quarter of 2023.

In the first half of 2024, also the operating costs of the **Digital and Printed Press** segment went up. Their increase was mainly due to the decision on the segment's restructuring. The costs of this process burdened the result of the first half of 2024 with the amount of PLN 7.1 million. Also the costs of external services increased year on year, while other cost categories recorded a decrease.

The **Internet** segment recorded a decrease in operating costs in the first half of 2024. External services were lower at Yieldbird (lower costs of lease of advertising space and lower revenue from the sale of advertising on that space) and Gazeta.pl, as well as depreciation and amortisation costs. The segment recorded lower costs also due to organisational changes – the sale of HRlink to an external entity and the transfer of Goldenline operations to the Digital and Printed Press segment. Promotion costs, staff costs, and marketing costs showed an increase. Between January and June 2024, Gazeta.pl incurred restructuring costs of PLN 1.1 million.

- ▶ In the second quarter of 2024, the Agora Group generated an EBITDA profit of PLN 56.9 million and an EBIT profit of PLN 12.5 million, which represents a significant improvement in both ratios year on year. The net loss stood at PLN 8.1 million, while the net loss attributable to the equity holders of the parent company amounted to PLN 12.3 million.

- ▶ In the first half of 2024, the Agora Group generated an EBITDA profit of PLN 111.5 million and an EBIT profit of PLN 23.0 million, which represents a significant improvement in both ratios year on year. The net loss stood at PLN 4.3 million, while the net loss attributable to the equity holders of the parent company amounted to PLN 12.9 million. The net profit in the first quarter of the previous year was positively affected by the revaluation of shares of the Eurozet Group as at the control takeover date in the amount of PLN 47.9 million.
- ▶ In the second quarter of 2024, without the effect of IFRS 16, the Agora Group recorded an EBITDA profit of PLN 28.8 million. The EBIT profit amounted to PLN 5.1 million in accordance with this presentation. Both indicators increased year on year.
- ▶ In the first half of 2024, without the effect of IFRS 16, the Agora Group recorded an EBITDA profit of PLN 55.9 million. The EBIT profit amounted to PLN 8.9 million in accordance with this presentation. Both indicators increased year on year.
- ▶ As at 30 June 2024, the Group's cash and short-term financial assets amounted to PLN 101.9 million and comprised PLN 101.0 million in cash and cash equivalents (cash in hand and at bank and bank deposits) and PLN 0.9 million in the loans granted.
- ▶ As at the end of June 2024, the Agora Group's loans and leases amounted to PLN 877.9 million (including lease liabilities under IFRS 16 of PLN 619.2 million). The Group's net debt under this approach amounted to PLN 776.9 million, while without the effect of IFRS 16, the Group's net debt as at 30 June 2024 stood at PLN 157.7 million.

## II. EXTERNAL AND INTERNAL FACTORS IMPORTANT FOR THE DEVELOPMENT OF THE GROUP

### 1. EXTERNAL FACTORS

#### 1.1. Advertising market [3]

According to the Agora S.A. estimates ("Company", "Agora"), based on public data sources, in the second quarter of 2024, total advertising spending in Poland amounted to approx. PLN 3.33 billion and increased by 9.0% yoy. During this period, advertisers increased their ad spending in all segments of the advertising market except press.

**Tab. 1**

	2Q 2022	3Q 2022	4Q 2022	1Q 2023	2Q 2023	3Q 2023	4Q 2023	1Q 2024	2Q 2024
% change yoy in ad market value	4.0%	3.5%	4.0%	4.5%	6.0%	7.5%	6.0%	11.0%	9.0%

The segment in which the value of advertising expenditures increased the most was the Internet and television. On the other hand, advertising expenditures in outdoor grew the fastest. Data on estimates of the dynamics of changes in the value of advertising expenditures in individual media are presented in the table below:

**Tab. 2**

Advertising spendings, in total	Television	Internet	Radio	Outdoor	Magazines	Dailies	Cinema
9.0%	5.5%	13.0%	6.0%	20.5%	(15.5%)	(18.5%)	2.0%

The share of particular media segment in total advertising expenditure, in the second quarter of 2024, is presented in the table below:

**Tab. 3**

Advertising spendings, in total	Television	Internet	Radio	Outdoor	Magazines	Dailies	Cinema
100.0%	38.5%	45.5%	6.5%	6.0%	1.5%	1.0%	1.0%

In the first half of 2024, the value of total advertising expenditure in Poland amounted to over PLN 6.15 billion and increased by 10.0% compared to the first half of 2023. At that time, advertising expenditure was lower compared to the corresponding period of 2023 in press. The value of expenses in other market segments increased. The data on the dynamics of changes in estimates in the value of advertising expenditure in particular media segments are presented in the table below:



Tab. 4

Advertising spendings, in total	Television	Internet	Radio	Outdoor	Magazines	Dailies	Cinema
10.0%	7.0%	12.5%	8.5%	23.5%	(13.5%)	(17.0%)	18.5%

The share of particular media segment in total advertising expenditure, in the first half of 2024, is presented in the table below:

Tab. 5

Advertising spendings, in total	Television	Internet	Radio	Outdoor	Magazines	Dailies	Cinema
100.0%	38.5%	45.0%	7.0%	5.5%	1.5%	1.0%	1.0%

## 1.2. Cinema admissions [9]

According to Helios' estimates, the number of tickets sold in Polish cinemas in the second quarter of 2024 amounted to 8.4 million, down 4.5% year-on-year. According to Helios' estimates, the number of tickets sold in the first half of the year amounted to nearly 24.1 million tickets against 21.4 million tickets a year earlier - a year-on-year increase of 12.6%.

## 1.3. Copy sales of dailies [4]

In the second quarter of 2024, sales of daily newspapers in Poland decreased by 10.8% compared to the second quarter of 2023, and in the first half of 2024, the decrease was 11.2% compared to the first half of 2023. In both periods, the largest declines occurred in the local press segment.

## 2. INTERNAL FACTORS

### 2.1. Revenue

Tab. 6

<i>in million PLN</i>	<b>2Q 2024</b>	<b>2Q 2023</b>	<i>% change yoy</i>
<b>Total sales (1)</b>	<b>337.5</b>	<b>326.9</b>	<b>3.2%</b>
<i>Advertising revenue</i>	193.3	181.8	6.3%
<i>Ticket sales</i>	40.0	42.1	(5.0%)
<i>Copy sales</i>	33.4	33.9	(1.5%)
<i>Concession sales in cinemas</i>	24.6	25.1	(2.0%)
<i>Gastronomic sales</i>	12.3	10.7	15.0%
<i>Revenues from film activities</i>	3.7	3.1	19.4%
<i>Other</i>	30.2	30.2	-

<i>in million PLN</i>	<b>1H 2024</b>	<b>1H 2023</b>	<i>% change yoy</i>
<b>Total sales (1)</b>	<b>723.4</b>	<b>622.7</b>	<b>16.2%</b>
<i>Advertising revenue</i>	351.2	306.1	14.7%
<i>Ticket sales</i>	118.1	104.1	13.4%
<i>Copy sales</i>	67.1	67.4	(0.4%)
<i>Concession sales in cinemas</i>	70.5	59.0	19.5%
<i>Gastronomic sales</i>	23.1	19.8	16.7%
<i>Revenues from film activities</i>	33.2	8.6	286.0%
<i>Other</i>	60.2	57.7	4.3%

(1) *particular sales positions, apart from revenues from ticket sales, concession sales in cinemas and gastronomic sales, include sales of the Agora's Publishing House and film activities (functioning within the Movies and Books segment), described in details in point IV.A in this report.*

In the second quarter of 2024, the **Agora Group's total revenues** amounted to PLN 337.5 million, having increased by 3.2% year on year.

In the period from April to June 2024, the **sales of advertising services** of the Agora Group increased by 6.3% year on year and amounted to PLN 193.3 million. The Outdoor segment was the business in which advertising spending grew the most and which contributed the strongest to the increase in the entire Group's advertising revenue. The advertising revenue of this segment increased by 21.6% up to PLN 61.3 million. This positive dynamics was mainly impacted by revenues from campaigns carried out on digital panels. The Radio segment's revenue from the sale of radio advertising increased by 7.8% to PLN 77.2 million. This deviation was driven, among others, by the introduction of a joint sales offer through consolidation with the Eurozet Group. The advertising revenue in cinemas increased by 7.7% to PLN 8.4 million in the period under review. Advertising revenue in the Digital and Printed Press segment remained at a similar level as compared to the second quarter of 2023 and amounted to PLN 14.9 million. A drop in advertising revenue was recorded by the Internet segment. The segment's revenue from the sale of online advertising decreased by 12.6% to PLN 29.2 million. The decline in advertising revenue was driven by lower online advertising sales by Yieldbird, mainly due to lower traffic on the publishers' websites and changes resulting from the development of cooperation in the SaaS model, which limited the sales of advertising services.

In the second quarter of 2024, the **revenue from the sale of tickets to Helios cinemas** decreased by 5.0% to PLN 40.0 million and the **revenue from concession sales in cinemas** – by 2.0% to PLN 24.6 million. In the period under review, 1.9 million tickets were sold in Helios cinemas, which represents a decrease of 5.0% year on year.

In the second quarter of 2024, **the Group's copy sales revenue** amounted to PLN 33.4 million and decreased by 1.5% year on year. A decrease in this category resulted from lower revenue in the Digital and Printed Press segment. It is worth noting that in the Digital and Printed Press segment, the structure of these revenues changed as the revenue from the digital subscription of *Gazeta Wyborcza* increased and the revenue from its paper edition decreased.

The **revenue from catering activities** amounted to PLN 12.3 million, i.e. 15.0% more than in the second quarter of 2023. This was related to increased revenue from the operations of Step Inside recorded mostly thanks to a larger number of customers and higher average account value.

In the second quarter of 2024, **revenue from the Agora Group's film business** increased by 19.4% and amounted to PLN 3.7 million. NEXT FILM released two film productions in this period. Moreover, in the second quarter of 2024, features which had been released earlier were also sold via various distribution channels.

In the second quarter of 2024, the **revenue from other sales** amounted to PLN 30.2 million and remained unchanged year on year. Only their structure has changed. The revenue from the sale of other products and services, as well as digital goods and materials was higher. The sales of printing services and internet services were lower.

In the first half of 2024, the **Agora Group's total revenues** amounted to PLN 723.4 million, having increased by 16.2% year on year. All categories of the Group's proceeds increased, except the revenue from copy sales. The revenue level of the first half of 2024 was significantly affected by consolidation with the Eurozet Group since 1 March 2023.

In the period from January to June 2024, the **sales of advertising services** of the Agora Group increased by 14.7% year on year and amounted to PLN 351.2 million. The Radio segment contributed the strongest to the increase in the entire Group's advertising revenue. The segment's revenue from the sale of radio advertising increased by 39.1% to PLN 148.6 million. This deviation was driven by consolidation with the Eurozet Group and the introduction of a joint sales offer. The advertising revenue in the Outdoor segment was 15.7% higher and amounted to PLN 98.1 million. The positive dynamics of the revenue in this area was mainly impacted by expenditure on campaigns carried out on digital panels. The advertising spending in cinemas increased by 13.9% to PLN 17.2 million in the period under review. Advertising revenues of the Digital and Printed Press segment remained at the level of revenues obtained in the same period last year in the first half of 2024. A drop in advertising revenue was recorded by the Internet segment. The segment's revenue from the sale of online advertising decreased by 14.7% to PLN 57.0 million due to lower internet advertising sales recorded by Yieldbird, as well as Gazeta.pl.

In the first half of 2024, the **revenue from the sale of tickets to Helios cinemas** increased by 13.4% to PLN 118.1 million and the **revenue from concession sales in cinemas** – by 19.5% to PLN 70.5 million. This increase was related to higher cinema attendance. In the period under review, 5.6 million tickets were sold in Helios cinemas, i.e. 14.3% more than in the first half of 2023.

In the first half of 2024, **the Group's copy sales revenue** amounted to PLN 67.1 million and decreased by 0.4% year on year. A decrease in this category resulted from lower revenue in the Digital and Printed Press segment, alongside higher proceeds of Agora's Publishing House. This was mainly driven by declining revenue from the sale of the paper edition of *Gazeta Wyborcza*, with higher revenue from the sale of digital access to the content of *Wyborcza.pl*.

The **revenue from catering activities** amounted to PLN 23.1 million, i.e. 16.7% more compared to January – June 2023. This was related to increased revenue from the operations of Step Inside recorded thanks to a larger number of customers and a higher average bill.

In the first half of 2024, the **revenue from the film business** of the Agora Group increased by 286.0% and amounted to PLN 33.2 million. NEXT FILM released six new film productions in the first half of 2024. It is worth pointing out that *Akademia Pana Kleksa* has been the most popular Polish film since the pandemic, and the comedy *Sami Swoi. Poczqtek* is the second most popular Polish film of 2024. Moreover, features which had been released earlier were also sold via various distribution channels.

In the first half of 2024, the **revenue from other sales** amounted to PLN 60.2 million and was 4.3% higher year on year. This was ensured by the revenue growth in the Movies and Books, Outdoor, and Radio segments. Revenues from the sales of other products and services, as well as services and digital sales of goods and materials were higher, while the sales of printing services, sales of online services and other sales of goods and services were lower.

## 2.2. Operating cost

Tab. 7

in million PLN	2Q 2024	2Q 2023	% change yoy
<b>Operating cost net (1), including:</b>	<b>(325.0)</b>	<b>(326.2)</b>	<b>(0.4%)</b>
External services	(103.1)	(112.5)	(8.4%)
Staff cost	(109.8)	(105.0)	4.6%
Raw materials, energy and consumables	(34.9)	(37.6)	(7.2%)
D&A	(44.2)	(44.1)	0.2%
Promotion and marketing	(20.6)	(19.1)	7.9%
Cost of restructuring (2)	(0.4)	-	-
Impairment losses (3)	(0.2)	-	-

in million PLN	1H 2024	1H 2023	% change yoy
<b>Operating cost net (1), including:</b>	<b>(700.4)</b>	<b>(627.0)</b>	<b>11.7%</b>
External services	(238.4)	(213.0)	11.9%
Staff cost	(224.7)	(201.9)	11.3%
Raw materials, energy and consumables	(77.6)	(78.3)	(0.9%)
D&A	(88.3)	(84.8)	4.1%
Promotion and marketing	(41.0)	(30.7)	33.6%
Cost of restructuring (2)	(8.3)	-	-
Impairment losses (3)	(0.2)	-	-

(1) the amount of the cost excluding impact of International Financial Reporting Standard no. 16 Leases amounted to PLN 714.5 million in the first half of 2024 and PLN 332.4 million in the second quarter of 2024 (in the first half of 2023: PLN 639.8 million and PLN 332.7 million in the second quarter of 2023);

(2) relates to the cost of group layoffs conducted in Digital and Printed Press segment and Internet segment in the first quarter of 2024;

(3) the amount shown includes the impairment on intangible assets in the company Agora S.A. and the reversal of impairment losses of fixed assets in the companies AMS S.A. and Helios S.A.

In the second quarter of 2024, the **net operating costs** of the Agora Group decreased by 0.4% to PLN 325.0 million.

**Costs of external services** amounted to PLN 103.1 million and were 8.4% lower year on year. The largest decrease occurred in the Internet segment and was a result of lower costs in Yieldbird (a decrease in the costs of renting advertising space associated with lower revenues from advertising services) and Gazeta.pl. The decrease in the costs of external services in the Internet segment was also influenced by the sale of HRLink. Another segment where the costs of external services decreased was the Radio segment. This was significantly affected by lower costs of purchasing airtime on stations owned by other broadcasters in connection with the provision of advertising agency service. The decrease in costs in the Movies and Books segment was a result of lower costs in Agora's Publishing House, film activities, and cinema activities, with higher costs in the catering business. In the second quarter of 2024, the costs incurred by the

Digital and Printed Press segment and the Outdoor segment went up. In the former, this increase was mainly due to higher IT costs and higher costs of other external services (festival organisation), while in the latter, it was mainly due to higher campaign implementation and system maintenance costs.

The largest item of the Group's expenses between April and June 2024 was **staff costs**, which amounted to PLN 109.8 million and was 4.6% higher than that recorded in the second quarter of 2023. The largest increase in this category occurred in the Movies and Books segment and was mainly related to the cinema business. An increase in staff costs was also visible in the Radio segment and the Outdoor segment. Due to the reduced headcount, the Digital and Printed Press segment incurred lower costs of fixed and variable remuneration. The costs of the Internet segment remained at the level of costs incurred in the second quarter of 2023.

The **headcount** in the Agora Group in June 2024 amounted to 2,414 full-time equivalents and was 179 FTEs lower compared to June 2023. The above drop resulted mainly from the reduced headcount in the Digital and Printed Press and Internet segments – the result of restructuring in these segments and separation of the HRlink Group companies from the Internet segment's structure.

The decrease in the **cost of materials and energy consumption and goods and materials sold** of 7.2% to PLN 34.9 million recorded in the second quarter of 2024 was the result of a decrease in this type of expenses in the Digital and Printed Press segment. This decrease was a result of lower production material costs, with higher energy costs. Costs in this category increased in Agora's Publishing House and the catering business of the Movies and Books segment due to higher revenues from these areas, while they decreased in cinema activities due to lower concession sales revenues.

The **costs of depreciation and amortisation** were higher by 0.2% and amounted to PLN 44.2 million. This decrease was visible in all operational segments except for Outdoor. The increase in Outdoor costs was due to the classification of higher total value contracts under IFRS 16.

The **promotion and marketing costs** of the Agora Group increased by 7.9% in the second quarter of 2023, to PLN 20.6 million. Higher promotion and marketing costs were recorded in all segments except the Internet segment. The largest increase was visible in the Radio segment and was related to promotional campaigns for Radio Zet.

The net operating costs of the Group in the second quarter of 2024, reported **without IFRS 16**, amounted to PLN 332.4 million and were 0.1% lower than in the analogous period in 2023.

In the first half of 2024, the **net operating costs** of the Agora Group increased by 11.7% to PLN 700.4 million. The level of the operating costs in the first half of 2024 was significantly affected by consolidation with the Eurozet Group since 1 March 2023 and the costs of restructuring in the Digital and Printed Press and Internet segments amounting to a total of PLN 8.3 million.

The largest item of the Group's expenses in the first half of 2024 was the **costs of external services** which amounted to PLN 238.4 million and were 11.9% higher year on year. These costs increased in almost all segments, except for the Internet. The sharpest increase was recorded in the Movies and Books segment and was mainly related to film activities (higher remuneration costs paid to film producers). The costs of external services in catering business were also higher, while in the cinema business and Agora's Publishing House they were lower. Another segment that incurred higher costs of external services in the first half of 2024 was the Radio segment. The increase in costs in this segment was due to the consolidation of Eurozet group results. The Digital and Printed Press segment also incurred higher costs of external services. The most significant contributor to the increase in this cost category was higher IT costs and higher costs of other external services (festival organisation). The increase in the costs of external services of the Outdoor segment was due to higher costs of system maintenance and advertising campaigns. The segment in which the decrease in the costs of external services was observed was the Internet. Lower costs of the Internet resulted from lower costs in Yieldbird, reflecting mainly a decrease in the cost of leasing advertising space and lower revenue from the sale of advertising services. The costs of external services in Gazeta.pl were also lower. The decrease in the costs of external services in the Internet segment was also influenced by the sale of HRlink and the transfer of Goldenline Sp. z o.o., as a result of which these companies are no longer consolidated within the segment.

**Staff costs** reached PLN 224.7 million and increased by 11.3% compared to the first half of 2023. Expenditures on staff costs were higher in almost all operating segments of the Group. The only exception was the Digital and Printed Press segment, which was the result of lower headcount as a result of restructuring carried out in this area. The largest increase in this category was recorded in the Radio segment, mainly due to consolidation of results with the Eurozet Group. The increase in the staff costs in the Movies and Books segment was primarily related to cinema operations due to higher costs of full-time employment contracts and orders, mainly as a consequence of increased minimum wage and variable component of remuneration for the staff. Staff costs were higher also in Agora's Publishing House, catering activities and the film business.

The decrease in the **cost of materials and energy consumption and goods and materials sold** of 0.9% to PLN 77.6 million recorded in the first half of 2024 was the result of a decrease in this type of expenses in the Digital and Printed Press segment and was mainly due to lower direct production material costs (including lower paper prices), with higher electricity costs. The largest increase in this cost item was visible in the Movies and Books segment and it was mainly related to the increase in the revenue from concession sales in cinemas and from higher sales in Agora's Publishing House and in restaurants.

The **costs of depreciation and amortisation** were higher by 4.1% and amounted to PLN 88.3 million. The increase in this cost item was visible in the Outdoor segment (classification into IFRS16 of agreements with a higher total value) and in the Radio segment (consolidation of results with the Eurozet Group), as well as in supporting departments. In addition, depreciation and amortisation of fair values of the Eurozet Group assets acquired has been recognised in the Agora Group since 1 March 2023. Other segments recorded a decrease in this cost item.

The **promotion and marketing costs** of the Agora Group increased by 33.6% compared to January – June 2023, to PLN 41.0 million. This was mainly the result of the consolidation of the Radio segment with the results of the Eurozet Group. Higher advertising and representation costs than in the same period last year were also incurred by the Movies and Books, Outdoor, and Internet segments. The costs of the Digital and Printed Press segment were lower than in the first half of 2023.

In the first half of 2024, the Group's net operating costs **without IFRS 16** amounted to PLN 714.5 million, i.e. they increased by 11.7% year on year.

### 3. PROSPECTS

According to available macroeconomic forecasts, the second quarter and the subsequent quarters of 2024 will bring a higher economic growth rate in Poland than in the Western European countries, an inflation which will be lower than over the last two years, and slow stabilisation in the prices of energy raw materials, food, goods and services. The development of the economic situation in Poland in the subsequent periods will also be characterised by high uncertainty due to the further course of the armed conflict in Ukraine and its geopolitical consequences, among other factors. An important factor affecting the Agora Group is also the wage pressure and the increase in minimum wage in 2024. From 1 January 2024, the minimum gross remuneration for work increased from PLN 3,600 to PLN 4,242, and the minimum hourly rate increased from PLN 23.50 to PLN 27.70. From 1 July 2024, the minimum gross remuneration for work increased from PLN 4,242 to PLN 4,300, and the minimum hourly rate increased from PLN 27.70 to PLN 28.10.

At the same time, work is ongoing on the release of funds from the "National Recovery Plan" (NRP) financed by the European Fund. It is also worth mentioning the two factors that can affect the dynamics of the Polish advertising market. Firstly, it is uncertain how much the release of funds from the "National Recovery Plan" (NRP) will affect the growth rate of the Polish GDP and thus, the growth rate of the advertising market already in 2024. Secondly, it is difficult to predict how the State Treasury companies and public administration bodies will behave with respect to spending funds on announcements and advertisements. Currently, it is difficult to estimate whether the funds will be lower in 2024 or comparable to those which appeared on the advertising market in recent years.

In 2024, Agora S.A. started reorganising the Group's operations by means of a plan to separate the organised parts of the enterprise as separate companies, as a result of which, on 1 April this year the Digital and Printed Press segment, the Gazeta.pl division, the Agora's Publishing House division, and the Administration department began operations in new subsidiaries, namely Wyborcza Sp. z o.o., Gazeta.pl Sp. z o.o., Agora Książka i Muzyka Sp. z o.o., and Czerska 8/10 Sp. z o.o. respectively. Moreover, at the beginning of the year, restructuring was initiated in the Digital and Printed Press (Gazeta Wyborcza) and the Internet (Gazeta.pl) segments, which includes adapting these business areas to the changing market and expectations of recipients, thus ensuring stability and development of the Group in the following years.

In the second quarter of 2024, Agora S.A. took full control of the Eurozet group, and as of 1 March 2023, the results of the Eurozet Group are consolidated with the results of Agora S.A. The strengthening of the Radio segment with other stations helps strengthen the market position and increase the sales. This change will have a significant impact on revenues and costs in the Radio segment.

The above factors will affect both the revenue potential of the Agora Group and the increase in operating costs.

### 3.1. REVENUES

#### 3.1.1 Advertising market [3]

In the second quarter of 2024, the value of advertising spending in Poland increased by almost 9.0% compared to the same period in 2023. Advertisers spent about PLN 3.33 billion on promoting their products and services during this period. The increase in advertising spending affected all market segments except newspapers. In the first quarter of 2024, the dynamics of the advertising market was almost 11.0%, and the increase in spending affected all media except newspapers.

In both the first and second quarters of 2024, ad spending for outdoor advertising grew very rapidly. Very solid double-digit increases were also recorded by the Internet. Large increases were also seen in spending on television advertising and radio advertising. Only spending on print advertising, both in dailies and magazines, declined. In the first quarter of 2024, cinema advertising recorded very strong growth and in the second quarter of 2024, against the backdrop of declining cinema attendance, cinema advertising spending recorded minimal growth.

The dynamics of the advertising market, both in the first and second quarters of 2024, were better than expectations. The company has decided to revise its expectations for the growth rate of the overall advertising market and a few market segments throughout 2024. Agora expects the dynamics of advertising spending in Poland in 2024 to be at around 6.0 - 8.0%. The company decided to revise its forecasts, despite high uncertainty about the scale of the economic slowdown in the country, the level of inflation and operating costs for businesses, and in view of the geopolitical situation in the region.

Current data on the estimated dynamics of changes in the value of advertising expenditures by media are presented in the table below:

**Tab. 8**

Total advertising expenditure	Television	Internet	Radio	Outdoor	Press	Cinema
6.0-8.0%	4.0%-6.0%	7.0-10.0%	4.0-7.0%	10.0-15.0%	(11.0%)-(8.0%)	9.0-14.0%

At the same time, it is worth noting that due to many uncertainties and abrupt changes in the market environment caused by macroeconomic and geopolitical factors, it is difficult to make long-term assumptions, therefore the above estimates may be biased, and their relevance can be much smaller than in periods of more predictability.

#### 3.1.2. Ticket sales

The most significant factors affecting attendance in Polish cinemas include: the repertoire, the weather conditions, the affluence of the Polish society and distance to the cinema. Attendance in 2024 will also be affected by changes in the premiere schedule resulting from the concluded strikes of screenwriters and actors that took place in 2023. Based on the available information, the number of tickets sold in Polish cinemas in the first half of 2024 amounted to 24.1 million, which represents an increase by 12.6% as compared to 2023 [9]. In the company's opinion, the possible full restoration of the audience (to the level from 2019) will last for at least a few years.



### 3.1.3 Copy sales

In subsequent quarters of 2024, negative trends relating to a decrease in copy sales of printed press will continue. Agora develops sales of access to the content of Wyborcza.pl in the form of digital subscriptions. As of the end of June 2024, the number of paid digital subscriptions to Gazeta Wyborcza amounted to 290.7 thousand and was slightly lower than at the end of the same period in 2023. Between January and June 2024, revenues from the sale of publications in the Digital and Printed Press segment were at a level similar to the same period in 2023. This was mainly due to lower sales of the print edition of *Gazeta Wyborcza*, with an increase in revenues from the sale of Wyborcza.pl subscriptions. In the company's opinion, the trend of growing revenue from the sale of Wyborcza.pl subscriptions will also continue throughout 2024.

## 3.2 Operating costs

Total operating costs of the Agora Group in the subsequent quarters of 2024 will be higher than those recorded in 2023. This will be primarily driven by the increase in the costs of materials and energy as well as the costs of external services, following the ongoing high inflation and the growing remuneration costs related to the increase in minimum wage. Higher costs of materials and energy consumed, costs of external services, staff costs – except for the Digital and Printed Press segment and the Internet segment, as well as promotion and marketing will have the decisive influence on the increase in the Group's operating costs. The consolidation of results with the Eurozet group from 1 March 2023 translated into higher values in each cost category in 2024, the effect of which will be visible in subsequent periods.

### 3.2.1 Costs of external services

The costs of external services in the third quarter of 2024 will largely depend on the costs of film copy purchase related directly to cinema attendance and the level of revenue from ticket sales, the EUR/PLN exchange rate, the costs of leasing advertising space, and the number of advertising campaigns. The decrease in this cost item will be affected by a change in Yieldbird's business model towards the product model.

### 3.2.2 Staff costs

According to the company's estimates, staff costs will be higher in 2024 than in 2023. From 1 January 2024, the minimum gross remuneration for work increased from PLN 3,600 to PLN 4,242, and the minimum hourly rate increased from PLN 23.50 to PLN 27.70. In the second quarter of 2024, the Company has completed collective redundancies in the Digital and Printed Press (*Gazeta Wyborcza*) and the Internet (*Gazeta.pl*) segments. The impact of these two factors will directly affect the performance of individual operating segments in the Agora Group. This cost category will increase in each of the Group's operating segments and its supporting divisions, except for the areas where restructuring has taken place in the first half of 2024. The company decided to allocate a certain part of savings generated from collective redundancies to pay increases for staff.

### 3.2.3 Promotion and marketing costs

In 2024, the Agora Group plans further promotional activities in most of its businesses, in order to restore their market position. The dynamics of changes in individual media, the number of development projects launched as well as market activities of the Group's competitors will affect the level of expenditure incurred in this respect. Considering these factors, the company estimates that the promotion and marketing costs will increase in most of the Group's businesses in 2024 as compared to 2023, primarily as a result of the takeover of the Eurozet Group as of 1 March 2023.

### 3.2.4 Cost of materials and energy

In 2024, the Group's printing activities will impact this cost item, especially the cost of production materials, the volume of production and the EUR/PLN exchange rate. An additional factor affecting this item is the overall increase in energy costs on the market in 2023 and continually high prices in the near future. At the same time, the Group companies are investing for the purpose of further reduction of energy consumption, which will help to slow down the growth rate of this cost item.

### III. FINANCIAL RESULTS

#### 1. THE AGORA GROUP

The condensed semi-annual consolidated financial statements of the Agora Group for the first half of 2024 includes Agora S.A. and 30 subsidiaries, which operate principally in the internet, cinema, radio, gastronomy and outdoor segments. Additionally, as at 30 June 2024 the Group held shares in jointly controlled entity Instytut Badań Outdooru IBO Sp. z o.o., as well as in associated company ROI Hunter a.s.

A detailed list of companies of the Agora Group is presented in note 11 and the changes in the composition of the Group are described in note 12 to the the condensed semi-annual consolidated financial statements.

#### 2. PROFIT AND LOSS ACCOUNT OF THE AGORA GROUP

Tab. 9

<i>in PLN million</i>	2Q 2024	2Q 2023	% change yoy	1H 2024	1H 2023	% change yoy
<b>Total sales (1)</b>	<b>337.5</b>	<b>326.9</b>	<b>3.2%</b>	<b>723.4</b>	<b>622.7</b>	<b>16.2%</b>
<i>Advertising revenue</i>	193.3	181.8	6.3%	351.2	306.1	14.7%
<i>Ticket sales</i>	40.0	42.1	(5.0%)	118.1	104.1	13.4%
<i>Copy sales</i>	33.4	33.9	(1.5%)	67.1	67.4	(0.4%)
<i>Concession sales in cinemas</i>	24.6	25.1	(2.0%)	70.5	59.0	19.5%
<i>Gastronomic sales</i>	12.3	10.7	15.0%	23.1	19.8	16.7%
<i>Revenues from film activities</i>	3.7	3.1	19.4%	33.2	8.6	286.0%
<i>Other</i>	30.2	30.2	-	60.2	57.7	4.3%
<b>Operating cost net, including:</b>	<b>(325.0)</b>	<b>(326.2)</b>	<b>(0.4%)</b>	<b>(700.4)</b>	<b>(627.0)</b>	<b>11.7%</b>
<i>External services</i>	(103.1)	(112.5)	(8.4%)	(238.4)	(213.0)	11.9%
<i>Staff cost</i>	(109.8)	(105.0)	4.6%	(224.7)	(201.9)	11.3%
<i>Raw materials, energy and consumables</i>	(34.9)	(37.6)	(7.2%)	(77.6)	(78.3)	(0.9%)
<i>D&amp;A</i>	(44.2)	(44.1)	0.2%	(88.3)	(84.8)	4.1%
<i>Promotion and marketing</i>	(20.6)	(19.1)	7.9%	(41.0)	(30.7)	33.6%
<i>Cost of restructuring (2)</i>	(0.4)	-	-	(8.3)	-	-
<i>Impairment losses (3)</i>	(0.2)	-	-	(0.2)	-	-
<b>Operating result - EBIT</b>	<b>12.5</b>	<b>0.7</b>	<b>1,685.7%</b>	<b>23.0</b>	<b>(4.3)</b>	<b>-</b>
<i>Operating result - EBIT excl. IFRS 16 (4)</i>	5.1	(5.8)	-	8.9	(17.1)	-
<b>Finance cost, net, incl.:</b>	<b>(14.6)</b>	<b>20.8</b>	<b>-</b>	<b>(19.1)</b>	<b>13.9</b>	<b>-</b>
<i>Income from short-term investment</i>	0.6	1.4	(57.1%)	1.3	2.4	(45.8%)
<i>Costs related to bank loans and leasing including interest costs related to IFRS 16</i>	(10.5)	(11.1)	(5.4%)	(20.5)	(21.4)	(4.2%)
<i>Foreign exchange gains/(losses) including foreign exchange gains/(losses) related to IFRS 16</i>	(7.9)	(7.3)	8.2%	(16.0)	(14.0)	14.3%
<i>Revaluation of put options (5)</i>	(2.3)	28.5	-	2.8	30.4	(90.8%)
<i>Revaluation of put options (5)</i>	(1.3)	26.6	-	3.8	28.4	(86.6%)
<i>Revaluation of put options (5)</i>	(2.0)	2.5	-	(2.0)	2.5	-
<b>Gain on remeasurement of shares in subsidiary (6)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>47.9</b>	<b>-</b>
<b>Share of results of equity accounted investees</b>	<b>0.4</b>	<b>(0.5)</b>	<b>-</b>	<b>0.5</b>	<b>(3.8)</b>	<b>-</b>
<b>Profit/(loss) before income tax</b>	<b>(1.7)</b>	<b>21.0</b>	<b>-</b>	<b>4.4</b>	<b>53.7</b>	<b>(91.8%)</b>
Income tax	(6.4)	(8.5)	24.7%	(8.7)	(6.5)	(33.8%)

<i>in PLN million</i>	2Q 2024	2Q 2023	% change yoy	1H 2024	1H 2023	% change yoy
<b>Net profit/(loss) for the period</b>	<b>(8.1)</b>	<b>12.5</b>	-	<b>(4.3)</b>	<b>47.2</b>	-
<b>Attributable to:</b>						
Equity holders of the parent	(12.3)	6.9	-	(12.9)	39.5	-
Non - controlling interest	4.2	5.6	(25.0%)	8.6	7.7	11.7%
EBIT margin (EBIT/Sales)	3.7%	0.2%	3.5pp	3.2%	(0.7%)	3.9pp
EBIT margin excl. IFRS 16 (4)	1.5%	(1.8%)	3.3pp	1.2%	(2.7%)	3.9pp
<b>EBITDA (7)</b>	<b>56.9</b>	<b>44.8</b>	<b>27.0%</b>	<b>111.5</b>	<b>80.5</b>	<b>38.5%</b>
EBITDA margin (EBITDA/Sales)	16.9%	13.7%	3.2pp	15.4%	12.9%	2.5pp
EBITDA excl. IFRS 16 (4)	28.8	18.2	58.2%	55.9	28.7	94.8%
EBITDA margin excl. IFRS 16 (4)	8.5%	5.6%	2.9pp	7.7%	4.6%	3.1pp

- (1) particular sales positions, apart from revenues from ticket sales, concession sales in cinemas and gastronomic sales, include sales of the Agora's Publishing House and film activities (functioning within the Movies and Books segment), described in detail in point IV.A in this report;
- (2) relates to the cost of group layoffs conducted in Digital and Printed Press segment and Internet segment in the first quarter of 2024;
- (3) the amount shown includes the impairment loss on intangible assets in the company Agora S.A. and the reversal of impairment losses of fixed assets in the companies AMS S.A. and Helios S.A.;
- (4) the amount of the operating result – EBIT, EBITDA and net loss excluding impact of International Financial Reporting Standard no. 16 Leases;
- (5) concerns the revaluation of put option liabilities granted to shareholders of Helios S.A.;
- (6) remeasurement of equity interest as at the acquisition date relates to obtaining control of Eurozet Group that is consolidated using the full method from March 1, 2023;
- (7) the performance measure "EBITDA" is defined as EBIT increased by depreciation and amortization and impairment losses of property, plant and equipment, intangible assets and right-of-use assets. Detailed information on definitions of financial ratios is presented in the Notes to part IV of this MD&A.

## 2.1. Financial results presented according to major segments of the Agora Group for the first half of 2024 [1]

Major products and services, as well as operating revenue and cost of the Agora Group are presented in detail in part IV of this MD&A (“Operating review – major segments of the Agora Group”).

Tab. 10

<i>in PLN million</i>	Movies and Books	Radio	Digital and printed press	Outdoor	Internet	Reconciling positions (2)	Total (consolidated) 1H 2024
<b>Total sales (1)</b>	<b>299.7</b>	<b>164.9</b>	<b>98.6</b>	<b>104.6</b>	<b>60.2</b>	<b>(4.6)</b>	<b>723.4</b>
% share	41.4%	22.8%	13.6%	14.5%	8.3%	(0.6%)	100.0%
<b>Operating cost net (1)</b>	<b>(272.8)</b>	<b>(144.8)</b>	<b>(110.1)</b>	<b>(86.6)</b>	<b>(68.5)</b>	<b>(17.6)</b>	<b>(700.4)</b>
<b>Operating cost net excl. IFRS 16 (1)</b>	<b>(282.8)</b>	<b>(145.6)</b>	<b>(110.1)</b>	<b>(89.5)</b>	<b>(68.5)</b>	<b>(18.0)</b>	<b>(714.5)</b>
<b>EBIT</b>	<b>26.9</b>	<b>20.1</b>	<b>(11.5)</b>	<b>18.0</b>	<b>(8.3)</b>	<b>(22.2)</b>	<b>23.0</b>
<b>EBIT excl. IFRS 16</b>	<b>16.9</b>	<b>19.3</b>	<b>(11.5)</b>	<b>15.1</b>	<b>(8.3)</b>	<b>(22.6)</b>	<b>8.9</b>
Finance income and cost							(19.1)
Share of results of equity accounted investees				(0.1)	0.6		0.5
Income tax							(8.7)
<b>Net loss for the period</b>							<b>(4.3)</b>
<b>Attributable to:</b>							
Equity holders of the parent							(12.9)
Non-controlling interest							8.6
<b>EBITDA</b>	<b>66.8</b>	<b>29.7</b>	<b>(8.5)</b>	<b>38.0</b>	<b>(4.0)</b>	<b>(10.5)</b>	<b>111.5</b>
<b>EBITDA excl. IFRS 16</b>	<b>31.5</b>	<b>25.3</b>	<b>(8.6)</b>	<b>23.1</b>	<b>(4.0)</b>	<b>(11.4)</b>	<b>55.9</b>
CAPEX	(1.7)	(3.1)	(0.5)	(5.0)	(1.6)	(3.5)	(15.4)

(1) the amounts do not include revenues and total cost of cross-promotion of Agora’s different media if such promotion is executed without prior reservation between segments of the Agora Group; the direct variable cost of campaigns carried out on advertising panels is the only cost that is included above; it is allocated from the Outdoor segment to other segments;

(2) reconciling positions show data not included in particular segments, i.a.: other revenues and costs of Agora’s supporting divisions (centralized IT, administrative and finance functions excluding costs which are allocated to segments), corporate and the Management Board of Agora S.A. costs, intercompany eliminations and other matching adjustments, which reconcile the data presented in the management reports to the consolidated financials of the Agora Group.

## 2.2. Finance income and cost

Net financial activities of the Group for the first half of 2024 were influenced mainly by commission and interest expenses related to bank loans and lease liabilities and losses on put option revaluation financial. These costs were partially offset by foreign exchange gains due to balance sheet valuation of lease liabilities recognized in accordance with IFRS 16 and interest related to cash and cash equivalents.

## 3. BALANCE SHEET OF THE AGORA GROUP

Tab. 11

<i>in PLN million</i>	30.06.2024	31.03.2024	% change to 31/03/2024	31.12.2023	% change to 31/12/2023
<b>Non-current assets</b>	<b>1,618.4</b>	<b>1,662.2</b>	<b>(2.6%)</b>	<b>1,680.3</b>	<b>(3.7%)</b>
<i>share in balance sheet total</i>	<i>81.2%</i>	<i>81.5%</i>	<i>(0.3pp)</i>	<i>82.2%</i>	<i>(1.0pp)</i>
<b>Current assets</b>	<b>374.5</b>	<b>377.2</b>	<b>(0.7%)</b>	<b>365.1</b>	<b>2.6%</b>
<i>share in balance sheet total</i>	<i>18.8%</i>	<i>18.5%</i>	<i>0.3pp</i>	<i>17.8%</i>	<i>1.0pp</i>
<b>TOTAL ASSETS</b>	<b>1,992.9</b>	<b>2,039.4</b>	<b>(2.3%)</b>	<b>2,045.4</b>	<b>(2.6%)</b>
<b>Equity holders of the parent</b>	<b>665.3</b>	<b>737.5</b>	<b>(9.8%)</b>	<b>738.5</b>	<b>(9.9%)</b>
<i>share in balance sheet total</i>	<i>33.4%</i>	<i>36.2%</i>	<i>(2.8pp)</i>	<i>36.1%</i>	<i>(2.7pp)</i>
<b>Non-controlling interest</b>	<b>5.0</b>	<b>113.5</b>	<b>(95.6%)</b>	<b>109.1</b>	<b>(95.4%)</b>
<i>share in balance sheet total</i>	<i>0.3%</i>	<i>5.6%</i>	<i>(5.3pp)</i>	<i>5.3%</i>	<i>(5.0pp)</i>
<b>Non-current liabilities and provisions</b>	<b>804.8</b>	<b>630.3</b>	<b>27.7%</b>	<b>636.3</b>	<b>26.5%</b>
<i>share in balance sheet total</i>	<i>40.3%</i>	<i>30.8%</i>	<i>9.5pp</i>	<i>31.1%</i>	<i>9.2pp</i>
<b>Current liabilities and provisions</b>	<b>517.8</b>	<b>558.1</b>	<b>(7.2%)</b>	<b>561.5</b>	<b>(7.8%)</b>
<i>share in balance sheet total</i>	<i>26.0%</i>	<i>27.4%</i>	<i>(1.4pp)</i>	<i>27.5%</i>	<i>(1.5pp)</i>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>1,992.9</b>	<b>2,039.4</b>	<b>(2.3%)</b>	<b>2,045.4</b>	<b>(2.6%)</b>

## 3.1. Non-current assets

The decrease in non-current assets, versus 31 December 2023 resulted mainly from decreases in depreciation and amortisation of non-current assets, decreases in intangible assets related to the sale of the company HRLink Sp. z o.o. and the sale of fixed asset expenditures, decreases in long-term receivables and prepayments and deferred tax assets. These decreases were partly offset by an increase in the right-of-use assets due to modifications of lease agreements.

The decrease in non-current assets, versus 31 March 2024 resulted mainly from depreciation and amortisation of property, plant and equipment, intangible assets and right-of-use of assets, decrease in long-term receivables and deferred tax assets.

## 3.2. Current assets

The increase in current assets, versus 31 December 2023, stemmed mainly from the increase cash and cash equivalents, increase in short-term prepayments and inventories, which was partially offset by the decrease in trade and other receivables.

The decrease in current assets, versus 31 March 2024, stemmed mainly from the decrease in cash and cash equivalents and short-term prepayments, which was partially offset by increase in trade and other receivables.

### 3.3. Non-current liabilities and provisions

The increase in non-current liabilities and provisions compared to 31 December 2023, stemmed mainly from taking out bank loans for the additional purchase of shares in Eurozet Sp. z o.o., an increase in other financial liabilities due to the valuation of put options, an increase in long-term contract liabilities and other liabilities. The above changes were partially offset by decreases in finance lease liabilities, long-term loan liabilities and deferred tax liabilities.

The increase in non-current liabilities and provisions compared to 31 March 2024, stems mainly from taking out bank loans for the additional purchase of shares in Eurozet Sp. z o.o., increase in long-term contract liabilities and an increase in other financial liabilities due to the valuation of put options. The above changes were partially offset by decreases in finance lease liabilities and long-term loan liabilities.

### 3.4. Current liabilities and provisions

The decrease in current liabilities and provisions, versus 31 December 2023, stemmed mainly a decrease in the balance of accrued expenses, loans payable, trade payables, liabilities for the purchase of non-financial fixed assets, dividends payable, other current liabilities and income tax liabilities. The above changes were partly offset by increases in provisions for trade discounts, tax liabilities, special funds and deferred income.

The decrease in the balance of short-term liabilities and provisions, versus 31 March 2024, was mainly due to a decrease in the balance of bank loan liabilities, trade payables, accruals, contract liabilities, other current liabilities, finance lease payables, special funds and income tax payables. The above decrease was partly offset by an increase in provisions for trade discounts, deferred income and provisions for refunds.

## 4. CASH FLOW STATEMENT OF THE AGORA GROUP

Tab. 12

<i>in PLN million</i>	<b>2Q 2024</b>	<b>2Q 2023</b>	<i>% change yoy</i>	<b>1H 2024</b>	<b>1H 2023</b>	<i>% change yoy</i>
Net cash from operating activities	22.1	39.0	(43.3%)	94.1	89.5	5.1%
Net cash from investment activities	(3.3)	(11.5)	71.3%	(1.1)	(11.3)	90.3%
Net cash from financing activities	(36.6)	(72.1)	49.2%	(82.4)	(64.9)	(27.0%)
<b>Total movement of cash and cash equivalents</b>	<b>(17.8)</b>	<b>(44.6)</b>	<b>60.1%</b>	<b>10.6</b>	<b>13.3</b>	<b>(20.3%)</b>
<b>Cash and cash equivalents at the end of period</b>	<b>101.0</b>	<b>82.4</b>	<b>22.6%</b>	<b>101.0</b>	<b>82.4</b>	<b>22.6%</b>

As at 30 June 2024, the Group had PLN 101.9 million in cash and cash equivalents and short-term financial assets which include cash and cash equivalents in the amount of PLN 101.0 million (cash on hand and bank deposits) and loans granted in the amount of PLN 0.9 million.

In the first half of 2024, Agora S.A. has not been engaged in any currency options or any other derivatives used for speculative purposes.

As at the date of this MD&A report, considering the cash position, the cash pooling system functioning in the Group and available credit facility, the Group does not anticipate any liquidity problems.

## 4.1. Operating activities

The cash flows from operating activities, in the first half of 2024, were higher comparing to the level recorded in the comparative period of the prior year mainly due to higher operating result.

## 4.2. Investment activities

Negative net cashflows from investing activities, in the first half of 2024, resulted mainly from expenditures for the purchase of property, plant and equipment and intangible assets. These outflows were partly offset by proceeds from HRLink Sp. z o.o. disposal and proceeds from the sale of property, plant and equipment and intangible assets.

## 4.3. Financing activities

Positive net cashflows from financing activities in the half of 2024, stemmed mainly from inflows from bank loans, including the ones for additional acquisition of shares in Eurozet Sp. z o.o. These inflows were partly offset by expenditure on additional acquisition of shares in Eurozet Sp. z o.o., repayments of loan and lease liabilities and dividends paid to non-controlling shareholders.

## 5. SELECTED FINANCIAL RATIOS [5]

Tab.13

	2Q 2024	2Q 2023	% change yoy	1H 2024	1H 2023	% change yoy
<b>Profitability ratios</b>						
Net profit margin	(3.6%)	2.1%	(5.7pp)	(1.8%)	6.3%	(8.1pp)
Gross profit margin	35.2%	33.1%	2.1pp	33.4%	31.9%	1.5pp
Return on equity	(7.0%)	3.9%	(10.9pp)	(3.7%)	11.4%	(15.1pp)
<b>Efficiency ratios</b>						
Inventory turnover	15 days	12 days	25.0%	13 days	13 days	-
Debtors days	50 days	43 days	16.3%	49 days	44 days	11.4%
Creditors days	28 days	27 days	3.7%	28 days	29 days	(3.4%)
<b>Liquidity ratio (1)</b>						
Current ratio	0.9	0.8	12.5%	0.9	0.8	12.5%
<b>Financing ratios (1)</b>						
Gearing ratio	11.0%	5.2%	5.8pp	11.0%	5.2%	5.8pp
Interest cover	2.8	(1.6)	-	2.7	(2.6)	-
Free cash flow interest cover	(6.9)	(0.5)	(1,280.0%)	5.1	1.4	264.3%

1) liquidity and financing ratios presented excluding the impact of debt resulting from implementation of IFRS 16 Leases.

Definitions of financial ratios [5] are presented at the end of part IV of this MD&A ("Operating review – major segments of the Agora Group").



## IV. OPERATING REVIEW - MAJOR SEGMENTS OF THE AGORA GROUP

### IV.A. MOVIES AND BOOKS [1]

The Movies and Books segment includes the pro-forma consolidated financials of Helios S.A., Helios Media Sp. z o.o., NEXT FILM Sp. z o.o., Next Script Sp. z.o.o. (company merged with NEXT FILM Sp. z o.o. on 15 November 2023) and Step Inside Sp. z o.o. (which form the Helios group), Agora Publishing House (within Agora S.A. till 31 March 2024) and Agora Książka i Muzyka Sp z o.o. (from 1 April 2024).

Tab. 14

<i>in PLN million</i>	2Q 2024	2Q 2023	% change yoy	1H 2024	1H 2023	% change yoy
<b>Total sales, including :</b>	<b>107.0</b>	<b>105.0</b>	<b>1.9%</b>	<b>299.7</b>	<b>240.2</b>	<b>24.8%</b>
Tickets sales	40.0	42.1	(5.0%)	118.1	104.1	13.4%
Concession sales	24.6	25.1	(2.0%)	70.5	59.0	19.5%
Advertising revenue (1)	8.4	7.8	7.7%	17.2	15.1	13.9%
Gastronomic sales (2)	12.3	10.7	15.0%	23.1	19.8	16.7%
Revenues from film activities (1),(3),(4)	4.4	3.5	25.7%	35.6	9.8	263.3%
Revenues from Publishing House	13.5	12.4	8.9%	26.4	24.6	7.3%
<b>Total operating cost, including (5):</b>	<b>(112.3)</b>	<b>(111.4)</b>	<b>0.8%</b>	<b>(272.8)</b>	<b>(230.6)</b>	<b>18.3%</b>
<b>Total operating cost without IFRS 16 (5)</b>	<b>(117.1)</b>	<b>(116.3)</b>	<b>0.7%</b>	<b>(282.8)</b>	<b>(240.7)</b>	<b>17.5%</b>
External services (4),(5)	(36.6)	(37.1)	(1.3%)	(109.0)	(82.0)	32.9%
Staff cost	(25.2)	(21.3)	18.3%	(52.9)	(43.3)	22.2%
Raw materials, energy and consumables	(21.1)	(20.6)	2.4%	(47.4)	(43.0)	10.2%
D&A (5)	(19.8)	(20.8)	(4.8%)	(39.9)	(41.6)	(4.1%)
Promotion and marketing (1)	(5.4)	(4.5)	20.0%	(13.7)	(8.9)	53.9%
<b>EBIT</b>	<b>(5.3)</b>	<b>(6.4)</b>	<b>17.2%</b>	<b>26.9</b>	<b>9.6</b>	<b>180.2%</b>
<i>EBIT margin</i>	(5.0%)	(6.1%)	1.1pp	9.0%	4.0%	5.0pp
<b>EBIT without IFRS 16</b>	<b>(10.1)</b>	<b>(11.3)</b>	<b>10.6%</b>	<b>16.9</b>	<b>(0.5)</b>	-
<i>EBIT margin without IFRS 16</i>	(9.4%)	(10.8%)	1.4pp	5.6%	(0.2%)	5.8pp
<b>EBITDA (6)</b>	<b>14.5</b>	<b>14.4</b>	<b>0.7%</b>	<b>66.8</b>	<b>51.2</b>	<b>30.5%</b>
<i>EBITDA margin</i>	13.6%	13.7%	(0.1pp)	22.3%	21.3%	1.0pp
<b>EBITDA without IFRS 16 (6)</b>	<b>(3.2)</b>	<b>(3.6)</b>	<b>11.1%</b>	<b>31.5</b>	<b>15.3</b>	<b>105.9%</b>
<i>EBITDA margin without IFRS 16</i>	(3.0%)	(3.4%)	0.4pp	10.5%	6.4%	4.1pp

- (1) the amounts do not include revenues and total cost of cross-promotion of Agora's different media (only the direct variable cost of campaigns carried out on advertising panels) if such a promotion was executed without prior reservation;
- (2) the amounts include sales in restaurants operated by Step Inside Sp. z o.o.;
- (3) the amounts comprise mainly the revenues from co-production and distribution of films;
- (4) mutual transactions within the Helios group have been eliminated from film revenues and costs of external services: between Helios S.A. and NEXT FILM Sp. z o.o.;
- (5) the data of first and second quarter of 2023 and the first quarter of 2024 include allocated costs of some of the supporting departments, from the second quarter of 2024, as a result of a reorganisation of Agora Group, these costs are directly included in financial results of the business segments;
- (6) the EBITDA index is defined as EBIT increased by depreciation and impairment losses on tangible fixed assets, intangible assets and right-of-use assets.

In the second quarter of 2024, the Movies and Books segment improved its operating result thanks to better results of Agora's Publishing House as well as film and restaurants business. The loss at the EBIT level decreased to PLN 5.3 million, while the profit at the EBITDA level increased to PLN 14.5 million.

In the second quarter of 2024, without the effect of IFRS 16, the segment's EBIT loss amounted to PLN 10.1 million and EBITDA loss amounted to PLN 3.2 million.

In the first half of 2024, the Movies and Books segment improved its operating result, mainly thanks to better results on cinema and film operations. The profit at the EBIT level increased to PLN 26.9 million, and the profit at the EBITDA level increased to PLN 66.8 million.

In the first half of 2024, the segment's profit at the EBIT level amounted to PLN 16.9 million and the profit at the EBITDA level increased to PLN 31.5 million, without the effect of IFRS 16.

## 1. REVENUE [3]

The revenue of the Movies and Books segment in the second quarter of 2024 was higher by 1.9% year on year, and amounted to PLN 107.0 million.

Revenue from cinema operations was the largest category. Revenues from ticket sales and concession sales were lower than in the preceding year. In the second quarter of 2024, 1.9 million tickets were sold in Helios cinemas. The revenues from this sale reached PLN 40.0 million and the revenues from concession sales PLN 24.6 million. In the second quarter of 2024, online ticket sales accounted for 44.0% of the total revenue from ticket sales in cinemas. The revenue from advertising sales in cinemas increased – by 7.7% and amounted to PLN 8.4 million.

The revenue of the Movies and Books segment from the film business, which amounted to PLN 4.4 million in the second quarter of 2024, increased. NEXT FILM released two film productions in this period: *Kobieta z...* – a drama directed by Małgorzata Szumowska and Michał Englert, and a science fiction film *Supersiostry* directed by Maciej Barczewski. Moreover, in the second quarter of 2024, features which had been released earlier were also sold via various distribution channels.

In the second quarter of 2024, the segment's revenue from catering activities was up by 15.0% year on year, which accounted for PLN 12.3 million.

In the second quarter of 2024, the revenue of Agora's Publishing House increased by 8.9% to PLN 13.5 million. The following books were among the best-selling publications of Agora's Publishing House: *Kryminalna historia Watykanu* by Artur Nowak and Arkadiusz Stempin, as well as advice books entitled *Tańcząc. Rozmowy o kryzysie i przemianie* by Bartłomiej Dobroczyński and Agnieszka Jucewicz, and *To nawet lepiej. Jak obracać trudności w szanse* by Joanna Chmura.

In the second quarter of 2024, the revenue from digital sales (sales of own publications and publications of other publishers) of Agora's Publishing House was 35.3% higher year on year and amounted to PLN 6.9 million.

The revenue of the Movies and Books segment in the first half of 2024 were higher by 24.8% year on year, and amounted to PLN 299.7 million.

All revenue categories recorded an increase. The revenues from cinema activities were higher – in the first half of 2024 5.6 million tickets were sold in Helios cinemas, which translated into a 13.4% increase in ticket sales revenues, which amounted to PLN 118.1 million, and a 19.5% increase in concession sales, which amounted to PLN 70.5 million. In the first half of 2024, online ticket sales accounted for 48.2% of the total revenue from ticket sales in cinemas. The revenue from advertising sales in cinemas also increased – by 13.9% and amounted to PLN 17.2 million.

The revenue of the Movies and Books segment from the film business, which amounted to PLN 35.6 million in the first half of 2024, increased substantially. NEXT FILM released six film productions in this period: *Akademia Pana Kleksa*, a new film adaptation directed by Maciej Kawulski, a comedy *Baby boom, czyli Kogel Mogel 5* – another part of the iconic film series, a comedy *Sami swoi. Początek* – a prequel of the *Sami swoi* trilogy directed by Artur Żmijewski, a family feature *Za duży na bajki 2* directed by Kristoffer Rus, *Kobieta z...* – a drama directed by Małgorzata Szumowska and Michał Englert, and a science fiction film *Supersiostry* directed by Maciej Barczewski. It is worth pointing out that *Akademia Pana Kleksa* has been the most popular Polish film since the pandemic – the feature attracted 2.9 million

viewers to date, and the comedy *Sami Swoi. Początek* has been the second most popular Polish film in 2024, and it attracted 0.8 million viewers since its release. Moreover, in the first half of 2024, features which had been released earlier were also sold via various distribution channels.

In the first half of 2024, the segment's revenue from catering activities was up by 16.7% year on year, which accounted for PLN 23.1 million.

In the first half of 2024, the revenue of Agora's Publishing House increased by 7.3% to PLN 26.4 million. The following books were among the best-selling publications of Agora's Publishing House: *Kleks. Nowy początek* – a modernised version of *Akademia Pana Kleksa*, *Kryminalna historia Watykanu* by Artur Nowak and Arkadiusz Stempin, as well as *Czuła przewodniczka. Kobięca droga do siebie* by Natalia de Barbaro. The soundtrack from *The Peasants* by L.U.C. & Rebel Babel Film Orchestra was also highly popular.

In the first half of 2024, the revenue from digital sales (sales of own publications and publications of other publishers) of Agora's Publishing House was 27.5% higher year on year and amounted to PLN 13.0 million.

## 2. COST

The operating costs of the Movies and Books segment increased in the second quarter of 2024 by 0.8% to PLN 112.3 million.

The largest category was expenditure on external services, which accounted for PLN 36.6 million in the second quarter of 2024 and was 1.3% lower year on year. Costs of external services were lower: in Agora's Publishing House due to lower book production costs, and in film activities due to lower remuneration costs paid to film producers. Costs of external services were also lower in cinema activities due to lower costs of purchasing film copies, with higher costs of technical maintenance of cinemas, repairs and cleaning. Costs of external services were higher in the catering business, mainly due to higher delivery costs and outsourcing of staff.

The segment's staff costs increased by 18.3% to PLN 25.2 million. The increase in this cost category was primarily related to cinema operations due to higher costs of full-time employment contracts and orders, mainly as a consequence of increased minimum wage and variable component of remuneration for the staff. Staff costs were higher also in Agora's Publishing House, catering activities, and the film business.

The costs of materials and energy consumed and the value of goods and materials sold increased by 2.4% to PLN 21.1 million. Costs in this category increased in Agora's Publishing House and the catering business due to higher revenues from these areas, while they decreased in cinema activities due to lower concession sales.

Promotion and marketing costs of the Movies and Books segment recorded an increase of 20.0% to PLN 5.4 million, which was primarily related to higher promotion costs in the film business due to a larger number of titles released than a year before in the same period and higher costs of barter-settled campaigns.

The depreciation and amortisation costs of the segment, which amounted to PLN 19.8 million, recorded a decrease. Depreciation and amortisation costs in cinema operations, Agora's Publishing House and catering activities were lower.

The operating costs of the Movies and Books segment increased in the second quarter of 2024 by 0.7% to PLN 117.1 million, without the effect of IFRS 16.

The operating costs of the Movies and Books segment increased in the first half of 2024 by 18.3% to PLN 272.8 million.

The largest category was expenditure on external services, which accounted for PLN 109.0 million in the first half of 2024 and was 32.9% higher year on year. The increase in this cost category was mainly related to the film business – costs of remuneration paid to film producers were higher. Costs of external services were also higher in the catering business as a result of higher costs of deliveries and outsourcing of staff, while they were lower in the cinema activities as a result of lower costs of purchasing film copies with higher cleaning expenses, repair, and technical maintenance costs of cinemas. Costs of external services were also lower in Agora's Publishing House due to lower book production costs.

The segment's staff costs increased by 22.2% to PLN 52.9 million. The increase in this cost category was primarily related to cinema operations due to higher costs of full-time employment contracts and orders, mainly as a consequence of increased minimum wage and variable component of remuneration for the staff. Staff costs were higher also in Agora's Publishing House, catering activities and the film business.

The costs of materials and energy consumed and the value of goods and materials sold increased by 10.2% to PLN 47.4 million. This cost category increased in cinema operations as a result of higher revenue from concession sales, as well as in Agora's Publishing House and catering activities – due to higher sales.

Promotion and marketing costs of the Movies and Books segment also recorded an increase of 53.9% to PLN 13.7 million, which was primarily related to higher promotion costs in the film business due to, inter alia, a larger number of titles released than a year before and higher costs of barter-settled campaigns.

The depreciation and amortisation costs of the segment, which amounted to PLN 39.9 million, recorded a decrease. Depreciation and amortisation costs in cinema operations, catering activities and Agora's Publishing House were lower, while they were higher in the film business.

The operating costs of the Movies and Books segment increased in the first half of 2024 by 17.5% to PLN 282.8 million, without the effect of IFRS 16.

### 3. NEW INITIATIVES

On 1 April this year, Agora Książka i Muzyka Sp. z o.o. commenced its operational activities, one of the companies separated as an organised part of the enterprise within the process of creating a new managerial operating model for the Agora Group. The three-member management board of the company includes Robert Kijak, Małgorzata Skowrońska, and Beata Gutowska.

## IV.B. RADIO

The Radio segment includes consolidated pro-forma data of the radio division in Agora S.A., the national station Radio ZET, two supra-regional stations broadcasting under Antyradio and TOK FM brands, as well as 68 local stations broadcasting under Złote Przeboje, Plus Radio, Meloradio, Chillizet, Rock Radio and Radio Pogoda brands. Eurozet Group's results are consolidated from 1 March 2023.

**Tab. 15**

<i>in PLN million</i>	<b>2Q 2024</b>	<b>2Q 2023</b>	<i>% change yoy</i>	<b>1H 2024</b>	<b>1H 2023</b>	<i>% change yoy</i>
<b>Total sales, including :</b>	<b>86.0</b>	<b>80.0</b>	<b>7.5%</b>	<b>164.9</b>	<b>120.1</b>	<b>37.3%</b>
Radio advertising revenue (1), (2)	77.2	71.6	7.8%	148.6	106.8	39.1%
<b>Total operating cost, including: (2), (3)</b>	<b>(73.1)</b>	<b>(65.3)</b>	<b>11.9%</b>	<b>(144.8)</b>	<b>(104.6)</b>	<b>38.4%</b>
<b>Total operating cost without IFRS 16 (2), (3)</b>	<b>(73.6)</b>	<b>(65.7)</b>	<b>12.0%</b>	<b>(145.6)</b>	<b>(105.2)</b>	<b>38.4%</b>
External services	(27.0)	(28.3)	(4.6%)	(54.1)	(43.0)	25.8%
Staff cost	(26.0)	(22.8)	14.0%	(51.7)	(37.7)	37.1%
D&A	(4.5)	(4.6)	(2.2%)	(9.6)	(7.5)	28.0%
Promotion and marketing (2)	(11.1)	(8.9)	24.7%	(20.0)	(12.0)	66.7%
<b>EBIT</b>	<b>12.9</b>	<b>14.7</b>	<b>(12.2%)</b>	<b>20.1</b>	<b>15.5</b>	<b>29.7%</b>
<i>EBIT margin</i>	15.0%	18.4%	(3.4pp)	12.2%	12.9%	(0.7pp)
<b>EBIT without IFRS 16</b>	<b>12.4</b>	<b>14.3</b>	<b>(13.3%)</b>	<b>19.3</b>	<b>14.9</b>	<b>29.5%</b>
<i>EBIT margin without IFRS 16</i>	14.4%	17.9%	(3.5pp)	11.7%	12.4%	(0.7pp)
<b>EBITDA</b>	<b>17.4</b>	<b>19.3</b>	<b>(9.8%)</b>	<b>29.7</b>	<b>23.0</b>	<b>29.1%</b>
<i>EBITDA margin</i>	20.2%	24.1%	(3.9pp)	18.0%	19.2%	(1.2pp)
<b>EBITDA without IFRS 16</b>	<b>15.2</b>	<b>17.1</b>	<b>(11.1%)</b>	<b>25.3</b>	<b>19.5</b>	<b>29.7%</b>
<i>EBITDA margin without IFRS 16</i>	17.7%	21.4%	(3.7pp)	15.3%	16.2%	(0.9pp)

(1) advertising revenues include revenues from brokerage services of proprietary and third-party air time;

(2) the amounts do not include revenues and total cost of cross-promotion of Agora's different media (only the direct variable cost of campaigns carried out on advertising panels) if such a promotion was executed without prior reservation;

(3) first and second quarter 2023 and first quarter 2024 figures include allocated costs of some of the supporting divisions; from Q2 2024, as a result of the Agora Group reorganisation, these costs are included directly in the results of the business segments..

In the second quarter of 2024, the operating results of the Radio segment, both at the EBIT and EBITDA levels, were lower year on year and amounted to PLN 12.9 million and PLN 17.4 million, respectively. The impact on these results was primarily due to increased costs of salaries and benefits, as well as higher promotional expenditures.

In the second quarter of 2024, the segment's operating result at the EBIT level (without the effect of IFRS 16) was PLN 12.4 million and the result at the EBITDA level amounted to PLN 15.2 million in accordance with this presentation.

In the first half of 2024, the operating results of the Radio segment, both at the EBIT and EBITDA levels, were higher year on year and amounted to PLN 20.1 million and PLN 29.7 million, respectively. These results were mainly driven by consolidation with the Eurozet Group as of 1 March 2023.

In the first half of 2024, the segment's operating result at the EBIT level (without the effect of IFRS 16) was PLN 19.3 million and the result at the EBITDA level amounted to PLN 25.3 million in accordance with this presentation.

## 1. REVENUE [3]

In the second quarter of 2024, the revenue of the Radio segment increased by 7.5% year on year and amounted to PLN 86.0 million. In this period, the revenue from the sale of radio advertising increased by 7.8% to PLN 77.2 million. This was primarily due to the introduction of a joint sales offer and changes in advertising price lists.

In the second quarter of 2024, the segment's digital revenue was 13.8% higher year on year due to higher revenue from online advertisement sales. The number of Premium TOK FM subscriptions sold increased to 39.9 thousand at the end of the second quarter of 2024.

In the first half of 2024, the Radio segment's revenue increased by 37.3% year on year and amounted to PLN 164.9 million. The revenue from the sale of radio advertising increased by 39.1% to PLN 148.6 million. This deviation was driven by the consolidation with the Eurozet Group and the introduction of a joint sales offer.

In the first half of 2024, the segment's digital revenue was 29.7% higher as compared to the first half of 2023, which resulted from consolidation with the Eurozet group.

## 2. COST

In the second quarter of 2024, operating costs of the Radio segment increased by 11.9% year on year and amounted to PLN 73.1 million.

The Group's costs of external services decreased in the second quarter of 2024 by 4.6% to PLN 27.0 million. This was significantly affected by lower costs of purchasing airtime on stations owned by other broadcasters in connection with the provision of advertising agency service. The external services item includes, in addition to the costs of brokerage in the sale of advertising in third-party radio stations, costs of rents and lease fees, marketing services, production services, as well as operator fees.

Staff costs amounted to PLN 26.0 million and were 14.0% higher year on year. Mainly the fixed remuneration, costs of courses, training and conferences increased.

The costs of depreciation and amortisation decreased by 2.2% and amounted to PLN 4.5 million.

In the period from April to June 2024, promotion and marketing costs increased by 24.7% to the amount of PLN 11.1 million, mainly due to higher expenditure on Radio ZET promotional campaigns.

In the second quarter of 2024, operating costs of the Radio segment presented without considering the impact of the IFRS 16 standard amounted to PLN 73.6 million and were higher by 12.0% year on year.

In the first half of 2024, the operating costs of the Radio segment increased by 38.4% year on year and amounted to PLN 144.8 million. The level of each of the presented cost categories was affected by the consolidation with the Eurozet Group from 1 March 2023.

The costs of external services increased by 25.8% and amounted to PLN 54.1 million. The external services item includes, in addition to the costs of brokerage in the sale of advertising in third-party radio stations, costs of rents and lease fees, marketing services, production services, as well as operator fees.

Staff costs in the first half of the year amounted to PLN 51.7 million and were 37.1% higher year on year.

In the period from January to June 2024, promotion and marketing costs increased by 66.7% to the amount of PLN 20.0 million.

In the first half of 2024, operating costs of the Radio segment presented without the effect of IFRS 16 amounted to PLN 145.6 million and were higher by 38.4% year on year.

### 3. AUDIENCE SHARES [8]

Tab. 16

Share % in listening time in group all 15+	2Q 2024	change in pp yoy	1H 2024	change in pp yoy
Eurozet Group [71*]	27.0%	1.0 pp	27.0%	1.0 pp
Radio ZET	15.6%	2.1 pp	15.1%	1.6 pp
Music stations [69*]	8.8%	(0.6 pp)	9.0%	(0.4 pp)
Radio TOK FM	2.6%	(0.5 pp)	2.9%	(0.2 pp)

Share of % in listening time among residents of cities of 100,000+	2Q 2024	change in pp yoy	1H 2024	change in pp yoy
Eurozet Group [71*]	34.8%	1.6 pp	34.5%	0.8 pp
Radio ZET	12.1%	2.6 pp	11.9%	2.4 pp
Music stations [69*]	16.1%	0.2 pp	15.5%	(1.0 pp)
Radio TOK FM	6.6%	(1.1 pp)	7.1%	(0.5 pp)

\* music stations include stations and radio networks: Antyradio, Meloradio, Chillizet, Złote Przeboje, Rock Radio, Pogoda and 9 stations included in the Plus network.

In the second quarter of 2024, the difference in the audience share between the new Eurozet Group and the market leader, the RMF Group, was 8.4 pp (for the first half of 2024, the difference is 8.1 pp), and in the group of inhabitants of cities with over 100 thousand inhabitants in the second quarter of 2024, the Eurozet Group outrivals the RMF Group by 5.0 pp and holds a leading position (for the first half of 2024, the difference is 4.9 pp). In cities with over 200 thousand inhabitants, the difference is 9.5 pp (in the first half of 2024 – 9.8 pp) and in cities with over 500 thousand inhabitants – 17.4 pp (in the first half – 15.8 pp)

A great advantage of the new Eurozet Group is its diverse radio and programming formats, which allows potential advertisers to conduct advertising campaigns tailored to their needs.

The Eurozet Group is also one of the largest brokers of radio advertising in Poland. It works closely with local stations which form the Independent Package, with an audience share (in the age group 15–75) of 6.8% in the second quarter of 2024. The Independent Package is part of the Eurozet Group's commercial offer – Audio ZET Boost, whose audience share in the second quarter of 2024 was 34.5% for all respondents aged 15–75 and as much as 39.7% for inhabitants of cities with over 100 thousand inhabitants.

### 4. NEW INITIATIVES

On 29 April this year, the Eurozet group introduced new advertising price lists for packages, networks, and selected radio stations. The business decision was made, among others, due to the favourable conditions in the radio advertising market and the growing listenership results of the stations within the group.

On 27 May of this year, The Circuit Court in Warsaw overturned the penalty imposed by the Chairman of the National Broadcasting Council (KRRiT), Maciej Świrski, on Radio ZET. The judgement is not final.

Additionally, Eurozet's agency department and Doradztwo Mediowe joined forces and introduced a new brand – Audio Broker. It replaces the previously existing solutions, organises the organisational structure, and, most importantly, will offer clients access to the widest advertising offer on the Polish audio market. In its offer, Audio Broker consolidates FM and online sales from the entire portfolio of the Eurozet Group, which is now the largest radio operator in Poland.

## IV.C. DIGITAL AND PRINTED PRESS [1]

The Digital and Printed Press segment includes the pro-forma consolidated financials of *Gazeta Wyborcza* and printing division (within Agora S.A. till 31 March 2024) and Wyborcza Sp z o.o. (from 1 April 2024), Plan G Sp. z o.o. and Goldenline Sp. z o.o.

Tab. 17

<i>in PLN million</i>	2Q 2024	2Q 2023	% change yoy	1H 2024	1H 2023	% change yoy
<b>Total sales, including:</b>	<b>51.4</b>	<b>52.5</b>	<b>(2.1%)</b>	<b>98.6</b>	<b>101.1</b>	<b>(2.5%)</b>
Copy sales	25.4	26.1	(2.7%)	51.2	51.7	(1.0%)
Advertising revenue (1)	14.9	14.8	0.7%	26.1	26.1	-
<b>Total operating cost, including (2):</b>	<b>(52.6)</b>	<b>(55.1)</b>	<b>(4.5%)</b>	<b>(110.1)</b>	<b>(109.2)</b>	<b>0.8%</b>
<b>Total operating cost without IFRS 16 (2):</b>	<b>(52.6)</b>	<b>(55.1)</b>	<b>(4.5%)</b>	<b>(110.1)</b>	<b>(109.2)</b>	<b>0.8%</b>
Raw materials, energy, consumables	(8.8)	(11.5)	(23.5%)	(18.7)	(23.9)	(21.8%)
External services (2)	(15.1)	(13.8)	9.4%	(28.5)	(26.5)	7.5%
Staff cost	(22.3)	(23.6)	(5.5%)	(45.2)	(47.0)	(3.8%)
D&A (2)	(0.9)	(2.1)	(57.1%)	(3.0)	(4.4)	(31.8%)
Promotion and marketing (1)	(3.0)	(2.9)	3.4%	(5.0)	(5.2)	(3.8%)
Cost of restructuring (3)	(0.4)	-	-	(7.1)	-	-
<b>EBIT</b>	<b>(1.2)</b>	<b>(2.6)</b>	<b>53.8%</b>	<b>(11.5)</b>	<b>(8.1)</b>	<b>(42.0%)</b>
<i>EBIT margin</i>	<i>(2.3%)</i>	<i>(5.0%)</i>	<i>2.7pp</i>	<i>(11.7%)</i>	<i>(8.0%)</i>	<i>(3.7pp)</i>
<b>EBIT without IFRS16</b>	<b>(1.2)</b>	<b>(2.6)</b>	<b>53.8%</b>	<b>(11.5)</b>	<b>(8.1)</b>	<b>(42.0%)</b>
<i>EBIT margin without IFRS16</i>	<i>(2.3%)</i>	<i>(5.0%)</i>	<i>2.7pp</i>	<i>(11.7%)</i>	<i>(8.0%)</i>	<i>(3.7pp)</i>
<b>EBITDA</b>	<b>(0.3)</b>	<b>(0.5)</b>	<b>40.0%</b>	<b>(8.5)</b>	<b>(3.7)</b>	<b>(129.7%)</b>
<i>EBITDA margin</i>	<i>(0.6%)</i>	<i>(1.0%)</i>	<i>0.4pp</i>	<i>(8.6%)</i>	<i>(3.7%)</i>	<i>(4.9pp)</i>
<b>EBITDA without IFRS16</b>	<b>(0.3)</b>	<b>(0.5)</b>	<b>40.0%</b>	<b>(8.6)</b>	<b>(3.7)</b>	<b>(132.4%)</b>
<i>EBITDA margin without IFRS16</i>	<i>(0.6%)</i>	<i>(1.0%)</i>	<i>0.4pp</i>	<i>(8.7%)</i>	<i>(3.7%)</i>	<i>(5.0pp)</i>

- (1) the amounts do not include revenues and total cost of cross-promotion of different media between the Agora Group segments (only direct variable cost of campaigns carried out on advertising panels) if such promotion is executed without prior reservation;
- (2) the data of first and second quarter of 2023 and the first quarter of 2024 include allocated costs of some of the supporting departments, from the second quarter of 2024, as a result of a reorganisation of Agora Group, these costs are directly included in financial results of the business segments;
- (3) the amounts provided include the cost of the provision related to the restructuring of operations in the Digital and Printed Press segment.

In the second quarter of 2024, operating results of the Digital and Printed Press segment, both at the EBIT and EBITDA levels were higher year on year. Loss at the EBIT level was PLN 1.2 million, while at the EBITDA level it was PLN 0.3 million.

In the first half of 2024, the segment result was lower compared to the same period last year at both EBIT and EBITDA levels. The loss for the first half of 2024 was PLN 11.5 million and PLN 8.5 million, respectively. This was mainly due to the restructuring provision.



The introduction of the IFRS 16 did not significantly affect the results of the Digital and Printed Press segment. The data presented without the effect of IFRS 16 do not differ significantly from the results that include the changes introduced by this standard.

## 1. REVENUE

In the second quarter of 2024, the Digital and Printed Press segment's total revenue decreased by 2.1% year on year and stood at PLN 51.4 million. The decline in the segment's revenues was mainly due to lower printing revenues, which fell by 21.9% to PLN 7.5 million, and lower revenues from the sale of the print edition of *Gazeta Wyborcza*. The segment's revenue in the second quarter of 2024 was positively impacted by the increase in other revenues and the revenue from sales of digital subscriptions, as well as advertising sales, both in the print and online versions of the newspaper.

In the first half of 2024, the segment's revenues amounted to PLN 98.6 million, a decrease of 2.5% compared to the period of January to June 2023. The decline in revenues was mainly due to lower printing revenues, which fell by 16.2% to PLN 16.0 million, and revenues from the sale of the print edition of the newspaper. Throughout the first half of 2024, revenue was positively affected by the increase in digital subscription sales and other activities. Advertising revenues remained at a similar level year on year, both in the print and online versions of the daily.

### 1.1. Revenue from copy sales

In the second quarter of 2024, the revenue of the Digital and Printed Press segment from copy sales decreased by 2.7% year on year and amounted to PLN 25.4 million. This is mainly due to the decrease in the revenue from the sale of the paper edition of *Gazeta Wyborcza*, with growing revenue from the sale of Wyborcza.pl subscriptions.

In the first half of 2024, the segment's revenue from copy sales decreased by 1.0% year on year and amounted to PLN 51.2 million. This was mainly driven by declining revenue from the sale of the paper edition of the daily, with the increase in revenue from the sale of digital access to the content of Wyborcza.pl.

In the second quarter of 2024, *Gazeta Wyborcza* maintained its leading position in sales among the opinion-forming dailies. The average total sales of *Gazeta Wyborcza* in traditional form amounted to 33.6 thousand copies and decreased by 14.9% compared to the second quarter of 2023. In the first half of 2024, the average total sales of *Gazeta Wyborcza* in traditional form amounted to 34.7 thousand copies and decreased by 15.2% as compared to the same period of 2023. Both in the second quarter of 2024 and in the first half of 2024, the proceeds from sales of *Gazeta Wyborcza* content decreased by 2.0% and 0.8%, respectively, mainly due to lower sales of the print version of the daily.

### 1.2. Advertising sales [3]

In the second quarter of 2024, the revenue from advertising sales in the Digital and Printed Press segment increased by 0.7% year on year to PLN 14.9 million. This was due to increased revenues in both the online and print versions of the daily.

In the first half of 2024, the revenue from advertising sales remained at similar level compared to January – June 2023 and amounted to PLN 26.1 million. This was due to increased advertising revenues in the online version of the newspaper, with a decreasing level of revenues in the print version of the daily.

### 1.3. Digital revenue

The daily's digital revenue (from the sale of digital subscriptions and digital advertising) has already reached nearly PLN 18.9 million in the second quarter of 2024. This accounted for 47.3% of its total revenue, which represents an increase of 1.5 pp year on year. This was primarily a result of higher revenue from subscriptions of the content of Wyborcza.pl. The number of active paid digital subscriptions of *Gazeta Wyborcza* reached 290.7 thousand at the end of June 2024.

In the first half of 2024, the digital revenue of the daily has reached nearly PLN 35.7 million, which accounted for 47.5% of the total revenue and represents an increase of 2.4 pp year on year. This was also a result of higher revenue from subscriptions of the content of Wyborcza.pl.

## 2. COST

In the second quarter of 2024, the operating costs of the Digital and Printed Press segment decreased by 4.5% year on year and amounted to PLN 52.6 million.

The costs of materials and energy consumed and the value of goods and materials sold decreased by 23.5% year on year to PLN 8.8 million. This was mainly due to lower paper costs (resulting from lower prices) and other direct production materials. In contrast, electricity costs increased.

In the second quarter of 2024, the costs of external services increased by 9.4% year on year to PLN 15.1 million. This increase was mainly due to higher IT costs and higher costs of other external services (festival organisation).

Staff costs decreased by 5.5% to PLN 22.3 million. The largest decrease was in basic remuneration and variable elements of that component, which results from lower headcount year on year.

The segment's depreciation and amortisation costs decreased by 57.1% year on year in the second quarter of 2024, to PLN 0.9 million. This results mainly from the end of the amortisation/depreciation period of some projects implemented by *Gazeta Wyborcza*.

Promotion and marketing costs were higher by 3.4% year on year and amounted to PLN 3.0 million. This was the result of changing the strategy with respect to promotional activities of *Gazeta Wyborcza*.

In the first half of 2024, the operating costs of the Digital and Printed Press segment increased by 0.8% compared to January – June 2023 and stood at PLN 110.1 million.

In the first half of 2024, the costs of materials and energy consumption and the value of goods and materials sold decreased by 21.8% to PLN 18.7 million. This decrease is mainly related to lower costs of direct production materials. This is primarily related to the lower price of paper compared to the previous year. In contrast, electricity costs increased.

The costs of external services increased by 7.5% as compared to the first half of 2023 to PLN 28.5 million. The most significant contributor to the increase in this cost category was higher IT costs and higher costs of other external services (festival organisation).

Staff costs decreased by 3.8% to PLN 45.2 million, with the largest decrease recorded in basic salaries and variable components of this component due to lower headcount compared to the same period in 2023.

In the first half of 2024, depreciation and amortisation costs decreased by 31.8% as compared to the result between January and June 2023, and amounted to 3.0 million. This is due to the end of the amortisation/depreciation period of some projects implemented by *Gazeta Wyborcza*.

Throughout the first half of the year, promotion and marketing costs declined by 3.8% year on year and stood at PLN 5.0 million. This was the result of changing the strategy of promotional activities of *Gazeta Wyborcza*.

## 3. NEW INITIATIVES

On 1 April this year, Wyborcza Sp. z o.o., one of the companies separated as an organised part of the enterprise, commenced its operational activities as part of the process of creating a new managerial operating model for the company. The three-member management board of the company includes: Wojciech Bartkowiak – President of the Management Board, Mikołaj Chrzan – Member of the Management Board, Joanna Kwas – Member of the Management Board.

In the first half of 2024, a restructuring process was carried out. This is part of a strategy aimed at improving the efficiency of the operations.

In June, Wyborcza Sp. z o.o. established a growth team responsible for projects in the content areas strategically important for the brand's development and image. The team is a multidisciplinary unit comprising people from several key areas with knowledge and tools that directly impact the results of the company's websites.

## IV.D. OUTDOOR

The Outdoor segment consists of the pro-forma consolidated data of companies: AMS S.A., AMS Serwis Sp. z o.o., Optimizers Sp. z o.o. and Video OOH Sp. z o.o.

Tab. 18

<i>in PLN million</i>	2Q 2024	2Q 2023	% change yoy	1H 2024	1H 2023	% change yoy
<b>Total sales, including:</b>	<b>64.7</b>	<b>52.4</b>	<b>23.5%</b>	<b>104.6</b>	<b>89.2</b>	<b>17.3%</b>
Advertising revenue (1)	61.3	50.4	21.6%	98.1	84.8	15.7%
<b>Total operating cost, including (1),(2):</b>	<b>(45.5)</b>	<b>(41.8)</b>	<b>8.9%</b>	<b>(86.6)</b>	<b>(78.5)</b>	<b>10.3%</b>
<b>Total operating cost without IFRS 16 (1),(2)</b>	<b>(47.3)</b>	<b>(42.7)</b>	<b>10.8%</b>	<b>(89.5)</b>	<b>(80.1)</b>	<b>11.7%</b>
External services (1),(2)	(21.3)	(20.7)	2.9%	(39.7)	(37.9)	4.7%
Staff cost	(9.6)	(9.0)	6.7%	(17.9)	(17.2)	4.1%
Raw materials, energy and consumables (1)	(2.5)	(2.5)	-	(5.6)	(5.0)	12.0%
D&A (2)	(9.9)	(8.9)	11.2%	(20.1)	(17.2)	16.9%
Promotion and marketing	(1.5)	(1.0)	50.0%	(2.6)	(1.8)	44.4%
Impairment losses (3)	0.1	-	-	0.1	-	-
<b>EBIT (1) (2)</b>	<b>19.2</b>	<b>10.6</b>	<b>81.1%</b>	<b>18.0</b>	<b>10.7</b>	<b>68.2%</b>
EBIT margin	29.7%	20.2%	9.5pp	17.2%	12.0%	5.2pp
<b>EBIT without IFRS 16 (1),(2)</b>	<b>17.4</b>	<b>9.7</b>	<b>79.4%</b>	<b>15.1</b>	<b>9.1</b>	<b>65.9%</b>
EBIT margin without IFRS 16	26.9%	18.5%	8.4pp	14.4%	10.2%	4.2pp
<b>EBITDA (1),(2),(3)</b>	<b>29.0</b>	<b>19.5</b>	<b>48.7%</b>	<b>38.0</b>	<b>27.9</b>	<b>36.2%</b>
EBITDA margin	44.8%	37.2%	7.6pp	36.3%	31.3%	5.0pp
<b>EBITDA without IFRS 16 (1),(2),(3)</b>	<b>21.3</b>	<b>13.5</b>	<b>57.8%</b>	<b>23.1</b>	<b>16.6</b>	<b>39.2%</b>
EBITDA margin without IFRS 16	32.9%	25.8%	7.1pp	22.1%	18.6%	3.5pp
Number of advertising spaces (4)	22 536	24 186	(6.8%)	22 536	24 186	(6.8%)

(1) the amounts do not include revenues, direct and variable cost of cross-promotion of Agora's other media on AMS panels if such promotion was executed without prior reservation;

(2) the data for the first and second quarters of 2023 and the first quarter of 2024 include allocated costs of some of the supporting divisions; from the 2nd quarter of 2024, as a result of the reorganisation of the Agora Group, these costs are included directly in the results of the business segments;

(3) the amounts include reversals of impairment losses on non-current assets included in the calculation of the EBITDA index;

(4) excluding advertising panels on buses, trams and Cityinfo.

In the second quarter of 2024, the EBIT result increased by 81.1% year on year and amounted to PLN 19.2 million. The segment also recorded a higher EBITDA result, which reached PLN 29.0 million.

In the period from January to June 2024, the segment's EBIT amounted to PLN 18.0 million, which represented an increase by 68.2% year on year. The segment's EBITDA result was also higher year on year and amounted to PLN 38.0 million.

In the second quarter of 2024, the segment's operating result at the EBIT level (without the effect of IFRS 16) was PLN 17.4 million and the result at the EBITDA level amounted to PLN 21.3 million in accordance with this presentation.

In the first half of 2024, the segment's operating result at the EBIT level (without the effect of IFRS 16) was PLN 15.1 million and the result at the EBITDA level amounted to PLN 23.1 million in accordance with this presentation.

## 1. REVENUE [8]

In the second quarter of 2024, the revenue from the AMS group's advertising sales increased by 21.6% year on year to PLN 61.3 million. This positive dynamics was mainly impacted by expenditure on campaigns carried out on digital, backlight, billboard 18 m<sup>2</sup>, ambient and citylight. As reported by IGRZ (the Outdoor Advertising Chamber), the value of expenditure on outdoor advertising in Poland increased by over 20.5% as compared to the second quarter of 2023. The estimated share of the AMS Group in the expenditure on outdoor advertising during that period was almost 28.0% [7]

Between January and June 2024, the revenue from the AMS Group's advertising sales increased by 15.7% year on year to PLN 98.1 million. The positive dynamics of the revenue was mainly impacted by expenditure on campaigns carried out on digital, backlight, billboard 18m<sup>2</sup>, and ambient media. As estimated by IGRZ, in the period from January to June, outdoor advertising spending in Poland increased by over 23.5% year on year. In the first half of 2024, the estimated share of the AMS Group in the outdoor advertising spending amounted to almost 25.5%. [7]

## 2. COST

In the second quarter of 2024, operating costs of the segment increased by 8.9% year on year and amounted to PLN 45.5 million.

The increase in the costs of external services in the second quarter of 2024 by 2.9% to PLN 21.3 million was mainly due to higher costs of campaigns and system maintenance. The costs of printing and replacing posters increased in the campaign costs due to an increase in the number of advertising campaigns. In turn, the increase in the costs of maintaining the system was primarily caused by higher rental costs.

Staff costs increased by 6.7% to PLN 9.6 million in the second quarter of 2024. This resulted from increases in both the fixed remuneration and the variable component of remuneration due to the achievement of higher sales targets.

Depreciation and amortisation costs in the second quarter of 2024 were higher by 11.2% year on year, which followed from the classification into IFRS16 of agreements with a higher total value.

The 50% increase in promotion and marketing costs in the second quarter of 2024, to the level of PLN 1.5 million, resulted from higher total barter costs of patronage campaigns due to their larger number.

The segment's operating costs presented without the effect of IFRS 16 were higher year on year and stood at PLN 47.3 million in the period from April to June 2024.

In the first half of 2024, operating costs were 10.3% higher year on year, reaching PLN 86.6 million.

The increase in the costs of external services in the first half of 2024 by 4.7% to PLN 39.7 million was due to higher costs of campaigns and system maintenance. The costs of printing and replacing posters increased in the campaign costs, derived from the increase in the number of advertising campaigns. In turn, the increase in the costs of maintaining the system was primarily caused by higher rental costs.

Between January and June 2024, staff costs increased by 4.1%, to PLN 17.9 million. This was mainly due to higher fixed remuneration.

The costs of materials and energy consumed also increased, and in the first half of 2024 they were higher by 12.0% year on year. The increase was due to modernisation costs of the advertising panels lighting and higher costs of electricity used for the lighting of the panels.

Depreciation and amortisation costs between January and June 2024 were higher by 16.9% year on year, reaching PLN 20.1 million. The increase resulted from the classification into IFRS 16 of agreements with a higher total value.

The increase in promotion and marketing costs in the first half of 2024 resulted from higher total barter costs of patronage campaigns due to their larger number.

The segment's operating costs presented without the effect of IFRS 16 were higher year on year and stood at PLN 89.5 million in the period from January to June 2024.

### 3. NEW INITIATIVES

On 1 April this year, AMS published an updated price list and commercial policy for 2024. It took into account the effects of landscape resolutions and introduced the so-called agglomeration index for four agglomerations: Warsaw, Poznan, Cracow, and the Tricity. The index is 1.2 and applies to the classic OOH advertising price list.

On 9 April, AMS concluded an annex to the concession contract for the construction and operation of bus/tram shelters in Warsaw. Acting pursuant to items 28.1 and 18.11 of the Concession Contract ("Contract"), the AMS S.A. – Ströer Polska Sp. z o.o. consortium concluded an annex to the Contract with the Capital City of Warsaw extending the period of its validity until 10 June 2025.

Also in April, AMS introduced a new advertising format on Digital Cityscreen panels. It enables the achievement of a 3D effect in advertisements. This is the first format in AMS's offer that allows video presentation in the city and enables consistent advertising communication on Digital OOH panels, online, and on television. Digital Cityscreen is a technically advanced 8m<sup>2</sup> and 18m<sup>2</sup> advertising format available in three agglomerations: Warsaw, Wroclaw and Poznan.

Additionally, AMS introduced flexible spot emission times in all Digital OOH formats. This is a novelty in the Digital OOH market, where only 10-second ads were previously broadcast.

## IV.E. INTERNET [1], [6]

The Internet segment includes pro-forma consolidated data of Agora S.A.'s Internet division until 31 March 2024 and Gazeta.pl Sp. z o.o. from 1 April 2024 (referred to as Gazeta.pl), Plan D Sp. z o.o., Yieldbird Sp. z o.o. and the HRLink group (until 31 December 2023).

Tab. 19

<i>in PLN million</i>	2Q 2024	2Q 2023	% change yoy	1H 2024	1H 2023	% change yoy
<b>Total sales , including</b>	<b>30.9</b>	<b>37.8</b>	<b>(18.3%)</b>	<b>60.2</b>	<b>75.2</b>	<b>(19.9%)</b>
Display ad sales (1)	29.2	33.4	(12.6%)	57.0	66.8	(14.7%)
<b>Total operating cost, including (1), (2)</b>	<b>(32.1)</b>	<b>(40.1)</b>	<b>(20.0%)</b>	<b>(68.5)</b>	<b>(80.8)</b>	<b>(15.2%)</b>
<b>Total operating cost without IFRS 16 (1), (2)</b>	<b>(32.1)</b>	<b>(40.1)</b>	<b>(20.0%)</b>	<b>(68.5)</b>	<b>(80.8)</b>	<b>(15.2%)</b>
External services (2)	(12.7)	(18.9)	(32.8%)	(26.2)	(38.0)	(31.1%)
Staff cost	(14.1)	(14.1)	-	(29.3)	(29.0)	1.0%
D&A (2)	(1.9)	(2.9)	(34.5%)	(4.3)	(6.0)	(28.3%)
Promotion and marketing (1)	(2.8)	(3.7)	(24.3%)	(6.7)	(6.6)	1.5%
Cost of group lay-offs (3)	0.1	-	-	(1.1)	-	-
<b>EBIT</b>	<b>(1.2)</b>	<b>(2.3)</b>	<b>47.8%</b>	<b>(8.3)</b>	<b>(5.6)</b>	<b>(48.2%)</b>
<i>EBIT margin</i>	<i>(3.9%)</i>	<i>(6.1%)</i>	<i>2.2pp</i>	<i>(13.8%)</i>	<i>(7.4%)</i>	<i>(6.4pp)</i>
<b>EBIT without IFRS 16</b>	<b>(1.2)</b>	<b>(2.3)</b>	<b>47.8%</b>	<b>(8.3)</b>	<b>(5.6)</b>	<b>(48.2%)</b>
<i>EBIT margin without IFRS 16</i>	<i>(3.9%)</i>	<i>(6.1%)</i>	<i>2.2pp</i>	<i>(13.8%)</i>	<i>(7.4%)</i>	<i>(6.4pp)</i>
<b>EBITDA</b>	<b>0.7</b>	<b>0.6</b>	<b>16.7%</b>	<b>(4.0)</b>	<b>0.4</b>	-
<i>EBITDA margin</i>	<i>2.3%</i>	<i>1.6%</i>	<i>0.7pp</i>	<i>(6.6%)</i>	<i>0.5%</i>	<i>(7.1pp)</i>
<b>EBITDA without IFRS 16</b>	<b>0.7</b>	<b>0.6</b>	<b>16.7%</b>	<b>(4.0)</b>	<b>0.4</b>	-
<i>EBITDA margin without IFRS 16</i>	<i>2.3%</i>	<i>1.6%</i>	<i>0.7pp</i>	<i>(6.6%)</i>	<i>0.5%</i>	<i>(7.1pp)</i>

(1) the amounts do not include total revenues and cost of cross-promotion of Agora's different media (only direct variable cost of campaigns carried out on advertising panels) if such promotion is executed without prior reservation, as well as exclude the inter-company sales between Gazeta.pl, Plan D Sp. z o.o., Yieldbird Sp. z o.o., and HRLink group;

(2) the data for the first and second quarters of 2023 and the first quarter of 2024 include allocated costs of some of the supporting divisions; from the second quarter of 2024, as a result of the Agora Group reorganisation, these costs are included directly in the results of the business segments;

(3) the amounts quoted relate to restructuring at Gazeta.pl.

The Internet segment ended the second quarter of 2024 with a higher result year on year, both at the EBIT and EBITDA levels. These ratios amounted to, respectively, a loss of PLN 1.2 million and a profit of PLN 0.7 million [1].

In the first half of 2024, the Internet segment achieved lower EBIT and EBITDA levels as compared to the previous year. These ratios amounted to, respectively, a loss of PLN 8.3 million and a loss of PLN 4.0 million [1]. The main reason for this was lower revenues from online advertising sales in the first half of 2023 and the lack of revenue from announcements – this was due to the sale of HRLink to an external entity and the transfer of Goldenline operations to the Digital and Printed Press segment.

The implementation of IFRS 16 had no significant effect on the recognition of operating costs in the Internet segment or on the segment's operating results.

## 1. REVENUE

In the second quarter of 2024, the total revenue of the Internet segment decreased by 18.3% and amounted to PLN 30.9 million. Revenue from the sale of online advertising decreased by 12.6% compared to the second quarter of 2023 and accounted for PLN 29.2 million. The decline in advertising revenue was mostly driven by lower online advertising sales by Yieldbird, mainly due to lower traffic on the publishers' websites year on year and as a result of the development of cooperation in the SaaS model, which limited the sales of advertising services.

The Internet segment recorded no revenue from announcements – this was due to the sale of HRLink to an external entity and the transfer of Goldenline operations to the Digital and Printed Press segment.

In turn, the advertising revenue generated by the Gazeta.pl division was similar year on year.

Revenue from other online services decreased year on year as a result of the sale of HRLink and the transfer of Goldenline sp. z o.o.

In the first half of 2024, the total revenue of the Internet segment decreased by 19.9% to PLN 60.2 million due to lower sales of online advertising recorded by Yieldbird, as well as Gazeta.pl.

The Internet segment recorded no revenue from announcements – this was due to the sale of HRLink to an external entity and the transfer of Goldenline Sp. z o.o. operations to the Digital and Printed Press segment.

Revenue from other online services decreased year on year as a result of the sale of HRLink and the transfer of Goldenline sp. z o.o., while Yieldbird recorded higher revenues.

## 2. COST

In the second quarter of 2024, the Internet segment's operating costs decreased by 20.0% year on year to PLN 32.1 million. This was primarily driven by a 32.8% decrease in the costs of external services to PLN 12.7 million. These costs were lower in Yieldbird, mainly reflecting a decrease in the cost of leasing advertising space and lower revenue from the sale of advertising services, as well as in Gazeta.pl.

In the second quarter of 2024, depreciation and amortisation costs also decreased year on year. They dropped by 34.5% to PLN 1.9 million and their decrease was mainly recorded in Gazeta.pl. The decrease in the costs of external services and depreciation and amortisation was also influenced by the sale of HRLink and the transfer of Goldenline Sp. z o.o., which are no longer consolidated within the segment.

Staff costs remained the same and reached PLN 14.1 million.

The promotion and marketing costs decreased in the second quarter of 2024 by 24.3% year on year to PLN 2.8 million. This was due to lower advertising spending in Gazeta.pl.

In the first half of 2024, the Internet segment's operating costs decreased by 15.2% year on year to PLN 68.5 million. This was primarily driven by a 31.1% decrease in the costs of external services to PLN 26.2 million. These costs were lower especially in Yieldbird, reflecting a decrease in the cost of leasing advertising space and lower revenue from the sale of advertising services, as well as in Gazeta.pl.

The depreciation and amortisation costs were lower in the period under review. They dropped by 28.3% to PLN 4.3 million and their decrease was mainly recorded in Gazeta.pl.

The decrease in the costs of external services and depreciation and amortisation was also influenced by the sale of HRLink and the transfer of Goldenline Sp. z o.o., which are no longer consolidated within the segment.

In the period of 2024 under review, staff costs were 1.0% higher year on year and amounted to PLN 29.3 million. This was primarily due to higher fixed remuneration at Gazeta.pl and Yieldbird, with lower costs associated with the sale of HRLink and the transfer of Goldenline Sp. z o.o. to the Digital and Printed Press segment.

The promotion and marketing costs increased in the first half of 2024 by 1.5% year on year to PLN 6.7 million, which was the result of higher advertising spending in Gazeta.pl. It is worth remembering that the increase in operating costs during this period was affected by a provision for restructuring expenses in the amount of PLN 1.1 million.



### 3. IMPORTANT INFORMATION ON INTERNET ACTIVITIES

In June 2024, the total reach of the Agora Group's websites among Polish Internet users stood at 57% and the number of users reached 16.9 million, which made the Agora Group the seventh player in the market according to the Mediapanel survey (ranking of publisher groups and ungrouped domains). The total number of page views of the Agora Group's websites reached 709 million, with the average viewing time of 40 minutes per user. [6]

In June 2024, 16.4 million Internet users viewed the Agora Group's websites on mobile devices. The number of mobile page views amounted to 605 million, and the share of mobile page views on the websites of the Agora Group stood at 85% and was the highest among Polish horizontal portals (Wirtualna Polska Group, RAS Polska Group, Polsat-Interia Group, and Agora Group) [6].

The websites of the Agora Group are ranked among the top thematic market players. According to Mediapanel data for June 2024, the Agora Group is a runner-up in the 'Parenting' category (edziecko.pl) and ranks third in the following categories: 'Local and regional news' (local websites of wyborcza.pl, metrowarszawa.pl) and 'Sport' (sport.pl, sport.radiozet.pl). The websites of the Agora Group also rank high in the following categories: 'Information and journalism – general' (fourth place, wyborcza.pl, wiadomosci.gazeta.pl, wiadomosci.radiozet.pl, tokfm.pl), 'Multi-themed websites for women' (fourth place; kobieta.gazeta.pl, stylzycia.radiozet.pl, wysokieobcasy.pl), 'Gossip, celebrities' (fourth place, plotek.pl), and 'Fashion and beauty' (fourth place, avanti24.pl) [6]

### 4. NEW INITIATIVES

On 1 April this year, Gazeta.pl Sp. z o.o., one of the companies separated as an organised part of the enterprise, commenced its operational activities as part of the process of creating a new managerial operating model for the company. The four-member management board of the company includes: Agnieszka Siuzdak-Zyga, President of the Management Board, as well as Małgorzata Błada, Artur Birnbaum and Bartosz Wysocki.

## NOTES

[1] The performance measure "EBIT" represents net operating profit/(loss) defined as net profit/(loss) in accordance with IFRS before finance income and costs, share of results of equity accounted investees and income taxes.

The performance measure "EBITDA" is defined as EBIT increased by depreciation and amortization and impairment losses of property, plant and equipment, intangible assets and right-of-use assets.

The performance measures „EBIT" and "EBITDA without IFRS 16" are defined as EBIT and EBITDA excluding impact of International Financial Reporting Standard no. 16 Leasing.

In the Management Board opinion, EBITDA constitutes a useful supplementary financial indicator in assessing the performance of the Group and its operating segments. It should be taken into account, that EBIT and EBITDA are not measures determined by IFRS and have not a uniform standard of calculation. Accordingly, their calculation and presentation by the Group may differ from that applied by other companies.

EBIT and EBITDA of operating segments are calculated on the basis of cost directly attributable to the appropriate operating segment of the Agora Group and excludes allocations of all Company's overheads (such as: cost of Agora's Management Board and most of the cost of the Company's supporting divisions), which are included in reconciling positions.

Moreover, EBIT of particular operating segments does not include depreciation and amortisation recognised on consolidation as described in note 4 to the condensed semi-annual consolidated financial statements.

[2] the data on ticket sales in the cinemas comprising Helios group come from the accounting data of Helios reported in accordance with full calendar periods.

[3] The data relates to advertising and advertisements in six media (press, radio, television, outdoor advertising, internet, cinema). In this report, Agora has adjusted data on cinema advertising spending in the first quarter of 2024, internet advertising spending in the first and second quarters of 2023 and the first quarter of 2024, and TV advertising spending in the second quarter of 2023.

Unless expressly stated otherwise, the data presented in the body of this commentary on the level of market advertising expenditures in print and radio are estimated by Agora taking into account the level of average discount and are given in current prices. Therefore, given the discount pressure and the media's selling off of advertising time/space, these figures may be subject to certain errors, which will be corrected on an ongoing basis by the Company.

The data for the press are for dimensional ads only, excluding inserts, classified ads and obituaries. Price list expenditures from Kantar Media monitoring were used as the basis for estimates.

Expenses for advertising on television, cinema and the Internet are based on preliminary estimates of the Publicis Media; TV market estimates include amounts related to broadcasting regular advertising and sponsorship indications along with product placement, but they do not include amounts related to teleshopping or other forms of promotion.

[4] "Sales" data for paid dailies are presented according to information from the Polish Readership Survey (PBC). The term "sales" used in this commentary means "issue sales" from declarations submitted by publishers to PBC. All averages are calculated from data presented by PBC.

*[5] Definition of ratios:*

$$\text{Net profit margin} = \frac{\text{Net profit / (loss) attributable to equity holders of the parent}}{\text{Revenue}}$$

$$\text{Gross profit margin} = \frac{\text{Gross profit / (loss) on sales}}{\text{Revenue}}$$

$$\text{Return on equity} = \frac{\text{Net profit / (loss) attributable to equity holders of the parent}}{\text{(Equity attributable to equity holders of the parent at the beginning of the period + Equity attributable to equity holders of the parent at the end of the period) / 2 / (2 for semi-annual results and 4 for quarterly results)}}$$

$$\text{Debtors days} = \frac{\text{(Trade receivables gross at the beginning of the period + Trade receivables gross at the end of the period) / 2}}{\text{Revenue / no. of days}}$$

$$\text{Creditors days} = \frac{\text{(Trade creditors at the beginning and the end of the period + accruals for uninvoiced costs at the beginning and the end of the period) / 2}}{\text{(Cost of sales + selling expenses + administrative expenses) / no. of days}}$$

$$\text{Inventory turnover} = \frac{\text{(Inventories at the beginning of the period + Inventories at the end of the period) / 2}}{\text{Cost of sales / no. of days}}$$

$$\text{Current ratio I} = \frac{\text{Current Assets}}{\text{Current liabilities}}$$

$$\text{Gearing ratio} = \frac{\text{Current and non-current liabilities from loans and leases – cash and cash equivalents – highly liquid short-term monetary assets}}{\text{Total equity and liabilities}}$$

$$\text{Interest cover} = \frac{\text{Operating profit / (loss)}}{\text{Interest charge}}$$

$$\text{Free cash flow interest cover} = \frac{\text{Free cash flow}^*}{\text{Interest charge}}$$

\* Free cash flow = Net cash from operating activities + Purchase of property plant and equipment and intangibles excluding investment expenditure incurred for the equipment of cinemas to the extent that they are resold to the owners of real estate where cinemas are located.

*[6] Data on real users, page views and time spent by users come from the Mediapanel study. The data covers users aged 7 or more, connecting from servers located in Poland, and concerns domains assigned to Agora SA in Gemius SA's Register of Service Providers and Groups of Service Providers. Data on Agora Group services are audited by Gemius SA.*

*As of October 2020, a new study methodology has been in force: the Mediapanel cross-media study has replaced the previous study called Gemius / PBI, and thus the results are not comparable to previous periods.*

*The data reflects both the data of PC and mobile platforms, both traffic via the website and via mobile applications (Gazeta.pl LIVE, Sport.PL LIVE, My Child, Moja Ciqza, Tuba.fm, Gazeta Wyborcza application, Clou). Totals are also shown.*

*[7] Source: IGRZ report on the situation of OOH advertising in Poland, prepared by the Economic Chamber of Outdoor Advertising in cooperation with the media house Publicis Media. As of 2024, the number of entities reporting to the Economic Chamber of Outdoor Advertising has increased. The reported dynamics of the outdoor advertising market refers to the comparable number of entities in the first and second quarters of 2023 and 2024. Similarly, in order to keep the data comparable, the dynamics of the entire advertising market and media shares are calculated in an analogous manner - they refer to a comparable number of entities of the outdoor advertising market. On the other hand, the AMS group's shares presented in this report in the first and second quarters of 2024 already refer to the full list of entities reporting to the Chamber of Commerce for Outdoor Advertising in this period.*

*[8] Audience market data referred herein are based on RadioTrack surveys, carried out by Kantar Polska on the Polish population in the 15+ age group; nationwide sample for April-June in 2023: 20,963, in 2024: 21,037; sample of cities of 100,000+ for April-June in 2023: 10,394, in 2024: 9,652; nationwide sample for January-June in 2023: 41,902, in 2024: 42,079; sample of cities of 100,000+ for January-June in 2023: 20,619, in 2024: 16 876.*

*[9] As film distributor UIP Poland does not report the performance of its films, market data on ticket sales are Helios Group estimates based on Boxoffice.pl (cinema) data based on information provided by other film distributors and cinema chains. Cinema ticket sales are reported in periods that are not the same as a calendar month, quarter or year. The number of tickets sold in a given period is measured starting from the first Friday of a given month, quarter or year until the first Thursday falling in the following reporting month, quarter or year.*

## V. ADDITIONAL INFORMATION

### 1. IMPORTANT EVENTS

#### ▶ Sale of shares of HRLink sp. z o.o.

Disclosure of delayed confidential information regarding the Company's commencement of negotiations concerning sale of shares of HRLink sp. z o.o.

**In the regulatory filing of January 4, 2024**, on the basis of Article. 17 sec. 1 and 4 of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (regulation on market abuse) and repealing Directive 2003/6 / EC of the European Parliament and of the Council and Commission directive 2003 / 124 / WE, 2003/125 / EC and 2004/72 / EC ("MAR"), the Management Board of Agora SA ("Company") ("Management Board") disclosed confidential information on the initiation of negotiations with eRecruitment Solutions sp. z o.o. with its seat in Warsaw ("eRecruitment Solutions") whose sole shareholder is Grupa Pracuj S.A., form November 29, 2023, on sale of shares in HRLink sp. z o.o. ("Confidential Information")("Negotiations").

Contents of the delayed Confidential Information:

The Management Board of Agora S.A. with its seat in Warsaw ("Company") hereby informs that today, in view of agreeing between the Company and eRecruitment Solutions on basic principles of the transaction, the Company decided to commence negotiations with eRecruitment Solutions on sale of shares of HRLink sp. z o.o. with its seat in Warsaw ("HRLink").

The commencement of the negotiations described above does not mean that they will end with the establishment of final conditions or conclusion of the negotiated agreement.

Reasons for delaying the transfer of Confidential Information to the public:

In the opinion of the Management Board, the delay in disclosure of the above Confidential Information met the conditions set out in the MAR and the guidelines of the European Securities and Markets Authority (ESMA) regarding the delay in disclosure of confidential information and interactions with prudential supervision of April 13, 2022 ("ESMA Guidelines") at the time of the decision on delay.

In the Management Board's opinion, the immediate disclosure of Confidential Information generated the risk of a negative impact on the course and outcome of the Negotiations, and the probability of its conclusion. Disclosure of information about the Company's Negotiations could contribute to third party interference, which could have a negative impact on the duration and the terms of the Negotiations.

The above could, in particular, result in obtaining conditions worse than in the case of keeping the information confidential, and even the lack of successful completion of the Negotiations in future. In the opinion of the Management Board, the above premises meet the criteria for the possibility of infringement of the legally legitimate interest of the issuer specified in point 5.1.10a of the ESMA Guidelines.

Due to the unpredictable outcome of the negotiations, the Management Board decided that publication of the Confidential Information to the public could result in inappropriate assessment of this information and its potential impact on the Company's value by the public.

In the Company's opinion, there were no indications that delaying disclosure of Confidential Information would likely mislead the public.

The Company also took and implemented measures necessary to keep Confidential Information confidential, until it was made public, in particular by implementing, at the level of the Capital Group of the Company, the internal circulation and information protection procedure. At the time of the decision to delay disclosure of the Confidential Information, pursuant to Art. 18 MAR, a list of persons having access to Confidential Information was prepared, which was monitored on an ongoing basis and updated as necessary.

According to art. 17 sec. 4 MAR, immediately after the publication of this report, the Company will inform the Polish Financial Supervision Authority about the delay of disclosure of the Confidential Information together with an indication of the fulfilment of the reasons for such delay.

▶ **Completion of negotiations and sale of shares in HRLink sp. z o.o.**

**In the regulatory filing of January 4, 2024**, the Company, in connection with the regulatory filing No. 1/2024 of January 4, 2024, hereby informs that today, i.e. January 4, 2024 Agora concluded with eRecruitment Solutions sp. z o.o. with its seat in Warsaw, a company belonging to Grupa Pracuj S.A. capital group („eRecruitment Solutions”), a share purchase agreement concerning sale of all shares of HRLink sp. z o. o. with its seat in Szczecin (“HRLink”) held by Agora (“Transaction”).

The Transaction consisted of sale of all shares in HRLink held by Agora, i.e. 95 shares constituting 79.83% of the share capital of HRLink for a price of PLN 6,204,196.53.

As a result of the Transaction, the investment agreement concerning HRLink concluded between Agora and natural persons being minority shareholders of HRLink and HRLink, has expired. Agora informed about the investment agreement in the regulatory filing No. 25/2019 of September 12, 2019.

The Transaction did not include the company Goldenline sp. z o.o. – a company in which HRLink held 100% of share capital. Goldenline sp. z o.o. remains in Agora capital group.

Agora reported on the investment in HRLink in regulatory filing No. 23/2019 of August 29, 2019 and 25/2019 of September 12, 2019. Completion of the Transaction means the end of investment in HRLink by Agora.

▶ **Downsizing procedure at the Company**

▶ **Initiation of consultation procedure on downsizing at Agora S.A.**

**In the regulatory filing of January 9, 2024**, The Management Board of the Company informed that on January 9, 2024, in accordance with the Act of March 13, 2003 on Special Rules for Termination of Employment for Reasons Not Attributable to Employees, resolved to initiate the consultation on group layoffs with the trade unions operating in the Company. Additionally, in accordance with the Act of April 7, 2006 on informing and consulting employees, the Company's works council were also consulted on the group layoff process.

The intention of the Company was to lay off up to 190 employees of the Company in the fields of Digital and Printed Press and Internet (which constitutes ca. 14.15% of employees of the Company as of January 9, 2024) between February 5 and March 31, 2024.

The reason for the planned group layoffs in the field of Digital and Printed Press were market factors resulting from the steady downward trend in sales of printed press connected with the outflow of readers to other communication channels, whereas the reason for the group layoffs in the field of Internet is a clear deterioration in revenue from advertising sales in the open market model and the rise of global platforms. Due to these factors, the Company had to take measures aiming at adapting to the changing market environment and customer expectations and the restructuring was an essential condition to stabilize the financial situation of the Digital and Printed Press and Internet, and to ensure stability, development and market position in the coming years.

The Company went through these difficult changes in a thought out manner and with care for its employees, offering the dismissed employees statutory severance payments and additional benefit, the amount of which shall be the subject of consultations with the trade unions.

On January 9, 2024 the Management Board of the Company requested the trade unions operating at the Company and the Company's works council to join in the consultation on collective redundancy process and provided the relevant Labor Office with information on the intention to execute group layoffs in the Company.

▶ **Conclusion of agreement with trade unions on reduction of employment at Agora S.A.**

**In the regulatory filing of January 29, 2024, the Management Board of the Company** in relation to regulatory filing no. 3/2024 dated January 9, 2024, informed about:

(i) concluding on January 29, 2024 an agreement with trade unions operating at the Company (which fulfils the provisions of article 3, Section 1 of the Act of March 13, 2003 on Special Rules for Termination of Employment for Reasons Not Attributable to Employees) and with work council in the Company (which constitutes an agreement in accordance with the Act of April 7, 2006 on informing and consulting employees) ("Agreement"),

(ii) adopting by the Management Board of the Company on January 9, 2024 resolution to execute collective redundancies in the Company, in accordance with the provisions of the Agreement.

The collective redundancies shall be executed from February 12 until March 31, 2024, and shall affect up to 180 employees.

In accordance with the Agreement, the laid-off employees will be provided by the Company with a wider range of supportive measures than required by law. In case the agreement on termination of employment is concluded, the redundancy payment estimated according to law regulations shall be increased by an additional compensation in the amount depending on the seniority at the Company and an additional benefit for persons who, prior to the employment at the Company, were a party to a civil contract with the Company lasting at least one year. The laid-off employees shall be supported by additional protective measures provided by the Company, i.a. help in searching for new job and reskilling, psychological care and basic medical care until the end of 2024. The Company, in accordance with requirements of law, shall submit an appropriate set of information, together with the signed Agreement, to a relevant Labor Office.

The estimated amount of provision for collective redundancies which will be charged to the Company and Agora Group's result in 1Q2024, shall amount to approximately PLN 10 million. In the end, the costs incurred by the Company and the Agora Group in Q2 2024 amounted to PLN 8.3 mio.

▶ **Dates of publication of periodic reports in 2024**

**In the regulatory filing of January 25, 2024, the Management Board of the Company** announced the publication dates of Agora Group's consolidated periodic reports in the financial year 2024:

I. Consolidated quarterly reports:

- for the first quarter of 2024 – May 24, 2024,

- for the third quarter of 2024 – November 15, 2024

II. Interim consolidated report for the first half of 2024 – August 14, 2024,

III. Annual and consolidated annual report for 2023 – March 20, 2024.

Additionally, the Management Board announced that,

- pursuant to § 62 section 1 of the Regulation of the Minister of Finance dated 29 March 2018 on current and periodic information published by issuers of securities and on conditions under which such information may be recognized as being equivalent to information required by the regulations of law of a state which is not a member state ("Regulation"), the Company will not publish separate stand-alone quarterly reports. Therefore consolidated quarterly reports of the Agora Group will include condensed consolidated quarterly financial statement.

- The Company will not publish a separate stand-alone interim report, pursuant to § 62 section 3 of the Regulation, either. The consolidated interim report shall include condensed interim report with the report and opinion of independent auditor and condensed additional information.
- Moreover, the Management Board informs that the Company will not publish consolidated quarterly report for the fourth quarter of 2023 and second quarter of 2024 pursuant to § 79 section 2 of the Regulation.

All periodic reports shall be published on Company's website at [www.agora.pl/en](http://www.agora.pl/en) in the section Investor Relations/Reports.

▶ **Participation in proceedings initiated by a group of European publishers against Google Netherlands B.V.**

**In the regulatory filing of February 28, 2024** the Management Board of the Company informed that on February 28, 2024 a lawsuit against Google Netherlands B.V. ("Defendant") was filed with the District Court in Amsterdam (Gerechtshof). In the lawsuit, the company Greyfield Capital ("Claimant") seeks compensation from the Defendant arising out of a claim of the European press publishers, in the amount of app. EUR 2.1 billion for the anticompetitive practices on the European AdTech market in the years 2014-2023.

One of the more than 30 European media groups engaged in the lawsuit is Agora and its subsidiaries: Grupa Radiowa Agory sp. z o.o. and Eurozet sp. z o.o. Due to the nature of the initiated proceedings, European publishers made, for the benefit of the Claimant (SPV), an assignment of compensation claims due for the anticompetitive practices performed by the Defender's capital group. The Claimant in the interest and on behalf of the publishers initiated proceedings before the Dutch court, which, as a result of legal analysis, was pointed as having jurisdiction over the case concerning compensations on the territories of several EU member states.

Arguments concerning validity of the asserted claims are based on the previous decision as of June 7, 2021 (No. 21-D-11) of the French competition authority (Autorité de la concurrence), which stated that Google abused its dominant position on the AdTech market and imposed a fine in the amount of EUR 220 million.

The amount of the claim was calculated by a team of economic experts from Charles River Associates (CRA International, Inc.) cooperating with the Claimant, basing on analyses and market tests, public information and data provided by the publishers. The potential compensation due to the Agora capital group companies was estimated in the amount of EUR 44 million. It should be noted that the above amounts are an estimation made by CRA International, Inc. and, as a consequence, are not final and may be subject to change, in particular due to mitigation made by the court and the additional costs and fees to be paid for the benefit of advisors. It is also worth noting that the proceedings initiated by the Claimant are largely of a precedent-setting nature, and based on analyses and estimations of parties, which also influence the uncertainty of the result of the suit and the amount of the potential compensation.

The Claimant cooperates with European law firms – Geradin Partners Limited and Stek Advocaten B.V. The entity funding the proceedings is Harbour Fund V L.P. who also bears the risk of possible failure of the asserted claim (i.a. bears the cost of the proceedings and remuneration of advisors in case the claim is not recognized by the court). In case the Claimant receives the compensation, its part due to Agora and its subsidiaries shall be transferred to Agora subject to payment of the proceedings costs and remuneration of advisors and the entity funding the proceedings.

Agora shall inform of material events concerning the proceedings being subject of this regulatory filing, in accordance with applicable laws.



### ► Capital increases of subsidiaries

**In the regulatory filing of April 1, 2024**, the Management Board of the Company in connection with the regulatory filing No. 18/2023 of 27 March 2023, concerning resolutions adopted after the adjournment of the Extraordinary General Meeting of the Company held on 27 March 2023, including resolutions granting consent for the disposal of organized parts of the Company's enterprise to certain subsidiaries ("ZCP Disposal"), regulatory filing No. 39/2023 of 20 December 2023 concerning the Management Board's directional decision concerning the issue of the ZCP Disposal, whereby the Company's Management Board decided to limit the project of the ZCP Disposal for the benefit of subsidiaries, to the following selected ZCP: (i) ZCP dedicated to operate Agora Publishing House; (ii) ZCP dedicated to the maintenance of gazeta.pl web portal; (iii) ZCP dedicated to the operations of Gazeta Wyborcza; (iv) ZCP dedicated to the maintenance, use and enjoyment of the Company's real estate,

announces that the shareholders' meetings of the following subsidiaries were held on April 1, 2024, in connection with the ZCP Disposal:

- Wyborcza sp. z o.o.,
- Gazeta.pl sp. z o.o.,
- AGORA KSIĄŻKA I MUZYKA sp. z o.o., and
- Czerska 8/10 sp. z o.o.

(collectively, "Subsidiaries"),

at which resolutions were adopted to increase the share capitals and amend the articles of incorporation of the Subsidiaries.

The Company further announced that on April 1, 2024, in connection with the ZCP Disposal, agreements for in-kind contributions to the increased share capital were signed between the Company and each of the Subsidiaries.

### ► Amendments to the overdraft agreement and the term loan concluded by the Company with Santander Bank Polska S.A.

**In the regulatory filing of April 11, 2024**, the Management Board of Company in connection with regulatory filing No. 11/2022 of April 14, 2022 and 10/2023 of February 27, 2023, informed of the amendments to the overdraft agreement and the term loan concluded by the Company with Santander Bank Polska S.A. ("Bank").

In accordance with the amendment to the overdraft agreement, the overdraft availability period was extended until June 30, 2024.

Furthermore, amendment to the overdraft agreement and the term loan introduce new additional securities of Bank's receivables in the form of sureties in the amount of 150% of the loan amount granted by Agora's subsidiaries – Wyborcza sp. z o.o., Gazeta.pl sp. z o.o., Czerska 8/10 sp. z o.o. and Agora Książka i Muzyka sp. z o.o.

Other provisions of the agreement remained unaltered.

### ► Amendment to the overdraft agreement concluded by the Company with Santander Bank Polska S.A.

**In the regulatory filing of May 29, 2024**, the Management Board of Company in connection with regulatory filings Nos. 10/2022 of March 28, 2022, 11/2022 of April 14, 2022 and 10/2024 of April 11, 2024 informed that on May 29, 2024 the Company concluded with Santander Bank Polska Spółka Akcyjna amendment no. 2 to the overdraft agreement No. K00245/22 of April 14, 2022 with further amendments („Amendment”, „Agreement”).

Pursuant to the Amendment, the parties decided to delete from the Agreement a provision concerning collateral in a form of a liquidity guarantee from Bank Gospodarstwa Krajowego under the PLG FGP portfolio guarantee line covering 80% of credit amounts in the current account, i.e. PLN 28,000,000.00 for the term until July 13, 2024.

Other provisions of the Agreement have not been materially changed.

- ▶ **Purchase of 49% of shares in the share capital of Eurozet sp. z o.o.**
- ▶ **Commencement of negotiations concerning obtainment of financing**

**In the regulatory filing of April 14, 2024**, the Management Board of Company informed that the Company commenced negotiations with financial institutions operating on the Polish market concerning obtainment of financing for all and/or part of Agora S.A. Capital Group.

The obtained financing shall be intended, in particular, for the acquisition of 49% of shares in the share capital of Eurozet sp. z o.o. with its registered seat in Warsaw, and refinancing of the existing debt of all and/or part of Agora S.A. Capital Group. The Company aims at obtainment of financing in the total amount of up to PLN 362 mio.

Commencement of the aforementioned negotiations does not mean the negotiations will end in obtainment of financing by the Company. Obtainment of the financing shall depend on i.a. positive decisions of credit committees of respective financial institutions, adoption of respective resolutions of corporate bodies of companies from Agora S.A. capital group and conclusion of respective agreements and signing of relevant documents. Agora shall inform of next phases of the process, in accordance with requirements imposed by the law.

- ▶ **Conclusion of term loan and revolving facility agreement**

**In the regulatory filing of May 29, 2024**, the Management Board of Company in connection with regulatory filings No. 11/2024 of April 15, 2024, informed that on May 29, 2024, a term loan and revolving facility agreement ("Loans Agreement") was concluded between the Company, companies Helios S.A. with its seat in Łódź ("Helios"), and AMS S.A. with its seat in Warsaw ("AMS") – as original borrowers ("Original Borrowers") and company Doradztwo Mediowe sp. z o.o. with its seat in Warsaw – as original guarantor – and consortium of banks consisting of: Santander Bank Polska S.A. with its seat in Warsaw, which became the organizer, loan agent, security agent and original lender ("Santander", "Loan Agent") and Bank Handlowy S.A. w Warszawie with its seat in Warsaw, which became the organizer and original lender ("Bank Handlowy") (jointly as "Original Lenders"), under which, in accordance with conditions indicated thereto, Original Lenders agreed to grant the Original Borrowers loans in the total amount of PLN 362 mio.

Pursuant to the Loans Agreement, and upon satisfaction of conditions relating to the establishment of legal collateral for the repayment of the loans granted under the Loans Agreement and the fulfillment of other conditions (requirements) standardly applicable to the granting of loans of a comparable amount or purpose, the Borrowers will be able to withdraw funds within the following loans:

- i. Term loan A granted to Agora in the amount of PLN 104 mio with a 5-year repayment (maturity) period in equal capital installments payable on the last business day of the calendar quarter;
- ii. Term loan B granted to Agora in the amount of PLN 104 mio with a repayment (maturity) date falling on the 5th anniversary of the signing of the Loans Agreement;
- iii. Term loan A granted to Helios in the amount of PLN 19 mio with a 5-year repayment period in equal capital installments payable on the last business day of the calendar quarter;
- iv. Term loan B granted to Helios in the amount of PLN 19 mio with a repayment (maturity) date falling on the 5th anniversary of the signing of the Loans Agreement;
- v. Revolving facility granted to Agora by Santander up to the maximum amount of PLN 33 mio with a guarantee facility sublimit up to PLN 3 mio with a 3-year availability period (with the possibility of extending the availability period for another 2 years upon approval by the Lenders for such extension);
- vi. Revolving facility granted to Helios by Santander up to the maximum amount of PLN 25 mio with a guarantee facility sublimit up to PLN 19 mio with a 3-year availability period (with the possibility of extending the availability period for another 2 years upon approval by the Lenders for such extension);
- vii. Revolving facility granted to Agora by Bank Handlowy up to the maximum amount of PLN 5 mio with a 3-year availability period (with the possibility of extending the availability period for another 2 years upon approval by the Lenders for such extension);

- viii. Revolving facility granted to Helios by Bank Handlowy up to the maximum amount of PLN 38 mio with a guarantee facility sublimit up to PLN 18 mio with a 3-year availability period (with the possibility of extending the availability period for another 2 years upon approval by the Lenders for such extension);
- ix. Revolving facility granted to AMS by Bank Handlowy up to the maximum amount of PLN 15 mio with a guarantee facility sublimit up to PLN 10 mio with a 3-year availability period (with the possibility of extending the availability period for another 2 years upon approval by the Lenders for such extension).

Individual loans may be used by Original Borrowers for the following purposes:

- a. Loans indicated in points (i) and (ii) for: financing or refinancing of acquisition by the Company of 49% of shares in the share capital of the company Eurozet sp. z o.o. with its seat at Warsaw and costs and expenses in connection therewith, (ii) refinancing of the current debt of the Company and costs and expenses in connection therewith, (iii) financing or refinancing of costs and expenses resulting from the Loans Agreement and financial documents connected therewith and (iv) financing (refinancing) of cost incurred by the Company to repay the loan granted by SFS Ventures s.r.o. paid up on December 29, 2023, in the amount not exceeding PLN 21 mio;
- b. Loans indicated in points (iii) and (iv) for: (i) refinancing of the current debt of Helios and costs and expenses in connection therewith, (ii) financing or refinancing of costs and expenses resulting from the Loans Agreement and financial documents connected therewith;
- c. Loans indicated in points (v) - (ix) for: (i) refinancing of the current debt of Original Borrowers and costs and expenses in connection therewith, (ii) general corporate purposes, including the financing of current operations of Original Borrowers.

The loans will bear interest at a rate that is the sum of the relevant agreed WIBOR rate and a margin, the amount of which will depend on the Company's Group net debt to EBITDA ratio. Lenders may increase the loan margin in the event of breach of the Loans Agreement.

Original Borrowers, Doradztwo Mediowe sp. z o.o. and particular companies from Agora Capital Group (i.e. Helios Media sp. z o.o., Optimizers sp. z o.o., Grupa Radiowa Agory sp. z o.o., Czerska 8/10 sp. z o.o., Gazeta.pl sp. z o.o., Plan A sp. z o.o., Eurozet sp. z o.o. – that will join the debt at a later date) (jointly “Obligated Entities”) shall establish in favor of the Lenders collateral agreed between the parties of the Loans Agreement typical of this type of agreement including: (1) mortgage (i) on the property located in Warsaw at ul. Czerska 8/10 held in perpetual usufruct by Czerska 8/10 sp. z o.o. and (ii) on the properties owned by Helios S.A., located in Opole at ul. Kopernika 17, in Radom at ul. Poniatowskiego 5 and ul. Poniatowskiego (no number given) and in Sosnowiec at ul. Modrzejowskiej 32b; (2) pledges (registered and financial) on all or some stocks, shares or other participation titles or units in Obligated Entities, except for the stocks in the Company and shares and/or stocks in some other Obligated Entities holding radio licenses; (3) registered pledges on movables and transferable property rights of variable composition, constituting a business unit even if their composition was variable held by the Obligated Entities; (4) pledges (registered, and financial) on bank accounts held by the Obligated Entities; (5) transfers to secure receivables or other rights held by Obligated Entities, including, in particular, rights (receivables) under insurance contracts (policies) concluded by the Obligated Entities; (6) guarantees or sureties provided mutually by Obligated Entities for their liabilities arising from the Loans Agreement and other financing documents; (7) declarations of submission to enforcement proceedings in accordance with Article 777 of the Code of Civil Procedure, made by Obligated Entities (whereby, where the maximum amount is required to be specified – up to the amount of 150% of the total amount of loans).

Borrowers, during the financing period are required to maintain financial ratios including (i) the Company's Group net debt to EBITDA and (ii) DSCR at certain levels.

The Loans Agreement contains a number of obligations of the Borrowers and other Obligated Entities standardly used for loans of comparable amounts or purpose. The Obligated Entities, without the written consent of the Lenders, shall not (except as specified in the agreement) specifically: reorganize, dispose of assets, including disposing of shares in subsidiaries or acquiring shares in other entities, establish collateral on assets, incur additional financial liabilities.

The Company may pay dividends provided that there is no ongoing breach of the Loans Agreement and the Company's Group net debt to EBITDA ratio is maintained at the level agreed in the Loans Agreement.

Loan Agent following the instructions of lenders may i.a. terminate the Loans Agreement or withdraw from disbursement of loan funds or reduce the amount of the available revolving facility in the event of failure to make timely repayment of debt, as well as failure to maintain agreed levels of financial ratios, filing for bankruptcy of the Obligated Entity, initiation of restructuring proceedings, make false statements or violate other obligations specified in the Loans Agreement.

▶ **The Company's decision on the intention to exercise the call option for 49% shares of Eurozet sp. z o.o. and submitting the Call Option 2 Request by the Company**

**In the regulatory filing of May 31, 2024**, the Management Board of the Company, referring to the Company's regulatory filings Nos. 11/2023 of February 27, 2023 and 36/2023 of November 30, 2023, informed that the Company decided to exercise, pursuant to the provisions of the Shareholders' Agreement of February 20, 2019 concluded by the Company with SFS Ventures with its seat in Prague ("SFS Ventures") as amended by annexes, in particular Annex No. 6 of February 27, 2023 and Annex No. 14 of November 30, 2023 ("Agreement"), option to purchase from SFS Ventures 490 shares in the share capital of Eurozet constituting 49% of the share capital and 49% of the total number of votes at the Eurozet shareholders' meeting ("Call Option 2").

Simultaneously, the Company, in compliance with provisions of the Agreement, has submitted to SFS Ventures the Call Option 2 request.

▶ **Conclusion of the share purchase agreement to purchase 490 shares of Eurozet sp. z o.o. from SFS Ventures s.r.o. with its seat in Prague under Call Option 2**

**In the regulatory filing of June 14, 2024**, the Management Board of the Company, with reference to regulatory filings No. 19/2024 of May 31, 2024, hereby informs that the Company has concluded the Share Purchase Agreement with SFS Ventures s.r.o. with its seat in Prague ("SFS Ventures") under which the Company purchased 490 shares in the share capital of Eurozet sp. z o.o. ("Eurozet") ("Agreement") constituting 49% of the share capital of Eurozet and representing 49% of the total number of votes at the Eurozet's shareholders' meeting ("Shares"), in accordance with the Shareholders' Agreement concluded between the Company and SFS Ventures on February 20, 2019 as amended ("Shareholders' Agreement"). Purchase of Shares took place under Call Option 2 described in the Shareholders' Agreement and in accordance with rules stated thereof.

In compliance with the Agreement and the Shareholders' Agreement, the sale price for the Shares is EUR 38,750,000 and is the final price, not subject to adjustment.

Transfer of ownership of Shares shall take place upon payment of the sale price to the SFS Ventures' bank account. The Company shall inform of the transfer in a separate regulatory filing.

Detailed terms of the Agreement (concerning in particular representations and warranties granted by SFS Ventures in connection with the sale of Shares) do not deviate from market solutions used in contracts for similar transactions.

As a result of the Agreement, and upon payment of the sale price for Shares, the Company shall become the sole shareholder holding the total of 1000 shares of Eurozet, constituting 100% of the share capital of Eurozet and representing 100% of the total number of votes at the Eurozet's shareholders' meeting.

▶ **Transfer of title to 490 shares in the share capital of Eurozet sp. z o.o.**

**In the regulatory filing of June 20, 2024**, the Management Board of the Company, with reference to regulatory filing No. 22/2024 of June 14, 2024, hereby informs that on June 20, 2024 SFS Ventures s.r.o. with its seat in Prague ("SFS Ventures") received EUR 38,750,000 being the sale price for 490 shares in the company Eurozet sp. z o.o. ("Eurozet") constituting 49% of the share capital of Eurozet and representing 49% of the total number of votes at the Eurozet's shareholders' meeting ("Shares") purchased by the Company.

In view of the above, according to the provisions of the share purchase agreement concluded between the Company and SFS Ventures on June 14, 2024 and the Shareholders' Agreement concluded between the Company and SFS Ventures on February 20, 2019 as amended, on June 20, 2024 a transfer of title to the Shares took place and the Company became the sole shareholder holding the total of 1000 shares of Eurozet constituting 100% of the share capital of Eurozet and representing 100% of the total number of votes at the Eurozet's shareholders' meeting.

#### ► The General Meetings of Agora S.A.

**In the regulatory filing of April 17, 2023** the Management Board of the Company, informed about convening the Extraordinary General Meeting of Agora S.A. for May 14, 2024 (hereinafter: "Extraordinary General Meeting") and published draft resolutions to be submitted to the Extraordinary General Meeting.

**In the regulatory filing of May 14, 2024** the Management Board announced wording of resolutions adopted by the General Meeting.

**In the regulatory filing of May 14, 2024** the Management Board informed that shareholders who participated in the General Meeting of Agora S.A. on May 14, 2024 held 44,369,550 votes. As a result, the statutory capital of the Company in the amount of 46 580 831 shares was represented at the General Meeting in 58.49% (27,243,150 shares).

At least 5.0% of the total number of votes during the Annual General Meeting was held by:

- Agora - Holding Sp. z o.o.: 22,528,252 votes, i.e. 50.76% votes during the Extraordinary General Meeting and 35.36% total number of votes.
- Otwarty Fundusz Emerytalny PZU "Złota Jesień": 8,126,434 votes, i.e. 18.31% votes during the Extraordinary General Meeting and 12.76% total number of votes.
- MDIF Media Holdings I, LLC: 5,355,645 votes i.e. 12.07% votes during the Extraordinary General Meeting and 8.41% total number of votes.
- Nationale-Nederlanden Otwarty Fundusz Emerytalny: 4,119,487 votes i.e. 9.28% votes during the Extraordinary General Meeting and 6.47% total number of votes.

**In the regulatory filing of May 24, 2024**, the Management Board of the Company published a recommendation for the General meeting to cover the net loss incurred in 2023 from the supplementary capital of the Company and to not pay dividend from amounts that could be distributed to shareholders.

**In the regulatory filing of May 29, 2024** the Management Board of the Company, informed about convening the Annual General Meeting of Agora S.A. for June 28, 2024 (hereinafter: "General Meeting") and published draft resolutions to be submitted to the General Meeting.

**In the regulatory filing of June 5, 2024** the Management Board of the Company, informed that on June 5, 2024 the Company received information from Mr. Tomasz Grabowski, serving member of the Management Board of the Company, concerning his decision to resign from applying for appointment to the Management Board of the Company for the next term of office. The decision was made based on personal reasons.

**In the regulatory filing of June 5, 2024** the Management Board of the Company, informed that on June 5, 2024, a shareholder of the Company – Otwarty Fundusz Emerytalny PZU "Złota Jesień" with its seat in Warsaw represented by Powszechne Towarzystwo Emerytalne PZU S.A., representing at least 1/20 of the share capital of the Company, in accordance with art. 401 § 1 of the Commercial Companies' Code, filed a request to include certain matters in the agenda of the Annual General Meeting convened on June 28, 2024 ("General Meeting"). The request concerns including point "Changes in the composition of the Supervisory Board".

**In the regulatory filing of June 14, 2024** the Management Board of the Company, informed that on June 14, 2024 it received information that according to § 30 section 1 of Agora's Statute, Agora-Holding Sp. z o.o., the shareholder holding 100% of the registered preferred series A shares, submitted candidates to the Management Board of Agora S.A. in connection with the expiration of the term of office of the Management Board upon the Annual General Meeting of the Company. The candidates were: Bartosz Hojka, Tomasz Jagiełło, Anna Kryńska-Godlewska, Wojciech Bartkowiak, Agnieszka Siuzdak-Zyga and Maciej Strzelecki.

**In the regulatory filing of June 25, 2024** the Management Board of the Company, informed that on June 25, 2024, a shareholder of the Company – Otwarty Fundusz Emerytalny PZU "Złota Jesień" with its seat in Warsaw represented by Powszechne Towarzystwo Emerytalne PZU S.A., representing at least 1/20 of the share capital of the Company

("Shareholder") filed information concerning intention to submit a candidate to the Supervisory Board of the Company during the Annual General Meeting convened on June 28, 2024. In accordance with the information, the candidate to the Supervisory Board was Jacek Levernes.

**In the regulatory filings of June 28, 2024** the Management Board of the Company, announced wording of resolutions adopted by the General Meeting, including resolutions on appointing members of the Management Board for the next term of office and changes in the composition of the Supervisory Board. In accordance with resolutions of the General Meeting the following persons were appointed to the Management Board of the Company for the next term of office: Bartosz Hojka, Tomasz Jagiełło, Anna Kryńska-Godlewska, Wojciech Bartkowiak, Agnieszka Siuzdak-Zyga and Maciej Strzelecki. Members of the Management Board were appointed for a 5-year joint term of office that shall expire upon the General meeting approving the financial statement for the fiscal year 2029.

During the General Meeting, proxy of the shareholder of the Company – Otwarty Fundusz Emerytalny PZU "Złota Jesień" with its seat in Warsaw proposed amendments to draft resolutions in the point of agenda "Changes in the composition of the Supervisory Board". In accordance with resolutions of the General Meeting, Tomasz Karusewicz was dismissed from the Supervisory Board and Jacek Levernes was appointed to the Supervisory Board. Dismissal of the member of the Supervisory Board was made in accordance with provisions of the Statutes of the Company.

**In the regulatory filing of June 28, 2024** the Management Board informed that shareholders who participated in the General Meeting of Agora S.A. on June 28, 2024 held 44,345,872 votes. As a result, the statutory capital of the Company in the amount of 46 580 831 shares was represented at the General Meeting in 58.43% (27,219,472 shares).

At least 5.0% of the total number of votes during the Annual General Meeting was held by:

- Agora - Holding Sp. z o.o.: 22,528,252 votes, i.e. 50.80% votes during the Extraordinary General Meeting and 35.36% total number of votes.
- Otwarty Fundusz Emerytalny PZU "Złota Jesień": 8,126,434 votes, i.e. 18.33% votes during the Extraordinary General Meeting and 12.76% total number of votes.
- MDIF Media Holdings I, LLC: 5,355,645 votes i.e. 12.08% votes during the Extraordinary General Meeting and 8.41% total number of votes.
- Nationale-Nederlanden Otwarty Fundusz Emerytalny: 4,119,000 votes i.e. 9.29% votes during the Extraordinary General Meeting and 6.47% total number of votes.

**In the regulatory filing of June 28, 2024** the Management Board informed that due to the appointment of Ms. Agnieszka Siuzdak-Zyga to the Management Board of the Company, came into force a resolution on recalling the joint commercial proxy granted to Ms. Agnieszka Siuzdak-Zyga granted on December 4, 2023.

#### ▶ **Conclusion of the amendment to the concession agreement for the construction and operation of bus shelters in Warsaw by AMS S.A.**

**In the regulatory filing of April 10, 2024** the Management Board of Agora S.A., with reference to regulatory filing No. 27/2013 of December 18, 2013 and 33/2022 of September 8, 2022, informs that on April 10, 2024, the Company received information that on April 9, 2024 Consortium consisting of AMS S.A. and Ströer Polska Sp. z o.o., acting pursuant to clause 28.1 and 18.11 of the Concession Agreement ("Agreement"), concluded an amendment to the Agreement with the Capital City of Warsaw, extending its validity until June 10, 2025.

#### ▶ **AMS S.A.**

Małgorzata Augustyniak resigned from the position of the Vicepresident and management board member effective as of June 30, 2024.

Grażyna Gołębiowska was appointed management board member as of July 1, 2024.

#### ▶ **Eurozet sp. z o.o.**

**As of June 20, 2024**, Joanna Różycka-Iwan and Barbara Rudnicka resigned from the positions of the supervisory board members. On the same day, Bartosz Hojka and Anna Kryńska-Godlewska were appointed as members of the supervisory board.

**▶ Goldenline sp. z o.o.**

**On February 14, 2024**, Arkadiusz Kuchto was recalled from the management board of the company.

**On February 14, 2024** Joanna Kwas and Mateusz Nowak were appointed to perform duties of the members of the management board of the company.

**On April 30, 2024**, the company was put into the process of liquidation and Mateusz Nowak was appointed as the liquidator.

**▶ Step Inside sp. z o.o.**

**As of June 24, 2024**, Anna Kryńska-Godlewska's mandate to serve as member of the supervisory board expired.

**As of June 24, 2024**, Katarzyna Borkowska was appointed to serve as member of the supervisory board.

**As of July 10, 2024**, Kamil Pałyska resigned from the position of the member of the supervisory board.

**▶ Yieldbird sp. z o.o.**

**As of February 29, 2024**, Józef Skóra was dismissed from the position of the member of the management board of the company.

**▶ Wyborcza sp. z o.o.**

**On January 1, 2024** Joanna Kwas and Mikołaj Chrzan were appointed to perform duties of the members of the management board of the company.

**On April 1, 2024** Wojciech Bartkowiak was appointed to the position of the president of the management board of the company.

**On May 24, 2024**, Bartosz Hojka, Anna Kryńska-Godlewska and Barbara Rudnicka were appointed as members of the supervisory board.

**▶ Gazeta.pl sp. z o.o.**

**On March 31, 2024**, Bartosz Hojka was dismissed from the position of the member of the management board of the company.

**On April 1, 2024** Agnieszka Siuzdak-Zyga was appointed to perform duties of the president of the management board of the company and Małgorzata Błada, Bartosz Wysocki, and Artur Birnbaum were appointed to perform duties of the members of the management board of the company.

**On May 24, 2024**, Bartosz Hojka, Anna Kryńska-Godlewska and Barbara Rudnicka were appointed as members of the supervisory board.

**▶ AGORA KSIĄŻKA I MUZYKA SP. Z O.O.**

**On March 31, 2024**, Tomasz Jagiełło was dismissed from the position of the member of the management board of the company.

**On April 1, 2024** Robert Kijak was appointed to perform duties of the president of the management board of the company and Małgorzata Skowrońska and Beata Gutowska were appointed to perform duties of the members of the management board of the company.

**On May 24, 2024**, Bartosz Hojka, Anna Kryńska-Godlewska and Barbara Rudnicka were appointed as members of the supervisory board.

**▶ Czerska 8/10 sp. z o.o.**

**On March 31, 2024**, Wojciech Bartkowiak was dismissed from the position of the member of the management board of the company.

**On April 1, 2024** Marcin Tkaczyk was appointed to perform duties of the president of the management board of the company and Kamil Pałyska was appointed to perform duties of the member of the management board of the company.

**On May 24, 2024**, Bartosz Hojka, Anna Kryńska-Godlewska and Barbara Rudnicka were appointed as members of the supervisory board.

## 1A. CHANGES IN CAPITAL CONNECTIONS OF THE ISSUER WITH OTHER ENTITIES

### ▶ **HRLink sp. z o.o.**

On **January 4, 2024** the Company sold all owned 95 shares, constituting 79,83% of the share capital of the company HRLink sp. z o.o. Details of the transactions are given in point 1 above.

### ▶ **Eurozet Sp. z o.o.**

On **June 20, 2024**, the Company gained title to 490 shares in the share capital of Eurozet sp. z o.o and became the sole shareholder holding the total of 1000 shares of Eurozet constituting 100% of the share capital of Eurozet and representing 100% of the total number of votes at the Eurozet's shareholders' meeting. Details of the transactions are given in point 1 above.

### ▶ **Video OOH sp. z o.o.**

On **July 24, 2024**, a company AMS S.A. purchased from a shareholder of Video OOH sp. z o.o. Maciej Maciuk 4 shares in the share capital of Video OOH sp. z o.o. and became the sole shareholder of the company holding a total of 50 shares in the share capital of Video OOH sp. z o.o. and representing 100% of the total number of votes at the Video OOH sp. z o.o. shareholders' meeting

### ▶ **Step Inside sp. z o.o.**

In the **regulatory filing of March 21, 2024** the Management Board of Agora S.A. informed that on March 21, 2024 the Company received information on commencement of negotiations between the Company's subsidiary Helios S.A. with its seat in Łódź and Step Outside sp. z o.o. with its seat in Wrocław concerning sale of shares in the share capital of the company Step Inside sp. z o.o. with its seat in Łódź ("Step Inside") owned by Helios S.A.

The commencement of the negotiations described above does not mean that they will end with the establishment of final conditions of the sale of shares of Step Inside.

### ▶ **Helios S.A.**

#### **Call for the repurchase of shares in a subsidiary**

On **29 March 2016**, a minority shareholder ("the Minority Shareholder") of Helios S.A. holding 320,400 shares in that company, which represent 2.77% of the share capital ("the Shares"), addressed to Helios S.A. a call under Art. 418 (1) of the Code of Commercial Companies (hereinafter: "CCC") for convening the General Shareholders' Meeting and putting on its agenda passing a resolution on mandatory sell-out of the Shares ("the Call").

As a result of: (i) the Call, (ii) further calls made under Article 418(1) of the CCC by the Minority Shareholder and other minority shareholders of Helios S.A. who acquired a part of the Shares from the Minority Shareholder, and (iii) the resolutions passed by the General Shareholders' Meeting of Helios S.A. on 10 May 2016 and 13 June 2016, two sell-out procedures (under Art. 418(1) of the CCC) and one squeeze out procedure (under Article 418 of the CCC) are being finalized at Helios S.A., aimed at the acquisition by two shareholders of Helios S.A., including Agora S.A., the Shares held by the Minority Shareholder and other minority shareholders.

#### **(i) Sell-out procedure**

As part of the sell-out of the Shares, by June 30, 2016, Agora transferred to Helios S.A. PLN 2,938 thousand representing the sell-out price calculated in accordance with Article 418(1) par. 6 of the CCC. As at December 31, 2016, the Agora Group recognized on its balance sheet an obligation to purchase the Shares from minority shareholders of Helios S.A. totalling PLN 3,185 thousand. This included PLN 2,938 thousand already transferred by Agora S.A. to Helios S.A. (with the corresponding entry in the Group's equity under retained earnings/(accumulated losses) and the net profit or loss



for the current year) and the total amount transferred by another shareholder of Helios S.A. under the sell-out procedure. As part of the sell-out procedure, on June 2, 2017, PLN 3,171 thousand was transferred by Helios S.A. to the Minority Shareholder for 318,930 shares sold out. Also on June 2, 2017, a total of PLN 14 thousand was transferred to other minority shareholders for the sell-out of 1,460 shares in total. As a result of these transactions, the Group fulfilled its obligation to buy shares recognized on the Group's balance sheet. As a result, Agora S.A. increased its shareholding in Helios S.A. from 10,277,800 to 10,573,352 shares, i.e. by 295,552 shares. Currently, Agora S.A. holds 92.31% of the shares in Helios S.A.

The shareholders whose shares are subject to the sell out and squeeze out procedures did not agree to the sell-out share price calculated in accordance with Article 418(1) par. 6 of the CCC, and based on Article 418(1) par. 7 of the CCC submitted a motion to the registration court to appoint a registered auditor to determine the price of the shares being sold. The final price of the Shares being subject to the sell out and squeeze out procedures will be determined by the registration court competent for the registered office of Helios S.A. on the basis of an opinion of the registered auditor appointed by the registration court competent for the registered office of Helios S.A., A change in the valuation will result in an adjustment of the price of the shares being sold. The District Court for Lodz Srodmiemie in Lodz, the 20th Department of the National Court Register, appointed a registered auditor to value shares under this procedure, both for the sell-out of the Minority Shareholder's shares with regard to 318,930 shares, and for other minority shareholders with regard to 1,460 shares in total.

The Minority Shareholder and other minority shareholders referred to in the preceding sentence which had rights under 1,460 shares appealed from the Court's decision appointing the registered auditor. By a valid decision of the Regional Court in Lodz, the 13th Business Appeal Department of February 20, 2019 and September 19, 2020, the appeal of the other minority shareholders having rights under 1,460 shares was dismissed.

#### (ii) Squeeze-out procedure

The squeeze out procedure which entered into force on July 14, 2016 is carried out with respect to 10 shares. The holder of these shares did not respond to the Company's call published in accordance with the applicable procedure in Monitor Sadowy i Gospodarczy (Court and Business Gazette) calling minority shareholders holding the said shares to submit the share documents to the Company, within two weeks of the publication of the call, under the sanction of cancelling the shares after that date. In connection with the above, on April 7, 2017, the Management Board of Helios S.A. adopted a resolution cancelling these shares and announced this in Monitor Sadowy i Gospodarczy of May 8, 2017. Currently, the valuation of the shares by the registered auditor nominated by the Court is still in progress.

As at the date of this report, the sell out and squeeze out procedures have not been completed.

#### ▶ Plan G Sp. z o.o.

**On February 1, 2024**, the share capital of the company was increased by creating 700 new equal and indivisible shares with a nominal value of PLN 50.00 each, all acquired by the sole shareholder of the Company, i.e. Agora S.A. The increased share capital of the company amounted to PLN 50,000.

#### ▶ Goldenline sp. z o.o.

**On January 4, 2024** the company HRLink sp. z o.o. sold 100% shares in the share capital of Goldenline sp. z o.o. for the benefit of Wyborcza sp. z o.o.

**On April 30, 2024**, the company was put into the process of liquidation.

## 2. CHANGES IN OWNERSHIP OF SHARES OR OTHER RIGHTS TO SHARES (OPTIONS) BY MANAGEMENT BOARD MEMBERS IN THE SECOND QUARTER OF 2024 AND UNTIL THE DATE OF PUBLICATION OF THE REPORT

Tab. 20

shares	As of August 13, 2024	decrease	increase	As of June 30, 2024
Bartosz Hojka	2,900	-	-	2,900
Wojciech Bartkowiak	0	-	-	0
Tomasz Grabowski (1)	-	-	-	-
Tomasz Jagiełło	0	-	-	0
Anna Kryńska - Godlewska	0	-	-	0
Agnieszka Siuzdak-Zyga (2)	0	-	-	0
Maciej Strzelecki (3)	0	-	-	0

(1) Member of the Management Board until June 28, 2024

(2) Member of the Management Board from June 28, 2024

(3) Member of the Management Board from June 28, 2024

In the periods described, the members of the Management Board did not have any other rights to shares (e.g. options).

The members of the Management Board participated in the incentive plan described in note 5 to the condensed interim consolidated financial statements.

## 3. CHANGES IN OWNERSHIP OF SHARES OR OTHER RIGHTS TO SHARES (OPTIONS) BY SUPERVISORY BOARD MEMBERS IN THE SECOND QUARTER OF 2024 AND UNTIL THE DATE OF PUBLICATION OF THE REPORT

Tab. 21

shares	As of August 13, 2024	decrease	increase	As of June 30, 2024
Andrzej Szlęzak	0	-	-	0
Dariusz Formela	0	-	-	0
Tomasz Karusewicz (1)	-	-	-	-
Wanda Rapaczynski	882,990	-	-	882,990
Tomasz Sielicki	33	-	-	33
Maciej Wiśniewski	0	-	-	0
Jacek Leverages (2)	0	-	-	0

(1) Member of the Supervisory Board until June 28, 2024

(2) Member of the Supervisory Board from June 28, 2024

In the periods described, the members of the Supervisory Board did not have any other rights to shares (e.g. options).

## 4. SHAREHOLDERS ENTITLED TO EXERCISE OVER 5% OF TOTAL VOTING RIGHTS AT THE GENERAL MEETING OF AGORA S.A., EITHER DIRECTLY OR THROUGH AFFILIATES AS OF THE DATE OF PUBLICATION OF THE QUARTERLY REPORT

The shareholders' structure is updated on the basis of the list received by the Company from KDPW as of the registration day to attend in the General Meeting of the Company.

On the basis of art. 69 of Act on Public Offer and the Conditions of Introducing Financial Instruments to the Organized Trading System and on Public Companies dated July 29, 2005, the shareholders' structure actual following the

shareholders' formal notifications and as of the day of publication of former report (i.e. May 24, 2024) and as of the day of publication of this report (i.e. August 13, 2024), has not significantly changed.

According to the abovementioned list, the following shareholders were entitled to exercise over 5% of the total voting rights at the General Meeting of the Company as of the date of submission of this report:

Tab.22

	no. of shares	% of share capital	no. of votes	% of voting rights
<b>Agora-Holding Sp. z o.o.</b> <i>(in accordance with list from KDPW as of the registration date for the Annual General Meeting on June 28, 2024)(1)</i>	5,401,852	11.60	22,528,252	35.36
<b>PZU "Złota Jesien" Open Pension Fund</b> <i>(in accordance with list from KDPW as of the registration date for the Annual General Meeting on June 28, 2024)(1)</i>	8,126,434	18.33	8,126,434	12.76
<b>Media Development Investment Fund, Inc. (MDIF Media Holdings I, LLC)</b> <i>(in accordance with list from KDPW as of the registration date for the Annual General Meeting on June 28, 2024)(1)</i>	5,355,645	12.08	5,355,645	8.41
<b>Nationale-Nederlanden Powszechna Towarzystwo Emerytalne S.A. (Nationale – Open Pension Fund and Nationale Nederlanden Voluntary Pension Fund)</b> <i>(in accordance with list from KDPW as of the registration date for the Annual General Meeting on June 28, 2024)(1)</i>	4,119,000	9.29	4,119,000	6.47

(1) share in votes and share capital of Agora SA were calculated by the Company after the registration of the decrease of the share capital of the Company as of August 23, 2018.

## 5. OTHER INFORMATION

### ▶ The Management Board's statement of the possible realization of forecasts

The Management Board did not publish any forecasts of financial results and because of that this report does not present any Management Board's statement of the possible forecast execution.

### ▶ Changes in contingences and court cases

Any changes in contingencies since the date of closing of the last financial year and information about court cases were described in notes 7 and 8 to the condensed interim consolidated financial statements.

### ▶ Legal actions concerning liabilities or receivables of the Issuer or its subsidiaries

In the first half of 2024, there were no significant legal actions in court, competent authority for arbitration procedures or public institutions related to liabilities or receivables Agora S.A. or its subsidiaries.

### ▶ Related party transactions

Transactions carried out with parties related to the Group are of a routine nature and were described in note 10 to the condensed interim consolidated financial statements.

## 6. THE DESCRIPTION OF BASIC HAZARDS AND RISK CONNECTED WITH THE UPCOMING MONTHS OF THE CURRENT FINANCIAL YEAR

### ▶ Macroeconomic risk

The amount of advertising revenue depends on the overall economic situation in Poland and Europe. This revenue increases in times of economic recovery and decreases during economic downturn. According to available macroeconomic forecasts, the fourth quarter of 2023 and the subsequent quarters of 2024 will bring a higher economic growth rate in Poland than in the Western European countries, declining inflation and slow stabilisation in the prices of energy raw materials, food, goods and services. The development of the economic situation in Poland in the subsequent periods will also be characterised by high uncertainty due to the further course of the armed conflict in Ukraine and its geopolitical consequences, among other factors. These factors may influence decisions on the possible suspension of spending on promotion due to uncertainty about further economic development and the situation in Ukraine and their consequences for the Polish economy. Despite these circumstances, advertisers spent 6.5% more on advertising in 2023 than the year before. It should be borne in mind that the amount of advertising revenue depends not only on the volume of advertisements and announcements, but also on the prices charged for the publication of such advertisements by the media. In 2024, the macroeconomic situation in Poland may be affected by the ongoing war following Russia's attack on Ukraine. Its effects are already reflected in the weakening of the Polish currency, which, together with rising commodity prices, in particular fuel prices, will lead to continually high inflation.

At the same time, work is ongoing on the release of funds from the "National Recovery Plan" (NRP) financed by the European Fund. The release of these funds will have a positive impact on the parity of the zloty in relation to other currencies and will boost long-term GDP.

The above factors will affect both the revenue potential of the Agora Group and the increase in operating costs.

## ▸ Risk related to COVID-19

The COVID-19 pandemic and the measures of the government administration undertaken to limit the further spread of the virus had a significant impact on the activities of the Agora Group in 2020, 2021 and 2022. The new variants of the virus and the restrictions on business activity make the results of the Agora Group vulnerable to the negative impact of sanitary restrictions caused by a possible pandemic.

Most of the factors related to the pandemic, which have affected and may affect the results of the Agora Group in the future, remain completely beyond Agora's control and depend on the measures taken by state authorities (including restrictions on business activity), the rate of return of various economic sectors to full operations, changes in GDP or inflation in Poland.

Both Agora and all the companies of the Group have taken and will take a number of measures aimed at minimising the losses caused by the COVID-19 pandemic and the Group's rapid return to the growth path as regards both revenues and operating results. As at the date of this report, the Management Board of Agora expects that the efforts made will have a positive effect. However, the above assumptions are based on the analyses and forecasts the accuracy of which cannot be assessed due to the fact that they have been prepared in an unprecedented situation. The outbreak of the COVID-19 pandemic made governments around the world undertake measures with significant impact on the economic development of each jurisdiction, caused by restrictions aimed at stopping any further spread of the virus. The development of the COVID-19 pandemic and further measures to be implemented by the Polish government in order to fight it are unknown to the Company. Their duration and scale may significantly affect the Company's analyses and estimates, in particular with regard to the value of the advertising market, the number of tickets sold in cinemas and concession sales, as well as the revenue from copy sales.

## ▸ Climate risk

Climate risks, i.e. risks resulting from the consequences of climate change. These risks are both driven by rapid weather events and by the need for the economy to adapt to progressive climate change, in particular to the use of low-carbon solutions. Climate risks pose a real threat to Agora's operations, because in the case of absence/reduction of raw materials enabling the manufacture of products and the provision of services by all Group companies, the organisation will be forced to change the manner of conducting its current activities. In 2021, the Agora Group identified and analysed climate risks and the resulting threats and opportunities. In addition, their time horizon and the manner of management were determined.

The study was conducted in accordance with the **AXIS** (Amplification, eXclusion, Intensification, Seizure) methodology and included three stages:

1. analysis of significant climate risks in a group of companies comparable to the Agora Group;
2. a questionnaire survey involving the Board of Directors and executives of all operating segments of the Agora Group;
3. calculation of results and categorization of identified risks, threats and opportunities.

According to the applied methodology, 2 opportunities and 4 threats were classified in the category **S (Seizure)**, i.e. they were considered significant and subject to active management. Threats and opportunities in categories **I (Intensification)** and **A (Amplification)** are monitored and managed in selected cases. Most of the threats and opportunities in category **X (eXclusion)** are subject only to monitoring. Conclusions from the climate risk study were included in the risk management system in place in the Agora Group. Further monitoring and identification of risks related to climate change is carried out periodically as part of the review of non-financial risks. The study was conducted in cooperation with an external consulting firm. The study was conducted in cooperation with an external consulting firm MATERIALITY.

The results of the climate risk analysis carried out in 2021 also apply in 2022 and 2023. The study will be updated in 2024.

The results and a detailed description of the methodology of the current study can be found in the "ESG Report of Grupa Agora S.A. and Agora S.A.", which is available at: [www.agora.pl/esg](http://www.agora.pl/esg).

### ▸ Seasonality of advertising spending

The Group's revenue from the sale of advertising services is seasonal. In the first and third quarter, it is usually lower than that generated in the second and fourth quarter of a given financial year. In recent years, the seasonality of advertising revenue has been severely distorted by the outbreak of the COVID-19 pandemic, the outbreak of war in Ukraine and the overall economic downturn in Poland. In 2023, the market managed to recover to a certain extent, but it is difficult to currently assess how the advertising spending will look like in Poland in 2024 and in which quarter. This also means that it is difficult to estimate how the impact of the war in Ukraine and the economic downturn will disrupt economic activities.

### ▸ Advertising market structure and the position of individual media in readership, TV and radio audience market

The Group's advertising revenue is generated by the following media: the press, outdoor advertising, radio stations, the Internet and cinemas. In 2022 and 2023, the structure of the advertising market was seriously affected by the war in Ukraine. As a result of the structural changes in the media and their convergence, the media in the Group's portfolio compete for advertising revenue not only with other entities in their segments, but also with television broadcasters, which accounted for 39.0% of the advertising market in 2023. Another large segment of the advertising market was the Internet with its 44.0% share. Advertising spending in magazines and dailies accounted for 2.0% and 1.0% of all advertising spending, respectively. Outdoor advertising media accounted for 5.5% of all advertising spending in 2023, while 7.0% of all advertising spending was spent on radio advertising. During that period, 1.5% of all advertising spending was allocated for cinema advertising. Given the dynamics of individual media and considering high uncertainty regarding the value of the advertising market in 2024, there is a risk that the shares of individual media in the total advertising market will change, which may affect the Group's position and its revenue. The factors that will affect the structure of this market in 2024 will include the effects of the war in Ukraine and the macroeconomic situation in Poland, which affected various segments of the advertising market to a different extent. Additionally, as a result of the changes described above and the consolidation of the advertising market, competition between individual media intensifies, which may have an impact on the Group's advertising revenue. Furthermore, due to changes in the media and technological developments, it is not certain that the Group will be able to respond appropriately and timely to these developments, which may have a negative impact on its position and performance. Advertising revenue also depends on the position on the readership, listenership and viewership market. Due to the process of structural changes in the way media consumption takes place, the market is changing dynamically and some segments may gain, while other may lose their position in this market. It is uncertain whether the Group's position in individual media segments will remain the same.

### ▸ Press distribution

The main channel of press distribution used by all press publishers in Poland is newspaper outlet chains in locations with heavy traffic, as well as food store chains and service stations. Historically, the distribution market in Poland was concentrated, with the two largest distributors accounting for over 80% share in press distribution. In 2018, RUCH S.A. ceased to pay its debts to the publishers. The entity's poor financial condition led to reduced cooperation with it and to further decreases in the copy sales of printed press. In 2020, RUCH S.A. was acquired by PKN Orlen S.A. and at the end of April 2024, RUCH S.A. is going to withdraw from press distribution.

In addition to a periodic reduction in the number of retail outlets, the outbreak of the COVID-19 pandemic in 2020 resulted in a sharp decline in the sales of paper press. This translated into the profitability of the distributors' activities and thus, into further turmoil on the distribution market. On 1 August 2021, the third largest distributor of the press – Garmond Press S.A. – initiated a simplified arrangement procedure, which was approved by the court of first instance in December 2021. Currently, restructuring processes are implemented in the company. Due to the problems faced by the aforementioned distributors, the largest one – Kolporter S.A., increased its market share and reports positive results from its activities, although these changes will significantly affect the press distribution channels in 2024. At the moment, we are unable to estimate the impact of these changes on distribution channels and the methods of settlement with distributors.

The pandemic situation has caused many changes in the way media consumption takes place, including the press. As a result, some readers of the printed press exchanged traditional editions for digital ones. This partially compensates for decreases in paper press sales, but at the same time, it entails a change in the business model of most press publishers and significantly affects the state of the press distribution market.

#### ▶ **Press**

The press market is currently facing a global trend of decreased copy sales and reduced advertising spending. This trend has been further accelerated and deepened by the pandemic. Just like the competitive press titles, the press titles published by the Group are not resilient to market changes – their number and volume are shrinking. The dynamics of the above processes may have a negative impact on copy sales and the Group's revenue. In addition, the activities of press publishers and their financial results are seriously affected by the problems relating to paper availability across Europe and its rising prices. At the same time, the Group digitises its content and it introduced a system of the so-called metered paywall on the websites related to *Gazeta Wyborcza* in 2014. At the end of December 2023, the number of paid active digital subscriptions was over 300 thousand. Currently, the Company focuses its activities on increasing the average revenue from each subscription and on increasing advertising revenue on the websites related to *Gazeta Wyborcza*. It is difficult to assess whether these objectives will be achieved by the Company given the intense competition on the Internet market.

#### ▶ **Internet**

The Polish market for online advertising services is extremely competitive and the number of Internet users is not growing so quickly any more. Internet activity is largely dependent on technological advances and the number of users, and a strong position in this market can be maintained by investing in modern and innovative technological solutions. The development of this medium is also determined by the available infrastructure. Internet access is also changing, which may significantly affect the dynamics of this market's development. The number of users of mobile Internet connections is on the rise. Both changes in the way the Internet is used and the increase in connection speeds may affect the dynamics of the development of individual segments of the online advertising market. The Group competes with both local and international players in this segment. In such a competitive market, it is uncertain that the Group's position in this segment and its revenue from online advertising services will not change. In addition, the online advertising market is undergoing a significant transformation. Advertising in search engines and social media is increasingly popular, as is programmatic, video and mobile advertising. A strong position in a rapidly changing online advertising market requires investments in advanced technological solutions. It is not certain whether the Group will be able to compete in this area with national and international players with a large financial background.

#### ▶ **Responsibility for published content**

The Group's activities are based in many respects on the publication of content from journalists, writers, publicists or users of online fora. This may involve the publisher's liability or joint liability for the dissemination of illegal information, including information that violates personal rights. It cannot be ruled out that the Group could unintentionally violate such rights and, as a result, claims could be brought against it, which could lead to the need to pay relevant compensation.

#### ▶ **Outdoor**

The outdoor advertising market in Poland is very competitive. AMS S.A. competes with Polish companies and international corporations both for customer acquisition and retention and for the prolongation and acquisition of new contracts for the disposal of locations for advertising media. Moreover, the activities on the outdoor advertising market bear a high risk related to the possible changes of the law, including construction and tax law, as well as its interpretation. The introduction of new rules for advertising activities in urban agglomerations, as well as a change in the interpretation and application of applicable laws and agreements implies fees, taxes and potential penalties related to the activities conducted, which may affect the Group's results.

In 2020, AMS received a notice that the President of the Office of Competition and Consumer Protection (UOKiK) had initiated an investigation into a possible violation of competition law resulting from its cooperation with Ströer. The Office did not undertake further actions following the explanations provided by AMS.

On 11 September 2015, the Act amending certain acts in connection with the strengthening of landscape protection instruments entered into force. Pursuant to its provisions, commune self-governments have acquired broader powers to establish local laws governing the presence of visual advertising and architectural elements in the public space and the levying of the so-called advertising fees. In April 2020, the adjustment period of the Gdańsk landscape resolution came to an end. The cost of dismantling advertising media in Gdańsk was charged to the Company's current results. The reduced supply of media in the city has not caused any significant negative reactions from customers to date. Poznań and Gdynia were among the large cities that adopted landscape resolutions with a 12-month adjustment period in 2023. However, the Constitutional Tribunal ruled on 12 December 2023 on the unconstitutionality of Article 37a(9) of the Spatial Planning and Land Development Act of 27 March 2003 in so far as it does not provide for a procedure for seeking compensation by entities which were obliged to remove advertising boards and equipment, having a building permit under a landscape resolution. This may contribute to the fact that the actual impact of these resolutions will be postponed beyond 2024, until the defective provisions have been corrected by the legislator, and will mean a periodic deterioration of the results during the transitional period of the first years of the applicability of new local laws on outdoor advertising.

## ▶ Cinema

In February 2022, a war broke out in Ukraine resulting in a rapid increase in energy costs, which is likely to continue in the coming years. This overlapped with further unfavourable economic phenomena such as: high inflation, high interest rates, wage increases not keeping up with the inflation in the economy weakened by a 2-year period of the COVID-19 pandemic.

All of this reduces the purchasing power of cinema customers, which has unfavourably translated and may translate into a decline in ticket sales and a lower tendency to buy beverages and snacks in cinema bars.

High inflation entails a marked increase in the costs of cinema operations in all respects, not only as to energy prices and wages, and high interest rates have led to a significant increase in the cost of debt servicing, thus reducing the Company's liquidity.

The two-year period of the COVID-19 pandemic and the strikes carried out by writers and actors in 2023 led to the suspension of work on many film sets, which resulted in significantly fewer film titles on the big screen. This situation is slowly returning to normal, but the supply of such a number of films per year as before the pandemic is expected at the earliest in 2025. In 2022 and 2023, there was also a sudden decline in the interest of viewers in Polish films. It is uncertain whether this trend is short-term and the Polish titles will achieve a level of attendance comparable to that from before the pandemic already in 2024, and the Polish films have clearly participated in cinema attendance so far. Moreover, during the pandemic, streaming platforms became popular and thus, cinema operators compete more than ever with other film screening technologies, for example on the Internet. Weather and the prohibition on trade on selected Sundays, which results in an outflow of customers from shopping centres, also have a significant impact on cinema attendance. The temporary closure of shopping centres and cinemas can permanently alter consumer habits – it is currently impossible to assess how they will change their habits and how they will spend a free time.

## ▶ Risks of running licensed business

The Group has been operating for years on the radio market which is subject to licencing and the licencing clauses define the scope and forms of the activities conducted during the period for which the radio broadcaster is licenced. Therefore, there is a risk that listeners' demand for a given format may decrease and the licencing clauses may significantly limit the Group's ability to adapt to listeners' needs for a given format.



There is also a risk that any failure to comply with the licence or regulations, in particular as regards programme content, may result in sanctions imposed by the National Broadcasting Council ("KRRiT"). It cannot be ruled out that KRRiT will refuse to re-grant the licences after the period for which they were initially issued or that the terms of the re-issued licences (or agreements related to the licences) will be less favourable from the Group's perspective than the current ones.

The regulator is carrying out works aimed at the implementation of DAB+ digital radio broadcasting in Poland. In the absence of clear guidelines and a uniform policy of the state authorities, the impact of the implementation of the new method of broadcasting on the current market for stations broadcasting by analogue cannot be estimated.

#### ▶ **Radio stations**

The radio advertising market in Poland is very competitive and the Agora Group's radio stations compete for audience results and advertising revenue with other radio stations, including nationwide radio stations, as well as with other media: television, the press, the Internet and outdoor advertising.

The format of the station is of great importance for the audience of music stations. It is uncertain whether the current position of the Group's radio stations on the listenership market will not change. When competing on the advertising market, individual radio stations, including those belonging to different media groups, form advertising packages whose popularity among advertisers may significantly affect the market position of individual radio stations on the advertising market. In addition, it should be borne in mind that radio stations are increasingly competing for listeners' attention with other media, in particular with the Internet.

#### ▶ **Movie business**

Film distribution and co-production are project-based, which may impact the high volatility of the results of this business and lead to a periodic disruption of the Group's results. Most of the expenditure, particularly related to film co-production, is incurred much earlier, before revenue from this source comes into play. The impact of this business on the Group's results also depends on the popularity of the film and the attendance it attracts.

#### ▶ **Risk of claims as a result of intellectual property rights infringement**

The Group's operations are largely based on the use of intellectual property rights and licence agreements. The Group is of the opinion that it does not infringe any intellectual property rights of third parties in its activities. However, it cannot be ruled out that the Group could unintentionally infringe such rights. As a result, claims could be brought against the Group, which could lead to the need to pay relevant compensation.

#### ▶ **Risk of rapid changes in law regulations, especially those relating the Group's operations**

Due to the fact that legal regulations change frequently in Poland, they may have a negative impact on the Group's operations and entail a risk in conducting business activities. In particular, the Group's activity may be affected by changes in the law governing the activities performed, including changes in the provisions of the Broadcasting Act and its implementing regulations, the Act on Copyright and Neighbouring Rights, as well as changes in the acts regulating capital market activities in Poland. Legal regulations may also potentially give rise to certain risks related to interpretation problems, lack of judicial practice, unfavourable interpretations adopted by courts or public authorities.

In addition, legal regulations in Poland are characterised by high changeability. Possible changes in business taxation, in respect of income tax, value added tax and other taxes and levies, may adversely affect the Group's operations and performance. The Group is also exposed to risks related to the possibility of changing the interpretation of both tax law and other public levies, which may affect operating activities and financial results.

**▶ Risk related to proceedings before supervisory authorities**

As part of its business activities, the Agora Group is subject to ongoing inspections by institutions supervising certain areas of its activity. In the Company's opinion, all activities undertaken by the Group comply with applicable laws, therefore, although the Company does not currently expect any of the proceedings to which it is a party to have a material adverse effect on its financial position and performance, it is not certain that the final outcome of current or future proceedings will not have such an impact on the Group's performance or financial position.

**▶ Impairment tests**

In accordance with the International Financial Reporting Standards, the Group tests impairment of assets. In the past, in several cases where the test results were negative, appropriate write-downs were made debiting the income statement (either standalone or consolidated). It is not certain that future asset impairment tests will produce positive results, in particular at a time when the negative effects of the war in Ukraine affect most economic sectors.

**▶ Financial liquidity**

The long-term economic downturn triggered by the war in Ukraine may result in lower revenues for the Agora Group and increased operating costs, high inflation and the costs of obtaining funding. These factors and problems with repayment of receivables due by Agora's debtors may have a negative impact on the Group's liquidity. Faced with negative developments in the market environment, the Company and the Group may also be unable to secure the external financing necessary to cover the outstanding liabilities in the Group. In order to minimise this risk, the Management Board of Agora S.A. carefully monitors the collection of receivables and has secured long-term external financing for the Company and the Group. Given the enormous uncertainty as to the further course of the war in Ukraine and its economic consequences, as well as lower willingness of financial institutions to lend, the risk of problems with financial liquidity in the Group is higher than in the period before 2020, i.e. before the outbreak of the COVID-19 pandemic.

**▶ Currency risk**

The Group's revenues are expressed in Polish zlotys. Some of the Group's operating costs mainly related to cinema operations, services and production materials (paper) and IT services are linked to foreign exchange rates. The change in the value of the Polish currency, in particular with respect to the PLN/EUR ratio, may affect the level of operating costs and the Group's results.

**▶ Risk of non-financing**

The possibility of investing in development activities may be limited by the increasing cost of obtaining funding. As a result, some entrepreneurs will not be able to incur new liabilities, because even small increases in interest rates translate into much higher debt service costs. The inability to incur new liabilities will lead to reduced investment activity as only a small group of companies is able to finance large development activities from their own funds. In this context, financial institutions may become much stricter in providing funding for investment activities.

**▶ Debt collection risk**

As a result of the outbreak of the Covid-19 pandemic, the outbreak of war in Ukraine and the deteriorating macroeconomic situation, the number of companies in Poland that declare bankruptcy has increased – this also applies to business partners with whom the Group cooperates. Financial difficulties of entrepreneurs cooperating with various segments of the Group may affect its performance. Also, it cannot be ascertained whether in the event of bankruptcy of a given entrepreneur, the Group will recover all its receivables.

**▶ Risk related to functioning within tax capital group (TCG)**

Operating within a tax capital group imposes an obligation on Agora S.A. to maintain at least 75.0% of shares in subsidiaries comprising the tax capital group for the period of operation of the tax capital group extended for 2024. Taking into account the changes in the market environment and the implementation of the strategy of the Agora Group, it may be necessary to make changes in the ownership structure, which – if the amount of the said shares in any of the companies falls below the threshold of 75.0% – will result in the loss of the tax capital group status with retroactive effect from 1 January 2024. This entails a loss of tax savings, an increase in the costs of closing the tax year and the need to prepare additional transfer pricing documentation. However, the Company assumes that all statutory requirements will be met throughout the duration of the tax capital group.

**▶ Risk of losing key employees**

The Group's success depends on the engagement and skills of key employees. The Company's managerial staff has made a significant contribution both to the Group's development and to the efficient optimisation of its operational processes. Due to market competition for highly qualified staff, the Group is uncertain whether it will be able to retain all key employees in the face of increasing wage pressure.

**▶ The risk of collective dispute**

At present, there are three trade union organisations in the Agora Group. The first one – Intercompany Organisation Independent Self-Governing Trade Union "Solidarity" of AGORA S.A. and INFORADIO SP. Z O.O. ("IO") – was established on 12 December 2011 and operates at Agora S.A., Inforadio sp. z o.o., AMS S.A., Plan D sp. z o.o. (formerly Domiporta sp. z o.o.), Goldenline Sp. z o.o. and Grupa Radiowa Agory Sp. z o.o.

In May 2020, Agora S.A. received a formal notice about the establishment of the second trade union organisation – Company Branch of Workers' Initiative Trade Union Poland at Agora S.A.

In mid-2021, the Group received information about the establishment of the third trade union – Trade Union of the Committee for the Defence of Gazeta Wyborcza at Agora S.A. This organisation was created after the Management Board of Agora S.A. announced its plan to integrate Gazeta.pl and the Company's press business. The main assumption and idea which bring together the new union's activists is to defend the independence of *Gazeta Wyborcza*. The risk of a collective dispute announced by the Committee for the Defence of Gazeta Wyborcza is high if the Management Board of Agora S.A. makes any decisions on business activities involving the Press division.

In December 2022, the Intercompany Organisation Independent Self-Governing Trade Union "Solidarity" of AGORA S.A. and INFORADIO SP. Z O.O. ("IO") included Helios S.A. into its activities.

As required by law, the management boards of companies with trade unions consult or agree upon legally defined decisions with the IO.

The Group endeavours to maintain good relations with its employees and to resolve any issues that have arisen on an ongoing basis. However, the risk of collective disputes cannot be excluded in the cases provided for by law.

In addition, internal regulations in Agora S.A., which have been created in order to safeguard editorial independence of *Gazeta Wyborcza*, were used in the previous year to stop work on business activities aimed at effectively achieving Agora's strategic objective of developing the subscription model and increasing revenue from the sale of advertising services. Despite the actions aimed at clarifying the situation, it cannot be ruled out that it may recur in the future and have a negative impact on the development activities of Agora S.A. and the entire Agora Group.

## VI. MANAGEMENT BOARD'S REPRESENTATIONS

---

Management Board of Agora confirms that, to the best knowledge, the condensed semi-annual unconsolidated and consolidated financial statements together with comparative figures, have been prepared according to all applicable accounting standards and give a true and fair view of the state of affairs and the financial result of the Issuer and its Capital Group.

The semi-annual Management Discussion and Analysis of the Group shows true view of the achievements and the state of affairs of the Issuer's Capital Group, including evaluation of risks and dangers.

Warsaw, August 13, 2024.

*Bartosz Hojka - President of the Management Board*

*Signed on the Polish original*

*Tomasz Jagiello - Member of the Management Board*

*Signed on the Polish original*

*Anna Krynska-Godlewska - Member of the Management Board*

*Signed on the Polish original*

*Agnieszka Siuzdak-Zyga - Member of the Management Board*

*Signed on the Polish original*

*Wojciech Bartkowiak - Member of the Management Board*

*Signed on the Polish original*

*Maciej Strzelecki - Member of the Management Board*

*Signed on the Polish original*

*Signatures submitted electronically.*