

“Resolution No [...]”
of the Supervisory Board of Agora S.A.
of 6 March 2019

on approval of the report of the Supervisory Board on activities in 2018

1. The Supervisory Board accepts the report of the Supervisory Board of Agora S.A. on activities in 2018 in the wording appended hereto as appendix no 1.
2. The Resolution shall enter into force on the date of its adoption.

The Supervisory Board:

Andrzej Szlęzak
Chairman of the Supervisory Board

Wanda Rapaczynski
Member of the Supervisory Board

Tomasz Sielicki
Member of the Supervisory Board

Dariusz Formela
Member of the Supervisory Board

Tomasz Wiśniewski
Member of the Supervisory Board

Andrzej Dobosz
Member of the Supervisory Board

**Report on activities of
the Supervisory Board of Agora S.A. ("Company") in 2018**

I. Composition of the Supervisory Board of Agora S.A. (hereinafter: "Supervisory Board," "Board") in 2018:

During the period from 1 January 2018 to 31 December 2018, the composition of the Supervisory Board was as follows:

1. Andrzej Szlęzak – Chairman of the Supervisory Board,
2. Wanda Rapaczynski – Member of the Supervisory Board,
3. Tomasz Sielicki – Member of the Supervisory Board,
4. Dariusz Formela – Member of the Supervisory Board,
5. Andrzej Dobosz – Member of the Supervisory Board,
6. Maciej Wiśniewski – Member of the Supervisory Board.

II. In the 2018 financial year, activities of the Supervisory Board were primarily focused on the following issues:

- 1) monitoring and discussing with the Management Board:
 - the Company's and Agora Group's financial results,
 - the Agora Group's market position in the areas of its activity,
 - the budget, competition and investment strategy of the Company and of the Agora Group,
 - the material projects and business decisions, including decisions on acquisition,
 - oversight and supervision in respect of monitoring the internal control systems, internal audit and risk management,
 - oversight and supervision in respect of monitoring the external auditors' independence.
- 2) approval of reports on annual and semi-annual activity of the Board's advisory bodies and of the Board itself.
- 3) recommending to the General Meeting:
 - the results of assessment of the financial statements of the Company and Agora Group for 2017,
 - the results of the assessment of the Directors' Report on operations of the Company and of Agora Group for 2017,
 - the outcome of assessment of the Company's position in 2017,
 - the motion for discharging the members of the Management Board from their duties in 2017,
 - the opinion on the assessment of the Management Board's motion concerning coverage of loss incurred by the Company in 2017 and the Company's dividend policy,
- 4) analysing and determining the remuneration and incentive bonuses for members of the Company's Management Board.

The activity of the Supervisory Board outside the formal meeting focused on supporting Members of the Company's Management Board by participation in working meetings and numerous consultations. Moreover, the members of the Supervisory Board participated in the work of two advisory bodies operating at the Supervisory Board, i.e. the Audit Committee and the Personnel and Remuneration Committee.

The tasks of the Audit Committee in 2018 included without limitation:

- 1) oversight and supervision in respect of monitoring the financial reporting of the Company and the Agora Group as well as financial audit activities, which consisted of the following activities in particular:

- monitoring the process of financial statements preparation (quarterly, semi-annual and annual financial statements),
 - presentation of recommendations to the Supervisory Board in respect of approval of the annual financial statements audited by an external auditor,
 - monitoring the accuracy of the financial information presented by the Company;
- 2) oversight and supervision in respect of monitoring the internal control systems, internal audit and risk management, which consisted of the following activities in particular:
- review of the internal control and risk management procedures to ensure compliance with the law and internal regulations,
 - assessment of compliance with the risk management principles and presentation of recommendations in this respect;
- 3) the activities of oversight and supervision in respect of monitoring the external auditors' independence, which consisted of the following activities in particular:
- monitoring the independence of the external auditor in respect of the audit carried out thereby,
 - discussing the course of the audit with the external auditor.

The 2018 Report on activities and the Statement of the Audit Committee are appended hereto as Appendix 1.

Tasks of the Personnel and Remuneration Committee in 2018 included in particular:

- 1) advising the Supervisory Board on the procedures to ensure proper succession of Management Board members in cases provided for in the Company's Articles of Association,
- 2) periodic assessment of the remuneration policy applicable to Management Board members and providing the Supervisory Board with the relevant recommendations in this respect,
- 3) recommendations regarding the amount of remuneration and granting additional benefits to individual members of the Management Board to be considered by the Supervisory Board.

The 2018 Report on activities and the Statement of the Personnel and Remuneration Committee are appended hereto as Appendix 2.

III.In the financial year 2018, four meetings of the Supervisory Board were held:

- 1) **On 7 March 2018**, the Supervisory Board:
 - heard the report on the meeting of the Audit Committee and accepted the presented recommendations, in particular heard the presentation of the financial results of the Company and Agora Group for 2017 and the Company's budget for 2018,
 - heard the report on the meeting of the Personnel and Remuneration Committee and accepted the presented recommendations,
 - adopted a resolution on approval of the report on activities of the Supervisory Board and its advisory bodies in 2017,
 - heard the "Assessment of efficiency of the systems and functions relating to internal control, risk management and internal audit," presented by the Management Board,
 - adopted a resolution on the assessment of the Company's position in 2017,
 - passed a resolution on agreeing to amend the Agreement on collective management of liquidity.
- 2) **On 15 May 2018**, the Supervisory Board:

- heard the report on the meeting of the Audit Committee and accepted the presented recommendations, in particular heard the presentation of the financial results of the Company and Agora Group for the first quarter of 2018,
- heard the report on the meeting of the Personnel and Remuneration Committee and accepted the presented recommendations including, in particular, pertaining to setting up the incentive scheme for members of the Management Board for 2018, settlement of the incentive scheme for members of the Management Board for 2017, as well as activities implemented in order to set up a long-term incentive scheme for members of the Management Board and ensure succession in the Company's Management Board,
- adopted a resolution taking into account the Audit Committee's recommendation concerning:
 - assessment of the Company's standalone financial statements for the 2017 financial year, consolidated financial statements of Agora S.A. Group for the 2017 financial year, Directors' Report on operations of the Company in the 2017 financial year, Directors' Report on operations of Agora S.A. Capital Group in the 2017 financial year and the motion of the Management Board concerning the coverage of the loss for the 2017 financial year,
 - submission of the results of said assessment to the Company's General Meeting,
 - the request for discharging the members of the Management Board from their duties in 2017,
- discussed the Management Board' motion regarding the dividend payment,
- passed a resolution on setting up the incentive scheme for members of the Management Board for 2018, and amendments to the terms and conditions of the incentive scheme for members of the Management Board for 2017,
- passed a resolution on the settlement of the incentive scheme for members of the Management Board for 2017,
- passed a resolution on amendment of the employment contracts with members of the Management Board,
- assessed the draft resolutions for the Company's General Meeting.

3) **On 9 August 2018**, the Supervisory Board:

- heard the report on the meeting of the Audit Committee and accepted the presented recommendations, in particular heard the presentation of the financial results of the Company and Agora Group for the second quarter of 2018 and the first half of 2018,
- adopted a resolution on approval of the semi-annual report on operations of the Audit Committee in 2018 and statements of the Audit Committee,
- discussed internally recommendations of the Personnel and Remuneration Committee pertaining to the rules for granting bonuses to members of the Management Board in subsequent years,
- adopted a resolution on the appointment of a member of the Personnel and Remuneration Committee.

4) **On 8 November 2018**, the Supervisory Board:

- heard the report on the meeting of the Audit Committee and accepted the presented recommendations, in particular heard the presentation of the financial results of the Company and Agora Group in third quarter of 2018,
- discussed internally recommendations of the Personnel and Remuneration Committee pertaining to the rules for granting bonuses to members of the Management Board in subsequent years,
- accepted the proposed dates of publication of the periodic reports and meetings of the Supervisory Board and its advisory bodies in 2019.

On 21 December 2018, the Supervisory Board passed resolution no 1/2018, in writing, under the secret procedure, on appointing a member of the Personnel and Remuneration Committee and selection of the Chairman of the Personnel and Remuneration Committee. As a consequence of this resolution, the Supervisory Board appointed Mr Maciej Wiśniewski as the member of the Personnel and Remuneration Committee and the Chairman of this advisory body. Former Chairperson of the Personnel and Remuneration Committee, Ms Wanda Rapaczynski submitted a resignation as a Member of the Personnel and Remuneration Committee on 23 November 2018.

IV. Self-Evaluation of the Supervisory Board

Pursuant to the principles of II.Z.10.2. of the Best Practice for GPW Listed Companies 2017, the Supervisory Board prepared an evaluation of its work in the 2018 financial year.

The Supervisory Board continuously supervises the functioning of the Company in all aspects of its activities. In line with the provisions of the Company's Articles of Association, the Supervisory Board holds regular meetings at least once a quarter or on an ad hoc basis, handling issues assigned to it by provisions of the Articles of Association and the Companies Code on as-needed basis. Additionally, the work of the Supervisory Board is supported by two teams appointed from among its members:

the Audit Committee and the Personnel and Remuneration Committee, whose scope of works is described in section II of this report.

All members of the Supervisory Board are adequately qualified and experienced having worked for large companies and law firms, which enables them to effectively exercise their duties of the Supervisory Board members.

The Supervisory Board is of the opinion that this body acted effectively, ensuring adequate supervision of the Company in 2018, in cooperation with the Company's Management Board both during official meetings and additional informal consultations.

V. Assessment of independence of members of the Supervisory Board

The Supervisory Board has 6 members pursuant to §18 of the Articles. The Supervisory Board has carefully analysed the statement submitted by its members regarding compliance with the independence criteria.

The majority of members of the Supervisory Board meet the independence criteria, and thus the current composition of the Supervisory Board complies with the requirement of section II.Z.3 of the Best Practice of GPW Listed Companies 2016.

The current composition of the Supervisory Board ensures a variety of professional experience of its members, which enables it to adequately assess the Management Board's activities and the operations of the Company based on substantive knowledge in areas of the Company's ventures.

VI. Statement of the Supervisory Board on the Audit Committee

The Supervisory Board declares as follows:

- a) Agora S.A. complies with provisions concerning the appointment, composition and functioning of the Audit Committee, including the provisions pertaining to members thereof satisfying the independence criteria and requirements pertaining to having knowledge and skills in the industry of the issuer, as well as accounting and audit of financial statements;
- b) conditions set in applicable regulations, allowing to entrust functions to the Audit Committee were met, and members of this body satisfy the independence criteria and requirements pertaining to having knowledge and skills in the industry of Agora S.A., as well as accounting and audit of financial statements;
- c) the Audit Committee has performed the tasks of the audit committee provided for in the applicable provisions.

VII. Opinion of the Supervisory Board on compliance of: (i) the financial statements of the Company and Agora S.A. Group for 2018, and (ii) the Agora S.A. Directors' report on activities of Agora S.A. and Agora S.A. Group with accounting records, documents and actual status.

The Supervisory Board is of the opinion that: (i) the financial statements of the Company and Agora S.A. Group for 2018, and (ii) the Agora S.A. Directors' report on activities of Agora S.A. and Agora S.A. Group comply with accounting records, documents and actual status.

Andrzej Szlęzak
Chairman of the Supervisory Board