

Draft resolutions which will be voted at the General Meeting of Shareholders on June 28, 2024

The Management Board of Agora S.A. with its registered seat in Warsaw (“**Company**”) submits draft resolutions which the Management Board intends to present to the General Meeting of Shareholders of the Company (“**General Meeting**”) convened for June 28, 2024, at 2:00 p.m. in the Company’s building at ul. Czerna 8/10 in Warsaw.

“Resolution No. [...]

on the election of the Chairperson of the General Meeting

Pursuant to Article 409 § 1 of the Commercial Companies’ Code and § 6, item 3.1. of the By-laws of the General Meeting, the General Meeting hereby elects Mr/Ms [•] to chair the General Meeting.”

“Resolution No. [...]

on adopting the agenda

Pursuant to § 10 item 2.1. of the By-laws of the General Meeting, the General Meeting hereby adopts the announced agenda.”

“Resolution No. [...]

on electing the members of the returning committee

Pursuant to § 8 item 2.2. of the By-laws of the General Meeting, the General Meeting has decided to appoint Mr/Ms [•]to the returning committee.”

“Resolution No. [...]

on electing the members of the returning committee

Pursuant to § 8 item 2.2. of the By-laws of the General Meeting, the General Meeting has decided to appoint Mr/Ms [•]to the returning committee.”

Justification of the draft resolutions No. [...]

Resolutions No. [...] are of a procedural nature.

“Resolution No. [...]

on reviewing and approving the annual separate financial statements of the Company for the year 2023 and the Management Report for the financial year 2023

Pursuant to the provisions of Article 393 item 1 and 395 § 2 item 1 of the Commercial Companies Code and § 13, section 1 of the Company’s Statutes, in consideration of the result of the assessment of the annual separate financial statements for the financial year 2022 and the Management Report for 2023

by the Company's Supervisory Board, pursuant to Article 382 § 3 of the Commercial Companies Code, the General Meeting has decided to approve the separate financial statements for the financial year 2023 and the Management Report for the financial year 2023."

"Resolution No. [...]

on reviewing and approving the annual consolidated financial statements covering the Company and its subsidiaries and associates, and the Management Board's report on the activities of the Group in the financial year 2023

Pursuant to the provisions of Article 395 § 5 of the Commercial Companies Code and Article 63c. 4 of the Accounting Act, the General Meeting hereby resolves to approve the annual consolidated financial statements for 2023 comprising the Company, its subsidiaries and associates according to the regulations of the Accounting Act, and the Management Report for the financial year 2023."

Resolutions No. [...] are resolutions the adoption of which at the Annual General Meeting is justified pursuant to the Commercial Companies Code.

"Resolution No. [...]

on covering the Company's net loss for the year 2023

Pursuant to the content of Article 395 § 2.2 and taking into account presented by the Supervisory Board in accordance with Article 382 § 3 of the Commercial Companies Code the result of the assessment of the Management Board's motion regarding the covering the Company's net loss, the General Meeting hereby decides to cover the net loss of the Company in the amount of PLN 29,081,838.97 (in words: twenty-nine million eighty-one thousand eight hundred and thirty-eight zlotys and 97/00) in whole from the Company's supplementary capital."

Justification for the draft resolution No. [...]

Pursuant to Article 395 § 2.2 of the Commercial Companies Code, the Annual General Meeting should adopt a resolution on the covering the loss. In the opinion of the Management Board of Agora S.A., the loss should be covered from the Company's supplementary capital.

The abovementioned recommendation has received a positive opinion from the Supervisory Board of Agora S.A.

"Resolution No. [...]

on approving the performance of duties by particular members of the Supervisory Board in the financial year 2023

Pursuant to the provisions of Art. 395 § 2 item 3 of the Commercial Companies Code and § 13 section 1 of the Company's Statute, the General Meeting has decided to approve the performance of duties by Andrzej Szlęzak, President of the Supervisory Board, in the financial year 2023."

“Resolution No. [...]

Pursuant to the provisions of Art. 395 § 2 item 3 of the Commercial Companies Code and § 13 section 1 of the Company’s Statute, the General Meeting has decided to approve the performance of duties by Dariusz Formela, Member of the Supervisory Board, in the financial year 2023.”

“Resolution No. [...]

Pursuant to the provisions of Art. 395 § 2 item 3 of the Commercial Companies Code and § 13 section 1 of the Company’s Statutes, the General Meeting has decided to approve the performance of duties by Tomasz Karusewicz, Member of the Supervisory Board, in the financial year 2023.”

“Resolution No. [...]

Pursuant to the provisions of Art. 395 § 2 item 3 of the Commercial Companies Code and § 13 section 1 of the Company’s Statute, the General Meeting has decided to approve the performance of duties by Wanda Rapaczynski, Member of the Supervisory Board, in the financial year 2023.”

“Resolution No. [...]

Pursuant to the provisions of Art. 395 § 2 item 3 of the Commercial Companies Code and § 13 section 1 of the Company’s Statute, the General Meeting has decided to approve the performance of duties by Tomasz Sielicki, Member of the Supervisory Board, in the financial year 2023.”

“Resolution No. [...]

Pursuant to the provisions of Art. 395 § 2 item 3 of the Commercial Companies Code and § 13 section 1 of the Company’s Statutes, the General Meeting has decided to approve the performance of duties by Maciej Wiśniewski, Member of the Supervisory Board, in the financial year 2023.”

“Resolution No. [...]

on approving the performance of duties by particular members of the Management Board in the financial year 2023

Pursuant to the provisions of Art. 395 § 2 item 3 of the Commercial Companies Code and § 13 section 1 of the Company’s Statutes, in accordance with the recommendation by the Supervisory Board, the General Meeting has decided to approve the performance of duties by Bartosz Hojka, President of the Management Board, in the financial year 2023.”

“Resolution No. [...]

Pursuant to the provisions of Art. 395 § 2 item 3 of the Commercial Companies Code and § 13 section 1 of the Company’s Statutes, in accordance with the recommendation by the Supervisory Board, the General Meeting has decided to approve the performance of duties by Tomasz Jagiełło, Member of the Management Board, in the financial year 2023.”

“Resolution No. [...]

Pursuant to the provisions of Art. 395 § 2 item 3 of the Commercial Companies Code and § 13 section 1 of the Company’s Statutes, in accordance with the recommendation by the Supervisory Board, the General Meeting has decided to approve the performance of duties by Anna Kryńska-Godlewska, Member of the Management Board, in the financial year 2023.”

“Resolution No. [...]

Pursuant to the provisions of Art. 395 § 2 item 3 of the Commercial Companies Code and § 13 section 1 of the Company’s Statutes, in accordance with the recommendation by the Supervisory Board, the General Meeting has decided to approve the performance of duties by Tomasz Grabowski, Member of the Management Board, in the financial year 2023.”

“Resolution No. [...]

Pursuant to the provisions of Art. 395 § 2 item 3 of the Commercial Companies Code and § 13 section 1 of the Company’s Statutes, in accordance with the recommendation by the Supervisory Board, the General Meeting has decided to approve the performance of duties by Wojciech Bartkowiak, Member of the Management Board, in the financial year 2023.”

Justification for the draft resolutions No. [...]

Resolutions Nos. [...] are resolutions the adoption of which at the Annual General Meeting is justified pursuant to the Commercial Companies Code.

“Resolution No. [...]

on the assessment of the “Supervisory Board Report on Remuneration of particular members of the Management Board and Supervisory Board of Agora S.A. for 2023”

“Acting on the basis of Article 90 (g). 6 of the Act of 29 July 2005 on public offering and conditions for introducing financial instruments into the organized trading system and on public companies, the General Meeting hereby gives its positive opinion on the “Report on Remuneration of particular members of the Management Board and Supervisory Board of Agora S.A. for 2023.”

Resolution No. [...] is a resolution the adoption of which at the Annual General Meeting is justified pursuant to the Commercial Companies Code and the Act on public offering and conditions for introducing financial instruments into the organized trading system and on public companies.

“Resolution No. [...]

Pursuant to the provision of Art. 368 § 4 of the Commercial Companies Code, and to § 28 and § 29 Section 2 of the Company's Statutes, the General Meeting hereby decides to appoint Mr/Ms [name and surname] to the Management Board of the Company, for a joint term of office beginning as of the date of this General Meeting being closed, which will expire as from the date of the General Meeting of the Company which will approve the financial statement for 2029".

Justification for the draft resolution No. [...]

Due to the expiration of the mandate of the current composition of the Company's Management Board, in accordance with the Company's Statutes, the General Meeting should appoint members of the Company's Management Board for the new joint term of office.

Justification for draft resolutions of the Annual General Meeting

Justification for draft resolutions Nos [...]

Resolutions No. [...] are resolutions whose adoption is required by the provisions of the Commercial Companies Code and the Company's Statutes. The necessity of adopting most of these resolutions is due to the nature of the General Meeting (Annual General Meeting), which can only be passed at the Annual General Meeting.

Justification for draft resolution No. [...]

As the terms of office of the Company's current management Board have expired, the General Meeting, in accordance with the Company's Statutes, should appoint members of the Company's Management Board for a new joint term of office.