

.....,

Form to be used to exercise the right of vote by proxy during Extraordinary General Meeting of Agora S.A. (the “General Meeting of Shareholders”) with its registered seat in Warsaw convened for March 1, 2023.

The form comprises draft resolutions to be voted during the General Meeting of Shareholders and enables:

- identification of a shareholder and proxy,
- exercising voting rights,
- placing an objection against a resolution,
- placing voting instruction to each of the resolutions, voted by a proxy.

Shareholder issues to his proxy an instruction as to the manner of voting in respect to each resolution during the General Meeting of Shareholders by ticking the appropriate field in the sections described as “in favour”, “against” or “abstained”. If, shareholder does not specify the number of shares from which the proxy shall place a vote “in favour”, “against”, “abstained”, it is assumed that proxy is authorized to vote in the manner indicated with all shares held by a shareholder. If the field “other” is ticked – shareholder should specify the way in which proxy is to proceed on his behalf.

Moreover, when a proxy is to cast different votes from portions of shares which belong to the stake he represents during one voting round, he should enter in the appropriate field the number of shares/votes he allocates to a particular kind of votes in the particular voting. A wrongly made form or a form submitted with blank fields that do not clearly show the intention of the voter will not be considered as a valid vote and will not be counted to the final result.

Using this form is dependent on a shareholder’s decision and does not constitute a condition precedent for the proxy to vote. Agora S.A. stresses that whenever the shareholder and his proxy choose to use this form, the Company shall not check whether the actual votes really followed the instruction given by a shareholder. What will count is only whether the proxy did or did not cast his vote, even if the proxy’s behavior will run counter with the instruction. Therefore, the form with the instruction does not have to be submitted to Agora S.A. or the Chairman of the General Meeting of Shareholders.

However, if the proxy uses the form to cast his vote, he must deliver it to the Chairman of the General Meeting of Shareholders not later than before the voting on the resolution which, according to the shareholder’s instruction, is to be voted with the use of the form, is over. The Chairman of the General Meeting of Shareholders informs the General Meeting of Shareholders that the form was in use when voting the resolution involved and on the basis of that votes cast with the form are included in total votes cast on a given resolution.

The form used for voting shall be attached to the book of minutes of the General Meeting of Shareholders.

For the convenience of shareholders the form comprises also the draft of power of attorney.

.....,

Form of a Proxy

I (We), undersigned
First and last name,
Address.....
e-mail Telephone no.....

and

Name and surname,
Address.....
e-mail Telephone no.....

acting on behalf of
..... (the Company/name of a shareholder) with its registered seat
in....., entered into(type of register) under the number (number of the
entry),.....

we hereby announce that (the Company/name of a shareholder) is the shareholder of
Agora S.A. with its registered seat in Warsaw, eligible to vote from.....(say:.....) ordinary
bearer/registered* shares of Agora S.A. with its registered seat in Warsaw

and hereby authorize:

choose:

a) An individual:

Mr./Ms (First and last name),
holder of identification card (type and number of identification document),
address.....
e-mail Telephone no.

b) Legal entity

..... (the Company/name of the entity)
with its seat in
address
entered into.....
under the number.....
e-mail Telephone no.

to represent shareholder at the General Meeting of Shareholders convened for March 1, 2023, in Agora registered
seat in Warsaw, at Czerna Street 8/10, in particular to participate and to take the floor at the General Meeting of
Shareholders, to sign the attendance register, to vote on behalf of the shareholder from
.....(say:.....) shares*/ from all shareholder's shares*/ according to proxy's discretion*.

The proxy may/may not grant further proxies.

*delete as appropriate

.....
(Name and surname)

TO: _____

(the Company/name of the proxy)

Shareholder _____

(the Company of the shareholder)

INSTRUCTION REGARDING EXERCISING VOTING RIGHTS BY A PROXY

The Extraordinary General Meeting of Shareholders convened for March 1, 2023, at 2:00 p.m., in the Company's registered seat in Warsaw at Czerska Street 8/10.

Point 1 of the agenda.

Draft resolution

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."

| Instruction for the proxy: | | | |
|---|---|---|--|
| <input type="checkbox"/> In favour Number of shares | <input type="checkbox"/> Against <input type="checkbox"/> Placing objection with the request to put it in the book of protocol Number of shares | <input type="checkbox"/> Abstained Number of shares | <input type="checkbox"/> At the proxy's discretion Number of shares |
| Other | | | |

Point 2 of the agenda.

Draft resolution

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.”

| | | | |
|---|---|---|--|
| Instruction for the proxy: | | | |
| <input type="checkbox"/> In favour Number of shares | <input type="checkbox"/> Against <input type="checkbox"/> Placing objection with the request to put it in the book of protocol Number of shares | <input type="checkbox"/> Abstained Number of shares | <input type="checkbox"/> At the proxy's discretion Number of shares |
| Other | | | |

Point 3 of the agenda.

Draft resolution

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.”

| | | | |
|---|---|---|--|
| Instruction for the proxy: | | | |
| <input type="checkbox"/> In favour Number of shares | <input type="checkbox"/> Against <input type="checkbox"/> Placing objection with the request to put it in the book of protocol Number of shares | <input type="checkbox"/> Abstained Number of shares | <input type="checkbox"/> At the proxy's discretion Number of shares |
| Other | | | |

Point 3 of the agenda.

Draft resolution

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.”

| | | | |
|---|---|---|--|
| Instruction for the proxy: | | | |
| <input type="checkbox"/> In favour Number of shares | <input type="checkbox"/> Against <input type="checkbox"/> Placing objection with the request to put it in the book of protocol Number of shares | <input type="checkbox"/> Abstained Number of shares | <input type="checkbox"/> At the proxy's discretion Number of shares |
| Other | | | |

Point 4 of the agenda.

Draft resolution

Resolution no.

on granting consent to the disposal of an organized part of the enterprise to a subsidiary of the Company dedicated to operate Agora Publishing House

Pursuant to art. 393.3) of the Commercial Companies Code, it is resolved as follows:

§ 1

1. The General Meeting of Shareholders hereby resolves to grant consent to the disposal of an organized part of the enterprise consisting of a set of tangible and intangible assets intended for operation of Agora Publishing House ("ZCP") for the benefit of a capital company in which the Company is entitled, directly or indirectly, to 100% of the share capital at the time of disposal of the ZCP (the "Subsidiary"), in exchange for shares in the Subsidiary.
2. ZCP comprises of all tangible and intangible assets (including workplace within the meaning of Article 23¹ of the Labor Code, as well as the rights and obligations under contracts with individuals providing services for the benefit of ZCP) intended to carry out activities, in particular:
 - 1) in the field of publishing and selling books (including in the form of audiobooks and e-books), conducted under the business designation „Wydawnictwo Agora” or „Ale!”;
 - 2) in the production and publishing of music and audiovisual recordings of music and concerts, conducted under the business designation „Agora Muzyka”;
 - 3) in the direct distribution of music to Polish and global digital stores and the operation of a network on YouTube, which offers a comprehensive channel service for artists and labels, as well as access to Content ID technology, carried out under the business designation „Agora Digital Music”;
 - 4) publio.pl online bookstore, and
 - 5) kulturalnysklep.pl online bookstore.

§ 2

The General Meeting of Shareholders hereby authorizes the Management Board of the Company to take all actions necessary to dispose of the ZCP within the meaning and on the terms described in this resolution, in particular to:

- 1) determine a detailed catalog of tangible and intangible assets of the ZCP and liabilities to be assumed by the Subsidiary;
- 2) determine the value of the ZCP as an in-kind contribution made by the Company to the Subsidiary (including liabilities);
- 3) determine the number and nominal value of shares to be acquired by the Company in the Subsidiary in exchange for a contribution in kind in the form of the ZCP;

- 4) take steps to obtain, where required, the consent of the contractors to transfer to the Subsidiary the rights or obligations arising from the agreements related to the operation of the ZCP;
- 5) to take such other factual and legal actions as may be necessary to carry out this resolution, including to conclude appropriate agreements related to the contribution of the ZCP to the Subsidiary in exchange for the newly created shares.

§ 3

The General Meeting of Shareholders hereby determines that the disposal of the ZCP to the Subsidiary (i.e. the conclusion of a contribution-in-kind agreement) should take place no later than 18 months from the date of adoption of this resolution.”

| | | | |
|---|---|---|---|
| Instruction for the proxy: | | | |
| <input type="checkbox"/> In favour Number of shares | <input type="checkbox"/> Against <input type="checkbox"/> Placing objection with the request to put it in the book of protocol Number of shares | <input type="checkbox"/> Abstained Number of shares | <input type="checkbox"/> At the proxy's discretion Number of shares |
| Other | | | |

Point 5 of the agenda.

Draft resolution

Resolution no.

on granting consent to the disposal of an organized part of the enterprise to a subsidiary of the Company dedicated to maintenance of gazeta.pl web portal

Pursuant to art. 393.3) of the Commercial Companies Code, it is resolved as follows:

§ 1

1. The General Meeting of Shareholders hereby resolves to grant consent to the disposal of an organized part of the enterprise consisting of a set of tangible and intangible assets intended for maintenance of gazeta.pl web portal ("ZCP") for the benefit of a capital company in which the Company is entitled, directly or indirectly, to 100% of the share capital at the time of disposal of the ZCP (the "Subsidiary"), in exchange for shares in the Subsidiary.
2. ZCP comprises of all tangible and intangible assets (including workplace within the meaning of Article 23¹ of the Labor Code, as well as the rights and obligations under contracts with individuals providing services for the benefit of ZCP) intended to carry out activities consisting of, in particular, maintenance of:
 - 1) Internet portals of informational and journalistic nature, i.a.: gazeta.pl, wiadomości.gazeta.pl, next.gazeta.pl;
 - 2) Internet portals of lifestyle nature, i.a.: Weekend.Gazeta.pl, Kobieta.Gazeta.pl, Zdrowie.Gazeta.pl; Podroze.Gazeta.pl together with mobile apps;
 - 3) Internet portals of entertainment nature, i.a.: sport.pl, moto.pl and plotek.pl;
 - 4) forum.gazeta.pl internet forum;
 - 5) services provided to consumers available on the above-mentioned portals, in particular, the service of maintaining an e-mail account on gazeta.pl website and maintaining user profiles on these portals;
 - 6) archive of editorial content of the above-mentioned portals.

§ 2

The General Meeting of Shareholders hereby authorizes the Management Board of the Company to take all actions necessary to dispose of the ZCP within the meaning and on the terms described in this resolution, in particular to:

- 1) determine a detailed catalog of tangible and intangible assets of the ZCP and liabilities to be assumed by the Subsidiary;
- 2) determine the value of the ZCP as an in-kind contribution made by the Company to the Subsidiary (including liabilities);
- 3) determine the number and nominal value of shares to be acquired by the Company in the Subsidiary in exchange for a contribution in kind in the form of the ZCP;
- 4) take steps to obtain, where required, the consent of the contractors to transfer to the Subsidiary the rights or obligations arising from the agreements related to the operation of the ZCP;
- 5) to take such other factual and legal actions as may be necessary to carry out this resolution, including to conclude appropriate agreements related to the contribution of the ZCP to the Subsidiary in exchange for the newly created shares.

§ 3

The General Meeting of Shareholders hereby determines that the disposal of the ZCP to the Subsidiary (i.e. the conclusion of a contribution-in-kind agreement) should take place no later than 18 months from the date of adoption of this resolution.”

| | | | |
|---|---|---|--|
| Instruction for the proxy: | | | |
| <input type="checkbox"/> In favour Number of shares | <input type="checkbox"/> Against <input type="checkbox"/> Placing objection with the request to put it in the book of protocol Number of shares | <input type="checkbox"/> Abstained Number of shares | <input type="checkbox"/> At the proxy's discretion Number of shares |
| Other | | | |

Point 6 of the agenda.

Draft resolution

Resolution no.

on granting consent to the disposal of an organized part of the enterprise to a subsidiary of the Company dedicated to operations of Gazeta Wyborcza

Pursuant to art. 393.3) of the Commercial Companies Code, it is resolved as follows:

§ 1

1. The General Meeting of Shareholders hereby resolves to grant consent to the disposal of an organized part of the enterprise consisting of a set of tangible and intangible assets intended for conducting the business of Gazeta Wyborcza ("ZCP") for the benefit of a capital company in which the Company is entitled, directly or indirectly, to 100% of the share capital at the time of disposal of the ZCP (the "Subsidiary"), in exchange for shares in the Subsidiary.
2. ZCP comprises of all tangible and intangible assets (including workplace within the meaning of Article 23¹ of the Labor Code, as well as the rights and obligations under contracts with individuals providing services for the benefit of ZCP) intended to carry out activities, in particular:
 - 1) on issuing a daily newspaper Gazeta Wyborcza;
 - 2) of printing and other printing-related services;
 - 3) of internet portals, i.a. wyborcza.pl, wyborcza.biz, odeszli.pl and komunikaty.pl together with mobile apps;
 - 4) on issuing a monthly magazine „Książki. Magazyn do czytania”;
 - 5) on issuing a monthly magazine „Wysokie Obcasy Ekstra”;
 - 6) of internet portals connected with the above-mentioned publications, i.a. wysokieobcasy.pl;
 - 7) services of services provided to consumers available on the above-mentioned portals, in particular, maintaining a subscription service account and maintaining user profiles on the above-mentioned portals and services;
 - 8) archive of editorial materials of the above-mentioned publications;
 - 9) wyborcza.pl photo agency;
 - 10) organization of festivals, i.a. Olsztyn Green Festival, CoJestGrane, Rzeszów Festival.

§ 2

The General Meeting of Shareholders hereby authorizes the Management Board of the Company to take all actions necessary to dispose of the ZCP within the meaning and on the terms described in this resolution, in particular to:

- 1) determine a detailed catalog of tangible and intangible assets of the ZCP and liabilities to be assumed by the Subsidiary;
- 2) determine the value of the ZCP as an in-kind contribution made by the Company to the Subsidiary (including liabilities);
- 3) determine the number and nominal value of shares to be acquired by the Company in the Subsidiary in exchange for a contribution in kind in the form of the ZCP;
- 4) take steps to obtain, where required, the consent of the contractors to transfer to the Subsidiary the rights or obligations arising from the agreements related to the operation of the ZCP;

5) to take such other factual and legal actions as may be necessary to carry out this resolution, including to conclude appropriate agreements related to the contribution of the ZCP to the Subsidiary in exchange for the newly created shares.

§ 3

The General Meeting of Shareholders hereby determines that the disposal of the ZCP to the Subsidiary (i.e. the conclusion of a contribution-in-kind agreement) should take place no later than 18 months from the date of adoption of this resolution.”

| | | | |
|---|---|---|--|
| Instruction for the proxy: | | | |
| <input type="checkbox"/> In favour Number of shares | <input type="checkbox"/> Against <input type="checkbox"/> Placing objection with the request to put it in the book of protocol Number of shares | <input type="checkbox"/> Abstained Number of shares | <input type="checkbox"/> At the proxy's discretion Number of shares |
| Other | | | |

Point 7 of the agenda.

Draft resolution

Resolution no.

on granting consent to the disposal of an organized part of the enterprise to a subsidiary of the Company dedicated to running IT services for the Company and companies from Agora capital group

Pursuant to art. 393.3) of the Commercial Companies Code, it is resolved as follows:

§ 1

1. The General Meeting of Shareholders hereby resolves to grant consent to the disposal of an organized part of the enterprise consisting of a set of tangible and intangible assets intended for running IT services for the Company and companies from the Agora capital group in the areas of management of human resources ("ZCP") for the benefit of a capital company in which the Company is entitled, directly or indirectly, to 100% of the share capital at the time of disposal of the ZCP (the "Subsidiary"), in exchange for shares in the Subsidiary.
2. ZCP comprises of all tangible and intangible assets (including workplace within the meaning of Article 23¹ of the Labor Code, as well as the rights and obligations under contracts with individuals providing services for the benefit of ZCP) intended to carry out activities consisting, in particular, of:
 - 1) provide ongoing support for users of software and IT infrastructure of the Company and companies from the Agora capital group;
 - 2) provide maintenance and development of software and IT infrastructure at the Company and companies from the Agora capital group, including usage of subcontractors;
 - 3) Acquiring or advising on the acquisition of software licenses and IT infrastructure used at the Company and companies from the Agora capital group.

§ 2

The General Meeting of Shareholders hereby authorizes the Management Board of the Company to take all actions necessary to dispose of the ZCP within the meaning and on the terms described in this resolution, in particular to:

- 1) determine a detailed catalog of tangible and intangible assets of the ZCP and liabilities to be assumed by the Subsidiary;
- 2) determine the value of the ZCP as an in-kind contribution made by the Company to the Subsidiary (including liabilities);
- 3) determine the number and nominal value of shares to be acquired by the Company in the Subsidiary in exchange for a contribution in kind in the form of the ZCP;
- 4) take steps to obtain, where required, the consent of the contractors to transfer to the Subsidiary the rights or obligations arising from the agreements related to the operation of the ZCP;
- 5) to take such other factual and legal actions as may be necessary to carry out this resolution, including to conclude appropriate agreements related to the contribution of the ZCP to the Subsidiary in exchange for the newly created shares.

§ 3

The General Meeting of Shareholders hereby determines that the disposal of the ZCP to the Subsidiary (i.e. the conclusion of a contribution-in-kind agreement) should take place no later than 18 months from the date of adoption of this resolution.”

| | | | |
|---|---|---|--|
| Instruction for the proxy: | | | |
| <input type="checkbox"/> In favour Number of shares | <input type="checkbox"/> Against <input type="checkbox"/> Placing objection with the request to put it in the book of protocol Number of shares | <input type="checkbox"/> Abstained Number of shares | <input type="checkbox"/> At the proxy's discretion Number of shares |
| Other | | | |

Point 8 of the agenda.

Draft resolution

Resolution no.

on granting consent to the disposal of an organized part of the enterprise to a subsidiary of the Company dedicated to carry out the support in the field of employee, social and social insurance matters for the Company and companies from Agora capital group

Pursuant to art. 393.3) of the Commercial Companies Code, it is resolved as follows:

§ 1

1. The General Meeting of Shareholders hereby resolves to grant consent to the disposal of an organized part of the enterprise consisting of a set of tangible and intangible assets intended for provision of support to the Company and companies from the Agora capital group in the areas of management of human resources ("ZCP") for the benefit of a capital company in which the Company is entitled, directly or indirectly, to 100% of the share capital at the time of disposal of the ZCP (the "Subsidiary"), in exchange for shares in the Subsidiary.
2. ZCP comprises of all tangible and intangible assets (including workplace within the meaning of Article 23¹ of the Labor Code, as well as the rights and obligations under contracts with individuals providing services for the benefit of ZCP) intended to carry out activities consisting, in particular, of:
 - 1) personnel and payroll services for employees, contractors and other individuals performing work or providing services to the Company AGORA S.A. and companies from the Agora capital group;
 - 2) maintenance of employee records of employees of the Company and companies from the Agora capital group;
 - 3) conduct matters related to social activities of the Company and companies from the Agora capital group, including matters related to the company's social benefits fund;
 - 4) conduct matters related to the recruitment of employees, contractors and other individuals who perform work or provide services to the Company and companies from the Agora capital group;
 - 5) conduct the Company's and companies' from the Agora capital group services in developing the skills of employees.

§ 2

The General Meeting of Shareholders hereby authorizes the Management Board of the Company to take all actions necessary to dispose of the ZCP within the meaning and on the terms described in this resolution, in particular to:

- 1) determine a detailed catalog of tangible and intangible assets of the ZCP and liabilities to be assumed by the Subsidiary;
- 2) determine the value of the ZCP as an in-kind contribution made by the Company to the Subsidiary (including liabilities);
- 3) determine the number and nominal value of shares to be acquired by the Company in the Subsidiary in exchange for a contribution in kind in the form of the ZCP;

- 4) take steps to obtain, where required, the consent of the contractors to transfer to the Subsidiary the rights or obligations arising from the agreements related to the operation of the ZCP;
- 5) to take such other factual and legal actions as may be necessary to carry out this resolution, including to conclude appropriate agreements related to the contribution of the ZCP to the Subsidiary in exchange for the newly created shares.

§ 3

The General Meeting of Shareholders hereby determines that the disposal of the ZCP to the Subsidiary (i.e. the conclusion of a contribution-in-kind agreement) should take place no later than 18 months from the date of adoption of this resolution.”

| | | | |
|---|---|---|--|
| Instruction for the proxy: | | | |
| <input type="checkbox"/> In favour Number of shares | <input type="checkbox"/> Against <input type="checkbox"/> Placing objection with the request to put it in the book of protocol Number of shares | <input type="checkbox"/> Abstained Number of shares | <input type="checkbox"/> At the proxy's discretion Number of shares |
| Other | | | |

Point 9 of the agenda.

Draft resolution

Resolution no.

on granting consent to the disposal of an organized part of the enterprise to a subsidiary of the Company dedicated to conducting accounting, bookkeeping, finance and taxation activities, as well as management and financial reporting

Pursuant to art. 393.3) of the Commercial Companies Code, it is resolved as follows:

§ 1

1. The General Meeting of Shareholders hereby resolves to grant consent to the disposal of an organized part of the enterprise consisting of a set of tangible and intangible assets intended for provision of support to the Company and companies from the Agora capital group in the areas of accounting, bookkeeping, finance and taxation, and management and financial reporting ("ZCP") for the benefit of a capital company in which the Company is entitled, directly or indirectly, to 100% of the share capital at the time of disposal of the ZCP (the "Subsidiary"), in exchange for shares in the Subsidiary.
2. ZCP comprises of all tangible and intangible assets (including workplace within the meaning of Article 23¹ of the Labor Code, as well as the rights and obligations under contracts with individuals providing services for the benefit of ZCP) intended to carry out activities consisting, in particular, of:
 - 1) accounting and bookkeeping services of the Company and companies from the Agora capital group;
 - 1) tax service, in particular, the correct calculation of taxes, preparation of returns and payment of public receivables to the Company and companies from the Agora capital group;
 - 2) preparation of information and reports internally as well as required by law for the purposes of the Company and companies from the Agora capital group;
 - 3) controlling services of the Company and companies from the Agora capital group;
 - 4) banking services and liquidity management of the Company and companies from the Agora capital group;
 - 5) debt collection services of the Company and companies from the Agora capital group

§ 2

The General Meeting of Shareholders hereby authorizes the Management Board of the Company to take all actions necessary to dispose of the ZCP within the meaning and on the terms described in this resolution, in particular to:

- 1) determine a detailed catalog of tangible and intangible assets of the ZCP and liabilities to be assumed by the Subsidiary;
- 2) determine the value of the ZCP as an in-kind contribution made by the Company to the Subsidiary (including liabilities);
- 3) determine the number and nominal value of shares to be acquired by the Company in the Subsidiary in exchange for a contribution in kind in the form of the ZCP;
- 4) take steps to obtain, where required, the consent of the contractors to transfer to the Subsidiary the rights or obligations arising from the agreements related to the operation of the ZCP;

5) to take such other factual and legal actions as may be necessary to carry out this resolution, including to conclude appropriate agreements related to the contribution of the ZCP to the Subsidiary in exchange for the newly created shares.

§ 3

The General Meeting of Shareholders hereby determines that the disposal of the ZCP to the Subsidiary (i.e. the conclusion of a contribution-in-kind agreement) should take place no later than 18 months from the date of adoption of this resolution.”

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|---|---|---|--|
| Instruction for the proxy: | | | |
| <input type="checkbox"/> In favour Number of shares | <input type="checkbox"/> Against <input type="checkbox"/> Placing objection with the request to put it in the book of protocol Number of shares | <input type="checkbox"/> Abstained Number of shares | <input type="checkbox"/> At the proxy's discretion Number of shares |
| Other | | | |

Point 10 of the agenda.

Draft resolution

Resolution no.

on granting consent to the disposal of an organized part of the enterprise to a subsidiary of the Company dedicated to the maintenance, use and enjoyment of the Company's real estate

Pursuant to art. 393.3) of the Commercial Companies Code, it is resolved as follows:

§ 1

1. The General Meeting of Shareholders hereby resolves to grant consent to the disposal of an organized part of the enterprise consisting of a set of tangible and intangible assets intended for the maintenance, use and enjoyment of the Company's real estate located in Warsaw, at 8/10 Czerska Street and for maintenance of the fleet of Company's and Company subsidiaries' cars ("ZCP") for the benefit of a capital company in which the Company is entitled, directly or indirectly, to 100% of the share capital at the time of disposal of the ZCP (the "Subsidiary"), in exchange for shares in the Subsidiary.
2. ZCP comprises of the real estate of the Company located in Warsaw, at 8/10 Czerska Street ("Real estate") and all other tangible and intangible assets (including workplace within the meaning of Article 23¹ of the Labor Code, as well as the rights and obligations under contracts with individuals providing services for the benefit of ZCP) intended to carry out activities consisting, in particular, of:
 - 1) maintenance of the Real estate through the provision of its utilities (excluding telecommunications and IT services) and handling of the use of the Real estate, i.a., reception services, office services, physical security services, cleaning services, video surveillance, etc.;
 - 2) use of the Real estate by giving it in part or in whole for use, whether for a fee or free of charge, to the Company, the capital group companies or third parties for the purpose of carrying out the activities of these entities;
 - 3) use of the Real estate by giving part of it for use, whether for a fee or free of charge, to the Company, the capital group companies or third parties for the purpose of organizing events;
 - 4) use of the Real estate on its own, including for business activities, including but not limited to catering.

§ 2

The General Meeting of Shareholders hereby authorizes the Management Board of the Company to take all actions necessary to dispose of the ZCP within the meaning and on the terms described in this resolution, in particular to:

- 1) determine a detailed catalog of tangible and intangible assets of the ZCP and liabilities to be assumed by the Subsidiary;
- 2) determine the value of the ZCP as an in-kind contribution made by the Company to the Subsidiary (including liabilities);
- 3) determine the number and nominal value of shares to be acquired by the Company in the Subsidiary in exchange for a contribution in kind in the form of the ZCP;
- 4) take steps to obtain, where required, the consent of the contractors to transfer to the Subsidiary the rights or obligations arising from the agreements related to the operation of the ZCP;

5) to take such other factual and legal actions as may be necessary to carry out this resolution, including to conclude appropriate agreements related to the contribution of the ZCP to the Subsidiary in exchange for the newly created shares.

§ 3

The General Meeting of Shareholders hereby determines that the disposal of the ZCP to the Subsidiary (i.e. the conclusion of a contribution-in-kind agreement) should take place no later than 18 months from the date of adoption of this resolution.”

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|---|---|---|--|
| Instruction for the proxy: | | | |
| <input type="checkbox"/> In favour Number of shares | <input type="checkbox"/> Against <input type="checkbox"/> Placing objection with the request to put it in the book of protocol Number of shares | <input type="checkbox"/> Abstained Number of shares | <input type="checkbox"/> At the proxy's discretion Number of shares |
| Other | | | |