

....., .....

**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 December 29, 2025.**

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 December 29, 2025, in Agora  
registered seat in Warsaw, at Czerska 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 December 29, 2025, at 11:00 a.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."

<b>Instruction for the proxy:</b>			
<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.”

<b>Instruction for the proxy:</b>			
<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.”

<b>Instruction for the proxy:</b>			
<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.”

<b>Instruction for the proxy:</b>			
<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 the selection of an audit firm to provide assurance on the corporate sustainability reporting of the Agora S.A. Capital Group for 2025*

1. Pursuant to the provisions of Article 66, section 4 of the Accounting Act, the Extraordinary General Meeting of Agora S.A. selects, in accordance with the recommendation of the Audit Committee, the audit firm PricewaterhouseCoopers Polska Spółka z ograniczoną odpowiedzialnością Audyt Spółka Komandytowa to provide assurance on the corporate sustainability reporting of the Agora S.A. Capital Group for 2025 and obliges the Management Board of Agora S.A. to execute a relevant agreement with the aforementioned audit firm.
2. The resolution comes into force upon its adoption.”

<b>Instruction for the proxy:</b>			
<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 the amendment to the Company's Statutes***

§ 1. Pursuant to the provisions of Article 430 § 1 of the Commercial Companies Code, the General Meeting resolves to amend the Company's Statutes as follows:

§ 5 section 1 of the Statutes of Agora S.A. shall read as follows:

"The Company's business activity is:

- 1) Publishing activities (58)
- 2) Manufacture of other products not elsewhere classified (32.99.Z)
- 3) Printing and reproduction of recorded media (18)
- 4) Advertising, market research, and public relations activities (73)
- 5) Motion picture, video, television program production, and sound/music recording activities (59)
- 6) Broadcasting of free-to-air and subscription programs, news agency activities, and other content distribution services (60)
- 7) Installation of industrial machinery, equipment, and fittings (33.20.Z)
- 8) Repair and maintenance of electronic and optical equipment (33.13.Z)
- 9) Repair and maintenance of machinery (33.12.Z)
- 10) Repair and maintenance of electrical equipment (33.14.Z)
- 11) Repair and maintenance of other civil transport equipment (33.17.Z)
- 12) Repair and maintenance of other equipment and apparatus (33.19.Z)
- 13) Conservation, restoration, and other supporting activities for cultural heritage (91.30.Z)
- 14) Repair and maintenance of computers and (tele)communication equipment (95.10.Z)
- 15) Computer programming, consultancy, and related activities (62)
- 16) Data processing, hosting, and other information technology infrastructure services (63)
- 17) Telecommunications (61)
- 18) Creative activities and performing arts (90)
- 19) Retail sale of cultural and recreational goods (47.6)
- 20) Non-specialized retail sale (47.1)
- 21) Retail sale of other food products (47.27.Z)
- 22) Retail sale of information and communication technology equipment (47.40.Z)
- 23) Retail sale of other household goods (47.5)
- 24) Retail sale of other goods excluding motor vehicles and motorcycles (47.7)
- 25) Retail brokerage services (47.9)
- 26) Gambling and betting activities (92.00.Z)
- 27) Tour operator and travel agency activities, and other reservation services (79)
- 28) Other forms of education (85.5)
- 29) Educational support activities (85.6)
- 30) Sports, entertainment, and recreational activities (93)
- 31) Specialized design activities (74.1)
- 32) Photographic activities (74.20.Z)
- 33) Other professional, scientific, and technical activities not elsewhere classified (74.99.Z)
- 34) Leasing of intellectual property and similar products, excluding copyrighted works (77.40)
- 35) Administrative office support and other business support services (82)
- 36) Activities of holding companies and entities providing financing for other businesses (64.2)



- 37)Activities of trusts, funds, and similar financial institutions (64.3)
- 38)Other financial service activities, excluding insurance and pension funds (64.9)
- 39)Head office activities and management consultancy (70)
- 40)Accounting, bookkeeping, and tax consultancy (69.20)
- 41)Construction of residential and non-residential buildings (41.00)
- 42)Other specialized construction activities not elsewhere classified (43.99.Z)
- 43)Construction of telecommunication and power lines (42.22.Z)
- 44)Real estate activities (68)
- 45)Other accommodation services (55.90.Z)
- 46)Building cleaning and maintenance services (81.10.Z)
- 47)Archival activities (91.12.Z)
- 48)Wholesale trade on a fee or contract basis (46.1)
- 49)Food service activities (56)
- 50)Manufacture of prepared meals and dishes (10.85.Z)
- 51)Manufacture of other food products not elsewhere classified (10.89)
- 52)Retail sale of motor vehicles, including motorcycles, and parts and accessories (47.8)
- 53)Wholesale of motor vehicles, including motorcycles, and parts and accessories (46.7)
- 54)Repair and maintenance of motorcycles (95.32.Z)
- 55)Warehousing and storage of other goods (52.10.B)
- 56)Other supporting financial services, excluding insurance and pension funds (66.19.Z)
- 57)Employment activities (78)
- 58)Other service activities not elsewhere classified (96.99.Z)
- 59)Intermediation in rental and leasing of tangible goods and non-financial intangible assets (77.5).

§ 19, section 2, item h) shall be amended as follows:

" h) choosing an auditor to review the Company's financial statements for the financial years indicated in the resolution concerning the choice of the auditor, provided, however, that the number of the successive financial years may not be less than 2 (two); The Supervisory Board, at the motion of the Management Board or for other important reasons, may shorten the period for which the auditor was selected, simultaneously choosing a new expert auditor in the place of the current one,"

In § 19, section 2, shall have additional point l) in the following wording:

"l) choosing an audit firm to provide assurance on the corporate sustainability reporting of Agora S.A. the Agora S.A. Capital Group."

§ 2. This resolution shall come into effect on the date of registration of the amendments to the Statutes introduced pursuant to this resolution in the National Court Register."

<b>Instruction for the proxy:</b>			
<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.**

In connection with the amendments to the Company's Statutes introduced in Resolution No. [...], the General Meeting has decided to adopt the consolidated text of the Company’s Statutes in the following wording: (...).”

<b>Instruction for the proxy:</b>			
<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			