

.....,

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 April 21, 2022.

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 does 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 the undersigned (*First and last name*), identifying myself the identification card no., issued by....., domiciled in e-mail Telephone no.....

hereby declare that I am a shareholder of Agora S.A. with its registered seat in Warsaw eligible to vote from (say:) ordinary bearer*/registered* shares of Agora S.A. in Warsaw during the General Meeting of Shareholders.

and I hereby authorize:

(choose an appropriate option):

a) Individual person:

Mr./Ms. (*first and last name*), identifying himself/herself with(*specify the type and number of identity document*) address e-mail Telephone no.

b) Legal person

..... (*firm/name of entity*) with its seat in....., (*address*), entered into.....(*type of register*), under entry no. e-mail Telephone no.

to represent me at the General Meeting of Shareholders of Agora S.A. convened for April 21, 2022 at the seat of Agora S.A. in Warsaw, at Czerska Street 8/10, in particular to participate and take the floor during the General Meeting of Shareholders, to sign the list of attendance and to vote in my name from (say:) shares / all shares * in accordance with the voting instruction / at discretion of the proxy.*

The proxy may/may not* grant further proxies.

.....
(*Name and surname*)

TO: _____

(First and last name/ firm/name of the proxy)

Shareholder _____

(First and last name of shareholder)

INSTRUCTION REGARDING EXERCISING VOTING RIGHTS BY A PROXY

The Extraordinary General Meeting of Shareholders convened for April 21, 2022, 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.”

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 [•] and 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 the approval of the appointment of Ms. Agnieszka Siuzdak-Zyga as a Member of the Management Board of the Company by co-option

Pursuant to § 28 sec. 3 of the Company's Articles of Association, the General Meeting hereby approves the appointment to the Management Board of Agora S.A. Ms. Agnieszka Siuzdak - Zyga, which was co-opted on August 5, 2021 "

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 the appointment of Mr. Wojciech Bartkowiak as a Member of the Management Board of the Company

pursuant to the provision of art. 368 § 4 of the Commercial Companies Code and § 28 item 1 and § 29 item 2 of the Company's Articles of Association, and in connection with the formal request (submitted pursuant to the art. 400 § 1 of the Commercial Companies Code_ of the Company's shareholder - Agora Holding sp. z o.o. representing at least one twentieth of the share capital to convene the Extraordinary General Meeting of the Company, the agenda of which shall include the appointment of Mr. Wojciech Bartkowiak to the Management Board of the Company, the General Meeting decides to appoint Mr. Wojciech Bartkowiak to the Management Board of the Company with immediate effect. "

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.

determining whether or not the costs of convening and holding the General Meeting shall be borne by the Company

“In connection with the convening of the General Meeting of the Company pursuant to art. 400 § 1 of the Company Commercial Code, General Meeting of the Company, pursuant to art. 400 § 4 of the Company Commercial Code, decides that the costs of convening and holding the General Meeting shall be borne by the Company”.

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			