

## ***RULES FOR PARTICIPATING IN THE GENERAL MEETING OF AGORA S.A. BY MEANS OF ELECTRONIC COMMUNICATION***

### **§ 1.**

1. These Rules for participating in the General Shareholders' Meeting of Agora S.A. by means of electronic communication ("**the Rules**") have been approved by the Supervisory Board as part of its obligations defined in Art. 406<sup>5</sup> § 3 of the Commercial Companies' Code and they specify the detailed principles for participating in the General Meeting using means of electronic communication.
2. These Rules comply with the provisions of the Company's Statute and the By-laws of the General Meeting of Agora S.A.

### **§ 2.**

The capitalized terms used in these Rules have the following meaning:

<b>Shareholder</b>	A shareholder entitled to participate in the General Meeting or his/her appointed proxy.
<b>Electronic form</b>	As defined in § 6, section 2 subsection a. item (i).
<b>CC</b>	The Polish Civil Code.
<b>CCC</b>	The Polish Commercial Companies' Code.
<b>Declaration</b>	A Shareholder's declaration of his/her intention to participate in the General Meeting by means of electronic communication, prepared using the template provided in Appendix no. 2.
<b>Rules</b>	These Rules for participation in the General Shareholders' Meeting of Agora S.A. by means of electronic communication.
<b>The Company</b>	Agora S.A.
<b>General Meeting</b>	The General Meeting of Agora S.A.
<b>Technical requirements</b>	The technical requirements for the participation of a Shareholder in the General Meeting by means of electronic communication, as specified in Appendix no. 1 hereto.

### **§ 3.**

The decision as to the possibility of participation in the General Meeting by means of electronic communication is made by the convening party.

### **§ 4.**

1. A shareholder's participation in the General Meeting by means of electronic communication involves:

- a. bilateral, real-time communication between the shareholder or his/her proxy and the General Meeting (the shareholder communicates in the form of text messages);
  - b. voting by the shareholder or his/her proxy during the General Meeting using means of electronic communication, which ensure that the number of votes cast corresponds to the number of voting rights held and eliminate the possibility of identifying how an individual shareholder voted (in the case of voting by secret ballot).
2. The shareholders participate in the General Meeting by means of electronic communication using a dedicated computer platform.

#### § 5.

1. In the event of any technical problems on the part of the Company, which prevent the Shareholders from participating in the General Meeting referred to in § 3, item 1, the Chairman of the General Meeting shall adjourn the meeting until the electronic communication is reinstated.
2. The risk associated with using means of electronic communication for the purposes of participating in the General Meeting, speaking and voting during the Meeting, is borne exclusively by the Shareholder; the Company shall not be held liable in this respect.

#### § 6.

1. In order to be able to participate in the General Meeting using means of electronic communication, a Shareholder must notify such intention to the Company in accordance with the requirements defined herein and satisfy the Technical Requirements.
2. The Shareholder shall be obliged to send the following documents to the Company to [walne\\_zgromadzenie@agora.pl](mailto:walne_zgromadzenie@agora.pl) not later than 7 days before the date of the General Meeting:
  - a. if a Shareholder who is an individual is going to participate in the General Meeting personally:
    - i. a declaration of the Shareholder's intention to participate in the General Meeting by means of electronic communication prepared using the template provided in Appendix no. 2, completed and signed by the Shareholder. The Declaration may be signed either (i) with the qualified electronic signature or ePUAP Trusted Profile<sup>1</sup> (hereinafter jointly called "**the electronic form**") or (ii) by hand (and a scanned copy of the signed Declaration should be sent to the address provided above);
    - ii. a scanned document confirming the Shareholder's identity in a manner allowing his/her identification, with an indication of the document number

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<sup>1</sup>The ePUAP Trusted Profile service is available at <https://moj.gov.pl/uslugi/signer/upload?xFormsAppName=SIGNER>; a signed file is saved in *xml* format and should be sent to the Company as such.

and PESEL statistical number, unless the Declaration referred to in subsection i. above is filed in an electronic form.

- b. if a Shareholder who is a legal person or an organizational entity without legal person status is going to participate in the General Meeting personally:
    - i. a declaration of the Shareholder's intention to participate in the General Meeting by means of electronic communication, prepared using the template provided in Appendix no. 2, completed and signed by the members of the Shareholder's management body in accordance with the principles of representation. The Declaration may be signed (i) in an electronic form or (ii) by sending the Declaration containing scanned signatures of the members of the Shareholder's management body;
    - ii. scanned documents confirming the identity of the persons representing the Shareholder in a manner allowing their identification, with an indication of the document number and PESEL statistical number, unless the Declaration referred to in subsection i. above is filed in an electronic form.
    - iii. an excerpt from the relevant register or a scan of another document confirming the authority of the persons acting on behalf of the Shareholder. If any of the documents mentioned above is prepared in a language other than Polish, a sworn translation of such a document into Polish is required.
  - c. if a Shareholder is going to participate in the General Meeting by proxy:
    - i. a scanned proxy document (and, if needed, an uninterrupted sequence of such documents) with a confirmation of the authority of the person granting the proxy (an excerpt from the relevant register or another relevant document);
    - ii. a declaration of the intention to participate in the General Meeting by means of electronic communication prepared using the template provided in Appendix no. 2, completed and signed by the proxyholder. The Declaration may be signed (i) in an electronic form or (ii) by sending the Declaration containing a scanned signature of the proxy;
    - iii. a scanned document confirming the identity of the proxyholder in a manner allowing his/her identification, with an indication of the document number and PESEL statistical number, unless the Declaration referred to in subsection ii. above is filed in an electronic form and the proxy document referred to in subsection i. contains the proxyholder's PESEL number.
3. The Company shall verify the Declaration and the documents provided by the Shareholder as soon as they are received. In the event of any inconsistencies, the Company shall request that the Shareholder eliminate them within a specified time and, if they are not clarified, the Company shall refuse to allow the Shareholder to participate in the General Meeting by means of electronic communication, of which the Shareholder will be informed by e-mail at the address provided in the Declaration.

## **§ 7.**

1. After the Shareholder's rights have been verified to the Company's satisfaction, the Company shall send to the Shareholder's address provided in the Declaration, not later than three days before the date of the General Meeting, detailed instructions for registration on the computer platform for participating in the General Meeting by means of electronic communication, containing the login and password to be used for first-time registration on the platform. Sending the instructions shall be understood as confirmation of the Shareholder's right to participate in the General Meeting by means of electronic communication. The login and password shall be password-protected. The password for the file shall be sent in a text message (SMS) to the telephone number provided in the Declaration. The Shareholder shall be obliged to ensure that the information referred to above is not accessible to any third parties. The Company shall not be held liable if an unauthorized person participates in the meeting using the data sent to the Shareholder.
2. The password for the computer platform dedicated for participating in the General Meeting by means of electronic communication received by the Shareholder from the Company can only be used for first-time registration on the platform. The Shareholder or his/her Proxy are obliged to change the password in the manner described in the instructions sent together with the login and the first-time password.
3. 24 hours before the commencement of the General Meeting, the Shareholders will have an opportunity to test the operation of the computer platform dedicated to participating in the General Meeting by means of electronic communication and its compatibility with their hardware, software and Internet connection which they will use during the General Meeting, as well as to learn how the platform works. During such testing, the Shareholder will be able to obtain technical support in the case of any problems by calling the telephone number provided with instructions for registering on the platform. The tests can be accessed via the access link sent by the Company to the email address provided in the Declaration or the link provided on the Company's website.

## **§ 8.**

1. In the event of any problems or questions about the use or operation of the platform arising during the General Meeting, the Shareholder or his/her Proxy may obtain technical assistance by telephone, which will be available from one hour before the commencement of the General Meeting until the end of the meeting. Alternatively, such problems can be reported to the Company's correspondence address provided in § 6 point 2 of these Rules.
2. The communication through the system allowing participation in the General Meeting using means of electronic communication shall be in Polish. At the same time, a General Meeting held in Polish will be broadcast with simultaneous interpretation into English.
3. A Shareholder participating in the General Meeting using means of electronic communication shall have the same rights to speak, put forward motions or draft resolutions, vote and object to resolutions which have been passed as the Shareholders who are physically present in the room where the General Meeting is held.

4. A Shareholder participating in the General Meeting using means of electronic communication must follow the same rules of procedure with regard to the General Meeting's agenda as the Shareholders who are physically present in the room where the General Meeting is held.
5. A Shareholder participating in the General Meeting using means of electronic communication shall be obliged to ensure that the computer infrastructure he/she is using does not allow unauthorized access of third parties. The Shareholder shall also ensure the protection of his/her communication with the other participants in the General Meeting (no third party should have access to the meeting).

#### **§ 9.**

1. The Shareholders' personal data will be processed by the Company, which is the controller of such data, for the purposes of preparing and holding the General Meeting (i.e. based on the Company's legitimate interest consisting of conducting the Company's affairs and verifying the identity of persons participating in the General Meeting).
2. The Shareholder shall have the right to: access the content of his/her personal data and demand its rectification, deletion, limit its processing, the right to transfer the data and the right to object to the processing of such data, as well as the right to complain to a regulatory authority responsible for personal data protection. Disclosure of personal data is optional, although it is necessary to participate in the General Meeting.
3. For detailed personal data processing principles, see the Transparency Policy at [https://www.agora.pl/media/polityki-agora/Polityka-przetwarzania-danych-osobowych\\_Agora.pdf](https://www.agora.pl/media/polityki-agora/Polityka-przetwarzania-danych-osobowych_Agora.pdf)
4. A Shareholder shall be obliged to provide the information contained in this §9 to all persons whose personal data he/she will disclose to the Company for the purposes of preparing and holding the General Meeting and/or persons who will represent the Shareholder during the General Meeting.

#### **§ 10.**

1. All formal, organizational and technical issues, as well as any disputes arising during the General Meeting and the Shareholder's participation in the General Meeting, which are associated with the fact of participation in the meeting by means of electronic communication, shall be resolved by the Chairman of the General Meeting.
2. In matters not regulated in these Rules, the provisions of the By-laws of the General Meeting, the Company's Statute and the generally applicable laws shall apply.

**Appendix no. 1 – Technical requirements for the computer platform dedicated to remote participation in the General Meeting by means of electronic communication.**

1. In order to participate in the General Meeting from a remote location by means of electronic communication, you must have:
  - a. an Internet connection with a minimum capacity of 1 Mbps (permanent capacity for the duration of using the platform);
  - b. a computer with the function of receiving sound and image, with Windows 10 or macOS operating system and one of the following web browsers installed: IE, Firefox, Chrome or Safari (all can be downloaded free of charge from the Internet) and Adobe Flash Player plug-in (which can be downloaded free of charge from the vendor's website). Additionally, JavaScript must be enabled in the web browser (in the browser's standard settings).
2. A lower Internet connection capacity or older web browser version may hamper or prevent communication with the room in which the General Meeting is held, delay broadcast or prevent voting.
3. When using the platform, the user is advised not to use any other applications which may slow down the operation of his/her computer and Internet connection used by the platform.

**Appendix no. 2 - Declaration of intention to participate in the General Meeting from a remote location by means of electronic communication**

**Shareholder's data:**

First name and surname / Company name:

\_\_\_\_\_

Address:

\_\_\_\_\_

PESEL/NIP: \_\_\_\_\_

E-mail address: \_\_\_\_\_

Mobile telephone number: \_\_\_\_\_

I, the undersigned \_\_\_\_\_ hereby represent that:

- I shall participate in the General Meeting *personally as a Shareholder\** / *as a Shareholder's proxy\**;
- I am willing to participate in the General Meeting of Agora S.A. with its registered seat in Warsaw, convened for (date) \_\_\_\_\_, using means of electronic communication.

I represent that I shall participate in the General Meeting with \_\_\_\_\_ (number) of shares, in words: \_\_\_\_\_

\_\_\_\_\_

I confirm that I am familiar with the Rules for participating in the General Meeting of Shareholders of Agora S.A. using means of electronic communication and I accept their provisions.

\_\_\_\_\_  
*date, place and signature of the shareholder or proxy\**

*\*delete as appropriate*