

....., .....

**Form to be used to exercise the right of vote by proxy during Annual General Meeting of Agora S.A. (the “General Meeting of Shareholders”) with its registered seat in Warsaw convened for June 12, 2019.**

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 June 12, 2019, 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 General Meeting of Shareholders convened for June 12, 2019, 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.

Pursuant to Article 409 § 1 of the Commercial Companies Code and § 6 item 3.1. of the Regulations of the General Meeting, the General Meeting of Shareholders hereby elects Mrs/Mr [*name & surname*] as the Chairman of the General Meeting of Shareholders of Agora S.A.“

<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.

Pursuant to § 10 item 2.1. of the Regulations of the General Meeting, the General Meeting hereby approves 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.**

The General Meeting hereby appoints Mrs/Mr [*name & surname*] and Mrs/Mr [*name & surname*] 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 6 of the agenda.**

*Draft resolution*

**Resolution no.**

Pursuant to Article 393 point 1 and Article 395 § 2 point 1 of the Commercial Companies Code as well as § 13 item 1 of the Company's Statute, the General Meeting hereby resolves to approve the non-consolidated annual financial statements of the Company for the financial year 2018 and the Management Board's report on the activities of the Company in the financial year 2018.

<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 7 of the agenda.**

*Draft resolution*

**Resolution no.**

Pursuant to Article 395 § 5 of the Commercial Companies Code and Article 63c item 4 of the Accounting Act, the General Meeting hereby resolves to approve the consolidated annual financial statements comprising the Company, its subsidiaries and affiliates, for the financial year 2018, and the Management Board's report on the activities of the capital group in the financial year 2018.

<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 11 of the agenda.**

*Draft resolution*

**Resolution no.**

1. Pursuant to Article 395 § 2 point 2, in connection with Article 348 of the Commercial Companies Code and § 38 of the Company's Statute, General Meeting hereby resolves to:

- (i) allocate the total net profit for the fiscal year 2018 in the amount of PLN 15,169,055.95 (say: fifteen million one hundred and sixty-nine thousand and fifty-five zlotys ninety-five groszy) for the dividend payment for the Company's shareholders,

(ii) appropriate the amount of PLN 8,121,359.55 (say: eight million one hundred twenty one thousand three hundred fifty nine zlotys fifty-five grpszy) from the Company's reserve capital for the dividend payment to the Company's shareholders.

2. Total amount to be paid out in the form of dividend equals PLN 23,290,415.50 (say: twenty three million two hundred ninety thousand four hundred and fifteen zlotys fifty groszy) which means that the dividend amounts to PLN 0.50 (say: fifty groszy) per one share.

3. Shareholders, who will be entitled to shares of the Company as of the date of July 12, 2019 shall be entitled to receive dividend.

4. The dividend payment day is August 1, 2019.”

<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 12 of the agenda.**

*Draft resolution*

**Resolution no.**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code and § 13 item 1 of the Company's Statute, General Meeting hereby resolves to approve the performance of duties by the Chairman of the Supervisory Board, Mr. Andrzej Szlęzak, in the financial year 2018.”

<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			

**Resolution no.**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code and § 13 item 1 of the Company's Statute, General Meeting hereby resolves to approve the performance of duties by the Member of the Supervisory Board, Mr. Andrzej Dobosz, in the financial year 2018.

<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			

**Resolution no.**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code and § 13 item 1 of the Company's Statute, General Meeting hereby resolves to approve the performance of duties by the Member of the Supervisory Board, Mr. Dariusz Formela, in the financial year 2018.

<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			

**Resolution no.**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code and § 13 item 1 of the Company's Statute, General Meeting hereby resolves to approve the performance of duties by the Member of the Supervisory Board, Mrs. Wanda Rapaczynski, in the financial year 2018.

<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			

**Resolution no.**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code and § 13 item 1 of the Company's Statute, General Meeting hereby resolves to approve the performance of duties by the Member of the Supervisory Board, Mr. Tomasz Sielicki, in the financial year 2018.

<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			

**Resolution no.**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code and § 13 item 1 of the Company's Statute, General Meeting hereby resolves to approve the performance of duties by the Member of the Supervisory Board, Mr. Maciej Wiśniewski, in the financial year 2018.

<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 13 of the agenda.**

*Draft resolution*

**Resolution no.**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code and § 13 item 1 of the Company's Statute, General Meeting hereby resolves, in accordance with the recommendation of the Supervisory Board, to approve the performance of duties by the President of the Management Board, Mr. Bartosz Hojka, in the financial year 2018.

<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			

**Resolution no.**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code and § 13 item 1 of the Company's Statute, General Meeting hereby resolves, in accordance with the recommendation of the Supervisory Board, to approve the performance of duties by the Management Board member, Mr. Tomasz Jagiełło, in the financial year 2018.

<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			

**Resolution no.**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code and § 13 item 1 of the Company's Statute, General Meeting hereby resolves, in accordance with the recommendation of the

Supervisory Board, to approve the performance of duties by the Management Board member, Mr. Grzegorz Kania, in the financial year 2018.

<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			

**Resolution no.**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code and § 13 item 1 of the Company's Statute, General Meeting hereby resolves, in accordance with the recommendation of the Supervisory Board, to approve the performance of duties by the Management Board member, Mrs. Anna Kryńska-Godlewska, in the financial year 2018.

<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			

**Resolution no.**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code and § 13 item 1 of the Company's Statute, General Meeting hereby resolves, in accordance with the recommendation of the Supervisory Board, to approve the performance of duties by the Management Board member, Mrs. Agnieszka Sadowska, in the financial year 2018.

<b>Instruction for the proxy:</b>
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<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 14 of the agenda.**

*Draft resolution*

**Resolution no.**

Pursuant to § 18 item 1 of the Company's Statute, General Meeting hereby determines the amount of the Supervisory Board Members of the term commencing at the end of this General Meeting of Shareholders at 6 members.

<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 15 of the agenda.**

*Draft resolution*

**Resolution no.**

Pursuant to Art. 385 § 1 of the Commercial Companies Code as well as the stipulations of § 20 and § 21 of the Company's Statute, the General Meeting resolves to appoint Mr./Mrs. [name & surname] to the Supervisory Board of Agora S.A. for the term of office that is to begin along with the end of this General Meeting of Shareholders and which will expire on the day the General Meeting of Shareholders approves the financial statements for the fiscal year 2021.

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

**Resolution no.**

Pursuant to Art. 385 § 1 of the Commercial Companies Code as well as the stipulations of § 20 and § 21 of the Company's Statute, the General Meeting resolves to appoint Mr./Mrs. [*name & surname*] to the Supervisory Board of Agora S.A. for the term of office that is to begin along with the end of this General Meeting of Shareholders and which will expire on the day the General Meeting of Shareholders approves the financial statements for the fiscal year 2021.

<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			

**Resolution no.**

Pursuant to Art. 385 § 1 of the Commercial Companies Code as well as the stipulations of § 20 and § 21 of the Company's Statute, the General Meeting resolves to appoint Mr./Mrs. [*name & surname*] to the Supervisory Board of Agora S.A. for the term of office that is to begin along with the end of this General Meeting of Shareholders and which will expire on the day the General Meeting of Shareholders approves the financial statements for the fiscal year 2021.

<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			

**Resolution no.**

Pursuant to Art. 385 § 1 of the Commercial Companies Code as well as the stipulations of § 20 and § 21 of the Company's Statute, the General Meeting resolves to appoint Mr./Mrs. [name & surname] to the Supervisory Board of Agora S.A. for the term of office that is to begin along with the end of this General Meeting of Shareholders and which will expire on the day the General Meeting of Shareholders approves the financial statements for the fiscal year 2021.

<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			

**Resolution no.**

Pursuant to Art. 385 § 1 of the Commercial Companies Code as well as the stipulations of § 20 and § 21 of the Company's Statute, the General Meeting resolves to appoint Mr./Mrs. [name & surname] to the Supervisory Board of Agora S.A. for the term of office that is to begin along with the end of this General Meeting of Shareholders and which will expire on the day the General Meeting of Shareholders approves the financial statements for the fiscal year 2021.

<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			

**Resolution no.**

Pursuant to Art. 385 § 1 of the Commercial Companies Code as well as the stipulations of § 20 and § 21 of the Company's Statute, the General Meeting resolves to appoint Mr./Mrs. [name & surname] to the Supervisory Board of Agora S.A. for the term of office that is to begin along with the end of this General Meeting of Shareholders and which will expire on the day the General Meeting of Shareholders approves the financial statements for the fiscal year 2021.

<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 16 of the agenda.**

*Draft resolution*

**Resolution no.**

Pursuant to the § 18 item 2 of the Company's Statute, General Meeting resolves to appoint Mr./Mrs. [name & surname] as the chairman of the Supervisory Board of Agora S.A.

<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 17 of the agenda.**

*Draft resolution*

**Resolution no.**

Pursuant to the provisions of § 15 paragraph 2 lit. b) of the Articles of Association of the Company and art. 392 § 1 of the Code of Commercial Companies, the General Meeting decides:

1) starting from July 1, 2019, set a monthly remuneration for members of the Supervisory Board in the following amount:

a) PLN 12,000 (say: twelve thousand zlotys) for the chairman of the Supervisory Board,

b) PLN 8,000 (in words: eight thousand zlotys) for each of the other members of the Supervisory Board.

2) members of the Supervisory Board shall be entitled to reimbursement of travel costs for the meetings of the Supervisory Board from the Company,

3) on June 30, 2019, the resolution of the General Meeting of June 22, 2005 amending the rules for remunerating members of the Supervisory Board shall be repealed. "

<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			