

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 24, 2021.

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 June 24, 2021 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 General Meeting of Shareholders convened for June 24, 2021, 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 6 of the agenda.

Draft resolution

Resolution no.

on reviewing and approving the annual separate financial statements of the Company for the year 2020 and the Management Report for the financial year 2020

Pursuant to the provisions of Art. 393 item 1 and 395 § 2 item 1 of the Commercial Companies Code and § 13, section 1, of the Company's Statute, in consideration of the results of the evaluation of the Company's separate financial statements for the financial year 2020 and the Management Board's

Report on the activities of the Company for the financial year 2020 presented by the Company's Supervisory Board pursuant to Art. 382 § 3 of the Commercial Companies Code, the General Meeting has decided to approve the separate financial statements for the financial year 2020 and the Management Board's Report on the activities of the Company for the financial year 2020."

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 reviewing and approving the annual consolidated financial statements covering the Company and its subsidiaries and associates, and the Management Board's report on the activities of the Group in the financial year 2020

Pursuant to the provisions of Art. 395 § 5 of the Commercial Companies Code and Art. 63c section 4 of the Accounting Act, the General Meeting hereby resolves to approve the annual consolidated financial statements for 2020 comprising the Company, its subsidiaries and associates according to the regulations of Accounting Act, and the Management Board's report on the activities of the Group in the financial year 2020."

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 11 of the agenda.*Draft resolution***Resolution no.***on covering the loss of the Company for the financial year 2020*

Pursuant to art. 395 § 2 point 2 and having regard to the presented pursuant to Art. 382 § 3 of the Commercial Companies Code by the Supervisory Board of the Company, the result of the assessment of the Management Board's application regarding the coverage of the net loss for the financial year 2020 in the amount of PLN 54 858 890.90 (in words: fifty four million eight hundred fifty eight thousand eight hundred ninety zlotys 90/100), The Meeting hereby resolves to cover the net loss for the financial year 2020 with profits from previous years."

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 12 of the agenda.*Draft resolution***Resolution no.***on approving the performance of duties by particular members of the Supervisory Board in the financial year 2020*

Pursuant to the provisions of Art. 395 § 2 item 3 of the Commercial Companies Code and § 13 section 1 of the Company's Statute, the General Meeting has decided to approve the performance of duties by Andrzej Szlęzak, Chairman of the Supervisory Board, in the financial year 2020."

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			

Resolution no.

Pursuant to the provisions of Art. 395 § 2 item 3 of the Commercial Companies Code and § 13 section 1 of the Company's Statute, the General Meeting has decided to approve the performance of duties by Dariusz Formela, Member of the Supervisory Board, in the financial year 2020."

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			

Resolution no.

Pursuant to the provisions of Art. 395 § 2 item 3 of the Commercial Companies Code and § 13 section 1 of the Company's Statute, the General Meeting has decided to approve the performance of duties by Tomasz Karusewicz, Member of the Supervisory Board, in the financial year 2020."

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			

Resolution no.

Pursuant to the provisions of Art. 395 § 2 item 3 of the Commercial Companies Code and § 13 section 1 of the Company's Statute, the General Meeting has decided to approve the performance of duties by Wanda Rapaczynski, Member of the Supervisory Board, in the financial year 2020."

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			

Resolution no.

Pursuant to the provisions of Art. 395 § 2 item 3 of the Commercial Companies Code and § 13 section 1 of the Company's Statute, the General Meeting has decided to approve the performance of duties by Tomasz Sielicki, Member of the Supervisory Board, in the financial year 2020."

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			

Resolution no.

Pursuant to the provisions of Art. 395 § 2 item 3 of the Commercial Companies Code and § 13 section 1 of the Company's Statute, the General Meeting has decided to approve the performance of duties by Maciej Wiśniewski, Member of the Supervisory Board, in the financial year 2020."

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 13 of the agenda.

Draft resolution

Resolution no.

on approving the performance of duties by particular members of the Management Board in the financial year 2020

Pursuant to the provisions of Art. 395 § 2 item 3 of the Commercial Companies Code and § 13 section 1 of the Company's Statute, in accordance with the recommendation by the Supervisory Board, the General Meeting has decided to approve the performance of duties by Bartosz Hojka, President of the Management Board, in the financial year 2020."

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			

Resolution no.

Pursuant to the provisions of Art. 395 § 2 item 3 of the Commercial Companies Code and § 13 section 1 of the Company's Statute, in accordance with the recommendation by the Supervisory Board, the General Meeting has decided to approve the performance of duties by Tomasz Jagiełło, Member of the Management Board, in the financial year 2020."

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			

Resolution no.

Pursuant to the provisions of Art. 395 § 2 item 3 of the Commercial Companies Code and § 13 section 1 of the Company's Statute, in accordance with the recommendation by the Supervisory Board, the General Meeting has decided to approve the performance of duties by Grzegorz Kania, Member of the Management Board, in the period of time January 1, 2020 to September 28, 2020."

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			

Resolution no.

Pursuant to the provisions of Art. 395 § 2 item 3 of the Commercial Companies Code and § 13 section 1 of the Company's Statute, in accordance with the recommendation by the Supervisory Board, the General Meeting has decided to approve the performance of duties by Anna Kryńska-Godlewska, Member of the Management Board, in the financial year 2020."

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			

Resolution no.

“Pursuant to the provisions of Art. 395 § 2 item 3 of the Commercial Companies Code and § 13 section 1 of the Company's Statute, in accordance with the recommendation by the Supervisory Board, the General Meeting has decided to approve the performance of duties by Agnieszka Sadowska, Member of the Management Board, in the financial year 2020.”

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 14 of the agenda.

Draft resolution

Resolution no.

on the approval of the appointment of 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 Mr. Tomasz Grabowski by co-option on June 1, 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 15 of the agenda.

Draft resolution

Resolution no.

on the assessment of the "Report of the Supervisory Board on the remuneration of individual members of the Management Board and Supervisory Board of Agora S.A. for the years 2019 - 2020 "

Acting pursuant to Art. 90 g of paragraph 1. 6 of the Act of 29 July 2005 on public offering and the conditions for introducing financial instruments to an organized trading system, the General Meeting hereby gives a positive opinion on the "Report of the Supervisory Board on the remuneration of individual members of the Management Board and Supervisory Board of Agora S.A. for the years 2019 - 2020. "

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			