

Draft resolutions which will be voted at the General Meeting of Shareholders on June 30, 2025

The Management Board of Agora S.A. with its registered seat in Warsaw (“**Company**”) submits draft resolutions which the Management Board intends to present to the General Meeting of Shareholders of the Company (“**General Meeting**”) convened for June 30, 2025, at 2:00 p.m. in the Company’s seat at ul. Czerna 8/10 in Warsaw.

“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.”

“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.”

“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.”

“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.”

Justification of the draft resolutions No. [...]

Resolutions No. [...] are of a procedural nature.

“Resolution No. [...]

on reviewing and approving the annual separate financial statements of the Company for the year 2024 and the Management Report for the financial year 2024

Pursuant to the provisions of Article 393 item 1 and 395 § 2 item 1 of the Commercial Companies Code and § 13, section 1 of the Company’s Statutes, in consideration of the result of the assessment of the annual separate financial statements for the financial year 2024 and the Management Report for 2024

by the Company's Supervisory Board, pursuant to Article 382 § 3 of the Commercial Companies Code, the General Meeting has decided to approve the separate financial statements for the financial year 2024 and the Management Report for the financial year 2024."

"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 2024

Pursuant to the provisions of Article 395 § 5 of the Commercial Companies Code and Article 63c. 4 of the Accounting Act, the General Meeting hereby resolves to approve the annual consolidated financial statements for 2024 comprising the Company, its subsidiaries and associates according to the regulations of the Accounting Act, and the Management Report for the financial year 2024."

Resolutions No. [...] are resolutions the adoption of which at the Annual General Meeting is justified pursuant to the Commercial Companies Code.

"Resolution No. [...]

on covering the Company's net loss for the year 2024

Pursuant to the content of Article 395 § 2.2 and taking into account presented by the Supervisory Board in accordance with Article 382 § 3 of the Commercial Companies Code the result of the assessment of the Management Board's motion regarding the covering the Company's net loss, the General Meeting hereby decides to cover the net loss of the Company in the amount of PLN 17 497 347.26 (in words: seventeen million four hundred ninety-seven thousand three hundred forty-seven zlotys and twenty-six groszy) in whole from the Company's supplementary capital."

Justification for the draft resolution No. [...]

Pursuant to Article 395 § 2.2 of the Commercial Companies Code, the Annual General Meeting should adopt a resolution on the covering the loss. In the opinion of the Management Board of Agora S.A., the loss should be covered from the Company's supplementary capital.

The abovementioned recommendation has received a positive opinion from the Supervisory Board of Agora S.A.

"Resolution No. [...]

on the payment of dividends from the Company's supplementary capital

1. Pursuant to the content of Article 348 and Article 396 § 5 of the Commercial Companies Code, the General Meeting hereby decides to allocate the Company's supplementary capital, created from profit retained in previous years, in the amount of PLN 11 645 207.75 (in words: eleven million six hundred forty-five thousand two hundred and seven zlotys and seventy-five groszy) for the payment of the dividends to the Company's shareholders in the amount of PLN 0.25 (in words: twenty-five groszy) per one share of the Company entitled to the dividend.
2. Shareholders, who will be entitled to shares of the Company as of the date of August 27, 2025 shall be entitled to receive dividend (dividend day).

3. The dividend payment day is September 18, 2025.”

Justification for the draft resolution No. [...]

Pursuant to Article 348 in connection with Article 396 § 5 of the Commercial Companies Code, the Annual General Meeting may decide on the payment of a dividend from the company's supplementary capital.. In the opinion of the Management Board of Agora S.A., the Company has sufficient financial resources to pay dividends in the amount of PLN 11,645,207.75, without prejudice to the current operations of the Company and planned or initiated development activities and moreover, the statutory conditions arising from the Commercial Companies Code that entitle the Annual General Meeting to pass a resolution on the payment of a dividend from the supplementary capital are fulfilled.. In light of the above, the indicated funds accumulated on the supplementary capital may be allocated for the payment of dividends to shareholders in accordance with art. 348 of the Code of Commercial Companies.

Resolution on the dividend payment pursuant to art. 348 § 3 of the Code of Commercial Companies should also specify the day according to which the list of shareholders entitled to the dividend for a given financial year (the so-called dividend day) and the date of dividend payment are determined. Considering the applicable law the Management Board proposes that the General Meeting fix the dividend day on August 27, 2025 and the dividend payment date on August 1, 2025.

The Management Board's proposal regarding the payment of a dividend has been positively evaluated by the Supervisory Board of the Company.

“Resolution No. [...]

on approving the performance of duties by particular members of the Supervisory Board in the financial year 2024

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, President of the Supervisory Board, in the financial year 2024.”

“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 2024.”

“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 Statutes, the General Meeting has decided to approve the performance of duties by Tomasz Karusewicz, Member of the Supervisory Board, for the period from January 1, 2024 to June 28, 2024.”

“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 Statutes, the General Meeting has decided to approve the performance of duties by Jacek Levernes, Member of the Supervisory Board, for the period from June 28, 2024 to December 31, 2024.”

“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 2024.”

“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 2024.”

“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 Statutes, the General Meeting has decided to approve the performance of duties by Maciej Wiśniewski, Member of the Supervisory Board, in the financial year 2024.”

“Resolution No. [...]

on approving the performance of duties by particular members of the Management Board in the financial year 2024

Pursuant to the provisions of Art. 395 § 2 item 3 of the Commercial Companies Code and § 13 section 1 of the Company’s Statutes, 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 2024.”

“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 Statutes, 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 2024.”

“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 Statutes, 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 2024."

"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 Statutes, in accordance with the recommendation by the Supervisory Board, the General Meeting has decided to approve the performance of duties by Wojciech Bartkowiak, Member of the Management Board, in the financial year 2024."

"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 Statutes, in accordance with the recommendation by the Supervisory Board, the General Meeting has decided to approve the performance of duties by Maciej Strzelecki, Member of the Management Board, for the period from June 28, 2024 to December 31, 2024."

"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 Statutes, in accordance with the recommendation by the Supervisory Board, the General Meeting has decided to approve the performance of duties by Agnieszka Siuzdak-Zyga, Member of the Management Board, for the period from June 28, 2024 to December 31, 2024."

"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 Statutes, in accordance with the recommendation by the Supervisory Board, the General Meeting has decided to approve the performance of duties by Tomasz Grabowski, Member of the Management Board, for the period from January 1, 2024 to June 28, 2024."

Justification for the draft resolutions No. [...]

Resolutions Nos. [...] are resolutions the adoption of which at the Annual General Meeting is justified pursuant to the Commercial Companies Code.

"Resolution No. [...]

on the assessment of the "Supervisory Board Report on Remuneration of particular members of the Management Board and Supervisory Board of Agora S.A. for 2024"

"Acting on the basis of Article 90 (g). 6 of the Act of 29 July 2005 on public offering and conditions for introducing financial instruments into the organized trading system and on public companies, the General Meeting hereby gives its positive opinion on the "Report on Remuneration of particular members of the Management Board and Supervisory Board of Agora S.A. for 2024."

Resolution No. [...] is a resolution the adoption of which at the Annual General Meeting is justified pursuant to the Act on public offering and conditions for introducing financial instruments into the organized trading system and on public companies.

“Resolution No. [...]”

on adopting new wording of the “Remuneration Policy applicable to Agora S.A. Management Board and Supervisory Board Members”

"In connection with the review of the “Remuneration Policy applicable to Agora S.A. Management Board and Supervisory Board Members” and pursuant to the provisions of Article 395 § 2¹ of the Commercial Companies Code and Article 90 (d). 1 of the Act of 29 July 2005 on public offering and conditions for introducing financial instruments into the organized trading system and on public companies the General Meeting hereby adopt a new wording of “Remuneration Policy applicable to Agora S.A. Management Board and Supervisory Board Members”, the content of which is attached hereto."

Resolution No. [...] is a resolution the adoption of which at the Annual General Meeting is justified pursuant to the obligation to review the remuneration policy under the Act on public offering and conditions for introducing financial instruments into the organized trading system and on public companies.