

Draft resolutions which will be voted at the Extraordinary General Meeting of Shareholders on 21 April 2022

The Management Board of Agora S.A. with its registered seat in Warsaw (“**the Company**”, “**Agora S.A.**”) will submit draft resolutions which the Management Board intends to present to the Extraordinary General Meeting of Shareholders of the Company (“**the General Meeting**”) convened for 21 April 2022, 11 a.m. in the Company’s building 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 [•] and Mr/Ms [•] to the returning committee.”

Statement of grounds for the draft resolutions No. [...]

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

“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 "

Statement of grounds for the draft resolution No. [...]

Resolution No. [...] is a resolution the legitimacy of which to be adopted at the Extraordinary General Meeting of Shareholders results from the Company's Articles of Association.

On August 5, 2021, the Management Board of Agora S.A. exercised his rights under the Articles of Association of the Company (§ 28 section 3 first sentence) and appointed Ms Agnieszka Siuzdak-Zyga to the Management Board of the Company. She is associated with Agora S.A. from the beginning of her professional career and has proven more than once that she focuses not only on business goals,

but above all on people. Activities of Agora S.A. and the prospects for its further development to the greatest extent depend on the people who work in the Company. Therefore, the Management Board of Agora S.A. decided to appoint Ms. Agnieszka Siuzdak-Zyga to the Board. It's intention was to strengthen the activities of the Management Board not only in the area of internet activities, but also in managing issues related to the Company's team. This issue will be particularly important in the perspective of working on the strategy for the Agora Group for 2023 - 2027. The competences of Agnieszka Siuzdak-Zyga, i.e. the ability to build a competitive workplace, the ability to integrate and involve teams in the implementation of ambitious goals, create a culture of cooperation or change management, as well as to conduct open communication. Additionally, Ms Agnieszka Siuzdak-Zyga as part of the Management Board of Agora S.A. is responsible for ESG-related issues, which will be an integral part of the Agora Group's strategy for the coming years and have become an extremely important aspect of the functioning of not only listed companies, but also most enterprises.

“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. "

Statement of grounds for the draft resolution No. [...]comes from the formal application of Mr. Wojciech Bartkowiak as a candidate for a Member of the Management Board of Agora S.A. by Agora Holding Sp. z o.o.

Wojciech Bartkowiak is a journalist, editor and manager associated with Gazeta Wyborcza and Agora S.A. for 30 years.

Recently, as the operational director and deputy publishing director of Gazeta Wyborcza, he was responsible for the business processes of the Press segment and the operation of the Print division - including its restructuring in 2018-2019. He is a co-creator of the digital transformation strategy of "Gazeta Wyborcza" based on the development of subscription to Wyborcza.pl content, as well as the creator of the business strategy and editorial concept for the development of traditional editions of "Gazeta Wyborcza" - incl. the magazines "Mój Biznes", "Ekonomia +" and "Wolna Sobota", created in recent years.

In 1991, Mr. Wojciech Bartkowiak started working in the Poznań editorial office of "Wyborcza", first as a journalist, then as a reporter and editor. In 1995, he became the editor-in-chief and director of the Poznań branch of Gazeta Wyborcza. In the years 2006-2016 he was the head of all local editorial offices of Gazeta Wyborcza. At that time, he co-created and coordinated many editorial social campaigns conducted by the daily teams all over Poland. From 2012, he was responsible for the budget of the editorial office of Gazeta Wyborcza. In 2015-2017 he was the vice-president of the Agora Foundation.

Mr. Wojciech Bartkowiak is a graduate of the Faculty of Polish Philology at the University of Adam Mickiewicz in Poznań. He was born in 1966.

According to the statement contained in his candidacy, Mr. Wojciech Bartkowiak does not conduct any external business activities that could be considered competitive to Agora S.A. and does not participate in a competitive company as a partner in a civil partnership, partnership, capital company or in a competitive legal person as a member of its governing body. His name and surname are also not entered in the Register of Insolvent Debtors kept pursuant to the Act on the National Court Register.

“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”.

Statement of grounds for the draft resolution No. [...]

Pursuant to the art. 400 § 4 of the Company Commercial Code, the General Meeting, convened upon the request of the shareholder representing at least one twentieth of the share capital, shall adopt the resolution determining whether or not the costs of convening and holding the assembly shall be borne by the company. The shareholders at whose request the assembly has been convened may address the registry court to be released from the obligation to bear the costs imposed under the resolution of the assembly.

In connection with the above, the draft of this resolution has been presented to the General Meeting.