

Resolution No [...]
of the Supervisory Board of Agora S.A.
of 28 May 2020

on:

- i) assessment of the Company's financial statements for the financial year 2019, the consolidated financial statements of the Agora S.A. Group for 2019, the Management Board Report on operations of the Company in 2019, the Management Board Report on operations of the Agora S.A. Capital Group in 2019 and the Management Board's motion on the recommendation concerning the allocation of profit for the financial year 2018,
ii) submission of the results of said assessment to the Company's General Meeting,
iii) the motion for discharging members of the Company's Management Board of their duties in 2019.

§ 1

Pursuant to Article 382 § 3 of the Code of Commercial Companies, the Supervisory Board resolves as follows:

On 12 March 2020, having examined the financial statements of Agora S.A. ("Company") for the financial year 2019 and the consolidated financial statements of Agora S.A. Capital Group for the financial year 2019 together with the statutory auditors' reports and opinions on the audit of the same, the Supervisory Board confirms that the Company's financial statements for the financial year 2019 and the consolidated financial statements of Agora S A. Capital Group for the financial year 2019 are compliant with the books, documents and the facts.

On 12 March 2020, having examined the Management Board Report on the Company's operations in the financial year 2019 and the Management Board Report on operations of the Agora S.A. Capital Group in the financial year 2019, the Supervisory Board confirms that the reports are compliant with the books, documents and the facts.

The Supervisory Board requests that the General Meeting approve the Company's standalone financial statements for the financial year 2019, consolidated financial statements of the Agora S.A. Capital Group for the financial year 2019, the Management Board Report on the Company's operations in the financial year 2019 and the Management Board Report on operations of the Agora S.A. Capital Group in the financial year 2019.

Having examined the motion of the Company's Management Board regarding allocation of the Company's profit for the financial year 2019, as well as the explanations and supplementary information provided to the Supervisory Board by the Company's Management Board, the Supervisory Board approves the Management Board motion to allocate the entire profit of the Company for the year 2019 in the amount of PLN 20,114,682.14 (say: twenty million one hundred and fourteen thousand six hundred and eighty-two zlotys fourteen grosz) to the Company's supplementary capital.

At the same time, the Supervisory Board of the Company approves the motion of the Company's Management Board on recommending to the Company's General Meeting allocation of the entire profit of the Company for the year 2019 in the amount of PLN 20,114,682.14 (say: twenty million one hundred and fourteen thousand six hundred and eighty-two zlotys fourteen grosz) to the Company's supplementary capital.

The Supervisory Board requests that the Company's General Meeting adopt resolutions which are in line with the motion of the Company's Management Board regarding the manner of allocation of the Company's profit for 2019.

The Supervisory Board submits to the General Meeting a Supervisory Board Report on the results of assessment of the Company's standalone financial statements for the financial year 2019, consolidated financial statements of the Agora S.A. Capital Group for the financial year 2019, the Management Board Report on the Company's operations in the financial year 2019, the Management Board Report on operations of the Agora S.A. Capital Group in the financial year 2019 and the Management Board motion regarding profit allocation for the financial year 2019, in the wording attached as appendix No 1 to this resolution.

§ 2

The Supervisory Board requests that the Company's General Meeting discharge members of the Company's Management Board of their duties in 2019.

§ 3

The Resolution shall enter into force on the date of its adoption.

Agora S.A. Supervisory Board Report on the results of assessment of the Company's standalone financial statements for the financial year 2019, consolidated financial statements of the Agora S.A. Capital Group for the financial year 2019, the Management Board Report on the Company's operations in the financial year 2019, the Management Board Report on operations of the Agora S.A. Capital Group in the financial year 2019 and the motion of the Company's Management Board regarding profit allocation for the financial year 2019.

The Supervisory Board has examined the following documents: (i) standalone financial statements of Agora S.A. ("Company") for the financial year 2019, (ii) consolidated financial statements of the Agora S.A. Capital Group for the financial year 2019, (iii) the Management Board Report on the Company's operations in the financial year 2019, (iv) the Management Board Report on operations of the Agora S.A. Capital Group in the financial year 2019, as well as (v) the Management Board motion regarding profit allocation for the financial year 2019.

Having examined the statutory auditors' reports and opinions on the audit of the Company's standalone financial statements for the financial year 2019 and audit of the consolidated financial statements of the Agora S.A. Capital Group — including the following documents made on 31.12.2019 and covering the period of twelve months ending on 31.12.2019: balance sheets, profit and loss accounts, statement of comprehensive income, statement of changes in equity, cash flow accounts and explanatory notes, and on the basis of a recommendation of the Audit Committee of the Supervisory Board of Agora S.A. — the Supervisory Board has found that the financial statements of the Company and of the Agora S.A. Capital Group for the financial year 2019 are compliant with the books, documents and the facts.

At the same time, having examined the Management Board Report on the Company's operations in the financial year 2019 and on operations of the Agora S.A. Capital Group in the financial year 2019, as well as the explanations and supplementary information provided to the Supervisory Board by the Company's Management Board, the Supervisory Board has found that the reports are compliant with the books, documents and the facts.

Having examined the following documents: (i) financial statements of the Company for the financial year 2019, (ii) consolidated financial statements of the Agora S.A. Capital Group for the financial year 2019, (iii) the Management Board Report on the Company's operations in the financial year 2019, (iv) the Management Board Report on operations of the Agora S.A. Capital Group in the financial year 2019, as well as (v) the Management Board motion regarding profit allocation for the financial year 2019, along with the explanations and supplementary information provided to the Supervisory Board by the Company's Management Board, the Company has approved the Management Board motion regarding allocation of the entire profit of the Company for the year 2019 in the amount of PLN 20,114,682.14 (say: twenty million one hundred and fourteen thousand six hundred and eighty-two zlotys fourteen grosz) to the Company's supplementary capital.

Andrzej Szlęzak
Chairman of the Supervisory Board of Agora

S.A.