

Draft resolutions to be voted on at the Ordinary General Meeting on June 12, 2019

The Management Board of Agora S.A. with its registered seat in Warsaw ("**Company**") hereby announces the draft resolutions to be voted on at the Ordinary General Meeting of Shareholders ("**General Meeting** ") convened for June 12, 2019 at 11:00 a.m., to be held at the Company's registered seat in Warsaw at 8/10 Czerna Street.

"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.“

"Resolution no. [.]

Pursuant to § 10 item 2.1. of the Regulations of the General Meeting, the General Meeting hereby approves the announced agenda.“

"Resolution no. [.]

The General Meeting hereby appoints Mrs/Mr [name & surname] and Mrs/Mr [name & surname] to the returning committee.“

Statement of grounds for Draft Resolution No. [...]

Resolutions no. [...] are resolutions of an order nature.

"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.“

"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.“

Statement of grounds for Draft Resolution No. [...]

Resolutions no. [...] are resolutions whose legitimacy at the Ordinary General Meeting results from the provisions of the Code of Commercial Companies.

"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 groszy) 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."

Statement of grounds for Draft Resolution No. [...]

According to art. 395 § 2 point 2 of the Code of Commercial Companies, the subject of the Ordinary General Meeting should be the adoption of a resolution on the distribution of profit. In the opinion of the Management Board of Agora SA, the Company has sufficient financial resources to pay dividends in the amount of PLN 23 290 million, without prejudice to the current operations of the Company and planned or initiated development activities. 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 distribution of profit 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 and regulations of the Warsaw Stock Exchange and the National Depository for Securities, the Management Board proposes that the Ordinary General Meeting fix the dividend day on July 12, 2019 and the dividend payment date on August 1, 2019. The Management Board's proposal regarding the division profit for the financial year 2018 and regarding the payment of a dividend has been positively evaluated by the Supervisory Board of the Company.

"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."

"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."

"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."

"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."

"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."

"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."

"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."

"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."

"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."

"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."

"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."

Statement of grounds for Draft Resolution No. [...]

Resolutions no. [...] are resolutions whose legitimacy at the Ordinary General Meeting results from the provisions of the Code of Commercial Companies.

"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."

Statement of grounds for Draft Resolution No. [...]

The Management Board of the Company, based on previous experience and cooperation with the Supervisory Board of the last term, recommends maintaining the existing number of Council members. In the opinion of the Company's Management Board, the composition of the Supervisory Board ensures the effective implementation of supervisory powers. The above proposal reflects the expected workload related to the scale of the Company's operations and plans for its further development. The proposed number of members of the Supervisory Board will also ensure versatility and diversity within this body, among others in terms of professional experience, education, age and gender.

"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."

"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.

Statement of grounds for Draft Resolution No. [...]

In connection with the expiration of the mandates of the current composition of the Company's Supervisory Board, the General Meeting, in accordance with the Company's Statute, should appoint members of the Company's Supervisory Board for a new joint term and elect the Chairman of the Supervisory Board.

"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. "

Statement of grounds for Draft Resolution No. [...]

Remuneration of members of the Supervisory Board of Agora SA has remained unchanged for 14 years. During this time both the amount of remuneration in Poland and the duties and responsibilities of members of Supervisory Boards of listed companies changed significantly, due to new legal regulations.

Additionally, in recent years, the Agora Group significantly diversified the areas of its operations, which contributed to increasing the complexity and diversity of issues falling within the scope of supervision of the Agora SA Supervisory Board. This results in an increased scope of duties and involvement of the members of the Company's Supervisory Board. In the opinion of the Management Board of Agora S.A. the remuneration of the members of the Company's Supervisory Board should be increased to ensure an appropriate level of remuneration, taking into account the financial situation of the Company, remuneration of members of supervisory boards of other companies with similar organizational structure, capital and operating on similar markets, including those listed on the WSE.