

## DIVERSITY POLICY OF AGORA S.A.

### WITH RESPECT TO MEMBERS OF THE MANAGEMENT AND SUPERVISORY BOARD

#### § 1

#### GENERAL PROVISIONS

1. This diversity policy (hereinafter the “**Policy**”) was developed based on Principle No. 2.1. of the Best Practice for WSE Listed Companies 2021 constituting an Appendix to Resolution No. 13/1834/2021 of the Supervisory Board of the Warsaw Stock Exchange dated 29 March 2021, to fulfil the diversity criterion with respect to the Management Board and the Supervisory Board of Agora S.A. with its registered office in Warsaw (hereinafter the “**Company**”).
2. The Policy is addressed to the Company’s statutory authorities and its shareholders in the scope in which they have influence on the appointments to positions on the Management Board or Supervisory Board. The addressees of this Policy are in particular:
  - a.) the General Meeting of the Company’s Shareholders in the scope in which it has an impact on appointing Members of the Company’s Management Board or Supervisory Board;
  - b.) particular shareholders, in the scope in which, in accordance with the provisions of the Statutes, they are entitled to propose candidates for membership of the Management Board or Supervisory Board;
  - c.) the Supervisory Board in the scope in which it has influence on the composition of the Company’s Management Board or Supervisory Board, in particular due to the entitlement: (i) to delegate Members of the Supervisory Board to temporarily perform the duties of Members of the Management Board who cannot perform their duties; and (ii) to recruit Members of the Supervisory Board.
  - d.) the Company’s Management Board, in the scope in which it has influence on the composition of the Company’s Management Board, in particular with respect to recruitment of Members of the Management Board.
3. Principles for appointing Members of the Management Board or Supervisory Board and determining the composition of these bodies are specified in particular in:
  - a.) the Act of 15 September 2000 – the Commercial Companies Code (consolidated text, Journal of Laws of 2020, item 1526, as amended);
  - b.) the Company’s Statutes;
  - c.) this Policy.

## § 2

### AIMS AND CRITERIA OF DIVERSITY

1. Pursuant to this Policy, diversity should be understood as differences between the persons composing the Management Board or Supervisory Board resulting in particular from their gender, age, field of education, specialist knowledge and professional experience.
2. In appointing Members of the Management Board and Supervisory Board, the decisive criteria are high factual and ethical qualifications of the candidates and their preparation for performing a given function. At the same time, in the appointment of Members of the Management Board or Supervisory Board the addressees of the Policy strive to:
  - a.) ensure diversity of the Management Board in the area of:
    - (i) gender, by ensuring that each gender has at least a 30% share in the composition of the Management Board;
    - (ii) education, by selecting candidates with a wide spectrum of theoretical knowledge and academic achievements, in particular in the area of business management, the Company's business, economics, corporate finance, financial statements auditing and knowledge of the binding regulations;
    - (iii) professional experience by selecting candidates with experience and competences adequate to the functions entrusted to them and complementary to the experience and competences of other Management Board Members;
    - (iv) age, by selecting persons at various levels of life experience and social competences;
  - b.) to ensure diversity of the Supervisory Board in the area of:
    - (i) gender, by ensuring that each gender has at least a 30% share in the composition of the Supervisory Board;
    - (ii) education, by selecting candidates with a wide spectrum of theoretical knowledge and academic achievements, in particular in the area of supervision, corporate finance, financial statements auditing and knowledge of the binding regulations – taking into consideration the need to ensure the appropriate composition of the internal committees of the Supervisory Board, including of the Audit Committee;
    - (iii) professional experience by selecting candidates with experience gained working for enterprises with diverse operating profiles – taking into

consideration the need to ensure the appropriate composition of the internal committees of the Supervisory Board, including of the Audit Committee;

- (iv) age, by selecting persons at various levels of life experience and social competences;

- in consideration of the requirements regarding independence of Supervisory Board Members.

### **§ 3**

#### **PERIOD AND MANNER OF MONITORING THE ACHIEVEMENT OF THE AIMS OF THE POLICY**

1. Pursuing the diversity policy, including the share of genders in the Management Board and Supervisory Board will be monitored on an annual basis by the Supervisory Board based on the information and data prepared by the Management Board. The Supervisory Board will present the conclusions from the monitoring of the diversity policy achievements at each Annual General Meeting.
2. In the event that the diversity aims are not achieved in either of the bodies, the addressees of this Policy should take action to increase their diversity in connection with the selection of members of the body for the future (next) term of office at the latest. Increasing the degree of diversity in the Management Board and Supervisory Board cannot be pursued with detriment to the correct functioning of the Company.

### **§ 4**

#### **FINAL PROVISIONS**

1. The Policy enters into force on the date of its approval by way of passing the respective resolution by the General Meeting.
2. Issues not regulated by this Policy will be governed by universally binding legal regulations, Best Practice for WSE Listed Companies 2021, constituting an Appendix to Resolution No. 13/1834/2021 of the Supervisory Board of the Warsaw Stock Exchange dated 29 March 2021 and the Company's internal regulations.
3. The process and appointment criteria of the Members of the Management Board and Supervisory Board cannot lead to threats to or violations of the rights of persons assessed following from universally binding legal regulations, or to discrimination of those persons for any reason whatsoever. Therefore, it is decided that the provisions of this Policy relating to the assessment of qualifications (adequacy) of Members of the Supervisory Board and Management Board should be interpreted and applied in practice: (1) in consideration of the proportionality principle; (2) ensuring that the qualification process will respect the rights of the assessed individuals following from universally binding legal regulations, and in particular will ensure the protection of

personal data and personal rights; (3) in a manner counteracting the discrimination of these persons for any reason whatsoever.