

Regulatory filing

The Management Board of Agora S.A. with its registered seat in Warsaw ("Company") hereby announces resolutions adopted by the Annual General Meeting of Shareholders ("General Meeting") convened for June 28, 2024 at 2:00 p.m., to be held at the Company's registered seat in Warsaw at 8/10 Czerska Street.

"Resolution No. 1

on the election of the Chairperson of the General Meeting

Based on Art. 409 § 1 of the Commercial Companies Code and on § 6 Section 3.1. of the Rules and Regulations of the General Meeting, the General Meeting appoints Mr. Maciej Wróblewski as Chairman of the General Meeting."

During the voting on the resolution 44 345 872 valid votes were cast out of 27 219 472 shares, representing 58.43% of shares in statutory capital. Out of total amount of 44 345 872 of the valid votes 44 342 972 were in favour of the resolution, 0 were against and 2 900 abstained.

"Resolution No. 2

on adopting the agenda

Based on § 10 Section 2.1. of the Rules and Regulations of the General Meeting, the General Meeting hereby adopts the announced agenda."

During the voting on the resolution 44 345 872 valid votes were cast out of 27 219 472 shares, representing 58.43% of shares in statutory capital. Out of total amount of 44 345 872 of the valid votes 44 345 872 were in favour of the resolution, 0 were against and 0 abstained.

"Resolution No. 3

on electing the members of the returning committee

Based on § 8 Section 2.2. of the Rules and Regulations of the General Meeting, the General Meeting hereby decides to appoint Mr. Kamil Pałyska for the Returning Committee."

During the voting on the resolution 44 345 872 valid votes were cast out of 27 219 472 shares, representing 58.43% of shares in statutory capital. Out of total amount of 44 345 872 of the valid votes 44 345 872 were in favour of the resolution, 0 were against and 0 abstained.

"Resolution No. 4

on electing the members of the returning committee

Based on § 8 Section 2.2. of the Rules and Regulations of the General Meeting, the General Meeting hereby decides to appoint Ms. Alicja Zembrzuska-Kuźmińska for the Returning Committee."

During the voting on the resolution 44 345 872 valid votes were cast out of 27 219 472 shares, representing 58.43% of shares in statutory capital. Out of total amount of 44 345 872 of the valid votes 44 345 872 were in favour of the resolution, 0 were against and 0 abstained.

"Resolution No. 5

on reviewing and approving the annual separate financial statements of the Company for the year 2023 and the Management Report for the financial year 2023

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 2023 and the Management Report for 2023 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 2023 and the Management Report for the financial year 2023."

During the voting on the resolution 44 345 872 valid votes were cast out of 27 219 472 shares, representing 58.43% of shares in statutory capital. Out of total amount of 44 345 872 of the valid votes 44 314 116 were in favour of the resolution, 0 were against and 31 756 abstained.

"Resolution No. 6

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 2023

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 2023 comprising the Company, its subsidiaries and associates according to the regulations of the Accounting Act, and the Management Report for the financial year 2023."

During the voting on the resolution 44 345 872 valid votes were cast out of 27 219 472 shares, representing 58.43% of shares in statutory capital. Out of total amount of 44 345 872 of the valid votes 44 314 116 were in favour of the resolution, 0 were against and 31 756 abstained.

"Resolution No. 7

on covering the Company's loss for the year 2023

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 29,081,838.97 (in words: twenty-nine million eighty-one thousand eight hundred and thirty-eight zlotys and 97/00) in whole from the Company's supplementary capital."

During the voting on the resolution 44 345 872 valid votes were cast out of 27 219 472 shares, representing 58.43% of shares in statutory capital. Out of total amount of 44 345 872 of the valid votes 44 345 872 were in favour of the resolution, 0 were against and 0 abstained.

"Resolution No. 8

on approving the performance of duties by Mr. Andrzej Szlęzak in the financial year 2023

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 2023."

During the voting on the resolution 44 345 872 valid votes were cast out of 27 219 472 shares, representing 58.43% of shares in statutory capital. Out of total amount of 44 345 872 of the valid votes 44 314 116 were in favour of the resolution, 0 were against and 31 756 abstained.

"Resolution No. 9

on approving the performance of duties by Mr. Dariusz Formela in the financial year 2023

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 2023."

During the voting on the resolution 44 345 872 valid votes were cast out of 27 219 472 shares, representing 58.43% of shares in statutory capital. Out of total amount of 44 345 872 of the valid votes 44 314 116 were in favour of the resolution, 0 were against and 31 756 abstained.

"Resolution No. 10

on approving the performance of duties by Mr. Tomasz Karusewicz in the financial year 2023

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, in the financial year 2023."

During the voting on the resolution 44 345 872 valid votes were cast out of 27 219 472 shares, representing 58.43% of shares in statutory capital. Out of total amount of 44 345 872 of the valid votes 44 314 116 were in favour of the resolution, 0 were against and 31 756 abstained.

"Resolution No. 11

on approving the performance of duties by Ms. Wanda Rapaczynski in the financial year 2023

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 2023."

43 462 882 valid votes were cast out of 26 336 482 shares, representing 56.54% of shares in statutory capital. Out of total amount of 43 462 882 of the valid votes 43 431 126 were in favour of the resolution, 0 were against and 31 756 abstained.

"Resolution No. 12

on approving the performance of duties by Mr. Tomasz Sielicki in the financial year 2023

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 2023."

During the voting on the resolution 44 345 872 valid votes were cast out of 27 219 472 shares, representing 58.43% of shares in statutory capital. Out of total amount of 44 345 872 of the valid votes 44 314 116 were in favour of the resolution, 0 were against and 31 756 abstained.

"Resolution No. 13

on approving the performance of duties by Mr. Maciej Wiśniewski in the financial year 2023

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 2023."

During the voting on the resolution 44 345 872 valid votes were cast out of 27 219 472 shares, representing 58.43% of shares in statutory capital. Out of total amount of 44 345 872 of the valid votes 44 314 116 were in favour of the resolution, 0 were against and 31 756 abstained.

"Resolution No. 14

on approving the performance of duties by Mr. Bartosz Hojka in the financial year 2023

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 2023."

During the voting on the resolution 44 342 972 valid votes were cast out of 27 216 572 shares, representing 58.43% of shares in statutory capital. Out of total amount of 44 342 972 of the valid votes 44 311 216 were in favour of the resolution, 0 were against and 31 756 abstained.

"Resolution No. 15

on approving the performance of duties by Mr. Tomasz Jagiełło in the financial year 2023

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 2023."

During the voting on the resolution 44 345 872 valid votes were cast out of 27 219 472 shares, representing 58.43% of shares in statutory capital. Out of total amount of 44 345 872 of the valid votes 44 314 116 were in favour of the resolution, 0 were against and 31 756 abstained.

"Resolution No. 16

on approving the performance of duties by Ms. Anna Kryńska-Godlewska in the financial year 2023

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 2023."

During the voting on the resolution 44 345 872 valid votes were cast out of 27 219 472 shares, representing 58.43% of shares in statutory capital. Out of total amount of 44 345 872 of the valid votes 44 314 116 were in favour of the resolution, 0 were against and 31 756 abstained.

"Resolution No. 17

on approving the performance of duties by Mr. Tomasz Grabowski in the financial year 2023

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, in the financial year 2023."

During the voting on the resolution 44 345 872 valid votes were cast out of 27 219 472 shares, representing 58.43% of shares in statutory capital. Out of total amount of 44 345 872 of the valid votes 44 314 116 were in favour of the resolution, 0 were against and 31 756 abstained.

"Resolution No. 18

on approving the performance of duties by Mr. Wojciech Bartkowiak in the financial year 2023

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 2023"

During the voting on the resolution 44 345 872 valid votes were cast out of 27 219 472 shares, representing 58.43% of shares in statutory capital. Out of total amount of 44 345 872 of the valid votes 44 314 116 were in favour of the resolution, 0 were against and 31 756 abstained.

“Resolution No. 19

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 2023”

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 2023.”

During the voting on the resolution 44 345 872 valid votes were cast out of 27 219 472 shares, representing 58.43% of shares in statutory capital. Out of total amount of 44 345 872 of the valid votes 43 812 872 were in favour of the resolution, 533 000 were against and 0 abstained.

“Resolution No. 20

on appointment of the Member of the Management Board for the next term of office

Pursuant to the provision of Art. 368 § 4 of the Commercial Companies Code, and to § 28 and § 29 Section 2 of the Company’s Statutes, the General Meeting hereby decides to appoint Mr. Bartosz Wojciech Hojka to the Management Board of the Company, for a joint term of office beginning as of the date of this General Meeting being closed, which will expire as from the date of the General Meeting of the Company which will approve the financial statement for 2029”.

During the voting on the resolution 44 345 872 valid votes were cast out of 27 219 472 shares, representing 58.43% of shares in statutory capital. Out of total amount of 44 345 872 of the valid votes 42 853 768 were in favour of the resolution, 1 492 104 were against and 0 abstained.

“Resolution No. 21

on appointment of the Member of the Management Board for the next term of office

Pursuant to the provision of Art. 368 § 4 of the Commercial Companies Code, and to § 28 and § 29 Section 2 of the Company’s Statutes, the General Meeting hereby decides to appoint Mr. Tomasz Grzegorz Jagiełło to the Management Board of the Company, for a joint term of office beginning as of the date of this General Meeting being closed, which will expire as from the date of the General Meeting of the Company which will approve the financial statement for 2029”.

During the voting on the resolution 44 345 872 valid votes were cast out of 27 219 472 shares, representing 58.43% of shares in statutory capital. Out of total amount of 44 345 872 of the valid votes 42 853 768 were in favour of the resolution, 1 492 104 were against and 0 abstained.

“Resolution No. 22

on appointment of the Member of the Management Board for the next term of office

Pursuant to the provision of Art. 368 § 4 of the Commercial Companies Code, and to § 28 and § 29 Section 2 of the Company’s Statutes, the General Meeting hereby decides to appoint Ms. Anna Maria Kryńska-Godlewska to the Management Board of the Company, for a joint term of office beginning as of the date of this General Meeting being closed, which will expire as from the date of the General Meeting of the Company which will approve the financial statement for 2029”.

During the voting on the resolution 44 345 872 valid votes were cast out of 27 219 472 shares, representing 58.43% of shares in statutory capital. Out of total amount of 44 345 872 of the valid votes 42 853 768 were in favour of the resolution, 1 492 104 were against and 0 abstained.

“Resolution No. 23

on appointment of the Member of the Management Board for the next term of office

Pursuant to the provision of Art. 368 § 4 of the Commercial Companies Code, and to § 28 and § 29 Section 2 of the Company’s Statutes, the General Meeting hereby decides to appoint Mr. Wojciech Bartkowiak to the Management Board of the Company, for a joint term of office beginning as of the date of this General Meeting being closed, which will expire as from the date of the General Meeting of the Company which will approve the financial statement for 2029”.

During the voting on the resolution 44 345 872 valid votes were cast out of 27 219 472 shares, representing 58.43% of shares in statutory capital. Out of total amount of 44 345 872 of the valid votes 42 853 768 were in favour of the resolution, 1 492 104 were against and 0 abstained.

“Resolution No. 24

on appointment of the Member of the Management Board for the next term of office

Pursuant to the provision of Art. 368 § 4 of the Commercial Companies Code, and to § 28 and § 29 Section 2 of the Company’s Statutes, the General Meeting hereby decides to appoint Ms. Agnieszka Siuzdak-Zyga to the Management Board of the Company, for a joint term of office beginning as of the date of this General Meeting being closed, which will expire as from the date of the General Meeting of the Company which will approve the financial statement for 2029”.

During the voting on the resolution 44 345 872 valid votes were cast out of 27 219 472 shares, representing 58.43% of shares in statutory capital. Out of total amount of 44 345 872 of the valid votes 42 853 768 were in favour of the resolution, 1 492 104 were against and 0 abstained.

“Resolution No. 25

on appointment of the Member of the Management Board for the next term of office

Pursuant to the provision of Art. 368 § 4 of the Commercial Companies Code, and to § 28 and § 29 Section 2 of the Company’s Statutes, the General Meeting hereby decides to appoint Mr. Maciej Strzelecki to the Management Board of the Company, for a joint term of office beginning as of the date of this General Meeting being closed, which will expire as from the date of the General Meeting of the Company which will approve the financial statement for 2029”.

During the voting on the resolution 44 345 872 valid votes were cast out of 27 219 472 shares, representing 58.43% of shares in statutory capital. Out of total amount of 44 345 872 of the valid votes 42 853 768 were in favour of the resolution, 1 492 104 were against and 0 abstained.

“Resolution No. 26

on dismissal of the Member of the Supervisory Board

§ 1

Pursuant to Article 385 § 1 of the Commercial Companies’ Code, the General Meeting hereby dismisses Mr. Tomasz Karusewicz from the Supervisory Board of the Company.

§ 2

1. The Resolution was passed in a secret ballot.

2. The Resolution comes into force upon its adoption.”.

During the voting on the resolution 44 345 872 valid votes were cast out of 27 219 472 shares, representing 58.43% of shares in statutory capital. Out of total amount of 44 345 872 of the valid votes 42 853 768 were in favour of the resolution, 1 492 104 were against and 0 abstained.

The voting was held in compliance with requirements indicated in § 22.1 of the Statutes of the Company.

“Resolution No. 27

on appointment of the Member of the Supervisory Board

§ 1

Pursuant to Article 385 § 1 of the Commercial Companies’ Code, the General Meeting hereby appoints Mr. Jacek Levernes to the Supervisory Board of the Company.

§ 2

1. The Resolution was passed in a secret ballot.

2. The Resolution comes into force upon its adoption.”.

During the voting on the resolution 44 345 872 valid votes were cast out of 27 219 472 shares, representing 58.43% of shares in statutory capital. Out of total amount of 44 345 872 of the valid votes 42 853 768 were in favour of the resolution, 1 492 104 were against and 0 abstained.