

## **Draft resolutions which will be voted at the General Meeting of Shareholders on June 29, 2026**

The Management Board of Agora S.A. with its registered seat in Warsaw (“**Company**”) submits draft resolutions which the Management Board intends to present to the General Meeting of Shareholders of the Company (“**General Meeting**”) convened for June 29, 2026, at 11:00 a.m. in the Company’s seat 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 [•] to the returning committee.”

### **“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 [•] to the returning committee.”

### ***Justification of the draft resolutions No. [...]***

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

### **“Resolution No. [...]**

*on reviewing and approving the annual separate financial statements of the Company for the year 2025 and the Management Report for the financial year 2025*

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 2025 and the Management Report for 2025 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 2025 and the Management Report for the financial year 2025.”

### **“Resolution No. [...]**

*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 2025*

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 2025 comprising the Company, its subsidiaries and associates according to the regulations of the Accounting Act, and the Management Report for the financial year 2025.”

***Justification of the draft resolutions No. [...]***

*Resolutions No. [...] are resolutions the adoption of which at the Annual General Meeting is justified pursuant to the Commercial Companies Code.*

**“Resolution No. [...]**

*on distribution of Company’s net profit for the year 2025 and on the payment of dividends*

1. 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 distribution of the Company's profit, the General Meeting hereby decides to distribute the net profit for the financial year 2025 in the amount of PLN 54,136,523.94 (in words: fifty-four million one hundred thirty-six thousand five hundred twenty-three Polish zlotys and ninety-four grosz zlotys) in the following manner:
  - a. the amount of PLN 23,290,415.50 (in words: twenty-three million two hundred ninety thousand four hundred fifteen Polish zlotys and fifty grosz) shall be allocated to the payment of dividends to the Company’s shareholders, i.e. in the amount of PLN 0.50 (in words: fifty grosz) per one share of the Company,
  - b. the amount of PLN 30,846,108.44 (in words: thirty million eight hundred forty-six thousand one hundred eight Polish zlotys and forty-four grosz) shall be allocated to the Company’s supplementary capital.
2. Pursuant to the content of Article 348 § 4 and 5 of the Commercial Companies Code, the General Meeting hereby designates the dividend record date as July 6, 2026, and sets the dividend payment date as July 20, 2026.”

***Justification for the draft resolution No. [...]***

*Pursuant to Article 395 § 2.2 of the Commercial Companies Code, the Annual General Meeting should adopt a resolution on the distribution of net profit. In the opinion of the Management Board of Agora S.A., the proposed distribution of profit is consistent with Agora’s policy regarding shareholders’ participation in the company’s profit.*

*Resolution on the dividend payment 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 the Management Board proposes that the General Meeting fix the dividend day on July 6, 2026 and the dividend payment date on July 20, 2026.*

*The abovementioned recommendation has received a positive opinion from the Supervisory Board of Agora S.A.*

**“Resolution No. [...]**

*on approving the performance of duties by Mr. Andrzej Szlęzak in the financial year 2025*

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 2025.”

**“Resolution No. [...]**

*on approving the performance of duties by Mr. Dariusz Formela in the financial year 2025*

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 2025."

**"Resolution No. [...]**

*on approving the performance of duties by Mr. Jacek Levernes in the financial year 2025*

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 Jacek Levernes, Member of the Supervisory Board, in the financial year 2025."

**"Resolution No. [...]**

*on approving the performance of duties by Ms. Wanda Rapaczynski in the financial year 2025*

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 2025."

**"Resolution No. [...]**

*on approving the performance of duties by Mr. Tomasz Sielicki in the financial year 2025*

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 2025."

**"Resolution No. [...]**

*on approving the performance of duties by Mr. Maciej Wiśniewski in the financial year 2025*

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 2025."

**"Resolution No. [...]**

*on approving the performance of duties by Mr. Bartosz Hojka in the financial year 2025*

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 2025."

**"Resolution No. [...]**

*on approving the performance of duties by Mr. Tomasz Jagiełło in the financial year 2025*

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 2025."

**"Resolution No. [...]**

*on approving the performance of duties by Ms. Anna Kryńska-Godlewska in the financial year 2025*

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 2025."

**"Resolution No. [...]**

*on approving the performance of duties by Mr. Wojciech Bartkowiak in the financial year 2025*

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 2025."

**"Resolution No. [...]**

*on approving the performance of duties by Mr. Maciej Strzelecki in the financial year 2025*

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 Maciej Strzelecki, Member of the Management Board, in the financial year 2025."

**"Resolution No. [...]**

*on approving the performance of duties by Ms. Agnieszka Siuzdak-Zyga in the financial year 2025*

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 Agnieszka Siuzdak-Zyga, Member of the Management Board, in the financial year 2025."

***Justification for the draft resolutions No. [...]***

*Resolutions Nos. [...] are resolutions the adoption of which at the Annual General Meeting is justified pursuant to the Commercial Companies Code.*

**"Resolution No. [...]**

*on the assessment of the "Supervisory Board Report on Remuneration of members of the Management Board and Supervisory Board of Agora S.A. for 2025*

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 members of the Management Board and Supervisory Board of Agora S.A. for 2025."

***Justification for the draft resolutions No. [...]***

*Resolution No. [...] is a resolution the adoption of which at the Annual General Meeting is justified pursuant to the Act on public offering and conditions for introducing financial instruments into the organized trading system and on public companies.*

**"Resolution No. [...]**

*on determining the number of Members of the Supervisory Board for the new term of office*

In accordance with the content of § 18. 1 of the Company's Statutes the General Meeting hereby determines the number of Members of the Supervisory Board for the term of office commencing on the day following the date of this General Meeting as six persons.

***Justification for the draft resolution No. [...]***

*The Management Board, based on its previous experience and cooperation with the Supervisory Board during the last term, recommends maintaining the current number of Board members. In the opinion of the Management Board, a Supervisory Board composed of six members ensures the effective performance of supervisory functions. This proposal reflects the anticipated workload related to the scale of the Company's operations as well as its plans for further development.*

**“Resolution No. [...]**

*on appointing Members of the Supervisory Board for a new term of office*

Pursuant to the provisions of Art. 385 § 1 of the Commercial Companies Code and § 20 and § 21 of the Company's Statutes, the General Meeting has decided to appoint Mr/Ms [name and surname] to the Supervisory Board for a joint term commencing on the day following the date of this General Meeting.”

**“Resolution No. [...]**

*on appointing the President of the Supervisory Board for the new term of office*

In accordance with § 18. 2 of the Company's Statutes the General Meeting has decided to appoint Mr/Ms [name and surname] President of the Supervisory Board of Agora S.A.”

***Justification for the draft resolutions No. [...]***

*In connection with the expiry of the mandates of the current composition of the Company's Supervisory Board, pursuant to the Company's Statutes the General Meeting should appoint Members of the Supervisory Board for a new joint term of office. Pursuant to the Company's Statutes the appointment of the Chair of the Supervisory Board lies within the competences of the Company's General Meeting.*

**“Resolution No. [...]**

*on changes to the remuneration of members of the Supervisory Board*

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, 2026, set a monthly remuneration for members of the Supervisory Board in the following amount:
  - a. PLN 15,600 (in words: fifteen thousand six hundred zlotys) for the chairman of the Supervisory Board,
  - b. PLN 12,000 (in words: twelve 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, 2026, the resolution no. 27 of the General Meeting of June 12, 2019 amending the rules for remunerating members of the Supervisory Board shall be repealed. “

***Statement of grounds for draft Resolution No. [...]***

*Considering that the remuneration of the members of the Company's Supervisory Board has not been changed over the past 7 years, and in light of the increase in market remuneration levels, it is justified*

*to increase the remuneration of the members of the Supervisory Board in a manner that ensures appropriate compensation, taking into account the Company's financial situation as well as the remuneration levels of supervisory board members in other companies with a similar organizational and capital structure and operating in similar markets, including those listed on the Warsaw Stock Exchange.*