

3/2025 Convening the Extraordinary General Meeting of Agora S.A. and draft resolutions to be voted on during the Meeting

Regulatory filing

The Management Board of the company operating under the business name Agora spółka akcyjna with its registered seat in Warsaw, at the address: ul. Czerska 8/10, 00-732 Warsaw), entered in the register of entrepreneurs of the National Court Register maintained by the District Court for the Capital City of Warsaw in Warsaw, 13th Business Department of the National Court Register, with the reference number KRS 59944 (hereinafter: **"the Company"** or **"Agora S.A."**), acting on the basis of Art. 399 § 1, Art. 402¹, Art. 402² and 406⁵ § 1 of the Act of 15 September 2000 – Commercial Companies Code (hereinafter: **"CCC"**), hereby convenes the Extraordinary General Meeting of Agora S.A. for **March 28, 2025, 12:00 a.m.** (hereinafter: **"General Meeting"**), which will take place in the Company's registered seat in Warsaw, at ul. Czerska 8/10. Shareholders may also participate in the General Meeting using electronic means of communication.

I. Proposed agenda of the General Meeting:

- 1) Opening the General Meeting and electing the Chairperson;
- 2) Adopting the agenda;
- 3) Appointing members of the returning committee;
- 4) Adoption of resolution on establishing and introducing an Option Programme, the issue of registered subscription warrants waiving the pre-emptive rights of the existing shareholders, a conditional increase in the Company's share capital waiving the pre-emptive rights of the existing shareholders and the related amendments to the Company's Articles of Association;
- 5) Adoption of a resolution on covering the Company's net loss for the year 2023 in the uncovered part;
- 6) Adoption of a resolution on granting consent for the Company to vote at the shareholders' meeting of the company Agora Książka i Muzyka sp. z o.o. with its registered seat in Warsaw (hereinafter referred to "Subsidiary Company") "for" a resolution on the division of the Subsidiary Company carried out through the transfer of part of the assets of the Subsidiary Company, i.e. the "Music" segment, to Next Film sp. z o.o. with its registered seat in Warsaw (hereinafter referred to "Acquiring Company") in exchange for shares in Acquiring Company, which will be acquired by the Subsidiary Company (division by separation), or "for" a resolution on the disposal by the Subsidiary Company of an organized part of the enterprise intended to conduct the "Music" segment operations to a company within the Agora S.A. Capital Group.
- 7) Closing the General Meeting.

II. Date of registration for participating in the General Meeting

The date of registration for attendance at the General Meeting is **March 12, 2025 ("Registration Date")**. The Registration Date for holders of rights attached to bearer shares and registered shares is the same.

III. Shareholders' right to participate in the General Meeting

Only holders of Agora S.A. shares as at the Registration Date have the right to participate in the General Meeting.

1. In respect of bearer shares, the following persons will be eligible to vote at the General Meeting:
 - a) those who hold the Company's shares in their securities accounts sixteen days before the date of the General Meeting (i.e. on March 12, 2025); and

- b) those who no earlier than after the announcement about the convention of the General Meeting and no later than by March 13, 2025 (inclusive) file a request for issuing a registered certificate of eligibility to participate in the General Meeting to the entity maintaining their securities account on which the Company's shares are held.

2. Persons eligible from registered shares and temporary certificates, lienors and users, with voting rights, may participate in the General Meeting if their name is entered into the share ledger on the Registration Date.

IV. List of persons eligible to participate in the General Meeting

The Company determines the list of persons eligible to participate in the General Meeting based on (i) the list submitted to the Company by Krajowy Depozyt Papierów Wartościowych S.A. (the Central Securities Depository, hereinafter: "KDPW") prepared on the basis of registered certificates of eligibility to participate in the General Meeting issued by entities maintaining the securities accounts, and (ii) the share ledger.

The list of shareholders eligible to participate in the General Meeting will be presented for review on three business days before the date of the General Meeting, i.e. on March 25, 26 and 27, 2025, between 9 a.m. and 5 p.m. in the Company's registered seat (ul. Czerska 8/10, 00-732 Warsaw).

A shareholder may request sending a free copy of the above-mentioned list of shareholders by e-mail, by providing the address to which the list should be sent. The request to send the list of shareholders should be submitted to the registered office of the Company, to the Management Board, or sent to the e-mail address: walne_zgromadzenie@agora.pl. The request should be in writing and signed by the shareholder or by the persons representing the shareholder; and:

- a) in respect of shareholders who are individuals – a copy of the shareholder's identification document should be enclosed (if the request is submitted in electronic form);
- b) in respect of shareholders who are legal persons and organizational entities without legal personality, who have legal capacity under the law – their entitlement to act on behalf of the entity should be confirmed by enclosing the current excerpt from the National Court Register or any other relevant register;
- c) in respect that a notification is sent by a proxy – the respective power of attorney signed by the shareholder should be enclosed (or an uninterrupted sequence of powers of attorney) and a copy of the identification document confirming the identity of the person signing the request should be enclosed with the documents specified in points a) or b), and if the proxy is not an individual – an excerpt from the relevant register confirming the authorization of the signatory to act on behalf of the proxy.

V. A shareholder's right to request that certain matters be included on the agenda of the General Meeting

A shareholder or shareholders representing at least 1/20 of the share capital of the Company may request that certain matters be included on the agenda of the General Meeting of the Company. The request should be notified to the Company's Management Board no later than 21 days before the date of the General Meeting, i.e. by March 7, 2025 (inclusive). The request should include a statement of grounds or a draft resolution pertaining to the proposed item on the agenda. The written request may be submitted to the Company's registered seat at ul. Czerska 8/10, 00-732 Warsaw, for the attention of the Management Board, or sent in electronic form to the following email address: walne_zgromadzenie@agora.pl.

The shareholder(s) should prove holding the respective number of shares as at the date of submitting

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the request by enclosing a deposit certificate(s) or a certificate of the eligibility to participate in the General Meeting; and:

- a) in respect of shareholders who are individuals – a copy of the shareholder's identification document should be enclosed (if the request is submitted in electronic form);
- b) in respect of shareholders who are legal persons and organizational entities without legal personality, who have legal capacity under the law – their entitlement to act on behalf of the entity should be confirmed by enclosing the current excerpt from the National Court Register or any other relevant register;
- c) in respect of a notification sent by a proxy – the respective power of attorney signed by the shareholder should be enclosed (or an uninterrupted sequence of powers of attorney) and a copy of the identification document confirming the identity of the person signing the request should be enclosed with the documents specified in points a) or b), and if the proxy is not an individual – an excerpt from the relevant register confirming the authorization of the signatory to act on behalf of the proxy.

VI. A shareholder's right to submit draft resolutions

A shareholder or shareholders who represent at least 1/20 of the share capital may, before the date of the General Meeting, i.e. until March 28, 2025, submit in writing draft resolutions relating to issues on the agenda of the General Meeting to the Company's registered seat at ul. Czerska 8/10, 00-732 Warsaw, for the attention of the Management Board, or send them in electronic form to the following email address: walne_zgromadzenie@agora.pl.

The shareholder(s) should demonstrate holding the respective number of shares as at the date of submitting the request, enclosing a deposit certificate(s) or a certificate of the right to participate in the General Meeting; and:

- a) in respect of shareholders who are individuals – a copy of the shareholder's identification document should be enclosed (if the request is submitted in electronic form);
- b) in respect of shareholders who are legal persons and organizational entities without legal personality, who have legal capacity under the law – their entitlement to act on behalf of the entity should be confirmed by enclosing the current excerpt from the National Court Register or any other relevant register;
- c) in respect of a notification sent by a proxy – the respective power of attorney signed by the shareholder should be enclosed (or an uninterrupted sequence of powers of attorney) and a copy of the identification document confirming the identity of the person signing the request should be enclosed with the documents specified in points a) or b), and if the proxy is not an individual – an excerpt from the relevant register confirming the authorization of the signatory to act on behalf of the proxy.

In addition, each shareholder eligible to participate in the General Meeting may – during the General Meeting – submit draft resolutions pertaining to issues on the agenda of the General Meeting.

In addition, each shareholder eligible to participate in the General Meeting may – during the General Meeting – submit draft resolutions pertaining to issues on the agenda of the General Meeting, however, due to the content of rule no. 4.8. Of the Code of Best Practice for Companies Listed on the Warsaw Stock Exchange 2021 to which the Company is subject as an issuer of shares listed on the Main Market of the Warsaw Stock Exchange, the Management Board of the Company requests the shareholders to submit the draft resolutions of the General Meeting to the matters included in the agenda of the General Meeting by shareholders no later than 3 days before the General Meeting. In the case of resolutions other than those of an orderly nature, the submitted drafts should contain a justification in order to facilitate voting on the resolutions by shareholders participating in the General Meeting with due diligence.

VII. Communication between the shareholders and the Company

Shareholders may contact the Company using email in the manner specified in this announcement.

The shareholders may communicate with Agora S.A. in electronic form using the email address: walne_zgromadzenie@agora.pl.

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A Shareholder who uses the option to communicate in electronic form bears the risk of such communication. The date of receipt of the documentation by the Company's server at the address provided above will be evidence of submitting the documentation in electronic form in the period required under the law.

A shareholder has to send a certified translation into Polish of any documents that have been originally prepared in a language other than Polish together with the documents sent by the shareholder in electronic form.

All documents sent by a shareholder to the Company and by the Company to a shareholder by email should be scanned into the PDF format.

In respect of documentation submitted by shareholders in writing to the Company's registered seat at ul. Czerska 8/10, 00-732 Warsaw, the date of their receipt by the Company will be deemed to be the date of inflow of the documents to the Company.

VIII. Admittance to participation in the General Meeting

Shareholders will be admitted to participate in the General Meeting after identifying themselves with an identity card, and proxies:

- a) if the power of attorney is in writing – after presenting:
 - i. an identity card (if the proxy is an individual) and an original or copy (certified as a true copy by a Notary or by another entity authorized to certify copies as true copies) of an excerpt from a register or another document confirming the authorization of an individual(s) to represent the proxy at the General Meeting (in respect of a proxy other than an individual); and
 - ii. the original power of attorney granted in writing or a copy certified as a true copy by a Notary or by another entity authorized to certify copies as true copies;
- b) in respect of a power of attorney granted in electronic form – after presenting: an identity card (if the plenipotentiary is an individual) and an original or copy (certified as a true copy by a Notary or by another entity authorized to certify copies as true copies) of an excerpt from a register or another document confirming the authorization of an individual(s) to represent the proxy at the General Meeting (in respect of a proxy other than an individual).

Representatives of legal persons or partnerships should additionally present originals or copies (certified as true copies by a Notary or by another entity authorized to certify copies as true copies) of current excerpts from respective registers listing the persons authorized to represent the said entities and originals or copies (certified as true copies by a Notary or by another entity authorized to certify copies as true copies) confirming the given individual's (individuals') authorization to represent a shareholder at the General Meeting (e.g. an uninterrupted series of powers of attorney).

The powers of attorney and the remaining required documents confirming a shareholder's or a shareholder's representative's eligibility to participate in the General Meeting will be added by the Company to the minutes register.

Please have your identity card with you on the date of the General Meeting in order to be allowed to participate in the General Meeting.

IX. Manner of exercising voting rights by proxy

A shareholder may attend the General Meeting and exercise his/her voting right in person or by proxy.

The power of attorney to vote shall be issued in writing or in electronic form.

Power of attorney forms are published on the Company's website at the address www.agora.pl, under the tab "Investor relations"/ "General Meeting of Shareholders".

Shareholders shall send information on granting powers of attorney in electronic form to the Company to the email address: walne_zgromadzenie@agora.pl no later than two business days before the date of the General Meeting (i.e. by March 26, 2025, 4 p.m.). A scan of the proxy form shall be enclosed with the information on granting proxy rights in electronic form, as well as:

- a) in respect of shareholders who are individuals – a copy of the shareholder's identification document;
- b) in respect of shareholders who are legal persons or partnerships – a confirmation of the authorization to act on behalf of that legal person or partnership in the form of a copy of the current excerpt from the relevant register or another document confirming the authorization of the individual(s) to represent the shareholder at the General Meeting (e.g. an uninterrupted sequence of powers of attorney).

In respect of granting further powers of attorney, the proxy holder should present an uninterrupted sequence of powers of attorney accompanied by documents confirming the authorization of the proxy to act on behalf of the previous proxies.

Agora S.A. will take appropriate measures to identify the shareholder and his/her proxy in order to verify the validity of the power of attorney granted in electronic form. The verification will consist in particular of a request for feedback by phone or email addressed to the shareholder or proxy to confirm the granting of the power of attorney and its scope. The Company wishes to emphasize that in such case failing to answer the questions asked during the verification shall be considered as lack of the possibility of verification of the granted power of attorney and shall constitute the basis for refusing to allow the proxy to participate in the General Meeting.

The rules described above concerning the manner of granting a power of attorney shall also apply to cancelling a power of attorney granted in electronic form.

X. Possibility of attendance and the manner of commenting during the General Meeting using means of electronic communication

The principles, and terms and conditions for participating in the General Meeting using means of electronic of communication are specified in the appendix to this announcement. Shareholders will have the possibility of commenting by sending text messages.

XI. Manner of exercising voting rights using mail or electronic means of communication

The Company does not stipulate exercising voting rights by mail.

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The manner of exercising voting rights using means of electronic communication is described in the appendix to this announcement – Rules for participating in General Meeting of Agora S.A. by means of electronic communication.

XII. Shareholders right to ask questions regarding matters included in the agenda of the General Meeting

Shareholders participating in the General Meeting have right to ask questions regarding matters included in the agenda of the General Meeting and participate in the discussion in accordance with the rules defined in the Rules for participating in General Meeting, available on the website of the Company.

XIII. Access to documentation

Persons entitled to participate in the General Meeting may obtain the full text of the documentation to be presented at the General Meeting and draft resolutions at the Company's registered seat at Czerska 8/10, 00-732 Warsaw, in the Office of the Management Board of the Company from the date of this announcement until March 27, 2025, between 9 a.m. and 5 p.m., or on the Company's website at the address: www.agora.pl, under the tab "Investor relations"/ "General Meeting of Shareholders".

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The Company will make available all information related to the General Meeting on the Company's website at the address www.agora.pl under the tab "Investor relations"/ "General Meeting of Shareholders".

XIV. Additional information

This announcement includes the information stipulated in the provisions of the Commercial Companies Code. The content of the announcement is without prejudice to specific regulations which may restrict shareholders from exercising their rights.

To open the General Meeting on time, registration of the shareholders will take place 45 minutes before the opening of the General Meeting.

The principles of convening and holding the General Meeting, appended to this announcement, specify in detail the rules of participation of the shareholders in the General Meeting using means of electronic communication.

Attached hereto, the Company provides the draft resolutions to be voted at the General Meeting.