

Resolution No. 7
of the Supervisory Board of Agora S.A. dated May 22, 2024
on approval of the “Report of the Supervisory Board of Agora S.A. on
the Remuneration of Members of the Supervisory
Board and the Management Board of Agora S.A. for 2023”

1. The Supervisory Board of Agora S.A., acting pursuant to Art. 90g of the Act of July 29, 2005 on Public Offering and the Conditions for Introducing Financial Instruments to the Organised Trading System and on Public Companies (Journal of Laws from 2021, item 1983, as amended) (hereinafter “the Act on Public Offering”), hereby approves the “Report of the Supervisory Board of Agora S.A. on the Remuneration of Members of the Supervisory Board and the Management Board of Agora S.A. for 2023” (“Report”). The Report constitutes Appendix No. 1 to this Resolution.
2. In connection with the assessment of the report on remuneration in the Company in 2023 by Grant Thornton Polska prosta spółka akcyjna with respect to including the information required by Art. 90g (1) – (5) and (8) of the Act on Public Offering therein, we hereby file a statement with the content as in Appendix No. 2 to this Resolution.
3. The Resolution shall come into effect upon being passed.

Supervisory Board: *As the person taking the Minutes of the Meeting of the Supervisory Board of Agora SA which took place on May 22, 2024, I hereby state that Resolution No. 7 dated May 22, 2024 was passed by the Supervisory Board*

Alicja Zembrzuska-Kuźmińska

05/22/2024

Appendix No. 2

STATEMENT OF THE SUPERVISORY BOARD

To: Grant Thornton Polska prosta spółka akcyjna; ul. Abpa Antoniego Baraniaka 88 E; 61-131 Poznań.

In connection with your assessment of the report on remuneration in the Company in 2023 with respect to including therein information required by Art. 90g Section (1) – (5) and (8) of the Act of July 29, 2005 on Public Offering and the Conditions for Introducing Financial Instruments to the Organised Trading System and on Public Companies (Journal of Laws from 2022, item 2554) (the Act on Public Offering) we hereby state that:

- we confirm our responsibility with regard to the report on remuneration, including for the completeness of the information included therein in respect of the requirements of the provisions of the law and for the internal control system in this area,
- the report on remuneration is complete in terms of the requirements of the law, i.e. it includes all the elements specified in Art. 90g Section (1) – (5) and (8) of the Act on Public Offering

Warsaw, May 22, 2024
adopted by a resolution of the Supervisory Board of Agora S.A. on May 22, 2024

and with respect to all Members of the Management Board and the Supervisory Board and their next of kin, and all the components of their remuneration;

- we have provided you with all the respective information and explanations, data and documents which you requested and which are necessary for you to complete the service.

Warsaw, May 22, 2024

adopted by a resolution of the Supervisory Board of Agora S.A. on May 22, 2024

Report of the Supervisory Board of Agora S.A. on the remuneration of the members of the Management Board of Agora S.A. and the Supervisory Board of Agora S.A. for 2023

The Report on the remuneration of the members of the Management Board and the Supervisory Board of Agora S.A. was prepared on the basis of Article 90g of the Act of 29 July 2005 on Public Offering and Conditions Governing the Introduction of Financial Instruments to Organized Trading and on Public Companies.

The principles of remuneration of the members of the Management Board and the Supervisory Board of Agora S.A. were defined in the Remuneration Policy for the Members of the Management Board and the Supervisory Board of Agora S.A., adopted by the resolution of the Annual General Meeting of 25 June 2020.

Information on employment of the Members of the Company's Management Board in 2023

Name	Type of legal relationship underlying the employment	Period for which the legal relationship underlying the employment was concluded	Notice period for termination of the legal relationship underlying the employment
Bartosz Hojka – President of the Company's Management Board in 2023	Employment contract	unlimited	6 months
Tomasz Grabowski – Member of the Company's Management Board in 2023	Employment contract	unlimited	6 months
Tomasz Jagiello – Member of the Company's Management Board in 2023	Employment contract	unlimited	6 months
Anna Kryńska-Godlewska – Member of the Company's Management Board in 2023	Employment contract	unlimited	6 months
Wojciech Bartkowiak – Member of the Company's Management Board in 2023	Employment contract	unlimited	6 months

Information on the members of the Company's Supervisory Board in 2023

Name	Basis for performing the function	Period for which a member of the Supervisory Board was appointed
Andrzej Szlęzak – Chairman of the Company's Supervisory Board in 2023	Appointment by resolution of the General Shareholders' Meeting of Agora S.A.	A joint three-year term of office from 21 June 2022 up until the date of the General Shareholders' Meeting of the Company approving the financial statements for 2025
Dariusz Formela – Member of the Company's Supervisory Board in 2023	Appointment by resolution of the General Shareholders' Meeting of Agora S.A.	A joint three-year term of office from 21 June 2022 up until the date of the General Shareholders' Meeting of the Company approving the financial statements for 2025
Tomasz Karusewicz – Member of the Company's Supervisory Board in 2023	Appointment by resolution of the General Shareholders' Meeting of Agora S.A.	A joint three-year term of office from 21 June 2022 up until the date of the General Shareholders' Meeting of the Company approving the financial statements for 2025
Tomasz Sielicki – Member of the Company's Supervisory Board in 2023	Appointment by resolution of the General Shareholders' Meeting of Agora S.A.	A joint three-year term of office from 21 June 2022 up until the date of the General Shareholders' Meeting of the Company approving the financial statements for 2025
Wanda Rapaczynski – Member of the Company's Supervisory Board in 2023	Appointment by resolution of the General Shareholders' Meeting of Agora S.A.	A joint three-year term of office from 21 June 2022 up until the date of the General Shareholders' Meeting of the Company approving the financial statements for 2025
Maciej Wiśniewski – Member of the Company's Supervisory Board in 2023	Appointment by resolution of the General Shareholders' Meeting of Agora S.A.	A joint three-year term of office from 21 June 2022 up until the date of the General Shareholders' Meeting of the Company approving the financial statements for 2025

Description of the elements of the Report common to all members of the Management Board of Agora S.A.

1. Specification of how Fixed Remuneration is consistent with the Remuneration Policy and how it contributes to the Company's long-term performance

Fixed remuneration is determined on the basis of market standards concerning the structure of remuneration of Management Board members of listed companies and supports the long-term development of the Agora Group by ensuring full commitment of the Management Board members to their functions in the Company and the Agora Group. The level of remuneration of the members of the Management Board and the Supervisory Board was sufficient to attract and maintain an appropriate level of motivation for persons with the highest competences, who are responsible for the efficient management of both the current and long-term activities of the Company and who have adequate knowledge, skills and experience to pursue the strategic objectives of the Company.

2. Level of achievement of the Objectives

- As at 31 December 2023, the Group recognized provisions for a potential bonus for the achievement of the EBITDA Objective and the Share Price Increase Objective in 2023 due to having attained the EBITDA result and having attained a share price authorizing payment of the variable part of remuneration (the Incentive Plan).
- The value of the variable part of remuneration was not directly linked to the achievement of the objectives related to corporate social responsibility (ESG). It is worth noting that in 2023 the Management Board adopted the first ESG Strategy of the Agora Group for 2023-2027 in its history, which sets out a concrete plan of actions for the pursuit of the sustainable development objectives in all business segments.

3. Information on changes in remuneration, the Company's results and average remuneration of the Company's employees who are not members of the Management Board or the Supervisory Board, over at least the last five financial years:

	Average monthly remuneration/ full-time equivalent* at Agora S.A.	Change (in %)	Average monthly remuneration/ full-time equivalent* at the Agora S.A. Group	Change (in %)
2018	7,098	1.6%	6,825	4.6%
2019	7,555	6.4%	7,401	8.4%
2020	7,601	0.6%	7,213	-2.5%
2021	8,336	9.7%	7,774	7.8%
2022	9,108	9.3%	8,602	10.7%
2023	9,365	2.8%	9,018	4.8%

**Starting from 2022, information on changes in remuneration has been provided on the basis of average monthly remuneration per full-time equivalent and not as was the case earlier, per employee.*

EBITDA in PLN million (under IFRS 16)	2018	2019	2020	2021	2022	2023
Agora S.A.	-46.8	-28.8	20.6	-2.7	-36.4	-46.7
Agora Group	98.4	190.2	89.2	124.4	139.3	229.1

4. Information on departures from the procedure for implementing the Remuneration Policy and on temporary discontinuation of implementing the Remuneration Policy

In 2023, the Company did not discontinue implementing the remuneration policy.

5. Value of cash or non-cash benefits provided to the closest family members, i.e. a spouse, ascendant, descendant, siblings, kin in the same line or to the same degree, an adopted person and his/her spouse, as well as a person living together with another person

No such benefits were provided.

6. Proportion of remuneration components

In 2023, no variable remuneration was paid. Fixed remuneration accounted for 100% of the total remuneration of the members of the Management Board of Agora S.A.

The Members of the Management Board were entitled to additional benefits in the form of the possibility to use a company car and a D&O insurance policy.

7. No incentive plans entitling the participants to acquire financial instruments were in place at the Company in 2023.

8. The remuneration policy does not provide for the possibility to demand refund of variable remuneration components.

9. Explanation of how the resolution giving an opinion on the previous remuneration report was included therein

Resolution No. 20 of the General Meeting of 26 June 2023 gave a positive opinion on the Report of the Supervisory Board on remuneration of the individual members of the Management Board and the Supervisory Board of Agora S.A. for 2022. The Report was adopted by a majority of votes at the General Meeting.

**MANAGEMENT BOARD OF AGORA S.A.
Remuneration of the Members of the Management Board¹**

<i>Bartosz Hojka - President of the Management Board of Agora S.A.</i>	
	2023
Total remuneration in a given year:	PLN 884,400, gross
- Fixed Remuneration	PLN 884,400, gross
- Variable remuneration broken down into individual elements	
Proportion of remuneration components	Fixed remuneration accounted for 100% of the total remuneration of the member of the Management Board of Agora S.A.

¹ The value of remuneration of the Members of the Management Board in the presented Report differs slightly in relation to the Company's financial statements for a given year. The difference results from the fact that the amount added to income for using a company car is not taken into account in this Report.

- Other components	<ul style="list-style-type: none"> - D&O insurance – <i>third party liability insurance of the members of the Company's governing bodies; it covers the members of the management board, the members of the supervisory board, the members of the audit committee, commercial proxies, as well as any persons employed in the Company who perform managerial or supervisory functions, including managers;</i> - a company car – additional revenue of PLN 400, gross, a month from using a company car for private purposes; - access to employee benefits on the same terms as all the employees of the Company.
Amount of remuneration from entities belonging to the same group	The President of the Management Board does not receive any remuneration from other entities belonging to the same group.
Tomasz Jagiełło - Member of the Management Board of Agora S.A.	
	2023
Total remuneration in a given year:	PLN 660,000, gross
- Fixed Remuneration	<p>PLN 264,000, gross for performing the function of a member of the Management Board of Agora S.A.</p> <p>PLN 396,000, gross for performing the function of a member of the Management Board of Helios S.A.</p>
- Variable remuneration broken down into individual elements	
Proportion of remuneration components	Fixed remuneration accounted for 100% of the total remuneration of the member of the Management Board of Agora S.A.
- Other components	<ul style="list-style-type: none"> - D&O insurance – <i>third party liability insurance of the members of the Company's governing bodies; it covers the members of the management board, the members of the supervisory board, the members of the audit committee, commercial proxies, as well as any persons employed in the Company who perform managerial or supervisory functions, including managers;</i> - a company car – additional revenue of PLN 400, gross, a month from using a company car for private purposes; - access to employee benefits on the same terms as all the employees of the Company.
Amount of remuneration from entities belonging to the same group	<p>Apart from performing the function of a member of the Management Board of Agora S.A., Tomasz Jagiełło is also the President of the Management Board of Helios S.A. His basic remuneration consists of remuneration for performing functions both on the Management Board of Agora S.A. and on the Management Board of Helios.</p> <p>The portion of the fixed remuneration for performing the function of the President of the Management Board of Helios S.A. amounts to PLN 396,000, gross, a year. Tomasz Jagiełło does not receive any remuneration from other entities belonging to the same group.</p>

Wojciech Bartkowiak - Member of the Management Board of Agora S.A.

	2023
Total remuneration in a given year:	PLN 660,000, gross
- Fixed Remuneration	PLN 660,000, gross
- Variable remuneration broken down into individual elements	
Proportion of remuneration components	Fixed remuneration accounted for 100% of the total remuneration of the member of the Management Board of Agora S.A.
- Other components	<ul style="list-style-type: none">- D&O insurance – <i>third party liability insurance of the members of the Company's governing bodies; it covers the members of the management board, the members of the supervisory board, the members of the audit committee, commercial proxies, as well as any persons employed in the Company who perform managerial or supervisory functions, including managers;</i>- a company car – additional revenue of PLN 400, gross, a month from using a company car for private purposes;- access to employee benefits on the same terms as all the employees of the Company.
Amount of remuneration from entities belonging to the same group	Mr. Wojciech Bartkowiak did not receive any remuneration from other entities belonging to the same group.

Anna Kryńska-Godlewska - Member of the Management Board of Agora S.A.

	2023
Total remuneration in a given year:	PLN 660,000, gross
- Fixed Remuneration	PLN 660,000, gross
- Variable remuneration broken down into individual elements	
Proportion of remuneration components	Fixed remuneration accounted for 100% of the total remuneration of the member of the Management Board of Agora S.A.
- Other components	<ul style="list-style-type: none">- D&O insurance – <i>third party liability insurance of the members of the Company's governing bodies; it covers the members of the management board, the members of the supervisory board, the members of the audit committee, commercial proxies, as well as any persons employed in the Company who perform managerial or supervisory functions, including managers;</i>- a company car – additional revenue of PLN 400, gross, a month from using a company car for private purposes;- access to employee benefits on the same terms as all the employees of the

	Company.
Amount of remuneration from entities belonging to the same group	Ms. Anna Kryńska-Godlewska did not receive any remuneration from other entities belonging to the same group.
<i>Tomasz Grabowski - Member of the Management Board of Agora S.A.</i>	
	2023
Total remuneration in a given year:	PLN 792,000, gross
- Fixed Remuneration	PLN 792,000, gross
- Variable remuneration broken down into individual elements	
Proportion of remuneration components	Fixed remuneration accounted for 100% of the total remuneration of the member of the Management Board of Agora S.A.
- Other components	<ul style="list-style-type: none"> - D&O insurance – <i>third party liability insurance of the members of the Company's governing bodies; it covers the members of the management board, the members of the supervisory board, the members of the audit committee, commercial proxies, as well as any persons employed in the Company who perform managerial or supervisory functions, including managers;</i> - a company car – additional revenue of PLN 400, gross, a month from using a company car for private purposes; - access to employee benefits on the same terms as all the employees of the Company.
Amount of remuneration from entities belonging to the same group	Mr. Tomasz Grabowski did not receive any remuneration from other entities belonging to the same group.

SUPERVISORY BOARD OF AGORA S.A.

The Members of the Supervisory Board receive fixed remuneration and do not receive any variable remuneration.

<i>Andrzej Szlęzak – Chairman of the Supervisory Board of Agora S.A.</i>	
	2023
Total remuneration in a given year:	PLN 144,000, gross
- Fixed Remuneration	PLN 144,000, gross

- Other components	D&O insurance – <i>third party liability insurance of the members of the Company's governing bodies; it covers the members of the management board, the members of the supervisory board, the members of the audit committee, commercial proxies, as well as any persons employed in the Company who perform managerial or supervisory functions, including managers</i>
Amount of remuneration from entities belonging to the same group	Mr. Andrzej Szlęzak did not receive any remuneration from other entities belonging to the same group.
Wanda Rapaczynski – Member of the Supervisory Board of Agora S.A.	
	2023
Total remuneration in a given year:	PLN 96,000, gross
- Fixed Remuneration	PLN 96,000, gross
- Other components	D&O insurance – <i>third party liability insurance of the members of the Company's governing bodies; it covers the members of the management board, the members of the supervisory board, the members of the audit committee, commercial proxies, as well as any persons employed in the Company who perform managerial or supervisory functions, including managers</i>
Amount of remuneration from entities belonging to the same group	Ms. Wanda Rapaczynski did not receive any remuneration from other entities belonging to the same group.
Dariusz Formela – Member of the Supervisory Board of Agora S.A.	
	2023
Total remuneration in a given year:	PLN 96,000, gross
- Fixed Remuneration	PLN 96,000, gross
- Other components	D&O insurance – <i>third party liability insurance of the members of the Company's governing bodies; it covers the members of the management board, the members of the supervisory board, the members of the audit committee, commercial proxies, as well as any persons employed in the Company who perform managerial or supervisory functions, including managers</i>
Amount of remuneration from entities belonging to the same group	Mr. Dariusz Formela did not receive any remuneration from other entities belonging to the same group.

Tomasz Sielicki – Member of the Supervisory Board of Agora S.A.

	2023
Total remuneration in a given year:	PLN 96,000, gross
- Fixed Remuneration	PLN 96,000, gross
- Other components	<i>D&O insurance – third party liability insurance of the members of the Company's governing bodies; it covers the members of the management board, the members of the supervisory board, the members of the audit committee, commercial proxies, as well as any persons employed in the Company who perform managerial or supervisory functions, including managers</i>
Amount of remuneration from entities belonging to the same group	Mr. Tomasz Sielicki did not receive any remuneration from other entities belonging to the same group.

Maciej Wiśniewski – Member of the Supervisory Board of Agora S.A.

	2023
Total remuneration in a given year:	PLN 96,000, gross
- Fixed Remuneration	PLN 96,000, gross
- Other components	<i>D&O insurance – third party liability insurance of the members of the Company's governing bodies; it covers the members of the management board, the members of the supervisory board, the members of the audit committee, commercial proxies, as well as any persons employed in the Company who perform managerial or supervisory functions, including managers</i>
Amount of remuneration from entities belonging to the same group	Mr. Maciej Wiśniewski did not receive any remuneration from other entities belonging to the same group.

Tomasz Karusewicz – Member of the Supervisory Board of Agora S.A.

	2023
Total remuneration in a given year:	PLN 96,000, gross
- Fixed Remuneration	PLN 96,000, gross

- Other components	D&O insurance – <i>third party liability insurance of the members of the Company's governing bodies; it covers the members of the management board, the members of the supervisory board, the members of the audit committee, commercial proxies, as well as any persons employed in the Company who perform managerial or supervisory functions, including managers</i>
Amount of remuneration from entities belonging to the same group	Mr. Tomasz Karusewicz did not receive any remuneration from other entities belonging to the same group.

The remuneration paid to the members of the Management Board and the Supervisory Board was in line with the adopted remuneration policy and supported the achievement of the Company's long-term objectives. The level of the remuneration corresponded to market conditions and ensured the stability of the management executives and access to appropriate competences.

In the opinion of the Supervisory Board, the remuneration paid to the members of the Management Board contributed to the achievement of the Group's long-term business objectives.