Draft resolutions which will be voted at the Extraordinary General Meeting of Shareholders on October 15, 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 October 15, 2026, at 11:00 a.m. in the Company's seat at ul. Czerska 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. [...]

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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. [...]

regarding the approval of the Company voting at the shareholders' meetings of Wyborcza sp. z o.o. with its registered office in Warsaw and Gazeta.pl sp. z o.o. with its registered office in Warsaw in favour of resolutions concerning the merger of such companies

§ 1

1. Pursuant to § 13 section 3(b) of the Company's Statutes, the Extraordinary General Meeting of the Company hereby consents to the Company casting votes at the shareholders' meetings of Wyborcza sp. z o.o. with its registered office in Warsaw and Gazeta.pl sp. z o.o. with its registered office in Warsaw (the "Subsidiaries") in favour of resolutions concerning the merger of the Subsidiaries pursuant to Article 492 § 1 item 1 of the Polish Commercial Companies Code (the "CCC"), i.e. by way of the transfer of all assets and liabilities of Gazeta.pl sp. z o.o., as the company being acquired, to Wyborcza sp. z o.o., as the acquiring company (merger by acquisition).

2. The merger referred to in section 1 above may be carried out under the simplified procedure, without the allotment of shares in the acquiring company, as provided for in Article 516 § 6^1 of the CCC.

§ 2

This Resolution shall enter into force upon its adoption."

Justification of the draft resolutions No. […]

Pursuant to § 13 section 3(b) of the Company's Statutes, the Company is required to obtain the consent of the General Meeting for the Company to vote, at meetings of shareholders or general meetings of the subsidiaries referred to in § 13 section 3(a) (1)–(7) of the Company's Statutes, in favour of resolutions concerning the disposal of the enterprises of such subsidiaries.

As part of the merger process referred to in the Resolution, all assets of Gazeta.pl sp. z o.o., constituting its enterprise, will be transferred to Wyborcza sp. z o.o. Both companies are entities referred to in § 13.3(a)(1)–(7) of the Company's Statutes.

The contemplated merger forms part of the implementation of Agora Group's digital business integration strategy, which provides for the further simplification of its organisational structure and the consolidation, within a single entity, of the business activities currently conducted by Wyborcza sp. z o.o. and Gazeta.pl sp. z o.o.

The merger is intended, in particular, to:

- *simplify the corporate and organisational structure;*
- *reduce the duplication of functions and processes currently performed by both entities;*
- *increase operational efficiency and reduce administrative costs;*
- *streamline management, technology, sales and settlement processes; and*
- *support the development of Agora Group's integrated digital, subscription and advertising offering.*

In addition, the merger will enhance the transparency of the organisational and reporting structure, simplify settlements between teams and eliminate certain costs arising from the operation of two separate companies conducting complementary business activities.

"Resolution No. [...]

on the merger of Agora S.A. with Agora TC sp. z o.o.

Pursuant to Article 492 § 1 item 1 and Article 506 of the Commercial Companies Code (the "CCC"), § 15 section 2(a) of the Statutes of Agora S.A., in conjunction with the second sentence of Article 516 § 1 of the CCC, having reviewed the Merger Plan for the merger of Agora Spółka Akcyjna, as the acquiring company, with Agora TC spółka z ograniczoną odpowiedzialnością, as the acquired company, dated 7 September 2026, together with the appendices thereto (the "Merger Plan"), which was published on the website of Agora S.A. (www.agora.pl) on 7 September 2026 and in Court and Commercial Gazette No. 177(7582) on 11 September 2026, the Extraordinary General Meeting of Agora S.A. hereby resolves as follows:

1. The General Meeting hereby resolves to merge Agora S.A. (the "Acquiring Company") with Agora TC sp. z o.o., with its registered office in Warsaw (00-732), at ul. Czerska 8/10, 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 Commercial Division of the National Court Register, under KRS number 0000105451, tax identification number (NIP) 8992445228, with a share capital of PLN 50,000 (the "Acquired Company"), by transferring all assets and liabilities of the Acquired Company to the Acquiring Company, pursuant to Article 492 § 1 item 1 of the CCC.

2. The General Meeting hereby approves the Merger Plan, attached as Appendix No. 1 to this Resolution, agreed between the Acquiring Company and the Acquired Company on 7 September 2026, and approves the merger on the terms and conditions set out therein.
3. Given that the Acquiring Company holds 100% of the shares in the share capital of the Acquired Company, the merger of the Acquiring Company with the Acquired Company shall be effected without an increase in the share capital of the Acquiring Company and without any amendments to the Statutes of the Acquiring Company.
4. The Management Board of the Acquiring Company is hereby authorised to perform all legal and factual acts in connection with the procedure for the merger of the Acquiring Company with the Acquired Company.
5. This Resolution shall enter into force upon its adoption; however, the legal effects of the merger shall arise as of the date on which the merger is registered by the competent registry court."

Justification of the draft resolutions No. […]

The essence of the contemplated Merger is the acquisition by Agora S.A. of Agora TC sp. z o.o., whose business activities are primarily limited to the provision of fixed-line and wireless telecommunications services to the Acquiring Company and its affiliated companies. The Merger will be carried out for valid economic reasons and is intended to simplify and streamline the structure of the Agora S.A. Capital Group and to reduce its operating costs by consolidating all back-office services within the parent company, i.e. Agora S.A.

"Resolution No. [...]

on the adoption of the "Gender Equality Policy of Agora S.A."

Pursuant to Article 90gd(1) of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies, the General Meeting hereby adopts the "Gender Equality Policy of Agora S.A." in the form set out in the appendix to this Resolution.

Justification of the draft resolutions No. […]

The adoption of Resolution No. […] by the General Meeting is justified by the need to fulfil the obligations arising from Directive (EU) 2022/2381 of the European Parliament and of the Council (the so-called "Women on Boards Directive") and Chapter 4aa of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies.