

*Draft resolution to item No. 4 of the agenda of the Extraordinary General Meeting of Agora S.A. convened for March 1, 2023*

**“Resolution No. [...]”  
of the Extraordinary General Meeting  
of Agora S.A.  
of ...  
on granting consent to the disposal of an organized part of the enterprise to a subsidiary of the  
Company dedicated to operate Agora Publishing House**

Pursuant to art. 393.3) of the Commercial Companies Code, it is resolved as follows:

**§ 1**

1. The General Meeting hereby resolves to grant consent to the disposal of an organized part of the enterprise consisting of a set of tangible and intangible assets intended for operation of Agora Publishing House (“ZCP”) for the benefit of a capital company in which the Company is entitled, directly or indirectly, to 100% of the share capital at the time of disposal of the ZCP (the "Subsidiary"), in exchange for shares in the Subsidiary.
2. ZCP comprises of all tangible and intangible assets (including workplace within the meaning of Article 23<sup>1</sup> of the Labor Code, as well as the rights and obligations under contracts with individuals providing services for the benefit of ZCP) intended to carry out activities, in particular:
  - 1) in the field of publishing and selling books (including in the form of audiobooks and e-books), conducted under the business designation „Wydawnictwo Agora” or „Ale!”;
  - 2) in the production and publishing of music and audiovisual recordings of music and concerts, conducted under the business designation „Agora Muzyka”;
  - 3) in the direct distribution of music to Polish and global digital stores and the operation of a network on YouTube, which offers a comprehensive channel service for artists and labels, as well as access to Content ID technology, carried out under the business designation „Agora Digital Music”;
  - 4) [publio.pl](http://publio.pl) online bookstore, and
  - 5) [kulturalnysklep.pl](http://kulturalnysklep.pl) online bookstore.

**§ 2**

The General Meeting hereby authorizes the Management Board of the Company to take all actions necessary to dispose of the ZCP within the meaning and on the terms described in this resolution, in particular to:

- 1) determine a detailed catalog of tangible and intangible assets of the ZCP and liabilities to be assumed by the Subsidiary;
- 2) determine the value of the ZCP as an in-kind contribution made by the Company to the Subsidiary (including liabilities);
- 3) determine the number and nominal value of shares to be acquired by the Company in the Subsidiary in exchange for a contribution in kind in the form of the ZCP;
- 4) take steps to obtain, where required, the consent of the contractors to transfer to the Subsidiary the rights or obligations arising from the agreements related to the operation of the ZCP;
- 5) to take such other factual and legal actions as may be necessary to carry out this resolution, including to conclude appropriate agreements related to the contribution of the ZCP to the Subsidiary in exchange for the newly created shares.

### § 3

The General Meeting hereby determines that the disposal of the ZCP to the Subsidiary (i.e. the conclusion of a contribution-in-kind agreement) should take place no later than 18 months from the date of adoption of this resolution and upon fulfillment of the following conditions:

- 1) Articles of Association or Statutes of the Subsidiary shall provide for:
  - a) Restriction of the disposal of shares of the Subsidiary through the obligation to gain consent of the general meeting of the Subsidiary and the General Meeting of Agora S.A. for the disposal of part or all shares in the share capital of the Subsidiary, and
  - b) Obligation to gain consent of the general meeting of the Subsidiary and the General Meeting of Agora S.A. for the disposal of the enterprise or an organized part of the enterprise of the Subsidiary expressed in the resolution of the general meeting,
  - c) Obligation to gain consent of the General Meeting of Agora S.A. for the disposal by the Subsidiary of the enterprise or an organized part of the enterprise of the Subsidiary expressed in the resolution of the General Meeting of Agora S.A.,
  - d) Amendment to the Articles of Association or Statutes of the Subsidiary to the extent as indicated in letter a), b) or c) above shall require consent of the General Meeting of Agora S.A.
- 2) Statutes of Agora S.A. shall provide that:
  - a) The consent of the General Meeting of Agora S.A. is required for the disposal of part or all shares of the Subsidiary, and
  - b) Voting “for” by the Management Board of Agora S.A. at the general meeting of the Subsidiary on resolutions concerning the disposal of the enterprise or an organized part of the enterprise of the Subsidiary, shall require consent of the General Meeting of Agora S.A.”.

*Draft resolution to item No. 5 of the agenda of the Extraordinary General Meeting of Agora S.A. convened for March 1, 2023*

**“Resolution No. [...] of the Extraordinary General Meeting of Agora S.A. of ...**

**on granting consent to the disposal of an organized part of the enterprise to a subsidiary of the Company dedicated to maintenance of gazeta.pl web portal**

Pursuant to art. 393.3) of the Commercial Companies Code, it is resolved as follows:

### § 1

1. The General Meeting hereby resolves to grant consent to the disposal of an organized part of the enterprise consisting of a set of tangible and intangible assets intended for maintenance of gazeta.pl web portal (“ZCP”) for the benefit of a capital company in which the Company is entitled, directly or indirectly, to 100% of the share capital at the time of disposal of the ZCP (the "Subsidiary"), in exchange for shares in the Subsidiary.
2. ZCP comprises of all tangible and intangible assets (including workplace within the meaning of Article 23<sup>1</sup> of the Labor Code, as well as the rights and obligations under contracts with individuals providing services for the benefit of ZCP) intended to carry out activities consisting of, in particular, maintenance of:
  - 1) Internet portals of informational and journalistic nature, i.a.: gazeta.pl, wiadomości.gazeta.pl, next.gazeta.pl;
  - 2) Internet portals of lifestyle nature, i.a.: Weekend.Gazeta.pl, Kobieta.Gazeta.pl, Zdrowie.Gazeta.pl; Podroze.Gazeta.pl together with mobile apps;

- 3) Internet portals of entertainment nature, i.a.: sport.pl, moto.pl and plotek.pl;
- 4) forum.gazeta.pl internet forum;
- 5) services provided to consumers available on the above-mentioned portals, in particular, the service of maintaining an e-mail account on gazeta.pl website and maintaining user profiles on these portals;
- 6) archive of editorial content of the above-mentioned portals.

## § 2

The General Meeting hereby authorizes the Management Board of the Company to take all actions necessary to dispose of the ZCP within the meaning and on the terms described in this resolution, in particular to:

- 1) determine a detailed catalog of tangible and intangible assets of the ZCP and liabilities to be assumed by the Subsidiary;
- 2) determine the value of the ZCP as an in-kind contribution made by the Company to the Subsidiary (including liabilities);
- 3) determine the number and nominal value of shares to be acquired by the Company in the Subsidiary in exchange for a contribution in kind in the form of the ZCP;
- 4) take steps to obtain, where required, the consent of the contractors to transfer to the Subsidiary the rights or obligations arising from the agreements related to the operation of the ZCP;
- 5) to take such other factual and legal actions as may be necessary to carry out this resolution, including to conclude appropriate agreements related to the contribution of the ZCP to the Subsidiary in exchange for the newly created shares.

## § 3

The General Meeting hereby determines that the disposal of the ZCP to the Subsidiary (i.e. the conclusion of a contribution-in-kind agreement) should take place no later than 18 months from the date of adoption of this resolution and upon fulfillment of the following conditions:

- 3) Articles of Association or Statutes of the Subsidiary shall provide for:
  - e) Restriction of the disposal of shares of the Subsidiary through the obligation to gain consent of the general meeting of the Subsidiary and the General Meeting of Agora S.A. for the disposal of part or all shares in the share capital of the Subsidiary, and
  - f) Obligation to gain consent of the general meeting of the Subsidiary and the General Meeting of Agora S.A. for the disposal of the enterprise or an organized part of the enterprise of the Subsidiary expressed in the resolution of the general meeting,
  - g) Obligation to gain consent of the General Meeting of Agora S.A. for the disposal by the Subsidiary of the enterprise or an organized part of the enterprise of the Subsidiary expressed in the resolution of the General Meeting of Agora S.A.,
  - h) Amendment to the Articles of Association or Statutes of the Subsidiary to the extent as indicated in letter a), b) or c) above shall require consent of the General Meeting of Agora S.A.
- 4) Statutes of Agora S.A. shall provide that:
  - c) The consent of the General Meeting of Agora S.A. is required for the disposal of part or all shares of the Subsidiary, and

Voting “for” by the Management Board of Agora S.A. at the general meeting of the Subsidiary on resolutions concerning the disposal of the enterprise or an organized part of the enterprise of the Subsidiary, shall require consent of the General Meeting of Agora S.A.”.

***Draft resolution to item No. 6 of the agenda of the Extraordinary General Meeting of Agora S.A. convened for March 1, 2023***

**“Resolution No. [...]**

**of the Extraordinary General Meeting  
of Agora S.A.  
of ...  
on granting consent to the disposal of an organized part of the enterprise to a subsidiary of the  
Company dedicated to operations of Gazeta Wyborcza**

Pursuant to art. 393.3) of the Commercial Companies Code, it is resolved as follows:

**§ 1**

1. The General Meeting hereby resolves to grant consent to the disposal of an organized part of the enterprise consisting of a set of tangible and intangible assets intended for conducting the business of Gazeta Wyborcza ("ZCP") for the benefit of a capital company in which the Company is entitled, directly or indirectly, to 100% of the share capital at the time of disposal of the ZCP (the "Subsidiary"), in exchange for shares in the Subsidiary.
2. ZCP comprises of all tangible and intangible assets (including workplace within the meaning of Article 23<sup>1</sup> of the Labor Code, as well as the rights and obligations under contracts with individuals providing services for the benefit of ZCP) intended to carry out activities, in particular:
  - 1) on issuing a daily newspaper Gazeta Wyborcza;
  - 2) of printing and other printing-related services;
  - 3) of internet portals, i.a. wyborcza.pl, wyborcza.biz, odeszli.pl and komunikaty.pl together with mobile apps;
  - 4) on issuing a monthly magazine „Książki. Magazyn do czytania”;
  - 5) on issuing a monthly magazine „Wysokie Obcasy Ekstra”;
  - 6) of internet portals connected with the above-mentioned publications, i.a. wysokieobcasy.pl;
  - 7) services of services provided to consumers available on the above-mentioned portals, in particular, maintaining a subscription service account and maintaining user profiles on the above-mentioned portals and services;
  - 8) archive of editorial materials of the above-mentioned publications;
  - 9) wyborcza.pl photo agency;
  - 10) organization of festivals, i.a. Olsztyn Green Festival, CoJestGrane, Rzeszów Festival.

**§ 2**

The General Meeting hereby authorizes the Management Board of the Company to take all actions necessary to dispose of the ZCP within the meaning and on the terms described in this resolution, in particular to:

- 1) determine a detailed catalog of tangible and intangible assets of the ZCP and liabilities to be assumed by the Subsidiary;
- 2) determine the value of the ZCP as an in-kind contribution made by the Company to the Subsidiary (including liabilities);
- 3) determine the number and nominal value of shares to be acquired by the Company in the Subsidiary in exchange for a contribution in kind in the form of the ZCP;
- 4) take steps to obtain, where required, the consent of the contractors to transfer to the Subsidiary the rights or obligations arising from the agreements related to the operation of the ZCP;
- 5) to take such other factual and legal actions as may be necessary to carry out this resolution, including to conclude appropriate agreements related to the contribution of the ZCP to the Subsidiary in exchange for the newly created shares.

### § 3

The General Meeting hereby determines that the disposal of the ZCP to the Subsidiary (i.e. the conclusion of a contribution-in-kind agreement) should take place no later than 18 months from the date of adoption of this resolution and upon fulfillment of the following conditions:

- 5) Articles of Association or Statutes of the Subsidiary shall provide for:
  - i) Restriction of the disposal of shares of the Subsidiary through the obligation to gain consent of the general meeting of the Subsidiary and the General Meeting of Agora S.A. for the disposal of part or all shares in the share capital of the Subsidiary, and
  - j) Obligation to gain consent of the general meeting of the Subsidiary and the General Meeting of Agora S.A. for the disposal of the enterprise or an organized part of the enterprise of the Subsidiary expressed in the resolution of the general meeting,
  - k) Obligation to gain consent of the General Meeting of Agora S.A. for the disposal by the Subsidiary of the enterprise or an organized part of the enterprise of the Subsidiary expressed in the resolution of the General Meeting of Agora S.A.,
  - l) Amendment to the Articles of Association or Statutes of the Subsidiary to the extent as indicated in letter a), b) or c) above shall require consent of the General Meeting of Agora S.A.
- 6) Statutes of Agora S.A. shall provide that:
  - d) The consent of the General Meeting of Agora S.A. is required for the disposal of part or all shares of the Subsidiary, and

Voting “for” by the Management Board of Agora S.A. at the general meeting of the Subsidiary on resolutions concerning the disposal of the enterprise or an organized part of the enterprise of the Subsidiary, shall require consent of the General Meeting of Agora S.A.”.

*Draft resolution to item No. 7 of the agenda of the Extraordinary General Meeting of Agora S.A. convened for March 1, 2023*

**“Resolution No. [...] of the Extraordinary General Meeting of Agora S.A. of ...**

**on granting consent to the disposal of an organized part of the enterprise to a subsidiary of the Company dedicated to running IT services for the Company and companies from Agora capital group**

Pursuant to art. 393.3) of the Commercial Companies Code, it is resolved as follows:

### § 1

1. The General Meeting hereby resolves to grant consent to the disposal of an organized part of the enterprise consisting of a set of tangible and intangible assets intended for running IT services for the Company and companies from the Agora capital group in the areas of management of human resources (“ZCP”) for the benefit of a capital company in which the Company is entitled, directly or indirectly, to 100% of the share capital at the time of disposal of the ZCP (the "Subsidiary"), in exchange for shares in the Subsidiary.
2. ZCP comprises of all tangible and intangible assets (including workplace within the meaning of Article 23<sup>1</sup> of the Labor Code, as well as the rights and obligations under contracts with individuals providing services for the benefit of ZCP) intended to carry out activities consisting, in particular, of:
  - 1) provide ongoing support for users of software and IT infrastructure of the Company and companies from the Agora capital group;

- 2) provide maintenance and development of software and IT infrastructure at the Company and companies from the Agora capital group, including usage of subcontractors;
- 3) Acquiring or advising on the acquisition of software licenses and IT infrastructure used at the Company and companies from the Agora capital group.

## § 2

The General Meeting hereby authorizes the Management Board of the Company to take all actions necessary to dispose of the ZCP within the meaning and on the terms described in this resolution, in particular to:

- 1) determine a detailed catalog of tangible and intangible assets of the ZCP and liabilities to be assumed by the Subsidiary;
- 2) determine the value of the ZCP as an in-kind contribution made by the Company to the Subsidiary (including liabilities);
- 3) determine the number and nominal value of shares to be acquired by the Company in the Subsidiary in exchange for a contribution in kind in the form of the ZCP;
- 4) take steps to obtain, where required, the consent of the contractors to transfer to the Subsidiary the rights or obligations arising from the agreements related to the operation of the ZCP;
- 5) to take such other factual and legal actions as may be necessary to carry out this resolution, including to conclude appropriate agreements related to the contribution of the ZCP to the Subsidiary in exchange for the newly created shares.

## § 3

The General Meeting hereby determines that the disposal of the ZCP to the Subsidiary (i.e. the conclusion of a contribution-in-kind agreement) should take place no later than 18 months from the date of adoption of this resolution and upon fulfillment of the following conditions:

- 7) Articles of Association or Statutes of the Subsidiary shall provide for:
  - m) Restriction of the disposal of shares of the Subsidiary through the obligation to gain consent of the general meeting of the Subsidiary and the General Meeting of Agora S.A. for the disposal of part or all shares in the share capital of the Subsidiary, and
  - n) Obligation to gain consent of the general meeting of the Subsidiary and the General Meeting of Agora S.A. for the disposal of the enterprise or an organized part of the enterprise of the Subsidiary expressed in the resolution of the general meeting,
  - o) Obligation to gain consent of the General Meeting of Agora S.A. for the disposal by the Subsidiary of the enterprise or an organized part of the enterprise of the Subsidiary expressed in the resolution of the General Meeting of Agora S.A.,
  - p) Amendment to the Articles of Association or Statutes of the Subsidiary to the extent as indicated in letter a), b) or c) above shall require consent of the General Meeting of Agora S.A.
- 8) Statutes of Agora S.A. shall provide that:
  - e) The consent of the General Meeting of Agora S.A. is required for the disposal of part or all shares of the Subsidiary, and

Voting “for” by the Management Board of Agora S.A. at the general meeting of the Subsidiary on resolutions concerning the disposal of the enterprise or an organized part of the enterprise of the Subsidiary, shall require consent of the General Meeting of Agora S.A.”.

*Draft resolution to item No. 8 of the agenda of the Extraordinary General Meeting of Agora S.A. convened for March 1, 2023*

**“Resolution No. [...]**  
**of the Extraordinary General Meeting**  
**of Agora S.A.**  
**of ...**

**on granting consent to the disposal of an organized part of the enterprise to a subsidiary of the Company dedicated to carry out the support in the field of employee, social and social insurance matters for the Company and companies from Agora capital group**

Pursuant to art. 393.3) of the Commercial Companies Code, it is resolved as follows:

**§ 1**

1. The General Meeting hereby resolves to grant consent to the disposal of an organized part of the enterprise consisting of a set of tangible and intangible assets intended for provision of support to the Company and companies from the Agora capital group in the areas of management of human resources ("ZCP") for the benefit of a capital company in which the Company is entitled, directly or indirectly, to 100% of the share capital at the time of disposal of the ZCP (the "Subsidiary"), in exchange for shares in the Subsidiary.
2. ZCP comprises of all tangible and intangible assets (including workplace within the meaning of Article 23<sup>1</sup> of the Labor Code, as well as the rights and obligations under contracts with individuals providing services for the benefit of ZCP) intended to carry out activities consisting, in particular, of:
  - 1) personnel and payroll services for employees, contractors and other individuals performing work or providing services to the Company AGORA S.A. and companies from the Agora capital group;
  - 2) maintenance of employee records of employees of the Company and companies from the Agora capital group;
  - 3) conduct matters related to social activities of the Company and companies from the Agora capital group, including matters related to the company's social benefits fund;
  - 4) conduct matters related to the recruitment of employees, contractors and other individuals who perform work or provide services to the Company and companies from the Agora capital group;
  - 5) conduct the Company's and companies' from the Agora capital group services in developing the skills of employees.

**§ 2**

The General Meeting hereby authorizes the Management Board of the Company to take all actions necessary to dispose of the ZCP within the meaning and on the terms described in this resolution, in particular to:

- 1) determine a detailed catalog of tangible and intangible assets of the ZCP and liabilities to be assumed by the Subsidiary;
- 2) determine the value of the ZCP as an in-kind contribution made by the Company to the Subsidiary (including liabilities);
- 3) determine the number and nominal value of shares to be acquired by the Company in the Subsidiary in exchange for a contribution in kind in the form of the ZCP;
- 4) take steps to obtain, where required, the consent of the contractors to transfer to the Subsidiary the rights or obligations arising from the agreements related to the operation of the ZCP;
- 5) to take such other factual and legal actions as may be necessary to carry out this resolution, including to conclude appropriate agreements related to the contribution of the ZCP to the Subsidiary in exchange for the newly created shares.

**§ 3**

The General Meeting hereby determines that the disposal of the ZCP to the Subsidiary (i.e. the conclusion of a contribution-in-kind agreement) should take place no later than 18 months from the date of adoption of this resolution and upon fulfillment of the following conditions:

- 9) Articles of Association or Statutes of the Subsidiary shall provide for:

- q) Restriction of the disposal of shares of the Subsidiary through the obligation to gain consent of the general meeting of the Subsidiary and the General Meeting of Agora S.A. for the disposal of part or all shares in the share capital of the Subsidiary, and
  - r) Obligation to gain consent of the general meeting of the Subsidiary and the General Meeting of Agora S.A. for the disposal of the enterprise or an organized part of the enterprise of the Subsidiary expressed in the resolution of the general meeting,
  - s) Obligation to gain consent of the General Meeting of Agora S.A. for the disposal by the Subsidiary of the enterprise or an organized part of the enterprise of the Subsidiary expressed in the resolution of the General Meeting of Agora S.A.,
  - t) Amendment to the Articles of Association or Statutes of the Subsidiary to the extent as indicated in letter a), b) or c) above shall require consent of the General Meeting of Agora S.A.
- 10) Statutes of Agora S.A. shall provide that:
- f) The consent of the General Meeting of Agora S.A. is required for the disposal of part or all shares of the Subsidiary, and
- Voting “for” by the Management Board of Agora S.A. at the general meeting of the Subsidiary on resolutions concerning the disposal of the enterprise or an organized part of the enterprise of the Subsidiary, shall require consent of the General Meeting of Agora S.A.”.

***Draft resolution to item No. 9 of the agenda of the Extraordinary General Meeting of Agora S.A. convened for March 1, 2023***

**“Resolution No. [...] of the Extraordinary General Meeting of Agora S.A. of ...**

**on granting consent to the disposal of an organized part of the enterprise to a subsidiary of the Company dedicated to conducting accounting, bookkeeping, finance and taxation activities, as well as management and financial reporting**

Pursuant to art. 393.3) of the Commercial Companies Code, it is resolved as follows:

**§ 1**

1. The General Meeting hereby resolves to grant consent to the disposal of an organized part of the enterprise consisting of a set of tangible and intangible assets intended for provision of support to the Company and companies from the Agora capital group in the areas of accounting, bookkeeping, finance and taxation, and management and financial reporting (“ZCP”) for the benefit of a capital company in which the Company is entitled, directly or indirectly, to 100% of the share capital at the time of disposal of the ZCP (the "Subsidiary"), in exchange for shares in the Subsidiary.
2. ZCP comprises of all tangible and intangible assets (including workplace within the meaning of Article 23<sup>1</sup> of the Labor Code, as well as the rights and obligations under contracts with individuals providing services for the benefit of ZCP) intended to carry out activities consisting, in particular, of:
  - 1) accounting and bookkeeping services of the Company and companies from the Agora capital group;
  - 1) tax service, in particular, the correct calculation of taxes, preparation of returns and payment of public receivables to the Company and companies from the Agora capital group;
  - 2) preparation of information and reports internally as well as required by law for the purposes of the Company and companies from the Agora capital group;
  - 3) controlling services of the Company and companies from the Agora capital group;

- 4) banking services and liquidity management of the Company and companies from the Agora capital group;
- 5) debt collection services of the Company and companies from the Agora capital group

## § 2

The General Meeting hereby authorizes the Management Board of the Company to take all actions necessary to dispose of the ZCP within the meaning and on the terms described in this resolution, in particular to:

- 1) determine a detailed catalog of tangible and intangible assets of the ZCP and liabilities to be assumed by the Subsidiary;
- 2) determine the value of the ZCP as an in-kind contribution made by the Company to the Subsidiary (including liabilities);
- 3) determine the number and nominal value of shares to be acquired by the Company in the Subsidiary in exchange for a contribution in kind in the form of the ZCP;
- 4) take steps to obtain, where required, the consent of the contractors to transfer to the Subsidiary the rights or obligations arising from the agreements related to the operation of the ZCP;
- 5) to take such other factual and legal actions as may be necessary to carry out this resolution, including to conclude appropriate agreements related to the contribution of the ZCP to the Subsidiary in exchange for the newly created shares.

## § 3

The General Meeting hereby determines that the disposal of the ZCP to the Subsidiary (i.e. the conclusion of a contribution-in-kind agreement) should take place no later than 18 months from the date of adoption of this resolution and upon fulfillment of the following conditions:

- 11) Articles of Association or Statutes of the Subsidiary shall provide for:
  - u) Restriction of the disposal of shares of the Subsidiary through the obligation to gain consent of the general meeting of the Subsidiary and the General Meeting of Agora S.A. for the disposal of part or all shares in the share capital of the Subsidiary, and
  - v) Obligation to gain consent of the general meeting of the Subsidiary and the General Meeting of Agora S.A. for the disposal of the enterprise or an organized part of the enterprise of the Subsidiary expressed in the resolution of the general meeting,
  - w) Obligation to gain consent of the General Meeting of Agora S.A. for the disposal by the Subsidiary of the enterprise or an organized part of the enterprise of the Subsidiary expressed in the resolution of the General Meeting of Agora S.A.,
  - x) Amendment to the Articles of Association or Statutes of the Subsidiary to the extent as indicated in letter a), b) or c) above shall require consent of the General Meeting of Agora S.A.
- 12) Statutes of Agora S.A. shall provide that:
  - g) The consent of the General Meeting of Agora S.A. is required for the disposal of part or all shares of the Subsidiary, and

Voting “for” by the Management Board of Agora S.A. at the general meeting of the Subsidiary on resolutions concerning the disposal of the enterprise or an organized part of the enterprise of the Subsidiary, shall require consent of the General Meeting of Agora S.A.”.

*Draft resolution to item No. 10 of the agenda of the Extraordinary General Meeting of Agora S.A. convened for March 1, 2023*

**“Resolution No. [...]**  
**of the Extraordinary General Meeting**  
**of Agora S.A.**  
**of ...**

**on granting consent to the disposal of an organized part of the enterprise to a subsidiary of the Company dedicated to the maintenance, use and enjoyment of the Company's real estate**

Pursuant to art. 393.3) of the Commercial Companies Code, it is resolved as follows:

**§ 1**

1. The General Meeting hereby resolves to grant consent to the disposal of an organized part of the enterprise consisting of a set of tangible and intangible assets intended for the maintenance, use and enjoyment of the Company's real estate located in Warsaw, at 8/10 Czerska Street and for maintenance of the fleet of Company's and Company subsidiaries' cars ("ZCP") for the benefit of a capital company in which the Company is entitled, directly or indirectly, to 100% of the share capital at the time of disposal of the ZCP (the "Subsidiary"), in exchange for shares in the Subsidiary.
2. ZCP comprises of the real estate of the Company located in Warsaw, at 8/10 Czerska Street ("Real estate") and all other tangible and intangible assets (including workplace within the meaning of Article 23<sup>1</sup> of the Labor Code, as well as the rights and obligations under contracts with individuals providing services for the benefit of ZCP) intended to carry out activities consisting, in particular, of:
  - 1) maintenance of the Real estate through the provision of its utilities (excluding telecommunications and IT services) and handling of the use of the Real estate, i.a., reception services, office services, physical security services, cleaning services, video surveillance, etc.;
  - 2) use of the Real estate by giving it in part or in whole for use, whether for a fee or free of charge, to the Company, the capital group companies or third parties for the purpose of carrying out the activities of these entities;
  - 3) use of the Real estate by giving part of it for use, whether for a fee or free of charge, to the Company, the capital group companies or third parties for the purpose of organizing events;
  - 4) use of the Real estate on its own, including for business activities, including but not limited to catering.

**§ 2**

The General Meeting hereby authorizes the Management Board of the Company to take all actions necessary to dispose of the ZCP within the meaning and on the terms described in this resolution, in particular to:

- 1) determine a detailed catalog of tangible and intangible assets of the ZCP and liabilities to be assumed by the Subsidiary;
- 2) determine the value of the ZCP as an in-kind contribution made by the Company to the Subsidiary (including liabilities);
- 3) determine the number and nominal value of shares to be acquired by the Company in the Subsidiary in exchange for a contribution in kind in the form of the ZCP;
- 4) take steps to obtain, where required, the consent of the contractors to transfer to the Subsidiary the rights or obligations arising from the agreements related to the operation of the ZCP;
- 5) to take such other factual and legal actions as may be necessary to carry out this resolution, including to conclude appropriate agreements related to the contribution of the ZCP to the Subsidiary in exchange for the newly created shares.

**§ 3**

The General Meeting hereby determines that the disposal of the ZCP to the Subsidiary (i.e. the conclusion of a contribution-in-kind agreement) should take place no later than 18 months from the date of adoption of this resolution and upon fulfillment of the following conditions:

- 13) Articles of Association or Statutes of the Subsidiary shall provide for:

- y) Restriction of the disposal of shares of the Subsidiary through the obligation to gain consent of the general meeting of the Subsidiary and the General Meeting of Agora S.A. for the disposal of part or all shares in the share capital of the Subsidiary, and
- z) Obligation to gain consent of the general meeting of the Subsidiary and the General Meeting of Agora S.A. for the disposal of the enterprise or an organized part of the enterprise of the Subsidiary expressed in the resolution of the general meeting,
- aa) Obligation to gain consent of the General Meeting of Agora S.A. for the disposal by the Subsidiary of the enterprise or an organized part of the enterprise of the Subsidiary expressed in the resolution of the General Meeting of Agora S.A.,
- bb) Amendment to the Articles of Association or Statutes of the Subsidiary to the extent as indicated in lettera a), b) or c) above shall require consent of the General Meeting of Agora S.A.

14) Statutes of Agora S.A. shall provide that:

- h) The consent of the General Meeting of Agora S.A. is required for the disposal of part or all shares of the Subsidiary, and

Voting “for” by the Management Board of Agora S.A. at the general meeting of the Subsidiary on resolutions concerning the disposal of the enterprise or an organized part of the enterprise of the Subsidiary, shall require consent of the General Meeting of Agora S.A.”.