

Regulatory filing

The Management Board of Agora S.A. with its registered seat in Warsaw ("Company") hereby announces resolutions adopted by the Annual General Meeting of Shareholders ("General Meeting") convened for June 30, 2025 at 2:00 p.m., to be held at the Company's registered seat in Warsaw at 8/10 Czerska Street.

“Resolution No. 1

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 Paweł Czajkowski to chair the General Meeting.”

During the voting on the resolution 39 061 024 valid votes were cast out of 21 934 624 shares, representing 47.09 % of shares in statutory capital. Out of total amount of 39 061 024 of the valid votes 39 043 850 were in favour of the resolution, 0 were against and 17 174 abstained.

“Resolution No. 2

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.”

During the voting on the resolution 45 871 441 valid votes were cast out of 28 745 041 shares, representing 61.71 % of shares in statutory capital. Out of total amount of 45 871 441 of the valid votes 45 871 441 were in favour of the resolution, 0 were against and 0 abstained.

“Resolution No. 3

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 Jarosław Wójcik to the returning committee.”

During the voting on the resolution 45 871 441 valid votes were cast out of 28 745 041 shares, representing 61.71 % of shares in statutory capital. Out of total amount of 45 871 441 of the valid votes 45 871 441 were in favour of the resolution, 0 were against and 0 abstained.

“Resolution No. 4

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 Kamil Pałyska to the returning committee.”

During the voting on the resolution 45 871 441 valid votes were cast out of 28 745 041 shares, representing 61.71 % of shares in statutory capital. Out of total amount of 45 871 441 of the valid votes 45 871 441 were in favour of the resolution, 0 were against and 0 abstained.

“Resolution No. 5

on reviewing and approving the annual separate financial statements of the Company for the year 2024 and the Management Report for the financial year 2024

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 2024 and the Management Report for 2024 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 2024 and the Management Report for the financial year 2024.”

During the voting on the resolution 45 871 441 valid votes were cast out of 28 745 041 shares, representing 61.71 % of shares in statutory capital. Out of total amount of 45 871 441 of the valid votes 45 839 685 were in favour of the resolution, 0 were against and 31 756 abstained.

“Resolution No. 6

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 2024

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 2024 comprising the Company, its subsidiaries and associates according to the regulations of the Accounting Act, and the Management Report for the financial year 2024.”

During the voting on the resolution 45 871 441 valid votes were cast out of 28 745 041 shares, representing 61.71 % of shares in statutory capital. Out of total amount of 45 871 441 of the valid votes 45 839 685 were in favour of the resolution, 0 were against and 31 756 abstained.

“Resolution No. 7

on covering the Company’s net loss for the year 2024

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 covering the Company's net loss, the General Meeting hereby decides to cover the net loss of the Company in the amount of PLN 17 497 347.26 (in words: seventeen million four hundred ninety-seven thousand three hundred forty-seven zlotys and twenty-six groszy) in whole from the Company’s supplementary capital.”

During the voting on the resolution 45 871 441 valid votes were cast out of 28 745 041 shares, representing 61.71 % of shares in statutory capital. Out of total amount of 45 871 441 of the valid votes 45 871 441 were in favour of the resolution, 0 were against and 0 abstained.

“Resolution No. 8

on the payment of dividends from the Company's supplementary capital

1. Pursuant to the content of Article 348 and Article 396 § 5 of the Commercial Companies Code, the General Meeting hereby decides to allocate the Company's supplementary capital, created from profit retained in previous years, in the amount of PLN 11 645 207.75 (in words: eleven million six hundred forty-five thousand two hundred and seven zlotys and seventy-five groszy) for the payment of the dividends to the Company's shareholders in the amount of PLN 0.25 (in words: twenty-five groszy) per one share of the Company entitled to the dividend.
2. Shareholders, who will be entitled to shares of the Company as of the date of August 27, 2025 shall be entitled to receive dividend (dividend day).
3. The dividend payment day is September 18, 2025.”

During the voting on the resolution 45 871 441 valid votes were cast out of 28 745 041 shares, representing 61.71 % of shares in statutory capital. Out of total amount of 45 871 441 of the valid votes 45 871 441 were in favour of the resolution, 0 were against and 0 abstained.

“Resolution No. 9

on approving the performance of duties by particular members of the Supervisory Board in the financial year 2024

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 2024.”

During the voting on the resolution 45 871 441 valid votes were cast out of 28 745 041 shares, representing 61.71 % of shares in statutory capital. Out of total amount of 45 871 441 of the valid votes 45 839 685 were in favour of the resolution, 0 were against and 31 756 abstained.

“Resolution No. 10

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 2024.”

During the voting on the resolution 45 871 441 valid votes were cast out of 28 745 041 shares, representing 61.71 % of shares in statutory capital. Out of total amount of 45 871 441 of the valid votes 45 839 685 were in favour of the resolution, 0 were against and 31 756 abstained.

“Resolution No. 11

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

Tomasz Karusewicz, Member of the Supervisory Board, for the period from January 1, 2024 to June 28, 2024.”

During the voting on the resolution 45 871 441 valid votes were cast out of 28 745 041 shares, representing 61.71 % of shares in statutory capital. Out of total amount of 45 871 441 of the valid votes 45 839 685 were in favour of the resolution, 0 were against and 31 756 abstained.

“Resolution No. 12

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 Jacek Levernes, Member of the Supervisory Board, for the period from June 28, 2024 to December 31, 2024.”

During the voting on the resolution 45 871 441 valid votes were cast out of 28 745 041 shares, representing 61.71 % of shares in statutory capital. Out of total amount of 45 871 441 of the valid votes 45 839 685 were in favour of the resolution, 0 were against and 31 756 abstained.

“Resolution No. 13

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 2024.”

During the voting on the resolution 44 988 451 valid votes were cast out of 27 862 051 shares, representing 59.81 % of shares in statutory capital. Out of total amount of 44 988 451 of the valid votes 44 956 695 were in favour of the resolution, 0 were against and 31 756 abstained.

“Resolution No. 14

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 2024.”

During the voting on the resolution 45 871 441 valid votes were cast out of 28 745 041 shares, representing 61.71 % of shares in statutory capital. Out of total amount of 45 871 441 of the valid votes 45 839 685 were in favour of the resolution, 0 were against and 31 756 abstained.

“Resolution No. 15

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 2024.”

During the voting on the resolution 45 871 441 valid votes were cast out of 28 745 041 shares, representing 61.71 % of shares in statutory capital. Out of total amount of 45 871 441 of the valid votes 45 839 685 were in favour of the resolution, 0 were against and 31 756 abstained.

“Resolution No. 16

on approving the performance of duties by particular members of the Management Board in the financial year 2024

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 2024.”

During the voting on the resolution 45 854 267 valid votes were cast out of 28 727 867 shares, representing 61.67 % of shares in statutory capital. Out of total amount of 45 854 267 of the valid votes 45 822 511 were in favour of the resolution, 0 were against and 31 756 abstained.

“Resolution No. 17

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 2024.”

During the voting on the resolution 45 871 441 valid votes were cast out of 28 745 041 shares, representing 61.71 % of shares in statutory capital. Out of total amount of 45 871 441 of the valid votes 45 839 685 were in favour of the resolution, 0 were against and 31 756 abstained.

“Resolution No. 18

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 2024.”

During the voting on the resolution 45 871 441 valid votes were cast out of 28 745 041 shares, representing 61.71 % of shares in statutory capital. Out of total amount of 45 871 441 of the valid votes 45 839 685 were in favour of the resolution, 0 were against and 31 756 abstained.

“Resolution No. 19

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 2024.”

During the voting on the resolution 45 871 441 valid votes were cast out of 28 745 041 shares, representing 61.71 % of shares in statutory capital. Out of total amount of 45 871 441 of the valid votes 45 839 685 were in favour of the resolution, 0 were against and 31 756 abstained.

“Resolution No. 20

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, for the period from June 28, 2024 to December 31, 2024.”

During the voting on the resolution 44 486 469 valid votes were cast out of 27 360 069 shares, representing 58.74 % of shares in statutory capital. Out of total amount of 44 486 469 of the valid votes 44 454 713 were in favour of the resolution, 0 were against and 31 756 abstained.

“Resolution No. 21

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, for the period from June 28, 2024 to December 31, 2024.”

During the voting on the resolution 45 871 441 valid votes were cast out of 28 745 041 shares, representing 61.71 % of shares in statutory capital. Out of total amount of 45 871 441 of the valid votes 45 839 685 were in favour of the resolution, 0 were against and 31 756 abstained.

“Resolution No. 22

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 Grabowski, Member of the Management Board, for the period from January 1, 2024 to June 28, 2024.”

During the voting on the resolution 45 871 441 valid votes were cast out of 28 745 041 shares, representing 61.71 % of shares in statutory capital. Out of total amount of 45 871 441 of the valid votes 45 839 685 were in favour of the resolution, 0 were against and 31 756 abstained.

“Resolution No. 23

on the assessment of the “Supervisory Board Report on Remuneration of particular members of the Management Board and Supervisory Board of Agora S.A. for 2024”

“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 particular members of the Management Board and Supervisory Board of Agora S.A. for 2024.”

During the voting on the resolution 45 871 441 valid votes were cast out of 28 745 041 shares, representing 61.71 % of shares in statutory capital. Out of total amount of 45 871 441 of the valid votes 35 958 771 were in favour of the resolution, 9 912 670 were against and 0 abstained.

“Resolution No. 24

on adopting new wording of the “Remuneration Policy applicable to Agora S.A. Management Board and Supervisory Board Members”

"In connection with the review of the “Remuneration Policy applicable to Agora S.A. Management Board and Supervisory Board Members” and pursuant to the provisions of Article 395 § 2¹ of the Commercial Companies Code and Article 90 (d). 1 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 adopt a new wording of “Remuneration Policy applicable to Agora S.A. Management Board and Supervisory Board Members”, the content of which is attached hereto."

During the voting on the resolution 45 871 441 valid votes were cast out of 28 745 041 shares, representing 61.71 % of shares in statutory capital. Out of total amount of 45 871 441 of the valid votes 34 626 286 were in favour of the resolution, 11 245 155 were against and 0 abstained.