

OFFER FOR SALE OF SHARES OF AGORA S.A. TO AGORA S.A.

This document ("Offer for the Sale of Shares"), provided that it is properly filled in, constitutes a response to the Offer to Purchase Shares of AGORA S.A. ("the Company") designated below, announced on 26 September 2017 by the Company through Millennium Dom Maklerski S.A.

1. The Brokerage House receiving the Offer for the Sale of Shares

Millennium Dom Maklerski S.A. (KDPW 0956)

2. Details of the submitter of the Offer for the Sale of Shares

Name and surname/Business name:

Residence address / Registered office:

Street address, suite: Postal code: Place: Country:

PESEL (personal identification number), series and number of identity card/REGON (statistical number):

.....

(for non-residents, number and type of identity document or number of the relevant foreign register)

Legal status:

☐ - private individual

☐ - legal person

☐ - unincorporated body

Resident status:

☐ - resident

☐ - non-resident

Persons authorized to submit statements on behalf of the legal person (name and surname):

1.

2.

Numbers and series of the identity documents of persons acting on behalf of the legal person:

1.

2.

3. Details of the entity maintaining the securities account:

Number of the securities account:

Maintained by (full name of the entity):

4. Shares offered for sale

Type of Shares offered for sale: dematerialized registered shares of AGORA S.A.,

ISIN code: **PLAGORA00018, PLAGORA00034, PLAGORA00026, PLAGORA00059***

Number of Shares offered by the Shareholder for sale blocked at the entity maintaining the securities account of the Shareholder:

In words:

Price of one share: **PLN 20.00** (in words: twenty zlotys)

Value of Shares offered for sale: (product of the number of Shares offered for sale and the Purchase Price:

..... (in words:

Commission charged by Millennium Dom Maklerski S.A. for accepting and carrying out the Offer for the Sale of Shares in connection with the Offer to Purchase Shares: **0.15%** of the value of the Shares sold. The commission will be deducted from the proceeds from the sale of Shares on settling the transactions concluded through the National Depository of Securities (KDPW).

*) delete as appropriate

5. Statements of the submitter of the Offer for the Sale of Shares:

I, the undersigned, acting on my own behalf / as a proxy / on behalf of the entity I am representing, indicated in point 2 above, declare that:

- (a) I have read the Offer to Purchase Shares of AGORA S.A. and accept its terms and conditions.
- (b) The shares covered by this Offer for the Sale of Shares in a number indicated in point 4 have been blocked on the securities account until the day of settlement of the Offer to Purchase Shares of AGORA S.A inclusive, and at the same time an instruction was placed concerning transferring the Shares to the Company's securities account.
- (c) The certificate of deposit issued by the entity maintaining the securities account concerning the appropriate blocked Shares is attached to this form.
- (d) The Shares have been fully paid up, are free from any encumbrances or third party rights, including lien, registered lien and financial lien.
- (e) This Offer for the Sale of Shares is valid until the date of settlement of the Offer to Purchase Shares of AGORA S.A. indicated in its contents, and until that time, it cannot be called off or otherwise modified. The Offer for the Sale of Shares may be accepted by the Company also in part, which means that the Company shall be able to purchase a smaller number of shares than that indicated in point 4, on the terms set out in the Offer to Purchase Shares of AGORA S.A. but at the same unit price. Following the acceptance of the Offer for the Sale of Shares by the Company (in full or in part), the Company shall purchase shares covered by the Offer for the Sale of Shares in accordance with the provisions of the Offer to Purchase Shares of AGORA S.A.
- (f) I hereby grant my consent for my personal data to be processed in line with the Personal Data Protection Act of 29 August 1997 (consolidated text: Journal of Laws 2016.922) by the data administrators, i.e. the Company and the Brokerage House accepting the Offer for the Sale of Shares and by other entities to whom the Company or the Brokerage House receiving the Offer for the Sale of Shares entrust personal data processing for the purpose of executing the Offer for the Sale of Shares and performing the duties related thereto. I confirm that I have been informed of the right to access, update and correct my personal data.
- (g) I agree to the Company providing to the Brokerage House receiving the Offer for the Sale of Shares any data and information constituting a professional secret and information related to the Offer for the Sale of Shares submitted by me.
- (h) I declare that before submitting this Offer for the Sale of Shares I discharged all my duties arising from the Company's Statutes, in particular, those arising from § 11 of the Company's Statutes, and that the sale of Shares covered by this Offer for the Sale of Shares complies with the provisions of the Company's Statutes, in particular, those arising from § 11 of the Company's Statutes.

I confirm that the information contained in this Offer for the Sale of Shares is correct.

.....
Signature of the person
subscribing for the sale of Shares

.....
Date of receiving the subscription and signature
and stamp of the clerk receiving the subscription

*) delete as appropriate