Resolution of the Supervisory Board to adopt the concise evaluation of the situation of the Company in 2008

20.05.2009

With regard to the adoption by Agora SA ("the Company") Good practices of publicly traded companies quoted on Warsaw Stock Exchange in Warsaw S.A., resolved on the basis of § 29 of the Warsaw Stock Exchange S.A. by-laws, the Supervisory Board of the Company resolves as follows:

1. The Supervisory Board of the Company evaluated the Company's situation in 2008.

The Supervisory Board formulated its evaluation on the basis of the review of the Company's affairs and the discussions with the Management Board which took place principally during the Supervisory Board meetings attended by the Management Board. The Supervisory Board has also taken into consideration the review of the financial statements for the first half of 2008 and the financial year 2008 prepared by the Audit Committee, whose meetings were held with the participation of the representatives of the Company's auditor.

2008 was another year of intense changes on the media market. It was time of increased competition, spectacular Internet expansion and further progress of media offers fragmentation. Media market, with the above mentioned changes, was additionally influenced by the first signs of economic slowdown observable already in the third quarter of 2008. The first symptom of the slowdown was the drop in number of recruitment ads due to which dailies suffered the most. Other advertising categories which decelerated the most were automotive, telecom, financial services and real estate. In the fourth quarter of 2008 other segments of ad expenditure but Internet and TV, noticed the decrease of ad revenues.

Facing the economic slowdown and financial crisis, the Management Board made the decision on implementation of an operating efficiency plan in the Group. The plan assumes, inter alia, increased cost discipline and employment reduction in order to assure stability and financial security of Agora Group in the adverse market conditions.

For the purpose of the plan execution the companies of the Group created provisions for the cost of the implementation of this plan in the total amount of about PLN 8.5 million, which in full affected the consolidated financial results of the Group in the fourth quarter of

2008. The results of all actions taken by the Company should be visible in the second half of 2009.

Due to the worsening of the macroeconomic and advertising market situation, in particular in the real estate and automotive segments, in which Trader.com (Polska) Sp. z o.o. operates, in December 2008 the Company decided to recognize an impairment loss in the amount of PLN 27.2 m. The impairment loss affected the consolidated results of the Group in the fourth quarter of 2008.

In sum, all one - off events and provisions decreased the Company's consolidated financial result by almost PLN 42 million.

Despite adverse market conditions Group's sales revenue increased by 0.4% and amounted to PLN 1,3 billion, including 71.7% from ad sales. The Group generated healthy amounts of operating cashflow and was net cash positive at the year end (PLN 124 million). The increase in operating expense of the Company resulted from necessary salary regulations executed in April 2008, development of online offer, growing portfolio of AMS carriers and consolidation of Trader.com (Polska) Sp. z o.o.

Daily newspaper market still remained one of the most competitive in 2008. Publishers of the selected titles continued gadget and prices wars, supporting their daily papers with costly campaigns.

In 2008 Gazeta was still the most widely read quality newspaper in Poland and held the largest share in newspaper ad expenditure (41%). Gazeta maintained healthy distance towards competition, in relation to readership as well as commercial revenue.

Metro continued to rapidly expand revenues while new layout and editorial formula attracted new readers. As promised by the Management Board, the newspaper reached its 2008 operating goal of EBITDA break-even (PLN 1 million) in 2008. Metro is efficient in persuading advertisers, that free newspaper is a very good advertising medium, which translates into Metro's increasing share in total newspaper advertising expenditure (to 3.5%).

The Company dynamically developed its Internet business last year. Several dozen of new services supplemented Agora's Internet offer and those created in Gazeta.pl portal were highly ranked by independent institutions. All these activities resulted in revenue increase (up nearly 68%) and brought about new users.

The Company worked on development of audiovisual products, both using online services and its own multimedia studio. It succeeded in syndicating its own content via mobile platforms, inter alia, to all Polish mobile telephone operators, gaining sales competencies with the use of mobile technologies.

Magazines, published by Agora, maintained strong business position. Agora's titles recorded increase in advertising revenue by 7.9% and operating EBITDA margin reached 17.5%. Avanti, monthly shopping magazine, reached record copy sales - October edition sold over 220 thousand copies. The Company continued to focus on accelerated development of its first-tier titles presence online.

The ad revenue of the AMS group outperformed the market and increased by almost 11% in 2008. High dynamics of AMS group revenue growth resulted from an expanded panel portfolio as well as effective multiformat sales campaigns. The Company also uses its experiences in the area of urban space equipment. AMS won bidding for equipping in newsstands and advertising columns the most representative Warsaw street - Krakowskie Przedmieście, for advertising faces on the bus stops in the center of Lublin and main communication routes in Gdańsk in 2008. As an effect, AMS remains unquestionable leader in the outdoor ad market, with the share of 24.7%.

Radio business grew revenues by 19% which was faster than the growth of radio advertising market. TOK FM increased sales revenues by 34% and the station substantially improved its operational results. Moreover, the Company undertook various initiatives to develop online presence of its radio brands.

An important organizational change which influenced the activity of the Group was the resignation from his post and departure from the Company of Mr. Marek Sowa, the CEO and Mr. Jarosław Szaliński, the CFO. This in consequence led to election of Mr. Piotr Niemczycki to the position of CEO and appointing Mr. Grzegorz Kossakowski as CFO.

Taking into account the above mentioned facts, the Supervisory Board is of the opinion that the Agora Group has well utilized the period of prosperity in 2008. The Board also notices that in view of the threat of a decline of the economy in late 2008, the costs savings program implemented by the Management Board should be evaluated positively and should be continued in 2009.

2. Evaluation of the internal control system and risk management in AGORA Group.

The Supervisory Board, together with the Company's Management Board analysis the market situation and risk factors on the daily basis. New projects are scrutinized and evaluated. The Group maintains high liquidity and low level of debt, which limits the financial risk. In the case of regulation changes, the Group adjusts its operations accordingly.

Internal control and risk management systems currently operate in the Group.

The main elements of the internal control system are parts of business processes of the Group and they include:

- procedures and by-laws regarding, inter alia: delegation of the rights and decision authorization, evaluation of the business projects, registration and processing of business transactions,

- reporting and transaction control of the processes and results of particular areas of the Group's activity,

- controls in the IT systems supporting execution of the business processes and monitoring activities of the system itself.

The executive personnel fulfills particular tasks arising from the internal control system and permanent supervision over its effectiveness as a part of managing selected segments of the Group.

Moreover, the Internal Audit department, supervised by the President of the Management Board, operates in the Company. Internal Audit Department formally identifies risks in the area of internal control and security and recommends the Management Board activities aimed at decreasing risks when applicable. In the next stage, the department supports control of the system effectiveness through systematic research of selected areas of activity. This operation aims at identifying weaknesses of the system and operational risks. The Audit Department recommends the Management Board actions eliminating above mentioned risks.

Risk management system includes internal control system and permanent, multistage supervision of the Management Board and executive personnel over particular business activities. Moreover, evaluation of the risk factors for the execution of the particular business goals arising from the strategy accepted by Management Board is undertaken, on the daily basis. Whenever there are identified risks, the Management Board and executive personnel implement changes to the procedures in force.

Based on the information submitted to the Supervisory Board and discussion with the Management Board and representatives of the Agora's Internal Audit Department, Supervisory Board is of the opinion that the internal control and risk management system has proved itself in the activities of the Company up to date. At the same time, the Supervisory Board points to the necessity of developing further both these systems, in particular with reference to the implementation of new IT systems in the Group as well as to the business needs related to the operations of the Group.