Resolution of the Supervisory Board to adopt the concise evaluation of the situation of the Company in 2010

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(Translation only)

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 2010.

The Supervisory Board formulated its evaluation on the basis of the review of the Agora Group's affairs and the discussions with the Management Board which took place during the Supervisory Board meetings attended by the Management Board and on the daily basis. The Supervisory Board has also taken into consideration the review of the financial statements for the first half of 2010 and the financial year 2010 prepared by the Audit Committee, whose meetings were held with the participation of the representatives of the Company's auditor. Judging the market situation the Supervisory Board takes into account all publicly available data on activities of other entities and therefore it should be remembered that the market data presented in this document and the judgment based on that data can be treated only as rough estimates.

Year 2010 brought about a slight improvement on the advertising market accompanied by structural changes in media and progressive fragmentation of media offers. These factors were conducive to intensive battle for advertising budgets and growing discount pressure.

In this difficult period of time, the Group improved its operating results. The net result grew by 87.7% yoy to PLN 71.9 million, and operating EBITDA margin reached the level of 15.9%. It was possible due to the continuation of cost control policy and persistent development of existing businesses. Additionally, through the acquisition of Helios cinema network, Agora Group accelerated the process of diversification of the revenue sources diminishing its dependence on advertising revenue.

Due to the consolidation of the revenues of Helios S.A. the Group's revenues grew yoy to PLN 1.1 billion. This is a good result especially when one takes into account a difficult situation in the advertising market and especially in press. That resulted in the 2.5% yoy decrease of the Group's advertising revenues, accounting for 64.1% of the Group's total revenues. Additionally, the global trend of press copy sales decline did not spare the Group. Its copy sales revenues decreased by 15.4% yoy.

The Group generated healthy amounts of operating cashflow. As at the end of 2010, the Agora Group had PLN 337.2 million in cash and in short-term monetary assets, of which PLN 182.4 million was in cash and cash equivalents and PLN 154.8 million in secure short-term securities. The Group's bank loan liabilities amounted to PLN 255.2 million (including bank liabilities of Helios group in the amount of PLN 98.4 million). After a thorough review of business processes executed in 2009, in 2010 the Group continued strict cost control policy, which allowed the Group to reduce the operating cost by 2.4%yoy. This was possible due to the reduction in marketing and promotion cost by 12.8% yoy and cost of raw materials, energy and consumables by 8.8% yoy.

2010 was a difficult year for the whole Press market, as well as for the Agora's publishing activities. Despite that Gazeta Wyborcza maintained the most popular opinion making newspaper in Poland and maintained its share in dailies advertising expenditure. Metro - the only free nationwide newspaper in Poland - improved its operating results and maintained its share in dailies advertising expenditure and the title of the third most read newspaper daily. Due to the development of its advertising offer the free press division closed 2010 with a positive operating EBITDA of PLN 4,0 million [1].

Magazines maintained their market position, though they were not spared from the global trend of copy sales decline and reduction of advertising budgets. The quality content offered by the Group's publications let the titles to maintain their readership positions in their categories. Despite the drop in revenues the segment grew its operating EBITDA margin to 20,0%, mainly due to strict cost control policy [1].

Despite worse results of Agora's publishing activities within Special Projects, the division had positive EBIT result [1]. However, it should be remembered that the success of this operation is dependent upon the selection of the projects and their number and most of all on its popularity with the recipients.

Agora's radio stations slightly strengthened their market position in 2010. Radio's advertising offer was popular with advertisers thanks to which the revenues of the segment increased by 3.3% yoy to PLN 77.6 million and segment improved its operating results.

Due to growing revenue and controlling operating cost the segment improved EBIT result by 208.3% yoy to PLN 3.7 million. The segment further expanded its presence in Internet to increase its brand's reach and seek new potential sources of revenues.

2010 brought about consolidation on the outdoor advertising market, fading AMS with new potential challenges in the future. Despite 2.3% drop in revenues, AMS group improved its operating results, mainly due to reduction in operating cost (down by 10.9% yoy). The segment closed 2010 with a positive EBIT result of 5.2 million and its operating EBITDA increased by 100.7% yoy to PLN 27.3 million.

2010 brought about a significant improvement in the Group's Internet activities. Internet services composing Gazeta.pl group were ranked third among portals in Poland. The segment's revenues grew by 19.9% yoy to PLN 101.8 million. This let the segment achieve a positive result EBIT of PLN 4.7 million and segment's operating EBITDA increased to PLN 11.9 million [1]. Looking for new sources of revenues the segment, together with external partners created an offer of effective Internet advertising networks. Internet activities gain gradually more and more importance in the Group, and its development especially through provision of quality content, is supported by other segments in the Group.

Taking into account the market challenges which the Group was forced to face in 2010, the Supervisory Board highly evaluates the Group's performance and improvement in the Group's operating results. However, new challenges are ahead of the Group. The limitation of advertising budgets in press, declining copy sales of newspapers and magazines force the Group to look constantly for new sources of revenues.

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.

[1] EBIT, EBITDA, operating EBITDA of Newspapers, Internet and Magazines are calculated on the basis of cost directly attributable to the appropriate operating segment of the Agora Group and excludes allocations of all Company's overheads (such as: cost of Agora's Management Board and a majority of cost of the supporting divisions), which are included in matching positions. Operating EBITDA = EBITDA + non-cash expenses relating to share-based payments.