

Report and
declaration relating
to Agora SA
compliance with the
corporate
governance rules
in 2009

April 12, 2010

REPORT AND DECLARATION RELATING TO AGORA SA COMPLIANCE WITH THE CORPORATE GOVERNANCE RULES IN 2009

Agora SA complies with the corporate governance rules as described in the attachment to the resolution No. 12/1170/2007 of the Supervisory Board of the Warsaw Stock Exchange dated July 4, 2007 entitled Code of Best Practice for WSE Listed Companies. These rules are disclosed on the web site <http://www.corp-gov.gpw.pl/>.

The Company discloses current and periodical reports, which are subsequently published on the corporate website. On the Company's corporate website one can also find a list of the most important events, presentations of Company's financial results, conference call recordings concerning the aforementioned results and also information on current events in the Company.

The Company prepares quarterly presentations of its financial results, which are then discussed with analysts and investors during conference calls or meetings. Such discussions enable everyone interested full access to information about the Company.

Meeting the expectations of the capital market, in 2004, Agora introduced the rule on restricted external communication with the capital market participants before publication of financial results. According to the aforementioned rule, two weeks before publication of quarterly results, the representatives of the Company do not conduct any talks and do not participate in any meetings with analysts and investors. The purpose of this rule is to increase transparency and to ensure equal access to the information on the Company before the publication of financial results.

1. LISTING OF THE CORPORATE GOVERNANCE RULES THAT WERE NOT OBSERVED BY THE ISSUER INCLUDING THE CIRCUMSTANCES AND REASONS FOR THEIR REJECTION AS WELL AS THE REMEDY FOR ITS POSSIBLE EFFECTS AND THE WAY THE COMPANY IS TO ELIMINATE RISK OF NOT APPLYING THE RULE OR MEASURES AND THE STEPS THE COMPANY IS TO TAKE IN ORDER TO REDUCE RISK OF NOT APPLYING THE RULE IN THE FUTURE.

The Company complied with all the rules listed in the Code of Best Practice for WSE Listed Companies. Below one can find the way the Company observed the aforementioned rules of corporate governance.

2. DESCRIPTION OF THE GENERAL MEETING OF SHAREHOLDERS AND ITS FUNDAMENTAL AUTHORIZATIONS AS WELL AS THE RIGHTS OF SHAREHOLDERS AND THEIR EXECUTION.

The General Meeting of Shareholders of Agora SA acts in compliance with the Commercial Companies Code and the Statutes of Agora SA. The Statutes of the Company stipulates adoption by the General Meeting of Shareholders regulations defining its functioning (§ 16 of the Statutes). Adopting, amending or rejecting the regulations requires three quarters of votes cast. Such regulations were adopted and can be found at the following URL address: http://www.agora.pl/agora_eng/1,67052,1659254.html. The General Meeting of Shareholders is convened in compliance with the legal regulations.

Unless the provisions of the Commercial Companies Code and the Company's Statutes provide otherwise, the resolutions of the General Meeting of Shareholders are adopted by an absolute majority of votes cast.. According to the § 15 of the Statutes, resolutions concerning merger of the Company with another entity, other forms of consolidation that are or will be permitted by law and division of the Company are adopted by the absolute majority of three quarters of votes cast. The same rule applies to settlements concerning the remuneration of the Supervisory Board members, including individual remuneration of those members who were elected to a continuous supervisory. The absolute majority of three quarters of votes cast in the presence of shareholders representing at least 50 % of the Company's share capital, is required for resolutions concerning removal of matters from the agenda of the General Meeting of Shareholders. When the aforementioned removal is submitted by the Management Board of the Company an absolute majority of votes cast shall be required to adopt such a resolution.

Purchase and sale of property, perpetuity or share in property shall not require a resolution of the General Meeting of Shareholders.

In accordance with § 15 item 4 of the Company's Statutes, removal of any matters from the agenda of the General Meeting of Shareholders on request placed on the basis of Article 400 of the Commercial Companies Code by a shareholder, representing at least one tenth of the Company's share capital, shall require consent of the shareholder who made such request. Adoption of resolution relating to shareholder's responsibility to the Company, no matter the reason, shall require an absolute majority of three quarters of votes cast in the presence of shareholders representing at least 50% of all Company's shares entitling to adoption of such resolution.

In accordance with § 17 of the Company's Statutes none of the shareholders may exercise more than 20 % of the overall number of votes at the General Meeting of Shareholders. The above mentioned restriction is not effective when establishing obligations of purchasers of substantial stakes, stipulated in the Law on Public Trading of Securities. The aforementioned restriction shall also not apply to:

- ▶ shareholders holding the preference A shares;
- ▶ the depository bank which, on the basis of the agreement with the Company, issued depository receipts based on the Company shares, when such an entity exercises voting rights attached to shares which constituted the basis for the issue of depository receipts;
- ▶ a shareholder who, having no more than 20% of the overall number of votes at the General Meeting of Shareholders, announced a tender for subscription for the sale or exchange of all the shares of the Company in compliance with the Law on Public Trading of Securities. The restriction does not apply if as a result of the transaction described above, the number of shares owned by him, including the previously held Company's shares, authorize him to exercise at least 75% of the overall number of votes at the General Meeting of Shareholders. When calculating a shareholder's share in the aforementioned overall number of votes at the General Meeting of Shareholders the restriction of the voting rights does not exist.

In accordance with § 17 item 5 of the Company's Statutes, percentage of votes at the General Meeting of Shareholders of foreign entities and entities controlled by them may not exceed 49%. The limit shall not refer to entities with their registered seats or residence in a member state of the European Economic Area. Each share, whether preference or not, entitles its holders to one vote when passing a resolution regarding the withdrawal of the Company's shares from public trading.

According to § 7 of the Company's Statutes, apart from the registered series A shares, the share capital also comprises ordinary shares series B i D, bearer and registered. The registered shares of preference series A entitle their holders to five votes at the General Meeting of Shareholders.

According to § 11 of the Company's Statutes, sale or conversion of preference A shares require written consent of shareholders holding at least 50% of the preference A shares registered in the share register on the date of filing of an appropriate application. Within 14 days from the date of receipt of the request to sell or convert preference A shares, the Management Board is obliged to deliver a copy of that request to each holder of preference A shares, to the address disclosed in the share register. Each holder of preference A shares is authorized to express his consent to the request to sell or convert preference A shares.

Candidates to the Supervisory Board can be nominated by shareholders holding preference A shares. The same right is attributed to shareholders with formally documented entitlement to not less than 5% of the votes at the General Meeting of Shareholders preceding the nomination of candidates and who at the time of submitting the nomination hold not less than 5% of the share capital of the Company (§ 21 point 1 letter a of the Statutes). Should a Supervisory Board member's mandate expire due to his or her resignation the other Supervisory Board members may appoint a new member who shall perform his/her functions until the General Meeting appoints a Supervisory Board member, however not longer than until the end of the term of its predecessor.

Dismissal (removal) of the Supervisory Board member, prior to the end of his term of office, may be effected by a resolution of the General Meeting of Shareholders adopted by a simple majority of votes cast, provided that until the expiry of the preference status of the A series, 80% of votes attached to all preference A shares are cast in favour of such resolution.

Information on further rights and obligations of General Meeting of Shareholders and shareholders in relation to appointment and dismissal of the Management Board Members are included in consecutive parts of the present report.

Bearer shares cannot be converted into preference shares. Rights of the Company's shareholders, including minority shareholders are performed in compliance with the provisions of the Commercial Companies Code.

Implementing transparency and effective information policy as well as trying to ensure all shareholders equal access to information on the Company Agora has been transmitting its AGMs (in English and Polish) via Internet.

Agora SA enables media representatives to participate in the AGM.

In 2009, the General Meeting of Shareholders was held twice in the Company's premises: on February 12, 2009 as the Extraordinary Meeting of Shareholders (EGM) and on June 23, 2009 as the Annual General Meeting of Shareholders (AGM).

EGM convened by the Management Board of Agora SA resolved to assign the reserve capital for the execution of a share buy-back program for the purpose of their redemption and empowered the Management Board of the Company to purchase its own shares for the purpose of their redemption determining the conditions of their acquiring and redemption.

Agora's AGM is always attended by representatives of the Management Board, Supervisory Board and of the Company's statutory auditor.

The AGM was executed in compliance with the provisions of the Commercial Companies Code and with the By-laws of General meeting of Shareholders of Agora SA. The Management Board and Supervisory Board members as well as the representative of the statutory auditor present at the AGM were ready to explain all the issues within their competence and law provisions.

EGM and AGM were held prior to enforcement of the Act dated December 5, 2008 amending the Act on Code of Commercial Companies and Act on trading in financial instruments, with enforcement date as from August 3, 2009. This amendment of the Code of Commercial Companies introduced changes in procedures of the General Meetings of Shareholders. In result, on August 3, 2009 certain provisions of the By-laws of the General Meeting of Shareholders of Agora SA became ineffective, other require modification and adjustment. The Management Board of Agora SA intends to propose new By-laws of General Meeting of Shareholders of Agora SA comprising necessary changes.

3. THE COMPOSITION AND RULES OF FUNCTIONING OF THE COMPANY'S GOVERNING BODIES AND OF THE SUPERVISORY BOARD'S COMMITTEES.

3.1. The Management Board

The Management Board of the Company acts in compliance with the provisions of the Commercial Companies Code and the Statutes of the Company. According to the Statutes of the Company, the Management Board shall consist of 3 to 6 members. The exact number is determined by shareholders holding the majority of preference A shares and after the expiration of such preference status - by the Supervisory Board.

As of the day of publishing the report, the Company's Management Board is represented by:

Name and surname	Professional biography
Piotr Niemczycki - the President of the Management Board	The President of the Management Board since November 13, 2008. He manages work of the Management Board on the basis of the By-laws adopted by the Management Board and oversees Corporate Divisions: HR, Corporate Communications, General Counsel, Internal Audit. Piotr Niemczycki also serves as a member of the Supervisory Board of AMS S.A. (subsidiary of Agora). He is one of the founders of <i>Gazeta Wyborcza</i> and Agora. In the 1980s he built the printing and distribution networks of <i>Tygodnik Mazowsze</i> , the Solidarity's largest underground newspaper with a circulation of 60 to 80 thousand copies distributed nationwide. He is a member of International Press Institute and serves as a member of the Management Board of the Chamber of Press Publishers. He holds the title of a Knight of the European Brotherhood of Gutenberg Knights and is a recipient of the Polish Ministry of Culture's Dedicated to Culture Award. Piotr Niemczycki was born in 1959. He received an MA degree in Philosophy from the Catholic Theological Academy in Warsaw.
Zbigniew Bak - the Deputy President of	The member of the Management Board since 2000. He oversees the Company's Newspapers, Outdoor, Magazines and Radio operations as well as Printing, Distribution,

Name and surname	Professional biography
the Management Board	New Business Development and Corporate Sales Divisions. He is a member of AMS S.A. and AdTaily Sp. z o.o. Supervisory Boards (subsidiaries of Agora). Before joining Agora in 2000, Zbigniew Bak worked for 9 years in Arthur Andersen where he developed a Corporate Finance Division. In 1998 he became a partner in Arthur Andersen and Managing Director of the company's Corporate Finance Department, as well as a member of the management board of the company in Poland. Prior to joining Arthur Andersen he worked for the Polish Agency for Foreign Investments and consulting firm Moore Stephens. Zbigniew Bak was born in 1964. In 1997 he graduated with high honors from the Graduate School of Business at the University of Chicago (MBA degree). Prior to this, he graduated from the Foreign Trade Department of the Warsaw School of Economics (M.Sc. degree). Since 1995 he is a member of the Association of Chartered Certified Accountants in the United Kingdom.
Tomasz Jozefacki - the Member of the Management Board	Since November 13, 2008, Tomasz Jozefacki has been the Member of the Management Board. He oversees Internet operations. He is a member of AMS S.A. and AdTaily Sp. z o.o. Supervisory Boards (subsidiaries of Agora). Since June 2006, he supervises Agora's Internet Division. He started his career with Agora in September 2004 as the Director of Local Branches of <i>Gazeta Wyborcza</i> . In April 2006 he took the position of the Development Director. In this capacity, he was responsible for technological and business projects at <i>Gazeta Wyborcza</i> . Before joining Agora, till the end of August 2004, he worked for The New York Times Company, where he was responsible for marketing and promotion of <i>NYTimes.com</i> , number one newspaper-owned website in the world. In 2002 Tomasz was promoted to the Head of Strategic Development of Business, Technology and Real Estate verticals of the <i>NYTimes.com</i> site. Since December 2008 he has been the President of Online Publishers Association Europe. Tomasz Jozefacki was born in 1973. He graduated from International Marketing and Business at the New York University Stern School of Business (where he received diploma with honors). In 2002 he received his MBA diploma at the same university. He also completed Japanese Cultural Studies at University of Maryland College Park.
Grzegorz Kossakowski - the Member of the Management Board	Since January 8, 2009 he has been the Member of the Management Board. He oversees Finance and Administration as well as IT Divisions. He is a member of AMS S.A. and AdTaily Sp. z o.o. Supervisory Boards (subsidiaries of Agora). In December 2008 he took the position of the Chief Financial Officer. At Agora since November 2000, initially as the Transaction Manager in the New Business Development Division which he headed since April 2005. In 1996-2000, he worked for Arthur Andersen in the Corporate Finance Department where he led a number of investment projects, including attracting capital mainly for TMT companies. Grzegorz Kossakowski was born in 1972. He graduated from Poznan University of Economics in 1996 (Summa Cum Laude diploma) and received his MBA diploma(with honors) in 2003 from Manchester Business School. He also participated in Advanced Executive Program at Northwestern University & Kellogg School of Management.

The Management Board members are elected for five years (§ 29 item 1 of the Company's Statutes). Remuneration and other benefits of the Management Board are set by the Supervisory Board. According to § 27 of the Company's Statutes the Management Board shall manage the Company's affairs and represent the Company in dealings with the third parties. The responsibilities of the Management Board shall include all matters related to conducting the Company's affairs, provided they were not reserved for the competence of other governing bodies. The resolutions of the Management Board are adopted by a simple majority of votes cast (§ 34 of the Company's Statutes). Each member of the Management Board shall be authorized to make binding statements with respect to Company's proprietary rights and obligations and to sign on behalf of the Company. The Management Board determined its rules of conduct in its regulations.

According to § 35 of the Company's Statutes, the Members of the Management Board shall be bound by a non-competition clause. In particular they cannot engage in any competitive business or be a participant, a shareholder or member of governing bodies of such business. The above restriction does not pertain to the participation in supervisory and managing bodies of competing entities in which the Company, directly or indirectly, holds any

shares. The restriction also does not apply to the acquisition by members of the Management Board of no more than 1% of the shares in competing public companies.

The Company announces all the changes in the Management Board by means of current reports. Professional biographies of the Management Board members are accessible on the Company's corporate website and are updated on the current basis.

In 2009, there was one change in the composition of the Management Board. On January 8, 2009 the Management Board of Agora SA co-opted Mr. Grzegorz Kossakowski to the Management Board of Agora SA. The appointment of Mr. Grzegorz Kossakowski to a Management Board member was accepted by means of resolution of Agora's AGM held on June 23, 2009.

3.2. The Supervisory Board

The Supervisory Board acts in compliance with the provisions of the Commercial Companies Code and the Statutes of the Company. The Supervisory Board shall be composed of five members. The Chairman of the Supervisory board is chosen by the General Meeting of Shareholders. Members of the Supervisory Board may elect from among themselves a deputy of the chairman or persons performing other functions (§18 item 2 of the Company's Statutes).

As of the day of publication of this report, the Company's Supervisory Board consists of:

Name and Surname	Professional biography
Andrzej Szlezak - the Chairman	Partner in Soltysinski, Kawecki & Szlezak (SK&S) law firm. He joined SK&S shortly after it was formed in 1991. In 1993, he became a partner, and in 1996 a Senior Partner of the firm. In SK&S he has been engaged in legal services for a number of privatizations and the restructuring processes of numerous sectors of Polish industry and the banking sector. He supervised numerous projects involving mergers and takeovers, took part in greenfield projects, prepared a large number of transaction documents, and was the author of numerous legal opinions on civil and commercial law. He was involved in work of the commission for reducing bureaucracy in the economy set up by the prime minister Leszek Balcerowicz. He is an arbitrator of the Arbitration Tribunal at the Polish Chamber of Commerce in Warsaw. Dr. Andrzej Szlezak is the author of numerous publications on civil and commercial law, including foreign-language publications. At present Mr Szlezak is a professor at the Lazarski's University of Commerce and Law in Warsaw. Mr Szlezak was a scholarship student at a number of foreign faculties, including the universities of Oxford and Michigan. He received his Master's degree in English from the English Philology Department and his Master's degree in law from the School of Law Administration of the A. Mickiewicz University in Poznan. From 1979 to 1981 he was a trainee judge at the Voivodship Court in Poznan. As of 1979 he was a research worker at the Civil Law Institute of the A. Mickiewicz University, where he received his Ph.D. degree and he wrote his post-doctorial thesis in civil law. He was a professor at the A. Mickiewicz University from 1994 till 1996.
Marcin Hejka - the Member of the Supervisory Board	Director of Intel Capital responsible for the company's activities in Central and Eastern Europe and in Russia. Since 2004 he has been the Deputy President of the Polish Private Equity Association. He started his professional career in 1990 as a Financial Analyst in the Paribas Capital Markets Group. Since 1993 he worked in Banexi as a specialist responsible for investments in Poland. Between 1995 and 1999 he served as a Deputy President of Poland Growth Fund. Mr. Hejka was the Supervisory Board member of: Bank Komunalny S.A. (1995-1999) and Kredyt Bank S.A. (1997-1999). Between 1998-1999 he held the position of the Deputy Chairman of the Supervisory Board of Dromex S.A. Mr. Hejka is an economist. He studied at the University of Gdansk.
Wanda Rapaczynski - the Member of the Supervisory Board	Wanda Rapaczynski has been connected with Agora nearly since its inception, she served as the President of Agora SA since 1998 until her retirement in 2007. Under her leadership, Agora grew into one of the largest and best known media companies in Central and Eastern Europe. After her retirement, Wanda Rapaczynski continued involvement with Agora, serving on the Board of Agora Foundation and advising its Supervisory Board till the day of the election for the position of the member of Agora's Supervisory Board. During her tenure at Agora, she represented the Company in the European Publishers Council

Name and Surname	Professional biography
	<p>and in the Polish Confederation of Private Employers, serving on its Main Board as well as on the Supervisory Board of Polish Private Media and Advertising Employers.</p> <p>In 1984, Wanda Rapaczynski joined Citibank NA in New York where she was in charge of new product development until 1992. Before, for the period of two years, she led a research project at Psychology Department of Yale University and, prior to that, she was a postdoctoral fellow at Educational Testing Service in Princeton. She started her professional career teaching psychology at universities in New York and Connecticut.</p> <p>Since 2008, she has been a non-executive member of the Board of Adecco SA, an international recruitment services company registered and listed in Switzerland.</p> <p>Wanda Rapaczynski serves on the Board of Trustees of Central European University in Budapest and chairs its Audit Committee. She is a member of the International Advisory Council at Brooking Institution in Washington and of President's Council on International Activities at Yale University. She has been a member of the Trilateral Commission since 2002.</p> <p>Wanda Rapaczynski has been honored with numerous awards and distinctions. Among others, in FT's ranking Europe's Top 25 Women in Business she placed 5th in October 2006, 7th in 2005 and 8th the year before. She was named twice in rankings conducted by the Warsaw Street Journal Europe: in March 2002 as one of the 25 most influential women in business in Europe and the prior year as one of the 30 most influential women on the European scene. In 2001, Business Week named her one of its 50 Stars of Europe.</p> <p>In 1977 she received a Ph.D. in Psychology from City University of New York. She is also a graduate of Yale University School of Management from which she received a Master of Private & Public Management degree in 1984.</p>
<p>Tomasz Sielicki - the Member of the Supervisory Board</p>	<p>Tomasz Sielicki is inter alia, the Member of the Management Board of the Polish Confederation of Private Employers Lewiatan, of Stock Exchange Court at Warsaw Stock Exchange, of the Council of Junior Achievement Foundation and of the Program Council of the Academy of Capital Market Leaders operating at the Foundation of Leslaw Paga. He is also a member of supervisory boards of several companies: Agora SA and Budimex SA to name just a few. He has worked in Sygnity SA (former Computerland SA) since the establishment of the company in 1991. Between 1992 and 2005 he was performing the function of the President of the Management Board and subsequently for 2 years he was the President of the Syginty Group (former Computerland Group). He is recognized as the creator of the company's success. On June 14, 2007 the General Meeting of Shareholders of Sygnity SA appointed Mr Sielicki to the Supervisory Board of the Company. Mr Sielicki invests also in ventures in other sectors. In addition, Tomasz Sielicki is the INFO-STAR prize winner (1995). In 1999 he got the title of the Polish Business Leader granted to Sygnity SA by the Business Centre Club. The Wall Street Journal reckoned him one of Central Europe's Top 10 Executives. At the World Economic Forum in Davos in 1999 he got the prestigious award of <i>the Global Leader for Tomorrow</i>, granted annually the most eminent people from politics and business by the organizers of the Forum and the WorldLink magazine. In 1997 and in 2001 he received an award granted to Sygnity (former Computerland) by <i>Parkiet</i>, for the Best Public Company for the share value increase. In 2005 Tomasz Sielicki as the only Pole was awarded together with 25 personalities with rank "Stars of Europe 2005" of European edition of the prestigious <i>BusinessWeek</i> magazine. Ranking <i>Stars of Europe</i> presented 25 persons from politics, business and fashion, who are "change leaders in united Europe". In April 2006 he was awarded with prestigious prize of Polish IT sector given by Polish Chamber of IT and Telecommunications. This prize is given to the persons, who particularly contributed to development of IT and telecommunication market. He graduated from the Electronics Department of the Warsaw University of Technology.</p>
<p>Slawomir S. Sikora - the Member of the Supervisory Board</p>	<p>President of the Management Board of Bank Handlowy w Warszawie S.A., Chief Executive Officer and Citigroup Country Officer for Poland. He is responsible for Citigroup operations in Poland including Bank Handlowy w Warszawie S.A. and its subsidiaries, as well as other Citigroup activities in Poland. Prior to joining Bank Handlowy w Warszawie S.A. he was the President of the Management Board of American Bank in Poland, where he successfully implemented a major restructuring program. Between 1994 and 2002 he was the Deputy</p>

Name and Surname	Professional biography
	<p>President of the Management Board of Powszechny Bank Kredytowy S.A. (PBK) where he was responsible for Corporate and Investment Banking and Risk Management. Prior to PBK, for five years, he served at the Ministry of Finance, initially as an advisor to Prof. Leszek Balcerowicz, Deputy Prime Minister and Minister of Finance. Until 1994, for four years, he headed Banking and Financial Institutions Department. In this capacity he was responsible for setting up regulations for the banking and insurance sector. He graduated from the Internal Trade Department of the Central School of Planning and Statistics (currently Warsaw School of Economics).</p> <p>Slawomir Sikora is a Member of the Management Board of the Polish Bank Association (ZBP) and Vice President of the Polish Confederation of Private Employers Lewiatan, as well as a member of Emerging Markets Advisory Council at International Institute of Finance in Washington D.C.</p>

According to § 20 of the Company's Statutes, members of the Supervisory Board are elected for three years.

According to § 20 item 4 of the Company's Statutes, at least three members of the Board should be independent. The majority of the current Supervisory Board members are independent. The Supervisory Board is responsible for setting remuneration for the Management Board members, selection of the auditor and approving of the conditions concerning significant transactions with the affiliates. Such transactions cannot be conducted without the consent of the majority of the independent members of the Supervisory Board. According to § 23 item 4 of the Statutes, the Supervisory Board Meetings are convened at least every three months. The Chairman convenes the meeting on the request of the member of the Management Board expressed in the form of the resolution and on the request of each of the Supervisory Board members. The Supervisory Board meetings may be carried out via the telephone in a way enabling communication of all participants.

According to § 24 of the Company's Statutes, the resolutions of the Supervisory Board shall be adopted by an absolute majority of votes cast in the presence of at least three members of the Supervisory Board.

The Company announces all the changes in the Supervisory Board composition by means of current reports. Professional biographies of the Supervisory Board members are accessible on the Company's corporate website and are updated on the current basis.

Mr Bruce Rabb submitted his resignation from the Supervisory Board of Agora with effect as of the moment of closing of the Supervisory Board meeting, which closed on 22 January 2009. As a reason for his resignation, Mr. Bruce Rabb gave the necessity to enable the appointment of a person suggested by a major shareholder of the Company, BZ WBK AIB Asset Management S.A. to the Supervisory Board. On the same day, the Supervisory Board members appointed, by means of cooptation, Mr Marcin Hejka to the Company's Supervisory Board. The appointment of Mr. Marcin Hejka to a Supervisory Board member was accepted by means of resolution by AGM held on June 23, 2009.

On June 12, 2009 Mr. Sanford Schwartz submitted his resignation from the membership in the Supervisory Board of Agora SA, effective as of the moment of the closing of the AGM approving the financial statement for 2008. As a reason for his resignation Mr. Sanford Schwartz gave his appointment to the position of the President of Cox Media Group, a subsidiary of Cox Enterprises, and additional duties related thereto. On June 23, 2009 Agora's AGM appointed Mrs. Wanda Rapaczynski to replace Mr. Sanford Schwartz at the position of the Supervisory Board member.

3.3. Committee and Commission acting within the Supervisory Board

There is one Committee and one Commission operating within the Supervisory Board: the Audit Committee and Human Resources and Remuneration Commission created in compliance with the Company's Statutes performing advisory role to Supervisory Board. The course and scope of action of were set in By-laws of both bodies accepted by means of Supervisory Board resolutions.

On the date of the report publication the members of the committees are:

(i) *The Audit Committee:*

- Marcin Hejka – the Chairperson of the Audit Committee,
- Wanda Rapaczynski,

- Tomasz Sielicki.

(ii) The Human Resources and Remuneration Commission:

- Wanda Rapaczynski – the Chairperson of the Human Resources and Remuneration Commission,
- Sławomir Sikora,
- Andrzej Szlezak.

The objective of the Audit Committee is to supervise the Management Board in terms of: monitoring of the Company's financial reporting and financial revision, monitoring of internal control systems and internal audit as well as monitoring of risk management and independence of external auditor.

The Audit Committee, within the scope of its authority, may request Company to submit information on accounting, financials, internal audit and risk management necessary to perform duties of Audit Committee and review the Company's account books.

The meetings of the Audit Committee are convened at least four times a year, however, the meetings can be convened as often as it is required for its proper functioning.

The meetings of the Audit Committee are convened by its Chairperson on its own or by an Audit Committee member's motion. It can be also convened on the motion submitted by the Company's Management Board, internal and external auditor.

The Audit Committee presents to the Supervisory Board its conclusions, standpoints and recommendations according to the timeline enabling the Supervisory Board adoption of appropriate measures, as well as annual and semi – annual reports on its activities and the Company's evaluation in the scope related to its competencies.

On the basis of the Supervisory Board's resolution dated September 25, 2009 and in accordance with the stipulations of the Statutes, the company KPMG Audyt Sp. o.o with its registered seat in Warsaw at 51 Chłodna Street, registered under the number 458 as an entity entitled to audit financial reports, was elected for the auditor of the Company that is to audit financial reports of the Company for the years 2008, 2009, 2010.

In accordance with point 1 of the Human Resources and Remuneration Commission Regulations the objectives of the Human Resources and Remuneration Commission are to advise the Supervisory Board on: selection criteria and appointment procedures for the Management Board members in the cases stated in the Company's Statutes, procedures to secure adequate succession of the Management Board members in cases stated in the Company's Statutes, potential candidates in cases when candidates to the Management Board are to be presented to the General Meeting of Shareholders by the Supervisory Board. The Commission reviews from time to time the principles of remuneration of the Management Board and provides the Supervisory Board with appropriate recommendations in that respect, drafting a proposal for the remuneration of the individual Management Board members, for the purpose of their consideration by the Supervisory Board.

The meetings of the Human Resources and Remuneration Commission are convened as often as it is required for its proper functioning, at least once a year.

The Commission meetings are convened by its Chairperson on its own or other Commission member's motion. The meeting can be also convened on the motion submits by the President of the Management Board or Supervisory Board member.

The Commission presents to Supervisory Board its conclusions, standpoints and recommendations according to the timeline enabling Supervisory Board adoption of appropriate measures, as well as annual reports on its activities and Company's evaluation in the scope related to its competencies.

4. DESCRIPTION OF THE BASIC CHARACTERISTICS OF THE INTERNAL CONTROL AND RISK MANAGEMENT SYSTEMS APPLIED BY THE COMPANY IN TERMS OF PREPARATION OF ITS FINANCIAL STATEMENTS.

The Management Board of the Company is responsible for the internal control system and its effectiveness in the process of drawing up financial reports.

The Chief Financial Officer - the member of the Management Board - is responsible for the factual supervision of the aforementioned process. The process of drawing up annual and interim financial reports is coordinated by the Reporting Department functioning within the Finance and Administration Department. The Company, on a current

basis monitors amendments required by the law provisions and external regulations concerning the requirements of the reporting and also prepares in advance to their introducing.

Every month, after the financial books closure, the reports, with the information analyzing key financial data and operational ratios of business segments, are distributed among the Management Board Members and the Company's directors. Once a month the meetings of the Management Board with the directors are convened in order to discuss the results of each segment and department of the Company.

The financial data that constitutes the basis of the financial statements and interim reports stem from the accounting - financial system which registers all transactions in compliance with the accounting standards of the Company (accepted by the Management Board) and based on International Financial Reporting Standards. Agora has prepared financial statements in compliance with International Financial Reporting Standards (previously International Accounting Standards) since 1992.

The Company has its own Internal Audit Department. Its main task is to identify weakness of the internal control and risks in terms of the registration and transactions processing. The Internal Audit Department is subordinate to the President of the Management Board.

The financial statements are conveyed, for the purpose of verification, to the Chief Financial Officer and then to the Management Board for the final verification.

The financial statements are also submitted to the Supervisory Board. The Supervisory Board meetings are held at least once a quarter. During these meetings, depending on the questions posed by the Supervisory Board, the Management Board presents key financial data and operational ratios of the business segments.

Annual and semi-annual reports are audited and reviewed by the Company's auditor. The results of the audit and review are presented to the Financial Chief Officer and management of financial division during the sum up meetings and are also published in statutory auditor's report.

Conclusions from the audit review are submitted to the Audit Committee. During the closed-door meetings with the auditors the representatives of the Audit Committee analyze the results of the review (without the presence of the Management Board).

Additionally the statutory auditor submits to the Audit Committee recommendation concerning improvements of the internal control system in the Company that were identified during the review.

The auditor's recommendations are discussed by the Audit Committee and the Company's Management Board.

5. SHAREHOLDERS WITH A SUBSTANTIAL HOLDING IN THE COMPANY

To the best of the Company's knowledge as of the day of publication of current report, the following shareholders were entitled to exercise over 5% of voting rights at the General Meeting of Shareholders of the Company:

	no. of shares	<i>% of share capital</i>	no. of votes	<i>% of voting rights</i>
Agora-Holding Sp. z o.o.	6,646,955	13.05	23,773,355	34.93
BZ WBK AIB Asset Management S.A. (1)	18,851,516	37.01	18,851,516	27.70
BZ WBK AIB Towarzystwo Funduszy Inwestycyjnych S.A. (2)	12,749,373	25.03	12,749,373	18.73
Arka BZ WBK Akcji FIO (3)	3,629,448	7.13	3,629,448	5.33

(1) as of December 29, 2009;

(2) as of December 29, 2009;

(3) number of shares and votes based on information received on May 30, 2008; the calculation of estimated shares in share capital and in voting rights at General Meeting includes the influence of Company's capital share redemption.

6. THE RULES GOVERNING ELECTION AND DISMISSAL OF MANAGEMENT BOARD MEMBERS AND THEIR RIGHTS, INCLUDING THE RIGHT TO DECIDE ABOUT SHARE BUYBACK OR ISSUE PROGRAM.

6.1. Election/ nomination

According to § 28 of the Statute the Management Board is elected by the General Meeting of Shareholders, except for provisions regarding election by co – option.

With the exception of the situation when co – option of additional members of the Management Board takes place, the Management Board is composed of from 3 to 6 members with the exact number determined by the shareholders holding the majority of preferred series A shares, and following the expiration of such preferred status of all series A shares, by the Supervisory Board.

During the term of its office the Management Board may elect by co-option not more than two additional members; the co-option of additional members is effected by a resolution of the Management Board. In case a member of the Board is appointed by way of co-option, the Management Board is obliged to include in the agenda of the nearest General Meeting of Shareholders an item concerning confirmation of appointment of a new member of the Board by way of co-option and propose an appropriate draft resolution. Should the General Meeting of Shareholders not accept the appointment of the new member of the Board by way of co-option, such Management Board member's mandate expires on conclusion of the General Shareholders Meeting.

According to the Company's Statute the majority of members of the Management Board shall be Polish citizens residing in Poland.

According to the § 30 of the Company's Statute candidates for the Management Board shall be nominated exclusively by shareholders holding preferred series A shares, and following the expiry of the preferred status of all such shares, by the Supervisory Board.

In the event that the persons authorized to determine the number of members of the Management Board and to nominate candidates for such members do not exercise one or both of the above rights, the number of members of the Management Board elected by the General Shareholders Meeting shall be determined by such Shareholders Meeting, while each shareholder during such Shareholders Meeting shall be able to nominate candidates for such members.

6.2. Dismissal

According to § 31 of the Statute individual or all members of the Management Board may be dismissed (removed), due to important reasons, prior to the end of their term of office on the basis of the resolution adopted by the General Meeting of Shareholders adopted by a simple majority of votes, provided that until the expiry of the preferred status of series A shares 80% of voting rights attached to all outstanding series A shares are cast in favor of such resolution. A resolution on dismissal (removal) of Management Board members should state the reasons for which such dismissal is made.

Members of the Management Board elected by co-option may be dismissed in the manner referred to above or by the resolution of the Management Board but the persons concerned cannot vote in this case.

In the event that some members of the Management Board are dismissed or their mandate expires during the term of office for other reasons, supplementary elections shall be held only at such time as when the number of members of the Management Board performing their functions is less than three or when the composition of the Management Board does not comply with the requirement of the majority of members of the Management Board being Polish citizens residing in Poland.

If the number of members of the Management Board is even less than that required in the previous Section, the Management Board shall be obligated to immediately convene an extraordinary General Meeting of Shareholders in order to hold supplementary elections. Supplementary elections may take place also during the ordinary General Meeting of the Shareholders if, in accordance with provisions of law, such meeting must be convened within a short period of time, while convening an extraordinary General Meeting of Shareholders would not be appropriate in such case.

In the event of supplementary elections, provisions regarding the election of members of the Management Board for their full term shall apply.

According to § 33 members of the Management Board may elect the chairman or persons performing other functions among themselves.

6.3. The rights of the Management Board

According to § 27 the Management Board manages the Company's affairs and represents the Company in dealings with third parties. The responsibilities of the Management Board include all matters related to conducting the Company's affairs, provided they were not delegated otherwise.

Only, the General Meeting of Shareholders has the right to decide about share issue or share buyback.

7. HOLDERS OF ALL SECURITIES WHICH GRANT SPECIAL CONTROL RIGHTS IN RELATION TO THE ISSUER

series A shares

Agora Holding Sp. z o.o. is the only holder of registered preferred series A shares. The series A shares carry preferences regarding the number of votes per one share and right to propose candidates for the Management and Supervisory Board members, nominate and dismiss the members of the Management and Supervisory Board, and grant the consent to dispose the series A shares or convert them into bearer shares.

Each series A share entitles its holder to 5 votes at the General Meeting of Shareholders.

The shareholder holding series A shares has the exclusive right to present candidacies for the Management Board. They also belong to the limited number of entities with the exclusive right to present candidacies for the Supervisory Board as well as are able to define the exact number of the Management Board Members.

Further preferences carried by series A shares include the right to dismiss the member of the Management or Supervisory Board prior to the end of his/her term of office. The dismissal can be made on the basis of the resolution adopted by the General Meeting of the Shareholders adopted by a simple majority of votes, provided that until the expiry of the preferred status of series A shares 80% of voting rights attached to all outstanding series A shares are cast in favour of such resolution.

The Company's Statute contains provision that none of the shareholders may exercise more than 20% of the overall number of votes at the General Meeting of the Shareholders, provided that for the purposes of establishing obligations of purchasers of material blocks of shares as provided in the Law on Public Trading of Securities such restriction of the voting rights does not exist. The restriction of the voting rights referred to above does not apply to the shareholders holding series A shares.

Each share, whether preferred or not, entitles its holder to one vote in connection with passing a resolution regarding the withdrawal of the Company's shares from public trading.

8. LIMITATIONS REGARDING THE TRANSFER OF OWNERSHIP RIGHTS TO THE ISSUER'S SECURITIES

According to the Statute of Agora SA:

- a) The sale or conversion of preferred series A shares into bearer shares requires the written consent of shareholders holding at least 50% of the preferred series A shares registered in the share register on the date of filing the written request for such a consent.
- b) The sale of registered shares which used to be marked as series B shares numbered from B 032 731 556 to B 033 999 015 or their conversion to bearer shares shall require the written consent of shareholders holding over 50% series A shares altogether. The consent shall be given by all such shareholders on receipt of written application of a shareholder intending to sell shares or his or her plenipotentiary.

9. REGULATIONS CONCERNING RESTRICTION OF THE VOTING RIGHTS

According to Company's Statute stipulations, none of the shareholders may exercise more than 20% of the overall number of votes at the General Meeting of the Shareholders. For the purposes of establishing obligations of purchasers of material blocks of shares as provided in the Law on Public Trading of Securities such restriction of the voting rights does not exist. The restriction of the voting rights referred to the sentence above shall not apply to:

- a) shareholders holding the preferred series A shares;

b) the deposit bank which, on the basis of agreement with the Company, issued depository receipts based on the Company Shares, in the event that such entity exercises the voting rights attached to shares which were the basis for the issuance of depository receipts; and

c) a shareholder who, while having no more than 20% of the overall number of votes at the General Meeting of the Shareholders, announced a tender for subscription for the sale or exchange of all the shares of the Company and in result of such tender purchased shares which, including the previously held Company shares, authorise it to exercise at least 75% of the overall number of votes at the General Meeting of the Shareholders. For the purposes of calculating a shareholder's share in the overall number of votes at the General Meeting of the Shareholders referred to above it is assumed that the restriction of the voting rights provided in section 1 does not exist.

Percentage of votes at the General Meeting of Shareholders of foreign entities and entities controlled by them may not exceed 49%. The limit shall not refer to entities with their registered seats or residence in a member state of the European Economic Area. Each share, whether preference or not, entitles its holders to one vote when passing a resolution regarding the withdrawal of the Company's shares from public trading.

10. RULES OF INTRODUCING CHANGES INTO COMPANY'S STATUTE

The Company's Statute does not contain stipulations different from the Commercial Companies Code stipulations regarding introducing changes into Company's Statute.

Warsaw, April 12, 2010

Piotr Niemczycki – President of the Management Board *Signed on the Polish original*

Zbigniew Bak – Deputy President of the Management Board *Signed on the Polish original*

Tomasz Jozefacki – Member of the Management Board *Signed on the Polish original*

Grzegorz Kossakowski – Member of the Management Board *Signed on the Polish original*