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OPINION OF THE INDEPENDENT AUDITOR

To the General Shareholders' Meeting of Agora S.A.

We have audited the accompanying consolidated financial statements of Agora S.A. Group seated in Warsaw, ul. Czerna 8/10 ("the Group"), which comprise the consolidated balance sheet as at 31 December 2008, with total assets and total liabilities and equity of PLN 1,598,561 thousand, the consolidated profit and loss account for the year then ended with a net profit of PLN 23,302 thousand, the consolidated statement of changes in equity for the year then ended with an a decrease in equity of PLN 48,470 thousand, the consolidated cash flow statement for the year then ended with a decrease in cash amounting to PLN 73,917 thousand and notes to the consolidated financial statements.

Management's Responsibility for the Financial Statements

Management of the parent entity is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards as adopted by European Union and with other applicable regulations. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatements, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditor's Responsibility

Our responsibility, based on our audit, is to express an opinion on these consolidated financial statements. We conducted our audit in accordance with section 7 of the Accounting Act dated 29 September 1994 (Official Journal from 2002, No. 76, item 694 with amendments) ("the Accounting Act"), the professional standards established by the Polish National Council of Certified Auditors and International Standards on Auditing. Those standards require that we comply with relevant ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting principles used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the accompanying consolidated financial statements of Agora S.A. Group have been prepared and present fairly in all material respects the financial position of the Group as at 31 December 2008 and of its financial performance and its cash flows for the year then ended, in accordance with International Financial Reporting Standards as adopted by the European Union, and are in compliance with the respective regulations that apply to the consolidated financial statements, applicable to the Group.

Other Matters

As required under the Accounting Act we also report that the Report on the Group's activities includes, in all material respects, the information required by Art. 49 of the Accounting Act and by the Decree of the Ministry of Finance dated 19 February 2009 on current and periodic information provided by issuers of securities and the conditions for recognition as equivalent information required by the law of a non-Member State (Official Journal from 2009, No 33, item 259) and the information is consistent with the consolidated financial statements.

Signed on the Polish original

.....
Certified Auditor No. 90046/7419
Marcin Domagała

Signed on the Polish original

.....
For KPMG Audyt Sp. z o.o.
ul. Chłodna 51; 00-867 Warsaw
Certified Auditor No. 90046/7419
Marcin Domagała,
Member of the Management Board

10 April 2009
Warsaw, Poland



TRANSLATION

Agora S.A. Group

**Report supplementing
the auditor's opinion
on the consolidated financial
statements**

**Financial Year ended
31 December 2008**

The report supplementing the auditor's opinion
contains 13 pages

Report supplementing the auditor's opinion
on the consolidated financial statements
for the financial year ended
31 December 2008

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1. General

1.1 Identification of the Group

1.1.1 Name of the Group

Agora S.A. Group

1.1.2 Registered office of the Parent Company of the Group

ul. Czerska 8/10
00-732 Warsaw

1.1.3 Registration of the Parent Company in the National Court Register

Registration court: District Court for the Capital City Warsaw in Warsaw,
XIII Commercial Department of the National Court Register
Date: 7 November 2001
Registration number: KRS 0000059944

1.1.4 Registration of the Parent Company in the Tax Office and Statistical Office

NIP number: 526-030-56-44
REGON: 011559486

1.2 Information about companies comprising the Group

1.2.1 Companies included in the consolidated financial statements

As at 31 December 2008, the following companies were consolidated by the Group:

Parent Company:

- Agora S.A.

Subsidiaries consolidated on the full consolidation basis:

- Agora Poligrafia Sp. z o.o.,
- Art Marketing Syndicate S.A.,
- IM 40 Sp. z o.o.,
- GRA Sp. z o.o.,
- Agencja Reklamowa Jowisz Sp. z o.o.,
- Adpol Sp. z o.o.,
- Akcent Media Sp. z o.o.,
- Inforadio Sp. z o.o.,
- Agora TC Sp. z o.o.,
- BOR Sp. z o.o.,

- LLC Agora Ukraine,
- Media System Sp. z o.o.,
- Agora Press Ltd.,
- Trader.com (Polska) Sp. z o.o.

The following subsidiaries were consolidated for the first time during the year ended 31 December 2008, as a result of the Parent Company acquiring a controlling interest:

- Agora Press Ltd. – subject to consolidation for the period from 1 September 2008 to 31 December 2008,
- Trader.com (Polska) Sp. z o.o. – subject to consolidation for the period from 25 June 2008 to 31 December 2008.

Additionally, Media System Sp. z o.o. was consolidated for the first time during the year ended 31 December 2008 - subject to consolidation for the period from 1 January 2008 to 31 December 2008.

1.2.2 Entities excluded from consolidation

As at 31 December 2008, the following subsidiaries of the Group were not consolidated:

- Projekt Inwestycyjny Sp. z o.o.,
- Polskie Badania Internetu Sp. z o.o.,
- Polskie Badania Outdooru Sp. z o.o.

1.3 Auditor information

Name:	KPMG Audyt Sp. z o.o.
Registered office:	Warsaw
Address:	ul. Chłodna 51, 00-867 Warsaw
Registration number:	KRS 0000104753
Registration court:	District Court for the Capital City Warsaw in Warsaw, XII Commercial Department of the National Court Register
Share capital:	PLN 125,000
NIP number:	526-10-24-841

KPMG Audyt Sp. z o.o. is entered in the register of entities authorised to audit financial statements under number 458.

1.4 Legal status

1.4.1 Share capital

The Parent Company was established for an indefinite period under the terms of its Statute dated 11 March 1998.

The share capital of the Parent Company amounted to PLN 54,977,535.00 as at 31 December 2008 divided into 54,977,535 ordinary shares with a nominal value of PLN 1.00 each.

As at 31 December 2008, the shareholder structure was as follows:

Name of the Shareholder	Number of shares	Voting rights (in %)	Book value of shares PLN'000	Percentage of share capital (in %)
Agora - Holding Sp. z o.o.	7,061,472	33.6%	7,061,472	12.8%
Julius Baer International Equity Fund	3,858,789	5.4%	3,858,789	7.0%
BZ WBK AIB Asset Management S.A.	14,454,410	20.0%	14,454,410	26.3%
Others	29,602,864	41.0%	29,602,864	53.9%
	<u>54,977,535</u>	<u>100.0%</u>	<u>54,977,535</u>	<u>100.0%</u>

Information on changes in the shareholder structure during 2008 and until the date of this report is included in the Report of the Management Board of the Parent Company on the Group's activities, chapter V.B. point 2.

1.4.2 Management of the Parent Company

The Management Board is responsible for management of the Parent Company.

At 31 December 2008, the Management Board of the Parent Company was comprised of the following members:

- Piotr Niemczycki – President of the Management Board
- Zbigniew Bąk – Vice President of the Management Board
- Tomasz Józefacki – Member of the Management Board

On 13 November 2008, Mr. Marek Sowa resigned from the post of the President of the Management Board and the Member of the Management Board. On the same day, Mr. Piotr Niemczycki was appointed the President of the Management Board, and Mr. Tomasz Józefacki was appointed the Member of the Management Board. On 28 November 2008, Mr. Jarosław Szaliński resigned from the post of the Vice President of the Management Board and the Member of the Management Board. On 8 January 2009, Mr. Grzegorz Kossakowski was appointed the Member of the Management Board.

1.4.3 Scope of activities

The business activities listed in the Parent Company's Statute include the following:

- publishing of newspapers, books, periodical publications and other publishing activities,
- printing newspapers,
- other polygraph activity, not classified elsewhere,
- assembly of texts and manufacturing of printing boards,
- other services relating to polygraph activities,
- activities,
- radio and television activity, issuing sound records,
- manufacturing of movies and video records.

The business activities of subsidiaries of the Group, according to their Deed/Statute, include the following:

- Agora – Poligrafia Sp. z o.o. – polygraph activity,
- Art. Marketing Syndicate S.A. („AMS”) and companies from the AMS Group – outdoor advertisement,
- Radio companies – broadcasting radio stations,
- Trader.com (Polska) Sp. z o.o. – internet advertisement.

1.5 Prior period consolidated financial statements

The consolidated financial statements for the financial year ended 31 December 2007 were audited by KPMG Audyt Sp. z o.o. and received an unqualified opinion.

The consolidated financial statements were approved at the General Shareholders’ Meeting on 20 June 2008.

The closing balances as at 31 December 2007 have been properly recorded in the consolidation documentation as the opening balances of the audited year.

The consolidated financial statements were submitted to the Registry Court on 18 July 2008 and were published in Monitor Polski B No. 2155 on 23 December 2008.

1.6 Audit scope and responsibilities

This report was prepared for the General Shareholders’ Meeting of Agora S.A. seated in Warsaw, ul. Czerna 8/10 and relates to the consolidated financial statements comprising: the consolidated balance sheet as at 31 December 2008, with total assets and total liabilities and equity of PLN 1,598,561 thousand, the consolidated profit and loss account for the year then ended with a net profit of PLN 23,302 thousand, the consolidated statement of changes in equity for the year then ended with a decrease in equity of PLN 48,470 thousand, the consolidated cash flow statement for the year then ended with a decrease in cash amounting to PLN 73,917 thousand and notes to the consolidated financial statements.

The Parent Company prepares its consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union on the basis of the decision of the General Shareholders’ Meeting dated 20 October 2004.

The consolidated financial statements have been audited in accordance with the contract dated 26 September 2008, concluded on the basis of the resolution of the Supervisory Board dated 25 September 2008 on the appointment of the auditor.

We conducted the audit in accordance with section 7 of the Accounting Act, the professional standards established by the Polish National Council of Certified Auditors and International Standards on Auditing.

We audited the consolidated financial statements in the Parent Company’s head office during the period from 8 to 19 September 2008 (interim audit) and from 2 to 27 March 2009 (final audit).

Management of the Parent Company is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union and with other applicable regulations.

Management of the Parent Company and members of the Supervisory Board are obliged to ensure that the consolidated financial statements and the Report of Managements Board on the Group's activities are in compliance with the requirements set forth in the Accounting Act.

Our responsibility is to express an opinion, and to prepare a supplementing report, on the financial statements.

The Management Board of the Parent Company submitted a statement, dated the same date as this report, as to the true and fair presentation of the consolidated financial statements presented for audit, which confirmed that there were no undisclosed matters which could significantly influence the information presented in the consolidated financial statements.

All our requests for additional documents and information necessary for expressing our opinion and preparing the report have been fulfilled.

KPMG Audyt Sp. z o.o., the members of its Management Board and Supervisory Board and other persons involved in the audit of the consolidated financial statements fulfil independence requirements from the companies included in the Group. The scope of the work planned and performed has not been limited in any way. The method and scope of our audit is detailed in working papers prepared by us and retained in the offices of KPMG Audyt Sp. z o. o.

1.7 Information on audits of the financial statements of the consolidated companies

1.7.1 Parent Company

The financial statements of the Parent Company for the year ended 31 December 2008 were audited by KPMG Audyt Sp. z o.o., certified auditor number 458, and received an unqualified opinion.

1.7.2 Other consolidated entities

<u>Entity's name</u>	<u>Certified auditor</u>	<u>Financial year end</u>	<u>Type of auditor's opinion</u>
Art Marketing Syndicate S.A.	KPMG Audyt Sp. z o.o.	31 December 2008	Unqualified
Agora Poligrafia Sp. z o.o.	KPMG Audyt Sp. z o.o.	31 December 2008	Unqualified
GRA Sp. z o.o.	KPMG Audyt Sp. z o.o.	31 December 2008	Unqualified
Inforadio Sp. z o.o.	Polskie Centrum Audytu i Rachunkowości Sp. z o.o.	31 December 2008	Until the date of this report the audit has not been completed



The financial statements of Inforadio Sp. z o.o. included in the consolidated financial statements were audited by certified auditor other than KPMG Audyt Sp. z o.o. The total assets presented in the financial statements of this entity as at 31 December 2008 amount to 0.2% of the total consolidated assets of the Group, before consolidation eliminations, and revenues of this entity for the financial year ended 31 December 2008 amount to 0.7% of the consolidated revenues of the Group, before eliminations of intercompany transactions.

The financial statements of other entities in the Group were not required to be audited for the financial year ended 31 December 2008.

2 Financial analysis of the Group

2.1 Summary of the consolidated financial statements

2.1.1 Consolidated balance sheet

ASSETS	31.12.2008		31.12.2007	
	PLN '000	% of total	PLN '000	% of total
Non-current assets			(restated)	
Intangible assets	396,986	24.8	289,871	18.1
Property, plant and equipment	650,692	40.7	616,036	38.5
Long-term financial assets	248	-	3,162	0.2
Investments in associates and jointly controlled entities	399	-	-	-
Long-term receivables and prepayments	6,802	0.4	6,970	0.4
Deferred tax assets	10,692	0.7	14,720	0.9
Total non-current assets	1,065,819	66.6	930,759	58.1
Current assets				
Inventories	18,861	1.2	17,501	1.1
Short-term receivables and prepayments	244,860	15.3	249,257	15.6
Income tax receivable	5,271	0.3	2,199	0.1
Short-term financial assets	7	-	63,455	4.0
Cash and cash equivalents	263,743	16.6	337,660	21.1
Total current assets	532,742	33.4	670,072	41.9
TOTAL ASSETS	1,598,561	100.0	1,600,831	100.0
EQUITY AND LIABILITIES				
	31.12.2008		31.12.2007	
	PLN '000	% of total	PLN '000	% of total
Equity			(restated)	
Share capital	54,978	3.4	54,978	3.4
Treasury shares	(71,007)	4.4	-	-
Share premium	290,506	18.2	290,506	18.1
Foreign currency translation reserve	(37)	-	(21)	-
Retained earnings and other capital	892,771	55.8	870,220	54.4
Total equity attributable to equity holders of the parent	1,167,211	73.0	1,215,683	75.9
Minority interest	(93)	-	(95)	-
Total equity	1,167,118	73.0	1,215,588	75.9
Liabilities				
Deferred tax liabilities	41,121	2.6	41,110	2.6
Long-term loans and credits	95,497	6.0	104,430	6.5
Provisions for retirement benefits	1,829	0.1	1,334	0.1
Long-term accruals	101	-	767	-
Total non-current liabilities	138,548	8.7	147,641	9.2
Provisions for retirement benefits	91	-	130	-
Trade and other payables	167,611	10.5	138,742	8.7
Income tax payable	20	-	177	-
Short-term loans and credits	59,736	3.7	34,810	2.2
Provisions for liabilities	14,975	0.9	2,876	0.2
Short-term accruals	50,462	3.2	60,867	3.8
Total current liabilities	292,895	18.3	237,602	14.9
Total liabilities	431,443	27.0	385,243	24.1
TOTAL EQUITY AND LIABILITIES	1,598,561	100.0	1,600,831	100.0

2.1.2 Consolidated profit and loss account

	1.01.2008 - 31.12.2008 PLN '000	% of total sales	1.01.2007 - 31.12.2007 PLN '000	% of total sales
Revenue	1,277,670	100.0	1,272,323	100.0
Cost of sales	(694,889)	54.4	(722,579)	56.8
Gross profit on sales	582,781	45.6	549,744	43.2
Distribution expenses	(350,794)	27.5	(318,835)	25.1
Administrative expenses	(140,369)	11.0	(109,721)	8.6
Other operating income	15,899	1.2	17,835	1.4
Other operating expenses	(62,907)	4.9	(18,750)	1.5
Results from operating activities	44,610	90.2	120,273	79.8
Financial income	21,138	1.7	17,077	1.3
Financial expenses	(16,230)	1.3	(8,034)	0.6
Share of profit/(loss) of associates	(1,633)	0.1	6	-
Profit before tax	47,885	3.7	129,322	10.2
Income tax expense	(24,583)	1.9	(29,141)	2.3
Profit for the period	23,302	1.8	100,181	7.9
Attributable to:				
Equity holders of the parent	23,421	1.8	100,264	7.9
Minority interest	(119)	-	(83)	-
Earnings per share (PLN)	0.43		1.82	

2.2 Selected financial ratios

	2008	2007	2006
1. Return on sales			
$\frac{\text{net profit} \times 100\%}{\text{net revenues}}$	1.8%	7.9%	2.8%
2. Return on equity			
$\frac{\text{net profit} \times 100\%}{\text{equity} - \text{net profit}}$	2.0%	9.0%	2.8%
3. Debtors turnover			
$\frac{\text{average trade receivables (gross)} \times 365 \text{ days}}{\text{net revenues}}$	66 days	62 days	67 days
4. Debt ratio			
$\frac{\text{liabilities} \times 100\%}{\text{equity and liabilities}}$	27.0%	24.1%	24.0%
5. Current ratio			
$\frac{\text{current assets}}{\text{current liabilities}}$	1.8	2.8	2.8

- Net revenues are comprised of the sale of finished products, merchandise and raw materials.
- Average trade receivables represent the average of trade receivables at the beginning and at the end of the period, excluding allowances for receivables.

2.3 Interpretation of selected financial ratios

Return on sales and return on equity

Return on sales and return on equity decreased as compared to the prior year due to a decrease of the net profit. In the current period, the Group incurred higher distribution expenses and administrative expenses while net revenues remained comparable to the prior year. Additionally, there was an increase of other operating expenses related primarily to restructuring costs incurred in the fourth quarter of 2008 and an impairment loss in respect of goodwill on the acquisition of Trader.com (Polska) Sp. z o.o.

Debtors' days

Debtors' days worsened slightly as compared to the prior year.

Debt ratio

Debt ratio increased slightly as compared to the prior year.

Current ratio

The current ratio decreased in comparison to the prior year. However, it still remains relatively high.

3 Detailed report

3.1 Accounting principles

The Parent Company maintains current documentation describing the accounting principles applied by the Group and adopted by the Management Board of the Parent Company.

The accounting principles are described in the notes to the consolidated financial statements to the extent required by International Financial Reporting Standards as adopted by the European Union.

Entities included in the Group apply common accounting principles consistent with the accounting principles applied by the Parent Company.

The financial statements of the entities included in the consolidated financial statements were prepared at the same balance sheet date as the financial statements of the Parent Company.

3.2 Basis of preparation of the consolidated financial statements

The consolidated financial statements of the Agora S.A. Group were prepared in accordance with International Financial Reporting Standards as adopted by the European Union and with other applicable regulations.

The consolidated financial statements were prepared on the basis of the consolidation documentation prepared in accordance with the requirements of the Decree of the Ministry of Finance dated 12 December 2001 on principles for the preparation of financial statements of related entities by entities other than banks and insurance companies.

3.3 Method of consolidation

The method of consolidation is described in note 2(c) to the consolidated financial statements.

3.4 Goodwill arising on consolidation

The method of calculating goodwill arising on consolidation is described in note 2(e) to the consolidated financial statements.

3.5 Consolidation of equity and calculation of minority interest

The share capital of the Group is equal to the share capital of the Parent Company.

Other equity items of the Group are determined by adding the equity balances of subsidiaries included in the consolidated financial statements in the proportion reflecting the Parent Company's share in the subsidiaries' equity as at the balance sheet date to the corresponding positions of the equity of the Parent Company.

Only equity of subsidiaries arising after the Parent Company obtained control of the subsidiary is included in the equity of the Group.



Minority interests in subsidiaries included in the consolidated financial statements were determined based on the minority shareholders' share in the subsidiaries' equity as at the balance sheet date.

3.6 Consolidation eliminations

Intercompany balances within the Group were eliminated on consolidation.

Sales between entities and other intercompany operating revenues and expenses and financial revenues and expenses were eliminated on consolidation.

The consolidation eliminations were based on the accounting records of Agora S.A. (or subsidiary entities) and agreed with information received from the subsidiaries.

3.7 Notes to the consolidated financial statements

All information included in the notes to the consolidated financial statements is, in all material respects, presented accurately and completely. This information should be read in conjunction with the consolidated financial statements taken as a whole.

3.8 Report of the Management Board of the Parent Company on the Group's activities

The Report of the Management Board of the Parent Company on the Group's activities includes, in all material respects, the information required by Art. 49 of the Accounting Act and by the Decree of the Ministry of Finance dated 19 February 2009 on current and periodic information provided by issuers of securities and the conditions for recognition as equivalent information required by the law of a non-Member State (Official Journal from 2009, No 33, item 259) and the information is consistent with the consolidated financial statements.

3.9 Information on the opinion of the independent auditor

Based on our audit of the consolidated financial statements of the Group as at and for the year ended 31 December 2008, we have issued an unqualified opinion.

Signed on the Polish original

.....
Certified Auditor No. 90046/7419
Marcin Domagała

10 April 2009
Warsaw, Poland

Signed on the Polish original

.....
For KPMG Audyt Sp. z o.o.
ul. Chłodna 51; 00-867 Warsaw
Certified Auditor No. 90046/7419
Marcin Domagała,
Member of the Management Board