

RULES OF THE REMUNERATION AND NOMINATION COMMITTEE OF PLAY COMMUNICATIONS S.A.

Article 1

These rules (the “**Rules**”) shall regulate the manner of working, decision making and other issues related to the work of the Remuneration and Nomination Committee (the “**Committee**”) of the Board (the “**Board**”) of Play Communications S.A. (the “**Company**”).

The Committee is established on the basis of Article 14.2 of the Articles of Association of the Company.

Article 2

Within the framework of its activities, the Committee acts as an advisory body to the Board, whose work aims to support the work and activities of the Board regarding the Company’s remuneration policy as well as to support the work and activities of the Board in decision making by the Company in the process of appointment and/or removal of its directors and other employees of the Company or of any subsidiary of the Company. The purpose of the Committee is to monitor the nomination and remuneration policy concerning the Company’s Board and other employees and to review the Company’s performance in this regard.

The Company will provide the Committee with sufficient resources to discharge the Committee’s duties, in particular to avail itself of consultants, with a view to obtaining the necessary information on market standards for remuneration systems. The Committee should have the right to obtain from the Company’s Board, directors, senior management or employees all the necessary information or to seek independent professional advice on issues falling in the area of the Committee’s competence.

The Committee establishes the selection criteria, and sets the rules on appointment of any nomination and remuneration consultants who advise the Committee. The Committee receives appropriate funding from the Company to this effect.

Article 3

The duties and functions of the Committee should contain preparation and periodical review of the Company’s compensation policy and principles and the performance criteria related to compensation, periodical review of their implementation as well as the submission of proposals and recommendations to the Board.

With respect to the members of the Board, the Committee should:

- (a) make proposals, for the approval of the Board, on the remuneration policy for executive directors or senior employees of the Company or of any subsidiary of the Company. Such policy should address all forms of compensation, including in particular the fixed remuneration, performance-related remuneration schemes, pension arrangements, and termination payments. Proposals related to performance-related remuneration schemes should be accompanied with recommendations on the related objectives and evaluation criteria, with a view to properly aligning the pay of executive directors and/or senior employees with the long-term interests of the shareholders and the objectives set by the Board for the Company;
- (b) make proposals to the Board on the individual remuneration to be attributed to the members of the Board or of executive directors or senior employees of the Company or of any subsidiary of the Company, ensuring that they are consistent with the

remuneration policy adopted by the Company and the evaluation of the performance of the members concerned. The Committee should have the right to information concerning the total compensation obtained by the members of the Board from other companies affiliated to the Company's group;

- (c) make proposals to the Board on suitable forms of contract for members of the Board or for executive directors or senior employees of the Company or of any subsidiary of the Company; and
- (d) assist the Board in overseeing the process whereby the Company complies with existing provisions regarding disclosure of remuneration-related items (in particular the remuneration policy applied and the individual remuneration attributed to members of the Board).

With respect to stock option and other share-based incentives which may be granted to the Company's members of the Board or to executive directors or senior employees of the Company or of any subsidiary of the Company, the Committee should:

- (a) debate the general policy regarding the granting of such schemes, in particular stock options, and make any related proposals to the Board;
- (b) review the information provided on this topic in the annual report and to the shareholders meeting where relevant; and
- (c) make proposals to the Board concerning the choice between granting options to subscribe shares or granting options to purchase shares, specifying the reasons for its choice as well as the consequences that this choice has.

No Member of the Committee or any of his associates should be involved in deciding on his own remuneration.

Article 4

The duties and functions of the Committee with respect to process of appointment and/or removal of the members of the Board or of the board of directors of any subsidiary of the Company should contain:

- (a) preparation of all relevant decisions of the Board in relation to the nomination of the members of the Board as well as submission of proposals and recommendations to the Board. The Committee should evaluate the balance of skills, knowledge and experience on the Board, prepare a description of the roles and capabilities required for a particular appointment, and assess the time commitment expected;
- (b) review the policy of the Board for selection and appointment of the members of the Board or of the board of directors of any subsidiary of the Company;
- (c) periodically assess the structure, size, composition and performance of the Board, and make recommendations to the Board with regard to any changes;
- (d) properly consider the issues related to the succession planning; and
- (e) exercise any further powers and duties delegated to the Committee by the Board, in particular with respect to the nomination of members of the Board and related matters.

In performing its duties, the Committee should consider the proposals for approving the nomination of potential candidates made by the Company's shareholders and the members of the Board (including in particular the Chairman of the Board) or of the board of directors of any subsidiary of the Company.

Article 5

The Committee shall consist of at least three members, including the Chairman and Vice-Chairman of the Committee (the “**Members of the Committee**”). The number of Members of the Committee shall be determined by the Board.

Members of the Committee are appointed and dismissed by the Board from amongst its members, in voting by an open ballot. The Board at its own discretion has the power at any time to fill vacancies in it.

Members of the Committee are appointed for the three year joint term of office with a right to be re-elected. Upon the lapse of the joint term of office the mandate of the Members of the Committee terminates automatically and they should then be replaced in accordance with the same procedure.

Article 6

The Committee shall have an office of the Chairman (the “**Chairman**”) and the Secretary (the “**Secretary**”) of the Committee. The Board shall select one of the Committee members as the Chairman and one as the Secretary of the Committee.

Article 7

The Chairman manages the work of the entire Committee and evaluates the work of each Member of the Committee. The Chairman is responsible for the conduct of all the meetings of the Committee and shall have voting rights the same as any other Member of the Committee.

The Chairman presents the position of the Committee before the Board and third parties and performs such other duties as the Committee may assign.

The Chairman has the right to communicate general information regarding the Committee’s activities directly to the Company’s shareholders.

Article 8

The Secretary is responsible for preparation and keeping the minutes and resolutions of each meeting of the Committee. The Secretary compiles the Committee’s agendas. The Committee’s agenda will include all items and issues to be discussed at the meeting.

Article 9

As a rule, the Committee renders its decisions at the meetings in the form of a written resolution including a recommendation to accept or reject a proposal with an explanation of the underlying reasoning. The Committee’s meetings are convened by the Chairman on his own initiative or, at the request of the majority of the Members of the Committee.

The Committee’s meetings are held at least once a year on the date specified by the Chairman of the Committee. Additional meetings will be held as the work of the Committee demands.

The Secretary will send to the Members of the Committee the notices on convening the meeting, containing the agenda and materials to be discussed at the meeting including draft resolutions, no less than (7) seven days prior to any such meeting being held, unless all Members of the Committee unanimously waive such notice.

Article 10

At a meeting, the Committee adopts written resolutions by open ballot. The Chairman may order a secret ballot, on his/her own initiative or at the request of another Member of the Committee.

For resolutions adopted at a Committee's meeting to be valid, all Members of the Committee must be informed properly, and at least one half of the Committee must be present at the meeting.

Resolutions are adopted by an absolute majority of the votes of the Members of the Committee.

The Committee may adopt resolutions by circulation or by using means of direct remote communication. A resolution adopted in this way is valid, when all Members of the Committee have been informed of the contents of a draft resolution. The decision about the manner in which the resolution is to be adopted is made by the Chairman of the Committee. The resolutions adopted using means of direct remote communication should be added to the minutes of the nearest Committee's meeting.

The Committee's meetings should be attended by all the Members of the Committee. In order to ensure the autonomy and objectivity, the Committee will have the sole authority to invite the members of the Company's Board, professional advisors, experts or other persons to attend the meetings of the Committee, including the chief executive officer and/or the chief financial officer of P4 Sp. z o.o., a wholly owned subsidiary of the Company. However, only the Members of the Committee are entitled to vote at the Committee's meetings.

Article 11

The Members of the Committee have the obligation to keep any discussed matters confidential, and not to disclose any information obtained at the meeting of the Committee without prior authorization.

Minutes of each meeting of the Committee should be recorded in sufficient details by the Secretary, with a final version of the minutes of such meeting to be sent to the Members of the Committee within a reasonable period of time by the Secretary.

Resolutions passed in writing should be signed by all Members of the Committee present at the meeting.

Minutes or resolutions passed in writing should be kept by the Secretary and be opened for the Board's inspection.

Article 12

The Committee should report to the Board on the Committee's activities and results after each Committee's meeting by way of minutes or any other appropriate ways.

The Committee should review the adequacy of these Rules annually and recommend any proposed changes to the Board for approval.

Article 13

The Rules of the Committee are open and shall be available to the public.

The Rules shall take effect on the day of their passing by the Board.

Any amendments hereof shall require a resolution of the Board.