

RULES OF THE AUDIT COMMITTEE OF THE BOARD OF PLAY COMMUNICATIONS S.A.

I. GENERAL PROVISIONS

§1

These rules (the “**Rules**”) define the composition, method of appointment, tasks, scope of activities and the mode of functioning of the Audit Committee of the Board („**Committee**”) of Play Communications S.A. („**Company**”).

§2

1. The Committee is established on the basis of Article 14.2 of the Articles of Association of the Company.
2. The Committee is an advisory committee acting under the Board.

II. COMPOSITION AND APPOINTMENT OF THE COMMITTEE

§3

1. The Committee shall consist of at least three members (the “**Members of the Committee**”). The number of members of the Committee shall be determined by the Board.
2. The Members of the Committee shall be appointed by the Board from among its Members.
3. The Committee shall have an office of the Chairman (the “**Chairman**”). The Board shall select one of the Committee members as the Chairman and one as the Secretary of the Committee.
4. The Chairman of the Committee managed the Committee’s work.
5. At least one of the Members of the Committee must have adequate qualifications and experience in the area of accounting or financial review.
6. The Chairman of the Committee should meet the independence requirements referred to in Annex II to the European Commission Recommendation of 15 February 2005 on the role of non-executive or supervisory directors of listed companies and on the committees of the (supervisory) board. Notwithstanding the independency requirements defined in the said Annex II, the independency requirement shall not be deemed as fulfilled if the Member of the Audit Committee:
 - (a) is an employee of the Company or its subsidiary or affiliate or has entered into a similar agreement with any of them;
 - (b) has an actual and significant relationship with any shareholder who holds at least 5% of the total vote in the company.

III. TASKS AND SCOPE OF ACTIVITY OF THE COMMITTEE

§4

1. The role of the Committee is to review the integrity of the financial information reported externally, the independence and objectivity of the Company’s external auditors, the nature and scope of the audit and auditors’ work as well as internal audit, internal control and risk management systems and significant transaction with related parties, and to advise the Board of these issues as appropriate.
2. The key functions of the Committee include:
 - (a) Financial reporting;

- (b) Financial plans submitted to the Board in terms of the financial accuracy;
 - (c) Audit of financial statements by a statutory auditor;
 - (d) Internal and external control systems, therein internal audit;
 - (e) Risk management system.
3. The scope of activity of the Committee may include other issues indicated by the Board.

§5

1. The Committee's tasks within the scope of advisory and consultative activities with reference to financial reporting include in particular:
- (a) Preliminary assessment of the report of the Board on the activity of the Company and the annual financial statement of the Company;
 - (b) Preliminary assessment of annual consolidated reports of the capital group of Play Communications S.A. and the report of the Board on the activity of the capital group as well as the decision whether they can be recommended to the Board for submission to the shareholders' meeting;
 - (c) Evaluation of the fundamental principles governing the existing financial reporting system and presentation of conclusions and recommendations to the Board concerning the validity of its modification, and moreover informing the Board of any significant irregularities in the system that the Committee is aware of, or risks related to its organization and operation.
2. The Committee's tasks within the scope of advisory and consultative activities with reference to audit of financial reports by a statutory auditor include in particular:
- (a) Recommendation to the Board of the statutory auditors to be chosen by the Board to audit or review the Company's financial statements and consolidated financial statements of the capital group, as well as the statutory auditors, who are entrusted with reviews or audits of other financial reports of the Company, and evaluation of proposed conditions in the auditor's contracts, including his or her remuneration;
 - (b) Controlling and monitoring the independence and objectivity of the statutory auditor and audit firm.
 - (c) Assessing the independence of a statutory auditor and allowing a statutory auditor to carry out authorized non-audit services;
 - (d) Evaluation of the type and scope of work assigned to the statutory auditor, that is unrelated to audit or review of financial statements, in respect of the risk that conflict of interest may arise, as well as costs incurred in favor of the statutory auditor.
 - (e) In the case when a statutory auditor resigns from auditing the Company's financial statements, in particular if he or she should terminate the contracts concluded with the Company or any company of the capital group, the evaluation of reasons behind such a resignation and presentation of conclusions to the Board;
 - (f) Presentation to the Board of conclusions and recommendations following from the report and opinion of the statutory auditor on the financial statements of the Company and consolidated financial statements of the capital group, in particular if the statutory auditor refuses to express an opinion, if the opinion is negative or reservations have been voiced regarding the financial statements;

- (g) Expressing opinions on activities undertaken by the Board with regard to reservations to financial statements made by the statutory auditor or comments made in any other form with respect to the validity of the financial statements or accounting principles applied by the Company or capital group.
3. The Committee's tasks within the scope of advisory and consultative activities with reference to internal and external control, therein internal audit and risk management, include in particular:
- (a) Evaluation of the effectiveness of internal control and risk management systems that function within the Company and presentation of conclusions and recommendations to the Board concerning their evaluation, therein the validity of modification, and moreover informing the Board of any detected irregularities in the systems, or risks related to their organization and operation;
 - (b) Reviewing annually the internal audit program, including the review of independence of the internal audit function and its budget, and coordinating between internal and external auditors.
 - (c) Preliminary evaluation of documents concerning internal control and risk management systems in the Company submitted to the Board, in particular of the annual plan of control actions within the Company approved by the Board as well as of the report of its execution;
 - (d) Evaluation of the results of internal controls, therein internal audits, and schedules of elimination of detected errors in selected areas;
 - (e) Examination of reports and recommendations of external regulation or monitoring bodies, regarding the conformity of the Company's activity with the law, and schedules of elimination of detected errors.

IV. MODE OF EXECUTING ACTIONS BY THE COMMITTEE

§6

1. The dates of sessions of the Committee should be specified in a manner that allows the Committee to fulfill its due diligence duties, in particular with respect to the preliminary assessment of documents regarding the end of the fiscal year and the recommendation of the statutory auditor.
2. Sessions of the Committee shall be held at the place indicated by the person convening the session with due observance of §8.1.
3. With due observance of peremptory law and within the scope of activities as specified by the herein Rules, the Committee or its Members delegated by the Committee's resolution are authorized to demand information and explanations from Company employees.

§7

1. Sessions of the Committee may be convened by its Chairman and any other Member of the Committee.
2. The sessions of the Committee are convened through an invitation delivered by mail, fax or email. The notification of convening a session of the Committee containing the session's proposed agenda as well as materials concerning the session should be delivered to all Members of the Committee and the Chairman of the Committee at least 3 days before the planned date

of the session. Under justified circumstances this period can be shortened by the person convening the session.

3. The Committee may convene its sessions without formal notification if all Members of the Committee accept that such session should be held and approve the proposed agenda of the session.

§8

1. Sessions of the Committee shall be opened and conducted by the Chairman of the Committee, and should he be absent by the oldest Member of the Committee which is present at the session unless such oldest Member of the Committee delegates it to the other Member of the Committee.
2. Decisions of the Committee are made by way of resolutions, adopted through open votes of the Members of the Committee. Resolutions of the Committee are adopted by an absolute majority of votes.
3. In order to adopt valid resolutions all Members of the Committee must have been correctly notified of the meeting and at least half of the Members must be present.
4. The agenda specified in the notification on the convention of a session cannot be modified or complemented during the session which it concerns, with the reservation that all Members of the Committee are present at the session and all of them accept the modification or the complementation of the agenda.

§9

1. The Committee's meetings should be held as needed, but at least once a quarter.
2. The Committee's meeting will be held at the Company's registered office or other place as agreed among the Members of the Committee. The Committee members may participate in the Committee meeting via the telephone conference or by other means of direct communications facilities.
3. Resolutions of the Committee may be adopted by means of direct communication facilities. Resolutions adopted by such means are valid if all Members of the Committee were informed of the contents of the draft of the resolution.

§10

The voting of resolutions is open.

§11

The person convening a session of the Committee may decide to invite persons from outside the Committee to attend the meeting, in particular Members of the Board or the statutory auditor, as well as employees and co-workers of the Company or external experts.

§12

1. Minutes from the sessions of the Committee shall be recorded by a person nominated by the Chairman or a person designated by the Board.
2. Copies of the minutes are delivered to Members of the Committee present at the session not later than with the notification convening the next session of the Committee.
3. The minutes are accepted during the next session of the Committee. The agreed upon version of the minutes shall be signed by the Chairman and the person nominated by the Chairman to

record the minutes at the session. In case of absence of the Chairman, the minutes are signed by the next available Member of the Committee present at the session.

4. All Members of the Board are entitled to view the minutes of sessions of the Committee as well as any other documents containing the results of the Committee's work.

V. FINAL PROVISIONS

§13

1. Members of the Committee are obliged to maintain confidential any information obtained during the course of participation in the Committee's activities.

§14

1. Unless otherwise requested by the Board, the Committee submits annual written reports to the Board concerning the Committee's activity. The report covering a given year should be submitted by the end of the first quarter of the following calendar year. The report should include an assessment of the Committee's activity with regard to its competences to execute assigned tasks and the effectiveness of their execution.

§15

1. The Board or persons designated by the Board ensure that the Committee has access to documents and technical means necessary to fulfill its functions.
2. The Company provides the administrative and technical support to the Committee.

§16

1. The Rules of the Audit Committee are open and shall be available to the public.
2. The Rules shall take effect on the day of their passing by the Board.
3. Any amendments hereof shall require a resolution of the Board.