

INTERNET GOLD – GOLDEN LINES LTD.

(the “Company”)

CHARTER OF THE AUDIT COMMITTEE

OF THE BOARD OF DIRECTORS OF THE COMPANY

This Charter of the Audit Committee of the Board of Directors of the Company (this “**Charter**”) has been adopted by the Board of Directors of the Company.

I. PURPOSE

The Audit Committee of the Board of Directors of the Company (the “**Board**” and the “**Committee**”) is established for the primary purpose of assisting the Board in overseeing the:

- integrity of the Company’s financial statements;
- independent auditor’s qualifications, independence and performance;
- Company’s financial reporting processes and accounting policies; performance of the Company’s internal audit function; and
- Company’s compliance with legal and regulatory requirements.

While the Committee has the duties and responsibilities set forth in this Charter and applicable law, the function of the Committee is oversight, except as otherwise set forth in applicable law and this Charter. Consequently, in carrying out its oversight function, the Committee is not providing any expert or special assurance regarding the Company’s financial statements or any professional certification regarding the independent auditor’s work or independence. Each member of the Committee is entitled to rely on the integrity of persons and organizations from whom the Committee receives information and the accuracy of such information, absent actual knowledge to the contrary.

II. COMPOSITION AND AUTHORITY

1. The members of the Committee will be appointed by the Board annually, or until their successors are duly appointed and qualified.

2. The Committee will be comprised of at least three directors as determined by the Board, each of whom will be independent (as defined by applicable laws, rules and regulations), free from any relationship (including affiliations or compensatory arrangements disallowed under applicable laws, rules and regulations) that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee and have not participated in preparing the Company’s financial statements within the past three years. Notwithstanding the foregoing, Committee members may accept compensation from the Company in exchange for their

service as independent Board members or members of the Committee, subject to applicable laws.

3. All members of the Committee will be financially literate, having a basic understanding of financial controls and reporting, provided that at least one member of the Committee will be an audit committee financial expert under applicable rules and regulations. The Board will determine whether at least one member of the Committee qualifies as an “audit committee financial expert” under applicable rules and regulations.

Committee members may enhance their familiarity with financial and accounting matters generally by participating in educational programs conducted by the Company or by outside experts.

4. The Committee has the authority to obtain advice and assistance from outside legal, accounting or other advisers as deemed appropriate to perform its duties and responsibilities, and the Company will provide funding, as determined by the Committee, for compensation of the independent auditor and any advisers that the Committee engages and for ordinary administrative expenses of the Committee.

5. The Committee will have full access to the books, records, facilities and personnel of the Company and its subsidiaries that are necessary or appropriate for the Committee to perform its duties and responsibilities.

6. The Committee will primarily fulfill its duties and responsibilities by carrying out the activities enumerated in Article IV of this Charter.

III. MEETINGS

1. Unless a Chairperson is elected by the Board, the members of the Committee may designate a Chairperson by majority vote of the full Committee membership.

2. The Committee will meet at least four times each year, or more frequently as circumstances dictate. The Committee may meet in executive session at such times and on such terms and conditions as the Committee may determine.

3. The Committee should meet periodically with management, internal audit personnel and the independent auditor in separate executive sessions to discuss any matters that the Committee or any of these groups believes should be discussed privately.

4. Minutes of the Committee’s meetings will be kept and submitted to the Board for approval.

5. The Committee will give the Company’s internal auditor prior written notice of each meeting of the Committee and the Company’s internal auditor will be entitled to participate in such meetings. The Company’s internal auditor is entitled to request the Chairman of the Committee to convene a meeting of the Committee for reasons stated in such request, and the Chairman of the Committee will convene such meeting within a reasonable period, if he deems there is reason for the same.

6. A notice of a meeting of the Committee during which matters regarding the audit of the Company's financial statements are to be discussed shall be given to the Company's independent auditor auditing the financial statements, and the Company's independent auditor will be entitled to participate in such meetings.

IV. DUTIES AND RESPONSIBILITIES

To fulfill its duties and responsibilities, the Audit Committee will:

1. Financial Statements Review

(i) Review and discuss with management and the independent auditor:

- the Company's annual audited financial statements;
- the Company's quarterly financial statements;
- the Management's Discussion and Analysis and management's certifications accompanying the Company's financial statements;
- the Company's internal audit reports (or summaries thereof); and
- relevant reports or other communications provided by the independent auditor (or summaries thereof).

(ii) Receive at least annually from the independent auditor and discuss with it a written statement delineating all relationships between the independent auditor and the Company, consider any disclosed relationships or services that could affect the independent auditor's objectivity and independence, and assess and take other appropriate action to oversee the independence of the auditor.

(iii) Review with the independent auditor the annual management letter of accounting recommendations, and management's response.

(iv) Discuss with management the annual and quarterly earnings news releases of the Company, including information relating to non-GAAP financial measures, and any financial information and earnings guidance provided to analysts and rating agencies. These discussions may be general in nature and concern the type of information to be disclosed and the manner of presentation. The Committee may designate one member to represent the Committee for purposes of these discussions.

2. Independent Auditor

(i) Subject to shareholder approval, appoint, engage and establish the compensation of, the independent auditor for each year's audit.

(ii) Review the independent auditor's plans for the audit, its scope and approach and the staffing of the audit.

(iii) Oversee the work performed by the independent auditor for the purpose of preparing and issuing an audit report or related work. Review the performance of the independent auditor and recommend removal of the independent auditor if circumstances

warrant. Require the independent auditor to report directly to the Committee, and oversee the resolution of disagreements between management and the independent auditor

(iv) Review with the independent auditor any problems or difficulties in auditing the Company's annual financial statements or in reviewing the Company's quarterly financials and statements, and management's response.

(v) Discuss the following matters with the independent auditor prior to filing the Company's Annual Report on Form 20-F:

- the appropriateness of the accounting principles used in the financial statements and the reasonableness of significant judgments and estimates made;
- the critical accounting policies and practices of the Company;
- alternative treatments of material items of financial information within generally accepted accounting principles that have been discussed with management, including the ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the independent auditor; and
- other material written communications between the independent auditor and management, including the schedule of any audit adjustments proposed by the independent auditor.

(vi) Review the experience and qualifications of senior personnel of the independent auditor, including partner rotation requirements, and the hiring of employees or former employees of the independent auditor in an accounting role or financial reporting oversight role for the Company.

(vii) At least annually, obtain and review a report by the independent auditor describing:

- the Company's internal quality control procedures;
- any material issues raised by the most recent internal quality control review or peer review of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years relating to one or more independent audits carried out by the firm, and any steps taken to deal with any relevant issues arising therefrom; and
- all relationships between the independent auditor and the Company in order to assess the auditor's independence.

Based on this report and other information such as the Committee's familiarity with the independent auditor's work throughout the year and the opinions of management and the Company's personnel responsible for the internal audit function, the Committee should evaluate the independent auditor's qualifications, performance and independence and present its conclusions with respect to the independent auditor to the Board.

(viii) Review and pre-approve the audit services and permitted non-audit services to be provided by the independent auditor in such manner, including pre-approval policies and budgets, as the Committee may determine in compliance with applicable rules and regulations.

3. *Financial Reporting Processes and Accounting Policies*

(i) In consultation with management and the independent auditor, review the disclosures made by the chief executive and financial officers of the Company in the certifications included in the Company's Annual Reports on Form 20-F regarding:

- the Company's disclosure controls and procedures and the Company's internal control over financial reporting;
- their conclusions regarding the effectiveness of the Company's disclosure controls and procedures;
- any material change in the Company's internal control over financial reporting;
- any significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting that adversely affects the Company's ability to record, process, summarize and report financial information; and
- any fraud involving management or other employees who have a significant role in the Company's internal control over financial reporting.

(ii) At such time as the relevant rules and regulations apply to the Company, review with management and the independent auditor the annual report by management on the Company's internal control over financial reporting to be included in the Company's Annual Report on Form 20-F, and the independent auditor's attestation report on management's assessment of internal control over financial reporting.

(iii) Review with management and the independent auditor any major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal control function and any special audit steps adopted in light of material control deficiencies.

(iv) Review analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements.

(v) Review with management and the independent auditor the effect of accounting and regulatory initiatives, as well as material off-balance sheet transactions or arrangements, on the financial statements of the Company.

4. *Internal Audit*

(i) Recommend to the Board the appointment of the internal auditor, subject to independence requirements required by applicable laws, rules and regulations. If determined by the Company's Articles of Association or by the Board, the internal auditor will submit to the Committee a proposal for an annual or periodic plan for the internal audit and the Committee will approve the plan, subject to changes deemed required. Review the organization and activities of the Company's internal audit function and the qualifications of its senior personnel.

(ii) Review periodically with the internal audit personnel any significant difficulties, disagreements with management or scope restrictions encountered in the course of the work of the internal audit function.

(iii) Review periodically with the independent auditor, the budget, staffing and responsibilities of the internal audit function.

5. *Compliance and Risk Management*

(i) Assess compliance by the Company's executive officers and the senior financial officers with the Company's code of business practices applicable to them.

(ii) Identify irregularities in the business management of the Company, including in consultation with the internal auditor and the company's independent auditor, and to propose an appropriate course of action to amend such irregularities.

(iii) Establish and maintain procedures for the receipt, retention and treatment of complaints regarding accounting, internal control or auditing matters, and for the confidential, anonymous submission by Company employees regarding questionable accounting or auditing matters. In addition, the Committee will review and discuss any reports received from attorneys concerning securities law violations or breaches of fiduciary duties or similar violations which were reported to the Company's general counsel or the chief executive officer and not resolved to the satisfaction of the reporting attorney.

(iv) Review periodically with management and legal counsel the Company's compliance with laws and regulations, including corporate securities trading policies, and any legal matter, litigation or other contingency that could have a significant impact on the Company's financial statements.

(v) Discuss with management the Company's policies and guidelines with respect to risk assessment and risk management, including the Company's major financial and accounting risk exposures and the steps management has undertaken to monitor and control them.

6. *Other Responsibilities*

(i) To the extent required by and in accordance with applicable law, the Committee shall decide whether to approve certain actions and transactions with officers and directors of the Company and interested parties.

(ii) Report regularly to the Board regarding the execution of the Committee's duties and responsibilities.

(iii) Review this Charter annually and recommend to the Board any necessary amendments.

(iv) Prepare any report required by the Committee in connection with the Company's public reporting obligations.

(v) Perform annually a self-assessment relating to the Committee's purpose, duties and responsibilities outlined in this Charter.

(vi) Perform any other activities consistent with this Charter, the Company's Articles of Association and governing law, as the Committee or the Board deems necessary or appropriate.

V. AMENDMENT OF THIS CHARTER

The Board may make, repeal, alter, amend or rescind any or all of the provisions of this Charter.