

**CHARTER OF THE
CORPORATE GOVERNANCE/NOMINATING COMMITTEE
OF THE BOARD OF DIRECTORS
OF CENTRAL EUROPEAN MEDIA ENTERPRISES, LTD.**

Statement of Policy

The primary purposes of the Corporate Governance/Nominating Committee (the “Committee”) are to assist the Board of Directors (the “Board”) in providing that the Board and its committees are appropriately constituted to meet their legal obligations to the shareholders and the Company and to supervise certain aspects of corporate governance. To this end, the Committee shall oversee the Company’s processes for:

1. identifying and nominating individuals qualified to become Board and committee members;
2. ensuring that a majority of the Board members are independent and that all the members of the Audit Committee, the Compensation Committee and this Committee are independent as required;
3. developing and recommending to the Board corporate governance principles applicable to the Company; and
4. more generally addressing corporate governance issues for the Board.

Membership

The Committee shall be composed of three or more directors, each of whom shall be independent. For purposes of the Committee, an independent director shall be one who meets the requirements set forth for independent directors by the laws and regulations applicable to nominating or corporate governance committees, including the requirements of the NASDAQ stock market (“NASDAQ”).

Scope of Powers and Functions

The Committee shall have such powers and functions as may be assigned to it by the Board from time to time. However, such functions shall include the following as well as any functions as shall be required of nominating or corporate governance committees by NASDAQ:

- to establish the criteria and minimum qualifications for Board membership and to publish these criteria and qualifications in accordance with applicable rules and regulations in the Company’s proxy statement for its annual meeting;
- to administer a process for identifying and evaluating nominees for election to the Board, consider and review candidates recommended by shareholders, establish the procedures by which such shareholder candidates will be considered by the Committee and publish a description of this process and these procedures in accordance with applicable rules and regulations in the Company’s proxy statement for its annual meeting;
- to administer a process for security holders to send shareholder proposals and other communications to the Board or management;
- to conduct the appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates;
- to advise on changes in Board composition;
- to make recommendations on the structure of Board meetings and the Company’s processes for providing information to the members of the Board;
- to make recommendations on orientation and continuing education programs for directors;

- to consider matters of corporate governance of the Company and to review compliance with its corporate governance principles and policies, including its Insider Trading Policy and its code(s) of conduct (and publish such policies to the extent required by applicable NASDAQ listing requirements and rules adopted by the U.S. Securities and Exchange Commission);
- to make recommendations on and administer policies in respect of the resignation or retirement of directors;
- to determine that the Chairman of the Committee or another director preside over executive sessions of independent directors and publish the identity of such director in accordance with applicable rules and regulations in the Company's proxy statement for its annual meeting; and
- to review the adequacy of this charter and the performance of the Committee in respect of this charter.

Qualifications for Board Membership

Criteria and qualifications for membership on the Board shall consist of the following: experience as a senior executive at a publicly traded corporation, management consultant, investment banker, partner at a law firm or registered public accounting firm, professor at an accredited law or business school, experience in the management or leadership of a substantial private business enterprise, educational, religious or not-for-profit organization, or such other professional (including governmental) experience as the Committee shall determine shall qualify an individual for Board service.

The Committee may take into account special needs for diversity of experience and background as may arise at a particular time, and, in making its recommendations, the Committee shall assure itself that the nominee does not have any conflict of interest, and has available the time necessary to fulfil his/her service obligations to the Company.

In establishing these criteria, the Committee shall make every effort to ensure that the Board and its committees include at a minimum the required number of independent directors as that term is defined by applicable standards promulgated by NASDAQ and the U.S. Securities and Exchange Commission.

Shareholder Communications/Nominations

1. The Committee may consider shareholder communications intended for management of the Company or the Board, including shareholder proposals to be raised at annual or special general meetings and shareholder nominees for director of the Company, that are submitted in writing to the Chairman of the Committee in accordance with this Charter and the Company's By-laws, at CME Media Services Ltd., Křiženeckého náměstí 1078/5, 152 00 Praha 5, Czech Republic, c/o Company Secretary.
2. The Chairman of the Committee shall determine, in his discretion, considering the identity of the submitting shareholder and the materiality and appropriateness of the communication, whether, and to whom within the Company, to forward shareholder communications.
3. Nominees for director and proposals to be raised at annual or special general meetings may be submitted by executive officers of the Company, current directors of the Company, search firms engaged by the Committee, and by others in its discretion and, in the circumstances provided herein, by a shareholder.
4. The Committee shall only consider a shareholder proposal or nominee for director if:
 - (a) with respect to a nominees for director, the shareholder shall have provided evidence to the Committee that such shareholder has beneficially owned at least 5% of any class of the Company's outstanding stock for at least one year;
 - (b) if a proposal is to be considered in connection with an annual general meeting, the proposal shall have been received by the Company at least 120 days prior to the anniversary date of the prior year's annual general meeting proxy statement;

- (c) if a proposal is to be considered in connection with a special general meeting, the proposal shall have been received by the Company not later than five days following the earlier of the date on which notice of the special general meeting was given to shareholders in accordance with the Company's Bye-laws or the date on which public disclosure of the date of the special general meeting was made;
- (d) the proposal contains the name, address and relationship to the Company of the shareholder and, with respect to nominees for director, the proposed nominee;
- (e) with respect to nominees for director, the proposal contains a statement to the effect that the proposed nominee has no direct or indirect business conflict of interest with the Company;
- (f) with respect to nominees for director, the proposal contains a statement to the effect that the proposed nominee meets the Company's published minimum criteria for consideration as a nominee for director of the Company;
- (g) the proposal contains the form of resolution to be included in the Company's proxy statement and a brief description as to why the passing of the resolution is beneficial to the Company; and
- (h) the proposal is a proper matter for shareholder action under the Bermuda Companies Act 1981, as amended (the "Act"), and the rules and regulations of the U.S. Securities and Exchange Commission (the "Rules and Regulations") and includes any such other information as would be required under the Rules and Regulations to be included in the Company's proxy statement if such proposal were to be included therein.

Notwithstanding the foregoing, in order to include information with respect to a shareholder proposal in the Company's proxy statement and form of proxy for a general meeting, such shareholder must provide notice as required by, and otherwise comply with, the Act and the Rules and Regulations. The Company may exclude a shareholder's proposal from the Company's proxy statement and form of proxy in accordance with the Act and the Rules and Regulations.

5. The Committee has sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms.

Administrative

The Committee shall meet at least once per year and shall hold any additional meetings as may be called by the Chairman of the Committee or management. Members of senior management or others may attend meetings of the Committee at the invitation of the Committee and shall provide pertinent information as necessary. The Committee may also, at its discretion, engage outside legal counsel or other advisers as it deems necessary to carry out its functions. The Chairman of the Committee shall set the agenda of each meeting and arrange for the distribution of the agenda, together with supporting material, to the Committee members prior to each meeting. The Chairman will also cause minutes of each meeting to be prepared and circulated to the Committee members and filed with the Company Secretary. The Committee may meet via telephone conference calls. Two or more members of the Committee shall constitute a quorum for all purposes.

The Board of Directors originally adopted this Charter on April 6, 2004 and amended it as of February 2, 2006 and February 4, 2008. This charter shall be posted on the Company's website.

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