

RRSat Global Communications Network Ltd.
Audit Committee Charter

(As adopted by the Board of Directors on October 24, 2006)

PURPOSE

The purpose of the Audit Committee of the Board of Directors of RRSat Global Communications Network Ltd. is to (i) oversee and monitor the Company's financial reporting process and systems of internal controls regarding finance and accounting on behalf of the Board of Directors, (ii) reveal improprieties in the management of the Company, in consultation with the company's internal auditor and outside auditor, and (iii) review and pass upon those transactions for which audit committee approval is required pursuant to Israel's Companies Law.

RESPONSIBILITIES OF AUDIT COMMITTEE

The Board of Directors recognizes that the Company's management is responsible for preparing the Company's financial statements and that independent auditors are responsible for auditing those financial statements. In fulfilling these responsibilities, management and the independent auditors are ultimately accountable to the Audit Committee and the Board of Directors.

Nothing in this Charter should be construed to imply that the Audit Committee is required to provide or does provide any assurance or certification as to the Company's financial statements or as to its compliance with laws, rules or regulations. In order to fulfill its oversight responsibility, the Audit Committee must be capable of conducting free and open discussions with management, internal and independent auditors, employees and others regarding the quality of the financial statements and the system of internal controls.

The specific duties of the Audit Committee shall be as follows:

Independent Auditors

1. Select and evaluate independent auditors, review their performance and recommend to the Board of Directors the appointment or replacement of independent auditors; and, to review and recommend to the Board of Directors fee arrangements in connection with such appointments.
2. Ensure the auditors' independence by:
 - (i) ensuring that the auditors annually submit to the Audit Committee a formal written statement delineating all relationships between the auditors and the Company;

- (ii) actively engaging in a dialogue with the auditors with respect to any disclosed relationships or services that may impact their objectivity and independence;
 - (iii) reviewing and discussing with the Board of Directors any relationships between the auditors and the Company, or any other relationship, that may adversely affect independence; and, reviewing and approving any significant management consulting engagements proposed to be undertaken by such auditors on behalf of the Company; and
 - (iv) recommending that the Board of Directors take appropriate action in response to the auditors' report to satisfy itself of their independence.
3. Annually require the auditors to confirm in writing their understanding of the fact that they are ultimately accountable to the Board of Directors of the Company and its Audit Committee.
 4. Annually review the auditors' proposed audit plan and approach, as well as staffing and timing of the audit and related matters.
 5. Obtain from management, review and approve, a description of issues and responses whenever a second opinion is proposed by management to be sought from another outside accountant.

Financial Statements

1. Conduct a post-audit, pre-issuance review of the Company's annual financial statements, the auditors' opinion thereon, and any significant difficulties or disagreements with management encountered during the course of the audit.
2. Discuss the annual financial statements with the appropriate officers and/or employees of the Company and with the independent auditors, and discuss with the auditors the matters required to be discussed by relevant auditing standards, including the quality, and not just the acceptability, of the accounting principles and underlying estimates used in the statements.
3. If the Committee finds the annual financial statements acceptable, to recommend to the Board of Directors that they be included in the Company's annual report on Form 20-F.
4. Review with the Company's financial management and the independent auditors the quarterly earnings releases and the schedule of unrecorded adjustments to the Company's financial statements and the reasons underlying the Company's assessment of the immateriality of such adjustments.

5. With regard to any other reports to the U.S. Securities and Exchange Commission (the “Commission”) that include financial statements, the Chairman of the Committee and/or any member or members of the Committee whom he or she designates, shall review with management and the independent auditor the financial statements to be included in such filing prior to filing with the Commission.

6. Review prior to publication or filing and approve such other Company financial information, including appropriate regulatory filings and releases that include financial information, as the Committee deems desirable.

Internal Accounting and Control Functions

1. Review the adequacy of the Company’s system of internal accounting and financial control.

2. Annually review the quality of internal accounting and financial control, the auditor’s report or opinion thereon and any recommendations the auditor may have for improving or changing the Company’s internal controls, as well as management’s letter in response thereto.

3. Review the Company’s major financial risk exposures and the steps management has taken and proposes to take to monitor and control such exposures.

4. Appoint/recommend to the Board of Directors for appointment and evaluate, in consultation with executive management, the Company’s Internal Auditor.

5. Review and approve the budgets and staffing for the Internal Auditor and staff.

6. Annually review the results of the Internal Auditor’s reviews and audits, including review of compliance with the Company’s Code of Business Conduct].

7. Review proposed future internal audit plans.

General

1. Annually review this Audit Committee Charter, and any provisions of the Company’s articles of association which refer to the Audit Committee, and to propose to the Board of Directors necessary or appropriate revisions;

2. At least annually, the Committee shall hold separate, private meetings without other members of management present, with each of the Company’s Chief Financial Officer, Controller, independent auditor and internal auditor; and,

each such person shall have free and direct access to the Committee and any of its members.

3. Prior to the beginning of each fiscal year, the Chairman shall draft a proposed schedule of the Committee's activities for the coming year, and the times at which such activities shall occur, including preliminary agendas for each proposed meeting of the Committee, which shall be submitted to the Committee for its review and approval, with such changes as the Committee shall determine to be appropriate.

AUTHORITY

1. The Audit Committee and each of its members may communicate directly and/or privately with the Company's directors, officers, employees, consultants, agents, internal auditors, independent auditors, attorneys-in-fact, counsel (including inside and outside counsel) and advisors, and any and all third parties in the performance of the Committee's functions.

2. The Committee may cause an investigation to be made into any matter within the scope of its responsibilities under this Charter, as the Committee deems necessary, or as otherwise requested by the Board or Directors. The Committee may require Company personnel to assist in any such investigation, and may engage independent resources to assist in such investigations, as it deems necessary.

COMMITTEE MEMBERSHIP

1. The membership of the Audit Committee shall consist of three or more directors each of whom shall:

- (i) have been appointed by the Board of Directors;
- (ii) be free of any relationship to the Company which, in the opinion of the Board of Directors, may interfere with the exercise of independence from management and the Company;
- (iii) be or shall become (within a reasonable period of time after his or her appointment to the Committee) "financially literate," as such qualification is interpreted by the Board of Directors in its discretion. In addition, at least one member of the Audit Committee shall have accounting or related financial management expertise, as determined by the Board of Directors in its discretion; and
- (iv) otherwise meet the requirements of independence prescribed by Israeli law, the United States securities laws and the rules of the Commission, and as set forth in the rules of the NASDAQ Global Market

or any other market on or through which the Company's securities may be traded (the "relevant listing authority"), as such rules may be amended from time to time.

2. The Board of Directors reserves all authority permitted under Israeli law, the United States securities laws and the rules of the Commission, and the relevant listing authority in connection with any matter referred to in this Charter, including but not limited to the determination of independence of Audit Committee members.

MEETINGS

1. The Audit Committee shall meet as often as necessary to fulfill its functions as determined by the Committee, but no less than four times annually.