

**CHARTER FOR THE  
COMPENSATION COMMITTEE  
OF THE BOARD OF DIRECTORS  
OF RHI ENTERTAINMENT, INC.**

**PURPOSE:**

The purpose of the Compensation Committee established pursuant to this charter is to review and make recommendations to the Board of Directors (the “Board”) regarding all forms of compensation to be provided including bonus and stock compensation to the executive officers and directors of RHI Entertainment, Inc. and its subsidiaries (the “Corporation”).

The Compensation Committee has the authority to undertake the specific duties and responsibilities listed below and will have the authority to undertake such other specific duties as the Board, from time to time, may prescribe.

**STATEMENT OF PHILOSOPHY:**

The policy of the Compensation Committee is to create a competitive compensation structure that will help attract and retain key management talent, assure the integrity of the Corporation’s compensation and benefit practices, tie compensation to performance and safeguard the interests of all stockholders.

**MEMBERSHIP:**

The Compensation Committee shall consist of such number of directors of the Corporation as is determined from time to time by the Board. Pursuant to the Nasdaq listing requirements, at least one director shall be considered independent at the closing of the Company’s initial public offering (the “IPO”), at least a majority of directors shall be considered independent within ninety days of the IPO and all of the directors shall be considered “independent” within one year of the IPO. The members of the Compensation Committee are appointed by and serve at the discretion of the Board.

**RESPONSIBILITIES:**

The Compensation Committee will, *inter alia*:

1. Review and make recommendations to the Board regarding the compensation policy for directors, executive officers, employees reporting directly to the President of RHI Entertainment, Inc. and any employee receiving compensation of greater than \$125,000 per year.

2. Review and make recommendations to the Board regarding general compensation goals and guidelines for the Corporation's employees and the criteria by which bonuses to the Corporation's employees are determined.
3. Administer the Corporation's 2008 RHI Entertainment Inc. Equity Incentive Plan, as amended (the "Equity Incentive Plan"), and such other stock option or equity participation plans as may be adopted by the Board from time to time. In its administration of the Equity Incentive Plan, the Compensation Committee may recommend to the Board: (i) grants of stock options or stock purchase rights to individuals eligible for such grants (including grants to individuals subject to Section 16 of the Securities Exchange Act of 1934); and (ii) amendments to such stock options or stock purchase rights. The Compensation Committee shall also account for the number of options granted and available under the Equity Incentive Plan and make recommendations to the Board with respect to amendments to the Equity Incentive Plan and changes in the number of shares reserved for issuance thereunder.
4. Administer the Corporation's Senior Executive Bonus Plan (the "Bonus Plan"). In its administration of the Bonus Plan, the Compensation Committee may recommend to the Board: (i) a discretionary bonus to an executive officer based on the annual performance of such senior executive under his/her employment contract; or (ii) a performance-based bonus to a senior executive officer tied directly to the financial or operating results of the Corporation.
5. Review and make recommendations to the Board regarding other plans that are proposed for adoption or adopted by the Corporation for the provision of compensation to employees of, directors of and consultants to the Corporation.
6. Authorize the repurchase of shares from terminated employees subject to applicable law.

#### **PERFORMANCE CRITERIA:**

The Compensation Committee may use certain performance criteria of the Corporation when determining bonus amounts under the Bonus Plan, grants of stock options, stock purchase rights or other awards under the Equity Incentive Plan or annual salary increases and decreases for employees, directors and officers of the Corporation. The performance criteria may include the following: net earnings (either before or after interest, taxes, depreciation and amortization), adjusted EBITDA, economic value-added, sales or revenue, net income (either before or after taxes), operating earnings, cash flow (including, but not limited to, operating cash flow and free cash flow), cash flow return on capital, return on net assets, return on stockholders' equity, return on assets, return on capital, stockholder returns, return on sales, gross or net profit margin, productivity, expense, margins, operating efficiency, customer satisfaction, working capital, earnings per share, price per share of Stock, and market share, or any other criteria set forth in any applicable employment plan or in the Bonus Plan, any of which may be measured either

in absolute terms or as compared to any incremental increase or as compared to results of a peer group.

**MEETINGS:**

The Compensation Committee will meet from time to time as necessary to carry out the responsibilities described above, but no less than two times per fiscal year. The Compensation Committee may establish its own schedule. The Compensation Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

At a minimum of one of such meeting annually, the Compensation Committee will consider stock plans, performance goals and incentive awards, and the overall coverage and composition of the compensation package.