

**SCRIPPS NETWORKS INTERACTIVE, INC.**  
**COMPENSATION COMMITTEE CHARTER**

**1. Purpose**

The Compensation Committee is appointed by the Board of Directors to discharge the Board of Director's responsibilities relating to compensation of the Company's directors and officers and overall responsibility for approving and evaluating the benefits and compensation plans, policies and programs of the Company.

The Compensation Committee is also responsible for producing an annual report for inclusion in the Company's proxy statement and reviewing and approving the Compensation Discussion & Analysis and the supporting compensation disclosure materials that are included in the Company's proxy statement.

**2. Organization**

A. *Charter.* At least annually, this charter shall be reviewed and reassessed by the Committee and any proposed changes shall be submitted to the Board of Directors for approval.

B. *Members.* The members of the Committee shall be appointed and/or removed by the Board of Directors, upon the recommendation of the Nominating & Governance Committee, and shall meet the independence and other requirements of applicable law and the listing standards of the New York Stock Exchange, the requirements of an "outside director" for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended, and the requirements of a "non-employee director" for purposes of Section 16 of the Securities Exchange Act of 1934, as amended. The Committee shall be comprised of at least three members. The Board of Directors shall also designate a Committee Chair.

C. *Meetings.* In order to discharge its responsibilities, the Committee shall each year establish a schedule of meetings; additional meetings may be scheduled as required.

D. *Quorum; Action by Committee.* A quorum at any Committee meeting shall be a majority of those in office. All determinations of the Committee shall be made by a majority of its members present at a meeting duly called and held, except as specifically provided herein (or where only two members are present, by unanimous vote). Any decision or determination of the Committee reduced to writing and signed by all of the

members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held.

E. *Delegation.* The Committee may delegate any of its responsibilities relating to the Company's benefits and compensation programs to an Employee Benefits Committee appointed by the Board of Directors; provided, however, that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

F. *Agenda, Minutes and Reports.* The Chair of the Committee shall be responsible for establishing the agendas for meetings of the Committee. An agenda, together with materials relating to the subject matter of each meeting, shall be sent to members of the Committee prior to each meeting. Minutes for all meetings of the Committee shall be prepared to document the Committee's discharge of its responsibilities. The minutes shall be circulated in draft form to all Committee members to ensure an accurate final record, shall be approved at a subsequent meeting of the Committee and shall be distributed periodically to the full Board of Directors. The Committee shall make regular reports to the Board of Directors.

### **3. Responsibilities**

The following shall be the principal responsibilities of the Committee:

A. *Goals and Objectives; Performance Evaluations.* The Committee shall review and approve periodically, but no less frequently than annually, the Company's goals and objectives relevant to compensation of the Chief Executive Officer and make recommendations regarding such goals and objectives to the non-employee directors of the Company. The Committee shall review and approve periodically, but no less frequently than annually, the Company's goals and objectives relevant to the compensation of other management, including the balance between short-term compensation and long-term incentives. The Committee shall evaluate the performance of the Chief Executive Officer and other executive officers in light of those goals and objectives.

B. *Compensation Levels.* The Committee shall approve the compensation level (including base and incentive compensation) and direct and indirect benefits of the Company's senior managers. The Committee shall review the compensation level of the President and CEO and make recommendations regarding his compensation level to the non-employee directors of the Company. In determining compensation levels, the Committee shall consider, among other factors it deems appropriate from time to time, the Company's overall annual financial and operating performance as well as total shareholder return (or other measures), the overall role and responsibility of such individual, the impact of each individual's contributions, as well as the compensation levels of comparable positions at other comparable companies. The Chair of the Committee shall be responsible for communicating to the Chief Executive Officer the evaluation of the performance of the Chief Executive Officer conducted by the Committee and the level of compensation approved for the Chief Executive Officer.

C. *Role of the Chief Executive Officer.* The Chief Executive Officer may make, and the Committee may consider, recommendations regarding the Company's compensation and employee benefit plans and practices, including its executive compensation plans, its incentive-compensation and equity-based plans with respect to executive officers other than the Chief Executive Officer and the Company's Director compensation arrangements.

D. *Succession Planning.* The Committee shall review annually with the Chair of the Board and the Chief Executive Officer the succession plans relating to positions held by executive officers of the Company and make recommendations to the Board of Directors with respect to the selection of individuals to occupy these positions.

E. *Post-Service Arrangements.* The Committee shall evaluate the post-service arrangements and benefits of the Chief Executive Officer and other executive officers and their reasonableness in light of practices at comparable companies and any benefits received by the Company in connection with such arrangements.

F. *Incentive Compensation Plans.* The Committee shall make recommendations to the Board of Directors with respect to the establishment and terms of incentive compensation plans and equity-based plans and shall administer such plans, including determining any awards to be granted to executive officers under any such plan implemented by the Company.

G. *Appointment and Monitoring of Named Fiduciaries.* With respect to any funded employee benefit plan covering employees of the Company subject to the fiduciary responsibility provisions of the Employee Retirement Income Security Act of 1974, the Committee shall have the authority to appoint and terminate the named fiduciary or named fiduciaries of such plan and shall monitor their performance, unless such fiduciaries are specified in the constituent plan documents.

H. *Evaluation of Compensation and Benefit Programs.* The Committee shall review on an annual basis the operation of the Company's benefits and compensation programs to evaluate its effectiveness. If deemed appropriate, the Committee shall recommend to the Board of Directors modifications to the benefits and compensation programs.

I. *Perquisite Policies.* The Committee shall establish and review on an annual basis policies with respect to management perquisites.

J. *Director Compensation and Perquisites.* The Committee shall review, not less frequently than bi-annually, Director compensation, including cash payments, equity awards, perquisites and other benefits. The Committee shall make recommendations regarding Director compensation to the Board of Directors for approval. In considering Director compensation and other benefits, the Committee may take into consideration the relative responsibilities of Directors in serving on the Board and its various committees and the status of the Board's compensation in relation to

similarly situated companies. Directors who are Company employees shall not be compensated for their services as Directors.

K. *Annual Compensation Committee Report and Review of the Compensation Discussion and Analysis.* The Committee shall prepare the Compensation Committee Report in accordance with applicable rules and regulations for inclusion in the Company's proxy statement. The Committee shall review and discuss the CD&A with management and, based on such review, recommend to the Board of Directors that the CD&A be included in the Company's proxy statement in accordance with applicable rules and regulations.

L. *Committee Performance Evaluation.* The Committee shall evaluate its performance on an annual basis based on criteria developed by the Nominating & Governance Committee.

M. *Access to Records, Consultants and Others.* In discharging its responsibilities, the Committee shall have full authority (i) to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company; (ii) to retain outside legal counsel to advise the Committee; (iii) to engage or terminate any outside consultant to assist in determining appropriate compensation levels for the Chief Executive Officer, other executive officers or Directors and to approve the terms of any such engagement and the fees of any such consultant; and (iv) to request any officer or other employee of the Company, including the Company's senior compensation or human resources executives, the Company's outside counselor or any other person, to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

N. *Other Duties.* The Committee shall also carry out such other duties that may be delegated to it by the Board of Directors from time to time.