

## **WORLD WRESTLING ENTERTAINMENT, INC. COMPENSATION COMMITTEE CHARTER**

### **Purpose**

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

The Compensation Committee is also responsible for producing an annual report on executive compensation for inclusion in the Company's annual proxy statement.

### **Committee Membership**

The Compensation Committee shall consist of no fewer than three members, one of whom shall serve as chairperson of the Committee. The members of the Compensation Committee shall meet the independence requirements of the New York Stock Exchange and shall be "outside directors" for purposes of Section 162(m) of the Internal Revenue Code and "non-employee directors" for purposes of Section 16b-3 of the Securities Exchange Act of 1934.

The members of the Compensation Committee and the chairperson of the Compensation Committee shall be appointed at least annually by the Board of Directors. The Board may remove any member from the Committee at any time with or without cause.

### **Meetings**

The Compensation Committee shall hold at least one meeting per fiscal year and such additional meetings as determined by the Compensation Committee or by its chairperson. When appropriate, and in no event less than once per year, the Compensation Committee shall meet in an executive session.

### **Committee Authority and Responsibility**

1. The Compensation Committee shall approve all employment agreements for the Chairman, the CEO and all officers of the Company who either (i) have a title of Vice President or higher seniority; or (ii) are the head of a business department (collectively, the "Executives").
2. In accordance with their employment agreements, if any, the Compensation Committee shall have direct responsibility for annually reviewing and approving corporate goals and objectives relevant to the Chairman's and the CEO's compensation, evaluating the Chairman's and the CEO's performance in light of those goals and objectives, and determining and approving the CEO's and Chairman's compensation level based on this evaluation. In determining the

- long-term incentive component of Chairman and CEO compensation, the Compensation Committee will consider the Company's and the individual's performance, relative shareholder return, the value of similar incentive awards to Chairmen and CEOs at comparable companies, and awards given in past years, among other factors.
3. In accordance with their employment agreements, if any, the Compensation Committee shall annually review and approve, for the other Executives named in the Company's proxy statement: (a) the annual base salary level, (b) the annual incentive opportunity level, (c) the long-term incentive opportunity level, (d) severance arrangements and change in control agreements/provisions in each case as, when and if appropriate, and (e) any special or supplemental benefits.
  4. The Compensation Committee shall annually review management's recommendations and make recommendations to the Board of Directors with respect to the compensation of all directors and Executives, including all compensation, incentive compensation plans, equity-based plans as well as the individuals or groups of individuals receiving awards under incentive-based compensation plans, such as cash bonuses, and equity-based plans such as the Long Term Incentive Plan; provided, however, that the Compensation Committee shall have full decision-making powers with respect to compensation intended to be performance-based compensation within the meaning of Section 162(m) of the Internal Revenue Code.
  5. The Compensation Committee shall establish and maintain policies regarding the compensation of the Company's employees, including non-executive officers, as it relates to risk management and risk-taking incentives.
  6. The Compensation Committee shall approve grants under the Company's Long-Term Incentive Plan.
  7. The Compensation Committee shall have the sole authority to retain and/or terminate any compensation consultant to be used to assist in the evaluation of the compensation of directors, the Chairman, the CEO or the other Executives named in the Company's proxy statement and shall have sole authority to approve the consultant's fees and other retention terms. The Compensation Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
  8. The Compensation Committee may form and delegate authority to subcommittees when appropriate.
  9. The Compensation Committee shall make regular reports to the Board of Directors.
  10. The Compensation Committee shall review and reassess the adequacy of its charter annually and recommend any proposed changes to the Board of Directors for approval.

11. The Compensation Committee shall annually review its own performance.

The Compensation Committee shall also perform such additional duties and have such additional responsibilities and functions as the Board of Directors may from time to time determine.