

## WWE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

The Governance and Nominating Committee of World Wrestling Entertainment, Inc. (the “Company”) is a committee of, and reports to, the Company’s Board of Directors (“Board”). Through this Charter, the Board delegates certain responsibilities to the Committee to assist the Board in the fulfillment of its duties to the Company and its shareholders.

The Governance and Nominating Committee is appointed annually by the Board to fulfill the responsibilities set forth below including: (a) assisting the Board by identifying individuals qualified to become Board members and recommending to the Board nominees for the next Annual Meeting of Stockholders and to fill vacancies in membership of the Board as they occur; (b) recommending to the Board the Corporate Governance Guidelines applicable to the Company, and (c) assisting the Board by identifying the individuals qualified to become members of each Board Committee and recommending to the Board nominees for each Committee.

**Authority.** The Committee shall be given the resources and assistance necessary to discharge its responsibilities including unrestricted but orderly access to Company personnel and documents. Such access shall be made in consultation with the Chairman of the Board. The Committee shall also have authority, in consultation with the Chairman of the Board, to engage outside advisers as it deems necessary or appropriate. The Committee shall have 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. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any search firm or other advisors employed by the Committee and for ordinary expenses of the Committee.

**Membership.** The Committee shall consist of no fewer than three directors, one of whom shall serve as Chair. Members of the Committee, including the Chair, shall be appointed annually, and shall be subject to removal at any time, in each case by the Board. Each Committee member shall meet the independence standards set forth in the New York Stock Exchange listing standards and the Company’s *Corporate Governance Guidelines*.

**Procedures.** The Committee shall hold at least two regular meetings each year, and shall hold such additional meetings as may be called by its Chair, a majority of the Committee or the Chairman of the Board. The presence in person or by telephone of two members shall constitute a quorum. Meetings may be held at any time, any place and in any manner permitted by applicable law and the Company’s Bylaws. Minutes of the Committee’s meetings shall be kept. To the extent practicable, the meeting agenda, draft minutes from the prior meeting and supporting materials shall be provided to Committee members prior to each meeting to allow time for review. The Committee shall have authority to create and delegate specific tasks to such standing or *ad hoc* subcommittees as it may determine to be necessary or appropriate for the discharge of its responsibilities, except to the extent that such delegation would be inconsistent with applicable requirements of the rules and regulations of the Securities and Exchange Commission or the listing rules of the New York Stock Exchange. The results of the meetings shall be reported to the full Board.

**Responsibilities.** The Committee’s responsibilities shall be:

(a) to monitor the implementation and operation of the Company’s *Corporate Governance Guidelines*;

(b) to review from time to time the adequacy of the *Corporate Governance Guidelines* in light of broadly accepted practices of corporate governance, emerging governance issues and market and regulatory expectations, and to advise and make recommendations to the Board with respect to appropriate modifications;

(c) to identify and review measures to strengthen the operation of the *Corporate Governance Guidelines*, and to advise the Board with respect thereto;

(d) (i) to prepare and supervise the implementation of the Board's annual reviews of director independence; and (ii) to develop and recommend to the Board for its approval an annual self-evaluation process for the Board and its committees, which process shall be overseen by the Committee;

(e) to identify, review and evaluate candidates for election as director, consistent with criteria approved by the Board, including such inquiries as the Committee deems appropriate into the background and qualifications of candidates and interviews with potential candidates to determine their qualification and interest, and to recommend to the Board nominees for any election of directors;

(f) to recommend to the Board those directors to be appointed to serve as members, and as chairs, of the standing and other committees established by the Board;

(g) to recommend to the Board such changes to the governance of the Company as the Committee may from time to time approve, including changes to the terms or scope of this Charter and the Committee's overall responsibilities;

(h) to oversee the Company's director onboarding and continuing education program;

(i) to make recommendations to the Board regarding any proposal for a vote put forward by a Company stockholder; and

(j) to carry out such other tasks as the Board may from time to time delegate to the Committee for action consistent with this Charter.

**Annual Performance Review.** The Committee shall conduct an annual evaluation of this Charter and the Committee's performance in carrying out its responsibilities hereunder.