

WWE COMPENSATION COMMITTEE CHARTER

Purpose

The Compensation Committee is appointed annually by the Board of Directors (“Board”) to discharge the Board’s responsibilities relating to compensation for the Company’s directors, Chairman and CEO and all employees of the Company who hold a title of Executive Vice President or have equal or higher authority, are “officers” as defined in Rule 16a-1(f) promulgated under the Securities Exchange Act of 1934 or are other senior executives who report directly to the Company’s Chairman and Chief Executive Officer (collectively, “Senior Executives”). The Committee has overall responsibility for evaluating and approving the structure, operation and effectiveness of the Company’s compensation plans, policies and programs.

Committee Membership

The Compensation Committee shall consist of no fewer than two members, one of whom shall serve as chairperson of the Committee. The members of the Compensation Committee and its chairperson shall be appointed at least annually by the Board. The Board may remove any member from the Committee at any time with or without cause.

Independence

The members of the Compensation Committee shall meet the independence requirements of the New York Stock Exchange (“NYSE”) and the Company’s Corporate Governance Guidelines and shall be “outside directors” for purposes of Section 162(m) of the Internal Revenue Code and “non-employee directors” for purposes of Rule 16b-3 promulgated under the Securities Exchange Act of 1934. In affirmatively determining the independence of any Director who will serve on the Committee, the Board must consider all factors specifically relevant to determining whether a Director has a relationship to the Company which is material to that Director’s ability to be independent from management in connection with the duties of a compensation committee member including, but not limited to:

- (A) the source of compensation of such Director, including any consulting, advisory or other compensatory fee paid by the Company to the Director; and
- (B) whether the Director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company.

When considering the sources of a Director’s compensation in determining his or her independence for purposes of Compensation Committee service, the Board should consider whether the Director receives compensation from any person or entity that would impair his or her ability to make independent judgments about the Company’s executive compensation. Similarly, when considering any affiliate relationship a Director has with the Company, a subsidiary of the Company, or an affiliate of a subsidiary of the Company, in determining his or her independence for purposes of Compensation Committee service, the Board should consider whether the affiliate relationship places the Director under the direct or indirect control of the Company or its senior

management, or creates a direct relationship between the Director and members of senior management, in each case of a nature that would impair his or her ability to make independent judgments about the Company's executive compensation.

Meetings

The Compensation Committee shall hold at least two regular meetings each year and shall hold such additional meetings as may be called by its chairperson, 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 ("SEC") or the listing rules of the NYSE. The results of the meetings shall be reported to the full Board. 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 and CEO and all Senior Executives of the Company.
2. The Compensation Committee shall have direct responsibility for annually reviewing and approving corporate goals and objectives relevant to the Chairman and CEO's compensation, evaluating the Chairman and CEO's performance in light of those goals and objectives, and either as a committee or together with the other independent Directors (as directed by the Board) determining and approving the Chairman and CEO'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. Nothing in this Charter shall be construed as precluding discussion of the Chairman and CEO compensation with the Board generally, as it is not the intent of this Charter to impair communication among members of the Board.
3. In accordance with their employment agreements, if any, the Compensation Committee shall annually review and approve, for all Senior Executives (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 with respect to the compensation of all directors and Senior Executives, including all compensation, incentive compensation plans and equity-based plans as well as the individuals receiving awards under incentive and equity-based compensation plans; 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, and shall review and assess risks arising from such compensation policies.
6. The Compensation Committee shall administer the Company's Omnibus Incentive Plan and prepare, recommend to the Board and administer any successor or other incentive compensation plan(s) of the Company.
7. The Compensation Committee shall also be responsible for preparing the disclosure required by Item 407(e)(5) of Regulation S-K.
8. The Compensation Committee shall make a recommendation to the Board, or approve, the frequency at which the Company should submit to shareholders an advisory vote on the compensation of the Company's named executive officers.
9. The Compensation Committee shall review the results of any advisory votes on the compensation of the Company's named executive officers and consider whether to make any adjustments to the Company's executive compensation policies and practices in light of such results.
10. The Compensation Committee shall oversee the administration of the Company's Stock Ownership Policy for Directors and Executive Officers.
11. The Compensation Committee shall review from time to time (and, in any event, at least annually) the Company's succession plan and report on such plan to the full Board.
12.
 - (i) The Compensation Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other advisor.
 - (ii) The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other advisor retained by the Compensation Committee.
 - (iii) The Company must provide for appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to the compensation consultant, independent legal counsel or any other advisor retained by the Compensation Committee.
 - (iv) The Compensation Committee may select a compensation consultant, legal counsel or other advisor to the Compensation Committee only after taking into consideration all factors relevant to that person's independence from management, including the following:
 - (A) The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other advisor;

- (B) The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other advisor, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other advisor;
- (C) The policies and procedures of the person that employs the compensation consultant, legal counsel or other advisor that are designed to prevent conflicts of interest;
- (D) Any business or personal relationship of the compensation consultant, legal counsel or other advisor with a member of the Compensation Committee;
- (E) Any stock of the Company owned by the compensation consultant, legal counsel or other advisor; and
- (F) Any business or personal relationship of the compensation consultant, legal counsel, other advisor or the person employing the advisor with an executive officer of the Company.

Nothing in this Section 12 shall be construed: (A) to require the Compensation Committee to implement or act consistently with the advice or recommendation of the compensation consultant, independent legal counsel or other advisor to the Compensation Committee; or (B) to affect the ability or obligation of the Compensation Committee to exercise its own judgment in fulfillment of the duties of the Compensation Committee. The Compensation Committee is required to conduct the independence assessment outlined in this Section 12 with respect to any compensation consultant, legal counsel or other advisor that provides advice to the Compensation Committee, other than (i) in-house legal counsel; and (ii) any compensation consultant, legal counsel or other advisor whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K: consulting on any broad-based plan that does not discriminate in scope, terms or operation, in favor of executive officers or Directors of the Company, and that is available generally to all salaried employees; or providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the compensation consultant, and about which the compensation consultant does not provide.

Nothing in this Section 12 requires a compensation consultant, legal counsel or other compensation advisor to be independent, only that the Compensation Committee consider the enumerated independence factors before selecting or receiving advice from a compensation advisor. The Compensation Committee may select or receive advice from any compensation advisor it prefers including ones that are not independent, after considering the six independence factors outlined in Section 12(iv) above.

13. The Compensation Committee may form and delegate authority to subcommittees when appropriate.
14. The Compensation Committee shall make regular reports to the Board.
15. The Compensation Committee shall review and reassess the adequacy of its charter annually and recommend any proposed changes to the Board for approval.

16. The Compensation Committee shall annually review its own performance and the Committee's rights and responsibilities set forth in Section 303A.05(c) of the NYSE Listed Manual which are also set forth in Section 12 above.

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