



Discovery Communications, Inc.

Issue Date: September 2008

Date Last Reviewed: December 2016

Department: Human Resources

Policy Owner: Adria Alpert-Romm

**Corporate Governance Policy Manual
CGPM 30-1 Compensation Committee
Charter**

I. Purpose/Overview

There will be a committee of the Board of Directors (the “Board”) of Discovery Communications, Inc. (the “Company”) which will be called the Compensation Committee (the “Committee”).

The purposes of the Compensation Committee as set forth in this charter (the “Charter”) are (1) to assist the Board in discharging its responsibilities relating to compensation of the Company’s executives and (2) to produce an annual report on executive compensation for inclusion in the Company’s proxy statement in accordance with applicable rules and regulations.

II. Committee Membership

The Committee will have at least three members. It will be composed of directors who satisfy the independence requirements set forth in the Corporate Governance Rules of The Nasdaq Stock Market, Inc. and all other applicable legal and regulatory requirements.

Members of the Committee will be appointed, and may from time to time be removed, by the Board upon the recommendation of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee shall recommend, and the Board shall designate, one member of the Compensation Committee to serve as Chairperson. If the Chairperson is absent from a meeting, another member of the Compensation Committee may act as Chairperson.

III. Functions and Responsibilities

The Committee will perform its functions and responsibilities, including those specifically set forth in this Charter, in furtherance of the purposes set forth in this Charter. In doing so, it will have all the powers of the Board necessary or desirable to perform those functions and responsibilities, in each case to the full extent that those powers may be delegated to a committee of the Board under Delaware law.

Notwithstanding the enumeration of specific functions and responsibilities in this Charter, the Committee believes that its policies and procedures should remain flexible to

facilitate its ability to respond to changing circumstances and conditions in fulfilling its responsibilities to the Company and its stockholders.

The Committee may by resolution establish its own rules and regulations, including notice and quorum requirements for all meetings. In the absence of such action by the Committee, the provisions of the Company's bylaws generally applicable to committees of the Board will apply to the Committee.

The Compensation Committee shall have the following authority and responsibilities:

1. to determine corporate goals and objectives relevant to the compensation of the Chief Executive Officer of the Company ("CEO") and, to the extent provided below, other officers of the Company. The Compensation Committee will evaluate the CEO's performance in light of those goals and objectives as well as the results of the most recent stockholder advisory vote on executive compensation ("Say on Pay Vote") and will set the CEO's compensation level based on that evaluation, as well as on the short-term and long-term performance of the Company. The Compensation Committee shall meet without the presence of officers when approving or deliberating on the CEO's compensation, except as the Committee may otherwise determine to be appropriate, but may, at its discretion, invite the CEO to be present during the approval of, or deliberations with respect to, other executive compensation.
2. to review and approve the compensation of all other officers of the Company at the level of executive officer (as the term is defined in Item 402 of Regulation S-K under the Securities Act of 1933 and the Securities Exchange Act of 1934, "Executive Officer") or above, or other officers or executives of the Company the Committee may deem relevant.

The Committee may evaluate compensation based on such factors as the Committee may deem relevant and may include, for example, (i) the short-term and long-term performance of the Company, (ii) the performance of each of those officers and executives in light of relevant goals and objectives approved by the Compensation Committee, (iii) executive compensation levels at comparable companies and (iv) the recommendations of the CEO (for anyone other than the CEO).

3. to determine the overall compensation philosophy of the Company, taking into account the role compensation has in furthering Company goals without undue financial risk.
4. to make recommendations to the Board with respect to incentive-compensation plans and equity-based plans, and to administer such plans, with authority to make and modify awards under, and to approve or disapprove participation in, such plans, and assess whether any claw-back of awards is appropriate.

Corporate Governance Policy Manual
CGPM 30-1 Compensation Committee
Charter

5. to make recommendations to the Board with respect to such changes to any incentive-compensation plan and equity-based plan of the Company as the Compensation Committee deems appropriate, subject to any necessary stockholder approval.
6. to review and make recommendations regarding the compensation for non-employee directors of the Company for their service on the Board and its committees considering such factors as the Committee may deem relevant including due consideration of appropriate market data.
7. to have the authority to retain and terminate consultants and other advisors to assist it in carrying out its functions and responsibilities and to approve the fees and other terms of engagement of those consultants and advisors. The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of consultants and other advisors retained by the Committee. The Compensation Committee shall consider factors relevant to consultants' or other advisors' independence from management, including those required by the Corporate Governance Standards of NASDAQ, and take such actions as the Compensation Committee believes reasonably necessary to assure that advice is not subject to undue management influence. The Company will be responsible for the payment of the fees and expenses of any such consultant or advisor.
8. to review and discuss annually with management the Company's "Compensation Discussion and Analysis" required by Item 402(b) of Regulation S-K (the "CD&A"). The Compensation Committee shall consider annually whether it will recommend to the Board that the CD&A be included in the Company's Annual Report on Form 10-K, proxy statement on Schedule 14A or information statement on Schedule 14C.
9. to prepare the annual Compensation Committee Report required by Item 407(e)(5) of Regulation S-K.
10. to establish and administer objective performance goals under which performance-based compensation may be paid to the CEO and any Executive Officer of the Company and to certify that such performance goals are attained prior to the payment of any performance-based compensation that is intended to qualify as "performance-based compensation" under section 162(m) of the Internal Revenue Code.
11. to oversee the Company's global employee benefit programs and advise on which changes should be submitted for approval by the stockholders or the Board, as applicable.
12. to delegate to one or more employees of the Company or its control group subsidiaries (each of whom shall be qualified by training or experience to exercise their delegated responsibilities) all or any portion of the Compensation Committee's authority and responsibility with respect to employee benefit plans and programs

sponsored or maintained by the Company and/or its control group subsidiaries, except that the Committee is solely authorized to approve any awards under the Discovery Communications, Inc. 2013 Incentive Plan.

13. to review and, as appropriate, approve or recommend, succession planning for the Chief Executive Officer and senior management and recruitment and career development for key executives.
14. may form and delegate authority to one or more subcommittees when appropriate, but no such delegation shall be permitted if the authority is required by law, regulation or listing standard to be exercised by the Committee as a whole.
15. to annually review and assess its own performance and the performance of each Committee member and report to the Board the results of its evaluation.
16. to make reports, as appropriate, with respect to its activities to the Board.
17. to periodically review whether cash and equity incentive plans and arrangements are likely to promote excessive risk taking behavior and review the effectiveness of any policies and practices that mitigate against such behavior. In the event the Committee determines that incentive plans or arrangements, as implemented from time to time, may incentivize risk taking behavior that reasonably may have a material adverse effect on the company, it shall review the nature and extent of such potential effect with the Audit Committee.
18. to review and reassess this Charter annually and recommend any proposed changes to the Board for review.

IV. Conduct of Meetings

The Committee shall meet when, where and as often as it may deem necessary and appropriate in its judgment, either in person or telephonically. The Chairman of the Board, the Chairman of the Committee, or the Company's Chief Executive Officer shall have the right to call a special meeting of the Committee.

The Corporate Secretary or his or her designee shall keep written minutes of Committee meetings, which minutes shall be maintained with the books and records of the Company.