

**CHARTER OF THE  
HUMAN RESOURCES AND COMPENSATION COMMITTEE  
OF THE BOARD OF DIRECTORS OF SCHOLASTIC CORPORATION**

**I. Statement of Policy**

The Human Resources and Compensation Committee (“HRCC”) of the Board of Directors (the "Board") of Scholastic Corporation (the "Company") shall provide assistance to the Board in fulfilling its responsibilities to the stockholders of the Company relating to executive compensation, general compensatory programs (other than retirement plan programs) and recruitment practices. The HRCC shall also provide assistance to the Board of Directors in fulfilling its responsibilities to the stockholders of the Company in respect of the issuance of the Company's securities under the circumstances set forth herein.

**II. Organization**

The HRCC shall be comprised of no fewer than three (3) directors. Each member of the HRCC shall satisfy the applicable independence requirements of NASDAQ and any other applicable regulatory requirements. Members of the HRCC may not be employees or former employees of the Company or its subsidiaries, nor may their membership on the HRCC disqualify the Company for available exemptions pursuant to Section 162(m) of the Internal Revenue Code of 1986, as amended, or Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

**III. Meetings**

The HRCC shall meet at least three times per year or more frequently as circumstances require.

**IV. Authority and Responsibilities**

The HRCC shall be authorized to perform the following functions on behalf of the Board and shall report its actions and findings regularly to the Board:

- Evaluate the Company's overall compensation philosophy, plans and practices as a separate company and competitively within the industry.
- Make recommendations to the Board for approval of new incentive compensation programs, plans and practices and, to the extent required, review or make amendments or modifications to existing incentive compensation programs, plans and practices, and administer the plans, as appropriate.
- Review and approve on an annual basis corporate goals and objectives relevant to the Chief Executive Officer (“CEO”) compensation, evaluate the CEO’s performance in light of those goals and objectives and set the CEO’s compensation level based on this evaluation. In determining the long-term incentive component of CEO compensation, the HRCC will also consider, among other such factors as it may deem relevant, the Company’s performance, shareholder returns, the value of similar

incentive awards to chief executive officers at comparable companies and the awards given to the CEO in past years.

- Review and approve the compensation (including base salaries, annual bonus targets and bonus pay-out percentages and long-term incentive awards, supplemental benefits and other forms of material compensation) of the executive officers of the Company and such other employees of the Company and its subsidiaries as the HRCC deems appropriate.
- Oversee the administration of all plans and arrangements relating to the compensatory programs of the Company and its subsidiaries in effect from time to time (other than retirement plan programs).
- Consult with the CEO and advise the Board with respect to senior management succession planning.
- Review and approve any proposed written contractual arrangements with executive officers of the Company and its subsidiaries concerning compensation and employment matters.
- Review and make recommendations to the Board concerning the compensation paid to non-employee directors for service on the Board and on its committees.
- Review, from time to time, compliance with human resource-related regulatory matters affecting the Company and its subsidiaries.
- Review, from time to time, the recruitment practices of the Company and its subsidiaries, including, but not limited to, review of the Company's Human Resource and Diversity programs.
- Authorize or approve grants, awards or issuances of options, warrants, restricted stock and related issuances of the Company's securities in connection with the Company's compensation plans in effect from time to time.
- Authorize or approve grants, awards or issuances of options, warrants, restricted stock or other rights under, and related issuances of the Company's debt or equity securities in connection with, other corporate transactions duly approved or authorized by the Board, by a committee of the Board or management pursuant to authority so delegated by the Board, within the limits of any such approval or authorization.
- To the extent practicable and permitted by Delaware law, the HRCC may delegate the foregoing responsibilities to one or more individual members of the HRCC or to senior management of the Company.
- Prepare the report required by the Securities and Exchange Commission to be included in the Company's annual proxy statement.
- Submit the minutes of all meetings of the HRCC, or report on the matters discussed at each committee meeting, to the Board of Directors.
- Obtain the approval of the full Board of Directors of this Charter and review and reassess this Charter as conditions dictate (at least once per fiscal year).

- Perform any other activities consistent with this Charter, the Company's by-laws and governing law, as the Board deems necessary or appropriate.
- The HRCC shall have the power to retain independent consultants or other advisors to advise the HRCC in connection with the exercise of its responsibilities.