COMPENSATION COMMITTEE CHARTER
HARRIS INTERACTIVE INC.

Purpose and Powers

The Compensation Committee is appointed by the Board of Directors of the Company to discharge the Board's responsibility relating to compensation of officers, and employees, and to recommend for approval by the Board compensation of directors.

The Compensation Committee has the authority to retain and compensate, at the Company's expense, legal counsel, compensation consultants, and other advisors, as the Compensation Committee deems necessary or appropriate in the performance of its duties and responsibilities.

Composition

The Compensation Committee shall be comprised of three or more directors, as determined by the Board. Each member of the Compensation Committee shall (a) be a "non-employee director" as defined by Rule 16b-3 under the Securities Exchange Act of 1934, as amended, (b) meet the independence requirements set forth in NASD Rule 4200(a)(15), and (c) be an "outside director" as defined in Section 162(m) of the Internal Revenue Code.

The members of the Compensation Committee shall be appointed, and may be replaced, by the Board. Unless a Chairperson is elected by the full Board, the members of the Compensation Committee may designate a Chairperson by majority vote of the full Compensation Committee membership.

Meetings

The Compensation Committee shall meet as often as its members deem necessary or desirable in the performance of the Committee's responsibilities.

The Compensation Committee may choose to meet in executive session. It also may request any officer or employee of the Company, or the Company's legal counsel, to attend any meeting of the Committee or to meet with any members of, or consultants to, the Committee. The Chief Executive Officer of the Company (a) may not be present during deliberations or voting on matters related to compensation of the Chief Executive Officer, and (b) may be present during deliberations but may not vote on matters related to compensation of other executive officers.

Responsibilities and Duties

The Compensation Committee shall review and reassess, at least annually, the adequacy of this Charter and make recommendations regarding amendments to the Board as conditions dictate.

The Compensation Committee has responsibility for establishing the compensation of officers and employees. To that end, the Committee shall:

- recommend, for approval by the independent directors of the Company, the compensation for the Chief Executive Officer of the Company,
- approve the compensation for all other executive officers of the Company,
- provide compensation guidance and oversee compensation process for all other employees, and
- oversee and approve the Company's benefit plans.

The Compensation Committee shall recommend, for approval by the Board, compensation of directors.

The Compensation Committee shall act as the Committee that administers the Company's Long Term Incentive Plan, and shall make recommendations for approval by the Board with respect to changes in the Long Term Incentive Plan.

The Compensation Committee shall produce an annual report on executive compensation for inclusion in the Company's proxy statement.

Approved: September 7, 2006