

VIACOM INC.

COMPENSATION COMMITTEE CHARTER

Purpose

The primary purpose of the Compensation Committee (the “Committee”) is to discharge the responsibilities of the Board of Directors of Viacom Inc. (the “Company”) relating to the compensation of the Company’s executive officers and other senior executives. The Committee has overall responsibility for evaluating and making recommendations to the Board regarding the Company’s equity and incentive compensation plans, policies and programs.

Composition

1. Members. The Committee shall consist of as many members as the Board, in consultation with the Committee itself, shall determine, but in any event not fewer than three members. The members of the Committee shall be appointed annually by the Board, taking into account the recommendation of the Governance and Nominating Committee of the Board.
2. Qualifications. Each member of the Committee shall meet the criteria for independence established by law or regulation, the NASDAQ Stock Market LLC Marketplace Rules and as set forth in the Viacom Corporate Governance Guidelines, and shall have the experience, qualifications, attributes and/or skills deemed necessary by the Board to serve on the Committee. Each member of the Committee shall also be an “outside director” for purposes of the regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended (“Section 162(m)”) and a “non-employee director” as defined in Rule 16b-3 of the Securities Exchange Act of 1934, as amended.
3. Chair. The Chair of the Committee shall be elected by the Board, taking into account the recommendation of the Governance and Nominating Committee of the Board.
4. Removal and Replacement. The members of the Committee may be removed or replaced, and any vacancies on the Committee shall be filled, by the Board, taking into account the recommendation of the Governance and Nominating Committee of the Board.

Operations

1. Meetings. The Chair of the Committee, in consultation with the Committee members, shall determine the schedule and frequency of the Committee meetings, provided that the Committee shall meet at least four times per year. In general, directors who are not Committee members may attend meetings of the Committee, except when the Chair of the Committee determines otherwise. The Committee shall periodically meet in executive session without management.

2. Agenda. The Chair of the Committee shall develop and approve the Committee's agenda, in consultation with other members of the Committee, as appropriate. Each member of the Board and members of management are free to suggest the inclusion of items on the agenda. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practical, be provided to the members of the Committee sufficiently in advance of each meeting to permit meaningful review.
3. Report to the Board. The Committee shall report regularly to the entire Board and shall make available to the Board the minutes of its meetings (without confidential individual compensation information).
4. Self-Assessment; Assessment of Charter. The Committee shall conduct an annual performance self-assessment and shall report to the entire Board the results of such self-assessment. The Committee shall assess the adequacy of this Charter at least annually, or more frequently as the Committee may determine, and recommend any changes to the Board.

Authority and Duties

1. The Committee shall regularly assess and establish the philosophy, strategy, principles and policies for the design and administration of the Company's compensation programs pursuant to which executives are compensated.
2. The Committee shall approve the total compensation package (including, without limitation, the base salaries, annual bonus amount, deferred compensation, equity compensation, other incentive compensation, perquisites and other compensatory arrangements) for the Company's (i) executive officers, (ii) operating managers who report directly to the Executive Chairman, President and Chief Executive Officer and (iii) any other executives who are among the most highly-compensated and strategically-important employees of the Company other than "talent" (as such term is commonly used in the media or entertainment industries) up to a maximum of 25 employees in the aggregate, including approval of annual merit increases for executive officers. The executive officers and other executives whose compensation packages are subject to approval by the Committee are hereinafter referred to as the "Specified Employees". The determination of the executives identified in clause (iii) of the definition of Specified Employee will be made at the beginning of each calendar year, and updated from time to time as appropriate, based on such person's annual cash compensation at that time (assuming for this purpose that the person's actual cash bonus would be equal to the person's target bonus). The Committee shall make all determinations and take any actions that are reasonably appropriate or necessary in the course of establishing the compensation of the Specified Employees.
3. The Committee shall review all new employment, consulting, retention, retirement and severance arrangements for the Specified Employees.

4. The Committee shall review periodically and make recommendations to the Board regarding the Company's short and long-term incentive compensation plans applicable to the Company's executive officers and other executives including, but not limited to, the bonus plan for senior executives subject to Section 162(m) of the Internal Revenue Code (the "Senior Executive STIP"), the annual bonus plan, and the equity and equity-based compensation plans (collectively, the "Plans"). The Committee shall consider the appropriateness of the allocation of benefits under the Plans, the extent to which such Plans are meeting their intended objectives, and, where appropriate, modify, or recommend that the Board modify, any Plan that yields payments and benefits that are not reasonably related to employee performance.
5. The Committee shall determine which executive officers shall participate in the Senior Executive STIP, establish and certify the attainment of performance targets, and determine specific bonus amounts for the participants.
6. The Committee shall approve the grants of all equity and equity-based compensation for the Specified Employees and for all other employees of the Company except to the extent that the Committee has authorized specified members of management to approve such compensation to such employees based on guidelines and procedures approved by the Committee from time to time. The Committee may establish performance criteria and other conditions in connection with such grants of equity or equity-based compensation as it deems appropriate.
7. The Committee shall oversee the administration of the Plans in accordance with their terms, construe all terms and provisions, conditions and limitations of such Plans and make factual determinations required for the administration of such Plans.
8. The Committee shall review and approve corporate goals and objectives relevant to the compensation of the Executive Chairman, President and Chief Executive Officer, evaluate his performance in light of those goals and objectives and, after considering the report of the independent directors regarding their evaluation, factor such evaluations into the setting of the compensation level of the Executive Chairman, President and Chief Executive Officer. The Executive Chairman, President and Chief Executive Officer and all other executive officers shall not be present during deliberations or voting concerning the respective individual's own compensation. In determining the long-term incentive component of the compensation for the Executive Chairman, President and Chief Executive Officer, the Committee shall consider, without limitation, the Company's financial performance, relative shareholder return, the value of incentive awards to executives in similar positions at comparable companies, and the awards given to the Executive Chairman, President and Chief Executive Officer in past years. The Committee will report to the Board on this process.

9. The Committee shall review the evaluation of the performance of the other executive officers by the Executive Chairman, President and Chief Executive Officer.
10. The Committee shall review and report to the Board, from time to time or when it shall be called upon to do so, with respect to the depth of the Company's senior management team, including, without limitation, their experience, responsibilities, advancement potential and diversity, and the Company's programs for management development and succession.
11. The Committee shall be briefed regularly regarding legal, disclosure and other regulatory issues affecting executive compensation generally and/or that are applicable to the Company's plans and programs, and shall oversee the Company's response to such matters, including establishing policy from time to time.
12. The Committee shall review and discuss with management the Compensation Discussion and Analysis ("CD&A") disclosures required under the laws and regulations of the Securities and Exchange Commission. Based on such review and discussion, the Committee shall determine whether to recommend to the Board of Directors of the Company that the CD&A be included in the Company's annual report or proxy statement. The Committee shall prepare the report required by the Securities and Exchange Commission to be included in the Company's annual report or proxy statement. The Committee shall also oversee a periodic risk assessment of the Company's compensation programs.
13. The Committee may in its sole discretion retain compensation consultants, outside counsel and other advisors having special competence to assist the Committee in connection with its various responsibilities (each, an "Advisor" and collectively, the "Advisors"). The Committee shall have the sole authority to retain, direct, oversee and terminate any such Advisor and to review and approve such Advisor's fees and other retention terms. The Committee may select an Advisor only after taking into consideration the following six factors, as well as any other factors required by the Securities Exchange Act and corresponding rules and the NASDAQ Stock Market LLC Marketplace Rules, as they may be amended from time to time: (i) the provision of other services to the Company by the Advisor's employer; (ii) the amount of fees received from the Company by the Advisor's employer, as a percentage of the total revenue of the employer; (iii) the policies and procedures of the Advisor's employer that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the Advisor with a member of the Committee; (v) any stock of the Company owned by the Advisor; and (vi) any business or personal relationship of the Advisor or the Advisor's employer with an executive officer of the Company. The Committee shall conduct an annual assessment of the independence of each Advisor taking into account the factors listed above as well as any other information the Committee deems appropriate. The Company shall provide the funding for any Advisors retained by the Committee.

14. The Committee shall take such steps deemed necessary by the Committee to ensure the independence in accordance with law or regulation of any compensation consultant it retains and shall address any conflicts of interest raised by the compensation consultant's work.

The foregoing list of duties is not exhaustive, and the Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its oversight function. The Committee has the power to delegate its authority and duties to subcommittees or individuals as it deems appropriate and in accordance with applicable laws and regulations, except that the Committee may not delegate its decision-making authority with respect to any material element of named executive officer compensation. In discharging its oversight role, the Committee shall have full access to the Company's senior management and employees and all Company books, records and facilities. The failure of any member of the Committee to meet the qualifications provided in this Charter shall not invalidate any determination or action taken by the Committee.

The Committee has the authority to request that any officer or employee of the Company or the Company's outside counsel attend a meeting of the Committee or to meet with any members of, or Advisors to, the Committee.