

MONSTER WORLDWIDE, INC.

COMPENSATION COMMITTEE CHARTER

I. Purpose

The Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Monster Worldwide, Inc. (the “Corporation”) for the primary purpose of: (i) discharging the Board’s responsibilities in respect of compensation of the Corporation’s executive officers, including approving individual executive officer compensation, (ii) overseeing the Corporation’s overall compensation and benefit philosophies, and (iii) producing an annual report on executive compensation for inclusion in the Corporation’s proxy statement, in accordance with applicable rules and regulations.

II. Organization

The Committee shall consist of three or more members of the Board. The composition of the Committee shall comply with all such independence requirements as apply from time to time under the listing standards of The Nasdaq National Market, Inc., Section 16 of the Securities Act of 1934 and the rules promulgated thereunder, and applicable provisions of the Internal Revenue Code, subject to such available exceptions as the Board may approve. Committee members shall be appointed by the Board and may be removed by the Board in its discretion. Vacancies on the Committee shall be filled by action of the Board.

The Board may designate one member of the Committee as Chairperson and in the absence of any such designation by the Board the Committee shall designate by majority vote of the full Committee or by written consent one member of the Committee as its Chairperson.

III. Meetings

- The Committee may determine its own rules and procedures, which shall be consistent with the bylaws of the Corporation and this charter.
- The Committee shall meet with such frequency and at such intervals as it shall determine is necessary to carry out its duties and responsibilities, but in any case, at least two times each year.
- A majority of the Committee members shall constitute a quorum.
- Meetings of the Committee may be called as needed by the Chairperson of the Committee, a majority of the members of the Committee, the Executive Vice President with responsibility for human resource matters and the General Counsel.
- The Chairperson will preside, when present, at all meetings of the Committee. The Committee may meet in person, by telephone or by videoconference and may take action by written consent.
- The Committee shall have the right to retain and terminate compensation consultants to assist in the evaluation of director, Chief Executive Officer or executive officer compensation, including the authority to approve the terms and conditions of the retention of any such consultants.
- The Committee shall have the authority to obtain advice and assistance from any officer or employee of the Corporation or from any outside legal expert or other advisor.
- The Committee may request that members of management or outside consultants and advisors of the Committee be present at meetings to assist the Committee in performing its duties.

- Minutes of each meeting will be kept and maintained with the books and records of the Corporation.
- The Committee may form, and where legally permissible, may delegate authority to, subcommittees or committees consisting of employees when the Committee deems it appropriate or desirable.
- The Committee may hold executive sessions at its discretion.

IV. Duties and Responsibilities

The Committee shall have the following primary duties and responsibilities, and shall perform any other activities consistent with this charter, the Corporation's bylaws and governing law as the Committee or the Board may deem appropriate or necessary:

- The Committee shall have oversight of the Corporation's overall compensation and benefit philosophy.
- The Committee shall review and approve the compensation arrangements of the Chief Executive Officer and the other executive officers of the Corporation, including without limitation base salary, incentive bonuses and awards, awards under compensation or equity plans, employment agreements, severance arrangements, and change in control provisions, in each case as and when appropriate.
- The Committee shall make recommendations to the Board concerning adopting and amending incentive compensation plans applicable to executive officers generally and equity compensation plans for all employees.
- The Committee shall fix and determine awards to officers and employees of stock, stock options, shares of stock, stock appreciation rights and other equity interests pursuant to any of the Corporation's equity compensation plans from time to time in effect and exercise such other power and authority as may be permitted or required under such plans. The Committee may provide for the delegation of these functions as permitted by the respective plans and applicable law.
- The Committee shall produce an annual report on executive compensation for inclusion in the Corporation's proxy statement in accordance with applicable rules and regulations.
- The Committee shall periodically review and make recommendations to the Board with respect to the compensation of directors, including Board and committee retainers, meeting fees, equity-based compensation, and such other forms of compensation as the Committee may consider appropriate.
- The Committee shall periodically provide to the Board written or oral summaries of the Committee's activities and proceedings.
- The Committee shall exercise any fiduciary, administrative or other function assigned to the Committee under any of the Corporation's benefit plans.
- The Committee shall periodically review and reassess the adequacy of this charter and recommend any proposed changes to the Board for approval.

V. Authority

Any action duly and validly taken by the Committee pursuant to the power and authority conferred under this charter shall for all purposes constitute an action duly and validly taken by the Board and may be certified as such by the Secretary or other authorized officer of the Corporation.