

**Charter**  
**Nominating and Governance Committee**  
**Time Warner Inc.**  
**Adopted: January 22, 2004**

The Board of Directors of Time Warner Inc. (the “Corporation”; “Company” refers to the Corporation and its consolidated subsidiaries) has adopted this charter for its Nominating and Governance Committee (the “Committee”). This charter is intended to supplement the provisions in the Corporation’s By-laws pertaining to the Committee.

**Composition**

**Number and Qualifications.** The Committee shall have at least three members. Each Director who serves on the Committee must be affirmatively determined by the Corporation’s Board of Directors to satisfy the requirements established by the Corporation’s By-laws and Corporate Governance Policy, as well as by the New York Stock Exchange, to be considered an “independent” member of the Board.

**Appointment.** The Board of Directors, upon the recommendation of the Committee, shall elect the chairman and other members of the Committee on an annual basis, generally at the first meeting of the Board of Directors following the Corporation’s annual stockholders meeting.

**Rotation and Removal.** The Committee chairmanship shall be rotated periodically. To assure familiarity with the issues facing the Committee, the chairman generally should have served at least one year on the Committee prior to becoming chairman.

The Board of Directors may, pursuant to the By-laws, remove a member of the Committee, or replace the chairman, provided that the Board must, at all times, assure that the Committee will have a chairman and sufficient members to satisfy the requirements set forth above relating to the number and qualifications of Committee members.

**Purpose and Responsibilities**

Consistent with the Corporation’s By-laws, the Committee shall assist the Board of Directors in carrying out its responsibilities relating to the Corporation’s governance practices, CEO succession, and matters relating to the composition and evaluation of the Board of Directors. The Committee shall, in fulfilling these purposes, have the following authority and responsibilities:

***Governance***

- **General.** The Committee has the general responsibility, on behalf of the Board of Directors, for overseeing the Company’s corporate governance practices and profile.

- **Governance Documents.** The Committee is responsible for reviewing and recommending to the Board of Directors amendments to the Corporation's By-laws, Certificate of Incorporation, Committee Charters, and the standards of conduct for non-employee Directors. The Committee is also responsible for reviewing and recommending to the Board of Directors amendments to the Corporation's Corporate Governance Policy, which shall address the composition, structure, responsibilities, compensation, and processes of the Board.
- **Committee Structure and Appointments.** The Committee is responsible for periodically reviewing and making recommendations to the Board of Directors regarding the Board's committee structure. The Committee is also responsible for recommending Directors for appointment by the Board as the chairmen and members of the Board's committees.

### *Director Nominations*

- **Director Candidates.** The Committee is responsible for identifying, reviewing, and recommending to the Board of Directors individuals for election to the Board. This includes the responsibility for reviewing Board candidates proposed by a stockholder or employee of the Corporation.
- **Criteria.** In recommending candidates for election to the Board, the Committee shall take into consideration criteria established by the Board of Directors as set forth in the Corporate Governance Policy or as otherwise may be established by the Board from time to time. In advance of, and at the time of, recommending candidates to the Board, the Committee shall inform the Board of the criteria used in making the recommendation.
- **Proxy Statement Disclosures.** The Committee shall adopt (i) a policy regarding the Committee's consideration of candidates proposed by stockholders; (ii) a description of the minimum criteria, as well as special skills and qualities, that the Committee believes are necessary for one or more of the Corporation's Directors to possess; and (iii) a description of the Committee's process for identifying and evaluating Director nominees (including candidates recommended by stockholders).

### *CEO Performance and Succession*

- **Chairman and CEO Performance.** While the Compensation and Human Development Committee is responsible for reviewing the performance of the Chairman and Chief Executive Officer for compensation purposes, the Nominating and Governance Committee is responsible for reviewing the Chairman and Chief Executive Officer's performance in connection with the decision as to whether to continue to employ the individual and to re-nominate him or her as a Director of the Corporation.

- **Chairman and CEO Succession.** The Committee is responsible for overseeing the Chairman and CEO succession planning process, including an emergency succession plan, in the event of the death or disability of the Chairman and CEO. The full Board of Directors is responsible for selecting the Chairman and CEO (whether those positions are occupied by one or more individuals).

#### *Director Compensation*

- **Review and Recommendation.** The Committee is responsible for reviewing the compensation for non-employee Directors and making recommendations to the Board of Directors for its approval. As part of its review, the Committee will receive information on compensation provided to non-employee Directors at a peer group of companies, which shall be reviewed by the Committee.

#### *Performance Evaluations*

- **Board Evaluation.** The Committee is responsible for overseeing the Board of Directors' self-evaluation of its performance, which shall take place no less than annually.
- **Nominating and Governance Committee Evaluation.** The Committee shall conduct a self-evaluation of its performance no less than annually. The evaluation shall address subjects including the Committee's composition, responsibilities, structure and processes, and effectiveness. As part of this evaluation, the Committee shall also review the Committee's charter. The Committee shall, as appropriate, make recommendations to the management and the full Board as a result of its performance evaluation.
- **Other Committee Evaluations.** While each of the other committees of the Board of Directors is primarily responsible for conducting its own self-evaluation, the Nominating and Governance Committee shall be responsible for developing the overall framework for such committee evaluations.

#### *Other Matters*

- **Stockholder Proposals.** The Committee is responsible for reviewing and making recommendations to the Board regarding the Corporation's response to stockholder proposals for inclusion in the Corporation's annual proxy statement.
- **Stockholder Communications.** The Committee shall recommend, for approval by the independent Directors of the Board, a process by which the Corporation's stockholders may send communications to Directors and the process for determining which communications will be relayed to Directors. The process by which stockholders may communicate with Directors shall be disclosed in the Corporation's annual proxy statement.

- **Regulatory Oversight.** The Committee is responsible for overseeing developments in law and practice relating to corporate governance and the Corporation's response thereto.

### **Committee Operations**

**Meeting Schedule.** The Committee shall approve its schedule of meetings and shall meet at least four times per year. The Committee may also hold additional meetings at the direction of the Chairman or at the request of any Committee member. The Committee may meet in person or by telephone conference call, and may act by unanimous written consent.

**Agenda and Materials.** The Committee Chairman shall approve the agenda for the meetings, and any member may suggest items for the Committee's consideration. Briefing materials shall be provided to the Committee as far in advance of a meeting as practicable.

**Attendance at Meetings.** The Committee may, in the discretion of its Committee chairman, invite members of management to attend the Committee's meetings. All outside Directors who are not Committee members shall be invited to attend Committee meetings, provided (i) that the Committee shall meet without such other Directors during executive session, (ii) that the Committee Chairman may ask non-Committee members to leave the meeting at any time, and (iii) that such non-Committee members may not vote on any actions considered by the Committee.

**Executive Sessions.** The Committee shall hold an executive session at each regularly scheduled meeting. During at least some portion of each executive session, no non-Committee member or member of management shall be present.

**Voting.** A majority of the Committee members shall constitute a quorum. Each Committee member shall have one vote and actions at meetings may be approved by a majority of the members present.

**Delegation.** Except as otherwise prohibited by law, the Certificate of Incorporation, or the Corporation's By-laws, the Committee may delegate any or all of its responsibilities to a subcommittee of the Committee.

**Reporting to the Board.** At the Board of Directors meeting following each Committee meeting, the Committee Chairman (or the Chairman's designee) shall report to the full Board on the Committee's actions.

### **Committee Resources**

To assist the Committee in fulfilling its responsibilities, (i) each Committee member shall have full access to any member of management and (ii) the Committee may

retain independent consultants, counsel, search firms, and other advisors. The Committee will have sole authority and responsibility for hiring, approving the fees and other retention terms for, and terminating consulting firms used by the Corporation to identify Director candidates. The Corporation will bear the expense of such advisors.