

**THE READER'S DIGEST ASSOCIATION, INC.**  
**CORPORATE GOVERNANCE**  
**COMMITTEE CHARTER**

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The Corporate Governance Committee of the Board of Directors (the "Committee") is authorized to perform the following functions:

1. Set performance goals for the Chief Executive Officer and evaluate the performance of the Chief Executive Officer, after evaluation by the Compensation and Nominating Committee;
2. Review succession planning for Chief Executive Officer and for all senior executive positions, after review by the Compensation and Nominating Committee;
3. Oversee the evaluation of the the performance of the Board and management;
4. Review other internal matters of broad corporate significance that are appropriate for consideration by the non-management Directors;
5. Develop and recommend to the Board the Company's Guidelines on Governance and review adherence to the Guidelines on Governance; and
6. Has the authority to engage such consultants, counsel, experts and such other advisors as the Committee determines necessary to carry out its duties. The Company shall provide appropriate funding, as determined by the Committee, in its capacity as a committee of the Board, for payment of:
  - Compensation to any advisors employed by the Committee under the authority of its charter; and
  - Ordinary administrative expenses that are necessary or appropriate in carrying out the Committee's duties;
7. Annually reviews the performance of the Committee;
8. Periodically reviews and reassesses the adequacy of the Committee's charter and recommends any proposed changes to the Board for its consideration and approval;
9. Reports regularly to the Board; and
10. Performs such other functions as the Board may delegate from time to time.

## The Reader's Digest Association, Inc. Corporate Governance Committee Charter

Each member of the Committee shall satisfy the requirements of the New York Stock Exchange and the Securities and Exchange Commission relating to independence.

The members and the Chairman of the Committee are appointed and may be removed by the Board.

Operation and meetings of the Committee are conducted in accordance with the Company's By-Laws and the Company's Guidelines on Governance.

The Committee may delegate any of its responsibilities to a subcommittee of the Committee, the Chairman of the Committee or any other person or group, to the extent not prohibited by law or regulation.