

VIACOM INC.

CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

The Committee is established by the Board for the following purposes: (i) monitoring significant developments in the law and practice of corporate governance and of the duties and responsibilities of directors of public companies, (ii) leading the Board in its annual performance self-evaluation, including establishing criteria to be used in connection with such evaluation and (iii) developing and recommending to the Board and administering the Corporate Governance Guidelines of the Company.

Composition

1. Members. The Committee shall consist of as many members as the Board, in consultation with the Committee itself, shall determine, but in no event fewer than three members. The members of the Committee shall be appointed annually by the Board, taking into account the recommendation of the independent directors.
2. Qualifications. Each member of the Committee shall meet the criteria for independence established by the New York Stock Exchange.
3. Chair. The Chair of the Committee shall be elected by the Board, taking into account the recommendation of the independent directors.
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 independent directors.

Operations

1. Meetings. The Chair of the Committee, in consultation with the Committee members, will determine the frequency and schedule of the Committee meetings, provided that the Committee will meet at least three times per year. The Chair of the Committee will determine in advance of each meeting whether non-Committee members may attend the meeting. The Chair of the Committee shall also determine whether participation in the meeting by teleconference or videoconference will be permitted.
2. Agenda. The Chair of the Committee will develop and set the Committee's agenda, in consultation with the other members of the Committee. 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 distributed 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 periodically, but not less than once annually, to the entire Board and shall submit to the Board the minutes of its meetings.
4. Self-Evaluation; Assessment. The Committee shall conduct an annual performance self-evaluation and shall report to the entire Board the results of such self-evaluation. The Committee shall assess the adequacy of this Charter annually and recommend any changes to the Board.

Authority and Duties

1. The Committee may retain counsel or other advisors in its sole discretion.
2. The Committee shall advise the Board periodically with respect to significant developments in the law and practice of corporate governance as well as the Company's compliance with the Company's Corporate Governance Guidelines and applicable laws and regulations, and make recommendations to the Board on all matters of corporate governance and on any corrective action to be taken, as the Committee may deem appropriate.
3. The Committee shall review the Company's Corporate Governance Guidelines on a periodic basis and propose modifications for the Board's consideration as appropriate.
4. The Committee shall review on an annual basis the Board of Directors' committee structure and recommend to the Board for its approval directors to serve as members of each committee. The Committee shall recommend additional members to fill vacancies as needed.
5. The Committee shall establish criteria and processes for, and lead the Board in, its annual performance self-evaluation. The Committee shall also establish criteria for the self-evaluations of each committee. The performance self-evaluations will focus on the contribution to the Company by the Board and each committee, and will specifically focus on areas in which a better contribution could be made.
6. The Committee shall, on an annual basis, review director compensation and benefits.

The foregoing list of duties is not intended to be exhaustive, and the Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its duties. The Committee has the power to delegate authority to subcommittees or individual members of the Committee as it seems appropriate.