

**MEREDITH CORPORATION  
HUMAN RESOURCES AND COMPENSATION COMMITTEE  
CHARTER**

**Purpose**

The Human Resources and Compensation Committee (the “Committee”) is appointed by the Board to discharge the Board’s responsibilities relating to compensation of the Company’s officers. The Committee has overall responsibility for approving and evaluating the compensation and benefits philosophy of the Company and the Company’s compensation plans, policies and programs.

The Committee shall also provide Board oversight of key executive development and succession planning; diversity and inclusion; and Company culture and human capital initiatives.

The Committee shall also review and discuss with the Company’s management the Compensation Discussion and Analysis (CD&A) to be included in the Company’s annual proxy statement and determine whether to recommend to the Board of Directors that the CD&A be included in the proxy statement, Form 10-K or information statements. The Committee shall also provide the Committee report on executive compensation for inclusion in the Company’s annual proxy statement that complies with the rules and regulations of the Securities and Exchange Commission.

**Committee Membership**

The Committee shall consist of no fewer than three members. The members of the Committee shall meet the independence requirements of the New York Stock Exchange (including the additional independence requirements specific to Committee membership set forth in the New York Stock Exchange Listed Company Manual), unless the Company has claimed a “Controlled Company Exemption” for the Committee as defined in Section 303.A.00 of the New York Stock Exchange Listed Company Manual. The members of the Committee shall also meet the definitions of “non-employee director” within the meaning of Rule 16b-3 promulgated under the Securities and Exchange Act of 1934, as amended, and “outside director” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, (the “Code”).

The members of the Committee shall be appointed by the Board on the recommendation of the Nominating/Governance Committee. Committee members may be replaced by the Board.

**Committee Authority and Responsibilities**

1. The Committee has the authority and right, in its sole discretion and at the expense of the Company, to retain or obtain the advice of a compensation consultant, independent legal counsel, accountant, or any other consultant or adviser (collectively, “Advisers”) in connection with the Committee’s functions and responsibilities. The Committee shall be directly responsible for the appointment, compensation, oversight and termination of any Adviser retained by the Committee. The Committee shall have the

sole authority to approve the fees and other retention terms of such Advisers. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Advisers retained by the Committee and ordinary administrative expenses of the Committee that are necessary and appropriate in carrying out its functions and responsibilities. The Committee may retain or obtain advice from an Adviser only after taking into consideration all factors relevant to the Adviser's independence from management in accordance with the rules and regulations of the Securities and Exchange Commission and the listing standards of the New York Stock Exchange.

2. The Committee, either as a committee or together with the other independent directors of the Company, shall annually review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and determine and approve the CEO's overall compensation levels based on this evaluation. In determining the incentive components of CEO compensation, the Committee will consider, among other factors, the Company's financial and operating performance, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the CEO in past years.
3. The Committee shall annually review and consult with, and make recommendations to, the Board as appropriate, on the compensation programs with respect to all officers and other key executives, including incentive compensation plans and equity-based plans.
4. The Committee shall at least annually and periodically if, as and when appropriate, review and approve (a) the annual base salary level, (b) the annual incentive opportunity level, (c) the long-term incentive opportunity level, (d) all other incentive awards and opportunities, (e) employment agreements, severance arrangements, and change in control agreements and change in control provisions affecting any elements of compensation and benefits, and (f) any special or supplemental benefits, for the CEO and the senior executives of the Company. In addition, the Committee shall receive and review periodic reports on the Company's compensation programs as they affect all employees. Finally, the Committee shall review and approve any special or supplemental compensation and benefits for the CEO and the senior executives and persons who formerly served as the CEO and/or as senior executives, including supplemental retirement benefits and the perquisites provided to them during and after employment.
5. The Committee shall consider and assess the Company's compensation policies and practices and determine if they are reasonably likely to have a material adverse effect on the Company and, if so, make appropriate modifications to reduce the risk (with the exception of any policies that the Board specifies shall be administered by the Board).
6. The Committee shall, in consultation with management, oversee the Company's policies regarding tax deductibility of the Company's compensation programs, and, as and when required, establish performance goals that are designed to comply with Section 162(m) of the Code and certify that such performance goals have been attained. However, the Committee reserves the right to pay compensation that is not performance based and that may not be deductible under Section 162(m).

7. The Committee shall oversee all matters relating to shareholder advisory voting on executive compensation for the Company's named executive officers ("say-on-pay") and the frequency of such voting, shareholder advisory voting regarding change of control or "golden parachute" payments (if any), and the action to be taken, if any, by the Committee as a result of the shareholder vote.
8. The Committee may form and delegate authority to subcommittees when appropriate.
9. The Committee shall periodically review and approve plans addressing the development of executive talent and succession planning for key executives.
10. The Committee shall periodically review and approve plans addressing employee engagement, diversity and inclusion, including pay equity, and monitor Company progress in achieving these plans.
11. The Committee shall make regular reports to the Board.
12. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.