



Discovery Communications, Inc.

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**Corporate Governance Policy Manual
CGPM 40-1 Nominating and Corporate
Governance Committee Charter**

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I. Purpose/Overview

There will be a committee of the Board of Directors (the “Board”) of Discovery Communications, Inc. (the “Company”) which will be called the Nominating and Corporate Governance Committee (the “Committee”).

The principal purposes of the Nominating and Corporate Governance Committee as set forth in this charter (the “Charter”) are (1) to identify individuals qualified to become Board members, and to recommend that the Board select the director nominees for the next annual meeting of stockholders; and (2) to periodically review and recommend changes to the Corporate Governance Guidelines applicable to the Company.

II. Committee Membership

The Committee will consist of at least three members. It will be composed of directors who satisfy the independence requirements set forth in the Corporate Governance Rules of The Nasdaq Stock Market, Inc. (“Nasdaq”) and all other legal and regulatory requirements.

The members of the Committee will be appointed, and may from time to time be removed, by the Board. The Board shall designate one member of the Committee to serve as Chairperson. If the Chairperson is absent from a meeting, another member of the Committee may act as Chairperson.

III. Functions and Responsibilities

In furtherance of the purposes set forth above, the Nominating and Corporate Governance Committee will perform the functions and responsibilities enumerated herein as appropriate and will have all the powers of the Board necessary or desirable to perform such functions and responsibilities as may be delegated to a committee of the Board under Delaware law.

Notwithstanding the enumeration of specific functions and responsibilities herein, the Committee believes that its policies and procedures should remain flexible, in order to facilitate its ability to respond to changing circumstances and conditions in fulfilling its responsibilities to the Company and its stock holders.

The Committee may by resolution establish its own rules of procedure, including notice and quorum requirements for all meetings. In the absence of such action by the Committee, the provisions of the Company's bylaws generally applicable to committees of the Board will apply to the Committee.

The Nominating and Corporate Governance Committee shall have the following authority and responsibilities:

1. to develop qualification criteria for selecting director candidates and identify individuals qualified to become Board members for recommendation to the Board, and to engage in such succession planning for Board vacancies as may be appropriate.
2. to retain and terminate any search firm to be used to identify director candidates and have the authority to approve the search firm's fees and other retention terms. The Company will be responsible for the payment of the fees and expenses of such search firm.
3. to establish a process for the Board and its committees to follow in conducting self-evaluations to determine whether they are functioning effectively. The Committee will oversee these evaluations and make recommendations as to what, if any, action should be taken by the Board and its committees to improve their performance.
4. to periodically review the "independence" of each director, as such term is defined by applicable regulatory and listing standards.
5. to make reports to the Board, as appropriate, providing an overview of its activities, summarizing Committee actions and commenting on the fulfillment of the Committee's duties under this Charter.
6. from time to time review and reassess this Charter and recommend any proposed changes to the Board for approval.
7. to evaluate and make recommendations to the Board concerning the appointment of directors to Board committees and the selection of committee chairs.
8. to form and delegate authority to subcommittees when appropriate.
9. from time to time as it deems appropriate, to review and reassess the adequacy of the Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.
10. to review and approve "related person transactions" (defined as transactions required to be disclosed pursuant to Item 404 of Regulation S-K) as specified in the Corporate

Governance Guidelines. In accordance with Nasdaq rules, the Committee, or such other independent committee as may be designated by the Board from time to time, shall conduct appropriate review and oversight of all related person transactions for potential conflict of interest situations on an ongoing basis.

11. to oversee the review and update, when appropriate, of the Company's Code of Business Conduct and Ethics, including reviews of any conflicts of interest that may arise involving directors and executive officers.

IV. Conduct of Meetings

The Committee shall meet when, where and as often as it may deem necessary and appropriate in its judgment, either in person or telephonically. The Chairman of the Board, the Chairman of the Committee, or the Company's Chief Executive Officer shall have the right to call a special meeting of the Committee.

The Corporate Secretary or his or her designee shall keep written minutes of Committee meetings, which minutes shall be maintained with the books and records of the Company.