

Discovery World's Process for Determining Compensation for CEO and Other Officers or Key Employees

Discovery World has established a Compensation Committee, a sub-committee of the Governance Committee, to ensure the Discovery World Board determines the adequacy and reasonableness of the total compensation paid to the Chief Executive Officer ("CEO") and other Officers or Key Employees.

The Committee is chaired by a Discovery World Board Director and includes a minimum of three additional Board Directors and/or non-Director Members who bring the experience and expertise required for the work of the committee. The committee is provided staff support by the Discovery World Director of Human Resources.

The Committee meets at least bi-annually and as often as its chair or a majority of its members deems necessary or appropriate, either in person, telephonically or electronically, and at such times, places and manner as its chair and chair's staff may determine.

The Committee conducts an annual review of the CEO's performance, reviews market comparability data to assure reasonableness of total compensation ranges, and recommends the CEO compensation package to the Executive Committee for further action.

The Committee produces a written report at the conclusion of each meeting, which includes an attendance record, a copy of the agenda and a full report of Committee discussions with documented recommendations and decisions.