

**DreamWorks Animation SKG, Inc. Board of Directors  
Compensation Committee Charter**

(Adopted as amended as of February 19, 2009)

A. Purpose: The Compensation Committee (the "Committee") of the Board of Directors of DreamWorks Animation SKG, Inc. (the "Board") shall (i) review the Company's compensation practices and policies, (ii) annually review and approve the compensation for the Chairman of the Board (the "Chairman") and the chief executive officer (the "CEO"), (iii) annually review and approve the compensation for the other senior executives, (iv) evaluate Chairman and CEO performance, (v) review and discuss with management disclosures in the "Compensation Discussion and Analysis" and make a recommendation to the Board as to whether such disclosures shall be included in the appropriate regulatory filing, and (vi) annually prepare a Compensation Committee Report for inclusion in the Company's proxy statement.

B. Membership: The Committee's membership shall be determined by the Board based on the recommendations from the Nominating and Corporate Governance Committee and shall consist of at least three directors. All members of the Committee shall (i) meet the independence requirements of the listing standards of the NASDAQ as in effect from time to time and the Company's Corporate Governance Guidelines (ii) qualify as "Non-Employee Directors" for purposes of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and (iii) qualify as "outside directors" for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code"). Each member shall serve until his or her successor is duly appointed and qualified or until such member's resignation or removal by a majority vote of the Board.

C. Roles and Responsibilities: The responsibilities of the Committee include:

1. Compensation Practices and Policies

- a. Reviewing compensation practices and policies of the Company to ensure they provide appropriate motivation for corporate performance and increased shareholder value.
- b. Overseeing the administration of the Company's stock and deferred compensation programs, and determining the employees who receive awards and the size of those awards under the Company's 2004 Omnibus Incentive Compensation Plan.
- c. Making recommendations to the Board regarding the adoption, amendment or termination of equity compensation programs that require shareholder approval.

- d. Approving the adoption, amendment and termination of incentive compensation and deferred compensation programs for employees of the Company.
- e. Reviewing and discussing with management the disclosures under the caption “Compensation Discussion and Analysis” (the “CD&A”). The Committee shall make a recommendation to the Board as to whether such CD&A shall be included, as applicable, in the Company’s Annual Report on Form 10-K, annual proxy statement or any information statement.
- f. Producing a Compensation Committee Report for inclusion in the Company’s annual proxy statement.

## 2. Executive Compensation

- a. Periodically surveying the executive compensation practices of comparable companies.
- b. Annually reviewing and approving, for the senior executives of the Company (other than the CEO) (i) the annual base salary, (ii) profit sharing, (iii) option and restricted stock grants and other equity-based compensation awards under the Company’s 2008 Omnibus Incentive Compensation Plan or any similar plan adopted by the Board.
- c. Approving for the senior executives of the Company (other than the CEO) employment agreements, consulting agreements, severance or retirement arrangements, change-in-control arrangements and any special or supplemental benefits.
- d. Retaining and terminating, in its sole discretion, any compensation consultant used to assist in the evaluation of CEO or senior executive compensation and approving the consultant's fees and other retention terms.
- e. Reviewing shareholder proposals relating to executive compensation matters and recommending to the Board the Company’s response to such proposals.
- f. Reviewing and approving the Company’s policies and procedures with respect to executive officers’ expense accounts and perquisites.

## 3. CEO Compensation

- a. Reviewing and approving annual corporate goals and objectives for the CEO.

- b. Discussing the CEO's performance against such goals and objectives with the independent directors and communicate the Board's evaluation to the CEO (the Chairman of the Committee shall lead such discussion).
- c. Annually reviewing and approving (based on this evaluation), (i) the CEO's annual base salary, (ii) the CEO's annual planned profit sharing, (iii) awards to the CEO under the Company's 2008 Annual Incentive Plan, and (iv) stock option grants and other stock awards to the CEO under the Company's 2008 Omnibus Incentive Compensation Plan. In determining the long-term incentive component of CEO compensation, the Committee will consider all factors it deems relevant, including the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the CEO in past years.

#### 4. Director Compensation

- a. The Committee shall at least annually review and recommend to the Board the form and amount of director compensation (including perquisites and other benefits), and any additional compensation to be paid for service on Board committees or for service as a chairperson of a committee. In making its recommendations, the Committee shall give due consideration to what is customary compensation for directors of comparable U.S. companies and any other factors it deems appropriate that are consistent with the policies and principles set forth in the Charter and the Company's Corporate Governance Guidelines.
- b. The Committee shall review and make recommendations to the Board regarding the director's and officer's indemnification and insurance matters.

#### 5. Regulatory Matters

- a. In consultation with senior management of the Company, overseeing regulatory compliance with respect to compensation matters, including overseeing the Company's policies on structuring compensation programs to preserve tax deductability (including, as and when required, for compliance with Section 162(m) of the Code, establishing performance goals and certifying that such performance goals and any other material terms have been attained.)

#### 6. Reports, Charter Review, Performance Evaluation and Outside Advisors

- a. Reporting regularly to the Board.

- b. Reviewing the adequacy of this Charter at least annually and recommending any proposed changes to the Board for approval.
- c. Conducting an annual performance evaluation of the Committee.
- d. The Committee shall have the authority to retain such outside legal, accounting or other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms.

D. Structure and Operations. The Committee shall designate one member of the Committee to act as its chairperson. The Committee shall meet in person or telephonically at least four times per year at such times and places determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson. The chairperson, with input from the other members of the Committee and, where appropriate, management, shall set the agendas for Committee meetings.

The Committee may request that any directors, officers or other employees of the Company, or any other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests. The Committee may exclude from its meetings any persons it deems appropriate.

The Committee may form and delegate authority to subcommittees.

The Committee shall maintain minutes or other records of its meetings and shall give regular reports to the Board on these meetings and such other matters as required by this Charter or as the Board shall from time to time specify. Reports to the Board may take the form of oral reports by the chairperson of the Committee or any other member of the Committee designated by the Committee to give such report.

Except as expressly provided in this Charter, the Company's by-laws or the Company's Corporate Governance Guidelines, or as required by law, regulation or NASDAQ listing standards, the Committee shall set its own rules of procedure.