

CBS CORPORATION

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Purpose

The Nominating and Governance Committee is established by the Board for the following purposes: (i) assisting the Board by identifying individuals qualified to become Board members and recommending to the Board director nominees to stand for election at the next annual meeting of stockholders, (ii) making recommendations to the Board as to the independence of each director, (iii) monitoring significant developments in the law and practice of corporate governance and of the duties and responsibilities of directors of public companies, (iv) leading the Board in its annual performance self-evaluation, including establishing criteria to be used in connection with such evaluation, (v) developing and making recommendations to the Board with respect to the Company's Corporate Governance Guidelines, (vi) developing and recommending items for Board meeting agendas, and (vii) reviewing transactions between the Company and related persons.

Composition

1. Members. The Committee shall consist of as many members as the Board, in consultation with the Committee itself, shall determine, but in any event not fewer than three members; provided however, in the event of a vacancy in Committee membership, the Committee shall be considered to be properly constituted, until the Board acts to fill such vacancy, so long as there are at least two Committee members. The members of the Committee shall be appointed annually by the Board, taking into account the recommendation of the Committee.
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 Committee.
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 Committee.

Operations

1. Meetings. The Chair of the Committee, in consultation with the Committee members, shall determine the schedule and frequency of the Committee meetings, provided that the Committee shall 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. The Committee shall periodically meet in executive session without management.

2. Agenda. The Chair of the Committee shall develop and approve the Committee's agenda, in consultation with 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 provided to the members of the Committee sufficiently in advance of each meeting to permit meaningful review.
3. Report to Board. The Committee shall report regularly to the entire Board and shall submit to the Board the minutes of its meetings.
4. Self-Evaluation; Assessment of Charter. The Committee shall conduct an annual performance self-evaluation and shall report to the entire Board the results of the self-evaluation. The Committee shall assess the adequacy of this Charter at least every other year, or more frequently as the Committee may determine, and recommend any changes to the Board.

Authority and Duties

1. The Committee may retain counsel, search firms to identify director candidates and other advisors in its sole discretion. The Committee shall have sole authority to retain and terminate any such advisors and to review and approve the advisors' fees and other retention terms.
2. The Committee shall identify and recommend to the Board candidates for election or re-election to the Board, or for appointment to fill any vacancy that is anticipated or has arisen on the Board, in accordance with the criteria, policies and principles set forth in the Company's Corporate Governance Guidelines and this Charter. The Chair of the Committee, in conjunction with the Chairman, Chief Executive Officer and the entire Board, shall extend invitations to join the Board to the selected candidates.
3. The Committee shall review qualified candidates for the Board recommended by stockholders. The process for stockholders to submit their recommendations for candidates for the Board will be disclosed in the Company's annual proxy statement.
4. The Committee shall review with the Board, on an annual basis, the appropriate size and the current composition of the Board in light of the characteristics of independence, diversity, age, skills, experience, availability of service to the Company and tenure of its members, and of the Board's anticipated needs. The Committee shall review with the Board the appropriate skills and characteristics required of Board members.

5. The Committee shall make recommendations annually to the Board as to the independence of each director.
6. The Committee shall, upon a significant change in a director's personal circumstances (including a change in principal occupation) or in the event a significant ongoing time commitment arises that may be inconsistent with a director's service on the Board, review, as appropriate and in light of the then current Board policies as reflected in the Corporate Governance Guidelines, the continued Board membership of such director.
7. 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 its Corporate Governance Guidelines and applicable laws and regulations, and make recommendations to the Board on all matters of corporate governance and on any action to be taken, as the Committee may deem appropriate.
8. The Committee shall review the Company's Corporate Governance Guidelines on a periodic basis and propose modifications for the Board's consideration as appropriate. The Committee shall also review all proposed changes to each Board committee's charter.
9. 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 and chairs of each committee. The Committee shall recommend additional members to fill vacancies as needed.
10. 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.
11. The Committee shall, together with the Compensation Committee, evaluate annually the performances of the Chairman and the Chief Executive Officer in light of goals and objectives approved by the Compensation Committee relevant to the compensation of the Chairman and the Chief Executive Officer and report the results of the evaluations to the non-management directors.
12. The Committee shall, on an annual basis, review director compensation and benefits.
13. In accordance with policies established by the Board, the Committee shall review and approve, ratify or take any other action it deems appropriate with respect to transactions between the Company and related persons. For these purposes, the terms "transaction" and "related person" shall have the meanings contained in Item 404 of Regulation S-K.

The foregoing list of duties is not exhaustive, and the Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its oversight function. The Committee has the power to delegate its authority and duties to subcommittees or individual members of the Committee as it deems appropriate. In discharging its oversight role, the Committee shall have full access to the Company's senior management and employees and all Company books, records and facilities.