

**DreamWorks Animation SKG, Inc. Board of Directors
Nominating and Governance Committee Charter**

(Adopted as amended as of February 19, 2009)

A. Purpose: The Nominating and Governance Committee (the "Committee") of the Board of Directors of DreamWorks Animation SKG, Inc. shall (i) establish Board membership criteria; (ii) identify individuals qualified to become Board members consistent with such criteria and select the director nominees for the next annual meeting of shareholders; (iii) develop and recommend to the Board a set of principles of corporate governance; (iv) facilitate the annual review of the performance of the Board and its committees; and (v) periodically review CEO and management succession plans.

B. Membership: The Committee's membership shall be determined in accordance with Section 5(a) of the Restated Certificate of Incorporation of the Company.

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

1. Board and Committee Membership

- a. Periodically reviewing with the Board the appropriate size of the Board and the requisite skills and characteristics of its members as set forth below.
- b. It is the intent of the Board that the Board will be comprised of individuals who have distinguished records of leadership and success in their arena of activity and who will make substantial contributions to Board operations and effectively represent the interests of all stockholders.
- c. The Board's assessment of Board candidates includes, but is not limited to, consideration of: (i) roles and contributions valuable to the business community; (ii) personal qualities of leadership, character, judgment and whether the candidate possesses and maintains throughout service on the Board a reputation in the community at large of integrity, trust, respect, competence and adherence to the highest ethical standards; (iii) relevant knowledge and diversity of background and experience in such things as business, technology, finance and accounting, marketing, international business, government and the like; or (iv) whether the candidate is free of conflicts and has the time required for preparation, participation and attendance at all meetings (the "Board Membership Criteria"). A Director's qualifications in light of these criteria is considered at least each time the Director is renominated for Board membership.
- d. Reviewing the resignation of directors whose principal occupation or business association changes, or other circumstances arise which may raise questions about the Director's continuing qualifications in relation to

the Board membership criteria referred to above and recommending to the Board what action the Board should take with respect to the resignation.

- e. Reviewing the Board's committee structure and recommending to the Board the appointment of committee members and chairs.

2. Qualified Director Candidates

- a. Identifying individuals that the Committee believes are qualified to become Board members in accordance with the Board Membership Criteria set forth above, and recommending that the Board select such nominee or nominees to stand for election at the next meeting of stockholders of the Company in which directors will be elected.
- b. In the event there is a vacancy on the Board, identifying individuals that the Committee believes are qualified to become Board members in accordance with the Board Membership Criteria set forth above, and selecting from among such person or persons for appointment to the Board.
- c. Reviewing and evaluating all stockholder nominees for director (submitted in accordance with the Committee's policy and the Company's Bylaws), in accordance with the Board Membership Criteria set forth above.

3. Corporate Governance

- a. Reviewing the Company's Corporate Governance Guidelines at least annually, and recommending any proposed changes to the Board for approval.
- b. Developing and recommending to the Board standards to be applied in making determinations on the types of relationships that constitute material relationships between the Company and a director for purposes of determining director independence.
- c. Reviewing and recommending to the Board proposed changes to the Company's Restated Certificate of Incorporation and its Bylaws.
- d. Reviewing shareholder proposals relating to corporate governance matters and recommending to the Board the Company's response to such proposals.

4. Board and Committee Self-Assessment. Developing and recommending to the Board for its approval an annual self-assessment process of the Board and its committees and oversee the process. Based on this process, the Board will make an

assessment reviewing areas in which the Board and/or the Company's management believe improvements could be made to increase the effectiveness of the Board.

5. Succession Planning. Reviewing periodically with the Chairman and the CEO their respective assessments of corporate officers and succession plans relating to such officers' positions, and making recommendations to the Board with respect to the selection of individuals to occupy these positions.

6. Miscellaneous Matters.

- a. Periodically reviewing and recommending to the Board changes in Board compensation.
- b. Establishing and periodically reviewing and recommending to the Board Director retirement policies.

7. Meetings, Reports, Charter Review, Performance Evaluation and Outside Advisors

- a. Holding regular meetings of the Committee and reporting significant matters arising from such meetings to the Board. A majority of the members shall constitute a quorum. A majority of the members present shall decide any matter brought before the Committee.
- b. Reviewing and reassessing the adequacy of this Charter at least annually and submitting any changes to the Board for approval.
- c. Conducting an annual performance evaluation of the Committee.
- d. The Committee shall have the sole authority to retain and terminate search firms to assist in identifying director candidates. 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 a 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 Bylaws 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.