



CAMBIUM LEARNING GROUP, INC.
Charter of the Compensation Committee of the Board of Directors

I. Compensation Committee Purpose

The Compensation Committee of the Board of Directors of Cambium Learning Group, Inc. (the "Committee") will recommend, review and approve compensation policies and programs as well as individual executive compensation to retain and attract associates who are needed for ensuring the competitiveness and long-term success of the business and will perform such other tasks as may be delegated to it by the Board of Directors.

II. Compensation Committee Responsibilities and Duties

The Committee shall have the following duties and responsibilities:

- To recommend, review, approve and establish performance criteria for compensation policies and programs;
- To review and recommend to the Board of Directors CEO compensation (including, but not limited to, base salary, cash bonuses, long-term incentives and perquisites) and set performance criteria for compensation relative to the Company's performance, shareholder return and the value of similar incentive awards to CEO's at comparable companies;
- To review and approve the compensation (including, but not limited to, base salary, cash bonuses, long-term incentives and perquisites) of executive officers, other than the CEO;
- To advise and make recommendations to the Board of Directors on changes in Board member compensation;
- To monitor the Company's management resources, structure, succession planning, development and selection process and the performance of key executives;
- Approve and administer the Company's compensation plans designed to provide compensation primarily for officers of the Company;
- Regularly review and assess the Company's incentive compensation plans and equity-based plans and make recommendations to the Board of Directors with respect to revisions to such plans and programs as appropriate;
- To review and discuss the Compensation Discussion and Analysis (the "CD&A") required to be included in the Company's proxy statement and Annual Report on Form 10-K by the rules and regulations of the Securities and Exchange Commission (the "SEC") with management and, based on such review and discussion, to determine whether or not to recommend to the Board that the CD&A be so included;

- To produce the annual Compensation Committee Report for inclusion in the Company's proxy statement in compliance with the rules and regulations promulgated by the SEC. The report will state whether the Committee reviewed and discussed with management the CD&A, and whether, based on such review and discussion, the Committee recommended to the Board that the CD&A be included in the Company's proxy statement or other applicable SEC filings;
- To review and approve the remuneration proposals for executive compensation;
- Have the authority to retain and terminate any consultant to be used to assist the Committee in the performance of its duties;
- To provide regular reports to the Board of Directors regarding Committee matters and inform the Board of Directors about policies and programs as well as statistical comparisons of compensation levels with key competitors and market data; and
- To annually evaluate the Committee's performance and adequacy of the Committee's charter.

III. Compensation Committee Composition and Meetings

As long as the Company is a controlled company, the Committee shall consist of at least two "independent" members of the Board of Directors as that term is defined under the standards proposed by the securities exchange upon which the Company's securities are traded. Each member shall also be a "non-employee director" as that term is defined for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and an "outside director" as that term is defined for purposes of Section 162(m) of the Internal Revenue Code, as amended. Each member shall be appointed, and may be replaced, by the Board of Directors. The Board of Directors will designate one member of the Committee as its chairperson. In the event of a tie vote on any issue, the chairperson's vote shall decide the issue. The Committee shall meet at least two times a year and may from time to time seek outside expert advice to support its recommendations and decisions.