

**HERSHEY ENTERTAINMENT & RESORTS COMPANY  
EXECUTIVE COMPENSATION, DEVELOPMENT AND BENEFITS  
COMMITTEE CHARTER**

*Effective February 25, 2009*

The purpose of the Executive Compensation, Development and Benefits Committee (the “Committee”) of the Board of Directors (the “Board”) of Hershey Entertainment & Resorts Company is to discharge the Board’s responsibilities relating to the:

- Compensation, benefits and perquisites of the Company’s officers and directors;
- Salary plans and incentive plans of the Company;
- Review of the management organization structure and the succession development plan of Company; and
- The Company’s defined benefit and contribution plans.

**Authority.** In discharging its duties and responsibilities, the Committee shall have access to all of the Company’s books, records, facilities, and personnel. In addition, the Committee shall have the resources and authority to retain consultants and other third-party advisors of its selection, as it deems necessary or appropriate, to provide it with advice and counsel, including compensation consultants to advise the Committee with respect to amounts or forms of executive and director compensation. The Company shall provide appropriate funding for the Committee to retain such advisors without requiring the Committee to seek Board approval.

**Structure and Organization.** The Committee shall be comprised of the entire Board.

**Duties and Responsibilities.** The Committee shall have the following duties and responsibilities:

- **Charter Review.** The Committee shall reassess the adequacy of this Charter annually and recommend any proposed changes to the full Board for approval.
- **Board and Executive Compensation.** The Committee shall:
  1. Review the goals and objectives of the Company’s executive compensation programs, and change, or recommend that the Board change, these goals and objectives if the Committee deems appropriate.
  2. Review and approve Company goals and objectives relevant to the President and Chief Executive Officer (“CEO”), Vice President of the Entertainment Group, Vice President of the Resorts Group, and the Chief Financial Officer (“Executives”), including annual performance objectives.
  3. Evaluate annually the performance of the Executives, and set their compensation level based on this evaluation. In determining the long-term incentive component of the Executives compensation, the Committee shall consider all factors it deems relevant and appropriate, including, but not limited to, the performance and desired future performance of each Executive, the Company's performance and relative shareholder return, the value of similar awards to similar executives of comparable companies, and the awards given to the Executives in past years.
  4. Periodically review and make recommendations to the Board regarding director compensation and director compensation guidelines.
  5. Review and approve any employment, severance or termination arrangements to be made with any current or former CEO or other officer of the Company.

6. Approve material perquisites or other personal benefits to the Company's CEO and other officers.
- **Incentive and Equity-Based Compensation Plans.** The Committee shall review the Company's incentive and equity-based compensation plans in light of the goals and objectives of these plans, and recommend that the Board amend these plans if the Committee deems it appropriate.
  - **Management Organization Structure and Succession Development Plans.** The Committee shall:
    1. In conjunction with the CEO, review the executive organization of the Company and oversee the succession planning process, including development of personnel to fill key management positions and implementation of succession planning for the CEO and other officer positions. Succession plans shall be reviewed by the full Board, with the Committee's input.
    2. After reviewing the recommendation from the CEO, recommend to the Board officers of the Company for election.
  - **Defined Benefit and Contribution Plans.** The Committee shall review and approve proposed employee benefit plans of the Company and any significant changes thereto (including but not limited to pension plans, defined contribution retirement plans, group medical plans and insurance programs) and recommend their approval by the Board when such approval shall be deemed appropriate by the Committee or required by law.
  - **Other Duties.** Other duties of the Committee shall include, but not be limited to:
    1. Carrying out such other duties as may be delegated to it by the Board from time to time.
    2. Evaluating its duties and performance annually with respect to this Charter.

**Role of Executive Officers.** The Committee may consider recommendations from the Company's CEO, Vice President of Human Resources, and the Employee Benefits Committee regarding the Company's compensation and employee benefit plans and practices, including executive compensation plans, the Company's director compensation arrangements, and the Company's incentive-compensation and equity-based plans with respect to the CEO, other officers, and directors, except that the CEO may not make any recommendation to the Committee regarding compensation of the CEO.

**Procedures.** The Committee shall meet at least two (2) times each year. Additional meetings may occur if considered necessary or appropriate by the Committee to fulfill its responsibilities. The Committee will keep accurate minutes of the meetings that will document the actions taken by the Committee. These meeting minutes will be reviewed with and approved by the full Board at regularly scheduled Board meetings. Any responsibility of the Committee may be discharged by the Board acting as a whole, in which case it shall not be necessary for the Committee to take separate action. Additionally, the Committee may designate the Committee Chair or another designee to act on behalf of the Committee in carrying out a particular duty or obligation of the Committee.