

**CHARTER OF THE  
EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS  
OF SCHOLASTIC CORPORATION**

**Organization**

The Executive Committee of the Board of Directors of Scholastic Corporation (the “Company”) shall be comprised of no fewer than three (3) directors of the Company.

**Statement of Policy**

The Executive Committee shall provide assistance to the Board of Directors in fulfilling its responsibilities to the stockholders of the Company relating to matters requiring action by the Board of Directors between its regularly scheduled meetings.

**Responsibilities**

The Executive Committee shall be authorized to perform the following functions on behalf of the Board of Directors and shall report its actions and findings regularly to the Board of Directors:

- Exercise in the intervals between the meetings of the Board of Directors all of the powers of the Board of Directors in the management of the business and affairs of the Company, except as expressly limited by the Delaware General Corporation Law or the By-laws of the Company.
- All action taken by the Executive Committee is to be reported on to the Board of Directors no later than its next regularly scheduled meeting.
- Obtain the full Board of Directors’ approval of this Charter and review and reassess this Charter as conditions dictate (at least once per fiscal year).