

**PANDORA MEDIA, INC.**

A Delaware corporation  
(the “Company”)

**Compensation Committee Charter**  
Amended and Restated as of October 19, 2017

**Purpose and Scope**

The Compensation Committee (the “Committee”) is created by the Board of Directors of the Company (the “Board”) to discharge the responsibilities set forth in this Charter. The Committee shall have the authority and membership and shall operate according to the procedures provided in this Charter.

**Membership**

The Committee shall consist of at least three members, comprised solely of directors deemed by the Board to be independent and who meet the applicable independence requirements of the New York Stock Exchange (the “NYSE”) and otherwise satisfy the applicable independence standards for Committee service imposed by the Securities and Exchange Act of 1934, as amended (together with the rules and regulations promulgated thereunder, the “Exchange Act”). In addition, members shall be required to also qualify as “non-employee directors” for purposes of Rule 16b-3 under the Exchange Act, and satisfy the requirements of “outside directors” pursuant to Section 162(m) of the Internal Revenue Code. The Nominating and Corporate Governance Committee shall recommend nominees for appointment to the Committee annually and as vacancies or newly created positions occur. Committee members shall be appointed by the Board and may be removed by the Board at any time. The Nominating and Corporate Governance Committee shall recommend to the Board, and the Board shall designate, the Chair of the Committee.

**Responsibilities**

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee is responsible for the following matters.

*Compensation Policies and Plans*

- The Committee shall review and evaluate the Company’s employee and executive compensation and benefits policies and plans generally (subject, if applicable, to stockholder approval), including the review and approval, or recommendation to the Board, if applicable, of any incentive-compensation and equity-based plans of the Company and the grants thereunder. In reviewing such compensation and benefits policies, the Committee may consider the recruitment, development, promotion, retention and compensation of executive officers and other employees of the Company and any other factors that it deems appropriate.

### *Executive Compensation*

- The Committee shall review and approve, or recommend to the Board for approval, the compensation of the CEO and each of the Company's other executive officers. In reviewing and approving executive officer compensation, the Committee shall, among other things:
  - identify, review and approve corporate goals and objectives relevant to executive officer compensation;
  - evaluate each executive officer's performance in light of such goals and objectives and determine each executive officer's compensation based on such evaluation, including such other factors as the Committee deems appropriate and in the best interests of the Company; and
  - determine any long-term incentive component of each executive officer's compensation by considering, among other factors, the Company's performance and relative shareholder return, the value of similar incentive awards to executive officers at comparable companies and the awards given to the executive officers in past years.

### *Employment Agreements*

- The Committee shall review and approve, for each executive officer of the Company, when and if appropriate, employment agreements, severance agreements, consulting agreements and change in control or termination agreements.

### *Say-on-Pay Vote Results*

- The Committee shall review the results of any advisory stockholder votes on executive compensation and consider whether to recommend adjustments to the Company's executive compensation policies and practices as a result of such votes.

### *Director and Officer Equity Ownership Guidelines*

- The Committee shall establish and oversee director and officer equity ownership guidelines, if any, and review compliance with such guidelines at least annually.

### *Clawback Policy*

- The Committee shall administer the Company's executive compensation recovery policy, if any, in accordance with its terms and applicable law or regulation.

### *Disclosure*

- The Committee shall prepare the Compensation Committee Report required by SEC rules to be included in the Company's annual proxy statement, and the Committee shall review

and discuss the Company's Compensation Discussion and Analysis as required by SEC rules ("CD&A") with management and provide a recommendation to the Company's Board regarding the inclusion of the CD&A within the Company's proxy statement.

#### *Reporting to the Board*

- The Committee shall report to the Board periodically.
- From time to time, and at least annually, the Committee shall evaluate its own performance, including a review of adherence to this charter, and report to the Board on such evaluation.
- The Committee shall periodically review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval.

#### *Risk Assessment*

- The Committee shall review and assess risks arising from the Company's compensation policies and practices for its employees and whether any such risks are reasonably likely to have a material adverse effect on the Company.

#### *Peer Group*

- The Committee shall review and approve the selection of the Company's peer group companies. In doing so, the Committee may solicit review and assessment of the peer group list from the Nominating and Corporate Governance Committee, to the extent to which it may be used in adjusting future director compensation.

#### *Succession Planning*

- The Committee shall review the succession plans for all members of the Company's executive leadership team and any other talent matters as the Committee deems appropriate.

#### **Authority and Delegations**

The Committee has the sole authority to retain or obtain the advice of a compensation consultant, legal counsel or other adviser and shall be directly responsible for the appointment, compensation and oversight of the work of any such adviser retained by the Committee. The Committee may select, or receive advice from, such adviser only after taking into consideration factors relevant to that person's independence from management, including those independence factors enumerated by the applicable rules of the NYSE. The Committee has sole authority to approve all such advisers' fees and other retention terms. The Company shall provide for appropriate funding, as determined by the Committee, for the payment of reasonable compensation to a compensation consultant, legal counsel or any other adviser retained by the Committee.

The Committee may delegate its authority to subcommittees or the Chair of the

Committee when it deems it appropriate and in the best interests of the Company.

The Committee may delegate (i) to one or more officers of the Company the authority to make grants and awards of stock options, restricted stock awards, restricted stock units and any other type of equity grants or (ii) to one or more other members of the Board (including, without limitation, the CEO if the CEO is serving as a member of the Board, as a subcommittee of the Board), the authority to grant stock options, restricted stock awards, restricted stock units, and any other type of equity grants, in each case, to any non-Section 16 officer of the Company under such of the Company's incentive-compensation or other equity-based plans as the Committee deems appropriate and in accordance with the terms of such plans and such guidelines as may be approved by the Committee.

## **Procedures**

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter. The Chair of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this charter. Notice of all Committee meetings shall be given, and waiver thereof determined, in accordance with the notice and waiver of notice requirements applicable to the Board. The Committee may meet by telephone, video conference or similar means of remote communication.

Each member of the Committee shall have one vote. One-third of the Committee members, but not less than two, shall constitute a quorum. The Committee shall be authorized to take any permitted action only by the affirmative vote of a majority of the Committee members at any meeting at which a quorum is present, or by the unanimous written consent of all of the Committee members.

No executive officer should attend that portion of any meeting where such executive's performance or compensation is discussed, unless specifically invited by the Committee. The CEO may not be present during voting or deliberations related to his or her compensation.

The Committee shall maintain copies of minutes of each meeting of the Committee, and each written consent to action taken without a meeting, reflecting the actions so authorized or taken by the Committee. A copy of the minutes of each meeting and all consents shall be placed in the Company's minute books.