

Service Corporation International

Compensation Committee Charter

Objectives

The Compensation Committee is a committee of Service Corporation International's (the "Company") Board of Directors (the "Board"). The Board has delegated to the Compensation Committee its responsibilities relating to compensation of the Company's executive officers and other senior level management. The purpose of the Compensation Committee is to discharge the Board's responsibilities relating to compensation of the Company's executives in accordance with applicable rules and regulations. The primary function of the Compensation Committee is to review the executive compensation program of the Company to ensure that it is adequate to attract, motivate and retain competent executive personnel and that it is directly and materially related to the short-term and long-term objectives of the Company and its stockholders as well as the operating performance of the Company.

Membership and Policies

- The Board, based upon a recommendation by the Nominating and Governance Committee of the Board, shall appoint the Chairperson and members of the Committee annually. The Committee shall consist of a minimum of four independent members of the Board. Subject to any applicable phase-in periods, each member of the Compensation Committee shall be "independent" as determined in accordance with the rules of the New York Stock Exchange and applicable law (including, without limitation, the rules of the Securities and Exchange Commission ("SEC"), the non-employee director definition of Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended, and the outside director definition of Section 162(m) of the Internal Revenue Code of 1986, as amended). Members of the Committee may be removed from the Committee by action of the full Board.
- The Compensation Committee shall meet a minimum of four times per calendar year or more frequently as circumstances require. The Compensation Committee may also meet by telephone conference call or any other means permitted by law or the Company's By-laws.
- A Secretary, who need not be a member of the Committee, shall be appointed by the Committee to keep minutes of all meetings of the Committee and such other records as the Chairperson deems necessary or appropriate.
- The Committee may designate a subcommittee consisting of at least one member to address specific issues on behalf of the Committee.
- The Committee shall report regularly to the Board on its activities.

Functions

- The Compensation Committee shall periodically review director compensation and make recommendations to the Nominating and Corporate Governance Committee for changes if warranted.
- The Compensation Committee shall periodically review and approve the Company's compensation strategy to ensure that management is rewarded appropriately for its contributions to Company growth and profitability and that the executive compensation strategy supports organization objectives and stockholder interests.

- The Compensation Committee shall attempt to ensure the executive compensation program of the Company is related to the Company's financial performance and return on Company common stock, and the performance of the individual executive officer.
- The Compensation Committee shall review appropriate criteria for establishing performance targets and determining annual corporate and executive performance ratings.
- The Compensation Committee shall, as appropriate, determine appropriate levels of executive compensation by periodically conducting a thorough competitive evaluation, reviewing proprietary and proxy information, and consulting with and receiving advice from an independent executive compensation consulting firm.
- The Compensation Committee shall ensure that the Company's executive stock option plan, long-term incentive compensation plan, annual incentive compensation plan and other executive compensation plans are administered in accordance with compensation objectives, and shall make recommendations to the Board with respect to such plans.
- The Compensation Committee shall approve (or recommend to the full Board for approval), subject, where appropriate, to submission to stockholders, all new equity-based compensation programs.
- The Compensation Committee shall consider the Company's officer benefit and compensation programs and approve such programs subject, where appropriate, to stockholder or Board approval.
- The Compensation Committee shall consider proposals with respect to the creation of and changes to the Company's executive compensation program.
- The Company's Board of Directors shall conduct an annual performance evaluation of the Compensation Committee, which may be done in conjunction with the annual evaluations of the Board and committees thereof conducted by the Nominating and Corporate Governance Committee.
- The Compensation Committee will perform such other functions as assigned by applicable law, the rules of the New York Stock Exchange, the Company's articles of incorporation or By-laws, or the Board.
- The Compensation Committee shall review annually and approve the individual elements of total compensation for the Chief Executive Officer and other executive officers of the Company. As part of this process, the Compensation Committee shall review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer, evaluate the Chief Executive Officer's performance in light of those goals and objectives and determine and approve the Chief Executive Officer's compensation level based on this evaluation. In determining the incentive components of the Chief Executive Officer compensation, the Compensation Committee may consider a number of factors, including, but not limited to, the Company's performance and relative shareholder return, the value of similar incentive awards to Chief Executive Officers at comparable companies and the awards given to the Chief Executive Officer in past years. The review and approval of goals and objectives and evaluation of the performance of the Chief Executive Officer, as described above, may be done in conjunction with the Company's Nominating and Corporate Governance Committee, as appropriate.
- The Compensation Committee shall review and discuss the Compensation Discussion and Analysis (the "CD&A") required to be included in the Company's proxy statement or annual report on Form 10-K by the rules and regulations of the SEC with management and, based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included.

- The Compensation Committee shall 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 Compensation Committee shall review and assess the adequacy of the Committee charter periodically.
- The Compensation Committee shall, on an annual basis, assess the risk of the Company's compensation programs and shall present their assessment to the Nominating and Corporate Governance Committee.

Advisors

- The Compensation Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser.
- The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other adviser retained by the Compensation Committee.
- The Company shall provide for appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to a compensation consultant, independent legal counsel or any other adviser retained by the Compensation Committee.
- The Compensation Committee may select a compensation consultant, legal counsel or other adviser to the Compensation Committee only after taking into consideration, all factors relevant to that person's independence from management, including the following:
 - (A) The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
 - (B) The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
 - (C) The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
 - (D) Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Compensation Committee;
 - (E) Any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
 - (F) Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

The Compensation Committee is required to conduct the independence assessment outlined above with respect to any compensation consultant, legal counsel or other adviser that provides advice to the Compensation Committee, other than (i) in-house legal counsel; and (ii) any compensation consultant,

legal counsel or other adviser whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K: consulting on any board-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees; or providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the compensation consultant, and about which the compensation consultant does not provide advice.

Nothing in this section requires a compensation consultant, legal counsel or other compensation adviser to be independent, only that the Compensation Committee consider the enumerated independence factors before selecting or receiving advice from a compensation adviser. The Compensation Committee may select or receive advice from any compensation adviser they prefer including ones that are not independent, after considering the six independence factors outlined above.

Effective: July 1, 2013