

DOLBY LABORATORIES, INC.
STOCK PLAN COMMITTEE CHARTER

Adopted June 11, 2005
Amended and Restated January 30, 2008

PURPOSE

The purpose of the Stock Plan Committee of the Board of Directors of Dolby Laboratories, Inc. shall be to grant, on behalf of the Board, certain Dolby equity (or equity-based) awards to employees and consultants, who are not executive officers and directors of the Company.

MEMBERSHIP

The Stock Plan Committee members will be appointed by, and will serve at the discretion of, the Board (or its Compensation Committee) and will consist of Dolby's Chief Executive Officer and at least one (1) independent member (as defined by the rules of the New York Stock Exchange) of the Board (who will be a member of the Board's Compensation Committee).

RESPONSIBILITIES

- The Stock Plan Committee is authorized, directed and empowered to grant to employees and consultants who are not executive officers and directors of Dolby stock options, stock appreciation rights and restricted stock unit awards (the "Awards"). The Stock Plan Committee may only issue stock options and stock appreciation rights with exercise prices at least equal to the fair market value of the Dolby's Class A common stock on the date of grant determined in accordance with Dolby's applicable equity incentive plan. The Stock Plan Committee shall take into consideration, but shall not be bound by, guidelines for the size of grants to particular levels of employees or consultants established by Dolby. Notwithstanding the foregoing, the Stock Plan Committee or the Board may delegate authority to designated officers to grant equity awards in accordance with the applicable provisions of Delaware law.
- In addition to the above responsibilities, the Stock Plan Committee will undertake such other duties as the Board delegates to it.
- The Stock Plan Committee is authorized to conduct any investigation and enter into any agreement appropriate to fulfilling its responsibilities and may retain, at the Dolby's expense, such consultants and experts as it deems necessary to assist it in conducting any such investigation or preparing such agreements.
- The Stock Plan Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.
- The Stock Plan Committee shall meet from time to time as it deems necessary.