



**CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF  
THE BOARD OF DIRECTORS  
OF CLEAR CHANNEL OUTDOOR HOLDINGS, INC.**

**(As of May 1, 2019)**

This Charter identifies the purpose, membership, meeting requirements and committee responsibilities of the Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Clear Channel Outdoor Holdings, Inc., a Delaware corporation (the “*Company*”).

**Purposes**

The Committee is appointed by the Board to discharge the Board’s responsibilities relating to:

- identifying individuals qualified to become Board members, consistent with criteria approved by the Board;
- recommending that the Board select the director nominees for the next annual meeting of stockholders;
- developing and recommending to the Board a set of corporate governance guidelines applicable to the Company; and
- overseeing the evaluation of the Board and management.

**Membership**

The Committee shall be composed of at least two members (including a chairperson (the “*Chairperson*”), each of whom has no material relationship with the Company and shall otherwise meet the applicable independence requirements of the New York Stock Exchange (the “*NYSE*”) and the Securities Exchange Act of 1934, as amended, subject to any grace period from such requirements available to the Company under the rules of the NYSE. The members of the Committee, including the Chairperson, shall be selected annually by the Board and serve at the pleasure of the Board. Any vacancy on the Committee shall be filled by the Board. Any Committee member, including the Chairperson, may be removed from the Committee at any time, with or without cause, by the Board. Notwithstanding the foregoing membership requirements, no action of the Committee shall be invalid by reason of any such requirement not being met at the time such action is taken. No person may be made a member of the Committee if his or her service on the Committee would violate any restriction on service imposed by any rule or regulation of the Securities and Exchange Commission (the “*SEC*”) or any securities exchange or market on which securities of the Company are traded. The Committee shall have the authority to delegate responsibilities listed herein to the Chairperson, any one of its members or any subcommittee if the Committee determines such delegation would be in the best interest of the Company.

**Meetings**

The Committee shall meet as necessary, but at least once each year, to enable it to fulfill its responsibilities. The Committee shall meet at the call of the Chairperson, preferably in conjunction with regular Board meetings. The Committee may meet by telephone conference call or by any other means permitted by law and the Company’s Bylaws. A majority of the members of the Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of the members

present at a meeting at which a quorum is present. Without a meeting, the Committee may act by unanimous written consent of all members.

Following each of its meetings, or at the next scheduled Board meeting if appropriate, the Committee shall deliver a report on the meeting(s) to the Board, including a description of all actions taken by the Committee at the meeting(s).

The Committee shall determine its own rules and procedures, including designation of a chairperson *pro tempore*, in the absence of the Chairperson, and designation of a secretary. The secretary need not be a member of the Committee and shall attend Committee meetings and prepare minutes. The Committee shall keep written minutes of its meetings, which shall be recorded or filed with the books and records of the Company. Any member of the Board shall be provided with copies of such Committee minutes if requested.

The Committee may ask members of management, or others whose advice and counsel are relevant to the issues then being considered by the Committee, to attend any meetings and to provide such pertinent information as the Committee may request.

The Chairperson shall be responsible for leadership of the Committee, including preparing the agenda for and presiding over Committee meetings, as well as reporting the Committee's actions to the Board from time to time (but at least once each year) as requested by the Board.

### **Committee Responsibilities**

In carrying out its responsibilities, the Committee's policies and procedures should remain flexible to enable the Committee to react to changes in circumstances and conditions so as to ensure the Company remains in compliance with applicable legal and regulatory requirements.

The Committee's responsibilities include the following:

1. To develop and recommend qualification standards and other criteria for selecting nominees for directors, identify individuals qualified to become Board members consistent with qualification standards and other criteria approved by the Board and recommend to the Board such individuals as nominees to the Board for its approval.
2. To screen and recommend to the Board nominees for election as directors of the Company and consider the performance of incumbent directors in determining whether to recommend them to stand for reelection at the annual meeting of stockholders.
3. To consider director candidates timely submitted by the Company's stockholders in accordance with the notice provisions and procedures set forth in the Company's Bylaws, pursuant to the procedures described in the Company's proxy statement.
4. To review periodically the makeup of the Board and its committees and recommend, as appropriate, changes in the number, function or membership.
5. To propose to the Board director candidates to fill vacancies on the Board or on Board committees in the event of a director's death, disability, resignation or removal, a change in Board or committee composition requirements, or the expansion of the Board or committee in accordance with the terms of the Company's Certificate of Incorporation and Bylaws.

6. To develop and recommend Corporate Governance Guidelines to the Board.
7. To periodically review and assess the Company's Corporate Governance Guidelines, the Code of Business Conduct and Ethics, insider trading policies and any similar Company codes and policies, and, based on such periodic review, recommend changes to the Board as deemed appropriate.
8. To periodically report on its activities to the Board and make such recommendations and findings as it deems appropriate.
9. To establish procedures for, and administer, annual performance evaluations of the Board and its committees, which will include an annual performance review of this Committee by its members.
10. To perform an annual performance evaluation of the Committee and review and reassess the adequacy of this Charter annually. If any revisions are deemed necessary or appropriate, submit the same to the Board for its consideration and approval.
11. To perform any other activities consistent with this Charter, the Company's Bylaws and applicable law, rules and regulation, as the Committee or the Board deems necessary or appropriate.

#### **Studies; Engagement of Advisors**

The Committee may conduct or authorize studies of matters within the Committee's scope of responsibilities as described in this Charter and may retain, at the expense of the Company, independent counsel or other consultants necessary to assist the Committee in any such studies or in fulfilling any of its responsibilities. The Committee shall have the sole authority to select, retain and terminate any search firm to assist the Committee in carrying out its responsibilities. The Committee shall have the sole authority to establish the scope of the role and negotiate and approve the fees and retention terms of any independent counsel, search firm or other consultants retained.

#### **General**

Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules, and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities.

This Charter shall be displayed on the Company's website. Additionally, the Company shall disclose in the proxy statement or the annual report, as applicable, that a copy of this Charter is available on the Company's website.