

CHARTER OF THE COMPENSATION COMMITTEE
OF THE
BOARD OF DIRECTORS
OF
IHEARTMEDIA, INC. (THE “COMPANY”)

(Amended and Restated as of June 17, 2019)

1. Purpose. The purpose of the Compensation Committee (the “*Committee*”) is to oversee the Company’s compensation and benefit plans, policies and programs by carrying out the duties and responsibilities set forth herein.

2. Organization and Governance of the Committee. The Committee shall be composed of not less than three directors, each of whom shall have no material relationship with the Company and shall otherwise (a) meet the applicable independence requirements of Nasdaq Global Select Market and (b) to the extent required by the Board of Directors (the “*Board*”), be “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”). The members of the Committee will be selected by the Board. Members of the Committee may be removed by the Board in its discretion. The Chair of the Committee shall be appointed by the Board or, if the Board does not do so, the Committee members shall elect a Chair by vote of a majority of the full Committee.

In order to fulfill its role, the Committee shall be organized and governed in the following manner:

- The Committee shall hold regularly scheduled meetings and such special meetings as circumstances dictate, at such times and places as the Committee shall deem advisable on the call of the Chair of the Committee, or, in his or her absence, by any member of the Committee;
- The Committee may invite members of the Company’s management to attend its meetings, as appropriate; provided, however, that the Company’s Chief Executive Officer (the “*CEO*”) may not be present during any portion of any Committee meeting at which deliberation or any vote regarding his or her compensation occurs;
- The presence of a majority of the members of the Committee then in office shall constitute a quorum for the transaction of business, and action may be taken by the Committee upon the affirmative vote of a majority of the members present;
- Action may be taken by the Committee without a meeting if all of the members of the Committee indicate their approval thereof in writing; and

- The Committee shall have the authority to delegate to subcommittees of the Committee any of the responsibilities of the full Committee.

In addition, the Board may, to the extent it, in its sole discretion, deems it desirable or necessary for any purpose form a subcommittee composed solely of members of the Committee.

3. Duties and Responsibilities of the Committee. For purposes of this charter, the term “executive officer” shall refer to any employee of the Company who is subject to the requirements of Section 16 of the Exchange Act. The duties and responsibilities of the Committee shall include the following:

- Review and approve corporate goals and objectives relevant to the CEO and other executive officer compensation, evaluate the CEO’s and other executive officers’ performance in light of those goals and objectives, either as a committee or together with the other independent directors (as directed by the Board), determine and approve the CEO’s and other executive officers’ compensation level based on this evaluation, and ensure that the CEO is not present during voting or deliberations on the CEO’s compensation;
- Approve all awards to executive officers under the Company’s incentive compensation plans, as well as adopt, administer, amend or terminate such plans for executive officers;
- Approve all awards to employees, executives and officers under the Company’s equity-based plans subject to the provisions of such plans, and recommend to the Board, and where appropriate recommend for approval by the stockholders of the Company, the adoption, amendment or termination of any compensation plan under which Company securities may be issued;
- Perform tasks similar to those in the three preceding bullet paragraphs with respect to those other members of senior management whose compensation is the responsibility of the Board or whose compensation the CEO requests the Committee to review and affirm;
- Consider the results of the most recent stockholder advisory vote on executive compensation and, to the extent the Committee determines it appropriate to do so, take such results into consideration in connection with the review and approval of executive officer compensation;
- Assist the Board in developing and evaluating potential candidates for executive officer positions (including the CEO) and oversee the development of executive succession plans;
- Review and discuss with management the Company’s Compensation Discussion & Analysis (“*CD&A*”) and, based on that review and discussion, recommend to the Board that the CD&A be included in the Company’s annual report or proxy statement;
- Produce a compensation committee report required by SEC rules for inclusion in the Company’s annual report or proxy statement;

- Make recommendations regarding director compensation to the Board for approval;
- Review and assess the adequacy of this charter and submit any changes to the Board for approval;
- Assess and discuss the Committee's own performance on an annual basis;
- Regularly report the Committee's actions and any recommendations to the Board;
- Approve, or recommend to the Board for approval, the creation or revision of any clawback policy allowing the Company to recoup compensation paid to employees, if and as the Committee determines to be necessary or appropriate, or as required by applicable law;
- Review the Company's employee compensation policies and practices as they relate to risk management to determine whether such compensation practices and policies could be reasonably likely to have a material adverse effect on the Company;
- Make recommendations to the Board for modifying the stock ownership requirements of Board members set forth in the Company's Governance Guidelines; and
- Perform any other activities consistent with the Company's certificate of incorporation, by-laws, governing law and the stated purposes of this Committee as the Board or the Committee shall deem appropriate.

4. Authority and Resources of the Committee.

In order to fulfill its role, the Committee shall have the power to adopt, administer, amend or terminate compensation plans applicable to any class of employees of the Company and/or any subsidiary of the Company, other than broad-based incentive compensation plans and equity-based plans, for which the Committee shall make recommendations to the Board.

When it is determined by the Committee that a consulting firm (or other expert) is to assist in the assessment of CEO or other executive officer compensation, the Committee shall have the authority to retain and terminate such firm or expert and have the authority to approve the consulting firm or other expert's fee and other retention terms. The Committee shall also have the authority to retain, at the Company's cost and expense, external legal counsel and other advisors or experts that it determines to be necessary or appropriate to carry out its duties and responsibilities and to establish the scope of the role of and to determine compensation for such legal counsel, advisors and experts. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other advisor or expert retained by the Committee. The Company shall provide appropriate funding, as determined from time to time by the Committee in its capacity as a committee of the Board, for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties and responsibilities, and for payment of compensation and expenses to its compensation consultants and to external legal counsel and any other advisors or experts retained by the Committee.

The Committee may select, or receive advice from, a compensation consultant, legal counsel or other advisor or expert to the Committee, other than in-house legal counsel, only after taking into consideration the following factors:

- the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other advisor or expert;
- the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other advisor, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other advisor or expert;
- the policies and procedures of the person that employs the compensation consultant, legal counsel or other advisor or expert that are designed to prevent conflicts of interest;
- any business or personal relationship of the compensation consultant, legal counsel or other advisor or expert with a member of the Committee;
- any stock of the Company owned by the compensation consultant, legal counsel or other advisor or expert; and
- any business or personal relationship of the compensation consultant, legal counsel, other advisor or expert or the person employing the advisor or expert with an executive officer of the Company.