

**CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE  
COMMITTEE**

**OF THE**

**BOARD OF DIRECTORS**

**OF**

**IHEARTMEDIA, INC. (THE “COMPANY”)**

**(Amended and Restated as of June 17, 2019)**

1. Purpose. The purposes of the Nominating and Corporate Governance Committee (the “*Committee*”) are (i) to identify individuals qualified to become members of the Board of Directors (the “*Board*”), (ii) to recommend to the Board director nominees and (iii) to consider other corporate governance matters and, as appropriate, make recommendations to the Board.

2. Organization and Governance of the Committee. The Committee shall consist of not less than three members appointed by the Board, each of whom shall be “independent” as defined in the listing standards of Nasdaq Global Select Market. Committee members 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 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.

3. Duties and Responsibilities of the Committee. The duties and responsibilities of the Committee shall include the following:

- Identify individuals qualified to become Board members, review recommendations put forward by Board members, officers or stockholders of the Company and recommend to the Board director nominees, taking into account, among other criteria deemed relevant,

each candidate's ability, judgment and experience and the overall diversity and composition of the Board;

- Establish a policy under which stockholders of the Company may recommend a candidate to the Committee for consideration for nomination as a director;
- Establish any qualifications, desired background, expertise and other selection criteria for members of the Board and any committee;
- Review annually committee assignments, taking into consideration, among other criteria deemed relevant, each director's knowledge, interests and areas of expertise, as well as the need for continuity and fresh perspectives, review the policy with respect to the rotation of committee memberships and/or chairs, and report any recommendations to the Board;
- Periodically review the Board's Governance Guidelines and recommend any changes to the Board;
- Consider other governance matters and, as appropriate, make recommendations to the Board;
- Oversee the self-evaluation process of the Board and each of its standing committees and propose any modification or alterations in Board or committee practices or procedures;
- 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; 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 authority to retain and terminate a search firm to assist in the identification of director candidates, and have the authority to approve the search firm's fees and other retention terms. The Committee shall also have the authority to retain at the Company's cost and expense, external legal, accounting or other experts that it determines to be necessary to carry out its duties and to determine compensation and retention terms for such advisors. 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 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 external legal counsel and any other advisors or experts retained by the Committee.