

ENTRAVISION COMMUNICATIONS CORPORATION

RELATED PARTY TRANSACTION POLICY

The Board of Directors (the “Board”) of Entravision Communications Corporation, a Delaware corporation (the “Company”), in order to supplement the Company’s corporate governance policies, including but not limited to the Company’s Code of Business Conduct and Ethics, Code of Ethics for Chief Executive Officer and Senior Financial Officers and Corporate Governance Guidelines, has determined that it is the policy of the Board that all Interested Transactions with Related Parties, as those terms are defined in this policy, shall be subject to approval or ratification in accordance with the policies and procedures set forth below.

Policy

The Audit Committee, or such other committee as may be appointed in the discretion of the Board, (the “Committee”) shall review the material facts of all Interested Transactions that require the Committee’s approval, and shall consider whether to approve of the entry into such Interested Transactions, subject to the exceptions described below. In determining whether to approve or ratify an Interested Transaction, the Committee will take into account, among other factors it deems appropriate:

- the Related Person’s interest and involvement in the Interested Transaction;
- the approximate dollar value of the amount involved in the Interested Transaction;
- the approximate dollar value of the amount of the Related Person’s interest in the Interested Transaction without regard to the amount of any profit or loss;
- whether the Interested Transaction was undertaken in the ordinary course of business of the Company;
- whether the Interested Transaction with the Related Person is proposed to be, or was, entered into on terms no less favorable to the Company than terms that could have been reached with an unrelated third party;
- the purpose of, and the potential benefits to the Company of, the Interested Transaction; and

any other information regarding the Interested Transaction or the Related Person in the context of the proposed transaction that would be material to investors in light of the circumstances of the particular transaction. The Committee has determined that each of the Interested Transactions described below under “Standing Pre-Approval for Certain Interested Transactions” shall be deemed to be pre-approved or ratified (as applicable) by the Committee under the terms of this policy. The Committee may establish such other Interested Transactions that shall be deemed pre-approved or ratified (as applicable) and the Committee shall identify such Interested Transactions in connection with this policy or otherwise.

No director shall participate in any approval of an Interested Transaction for which he or she is a Related Party, except that the director shall provide all material information concerning the Interested Transaction to the Committee.

If an Interested Transaction will be ongoing, the Committee may establish guidelines for the Company’s management to follow in its ongoing dealings with the Related Party. Thereafter, on a schedule as determined in the discretion of the Committee, the Committee shall review and

assess ongoing relationships with the Related Party to see that they are in compliance with the Committee's guidelines and that the Interested Transaction remains appropriate.

Definitions

An "Interested Transaction" is any transaction, arrangement or relationship or series of similar transactions, arrangements or relationships (including any indebtedness or guarantee of indebtedness) in which (1) the aggregate amount involved will or may be expected to exceed \$120,000 in any fiscal year, (2) the Company or its controlled subsidiaries is a participant, and (3) any Related Party has or will have a direct or indirect material interest. A Related Party shall be deemed not to have a material interest in a transaction if the Related Party's interest arises only as a result of the Related Party being a director or beneficial owner of less than 10% of the equity of the entity that is another party to such transaction.

A "Related Party" is any (a) person who is or was (since the beginning of the last fiscal year for which the Company has filed a Form 10-K and proxy statement, even if they do not presently serve in that role) an officer, director or nominee for election as a director, (b) greater than 5 percent beneficial owner of the Company's common stock, or (c) immediate family member of any of the foregoing. Immediate family member includes a person's spouse, parents, stepparents, children, stepchildren, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, and brothers- and sisters-in-law and anyone residing in such person's home (other than a tenant or employee).

Standing Pre-Approval for Certain Interested Transactions

The Committee has reviewed the types of Interested Transactions described below and determined that each of the following Interested Transactions shall be deemed to be pre-approved by the Committee, even if the aggregate amount involved will exceed \$120,000:

1. ***Employment of executive officers.*** Any employment by the Company of an executive officer of the Company if:

- a. the related compensation is required to be reported in the Company's proxy statement under Item 402 of the Securities and Exchange Commission's ("SEC's") compensation disclosure requirements (generally applicable to "named executive officers"); or
- b. the executive officer is not an immediate family member of another executive officer or director of the Company, the related compensation would be reported in the Company's proxy statement under Item 402 of the SEC's compensation disclosure requirements if the executive officer was a "named executive officer", and the Company's Compensation Committee approved (or recommended that the Board approve) such compensation.

2. ***Director compensation.*** Any compensation paid to a director if the compensation is required to be reported in the Company's proxy statement under Item 402 of the SEC's compensation disclosure requirements.

3. ***Transactions where all shareholders receive proportional benefits.*** Any transaction where the Related Person's interest arises solely from the ownership of the Company's common stock and all holders of the Company's common stock received the same benefit on a *pro rata* basis (e.g. dividends).

4. ***Certain transactions involving purchases of advertising from the Company.*** Any transaction involving a purchase or trade of advertising on the Company's television stations, radio stations or billboards at market rates and consistent with the terms of arms-length transactions.

5. ***Transactions involving competitive bids.*** Any transaction involving a Related Party where the rates or charges involved are determined by competitive bids.

Adopted by Board of Directors: December 3, 2014