

ENTRAVISION COMMUNICATIONS CORPORATION

AUDIT COMMITTEE CHARTER

A. Purpose.

The primary purpose of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Entravision Communications Corporation, a Delaware corporation (the “Company”), is to assist the Board in fulfilling its oversight responsibility relating to: (i) the integrity of the Company’s financial statements; (ii) the Company’s compliance with legal and regulatory requirements; (iii) the independent auditor’s qualifications and independence; (iv) the performance of the Company’s internal audit function and independent auditor; (v) conflicts of interest of the Company’s directors and executive officers and the disclosure of any waivers of such conflicts; and (vi) the compliance and ethics programs established from time to time by management and the Board; and (b) prepare the Committee’s report to be included in the Company’s annual proxy statement. Consistent with this purpose, the Committee should encourage continuous improvement of, and should foster adherence to, the Company’s policies, procedures and practices at all levels. The Committee’s responsibilities, duties and authority are enumerated in Section E below. The responsibilities and duties of a member of the Committee are in addition to his or her duties as a member of the Board.

B. Composition.

The Committee shall be comprised of three (3) or more directors as determined by the Board, each of whom shall be independent directors, and each of whom shall meet the audit committee member independence requirements set forth in the rules of The New York Stock Exchange (the “NYSE”) and the rules and regulations of the Securities and Exchange Commission (the “SEC”), as in effect from time to time, and any other applicable legal requirements. Unless a chair is elected by the Board, the members of the Committee may designate a chair (the “Chair”) by majority vote of the Committee membership.

As required by the rules of the NYSE, each member of the Committee shall be financially literate, or become so literate within a reasonable period of time after his or her appointment. The Board, in its business judgment, shall make determinations of financial literacy on a case-by-case basis. In addition, at least one (1) member of the Committee must have accounting or related financial management expertise, as interpreted in the business judgment of the Board, sufficient to meet the criteria of an audit committee financial expert within the meaning of Section 407 of the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder by the SEC. Committee members may enhance their familiarity with finance and accounting by participating in educational programs conducted by the Company or an outside consultant.

No member of the Committee may serve on more than two other public company audit committees without first obtaining the prior approval of the Board confirming that it has determined that such simultaneous service would not impair the ability of such member to effectively serve on the Committee. The Company will disclose any such determination in its annual proxy statement.

C. Appointment and Removal of Committee Members.

The members of the Committee shall be appointed by the Board annually, or as necessary to fill vacancies, on the recommendation of the Company's Nominating/Corporate Governance Committee. Each member shall serve until his or her successor is duly elected and qualified or until such member's earlier resignation or removal. Any member of the Committee may be removed, with or without cause, by a majority vote of the Board.

D. Meetings.

The Committee shall meet at least four (4) times annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee shall meet periodically, but not less than annually, with management, the Company's internal auditor or person serving a comparable role (the "Internal Auditor") and the independent auditor in separate executive sessions to discuss any matters that the Committee or each of these groups believe should be discussed *separately*. In addition, either the Committee or its Chair shall meet with the independent auditor and management quarterly to review the Company's financials consistent with Section E below.

E. Responsibilities, Duties and Authority.

In furtherance of its purpose, the Committee shall, at a minimum, take the actions enumerated below and shall have the authority provided for in this Section E and elsewhere in this Charter.

Independent Auditor

1. The Committee is directly responsible for the appointment, compensation, retention and oversight of the work of the independent auditor (including resolution of disagreements between management and the auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. The shareholders of the Company will be provided the opportunity to ratify the Committee's appointment of the independent auditor. The independent auditor will report directly to the Committee.
2. The Committee shall pre-approve all audit and permissible non-audit services to be provided to the Company by the independent auditors. The Committee will establish written pre-approval policies and procedures in compliance with applicable SEC rules.
3. The Committee shall, at least annually, obtain and review a report by the independent auditor describing: (a) the firm's internal quality-control procedures, (b) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by an inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and (c) any steps taken to deal with any such issues.
4. The Committee shall, at least annually, obtain and review a report by the independent auditor describing all relationships between the independent auditor and the Company. The Committee shall actively engage in dialogue with the independent auditor with respect to any disclosed relationship or services that may impact the objectivity and independence of

the auditor, and take appropriate action in response to the auditor's report to satisfy itself of the auditor's independence.

5. The Committee shall, at least annually, review and evaluate the lead partner of the independent auditor and take such steps as may be required by law with respect to the regular rotation of the audit partner serving on the Company's audit engagement team. The Committee will further consider whether, in order to assure continuing auditor independence, there should be regular rotation of the audit firm itself.
6. At least annually, the Committee shall evaluate the qualifications, independence and performance of the independent auditor and the lead audit partner and will present its conclusions to the Board. If so determined by the Committee, the Committee will recommend that the Board take additional action to satisfy itself of the qualifications, independence and performance of the independent auditor and the lead audit partner. In performing its evaluation, the Committee should take into account the opinions of management and the Company's internal auditors or, if the Committee deems appropriate, other personnel responsible for the Company's internal audit function.
7. The Committee shall regularly review with the independent auditor any audit problems or difficulties encountered during the course of the audit work, including any restrictions on the scope of the independent auditor's activities or access to requested information, and management's response. The Committee should review differences that were noted or proposed by the independent auditor but were passed (as immaterial or otherwise) and any management or internal control letter issued, or proposed to be issued, by the independent auditor to the Company that is in addition to its audit report on the effectiveness of internal control over financial reporting.
8. The Committee shall serve as the Board's primary avenue of communication with the independent auditor.
9. The Committee shall provide the opportunity for the independent auditor to meet with the Board as deemed necessary and appropriate by the Committee.
10. The Committee shall be responsible for the establishment of policies for the Company's hiring of employees or former employees of the independent auditor, taking into account the impact of such policies and auditor independence.

Internal Auditor

11. The Committee shall serve as the Board's primary avenue of communication with the Internal Auditor.
12. The Committee shall review and concur in the appointment, replacement, reassignment or dismissal of the Internal Auditor. The Internal Auditor will report directly to the Committee and will report administratively to the Company's Chief Financial Officer.
13. The Committee shall confirm and assure the independence of the Internal Auditor.
14. The Committee shall review the annual internal audit plan of the Internal Auditor and its scope, and the degree of coordination of this plan with the independent auditor.

15. The Committee shall review periodically the internal audit activities, staffing and budget.
16. The Committee shall establish and periodically assess the Company's procedures for (a) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters as required by Section 301 of the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder by the SEC. The Committee will discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any complaints or concerns regarding the Company's financial statements or accounting policies.

Financial Statements

17. The Committee shall inquire of the independent auditor and management as to the acceptability and appropriateness of financial accounting practices and disclosures used or proposed by the Company.
18. The Committee will meet to review and discuss with appropriate officers of the Company and the independent auditor the annual audited and quarterly financial statements of the Company, including (a) the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," and (b) the disclosures regarding internal controls and other matters required to be reported to the Committee under applicable legal, regulatory and NYSE requirements. The Committee will make a recommendation to the Board whether or not the annual audited financial statements be included in the Company's Form 10-K or Form 10-Q, as applicable and review with the independent auditor the matters required to be discussed by Statement Accounting Standards No. 16 ("SAS 16"), or successor standard, as in effect from time to time.
19. The Committee shall review and discuss with the independent auditor (a) the report of their annual audit, or proposed report of their annual audit, (b) material written communications between the independent auditor and management provided by the independent auditor to the Committee, (c) the reports of their reviews of the Company's interim financial statements, and (d) the reports of the results of such other examinations outside of the course of the independent auditor's normal audit procedures that the independent auditor may from time to time undertake. The foregoing includes the reports required by Section 204 of the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder by the SEC and, as appropriate, a review of (a) major issues regarding (i) accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles and (ii) the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies; (b) analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative U.S. Generally Accepted Accounting Principles methods on the financial statements, and (c) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company.

20. The Committee shall obtain assurance from the independent auditor that in the course of conducting the audit, there have been no acts detected or that have otherwise come to the attention of the audit firm that require disclosure to the Committee under Section 10A(b) of the Exchange Act.

Internal Control Environment

21. The Committee shall, at least annually, consider and review with the independent auditor, the Internal Auditor and other members of management:
 - the adequacy of the Company's internal controls; and
 - any significant findings and recommendations of the independent auditor or the Internal Auditor, together with management's proposed responsive actions
22. The Committee shall be directly involved with management in any required or other changes in the Company's internal controls, including without limitation any remediation plan(s) to correct any material weaknesses or significant deficiencies in the Company's internal controls.

Reporting Procedures

23. The Committee shall report its activities to the Board on a regular basis and make recommendations to the Board with respect to matters within the purview of the Committee, as necessary or appropriate. The Committee should review with the Board any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditor, or the performance of the internal audit function.
24. The Committee will prepare a report each year for inclusion in the Company's annual proxy statement as required by Item 407(d)(3)(i) of Regulation S-K stating whether (i) the Committee reviewed and discussed the audited financial statements with management; (ii) the Committee discussed with the independent auditor the matters required to be discussed by SAS 61, or successor standard; (iii) the Committee received the written disclosures from the auditor required by the applicable requirements of the Public Company Accounting Oversight Board; and (iv) the Committee recommended to the Board that the audited financial statements be included in the Company's Annual Report on Form 10-K.
25. The Committee shall maintain minutes or other records of meetings and activities of the Committee.

Access and Communication

26. The Committee shall meet separately with the independent auditor, the Internal Auditor and the Company's Chief Financial Officer and accounting officers periodically, to ascertain if any restrictions have been placed on the scope of any of their activities, and to discuss any other matters the Committee or each of these persons believe should be discussed separately with Committee.

Advisors

27. The Committee shall have the authority to engage outside legal, accounting and other advisors, as it determines necessary or appropriate to carry out its duties. The Company will provide for appropriate funding, as determined by the Committee, for payment of (i) compensation to the Company's independent auditor engaged for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Company, (ii) compensation to outside legal, accounting and any other advisors employed by the Committee, and (iii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Earnings Releases

28. The Committee shall review and be given the opportunity to comment upon the Company's earnings press releases and financial information and earnings guidance provided by the Company to stockholders, analysts and rating agencies prior to the release of any such information or data.

Risk Assessment and Management

29. The Committee shall periodically review and discuss with management and the Independent Auditor (a) compliance with laws, regulations and internal procedures; (b) contingent liabilities; and (c) guidelines, policies and processes with respect to risk assessment and risk management, including discussing with management the Company's major financial risk exposures and the steps that have been taken to monitor and control such exposures. The Committee shall give updates to the Board from time to time at its regular meetings, including updates on financial and information technology risks.

Ethical and Legal Compliance

30. The Committee shall review, monitor and, as needed, update periodically the Company's Code of Business Conduct and Ethics and Code of Ethics for Chief Executive Officer and Senior Financial Officers.
31. The Committee shall ensure that management has the proper review system in place to ensure that the Company's financial statements, reports and other financial information disseminated to governmental organizations and the public satisfy legal requirements.
32. The Committee shall review, with the Company's counsel, legal compliance matters including corporate securities trading policies.
33. The Committee shall review, with the Company's counsel, any legal matter that could have a significant impact on the Company's financial statements.
34. The Committee shall have primary or concurrent authority with any other employee with respect to any financial, accounting or auditing matter that is reported by any person to the Company's toll-free hotline or pursuant to the Company's "Employee Complaint Procedures for Accounting and Auditing Matters".

35. The Committee shall review reports and disclosures of material conflicts of interest and related-party transactions and shall establish and maintain procedures for the review of “related person transactions” as defined by SEC rules.
36. The Committee shall have such additional incidental authority as it deems necessary or appropriate to carry out its enumerated responsibilities, duties and authority under this Charter.

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company’s financial statements are complete and accurate and are in accordance with generally accepted accounting principles. This is the responsibility of management and the independent auditor.

F. Delegation to Subcommittees.

The Committee shall have the authority to delegate any of its responsibilities to a subcommittee of the Committee.

G. Studies and Investigations.

The Committee shall have the power and authority to conduct or authorize studies and investigations into any matter of interest or concern within the scope of its responsibilities that the Committee deems appropriate, and shall have the authority to retain independent counsel, compensation consultants, accountants or other experts to assist in the conduct of any such study or investigation, including the authority to approve fees payable to such experts and any other terms of retention.

H. Annual Performance Evaluation.

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee, including reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or appropriate. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.

Adopted: April 11, 2018