

**ENTRAVISION COMMUNICATIONS CORPORATION
NOMINATING/CORPORATE GOVERNANCE COMMITTEE
CHARTER**

A. Purpose.

The primary purpose of the Nominating/Corporate Governance 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 responsibilities by: (i) identifying individuals qualified to become directors, consistent with criteria approved by the Board, and recommending to the Board candidates for all directorships to be filled by the Board or by the stockholders of the Company; (ii) identifying directors qualified to serve on the committees established by the Board and recommending to the Board members for each committee to be filled by the Board; (iii) developing and recommending to the Board a set of corporate governance guidelines applicable to the Company, including matters of (a) board organization, membership and function, (b) committee structure and membership and (c) succession planning for the Chief Executive Officer of the Company; and (iv) otherwise taking a leadership role in shaping the corporate governance of the Company, including overseeing the evaluation of the Board and management.

B. Composition.

The Committee shall be comprised of two (2) or more directors as determined by the Board, each of whom shall be independent directors in accordance with the rules of The New York Stock Exchange (the “NYSE”) as in effect from time to time.

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. 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 and Operations.

Unless a Committee chair (the “Chair”) is elected by the Board, the members of the Committee shall designate a Chair by a majority vote of the Committee membership.

The Committee shall meet at least two (2) times annually, or more frequently as circumstances dictate. Any member of the Committee may call meetings of the Committee.

The Committee shall fix its own rules of procedure and shall meet where and as provided by such rules or by resolution of the Committee.

The Secretary of the Corporation shall be the Secretary of the Committee unless the Committee designates otherwise. The Committee shall maintain minutes or other records of meetings and activities of the Committee.

The Committee shall act only on the affirmative vote of a majority of the members at a meeting or by unanimous written consent.

The Committee may establish subcommittees consisting of one or more members to carry out such duties as the Committee may delegate.

The Committee may invite to its meetings any officer, employee or director of the Company and such other persons as it deems appropriate in order to carry out its responsibilities.

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.

Recommendations Relating to the Selection of Candidates to Serve on the Board

1. The Committee shall establish criteria for selection of potential directors, taking into account all factors it considers appropriate, which shall include, at a minimum, strength of character, maturity of judgment, relevant technical skills or financial acumen, diversity of viewpoint and industry knowledge.
2. The Committee shall identify individuals believed to be qualified as candidates to serve on the Board and recommend to the Board candidates for all directorships to be filled by the Board or by the stockholders at an annual or special meeting. In identifying candidates for membership on the Board, the Committee shall take into account the criteria for selection set forth in Section E(1) above and the extent to which the candidate would fill a present need on the Board. In fulfilling its responsibilities as outlined above, the Committee shall consult from time to time, as appropriate, with the Chair of the Board.
3. The Committee shall review the qualifications and independence of existing directors on an annual basis and make recommendations to the Board as to whether each existing director should stand for re-election. The Committee shall recommend to the Board the non-renomination of a director where appropriate.
4. The Committee shall consider and make recommendations to the Board on matters relating to the retirement of directors, including term limits or age caps.
5. The Committee shall conduct all necessary and appropriate inquiries into the backgrounds and qualifications of prospective Board candidates.
6. The Committee shall recommend to the Board standards for determining director independence consistent with the requirements, as in effect from time to time, of the Securities and Exchange Commission (the "SEC") or the NYSE, and other guidelines on corporate governance. The Committee shall also periodically review the director independence standards established by the Board and recommend such changes in those standards as the Committee determines to be appropriate.
7. The Committee shall review all shareholder nominations of proposed directors in light of the director qualification standards of the Company, the standards set forth in this charter

and such additional standards that the Committee may adopt in furtherance thereof. The Committee shall make a recommendation to the full Board of Directors whether any such shareholder nomination should be endorsed or not endorsed, including the reasons therefor.

8. The Committee shall consider questions of independence and possible conflicts of interest of members of the Board and executive officers.
9. The Committee shall review and make recommendations, as the Committee deems appropriate, regarding the composition and size of the Board in order to ensure that the Board has the requisite expertise and its membership consists of persons with sufficiently diverse and independent backgrounds. In fulfilling this responsibility, the Committee shall, as appropriate, consult with the Chair of the Board.
10. The Committee shall periodically review the orientation process for all new directors.
11. The Committee shall periodically review and make recommendations regarding director training or continuing education programs.
12. At least annually, and as circumstances otherwise dictate, the Committee shall oversee evaluations of the Board and management, in cooperation with other committees which may have a similar responsibility under their respective charters.
13. The Committee shall review requests by directors to accept a seat on any additional public company board and refer the matter to the Board with the Committee's recommendation whether such request should be approved.
14. The Committee shall review periodically the service of any directors on the boards of other public companies with consideration to the substantial time commitment required of directors and make such recommendations to the Board as it may deem advisable.

Committee Selection and Composition

15. The Committee shall recommend members of the Board to serve on the committees of the Board, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant, and, where appropriate, make recommendations regarding the removal of any member of any committee. In fulfilling this responsibility, the Committee shall, as appropriate, consult with the Chair of the Board.
16. The Committee shall recommend members of the Board to serve as the chair of the committees of the Board. In fulfilling this responsibility, the Committee shall, as appropriate, consult with the Chair of the Board.
17. The Committee shall establish, monitor and recommend the purpose, structure and operations of the various committees of the Board, the qualifications and criteria for membership on each committee of the Board and, as circumstances dictate, make any recommendations regarding periodic rotation of directors among the committees and impose any term limits on service on any Board committee.

18. The Committee shall periodically review the charter and composition of each committee of the Board and make recommendations to the Board for the creation of additional committees or the elimination of existing Board committees.

Corporate Governance

19. The Committee shall periodically consider the adequacy of the Certificate of Incorporation and Bylaws of the Company and recommend to the Board, as conditions dictate, such amendments to the Certificate of Incorporation and Bylaws as the Committee deems appropriate.
20. The Committee shall periodically review and make recommendations in connection with directors' and officers' indemnification and insurance matters, including without limitation Bylaw provisions, indemnification agreements and director and officer insurance policies.
21. The Committee shall develop and recommend to the Board a set of corporate governance guidelines, policies, procedures and codes appropriate for the Company and consistent with the applicable rules and regulations of the NYSE and the SEC as in effect from time to time, and shall keep abreast of developments with regard to corporate governance to enable the Committee to make recommendations to the Board in light of such developments as may be appropriate.
22. The Committee shall periodically review the Company's corporate governance guidelines, policies, procedures and codes, and make recommendations for changes as the Committee deems appropriate.
23. The Committee shall establish and maintain procedures for interested parties to communicate with the Company's non-employee directors and its independent directors.

Continuity/Succession Planning Process

24. The Committee shall oversee and approve the Chief Executive Officer continuity planning process. In this regard, the Committee shall periodically review and evaluate the policies and principles regarding the succession planning relating to the Chief Executive Officer of the Company and make recommendations to the Board with respect thereto.

Review and Reporting

25. The Committee shall oversee the evaluation of the Board and its committees, in cooperation with the mandate of the other committees under their respective charters.
26. The Committee shall report regularly to the Board with respect to such material matters as are relevant to the Committee's discharge of its responsibilities and with respect to such recommendations as the Committee may deem appropriate including the results of the Committee's self-evaluation and any recommended changes to the Committee's charter pursuant to Section G hereinbelow. The report to the Board may take the form of an oral report by the Committee's Chair or any other member of the Committee designated by the Committee to make such report.

F. 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, consultants 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. Without limiting the foregoing, the Committee shall have the sole authority to retain and to terminate any search firm to be used to assist it in identifying candidates to serve as directors of the Company, including the sole authority to approve such firm's fees and any other terms of retention.

G. Annual Performance Evaluation.

The Committee shall perform a review and evaluation, at least annually, of the performance and effectiveness 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 valuable. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.

Adopted: December 3, 2014