

**ENTRAVISION COMMUNICATIONS CORPORATION  
COMPENSATION COMMITTEE  
CHARTER**

**A. Purpose.**

The primary purpose of the Compensation 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 with respect to the Company’s compensation programs and compensation of the Company’s executives and directors. The Committee has overall responsibility for approving and evaluating the director and officer compensation plans, policies and programs of the Company.

The Committee is also responsible for producing an annual report on executive compensation for inclusion in the Company’s annual proxy statement, in accordance with the applicable rules and regulations of the Securities and Exchange Commission (the “SEC”) as in effect from time to time.

**B. Composition.**

The Committee shall be comprised of two (2) or more directors appointed by the Board, each of whom shall be independent in accordance with the rules of The New York Stock Exchange (“NYSE”) as in effect from time to time. Additionally, each Committee member must (i) be a “non-employee director” under the qualifications set forth in Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”); (ii) not be a party to any interlocking arrangement that would need to be disclosed in the Company’s proxy statement under Item 407(e)(4) of Regulation S-K; and (iii) satisfy the requirements of an “outside director” for purposes of Section 162(m)(4)(C) of the Internal Revenue Code. 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.

**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 and Operations.**

The Committee shall meet at least two (2) times annually, or more frequently as necessary to carry out its responsibilities. The Chief Executive Officer of the Company or 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. In addition to the regular meeting schedule established by the Committee, the Chair of the Committee may call a special meeting at any time.

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.

A majority of the Committee members will constitute a quorum for conducting business at a meeting of the Committee. The Committee shall act only on the affirmative vote of a majority of the members at a meeting at which a quorum is present 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. A member of management shall not, however, be present at any discussion or review where his or her performance and compensation is being determined.

**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.

*Setting Compensation for Executive Officers and Directors*

1. The Committee shall review and approve the overall compensation philosophy, policies and programs for the Company's executive officers and directors.
2. The Committee shall review and approve base salaries, salary increases, bonuses, perquisites and other remuneration for executive officers of the Company. The Committee shall review and approve, at least annually, financial and non-financial corporate goals and objectives relevant to the compensation of the Chief Executive Officer and the other executive officers of the Company. The Committee shall (a) evaluate the performance of the Chief Executive Officer and the other executive officers in general and in light of those goals and objectives (including, without limitation, with respect to their assigned duties and responsibilities to the Company); (b) evaluate the performance of the Chief Executive Officer and the other executive officers in light of the corporate goals and objectives approved by the Committee; and (c) determine and approve compensation levels for the Chief Executive Officer and the other executive officers based on this evaluation and such other factors as the Committee deems appropriate.
3. The Committee shall review management's recommendations and approve and make recommendations to the Board with respect to the approval, adoption and amendment of all compensation and cash and/or equity-based incentive compensation plans in which any executive officer of the Company participates. In determining the long-term incentive component of Chief Executive Officer and other executive officer compensation, the Committee shall consider the Company's performance and relative shareholder return, the value of similar incentive awards to chief executive officers and other executive officers at comparable companies, and the awards given to the Company's Chief Executive Officer and other executive officer in past years.

5. The Committee shall review and recommend to the Board compensation of directors, as well as review and make recommendations in connection with directors' and officers' indemnification and insurance matters.
6. The Committee shall review and approve any employment contracts with executive officers of the Company, which shall include, without limitation, a determination of acceleration of vesting of stock option or other equity-based grants or awards, as applicable.

#### Monitoring Incentive and Equity-Based Compensation Plans

7. The Committee shall review and make recommendations to the Board with respect to the Company's incentive-compensation plans and equity-based plans. The Committee shall have and shall exercise all the authority of the Board with respect to the administration of such plans.
8. The Committee shall make recommendations to the Board with respect to the establishment of new incentive compensation plans and equity-based plans.
9. The Committee shall review and approve all equity compensation plans of the Company that are not otherwise subject to the approval of the Company's stockholders.
10. The Committee shall review and approve all grants or awards pursuant to the Company's equity-based plans.
11. The Committee shall monitor compliance by executive officers with the rules and guidelines of the Company's equity-based plans.
12. The Committee shall review and make recommendations to the Board regarding the approval of employee pension, profit-sharing and benefit plans applicable to senior management personnel.

#### Reporting Procedures and Regulatory Compliance

13. The Committee shall review and discuss with management the Compensation Discussion and Analysis (the "CD&A") to be included in the Company's proxy statement or Annual Report on Form 10-K, as applicable, and, based on such review and discussion, (i) make a recommendation to the Board as to whether the CD&A should be included in the Company's proxy statement or Annual Report on Form 10-K, and (ii) produce the annual Compensation Committee Report for inclusion in the Company's proxy statement, in each case in accordance with applicable rules and regulations of the SEC as in effect from time to time.
14. The Committee shall review and discuss with management disclosures in the Company's proxy statement regarding shareholder-initiated director and officer compensation matters, including without limitation "say on pay" disclosures in accordance with applicable rules and regulations of the SEC or the NYSE as in effect from time to time.
15. The Committee shall oversee the Company's compliance with the requirements of NYSE rules, as in effect from time to time, with respect to compensation related matters, including without limitation shareholder approval of equity compensation plans.

16. 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. 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.
17. The Committee shall receive periodic reports on the Company's compensation programs as they affect all employees, and review and report on risks arising from the Corporation's compensation policies and practices for employees as required by the rules and regulations of the SEC as in effect from time to time.

**F. Studies, Investigations and Consultants.**

1. 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.
2. The Committee shall have the sole authority, in its discretion, to retain or obtain the advice of independent legal counsel, compensation consultants, accountants or other advisors from time to time, to assist in the conduct of any of the work of the Committee. Without limiting the foregoing, the Committee shall be directly and solely responsible for the appointment, compensation, retention, termination and oversight of the work of, any counsel, compensation consultant(s), accountant(s) or other advisor(s) retained by the Committee from time to time.
3. Notwithstanding anything contained herein to the contrary, the Committee shall select any counsel, compensation consultant(s), accountant(s) and other advisor(s) only after taking into consideration all factors relevant to such person's independence from the Company's management, including the factors specified in Rule 10C-1 under the Exchange Act and Section 303A.05(c) of the NYSE Listed Company Manual, in each case as the same may be in effect from time to time, or any successor rule or regulation thereto.
4. The Committee shall have the sole authority to approve the fees of any counsel, compensation consultant(s), accountant(s) or other advisor(s) and, by the adoption of this charter provision by the Board, it agrees that the Company shall provide appropriate funding, as determined solely by the Committee, to pay the reasonable compensation of any such counsel, compensation consultant(s), accountant(s) and other advisor(s) retained by the Committee from time to time.

**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 appropriate. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.

Adopted: December 3, 2014.