

# ENTRAVISION COMMUNICATIONS CORPORATION

## CORPORATE GOVERNANCE GUIDELINES

The following Corporate Governance Guidelines (the “Guidelines”) have been adopted by the Board of Directors (the “Board”) of Entravision Communications Corporation, a Delaware corporation (the “Company”), to assist the Board in the exercise of its responsibilities to the Company and its stockholders. These Guidelines should be interpreted in the context of all applicable laws and regulations, including the rules and regulations of The New York Stock Exchange (the “NYSE”), the Company’s Certificate of Incorporation, Bylaws and other corporate governance documents. They are intended to serve as a flexible framework within which the Board may conduct its business, and not as a set of legally binding obligations. These Guidelines are subject to modification and the Board shall be able, in the exercise of its discretion, to deviate from these Guidelines from time to time as the Board may deem appropriate or as required by applicable laws and regulations.

### 1. Director Qualification Standards.

The Board will have at least a majority of directors who meet the criteria for independence required by NYSE. The Nominating/Corporate Governance Committee is responsible for reviewing with the Board, on an annual basis, the requisite skills and characteristics that the Board seeks in Board members, as well as the composition of the Board as a whole, including an annual evaluation of whether members qualify as independent under applicable standards. During the course of each year, directors are expected to inform the Board of any material changes in their circumstances or relationships that may impact their designation by the Board as independent. The Board will affirmatively determine annually and at other times required by the listing standards that the directors designated as independent have no material relationships with the Company that may interfere with the exercise of their independence from management and the Company.

Nominees for director will be selected on the basis of certain minimum criteria to be set forth in the charter of, or otherwise established by, the Nominating/Corporate Governance Committee. The Board is committed to diversified membership. The Board will not discriminate on the basis of race, color, national origin, gender, sexual orientation, religion or disability in selecting nominees. Nominees for directorship will be recommended by the Nominating/Corporate Governance Committee to the Board in accordance with the policies and principles set forth in the committee charter. Any invitation to join the Board should be extended by the Board itself, by the Chair of the Nominating/Corporate Governance Committee or the Chair of the Board.

It is the sense of the Board that a size of seven (7) to eleven (11) directors currently is appropriate. However, the Board would be willing to consider a somewhat larger size in order to accommodate the availability of an outstanding candidate. The Board may consider director term limits and a mandatory director retirement policy, but the Board does not feel that term limits or a director retirement policy should be mandated at this time.

It is the sense of the Board that individual directors who significantly change outside responsibilities or job positions should submit a letter of resignation to the Chair of the Nominating/Corporate Governance Committee. It is not the sense of the Board that every director who experiences such a change should necessarily leave the Board, but the Chair of the

Nominating/Corporate Governance Committee should review the continued appropriateness of Board membership under such circumstances and make a recommendation to the Board whether to accept or reject the letter of resignation. Directors should advise the Chair of the Board and the Chair of the Nominating/Corporate Governance Committee in advance of accepting an invitation to serve on another public company board. No member of the Board may serve on more than three (3) other public company boards of directors without first obtaining the prior approval of the Board. In addition, no member of the Audit Committee may serve on more than two (2) other public company audit committees without first obtaining the prior approval of the Board.

## 2. Director Responsibilities.

The basic responsibility of each director is to exercise his or her business judgment to act in what he or she reasonably believes to be in the best interests of the Company and its stockholders, and to fulfill his or her duties with care and loyalty. In discharging those obligations, directors should be entitled to reasonably rely on the honesty and integrity of the Company's senior executives and its outside advisors and independent auditor, to the fullest extent permitted by law. The directors also shall be entitled to have the Company purchase reasonable directors' and officers' liability insurance on their behalf, with the benefits of: (i) indemnification to the fullest extent permitted by law and the Company's Certificate of Incorporation, Bylaws and any indemnification agreements; and (ii) limitation on liability to the Company as provided by state law and the Company's Certificate of Incorporation.

The specific duties and responsibilities of the Board (or its committees) will include, among other things, overseeing the management of the business and affairs of the Company; selecting and recommending to stockholders appropriate candidates for election to the Board; reviewing and, where appropriate, approving the business plans, major strategies and financial objectives of the Company; evaluating Board processes and performance and the overall effectiveness of the Board; evaluating the performance of the Company and of senior management; requiring, approving and overseeing the implementation of the Company's succession plans; and reviewing compliance with applicable laws and regulations and adopting policies of corporate conduct to assure compliance with applicable laws and regulations and to assure maintenance of necessary accounting, financial and other controls.

Directors are expected to serve on Board committees. If possible, a director will be appointed to the committee(s) in which he or she is most interested. The Board will consider rotating committee assignments to give directors broad exposure to various aspects of the Company.

Directors are expected regularly to attend Board meetings and meetings of the committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting generally should be distributed in writing to the directors before the meeting, and directors should review these materials in advance of the meeting.

The Board will meet at least four (4) times per year and will hold additional meetings when needed to address issues of special concern or urgency. The Chair of the Board will establish the agenda for each Board meeting. Each Board member is free to suggest the inclusion of items on the agenda. Each Board member is free to raise at any Board meeting

subjects that are not on the agenda for that meeting. The Board will review the Company's long-term strategic plans and the principal issues that the Company will face in the future during at least one (1) Board meeting each year. All meetings of the Board shall be held pursuant to the Bylaws of the Company with regard to notice, and written minutes of each meeting, in the form approved by the Board, shall be duly filed in the Company records.

The non-management directors will meet regularly, and the independent directors will meet at least annually, in each case in executive session without the Company's management. The director who presides at these meetings, referred to as the "lead" director, will be determined by the Board and identified in the Company's annual proxy statement. The Company will also disclose in the proxy statement a method for interested parties to contact the "lead" director directly.

The Board should ensure that information about sales, earnings and important developments within the Company is provided by management to stockholders, potential stockholders and the investment community.

The Board believes that management speaks for the Company. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company. It is expected, however, that Board members would do this with the knowledge of the Chief Executive Officer of the Company and, absent unusual circumstances or as contemplated by the committee charters, only at the request of the Chief Executive Officer. Generally, directors should refer investors, market professionals and the media to the Chief Executive Officer or another individual designated by the Company.

The Board acknowledges that proxy cards, ballots and voting tabulations that identify stockholders will be kept confidential unless disclosure is: (i) necessary to meet applicable legal requirements or to assert or defend claims for or against the Company; (ii) expressly requested by the stockholder (and then disclosure is limited to that particular stockholder's vote); or (iii) made during a contested proxy solicitation. Both the tabulators and inspectors of the election, who are to be appointed by the Board, should be independent of the Company and should not be Company employees.

### 3. Board Committees.

Consistent with the NYSE listing requirements, the Board will have at all times an Audit Committee, a Compensation Committee and a Nominating/Corporate Governance Committee. The members of each committee will be independent directors under the criteria established by the NYSE and any other rules or regulations applicable to the Company. Committee members will be appointed annually by the Board upon recommendation of the Nominating/Corporate Governance Committee with consideration of the desires of individual directors. The Board may consider rotating committee members periodically, but the Board does not feel that rotation should be mandated as a policy.

Consistent with the NYSE listing requirements, each committee will have its own written charter, approved by the Board. The charters will set forth, among other things, the purposes, goals and responsibilities of the committees. The charters will also provide that each committee will evaluate its performance annually. Consistent with the NYSE listing requirements, the charters will be included on the Company's website and copies of the charters will be made available upon request to the Company's Secretary.

The chair of each committee, in consultation with the committee members, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. The chair of each committee, in consultation with the appropriate members of the committee and management, will develop the agenda for each meeting. All meetings of each committee shall be held pursuant to the Bylaws of the Company with regard to notice, and written minutes of each meeting, in the form approved by the relevant committee, shall be duly filed in the Company records.

A report regarding each committee meeting will be provided to the Board, as appropriate. Upon request, a director will be given copies of the minutes of any committee meeting. In addition, the chair of each committee will report to the Board regarding matters that the chair, in his or her discretion, believes should be brought to the attention of the Board.

Where practicable, to be eligible to serve as chair of a committee, that member should have served previously for at least one (1) year as a member of the committee. The Board and each committee have the power to hire independent legal, financial or other advisors, as they may deem necessary, without consulting or obtaining the advance approval of any officer of the Company.

The Board may, from time to time, establish or maintain additional committees as necessary or appropriate.

#### 4. Director Access to Management and Independent Advisors.

Directors have full and free access to management of the Company and the Company's independent advisors. Any meetings or contacts that a director wishes to initiate should be arranged through the Company's General Counsel. The directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company. It is the expectation of the Board that directors will keep the General Counsel informed of communications between a director and an officer or other associate of the Company, as appropriate.

The Board believes that inclusion of the Chief Executive Officer and other executives on the Board provides the Board with information and insight about the Company. Other executives may attend Board meetings or committee meetings at the invitation of the Chief Executive Officer to provide information and insight to the Board.

#### 5. Director Compensation.

The form and amount of director compensation will be determined by the Board in accordance with applicable legal and regulatory guidelines. The Compensation Committee will conduct an annual review of director compensation. The Compensation Committee will consider that directors' independence may be jeopardized if director compensation and perquisites exceed customary levels, if the Company makes substantial charitable contributions to organizations with which a director is affiliated or if the Company enters into consulting contracts with (or provides other indirect forms of compensation to) a director or an organization with which the director is affiliated.

6. Director Orientation and Continuing Education.

The Company will prepare for the Board's approval a formal, written orientation program for new directors (the "Orientation Program"). Upon approval, each new director shall participate in the Orientation Program, which should be conducted within two (2) months after a director is first elected to the Board. The Orientation Program will include familiarizing new directors with the Company's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its codes of ethics, its principal officers and its internal and independent auditors. In addition, the Orientation Program will include a visit to the corporate office of the Company to meet with senior management, including the Chief Executive Officer, the Chief Financial Officer and the General Counsel, and, if practicable, a tour of one of the Company's broadcasting facilities to better understand the Company's business and culture. Existing directors are also invited to attend the Orientation Program for any new directors. In addition, each director is expected to maintain the necessary level of expertise to perform his or her responsibilities as a director. The Company will reimburse each director for all reasonable expenses associated with attending one continuing education program each calendar year.

7. Management Succession.

The Board (or a committee thereof) will develop policies and principles for selection and performance review of the Chief Executive Officer, as well as policies regarding succession in the event of an emergency or the retirement of the Chief Executive Officer.

8. Annual Performance Evaluation.

The Nominating/Corporate Governance Committee will conduct an annual evaluation of the Board to determine whether the Board and its committees are functioning effectively. The Nominating/Corporate Governance Committee will receive comments from all directors and report annually to the Board with the results of this evaluation. The assessment will focus on the Board's contribution to the Company and will specifically focus on areas in which the Board or management believes that the Board could improve.

Adopted: November 20, 2014