

**CHARTER OF  
THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF  
THE BOARD OF DIRECTORS OF  
NEXSTAR MEDIA GROUP, INC.  
(As Adopted April 20, 2017)**

The Board of Directors (“Board”) of Nexstar Media Group, Inc. (the “Company”) has established a Nominating and Corporate Governance Committee (“Committee”) as a permanent standing committee with the authority, responsibility and specific duties described herein. This Charter of the Nominating and Governance Committee of the Board of Directors (“Charter”) and the composition of the Committee are intended to comply with applicable law, including state and federal securities laws, the rules and regulations of the Securities and Exchange Commission (“SEC”) and the National Association of Securities Dealers Automated Quotation System (“NASDAQ”), and the Company’s Bylaws.

**1. Purpose and Scope**

The purpose of the Committee is ensure that the Board is properly constituted to meet its fiduciary obligations to stockholders and the Company and that the Company follows proper governance standards. The Committee’s duties and responsibilities include, without limitation, oversight of: (i) identifying individuals qualified to become Board members; (ii) considering director nominees recommended by security holders pursuant to the requirements of the Company’s bylaws for election to the Board; (iii) recommending the appointment of directors to fill vacancies or newly created directorships on the Board; (iv) recommending nominees for any committee of the Board; (v) annual assessment of the Board’s and each Committee’s performance; and (vi) overseeing director continuing education and compliance with any applicable director continuing education requirements.

**2. Committee Charter, Membership and Organization**

A. Charter. This Charter shall be reviewed and reassessed by the Committee at least annually. Any proposed changes shall be submitted to the Board for its approval. Evidence of the Committee’s review and acceptance of the Charter will be noted in the minutes to the Committee’s meeting at which the review took place.

B. Members. The Committee shall consist of no fewer than two members of the Board. The Committee shall be comprised of directors who meet the independence requirements of the SEC, NASDAQ and any other applicable law. The Board will assess and determine the qualifications of the Committee members.

C. Term of Members and Selection of Chair. The members of the Committee shall be appointed annually by the Board and serve for one-year terms or until earlier resignation or death. The Board shall also select the Chair of the Committee. Committee members may be replaced by the Board at any time with or without cause.

D. Meetings. In order to discharge its responsibilities, the Committee shall schedule at least one meeting annually; additional meetings may be scheduled at the discretion of the Committee. Such meetings may be held in person or telephonically and may be held at such times

and places as the Committee determines. Committee members will be required to receive the same notice of meetings and are subject to the same waiver of notice rules, as the Board.

E. Quorum, Voting and Written Consents. A quorum at any meeting of the Committee shall consist of a majority of the members. All determinations of the Committee shall be by a majority of the members present at a meeting duly called or held, except as may be otherwise specifically provided for in this Charter. In the event that there are only two members present, and such presence constitutes a quorum, all determinations of the Committee shall be unanimous. Any decision or determination of the Committee reduced to writing and consented to (including, but not limited to, by means of electronic transmission) by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held.

F. Agenda, Minutes and Reports. An agenda, together with materials relating to the subject matter of each meeting, shall be sent to members of the Committee prior to each meeting. Minutes for all meetings of the Committee shall be prepared to document the Committee's discharge of its responsibilities. The minutes shall be circulated in draft form to all Committee members to ensure an accurate final record, shall be approved at a subsequent meeting of the Committee, and shall be distributed to the entire Committee. The Committee will report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee shall make such other periodic reports to the Board as may be required of it by the Board.

G. Performance and Evaluation. The Committee shall evaluate its performance on an annual basis and shall present the results of the evaluation to the Board. The results of the evaluation will be incorporated into the minutes of the Committee meeting.

### **3. Committee Compensation**

No Committee member may receive or accept any consulting, advisory or other compensatory fee from the Company or its subsidiaries; except that Committee members may receive fees for serving on the Committee as determined by the Compensation Committee and approved by the Board. Fees may be paid in cash, stock, options, or other forms ordinarily available to members of the Board. Committee members may also receive all regular benefits accorded to members of the Board generally.

### **4. Committee Authority and Responsibilities**

A. Specific Duties and Responsibilities. The Committee shall have the following specific duties and responsibilities:

*i. Nominating*

- Review and make recommendations to the Board with respect to the composition, size and needs of the Board.
- Recommend criteria for Board membership, including the minimum qualifications for a nominee and the qualities and skills that the

Committee believes are necessary or desirable for a Board member to possess.

- Lead the search in identifying individuals qualified to become Board members. Before recommending a nominee, review and conduct the appropriate and necessary inquiries into the backgrounds, qualifications and independence of possible candidates for director.
- Recommend a slate of director nominees for approval by the Board and election by the stockholders in connection with the annual meeting of stockholders in conformance with the Company's Bylaws (as such provisions may be amended from time to time) and this Charter.
- Recommend new directors for approval and election by the Board to fill vacancies on the Board, including any newly created directorships, as needed.
- Review stockholder nominations for candidacy to the Board, if any, and any shareholder proposals affecting corporate governance, and make recommendations to the Board accordingly.
- Review the composition of each committee of the Board and present recommendations to the Board for committee memberships and to fill vacancies as needed.
- Establish guidelines for the removal of directors.
- Periodically review the desirability of term limits for directors.
- Review and assist Compensation Committee planning for succession to the position of Chairman of the Board and Chief Executive Officer and other senior management positions.

*ii. Corporate Governance*

- Advise the Board regarding Committee charters and the need for new or modified Committees.
- Evaluate and make recommendations to the Board concerning the appointment of directors to Board committees and the selection of Board committee chairs.
- Establish criteria for the evaluation of the Board's and each Committee's performance.

- Solicit and receive comments from all directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year.
- Periodically review this Charter, the Company's Amended and Restated Certificate of Incorporation, Bylaws and other corporate governance documents and recommend any changes or amendments to the Board, as the Committee deems appropriate, including changes necessary to satisfy any applicable requirements of the NASDAQ, the SEC and any other legal or regulatory requirements.
- Review the disclosure in the Company's proxy statement for its annual meeting of stockholders and inform management whether there are any changes that are necessary or appropriate with respect to disclosure in the proxy statement regarding (i) the Committee's process for identifying and evaluating nominees for director including nominees recommended by security holders; (ii) any minimum qualifications that the Committee believes must be met by nominees; and (iii) any specific qualities or skills that the Committee believes are necessary for one or more of the Company's directors to possess.
- Review and make recommendations to the board concerning any shareholder nominees or proposals.
- Oversee, and implement as necessary, director continuing education programs, including review of compliance with any applicable director continuing education requirements.

The Committee shall also carry out such other duties that may be delegated to it by the Board from time to time.

B. Authority to Engage Outside Advisors and Consultants. The Committee shall have the authority, in its sole discretion, to select, retain and terminate search firms, outside legal counsel or other advisors or consultants as it deems necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation, and oversee the work, of any search firm, outside legal counsel or other advisor or consultant. The Committee shall receive appropriate funding from the Company, as determined in its capacity as a committee of the Board, for the payment of compensation to any search firm, outside legal counsel, or other advisor to the Committee. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of any search firm, outside legal counsel or other advisor to the Committee, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

C. Access to Records. The Committee shall have full access to any relevant records of the Company and may request that any officer or other employee of the Company or the

Company's outside counsel meet with any members of, or outside advisors or consultants to, the Committee.

## **5. Process for Selection and Election of Board Nominees**

Under the Company's charter documents, the Company is to have a staggered board with the exact number to be fixed from time to time by the Board, which retains the discretion to change the number of members from time to time as changing circumstances may warrant within the limits prescribed by the Company's charter documents.

To enable the Committee to assess a director's effectiveness, and to assess any potential conflict of interest or anticompetitive or regulatory issues arising from board membership or employment by other companies or organizations, each director shall advise the Chairman of the Committee in advance of accepting an invitation to serve as a board member or employee of any company or organization other than a non-profit company or organization which is local in nature and unlikely to require a substantial time commitment. The Chairman shall consult with the Company and the Board as needed and appropriate to assure the absence of any potential or actual conflicts or regulatory issues. The Committee will, at least annually, review all directors' service on the boards and in the employment of other companies.

The Committee will evaluate candidates for membership on the Board, including candidates nominated or recommended by security holders, and recommend to the Board for approval the slate of nominees for election at the annual meeting of stockholders or nominees for election to fill interim vacancies on the Board based on the qualifications for Board membership set forth below.

### Selection Considerations

- A majority of the Board will consist of directors who are independent, as determined in accordance with the independence requirements set forth in the NASDAQ rules and regulations and all other legal and regulatory requirements.
- In addition to assessing independence, the Committee shall consider diversity, skills, and experience in the context of the needs of the Board, commitment to understanding the Company's business and industry, the creation, by other employment or directorships, of potential or actual conflicts of interest, risks of anticompetitive activity or potential or actual violations of or restrictions arising from media ownership regulations, and ability to exercise sound judgment and high ethical standards, with the objective of having a Board that reflects diverse backgrounds and senior level experience in the areas of business, finance, legal and regulatory, technology and marketing.
- Characteristics experienced of all directors include integrity and values, high personal and professional ethics, sound business judgment, the ability and willingness to commit sufficient time to fulfill their Board responsibilities and a commitment to representing the long-term interests of Company shareholders.

- The Board evaluates each individual candidate in the context of the Board as a whole, with the objective of maintaining a group of directors that can further the success of the Company's business, while representing the interests of shareholders, employees and the communities in which the Company operates.
- In determining whether to recommend a Board member for re-election, the Committee also considers the director's past attendance at meetings, participation in and contributions to the activities of the Board, and the most recent Board self-assessment.
- The Committee may engage consultants or third-party search firms to assist in identifying and evaluating potential nominees.
- There are no term limits for serving on the Board and no mandatory retirement age.
- Shareholders may propose nominees for consideration by the Committee by submitting the names and supporting information to the Committee, c/o Corporate Secretary, in compliance with the requirements set forth in Section 2.07(a)(ii) and (iii) of the Company's Bylaws.

## **6. Delegation**

The Committee may delegate any of its responsibilities to a subcommittee comprised of one or more members of the Committee.

## **7. Limitation of the Committee's Role**

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to hire directors or senior executives for the Company or to manage the performance of those directors or senior executives on a day to day basis. These are the responsibilities of the Company's management and/or the Board itself. Nor is the duty of the Committee to conduct investigations or to assure compliance with applicable laws and regulations.

*Despite the enumeration above of certain responsibilities and functions of the Committee, nothing in this Charter is intended to alter or impair operation of the "business judgment rule" as interpreted by the courts under the Delaware General Corporation Law. Further, nothing in the Charter is intended to alter or impair the right of members of the Committee to rely, in discharging their oversight role, on the records of the Company and on other information presented to the Committee, the Board or the Company by its officers or employees or by outside experts such as the external auditors.*