



Nexstar Media Group, Inc.
Audit Committee Charter
(As Amended, Effective January 29, 2026)

The Board of Directors (“Board”) of Nexstar Media Group, Inc. (“Nexstar Media Group” or the “Company”) has established the Audit Committee (“Committee”) and approved the Audit Committee Charter (“Charter”) to describe the authority, responsibilities, and specific duties of the Committee.

I. Purpose

The Committee’s role is to act on behalf of the Board and provide oversight of the Company’s:

- Financial statements and other financial information provided to shareholders and others,
- Accounting and financial reporting disclosure processes and internal controls,
- Annual independent audit of the financial statements,
- Engagement and evaluation of the independent auditor,
- Internal Audit function,
- Ethics and compliance activities,
- Enterprise risk management program and other specific operational risks as determined by the Board.

II. Structure and Operations

Composition

The Committee shall be comprised of three or more independent Directors as appointed by the Board. Unless a Chairperson is elected by the Board, the members of the Committee may designate a Chairperson by majority vote. Committee members shall be appointed annually by the Board to serve one-year terms or until earlier resignation or death. Committee members may be replaced by the Board at any time with or without cause. Committee members will have the following qualifications:

- All members must satisfy the independence requirements for directors and audit committee members as defined by Nasdaq Stock Market LLC (“Nasdaq”) and the Securities and Exchange Commission (SEC), as determined by the Board. Members shall promptly notify the Company’s management (management) of any relationships or



changes that may affect the member's independence. The Board will determine whether such relationships impair, or could be perceived to impair, independence.

- Each member of the Committee shall also satisfy, in the judgment of the Board, Nasdaq's requirements with respect to financial literacy.
- At least one member of the Committee shall qualify as a financial expert as defined by the SEC and determined by the Board.
- Committee members may not simultaneously serve on the audit committee of more than two other public companies without the consent of the Board.
- Committee members may not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years.

Compensation

No member of the Committee may receive any compensation, consulting, advisory or other fee from the Company, other than Board compensation, in accordance with applicable SEC and Nasdaq rules.

Authority and Resources

The Committee shall have all the necessary resources and authority to discharge its duties and responsibilities. The Committee has the authority to obtain advice and assistance by engaging outside legal, accounting, or other advisers when necessary to perform its duties and responsibilities. The Company shall provide adequate funding, as determined by the Committee, for compensation of the independent auditor and/or advisers that the Committee chooses to engage, and payment of ordinary administrative expenses of the Committee.

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 to, the Committee.

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

Meetings

The Committee shall meet at least four times each year, or more frequently as circumstances require. The meetings may be held in person or telephonically and may be held at such times and places as the Committee determines. A majority of the Committee members shall constitute a quorum, present in person, by telephone, or through other electronic means. All



determinations by the Committee require a majority vote; however, decisions must be unanimous when only two members are present.

The Committee shall request members of management, counsel, internal and external auditors to participate in Committee meetings, as necessary. Each regularly scheduled meeting will conclude with an executive session of only the Committee members. The Committee shall also periodically hold private executive sessions with members of management, internal audit, and the independent auditor separately.

Reporting

The Committee shall fulfill the following reporting responsibilities:

- Document meeting minutes identifying monitoring activities and approvals
- Report periodically to the Board through the Committee Chair, as deemed necessary
- Review this charter annually and recommend necessary amendments to the Board
- Formally assess its own performance, role, and responsibilities at least annually
- Prepare the Audit Committee report required for inclusion in the Company's annual proxy statement

III. GENERAL RESPONSIBILITIES

Financial Reporting and Disclosure

The Committee shall perform the following duties regarding the Company's financial reporting:

- Quarterly and Annual Reports. Prior to filing review the Company's annual and quarterly financial reports on Forms 10-K and 10-Q.
- Earnings Releases. Prior to release review the quarterly earnings press release and accompanying financial information, such as earnings guidance, forward-looking information, use of non-GAAP financial measures, and pro forma information.
- Certifications. Review the process for CEO and CFO disclosure certifications and discuss:
 - Any significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting.
 - Any fraud, whether or not material, which involves management or other employees who have a significant role in the Company's internal controls.
- Internal Controls. Review with management, the Internal Audit Function and the independent auditor, the Company's annual assessment of internal controls over financial reporting and the independent auditor's attestation. Discuss significant issues or changes impacting the internal controls and management's responses.



- Audit Performance and Quality.
 - Discuss with the independent auditor the matters required to be discussed under the standards of the PCAOB including:
 - The independent auditor's responsibilities under generally accepted auditing standards.
 - The overall strategy, scope, and timing of the audit, including the independent auditor's review of internal control over financial reporting and coordination of the independent and internal audit efforts.
 - Review all reports and discuss with the independent auditor the results of the audit and the independent auditor's evaluation of the quality and presentation of the Company's financial reporting required to be covered, including:
 - Significant & critical accounting policies and practices used, results of the evaluations, and assessment of any associated disclosures.
 - Critical accounting estimates used and associated conclusions.
 - Significant unusual transactions identified and the accounting treatment.
 - Management's use of new or alternative accounting treatments.
 - Impact of regulatory and accounting initiatives or off-balance sheet structures on the financial statements.
 - The evaluation of the Company's ability to continue as a going concern.
 - Other material written communications between the independent auditor and management, including the schedule of uncorrected and corrected misstatements.
 - Review with the independent auditor any problems or difficulties encountered during the audit such as restrictions on activities or access to information.
 - Review with the independent auditor and resolve any significant disagreements with management. Discuss management's response and whether the auditor consulted others outside of the engagement team.

Independent Auditors

The Committee oversees the Company's relationship with the independent auditors and the independent auditor will report directly to the Audit Committee. The Committee shall:

- Appointment and Oversight. Appoint, compensate, retain, and oversee the work performed by the independent auditor and any other independent registered public accounting firm.



- Pre-Approval of Services. Review and pre-approve all audit and permitted non-audit services and associated fees provided by the auditors. Consider whether permissible non-audit services impact the auditor's independence.
- Annual Evaluation. At least annually, evaluate the independent auditors' qualifications, performance, and independence. As part of the evaluation, the Committee will:
 - Obtain and review a report from the independent auditors describing the independent auditors' internal quality-control procedures, and review findings identified in recent peer review, regulatory, or PCAOB reviews.
 - Receive from the independent auditor a formal written statement delineating all relationships between the auditor and the Company, consistent with requirements of the Public Company Accounting Oversight Board. Discuss any relationships or services that may affect independence or objectivity.
 - Monitor compliance with audit partner rotation and conflict of interest rules.
- Hiring Policy. Establish and monitor policies regarding the hiring of current or former employees of the independent auditor.

Internal Audit

The Committee shall oversee the Company's internal audit function and will:

- Appointment and Oversight. Review and advise on the appointment, removal, and succession planning for Senior Internal Audit personnel.
- Internal Audit Charter. Annually, review the Internal Audit Charter and recommend changes to the Board.
- Evaluation. Review and approve of the responsibilities, authority, structure, resources, functions, and performance of the Company's Internal Audit department.
- Audit Plan. Review the Internal Audit plan, significant changes to the plan, and any significant findings by Internal Audit along with management's responses.

Ethics and Compliance

The Committee shall perform the following with respect to its oversight of the compliance and ethics of the Company:

- "Whistle-Blower" Procedures. Establish and oversee the procedures for confidential and anonymous receipt, retention, and treatment of submissions regarding accounting, audit, internal accounting controls, and other matters.



- Related Party Transactions. Review and approve all related party transactions consistent with the Company's Related Party Transaction Policy.
- Business Conduct Policy. Review the Company's Business Conduct Policy annually and the Company's monitoring of compliance and enforcement of the Policy.
- Legal and Regulatory Compliance Matters. Oversight of the Company's compliance with applicable laws and regulations. Review and oversee the Company's policies, procedures and programs designed to promote and monitor legal and regulatory compliance. The Committee shall review with management any legal or regulatory matters or changes that may have a significant impact on the financial statements or compliance policies. The Committee shall also review reports confirming the Company's conformity with applicable legal and regulatory compliance requirements and the Business Conduct policy.

Enterprise Risk

The Committee shall perform the following with respect to the Company's risks and controls to address those risks:

- **Enterprise Risk Assessment.** Each quarter the Committee will review and discuss management's risk assessment, including major financial risks, and the steps taken to monitor and control or mitigate such exposures.
- **Specific Risk Oversight.** Oversight of management's governance practices and disclosures for risks over cybersecurity, artificial intelligence, and climate-related reporting.

Limitations

While the Committee has the responsibilities and powers set forth in this Charter, the Committee relies on: management for the preparation and accuracy of the Company's financial statements; both management and the Company's Internal Audit Function/management for establishing effective internal controls and procedures to ensure the Company's compliance with accounting standards, financial reporting procedures and applicable laws and regulations; and the Company's independent auditor for an unbiased, diligent audit or review, as applicable, of the Company's financial statements and the effectiveness of the Company's internal controls. The members of the Committee are not employees of the Company and it is not the duty of the Committee to plan or conduct audits, perform accounting procedures, prepare the Company's financial statements, or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable law. 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.