

**CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE  
COMMITTEE**

**OF THE**

**BOARD OF DIRECTORS**

**OF**

**CC MEDIA HOLDINGS, INC. (THE “COMPANY”)**

**(Amended and Restated as of February 17, 2011)**

1. Organization and Governance of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee (the “Committee”) of the Company shall consist of not less than five members appointed by the Board of Directors (the “Board”). In order to fulfill its role, the Committee shall be organized and governed in the following manner:

- Committee members will be appointed and removed by the Board;
- The Committee shall hold regularly scheduled meetings and such special meetings as circumstances dictate, at such times and places as the Committee shall deem advisable on the call of the Chairman of the Committee, the Chairman of the Board, the President, or, in their absence, by any member of the Committee;
- The presence of a majority of the members of the Committee then in office shall constitute a quorum for the transaction of business, and action may be taken by the Committee upon the affirmative vote of a majority of the members present;
- Action may be taken by the Committee without a meeting if all of the members of the Committee indicate their approval thereof in writing; and
- The Committee shall have the authority to delegate to subcommittees of the Committee any of the responsibilities of the full Committee; provided, however, that as long as an independent director, elected pursuant to Section 5.02(b) of the Third Amended and Restated Certificate of Incorporation of the Company, is on the Board, at least one such independent directors shall serve on any subcommittee of the Committee at all times.

2. Statement of Purpose. The purposes of the Committee are (i) to identify individuals qualified to become members of the Board and (ii) to recommend to the Board the director nominees for the next annual meeting of stockholders.

3. Goals and Responsibilities of the Committee. The responsibilities of the Committee shall include the following:

- Identify individuals qualified to become board members, receive nominations for such qualified individuals and review recommendations put forward by the Chief Executive

Officer or recommended by stockholders of the Company and recommend to the Board the director nominees for the next annual meeting of stockholders, taking into account each candidate's ability, judgment and experience and the overall diversity and composition of the Board;

- Establish a policy under which stockholders of the Company may recommend a candidate to the Committee for consideration for nomination as a director;
- Review and assess the adequacy of this charter and submit any changes to the Board for approval; and
- Report its actions and any recommendations to the Board on a periodic basis.

4. Authority and Resources of the Committee. In order to fulfill its role, the Committee shall have the authority to retain and terminate a search firm to assist in the identification of director candidates, and have the authority to approve the search firm's fees and other retention terms. The Committee shall also have the authority to retain legal, accounting or other experts that it determines to be necessary to carry out its duties and to determine compensation and retention terms for such advisors.