

# TEGNA

## CHARTER

### Leadership Development and Compensation Committee

[As updated through April 25, 2018]

#### 1.0 Purpose

The Leadership Development and Compensation Committee shall discharge the Board's responsibilities relating to the compensation and development of the Company's directors and executives. The Committee shall have overall responsibility for approving and evaluating the compensation plans, policies and programs of the Company and overseeing leadership and succession planning policies and criteria for the Company. To that end, the Committee shall have the responsibility, power and authority to set the compensation and benefits of elected officers and senior executives, determine distributions and grant awards under and administer the Company's various stock option and other incentive plans, and assume responsibility for all matters related to all of the foregoing. The Committee is also responsible for reviewing and discussing with management the Compensation Discussion and Analysis (CD&A) disclosures contained in the Company's proxy statement, and for making a recommendation as to whether the CD&A disclosures should be so included and incorporated by reference into the Company's Annual Report on Form 10-K. The Committee shall produce a report with respect to the foregoing for inclusion in the Company's proxy statement. The Committee also shall monitor the Company's human resources practices, including its performance in diversity and equal employment opportunity.

#### 2.0 Committee Membership

The Committee shall consist of such number of directors as may be designated from time to time by the Board, each of whom must satisfy the requirements of all applicable laws and regulations relative to compensation committee members' independence, including without limitation those of the New York Stock Exchange and the Securities and Exchange Commission, as determined by the Board. The Board shall appoint the members of the Committee and the chairperson.

#### 3.0 Compensation Policy

The Board believes that compensation of employees should be fair to both employees and shareholders, externally competitive, and designed to align very closely the interests of employees with those of the shareholders.

The Company's executive compensation program is designed to attract, motivate, reward and retain superior management talent.

The Leadership Development and Compensation Committee places heavy emphasis on pay for performance. The Committee believes substantial portions of total compensation should be at risk. Likewise, outstanding performance should lead to substantial increases in compensation.

#### 4.0 Committee Duties and Responsibilities

**4.1 Chief Executive Officer Compensation.** The Committee shall annually review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and approve the CEO's compensation level based on this evaluation, subject to any employment contract that may be in effect. In determining the long-term incentive

component of CEO compensation, the Committee should consider the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, the awards given to the CEO in past years, and such other factors as the Committee may consider relevant.

**4.2 Compensation of Directors and Senior Executives.** The Committee shall periodically review and make recommendations to the Board with respect to the compensation of directors, including Board and committee retainers, meeting fees, equity-based compensation, and such other forms of compensation as the Committee may consider appropriate. The Committee shall annually review and approve for the senior executives of the Company (a) the annual base salary, (b) the annual incentive bonus, (c) the long-term incentive award, (d) employment agreements, severance arrangements, and change in control agreements or provisions, in each case as, when and if appropriate, and (e) any supplemental or special benefits. The structure of management compensation should link the interests of management, both individually and as a team, to the interests of shareholders and management compensation packages should be designed to create a commensurate level of risk and opportunity based on business and individual performance. The Committee shall make recommendations to the Board concerning incentive compensation plans and equity-based plans. Shareholders must be given the opportunity to vote on equity-compensation plans, as well as material revisions to the terms of such plans, whenever a shareholder vote is required under the listing standards of the New York Stock Exchange or applicable law.

**4.3 Overall Compensation Structure.** In addition to reviewing and setting compensation for management, the Committee should, from time to time, review broadly the overall compensation structure for employees. In doing so, the Committee should bear in mind that incentives are industry dependent and are different for different categories of employees.

**4.4 Shareholder Advisory Votes.** The Committee shall review the results of any shareholder advisory votes regarding the Company's compensation plans, policies and programs and recommend to the Board how to respond to such votes. As necessary, the Committee shall, in consultation with Company management, recommend to the Board whether the Company should have an annual, biannual or triennial advisory shareholder vote regarding executive compensation.

**4.5 Succession Planning.** The Committee shall periodically monitor and review the Company's succession planning policies and criteria and the development and progression of the Company's executives.

**4.6 Risk Management.** The Committee shall:

a) Review the Company's compensation plans, policies and programs to confirm that they are not structured to encourage unnecessary risk taking by executives.

b) Review and discuss, at least annually, the relationship between the Company's risk management policies and practices and such compensation plans, policies and programs.

c) Periodically monitor and review with management, the risk exposure to the Company associated with the Company's human resource policies and practices.

**4.7 Subcommittees.** The Committee may form, and delegate authority to, subcommittees when appropriate.

**4.8 Reporting to the Board.** The Committee shall make regular reports to the Board.

**4.9 Consultants.** The Committee shall at all times have the exclusive authority, without the requirement to seek approval from the Board, to retain and terminate any compensation consultants or other advisors to assist it in any aspect of the evaluation of director, CEO or senior executive compensation or on any other subject relevant to the Committee's responsibilities, including the authority to approve such

consultant's or advisor's fees and other retention terms. The Committee shall consider the independence of any compensation consultant or other advisor, consistent with the factors enumerated by the New York Stock Exchange or the Securities and Exchange Commission from time to time regarding such independence, prior to retaining any such advisor. The Company will provide appropriate funding, as determined by the Committee, for payment of compensation to any advisors engaged by the Committee, and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee shall be directly responsible for oversight of the work of any adviser it may retain.

**4.10 Annual Evaluation.** The Committee shall conduct an annual evaluation of the Committee's performance as compared to the requirements of its Charter. The Committee shall participate with the Nominating and Governance Committee in oversight of the annual evaluation process for the Board and management.

**4.11 The Committee Charter.** The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.