

TEGNA

CHARTER

Nominating and Governance Committee

[As updated through December 1, 2021]

1.0 Purpose

1.1 The Nominating and Governance Committee shall identify individuals qualified to become Board members, it shall recommend to the Board candidates for election or re-election to the Board, it shall consider and make recommendations to the Board concerning the size and composition of the Board, it shall consider from time to time the Board committee structure and makeup, and it shall recommend to the Board retirement policies and procedures affecting Board members. The Committee also shall take a leadership role with respect to the Company's corporate governance practices. The Committee shall advise the Board as to such matters and it may recommend activities designed to increase the Company's awareness of such matters.

2.0 Committee Membership

2.1 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 nominating 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 Committee Authority and Responsibilities

3.1 **Director Nominees.** The Committee shall perform the core function of recommending nominees to the Board. This responsibility includes working with the full Board to establish criteria for Board membership, reviewing candidates' qualifications and any potential conflicts with the Company's interests, assessing the contributions of current directors in connection with their re-nomination, and making recommendations to the full Board with respect to these matters. The Committee's responsibilities should be carried out in consultation with the Chairman and the CEO. While it is appropriate for the Chairman and the CEO to meet with potential director nominees, the final responsibility for selecting director nominees rests with the Board.

3.2 Criteria for Selecting Directors.

3.2.1. Independence and Judgment. The Board should have a substantial degree of independence from management. Board independence depends not only on directors' individual relationships - personal, employment, or business - but also on the Board's overall attitude toward management. Providing objective independent judgment is at the core of the Board's oversight function, and the composition of the Board should reflect this principle. A majority of directors of the Board should be independent of management, in both fact and appearance, as determined by the Board. In order to be considered "independent", directors must satisfy the independence criteria of the New York Stock Exchange.

3.2.2. The Background of the Company's Directors. The Committee believes that having directors with relevant experience in business and industry, government, education and other areas is beneficial to the Board as a whole. Directors with such backgrounds can provide a useful perspective on significant risks and competitive advantages and an understanding of the challenges the Company faces. The Committee monitors the mix of skills and experience of its directors in order to assure that

the Board has the necessary tools to perform its oversight function effectively. The Committee recognizes the benefits of inclusiveness and diversity to Board and corporate excellence and believes that the Company should continue to work to maintain a Board that reflects the diversity of our country, including as to matters of race, ethnicity, gender and other attributes. The Committee believes in having appropriate board-level self-assessment, nomination and recruitment processes in place to support this goal. By way of example, the Committee believes that diversity is a valuable dimension to consider when assessing the board's composition and performance and that when a third-party advisor, such as a search firm, is engaged to assist in identifying qualified candidates meeting applicable search criteria, the Committee will direct such firm to include candidates with diverse backgrounds, including as to race, ethnicity and gender.

3.2.3. Retirement Age; Share Ownership. Article II of the Company's by-laws sets forth requirements with respect to directors' retirement age, and the Company's principles of corporate governance set forth guidelines with respect to minimum ownership of Company stock.

3.3 *Corporate Governance Framework.* The Committee should continue to evaluate the Company's corporate governance principles and recommend any changes to the Board.

3.3.1. Communication of Principles. These principles should be communicated to the Company's employees and stockholders and should be readily available to prospective investors and other interested persons, for example, on the Company's web site.

3.3.2. Company's Certificate of Incorporation and By-Laws. The Committee shall periodically review and recommend to the Board appropriate changes to the Company's certificate of incorporation and by-laws.

3.3.3. Stockholder Engagement, Stockholder Proposals and Proxy Advisory Firm Recommendations. The Committee shall support the Chairman, CEO, Board, other Board committees and the Company's management with respect to overseeing the Company's stockholder engagement programs, assessment of stockholder proposals and investor feedback received and review of proxy advisory firm recommendations as relevant regarding corporate governance matters, including by making recommendations to the Board regarding appropriate actions.

3.3.4. Corporate Governance Matters as Related to Corporate Social Responsibility, Sustainability and ESG. The Committee shall liaise with the Public Policy and Regulation Committee and the Board regarding corporate governance topics as they relate to corporate social responsibility, sustainability and other "ESG"-related matters, the Company's practices and disclosures related thereto and the periodic review of such matters with management.

3.4 *Risk Management.* The Committee shall periodically monitor and review with management the risk exposure to the Company associated with the Company's corporate governance practices.

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

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

3.7 *Consultants.* The Committee shall have the sole authority to retain and terminate any search firm to be used in the identification of director candidates and shall have sole authority to approve the search firm's fees and other retention terms, including instructing a search firm to endeavor to include diverse individuals meeting the applicable search criteria in the initial list and "pool" of potential candidates suggested by the search firm for consideration by the Committee. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors. The Company will provide appropriate funding, as determined by the Committee, for payment of compensation to any search firm or other advisors engaged by the Committee, and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

3.8 *Management and Board 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 Leadership Development and Compensation Committee in oversight of the annual evaluation process for the Board and Management.

3.9 *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.