TEGNA

Principles of Corporate Governance

[As updated through November 19, 2025]

An Ethical Board, CEO and Management. It is the responsibility of TEGNA's board to direct the company, and the responsibility of TEGNA's management to operate the company, in an effective and ethical manner to produce value for shareholders. TEGNA will continue to have an Ethics Policy with effective reporting and enforcement mechanisms.

Director Qualification Standards. A majority of directors should be independent of management, as determined by the Board, under the criteria of the New York Stock Exchange. The Board should monitor 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. Directors must be individuals of integrity, experience and wisdom. The Board will continue its successful efforts to maintain a well-informed Board, with a wide range of backgrounds, perspectives, experiences, qualifications, and skillsets that help promote corporate excellence.

Directors who change job status. It is not the sense of the Board that a director who retires from or changes the position held when he or she joined the Board, or otherwise accepts a new position after joining the Board, should necessarily leave the Board. It is appropriate, however, for the Board to review the continued appropriateness of Board membership under these changed circumstances. Therefore, any director who retires from or has a material change in responsibility or position with the primary entity by which the director was employed at the time of his or her election to the Board, or who accepts a new position with another entity after joining the Board, shall offer to submit a letter of resignation to the Nominating and Governance Committee for its consideration. The Governance, Public Policy and Corporate Responsibility Committee will make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken.

Resignation, Retirement or Decision not to Stand for Reelection. TEGNA recognizes that a director's willingness and/or availability to continue to serve on the Board may change over time due to a variety of individual circumstances. To enable TEGNA to comply with its public disclosure obligations, a director shall notify TEGNA's corporate secretary in writing of any decision regarding his or her potential resignation, retirement or a decision not to seek a new term on the Board as soon as practicable after such decision is made.

Director Orientation and Continuing Education. TEGNA management shall provide new directors with materials, briefings and additional educational opportunities to permit them to become familiar with the company and to enable them to better perform their duties and shall periodically provide materials, briefings and continuing educational opportunities for all directors on subjects that would assist them in discharging their duties.

The Board's Responsibilities. In addition to its broader oversight role, the Board's primary duties are to select and oversee a well-qualified chief executive officer who, with senior management, runs the company on a daily basis, and to monitor management's performance, on behalf of shareholders. Effective corporate directors are diligent monitors, but not managers, of business operations. Directors also should be effective counselors to management. The Board should be knowledgeable concerning trends in the company's business and is responsible for understanding and approving the company's principal activities and for monitoring the effectiveness of their implementation.

Risk Oversight. Evaluating how senior management identifies, assesses, manages and monitors the various risks confronting TEGNA is one of the Board's most important areas of oversight. In carrying out this critical responsibility, the Board (as a whole and through its committees) oversees TEGNA's risk management function through regular discussions with senior management. While the Board and its committees oversee TEGNA's risk management function, management is responsible for implementing day-to-day risk management processes and reporting to the Board and its committees on such matters. TEGNA has implemented an enterprise risk management program to enhance the Board's and management's ability to identify, assess, manage and respond to strategic, market, operational and compliance risks facing it.

Director Compensation. TEGNA's directors should be motivated through appropriate and competitive incentives to focus on continuing to achieve value for the company's shareholders. Director compensation should be geared toward retaining a superior Board. Including equity as part of directors' compensation helps align the interests of directors with those of TEGNA's other shareholders, and a meaningful portion of a director's compensation should be in the form of long-term equity.

Director stock ownership guidelines. The Board believes that non-management directors should be shareholders and have a significant personal financial investment in the company and, therefore, has established stock ownership guidelines for non-management directors. Non-management directors are expected to hold stock ownership with a value of 3 times the Board cash retainer. Shares relating to awards of restricted stock or restricted stock units or deemed held in the company's deferred compensation plan shall count towards achievement of the minimum guideline amount. Directors are expected to hold all shares received from the company as compensation until the stock ownership guideline is met.

Time Requirements. Serving on TEGNA's board requires significant time and attention. Directors must spend the time needed and meet as often as necessary to properly discharge their responsibilities. Directors shall ensure that existing or future commitments do not materially interfere with their ability to fulfill their responsibilities as TEGNA directors. Directors should expect that such matters will be appropriately considered by the Board and the Governance, Public Policy and Corporate Responsibility Committee in the context of board self-assessment and nomination decisions. Whether service on the boards of directors of other companies is likely to interfere with the performance of a director's duties to the company depends on the individual director and the nature of the director's other activities. It is expected that, before accepting another board position, a director will consider whether that service will compromise his or her ability to perform his or her present responsibilities to TEGNA, including as to time commitments. Each director shall provide advance notice to the chairman of the Board and the chair of the Governance, Public Policy and Corporate Responsibility Committee prior to the acceptance of an invitation to serve on the board of any other for-profit company. Notwithstanding the foregoing, (i) TEGNA's chief executive officer shall not serve on the board of directors of more than one (1) other public company and (ii) all other directors shall not serve on the board of directors of more than three (3) other public companies.

Board Meetings. The chairman of the Board establishes the agenda but should be responsive to directors' requests to add items or to improve the agenda. The agenda and meeting schedule must permit adequate time for discussion among Board members and management. The Board must have appropriate information to do its job, since the quality of information received by the Board directly affects its ability to perform its oversight function effectively. The independent directors shall, as they deem appropriate, meet in regularly scheduled executive sessions presided over by the independent chairman of the Board. If the chairman of the Board is not an independent director, the independent directors will designate, and publicly disclose the name of, a lead independent director who will preside at those sessions and have such other duties as the Board may establish for such position.

Access to Management and Independent Advisors. The Board may have access to any member of management to discuss any subject any time it wishes. Absent highly unusual circumstances, the CEO should be made aware of such discussions. The Board is entitled to rely on advice from outside advisors, although the Board should assess the qualifications of those upon whom it relies and the processes they use to reach their decisions and recommendations, and should hold advisors accountable.

Confidentiality. The proceedings and deliberations of the Board and its committees, as well as discussions that directors may have with management or other employees, are confidential, and maintaining the confidentiality of confidential company information, including as to Board matters and deliberations, is imperative. All such proceedings, deliberations and discussions with other directors or with employees of TEGNA, and any other confidential information learned during the course of service on the Board shall be held in strict confidence, including after Board service has ceased, and used solely in furtherance of TEGNA's business, and not for any personal benefit or to benefit persons or entities outside of TEGNA.

Directors should exercise due care that any interactions with employees do not result in the inappropriate disclosure of confidential company information in the possession of directors and are not unduly distracting or disruptive to the business operations of the company. Directors should refrain from giving strategic or operating direction to management and employees of the company outside the scope of the responsibilities of the Board or its committees. Each director should refer to the independent Chairman, CEO and/or General Counsel all inquiries from institutional investors or other shareholders, the press/media, analysts and all other third parties regarding TEGNA.

Annual Performance Evaluations. The Board should conduct a self-evaluation at least annually to determine whether it and its committees are functioning effectively and opportunities for enhancement.

Committee Responsibilities and Charters. The company shall have an Audit Committee, a Leadership Development and Compensation Committee, a Governance, Public Policy and Corporate Responsibility Committee and a Public Policy and Regulation Committee, each of which shall be comprised entirely of "independent directors", as determined by the Board under the criteria of the New York Stock Exchange and the Securities and Exchange Commission, as applicable. Each of these standing committees shall have a written charter; the Board has approved and endorsed the current charters of each such committee. The Board may from time to time form other committees as it deems necessary or appropriate to oversee aspects of the company's business, which other committees may, but are not required to, adopt written charters. Committees should keep the full Board informed of their activities.

Management Succession. Succession planning should include policies and principles for CEO selection and performance review. The Board or a committee should identify the qualities necessary for an effective CEO and for members of senior management and should periodically monitor and review the development and progression of potential internal candidates against these standards. The Board should consider policies for succession and transitional leadership in the event of an emergency or the retirement, incapacity or death of the CEO.

Management Responsibility. TEGNA's senior management, led by the CEO, is responsible for the day-to-day operations of the company, for properly informing the Board of the status of such operations, and for identifying and managing the risks that TEGNA undertakes in the course of carrying out its business. The company's CEO and senior management generally should take the lead in planning for strategy and principal actions. They should identify and develop appropriate plans for the company, present those plans to the Board, and implement the plans once Board review is completed.

Employees, Compensation and Benefits. Employee involvement is critical to achieving the company's goals. Success comes from relying upon the collective knowledge and skills of people at all levels of responsibility and from offering an environment where opportunity is based on merit. The company will continue its efforts to maintain a workforce comprised of employees from a wide range of backgrounds, perspectives, experiences, qualifications, and skillsets, and to provide those employees with compensation and benefits that are appropriate given the nature of TEGNA's business and the individual's responsibilities and geographic location.

Financial Controls and Reporting. It is senior management's responsibility to put in place and supervise the operation of systems that fairly present the financial condition and results of operations of the company, and to make the timely disclosures investors need to permit them to assess the financial and business soundness and risks of the company. The Board and its Audit Committee should continue to take reasonable steps to be comfortable that the company's financial statements and other disclosures accurately present to shareholders the company's financial condition and results of operations. It is the responsibility of TEGNA's board, through its Audit Committee and subject to ratification by shareholders at the annual meeting, to engage an independent accounting firm that will audit the financial statements prepared by management and issue an opinion on those statements based on generally accepted accounting principles. It is the responsibility of the independent accounting firm to ensure that it is in fact independent, is without conflicts of interest, employs highly competent staff, and carries out its work in accordance with generally accepted auditing standards. It is also the responsibility of the independent accounting firm to inform the company's board, through the Audit Committee, of any concerns the auditor may have about the appropriateness or quality of significant accounting treatments or business transactions that affect the fair presentation of TEGNA's financial condition and results of operations, or weaknesses in internal control systems.

The First Amendment. As a media company primarily comprised of a portfolio of broadcast television stations, one of TEGNA's key principles is to defend the integrity of the First Amendment. A key responsibility of its Board and management is to protect the integrity of TEGNA's broadcast news operations. Only then can the company successfully serve its customers and its shareholders. TEGNA's policy of responsible local editorial autonomy for its broadcast stations is a cornerstone of these efforts.

Good Citizenship. TEGNA will continue to be a good citizen of the local, national, and international communities in which it does business. The company should continue to contribute to the communities in which it operates by making charitable contributions directly or through the TEGNA Foundation. TEGNA's management will continue to take reasonable steps to develop, implement, and maintain effective compliance programs, and the Board should periodically review such efforts to gain reasonable assurance that they are effective.