

CUMULUS MEDIA INC.

CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

Purpose

The purpose of the Nominating and Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Cumulus Media Inc. (the “**Company**”) is to carry out the responsibilities delegated by the Board relating to the Company’s director nominations process and the Company’s corporate governance policies.

Membership

Number. The Committee will consist of two or more directors.

Qualifications. Each Committee member will be independent in accordance with applicable exchange listing requirements and applicable law. Desirable qualifications for Committee members include experience in corporate governance, business management and corporate or securities law.

Appointment. The Board will appoint the members and the Chair of the Committee based on recommendations made by the Committee. Committee members will serve at the pleasure of the Board and for such terms as the Board may determine.

Duties and Responsibilities

The members of the Committee will exercise their business judgment to act in what they reasonably believe to be the best interests of the Company and its stockholders. The Committee will provide counsel and advice to management and the Board by discharging the following authority and responsibilities:

- 1) The Committee will identify and screen individuals qualified to become directors, consistent with criteria approved by the Board. The Committee will consider any director candidates recommended by the Company’s stockholders pursuant to the procedures set forth in the Company’s Bylaws and described in the Company’s proxy statement. The Committee will also evaluate incumbent directors who are expected to stand for reelection upon the expiration of each director’s term.
- 2) The Committee will make recommendations to the Board regarding selection and approval of the director nominees to be submitted to a stockholder vote at the annual meeting of stockholders.
- 3) If a vacancy on the Board or any Board committee occurs, the Committee will identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy.

- 4) The Committee will conduct an annual evaluation of each director's independence according to applicable exchange listing rules, applicable law and the Company's corporate governance guidelines, and will present its evaluations to the Board to enable the Board to make a determination on each director's independence.
- 5) The Committee should review and make periodic recommendations to the Board regarding the skills, qualifications and experience required of directors and candidates to become directors. The Committee's recommended qualifications should emphasize a candidate's judgment, skill, integrity, experience with businesses and other organizations of comparable size or industry, the interplay of the candidate's experience with the experience of other directors, the extent to which the candidate would be a desirable addition to the Board and any committees of the Board, and any other factors that the Committee deems relevant to the current needs of the Board, including those that promote diversity.
- 6) The Committee should review the Board's committee structure and composition and make annual recommendations to the Board regarding the appointment of directors to serve as members and chairs of each committee.
- 7) The Committee should periodically review and make recommendations to the Board regarding the size of the Board.
- 8) The Committee should (a) develop and oversee appropriate Company orientation programs for new directors and continuing education programs for current directors, (b) periodically review these programs, and (c) update them as necessary.
- 9) The Committee will develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and will oversee the conduct of annual evaluations.
- 10) The Committee will review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and recommend that the appropriate disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable.
- 11) The Committee will review and discuss with management the Company's engagement with and responsiveness to stockholder votes on governance matters.
- 12) The Committee should develop and recommend to the Board for approval an executive officer succession plan (the "**Succession Plan**"), which should include appropriate contingencies in case the Chair of the Board or the Chief Executive Officer unexpectedly retires, resigns or is incapacitated. The Committee should review and update the Succession Plan periodically.

- 13) The Committee should assist the Board in fulfilling its oversight responsibilities relating to corporate responsibility and environmental, social and governance (“ESG”) matters.
- 14) The Committee should oversee the Company’s corporate governance practices and procedures. The Committee should identify evolving practices that may be in the best interests of the Company and review and recommend to the Board for approval any changes to the documents, policies and procedures in the Company’s corporate governance framework.
- 15) The Committee will report its activities to the Board at least annually in such manner and at such times as the committee of the Board deem appropriate.
- 16) The Committee will perform any other duties or responsibilities required by law, the Certificate of Incorporation or Bylaws of the Company or that are delegated to the Committee by the Board from time to time.

Meetings

The Committee will meet as frequently as it may determine necessary to carry out its responsibilities but not less than once per year. The Chair of the Committee will, in consultation with the other members of the Committee and appropriate officers of the Company, be responsible for calling meetings of the Committee, establishing its agenda and supervising its conduct. Any Committee member may submit items to be included in the agenda. Committee members may also raise subjects that are not on the agenda at any meeting. Meetings and actions of the Committee will be governed by the same rules applicable to the Board, in accordance with the Company’s Bylaws.

Meeting agendas and materials should be distributed to the Committee members in advance of the meeting. Following each meeting, a report of the Committee’s activities and recommendations should be presented at the next regularly scheduled meeting of the Board.

The Committee may request that any officer or employee of the Company, or any representative of the Company’s advisors, attend a meeting or meet with any members or representatives of the Committee.

Resources and Authority

The Committee may retain independent counsel and other independent advisors to assist it in carrying out its responsibilities. The Committee should have appropriate resources and authority to discharge its responsibilities, including appropriate funding in such amount as the Committee deems necessary, to compensate any consultants and any independent advisors retained by the Committee. The Committee will have the sole authority to retain and terminate any search firm to assist in the identification of director candidates and the sole authority to set the fees and other retention terms of such search firms.

Annual Review of Charter

The Committee will conduct and review with the Board annually an evaluation of the adequacy of this Charter and recommend any changes to the Board. The Committee may conduct this charter evaluation in such manner as the Committee, in its business judgment, deems appropriate.

Delegation

The Committee will have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

Annual Performance Evaluation

The Committee will annually conduct and review with the Board an evaluation of the Committee's performance as a part of the Board's self-evaluation process. The Committee's evaluation may be conducted in such manner as the Committee, in its business judgment, deems appropriate.

Adopted May 4, 2021