# The E.W. Scripps Company
# Compensation & Talent Management Committee Charter

## 1. Purpose

The Compensation & Talent Management Committee (the "Committee") is appointed by the Board of Directors (the "Board") to discharge the Board's responsibilities relating to compensation of the Company's directors and officers. The Committee has overall responsibility for reviewing, and approving where appropriate, the director and officer compensation plans, policies and programs of the Company as well as its talent management initiatives.

## 2. Organization

*A. Charter*. At least annually, this charter shall be reviewed and reassessed by the Committee and any proposed changes shall be submitted to the Board for approval.

*B. Members*. The members of the Committee shall be appointed and/or removed by the Board, upon the recommendation of the Nominating & Governance Committee, and shall meet the independence requirements of applicable law and the listing standards of the Nasdaq Stock Market and the requirements of a "non-employee director" for purposes of Section 16 of the Securities Exchange Act of 1934, as amended. The Committee shall be comprised of at least three members. Committee members may be removed by the Board of Directors. The Board shall make a determination on the independence of each member and shall also designate a Committee Chair.

*C. Meetings*. In order to discharge its responsibilities, the Committee shall each year establish a schedule of meetings; additional meetings may be scheduled as required.

*D. Quorum; Action by Committee*. A quorum at any Committee meeting shall be a majority of the committee members. All determinations of the Committee shall be made by a majority of its members present at a meeting duly called and held, except as specifically provided herein. Any decision or determination of the Committee reduced to writing and signed by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held.

*E. Agenda, Minutes and Reports*. The Chair of the Committee shall be responsible for establishing the agendas for meetings of the Committee. An agenda, together with materials relating to the subject matter of each meeting, shall be sent to members of the Committee prior to each meeting. Minutes for all meetings of the Committee shall be prepared to document the Committee's discharge of its responsibilities. The minutes shall be circulated in draft form to all Committee members to ensure an accurate final record, approved at a subsequent meeting of the Committee and posted to Boardvantage for review by all Board members. The Committee shall make regular reports to the Board.

*F. Delegation*. The Committee may delegate any of its responsibilities to (i) a subcommittee comprised of one or more members of the Committee, or (ii) one or more directors (whether or not such directors serve on the Committee), in each case as it deems appropriate; provided, however, that the Committee shall not delegate any power or

authority required by law, regulation or listing standard to be exercised by the Committee as a whole.

*G.* *Committee Performance Evaluation*. The Committee shall evaluate its performance on an annual basis based on criteria developed by the Nominating & Governance Committee.

## 3. Responsibilities

The Committee shall have the following responsibilities:

A. *Compensation Principles*. The Committee shall review and approve the compensation principles that apply generally to Company employees.

B. *Performance Goals and Objectives*. The Committee shall review and approve periodically, but no less frequently than annually, the Company's goals and objectives relevant to the compensation of the Chief Executive Officer (the "CEO"), other executives who are designated by the Board as "Section 16 officers", Executive Vice Presidents and the SVP, Audit & Compliance ("Senior Executives") including the balance between short-term compensation and long-term incentives, and shall evaluate the performance of the CEO and Senior Executives in light of those goals and objectives.

C. *Compensation Levels.*

i. The Committee shall review and approve a peer group of companies against which to compare the Company's compensation programs and practices for the CEO, Section 16 officers, Senior Executives and directors.

ii. The Committee shall annually review the compensation level (including base salary, annual incentive opportunity and long-term incentive opportunity) of the CEO and make recommendations regarding his compensation level to the non-employee directors of the Company. The CEO may not be present during voting or deliberations on the CEO's compensation. The Chairs of the Committee and Board shall be responsible for communicating to the CEO the evaluation of the performance of the CEO conducted by the Committee and the level of compensation approved for the CEO.

iii. The Committee shall annually review and approve the compensation level (including base salary, annual incentive opportunity and long-term incentive opportunity) of the Section 16 officers and Senior Executives, along with newly hired or promoted employees who are covered by the Executive Recruitment Policy, as the same may be amended by the Committee from time to time.

iv. In determining compensation levels, the Committee shall consider, among other factors it deems appropriate from time to time, the Company's overall annual financial and operating performance as well as total shareholder return (or other measures), the overall role and responsibility of each covered executive, the impact of each individual's contributions as well as the compensation levels of comparable positions at other media companies.

D. *Compensation Plans, Agreements and Arrangements*. The Committee shall review and make recommendations to the Board regarding:

i. employment agreements, severance arrangements or plans, and change in control arrangements or plans, for the CEO, Section 16 officers and Senior Executives;

ii. cash-based incentive plans covering the CEO, Section 16 officers and Senior Executives and equity-based incentive plans, and where appropriate or required, shall recommend for approval by the shareholders of the Company;

iii. employee benefit plans, including deferred compensation plans, retirement plans and welfare plans;

iv. perquisite arrangements for the CEO, Section 16 officers, and Senior Executives;

v. the Incentive Compensation Recoupment Policy (Clawback); and

vi. the stock ownership guidelines and compliance with such guidelines for the Executive Officers of the company which includes the CEO and Section 16 officers, and directors.

E. *Administration*. The Committee shall have the authority to administer the following plans and arrangements, subject to the provisions of each plan or arrangement:

i. cash-based incentive plans covering the CEO, Section 16 officers and Senior Executives and equity-based incentive plans covering employees; provided that the Committee may designate members of management to grant equity to non-executive officers under certain conditions as established by the Compensation Committee and

ii. severance arrangements or plans, and change in control arrangements or plans, covering the CEO, Section 16 officers and Senior Executives.

F. *Compliance and Oversight*. The Committee shall:

i. review the results of any shareholder advisory votes regarding the compensation of the Company's named executive officers and make recommendations to the Board how to respond to those votes;

ii. make recommendations to the Board whether the shareholder advisory votes regarding the compensation of the Company's named executive officers should occur every 1, 2 or 3 years;

iii. oversee the annual review of the Company's compensation policies and practices for all employees, including non-Senior Executives, to determine whether they create risks that are reasonably likely to have a material adverse effect on the Company, discuss at least annually the relationship between risk

management policies and compensation practices, and, as appropriate, consider compensation policies and practices that could mitigate risk;

iv. review and discuss with management the Company's Compensation Discussion and Analysis (the "CD&A") and recommend to the Board whether, based on that review and discussion, the CD&A should be included in the Company's annual proxy statement and incorporated by reference into the Company's annual report on Form 10-K;

v. approve the compensation committee report required to be included in the Company's annual proxy statement;

vi. review the calculation of the pay ratio of the median employee to CEO pay to be included in the Company's annual proxy statement;

vii. review the pay versus performance table and accompanying narrative to be included in the Company's annual proxy statement; and

viii. review and recommend to the Board for approval and administer the recoupment of erroneously awarded executive compensation, in each case in accordance with all applicable laws and regulations of the Nasdaq and the Securities and Exchange Commission.

G. *Succession Planning*. The Committee shall review succession plans for the President and CEO, Section 16 officers and other Senior Executives of the Company on an annual basis. The Committee shall provide regular updates to the full Board on the status of succession plans and the overall health of the Company's leadership pipeline. The Committee shall also make recommendations to the Board with respect to the selection of the President and CEO position.

H. *Human Capital Management.* The Committee shall provide oversight of the corporate sustainability strategies and the risks and opportunities related to human capital management commitments. The Committee shall receive reports from management and oversee the Company's strategies, policies and required disclosures related to human capital management, including with respect to matters such as talent management and development. Such oversight shall include the impact of artificial intelligence on the Company's workforce, talent and human capital management strategies, which the Committee shall consider in coordination with the Nominating & Governance Committee, which has primary oversight of the Company's artificial intelligence governance and strategy.

I. *Appointment and Monitoring of Named Fiduciaries*. With respect to employee benefit plans covering employees of the Company subject to the fiduciary responsibility provisions of the Employee Retirement Income Security Act of 1974, the Committee shall have the definitive authority to appoint and terminate the named fiduciary or named fiduciaries of such plan. The Committee may appoint one or more committees and charge such committees with the responsibility of engaging, overseeing and monitoring the fiduciaries' performance and to report to the Committee any irregularities or material matters.

J. *Director Compensation and Perquisites*. The Committee shall review, not less frequently than annually, and make recommendations to the Board regarding director

compensation, including cash payments, equity awards and other benefits. In considering Director compensation and other benefits, the Committee may take into consideration the relative responsibilities of Directors in serving on the Board and its various Committees and the status of the Board's compensation in relation to similarly situated companies. Directors who are Company employees shall not be compensated for their services as Directors.

K. *Other Duties*. The Committee shall also carry out such other duties that may be delegated to it by the Board from time to time.

## 4. Access to Consultants and Records

A. In carrying out its responsibilities, the Committee shall have authority to appoint, oversee, compensate and terminate compensation consultants, legal counsel or other advisers as the Committee may deem appropriate in its sole discretion. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of reasonable compensation to its compensation consultants, legal counsel or other advisers. In selecting compensation consultants, legal counsel and other advisers, the Committee shall take into consideration those factors determined by the Committee that affect the independence thereof, including factors identified by the Securities and Exchange Commission and the Nasdaq Stock Market. The Committee shall have full access to any relevant records of the Company and may also request that any officer or other employee of the Company, including the Company's senior compensation or human resources executives, the Company's outside counsel or any other person, meet with any members of, or compensation consultants to, the Committee.

B. On an annual basis, the Committee shall review and assess the performance of any compensation consultant for the prior year and make a determination of whether such compensation consultant will be retained to provide services to the Committee.

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