The E. W. Scripps Company
Nominating & Governance Committee Charter

1. Purpose

The Nominating & Governance Committee is appointed by the Board (1) to assist the Board by identifying and developing individuals qualified to become Board members, and to recommend director nominees to the Board and to the signatories to the Scripps Family Agreement; (2) to recommend to the Board the Governance Principles applicable to the Company; (3) to lead the Board in its annual review of the Board's performance; (4) to recommend to the Board director nominees for each committee; (5) to oversee the Company's overall strategy on corporate sustainability initiatives; and (6) to provide primary oversight of the Company's governance, strategy and responsible use of artificial intelligence.

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 of Directors for approval.

B. Members. The members of the Committee shall be appointed by the Board of Directors and shall meet the applicable independence requirements of the Nasdaq Stock Market. The Committee shall be comprised of at least three members. Committee members may be removed by the Board of Directors. The Board of Directors 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, shall be approved at a subsequent meeting of the Committee and shall be made available to the full Board of Directors. The Committee shall make regular reports to the Board of Directors.

F. Access to Records, Consultants and Others. In carrying out its responsibilities, the Committee shall have authority to appoint, oversee, compensate and terminate consultants, legal counsel or other advisors (including outside search firms) 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 consultants, legal counsel or other advisers. 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, the Company's outside counsel or any other person, meet with any members of, or consultants to, the Committee.

3. Responsibilities – General

The following shall be the principal responsibilities of the Committee:

A. Corporate Governance Principles. The Committee shall develop and recommend to the Board of Directors corporate governance guidelines or principles (the "Governance Principles") addressing, among other matters, the size, composition and responsibilities of the Board of Directors and its Committees, including its oversight of management and consultations with management, director qualification standards, any mandatory retirement age or other circumstances requiring submission of a resignation, director access to management and independent advisors, director orientation and continuing education and the annual performance evaluation of the Board of Directors. The Governance Principles may include additional standards for determining the independence of Directors. The Governance Principles shall be reviewed annually by the Committee, and the Committee shall make recommendations to the Board of Directors with respect to changes to the Governance Principles.

B. Performance Evaluation. The Committee shall develop the criteria for annual performance evaluations of the Board of Directors and each Committee, and shall oversee such evaluation. In discharging this responsibility, the Committee shall solicit comments from all Directors and report annually to the Board on the results of the evaluation. The Committee shall evaluate its own performance on an annual basis.

C. Advice as to Committee Membership and Operations. The Committee shall advise the Board of Directors with respect to the charters, structure and operations (including the authority, if any, of each committee to delegate to subcommittees) of the various Committees of the Board of Directors and qualifications for membership thereon, including policies for removal of members and, if appropriate, rotation of members among other Committees of the Board of Directors. The Committee shall also make recommendations to the Board of Directors regarding which Directors should serve on the various Committees of the Board and which Director shall chair each committee.

D. Evaluation of Director Independence. The Committee annually shall evaluate the independence of each of the Directors under applicable law, listing standards and criteria adopted by the Board of Directors and shall report on such evaluation to the Board of Directors (which is responsible for making the final determination of director independence).

E. Code of Ethics. The Committee shall review, at least annually, and recommend to the Company's chief ethics officer changes to the Company's Code of Conduct and its Code of Business Conduct and Ethics for the Chief Executive Officer and the Senior Financial and Accounting Officers and the Company's procedures for receiving and responding to complaints and enforcing the Codes. At each meeting, the Company's Chief Ethics Officer shall report to the Committee concerning the status of complaints that have been received.

F. Review of Legal Compliance. The Committee shall meet at least annually with the General Counsel and other appropriate legal staff of the Company to review the Company's

compliance with applicable law and listing standards related to trends and developments in corporate governance practices.

G. Required Disclosure. The Committee shall review and discuss with management required disclosure of corporate governance information, and shall recommend to the Board disclosure of such information in the Company's proxy statement or annual report on Form 10-K, as applicable.

H. Corporate Sustainability Responsibility. The Committee shall oversee the Company's overall strategy on corporate sustainability initiatives, including evaluating the impact of the Company's practices on the communities in which it operates and on the Company's other constituencies and stakeholders and reviewing and recommending to the Board for approval policies with respect to the Company's sustainability initiatives.

I. *Size of the Board.* The Committee shall consider and from time to time advise the Board of Directors, consistent with the Company's articles of incorporation and code of regulations, with respect to the number of Directors on the Board.

J. Waivers of Mandatory Retirement Age. To the extent provided in the Governance Principles, the Committee shall be responsible for recommending to the Board of Directors any waivers of any director mandatory retirement age requirements specified in the Governance Principles.

K. Director Orientation and Continuing Education. The Committee annually shall review the effectiveness of the orientation program provided by the Company for new Directors and shall assure that appropriate continuing education opportunities are made available by the Company to incumbent Directors.

L. Artificial Intelligence Oversight. The Committee shall provide primary oversight of the Company's governance, strategy and responsible use of artificial intelligence, including oversight of the Company's artificial intelligence governance framework, the Company's responsible artificial intelligence use policies, and artificial intelligence-related ethical considerations. The Committee shall receive a quarterly report from management regarding the Company's artificial intelligence governance, strategy and risk. Recognizing that artificial intelligence affects matters across the Company and within the subject-matter responsibilities of other Committees of the Board, the Committee shall serve as the central point of coordination for the Board's oversight of artificial intelligence and shall coordinate, as appropriate, with the Audit Committee with respect to artificial intelligence-related risk and with the Compensation & Talent Management Committee with respect to artificial intelligence-related human capital matters.

M. Other Delegated Responsibilities. The Committee shall also carry out such other duties that may be delegated to it by the Board of Directors from time to time.

4. Responsibilities with Respect to Selection and Nomination of Directors

A. Director Selection Criteria. When selecting new director nominees, the Committee shall consider any requirements of applicable law or listing standards and the qualification standards set forth in the Governance Principles as well as a candidate's requisite skills and characteristics, integrity, independence, age, industry knowledge and experience in the

context of the needs of the Board of Directors, and the composition of the Board of Directors as a whole.

B. Director Succession Planning. The Committee shall develop and recommend to the Board for approval a succession plan for Directors, review the plan periodically, and develop potential director candidates pursuant to such plan.

C. Director Recruitment. The Committee shall consider (in consultation with the Chair of the Board and the Chief Executive Officer) and recruit candidates to fill positions on the Board of Directors, including as a result of the removal, resignation or retirement of any Director, an increase in the size of the Board of Directors or otherwise. The Committee shall also review any candidate recommended by the shareholders of the Company in light of the Committee's criteria for selection of new Directors. As part of this responsibility, the Committee shall be responsible for conducting, subject to applicable law, any and all inquiries into the background and qualifications of any candidate for the Board of Directors and such candidate's satisfaction of the independence and other qualification requirements established by the Committee. The Committee may establish other procedures and policies for the review and consideration of candidates recommended by the shareholders of the Company.

D. Consultation with Signatories to the Scripps Family Agreement. The Chair of the Committee or designee shall discuss with the signatories to the Scripps Family Agreement, as the principal holders of the Company's Common Voting Shares, director nominees for election by the holders of the Common Voting Shares. The Committee shall be responsible for recommending nominees for election by the holders of the Common Voting Shares to the Board of Directors.

E. Reconsideration of Directors for Re-Election. In connection with its annual recommendation to the Board of Directors of a slate of nominees, the Committee shall assess the contributions of those incumbent Directors being considered for re-election, and shall consider whether they continue to satisfy the qualification requirements established by the Committee, in the context of the Board evaluation process and other perceived needs of the Board.

F. Recommendation to Board. The Committee shall recommend the director nominees for approval by the Board of Directors and the shareholders. Final approval of all nominees shall be the responsibility of the Board of Directors.

G. Director Removal Guidelines. The Committee may establish and recommend to the Board of Directors guidelines for the removal of members of the Board of Directors.

H. Consideration of Term Limits. The Committee shall review the desirability of term limits for Directors and recommend to the Board of Directors policies in this regard from time to time.