

CHARTER OF THE COMPENSATION COMMITTEE
OF THE
BOARD OF DIRECTORS
OF
IHEARTMEDIA, INC. (THE “COMPANY”)

(Amended and Restated as of February 11, 2016)

I. Organization and Governance of the Committee. There shall be a committee of the Board of Directors (the “*Board*”) to be known as the Compensation Committee (the “*Committee*”). The Compensation Committee shall be composed of not more than six directors but not less than two directors, none of whom shall be, or shall have been within the previous two years, an employee or officer of the Company and who shall be appointed by the Board. Members of the Committee may be removed at the Board’s discretion.

In order to fulfill its role, the Committee shall be organized and governed in the following manner:

- The Committee shall hold regularly scheduled meetings and such special meetings as circumstances dictate, at such times and places as the Committee shall deem advisable on the call of the Chairman of the Committee, the Chairman of the Board, the President, or, in their absence, by any member of the Committee;
- The presence of a majority of the members of the Committee then in office shall constitute a quorum for the transaction of business, and action may be taken by the Committee upon the affirmative vote of a majority of the members present;
- Action may be taken by the Committee without a meeting if all of the members of the Committee indicate their approval thereof in writing; and
- The Committee shall have the authority to delegate to subcommittees of the Committee any of the responsibilities of the full Committee; provided, however, that as long as an independent director, elected pursuant to Section 5.02(b) of the Third Amended and Restated Certificate of Incorporation of the Company, is on the Board, at least one such independent director shall serve on any subcommittee of the Committee at all times.

Notwithstanding the foregoing, to the extent the Board, in its sole discretion, deems it desirable or necessary for any purposes, the Board may form a subcommittee composed solely of members of the Committee. Any such subcommittee shall be governed by a separate charter.

II. Statement of Purpose and Responsibilities. For purposes of this charter, the term “executive officer” shall refer to any employee of the Company who is (i) subject to the

requirements of Section 16 of the Securities Exchange of 1934, as amended, governing insider trading reporting or (ii) to the extent applicable, covered by the regulations under Section 162(m) of the Internal Revenue Code of 1986, as amended, governing qualified performance-based compensation. The Committee has direct responsibility to perform the following duties:

- Review and approve corporate goals and objectives relevant to CEO and other executive officer compensation, evaluate the CEO's and other executive officers' performance in light of those goals and objectives and, either as a committee or together with the other independent directors (as directed by the Board), determine and approve the CEO's and other executive officers' compensation level based on this evaluation;
- Approve all awards to executive officers under the Company's incentive compensation plans, as well as adopt, administer, amend or terminate such plans for executive officers;
- Perform tasks similar to those in the two preceding bullets with respect to those other members of senior management whose compensation is the responsibility of the Board or whose compensation the CEO requests the Committee to review and affirm;
- Recommend to the Board all awards under the Company's equity-based plans, and recommend to the Board the adoption, amendment or termination of any compensation plan under which stock may be issued;
- Assist the Board in developing and evaluating potential candidates for executive officer positions (including the CEO) and oversee the development of executive succession plans;
- Obtain through discussions with management of the Company an understanding of the Company's risk management practices and policies in order to appropriately evaluate whether the Company's compensation policies or practices create incentives that affect risk taking;
- Review and discuss with management the Company's Compensation Discussion & Analysis ("CD&A") and, based on that review and discussion, recommend to the Board that the CD&A be included in the Company's annual proxy statement;
- Produce a compensation committee report on executive compensation for inclusion in the Company's annual report or proxy statement;
- Make recommendations to the Board regarding compensation, if any, of the Board;
- Review and assess the adequacy of this charter and submit any changes to the Board for approval;
- Report its actions and any recommendations to the Board on a periodic basis; and
- Review such other matters as the Board or the Committee shall deem appropriate.

III. Powers of the Committee. In order to fulfill its role, the Committee shall have the power to:

- Adopt, administer, amend or terminate compensation plans applicable to any class of employees of the Company and/or any subsidiary of the Company, other than incentive compensation plans and equity-based plans; and
- When it is determined by the Committee that a consulting firm (or other expert) is to assist in the assessment of CEO or other executive officer compensation, the Committee shall have the authority to retain and terminate such firm or expert and have the authority to approve the consulting firm or other expert's fee and other retention terms. The Committee shall also have the authority to retain legal, accounting or other experts that it determines to be necessary to carry out its duties and to establish the scope of the role of and to determine compensation for such advisors.