

Sinclair Broadcast Group, Inc. Audit Committee Charter

I. Purpose

- A. There shall be a committee of the Board of Directors (the “Board”) of Sinclair Broadcast Group, Inc. (the “Company”) to be known as the Audit Committee (the “Committee”). The purpose of the Committee is to provide assistance to the Board in fulfilling its fiduciary obligations and oversight responsibilities with respect to the integrity of the Company’s financial statements, the independent auditor’s qualifications and independence, the performance of the Company’s internal audit function and independent auditors, the significant financial matters of the Company, including tax policies, planning and compliance and treasury policies, and certain risk exposures of the Company. The Committee reports directly to the Board.
- B. This charter (the “Charter”) sets forth the authority and responsibilities of the Committee in fulfilling the purposes described herein. Although the Committee has the powers and responsibilities set forth in this Charter, the role of the Committee is oversight. The members of the Committee are not full-time employees of the Company, do not themselves prepare financial statements, and may or may not be accountants or auditors by profession or experts in the fields of accounting or auditing and, in any event, do not serve in such capacity. The functions of the Committee are not intended to duplicate or substitute for the activities of management and the independent auditor, and the Committee members cannot provide any expert or special assurance as to the Company’s financial statements, internal controls or management of risk or any professional certifications as to the work of the independent auditor.
- C. Consequently, it is not the duty of the Committee to conduct audits or determine that the Company’s financial statements and disclosures are complete and accurate and are in accordance with U.S. generally accepted accounting principles (“GAAP”) and applicable rules and regulations. Each member of the Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside of the Company from which it receives information, (ii) the accuracy of the financial and other information provided to the Committee by such persons or organizations absent actual knowledge to the contrary (which shall be promptly reported to the Board), and (iii) representations made by management as to any audit and non-audit services provided by the independent auditor.
- D. While this Charter should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company’s Certificate of Incorporation and By-Laws, it is not intended to establish by its own force any legally binding obligations.

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II. Membership and Organization

- A. The Committee must have, and certify that it has and will continue to have, a Committee of at least three members, each of whom must:
1. be an independent director as defined under the applicable rules, regulations and listing requirements of the stock exchange upon which the Company's securities are listed for trading (the "Exchange Rules"), except as may otherwise be permitted by the Exchange Rules,
 2. meet the criteria for independence set forth in Section 10A(m) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and Rule 10A-3 and any other rules and regulations promulgated by the Securities and Exchange Commission (the "Commission") under the Exchange Act (the "Commission Rules"), except as may otherwise be permitted by such Commission Rules,
 3. not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time in the last three years,
 4. be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement, and cash flow statement,
 5. meet any other requirements imposed by applicable law, regulations or rules, subject to any applicable exemptions and transition provisions, and
 6. be designated in the manner specified in the Company's By-Laws.
- B. All members of the Committee will have sufficient accounting or financial experience and ability to enable them to discharge their responsibilities, and at least one member will be an "audit committee financial expert" within the meaning of the Commission Rules.
- C. The members of the Committee shall be appointed by the Board and shall serve until their successors shall be duly appointed and qualified. The Committee's chairperson (the "Chair") shall be designated by the full Board or, if it does not do so, the Committee members shall elect a Chair by the vote of a majority of the full Committee.
- D. No member of the Committee may receive, directly or indirectly, any consulting, advisory or other compensatory fee from the Company or any of its subsidiaries, other than fees paid in his or her capacity as a member of the Board or a committee of the Board.

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III. Meetings and Actions without Meetings

- A. The Committee shall meet, at a minimum, four times per year on a quarterly basis, or more frequently as circumstances require. The Chair, in consultation with the other members of the Committee, will set the dates, times and places of such meetings. The Chair or any other member of the Committee may call meetings of the Committee by notice in accordance with the Company's By-Laws. A quorum of the Committee for the transaction of business will be a majority of its members. Meetings may be held via tele or video conference. The Committee may also act by unanimous written consent in lieu of a meeting.
- B. The Committee may require members of management, members of the Company's internal audit department (the "Internal Audit Department"), the independent auditors and others to attend meetings and to provide pertinent information, as necessary.
- C. As part of its job to foster open communications, the Committee may meet in separate executive sessions during each of its four regularly scheduled meetings. The Committee should meet separately with management, the head of the Internal Audit Department and the Company's independent auditors to discuss any matters that the Committee (or any of these groups) believes should be discussed privately as they consider necessary.

IV. Agendas, Minutes and Reports

- A. 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.
- B. The Committee will maintain written minutes of its meetings and copies of its actions by written consent and will cause such minutes and copies of written consents to be filed with the minutes of the meetings of the Board.
- C. The Committee will report regularly to the Board regarding its actions and make recommendations to the Board as appropriate to the Board, including therein any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance of the Company's independent auditor, or the performance of the Company's internal audit function. The Committee shall make such other periodic reports to the Board as may be required of it by the Board.

V. Duties and Responsibilities of the Committee

The principal responsibilities and duties of the Committee in serving the purposes outlined in Section V of this Charter are set forth below. These duties are set forth as a guide with the understanding that the Committee will carry them out in a manner that is appropriate given the Company's needs and circumstance. The Committee may

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supplement them as appropriate and may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities.

A. Financial Statement & Disclosure Matters

1. The Committee shall meet with management and the independent auditors to review the Company's Annual Report on Form 10-K, including the Company's annual audited financial statements, the form of the audit opinion to be issued by the auditors on the financial statements and the disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations."
2. The Committee shall meet with management and the independent auditors to review the Company's Quarterly Report on Form 10-Q, including the Company's quarterly financial statements and the disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operation."
3. The Committee shall review and discuss generally with the Company's management and the independent auditor, as appropriate, the type of information to be disclosed and type of presentation to be made regarding the Company's earnings press releases and other public releases of financial information.
4. The Committee shall discuss with the independent auditor significant reporting issues, judgments and risk exposures, and the Company's internal controls over financial reporting.
5. The Committee shall discuss with the independent auditor the critical audit matters affecting the Company or its financial statements.
6. The Committee will discuss with the independent auditor and the Company's management any items appropriate or required to be discussed in accordance with applicable Public Company Accounting Oversight Board (the "PCAOB") standards in connection with the preparation of financial statements of the Company.
7. The Committee will cause to be prepared an Audit Committee report required to be included as part of the Company's annual proxy statement as required by the Commission Rules.

B. Oversight of the Company's Relationship with the Independent Auditor

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1. The independent auditors shall report directly to the Committee.
2. Prior to commencement of the annual audit, the Committee shall review with management and the independent auditor the proposed scope of the audit plan and fees, including:
 - a. the areas of business to be examined,
 - b. the overall audit strategy,
 - c. the timing for the audit,
 - d. the independent auditor's responsibilities under GAAP,
 - e. the responsibilities of management in the audit process,
 - f. the adequacy of the personnel to be assigned to the audit,
 - g. all critical accounting policies and practices to be used in the audit,
 - h. special areas to be investigated, and
 - i. significant risks identified during the auditor's risk assessment.
3. The Committee shall review and pre-approve all audit and permitted non-audit services that may be provided by the Company's independent auditor, and establish policies and procedures for the Committee's pre-approval of permitted services by the Company's independent auditor on an on-going basis.
4. The Committee shall receive and review all reports prepared by the independent auditor and ensure that the independent auditor has full access to the Committee and the Board during its performance of the annual audit to report on any and all appropriate matters. When completed, the Committee shall review and discuss with the independent auditor the results, including any significant findings, of the annual audit.
5. The Committee shall, on an annual basis, evaluate the qualifications and performance of the independent auditor, including review of the lead partner and the rotation thereof in accordance with the regulations of the PCAOB and the Commission. The Committee must also receive from the independent auditor a formal written statement delineating all relationships between the independent auditor and the Company, actively engage in a dialogue with the independent auditor regarding any disclosed relationships or services that may impact the objectivity and independence of the auditor, and take, or recommend that the full board take, appropriate action to oversee the independence of the outside auditor.
6. The Committee will obtain, at least annually, required reports from the independent auditor, including:
 - a. such firm's internal quality control procedures,

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- b. any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and
- c. any steps taken to deal with any such issues.

In addition, the Committee will review and, to the extent warranted, discuss with the independent auditor such reports and any other matters required to be reviewed under applicable legal or regulatory requirements or Exchange Rules.

- 7. The Committee shall review with management and the Company's independent auditor at least quarterly:
 - a. all critical accounting policies and practices,
 - b. any major issues regarding accounting principles and financial statement presentation, including any significant changes in the selection or application of accounting principles,
 - c. any significant financial reporting issues and judgments made in connection with the preparation of financial statements,
 - d. any effects of alternative GAAP methods,
 - e. the effects of regulatory and accounting initiatives and off-balance sheet structures on the Company's financial statements,
 - f. any audit problems or difficulties and management's response, and
 - g. any written communications or significant disagreements between management and the independent auditors, and management's response to these communications or problems.
- 8. The Committee has direct responsibility for the resolution of disagreements between the independent auditor and management regarding financial reporting.
- 9. The Committee shall set clear hiring policies for the Company's hiring of employees or former employees of the independent auditor.

C. Oversight of the Company's Internal Audit Function

- 1. The Committee shall, on an annual basis, evaluate the performance of the head of the Internal Audit Department and review the Internal Audit Department's risk assessment and resulting plan including (a) budget and staffing, (b) any significant findings issued by internal audit and (c) management's response to those findings. The Committee also periodically reviews the Internal Audit Department's charter.

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2. The Committee shall oversee the appointment, performance, compensation and replacement of the chief audit executive.
3. The Committee shall review, on a quarterly basis, the report presented by the Internal Audit Department.
4. The Chair shall meet, on a quarterly basis, and discuss with the head of the Internal Audit Department, its plans and the issues identified as a result of its work and how management is addressing these issues.

D. Controls and Procedures

1. The Committee shall receive reports from the Company's CEO and CFO on all significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data and any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls.
2. The Committee shall review with management, the Internal Audit Department, and the independent auditor the quality, adequacy and effectiveness of the Company's internal controls over financial reporting, including any significant deficiencies or material weaknesses in the design or operation of, and any material changes in, the Company's internal controls and any special audit steps adopted in light of any material control deficiencies.

E. Risk Oversight

1. The Committee shall discuss with management, the Internal Audit Department, and the independent auditors the Company's policies with respect to risk assessment and risk management. This discussion should cover the Company's major financial risk exposures and the steps management has taken to monitor and control these exposures.
2. The Committee shall review the Company's risks relating to cybersecurity, including review of the state of the Company's cybersecurity, emerging cybersecurity developments and threats, and the Company's strategy to mitigate cybersecurity risks.

F. Other Duties and Responsibilities

1. The Committee shall review, approve and oversee any transactions between the Company and any related person (as defined in Item 404 of Regulation S-K) and

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any other material potential conflicts of interest situations on an ongoing basis, in accordance with the Company's Related Party Transaction Policy. (Exhibit A)

2. The Company shall review the Company's Code of Business Conduct (the "Code") at least annually. The Committee shall recommend to management any necessary changes to ensure that the Code is adequate in meeting the Committee's requirements and all applicable legal and regulatory requirements including the requirements of the Exchange Rules and Commission Rules. (Exhibit B)
3. The Committee shall establish and review whistleblower procedures regarding the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters. These procedures will serve to protect employees who act lawfully to:
 - a. provide information, cause information to be provided, or otherwise assist in an investigation; or,
 - b. file, cause to be filed, testify, participate in or otherwise assist in a proceeding filed as a result of a violation of securities laws relating to fraud against shareholders.
4. The Committee will periodically review with the Company's Regulatory Committee the status of any legal or regulatory matters that could have a significant impact on the Company's financial statements.
5. The Committee will perform any other activities required by applicable law, rules or regulations, including the Commission Rules and Exchange Rules, and take such other actions and perform and carry out any other responsibilities and duties delegated to it by the Board or as the Committee deems necessary or appropriate consistent with its purpose.

VI. Authority to Engage Outside Advisors

- A. The Committee shall have the ultimate authority and responsibility to select (or select for stockholder ratification), retain, evaluate, oversee, set compensation for and where appropriate, terminate and replace the independent auditor, for purpose of auditing the Company's annual financial statements.
- B. The Committee shall have authority to select, retain, and obtain the advice and assistance of outside legal counsel and such other advisors as it deems necessary to assist with the execution of its duties and responsibilities as set forth in this Charter.

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- C. The Company must provide for appropriate funding as determined by the Committee (i) for the payment of compensation to the independent auditors for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the company; (ii) compensation to any advisers employed by the Committee; and (iii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

VII. Miscellaneous

- A. The Committee and the Regulatory Committee shall keep each other regularly informed of their activities in matters of mutual interest and meet together at least twice annually to discuss such matters.
- B. The Committee may delegate any of its responsibilities to a subcommittee comprised of one or more members of the Committee when appropriate. Any decision of a subcommittee to approve audit, review, attest or non-audit services shall be presented to the full Committee at its next scheduled meeting.
- C. Members of the Committee will receive such fees or other compensation, if any, for their service as Committee members as may be determined by the Board, which may include additional compensation for the Chair. Such fees may include retainers or per meeting fees and will be paid in such form of consideration as is determined by the Board in accordance with applicable law, the Exchange Rules and the Commission Rules.
- D. The Committee will evaluate the Committee's composition and performance in connection with the annual evaluation to the Board. The Committee will review and reassess the adequacy of this Charter annually and recommend to the Board any changes the Committee determines are appropriate.