

## **AUDIT COMMITTEE CHARTER AS OF FEBRUARY 2015**

### **I. Purpose**

The primary functions of the Audit Committee (sometimes herein referred to as the “Committee”) are to oversee the:

- (i) Systems of internal and disclosure controls regarding finance, accounting, legal issues, regulatory compliance and ethical behavior;
- (ii) Accounting and financial reporting and disclosure processes and the audits of Sinclair Broadcasting Group’s (the “Company”) financial statements;
- (iii) Financial statements and other financial information provided to the public or reporting agency; and
- (iv) Performance of the Company’s Internal Audit Department and independent auditors. Consistent with these functions, the Committee will encourage continuous improvement of, and foster adherence to, the Company’s policies, procedures and practices at all levels.

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 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. 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 generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of the Company’s Management (the “Management”) and the independent auditors.

### **II. Organization**

The Audit Committee shall be comprised of three or more directors as determined by the Board of Directors, each of whom shall satisfy the independence requirements of Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and Rule 10A-3(b)(1) thereunder and the independence and financial literacy requirements of Nasdaq Rule 5605(C)(2)(A), and at least one of whom shall satisfy the expertise and experience requirements of Item 407(d)(5) of Regulation S-K and Nasdaq Rule 5605(C)(2)(A)(iv).

Notwithstanding the foregoing, one director who (1) is not "independent" as defined in the Nasdaq rules; (2) satisfies the criteria for independence set forth in Section 10A(m)(3) of the Exchange Act and the rules thereunder; and (3) is not a current officer or employee or a family member of such officer or employee, may be appointed to the audit committee, if the board, under exceptional and limited circumstances, determines that membership on the audit committee by the individual is required by the best interests of the company and its stockholders, and the board discloses, in the next annual proxy

statement subsequent to such, the nature of the relationship and the reasons for that determination. A member appointed under this exception may not serve on the Audit Committee for more than two years and may not chair the audit committee.

Committee members should be appointed by the Board at the annual organizational meeting of the Board of Directors. Members shall serve until their successors shall be duly appointed and qualified. The Committee's chairperson shall be designated by the full Board or, if it does not do so, the Committee members shall elect a chairperson by vote of a majority of the full Committee. The Committee may form and delegate authority to subcommittees when appropriate. Any decision of a subcommittee to preapprove audit, review, attest or non-audit services shall be presented to the full Audit Committee at its next scheduled meeting.

No member of the Audit 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.

### **III. Meetings**

The Audit Committee shall meet, at a minimum, four times per year on a quarterly basis, or more frequently as circumstances require. The Audit Committee may also act by unanimous written consent in lieu of a meeting. The Committee shall 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. As part of its job to foster open communications, the Committee can meet in separate executive sessions during each of its four regularly scheduled meetings. They 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. The Audit Committee shall keep such records of its meetings as it shall deem appropriate.

### **IV. Responsibilities and Duties**

In recognition of the fact that the Company's independent auditors are ultimately accountable to the Audit Committee, the Committee shall have the sole authority and responsibility to select, evaluate, and, where appropriate, replace the independent auditors or nominate the independent auditors for stockholder approval. The Committee shall approve in advance all audit engagement fees and terms and all non-audit engagements with the independent auditors. The Committee shall consult with Management but shall not delegate these responsibilities.

**To fulfill its responsibilities and duties, the Audit Committee shall:**

With respect to the independent auditors:

- (i) Have sole authority to appoint, retain, determine funding for and oversee the work of the independent auditors (including resolution of disagreements between Management and the independent auditors regarding financial reporting) for the purpose of preparing its audit report or related work.
- (ii) Develop pre-approval policies and procedures for audit and non-audit services provided to the Company, whether provided by the independent auditor or other firms.
- (iii) Have the sole authority to review in advance, and grant any appropriate preapprovals of, (a) all auditing services to be provided by the independent auditors, (b) all non-audit services to be provided by the independent auditors, and (c) in connection therewith to approve all fees and other terms of engagement.
- (iv) Review and approve disclosures required to be included in Securities and Exchange Commission periodic reports filed under Section 13(a) of the Exchange Act with respect to non-audit services.
- (v) Review the performance of the Company's independent auditors during quarterly meetings.
- (vi) On an annual basis, review and discuss with the auditors all relationships they have with the Company in order to evaluate their independence. The Audit Committee shall take, or recommend that the full Board take, appropriate action to oversee the independence of the independent auditor. In connection with this responsibility, the Committee: (i) shall ensure that the independent auditors submit to the Committee on an annual basis a written statement (as required by the Independent Standards Board Standards No. 1) detailing all relationships and services that may impact their objectivity and independence; (ii) shall discuss with the independent auditors any disclosed relationship or services that may impact the objectivity and independence of the auditors; and (iii) shall satisfy itself as to the auditors' independence.
- (vii) At least annually, obtain and review an annual report from the independent auditors describing (i) the auditors' internal quality control procedures and (ii) whether any material issues have been raised by the most recent internal quality control review, peer review, governmental or professional authority review. Obtain the corrective action steps being taken to deal with any such issues.
- (viii) Confirm that the lead audit partner, or the lead audit partner responsible for reviewing the audit, for the Company's independent auditors has not performed audit services for the Company for each of the five previous fiscal years.

(ix) Review all reports required to be submitted by the independent auditors to the Committee under Section 10A of the Exchange Act and item 2-07 of Regulation S-X thereunder.

(x) Review, based on upon the recommendation of the independent auditors and the Internal Audit Department, the scope and plan of the work to be done by the independent auditors for each fiscal year.

(xi) Receive and consider the reports required to be made by the independent auditor regarding (i) critical accounting policies and practices; (ii) alternative treatments within generally accepted accounting principles for policies and practices related to material items that have been discussed with Management, including ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and (iii) other material written communications between the independent auditor and Management.

With respect to financial statements:

(i) Review and discuss with Management, the Internal Audit Department and the independent auditors the Company's quarterly financial statements (including disclosures made in "Management's Discussion and Analysis of Financial Condition and Results of Operations") and the independent auditors' review of the quarterly financial statements, including any matters identified in connection with the independent auditor's review of interim financial information which are required to be discussed by applicable auditing standards, prior to submission to stockholders, any governmental body, any stock exchange or the public.

(ii) Review and discuss with Management, the Internal Audit Department and the independent auditors the Company's annual audited financial statements (including disclosures made in "Management's Discussion and Analysis of Financial Condition and Results of Operations") and the independent auditors' review of the quarterly financial statements prior to submission to stockholders, any governmental body, any stock exchange or the public.

(iii) Discuss with the independent auditors the matters required to be discussed by Auditing Standard No. 16, as amended, relating to the conduct of the audit.

(iv) Consider whether to recommend to the Board of Directors that the Company's quarterly statements and annual audited financial statements be included in the Company's Form 10-Q and 10-K, respectively, as required to be filed with the Securities and Exchange Commission.

(v) Prepare the report required by the Securities and Exchange Commission to be included in the Company's annual proxy statement and any other Committee

reports required by NASDAQ.

Periodic and Annual Reviews:

(i) Periodically review separately with Management, the independent auditors and the Internal Audit Department (i) any significant disagreement between Management and the independent auditors or the Internal Audit Department in connection with the preparation of the financial statements, (ii) any difficulties encountered during the course of the audit (including restrictions on the scope of work or access to required information), and (iii) Management's response to each.

(ii) Periodically meet separately with the independent auditors and obtain, (i) their judgments about the quality, appropriateness and acceptability of the Company's accounting principles and financial disclosure practices, as applied in its financial reporting and (ii) the completeness and accuracy of the Company's financial statements.

(iii) Consider and approve, if appropriate, significant changes to the Company's accounting principles and financial disclosure practices as suggested by the independent auditors, Management or Internal Audit Department. Review with the independent auditors, Management and the Internal Audit Department, at appropriate intervals the extent to which any changes or improvements in accounting of financial practices, as approved by the Committee, have been implemented.

(iv) Review with Management, the independent auditors, Internal Audit and legal counsel any legal, regulatory or compliance matters that could have a significant impact on the Company's financial statements, including significant changes in accounting standards or rules as promulgated by the Financial Accounting Standards Board, the Securities and Exchange Commission or other regulatory authorities with relevant jurisdiction.

(v) Obtain and review an annual report from Management relating to the accounting principles used in preparation of the Company's financial statements (including those policies for which Management is required to exercise discretion or judgments regarding the implementation thereof).

Discussions with Management:

(i) Review and discuss with Management, the Company's earnings/press releases (including the use of "pro-forma" or "adjusted" non-GAAP information) as well as financial information and earnings guidance provided to analysts and rating agencies.

(ii) Review and discuss with Management, all material, off-balance sheet

transactions, arrangements, obligations (including contingent obligations) and other relationships of the Company with unconsolidated entities or other persons, that may have a material current or future effect on financial condition, changes in financial condition, results of operations, liquidity, capital resources, or capital reserves.

(iii) Inquire about the application of the Company's accounting policies on a consistent basis from period to period, and the compatibility of these accounting policies with generally accepted accounting principles, and the Company's provisions for future occurrences which may have a material impact on the financial statements of the Company.

(iv) Review and discuss with Management (i) the Company's major financial risk exposures and the steps Management has taken to monitor and control such exposures (including Management's risk assessment and risk management policies), and (ii) the program that Management has established to monitor compliance with its code of business ethics and conduct for directors, officers and employees.

(v) Review and discuss with Management all disclosures made by the Company concerning any material changes in the financial condition or operations of the Company.

(vi) Obtain explanations from Management for unusual variances in the Company's financial statements. Review annually the independent auditor's letter of recommendations to Management and Management's response.

With respect to the internal audit function and internal and disclosure controls:

(i) Review, based upon the recommendation of the independent auditors and the head of the Internal Audit Department, the scope and plan of the work to be done by the Internal Audit Department.

(ii) Review and approve the appointment and replacement of the head of the Internal Audit Department, and review on an annual basis the performance of the Internal Audit Department.

(iii) In consultation with the independent auditors and the Internal Audit Department, (a) review the adequacy of the Company's internal and disclosure control structure and system, and the procedures designed to insure compliance with laws and regulations, and (b) discuss the responsibilities, budget and staffing needs of the Internal Audit Department.

(iv) Establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and (ii) the confidential, anonymous submission by

employees of the Company of concerns regarding questionable accounting or auditing matters.

(v) Receive and review the reports of the Company's Chief Executive Officer and Chief Financial Officer required by Rule 13a-14 of the Exchange Act.

#### **IV. Other**

(i) Review and approve all related-party transactions (defined as transactions required to be disclosed pursuant to Item 404 of Regulation S-K).

(ii) Review and approve (i) any change or waiver in the Company's code of business conduct and ethics for directors or executive officers, and (ii) any disclosure made on Form 8-K or the Company's website regarding such waiver or change.

(iii) Review and approve disclosure relating to audit fees and the audit committee's pre-approval policies required by Item 9(e) of Schedule 14A and Item 16 of Form 10-K, and disclosure relating to the Committee required by Item 7(d) of Schedule 14A.

(iv) Prepare the report required by Item 7(d)(3)(i) of Schedule 14A.

(v) Establish the policy for the Company's hiring of employees or former employees of the independent auditors who were engaged on the Company's account, and ensure the policies comply with any regulations applicable to the Company.

(vi) Review any Management decision to seek a second opinion from auditors other than the Company's regular independent auditors with respect to any significant accounting issue.

(vii) Review with Management and the independent auditors the sufficiency and quality of the Internal Audit Department staff and other financial and accounting personnel of the Company.

(viii) Report regularly to the Board.

(ix) Review and reassess the adequacy of this Charter annually and recommend to the Board any changes the Committee deems appropriate.

(x) The Committee shall conduct an annual performance evaluation.

(xi) Perform any other activities consistent with the Charter, the Company's Bylaws and governing law as the Committee or the Board deems necessary or appropriate.

## **V. Resources**

(i) The Audit Committee shall have the authority, without further action by the Board, to engage independent legal, accounting and other consultants to advise the Committee. The Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditors to attend a meeting of the Committee to meet with any members of, or consultants to, the Committee.

(ii) The Committee shall determine the extent of funding necessary for payment of (i) compensation to the independent auditors for the purpose of rendering or issuing the annual audit report; (ii) any independent legal, accounting and other consultants retained to advise the Committee; and (iii) ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of the independent auditors or any such independent consultants as established by the Audit Committee.