

Compensation Committee Charter

Purpose

The Compensation Committee (the "Committee") is appointed by the Board of the Directors (the "Board") of Sinclair Broadcast Group, Inc. (the "Company") to (1) evaluate and approve the compensation plans, policies and programs for executive officers of the Company or its subsidiaries, and (2) approve all awards to any employees under the Company's equity incentive plans.

Committee Membership

The Committee shall consist of no fewer than three members. All members of the Committee shall be directors determined by the Board to be independent pursuant to the Nasdaq Stock Market rules (the Nasdaq listing requirements), "non-employee directors" for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and "outside directors" for the purposes of Section 162(m) of the Internal Revenue Code, as amended.

The members of the Committee shall be appointed and replaced by the Board.

Committee Authority and Responsibilities

- The Committee shall create and review the Company's compensation programs for all officers under Rule 16a1(f) under the Exchange Act ("executive officers"), including salaries, bonuses, benefits and other compensation (taking into account the Executive Chairman's and CEO's recommendation and evaluation of each individual's performance), to ensure the attraction, retention and appropriate reward of executive officers, to motivate their performance in the achievement of the Company's business objectives, and to align the interests of executive officers with the long-term interests of the Company's stockholders.
- The Committee shall review and approve the Company's goals and objectives relevant to Executive Chairman and CEO compensation, evaluating Executive Chairman and CEO performance in light of those goals and objectives, and establishing the Executive Chairman's and CEO's compensation based on that evaluation; and in determining the long-term incentive component of Executive Chairman and CEO compensation, considering the Company's performance and relative stockholder return, the awards given to the Company's Executive Chairman and CEO in past years, and, with respect to the CEO, the value of similar incentive awards to CEOs at comparable companies.
- The Committee shall review the Company's incentive compensation and other equity-based plans and recommend changes in such existing plans or new plans to the Board as necessary.
- The Committee shall approve all awards to any executive officer under the Company's various stock option and other equity incentive plans.
- The Committee shall review and recommend to the Board for approval the frequency with which the Company will conduct a stockholder advisory vote on executive compensation ("Say on Pay Vote"), and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's annual proxy statement.
- The Committee shall prepare an annual report on executive compensation for inclusion in the Company's annual proxy statement or annual report on Form 10-K.
- The Committee shall assist the Company in preparing the Compensation Discussion & Analysis included in the Company's annual proxy statement, which shall disclose an overview of the Company's executive compensation programs, policies and philosophy.
- The Committee shall, after consultation with the CEO and the Executive Chairman, have the authority to retain and terminate a compensation consultant to evaluate executive officer or, if requested by the Nominating and Corporate Governance Committee, director compensation, at the Company's expense.

- The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant or other outside advisor.
- The Committee shall consider any conflicts of interest with a compensation consultant, taking into account (i) any other services provided to the Company by the person that employs the compensation consultant, (ii) the amount of the fees paid by the Company as a percentage of the compensation consultant's total revenue, (iii) the compensation consultant's policies and procedures designed to prevent conflicts of interests, (iv) a Committee member or executive officer's business or personal relationships with the compensation consultant, and (v) the Company's stock owned by the compensation consultant.
- The Committee shall review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board for approval.
- The Committee shall make regular reports to the Board.
- The Committee shall annually review its own performance.

Dated: August 4, 2020