

## **MEDIA GENERAL, INC.**

### **COMPENSATION COMMITTEE CHARTER**

#### **Statement of Policy**

The Compensation Committee of the Board of Directors shall provide assistance to the Board in fulfilling its oversight responsibilities relating to directors' and officers' compensation and shall have the overall responsibility for approving and evaluating the Company's director and officer compensation plans, policies and programs. In accordance with applicable rules and regulations, the Committee also shall produce an annual report on executive compensation for inclusion in the Company's annual proxy statement.

#### **Committee Membership**

The Committee shall comprise at least three directors, each of whom shall meet the independence requirements of the rules of the New York Stock Exchange.

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

#### **Responsibilities**

The Committee annually shall:

- Review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer, evaluate the CEO's performance in light of those goals and objectives and recommend to the Board the CEO's compensation level based on this evaluation, including the CEO's (1) annual base salary level, (2) annual incentive opportunity level, (3) long-term incentive opportunity level, (4) determinations as to the achievement of incentive goals and (5) any special or supplemental benefits. In determining the long-term incentive component of CEO compensation, the Committee shall consider, among other things, the Company's performance and relative shareholder return, and the awards given to the CEO in past years.
- Review and make recommendations to the Board with respect to the compensation of all directors, officers and other key executives, including incentive-compensation plans and equity-based plans.
- Review and approve for the senior executives of the Company (1) annual base salary level, (2) annual incentive opportunity level, (3) long-term incentive opportunity level, (4) determinations as to the

achievement of incentive goals and (5) any special or supplemental benefits.

- Retain any compensation experts deemed necessary by it for the fulfillment of its duties.
- Review its own performance and review and reassess the adequacy of this Charter and recommend any proposed changes to the Board.

Additionally, the Committee shall report regularly to the Board of Directors.