

ENTRAVISION COMMUNICATIONS CORPORATION

NOMINATING/CORPORATE GOVERNANCE COMMITTEE CHARTER

A. Purpose.

The primary purpose of the Nominating/Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Entravision Communications Corporation, a Delaware corporation (the “Company”), is to assist the Board in fulfilling its responsibilities by: (i) identifying individuals qualified to become directors and recommending to the Board candidates for all directorships to be filled by the Board or by the stockholders of the Company; (ii) identifying directors qualified to serve on the committees established by the Board and recommending to the Board members for each committee to be filled by the Board; (iii) developing and recommending to the Board a set of corporate governance guidelines applicable to the Company, including matters of (a) board organization, membership and function, (b) committee structure and membership and (c) succession planning for the Chief Executive Officer of the Company; and (iv) otherwise taking a leadership role in shaping the corporate governance of the Company.

B. Composition.

The Committee shall be comprised of two (2) or more directors as determined by the Board, each of whom shall be independent directors in accordance with the rules of The New York Stock Exchange (the “NYSE”). Unless a chair is elected by the Board, the members of the Committee may designate a chair (the “Chair”) by a majority vote of the Committee membership.

C. Appointment and Removal of Committee Members.

The members of the Committee shall be appointed by the Board annually, or as necessary to fill vacancies. Each member shall serve until his or her successor is duly elected and qualified or until such member’s earlier resignation or removal. Any member of the Committee may be removed, with or without cause, by a majority vote of the Board.

D. Meetings.

The Committee shall meet at least two (2) times annually, or more frequently as circumstances dictate. Any member of the Committee may call meetings of the Committee.

The Committee may invite to its meetings any officer, employee or director of the Company and such other persons as it deems appropriate in order to carry out its responsibilities.

E. Responsibilities, Duties and Authority.

In furtherance of its purpose, the Committee shall, at a minimum, take the actions enumerated below and shall have the authority provided for in this Section E and elsewhere in this Charter.

Recommendations Relating to the Selection of Candidates to Serve on the Board

1. The Committee shall establish criteria for selection of potential directors, taking into account all factors it considers appropriate, which shall include, at a minimum, strength of character, maturity of judgment, relevant technical skills or financial acumen, diversity of viewpoint and industry knowledge.
2. The Committee shall identify individuals believed to be qualified as candidates to serve on the Board and recommend to the Board candidates for all directorships to be filled by the Board or by the stockholders at an annual or special meeting. In identifying candidates for membership on the Board, the Committee shall take into account the criteria for selection set forth in Section E(1) above and the extent to which the candidate would fill a present need on the Board. In fulfilling its responsibilities as outlined above, the Committee shall consult from time to time, as appropriate, with the Chair of the Board.
3. The Committee shall review the qualifications and independence of existing directors on an annual basis and make recommendations to the Board as to whether each existing director should stand for re-election. The Committee shall recommend to the Board the removal of a director where appropriate.
4. The Committee shall consider and make recommendations to the Board on matters relating to the retirement of directors, including term limits or age caps.
5. The Committee shall conduct all necessary and appropriate inquiries into the backgrounds and qualifications of prospective Board candidates. In that capacity, the Committee shall have sole authority to retain and to terminate any search firm to be used to assist it in identifying candidates to serve as directors of the Company, including sole authority to approve the fees payable to such search firm and any other terms of retention.
6. The Committee shall recommend to the Board standards for determining director independence consistent with the requirements of the Securities and Exchange Commission (the "SEC"), the NYSE and

other guidelines on corporate governance. The Committee shall also periodically review the director independence standards established by the Board and recommend such changes in those standards as the Committee determines to be appropriate.

7. The Committee shall consider questions of independence and possible conflicts of interest of members of the Board and executive officers.
8. The Committee shall review and make recommendations, as the Committee deems appropriate, regarding the composition and size of the Board in order to ensure that the Board has the requisite expertise and its membership consists of persons with sufficiently diverse and independent backgrounds. In fulfilling this responsibility, the Committee shall, as appropriate, consult with the Chair of the Board.
9. The Committee shall periodically review the orientation process for all new directors.
10. At least annually, and as circumstances otherwise dictate, the Committee shall oversee evaluations of the Board and management.

Committee Selection and Composition

11. The Committee shall recommend members of the Board to serve on the committees of the Board, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant, and, where appropriate, make recommendations regarding the removal of any member of any committee. In fulfilling this responsibility, the Committee shall, as appropriate, consult with the Chair of the Board.
12. The Committee shall recommend members of the Board to serve as the chair of the committees of the Board. In fulfilling this responsibility, the Committee shall, as appropriate, consult with the Chair of the Board.
13. The Committee shall establish, monitor and recommend the purpose, structure and operations of the various committees of the Board, the qualifications and criteria for membership on each committee of the Board and, as circumstances dictate, make any recommendations regarding periodic rotation of directors among the committees and impose any term limitations of service on any Board committee.
14. The Committee shall periodically review the charter and composition of each committee of the Board and make recommendations to the

Board for the creation of additional committees or the elimination of existing Board committees.

Corporate Governance

15. The Committee shall, in its discretion, consider the adequacy of the Certificate of Incorporation and Bylaws of the Company and recommend to the Board, as conditions dictate, such amendments to the Certificate of Incorporation and Bylaws as the Committee deems appropriate, and shall review and make recommendations in connection with directors' and officers' indemnification and insurance matters.
16. The Committee shall develop and recommend to the Board a set of corporate governance guidelines appropriate for the Company and consistent with the applicable rules and regulations of the NYSE and the SEC and shall keep abreast of developments with regard to corporate governance to enable the Committee to make recommendations to the Board in light of such developments as may be appropriate.
17. The Committee shall periodically review the Company's corporate governance guidelines and make recommendations for changes as the Committee deems appropriate.

Continuity/Succession Planning Process

18. The Committee shall oversee and approve the Chief Executive Officer continuity planning process. In this regard, the Committee shall review and evaluate the policies and principles regarding the succession planning relating to the Chief Executive Officer of the Company and make recommendations to the Board with respect thereto.

Review and Reporting

19. The Committee shall oversee the evaluation of the Board and its committees.
20. The Committee shall report regularly to the Board with respect to such material matters as are relevant to the Committee's discharge of its responsibilities and with respect to such recommendations as the Committee may deem appropriate. The report to the Board may take the form of an oral report by the Committee's Chair or any other member of the Committee designated by the Committee to make such report.

21. The Committee shall maintain minutes or other records of meetings and activities of the Committee.

F. Delegation to Subcommittees.

The Committee shall have the authority to delegate any of its responsibilities to a subcommittee of the Committee.

G. Studies and Investigations.

The Committee shall have the power and authority to conduct or authorize studies and investigations into any matter of interest or concern within the scope of its responsibilities that the Committee deems appropriate, and shall have the authority to retain independent counsel, consultants or other experts to assist in the conduct of any such study or investigation, including the authority to approve fees payable to such experts and any other terms of retention.

H. Annual Performance Evaluation.

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee, including reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or valuable. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.

Adopted: April 15, 2004