



## MEDIA GENERAL, INC.

### NOMINATING & GOVERNANCE COMMITTEE CHARTER

#### Statement of Policy

The Nominating & Governance Committee of the Board of Directors shall provide assistance to the Board in fulfilling its oversight responsibilities relating to (a) the identification, consideration, and recommendation of candidates qualified to become nominees for election as directors of the Company, consistent with criteria approved by the Board, and (b) any changes necessary with respect to the Company's Principles of Corporate Governance and its Code of Business Conduct And Ethics.

#### 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 shall meet as often as it may determine, but not less than annually. The Committee may form and delegate authority to subcommittees when appropriate.

The following shall be the common recurring processes of the committee in carrying out its oversight responsibilities. These processes are set forth as a guide with the understanding that the Committee may supplement them as appropriate given changing circumstances.

In carrying out its responsibilities, Committee shall:

- Consider and recommend to the Board criteria for the consideration and selection of nominees for the Board.
- Identify candidates qualified to become nominees for election as directors of the Company, consistent with criteria established by the Board.
- In considering candidates for election to the Board, including stockholder nominees, and fulfilling its responsibilities hereunder, the Committee shall have the authority to retain any experts deemed necessary by it, and it shall be responsible for conducting, subject to applicable law, inquiries into

the background and qualifications of any such candidate for compliance with the criteria established by the Board.

- Recommend director nominees for approval by the Board and the stockholders of the Company.
- Consider and recommend to the Board changes to the Company's Principles of Corporate Governance and its Code of Business Conduct And Ethics.
- Review its own performance, 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.