

**CLEAR CHANNEL OUTDOOR HOLDINGS, INC.  
BOARD OF DIRECTORS GOVERNANCE GUIDELINES**

**(Amended and Restated as of February 12, 2013)**

Clear Channel Communications, Inc. (“Clear Channel”) is our indirect parent entity and owns indirectly shares of our outstanding common stock representing more than 50% of the total voting power of our common stock. For as long as Clear Channel owns more than 50% of the total voting power of our common stock, it will have the ability to direct the election of all of the members of our Board of Directors and to exercise a controlling influence over our business and affairs. On July 30, 2008, Clear Channel completed its merger with a subsidiary of CC Media Holdings, Inc. (“CC Media Holdings”), a company formed by a group of private equity funds sponsored by Bain Capital Partners, LLC and Thomas H. Lee Partners, L.P. (collectively, the “Sponsors”). Clear Channel is now indirectly owned by CC Media Holdings.

As a result of our ownership structure, Clear Channel Outdoor Holdings, Inc. (the “Company”) has elected to be treated as a “controlled company” under the Corporate Governance Standards of the Listed Company Rules of the New York Stock Exchange (“NYSE”) and, accordingly, the Company is exempt from certain provisions of those Corporate Governance Standards. In addition, as a result of our ownership structure, the Board of Directors (the “Board”) of the Company has determined that certain provisions of these Governance Guidelines are not applicable to the members of the Board who are affiliated with the Sponsors, as indicated below.

**1. Director Qualifications**

In addition to the Board members who are affiliated with the Sponsors, the Board of the Company seeks members from diverse professional backgrounds who combine a broad spectrum of experience and expertise with a reputation for integrity. Directors should have experience in positions with a high degree of responsibility; be leaders in the organizations with which they are affiliated; have the time, energy, interest and willingness to serve as a member of the Board; and be selected based upon contributions they can make to the Board and management.

**2. Independent Directors**

In addition to the Board members who are affiliated with the Sponsors, the Board shall include such number of “independent” directors, as that term is defined in Appendix A, as may be elected from time to time by the Company’s stockholders in accordance with applicable laws and regulations and the Company’s certificate of incorporation and by-laws.

### **3. Director Responsibilities**

The basic responsibility of a director is to exercise his or her business judgment and act in what he or she reasonably believes to be in the best interests of the Company and its stockholders. In discharging that obligation, a director should be entitled to rely on the honesty and integrity of the Company's senior executives and the Company's outside advisors and auditors.

Directors are expected to attend Board meetings and meetings of committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities.

### **4. Size of the Board**

The Board will be comprised of up to 12 members, none of whom need be stockholders or residents of the State of Texas. As provided in the Company's by-laws, the precise number of directors will be determined from time to time by the affirmative vote of a majority of directors in office at the time of the vote.

### **5. Selection of New Directors**

Directors may be selected by the Board or by stockholders in accordance with applicable laws and regulations and the Company's certificate of incorporation and by-laws. The Board will review all director nominees with direct input from the Chairman of the Board ("Chairman") and the chief executive officer of the Company ("CEO") and make Company director nominations in accordance with the Company's by-laws.

### **6. Annual Performance Evaluation**

#### *Board Effectiveness Review*

The Board will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. In connection with its evaluation, the Board will receive comments from all directors and assess the Board's performance and make any appropriate recommendations following each such review. All directors are free to make suggestions on improvement of the Board's practices at any time and are encouraged to do so. The purpose of this review is to increase the effectiveness of the Board as a whole, not to discuss the performance of individual directors.

#### *Director Evaluation*

The Board will be responsible for reviewing, on an annual basis, the requisite skills and characteristics of prospective Board members as well as the composition of the Board as a whole. This assessment will include members' affiliation with the Sponsors or qualification as independent, as well as consideration of diversity, age, skills and

experience in the context of the needs of the Board. The Board should effect changes in incumbent directors if, in its opinion, such changes are deemed appropriate.

## **7. Meetings of the Board**

As provided in the Company's by-laws, the Board meets regularly on previously determined dates and conducts special meetings on the call of the Chairman, the CEO or a majority of the Board.

## **8. Board Meeting Agendas**

The Chairman establishes the agenda for each Board meeting. Board members are encouraged to suggest items for inclusion on the agenda.

## **9. Board Materials Distributed in Advance**

The agenda for each meeting is provided to the directors in advance of the meeting together with written materials on certain matters to be presented for consideration. Management should endeavor to provide material that is concise and informative. Directors are expected to review these materials before the meeting.

## **10. Executive Sessions of Non-Management Directors**

The non-management directors and/or the independent directors will meet periodically in executive session without management participation.

## **11. Director Compensation**

The Board sets the level of compensation for non-employee directors who are not affiliated with the Sponsors, based on the recommendation of the Compensation Committee. From time to time the Compensation Committee reviews the amount and form of compensation paid to directors, taking into account such information as the Compensation Committee deems appropriate at the time. The Compensation Committee's review may be conducted with the assistance of outside experts in the field of executive compensation.

## **12. Board Access to Senior Management**

Board members have complete access to the Company's management, employees and its independent advisers for purposes of discharging their duties and responsibilities as directors. Any meetings or contacts that a director wishes to initiate may be arranged through the CEO or any other executive officer of the Company. Directors should use their judgment to ensure that any such contact is not disruptive to the business operations of the Company and will, to the extent appropriate, copy the CEO on any written communications between a director and any officer or employee of the Company.

### **13. Board Access to Independent Advisors**

The Board and its committees will have the right at any time, at the expense of the Company, to retain independent outside financial, legal or other advisors.

### **14. Director Tenure**

The Board believes that term limits on director service and a predetermined retirement age impose arbitrary restrictions on Board membership. Instead, the Board believes directors who, over a period of time, develop an insight into the Company and its operations provide an increasing contribution to the Company as a whole. The Board annual performance evaluation described above will be the primary determinant for Board tenure.

### **15. Directors Who Change Their Current Job Responsibilities**

A director, other than a director affiliated with a Sponsor, who changes the nature of the job he or she held when he or she was elected to the Board shall promptly notify the Board of the change. This does not mean that such director should necessarily leave the Board. There should, however, be an opportunity for the Board to review the continued appropriateness of Board membership under these circumstances.

### **16. Service on Multiple Boards**

To enable the Board to assess a director's effectiveness and any potential conflicts of interest, any director who serves on more than three other public company boards must advise the Chairman in advance of accepting an invitation to serve as a member of another public company board.

### **17. Attendance of Non-Directors at Board Meetings**

The Board believes it is important for directors to know the Company's key senior officers. The Board welcomes the regular attendance at Board meetings of non-Board members who are in the most senior management positions in the Company. The Chairman will extend such invitations.

### **18. Board Committees**

The Board may from time to time establish committees to assist the Board in overseeing the affairs of the Company. The Board will have, at a minimum, the following two standing committees: Audit and Compensation. Each of the Audit and Compensation Committees will have its own charter. These charters will set forth the purpose, composition, and responsibilities of each committee. Each committee may form subcommittees as circumstances warrant.

## **19. Committee Agendas**

The chair of each committee, in consultation with committee members and appropriate members of management, will determine committee agendas. Each committee chair will also determine the length and frequency of committee meetings consistent with any applicable requirements set forth in the committee's charter, applicable NYSE rules, the Company's by-laws and its certificate of incorporation.

## **20. Membership of Board Committees**

The Board, in consultation with and in consideration of the wishes and qualifications of the individual directors, will determine the membership of each committee, consistent with the requirements of the committee's charter, applicable NYSE rules, the Company's by-laws and its certificate of incorporation.

## **21. Service on Multiple Audit Committees**

If an Audit Committee member simultaneously serves on the audit committee of more than three public companies, the Board will determine whether such simultaneous service would impair the ability of such member to effectively serve on the Company's Audit Committee and will disclose such determination in the Company's annual proxy statement.

## **22. Rotation of Committee Assignments**

The Board believes that committee assignments should be based on each director's knowledge, interests and areas of expertise. The Board believes experience and continuity are more important than rotation and that Board members should only be rotated if rotation is likely to improve committee performance or facilitate the work of the committee.

## **23. Management Development and Succession Planning**

The Board or a committee of the Board will periodically consider management development and succession planning, including short-term succession planning for certain of the Company's most senior management positions in the event that all or a portion of such members of senior management should unexpectedly become unable to perform their duties.

## **24. Director Orientation and Continuing Education**

The Company will make available to each new non-management director an orientation program. This orientation may include presentations by senior management to familiarize new directors with the Company's strategic plans; its significant financial, accounting and risk management issues; its compliance programs; its corporate governance policies; its principal officers; and other areas of interest or concern to new directors. All other

directors are invited to attend any orientation programs conducted for new directors. The Company also will make education opportunities available from time to time for the Board in the areas of corporate governance, financial reporting, executive compensation and other areas of interest or concern to the Board.

## **Appendix A**

### **Director Independence Standards**

A member of the Board will be deemed to be “independent” if the Board affirmatively determines that the director has no material relationship with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company). The categorical standards below assist the Company in determining director independence:

1. A director must not be, or have been within the last three years, an employee of the Company. In addition, a director’s immediate family member (“immediate family member is defined to include a person’s spouse, parents, children, siblings, mother and father-in-law, sons and daughters-in-law and anyone (other than domestic employees) who shares such person’s home) must not be, or have been within the last three years, an executive officer of the Company.
2. A director or immediate family member must not have received, during any twelve month period within the last three years, more than \$120,000 in direct compensation from the Company, other than director or committee fees and pension or other forms of deferred compensation for prior service (and no such compensation may be contingent in any way on continued service).
3. A director must not be a current partner or employee of a firm that is the Company’s internal or external auditor. In addition, a director must not have an immediate family member who is (a) a current partner of such firm, or (b) a current employee of such a firm and personally works on the Company’s audit. Finally, neither the director nor an immediate family member of the director may have been, within the last three years, a partner or employee of such a firm and personally worked on the Company’s audit within that time.
4. A director or an immediate family member must not be, or have been within the last three years, employed as an executive officer of another company where any of the Company’s present executive officers at the same time serve or served on that company’s compensation committee.
5. A director must not be a current employee, and no director’s immediate family member may be a current executive officer, of a material relationship party (“material relationship party” is defined as any company that has made payments to, or received payments from, the Company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million, or 2% of such other company’s consolidated gross revenues).
6. A director must not own, together with ownership interests of his or her family, ten percent (10%) or more of a material relationship party.
7. A director or immediate family member must not be or have been during the last three years, an executive officer of a charitable organization (or hold a similar position), to which the Company makes contributions in an amount

which, in any of the last three fiscal years, exceeds the greater of \$1 million, or 2% of such organization's consolidated gross revenues.

8. A director must be "independent" as that term is defined from time to time by the rules and regulations promulgated by the Securities and Exchange Commission, by the listing standards of the NYSE and, with respect to at least two members of the compensation committee, by the applicable provisions of, and rules promulgated under, the Internal Revenue Code (collectively, the "Applicable Rules"). For purposes of determining independence, the Board will consider relationships with the Company and any parent or subsidiary in a consolidated group with the Company or any other company relevant to an independence determination under the Applicable Rules.



## **Appendix B Presiding Director**

The Board of the Company has created the office of Presiding Director to serve as the lead non-management director of the Board. The Board has established that the office of the Presiding Director shall at all times be held by an "independent" director, as that term is defined from time to time by the listing standards of the NYSE and as determined by the Board in accordance with the Board's Governance Guidelines. The Presiding Director has the power and authority to do the following:

- to preside at all meetings of non-management directors when they meet in executive session without management participation;
- to set agendas, priorities and procedures for meetings of non-management directors meeting in executive session without management participation;
- to generally assist the Chairman of the Board;
- to add agenda items to the established agenda for meetings of the Board;
- to request access to the Company's management, employees and its independent advisers for purposes of discharging his or her duties and responsibilities as a director; and
- to retain independent outside financial, legal or other advisors at any time, at the expense of the Company, on behalf of the Board or any committee or subcommittee of the Board.

Each independent director serving on the Board shall take turn serving as the Presiding Director on a rotating basis. The Presiding Director position will be rotated among the independent directors, in alphabetical order of last name, effective the first day of each calendar quarter. As of the date of these Governance Guidelines, Dale W. Tremblay is serving as the Presiding Director.

Stockholders and other interested parties may contact an individual director, the Presiding Director, the Board as a group, or a specified Board committee or group, including the non-management directors as a group, by sending regular mail to the following address:

Board of Directors  
Clear Channel Outdoor Holdings, Inc.  
P.O. Box 659512  
San Antonio, Texas 75265-9512

Each communication should specify the applicable addressee or addressees to be contacted, as well as the general topic of the communication. We will initially receive and process communications before forwarding them to the addressee. We may also refer communications to other departments at the Company. We generally will not forward to the directors a communication that is primarily commercial in nature, relates to an improper or irrelevant topic, or requests general information regarding the Company.