

Salem Media Group, Inc.
Nominating and Corporate Governance Committee Charter
(Reviewed December 2017)

1. Statement of Purpose

1.1. The purpose of the Nominating and Corporate Governance Committee (the “**Committee**”) is to assist the Board of Directors (the “**Board**”) of Salem Media Group, Inc. (the “**Company**”) in discharging its responsibilities relating to: (i) the development and recommendation to the Board for adoption and implementation of a set of corporate governance standards, (ii) identifying individuals qualified to become members of the Board, (iii) recommending that the Board recommend the director nominees to stockholders at the Company’s next annual meeting of stockholders (or at such interim meetings as may be necessary), (iv) recommending to the Board directors to serve on each standing Board committee, (v) leading in the annual review of Board performance and evaluation of the Board’s effectiveness, (vi) overseeing succession planning for the position of Chief Executive Officer and other key senior management positions, and (vii) analyzing, reviewing and, where appropriate, approving all related party transactions to which the Company or its subsidiaries or affiliates are a party, all in accordance with applicable rules and regulations.

1.2. The Committee’s objectives in performing its duties shall be to: (i) implement and maintain a comprehensive system of corporate governance guidelines and procedures that maximizes the Company’s compliance with all applicable laws and regulations, (ii) provide for a thoughtful, efficient and effective means of determining minimum qualifications for service on the Board and, in turn, identifying and recommending to the Board duly qualified nominees, (iii) serve as an objective evaluator of the performance of the Board on an annual basis, and (iv) determine the best means of smoothly and effectively transitioning the operations of the Company when a succession occurs at the senior management level, thereby more closely aligning the interests of the Company with its stockholders.

2. Composition of the Committee

2.1. Each member of the Committee shall be appointed by the Board and may be removed by the Board in its discretion. The Committee shall comprise at least three directors.

2.2. Each member of the Committee shall be an “independent director” meeting the applicable independence requirements of the NASDAQ Stock Market except as otherwise permitted by NASDAQ rules.

2.3. Members of the Committee shall be appointed and removed by the Board.

2.4. A Chairman of the Committee shall be appointed by the Board, or, in the absence of such an appointment, the members of the Committee may designate a Chairman by majority vote.

3. Authority, Duties and Responsibilities

3.1. The Committee shall review the appropriate qualifications, skills and characteristics required of directors with the Board on an annual basis (or more frequently as needed), and recommend to the Board any changes to these qualifications, skills and characteristics in considering the selection of nominees for director, as appropriate.

3.2. The Committee shall seek individuals qualified to become board members for recommendation to the Board, including evaluating and screening persons suggested by stockholders or others, and conducting appropriate inquiries into the backgrounds and qualifications of possible nominees. The Committee shall determine each proposed nominee's qualifications for service on the Board. Each nominee shall be a person of integrity and be committed to devoting the time and attention necessary to fulfill his or her duties to the Company.

3.3. The Committee shall consider and recommend to the Board, on at least an annual basis, nominees for appointment to standing committees of the Board (other than the Committee), taking into account the functions of each such committee and the qualifications, independence, availability to serve, conflicts of interest and other relevant factors relating to its Board members.

3.4. The Committee shall have the sole authority to retain, set the parameters of, and terminate any advisor or search firm to be used to identify director candidates for the Board or any of its standing committees (other than the Committee) and shall have the sole authority to approve the advisor's or search firm's fees and other retention terms, at the Company's expense. The Committee shall also have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors, at the Company's expense.

3.5. The Committee shall evaluate the performance and independence of each director annually before recommending to the Board his or her nomination for an additional term as director.

3.6. The Committee shall meet and report annually to the Board with an assessment of the Board's performance, to be discussed with the Board following the end of each fiscal year.

3.7. The Committee shall report its actions and any recommendations to the Board after each Committee meeting (and upon request by the Board) and shall conduct and present to the Board an annual performance evaluation of the Committee. The Committee shall review at least annually the adequacy of this charter and recommend any proposed changes to the Board for approval.

3.8. The Committee shall have the authority to delegate its responsibilities to subcommittees where appropriate.

3.9. The Committee shall adopt, and thereafter review and reassess, at least annually, the adequacy of the Company's Corporate Governance Principles and recommend any proposed changes to the Board for approval and implementation.

3.10. The Committee shall consider issues involving possible conflicts of interest among directors and senior managers. The Committee shall have the authority to review and consider for approval any related party transactions and, to the extent possible, shall determine whether to approve each transaction before it is entered into.

3.11. The Committee shall maintain regular contact with management of the Company regarding corporate governance matters.

3.12. The Committee shall periodically review and report to the Board on succession plans relating to positions held by the Chief Executive Officer and other key senior management of the Company and shall make recommendations to the Board regarding the selection of individuals to fill these positions.

3.13. The Committee shall take any other actions that may be delegated to it from time to time by the Board.

4. Committee Meetings

The Committee shall hold executive sessions when necessary and shall meet at least two times per year and as often as may be deemed necessary or appropriate. One such meeting shall be held at a time when the Committee can review and recommend annual nominations for Board positions as described above. Any additional meetings shall be called and held at the discretion of the Chairman of the Committee. A majority of the members of the Committee shall constitute a quorum unless there are only two members of the Committee, in which case a quorum shall require the presence of both members. Adequate minutes of all Committee meetings shall be kept. The President/Chief Executive Officer will function as the management liaison officer to the Committee.