

OUTFRONT MEDIA INC.

COMPENSATION COMMITTEE CHARTER

Purpose

The Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Outfront Media Inc. (the “Company”) to discharge the Board’s responsibilities relating to the compensation of the Company’s Chief Executive Officer, the Company’s other executive officers and other senior executives identified by the Committee after consultation with the Company’s Chief Executive Officer and Executive Vice President, Chief Human Resources Officer (collectively, the “Senior Executives”). As set forth in this charter, the Committee has overall responsibility for approving and evaluating compensation packages and making recommendations to the Board regarding equity-based and incentive compensation plans, policies and programs of the Company.

Composition

1. Members. The Committee shall consist of as many members as the Board, in consultation with the Committee itself, shall determine, but in any event not fewer than two members. The members of the Committee shall be appointed annually by the Board, taking into account the recommendation of the Nominating and Governance Committee of the Board.
2. Qualifications. Each member of the Committee shall meet the criteria for independence established by the New York Stock Exchange (the “NYSE”) corporate governance listing standards (“NYSE Standards”) and any other requirements imposed by applicable law, regulations or rules. At least two members of the Committee shall satisfy the criteria for “non-employee” directors within the meaning of Rule 16b-3 under the Securities and Exchange Act of 1934, as amended.
3. Chair. The Chair of the Committee shall be elected by the Board, taking into account the recommendation of the Nominating and Governance Committee.
4. Removal and Replacement. The members of the Committee may be removed or replaced, and any vacancies on the Committee shall be filled, by the Board, taking into account the recommendation of the Nominating and Governance Committee of the Board.

Operations

1. Meetings. The Chair of the Committee, in consultation with the Committee members, shall determine the schedule and frequency of the Committee meetings. The Chair of the Committee will determine in advance of each meeting whether non-Committee members may attend the meeting, and the Committee may request any officer or employee of the Company or any representative of the Company’s advisors to

attend a meeting. The Committee shall periodically meet in executive session without management, and no member of management shall be present at meetings in which his or her compensation or performance is discussed or determined.

2. Agenda. The Chair of the Committee shall review and approve the Committee's final agenda, in consultation with other members of the Committee. Each member of the Board and members of management are free to suggest the inclusion of items on the agenda. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practical, be provided to the members of the Committee sufficiently in advance of each meeting to permit meaningful review.
3. Report to Board. The Committee shall report regularly to the entire Board and shall submit to the Board the minutes of its meetings (without confidential individual compensation information).
4. Self-Evaluation; Assessment of Charter. The Committee shall conduct an annual performance self-evaluation and shall report to the entire Board the results of such self-evaluation. The Committee shall assess the adequacy of this Charter periodically and recommend any changes to the Board.

Authority and Duties

The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser (each, an "Adviser"). The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Adviser retained by the Committee. The Company will provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to an Adviser retained by the Committee. The Committee may select or receive advice from an Adviser to the Committee, consistent with the NYSE Standards, only after taking into consideration all factors relevant to that person's independence from management, including the factors specified in the NYSE Standards.

The Committee also has the authority to obtain advice and assistance from internal advisors as it deems appropriate to assist the Committee in fulfilling its responsibilities. The Committee has the authority to request that any officer or employee of the Company or the Company's outside counsel attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

The Committee shall, among other things:

1. Approve the total compensation package (including, without limitation, their base salaries, annual incentives, deferred compensation, equity-based compensation, incentive compensation, perquisites and other compensatory arrangements) for all the Company's Senior Executives.
2. Review and approve all equity and equity-based incentive compensation for all other employees of the Company except to the extent that the Committee has authorized specified members of management to approve equity compensation

(including but not limited to stock options and restricted share units) to such employees based on guidelines approved by the Committee from time to time.

3. Periodically and as and when appropriate, review and approve the following as they affect the Senior Executives: (a) all other incentive awards and opportunities, including both cash-based and equity-based awards and opportunities; (b) any employment, consulting, retirement and/ or severance agreements; (c) any change-in-control agreements and change-in-control provisions affecting any elements of compensation and benefits; and (d) any special or supplemental compensation and benefits for the Senior Executives and individuals who formerly served as Senior Executives, including supplemental retirement benefits and the perquisites provided to them during and after employment.
4. Review and approve annually the corporate goals and objectives relevant to the compensation of the Chief Executive Officer. Evaluate annually the performance of the Chief Executive Officer in light of these goals and objectives and report the results of the evaluations to the non-management directors. The Committee shall set the compensation levels of the Chief Executive Officer taking into account the evaluations. In determining the long-term incentive component of the Chief Executive Officer's compensation, the Committee shall consider, without limitation, the Company's financial performance, relative stockholder return, the value of incentive awards to executives in similar positions at comparable companies, and the awards given to the Chief Executive Officer in past years. The Committee will report to the Board on this process.
5. Review the evaluation of the performance of other Senior Executives, as appropriate.
6. Review periodically and make recommendations to the Board regarding the Company's incentive compensation plans applicable to the Company's Senior Executives and other senior executives including, but not limited to, the bonus plan for executives and the equity-based plans (collectively, the "Plans"), the appropriateness of the allocation of benefits under the Plans and the extent to which such Plans are meeting their intended objectives and, where appropriate, recommend that the Board modify any Plan that yields payments and benefits that are not reasonably related to employee performance.
7. Oversee the administration of the Plans in accordance with their terms, construe all terms and provisions, conditions and limitations of such Plans and make factual determinations required for the administration of such Plans.
8. Adopt and periodically review the Company's philosophy, strategy and principles regarding the design and administration of the Company's compensation programs.
9. Review and discuss with management the Company's Compensation Discussion

and Analysis (“CD&A”), recommend that the CD&A be included in the Company’s Annual Report on Form 10-K and proxy statement, as applicable, and produce the compensation committee report on executive officer compensation required to be included in the Company’s proxy statement or Annual Report on Form 10-K, as applicable.

10. Review the Company’s compliance with Securities and Exchange Commission rules and regulations regarding stockholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirements under NYSE Standards that, with limited exceptions, stockholders approve equity compensation plans.
11. Oversee and review the results of the Company’s annual assessment and mitigation of risks associated with the Company’s compensation policies and practices and incentive compensation arrangements for its employees.
12. Review, approve and periodically assess the effectiveness of any policies, plans, or agreements concerning the recoupment of incentive compensation, or “clawback” policies.

The foregoing list of duties is not exhaustive, and the Committee may, in addition, perform such other functions as the Board determines to be necessary or appropriate for the performance of the Committee’s oversight function. The Committee has the power to delegate its authority and duties to subcommittees or individuals as it deems appropriate and in accordance with applicable laws and regulations. In discharging its oversight role, the Committee shall have full access to the Company’s senior management and employees and all Company books, records and facilities. The failure of any member of the Committee to meet the qualifications provided in this Charter shall not invalidate any determination or action taken by the Committee.