

OUTFRONT MEDIA INC.

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Purpose

The Nominating and Governance Committee (the “Committee”) is established by the Board of Directors (the “Board”) of OUTFRONT Media Inc., a Maryland corporation (the “Company”), for the following purposes: (i) identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and recommending to the Board director nominees to stand for election at the next annual meeting of stockholders, (ii) making recommendations to the Board as to the independence of each director, (iii) monitoring significant developments in the law and practice of corporate governance and of the duties and responsibilities of directors of public companies, (iv) leading the Board in its annual performance self-evaluation, including establishing criteria to be used in connection with such evaluation, (v) developing and making recommendations to the Board with respect to the Company’s Corporate Governance Guidelines, (vi) conducting reasonable prior reviews and oversight of all transactions between the Company and related persons for potential conflicts of interest, and (vii) reviewing and reporting to the Board on the Company’s policies, practices and disclosures relating to environmental, social, and governance issues for purposes of risk management, long-term business strategy and otherwise.

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 Committee.
2. Qualifications. Each member of the Committee shall meet the criteria for independence established by the New York Stock Exchange (“NYSE”) corporate governance listing standards and any other requirements imposed by applicable law, regulations and rules.
3. Chair. The Chair of the Committee shall be elected by the Board, taking into account the recommendation of the 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 Committee.

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.

2. Agenda. The Chair of the Committee shall develop and approve the Committee's 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. Notwithstanding any other provision of this Charter, the Committee may for so long as it deems reasonably necessary maintain the confidentiality of its proceedings from some or all of the other members of the Board, if the Committee determines that such confidentiality is in the best interests of the Company.
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 the self-evaluation. The Committee shall assess the adequacy of this Charter periodically and recommend any changes to the Board.

Authority and Duties

1. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
2. The Committee shall identify and recommend to the Board candidates for election or re-election to the Board, or for appointment to fill any vacancy that is anticipated or has arisen on the Board, in accordance with the criteria, policies and principles set forth in the Company's Corporate Governance Guidelines. The Chair of the Committee, in conjunction with the Chairman of the Board, Chief Executive Officer and the entire Board, shall extend invitations to join the Board to the selected candidates.
3. The Committee shall review qualified candidates for the Board recommended by stockholders in accordance with the Nominating and Governance Committee's Policy Regarding Consideration of Director Candidates Recommended by Stockholders, applicable laws, rules and regulations and the provisions of the Company's organizational documents.

4. The Committee shall review annually with the Board the appropriate size and the current composition of the Board in light of the characteristics of independence, diversity, age, skills, experience, availability of service to the Company and tenure of its members, and of the Board's anticipated needs. The Committee shall review with the Board the appropriate skills and characteristics required of Board members.
5. The Committee shall evaluate and make recommendations annually to the Board as to the independence of each director.
6. The Committee shall, upon a significant change in a director's personal circumstances (including a change in principal occupation) or in the event a significant ongoing time commitment arises that may be inconsistent with a director's service on the Board, review, as appropriate and in light of the then current Board policies as reflected in the Corporate Governance Guidelines, the continued Board membership of such director.
7. The Committee shall advise the Board periodically with respect to significant developments in the law and practice of corporate governance, as well as the Company's compliance with its Corporate Governance Guidelines and applicable laws and regulations, and make recommendations to the Board on all matters of corporate governance and on any action to be taken, as the Committee may deem appropriate.
8. The Committee shall review the Company's Corporate Governance Guidelines on a periodic basis and propose modifications for the Board's consideration as appropriate. The Committee shall also review all proposed changes to each Board committee's charter.
9. The Committee shall review annually the Board's committee structure and composition and recommend to the Board for its approval directors to serve as members and chairs of each committee. The Committee shall recommend to the Board additional members to fill vacancies as needed.
10. In collaboration with the Lead Independent Director, if any, the Committee shall oversee the annual evaluation of the Board and its committees. In connection with its oversight responsibilities, the Committee shall establish criteria and processes for, and lead the Board in, its annual performance self-evaluation. In addition, the Committee shall also establish criteria for the self-evaluations of each committee. The performance self-evaluations will focus on the contribution to the Company by the Board and each committee, and will specifically focus on areas in which a better contribution could be made.
11. The Committee shall review periodically succession planning for the Chief Executive Officer, including the policies regarding succession in the event of an emergency or the retirement of the Chief Executive Officer. The Committee may

consider input from the Chief Executive Officer with respect to his or her own position. In addition, after receiving a report from the Chief Executive Officer, the Committee will review succession planning for the President, Chief Operating Officer, Chief Financial Officer, the General Counsel and any other operating managers who report directly to the Chief Executive Officer, including with respect to, among other things, their experience, responsibilities, advancement potential and diversity. The Committee will report to the non-management directors of the Board on these reviews.

12. The Committee shall review annually director compensation and benefits, and make recommendations to the Board.
13. In accordance with policies established by the Board, the Committee shall conduct a reasonable prior review and oversight of all related person transactions for potential conflicts of interest. In conducting such review, the Committee will approve, ratify or take any other action it deems appropriate with respect to transactions between the Company and related persons, including prohibiting any such transaction if the Committee determines it to be inconsistent with the interests of the Company and its stockholders. For these purposes, the terms “transaction” and “related person” shall have the meanings contained in Item 404 of Regulation S-K.
14. The Committee shall review and report to the Board on a periodic basis with regards to matters of the Company’s policies and practices relating to environmental, social and governance issues, including the Company’s public reporting on these topics.

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 individual members of the Committee as it deems appropriate. 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.

Limitations on Scope

Committee members shall serve on the Committee subject to the understanding on their part and the part of the Company’s management that:

1. Committee members are not employees or officers of the Company and are not directly involved in the Company’s daily operations and they will not serve as members of the Committee on a full-time basis.
2. Committee members expect management to provide the Committee with prompt and accurate information, so that the Committee can discharge its duties properly.

3. To the extent permitted by law, Committee members shall be entitled to rely on any information, opinion, report or statement prepared or presented by an officer or employee of the Company whom the Committee member reasonably believes to be reliable and competent in the matters presented, by a lawyer, certified public accountant or other person, as to a matter which the Committee member reasonably believes to be within the person's professional or expert competence, or by a committee of the Board on which the Committee member does not serve, as to a matter within its designated authority, if the Committee member reasonably believes the committee to merit confidence.

Committee members, in agreeing to serve on the Committee, do so in reliance on, among other things, the provisions of the Company's charter which:

1. Together with the Company's Bylaws, provide indemnification for their benefit; and
2. To the fullest extent permitted by law, provide that no current or former director shall be personally liable to the Company or its stockholders for monetary damages.