

□

PROXY

ENTERCOM COMMUNICATIONS CORP.

PROXY

**PROXY FOR COMMON STOCK
THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS FOR
THE SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON
NOVEMBER 15, 2017 AT 10:00 A.M. LOCAL TIME**

The undersigned holder of Common Stock of Entercom Communications Corp. (the “**Company**”) hereby appoints, in the case of Class A Common Stock, Richard J. Schmaeling and Andrew P. Sutor, IV, or either of them, or, in the case of Class B Common Stock, David J. Field, proxy for the undersigned, each with full power of substitution, to represent and to vote as specified in this proxy all Common Stock of the Company that the undersigned shareholder would be entitled to vote if personally present at the Special Meeting of Shareholders (the “**Special Meeting**”) to be held on November 15, 2017 at 10:00 a.m., local time, at Hotel Sofitel Philadelphia, 120 S. 17th Street, Philadelphia, PA 19103, and at any adjournments or postponements of the Special Meeting. The undersigned shareholder hereby revokes any proxy or proxies heretofore executed for such matters.

(Continued and to be signed on the reverse side.)

SPECIAL MEETING OF SHAREHOLDERS OF ENTERCOM COMMUNICATIONS CORP.

**November 15, 2017
COMMON STOCK**

PROXY VOTING INSTRUCTIONS

INTERNET - Access "www.voteproxy.com" and follow the on-screen instructions or scan the QR code with your smartphone. Have your proxy card available when you access the web page.



TELEPHONE - Call toll-free **1-800-PROXIES** (1-800-776-9437) in the United States or **1-718-921-8500** from foreign countries from any touch-tone telephone and follow the instructions. Have your proxy card available when you call.

Vote online/phone until 11:59 PM EST the day before the meeting.

MAIL - Sign, date and mail your proxy card in the envelope provided as soon as possible.

IN PERSON - You may vote your shares in person by attending the Special Meeting.

GO GREEN - e-Consent makes it easy to go paperless. With e-Consent, you can quickly access your proxy material, statements and other eligible documents online, while reducing costs, clutter and paper waste. Enroll today via www.astfinancial.com to enjoy online access.

COMPANY NUMBER	
ACCOUNT NUMBER	

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON NOVEMBER 15, 2017. THE PROXY STATEMENT IS AVAILABLE AT www.entercom.com/investors. SELECT "PROXY MATERIAL."

↓ Please detach along perforated line and mail in the envelope provided IF you are not voting via telephone or the Internet. ↓

00033303030000000000 3

111517

THE BOARD OF DIRECTORS RECOMMENDS A "FOR" VOTE WITH RESPECT TO PROPOSALS 1 through 5.

PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE

This proxy, when properly executed, will be voted in the manner as directed herein by the undersigned shareholder. If you provide a proxy without indicating how you wish to vote, all of your shares will be voted at the discretion of your proxies on any matter that may be properly brought before the Special Meeting, except to the extent such discretionary voting is not permitted by any applicable rules or regulations. The undersigned shareholder may revoke this proxy at any time before it is voted by delivering to the Corporate Secretary of the Company either a written revocation of the proxy or a duly executed proxy bearing a later date, or by appearing at the Special Meeting and voting in person.

- | | FOR | AGAINST | ABSTAIN |
|---|--------------------------|--------------------------|--------------------------|
| 1. To approve the Share Issuance of Entercom Class A Common Stock in the Merger. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To approve the Classified Board Amendment to the Existing Entercom Articles to classify the Entercom board of directors following the Merger. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To approve the FCC Amendment to the Existing Entercom Articles to permit the board of directors to (i) require certain information from shareholders and (ii) take certain actions in order to continue to comply with federal communications laws. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To approve, on a non-binding, advisory basis, the Executive Compensation Proposal relating to certain compensation arrangements for Entercom's named executive officers in connection with the Merger. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To approve the Adjournment Proposal to adjourn or postpone the Special Meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes at the time of the Special Meeting to approve the Share Issuance or the Classified Board Amendment. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. To transact such other business that may properly come before the Special Meeting or any adjournment or postponement thereof. | | | |

The undersigned acknowledges access to the Notice of Special Meeting of Shareholders and Proxy Statement in which Proposals 1 - 5 are fully explained.

PLEASE MARK, SIGN, DATE AND RETURN THIS CARD PROMPTLY USING THE ENCLOSED RETURN ENVELOPE. If you receive more than one proxy card, please sign and return ALL cards in the enclosed envelope.

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of Shareholder _____ Date: _____ Signature of Shareholder _____ Date: _____

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.