

# LAMAR ADVERTISING COMPANY

## Compensation Committee Charter

### *Purpose*

The principal purpose of the Compensation Committee is to assist the Board of Directors (the “Board”) of Lamar Advertising Company (the “Company”) in fulfilling its responsibilities to determine the compensation of the Company’s executive officers and to approve and evaluate the compensation plans, policies and programs of the Company. To that end, the Committee shall have the power and authority to:

- set the compensation and benefits of executive officers;
- determine distributions and grant awards under and administer the Company’s equity-based and other incentive plans; and
- assume responsibility for all matters related to all of the foregoing.

### *Membership*

The Committee shall be comprised of at least two members of the Board, and the Committee’s composition will meet the independence requirements of the primary national exchange on which the Company’s securities are listed and applicable provisions of the Securities Exchange Act of 1934 and the rules promulgated thereunder. Upon the recommendation of the Nominating and Governance Committee, the Board shall appoint Committee members and shall designate one member of the Committee as its Chairman. Committee members may be removed at any time with or without cause by the Board.

The Committee shall meet as often as it deems necessary in order to perform its responsibilities.

The Committee shall conduct its meetings in accordance with this Charter, the procedures of the Board for the conduct of meetings of the Board, and such other procedures as the Committee may adopt.

### *Duties and Responsibilities*

The Committee shall have the following primary duties and responsibilities, and shall perform any other activities consistent with this Charter, the Company’s by-laws and governing law as the Committee and the Board deem appropriate or necessary:

- The Committee shall annually review and approve the compensation of the executive officers of the Company, including without limitation (a) the annual base salaries, (b) any annual incentive bonuses, (c) any non-equity incentive plans or awards, (d) any equity incentive awards, (e) any employment agreements, severance arrangements, and change in control agreements or provisions, in each case as, when and if appropriate, and (f) any supplemental or special benefits or perquisites.

- The Committee shall annually review and approve any corporate goals and objectives relevant to the executive officers' compensation, evaluate the executive officers' performance in light of any such goals and objectives, and approve the executive officers' compensation level based on this evaluation and such other factors as the Committee may consider relevant.
- The Committee has responsibility for providing appropriate input for the Company's Compensation Discussion and Analysis, reviewing and discussing it, recommending to the Board its inclusion in the Company's proxy statement, and approving the Committee's report in the proxy statement confirming such recommendation.
- The Committee shall make recommendations to the Board concerning incentive compensation plans and equity-based plans that require Board approval.
- The Committee shall fix and determine equity awards to employees pursuant to any of the Company's equity-based plans now or from time to time hereafter in effect and exercise such other power and authority as may be permitted or required under such plans.
- The Committee shall periodically review and make recommendations to the Board with respect to the compensation of directors, including Board and committee retainers, meeting fees, equity-based compensation, and such other forms of compensation as the Committee may consider appropriate.
- The Committee may form subcommittees and may delegate authority to any subcommittee. The Committee may also delegate authority, as appropriate, to any other administrator, including without limitation authority with respect to awards made under equity plans to any employees who are not executive officers of the Company.
- The Committee shall make periodic reports to the Board.
- The Committee shall at all times have the authority to retain and terminate any compensation consultants or other advisors to assist it in any aspect of the evaluation of director, CEO or executive officer compensation or on any other subject relevant to the Committee's responsibilities, including the authority to approve such consultant's or advisor's fees and other retention terms.
- The Committee shall conduct periodic evaluations of the Committee's performance as compared to the requirements of this Charter.
- The Committee shall conduct an annual review and reassessment of the adequacy of this Charter and recommend any proposed changes to the Board for approval.