

BEASLEY BROADCAST GROUP, INC.

GOVERNANCE COMMITTEE CHARTER

I. PURPOSE

The purpose of the Governance Committee (the “Committee”) of the Board of Directors of Beasley Broadcast Group, Inc. (the “Company”) is to develop and recommend to the Board of Directors corporate governance guidelines and to oversee the evaluation of the Board of Directors.

II. COMPOSITION

The Committee shall be comprised of two or more directors as determined by the Board of Directors.

The members of the Committee shall be elected by the Board of Directors and remain members of the Committee until resignation or until their successors shall be duly elected and qualified. Unless a Chair is elected by the Board of Directors, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

III. MEETINGS

The Committee shall meet at least once per year, or more frequently as circumstances dictate. The Committee shall have the authority to establish its own rules and procedures consistent with the bylaws of the Company for notice and conduct of its meetings.

The Committee may retain any independent counsel, experts or other advisors that the Committee believes to be necessary or appropriate. The Committee may also utilize the services of the Company’s regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any advisors employed by the Committee.

The Company shall pay: (1) compensation to any outside advisors employed by the Committee and (2) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

IV. RESPONSIBILITIES AND DUTIES

Governance

1. The Committee shall develop and recommend to the Board of Directors corporate governance guidelines and, from time to time as it deems appropriate, review and reassess the adequacy of such corporate governance guidelines and recommend any

proposed changes to the Board of Directors for approval.

2. The Committee shall annually review the governance sections of the Company's Proxy Statement for the annual meeting of stockholders.
3. The Committee shall, from time to time as it deems appropriate, review the Code of Business Conduct and Ethics and recommend any changes to the Board of Directors.
4. The Committee shall oversee the annual self-evaluation of the Board of Directors.
5. The Committee shall annually review, following input from all directors, the operations and effectiveness of the Board of Directors, including, but not limited to, the size of the Board of Directors, the number of regularly-scheduled meetings and the performance of the Board of Directors.
6. The Committee shall review annually the composition of the Board of Directors to assure that the appropriate mix of knowledge, skills, experience, tenure and diversity are represented.
7. The Committee may make recommendations to the Board of Directors regarding governance matters, including, but not limited to, the Company's certificate of incorporation, bylaws and charters of other committees of the Board of Directors.

Miscellaneous

8. The Committee shall review and reassess the Committee's charter at least annually and submit any recommended changes to the Board of Directors for its consideration.
9. The Committee shall conduct a performance evaluation of the Committee at least annually.
10. The Committee shall report periodically, as deemed necessary or desirable by the Committee, but at least annually, to the full Board of Directors regarding the Committee's actions and recommendations, if any.
11. The Committee shall exercise such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein and as may from time to time be delegated to the Committee by the Board of Directors.