

# ANNUAL MEETING OF SHAREHOLDERS OF ENTERCOM COMMUNICATIONS CORP.

May 10, 2017

## CLASS A COMMON STOCK

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**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON MAY 10, 2017. THE PROXY STATEMENT AND ANNUAL REPORT ARE AVAILABLE AT [www.entercom.com/investors](http://www.entercom.com/investors). SELECT "PROXY MATERIAL."**

Please sign, date and mail  
your proxy card in the  
envelope provided as soon  
as possible.

↓ Please detach along perforated line and mail in the envelope provided. ↓

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THE BOARD OF DIRECTORS RECOMMENDS A "FOR" VOTE WITH RESPECT TO PROPOSALS 1, 2, 3, 4 AND 6,  
AND FOR "3 YEARS" ON PROPOSAL 5.

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

**1. & 2. Election of Class A and Other Directors:**

- FOR ALL NOMINEES
- WITHHOLD AUTHORITY FOR ALL NOMINEES
- FOR ALL EXCEPT (See instructions below)

**NOMINEES:**

- Mark R. LaNeve (Class A)
- David Levy (Class A)
- Joseph M. Field (Other)
- David J. Field (Other)
- David J. Berkman (Other)
- Joel Hollander (Other)

- 3. To consider the re-approval of the Entercom Annual Incentive Plan.  FOR  AGAINST  ABSTAIN
- 4. Advisory resolution to approve the Company's executive compensation.  FOR  AGAINST  ABSTAIN
- 5. To conduct an advisory vote on the frequency of future advisory votes on executive compensation.  1 year  2 years  3 years  ABSTAIN
- 6. To ratify the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the year ending December 31, 2017.  FOR  AGAINST  ABSTAIN
- 7. To transact such other business as may properly come before the Annual Meeting and/or any adjournments thereof.

**INSTRUCTIONS:** To withhold authority to vote for any individual nominee(s), mark "FOR ALL EXCEPT" and fill in the circle next to each nominee you wish to withhold, as shown here:

SAMPLE

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.

The undersigned acknowledges access to the Notice of Annual Meeting of Shareholders and Proxy Statement in which Proposals 1 - 6 are fully explained.

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 Annual 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 Annual Meeting and voting in person.

**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.**

Signature of Shareholder  Date:  Signature of Shareholder **SAMPLE** 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.

PROXY

**ENTERCOM COMMUNICATIONS CORP.**

PROXY

**PROXY FOR CLASS A COMMON STOCK  
THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS FOR  
THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON  
WEDNESDAY, MAY 10, 2017 AT 8:30 AM**

The undersigned holder of Class A Common Stock, par value \$0.01, of Entercom Communications Corp. (the "**Company**") hereby appoints Eugene D. Levin and Andrew P. Sutor, IV, or either of them, proxies for the undersigned, each with full power of substitution, to represent and to vote as specified in this proxy all Class A Common Stock of the Company that the undersigned shareholder would be entitled to vote if personally present at the Annual Meeting of Shareholders (the "**Annual Meeting**") to be held on Wednesday, May 10, 2017 at 8:30 a.m. local time, at 401 E. City Avenue, Suite 122, Bala Cynwyd, PA 19004, and at any adjournments or postponements of the Annual Meeting. The undersigned shareholder hereby revokes any proxy or proxies heretofore executed for such matters.

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