

SAMPLE

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PROXY

AUDACY, INC.

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 24, 2023 AT 8:30 AM**

The undersigned holder of Class A Common Stock, par value \$0.01, of Audacy, Inc. (the “**Company**”) hereby appoints Richard J. Schmaeling 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 as a virtual meeting via live webcast on Wednesday, May 24, 2023 at 8:30 a.m., Eastern Daylight Time, accessible at <https://web.lumiagm.com/290521398>, Password: audacy2023, 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)

SAMPLE

ANNUAL MEETING OF SHAREHOLDERS OF

AUDACY, INC.

May 24, 2023

CLASS A COMMON STOCK

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.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON MAY 24, 2023. THE PROXY STATEMENT AND ANNUAL REPORT ARE AVAILABLE AT www.audacyinc.com/investors. SELECT "ANNUAL MEETING AND PROXY MATERIALS."

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, AND 5. THE BOARD OF DIRECTORS RECOMMENDS "THREE YEARS" WITH RESPECT TO PROPOSAL 4. PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE [X]

1. Election of three Other Directors in Board Class III, each with a three year term expiring at the 2026 Annual Meeting or until each such Director's successor is duly elected and qualified.

- FOR ALL NOMINEES
WITHHOLD AUTHORITY FOR ALL NOMINEES
FOR ALL EXCEPT (See instructions below)
NOMINEES:
David J. Field
Joseph M. Field
David Berkman

- Approval of an amendment to the Company's Amended and Restated Articles of Incorporation to permit the Company to effect a reverse stock split of its outstanding Class A and Class B Common Stock, at a ratio with-in a range between one-for-two and one-for-30, subject to and as determined by a committee appointed by the Board of Directors.
Advisory resolution to approve the Company's executive compensation.
To conduct an advisory vote on the frequency of future advisory votes on executive compensation.
To ratify the Selection of Grant Thornton LLP as the Company's independent registered public accounting firm for the year ending December 31, 2023.
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: [bullet]

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

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.