GRAY TELEVISION, INC.
CORPORATE GOVERNANCE PRINCIPLES

I. Purpose

These Corporate Governance Principles, adopted by the Board of Directors of the Company, together with the charters of the Audit Committee, the Compensation Committee, and the Nominating and Corporate Governance Committee of the Board, provide the framework for the governance of Gray Television, Inc. The Board will review these principles and other aspects of Gray governance annually or more often, as the Board deems necessary or appropriate.

The Board of Directors of the Company is elected by and responsible to the shareholders. Gray's business is conducted by its employees, managers and officers, under the direction of the chief executive officer (the CEO) and the oversight of the Board, to enhance the long-term value of the Company for its shareholders. The Board of Directors monitors the performance of the CEO and senior management to assure that the long-term interests of the shareholders are being served.

II. Board of Directors Structure and Operations/Board Compensation

Selection Process and Size of Board

The directors are elected each year by the shareholders at the annual meeting of shareholders. Shareholders may propose nominees (other than self-nominations) for consideration by the Nominating and Corporate Governance Committee of the Board by submitting the names and supporting information to: the Committee, c/o Corporate Secretary. Nominations must be received before December 31 of any year to be considered by the Committee for inclusion in the following year's nominations for election.

The Board proposes a slate of nominees to the shareholders for election to the Board. The Board also determines the number of directors on the Board, subject to the Articles of Incorporation and Bylaws of the Company. Between annual shareholder meetings, the Board may elect directors to vacant Board positions to serve until the next annual meeting.

Qualifications

Directors should possess the highest personal and professional ethical standards, integrity and values, and be committed to representing the long-term interests of the shareholders. Directors must also have practical wisdom and mature judgment. Directors must be objective and inquisitive. Gray recognizes the value of diversity and we endeavor to have a diverse Board, with experience in business, government, education and technology, and in areas that are relevant to the Company's nationwide activities. Directors must be willing to devote sufficient time to carrying out their duties and responsibilities effectively, and should be committed to serve on the Board for an extended period of time. Directors should be prepared to offer their resignation in the event of any significant change in their personal circumstances that could affect the discharge of their responsibilities as directors of the Company, including a change in their principal job responsibilities.

Ordinarily, directors who also serve as CEOs or in equivalent positions should not serve on more than two boards of public companies in addition to the Gray board, and other directors should not serve on more than four other boards of public companies in addition to the Gray board. Current Board members who hold directorships in excess of these limits may maintain such directorships unless the Board determines that doing so would impair the director's discharge of his or her responsibilities on the Gray board.

Because of the value the Board places on having directors who are knowledgeable about the Company and its operations, the Board does not believe that arbitrary term limits on directors' service are appropriate.

Independence of Directors

A majority of the directors must be independent directors under the New York Stock Exchange Listed Company rules or any other applicable regulatory requirements, as such requirements may change from time to time. The Board of Directors recognizes, however, that directors who do not meet the NYSE's independence standards have historically made, and can be expected to continue to make, valuable contributions to the Board and to the Company by reason of their experience, judgment, intelligence and wisdom.

To be considered independent under the NYSE rules, the Board must determine that a director does not have any direct or indirect material relationship with Gray. The Board has established the following guidelines to assist it in determining director independence in accordance with the NYSE rules:

- From and after November 4, 2004, no director who is an employee or a former employee of the Company can be independent until three years after termination of such employment.

- No director who is, or in the past three years has been, affiliated with the Company's independent auditor can be independent until three years after the end of the affiliation or auditing relationship.

- No director can be independent if he or she is, or in the past three years has been, part of an interlocking directorship in which an executive officer of the Company serves on the compensation committee of another company that employs the director.

- No director can be independent if he or she is receiving, or in the last three years has received, more than $100,000 per year in direct compensation from the Company, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service).

- Directors with immediate family members in the foregoing categories are subject to the same three-year restriction.

- The following commercial, charitable and educational relationships will not be considered to be material relationships that would impair a director's independence:

  (i) if a Gray director is an executive officer or employee of another company (or a family member of the director is an executive officer of such company) that does business with Gray and either: (a) the annual sales to Gray are less than two percent of the total annual revenues of such company, or (b) the annual purchases from Gray are less than two percent of the total annual revenues of Gray, in each case for the most recently completed fiscal year;

  (ii) if a Gray director is an executive officer of another company which is indebted to Gray, or to which Gray is indebted, and either: (a) the total amount of such other company's indebtedness to Gray is less than two percent of the total consolidated assets of Gray, or (b) the total amount of Gray's indebtedness to such other company is less than two percent of the total consolidated assets of such other company, in each case for the most recently completed fiscal year; and

  (iii) if a Gray director serves as an executive officer, director or trustee of a charitable or educational organization, and Gray's discretionary contributions to the organization are less than two percent of that organization's total annual discretionary receipts for the most recently completed fiscal year. (Gray's automatic matching of employee charitable contributions will not be included in the amount of Gray's contributions for this purpose.)

- The Board, as part of its self-evaluation, will review all commercial, charitable, and educational relationships between the Company and its directors. The Board's determination of each director's independence will be disclosed annually in the Company's proxy statement.

- For relationships not qualifying within the above guidelines, the determination of whether the relationship is material, and therefore whether the director is independent, shall be made by the directors who satisfy the above independence guidelines. The Company will explain in the next proxy statement the basis for any Board determination that a relationship was immaterial despite the fact that it did not meet the categorical standards of immateriality set forth in the above guidelines.

The Company will not make any personal loans or extensions of credit to directors or executive officers, other than consumer loans or credit card-type services on terms offered to the general public.

Board Committees

The Board has established the following Committees to assist the Board in discharging its responsibilities: (i) Executive, (ii) Audit, and (iii) Management Personnel Committee to act as Compensation and Nominating and Corporate Governance. The current charters of these Committees (other than the Executive Committee, whose authority is specified in the Bylaws) are published on the Gray public website, and will be mailed to shareholders on written request. The Committee chairs report on the matters considered at each of their meetings to the full Board of Directors following each Committee meeting.

In addition to the requirement that a majority of the Board satisfy the independence standards discussed above, members of the Audit Committee must also satisfy additional independence requirements. Specifically, Audit Committee members may not directly or indirectly receive any compensation from the Company other than their directors' compensation.

Compensation of Board

The Management Personnel Committee acting as the Nominating and Corporate Governance Committee shall have the responsibility for recommending to the Board compensation for directors. In discharging this duty, the Nominating and Corporate Governance Committee shall be guided by the following: (i) compensation should be competitive and fairly compensate directors for the time and effort required of Board and Committee members in a company of Gray's considerable size and scope; (ii) compensation should align directors' interests with the long-term interests of shareholders; and (iii) the structure of the compensation should be simple, transparent and easy for shareholders to understand. Each year, the Nominating and Corporate Governance Committee shall review director compensation.

Director Orientation

The Company shall provide an orientation for new directors, and shall periodically provide materials or briefing sessions for all directors on subjects that would assist them in discharging their duties. Each new director shall, within six months of election to the Board, spend a day at corporate headquarters for personal briefings by senior management on the Company's strategic plans, its financial statements, and its key policies and practices.

Access to Senior Management

Non-employee directors shall have full and complete access to the senior managers of the Company and, if desired, without the supervisors of such senior managers present.

Access to Independent Advisors

The Board and its Committees shall have the right at any time to retain independent outside financial, legal or other advisors at Company expense.

III. Meetings

The Board of Directors ordinarily has four scheduled meetings a year. Directors ordinarily are expected to attend all scheduled Board and Committee meetings, and are expected to review the materials provided to them in advance of each meeting.

The Board shall be responsible for its agenda. Each year, the Chairman will propose for the Board's approval key issues of strategy, risk and corporate reputation to be scheduled and discussed during the course of the year. The Board will be invited to offer its suggestions. As a result of this process, a schedule of major discussion items for the each year will be established.

The non-employee directors ordinarily will meet for a period of time at each regularly scheduled Board meeting without management present. In addition, at least once each year the non-employee directors who are independent shall meet without those who are not independent. Meetings of the non-employee directors should generally coincide with regularly scheduled Board meetings; however, a majority of the non-employee directors may call a meeting of the non-employee directors at any time. If present, the Chairman and otherwise the lead independent director, if any, shall preside at meetings of the non-employee directors. Otherwise, at each meeting of non-employee directors one non-employee director shall serve as the presiding director and shall supervise the conduct thereof, with this responsibility rotating among the non-employee directors on an alphabetical basis. The presiding non-employee director shall communicate the results of each such meeting to the Chief Executive Officer and the Board, as appropriate.

The presiding director will, from time to time, and following consultation with the Chairs of the Committees of the Board and the other directors, discuss with the Chairman potential items for inclusion in the agendas of future meetings of the Board of Directors.

IV. Responsibilities and Duties

CEO/Management Oversight and Compensation

In addition to the Board's general oversight of the CEO and senior management, the Board also is responsible for:

- selecting, evaluating and compensating the CEO and overseeing CEO succession planning;

- providing counsel and oversight on the selection, evaluation, development and compensation of the officers of the Company; and

- approving and maintaining a succession plan for the CEO and other key senior executives, including an emergency succession plan for the CEO.

Business, Product and Strategic Matters/Compliance with Law and Company Policy

As part of its overall responsibility to serve the long-term interests of the shareholders, the Board also shall:

- review, approve and monitor fundamental financial and business strategies and major Company actions;
- review and discuss reports by management on the performance of the Company, its plans and prospects;
- assess major risks facing the Company -- and review and approve strategies for addressing such risks; and
- ensure processes are in place for maintaining the integrity and reputation of the Company the integrity of the financial statements, compliance with law and Company policy, the integrity of relationships with customers and suppliers, and the integrity of relationships with other Company stakeholders.

Conflicts of Interest and Concern Reporting

The Board expects Gray directors, as well as officers and employees, to act ethically at all times. If an actual or potential conflict of interest arises for a director, the director shall promptly inform the Chairman and the presiding director. If a significant conflict exists and cannot be resolved, the director should resign. All directors will recuse themselves from any discussion or decision affecting their personal, business or professional interests. The Board shall resolve any conflict of interest question involving the Chairman, or a Board member, and the Board or a designated committee thereof comprised of independent directors shall resolve any conflict of interest question involving any other officer of the Company.

Any person who has a concern about Gray's conduct, or about the Company's accounting, internal accounting controls or auditing matters, may communicate that concern directly to the presiding director, to any non-employee director, or to the Audit Committee. Such communications may be confidential or anonymous, and may be e-mailed, submitted in writing, or reported by telephone to the addresses [and a toll-free telephone number that will be published on the Company's public website]. All such concerns will be reviewed and addressed by Gray's senior compliance officer, with the assistance, as appropriate, of appropriate members of management, in the same way that the Company addresses other similar concerns. The status of all outstanding concerns addressed to the presiding director, the non-employee directors, or the Audit Committee will be reported to the directors or the Audit Committee, as appropriate, on a quarterly basis. The presiding director, the non-employee directors or the Audit Committee may decide to address any such concern outside of normal Company practices and procedures, including the retention of outside advisors or counsel at Company expense. Company policy expressly prohibits any employee from retaliating or taking any adverse action against anyone for raising or helping to resolve integrity or other corporate concerns.

Shareholder Rights

The Nominating and Corporate Governance Committee shall evaluate each shareholder proposal submitted for inclusion in the Company's proxy materials to determine whether the proposal is eligible for inclusion under the Company's Bylaws, Georgia law and the Securities Exchange Commission's proxy rules and shall recommend to the Board whether the Company should support or oppose the proposal. In evaluating shareholder proposals, the Committee should take into account the extent of the share holdings and the length of time those shares have been held, without precluding proposals made by smaller, individual shareholders. When appropriate, such consideration could include a meeting of the shareholder and representatives of the Committee.

Any proposal that is approved by a majority of shareholders at any shareholder meeting and not implemented by the Board will be discussed in the next annual proxy statement of the Company, which will contain an explanation of the Board's reason for not implementing the proposal.

V. Annual Performance Evaluation

The Board and each of the Committees will perform an annual self-evaluation. Each of the directors will be requested to provide his or her assessment of the effectiveness of the Board and the Committees on which he or she serves. If determined by the Board to be desirable, the Board may retain independent corporate governance experts to assist the Board and the Committees with the self-evaluations.