

## **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER Alaska Communications Systems Group, Inc.**

### **I. Purpose**

The primary objectives of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Alaska Communications Systems Group, Inc. (the “Company”) are to:

- A. identify individuals to become Board members, assess the qualification of those individuals together with individuals proposed by shareholders, and provide recommendations to the Board for the director nominees for the next annual meeting of shareholders;
- B. draft corporate governance principles and guidelines and review and revise such principles and guidelines as appropriate on an annual basis;
- C. guide the Board in its annual review of the performance of the Board and Board committees; and
- D. recommend to the Board the structure of and director nominees for each Board committee.

### **II. Membership and Procedures**

- A. Membership and Appointment. The Committee shall consist of at least three members of the Board. The Board shall appoint each member.
- B. Removal. Any member of the Committee may be removed from membership on the Committee with or without cause by the affirmative vote of a majority of the Board. Any Committee member may resign by giving oral or written notice to the Board Chair or the Committee Chair. Such resignation shall be effective at the time such notice is given (unless the notice specifies a later date for the effectiveness of such resignation). If the resignation is effective at a future time, the Board may elect a successor to fill the vacancy on the Committee when the resignation becomes effective.
- C. Chair. The Committee Chair shall be chosen by the Board Chair, with input from the Nominating and Corporate Governance Committee, and subject to confirmation by the Board. In the absence of that designation, the members of the Committee will select the Committee Chair by majority vote. Where the Committee Chair is not present for a meeting, the meeting will be chaired by a member selected by the Committee Chair or, in the absence of that selection, the person selected by the members present.

- D. Independence. Each member shall be independent within the meaning of the definitions of independence promulgated by the Securities and Exchange Commission, the Nasdaq Stock Market or any other applicable regulatory agency, as determined by the Board.
- E. Delegation. The Committee may, by majority vote of the full membership of the Committee, delegate authority to individuals or subcommittees. Each subcommittee shall keep regular minutes of its meetings and activities and shall report to the Committee or the Board periodically or whenever requested to do so by the Committee Chair or the Board Chair.
- F. Authority to Retain Advisors. In the course of its duties, the Committee is authorized to select and retain outside consultants, legal counsel or other experts, including a director search firm, as the Committee deems advisable, and shall receive funding from the Company to pay for the fees of such advisors. The Committee has sole authority to engage and terminate such advisors and to approve such advisors' fees and terms of engagement.
- G. Evaluation. The Committee shall undertake an annual evaluation assessing its performance with respect to its purpose and duties as set forth in this charter and shall report the results of such evaluation to the Board during the second quarter of every year. In addition, the Committee shall lead the full Board in an annual self-evaluation process, including the self-evaluation of each Board committee, and shall report its conclusions and recommendations to the Board each year.

### **III. Meetings**

The Committee shall convene at least three times each year. A majority of the Committee members shall be present in person or by telephone to constitute a quorum for the transaction of the Committee's business. The Committee shall report regularly to the full Board with respect to its activities.

### **IV. Responsibilities and Duties**

The Committee shall be responsible for screening and proposing candidates to serve on the Board and all matters of corporate governance. The responsibilities and duties set forth below are meant to serve as a general outline. It is understood that the Committee may deviate from this list as necessary or appropriate given the circumstances.

To fulfill its responsibilities, the Committee shall:

- A. From time to time, conduct studies of the size and composition of the Board and its Committees and review with the Board the criteria for Board membership.

- B. Commencing 120 days prior to the first anniversary of the preceding year's annual meeting:
1. review the qualifications of all individuals being considered for membership on the Board, including directors recommended by shareholders for election to the Board. Annually, review the director criteria established by the Board and, if appropriate, recommend modifications, and
  2. make recommendations to the Board as to which director candidates should be nominees of the Board for whom the Board will solicit proxies and recommend to the Board candidates to be elected to the Board.
- C. Review and recommend changes to management's new director orientation materials. Review and, if appropriate, recommend modifications to the Board policy concerning continuing education for directors.
- D. Report to the Board annually as to the independence of each director in accordance with Section II, Part D of this Charter.
- E. Consult with the Board Chair and the Chief Executive Officer and formally review each director's continuation on the Board every five years.
- F. Recommend to the Board the membership of each standing committee, including the Chair of each standing committee after consulting with the Board Chair and the Chief Executive Officer and taking into consideration the preferences of individual directors.
- G. Monitor compliance with the Company's corporate governance principles guidelines and periodically review and recommend to the Board revisions, as appropriate, to the corporate governance principles and guidelines.
- H. Review and, if appropriate, recommend modifications to the Board concerning the process and standards for Board and Committee self-evaluation, including without limitation the timing of such evaluations and Committee's report to the full Board.
- I. Review and make recommendations to the full Board regarding shareholder proposals pertaining to Board governance and directors.
- J. Review and, if appropriate, recommend modifications to the Board's standards and policies for directors and management serving on boards

other than those related to the Company. Review and recommend to the full Board any requests for exceptions to the Board standards and policies.

- K. Establish policies and procedures for assessing conflicts of interest and related party transactions subject to the Company's Code of Ethics and applicable rules and regulations governing the Company.
- L. Review and, if appropriate, approve specific conflicts of interest or related party transactions as defined in the policies and procedures established by the Committee.
- M. In conjunction with the Board, oversee the Company's management of corporate governance-related risks facing the Company, the options to mitigate such risks, and the Company's overall approach to addressing corporate governance and compliance risks.
- N. Establish and review the Company's Code of Ethics (the "Code"), and monitor compliance with the Code. Ensure the Code is publicly available.
- O. Have and exercise such other powers, authority and responsibilities as may be determined by the Board.