

NUVERA COMMUNICATIONS, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

The purpose of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Nuvera Communications, Inc. (the "Company") is to assist the Board with respect to the nomination of directors for the Board and corporate governance matters by:

- Developing, maintaining, and implementing a Board-approved nomination process for seats on the Board and Board succession plan;
- Overseeing the development and implementation of a Board refreshment and succession plan;
- Being aware of best practices in corporate governance for companies similar to the Company and developing and recommending to the Board a set of governance principles applicable to the Company;
- Overseeing the evaluation of the Board and its committees;
- Recommending to the Board the composition of all Board committees;
- Overseeing the Company's overall shareholder engagement plan; and
- Overseeing the Company's compliance with legal and regulatory requirements as well as its ethical standards and policies, other than with respect to matters relating to the Company's financial statements and financial reporting obligations and any accounting, internal accounting controls or auditing matters (collectively, "Financial Matters") (which Financial Matters are within the purview of the Audit Committee).

Membership and Organization

- *Composition.* The Committee shall be comprised of no fewer than two (2) independent directors, such independence as determined by the Board but taking into account the rules of any applicable stock exchange on which the Company's securities are then listed, and any other applicable laws, rules and regulations. Notwithstanding the foregoing, the Board may decide at any time and in its sole discretion to waive the foregoing qualification with respect to a member of the Committee for a transitional time period if then permitted under applicable laws, rules and regulations. Members of the Committee and its Chair shall be appointed by the Board. The Board Chair will act as an ex officio member of the Committee. Committee members may be removed by the Board at any time.
- *Meetings.* The Committee will meet as often as may be deemed necessary or appropriate in its judgment, but at least annually. The Committee will meet either in person or telephonically, and at such times and places as the Committee shall determine. The Chair shall be responsible for leadership of the Committee, including scheduling meetings, preparing agendas, the maintenance of meeting minutes, and reporting to the Board. The Committee may invite members of management or other advisors to attend meetings and provide pertinent information. When necessary, the Committee will meet in executive session outside of the presence of any management.

Authority

In performing its duties, the Committee shall have the authority to obtain advice, reports, opinions from legal counsel or other expert advisors, potentially including search firms to assist in identifying candidates for the Board, and shall have authority to approve such experts' fees and other retention terms as it deems appropriate. The Company will provide adequate and appropriate funding, as determined by the Committee, for payment of reasonable compensation to a consultant, legal counsel or any other adviser retained by the Committee and to fund other ordinary administrative expenses that are necessary or appropriate for the Committee in carrying out its responsibilities.

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

Responsibilities and Duties

The following are the responsibilities and duties of the Committee:

Nomination of Directors

- Determine annually the criteria and attributes sought in a "best-practices" Board now and in the next few years and establish the desired criteria for the Board, including issues of character, judgment, independence, diversity, age, gender, expertise, corporate and/or telecommunications experience, governance experience, length of service, other commitments and time flexibility.
- Review annually the composition of the current Board and its attributes, noting significant omissions, if any, in light of the desired criteria.
- Review and make recommendations to the Board regarding the size and composition of the Board.
- Consider and recruit candidates for director nominees based upon recommendations from current outside directors, members of management, outside consultants or search firms, and/or the Company's shareholders. In that connection, the Committee may adopt as it deems appropriate policies and procedures with regard to the process for identifying and evaluating nominees for director, the consideration of any director candidates recommended by shareholders, the submission of recommendations by shareholders, any specific, minimum qualifications that the Committee believes must be met by a Committee-recommended nominee for a position on the Board in addition to those set forth in the Company's bylaws and any specific qualities or skills that the Committee believes are necessary for one or more of the Company's directors to possess.
- Recommend on an annual basis a slate of director nominees for approval by the Board and the Company's shareholders and one or more director nominees to fill any vacancies that may occur between meetings of the Company's shareholders.

Board Refreshment and Succession Planning

- Review and discuss with the Board a refreshment and succession plan for the Board.

Corporate Governance

- Review the Board committee structure and, together with the Board Chair, recommend to the Board for its approval directors to serve as members of each committee and as committee chairs and review and recommend committee slates annually and additional committee members to fill vacancies as needed.
- Review periodically and recommend to the Board any proposed changes to the Company's corporate governance guidelines, as necessary and appropriate.
- Review periodically and recommend to the Board any proposed amendments or changes to the Company's articles of incorporation and bylaws, as necessary and appropriate.
- Consider and oversee corporate governance issues as they arise from time to time, and develop appropriate recommendations for the Board. The Committee shall review and monitor evolving corporate governance best practices and trends for consideration and potential incorporation into the Company's governing documents, policies or procedures, taking into account, among other factors, corporate governance practices of companies similar to the Company.
- Oversee the Board and Board committee evaluation processes.
- Oversee the Company's overall shareholder engagement plan and responses to any shareholder communications submitted to the Board, including any shareholder proposals pertinent to corporate governance for inclusion in the Company's proxy statement.

Compliance

- Review and oversee the Company's systems to monitor legal, regulatory and ethical compliance programs other than those that relate to Financial Matters, and review periodically and make recommendations to the Board on the adequacy and effectiveness of the Company's compliance practices generally and the Company's policies and procedures for ensuring compliance with legal and regulatory requirements and ethical programs and policies as established by management and the Board, including without limitation the Company's Code of Business Conduct and Ethics Policy and any other similar code of conduct and policies as adopted by the Company from time to time.
- Evaluate whether management is setting an appropriate "tone at the top" by communicating the importance of the Company's legal and regulatory requirements and ethical programs and policies.

- Review and assess compliance matters and whistleblower allegations, other than those relating to Financial Matters, and authorize or oversee investigations into any such compliance matters.
- Refer promptly all compliance matters and whistleblower allegations that come to the attention of the Committee relating to Financial Matters to the Audit Committee and otherwise with respect to all other compliance matters, notify promptly the Chair of the Audit Committee of the initiation of any such significant compliance matters and keep the Chair of the Audit Committee reasonably apprised of the status of any such significant compliance matters.
- Consider any requests for waivers of the Company's Code of Business Conduct and Ethics Policy, other than waivers relating to Financial Matters (which Financial Matters waivers are within the purview of the Audit Committee),

Other

- Review and assess the adequacy of the Committee's charter and processes annually, with any resulting recommendations brought to the Board.
- Evaluate periodically the Committee's performance.
- Perform such other duties as may be delegated from time to time by the Board.

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Approved by Board of Directors of
Nuvera Communications, Inc.
September 26, 2019