

ATN INTERNATIONAL, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

A. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of the Company is to:

- recommend to the Board the persons to be considered for nomination for election as directors at any meeting of stockholders and the persons (if any) to be elected by the Board to fill any vacancies on the Board;
- recommend to the Board the directors to be appointed to each committee of the Board;
- develop and recommend to the Board Corporate Governance Guidelines applicable to the Company and its personnel; and
- oversee the evaluation of the Board.

B. Structure and Membership

1. Number. The Committee shall consist of such number of directors as the Board shall from time to time determine.
2. Independence. Except as otherwise permitted by the applicable rules of Nasdaq, each member of the Committee shall be independent as defined by such rules.
3. Chair. The Board shall elect a Chair of the Committee.
4. Compensation. The compensation of Committee members shall be as determined by the Board.
5. Selection and Removal. Members of the Committee shall be appointed by the Board, upon the recommendation of the Committee. The Board may remove members of the Committee from such Committee, with or without cause.

C. Authority and Responsibilities

1. General. The Committee shall discharge its responsibilities, and shall assess the information provided by the Company’s management, in accordance with its business judgment.
2. Board and Committee Membership.
 - a) Selection of Director Nominees. Except where the Company is legally required by contract, bylaw or otherwise to provide third parties with the right to nominate directors, the Committee shall be responsible for recommending to the Board the persons to be considered for nomination for election as directors at any meeting of stockholders

and the persons to be elected by the Board to fill any vacancies on the Board. In making such recommendations, the Committee shall consider candidates proposed by stockholders. The Committee shall review and evaluate information available to it regarding candidates proposed by stockholders and shall apply the same criteria, and shall follow substantially the same process in considering them, as it does in considering other candidates.

b) Criteria for Selecting Directors. The criteria to be used by the Committee in recommending directors and by the Board in nominating directors are as set forth in the Company's Corporate Governance Guidelines. The Committee shall be responsible for reviewing with the Board, on a periodic basis, the requisite skills and criteria for new Board members as well as the composition of the Board as a whole. The Committee may adopt, and periodically review and revise as it deems appropriate, procedures regarding director candidates proposed by stockholders.

c) Search Firms. The Committee shall have the authority to retain and terminate any search firm to be used to identify director nominees, including authority to approve the search firm's fees and other retention terms. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of any search firm engaged by the Committee.

d) Selection of Committee Members. The Committee shall be responsible for recommending to the Board the directors to be appointed to each committee of the Board.

3. Other Stockholder Proposals. The Committee shall review and make recommendations to the Board regarding any stockholder proposals submitted to the Company pertaining to Board governance and directors.

4. Corporate Governance. The Committee shall develop and recommend to the Board Corporate Governance Guidelines applicable to the Company. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of such Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.

5. Evaluation of the Board. The Committee shall be responsible for overseeing a periodic self-evaluation of the Board to determine whether it and its committees are functioning effectively. The Committee shall determine the nature of the evaluation, supervise the conduct of the evaluation and prepare an assessment of the Board's performance, to be discussed with the Board.

6. Additional Powers. The Committee shall have such other duties as may be delegated from time to time by the Board.

D. Procedures and Administration

1. Meetings. The Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Committee may also act by unanimous written consent in lieu of a meeting. The Committee shall keep such records of its meetings as it shall deem appropriate.

2. Subcommittees. The Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member) as it deems appropriate from time to time under the circumstances.

3. Reports to the Board. The Committee shall report regularly to the Board.

4. Proxy Review. The Committee shall be responsible for reviewing information included in the Company's annual proxy statement regarding the director nomination process and director independence.

5. Charter. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

6. Independent Advisors. The Committee shall have the authority, without further action by the Board, to engage such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee.

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