

ECHOSTAR HOLDING CORPORATION NOMINATING COMMITTEE CHARTER

Purpose

The Nominating Committee (the “Committee”) shall recommend independent director nominees for selection by the Board of Directors to fill the number of independent director positions established by resolution of the Board of Directors from time to time.

Composition

The Committee shall be comprised of three (3) directors each of whom shall qualify as “independent” under NASDAQ independence rules. The Board of Directors shall appoint the members of the Committee, and may remove the members of the Committee in its discretion. The members of the Committee shall elect a Chairperson to preside at all meetings of the Committee.

Meetings

The Committee shall meet as necessary to fulfill its responsibilities. Minutes shall be kept of each meeting of the Committee.

Powers, Responsibilities and Duties

In carrying out the purpose set forth above, the Committee shall:

- (a) Identify and review independent directors candidates and recommend independent director nominees for selection by the Board of Directors to fill the number of independent director positions established by resolution of the Board of Directors from time to time;
- (b) Consider director nominees in light of the entirety of their credentials, including but not limited to: (i) their reputation and character; (ii) their ability and willingness to devote sufficient time to Board of Director duties; (iii) their educational background; (iv) their business and professional achievements, experience and industry background; (v) their independence from management under listing standards and governance guidelines of EchoStar Holding Corporation (the “Company”); and (vi) the needs of the Board of Directors and the Company;
- (c) Report to the Board of Directors on all material actions taken by the Committee; and
- (d) Review the Committee’s Charter from time to time and recommend any proposed changes to the Board of Directors.