

SBA COMMUNICATIONS CORPORATION

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Organization

There shall be a committee of the Board of Directors (the “Board”) of SBA Communications Corporation (the “Company”) to be known as the Nominating and Corporate Governance Committee (the “Committee”). The Committee shall be composed of at least three directors who are “independent” in accordance with The Nasdaq Stock Market Marketplace Rules for determining the independence of directors (subject to any Nasdaq exceptions), and otherwise meet The Nasdaq Stock Market Marketplace Rules requirements for the membership of the Committee. The Committee members shall be free of any relationship that, in the opinion of the Board, would interfere with their exercise of independent judgment as a Committee member.

The members of the Committee shall be appointed annually by a majority vote of the Board and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The members of the Committee may be removed at any time by the Board by a majority vote. Vacancies on the Committee shall be filled by the Board, upon the recommendation of the Committee, at the next meeting of the Board following the occurrence of the vacancy. The Board shall also designate one member of the Committee to serve as Chairman of the Committee upon the recommendation of the Committee. The Committee may form and delegate authority to subcommittees as appropriate and in accordance with applicable law, regulation or Nasdaq listing requirements.

Statement of Purpose

The purpose of the Committee shall be to (i) solicit, consider, recommend and nominate candidates to serve on the Board of the Company under criteria adopted by it from time to time; (ii) advise the Board with respect to Board composition, procedures and committees; (iii) oversee periodic evaluations of the Board and Board committees, including establishing criteria to be used in connection with such evaluations; and (iv) review and report to the Board on a periodic basis with regards to matters of corporate governance (which is defined for this purpose as the relationships of the Board, the shareholders and management in determining the direction and performance of the Company).

Meetings

The Committee shall establish an agenda for the ensuing year and hold such regular meetings as may be necessary and such special meetings as may be called by the Chairman of the Committee or at the request of the Board. A majority of the members then serving on the Committee shall constitute a quorum and actions at meetings may be approved by a majority of the members present. The Committee shall submit the minutes of all meetings of the Committee to, or discuss the matters discussed at each Committee meeting with, the Board with such recommendations as the Committee may deem appropriate.

Responsibilities and Duties of the Committee

Director Nominations

- 1) Develop and periodically (but not less than annually) review the criteria used to evaluate the suitability of potential candidates for membership on the Board (the “Criteria for Nomination”). The current Criteria for Nomination are attached hereto as Annex A.

- 2) Develop and periodically (but not less than annually) review procedures for the submission of candidates for nomination to the Board by shareholders (the “Procedures for Submission of Candidates”). The current Procedures for Submission of Candidates are attached hereto as Annex B.
- 3) Solicit suggestions for director candidates from management, shareholders and other sources.
- 4) To the extent a search firm is retained to assist the Committee in seeking director candidates, instruct such search firm to seek to include diverse candidates in terms of race and gender.
- 5) Consider and accept nominations for candidates (including candidates submitted in accordance with the Procedures for Submission of Candidates) to serve as directors.
- 6) Evaluate the qualifications of potential candidates (including the incumbent directors whose terms may be expiring and candidates submitted in accordance with the Procedures for Submission of Candidates) based on the Criteria for Nomination. The Committee will meet with candidates to review their qualifications as the Committee deems necessary and will request such materials from each candidate as the Committee deems necessary.
- 7) In connection with the annual nomination process, consider and review the direct and indirect relationships of all members of, and all potential candidates for, the Board with the Company and/or its management and assist the Board with its determination of independence of its members.
- 8) Evaluate the performance of each incumbent director, including such director’s attendance record at Board and applicable committee meetings, before recommending to the Board his or her nomination for an additional term as a director.
- 9) Review with the full Board the Committee’s recommendations and nominations for candidates to the Board.
- 10) Develop and periodically review an appropriate orientation program for new directors.

Committee Assignments and Annual Evaluations

- 1) Periodically (but not less than annually) review the structure, size, function, membership and charters of the committees of the Board and recommend to the Board the adoption of any changes.
- 2) Develop and periodically (but not less than annually) review the risk oversight responsibilities assigned to each committee of the Board.
- 3) Identify directors to serve as members and chairs of each Board committee after taking into account the desires, experiences and expertise of individual directors. The Committee will review and recommend Board committee slates annually and shall recommend additional Board committee members as needed. In recommending a candidate for Audit Committee membership, the Committee shall provide to the Board its assessment of whether such candidate would be an “audit committee financial expert” as defined by the rules of the Securities and Exchange Commission.
- 4) Establish criteria and processes for an annual performance self-evaluation by the Board, each committee of the Board and each individual director. Such criteria shall include, without limitation, evaluation of the suitability of each director based on the Criteria for Nomination. Review, summarize and report the results of such evaluations to the Board.

Corporate Governance

- 1) Periodically (but not less than annually) review the Company's Corporate Governance Guidelines and recommend changes to the Board as necessary.
- 2) Periodically (but not less than annually) review and report to the Board with regard to matters of corporate governance and director responsibility, including any significant developments in the law and practice of corporate governance and other matters relating to the duties and responsibilities of directors in general.
- 3) Establish procedures for the receipt of communications from shareholders and, as appropriate, recommend to the Board actions to be taken in response to such communications.
- 4) Review and report to the Board on a periodic basis with regard to significant shareholder relations issues.
- 5) Review and make recommendations to the Board with respect to proposals properly presented by shareholders for inclusion in the Company's annual proxy statement. The Committee may, as appropriate in light of the proposal's subject matter, refer any proposal to any other committee of the Board for purposes of review and recommendations.
- 6) Periodically (but not less than annually) review the Board management structure, including the role and responsibilities of the Chairman, separation of the Chief Executive Officer and the Chairman roles and/or appointment of a lead independent director.
- 7) Evaluate requests by directors to serve on the board of directors of other public companies.
- 8) Review and make recommendations to the Board regarding the appropriateness of a director's continued service on the Board when that director changes job responsibilities.
- 9) Review and make recommendations to the Board regarding whether to accept or reject the resignation tendered by a director who received a greater number of votes "against" such director than "for" such director in an election that is not a contested election.
- 10) Consider and make recommendations to the Board regarding any outside activities, financial interests or relationships of a director that may present a possible conflict of interest or the appearance of a conflict.

Succession Planning

- 1) Develop and review with the Board succession planning for Board members, including succession planning for the Chairman and/or lead independent director.
- 2) Periodically (but not less than annually) review succession planning within the Company for the officers whose compensation must be disclosed in the Company's annual proxy statement.

Committee Administrative Matters

- 1) Periodically (but not less than annually) review the powers and duties of the Committee, the adequacy of this Charter and recommend any proposed changes to the Board for approval.

- 2) Periodically (but not less than annually) review whether any steps should be taken to improve the effectiveness of the Committee and/or the Board, considering, among other things, the following:
 - a) the composition and experience base of the members of the Committee;
 - b) whether the size of the Board should be expanded or contracted; and
 - c) what types of experience, areas of expertise or other skills should be added to the Board;and recommend any proposed changes to the Board for approval.
- 3) Develop and periodically review an appropriate corporate governance continuing education program for Committee members.
- 4) Review required disclosure regarding the Committee and its responsibilities in the proxy statement for each year's annual meeting of shareholders.
- 5) Consider such other matters in relation to Board membership and corporate governance as the Committee may, in its discretion, determine to be advisable.

Authority and Resources

The Committee shall have the authority and resources to:

- 1) Engage outside search or other consultants to assist in identifying potential director candidates and determine and approve the search firm's fees and retention terms.
- 2) Engage external legal or other experts or advisors as it deems necessary and appropriate and approve their fees and retention terms.

The Company shall pay all fees and expenses for any such advisors retained by the Committee.

Adopted by the Board of Directors on August 2, 2012

Criteria for Nomination to the Board of Directors

1. Directors should be of high ethical character and should have reputations, both personal and professional, consistent with the image and reputation of SBA Communications Corporation.
2. Directors should be highly accomplished in their respective fields, with superior credentials and recognition.
3. The Committee should consider whether a candidate currently serves or previously served as a Chief Executive Officer, President or Chief Financial Officer of a public company or has experience leading a complex organization.
4. The Committee should consider the interplay of a candidate's business and professional knowledge, expertise, skills and experience, with that of the other members of the Board. When considering nominees, the Committee should seek to provide a diversity of race and gender, a diversity of viewpoints and a balance of experience among the directors so that the Board as a whole has experience and training from different disciplines (such as operations, accounting, finance, marketing and human resources), different stakeholders in the telecommunications and/or wireless industry and different viewpoints.
5. Each director should have relevant expertise and experience, and be able to offer advice and guidance to the Chief Executive Officer and/or Board based on that expertise and experience.
6. The majority of directors on the Board should be "independent," not only as that term may be legally defined, but also without the appearance of any conflict in serving as a director. In addition, directors should be independent of any particular constituency and be able to represent all shareholders of the Company. Directors should not have any material relationships with competitors or other third parties that could present realistic possibilities of conflict of interest or legal issues.
7. Directors should be willing and capable to take the time to actively participate in meetings of the Board and its committees and related activities.
8. Directors should be available to remain on the Board long enough to make an effective contribution.
9. Each director should have the ability to exercise sound business judgment.
10. The Committee should consider the number of other boards (and their committees) on which a candidate serves and the other professional and business commitments of a candidate, taking into consideration the nature of, and time involved in, service on such other boards (and their committees) and/or fulfilling such other commitments and whether such other service or commitments materially interfere with service on the Board.
11. The Committee should consider any recent material changes in a candidate's employment or position.

**Procedures for the Submission of Candidates for Nomination to the Board of Directors
by Shareholders**

1. A shareholder may nominate a person for election as a director at an annual meeting of shareholders only if written notice of such shareholder's intent to make such nomination has been given to the Company's Secretary on a timely basis, in accordance with the dates set forth in the proxy statement for the previous year's annual meeting of shareholders.
2. A shareholder's notice to the Secretary shall set forth as to each person proposed to be nominated the following information:
 - (i) the name, age and address (business and residential) of the proposed nominee;
 - (ii) a complete biography or statement of the proposed nominee's qualifications, including principal occupation or employment of such person (present and for the past five (5) years), education, work experience, knowledge of the Company's industry, membership on the board of directors of another corporation and civic activity);
 - (iii) the number of shares of the Company that are owned of record or beneficially owned (as such term is defined by Section 13(d) of the Exchange Act) and any other ownership interest in the shares of the Company, whether economic or otherwise, including any option, warrant, convertible security, stock appreciation right, or similar right with an exercise or conversion privilege or a settlement payment or mechanism at a price related to any class or series of shares of the Company or with a value derived in whole or in part from the value of any class or series of shares of the Company, whether or not such instrument or right shall be subject to settlement in the underlying class or series of capital stock of the Company or otherwise, directly or indirectly owned beneficially by such person and any other direct or indirect opportunity to profit or share in any profit derived from any increase or decrease in the value of shares of the Company ("Synthetic Equity Interests");
 - (iv) the date such shares or Synthetic Equity Interests were acquired and the investment intent of such acquisition;
 - (v) a description of all arrangements or understandings between the shareholder and the proposed nominee and/or any other person or persons pursuant to which the nomination is to be made by the shareholder;
 - (vi) such other information regarding the proposed nominee as would be required to be included in a proxy statement, including information with respect to a candidate's independence as defined under the rules and regulations promulgated by the Securities and Exchange Commission and Nasdaq and information regarding the candidate's attributes that the Committee would need to consider in order to assess whether such candidate would qualify as an "audit committee financial expert" as defined by the rules and regulations promulgated by the Securities and Exchange Commission;

- (vii) the candidate's consent to serve as a director of the Company if elected; and
- (viii) a statement from the candidate that the candidate will, if elected, promptly following the failure of the candidate to receive a majority vote in any re-election that requires a majority vote, tender an irrevocable resignation, which will be effective upon acceptance of such resignation by the Board.

3. A shareholder's notice to the Secretary shall also set forth as to the shareholder giving the notice the following information:

- (i) the name and address (business and residential) of the shareholder;
- (ii) the number of shares of the Company that are owned of record or beneficially owned (as such term is defined by Section 13(d) of the Exchange Act) and any other ownership interest in the shares of the Company, whether economic or otherwise, including all Synthetic Equity Interests;
- (iii) the date such shares or Synthetic Equity Interests were acquired and the investment intent of such acquisition;
- (iv) a representation that the shareholder was a shareholder of record at the time of giving of notice and will be a shareholder of record at the time of the annual meeting of shareholders, and that such person is entitled to vote at the meeting and intends to appear in person or by proxy at the meeting and nominate the person specified in the notice; and
- (v) a representation as to whether the shareholder intends, or is part of a group which intends, to (A) deliver a proxy statement and/or form of proxy to holders of at least the percentage of the Company's outstanding stock required to elect the nominee and/or (B) otherwise solicit proxies from shareholders in support of such nomination.