

SHENANDOAH TELECOMMUNICATIONS COMPANY

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

The Nominating and Corporate Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Shenandoah Telecommunications Company (the “Company”) to (1) recommend director nominees for election or appointment to the Board consistent with criteria approved by the Board; (2) develop and recommend to the Board corporate governance principles applicable to the Company; (3) lead the Board in its annual review of the Board’s performance; and (4) recommend to the Board director nominees for each Board committee.

Committee Membership and Operations

The Committee shall consist of no fewer than three members of the Board, all of whom shall meet the independence requirements of the Nasdaq Stock Market.

The members of the Committee shall be appointed by the Board on the recommendation of the Committee. Committee members may be removed and replaced by the Board. Committee members may designate a Chair of the Committee by majority vote of the Committee members, unless a Chair is elected by the full Board.

A quorum at any Committee meeting shall be a majority of its members present. All determinations of the Committee shall be made by a majority of its members present at a meeting duly called and held, except as specifically provided herein (or where only two members are present, by unanimous vote). Any decision or determination of the Committee reduced to writing and signed by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held. The Committee may adopt such procedures relating to the conduct of its proceedings as are consistent with the Company’s Bylaws and as the Committee otherwise deems appropriate.

Committee Powers, Authority, Duties and Responsibilities

1. Recommendation of Candidates. The Committee shall recommend to the Board for its approval criteria for the selection of new directors; evaluate the qualifications of potential candidates for director, including any candidates recommended by shareholders in accordance with the provisions of the Company’s Bylaws and applicable law, consistent with the criteria for selection of new directors approved by the Board; and recommend to the Board the nominees for election at the next annual meeting or any special meeting of shareholders, and any person to be considered to fill a Board vacancy resulting from death, disability, removal, resignation or an increase in Board size.

2. Director Membership and Succession. The Committee shall annually review the advisability of any changes in policies relating to Board and committee membership and succession, including the number, composition, qualifications and term of service of directors, and make recommendations to the Board regarding such policies.
3. New Director Orientation. The Committee shall oversee the orientation and training of newly elected or appointed directors.
4. Committee Structure and Membership. The Committee shall advise the Board with respect to the structure and operations of the various committees of the Board and qualifications for membership thereon, including policies for removal of members and rotation of members among other committees of the Board. The Committee shall also make recommendations to the Board regarding which directors should serve on the various committees of the Board.
5. Corporate Governance Matters. The Committee shall review and report to the Board on a periodic basis on matters of corporate governance, including, without limitation, the need for any revisions to the Company's Articles of Incorporation or Bylaws.
6. Corporate Governance Guidelines. The Committee shall develop and recommend to the Board the Corporate Governance Guidelines for the Company as well as oversee compliance with the Corporate Governance Guidelines and report on such compliance to the Board. The Committee shall periodically review and assess the adequacy of the Corporate Governance Guidelines and shall make recommendations to the Board regarding any desirable revisions.
7. Insider Trading Policy. The Committee shall receive periodic reports with respect to compliance with the Company's Insider Trading Policy and report on such compliance to the Board. The Committee shall periodically review and assess the adequacy of the Insider Trading Policy and shall make recommendations to the Board regarding any desirable revisions.
8. Compliance with Code of Business Conduct and Ethics. The Committee shall receive periodic reports with respect to compliance with the Company's Code of Business Conduct and Ethics, and shall act upon any request by executive officers for waivers under the Code of Business Conduct and Ethics. The Committee shall periodically review and assess the adequacy of the Code of Business Conduct and Ethics and shall make recommendations to the Board regarding any desirable revisions.
9. Communications with Shareholders. The Committee shall establish procedures for communications by shareholders to the Company's directors and oversee public disclosure concerning such procedures and whether material actions have been taken as a result of shareholder communications. The Committee shall

review and make recommendations regarding shareholder proposals that relate to corporate governance matters.

10. Board and Committee Evaluations. The Committee shall develop and recommend to the Board for its approval an annual process for self-evaluations of the Board and its committees. The Committee shall oversee the annual self-evaluations.
11. Delegation of Authority. The Committee may form and delegate authority to subcommittees of the Committee as determined by the Committee to be necessary or advisable.
12. Engagement of Search Firms and Other Advisors. The Committee shall have the sole authority to retain and terminate any search firm engaged to identify director candidates, and may retain outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve fees and other terms relating to the retention of any such search firm or other advisor.
13. Report to the Board. The Committee shall report its actions and recommendations to the Board at its next regularly scheduled Board meeting following any meeting of the Committee.
14. Committee Charter. The Committee shall annually reassess the adequacy of this charter and recommend any proposed changes to this charter to the Board for its approval.
15. Committee Performance Evaluation. The Committee shall conduct and present to the Board an annual performance evaluation of the Committee.
16. Other Duties. The Committee shall perform such other duties as are delegated to it by the Board from time to time.

Effective Date: January 20, 2014