

PDVWIRELESS, INC.

CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

1. Members. The Board of Directors (the “**Board**”) of pdvWireless, Inc. (the “**Company**”) will appoint a Nominating and Corporate Governance Committee (the “**Committee**”) of at least three members. The members of the Committee shall meet the independence and experience requirements of (i) the NASDAQ Stock Market; (ii) the rules and regulations of the Securities and Exchange Commission (the “**SEC**”) and (iii) the Company’s Corporate Governance Guidelines.

The members of the Committee shall be appointed annually by the Board and each member shall serve until his or her successor is appointed by the Board or until such member’s earlier resignation or removal. Committee members may be replaced by the Board. Vacancies on the Committee shall be filled by appointment by the Board. Unless a Chair of the Committee is designated by the Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership. The Chair shall preside at all regular meetings of the Committee, and shall make the final decision regarding the agenda for each meeting.

2. Purpose, Duties and Responsibilities. The purpose of the Committee is to assist the Board in fulfilling its responsibilities by evaluating the structure and composition of the Board and its committees; identify individuals qualified to become Board members (consistent with criteria approved by the Board); recommend director candidates to the Board and its committees; develop and recommend Corporate Governance Guidelines to the Board; provide oversight in the evaluation of the Board and each Committee; and perform a leadership role in shaping the Company’s corporate governance. Consistent with this purpose, the Committee should encourage continuous improvement of, and should foster adherence to, the Company’s policies, procedures and practices at all levels and should provide an open avenue of communication among management and the Board.

The duties and responsibilities of the Committee include the following:

Nominating Functions

- (a) Develop and recommend to the Board criteria for identifying, evaluating and recommending candidates for the Board;
- (b) Identify and recruit candidates for the Board, including the review of a candidate’s qualifications and compliance with independence and any other legal requirements for Board or committee service;
- (c) Establish a procedure for and consider any nominations of director candidates validly made by the Company’s stockholders in accordance with the Company’s Bylaws and Corporate Governance Guidelines;

(d) Recommend to the Board candidates for election or reelection to the Board at each annual stockholders' meeting, which will include assessing the contributions and independence of individual incumbent directors; and

(e) Recommend to the Board candidates to be elected by the Board as necessary to fill vacancies and newly created directorships.

Board and Board Committee Matters

(a) Recommend to the Board the selection of a Chairman of the Board to lead the Board of Directors;

(b) Make recommendations to the Board concerning the structure, composition and functioning of the Board and its committees, including the appropriate size of the Board and each of its committees and the reporting channels through which the Board receives information and the quality and timeliness of the information;

(c) Review and make recommendations to the Board regarding the members and the chairpersons of the committees, as well as a Lead Director when the Chairman of the Board is not a non-employee director;

(d) Affirmatively determine the independence of each director under the applicable listing standards, the rules and regulations of the SEC and the Company's Corporate Governance Guidelines;

(e) Periodically evaluate the size of the Board, and make recommendations to the Board based on those evaluations;

(f) Consider and recommend whether the Board should accept any director resignations;

(g) Provide oversight with respect to the orientation process for new Board members and encourage participation in corporate governance related continuing education by all Board members;

(h) Monitor to ensure that the Board and its committees are regularly conducting executive sessions, which are chaired by an independent Board member;

(i) Evaluate the appropriateness of continued Board membership of any Board member who experiences material changed circumstances that could pose a conflict of interest, diminish his or her effectiveness as a Board member or otherwise be detrimental to the Company, as provided in the Company's Corporate Governance Guidelines;

(j) Evaluate the appropriateness of any Board member's or officer's acceptance of an offer to join another company's board of directors based on the factors set forth in the Company's Corporate Governance Guidelines, and communicate to the Board the Committee's decision regarding whether, in the Committee's view, it is appropriate for such Board member or officer to accept the offer; and

(k) In accordance with the Company's majority vote standard, as set forth in the Company's Bylaws, evaluate the appropriateness of continued Board membership of any Board member who, in an uncontested election, receives less than a majority of the votes cast "for" his or her election and make a recommendation to the Board as to the action, if any, it deems appropriate to be taken with respect to the voting results.

Corporate Governance

(a) Review and recommend to the Board Corporate Governance Guidelines applicable to the Company and annually review and recommend changes, as necessary or appropriate;

(b) Review and recommend to the Board the Company's Disclosure Policy to help ensure continued compliance with applicable legal standards and corporate best practices;

(c) Review and recommend to the Board the Company's Insider Trading Policy to help ensure continued compliance with applicable legal standards and corporate best practices;

(d) Review and recommend to the Board the list of executive officers who are subject to Section 16 of the Securities Exchange Act of 1934, as amended, and subject to the trading windows contained in the Insider Trading Policy;

(e) Review and approve the executive(s) designated as the compliance officer(s) for the Insider Trading Policy. Review annually a report from the compliance officer concerning those persons other than the Section 16 executive officers who are subject to the trading windows contained in the Insider Trading Policy;

(f) Review annually the Company's charter documents, including the Company's structural defenses, and recommend to the Board any changes the Committee deems advisable. As part of its review of the Company's structural defenses, determine whether the approval of a stockholder rights plan would be in the best interests of the Company and its stockholders, and recommend to the Board the appropriate terms of any such stockholder rights plan;

(g) Review the Company's emergency procedures, including, but not limited to, disaster recovery and security;

(h) Oversee the annual evaluation of the Board's effectiveness and performance, and periodically conduct an individual evaluation of each director; and

(i) At least annually, review the Company's compliance with the NASDAQ Stock Exchange's corporate governance listing requirements, and report to the Board regarding the same;

(j) Oversee the management of risk associated with the matters for which the Committee is responsible; and

(k) Oversee the Company's political activity and contributions to ensure consistency with the Company's business objectives and priorities.

Stockholder Communications and Stockholder Proposals

(a) Develop procedures for stockholders and other interested parties to communicate with the Board;

(b) Review any stockholder proposals received for inclusion in the Company's proxy materials and approve any responses to such proposals. In the event that a stockholder proposal primarily concerns a topic that is within the responsibility of another committee, the Committee may delegate the responsibility for reviewing and responding to the stockholder proposal to the other committee;

General

(a) If necessary, have the authority to institute special investigations deemed necessary for any reason and, if appropriate, hire special counsel or other experts to assist the Committee with respect to such investigation;

(b) Annually evaluate the performance of the Committee

(c) Review annually and update, as necessary, the Committee's charter and report any changes to the Board of Directors; and

(d) Perform such other duties and responsibilities as are consistent with the purpose of the Committee and as the Board or the Committee deems appropriate.

3. Authority; Outside Advisors. The Committee has the authority to take any actions it considers appropriate to fulfill the above duties and responsibilities, including without limitation the authority to retain such outside counsel, experts, and other advisors as it determines appropriate to assist it in the full performance of its functions, including without limitation sole authority to retain and terminate any search firm used to identify director candidates, and to approve the search firm's fees and other retention terms. The Committee shall have full access to any relevant records of the Company and may request that any officer or other employee of the Company or the Company's outside counsel meet with any members of, or consultants to, the Committee. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to any advisors employed by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

4. Meetings; Reporting to Board. The majority of the members of the Committee constitutes a quorum. All determinations of the Committee shall be by a majority of the disinterested members present at a meeting duly called or held, provided that any decision or determination of the Committee reduced to writing and consented to (including, but not limited to, by means of electronic transmission) 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 shall meet as often as it deems necessary to fulfill its responsibilities hereunder and may meet with

management or individual directors at such time or times as it deems appropriate to discuss any matters before the Committee. Meetings of the Committee will be held at such times and places as the Committee determines. Such meetings may be held through any communications equipment if all persons participating can hear each other. The Committee shall have the authority to form and delegate responsibilities to subcommittees when appropriate.

The Committee shall report regularly to the full Board with respect to its meetings, and concerning significant developments in the course of performing the duties and responsibilities set forth above or as otherwise requested by the Board. The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

Approved: June 9, 2014

Restated: August 10, 2016