



USA Mobility, Inc. Nominating and Governance Committee Charter

Nominating and Governance Committee Mission

The Nominating and Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of USA Mobility, Inc. (the “Company”) to (a) develop criteria for nominating individuals to serve as directors, or re-nominating existing directors, and identify, review the qualifications of, and recommend to the Board individuals to be nominated to become, or be re-nominated as, members of the Board; (b) lead the Board in its annual review of the Board’s performance, recommend, when appropriate, guidelines for the terms of service by Board members, develop and manage director education programs as required or appropriate, and address any possible conflicts of interest of directors and executive officers; (c) recommend to the Board nominees for each committee and make other recommendations on committee structure, processes, governance and functions; and (d) monitor and report to the Board on developments that may affect Company governance matters and recommend to the Board such governance guidelines and procedures as it determines to be appropriate. The Committee serves the Board and is subject to its control and direction. Nothing herein is intended to expand applicable standards of liability under state or federal law for directors of a corporation.

Membership

1. **Size.** The Committee shall be comprised of at least two (2) members of the Board, the exact number to be determined from time to time by the Board.
2. **Composition.** The Committee composition shall satisfy the independence requirements of the NASDAQ Global Market.
3. **Appointment; Term.** The members of the Committee shall be appointed by a majority vote of the Board and shall serve until such member’s successor is duly appointed and qualified or until such member’s resignation or removal by a majority of the Board or until such member ceases to be a member of the Board.

Authority and Responsibilities

1. **Board Nominees; Committee Appointments; Continued Service.** The Committee shall undertake the following activities and have the following



specific authority and responsibilities with respect to Board members' service on the Board or Board Committees (in addition to any others that the Board may from time to time delegate to the Committee):

- (a) The Committee shall determine the criteria, objectives and procedures for selecting Board members with input from the current sitting members of the Board. The Committee may consider factors such as independence, diversity, age, integrity, skills, expertise, breadth of experience, knowledge about the Company's business or industry and willingness to devote adequate time and effort to Board responsibilities in the context of the existing composition and needs of the Board and its committees.
- (b) The Committee shall actively seek individuals qualified to become Board members for recommendation to the Board at any time a vacancy in Board membership arises as well as in connection with the annual election of directors at the next annual meeting of shareholders. Without limiting the foregoing, the Committee may consider and make recommendations to the Board regarding the qualifications of any nominees duly recommended by Company shareholders, directors, officers, employees and other constituents. The Committee shall review all nominations for re-election of Board members in connection with its annual evaluation of Board performance and, when appropriate, report to the Board the results of such review.
- (c) The Committee may identify Board members qualified to fill any vacancies on a committee of the Board (including the Committee) and may recommend that the Board appoint the identified Board member or members to the respective committees. In recommending a candidate for appointment to any committee, the Committee may consider any required qualifications as set forth in the committee's charter, the needs of the committee in light of its purpose and responsibilities and the existing composition of the committee, the benefits of periodic rotation of committee members and any other factors the Committee deems appropriate.
- (d) The Committee may review the appropriateness of continued service on the Board of members whose circumstances, including business or professional affiliations or responsibilities, have changed or who contemplate accepting a directorship on another public company board or an appointment to an audit or compensation committee of another public company board.
- (e) The Committee may make recommendations to the Board on guidelines, when appropriate, for retirement age, removal and other matters pertaining to tenure of Board members.

2. **Review of Board Performance.** The Committee shall coordinate the annual evaluation of the Board and its committees to determine whether they are functioning effectively and meeting their objectives and goals. The Committee shall solicit comments from all directors and any other persons it deems appropriate (including executive officers of the Company) and shall annually deliver a report, (either orally or in writing as the Committee may determine) to the Board following the end of each fiscal year containing an assessment of the Board's effectiveness and its contribution to the Company and indicating any specific areas in which the Board could improve.
3. **Orientation; Education.** The Committee shall be responsible for the orientation of new directors and, with the assistance of management and counsel, the ongoing education of Board members on matters of corporate governance, legal developments and other topics the Committee deems appropriate for continuing education as required or suggested by applicable rules and regulations promulgated by the Securities and Exchange Commission and listing agencies or otherwise.
4. **Corporate Governance.** The Committee shall undertake the following activities and responsibilities with respect to corporate governance (in addition to any others that the Board may from time to time delegate to the Committee):
 - (a) The committee shall develop and recommend, when appropriate, to the Board corporate governance guidelines for the Company and any changes to any such guidelines.
 - (b) The Committee shall oversee that the Company has an adequate system and procedures for the education, development and orderly succession of senior managers throughout the Company and shall, when necessary, review the Chief Executive Officer's short and long-term succession plans for the position of Chief Executive Officer and other senior management positions and report to the Board on succession planning.
 - (c) The Committee may make recommendations to the Board regarding the number of regularly scheduled meetings of the Board, its structure, composition and procedures and any other recommendations that the Committee may deem appropriate.
 - (d) The Committee may make recommendations regarding the structure, composition and functions of any committee of the Board, including without limitation any recommendations for the constitution of any new committee of the Board, ensuring that there is no duplication of responsibilities.

- (e) The Committee may review periodically with the Company's general counsel or outside counsel new legislation, regulations and other legal developments, review any potentially affected Committee Charters and Company policies in light of any such developments and make recommendations to the Board regarding any modifications to any such policies that the Committee may deem appropriate.
 - (f) The Committee may propose to the Board, and review and reassess the adequacy of any, Company codes of ethics or conduct, or similar guidelines and recommend any proposed changes thereto to the Board for approval, including any changes recommended by management or by counsel.
 - (g) The Committee shall review and make recommendations to the Board regarding proposals of shareholders that relate to corporate governance that are properly proposed for voting at the annual shareholders' meeting.
5. Retention of Consultants and Advisors; Investigations. The Committee may undertake the following activities and responsibilities with respect to retaining consultants or advisors and authorizing investigations (in addition to any others that the Board may from time to time delegate to the Committee):
- (a) The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including the sole authority to approve the search firm's fees and other retention terms.
 - (b) The Committee shall have the authority, without having to seek Board approval, to obtain, at the expense of the Company, advice and assistance from internal or external legal, accounting or other advisors as it deems advisable.
 - (c) The Committee shall have the authority to conduct or authorize investigations into or studies of any matters within the Committee's scope of responsibilities.

Structure and Operations

1. **Chairperson.** The Board shall designate one member of the Committee to act as its chairperson.
2. **Conduct of Meetings.** The Committee shall meet in person or telephonically at such times and places as may be determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson. The chairperson, with input from the other members of the Committee and, where



appropriate, management, shall set the agendas for Committee meetings.

3. Authority to Mandate Attendance. The Committee may request that any directors, officers or other employees of the Company, or any other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests. The Committee may exclude from its meetings any persons it deems appropriate.
4. Delegation. The Committee may form and delegate authority to subcommittees. The Committee may delegate authority to the chairperson of the Committee to approve specific actions that fall within established program guidelines approved by the Board or the Committee or to other officers of the Company to approve specific actions within such guidelines as permitted by this Charter, the Company's certificate of incorporation and bylaws and applicable law.
5. Recordkeeping; Reports to Board. The Committee shall maintain minutes or other records of its meetings and shall give regular reports to the Board on these meetings and such other matters as required by this Charter or as the Board shall from time to time specify. Reports to the Board may take the form of oral reports by the chairperson of the Committee or any other member of the Committee designated by the Committee to give such report.
6. Review of Charter. The Committee may review its own performance and reassess the adequacy of this Charter in such manner as it deems appropriate, and submit such evaluation, including any recommendations for change coming from the Committee or counsel, to the full Board for review, discussion and approval.
7. Committee Rules. Except as expressly provided in this Charter, the Company's bylaws or the Company's corporate governance guidelines (if applicable), or as required by law, regulation or NASDAQ listing standards, the Committee shall set its own rules of procedure.
8. Additional Procedures and Standards. The provisions specified in this Charter are meant to serve as guidelines, and the Board delegates to the Committee the authority to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities.

Adopted on November 16, 2004
Amended February 2012