

ANTERIX INC.

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

1. Members. The Board of Directors (the “**Board**”) of Anterix 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 applicable independence and experience requirements of (i) the NASDAQ Stock Market (“**Nasdaq**”); (ii) the rules and regulations of the Securities and Exchange Commission (the “**SEC**”) and (iii) the Company’s Corporate Governance Guidelines.

The Board shall annually appoint the members of the Committee, and each member shall serve until the Board appoints his or her successor or until such member’s earlier resignation or removal. The Board may replace Committee members at any time with or without cause. The Board shall appoint directors to fill vacancies on the Committee. Unless the Board designates a Chair of the Committee, the members of the Committee may designate a Chair by majority vote of the full Committee membership. The Chair shall be designated annually. 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 election to 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 or in accordance with any Company policy or applicable law;

- (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 of Directors;
- (b) Recommend to the Board the selection of a Lead Director, if any, in accordance with the policies of the Board and its committees;
- (c) 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;
- (d) Review and make recommendations to the Board regarding the members and the chairpersons of the committees, and consider periodically rotating directors among the committees;
- (e) Determine the independence of each director under the applicable Nasdaq listing standards, the rules and regulations of the SEC and the Company's Corporate Governance Guidelines;
- (f) Periodically evaluate the size of the Board, and make recommendations to the Board based on those evaluations;
- (g) Establish policies for the election of directors, including considering and recommending to the Board whether to accept any director resignations when a director fails to receive the required number of votes for reelection in accordance with such policies;
- (h) 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;
- (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, and communicate to the Board the Committee's recommendation on appropriate action in light of the change; and
- (j) Review the compensation of directors for service on the Board and its committees and recommend changes to the Board as appropriate for approval.

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 discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence, and the director nominations process, and to recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable;
- (c) Oversee the Company's corporate social responsibility and sustainability activities, including evaluating the impact of Company practices on communities and individuals, and to develop and recommend to the Board for approval policies and procedures relating to the Company's corporate social responsibility and sustainability activities;
- (d) Review and recommend to the Board the Company's Disclosure Policy to help ensure continued compliance with applicable legal standards and corporate best practices;
- (e) 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;
- (f) 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. Review annually a report concerning those persons other than the Section 16 executive officers who are subject to the trading windows contained in the Insider Trading Policy;
- (g) Review the Company's charter documents annually, including the Company's structural defenses, and recommend to the Board any changes the Committee deems advisable.
- (h) Review the Company's emergency procedures, including, but not limited to, disaster recovery and security;
- (i) Oversee the annual evaluation of the Board's effectiveness and performance, and periodically conduct an individual evaluation of each director;
- (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, Committees, and individual directors; and
- (b) Review any stockholder proposals received for inclusion in the Company's proxy materials and recommend to the Board appropriate action. If a stockholder proposal primarily concerns a topic that is within the responsibility of another committee, the Committee may delegate the responsibility for reviewing and advising the Board 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 such investigation;
- (b) Annually evaluate the performance of the Committee;
- (c) Review the Committee's charter annually, update as necessary, 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, through 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 at least four times a year at such times and places as the Committee determines. The Committee may meet with management or individual directors at such time or times as it deems appropriate to discuss any matters before the Committee. 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 concerning its meetings, make recommendations to the Board as appropriate, and report to the Board 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 Board meetings.

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