

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER
Alaska Communications Systems Group, Inc.

I. Purpose

The primary objectives of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Alaska Communications Systems Group, Inc. (the “Company”) are to:

- A. identify individuals qualified to become Board members and provide recommendations to the Board for the director nominees for the next annual meeting of shareholders;
- B. draft corporate governance principles and guidelines and review and revise such principles and guidelines as appropriate on an annual basis;
- C. guide the Board in its annual review of the performance of the Board and Board committees; and
- D. recommend to the Board the structure of and director nominees for each Board committee.

II. Membership and Procedures

- A. Membership and Appointment. The Committee shall consist of at least three members of the Board. The Board shall appoint each member.
- B. Removal. Any member of the Committee may be removed from membership on the Committee with or without cause by the affirmative vote of a majority of the Board. Any Committee member may resign by giving oral or written notice to the Chair of the Board or the Chair of the Committee (the “Chair”). Such resignation shall be effective at the time such notice is given (unless the notice specifies a later date for the effectiveness of such resignation). If the resignation is effective at a future time, the Board may elect a successor to fill the vacancy on the Committee when the resignation becomes effective.
- C. Chair. The Chair of the Committee shall be designated by the Board. In the absence of such designation, the members of the Committee may select the Chair by majority vote of the full membership of the Committee. The Chair shall serve as the moderator for each meeting.
- D. Independence. Each member shall be independent within the meaning of the definitions of independence promulgated by the Securities and Exchange Commission, The Nasdaq Stock Market or any other applicable regulatory agency, as determined by the Board.

- E. Delegation. The Committee may, by majority vote of the full membership of the Committee, delegate authority to individuals or subcommittees. Each subcommittee shall keep regular minutes of its meetings and activities and shall report to the Committee or the Board periodically or whenever requested to do so by the Chair of the Committee or the Chair of the Board.
- F. Authority to Retain Advisors. In the course of its duties, the Committee is authorized to retain outside consultants, legal counsel or other experts as the Committee deems advisable, and shall receive funding from the Company to pay for the fees of such advisors. The Committee has sole authority to engage and terminate such advisors and to approve such advisors' fees and terms of engagement.
- G. Evaluation. The Committee shall undertake an annual evaluation assessing its performance with respect to its purpose and duties as set forth in this charter and shall report the results of such evaluation to the Board during the second quarter of every year. In addition, the Committee shall lead the full Board in an annual self-evaluation process, including the self-evaluation of each Board committee, and shall report its conclusions and recommendations to the Board during the second quarter of every year.

III. Meetings

The Committee shall convene at least three times each year. A majority of the Committee members shall be present in person or by telephone to constitute a quorum for the transaction of the Committee's business. The Committee shall report regularly to the full Board with respect to its activities.

IV. Responsibilities and Duties

The Committee shall be responsible for screening and proposing candidates to serve on the Board and all matters of corporate governance. The responsibilities and duties set forth below are meant to serve as a general outline. It is understood that the Committee may deviate from this list as necessary or appropriate given the circumstances.

To fulfill its responsibilities, the Committee shall:

- A. From time to time, conduct studies of the size and composition of the Board and its Committees and review with the Board the criteria for Board membership.
- B. Review the qualifications of all individuals being considered for membership on the Board, including directors recommended by shareholders for election to the Board. Annually, review the director criteria established by the Board and, if appropriate, recommend modifications.

- C. Prior to each annual meeting of the stockholders, make recommendations to the Board as to which director candidates should be nominees of the Board for whom the Board will solicit proxies and in the interim between annual meetings, recommend to the Board candidates to be elected to the Board.
- D. Review and recommend changes to management's new director orientation materials. Review and, if appropriate, recommend modifications to the Board policy concerning continuing education for directors.
- E. Report to the Board annually as to the independence of each director in accordance with Section II, Part E of this Charter.
- F. Consult with the Chair of the Board and the Chief Executive Officer and formally review each director's continuation on the Board every five years.
- G. Recommend to the Board the membership of each standing committee, including the Chair of each standing committee and an individual to serve as lead director, after consulting with the Chair of the Board and the Chief Executive Officer and taking into consideration the preferences of individual directors.
- H. Monitor compliance with the Company's corporate governance principles guidelines and periodically review and recommend to the Board revisions, as appropriate, to the corporate governance principles guidelines.
- I. Review and, if appropriate, recommend modifications to the Board concerning the process and standards for Board and Committee self-evaluation, including without limitation the timing of such evaluations and Committee's report to the full Board.
- J. Review and make recommendations to the full Board regarding shareholder proposals pertaining to Board governance and directors.
- K. Review and, if appropriate, recommend modifications to the Board's standards and policies for directors and management serving on boards other than those related to the Company. Review and recommend to the full Board any requests for exceptions to the Board standards and policies.
- L. Review and, if appropriate, recommend action to the full Board concerning related party transactions and potential conflicts of interest with directors and members of the executive management team.
- M. Have and exercise such other powers, authority and responsibilities as may be determined by the Board.