

**ECHOSTAR CORPORATION  
NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

***Purpose***

The Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of EchoStar Corporation (the “Company”) shall provide assistance to the Board with respect to the following areas of responsibility, among other things:

1. Identifying and review independent director candidates qualified to become directors, consistent with the criteria approved by the Board from time to time and recommending independent director nominees for selection by the Board of Directors to fill the number of independent director positions established by resolution of the Board of Directors from time to time;
2. Otherwise taking a role in shaping the corporate governance of the Company.

***Composition***

The Committee shall be comprised of two (2) or more directors, all of whom shall qualify as “independent” under NASDAQ independence rules. The Board shall appoint the members of the Committee and may remove the members of the Committee in its discretion. The members of the Committee shall elect a Chairperson to preside at all meetings of the Committee.

***Meetings***

The Committee shall meet as necessary to fulfill its responsibilities. Minutes shall be kept of each meeting of the Committee.

***Powers, Responsibilities and Duties***

In carrying out the purposes set forth above, the Committee shall:

- (a) Identify and review independent director candidates and recommend independent director nominees for selection by the Board to fill the number of independent director positions established by resolution of the Board from time to time;
- (b) Consider director nominees in light of the entirety of their credentials, including, but not limited to: (i) their reputation and character; (ii) their ability and willingness to devote sufficient time to Board duties; (iii) their educational background; (iv) their business and professional achievements, experience and industry background; (v) their independence from management under listing standards and governance guidelines of EchoStar Corporation (the “Company”); (vi) legal considerations such as antitrust issues; and (vii) the needs of the Board and the Company;
- (c) Assist management and the Board as necessary in providing for an orientation process for new directors of the Board;

- (d) Periodically review the charter and make recommendations to the Board for the creation of additional committees or the elimination of committees of the Board; and
- (e) Report to the Board on all material actions taken by the Committee.