

FTE NETWORKS, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

(Revised June 9, 2017)

Authority

The board of directors (the “Board”) of FTE Networks, Inc., a Nevada corporation (the “Corporation”), has established a Nominating and Corporate Governance Committee (the “Committee”) pursuant to Section 78.125 of the Nevada Revised Statutes, as the same exists or may hereafter be amended, to undertake the responsibilities and perform the tasks set forth in this Charter (the “Charter”).

Organization

The Committee shall consist of three or more independent directors, as determined by the Board. The Committee members shall be designated by the Board and shall serve at the discretion of the Board. The Board may designate one director as chairperson of the Committee, and if the Board does not designate a chairperson, a majority of the members of the Committee may elect a chairperson.

Each member of the Committee shall meet (or be exempt from) the independence standards of Section 803A of Company Guide of the New York Stock Exchange MKT (“NYSE MKT”) and any other applicable laws, rules and regulations (collectively, the “Independence Standards”). Prior to the appointment of any director to the Committee, the Board must affirmatively determine that such director is free from any relationship that may interfere with the exercise of his or her independent judgment in carrying out the responsibilities of an independent director and a member of the Committee.

Statement of Policy

The Committee is appointed by the Board to ensure that the Board itself is properly constituted to meet its fiduciary obligations to the Corporation and its stockholders and that the Corporation has and follows appropriate corporate governance standards. The Committee shall further provide assistance and expertise to the full Board in identifying, screening and recommending qualified candidates to serve as directors and in developing, administering and recommending to the Board a set of corporate governance principles for the Corporation consistent with the applicable laws, rules and regulations of the NYSE MKT, the state of Nevada and the Securities and Exchange Commission.

Powers

The Committee shall have the power to conduct or authorize investigations into and to make recommendations to the full Board with respect to any matters within the Committee's scope of responsibilities. Specifically, the Committee shall approve related party transactions, evaluate director independence, and perform any other functions as delegated by the full Board. The Committee shall also have the power to retain or solicit advice from any search firm for the purpose of identifying candidates for the Board and shall have the power to appropriate funding from the Corporation to pay reasonable compensation to any search firm retained by the Committee.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate. The Committee shall not delegate to a subcommittee any power or authority required by agreement, law, regulation or listing standard to be exercised by the Committee as a whole.

Responsibilities

The Committee shall undertake those specific duties and responsibilities listed below and such other duties as the Board shall from time to time prescribe. All powers of the Committee are subject to the restrictions designated in the Corporation's Bylaws and applicable law. In carrying out its responsibilities, the Committee believes its policies and procedures should remain flexible, in order to best react to changing conditions and to ensure to the directors and stockholders that the nominating and corporate governance practices of the Corporation are in accordance with all requirements and are of the highest quality.

The Committee's responsibilities shall be as follows:

1. With respect to director nominations:
 - a. Determine the qualifications, qualities, skills, and other expertise required to be a director and to develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director;
 - b. Search for, identify, evaluate, screen, select and recommend to the Board, candidates for election at each annual meeting of stockholders of the Corporation and candidates to fill new positions or vacancies on the Board;
 - c. Review any candidates recommended by stockholders, provided such stockholder recommendations are made in compliance with the Corporation's Bylaws and its stockholder nominations and recommendations policy;
 - d. Make recommendations to the Board concerning the selection criteria to be used by the Committee in seeking nominees for election to the Board;

e. Develop and oversee an orientation program for new directors and a continuing education program for current directors, periodically review these programs and update them as necessary; and

f. Aid in attracting qualified candidates to serve on the Board.

2. With Respect to corporate governance matters:

a. Evaluate the current composition, organization and governance of the Board and its committees, determine future requirements, oversee guidelines and make recommendations to the Board for approval on an annual basis;

b. Evaluate the performance of individual members of the Board eligible for re-election on an annual basis;

c. Evaluate the performance of and, if appropriate, recommend termination of particular directors in accordance with the governance principles of the Board, for cause or for other appropriate reasons on an annual basis;

d. Oversee the annual evaluation of succession planning for Executive Officers, as such term is defined in Rule 16a-1(f) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and if it deems appropriate, identify, evaluate and recommend candidates to the Board;

e. Develop and recommend to the Board for approval director independence standards in addition to those required by the NYSE MKT for determining whether a director has a material relationship with the Corporation or has a relationship with the Corporation that would impair his or her independence Evaluate the independence of directors and director nominees according to such director independence standards the at least annually or as often as required;

f. Review any outside directorships in other public companies held by senior Corporation officials;

g. Review periodically the composition of each committee of the Board and make recommendations to the Board for the creation of additional committees or a change in mandate or dissolution of committees;

h. Recommend to the Board persons to be members and chairpersons of the various committees;

i. Make recommendations to the Board concerning (i) the Corporation's Board structure, composition and functioning of the Board and all committees of the Board, (ii) the delegation of

authority to management, (iii) the Board's oversight of management actions and reporting duties of management;

j. Develop and recommend to the Board for approval a Corporation policy for the review and approval of related party transactions and review, approve and oversee any transaction between the Corporation and any related person (as defined in Item 404 of Regulation S-K of the Exchange Act) on an ongoing basis in accordance with the such related party transaction approval policy;

k. Review and discuss with management the disclosure of the Corporation's corporate governance practices, including information regarding the operations of the Committee, other committees, director independence and the director nominations process. The Committee shall recommend following such discussions and input from management that this disclosure be, included in the Corporation's proxy statement or annual report on Form 10-K, as applicable;

l. Oversee compliance by the Board and its committees with all applicable laws and regulations, including but not limited to those of the NYSE MKT, the state of Nevada and the SEC, as well as all applicable laws and regulations under the Securities Act of 1933, as amended (the "Act") and the Exchange Act;

m. Review and reassess periodically the adequacy and scope of this Charter and the Committee's established processes and procedures and recommend changes (if any) to the Board for approval. The Committee shall conduct an annual evaluation of the performance of its duties under this charter and shall present the results of the evaluation to the Board in such manner as it deems appropriate;

n. Make reports and recommendations to the Board within the scope of its functions; and

o. Perform such other functions as assigned by law, the Corporation's Articles of Incorporation or Bylaws or by the Board.

Meetings

The Committee shall meet as often as is appropriate to carry out its responsibilities under this Charter, either in person or telephonically, at such times and places as it determines, but no less frequently than annually. The majority of the members of the Committee constitutes a quorum, and the Committee may act by the vote of a majority of the members present at the time of the vote.

The Committee may invite to its meetings any director, officer or employee of the Corporation or such other persons as it deems appropriate in order to carry out its responsibilities. Further, the Committee may exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

Consistent with this Charter, the Committee shall report to the Board regarding its recommendations for director nominees for the next annual meeting of stockholders and regarding its examination and recommendations with respect to corporate governance. The Committee will report to the Board on its activities no less than annually.

In the event of one or more vacancies on the Committee, the number of Members constituting a quorum (but in no event less than two members) may take any action permitted hereunder.

Minutes

Minutes shall be kept of each meeting of the Committee and will be provided to each member of the Board. Any action of the Committee shall be subject to revision, modification or rescission by the Board.

Funding

The Committee shall have available funding from the Corporation as determined by the Committee to pay reasonable compensation to any search firm retained by the Committee.

Members of the Committee shall receive such fees, if any, for their service as Committee members as may be determined by the Board in its sole discretion. Such fees may include retainers or per meeting fees. Fees may be paid in such form of consideration as is determined by the Board, in accordance with applicable law, SEC rules and requirements of the NYSE MKT.