

HAWAIIAN TELCOM HOLDCO, INC.
**CHARTER OF THE NOMINATING AND
GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS**

Adopted by the Board of Directors on March 13, 2012

I. PURPOSE OF THE COMMITTEE

The purpose of the Nominating and Governance Committee (the “Committee”) of the Board of Directors of Hawaiian Telcom Holdco, Inc. (the “Company”) is to provide assistance and make recommendations to the Board of Directors regarding (a) individuals qualified to become Directors, (b) the structure and composition of the Board and Committees of the Board, (c) the corporate governance policies and practices of the Company, and (d) the evaluation of the Board. The Committee shall review the adequacy of this Charter at least annually and recommend any proposed changes to the Board of Directors.

II. COMPOSITION OF THE COMMITTEE

The Committee shall consist of two or more directors of the Company appointed by the Board of Directors, each of whom shall meet the independence standards and other requirements established from time to time by The NASDAQ Stock Market (“NASDAQ”). Any vacancy on the Committee shall be filled by a majority vote of the Board of Directors, and a member of the Committee may be removed only by a majority vote of the Board of Directors. Unless a Chairman of the Committee is designated by the Board of Directors, the Committee may designate a Chairman by a majority vote of the full Committee membership.

III. AUTHORITY AND RESPONSIBILITIES OF THE COMMITTEE

In furtherance of its purpose, the Committee shall have the following authority and responsibilities:

1. Identify, evaluate and recommend to the Board of Directors candidates for election to the Board or for appointment by the Board to fill a vacancy.
2. Review the suitability for continued service as a director of each Board member when he or she has a significant change in primary job responsibilities and recommend whether or not the director should continue to serve on the Board.
3. Recommend to the Board the appropriate size and composition of the Board.
4. Monitor compliance with the Code of Conduct for the Board of Directors, and recommend changes to the Code of Conduct as necessary or appropriate.

5. Review and make recommendations regarding the Company's and the Board's compliance with governance requirements of applicable laws and listing requirements.

6. Recommend to the Board the types, composition, and responsibilities of Committees of the Board, and recommend the members of the Board to serve on such Committees and to serve as Chairmen thereof.

7. Recommend Company-paid training and education for Board members, as appropriate, relevant to fulfilling their responsibilities as directors.

8. Oversee the evaluation of the Board as a whole and develop and recommend to the Board processes for the annual self-evaluation of the Board.

9. Review any other matters, issues, or developments relating to the corporate governance of the Company that arise from time to time and make appropriate recommendations to the Board.

The Committee has the authority to retain such outside advisors, including legal counsel, accountants, or other professionals, as it deems necessary or appropriate in the performance of its duties, and to approve the fees and expenses of such advisors. The Committee may, as it deems appropriate, form and delegate authority to one or more subcommittees of its members (including a subcommittee consisting of a single member).

IV. MEETINGS OF THE COMMITTEE

The Committee shall meet as often as determined to be necessary or appropriate. Meetings of the Committee shall be held upon call by the Chairman of the Committee, or in his absence, by any member of the Committee. The Committee may meet in person or telephonically. A quorum of the Committee shall consist of a majority of the members of the Committee in office at the time of any meeting, and the vote of a majority of the members of the Committee present at the time of a vote, if a quorum is present at that time, shall be the act of the Committee. The Chairman, or in his absence another member chosen by a majority of the members present, shall preside at the meeting. Action also may be taken without a meeting by unanimous written consent.

Actions taken by the Committee shall be reported to the Board of Directors at the next meeting of the Board, provided, however, that such report need not be made to the Board if prior to such meeting copies of the written minutes of the Committee meeting at which such actions were taken have been delivered to all members of the Board.