

ANTERIX INC.
CORPORATE DEVELOPMENT
COMMITTEE CHARTER

PURPOSE:

This Charter sets forth the composition, authority and responsibilities of the ad hoc Corporate Development Committee (the “Committee”) of the Anterix Board of Directors (the “Board”) of Anterix Inc. (the “Company”).

The purpose of the Committee shall be to serve as a “sounding board” for management, and to provide guidance and input to management’s overall planning, evaluation and execution of strategic transactions, including M&A, major strategic partnerships, capital formation and financial structuring.

The Committee has the authority to undertake the specific duties and responsibilities listed below and will have the authority to undertake such other specific duties as the Board from time to time prescribes.

MEMBERSHIP:

The members of the Committee will be nominated by the Nominating & Corporate Governance (“N&CG”) Committee, will be appointed by, and serve at the discretion of, the Board, and will consist of a number of members established by the Board from time to time, upon recommendation of the N&CG Committee. The Company’s Chief Executive Officer, if he or she is then also a member of the Board, will serve as a voting ex officio member of the Committee. The Board Chair, if not serving as Chief Executive Officer, will also serve as a voting ex officio member of the Committee. Each member shall serve until the earlier of: 1) the Committee is disbanded; 2) the member is no longer in the position giving rise to his or her ex officio status on the Committee (e.g., Chair and/or CEO); 3) the member is no longer a Director; 4) the member resigns from or is removed from the Committee; or 5) the member’s successor is duly appointed by the Board.

The Board shall appoint the Chairperson of the Committee, upon recommendation of the N&CG Committee (the “Chairperson”). The Chairperson shall preside at all regular meetings of the Committee, and shall make the final decision regarding the agenda for each meeting.

RESPONSIBILITIES AND AUTHORITY:

The responsibilities and authority of the Committee shall include:

1. Providing input to management and the Board regarding the Company’s long-term strategy and M&A agendas;
2. Providing input to management and the Board regarding the Company’s strategies for potential material mergers and acquisitions (both buy-side and sell-side), combinations, joint ventures, divestitures and investments (collectively, “Transactions”), including identifying and evaluating potential targets, buyers, and partners;
3. Evaluating, and making recommendations to management and the Board about, responses to external developments and factors, including changes in the Company’s industry, competition and technology that impact the Company’s strategy; and
4. Performing such other duties and responsibilities as may be assigned by the Board.

Notwithstanding the foregoing, nothing in this charter shall modify any duty expressly reserved for the Board under the Company's Certificate of Incorporation or under applicable law. The Board retains full authority and responsibility for evaluating, negotiating, recommending, and approving any potential transaction of the Company. The Committee shall not have the authority to approve or adopt, or recommend to the shareholders of the Company, any action or matter expressly required by law to be submitted to the stockholders of the Company for approval.

FUNDING AND OUTSIDE ADVISORS:

The Committee may make recommendations to the Board about engaging outside legal, accounting or other advisors as it determines necessary to carry out its duties. If approved by the Board, the Board will approve the related fees and retention terms of such advisers in advance of any such engagement.

MEETINGS AND CONSENTS:

The Committee will meet periodically to act upon any matter within the scope of its authority. Meetings of the Committee will be held at such times and places as the Committee determines.

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. Such meetings may be held through any communications equipment if all persons participating can hear each other.

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. The Committee may take action by circulating a written consent to each Committee member. The written consent will constitute a valid action of the Committee if executed by each Committee member. The written consent will be filed with the minutes of the Board meetings.

The Committee shall have the authority to form and delegate responsibilities to subcommittees when appropriate.

The Committee will work principally with the Company's Chief Executive Officer.

REPORTS:

The Committee will periodically report to the Board on its activities and on such other matters as the Committee may deem appropriate.

Approved and Effective: May 18, 2021
Restated: February 22, 2023
Amended: February 9, 2024