

CT COMMUNICATIONS, INC.

AMENDED AND RESTATED CHARTER OF THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE

Purpose

The Corporate Governance and Nominating Committee (the “Corporate Governance Committee”) of the Board of Directors (the “Board”) of CT Communications, Inc. (the “Company”) will identify individuals qualified to become Board members, consistent with any criteria approved by the Board, and recommend that the Board select the director nominees for the annual meeting of shareholders; consider and make recommendations to the Board concerning the size and needs of the Board; consider from time to time the Board committee structure and makeup and recommend to the Board retirement policies and other significant procedures affecting Board members. The Corporate Governance Committee will also develop and recommend to the Board a set of corporate governance guidelines applicable to the Company.

Committee Membership

The Corporate Governance Committee will consist of no fewer than three members of the Board. The Board will appoint and may remove members of the Corporate Governance Committee. The Board shall designate the chairperson of the Corporate Governance Committee. All members of the Corporate Governance Committee must meet the independence requirements of The Nasdaq Stock Market, Inc. and any other legal requirements, including requirements under the federal securities laws.

Committee Meetings

The Corporate Governance Committee must meet at least once annually, and may meet more frequently as necessary or advisable.

Committee Authority and Responsibilities

1. The Corporate Governance Committee will perform the core functions of recommending director nominees for the Board’s selection to be presented for shareholder approval at the annual meeting of shareholders and considering and recommending to the Board for its approval, candidates to fill any vacancies on the Board, whether created by expansion, resignation, retirement or for any other reason. These responsibilities include: (i) working with the full Board to develop criteria for Board membership and procedures for the identification and recruitment of candidates; (ii) reviewing candidates’ qualifications and any potential conflicts with the Company’s interests; (iii) assessing the contributions of current directors in connection with their re-nomination; and (iv) and making recommendations to the Board with respect to these matters. If the Company is legally required by contract or otherwise to provide third parties with the ability to nominate directors, the selection and nomination of such directors need not be subject to the process set forth herein.

2. The Corporate Governance Committee will select candidates for Board membership on the basis of recognized achievements, broad knowledge and experience, the ability to bring sound business judgment to the deliberations of the Board and other factors as deemed appropriate, including whether any specific qualities or skills should be possessed by one or more of the Company's directors.
3. The Corporate Governance Committee will develop a policy with regard to the consideration of director candidates recommended by shareholders and review and revise such policy as the Corporate Governance Committee deems appropriate.
4. The Corporate Governance Committee will review the Board's committee structure, functions and duties and make recommendations to the Board regarding the same. The Corporate Governance Committee recommends to the Board for its approval, directors to serve as members and the chairperson of each committee. The Corporate Governance Committee will review and recommend committee composition annually and will recommend additional committee members to fill vacancies as needed.
5. The Corporate Governance Committee will develop and recommend to the Board for its approval, a set of corporate governance guidelines applicable to the Company. The Corporate Governance Committee will review the guidelines on an annual basis, or more frequently if appropriate, for compliance with all applicable laws, rules and regulations and the listing standards of The Nasdaq Stock Market, Inc. or any other national securities exchange on which the securities of the Company are then listed, and recommend changes as necessary to the Board.
6. The Corporate Governance Committee will recommend to the Board retirement policies and other significant procedures affecting Board members.
7. The chairperson of the Corporate Governance Committee is responsible for leadership of the Corporate Governance Committee, including determining the frequency of its meetings, preparing the agenda, presiding over the meetings, making committee assignments and reporting for the Corporate Governance Committee to the Board at its next regularly scheduled meeting following the meeting of the Corporate Governance Committee.
8. The Corporate Governance Committee has the authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms. The Corporate Governance Committee also has authority to obtain advice and assistance from internal or outside legal, accounting or other advisors it determines necessary to carry out its duties.
9. The Corporate Governance Committee will conduct and present to the Board an annual evaluation of the Corporate Governance Committee's performance as compared to the requirements of its Charter. The Corporate Governance Committee will recommend processes for and oversee the annual evaluation process of the Board.

10. The Corporate Governance Committee will arrange for orientation of new directors and continuing education for directors.
11. The Corporate Governance Committee will review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

Adopted by the Board of Directors on February 26, 2004.