

SYNIVERSE HOLDINGS, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Organization

This charter governs the operations of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors of Syniverse Holdings, Inc. (the “Company”). The Committee shall consist of at least three members of the Board of Directors. In addition, if at any time the Company ceases to qualify for the “controlled company” exception under the rules of the New York Stock Exchange, each member of the Committee shall be “independent” within the meaning of the applicable listing rules of the New York Stock Exchange.

Except as set forth below, Committee members shall be appointed and removed by the Board and shall hold their offices until their successors are appointed and qualified, or until their earlier resignation or removal. All vacancies in the Committee shall be filled by the Board. The Board shall designate one of the members as Chairman of the Committee, and the Committee shall keep a separate book of minutes of its proceedings and actions. Notwithstanding anything to the contrary herein, until the earlier of such time that (i) investment funds affiliated with GTCR Golder Rauner, L.L.C. (“GTCR”) cease to hold in the aggregate at least 37.5% of GTCR's holdings of the Company's common stock immediately after completion of the Company's initial public offering (the “IPO”) and (ii) a GTCR designee would be prohibited from serving on the Committee under applicable law or under the rules of the New York Stock Exchange, GTCR shall have the right to designate one of the three Committee members, GTCR shall have the sole authority to remove the GTCR designee from the Committee, GTCR shall be entitled to fill any vacancy created if the GTCR designee ceases to be a member of the Committee, the Committee shall not consist of more than three members without the consent of GTCR, and no subcommittee shall be formed without the prior consent of GTCR.

The Committee shall meet periodically, as deemed necessary by the Chairman of the Committee. All meetings shall be at the call of the Chairman of the Committee. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Committee may act only upon approval of a majority of its members. The action of the Committee at a meeting at which a quorum is present shall be the act of the Committee. The Committee may act in writing by the unanimous consent of its members.

The Committee may form one or more subcommittees, each of which may take such actions as may be delegated by the Committee. The Committee shall periodically report on its activities to the Board and make such recommendations and findings as it deems appropriate. The Committee members shall perform an annual evaluation of the Committee. The Committee may, in its sole discretion and at the Company's expense, retain and terminate legal, accounting or other consultants or experts, including search firms, it deems necessary in the performance of its duties and without having to seek the approval of the Board.

Purpose and Responsibilities

The Committee’s primary purpose and responsibilities shall be:

- to develop and recommend qualification standards and other criteria for selecting new directors, identify individuals qualified to become Board members consistent with qualification standards and other criteria approved by the Board

and recommend to the Board such individuals as nominees to the Board for its approval;

- to oversee evaluations of the Board, individual Board members, the Board committees and management; and
- to oversee the Company's compliance with ethics policies and consider matters of corporate governance, and to develop and recommend to the Board corporate governance principles and the Company's Conflict of Interest and Code of Conduct Policy.

Duties

To fulfill its purpose and responsibilities, the Committee shall:

1. Screen and recommend to the Board nominees for election as directors of the Company, including nominees recommended by stockholders of the Company, and consider the performance of incumbent directors in determining whether to recommend them to stand for reelection at the annual meeting of stockholders.
2. Develop and recommend qualification standards and other criteria for selecting nominees for director, which shall include those qualities set forth from time to time in the Company's Corporate Governance Guidelines.
3. Establish procedures for, and administer annual performance evaluations of the Board, its committees and individual Board members, which will include an annual performance review of this Committee by its members.
4. Review periodically the makeup of the Board and its committees and recommend, as appropriate, changes in the number, function or membership.
5. Develop and recommend to the Board a set of Corporate Governance Guidelines, including (i) director qualification standards, (ii) director responsibilities, (iii) director access to management and advisors, (iv) director compensation, (v) director orientation and continuing education, (vi) management succession and (vii) annual performance evaluation of the Board, and monitor compliance with the guidelines and make recommendations to the Board for modifications as appropriate.
6. Review periodically the Company's Code of Business Conduct Policy; Code of Ethics for Senior Financial Employees; Statement of Policy to Directors, Officers and Key Employees Concerning Securities Trading and Disclosure of Confidential Information; and any similar Company codes and policies, and, based on such periodic review, recommend changes to the Board as deemed appropriate.
7. Evaluate any request for waivers of the Company's Code of Business Conduct Policy; Code of Ethics for Senior Financial Employees; Statement of Policy to Directors, Officers and Key Employees Concerning Securities Trading and Disclosure of Confidential Information; and any similar Company codes and policies.
8. Adopt policies designed to encourage the highest levels of corporate conduct by the Board, the Company and its officers, employees and agents.

9. Consider questions of possible conflicts of interest and related party transactions involving Board members, senior officers and key employees.

Miscellaneous

This Committee Charter is not intended to change or augment the obligations of the Company or its directors or management under the federal securities laws or to create new standards for determining whether directors or management have fulfilled their duties, including fiduciary duties under applicable law.