

# NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER



Sets forth the Nominating and Corporate Governance Committee's responsibilities to (1) identify and recommend individuals qualified to become Board members; (2) oversee the evaluation of the Board; and (3) review from time to time the Corporate Governance Guidelines applicable to the Corporation and recommend to the Board any changes it may deem appropriate.

These policies and guidelines apply to Liberty Latin America and to all other companies in which Liberty Latin America directly or indirectly owns and has the right to vote shares or other interests representing more than 50% of the voting power of such companies (the "Controlled Companies") with respect to the election of directors or similar officials, and to all directors, officers and employees of each, subject to certain exceptions.

There will be a committee established by the Board of Directors (the "Board") of Liberty Latin America Ltd. (the "Company"), which will be called the Nominating and Corporate Governance Committee.

## STATEMENT OF PURPOSE

The purposes of the Nominating and Corporate Governance Committee are (1) to identify individuals qualified to become Board members, and to recommend that the Board select the director nominees for the next annual general meeting of shareholders or to provide recommendation to the Board to fill any casual vacancies arising in the Board; (2) to oversee the evaluation of the Board; and (3) to review from time to time the Corporate Governance Guidelines applicable to the Company and to recommend to the Board such changes as it may deem appropriate.

## COMMITTEE MEMBERSHIP

The Nominating and Corporate Governance Committee will consist of at least two members. The Nominating and Corporate Governance Committee will be composed of directors who satisfy the independence requirements set forth in the Corporate Governance Rules of The NASDAQ Stock Market, Inc., and all other applicable legal and regulatory requirements.

The members of the Nominating and Corporate Governance Committee will be appointed, and may from time to time be removed, by the Board.

## MEETINGS

Meetings of the Nominating and Corporate Governance Committee may be called by or at the request of the Board, the Chair of the Nominating and Corporate Governance Committee, any two members of the Nominating and Corporate Governance Committee or the Chief Executive Officer of the Company. Notice of a meeting of the Nominating and Corporate Governance Committee stating the place, day and hour of the meeting shall be given to each member of the Nominating and Corporate Governance Committee at least one day prior there to by email, personal delivery or by telephone, electronically transmitted facsimile or other form of wire or wireless communication. The method of notice need not be the same for each member of the Nominating and Corporate Governance Committee.

## FUNCTIONS AND RESPONSIBILITIES

In furtherance of the purposes set forth above, the Nominating and Corporate Governance Committee will perform the functions and responsibilities enumerated herein as appropriate and will have all the powers of the Board necessary or desirable to perform such functions and responsibilities as may be delegated to a committee of the Board under Bermuda law. Notwithstanding the enumeration of specific functions and responsibilities herein, the Nominating and Corporate Governance Committee believes that its policies and procedures should remain flexible, in order to facilitate its ability to respond to changing circumstances and conditions in fulfilling its responsibilities to the Company and its shareholders. The Nominating and Corporate Governance Committee will by resolution establish its own rules and regulations for all meetings. In the absence of such action by the Nominating and Corporate Governance Committee, the provisions of the Company's Bye-Laws generally applicable to committees of the Board will apply to the Nominating and Corporate Governance Committee.

- a. The Nominating and Corporate Governance Committee will develop qualification criteria for selecting director candidates, and actively seek, interview and screen individuals qualified to become Board members for recommendation to the Board. The criteria and qualifications shall take into account the criteria for membership on the Board of Directors set forth in the Corporate Governance Guidelines of the Company. If, however, the Company is at any time legally required by contract or otherwise to provide any third party with the ability to nominate a director,
- b. The Nominating and Corporate Governance Committee will have the sole authority to retain and terminate any search firm to be used to identify director candidates and will have sole authority to approve the search firm's fees and other retention terms.
- c. The Nominating and Corporate Governance Committee will oversee the evaluation of the Board and make recommendations to the Board as appropriate.
- d. The Nominating and Corporate Governance Committee will make regular reports to the Board.
- e. The Nominating and Corporate Governance Committee will review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board for approval. The Nominating and Corporate Governance Committee will review and assess the Nominating and Corporate Governance Committee and individual members' performance at least annually.
- f. The Nominating and Corporate Governance Committee shall perform such other functions and have such other powers consistent with this Charter, the Bye-Laws and governing law as the Nominating and Corporate Governance Committee or the Board may deem appropriate. The Nominating and Corporate Governance Committee may form and delegate authority to subcommittees when appropriate.

ADOPTED by the Board on December 29, 2017.