

**NUVERA COMMUNICATIONS, INC.
COMPENSATION COMMITTEE CHARTER**

Purpose

The purpose of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Nuvera Communications, Inc. (the "Company") is to assist the Board in carrying out its responsibilities with respect to (a) employee benefits, (b) executive compensation programs, and (c) director compensation.

Membership and Organization

- *Composition.* The Committee shall be comprised of no fewer than two (2) directors, each of whom shall (a) be independent as determined by the Board but taking into account the rules of any applicable stock exchange on which the Company's securities are then listed, and any other applicable laws, rules and regulations, and (b) be a "non-employee director" within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934. Notwithstanding the foregoing, the Board may decide at any time and in its sole discretion to waive the foregoing qualification with respect to a member of the Committee for a transitional time period if then permitted under applicable laws, rules and regulations. Members of the Committee and its Chair shall be appointed by the Board. Committee members may be removed by the Board at any time.
- *Meetings.* The Committee will meet as often as may be deemed necessary or appropriate in its judgment, either in person or telephonically, and at such times and places as the Committee shall determine. The Chair shall be responsible for leadership of the Committee, including scheduling meetings, preparing agendas, the maintenance of meeting minutes, and reporting to the Board. The Committee may invite members of management or other advisors to attend meetings and provide pertinent information. When necessary, the Committee will meet in executive session outside of the presence of any management.

Authority

In performing its duties, the Committee shall have the authority to obtain advice, reports, opinions from legal counsel or other expert advisors, and shall have authority to approve such experts' fees and other retention terms, as it deems appropriate. If required under applicable laws, rules and regulations, however, before selecting any consultant, counsel or advisor and from time to time as the Committee deems appropriate, the Committee will review and consider factors relevant to the independence of such consultant, counsel or advisor from management in accordance with applicable laws, rules and regulations. The Company will provide adequate and appropriate funding, as determined by the Committee, for payment of reasonable compensation to a consultant, legal counsel or any other adviser retained by the Committee and to fund other ordinary administrative expenses that are necessary or appropriate for the Committee in carrying out its responsibilities. The Committee shall have unrestricted access to management.

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

Responsibilities and Duties

The following are the responsibilities and duties of the Committee:

Executive Compensation and Employee Benefits

- Review periodically the Company's compensation philosophy.
- Review and recommend to the Board the annual salaries, incentive compensation, long-term incentive compensation, perquisites and any and all other compensation applicable to the Company's Chief Executive Officer ("CEO") and other executive officers;
- Review and recommend to the Board the terms of the Company's incentive compensation plans applicable to the CEO and other executive officers, including the annual establishment of (i) eligible employees, (ii) performance goals, and (iii) target incentive compensation levels.
- Establish, and from time to time review and revise, corporate goals and objectives with respect to compensation for the CEO and establish and lead a process for the full Board to evaluate the performance of the CEO in light of those goals and objectives.
- Review and recommend to the Board employment, severance, change in control, retention, retirement, deferred compensation, perquisite or similar compensatory agreements, plans, programs or arrangements with executive officers, in each case as, when and if appropriate, for the Company's executive officers.
- Administer the Company's equity-based compensation plans and grant of options or other equity-based awards for executive officers, employees and independent consultants thereunder.
- Recommend to the Board any new equity-based compensation plans or amendments to any existing equity-based compensation plans.
- Review and make recommendations to the Board on compensation-related proposals to be considered at the Company's annual meeting of shareholders, including the frequency with which the Company should submit to shareholders an advisory vote on executive compensation, or say-on-pay vote.
- Review periodically the Company's material employee benefit plans, the appropriateness of the allocation of benefits under such plans, and the extent to which such plans are meeting their intended objectives and review and approve any new employee benefit plan or change to an existing plan that creates a material long-term financial commitment by the Company.
- Administer employee benefit plans and programs for which the Committee is the designated administrator.

- Review and discuss with management the “Compensation Discussion and Analysis” section to be included in the Company’s annual proxy statement or annual report on Form 10-K, if required, and based on such discussions, recommend to the Board whether the “Compensation Discussion and Analysis” section should be included in the Company’s annual proxy statement or annual report on Form 10-K, and prepare, in accordance with applicable SEC rules and regulations, an annual “Compensation Committee Report on Executive Compensation” for inclusion in the Company’s annual proxy statement or annual report on Form 10-K, if required.

Director Compensation

- Review and make recommendations to the Board regarding non-employee director compensation.

Other

- Review and assess the adequacy of the Committee’s charter and processes annually, with any resulting recommendations brought to the Board.
- Evaluate periodically the Committee’s performance.
- Perform such other duties as may be delegated from time to time by the Board.

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Approved by Board of Directors of
Nuvera Communications, Inc.
September 26, 2019