



## SPOK HOLDINGS, INC.

### Cybersecurity Committee Charter

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#### **Cybersecurity Committee Mission**

The Cybersecurity Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Spok Holdings, Inc. (the “Company”) to act on behalf of the Board in fulfilling the Board’s oversight responsibility with respect to the Company’s information technology use and data security, including, but not limited to, enterprise cybersecurity, privacy, data collection and protection and compliance with information security and data protection laws. The Committee serves the Board and is subject to its control and direction. Nothing herein is intended to expand applicable standards of liability under state or federal law for directors of a corporation.

#### **Membership**

1. **Size.** The Committee shall be comprised of at least two (2) members of the Board, the exact number to be determined from time to time by the Board.
2. **Appointment; Term.** The members of the Committee shall be appointed by a majority vote of the Board and shall serve until such member’s successor is duly appointed and qualified or until such member’s resignation or removal by a majority of the Board or until such member ceases to be a member of the Board.

#### **Authority and Responsibilities**

1. **Data Collection.** The Committee shall oversee the systems, controls and procedures used by the Company and business partners engaged by the Company to collect, create, use, maintain, process and protect personal information and/or any information or assets of the Company’s customers, employees and business partners (collectively, “Company Information Assets”).
2. **Data Protection.** The Committee shall oversee policies, procedures, plans and execution intended to provide security, confidentiality, availability and integrity of Company Information Assets.
3. **Enterprise Cybersecurity.** The Committee shall oversee the quality and effectiveness of the Company’s policies and procedures with respect to its information technology systems, including enterprise cybersecurity and privacy.
4. **Incident Response.** The Committee shall oversee policies and procedures of the Company in preparation for responding to any material incidents.
5. **Disaster Recovery.** The Committee shall periodically review with management the

Company's disaster recovery capabilities.

6. Compliance and Internal Audits. The Committee shall oversee the Company's compliance with applicable information security and data protection laws and industry standards, and shall oversee any internal audits of the Company's information technology systems and processes.
7. Cyber Insurance. The Committee may review the Company's cyber insurance policies to ensure appropriate coverage.
8. Retention of Consultants and Advisors; Investigations. The Committee may undertake the following activities and responsibilities with respect to retaining consultants or advisors and authorizing investigations (in addition to any others that the Board may from time to time delegate to the Committee):
  - (a) The Committee shall have the authority, without having to seek Board approval, to obtain, at the expense of the Company, advice and assistance from cybersecurity or data privacy experts or consultants or other advisors as it deems advisable.
  - (b) The Committee shall have the authority to conduct or authorize investigations into or studies of any matters within the Committee's scope of responsibilities.

### **Structure and Operations**

1. Chairperson. The Board shall designate one member of the Committee to act as its chairperson.
2. Conduct of Meetings. The Committee shall meet in person or telephonically at such times and places as may be determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson. The chairperson, with input from the other members of the Committee and, where appropriate, management, shall set the agendas for Committee meetings.
3. Authority to Mandate Attendance. The Committee may request that any directors, officers or other employees of the Company, or any other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests. The Committee may exclude from its meetings any persons it deems appropriate.
4. Delegation. The Committee may form and delegate authority to subcommittees. The Committee may delegate authority to the chairperson of the Committee to approve specific actions that fall within established program guidelines approved by the Board or the Committee or to other officers of the Company to approve specific actions within such guidelines as permitted by this Charter, the Company's certificate of incorporation and bylaws and applicable law.

5. Recordkeeping; Reports to Board. The Committee shall maintain minutes or other records of its meetings and shall give regular reports to the Board on these meetings and such other matters as required by this Charter or as the Board shall from time to time specify. Reports to the Board may take the form of oral reports by the chairperson of the Committee or any other member of the Committee designated by the Committee to give such report.
6. Review of Charter. The Committee may review its own performance and reassess the adequacy of this Charter in such manner as it deems appropriate, and submit such evaluation, including any recommendations for change coming from the Committee or counsel, to the full Board for review, discussion and approval.
7. Committee Rules. Except as expressly provided in this Charter, the Company's bylaws or the Company's corporate governance guidelines (if applicable), or as required by law, the Committee shall set its own rules of procedure.
8. Additional Procedures and Standards. The provisions specified in this Charter are meant to serve as guidelines, and the Board delegates to the Committee the authority to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities.

Adopted on October 15, 2019