



Spok Holdings, Inc.

Capital Allocation Committee Charter

Capital Allocation Committee Mission. The Capital Allocation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Spok Holdings, Inc. (the “Company”) to assist the Board in its oversight of the Company’s operational objectives and corporate strategy, capital allocation priorities and other opportunities for maximizing shareholder value.

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. **Operational Objectives.** The Committee shall periodically evaluate and provide the Board with recommendations regarding the Company’s operational objectives, including the Company’s financial performance, plans and condition.
2. **Corporate Strategy.** The Committee shall periodically evaluate and provide the Board with recommendations regarding the Company’s corporate strategy, including the Company’s plans and strategies to manage growth and the scalability of the business and internal processes, including making recommendations to the Board regarding any significant investments the Committee believes are necessary to support such growth.
3. **Capital Allocation Priorities.** The Committee shall periodically evaluate and provide the Board with recommendations regarding the Company’s capital structure and capital allocation priorities and strategy.
4. **Other Opportunities.** The Committee may periodically evaluate and provide the Board with recommendations regarding other opportunities for maximizing shareholder value.

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 May [27], 2021