

# Uniti Group Inc.

## Audit Committee Charter

(Effective May 10, 2016)

As part of the governance and oversight of Uniti Group Inc. (the “Company”), the Company’s Board of Directors (the “Board”) has established the Audit Committee (the “Committee”) and has adopted this Audit Committee Charter (this “Charter”), which sets forth the purpose, composition, authority, duties and responsibilities of the Committee.

### A. Purpose

The primary purposes of the Committee are to oversee on behalf of the Board:

- the Company’s accounting and financial reporting processes and the integrity of its financial statements;
- the audits of the Company’s financial statements and the appointment, compensation, qualifications, independence and performance of the Company’s independent auditors;
- the Company’s compliance with legal and regulatory requirements;
- the performance of the Company’s internal audit function, if any, internal accounting controls, disclosure controls and procedures and internal control over financial reporting; and
- the Company’s enterprise risk management.

The Committee’s function is one of oversight only and does not relieve management of its responsibilities to (1) make and keep books, records and accounts, which, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company, (2) devise and maintain an effective system of internal accounting controls, (3) devise and maintain effective disclosure controls and procedures and internal controls over financial reporting and (4) prepare financial statements that are accurate and complete and fairly present the financial condition, results of operations and cash flows of the Company and further does not relieve the independent auditors of their responsibilities relating to the audit or review of financial statements.

### B. Membership

The Committee shall consist of a minimum of three “independent” directors as required by the listing standards of The NASDAQ Stock Market, LLC (“NASDAQ”) and the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated by the Securities and Exchange Commission (the “SEC”) thereunder. The members of the Committee shall be appointed by the Board upon recommendation by the Governance Committee and shall serve for such terms as the Board may determine or until their earlier resignation, death, or removal by the Board.

All members of the Committee shall have sufficient financial experience and ability to enable them to discharge their responsibilities, including the ability to read and understand fundamental financial statements, including the Company’s balance sheet, income statement and cash flow statement. At least one member of the Committee must have past employment experience in finance or accounting, requisite professional

certification in accounting, or any other comparable experience or background which results in the individual's financial sophistication.

The Chairman of the Committee shall be designated by the Board. The Chairman of the Committee will preside over the meetings of the Committee and serve as the primary contact person for the Company's internal audit function and its independent auditor. The Governance Committee or committee of independent directors may, at any time, remove one or more directors as members of the audit committee and may fill any vacancy on the audit committee.

### **C. Responsibilities**

The members of the Committee shall exercise their business judgment to act in what they reasonably believe to be the best interests of the Company and its stockholders. In fulfilling its responsibilities, the Committee shall:

1. Conduct an annual self-evaluation of the Committee and its performance, which includes an evaluation of the adequacy of this Charter, and recommend changes, if any, to the Board for its approval.
2. Oversee and supervise the external and internal audit process:
  - i. External
    - The Committee shall no less than annually review and approve in advance the engagement of the independent auditor to audit the annual financial statements of the Company. The Committee may meet with management and solicit its views as to the engagement of the independent auditors, but the Committee shall retain the ultimate authority and responsibility for such engagement.
    - To the extent required by applicable law, the Committee shall approve in advance all audit services to be performed by the independent auditor and any permissible non-audit services that may be performed by the independent auditor. The Committee may delegate the authority to grant pre-approvals of non-audit services that may be performed by the independent auditor to one or more of its members. The decisions of any such designee to pre-approve non-audit services shall be reported to the Committee at its next regularly scheduled meeting.
    - The Committee shall have a clear understanding with management and the independent auditor that the independent auditor is ultimately accountable to the Committee, as representatives of the Company's stockholders. The Committee shall have the direct authority and responsibility to evaluate, compensate, oversee and replace the independent auditor, who shall report directly to the Committee.
    - The Committee will be responsible for ensuring the outside auditor's independence from the Company. The Committee shall receive from the outside auditors a formal written statement delineating all relationships between the auditor and the Company, consistent with PCAOB Rule 3526, Communication with Audit Committees Concerning Independence, and the Committee shall actively engage in dialogue with the auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the auditor and shall take, or

recommend that the full board take, appropriate action to oversee the independence of the outside auditor.

- The Committee shall review and evaluate the independent auditor's lead partner, including ensuring that the partner responsible for the audit and the partner responsible for review of the audit are adhering to all applicable rotation requirements. The Committee shall also review and evaluate the auditor's internal quality control procedures. At least annually, the Committee will also obtain and review the audit firm's most recent internal or peer review report of its adherence to industry standard quality practices and procedures as well as its most recent PCAOB Inspection Report.
- ii. Internal - The Committee shall regularly review with management and the Board the need for an internal audit function of the Company. If the Committee determines that such function is required, the Committee shall oversee and administer the internal audit function of the Company. In order to maintain the independence of the internal audit function, the Committee will have sole discretion over the employment of an internal auditor and will manage the Internal Audit Plan of the Company. The Committee will meet with such internal auditor on a regular basis and will make a report to the Board of Directors of any significant findings of the Committee.
3. Establish and annually review procedures for the receipt, retention and confidential treatment of complaints regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters, which procedures shall be communicated to all employees on at least an annual basis.
  4. Discuss with the independent auditors the matters required to be discussed by PCAOB Auditing Standard No. 16 relating to the conduct of the annual financial statement audit.
  5. Discuss with the independent auditors the matters required to be discussed by PCAOB Auditing Standard No. 18 and other related auditing standards, including without limitation information regarding the Company's relationships with related parties, the Company's significant unusual transactions and the Company's financial relationships and transactions with its executive officers, if any.
  6. Recommend to the Board policies for the hiring of employees or former employees of the Company's independent auditor who participated in any capacity in the audit of the Company's financial statements.
  7. Advise the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations and with the Company's Code of Business Conduct and Ethics.
  8. Review with management and the independent auditor the interim financial statements to be included in the Company's Quarterly Reports on Form 10-Q, including their judgment about (i) the quality, not just the acceptability, of accounting principles, (ii) the reasonableness of significant judgments, and (iii) the clarity of the disclosures in the financial statements. Also, the Committee shall discuss the results of the quarterly review and any other matters required to be communicated to the Committee by the independent auditor under generally accepted

auditing standards, the federal securities laws and the rules and regulations of the SEC and NASDAQ.

9. Review with management and the independent auditor the Company's quarterly earnings press releases, as well as guidance and other financial information provided to analysts, rating agencies and other constituencies in the investment community. The Committee's responsibility to discuss earnings releases, financial information and earnings guidance may be done generally through discussions of the types of information to be disclosed and the type of presentation to be made. Without relieving the full Committee of its responsibility to undertake the foregoing general discussion, the Chairman of the Committee shall discuss with management and the independent auditor each of the Company's earnings releases, financial information and earnings guidance prior to public dissemination.
10. Review with management and the independent auditor the financial statements to be included in the Company's Annual Report on Form 10-K (or the annual report to stockholders if distributed prior to the filing of Form 10-K), including their judgment about (i) the quality, not just the acceptability, of accounting principles, (ii) the reasonableness of significant judgments, and (iii) the clarity of the disclosures in the financial statements, as well as management's assessment of internal control over financial reporting. Also, the Committee shall discuss the results of the annual audit and any other matters required to be communicated to the Committee by the independent auditors under generally accepted auditing standards, the federal securities laws and the rules and regulations of the SEC and the listing standards of NASDAQ.
11. Review with management the disclosures in the Company's periodic reports under "Management's Discussion and Analysis of Financial Condition and Results of Operations," including any significant changes in the Company's selection or application of accounting principles, the development, selection and disclosure of critical accounting policies, practices and estimates, analyses of the effect of alternative accounting treatments on the Company's financial statements, and the use of "pro forma" or "non-GAAP financial measures."
12. Monitor the ongoing review of the Company's systems of disclosure controls and procedures to ensure adequate disclosure control structures are in place and functioning properly within the various operating systems of the Company.
13. The Committee will periodically discuss and review, as appropriate, with the internal auditor, management and the independent auditors (1) the design and effectiveness of the Company's internal control over financial reporting and (2) any significant deficiencies or material weaknesses in that internal control, any change that has materially affected or is reasonably likely to materially affect that internal control (including special steps adopted in light of such a deficiency or weakness), and any fraud (whether or not material) that involves management or other employees who have a significant role in that internal control, that have been reported to the Committee.
14. Discuss with management and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of the Company's consolidated financial statements, including any significant change in the selection or application of accounting principles, any disagreements between management and the independent auditor, any major issues as to the adequacy of internal controls and any special steps adopted in light of any identified material control deficiencies.

15. Discuss any material off-balance sheet arrangements with the independent auditor and management.
16. Review annually the Company's hedging strategy and use of swap transactions.
17. Discuss with management and the independent auditor any correspondence with regulators or governmental agencies that raise material issues regarding financial statements or accounting policies.
18. Review with the Company's legal department any matter that could have a material impact on the Company's financial statements.
19. Issue annually any committee report regarding the Company's audited financial statements and independent auditors that is required by SEC rules to be included in the Company's proxy statement.
20. Review and approve any transaction between the Company and any related person in accordance with the Company's Statement of Policy Regarding Related Party Transactions.
21. The Committee will periodically (1) inquire of and review with management, the members of the internal audit department and the independent auditors the Company's major financial and auditing risks or exposures, (2) discuss the steps management has taken to monitor and control such risks and exposures, (3) discuss guidelines and policies with respect to risk management and (4) report the results of such review to the full Board.

In carrying out its responsibilities set forth above, the Committee may draw on the expertise of the Company's management and corporate staff and, to the extent it deems necessary, may hire and approve the fees of outside legal, accounting or other experts or advisors as it determines appropriate to assist the Committee in the full performance of its functions. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any advisor retained by the Committee.

#### **D. Meetings**

The Committee shall establish its own schedule for meetings throughout the year and shall meet as often as may be deemed necessary or appropriate in its judgment, but not less than four times per year, either in person or telephonically, and at such time and place as the Committee shall determine. In addition, the Committee shall meet with the independent auditor, internal auditor, as applicable, and management on at least a quarterly basis. The Chairman of the Committee, in consultation with the Committee members and the Company's management, shall determine the frequency and length of Committee meetings and develop the Committee's agenda. The Committee shall maintain written minutes of its meetings, which shall be filed with the meeting minutes of the Board, and shall make regular reports to the Board on its activities. These reports will generally occur after each Committee meeting or at such other times as the Committee deems appropriate.

A majority of the Committee members present at a meeting of the Committee shall be a quorum for the transaction of business. The affirmative vote by a majority of those members present at a meeting at which a quorum is present shall be an act of the Committee. Any action which may be taken at a meeting of the Committee will be deemed the action of the Committee if all members of the Committee execute a written consent and the consent is filed in the minutes of the proceedings of the Committee.