

Uniti Group Inc.

Compensation Committee Charter

(Effective March 1, 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 Compensation Committee (the “Committee”) and has adopted this Compensation 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 provide oversight of the Company’s compensation programs, plans and awards for executive officers and directors and to administer the Company’s equity compensation plans.

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 rules and regulations of the Securities and Exchange Commission (“SEC”). 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. At all times, the Committee shall have at least two members that qualify as “outside directors” for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended (“Section 162(m)”) and as “non-employee directors” for purposes of Rule 16b-3 (“Rule 16b-3”) under the Securities Exchange Act of 1934, as amended, (the “Exchange Act”). The Chairman of the Committee shall be designated by the Board.

C. Subcommittees

The Committee shall have the authority, as the Committee may deem appropriate, to delegate any of its powers and responsibilities to one or more subcommittees (each a “Subcommittee”), each of which shall consist of at least two directors who are members of the Committee. While acting within the scope of the powers and responsibilities delegated to it, a Subcommittee shall have and may exercise all the powers and authority of the Committee, and in such instances, references in this Charter to actions of the Committee shall mean actions taken by the applicable Subcommittee. Notwithstanding any other provision of this Charter, if any member of the Committee shall not satisfy the requirements of (1) an “outside director” for purposes of Section 162(m), the Committee shall delegate to a Subcommittee, each member of which satisfies the requirements of an “outside director” for purposes of Section 162(m), any and all approvals, certifications and administrative and other determinations and actions with respect to compensation intended to satisfy the requirements of the “performance-based compensation” exception to Section 162(m) or (2) a “non-employee director” for purposes of Rule 16b-3, the Committee shall delegate to a Subcommittee, each member of which satisfies the requirements of a “non-employee director” for purposes of Rule 16b-3, any and all approvals, certifications and administrative and other determinations and actions with respect to compensation intended to satisfy the exemption from Section 16(b) of the Exchange Act provided by Rule 16b-3.

D. 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:

- at least annually, determine and approve, or recommend to the Board for determination and approval, the compensation of the Company's Chief Executive Officer and other executive officers, including individual elements of salary, bonus, supplemental retirement, incentive and equity compensation, in light of the corporate goals and objectives and the performance evaluations conducted by the Board;
- review, as the Committee considers appropriate in setting Chief Executive Officer and other executive officer compensation, company performance and relative stockholder return, compensation at comparable companies, past years' compensation to the Company's Chief Executive Officer and other executive officers, and other relevant factors;
- review and approve all employment agreements, separation and severance agreements, and other compensatory contracts, arrangements, perquisites and payments with respect to the Chief Executive Officer and other executive officers;
- review and approve the selection of the Company's peer group;
- annually review and make recommendations to the Board with respect to the compensation of all non-employee directors;
- grant stock options, restricted stock and other discretionary awards under the Company's stock option and other equity incentive plans, and otherwise exercise the authority of the Board with respect to oversight and administration of the Company's stock-based and other incentive compensation plans;
- review and approve any equity-based compensation plans that are not required by NASDAQ listing rules or any other statute or regulation applicable to the Company from time to time to be approved by the Company's stockholders;
- review periodically the Company's health and welfare benefits and retirement programs and recommend changes, if any, to the full Board for approval;
- review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") prepared in accordance with SEC regulations and determine whether to recommend to the Board that the CD&A be included in the Company's proxy statement and annual report on Form 10-K. The Committee will timely prepare and approve a compensation committee report on executive compensation for inclusion in the Company's proxy statement and Form 10-K as required by the SEC. The Committee will also oversee the Company's compliance with SEC rules and regulations regarding stockholder advisory votes with respect to certain executive compensation matters, including non-binding advisory votes on executive compensation, the frequency of such votes and on "golden parachute" payments;
- review at least annually incentive compensation arrangements to confirm that incentive pay arrangements do not create or encourage unnecessary risk-taking and report the results thereof to the full Board;

- oversee and periodically review and make recommendations to the Board with respect to the Company's minimum stock ownership guidelines for executive officers and directors;
- review and reassess the adequacy of this Charter at least annually and recommend to the Board amendments as the Committee deems appropriate. The Committee will also evaluate its own performance as a committee on an annual basis and report the results thereof to the full Board;
- perform any other activities consistent with this Charter, the Company's corporate governance documents and applicable listing standards, laws and regulations as the Committee or the Board considers appropriate. The Committee will report regularly to the full Board the major items covered at each of its meetings; and
- the Committee may select, or receive advice from, a compensation consultant, legal counsel (other than in-house legal counsel) or other adviser only after taking into consideration the following: (i) the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser; (ii) the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser; (iii) the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee; (v) any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and (vi) any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company as well as any other factors required by applicable exchanges and/or the Exchange Act and corresponding rules that may be amended from time to time.

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. Additionally, in any deliberations or voting to determine the compensation of the Chief Executive Officer, the Chief Executive Officer may not be present; however, in any deliberations or voting to determine the compensation of other executive officers, the Committee may elect to invite the Chief Executive Officer to be present.

E. 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 one time per year, either in person or telephonically, and at such time and place as the Committee shall determine. 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.