

# Uniti Group Inc.

## Governance Committee Charter

(Effective April 10, 2015)

As part of the governance and oversight of Uniti Group Inc. (the “Company”), the Company’s Board of Directors (the “Board”) has established the Governance Committee (the “Committee”) and has adopted this Governance 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:

- Identify and recommend to the Board for selection the individuals qualified to serve on the Board (consistent with criteria that the Board may approve from time to time) for election by stockholders at each annual meeting of stockholders and fill vacancies on the Board; and
- Develop, recommend to the Board, and assess corporate governance policies for the Company.

### B. Membership

The Committee shall consist of three or more directors, including a chair, all of whom, in the judgment of the Board, shall be independent in accordance with the listing standards of The NASDAQ Stock Market, LLC (“NASDAQ”). The members of the Committee shall be appointed by the Board and shall serve for such terms as the Board may determine or until their earlier resignation, death, or removal by the Board. The Chairman of the Committee shall be designated by the Board.

### 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:

- establish and review, in consultation with the Chairman of the Board and Chief Executive Officer, the criteria for the skills and characteristics required of Board members in the context of the composition and needs of the Board from time to time;
- recommend to the Board whether to accept or reject a director resignation, or take other action, where a director fails to receive a majority vote as specified in the Company’s Bylaws and the Company’s Corporate Governance Guidelines (the “Guidelines”);
- recommend to the Board individuals for nomination as directors at each annual meeting of stockholders and recommend to the Board for appointment individuals to fill vacancies on the Board, subject to legal rights, if any, of third parties to nominate or appoint directors;
- if and when requested periodically by the Board, identify and recommend to the Board the appointees to be selected by the Board for service on the committees of the Board, including recommending a chairperson for each committee;

- in consultation with the Chairman of the Board and the Chief Executive Officer, make an annual report to the Board on succession planning, including, on a continuing basis, one or more potential successors (or criteria, standards, or other considerations that should be considered in selecting a successor) should the Chief Executive Officer or other principal officers of the Company unexpectedly die, become disabled, or terminate employment;
- have the sole authority (i) for the retention, oversight, termination and replacement of search firms to be used to identify director candidates and (ii) to approve the fees and other retention terms of such advisors and to obligate the Company for the payment of the fees and expenses of such advisors;
- periodically review and assess the Guidelines and recommend any proposed changes to the Board for approval;
- assist the Chairman of the Board with an annual evaluation of the Board and the Committees of the Board, management and of any director continuing education conducted during the prior year;
- review and assess annually this Charter and the performance of the Committee and obtain the approval of the Board of any recommended changes to this Charter or the Committee;
- have the authority to investigate matters with full access to all books, records, facilities, and personnel of the Company and the power to retain outside professionals for this purpose; and
- undertake all further actions and discharge all further responsibilities imposed upon the Committee from time to time by applicable rules of the Securities and Exchange Commission, the listing standards of NASDAQ and any other statute or regulation applicable to the Company 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. In particular, the Committee may, at its sole discretion, engage director search firms and has the sole authority to approve the fees and other retention terms with respect to any such firms.

#### **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 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.