

Uniti Group Inc.

Statement of Policy Regarding Related Party Transactions

(Effective April 10, 2015)

A. Introduction

The purpose of this policy is to set forth the policies and procedures for the review, approval and ratification of transactions required to be disclosed in the filings of Uniti Group Inc. (the “Company”) with the Securities and Exchange Commission (“SEC”) pursuant to the SEC’s rules and regulations regarding transactions with related persons (currently set forth at Item 404(a) of SEC Regulation S-K).

Under this policy, any “Covered Transaction” shall be consummated or shall continue only if:

- the Audit Committee of the Board of Directors of the Company (the “Board”), or the disinterested members of a duly convened meeting of the Board at which a quorum is present, shall approve or ratify such transaction in accordance with the guidelines set forth in this policy; and
- the transaction is determined to have terms comparable to those that could be obtained in an arm’s length transaction with an unrelated third party or is otherwise determined to be fair and in the best interests of the Company to enter into such transaction.

For these purposes, a “Related Party” is:

1. an executive officer or director (or director nominee) of the Company or a beneficial owner of more than 5% of any class of the Company’s voting securities;
2. a person who is an immediate family member of an executive officer, director, director nominee or a beneficial owner of more than 5% of any class of the Company’s voting securities;
3. an entity which is controlled by a person listed in 1 or 2.

An “immediate family member” means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, or any person (other than a tenant or employee) sharing the same household.

A “Related Party Transaction” is any transaction between the Company and any Related Party.

A “Covered Transaction” is any Related Party Transaction that is required to be disclosed under Item 404(a) of Regulation S-K under the Securities Exchange Act of 1934.

B. Audit Committee Approval and Reporting

The Board has determined that the Audit Committee of the Board is best suited to review Related Party Transactions and approve Covered Transactions, except as otherwise expressly provided herein. Management shall be responsible for identifying any proposed Covered Transactions and providing information to the Audit Committee to allow the Committee to review and determine whether to approve the transaction. After review, the Audit Committee shall approve or disapprove such transactions.

Furthermore, no less than annually, management shall provide a report to the Audit Committee on the status of all Related Party Transactions occurring during the previous calendar year, regardless of whether the Related Party Transaction was a Covered Transaction that required pre-approval by the Audit Committee under this policy. In this annual report, management shall also update the Audit Committee on the status of all ongoing previously-approved Covered Transactions.

Notwithstanding any provision to the contrary in this policy, any Covered Transaction can also be approved in accordance with this policy by the disinterested members of the Board.

C. Certain Employment Relationships

The Board has determined that the Chief Executive Officer is the appropriate person to review and approve transactions involving an employment or service relationship of a person who is not an executive officer but who is an immediate family member of an executive officer (other than the Chief Executive Officer).

The Board has determined that the Audit Committee of the Board is best suited to review and approve transactions involving an employment or service relationship of a person who is not an executive officer but who is an immediate family member of the Chief Executive Officer or a director, including such relationships that involve annual compensation less than \$120,000.

D. Disclosure

All Covered Transactions are to be disclosed in the Company's applicable filings as required by the Securities Act of 1933 and the Securities Exchange Act of 1934 and related rules.

E. Other Agreements

Management shall assure that all Related Party Transactions are approved in accordance with any requirements of the Company's financing agreements.