



# Compensation Committee Charter

## Introduction:

The Board of Directors (the "Board") of Zayo Group Holdings, Inc. (the "Company") has developed and adopted this Compensation Committee Charter ("Charter") as part of a larger set of governance principles to promote the functioning of the Board and its committees within an overall Corporate Governance Framework (the "Governance Framework"). The Compensation Committee of the Board (the "Committee") is appointed to assist the Board in fulfilling its responsibility relating to oversight and determination of compensation of the Company's executive officers and directors.

This Charter will be reviewed annually by the Committee and is subject to modification by the Committee, as approved by the Board.

## Committee Composition:

The members of the Committee, including the Committee Chairperson, will be appointed by and serve at the discretion of the Board. Committee members will retain their position until their successors are appointed or upon resignation or removal as directed by the Board. The Board shall appoint the members of the Committee in accordance with the following criteria:

- **Size of the Committee** – The Committee will consist of at least three members of the Board.
- **Independence** – All members of the Committee will meet the New York Stock Exchange ("NYSE") standards of "independence" for directors and compensation committee members, as determined by the Board.
- **Qualifications** – Members of the Committee shall also qualify as "non-employee directors" within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and as "outside directors" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended. A subsequent determination that any member of the Committee does not qualify as a "non-employee director" or an "outside director" will not invalidate any previous actions by the Committee, except to the extent required by law or determined appropriate to satisfy regulatory standards.

The Committee may establish one or more sub-committees, consisting of not less than two members; however, the Committee may not delegate any power or authority that it is specifically required by law, regulation or NYSE listing standards to exercise as a whole.

## Committee Responsibilities:

Management is responsible for developing the Company's compensation philosophy and programs in consultation with and under the oversight of the Compensation Committee.

A component of the Governance Framework is a delegation of authority matrix ("Authority Matrix"). The Committee's specific responsibility to propose, endorse or approve certain actions is outlined in the

Company's Authority Matrix, which may be updated from time to time. The Authority Matrix will include, among other responsibilities, the activities identified in this Charter, which the Committee will have the full power and authority to carry out.

- **Human Resource & Compensation Philosophy** – The Committee will review and evaluate the Company's long-term strategy of employee compensation, endeavoring to ensure that compensation policies are designed to attract and retain key employees, motivate employees to achieve the Company's business objectives, and align the interests of the Company's executive management with the long-term interests of the Company's equity holders.
- **Advisory Say-on-Pay Votes** – The Committee will, when applicable, consider and assess the results of the Company's most recent advisory vote by shareholders on executive compensation and will oversee the Company's engagement efforts with shareholders on the subject of executive compensation.
- **CEO Compensation** – The Committee will review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer ("CEO"), evaluate the CEO's performance in light of those goals and objectives, approve the grant of equity awards to the CEO, and set the CEO's compensation level based on this evaluation.
- **Other Executive Officer Compensation** – The Committee will also oversee the evaluation of the other executive officers of the Company, approve the grant of equity awards to such officers, and set their compensation, in each case based upon the recommendation of the CEO.
- **Severance, Non-Competition and Non-Solicitation Arrangements** – The Committee will oversee the Company's use of severance, non-competition and non-solicitation arrangements with employees, including the approval of any such arrangements to be made with any executive officer of the Company.
- **Risk Assessment** – The Committee will oversee an annual assessment of risks related to the Company's compensation policies and programs applicable to officers and employees, and report to the Board on the results of this assessment.
- **Incentive Compensation Programs and Benefit Plans** – The Committee will review, and either approve, or endorse for the Board's approval, the design of and changes to the Company's compensation or benefit plans, including incentive compensation (bonus) and equity-based plans.
- **Compensation Discussion & Analysis** – The Committee will prepare, or oversee the preparation of, the Company's Compensation Discussion and Analysis ("CD&A") and related disclosures that Securities and Exchange Commission ("SEC") rules require be included in the Company's annual report and proxy statement, and based on that review and discussion, recommend to the Board whether the CD&A should be included in the Company's annual report and proxy statement.
- **Compensation Committee Report** – The Committee will prepare, or oversee the preparation of, the Compensation Committee report in accordance with the rules and regulations of the SEC for inclusion in the Company's annual report and proxy statement.

- **Board Member Compensation** – The Committee will at least annually review and make recommendations to the Board with respect to compensation for the non-employee members of the Board.
- **Annual Assessment of Compensation Consultant Conflicts** – At least annually, the Committee will assess whether the work of any compensation consultants involved in determining or recommending executive or director compensation has raised any conflict of interest that is required to be disclosed in the Company’s annual report and proxy statement.
- **Other** – The Committee may also take such other actions as requested or required by the Board from time to time.

### **Committee Operations:**

The Committee reports directly to the Board. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company, and the Committee will take all necessary steps to preserve the privileged nature of those communications.

- **Committee Meetings** – The Committee will meet as often as its members deem necessary to perform the Committee’s responsibilities. A majority of the members of the Committee constitute a quorum. Outside of meetings, the Committee may act upon the unanimous written consent of its members.
- **Meeting Agendas** - The Committee Chairperson will approve the agenda, but any member may suggest items for consideration. Meeting materials will be distributed as far in advance of meetings as possible.
- **Report to Board** - The Committee will report regularly to the Board regarding the execution of the Committee’s duties, activities and responsibilities. The minutes of each meeting will be kept and distributed to each member of the Committee, members of the Board and the Secretary of the Company. Meeting minutes will include: the agenda, date and location of the meeting, list of attendees, copies of discussed or presented materials and a written record of actions and recommendations made by and agreed to by the Committee.
- **Access to Management** – Committee members will have full and unrestricted access to any relevant Company records and may request that any officer or other employee of the Company or the Company’s outside counsel or accountants meet with any members of, or consultants to, the Committee.
- **Access to Advisors** - The Committee will have the authority and responsibility, in its sole discretion, to select, employ, retain, and terminate any financial, legal, executive search, consulting and other professional advisors, including a compensation consultant, as it deems necessary or appropriate to assist in the discharge of its responsibilities. The Committee will consider an advisor’s independence from management (whether retained by the Committee or management) prior to selecting or receiving advice from them, in accordance with the NYSE listing standards, and be directly responsible for the advisor’s compensation and oversight of their work. The Committee shall receive appropriate funding, as it determines, from the Company for payment of compensation to any such advisors retained by the Committee.

- **Annual Performance Evaluation** - The Committee will conduct an annual performance evaluation to ensure compliance and proficiency in the following areas:
  - Compliance with the Authority Matrix;
  - Committee member qualifications;
  - Committee and Committee member demeanor and interaction with, but not limited to, other Committee members, Board members, Company's management, auditors, legal counsel, and consultants;
  - Committee's investigation, evaluation and decision making methods; and
  - this Charter and the Committee's mutual understanding of activities, responsibilities, and limitations.

*Approved by the Board of Directors effective May 3, 2016*