



Strategy Committee Charter

Introduction:

The Board of Directors (the "Board") of Zayo Group Holdings, Inc. (the "Company") has developed and adopted this Strategy 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 Strategy Committee of the Board (the "Committee") is appointed to assist the Board in fulfilling its responsibilities to review (i) the Company's major financial objectives, strategic and operating plans and actions and (ii) potential mergers, acquisitions, divestitures and other strategic transactions outside the ordinary course of the Company's business ("Transactions").

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 Committee and its Chairman shall be appointed annually 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** – The majority of the members of the Committee shall not be employees of the Company or any of its subsidiaries.

Committee Responsibilities:

The Committee shall, from time to time, as requested by the Board or when the Committee considers it appropriate:

- Review with management the Company's strategy and strategic plans.
- Review with management the key issues and external developments impacting the Company's strategy.
- Facilitate an annual Board review of the Company's strategy and strategic options, and ensure the Board is regularly apprised of the Company's progress with respect to implementation of the approved strategy.
- Monitor enterprise risks assigned to the Committee by the Board under the Company's Enterprise Risk Management program and report thereon to the Board.
- Review, and provide guidance to management and the Board with respect to, the Company's strategies for Transactions.
- Assist management and the Board with the identification of Transaction opportunities.

- Assist management and the Board with review of proposals made by management for Transactions.
- Consider and make recommendations to the Board as to proposed Transactions.

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 as it deems necessary or appropriate to assist in the discharge of its responsibilities. The Committee will consider an advisor’s independence from management in selecting an advisor 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:
 - o Committee member qualifications;

- o 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;
- o Committee's investigation, evaluation, and decision making methods; and
- o This Charter and the Committee's mutual understanding of activities, responsibilities, and limitations.

Approved by the Board of Directors effective May 2, 2017