



Nominating and Governance Committee Charter

Introduction:

The Board of Directors (the "Board") of Zayo Group Holdings, Inc. (the "Company") has developed and adopted this Nominating and Governance 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 Nominating and Governance Committee of the Board (the "Committee") is appointed to assist the Board in fulfilling its responsibility in overseeing corporate governance within the Company, nominating Board members and evaluating Board and committee memberships and Board and committee performance.

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, as determined by the Board.

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:

The Committee has three main functions: oversight of the Company's corporate governance, nominating Board and committee members, and evaluating Board and committee memberships and performance.

The Committee will ensure that the Company's Governance Framework is adequate for the Company's circumstances and complies with all applicable NYSE and Securities and Exchange Commission rules as well as other relevant laws.

- **Board Composition** – The Committee, in consultation with the Chief Executive Officer ("CEO"), will evaluate the appropriate size, structure, composition, and functioning of the Board; evaluate and propose changes, if necessary, to the Board's criteria for Board membership; and evaluate the independence of existing and prospective directors.

- **Board Nominations** – The Committee, in consultation with the CEO, will seek and evaluate qualified individuals to become directors in accordance with the Board’s criteria for selecting new directors. The Committee will also evaluate directors for re-nomination in accordance with the Board’s criteria for evaluating the performance of directors. The Committee will establish procedures for the consideration of Board candidates recommended for the Committee’s consideration by the Company’s stockholders. The Committee will recommend to the Board the Company’s candidates for election or reelection at each annual stockholder’s meeting. The Committee is responsible for recommending to the Board candidates to be elected by the Board as necessary to fill vacancies and newly created directorships.
- **Board Review** – At least annually, take such steps as the Committee deems necessary or appropriate with respect to oversight, evaluation and assessment of the performance of the Board and its members. The Committee will periodically review the Board’s leadership structure and recommend changes to the Board as appropriate, and make a recommendation to the independent directors regarding the appointment of the lead independent director. The Committee also will periodically review and assess the channels through which the Board receives information, and the quality and timeliness of information received.
- **Committee Review** – At least annually, take such steps as the Committee deems necessary or appropriate with respect to oversight, evaluation and assessment of the performance of this and the other committees of the Board. The Committee is responsible for recommending committee members and chairpersons to the Board for appointment.
- **Board Orientation** – The Committee will develop appropriate Board orientation and training program for new directors as well as continuing education requirements of existing Board members.
- **Governance Guidelines & Code of Ethics** – The Committee will periodically review, and recommend to the Board for approval changes to, Corporate Governance Guidelines and a Code of Ethics for employees and Board members. The Committee will monitor and reassess the Corporate Governance Guidelines and Code of Ethics annually and provide recommendations for any revisions to the Board for approval. The Committee will approve any waivers of the Code of Ethics, subject to approval by the Board in the case of any waiver with respect to a director or executive officer.
- **Capital Management Policy** - The Committee, in consultation with the CEO, will annually review, and recommend to the Board for approval changes to, a Capital Management Policy setting forth the process for allocating capital and other resources and associated delegations of authority identifying the items and expenditure thresholds over which the Board has retained exclusive decision-making authority and the items and expenditure thresholds delegated to management.
- **Risk Management** – The Committee will oversee management’s enterprise risk management program, with the authority to delegate oversight of specific risk areas to other committees of the Board as appropriate.
- **Company Officers** – The Committee will review and recommend to the Board for approval changes to, or additions of, officers of the Company.
- **Conflicts of Interest** – The Committee will consider questions of conflicts of interest of Board members and the Company’s executive officers. The Committee will review any change in status

of a director in advance and assess the continued appropriateness of the director remaining on the Board under the circumstances.

- **Governance Website** – The Committee will oversee the content of the Company's corporate governance web page.
- **Complaint Monitoring** – The Committee will review and investigate concerns regarding non-financial matters that are reported to the Whistleblower Hotline and referred to the Committee by the Audit Committee.
- **Directors' and Officers' Insurance** – The Committee will review and discuss with management any changes to the Company's Directors' and Officers' insurance program.
- **Other** – The Committee may 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 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 November 8, 2016