

Frontier Communications Corporation

Compensation Committee Charter

This Compensation Committee Charter was adopted by the Board of Directors (the “Board”) of Frontier Communications Corporation (the “Company”) and amended as of December 7, 2016.

This Charter is intended as a component of the flexible governance framework within which the Board, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as the context of the Company’s Certificate of Incorporation and Bylaws, it is not intended to establish by its own force any legally binding obligations.

Purpose of the Compensation Committee

The Compensation Committee (the “Committee”) of the Board of Directors is responsible for approving and evaluating the non-employee director and officer compensation plans, policies, and programs of the Company, including (i) determining and approving the compensation of the Company’s Chief Executive Officer (“CEO”); (ii) reviewing and approving compensation levels for the Company’s other executive officers; (iii) reviewing the compensation of the Company’s non-employee directors and making recommendations to the Board in respect thereof; (iv) reviewing and approving management incentive compensation policies and programs; (v) reviewing and approving equity compensation programs for employees, and exercising discretion in the administration of such programs; and (vi) producing an annual report on executive compensation for inclusion in the Company’s proxy statement in accordance with applicable rules and regulations of the Securities and Exchange Commission (“SEC”).

In discharging its role, the Committee is empowered to inquire into any matter that it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company. The Committee has the power to retain outside counsel, compensation consultants or other advisors to assist it in carrying out its activities. The Company shall provide adequate resources to support the Committee’s activities, including compensation of the Committee’s counsel, consultants and other advisors. The Committee shall have the sole authority to retain, compensate, direct, oversee and terminate counsel, compensation consultants, and other advisors hired to assist the Committee, who shall be accountable ultimately to the Committee.

Committee Membership

The Compensation Committee shall consist of no fewer than three directors who satisfy the independence requirements of NASDAQ and who, in the opinion of the Board, are independent of management and free from any relationship that would interfere with the exercise of independent judgment. In addition, no director may serve unless he or she (i) is a “Non-employee Director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended and (ii) satisfies the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code (provided, that any inadvertent non-compliance shall not impair the authority of the Committee or the validity of any actions taken by the Committee).

The members of the Compensation Committee shall be appointed annually by the Board on the recommendation of the Nominating and Corporate Governance Committee. The Board will designate one of the members to serve as the Chairman. The Chairman shall preside at meetings of the Committee and shall set agendas for meetings and determine the Committee’s information needs, except as otherwise provided by action of the Committee. Each member of the Committee will serve until the next annual meeting of the Company or until he or she resigns or is removed from the Committee by a majority vote of the full Board.

Committee Authority and Responsibilities

The following responsibilities are set forth as a guide to fulfilling the Committee’s purpose, with the understanding that the Committee’s activities may diverge as appropriate given the circumstances. The Committee is authorized to carry out these activities and other actions reasonably related to the Committee’s purposes or assigned by the Board from time to time.

The Committee may delegate any of its responsibilities to a subcommittee comprised of one or more of its members, as appropriate, or as otherwise permitted by the terms of any compensation or benefit plan, program, policy, agreement or arrangement approved by the Committee or the Board.

To fulfill its purposes, the Committee shall:

1. Oversee and approve the Company's overall management compensation philosophy and policy;
2. Annually review and approve corporate goals and objectives relevant to the CEO's compensation, including annual performance objectives;
3. Evaluate at least annually the performance of the CEO and other executive officers of the Company against corporate goals and objectives, including the annual performance objectives for the CEO and such executives, as the case may be, determine and approve the compensation level (including any discretionary incentive awards) based on this evaluation and, in the case of the CEO, report on the same to the other non-employee directors. In determining the long-term incentive component of the CEO's or such other executive officer's compensation, the Committee will consider the Company's performance and relative stockholder return, the value of similar incentive awards to CEOs or other comparable executive officers at comparable companies, and the awards given to the CEO or other executive officers in past years. The Board expressly delegates its authority over such matters to the Committee;
4. Review, as appropriate, any agreement or understanding relating to the CEO's or other executive officer's employment, incentive compensation, or other benefits, including any severance and change in control arrangement;
5. Review periodically and recommend to the Board, the compensation of all non-employee directors. Prior to the Committee making any recommendation to the Board for increased non-employee director compensation, the Committee's independent compensation consultant shall provide to the Committee benchmarking information regarding "market" compensation for non-employee directors at the Company's peer group;
6. Review annually any conflicts of interest raised by the work of compensation consultants engaged by the Committee and how any such conflicts are being addressed;
7. Review the Company's executive incentive compensation plans and equity-based plans and recommend to the Board changes in such plans as needed. The Committee shall have and shall exercise all authority of the Board with respect to the administration of such plans;
8. Review on a periodic basis the Company's management compensation programs, including any management incentive compensation plans, to determine whether they are appropriate, properly coordinated and achieve their intended purposes(s), and recommend to the Board any appropriate modifications or new plans or programs;
9. Review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, review and discuss at least annually the relationship between risk management policies and practices and compensation, and evaluate compensation policies and practices that could mitigate any such risk;
10. Periodically review key diversity initiatives and human resources policies and practices, including those related to organizational engagement and employment development;
11. Review and approve all grants of awards, including the award of shares or options to purchase shares, pursuant to the incentive and equity-based compensation plans of the Company;

12. Review and recommend to the Board the Company's submissions to stockholders on executive compensation matters, including advisory votes on executive compensation and the frequency of such votes. In addition, consider the results of stockholder advisory votes on executive compensation matters and the changes, if any, to the Company's executive compensation policies, practices and plans that may be warranted as a result of any such vote;
13. Review and discuss with management disclosures related to executive compensation contained in the Company's Annual Report on Form 10-K and proxy statement on Schedule 14A, including the the Company's Compensation Discussion and Analysis disclosure required by SEC regulations, and determine whether to recommend to the Board that such disclosures be included in the Company's Annual Report on Form 10-K or proxy statement on Schedule 14A, as applicable;
14. Prepare the report of the Committee required to be included in the Company's Annual Report on Form 10-K or proxy statement on Schedule 14A, as applicable, in accordance with applicable rules and regulations of the SEC and other applicable regulatory bodies;
15. Review and approve the creation or revision of any clawback policy allowing the Company to recoup compensation paid to employees;
16. Periodically assess competitiveness of compensation levels and practices applicable to executive officers and non-employee directors and approve appropriate survey sources or peer groups for this purpose;
17. Establish and periodically review stock ownership and retention guidelines for executive officers and non-employee directors and confirm that such guidelines are being adhered to by executive officers and non-employee directors;
18. Review and approve anti-hedging and pledging policies applicable to executive officers and non-employee directors;
19. Make regular reports to the Board on Committee findings and recommendations on any other matters the Committee deems appropriate or the Board requests;
20. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval; and
21. Conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter.

Meetings

The Committee will meet as often as necessary to carry out its responsibilities. Meetings may be called by the Chairman of the Committee or a majority of the members of the Committee. Members of the Committee may participate in meetings by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation will constitute presence in person at such meeting. Written minutes of each meeting will be duly filed in the Company records. Reports of meetings of the Committee will be made to the Board at its next regularly scheduled meeting.