

**WINDSTREAM HOLDINGS, INC.
BOARD OF DIRECTORS**

**GOVERNANCE COMMITTEE CHARTER
(effective August 30, 2013)
(revised May 3, 2016)**

Organization

The Governance Committee (the "Committee") of the Board of Directors of Windstream Holdings, Inc. ("Windstream") shall be appointed by the Board of Directors and shall consist of at least three directors, each of whom must be "independent," as defined in paragraph 14 of Windstream's Corporate Governance Board Guidelines (the "Guidelines"), and satisfy any other criteria for membership that are specified in the NASDAQ National Market System Rules and any other statute or regulation applicable to Windstream from time to time. The Committee shall be subject to the provisions of Windstream's Bylaws relating to committees of the Board of Directors, including those provisions relating to removing committee members and filling vacancies.

Statement of Policy

The Committee shall provide assistance to the Board of Directors in the manner specified in the Guidelines.

Powers and Responsibilities

In connection with performing its powers and responsibilities specified in the Guidelines, the Committee will:

- Review with the Chairman of the Board of Directors and Chief Executive Officer the criteria for the skills and characteristics required of Board members in the context of the composition and needs of the Board of Directors from time to time, identify individuals qualified to become members of the Board of Directors, and recommend director nominees to the Board of Directors for the next annual meeting of shareholders.
- Recommend to the Board whether to accept or reject a director resignation, or take other action, where a director fails to receive a majority vote as specified in Windstream's Bylaws and the Guidelines.
- In consultation with the Chairman of the Board of Directors and the Chief Executive Officer, make an annual report to the Board on succession planning, including, on a continuing basis, one or more potential successors (or criteria, standards, or other considerations that should be considered in selecting a successor) should the Chief Executive Officer unexpectedly die, become disabled, or terminate employment.
- Develop and recommend to the Board of Directors for approval a policy on approval of related party transactions and to review and approve any transaction between Windstream and any related person (as defined in Item 404 of Regulation S-K) in accordance with the Related Party Transaction Approval Policy.
- Administer Windstream's Policy on Board Oversight and Transparency for Political Spending.
- Have the sole authority (i) for the retention, oversight, termination and replacement of search firms to be used to identify director candidates and (ii) to approve the fees and other retention terms of such advisors and to obligate Windstream for the payment of the fees and expenses of such advisors.
- Periodically review and assess the Guidelines and recommend any proposed changes to the Board of Directors for approval.



- Assist the Chairman of the Board with an annual evaluation of the Board of Directors and the Committees of the Board of Directors and management.
- Assist the Chairman of the Board with internal director continuing education, including topics and presenters; oversee the Expense Reimbursement Guidelines for Director Education; and evaluate annually continuing education received by Directors (internally and, at the option of the Committee, externally) during the prior Board service year.
- Review and assess annually this Charter and the performance of the Committee and obtain the approval of the Board of Directors of any recommended changes to this Charter or the Committee.
- Have the authority to investigate matters with full access to all books, records, facilities, and personnel of Windstream and the power to retain outside professionals for this purpose.
- Undertake all further actions and discharge all further responsibilities imposed upon the Committee from time to time by applicable rules of the Securities and Exchange Commission, the NASDAQ National Market System and any other statute or regulation applicable to Windstream from time to time.

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