

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

**CORPORATE GOVERNANCE BOARD GUIDELINES**  
**(effective February 7, 2017)**

1. **Board Duties and Responsibilities**

The Board's duties and responsibilities are (a) to select, compensate, and evaluate the Company's Chief Executive Officer and other members of the Company's senior management, (b) to monitor and provide oversight to that management, on behalf of the Company's stockholders, related to the business and affairs of the Company, and (c) to otherwise discharge all duties and responsibilities imposed upon directors of the Company by law or regulation.

2. **Board Committees and Chairs**

The three Committees are Audit, Compensation, and Governance. Each Committee has the powers and subject matter responsibilities outlined in its charter, as set forth on Exhibit A. The Board of Directors retains full oversight responsibility for all subject matters not assigned to the Committees in their charters, including risks presented by business strategy, competition, regulation, general industry trends including the disruptive impact of technological change, capital structure and allocation, and mergers and acquisitions. There may, from time to time, be occasions when the Board may want to form a new Committee, disband a current Committee, or modify the powers and responsibilities of a Committee. In those instances, the Governance Committee is responsible for evaluating the proposed change and submitting any related recommendation to the Board.

Board Committees may form sub-committees to address specific matters or oversee discrete projects or as necessary to meet the Committees' subject matter responsibilities set forth in their charters.

The Board, upon the recommendation of the Governance Committee, will select a Board Chair, pursuant to the provisions of the Company's by-laws, and Chairs of the Board Committees. The Governance Committee and the Board should review these leadership positions for possible rotation among the members at least every three (3) years.

3. **Assignment of Committee Members**

The Governance Committee is responsible, after consultation with the Board Chair and the Chief Executive Officer and after giving due consideration to the desires of individual Board members, for recommending to the Board the assignment of Board members to various Committees. Each Committee member must satisfy any criteria imposed on members of the Committee to which he or she is assigned that are specified in the NASDAQ National Market System Rules and any other statute or regulation applicable to the Company from time to time.

4. **Frequency and Length of Committee Meetings**

The Committee Chair, in consultation with Committee members, should determine the frequency and length of the meetings of the Committee.

5. **Committee Agenda**

The Committee Chair, in consultation with the appropriate members of the management and its staff, should develop the Committee's agenda.

6. **Selection of Agenda Items for Board Meetings**

The Board Chair and the Chief Executive Officer should establish the agenda for each Board meeting. Each Board member should be free to suggest the inclusion of item(s) on the agenda.



7. **Board Meeting Materials**

Except for those occasions when the subject matter is too sensitive to put in writing, written materials important to the Board members' understanding of specific subjects to be covered at a Board meeting should be sent to the Board members sufficiently in advance of the meeting so that Board members can prepare for the meeting and meeting time may be conserved and discussion time focused on questions and comments from Board members about the material.

8. **Regular Attendance of Non-Directors at Board Meetings**

The Board agrees with the regular attendance at each Board meeting of non-Board members who are officers of the Company. Should the Chief Executive Officer want additional people to attend on a regular basis, the Chief Executive Officer should obtain the other Board members' concurrence before doing so.

9. **Executive Sessions of Independent Directors**

The independent directors of the Board must meet at regularly scheduled executive sessions without management. The Board Chair shall act as the Lead Director to preside at executive sessions of independent directors. The Board Chair should collaborate with the Board members to establish the frequency and location of these meetings.

10. **Board Access to Management and Independent Advisors**

Board members should have complete access to the management and such independent advisors as the Board determines are necessary to discharge the Board's duties and responsibilities. Board members should use judgment to be sure that their access to management, when utilized with respect to any matter other than routine Committee matters, is not distracting to the Company's business and, if in writing, is copied to the Board Chair and the Chief Executive Officer. Furthermore, the Board encourages the management to bring managers into Board meetings, from time to time, who: (a) can provide additional insight into matters being discussed because of personal involvement in those matters and (b) represent managers with future potential that the management believes should be given exposure to the Board.

11. **Board Compensation**

The Chair of the Compensation Committee should report once a year to the Board on the status of the Company's Board compensation (both in form and amount) in relation to similar U.S. companies. The Compensation Committee should initiate suggested changes in Board compensation for full discussion and concurrence by the Board.

12. **Size of Board**

The Board believes the optimal number of Board members should be nine, unless changed circumstances like a significant acquisition justify increasing the size of the Board.

13. **Mix of Management and Non-Management Directors**

The Board is willing to have members of the management, in addition to the Chief Executive Officer, as directors, but the Board believes that the management should encourage senior managers to understand that Board membership is not necessary or a prerequisite to any higher position in the management. Officers of the Company other than the Board Chair and the Chief Executive Officer may attend Board meetings on a regular basis even though they are not members of the Board.

14. **Independence of Directors**

At least a majority of directors must be independent. A director is "independent" when he or she satisfies the definition of "independent" specified from time to time in the NASDAQ National Market System and any other statutory or regulatory definition of "independent" that is applicable from time to time.



15. **Former Chief Executive Officer's Board Membership**

When the Chief Executive Officer resigns from that position, he or she should offer to resign from the Board at the same time. Whether the individual continues to serve on the Board is a matter for decision at that time by the Governance Committee and the new Chief Executive Officer.

16. **Board Membership Criteria**

The Governance Committee is responsible for periodically reviewing with the Board Chair and the Chief Executive Officer the appropriate skills and characteristics required of Board members in the context of the composition of the Board and an assessment of the needs of the Board from time to time.

17. **Selection and Orientation of New Directors**

The Board is responsible for selecting its own members and conducting, with the assistance of the management, an orientation process to familiarize each new director with the Company and his or her duties and responsibilities. The Board delegates the screening process for new directors and for the orientation process to the Governance Committee with the direct input from the Board Chair and the Chief Executive Officer.

18. **Extending Invitation to Join Board**

Each invitation to join the Board should be extended by the Board itself, through the Chair of the Governance Committee and the Board Chair or the Chief Executive Officer.

19. **Directors Who Change Job Responsibility**

A director whose job responsibility changes in any material respect from the job responsibility the director held when elected to the Board should direct an offer to resign from the Board to the Chair of the Governance Committee. Such a director should not necessarily leave the Board, but the Board, through the Governance Committee, should review with the Board Chair and the Chief Executive Officer the continued appropriateness of Board membership under these circumstances.

20. **Term Limits**

The Board does not believe it should establish term limits for Board members. Although term limits could help insure that there are fresh ideas and viewpoints available to the Board, term limits have the disadvantage of losing the contribution of directors who have been able to develop, over time, increasing insight into the Company and its operations and, therefore, provide an increasing contribution to the Board as a whole.

21. **Retirement Age**

A person may not be elected a director in or after the calendar year in which that person attains the age of 72 or be entitled to serve as a director beyond the annual meeting of stockholders next following that person's attainment of the age of 72.

22. **Majority Voting in Director Elections and Director Resignation Policy**

In accordance with the Company's bylaws with respect to an uncontested election of directors, a director nominee must receive more votes cast for than against his or her election or re-election in order to be elected or re-elected to the Board.

The Board expects a director to tender his or her resignation if he or she fails to receive the required number of votes for re-election. The Board shall nominate for election or re-election as Director only candidates who agree to tender, promptly following the annual meeting at which they are elected or re-elected as Director, irrevocable resignations that will be effective upon (i) the failure to receive the required vote at the next annual meeting at which they face re-election and (ii) Board acceptance of such resignation. In addition, the Board shall fill director vacancies and new directorships only with candidates who agree to tender, promptly following their appointment to the Board, the same form of resignation tendered by other directors in accordance with this Corporate Governance Board Guideline.



If an incumbent director fails to receive the required vote for re-election, the Governance Committee will act on an expedited basis to determine whether to accept the director's resignation and will submit such recommendation for prompt consideration by the Board. The Board expects the director whose resignation is under consideration to abstain from participating in any decision regarding that resignation. The Governance Committee and the Board may consider any factors they deem relevant in deciding whether to accept a director's resignation.

23. **Evaluation of Chief Executive Officer and Principal Officers**

The Compensation Committee will make an annual evaluation of the Chief Executive Officer based on objective criteria, including performance of the business, accomplishment of long-term strategic objectives, and development of the management. The Compensation Committee also will annually evaluate the performance of the Company's principal officers. These evaluations should be used by the Compensation Committee in determining the compensation of the Chief Executive Officer and other principal officers.

24. **Chief Executive Officer Succession Planning**

The Governance Committee, in consultation with the Board Chair and the Chief Executive Officer, should 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.

25. **Annual Performance and Continuing Education**

The Board should conduct a self-evaluation at least annually to determine whether it and its Committees are functioning effectively and whether any director continuing education conducted during the prior year is worthwhile and effective. Each self-evaluation should be coordinated by the Chair.

26. **Stock Ownership**

The Board believes that, in order to align the interests of Board members and senior management with stockholders, Board members and senior management should have a significant equity stake in the Company. To achieve and maintain this objective, Board members and senior management shall be required to satisfy such minimum share ownership requirements as are specified from time to time by the Board.

27. **Board Interaction with Institutional Investors, the Press, Customers, Etc.**

The Board believes that the management speaks for the Company. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company, but Board members should do this with the prior knowledge of the management and, in most instances, only at the request of the management. In no instance should a non-management Board member purport to speak for the Company, except with the prior approval of the Board.

28. **Limit on Public Company Board Service**

No director shall serve at any one time on the board of more than four (4) companies (including the Company) whose securities are listed on a national securities exchange.

02/17



## EXHIBIT A

### **Audit Committee**

- Performs the responsibilities specified in the Audit Committee Charter.

### **Compensation Committee**

- Performs the responsibilities specified in the Compensation Committee Charter.

### **Governance Committee**

- Performs the responsibilities specified in the Governance Committee Charter.

