

Frontier Communications Corporation

Corporate Governance Guidelines

These Corporate Governance Guidelines were adopted by the Board of Directors (the “Board”) of Frontier Communications Corporation and amended as of July 26, 2016.

These Guidelines are intended as a component of the flexible governance framework within which the Board, assisted by its committees, directs the affairs of the Company. While they 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, they are not intended to establish by their own force any legally binding obligations.

Purpose

The Board of Frontier Communications Corporation (together with its subsidiaries, “Frontier” or the “Company”) has adopted these Corporate Governance Guidelines (these “Guidelines”), which reflect the Board’s commitment to monitor the effectiveness of policy and decision-making both at the Board and management level. The Board believes these Guidelines should be an evolving set of corporate governance principles, subject to amendment from time to time as circumstances warrant.

It is the duty of the Board of Directors to oversee and monitor the effectiveness of the Chief Executive Officer (the “CEO”) and other senior members of management who are charged with the competent and ethical operation of the Company on a day-to-day basis. To satisfy this duty the directors will take an active, focused approach to their position, and set standards to ensure that the Company is committed to business success through maintenance of the highest standards of responsibility and ethics.

Directors bring to the Company a wide range of experience, knowledge and judgment, and bring these skills to bear for the Company. These varied skills mean that good governance depends on far more than a purely process-oriented approach to standards or procedures. The governance structure in the Company is designed to be a working structure for principled actions, effective decision-making and appropriate monitoring of both compliance and performance.

Effective directors maintain an attitude of constructive and careful review. Our directors know that their job requires them to ask probing questions of management and to take the action necessary to get sought after answers. Our directors also rely on the advice, reports and opinions of management, counsel and our expert advisers. In doing so the board evaluates the qualifications of those it relies upon for information and advice, and also looks to the process used by managers and advisers in reaching their recommendations.

Finally, our Board prides itself on keeping up to date on best governance practices. The Board, working together with management and outside advisers, looks to the knowledge and information of others knowledgeable in the governance issues for additional information on how to manage its affairs.

The Board intends to continually monitor the way it governs itself, including reviewing whether there are alternatives or new ideas which would strengthen the Company's governance structures.

Board Qualification Standards

Independence

The Board believes that it is important to be able to exercise independent judgment and that it is good governance when a substantial majority of the directors are independent (as defined in the NASDAQ Listing Rules). Accordingly, independent directors should constitute at least 75% of the Board at any time. Each director will cooperate with the Board during the Board's process of determining the independence of such director.

Membership Criteria

Directors should possess high personal and professional ethics, integrity, and values, and be committed to representing the long-term interests of the stockholders. They must also have an inquisitive and objective perspective, practical wisdom and mature judgment.

The Nominating and Corporate Governance Committee will solicit and receive recommendations for, and review qualifications of, potential candidates to serve on the Board. The Nominating and Corporate Governance Committee will recommend to the full Board candidates for election to the Board.

The Nominating and Corporate Governance Committee, after consultation with the Chairman of the Board (the "Chairman") and other members of the Board, will review periodically the particular attributes that would be most beneficial to the Company in future Board nominees. This assessment will include, but not be limited to, issues such as integrity, competence, experience, commitment, diversity and collegiality.

Any officer of the Company who also serves as a director shall tender his or her resignation to the Board upon any termination of the officer's employment by the Company. The Board will decide at such time whether the resignation from the Board is accepted.

Any director whose position of principal employment changes substantially (including retirement) after election to the Board must immediately tender his or her resignation to the Board. The Board will then decide at its next regularly scheduled meeting, through a process managed by the Nominating and Corporate Governance Committee and excluding the director in question, whether to accept the resignation.

Any director who fails to win a majority of the affirmative votes for his or her election at a meeting of stockholders shall immediately tender his or her resignation to the Board. The Board will decide at its next regularly scheduled meeting, through a process managed by the Nominating and Corporate Governance Committee and excluding the director in question, whether the resignation from the Board is accepted.

Stock Ownership Guidelines

Each non-management director of the Company should have a financial stake in the Company. Each director should establish a meaningful ownership position in the Company over time. Each non-management director is expected to own shares of stock of the Company having a minimum value of five (5) times the cash portion of the annual non-management director retainer by the later of February 15, 2017 and five years after joining the Board. Stock unit grants shall be counted for purposes of fulfilling this guideline.

Each member of the Company's Senior Leadership Team should have a financial stake in the Company. The CEO is expected to own shares of stock of the Company having a minimum value of five times (5) his or her base salary, the CFO is expected to own shares of stock of the Company having a minimum value of three and one-half (3.5) times his or her base salary, and each other member of the Senior Leadership Team is expected to own shares of stock of the Company having a minimum value of two and one-half (2.5) times his or her base salary. Unvested restricted stock awards shall not be counted for purposes of fulfilling this guideline. At such times as a member of the Senior Leadership Team does not meet his or her ownership guideline, the executive will be required to hold 50% of the Company's stock that the executive acquires after that date through the Company's equity compensation programs, excluding shares sold to pay related taxes.

The Compensation Committee administers these stock ownership guidelines and may grant hardship exceptions in its discretion. The Compensation Committee may consider compliance with these stock ownership guidelines in connection with compensation decisions or promotions to the extent it determines appropriate in its discretion.

Commitment and Limits on Other Activities

Directors must be willing to devote sufficient time to carrying out their duties and responsibilities effectively, and should be committed to serve on the Board for an extended period of time.

The Company recognizes that members of the Board benefit from service on the boards of other companies (provided that no member of the Board may serve on the board of a vendor, supplier, customer or subcontractor of the Company unless he or she first obtains approval from the Board, except such vendor, supplier, customer or subcontractor that has routine business transactions with the Company involving immaterial amounts). We encourage that service but also believe it is critical that directors have the opportunity to dedicate sufficient time to their service on the Board. To that end, the CEO and any other director who is an employee of the Company should serve on no more than two (2) public company boards in addition to the Board, unless he or she first obtains approval from the Nominating and Corporate Governance Committee. In addition, each non-employee director should serve on no more than three (3) public company boards in addition to the Board, unless he or she first obtains approval from the Nominating and Corporate Governance Committee. Directors are expected to inform the Chairman and the Chairman of the Nominating and Corporate Governance Committee prior

to becoming the director of any other public company or becoming the member of the audit committee of any other public company. For purposes of this section, “public company board” means a board of directors of a company with equity securities registered pursuant to Section 12(b) or Section 12(g) of the Securities Exchange Act of 1934, as amended.

Criteria for Re-Nomination of Existing Directors

The guidelines established by the Board for board membership will govern decisions regarding the re-nomination of directors for additional terms on the Board.

Term Limits

Each non-employee director is expected to retire from the Board by not standing for re-election at the next annual meeting following his or her 15th anniversary of service on the Board unless the Nominating and Corporate Governance Committee determines that, due to unusual circumstances, it is in the best interests of the Company and its stockholders to renominate such director for an additional term.

Criteria for Re-Designation of Committee Chairs and Chairman of the Board

As a general rule, the Board may only designate an individual to serve as chair of a committee for five consecutive one-year terms (taking into account the years of service as a chair prior to such annual meeting date); provided, however, that, the Board may retain an individual as the chair of a committee for additional terms if the Board, in its discretion, and upon recommendation of the Nominating and Corporate Governance Committee, determines that there are reasons to do so. Subject to the limits set forth under “Criteria for Re-Nomination of Existing Directors,” there are no limits on how long any individual may serve as Chairman of the Board.

Director Responsibilities

General

The fundamental role of the directors is to exercise their business judgment to act in what they reasonably believe to be the best interests of the Company and its stockholders. In fulfilling that responsibility, the directors should be able to rely on the honesty and integrity of the Company’s senior management and expert legal, accounting, financial and other advisors. The directors should have the benefit of directors’ and officers’ insurance, paid by the Company, to indemnification to the fullest extent allowed under the Company’s charter and Delaware law, and to exculpation as provided by Delaware law and the Company’s charter.

The Board believes that management speaks for the Company. Individual Board members may occasionally meet with or otherwise communicate with various constituencies that are involved with the Company and the Company will disclose a method for interested parties to make any concerns known to the non-management directors, but it is expected that Board members would communicate with

outside parties only with the knowledge of management and, in most instances absent unusual circumstances or as contemplated by the committee charters, at the request of management.

While not limiting their obligations under applicable law, directors, in their capacity as such, are expected to use their reasonable business judgment in overseeing the management of the Company. However, the Board is not expected to manage the Company on a day-to-day basis nor guarantee in any way the management or operations of the Company.

The directors recognize that candor and the avoidance of conflicts are owed to the Company's stockholders. Directors have an obligation to disclose potential conflicts of interest prior to any Board decision related to any matter and may be required to recuse themselves from any discussion or vote related to the matter.

Board Leadership

There shall be one Chairman of the Board, which position may be held by a non-management Chairman or may be held by the CEO, as the Board determines is appropriate. The Chairman will preside over Board meetings and perform such other duties as set forth in the Company's charter and in these Guidelines, including Exhibit A, or as are otherwise assigned to him or her by the Board.

If the Chairman is not an independent director, the independent directors, upon the recommendation of the Nominating and Corporate Governance Committee, will select a lead director (the "Lead Director") from among the independent directors serving on the Board. The Lead Director will preside at all Independent Sessions (as defined below) and other non-management director sessions and meetings of the Board where the Chairman is not present and will perform such other duties as are assigned to him or her by the independent directors. A director must have served on the Board for a minimum of one year in order to be eligible to be a Lead Director.

The Board, with the assistance of the Nominating and Corporate Governance Committee, shall reevaluate the appropriateness of the Board leadership structure as warranted, including following changes in management or Board composition.

Board Meetings

The Chairman will set the agenda for the Board's meetings. Any member of the Board may recommend the inclusion of specific agenda items. Such recommendations will be accommodated unless it is not practicable to do so.

Materials important to the Board's understanding of agenda items will be distributed to the members of the Board, in a timely manner, before the Board meets. These materials will be informative but concise. Each member of the Board will review the distributed materials prior to each meeting of the Board. Members of the Board are also encouraged to keep themselves informed of the Company's affairs between Board meetings through direct contact with members of the senior management of the Company.

Members of the Board are expected to attend each meeting of the Board, either in person or telephonically.

Executive Sessions

In order to enable independent directors of the Company to be a more effective check on management of the Company, the independent directors of the Company will meet regularly, but in no event less than two times per year, in executive session of the Board without management present ("Independent Sessions"). Such Independent Sessions will be conducted in accordance with any NASDAQ Listing Rules then in effect, and the identification of independent directors will be made in accordance with the NASDAQ Listing Rules. The authority in such sessions to act on behalf of the Company or the Board on any matters requires an express delegation of authority by the Board.

If the Board includes non-management directors who are not independent under the NASDAQ Listing Rules, the Independent Sessions shall be in addition to executive sessions that include all non-management directors.

Board Committees

Subject to applicable law, the Board has the authority to establish committees for any purpose it deems appropriate. The Board currently has the following standing committees: Audit, Compensation, Nominating and Corporate Governance and Retirement Plan.

The Board will approve all committee assignments, including committee chairs. In so doing, the Board shall consider the desires of individual directors and the recommendations of the Nominating and Corporate Governance Committee. The Board, in its discretion, may periodically rotate committee membership and, as a general rule, should rotate committee chairs every five years. Such rotation is not required, however, if the Board determines, in its discretion, that there are reasons to maintain an individual director's committee membership or chairmanship for a longer period.

The committee chairs will determine the frequency of meetings of their respective committees consistent with any requirements contained in each such committee's charter and NASDAQ Listing Rules, and, in consultation with management, will set meeting times and develop committee agendas.

Only directors who are independent (as defined in the NASDAQ Listing Rules) may serve on the Audit, Compensation, and Nominating and Corporate Governance Committees.

Committees of the Board will have access to outside legal counsel, accountants, compensation consultants, investment bankers, or other independent consultants or advisors (at the Company's expense) whose expertise is deemed essential to carrying out the committees' respective missions.

Board Access to Senior Management and Independent Advisors

Members of the Board will have complete access to senior management of the Company. The Board's contact with senior management will be handled in a manner that would not be disruptive to

the Company's business operations. It is encouraged that any non-routine written communications emanating from such contact should be copied to the CEO. However, the Board recognizes that Board members may, and in some circumstances should, respect the privacy of the persons communicating with the Board and treat such communications confidentially.

The Board encourages the CEO to invite members of senior management or other key personnel of the Company to Board and committee meetings to, among other reasons, provide: (a) additional insight on items being discussed because of their personal involvement in such areas; and/or (b) Board exposure to individuals with outstanding management potential.

The Board will also have authority to engage independent legal, accounting, or other advisors in connection with carrying out the Board's responsibilities.

Director Compensation

Any compensation of members of the Board will be established in accordance with applicable legal and regulatory requirements, as well as the NASDAQ Listing Rules. Compensation of directors on the Board will be comparable to that offered by other companies of similar size and scope. Except as permitted under the NASDAQ Listing Rules, independent directors will receive no additional remuneration from the Company beyond that provided to them for their service as directors and as members of any committee of the Board. Directors who are officers of the Company will receive no remuneration from the Company for serving as a director.

Senior management of the Company will periodically review with the Compensation Committee the status of director compensation relative to comparable companies. The Compensation Committee will periodically review the Company's principles for determining the form and amount of director compensation, as appropriate. Any changes to Board compensation will arise from recommendations of the Compensation Committee, with full discussion and concurrence by the Board.

The Board is committed to fostering compensation programs designed to encourage stock ownership by the directors and senior management of the Company over the long-term. Such programs, in the view of the Board, will further align the interests of the directors and senior management of the Company with the interests of the stockholders.

Evaluation of the CEO

The CEO is expected to report annually to the Compensation Committee on the CEO's goals and objectives for the ensuing year, and also to report annually on the level of achievement of the preceding year's goals and objectives. All independent members of the Board will be invited to those Compensation Committee meetings, and all will have the opportunity to participate in any appropriate follow-up meetings or discussions.

The Compensation Committee will conduct an annual evaluation of the CEO's performance. Both objective and subjective criteria may be used by the Compensation Committee. The Compensation

Committee will report the results of its evaluation to the Board. The evaluation will be used by the Compensation Committee in determining the CEO's compensation.

Executive Selection and Succession Planning

The Board believes one of its most critical functions is the selection of a Chairman, the CEO, and a senior management team consisting of talented and skilled people who fit in the Company's culture, understand its business strategy, and inspire others to follow their lead. To that end, the Board periodically (but not less than annually) reviews with the CEO a senior executive succession plan tailored to reflect the Company's business strategy and vision. The senior executive succession plan involves reviewing profiles of ideal candidates based on the Board's understanding of the Company's strategy and vision and identifying successors for senior executive positions. In implementing its executive succession plan, the Board believes that, at its core, succession planning (a) is a Board-driven, collaborative process; (b) is a continuous process; (c) should be driven by corporate strategy; and (d) involves building a talent-rich organization by attracting and developing talented and skilled people.

In the event of the death, resignation, or incapacity of the Chairman and/or the CEO, the Board will immediately call a meeting to address the selection of a temporary or permanent replacement for either or both positions. The Board may delegate these responsibilities to the Nominating and Corporate Governance Committee or another committee established by the Board for such purpose.

In addition, there should be available on a continuing basis, and the Board and CEO should periodically discuss, the CEO's recommendation as to a successor in the event of the sudden death, resignation, retirement or disability of the CEO.

When the Chairman or the CEO resigns or retires, his or her status as a continuing member of the Board (to the extent he or she is a member of the Board) will be addressed by the Board at the time of such resignation or retirement.

Risk Management Oversight

The Board shall maintain overall responsibility for oversight of the Company's risk management process, including risk management guidelines, policies and the Company's Enterprise Risk Management program. The Board may delegate a portion of its responsibility to the Audit Committee or such other Board Committees that the Board deems appropriate.

Board and Committee Performance Evaluations

The Board will engage in a self-evaluation annually to determine whether it and its committees are functioning effectively. This evaluation will be of the Board as a collective body, its committees and/or of directors on an individual basis, at the discretion of the Board. The Nominating and Corporate Governance Committee will coordinate and oversee these annual evaluations, including making recommendations on how they should be conducted. The results of any evaluations not done at the Board level will be shared with the full Board for discussion and deliberation.

Director Orientation and Continuing Education

In order to promote director effectiveness, senior management will conduct an informal orientation process for new directors that includes information on the Board's policies and procedures, written materials concerning the Company and its operations, meetings with senior management, and visits to the Company's offices and facilities. Recently appointed directors are encouraged to advise the Secretary of the Company as to the effectiveness of these materials and suggest any changes.

Senior management will periodically distribute materials to the Board regarding developments of the Company and the industry in which the Company does business in order to continue each director's education with respect to his or her service on the Board.

Directors are encouraged to periodically review and recommend to the Secretary of the Company changes to continuing education programs and materials in the interests of maintaining good corporate governance.

Communications with the Board and Non-Management Directors

If any stockholder of the Company or interested party wishes to communicate directly with the Board or any specific director, including the Chairman, any non-management director, or the non-management directors as a group, any independent director or the independent directors as a group, such party may do so by writing to such director or group of directors at: Frontier Communications Corporation, 401 Merritt 7, Norwalk, Connecticut 06851. This communication will be forwarded to the director or directors to whom it is addressed.

It is the policy of the Company that directors attend all annual meetings of Frontier stockholders and such special meetings as is necessary for them to attend.

Stockholder Advisory Vote

A management proposal related to executive compensation in the form approved by the Board will be submitted annually to stockholders for a non-binding vote.

Review and Changes to the Guidelines

The Nominating and Corporate Governance Committee will be responsible for reviewing these Guidelines not less than annually and recommending any proposed changes to the Board for approval.

Disclosure of these Guidelines, Code of Business Conduct and Ethics and Committee Charters

These Guidelines, the Code of Business Conduct and Ethics, and the charters of the Audit, Compensation, and Nominating and Corporate Governance Committees will be available on the

Company's website or otherwise be made publicly available. Each annual report or proxy statement of the Company, as required by NASDAQ Listing Rules, will indicate that the foregoing information is available on the Company's website or that the information is available in print to any stockholder who requests it.

The Role of the Chairman of the Board of Directors

The Chairman shall perform the following duties:

1. Board Meetings. The Chairman will have the authority to call meetings of the Board and non-management directors (including those to be attended only by independent directors) when appropriate. The Chairman shall preside at all meetings of the Board, Independent Sessions and non-management director executive sessions. Following each executive session, the Chairman will discuss with the CEO any issues arising in such executive session.
2. Coordinate Information Flow. The Chairman shall coordinate the flow of information to and among independent and other non-management directors.
3. Set Agendas and Approve Board Schedules. The Chairman will collaborate with the CEO to set Board meeting agendas and will review and approve Board meeting schedules to ensure that there is sufficient time for discussion of all agenda items. All Board members are encouraged to communicate to the Chairman any additional agenda items that they deem necessary or appropriate in carrying out their duties.
4. Board Operations. The Chairman shall periodically solicit from other independent and non-management directors comments or suggestions related to Board operations, including the flow of information to directors, the setting of meeting agendas and the establishment of the schedule of Board meetings, and communicate those suggestions to the CEO. The Chairman shall also seek to ensure that there is (a) an efficient and adequate flow of information to the independent and non-management directors; (b) adequate time for the independent and non-management directors to consider all matters presented to them for action; and (c) appropriate attention paid to all matters subject to oversight and actions by the independent and non-management directors.
5. Coordinate with Committee Chairs. The Chairman shall attend all committee meetings, as appropriate. The Chairman shall work with each committee chair to ensure that each committee is effectively functioning and providing ongoing reports to the Board.
6. Representative of Independent and Non-Management Directors. The Chairman shall serve as the liaison between the independent and non-management directors on the one hand, and the CEO, on the other, and as the representative of the independent and non-management directors in communications with the CEO and management outside of regular Board meetings.
7. Liaison with Advisers to the Independent Directors. The Chairman shall serve as liaison and provide direction to advisers and consultants retained by the independent directors.

Review and Amendment

The independent directors shall periodically review the role of the Chairman as set forth herein and make changes as appropriate.

Role of Board and Management

The existence of the Chairman and his or her role as set forth herein is not intended to reduce the duties and rights of all Board members under applicable laws and under the Company's organizational documents, nor shall these guidelines reduce the responsibilities and authority of the chairs and members of Board committees or the Company's management.