

## **Frontier Communications Corporation**

### **Retirement Plan Committee Charter**

This Retirement Plan Committee Charter was adopted by the Board of Directors (the “Board”) of Frontier Communications Corporation (the “Company”) and amended as of September 20, 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 Retirement Plan Committee**

The Retirement Plan Committee (the “Committee”) is responsible for the oversight of the defined benefit pension plans and other retirement and savings plans maintained by the Company, regardless of whether such plans are qualified or unqualified (each, a “Plan,” and collectively, the “Plans”). The Committee shall be responsible for: acting on behalf of the Company to create, amend or terminate a Plan, to merge or consolidate a Plan with any other plan or trust, or to transfer assets of a Plan to another plan or trust; reviewing and approving the investment policy of the defined benefit pension plans; and overseeing fiduciaries. Management shall be responsible for: determining the investment policy for the other retirement and savings plans; managing the assets of the Plans; and periodically reporting to the Committee.

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 and the Plans. 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, benefits and actuarial consultants, and financial and other advisors hired to assist the Committee, who shall be accountable ultimately to the Committee. 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 approve actions or delegate authority to one or more members of the Committee, one or more members of management (or a committee of management) or third parties when determined by the Committee to be necessary or appropriate. In the course of executing its responsibilities, the Committee will review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee will also conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter.

#### **Committee Membership**

The Retirement Plan Committee shall consist of no fewer than three directors. The members of the Retirement Plan 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. 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.

#### **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 any two members of the Committee. All meetings of the Committee will be held pursuant to the Bylaws of the Company with regard to notice and waiver, and 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.