



GTT COMMUNICATIONS, INC.

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

This Nominating and Governance Committee Charter (this "Charter") was adopted by the Board of Directors (the "Board") of GTT Communications, Inc., a Delaware corporation (the "Company"), on March 28, 2016.

Purpose

The purpose of the Company's Nominating and Governance Committee (the "Committee") shall be as follows:

1. To advise the Board on corporate governance and related matters.
2. To assist the Board in identifying qualified individuals to serve as Board members.
3. To select, or to recommend to the Board for selection, the individuals to stand for election as directors at each annual meeting of stockholders or, if applicable, special meetings of the stockholders.
4. To select, or to recommend to the Board for selection, the individuals to serve on committees of the Board.
5. To oversee the management continuity and succession planning process.

Composition

The Committee shall consist of three or more members of the Board, each of whom is determined by the Board to be "independent" under the rules of the New York Stock Exchange.

Appointment and Removal

The members of the Committee shall be appointed by the Board. Each member shall serve until such member's successor is duly elected and qualified or until such member's earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board.

Chairman

Unless a Chairman is elected by the full Board, the members of the Committee shall designate a Chairman by majority vote of the full Committee membership. The Chairman will chair all regular sessions of the Committee and set the agendas for Committee meetings.

Delegation to Subcommittees

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee.

Meetings

The Committee shall meet as frequently as circumstances dictate. The Chairman of the Committee or a majority of the members of the Committee may call meetings of the Committee. Any one or more of the members of the Committee may participate in a meeting of the Committee by means of conference call or similar communication device by means of which all persons participating in the meeting can hear each other. The Committee may invite to its meetings any director or member of management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities.

Duties and Responsibilities

The Committee shall carry out the duties and responsibilities set forth below. These functions should serve as a guide with the understanding that the Committee may determine to carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal, or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Committee.

In discharging its duties and responsibilities, the Committee may, in its sole discretion and without seeking Board approval, retain outside counsel and other advisors and shall have the authority to approve the fees payable to such counsel and advisors and any other terms of retention. Without limiting the foregoing, the Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including the sole authority to approve the search firm's fees and other retention terms.

The Committee shall:

Board Selection, Composition, and Evaluation

1. Establish criteria for the selection of new directors to serve on the Board.
2. Identify individuals believed to be qualified as candidates to serve on the Board and select, or recommend that the Board select, the candidates for all directorships to be filled by the Board or by the stockholders at an annual or special meeting. In identifying candidates for membership on the Board, the Committee may take into account all factors it considers appropriate, which may include strength of character, mature judgment, career specialization, relevant technical skills, diversity, and the extent to which the candidate would fill a present need on the Board.
3. Review and make recommendations to the full Board regarding the re-election of current Board members and consider matters relating to the retirement of Board members, including term limits or age caps.

4. Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates.
5. Consider questions of independence and possible conflicts of interest of members of the Board and executive officers.
6. Review and make recommendations, as the Committee deems appropriate, regarding the composition and size of the Board in order to ensure the Board has the requisite expertise and its membership consists of persons with sufficiently diverse and independent backgrounds.
7. Oversee the evaluation, at least annually, and as circumstances otherwise dictate, of the Board and management.

Committee Selection and Composition

8. Select, or recommend that the Board select, members of the Board to serve or fill vacancies on the committees of the Board, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant, and when appropriate, make recommendations regarding the removal of any member of any committee.
9. Recommend members of the Board to serve as committee chairs.
10. Establish, monitor, and recommend the purpose, structure, and operations of the various committees of the Board, the qualifications and criteria for membership on each committee of the Board, and as circumstances dictate, make any recommendations regarding periodic rotation of directors among the committees and impose any term limitations of service on any Board committee.
11. Periodically review the charter and composition of each committee of the Board and make recommendations to the Board for the creation of additional committees or the elimination of Board committees.

Continuity and Succession Planning Process

12. Oversee and make recommendations to the Board regarding the management continuity and succession planning process, including the review and evaluation of succession plans relating to the Chief Executive Officer and other executive officers.

Reports

13. Report regularly to the Board following meetings of the Committee (a) with respect to such matters as are relevant to the Committee's discharge of its responsibilities and (b) with respect to such recommendations as the Committee may deem appropriate. The report to the Board may take the form of an oral report by the Chairman or any other member of the Committee designated by the Committee to make such report.

14. Maintain minutes or other records of meetings and activities of the Committee.
15. Evaluate its own performance at least annually and report to the Board on such evaluation.

Corporate Governance.

16. Consider the adequacy of the certificate of incorporation and bylaws of the Company and recommend to the Board, as conditions dictate, proposed amendments to the certificate of incorporation and bylaws.
17. Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company and keep abreast of developments with regard to corporate governance to enable the Committee to make recommendations to the Board in light of such developments as may be appropriate.
18. Consider policies relating to meetings of the Board. This consideration may include meeting schedules and locations, meeting agendas, and procedures for delivery of materials in advance of meetings.
19. Be responsible for any tasks assigned to it in the Company's corporate governance guidelines.