



GTT Communications, Inc.

CORPORATE GOVERNANCE GUIDELINES

1. Director Qualifications

The Nominating and Governance Committee will recommend to the Board criteria for Board membership, which will include the criteria set forth in these guidelines, and will recommend individuals for membership on the Board. The Nominating and Governance Committee will consider candidates who are suggested by its members or by other members of the Board of Directors, as well as by management, stockholders and other interested parties. The Nominating and Governance Committee may also retain a third-party search firm to identify candidates from time to time. In making its recommendations to the Board, the Nominating and Governance Committee will:

- Review candidates' qualifications for membership on the Board (including, when applicable, making a specific determination as to the independence of the candidates) based on the criteria approved by the Board and taking into account (1) the enhanced independence, financial literacy and financial expertise standards that may be required under law or New York Stock Exchange ("NYSE") rules for Audit Committee membership purposes and (2) the enhanced independence standards that may be required under law or NYSE rules for Compensation Committee membership purposes; and
- Periodically review the composition of the Board in light of the current challenges and needs of the Board and the Company, and determine whether it may be appropriate to add or remove individuals after considering, among other things, the following criteria: diversity, age, background and experience; personal qualities and characteristics, accomplishments and reputation in the business community; knowledge and contacts in the communities in which the Company conducts business and in the Company's industry or other industries relevant to the Company's business; ability and expertise in various activities deemed appropriate by the Board of Directors, including the Board's need for certain skill sets or qualifications, such as financial expertise; and the fit of the candidate's skills, experience and personality with those of other directors in maintaining an effective, collegial and responsive Board of Directors.

The Board will be composed of a majority of "independent" directors as determined under NYSE rules. No director will be deemed independent unless the Board affirmatively determines that the director has no material relationship with the Company, directly or as an officer, shareholder or partner of an organization that has a relationship with the Company.

The Board does not have limits on the number of other public company boards of directors upon which a director may sit that would limit the ability of a director to be nominated for re-election. The Nominating and Governance Committee will evaluate the qualifications and performance of each incumbent director before recommending the nomination of that director for an additional term.

2. Director Responsibilities

The Board acts as the ultimate decision-making body of the Company and advises and oversees management, who are responsible for the day-to-day operations and management of the Company. In fulfilling this role, each director must act in what he or she reasonably believes to be in the best interests of the Company and its stockholders, and must exercise his or her business judgment.

The Company expects directors to be active and engaged in discharging their duties and to keep themselves informed about the business and operations of the Company. Board meetings will be run by the Chairman of the Board and will be conducted in a manner that ensures open communication, meaningful participation and timely resolution of issues. Directors are expected to make every effort to attend all meetings of the Board and of the committees on which they serve. Directors should devote the time and effort necessary to fulfill their responsibilities.

The Chairman of the Board, in consultation with the Chief Executive Officer, will determine the frequency and length of Board meetings and will set the agenda for each Board meeting. Board members are encouraged to suggest the inclusion of additional items on an agenda, and any director may request that an item be placed on an agenda. Agendas for Board meetings shall be flexible enough so that unexpected developments can be discussed at Board meetings. Committee agendas will be prepared based on the responsibilities and duties set forth in the charter of each respective committee, expressions of interest by committee members and recommendations of management.

Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting are, to the extent practical, to be distributed to directors sufficiently in advance of the meeting, and directors should review those materials prior to the meeting. The Board acknowledges that certain materials are of an extremely sensitive nature and the distribution of materials on these matters prior to the Board or committee meetings may not be appropriate.

The Board reviews the Company's financial performance on a regular basis at Board meetings and through periodic updates. The Board will review the Company's long-term strategic plans and the most significant financial, accounting and risk management issues facing the Company during at least one Board meeting each year.

The Company's non-management directors will meet at regularly scheduled executive sessions in which management does not participate. If the Chairman of the Board is a non-management director, then the Chairman of the Board shall set the agenda for, and chair, such executive sessions. If the Chairman of the Board is a management director, then the Board may select a non-management director as the Company's "lead director" to set the agenda for, and chair, its executive sessions. If no lead director has been selected, the non-management directors present at each executive session shall select one non-management director to preside at that session.

3. Board Committees

The Board will have at all times an Audit Committee, a Compensation Committee and a Nominating and Governance Committee. The Board may from time to time establish additional committees as necessary or appropriate. Committee members will be appointed by the Board upon recommendation of the Nominating and Governance Committee. The Board believes that consideration should be given to rotating committee members periodically, but the Board does not feel that rotation should be mandated as a policy.

Only directors who qualify as independent under applicable law and the rules of the NYSE may serve on the Audit Committee, Compensation Committee or Nominating and Governance Committee.

No director may serve on the Audit Committee unless such director also satisfies the independence criteria set forth in Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules of the NYSE. In addition, all audit committee members must be financially literate and at least one member must qualify as an "audit committee financial expert" (as such term is defined under Item 407(d)(5) of Regulation S-K promulgated under the Securities Act of 1933, as amended, and under the Exchange Act). The Audit Committee must have at least three members.

In addition, each member of the Compensation Committee (i) must not have any relationship to the Company that is material to his or her ability to be independent from the Company's management in

connection with the duties of a Compensation Committee member, after taking into consideration all factors specifically relevant to the relationship pursuant to NYSE Rule 303A.02(a)(ii) and the criteria set forth in Rule 10C-1(b)(1) under the Exchange Act, (ii) must qualify as an “outside director” as determined pursuant to Section 162(m) of the Internal Revenue Code of 1986, as amended and (iii) must qualify as a “non-employee director” as determined pursuant to Rule 16b-3 of the Exchange Act.

Each committee other than ad hoc pricing or other committees of limited duration will have its own charter. The charter will set forth the committee’s purpose as well as qualifications for committee membership.

The Chairman of each committee, in consultation with the committee members, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee’s charter. The Chairman of each committee, in consultation with the appropriate members of the committee and management, will set the agenda for such committee’s meetings.

Each committee shall have the authority to hire independent legal, financial or other advisors as it may deem necessary or appropriate.

4. Director Access to Management and Independent Advisors

Directors are entitled to direct access to the management and employees of the Company as well as its outside counsel and auditors. The Board shall have the authority to hire independent legal, financial or other advisors as it may deem necessary or appropriate. Any meetings or contacts which the directors desire to initiate with any members of management or employees of the Company may be arranged through the Chairman of the Board or other appropriate means.

5. Director Compensation

The form and amount of director compensation will be determined by the Compensation Committee and then recommended to the full Board. Employees who serve as directors receive no additional compensation for their services as a director.

6. Director Orientation and Continuing Education

The Company will make available director orientation materials for all newly elected directors to familiarize them with the Company and its business. Such materials may be customized as appropriate to the needs and prior experience of each Board member. As appropriate, the Company will prepare additional educational sessions for directors on matters relevant to the Company and its business.

7. Management Evaluation and Management Succession

The Board of Directors shall be responsible for evaluating the performance of the Chief Executive Officer. The Compensation Committee shall be responsible for reviewing and approving the Chief Executive Officer’s goals and objectives, evaluating the Chief Executive Officer’s performance in light of these corporate objectives, and formulating and presenting to the independent members of the Board of Directors for their determination a recommendation for the Chief Executive Officer’s compensation level.

The Board, or a committee of the Board, shall work with the Chairman of the Board and the Chief Executive Officer to plan for Chief Executive Officer succession, as well as to develop plans for interim succession for the Chief Executive Officer in the event of an unexpected occurrence.

8. Annual Performance Evaluation

The Board of Directors, in consultation, with the Nominating and Governance Committee, will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The self-

evaluation will focus on the Board's contributions to the Company and specifically focus on areas in which the Board or any of its committees could improve.

9. Majority Voting

The Company has adopted majority voting in uncontested elections of directors and plurality voting in contested elections. In uncontested elections, directors are elected by a majority of the votes cast, which means that the number of shares voted "for" a director must exceed the number of shares voted "against" that director (with "abstentions" and "broker non-votes," if applicable, not counted as a vote "for" or "against" that director's election). The Board has adopted the following director resignation policy for incumbent directors who fail to obtain a majority of the votes cast in uncontested elections. The Nominating and Governance Committee will request a written resignation from any director who is not elected in an uncontested election and may request a resignation at such earlier time as determined by the Nominating and Governance Committee to be acted on in the event that the director is not elected. The Nominating and Governance Committee will recommend to the Board whether to accept or reject the resignation offer, or whether other action should be taken. In determining whether to recommend that the Board accept any resignation offer, the Nominating and Governance Committee will consider all appropriate and relevant factors and alternatives. In deciding whether to accept the resignation offer, the Board will consider the factors considered by the Nominating and Governance Committee and any additional information and factors that the Board believes to be relevant.

If the Board does not accept the resignation, the director who offered to resign will continue to serve on the Board until the next annual meeting of stockholders and until the director's successor is elected and qualified or until the director's death, resignation or removal. If the Board does not accept the resignation, the Board will disclose its decision and reasons therefor in a press release and/or Current Report on Form 8-K within 90 days following certification of the election results. If the Board accepts a director's resignation offer pursuant to this process, the Nominating and Governance Committee will recommend to the Board and the Board will thereafter determine whether to fill the vacancy or reduce the size of the Board. Any director who tenders his or her resignation pursuant to this provision will not participate in the proceedings of either the Nominating and Governance Committee or the Board with respect to his or her own resignation offer.