



GTT COMMUNICATIONS, INC.

COMPENSATION COMMITTEE CHARTER

This Compensation 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 Compensation Committee (the "Committee") shall be to (1) oversee the Company's compensation and benefits generally, (2) determine, or recommend to the Board for determination, the compensation of the Chief Executive Officer (the "CEO") and other executive officers of the Company and (3) approve and recommend to the Board all compensation plans for the CEO and other executive officers of the Company.

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 (the "NYSE"). In addition, each member of the 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 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 Securities Exchange Act of 1934 (the "Exchange Act"), (ii) must qualify as an "outside director" as determined pursuant to Section 162(m) of the Internal Revenue Code of 1986 (the "Code") and (iii) must qualify as a "non-employee director" as determined pursuant to Rule 16b-3 of the Exchange Act.

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 also 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.

As part of its review and establishment of the performance criteria and compensation of designated key executives, the Committee should meet separately at least on an annual basis with the CEO and any other corporate officers as it deems appropriate. However, the Committee should also meet from time to time without such officers present, and in all cases, such officers shall not be present at meetings at which their performance and compensation are being discussed and determined.

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 a compensation consultant, outside counsel or other advisors and shall have the authority to approve the fees payable to such compensation consultant, counsel or advisors and any other terms of retention.

The Committee may select a compensation consultant, legal counsel (other than the Company's in-house counsel) or other advisor only after taking into consideration all factors relevant to such consultant's, counsel's or other advisor's independence from the Company's management, including the specific factors required to be considered under Rule 10C-1 under the Exchange Act and NYSE Rule 303A.05(c)(iv). The Committee may retain, or receive advice from, any compensation consultant, legal counsel or other advisor of the Committee's choosing, including any such advisor that is not independent, after considering such factors. The Committee is not required to assess the independence of any compensation consultant, legal counsel or other advisor that acts in a role limited to (1) consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or (2) providing information that is not customized for a particular company or that is customized based on parameters that are not

developed by the consultant or other advisor, and about which the compensation consultant or other advisor does not provide advice.

At least annually, the Committee shall assess the independence of any compensation consultant, legal counsel (other than the Company's in-house counsel) or other advisors retained by or to be retained by the Committee and evaluate whether any such compensation consultant, legal counsel or advisor has any conflicts of interests that would require disclosure under applicable SEC rules and regulations.

The Committee shall:

Compensation Matters

1. Establish and review the overall compensation philosophy of the Company.
2. Review management proposals regarding compensation philosophy and compensation plans and guidelines for the CEO and other executive officers, and report its conclusions to the Board. Such review shall include plans and administration of plans relative to base salary, short-term incentives, long-term incentives, equity compensation and all executive benefits and perquisites.
3. Evaluate the performance of the CEO, including as it relates to all elements of compensation, and present its findings to the Board.
4. Review and approve Company goals and objectives relevant to the CEO's compensation and establish and approve an appropriate compensation level, pertaining to all elements of compensation for the CEO, based on a review of compensation practices for CEOs in the Company's industry and other appropriate industries, the Company's compensation philosophy, goals and objectives, and the CEO's performance. Such determination will be reported to the Board and, if so directed by the Board, be subject to final approval by a majority of the Board members meeting the independence requirements of the NYSE.
5. Annually review with the CEO the performance and compensation of the other executive officers, and present its findings to the Board.
6. Review the CEO's recommendation for compensation, including base salary, short-term incentive, and long-term incentive and equity compensation, for all executive officers other than the CEO and make determinations with respect to the same.
7. Review employment agreements, post-employment consulting agreements, and any other severance arrangements, change-in-control arrangements or supplemental benefits for the CEO and other executive officers, and approve the same, subject in the case of any such agreement or arrangement with the CEO and if so directed by the Board, to final approval by a majority of the Board members meeting the independence requirements of the NYSE.
8. Review management proposals and make decisions concerning amendments to existing employee benefit plans, proposals for new employee benefit plans or for the termination

or discontinuance of existing employee benefit plans and all other compensation proposals requiring the approval of the Board.

9. Oversee the administration of the Company's employee benefit plans, incentive compensation plans and equity-based plans which are to be administered by the Committee or a committee of independent directors, including the approval and authorization of grants under the Company's equity-based plans. To the extent permitted under such plans, the Committee may delegate such powers and authority as it may determine to be appropriate.
10. Oversee the Company's regulatory compliance with respect to compensation matters, including the Company's policies on structuring compensation programs to preserve tax deductibility, and, as and when required, establishing performance goals and certifying that performance goals have been obtained for purposes of Section 162(m) of the Code.
11. Review and discuss with management the Compensation Discussion and Analysis (the "CD&A") required to be included in the Company's proxy statement, and, based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included. In addition, the Committee shall produce a report of the Committee for inclusion in the Company's proxy statement or annual report on Form 10-K in accordance with SEC rules and regulations.
12. Review the risk profile of the Company's compensation policies and practices on an annual basis, and present its findings to the Board.
13. Review and recommend to the full Board compensation of directors.

Reports

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