

LUMOS NETWORKS CORP.

Compensation Committee Charter

(As of April 30, 2013)

The Compensation Committee (the “Committee”) of Lumos Networks Corp. (the “Company”) shall consist of not less than two members of the Board of Directors. On recommendation of the Nominating and Governance Committee, the Board of Directors shall appoint the members of the Committee and shall designate the Chairman of the Committee. Except as otherwise permitted by the applicable rules of The Nasdaq Stock Market (“Nasdaq”), each member must be an Independent Director (as defined under Nasdaq Rule 5605(a)(2), as amended from time to time). In addition, each member must meet any other independence requirements for serving as a member of the Committee set forth by Nasdaq or the Securities and Exchange Commission (“SEC”) from time to time. In determining whether a director is eligible to serve on the Committee, the Board shall also consider whether the director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company to determine whether such affiliation would impair the director’s judgment as a member of the Committee. In addition, each member of the Committee must be (a) a “non-employee director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (b) an “outside director” for purposes of Section 162(m) of the Internal Revenue Code. Any member of the Committee may be replaced by the Board of Directors.

The Committee’s primary responsibility is to develop and oversee the implementation of the Company’s philosophy with respect to the compensation of executive officers. The Committee shall have the overall responsibility for the executive compensation plans, policies, and programs on behalf of the Board of Directors. The Committee reports to the Board of Directors on all matters within the Committee’s responsibilities.

The Committee shall meet at such times as it determines to be appropriate or at the call of the Chairman of the Committee.

In carrying out its responsibilities:

- The Committee shall have responsibility for developing and maintaining an executive compensation policy that seeks to create a direct relationship between pay levels and corporate performance and returns to shareholders. In addition, this policy shall seek generally to assure that the compensation payable to the Company’s executive officers provides overall competitive pay levels, creates proper incentives to enhance shareholder value, rewards superior performance, does not materially increase the Company’s risk profile, and is justified by the returns available to shareholders.
- The Committee shall have responsibility for recommending to the Board of Directors for approval compensation and benefit plans, which may include amendments to existing plans, cash- and equity-based incentive compensation plans, and non-qualified deferred compensation and retirement plans.

- The Committee shall review and approve annually corporate and personal goals and objectives to serve as the basis for the Chief Executive Officer's compensation, evaluate the Chief Executive Officer's performance in light of those goals and objectives and determine the Chief Executive Officer's compensation based on that evaluation, or recommend to the Board of Directors for determination. The Company's Chief Executive Officer may not be present during any voting or deliberations by the Committee on his or her compensation.
- The Committee shall determine, or recommend to the Board of Directors for determination, the annual compensation for other executive officers.
- The Committee shall be responsible for approving the compensation to be paid or provided to executive officers and the Committee shall utilize, where it deems appropriate, comparative data regarding compensation practices. The Committee may utilize flexible compensation structures to attract, retain, motivate and appropriately reward executive officers, consistent with the Company's compensation philosophy.
- In its sole discretion, the Committee shall have the ability to retain or obtain the advice of a compensation consultant, outside legal counsel or other advisor (the "Compensation Advisors") to aid in the Committee's discharge of its duties. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of such Compensation Advisors. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Compensation Advisors. Prior to selecting or receiving advice from a Compensation Advisor (other than in-house legal counsel or a Compensation Adviser that acts in a role limited to the activities for which no disclosure is required under Item 407(e)(3)(iii) of Regulation S-K), the Committee must conduct an independence and conflict of interest assessment with respect to such Compensation Advisor, taking into consideration the factors set forth in Nasdaq Rule 5605(d)(3)(D) or SEC Rule 10C-1. Nothing in this paragraph shall be construed to (a) require the Committee to implement or act consistently with the advice or recommendations of any Compensation Adviser or (b) affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of the duties of the Committee. In addition, nothing herein shall require that a Compensation Adviser be independent and the Committee may select or receive advice from any Compensation Adviser they prefer after conducting the assessment set forth herein.
- With respect to the Company's equity-based compensation plans, the Committee shall approve grants of stock options, restricted stock, performance shares, stock appreciation rights, and other equity-based incentives to the extent provided under the compensation plans. Management shall have the authority to approve grants of such equity awards to the extent expressly permitted by such compensation plans and the Committee.
- The Committee shall from time to time review and make recommendations to the Board of Directors regarding the compensation of non-employee directors.

- The Committee shall review and discuss with the Company’s management the Compensation Discussion and Analysis required by Securities and Exchange Commission Regulation S-K, Item 402 (“CD&A”). The Committee shall determine, based on such review and discussions, whether it is going to recommend to the Board of Directors of the Company that the CD&A in the form prepared by management be included in the Company’s annual report or proxy statement for the annual meeting of shareholders.
- The Committee shall provide, over the names of the Committee members, the required Committee report for the Company’s proxy statement for the annual meeting of shareholders. This Committee report shall state whether (i) the Committee reviewed and discussed with the Company’s management the CD&A and (ii) based on such review and discussion, the Committee recommended to the Board of Directors that the CD&A be included in the Company’s annual report or proxy statement for the annual meeting of shareholders.
- The Committee shall review and recommend for approval by the Board of Directors (a) the Company's approach with respect to the advisory vote on executive compensation (“say-on-pay”) and (b) how frequently the Company should permit shareholders to have a say-on-pay, taking into account the results of shareholder votes on the frequency of say-on-pay resolutions at the Company. The Committee also shall review the results of say-on-pay resolutions and consider any implications.
- The Committee shall have available to it such support personnel, including management staff, outside auditors and attorneys as it deems necessary to discharge its responsibilities.
- The Committee shall consider the application of Section 162(m) of the Internal Revenue Code to the Company and its compensation practices and develop a policy for the Company with respect to Section 162(m).
- The Committee may form and delegate authority to subcommittees or, to the extent permitted under applicable laws, regulations and Nasdaq rules, to any other director, in each case to the extent the Committee deems necessary or appropriate. The Committee shall have the right to consult with or obtain input from management but, except as expressly provided herein, shall not delegate any of its responsibilities to management.
- In addition to the activities described above, the Committee will perform such other functions as necessary or appropriate in its or the Board’s opinion under applicable law, the Company’s certificate of incorporation, bylaws and the resolutions and other directives of the Board.

The Secretary of the Committee shall be the Corporate Secretary or his or her designee. The proceedings of all Committee meetings shall be documented in minutes. At the next regular Board of Directors meeting following any Committee meeting, the Chairman of the Committee shall report to the Board of Directors on behalf of the Committee.

The Chairman of the Committee shall discuss the Committee's performance with each member of the Committee, following which discussions the Chairman shall lead the Committee in an annual evaluation of its performance. The annual evaluation shall include a review of the Committee's charter.

The Committee shall cause to be provided to Nasdaq appropriate written confirmation of any of the foregoing matters as Nasdaq may from time to time require.

This amended Compensation Committee Charter was duly approved and adopted by the Compensation Committee of the Company as of the 30th day of April, 2013.