

**Charter**<sup>®</sup>  
COMMUNICATIONS

# Code of Conduct



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## Charter's Commitment

As a leading broadband connectivity company and cable operator, Charter's success has been and will continue to be driven by the **commitment** our dedicated employees who everyday provide the highest level of service, combined with the highest ethical standards. These standards, along with the Company's expectations for professional behavior, are set forth in the Charter Code of Conduct. The Code provides ethical guidance for Charter employees, officers, and members of the Board of Directors, and is rooted in Charter's values.

I believe in doing the right thing, even when it is hard. Integrity matters. Charter's Code is a valuable tool to guide our day-to-day business activities as we execute for success. We are all expected to adhere to the Code and maintain the highest ethical standards when fulfilling our business responsibilities.

**I am committed** to upholding the expectations of the Code in every decision I make and action I take. And I am asking for **your commitment** to join me and follow the Code in all that you do for Charter.

If you are unsure of what to do in a particular situation, ask. If you suspect a violation of the Code, please speak up. Because Charter does not tolerate retaliation in any form, no employee should be concerned about reprisals for reporting any violation of the Code.

Our credibility is key to our ability to execute our proven strategy. **Our commitment** to customers, the communities we serve, and each other is continually renewed and strengthened by our strict compliance with the Charter Code of Conduct. Thank you for your pledge to honor and uphold it and for all your continued contributions in our continued success.

A handwritten signature in black ink, appearing to read 'Chris Winfrey'.

**Chris Winfrey**

President and Chief Executive Officer

## Charter's Mission

To integrate the highest quality service with clearly superior entertainment and communications products that consistently exceed the expectations of our growing customer base.

## Charter's Values



Be an expert in your field



Work with integrity and promote teamwork



Earn the respect of your co-workers and the trust of our customers



Pursue growth and learning



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# Living by the Code

## The purpose of Charter's Code of Conduct

Our Code provides guidance as to ethical workplace behavior and appropriate business conduct. It describes your legal and ethical obligations, Charter's commitment to our values, and our expectations of you.

## Reporting violations

**Report all violations of the Code, violations of Charter policy, and illegal or unethical behavior**

You have an obligation to speak up and report violations of our Code, or other behavior that you believe to be illegal or unethical. Timely reporting of perceived violations contributes to Charter's ethical and compliant culture.

With [Charter's Open Door Policy](#), you are empowered to report violations to your manager, a human resources representative, Corporate Compliance or Charter's General Counsel. We also have established the Charter Ethics Line website and toll-free number, with an independent service partner, to receive and process reports regarding violations.

Please visit the [Ethics Line](#) website to report suspected violations or call **1-800-495-0068**. Both are available 24 hours per day, 7 days per week. Reports may be submitted on an anonymous basis, however, Charter can conduct a more efficient and thorough investigation when reporters identify themselves.



Charter will promptly investigate all reports of unlawful or inappropriate behavior. Violations of the Code will be treated seriously and may result in corrective action, up to and including termination of employment with Charter. Employees are obligated to cooperate fully with any internal investigation.

Likewise, Charter will appropriately cooperate in connection with investigations by a government body or agency. Any request for inspection or production of documents or information from any third-party should be referred immediately to the [Legal Department](#).

If you are contacted by someone outside the Company concerning Charter and are asked to provide information (including a verbal statement, a written statement, or documents) on Charter's behalf, you should promptly inform [Corporate Compliance](#), the [Legal Department](#), or [Charter's General Counsel](#) so the Company can respond, unless a specific protocol has already been established and approved by the Legal Department for responding to that type of request.

### **We do not tolerate retaliation**

Charter will not tolerate retaliation, either directly or indirectly, against any individual who reports a potential violation of the Code in good faith or participates in the investigation of any such report. If you suspect or believe that retaliation has occurred, you should report it immediately.





# Business Principles

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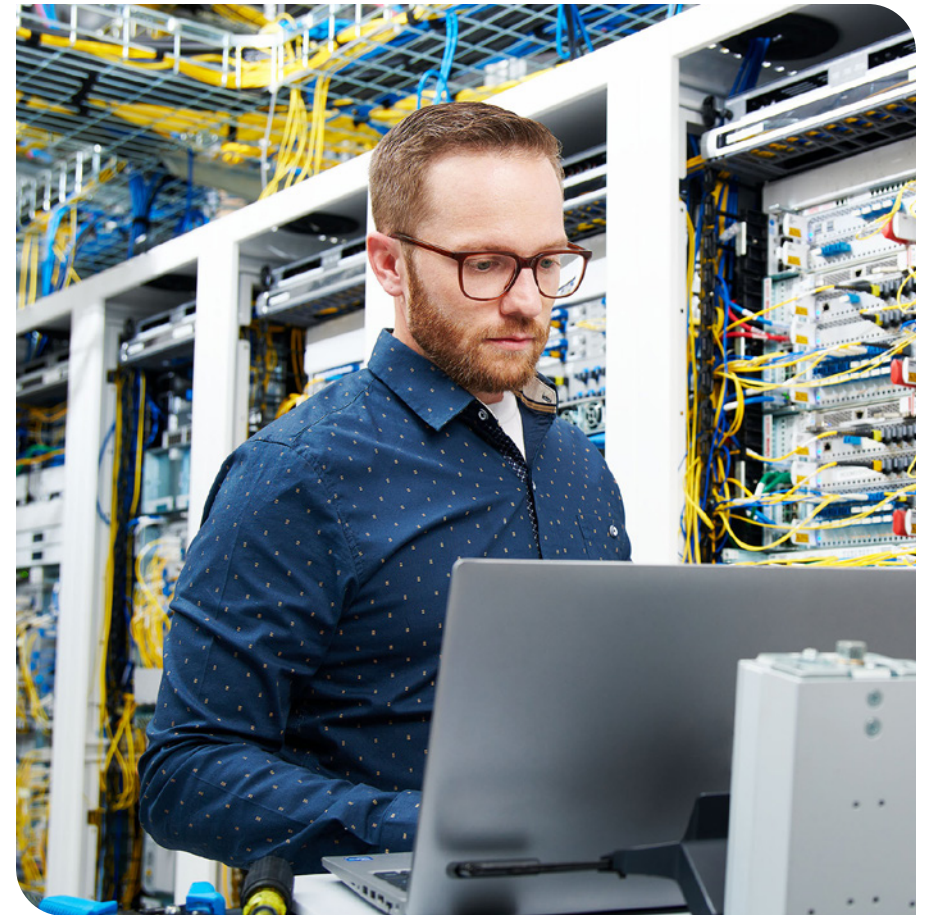
# Exhibit Integrity & Earn Trust

At Charter, we deliver results, but we do so by always doing what's right. We produce quality work while holding ourselves to the highest standard of integrity and ethical behavior. We tell the truth. We strive individually and in our teams to keep our commitments—to each other and our customers. As we execute for success, we act with integrity, behave ethically, and comply with all applicable policies, laws, regulations, and internal procedures. Our Company's shareholders, customers, service partners, and our fellow employees must be able to trust what we say and believe that we will always keep our word.

## We follow ethical business practices

As we execute for success and deliver results, Charter strives to be a good corporate citizen through ethical business practices complying with applicable laws. To support this goal, we are expected to:

- Record and report business and financial information and results completely, accurately, and timely—both internally and externally, including in filings with the Securities and Exchange Commission.
- Act in good faith in our dealings with Charter's business partners.
- Act in the best interest of Charter in carrying out our day-to-day responsibilities and business dealings.
- Incorporate [Charter's Employee Handbook](#) and internal policies and procedures, as well as all laws, rules, and regulations applicable to Charter into our planning and execution.



## Exhibit Integrity

As a Charter employee your business conduct should always be a reflection of Charter's values. Simply put, we are expected to do what's right—always.

## We report accurately

All financial information is reported truthfully, accurately, and completely

Investors, creditors, and others have a legitimate interest in our Company's financial and accounting information. We have established the [Financial Code of Ethics](#) as well as operational, administrative, documentation, and accounting procedures and controls that ensure:

- Charter's interests and assets are protected and properly used.
- Charter's financial and other reports are accurate and complete.

We expect employees involved in creating, processing, or recording such information to be personally responsible for its integrity and assure that:

- All funds, assets, and transactions are fully and accurately recorded in Charter's accounting systems and records.
- No records are ever falsified or manipulated.
- There are no unrecorded or "off-the-book" funds, assets, or transactions.
- Each accounting entry is accurately and fairly recorded.
- Reasonable steps are taken to avoid accounting errors, misuse, unauthorized access, and fraud.
- Full access to Charter's accounting records is provided to Charter's internal and independent external auditors.

## What if I am pressured to hold disconnects or falsify sales so that the organization can meet its targets?

We set aggressive goals for ourselves; under no circumstances, however, can we act dishonestly or unethically to achieve sales or meet our targets. Charter has a zero-tolerance policy for holding or managing customer disconnects or falsifying sales to meet goals. The sales and customer numbers that we publicly report must always be accurate.

You must report any concerns to Corporate Compliance or Charter's General Counsel and may also report through the [Ethics Line](#) website or by calling **1-800-495-0068**.

## We avoid conflicts of interest

When making decisions about hiring employees (to include family members) or service partners, spending Charter's money, or handling confidential information, you have a duty to act in the best interest of Charter and our customers. A conflict of interest occurs when your personal interests interfere, or even appear to interfere, with the interests of Charter or our customers. Except for your employee compensation and benefits, employees should never use their position with Charter for personal advantage or gain.

### Agreements for products or services

Contracts and business relationships should only be entered into in situations in which there is a legitimate business purpose and must be negotiated in good faith. The terms of the deal should be included in the legal documentation supporting the transaction and all documentation must comply with [Charter's Delegation of Authority Policy](#).

Compliance with Charter's contracts is a necessity. Questions regarding the interpretation of a contract should be referred to the [Legal Department](#).

### Gifts

A conflict of interest could exist if you or a family member is offered a gift (\$500 or more) from a Charter customer, vendor or competitor. In addition, you could create a liability for yourself or Charter by giving a gift (even of a minimal value). Always obtain appropriate approvals from your business unit leadership and Corporate Compliance, as needed. For more information refer to Charter's [Conflict of Interest Policy](#). Also refer to the [Federal Contracting Policy](#) for guidance related to potential gifts to or from federal, state or local government officials.



## We compete fairly

We compete fairly, without sacrificing Charter's values and our personal integrity. We are innovative in finding ways to continuously improve the customer experience and identify efficiencies within our systems and processes, and we understand that these efforts must always be honest and forthright. We operate and compete fairly within the marketplace and comply with all applicable laws.

In general, we should avoid the following types of behavior as they violate our Code and could create legal problems for Charter:

- Entering into agreements, formally or informally, with a competitor of Charter to fix the prices to be charged to customers.
- Communicating pricing data to a Charter competitor unless there is a legitimate basis for doing so.
- Allocating business, customers, or territories to avoid competition.
- Refusing, in conjunction with one or more additional companies, to deal with a third party to influence price or market share.
- Pricing below cost to gain market share or injure a competitor, unless the pricing is part of legitimate promotional or introductory offers.
- Knowingly and improperly interfering with a competitor's contractual relationships with suppliers, contractors, customers, or even employees.
- Taking or using another parties' trade secrets.
- Knowingly making false or misleading statements or information about a competitor or its services (for example, through advertisements or written or oral statements to customers or other third parties).



### What if another cable operator wants to share the cost of a market survey or training?

Certain cooperation and joint action among competitors may be appropriate, such as establishing technical standards through trade associations, participating in market surveys, and entering into agreements for joint purchasing or training to promote efficiency.

If you ever have a question of whether a particular activity is legal or improper, contact the **Legal Department**.

## We manage and protect information

### Material nonpublic information

Material nonpublic is managed and protected appropriately and lawfully. Such information includes information about Charter’s business, operations, assets, or ownership that has not been publicly disclosed and that a reasonable investor likely would consider important in deciding to buy, hold, or sell Charter securities. Such information, either positive or negative, (including financial information or projections, news of pending mergers or acquisitions, significant new product announcements or technological developments), may have significant value to others and therefore must be kept strictly confidential. In addition, anyone who has material nonpublic information about Charter must not use it for personal gain or provide it to others.

- You may not buy or sell Charter’s stock or debt when you are in possession of material non-public information about the Company.
- You may not suggest that anyone purchase or sell Charter’s securities, or the securities of another company while you are aware of material non-public information about Charter or another such company.
- You may not share nonpublic information about Charter’s processes, products, or the Company’s dealings. See Charter’s [External Communications Policy](#) for additional information.

Violations of these prohibitions may result in the loss of your employment with Charter, civil penalties, criminal fines, or prison sentences.

There are additional limitations for employees designated as Restricted Employees, which includes those with the title of Vice President or equivalent and above as well as persons employed in certain designated departments. For more information, you should consult the [Securities Trading Policy](#).

### What if I know of a pending product release and suggest to my friend that they should buy Charter stock, without telling them about the new product?

This practice, known as “tipping”, violates the U.S. securities laws and can result in civil and criminal penalties that apply if you engage in insider trading directly, even if you do not receive any money or derive any benefit from trades made by persons to whom you passed material non-public information.

## Charter Information and Intellectual Property

You have an obligation to protect Charter's proprietary and confidential information. Information that must be protected includes:

- **Restricted and Internal Proprietary Information** developed or acquired by Charter (and not freely available to others) must be protected against theft, loss, or inadvertent or inappropriate public disclosure. Because these limitations on disclosure apply even after your association with Charter ends, upon separation from Charter for any reason, you must return any material containing proprietary information and must refrain from disclosing any such protected information.
- **Restricted and Sensitive Customer and Employee Information** gathered from either customers or from employees will be collected accurately and appropriately safeguarded, whether those records are held by Charter or a Charter business partner. Access to such information is limited to those who have a legitimate business need for it.
- **Intellectual Property, such as trademarks or copyrights**, is used only as properly authorized. Charter's corporate identity, logo, trademarks, and service marks are valuable business assets that represent Charter's good will and reputation. Charter's rights may be destroyed or diluted by improper use of its trademarks or service marks.
- **Privileged Information** recognizes an attorney-client privilege that shields certain confidential communications between its attorneys and its employees. To protect this privilege, communications to and from Charter's attorneys, work done under the direction of an attorney, and any information designated as privileged, must not be disclosed to others unless authorized by the Legal Department.

## Records and Information Management

To safeguard Company records, you must retain, store, and discard information relating to Charter's business according to our [Records and Information Management \(RIM\) Policy](#). You should periodically review paper documents, computer files, electronic mail, and other files, then discard information and records not under a legal hold in accordance with Charter's record retention schedules and policy.

The Legal Department will issue a Legal Hold Notice when the Company receives or becomes aware of a legal claim. Custodians with responsive information will receive these Legal Hold Notices. If you receive a Legal Hold Notice, you must locate, preserve, and protect from modification or destruction any information in your possession, custody, or control that the Notice identifies. A Charter lawyer or paralegal will collect this information later. If you have questions regarding what must be preserved or collected, call the Charter Legal Department attorney who issued the Legal Hold Notice.

### What if I want to look at a friend's account in our billing system to see what services they have?

You may not review any customer's account without the customer's or an authorized account user's express prior authorization to do so or unless there is a legitimate business need. Your curiosity is not a legitimate business need and unauthorized access could subject you and Charter to civil fines and penalties, as well as result in the termination of your employment with Charter.

## We communicate honestly and openly

We keep the public, including our investors, creditors, and customers, informed on a timely basis through public release of relevant and understandable financial and other information about our Company. Charter's [External Communications Policy](#) and [Regulation FD \(Fair Disclosure\) Policy](#) provide guidance in these areas.

## We are responsible with electronic communication

Responsible use of the internet, social media, and all other forms of electronic communication is expected of all Charter employees. You have an obligation to use Charter's computer resources responsibly, professionally, and for legitimate business purposes. Your use of the Internet, including social media websites, during work hours for non-business purposes should be limited and should never involve accessing inappropriate websites. You are expected to comply with Charter's [Acceptable Use of Technology Policy](#), as well as its [External Communications Policy](#).

## We maintain proper business relationships

In dealing with public officials, other corporations, and private citizens, we adhere to our ethical business practices. We will not seek to influence others, either directly or indirectly, by paying bribes or kickbacks, or by any other measure that is unethical.



# Promote Teamwork & Trust

We are a team of highly skilled individuals who work together to deliver superior products and services, connecting our customers and their communities. Inclusive thinking and decision making of our people strengthens our team. We strive to understand the big picture and then do our part. We know that by working together, we can produce better results than any of us can achieve alone.

## We build high-performing teams

We believe that attracting, developing, and retaining our highly skilled workforce is critical to successfully executing our operating strategy. With significant opportunities for job training and advancement, you can develop the skills and expertise necessary to build a long and successful career with us. Having a highly skilled and long tenured workforce is an asset to our customers and allows us to deliver better products and services.

We bring the right talent together to create an inclusive environment, maximizing diverse experiences and perspectives, where everyone makes their best contributions to achieve meaningful, positive performance and results.

Charter provides equal employment opportunities to all qualified persons and requires all its officers, directors, and employees to adhere to laws, regulations, and corporate policies relating to equal opportunity and non-discrimination. A more detailed description of Charter's policies on equal employment opportunity is contained in the "Key Policies" section of [Charter's Employee Handbook](#).

## What factors does Charter consider before hiring an applicant or promoting an employee?

Charter's equal opportunity policies and practices are designed to ensure that each applicant and employee is accorded full consideration and opportunity, and all policies and practices are administered without discrimination based on any protected category. We seek individuals who meet the qualifications for a position and are able to perform the job, who will be considered without regard to an individual's race, color, religion, creed, national origin, nationality, ancestry, age, sex, pregnancy, physical or mental disability, medical condition, veteran status, sexual orientation, genetic information, gender identity, gender expression, marital status, citizenship status, military status, or other basis protected by law. Applicants for careers with Charter can rest assured that only legitimate factors will be considered in determining whether they are the best candidate to fill the position.

## We develop employees

Working at Charter is more than a job—it's an opportunity to grow and build a long and successful career and employees are provided with opportunities to develop. Our highly skilled workforce is fundamental to our success, which is why we have a long-standing commitment to investing in you through a comprehensive compensation and benefits package that rewards employees for their contributions to our success, supports all aspects of their well-being, and delivers real value at every stage of life.

We proactively facilitate growth opportunities, providing tools and resources for enhancing knowledge and skills, and most of our roles, including customer-facing roles, have the opportunity for upward advancement including through supervisory and leadership roles.

We hire and promote employees based on their qualifications and performance. We ask employees to give their best efforts, learn from their successes and setbacks, and pursue opportunities to improve their performance on their own initiative, as well as through continual learning programs offered by the Company. We encourage self-development and will assist employees in mastering their current jobs and improving their job skills. We are committed to assuring opportunities for all employees to develop their abilities, contribute to Charter's success and build long, successful careers here.



## We do not tolerate intimidation or harassment

The full value of each individual's contribution can be realized only when we treat one another with respect, trust, and dignity. Charter insists on a work environment free of intimidation and harassment. As individual employees, we have the right to expect a positive working environment, along with the responsibility to speak out and ask for change if we observe conduct that runs contrary to this principle.

## We prohibit discrimination

We support and obey laws that prohibit discrimination in all facets of our business. All employment decisions are based on legitimate, non-discriminatory reasons. We do not tolerate discrimination, harassment, abuse, or hostility in our workplaces. By empowering our employees to raise concerns and openly discuss solutions, both informally and formally through our [Open Door Policy](#), we believe they will succeed. We believe in communicating with our employees directly and honestly. Doing so is good for our employees, our customers, and our future.

### Will I risk losing my job if I report that my supervisor is engaging in inappropriate behavior towards me?

Charter takes seriously its obligation to investigate and resolve allegations of inappropriate workplace behavior and will not tolerate any form of retaliation against an individual who reports it.

This means that you will not risk losing your job or any other adverse employment action because you report that your supervisor or a co-worker is engaging in inappropriate, unlawful, or unethical behavior. It also means that Charter will take prompt corrective action if an investigation shows that an employee, service partner, or contractor has behaved inappropriately towards a Charter employee.

## We protect the health and safety of ourselves and others

Charter is committed to providing a safe and healthy work environment and makes investments in safety education and training. Both you and Charter are required to comply with all applicable occupational, safety, health, transportation, and environmental laws. Charter will conduct its business in such a way that minimizes the risk of injury and addresses environmental issues and concerns in a responsible manner. For more detailed information, you should review Charter's [Employee Handbook and the Safety Policy](#). Your position may also require you to follow the general practices and various field practices described in Charter's Safety Handbook.

### What if my safety is at risk while on the job?

Any questions regarding safety, health, or environmental concerns, or reports of unsafe practices may be directed to your supervisor, the local safety head, Corporate Physical Security, the Environmental Health & Safety Department, or the Ethics Line toll-free number or website. All governmental agency inspections and inquiries (for example, from the Occupational Safety and Health Administration, the Environmental Protection Agency, the Department of Transportation, and the Department of Labor) should be immediately reported to the appropriate Charter representative. If you have questions about Charter's policy or who the appropriate Charter representative to contact is, you may contact your manager, human resources, or submit a question to the [Ethics Line](#).

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**In case of an urgent matter** you can contact Physical Security Operations Center (PSOC) at **1-833-CPS-PSOC (277-7762)** or [PSOC@charter.com](mailto:PSOC@charter.com). In case of an emergency that requires immediate police, fire or EMS service please call **911**.

# Deliver Customer Satisfaction

At Charter, we do everything with our customers in mind. We focus on delivering the highest value to our customers, always with a sense of urgency. We strive to provide the best products and services and we stand behind everything we do.

## We provide an exceptional customer experience

The focus on our customers and their experience with Charter is an integral component of our operating philosophy. As a result of this focus, we have significantly improved the quality of the service we provide to customers. Our continued success depends on consistently exceeding the expectations of our customer and you play a critical role in those ongoing efforts to continue that positive trend. To that end, you are expected to embrace Charter's customer service philosophy by following these tenets:

- **You are a Charter ambassador**, which means that you will always take appropriate action to address a customer's concerns or needs
- **When you interact with customers, you will behave professionally**, treating the customer with the utmost respect and dignity
- **You will make every effort to ensure that the customer's experience is exceptional** before ending an interaction with a customer

## What if I can't resolve a customer's problem?

As a Charter employee, you are expected to take appropriate action to ensure that every customer's experience with Charter is exceptional. If you are unable to resolve a customer's issue, inquiry, or concern, escalate the matter to your supervisor.

- **If the opportunity arises, you will attempt to sell** Charter's products and services to an existing or potential customer.
- **You will never misuse or improperly disclose** confidential customer information.
- **You will treat everyone with respect and work together** to ensure we fulfill our responsibilities and consistently provide excellent service to our customers.
- **You will comply fully with the law and Charter's policies** when working to secure new customers, retain existing customers, upgrade services, or disconnect services.

# Continuously Improve

We consider Charter’s strategic priorities when allocating people, resources, or time. We achieve our highest potential and help others achieve personal growth. We achieve personal growth in addressing issues that may be unpopular. We apply the lessons we’ve learned, thereby improving our Company and ourselves at every opportunity.

## We set clear direction

Setting expectations is an essential first step in measuring performance and is critical for accomplishing a business plan. Charter leadership has formulated and shared a clear vision and strategy. Our leaders, at all levels throughout the organization, provide clearly defined goals, objectives, and expectations that align with Charter’s strategy. This provides clear team and individual goals to ensure alignment across our diverse teams.

## We take pride in our work

The quality of our products and services reflects the pride we take in what we do. We are determined to serve our customers through innovation, continuous improvement, an intense focus on customer needs, and a dedication to meet those goals with a sense of urgency.

We strive to improve ourselves, both at work and in the community. It’s important to take time to recognize accomplishments and celebrate the role we play in serving the communication needs of our customers.

We take individual responsibility for meeting our shared goals, allowing us to grow individually and as a company. We report information accurately, we listen, and we communicate honestly.



## We collaborate and partner to accomplish goals

We proactively network, internally and externally, to develop partnership opportunities. We collaborate, listening to all viewpoints, to find win-win solutions and drive improved performance and business outcomes.

## We participate in public matters and government affairs

You should feel free to participate in public matters and political processes according to your individual beliefs and citizenship rights. When you participate as individuals in public matters or the political process, such activity should be done in your individual capacity as private citizens and not on behalf of our Company, and you must make this clear to all involved. Various rules may apply with respect to political contributions by Charter employees. Please refer to Charter’s [Pay-to-Play Policy](#) for additional information.



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# Summary

## Closing Summary

Charter's Code of Conduct is more than rules that govern our behavior at work. It is an expression of who we are; what we value; and how we interact with one another, our business partners, and our customers. It is a commitment to principles that guide us in every situation, including honesty, integrity, respect, fairness, and trust.

We believe in always doing the right thing, especially when it is hard. If you suspect someone is engaging in inappropriate behavior, say something. We all share the obligation to uphold the Code, which includes accountability for those whose actions do not align with our principles.

Learn more by visiting [Policy Central](#) on [Panorama](#).



# Other Information

## Amendments to the Code

Amendments and Revisions to the Code, other than non-substantive revisions, shall be approved by the Audit Committee of Charter's Board of Directors.

## Waivers

Exceptions or waivers of the Code will be granted only in exceptional circumstances. Waivers for directors and executive officers must be approved in writing by the Board of Directors or its designated committee composed solely of independent directors and promptly disclosed in accordance with applicable law. Waivers for employees must be approved in writing by Charter's General Counsel or Chief Executive Officer.

## How to report concerns

- With Charter's [Open Door Policy](#), you are empowered to report concerns to your manager, a human resources representative, Corporate Compliance or Charter's General Counsel.
- Violations of the Code, policies or relevant laws can be reported through the [Charter Ethics Line](#) website or by calling **1-800-495-0068**.

