Stock Ownership Policy
Charter Communications, Inc.
Adopted July 29, 2014 as Amended

This Stock Ownership Policy (the “Policy”) was originally adopted on July 29, 2014 by the Board of Directors of Charter Communications, Inc. (the “Company”).

This Policy applies to Outside Directors and current Executive Officers designated by the Company’s Board of Directors as executive officers for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, all members of Company management with the title of Executive Vice President and any other officers or employees designated by the Board from time to time (collectively, “Covered Individuals”). This Policy will not apply to any officers, directors or affiliates of any stockholder of the Company beneficially holding 10% or more of the outstanding shares of Company stock.

The Board of Directors of the Company believes that it is important for Covered Individual’s interests to be aligned with those of stockholders and the Company’s long-term success. To that end, this Policy is intended to encourage Covered Individuals to have an equity interest in the Company at a level sufficient to assure the Company’s stockholders of their commitment to value creation while providing the Covered Individuals’ with the ability for portfolio diversification. To the extent that a Covered Individual has not already achieved the ownership level proscribed below to his or her position, the Covered Individual is expected to increase his or her ownership position to the appropriate level set forth below.

Under the Company’s stock ownership guidelines, each Covered Individual is expected to own and hold a minimum number of shares of Company stock expressed as a multiple of that Covered Individual’s base salary or cash retainer – as appropriate:

- CEO 5X base salary
- COO 3X base salary
- EVP 2x base salary
- Other Covered Individuals 1X base salary
- Outside Director 3x cash retainer

The evaluation of each Covered Individual’s holdings will be conducted by Management based on the year end price of the Company’s stock and the Covered Individual’s year end salary (or cash retainer in the case of Outside Directors). Such determination of whether the Covered Individual has met or not met the ownership guidelines will be based on this evaluation and will apply for the following year. This evaluation will be shared with the Compensation and Benefits Committee and with each Covered Individual.

To determine a Covered Individual’s stock ownership at year end, Management will include stock beneficially owned outright by the individual, 25% of the value of service-based restricted stock and service-based restricted stock units that are only subject to service vesting in determining whether a Covered Individual has met the minimum share requirement. There is no time requirement to meet the guidelines.
Until the minimum ownership level is reached, a Covered Individual is required to retain a minimum of 25% of the shares received when options to purchase Company stock are exercised or restricted stock vests until the applicable minimum ownership level requirement has been achieved. Once the minimum ownership level is reached for a given calendar year, the Covered Individual will be expected to maintain the minimum level of share ownership (expressed as a number of shares as determined at the start of the fiscal year) that was required to meet the guideline as of the prior year end. An exception to this policy can be approved by General Counsel (and in the case of the General Counsel, by the Chair of the Compensation & Benefits Committee) in the case of hardship.

Note: 25% is equivalent to 50% net after tax.