

## **CHARTER COMMUNICATIONS, INC.**

### **Nominating and Corporate Governance Committee Charter As adopted by the Board of Directors on December 1, 2009, and as amended through July 25, 2016**

#### **A. Purpose**

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) is to develop and recommend to the Board of Directors corporate governance guidelines and changes to such guidelines, as appropriate; to perform a leadership role in shaping the corporate governance for Charter Communications, Inc. (the “Company”); and to assist the Board of Directors of the Company in identifying, recruiting and recommending to the Board of Directors candidates to serve as directors, taking into account the best interests of all the stockholders.

#### **B. Committee Membership**

The Board of Directors shall appoint a Committee of at least three members, and each member of the Committee must qualify as an independent director and any other qualifications for membership on a nominating/corporate governance committee under NASDAQ rules. The Chair shall be appointed by the Board of Directors and members of the Committee may be removed or replaced by the Board of Directors.

#### **C. Administrative Matters**

The Committee shall meet at least two times per year, either in person or telephonically, at such times and places as the Committee shall determine. The majority of the members of the Committee shall constitute a quorum. The Chair of the Committee shall develop the Committee’s agenda in consultation with other members of the Committee. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practical, be provided to the members of the Committee sufficiently in advance of each meeting to permit meaningful review.

The Committee may form and delegate any of its authority and/or responsibilities to one or more subcommittee(s) as deemed appropriate by the Committee. In discharging its duties and responsibilities, the Committee shall have full access to the Company’s senior management and employees and to the Company’s books and records.

The Committee shall have the authority to retain at the expense of the Company such outside counsel, experts, and other advisors as it determines appropriate to assist it in the performance of its functions, including sole authority to retain and terminate any search firm used to identify candidates to serve as directors, and to approve the search firm’s fees and other retention terms.

The Committee may invite to its meetings other members of the Board of Directors, members of the Company’s management and such other persons as the Committee deems

appropriate. The Committee may exclude any person (other than a member of the Committee) from a meeting as the Committee deems appropriate.

The Committee shall report to the Board of Directors at its regular meetings with respect to the Committee's activities since the prior meeting.

**D. Committee Authority and Responsibilities**

Among its specific duties and responsibilities, the Committee shall:

1. Develop and recommend to the Board of Directors a set of corporate governance guidelines, and annually review and recommend changes to these guidelines, as it deems appropriate.
2. Make recommendations to the Board of Directors concerning the size, structure, composition and functioning of the Board of Directors and its committees.
3. Review annually the committee structure of the Board of Directors and recommend to the Board of Directors candidates for appointment to the Board committees.
4. Periodically review and recommend qualifications, skills, qualities and other criteria for new directors.
5. Identify, recruit and recommend to the Board of Directors candidates for election to the Board, or for appointment to fill any vacancy that has arisen on the Board, specifically:
  - (a) create a process that will allow the Committee to identify and evaluate individuals qualified to become members of the Board of Directors, consistent with the criteria approved by the Board of Directors, including individuals proposed for consideration by the Company's shareholders and existing members of the Board of Directors;
  - (b) recommend to the Board of Directors the nominees for membership on the Board of Directors to be submitted by the Board of Directors to the stockholders at each annual meeting of stockholders, taking into account the criteria for membership on the Board of Directors set forth in the Corporate Governance Guidelines (as defined below);
  - (c) recommend to the Board of Directors candidates to fill vacancies on the Board of Directors and newly-created positions on the Board of Directors resulting from any increase in the authorized number of Directors in the manner provided in the Company's By-laws;
6. Review and report annually to the Board of Directors as to the independence of each director.
7. Review and recommend to the Board of Directors retirement and other tenure policies for directors.

8. Review directorships in other public companies and charitable or educational board memberships held by or offered to directors and executive officers of the Company as well as any significant changes in a director's professional position or status, in each case to consider whether the event presents a time commitment or other circumstance which may be inconsistent with a director's service on the Board of Directors.

9. Review any potential or actual conflicts of interest a director may have with any business or activity of the Company.

10. Review and assess the channels through which the Board of Directors receives information, and the quality, timeliness and adequacy of information received.

11. Oversee the orientation of new directors.

12. Oversee the annual evaluation of the Board of Directors and its committees.

13. Annually evaluate the performance of the Committee and assess the adequacy of the Committee's charter.

14. Perform any other activities consistent with this Charter, the Company's by-laws and governing law, as the Committee or the Board of Directors deems necessary or appropriate.