

CHARTER COMMUNICATIONS, INC.
CORPORATE GOVERNANCE GUIDELINES
Adopted December 1, 2009, as revised through October 2016

The Board of Directors (the “Board”) of Charter Communications, Inc. (the “Company”), has adopted the following set of corporate governance guidelines to provide a framework for the Board on governance matters. These Guidelines are subject to periodic review by the Nominating and Corporate Governance Committee (the “Committee”) who may recommend to the Board that they be modified or amended.

The Board acknowledges that the Certificate of Incorporation and the Bylaws of the Company provide for certain matters related to the composition of the Board including the election of directors by different classes of common stock and that such provisions control. These Guidelines do not contradict the Bylaws or Certificate but are to provide further guidelines for the Board’s governance.

1. Director Qualifications. Candidates for Board membership should be individuals from diverse business and professional backgrounds with unquestioned high ethical standards and professional achievement, knowledge, and experience. All candidates for Board membership should have the opportunity to meet all the standing members of the Board at least one week before their nomination or appointment to the Board is considered for action by the Board.
2. Director Tenure Limitations. The Board and the Committee do not believe term limits for Directors are required or in the Company’s best interest at this time as such limits might prevent the Board members from developing knowledge and expertise associated with service tenure. However, the Board and the Committee will continue to consider this issue periodically.
3. Changes in Director’s Professional Status and Conflicts Of Interest, Resignation. Each Director must report immediately to the Chair of the Committee any material change in such Director’s professional position or status and tender his or her resignation as a Director of the Company. The Committee will then consider whether or not to accept such resignation. Any Director who is part of the Company’s management must resign as a Director in the event that he or she is no longer a member of management. The Committee recognizes that service on other boards will present demands on a Director’s time and availability, and thus each Director must report to the Committee’s Chairman any new or terminated public company board memberships or charitable or educational board memberships, so that the Committee may consider whether the change requires any change in the Director’s relationship with the Company or other special agreements, such as limiting the number of other directorships. All Directors have a duty of loyalty to the Company and any Director who has a potential conflict of interest or reasonable appearance of any such conflict of interest with any business or activity of the Company must bring such issue to the attention of the Committee immediately. Any Director who is found to have violated such duty of loyalty, to have an undisclosed conflict of interest, or to have committed an act of moral turpitude, or who is convicted of a felony or is held civilly liable for a violation of federal or state securities laws shall resign as a Director.
4. Director Orientation and Continuing Education. The Committee shall establish and oversee an orientation program for all new Directors in order for the Directors to become familiar with the business of the Company and members of its senior management. The Committee shall also review and distribute to the Board, on a periodic basis, available opportunities for continuing education relevant to service as a Board member. The Committee encourages Directors to attend continuing education programs and all reasonable costs associated with a Director’s attendance at programs shall be reimbursed by the Company.

5. Director Compensation. The Compensation and Benefits Committee will annually review and recommend for the Board to consider the form and amount of Director compensation and benefits for which the Directors are eligible. The Board's philosophy is that compensation for non-management Directors should be competitive in light of compensation paid to directors of other similar companies and may be paid in cash and stock of the Company.
6. Board Agendas. The Chairman of the Board, in consultation with the Lead Independent Director of the Company and the Chairs of the Board committees, will establish the agenda for each regular Board meeting. Any Director may, however, suggest items to be included on the agenda by communicating with the Chairman of the Board, the Lead Independent Director or the Chair of a Board committee. The final agenda should be distributed to Directors sufficiently in advance of a Board meeting to permit meaningful review.
7. Board Committees. The Board has three standing committees: Audit, Compensation and Benefits, and Nominating and Corporate Governance. The committees' charters shall be posted on the Company's website and shall set forth the purposes, goals, and responsibilities of the committees as well as the qualifications, if any, for committee membership. Each committee will annually evaluate the adequacy of its charter and, when necessary, recommend any changes to the Board. The Committee shall make recommendations for committee membership to the Board consistent with any membership criteria outlined in the committee charters.
8. Attendance at Board and Committee Meetings. Each Director is expected to attend all meetings of the Board and any committee of which such Director is a member, preferably in-person. Each Chair shall have the discretion to limit attendance at any committee meeting. Should a Director who is not a member of a committee desire to attend that committee's meeting, such Director should request permission to attend from that committee's Chair.
9. Lead Independent Director. At any time that the Chairman of the Board is also the Chief Executive Officer, a Lead Independent Director shall be selected annually from among the independent directors by a majority of the independent directors. In addition to any other duties and responsibilities of the Lead Independent Director set forth in these Guidelines or the By-Laws of the Company, the Lead Director shall have the following duties and responsibilities:
 - Preside at Board and stockholder meetings if the Chairman and CEO is absent;
 - Preside over executive sessions of independent directors;
 - Act as a non-exclusive liaison between independent directors and the Chairman and CEO;
 - Lead the Board's annual evaluation of the Chairman and CEO's performance;
 - Monitor and coordinate with management on corporate governance issues and developments;
 - Be available to meet with major shareholders and regulators under appropriate circumstances;
 - Perform such other functions as the Board shall direct or request from time to time.
10. Executive Session of the Board. The non-management Directors of the Board will meet in executive session at each of the regularly scheduled Board meetings. In addition, the independent Directors will meet in executive session, without those Directors who are not independent as determined by the Board, at least annually and at such other times as they deem appropriate. Each executive session shall be presided over by the Lead Independent Director, or if the Lead Independent Director is absent, a Director chosen by those attending the meeting (the "Presiding Director"). The Presiding Director, if needed, may be appointed for one executive session and rotated among the Directors or may be appointed for a specific term.

10. Distribution of Materials in Advance of Meetings. Information and materials that are important to the Directors' consideration of the business to be conducted at a Board or committee meeting shall, to the extent practical, be provided to the Board or committee sufficiently in advance of each meeting to permit meaningful review. Directors are expected to review the materials they are provided in advance of each meeting.
11. Access to Management, Employees and Independent Advisers. Directors shall have full and unrestricted access to the Company's management and employees in order to be informed about the Company's business and for such other purposes as may be useful to the Board in fulfilling its responsibilities. Such meetings should generally be arranged through the office of the Company's Chief Executive Officer ("CEO"). Directors shall use their best judgment to ensure that such interactions are not disruptive to the business operations of the Company. The Board and each committee shall have the power to hire independent legal, financial or other advisers at the expense of the Company as they deem appropriate.
12. Management Evaluation and Succession. The Compensation and Benefits Committee shall review and approve annually the corporate goals and objectives relevant to the compensation of the CEO and shall evaluate annually the CEO's performance in light of those goals and objectives.

The Compensation and Benefits Committee shall review and report to the Board at least annually the succession plan for the CEO and the other executive officers of the Company. The annual review shall include identifying potential candidates for the CEO should the CEO become unable to perform his or her duties. The CEO should make available his or her own recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

13. Independence of Directors. The Committee shall review annually the independence of Directors for the purpose of satisfying NASDAQ and the SEC rules requiring independence. Each Director is expected to notify the Chair of the Committee promptly in the event that his or her personal circumstances change in a manner that may affect the Committee's evaluation of such Director's independence.
14. Company Code of Conduct. The Company has a Code of Conduct which is to be complied with by all employees and which is available on the Company's website. Each Director shall also comply with applicable provisions of the Code. Any waivers of the Code of Conduct for the Directors or executive officers shall be made only by the Board, or a Board committee if so delegated.
15. Communication with the Media and/or third parties. Management generally should speak on behalf of the Company, and, accordingly, no Director shall communicate with members of the media, investors or stockholders regarding Company business without direction from management. All inquiries or requests for interviews or discussion should be forwarded to the Company's Communications Department at (314) 543-2215 or via email at Anita.Lamont@charter.com. The purpose is to make sure that the Company provides a consistent message to the investment community as well as to prevent the media and others from seeking from Directors confidential information that cannot be divulged.
16. Board Evaluation. The Committee shall develop a self-evaluation questionnaire for completion by all Directors and shall oversee a Board and committee self-evaluation exercise on an annual basis for the purpose of determining whether the Board and its committees are functioning effectively. The self-evaluation should focus on the contributions the Board and its committees have made to the Company and specifically on any areas that the Board or its committees believes could be improved.