

## **CHARTER COMMUNICATIONS, INC.**

### **Compensation and Benefits Committee Charter As adopted by the Board of Directors on July 30, 2013, and as amended through July 23, 2018**

#### **A. Purpose**

The purpose of the Compensation and Benefits Committee (the "Committee") is to oversee Charter Communications, Inc.'s (the "Company") overall compensation structure, policies and programs and assess whether the Company's compensation structure establishes appropriate compensation and incentives for Executive Management. For purposes of this Committee Charter (the "Charter"), "Executive Management" means those employees of the Company who are at the level of Executive Vice President and above and any executive officers for the purposes of Section 16 of the Securities Exchange Act of 1934.

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

The Committee shall consist of at least three members who shall be elected by the Board of Directors, all of whom shall be independent and at least one of whom shall be designated by the Board as chairperson or delegated the authority to designate a chairperson of the Committee. For purposes hereof, the term "independent" shall mean a director who meets the NASDAQ Stock Market, Inc. ("NASDAQ") Standards of Independence for Directors as determined by the Board of Directors. No Committee member shall accept any consulting, advisory or other compensatory fee from the Company or any Company subsidiary, except for Board and committee fees and compensation. Additionally, a majority of the members of the Committee shall qualify as "non-employee" directors for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and as "outside directors" for purposes of Section 162(m) of the Internal Revenue Code.

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

The Committee shall meet at least two times per year, either in person or telephonically, and at such times and places as the Committee shall determine. The majority of the members of the Committee constitutes a quorum.

The Committee may form and delegate any of its authority to one or more subcommittee(s) as deemed appropriate by the Committee. The Committee or a subcommittee appointed by it (the "Equity Grant Subcommittee") shall be responsible for all matters pertaining to grants of equity compensation to executive management and other employees. Any Equity Grant Subcommittee shall consist of at least two independent members of the Committee who shall qualify as "non-employee" directors for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and as "outside directors" for purposes of Section 162(m) of the Internal Revenue Code. For purposes hereof, the term "independent" shall mean a director who meets the NASDAQ Standards of Independence for Directors as determined by the Board of Directors.

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 full performance of its functions, including sole authority to retain and terminate any consultant and to approve the consultant's fees and other retention terms. In retaining outside counsel, experts or other advisors, the Committee shall take into consideration the factors to the extent and as required by NASDAQ Rule 5605(d)(3).

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 regularly to the full Board of Directors with respect to its activities.

**D. Committee Authority and Responsibilities**

Among its specific duties and responsibilities, the Committee shall:

1. Review and approve corporate goals and objectives relevant to the compensation of the Company's Chief Executive Officer ("CEO"), evaluate the CEO's performance in light of those goals and objectives, and either alone or together with the other independent directors (as directed by the Board of Directors), determine and recommend for approval by the Board the CEO's compensation based on this evaluation, provided that, the CEO is not present during such discussion or determination.

2. Administer and make recommendations to the Board of Directors with respect to Executive Management's compensation plans, including, but not limited to, incentive compensation and equity-based plans.

3. Set the compensation of Executive Management based upon the recommendation of the CEO and annually review the performance of Executive Management, and to delegate to the CEO authority to approve and determine compensation for non-Executive Management employees.

4. Review and approve performance-based compensation programs under plans approved by the Board of Directors and awards and performance attainment under any Executive Management bonus plans.

5. Review and approve the hiring and promotion of Executive Management.

6. Review and approve employment agreements for Executive Management (including severance or change-in-control agreements for Executive Management) to be entered into by the Company.

7. Provide oversight and guidance in the development of compensation philosophy for all employees.

8. Recommend for approval by the Board of Directors the establishment, amendment, or termination of new or existing equity-based compensation plans and programs.

9. Approve stock option and other stock incentive awards for all employees (other than the CEO).

10. Act as, or designate, an administrator for the Company's benefit plans as required,

including retirement benefits, and oversight of the Investment and Administrative Committees.

11. Review the compensation of directors for service on the Board of Directors and its Committees and recommend changes in compensation to the Board of Directors.

12. Annually evaluate the performance of the Committee and the adequacy of the Committee's Charter.

13. Produce a Committee report on executive compensation as required by the Securities and Exchange Commission to be included in the Company's annual proxy statement. Review the Compensation Disclosure & Analysis section of the Company's annual proxy statement with Management and make a recommendation to the Board for its inclusion in the proxy.

14. Assess the results of Say on Pay votes and consider what if any response is appropriate.

15. Review and oversee the Company's succession plans relating to the CEO and Executive Management, in consultation with the CEO and in a manner consistent with that certain Second Amended and Restated Stockholders Agreement, dated May 23, 2015, by and among Charter Communications, Inc., CCH I, LLC, Liberty Broadband Corporation and Advance/Newhouse Partnership.

16. Provide oversight and guidance on the Company's strategic diversity and inclusion initiatives.

17. 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.