



Charter Communications and Cox Communications Agree to Transformative Combination

May 16, 2025

Cautionary Statement Regarding Forward-Looking Statements

This communication includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act") and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), regarding, among other things, the proposed transaction between Charter Communications, Inc. ("Charter") and Cox Communications ("Cox"). Although we believe that our plans, intentions and expectations as reflected in or suggested by these forward-looking statements are reasonable, we cannot assure you that we will achieve or realize these plans, intentions or expectations. Forward-looking statements are inherently subject to risks, uncertainties and assumptions including, without limitation: (i) the effect of the announcement of the proposed transaction on the ability of Charter and Cox to operate their respective businesses and retain and hire key personnel and to maintain favorable business relationships; (ii) the timing of the proposed transaction; (iii) the ability to satisfy closing conditions to the completion of the proposed transaction (including stockholder and regulatory approvals); (iv) the possibility that the transaction may be more expensive to complete than anticipated, including as a result of unexpected factors or events; (v) the ultimate outcome and results of integrating operations and application of Charter's operating strategies to the acquired assets and the ultimate ability to realize synergies at the levels currently expected as well as potential dis-synergies; (vi) the impact of the proposed transaction on our stock price and future operating results, including due to transaction and integration costs, increased interest expense, business disruption, and diversion of management time and attention; (vii) the reduction in our current stockholders' percentage ownership and voting interest as a result of the proposed transaction; (viii) the increase in our indebtedness as a result of the proposed transaction, which will increase interest expenses and may decrease our operating flexibility; (ix) litigation relating to the proposed transaction; (x) other risks related to the completion of the proposed transaction and actions related thereto; and (xi) the factors described under "Risk Factors" from time to time in Charter's filings with the U.S. Securities and Exchange Commission ("SEC"). Many of the forward-looking statements contained in this communication may be identified by the use of forward-looking words such as "believe," "expect," "anticipate," "should," "planned," "will," "may," "intend," "estimated," "aim," "on track," "target," "opportunity," "tentative," "positioning," "designed," "create," "predict," "project," "initiatives," "seek," "would," "could," "continue," "ongoing," "upside," "increases," "grow," "focused on" and "potential," among others.

All forward-looking statements speak only as of the date they are made and are based on information available at that time. Charter assumes no obligation to update forward-looking statements to reflect circumstances or events that occur after the date the forward-looking statements were made or to reflect the occurrence of unanticipated events except as required by federal securities laws. As forward-looking statements involve significant risks and uncertainties, caution should be exercised against placing undue reliance on such statements.

Important Information for Investors and Shareholders

Charter intends to file a proxy statement with the SEC in connection with the proposed transaction. Investors and security holders of Charter and Cox are urged to read the proxy statement and/or other documents filed with the SEC carefully in their entirety if and when they become available as they will contain important information about the proposed transaction. The definitive proxy statement (if and when available) will be mailed to stockholders of Charter. Investors and security holders will be able to obtain free copies of these documents (if and when available) and other documents filed with the SEC by Charter through the website maintained by the SEC at <http://www.sec.gov> or by contacting the investor relations department of Charter at 400 Washington Blvd., Stamford, CT 06902, Attention: Investor Relations, (203) 905-7801.

Participants in Solicitation

This communication is neither a solicitation of a proxy nor a substitute for any proxy statement or other filings that may be made with the SEC. Nonetheless, Charter and its directors and executive officers and other persons may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. Information regarding the interests of such potential participants will be included in one or more proxy statements or other documents filed with the SEC if and when they become available. These documents (if and when available) may be obtained free of charge from the SEC's website <http://www.sec.gov>.

Charter anticipates that the following individuals will be participants (the "Charter Participants") in the solicitation of proxies from holders of Charter common stock in connection with the proposed transaction: Eric L. Zinterhofer, Non-Executive Chairman of the Charter Board, W. Lance Conn, Kim C. Goodman, John D. Markley, Jr., David C. Merritt, Steven A. Miron, Balan Nair, Michael A. Newhouse, Martin E. Patterson, Mauricio Ramos, Carolyn J. Slaski and J. David Wargo, all of whom are members of the Charter Board, Christopher L. Winfrey, President, Chief Executive Officer and Director, Jessica M. Fischer, Chief Financial Officer, and Kevin D. Howard, Executive Vice President, Chief Accounting Officer and Controller. Information about the Charter Participants, including a description of their direct or indirect interests, by security holdings or otherwise, and Charter's transactions with related persons is set forth in the sections entitled "Proposal No. 1: Election of Directors", "Compensation Committee Interlocks and Insider Participation", "Compensation Discussion and Analysis", "Certain Beneficial Owners of Charter Class A Common Stock", "Certain Relationships and Related Transactions", "Proposal No. 2: Approve the Charter Communications, Inc. 2025 Employee Stock Purchase Plan", "Pay Versus Performance" and "CEO Pay Ratio" contained in Charter's definitive proxy statement for its 2025 annual meeting of shareholders, which was filed with the SEC on March 13, 2025 (which is available at https://www.sec.gov/ix?doc=/Archives/edgar/data/0001091667/000114036125008627/ny20042259x1_def14a.htm) and other documents subsequently filed by Charter with the SEC. To the extent holdings of Charter stock by the directors and executive officers of Charter have changed from the amounts of Charter stock held by such persons as reflected therein, such changes have been or will be reflected on Statements of Change in Ownership on Form 4 filed with the SEC.

No Offer or Solicitation

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act.

Christopher L. Winfrey

President and CEO, Charter Communications

Value Creation for Customers and Shareholders

Accelerate Growth

- Spectrum pricing and packaging to deliver customer benefits, drive sales and reduce churn & service interactions
- Significant opportunity to deliver *Spectrum Mobile*™ benefits to customers in Cox footprint
- Spectrum video packages, Xumo and programmer app inclusion to improve trajectory of Cox video product
- Larger commercial footprint, together with Cox Business' industry reputation and assets, will position the company to more effectively compete for national business customers

Positioned to Compete

- Charter will launch the Spectrum brand and its industry-leading products across Cox's ~12M passings – enhances sales, marketing and branding capabilities vs. national competitors
- Scale enables and accelerates product development and innovation
- Enhances DMA efficiency in Los Angeles and San Diego, and adds key markets including Las Vegas and Phoenix
- Development of AI tools for sales, retention and service, deployed against a larger opportunity

Financial Efficiencies & Benefits

- Expect \$500M of annualized transaction cost synergies achieved within 3 years of transaction close
- Unlock value through additional cost synergies inherent in Charter's operating model
- Expect higher pro forma growth rates and margin
- 3.5 - 4.0x target leverage within 2-3 years after close of transaction
- Drives share price and levered free cash flow accretion

Transaction Summary

- Cox Enterprises will contribute Cox Communications to Charter's existing partnership structure
- Cox Communications valued at approx. \$34.5 billion based on 6.44x 2025E Adj. EBITDA, including:
 - \$21.9 billion of equity
 - \$12.6 billion of net debt and other obligations¹⁾
- <6.0x including run-rate synergies and estimated present value of tax benefits

- Cox Enterprises will receive \$21.9 billion of consideration:
 - \$11.9 billion Charter partnership common units, exchangeable into Charter common stock
 - \$6.0 billion notional value Charter partnership convertible preferred units²⁾
 - \$4.0 billion cash

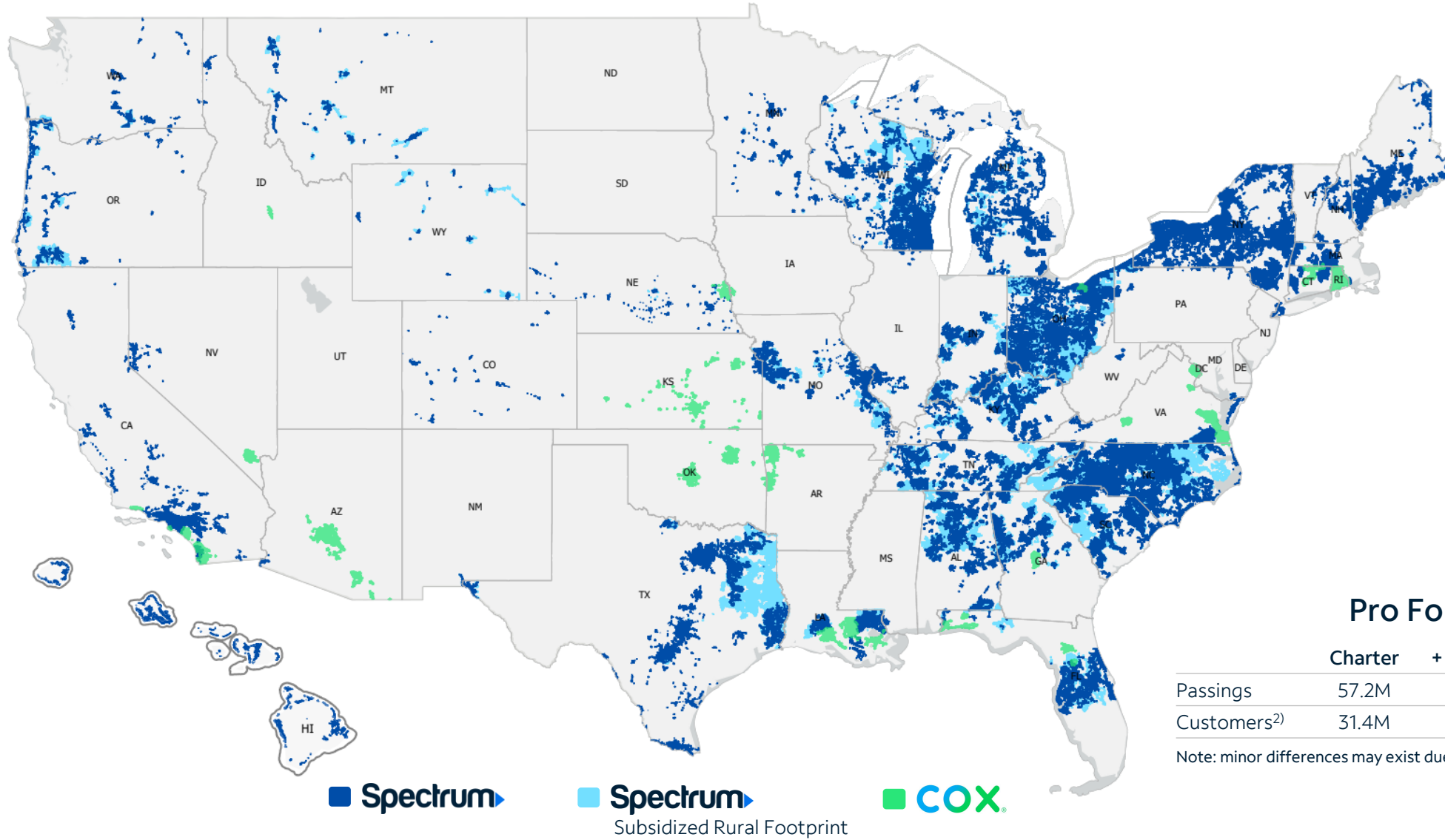
- Cox Enterprises will own ~23% of the combined company's common shares, on an as-converted, as-exchanged basis³⁾
- Proposed Liberty Broadband transaction to close contemporaneously with Cox transaction
- Subject to standard signing conditions and regulatory approvals

1) Includes \$11.9 billion of net debt and \$0.7 billion of finance leases.

2) Convertible into common units of the partnership at a 35% conversion premium; 6.875% preferred cash dividend coupon of \$413 million per year paid to Cox Enterprises, assuming no conversion.

3) Based on Charter's common share count as of March 31, 2025, and assumes the proposed Liberty Broadband transaction closes contemporaneously with the Cox Communications transaction.

Industry Leading Connectivity and Entertainment Company



Pro Forma Charter¹⁾

	Charter	+	Cox	=	Combined
Passings	57.2M		12.3M		69.5M
Customers ²⁾	31.4M		6.3M		37.6M

Note: minor differences may exist due to rounding.

1) Figures as of 1Q25.
 2) See notes on slide 18.

Transaction Benefits All Stakeholders

Customers

- Cox footprint will benefit from generally lower multi-product pricing, cutting-edge products and Customer Commitments
- Continued network investments will drive faster broadband speeds, better video products and more competition
- Combination will drive greater product innovation, bringing new and advanced services to consumers
- Investments in insourcing will drive better customer service and higher customer satisfaction
- Medium and large business customers will benefit from expansion of both Charter and Cox's best products, services and enterprise solutions

Employees & Vendors

- Committed to onshoring customer service jobs from overseas back to the U.S. and hiring American workers
- 100% U.S.-based frontline workforce with market-leading minimum wage, career progression and benefits
- Charter's commitment to superior products and customer service, and its strategy of investing in insourcing, drives opportunities for all employees
- Market-leading education program and employee stock purchase plan
- Investment reputation and profile drives incentives for vendors to invest in, and develop new technologies for, business lines and platforms

Communities

- Establish new foundation with \$50 million contribution, supporting more communities in combined footprint
- Establish an employee relief fund across combined footprint
- Expansion of Spectrum News coverage, delivering unbiased and timely local reporting to markets currently served by Cox Communications
- The combined company's industry-leading products will be launched under the Spectrum brand across the Cox footprint
- The combined company will change its name to Cox Communications within one year of close

Alex Taylor

Chairman and CEO, Cox Enterprises

About Cox Communications

History of Innovation

- The Cox family is the longest continuous operator in the cable industry, having bought its first cable franchise in 1962
- First cable operator to launch B2B services in 1987
- Made the world's first PCS phone call in 1992
- First to offer cable voice service in 1997
- Early acquisitions of wireless spectrum in 2000s

Cox Highlights

- Highly clustered footprint complementary to Charter's existing network (e.g., Los Angeles, San Diego)
- Attractive sunbelt footprint
- Upgraded plant offering 2 Gbps service across 99% of footprint
- Deep focus on customers and community
- Cox Business: well-known industry leadership and reputation

Cox Communications Businesses



- Provider of residential and business Internet, video, voice, and mobile connectivity services
- ~12M passings and ~6M customers



- Enterprise and carrier fiber provider operating in Mid-Atlantic and Southeastern United States
- 40K+ fiber route miles across 24 states



- End-to-end managed cloud services provider
- 2,000+ managed cloud customers

Jessica M. Fischer

Chief Financial Officer, Charter Communications

New Company: At a Glance

	Charter [®] COMMUNICATIONS	COX [®]	Combined	
1Q25 Customers ¹⁾	Passings	57.2M	12.3M	69.5M
	Customer Relationships	31.4M	6.3M	37.6M
	Internet	30.0M	5.9M	35.9M
	Video	12.7M	1.7M	14.4M
	Mobile Lines	10.4M	0.2M	10.6M
	Voice	6.6M	1.0M	7.6M
1Q25 Penetration ²⁾	Customer Relationships	55%	51%	54%
	Internet	53%	48%	52%
	Video	22%	14%	21%
	Voice	12%	8%	11%
FY24 Financials	Revenue	\$55.1B	\$13.1B	\$68.2B
	Adj. EBITDA ³⁾	\$22.6B	\$5.4B	\$28.0B
	Capital Expenditures	\$11.3B	\$2.5B	\$13.8B
	Adj. EBITDA - Capex	\$11.3B	\$2.9B	\$14.2B

Note: minor differences may exist due to rounding.

1) Includes residential and commercial customers. See notes on slide 18.

2) Penetration based on total passings, which includes residential and commercial passings.

3) See notes on slide 18 and GAAP reconciliation for Cox Communications on slide 19.

Total Purchase Consideration of \$21.9 Billion

Common Units - \$11.9 Billion

- \$11.9 billion of Charter partnership common units
- 33.6 million Charter partnership common units exchangeable into Charter common stock

Preferred Units - \$6.0 Billion

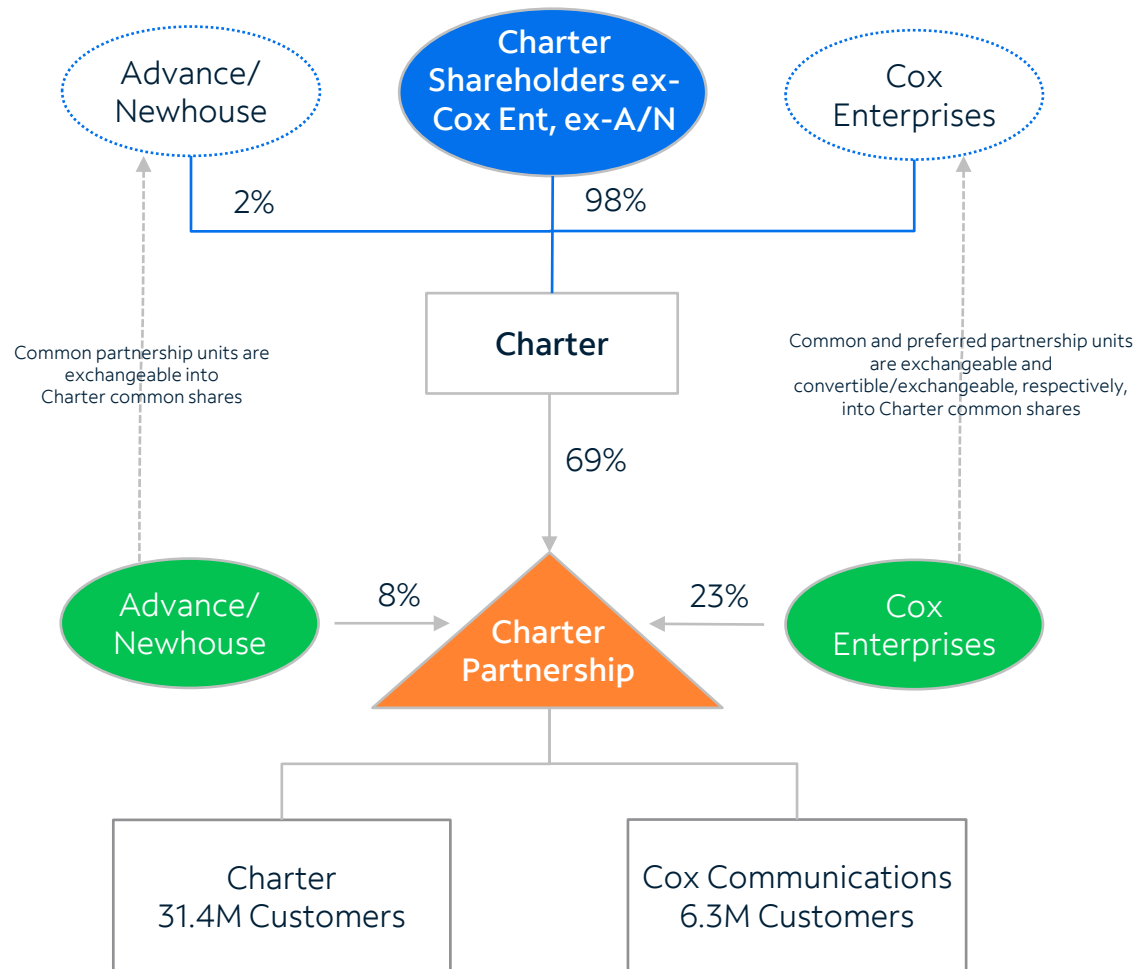
- \$6.0 billion notional value of Charter partnership convertible preferred units
- 12.6 million preferred units convertible into common units of the Charter partnership at a 35% conversion premium
- 6.875% preferred cash dividend coupon of \$413 million per year paid to Cox Enterprises

Cash - \$4.0 Billion

- \$4.0 billion in cash

Transaction Structure and Pro Forma ("PF") Ownership

Structure



PF Charter Shares (as of 3/31/25)

in Millions

Charter Shareholders ¹⁾ (ex-Cox Ent, ex-A/N)	126.6
Cox Enterprises Common Units, as-exchanged	33.6
Cox Ent. Preferred Units, as-converted, as-exchanged	12.6
Advance/Newhouse Common Units, as-exchanged	16.5
Advance/Newhouse Common Shares	3.1
Shares Outstanding	192.4
Fully Diluted Shares Outstanding ("FDSO")	197.0

PF Charter Economic Ownership²⁾ (as of 3/31/25)

	<u>% FDSO</u>
Charter Shareholders ¹⁾ (ex-Cox Ent, ex-A/N)	67%
Cox Enterprises	23%
Advance/Newhouse	10%
Total	100%

1) Pro forma for Liberty Broadband transaction.

2) Ownership figures are shown on an as-converted, as-exchanged basis.

Transaction Financing and Tax

Financing

- Assumption of \$12.0 billion of Cox Communications IG debt and \$0.7 billion of finance leases
- \$4.0 billion in new debt to fund cash payment to Cox
- Given higher quantum, anticipate reducing target leverage to the middle of the 3.5x-4.0x range, over 2-3 years post-closing

Tax

- Charter will receive additional tax basis step-up upon any future Cox's conversion of partnership units into Charter common stock
- Charter retains 50% of the cash tax savings value associated with the tax basis step-up received, if and when Cox Enterprises exchanges partnership units for Charter common shares
- Cox Enterprises compensated on 50% of the net cash tax savings value associated with the tax basis step-up received by Charter, on a with and without FIFO basis, when the step-up benefits are used by Charter

Debt and Leverage¹⁾

in Billions	1Q25 PF Net Debt	1Q25 PF Leverage
<u>Charter</u>		
Charter Investment Grade ("IG") Debt	\$66.4	
+ Charter High Yield ("HY") Debt	27.3	
+ Liberty Broadband Debt	2.6	
= Total Debt (PF for Liberty Broadband)	96.2	
- Cash (PF for Liberty Broadband)	1.2	
= Net Debt (PF for Liberty Broadband)	\$95.0	4.16x
<u>Cox</u>		
Total Debt (IG)	\$12.0	
- Cash	0.1	
= Net Debt	\$11.9	2.21x
<u>PF Combined Company</u>		
Total IG Debt ²⁾	\$81.0	
+ Total HY Debt	27.3	
+ New IG Debt Raised at Close	4.0	
= Total Debt	112.2	
- Cash	1.3	
= Net Debt	\$110.9	3.93x

1) Leverage is total principal amount of debt less cash and cash equivalents for the period ending 3/31/25 divided by LTM Adjusted EBITDA (see notes on slide 18) of \$22.8B and \$5.4B for Charter Communications (for the period ending 3/31/25) and Cox Communications (for the period ending 12/31/24), respectively. The leverage calculations do not reflect the leverage calculations pursuant to Charter's indentures or credit agreements.

2) Includes \$2.6B of pro forma Liberty Broadband debt.

Governance

Board Representation

- 13 directors at closing (unchanged)
- The 3 Liberty Broadband members will resign at closing¹⁾ and Cox designates 3 directors
- Advance/Newhouse will continue to designate two board directors
- Chris Winfrey will remain CEO and a board member
- Alex Taylor, CEO of Cox Enterprises, will become Chairman of the Board
- Eric Zinterhofer will become lead independent director of the Board of Directors

Voting & Ownership

- Cox ownership and voting capped at 30%
- A/N ownership now capped at 19% and voting capped at 15%
- Cox and A/N required to participate in any share repurchase so as not to exceed their respective ownership caps, and transfer rights are generally restricted

Preemptive Rights

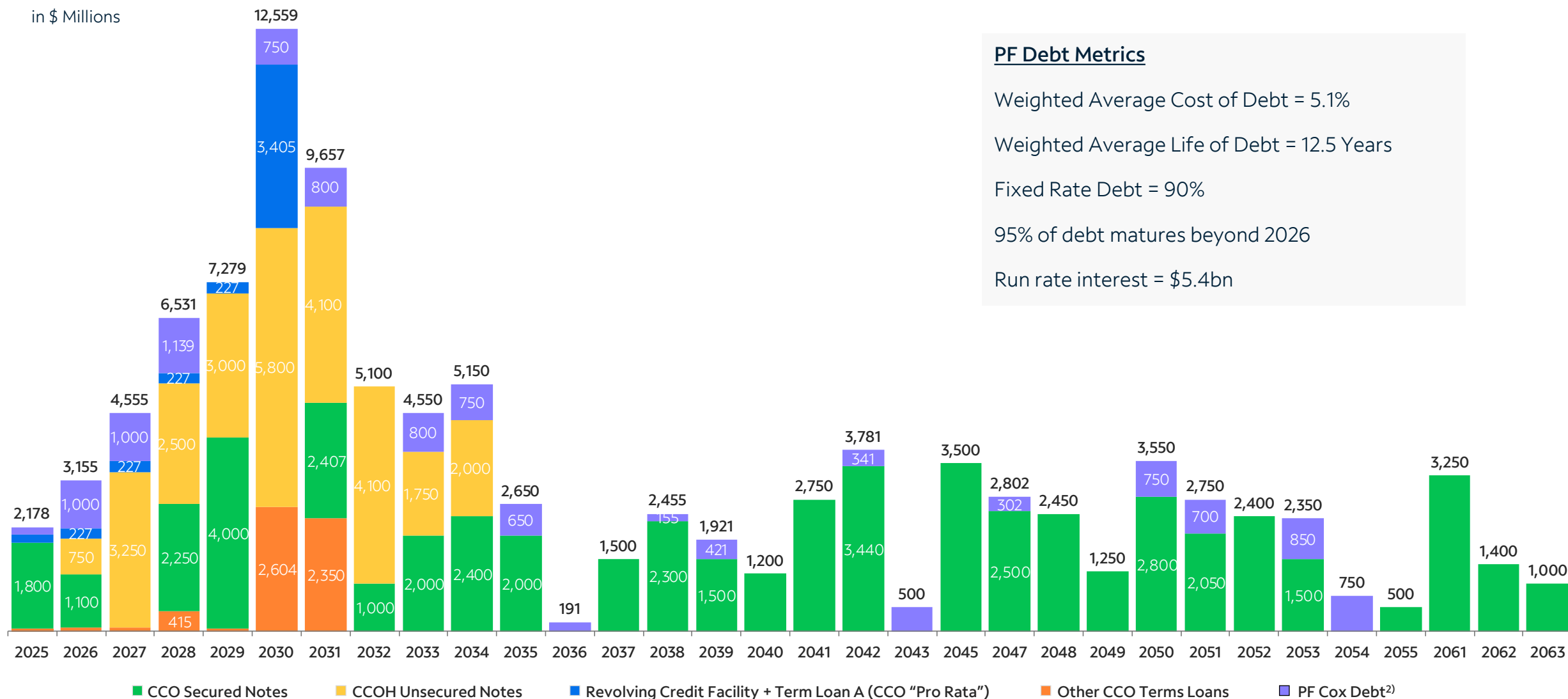
- Upon closing, Charter, Cox Enterprises and Advance/Newhouse will enter into an amended and restated stockholders agreement
- Cox Enterprises and A/N receive preemptive rights to maintain certain ownership thresholds

1) It is expected that the transaction will be completed contemporaneously with the previously announced Liberty Broadband transaction.

Appendix

Debt Maturity Profile: Pro Forma as of 1Q25¹⁾

in \$ Millions



PF Debt Metrics

Weighted Average Cost of Debt = 5.1%

Weighted Average Life of Debt = 12.5 Years

Fixed Rate Debt = 90%

95% of debt matures beyond 2026

Run rate interest = \$5.4bn

1) Includes term loan amortization due in that year for Charter.

2) Cox total debt for the period ending 3/31/25; excludes finance leases, unamortized discounts, and debt issuance costs.

Use of Non-GAAP Financial Metrics and Additional Information

We use certain measures that are not defined by U.S. generally accepted accounting principles ("GAAP") to evaluate various aspects of our business. Adjusted EBITDA and free cash flow are non-GAAP financial measures and should be considered in addition to, not as a substitute for, net income attributable to Charter shareholders and net cash flows from operating activities reported in accordance with GAAP. These terms, as defined by us, may not be comparable to similarly titled measures used by other companies. Adjusted EBITDA and free cash flow are reconciled to net income attributable to Charter shareholders and net cash flows from operating activities, respectively, in the financial addendum of our April 25, 2025 Form 8-K (Quarterly Earnings Release).

Adjusted EBITDA is defined as net income attributable to Charter shareholders plus net income attributable to noncontrolling interest, net interest expense, income taxes, depreciation and amortization, stock compensation expense, other income (expenses), net and other operating (income) expenses, net, such as special charges and (gain) loss on sale or retirement of assets. As such, it eliminates the significant non-cash depreciation and amortization expense that results from the capital-intensive nature of our businesses as well as other non-cash or special items, and is unaffected by our capital structure or investment activities. However, this measure is limited in that it does not reflect the periodic costs of certain capitalized tangible and intangible assets used in generating revenues and our cash cost of financing. These costs are evaluated through other financial measures.

Free cash flow is defined as net cash flows from operating activities, less capital expenditures and changes in accrued expenses related to capital expenditures.

Management and Charter's board of directors use Adjusted EBITDA and free cash flow to assess Charter's performance and its ability to service its debt, fund operations and make additional investments with internally generated funds. In addition, Adjusted EBITDA generally correlates to the leverage ratio calculation under our credit facilities or outstanding notes to determine compliance with the covenants contained in the facilities and notes (all such documents have been previously filed with the Securities and Exchange Commission (the "SEC")). For the purpose of calculating compliance with leverage covenants, we use Adjusted EBITDA, as presented, excluding certain expenses paid by our operating subsidiaries to other Charter entities. Our debt covenants refer to these expenses as management fees, which were \$366 million and \$371 million for the three months ended March 31, 2025 and 2024, respectively.

For a reconciliation of Adjusted EBITDA and free cash flow to the most directly comparable GAAP financial measure, refer to the financial addendum of our April 25, 2025 Form 8-K (Quarterly Earnings Release).

Pro forma Adjusted EBITDA is Cox Communications adjusted EBITDA, as adjusted to reflect the elimination of expenses related to items not included in the transaction and certain management adjustments, and is reconciled to Cox Communications net income on slide 19.

Customer relationships include the number of customers that receive one or more levels of service, encompassing Internet, video, mobile and voice services, without regard to which service(s) such customers receive. Customers who reside in residential multiple dwelling units ("MDUs") and that are billed under bulk contracts are counted based on the number of billed units within each bulk MDU. Total customer relationships exclude mid-market and large business relationships and mobile-only customer relationships. All company data based on respective company reporting methodologies, where there may be definitional differences.

GAAP Reconciliations

COX COMMUNICATIONS
UNAUDITED RECONCILIATION OF NON-GAAP MEASURES TO GAAP MEASURES
(DOLLARS IN MILLIONS)

	<u>Twelve Months Ended</u> <u>December 31,</u> <u>2024</u>
Net income per historical financials	\$ 1,505
Plus: Interest expense, net	373
Income tax expense	434
Depreciation and amortization	2,419
Other, net	208
Adjusted EBITDA per historical financials	<u>\$ 4,939</u>
Pro forma adjustments:	
Plus: Expenses not included in transaction and management adjustments	452
Pro forma Adjusted EBITDA ¹⁾	<u>\$ 5,391</u>

1) See notes on slide 18.

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