

CHARTER COMMUNICATIONS, INC.

Finance Committee Charter As adopted by the Board of Directors on July 26, 2012, and as amended through July 26, 2016

A. Purpose

The purpose of the Finance Committee is to assist the Board of Directors of Charter Communications, Inc. (the “Board”) in the oversight of the use and development of the financial resources of Charter Communications, Inc. and its subsidiaries (collectively, the “Company”), including the Company’s financial structure, investment policies and objectives and other matters of a financial and investment nature.

B. Committee Membership

The Board shall appoint a Finance Committee of at least two members and may or may not designate one member as chairperson or delegate the authority to designate a chairperson to the Finance Committee.

C. Administrative Matters

The Finance Committee shall meet either in person or telephonically and at such times and places as the Finance Committee or the Board shall determine. The majority of the members of the Finance Committee shall constitute a quorum.

The Finance Committee may invite any director, officer or employee of the Company, or other person whose advice and counsel is sought by the Finance Committee, to attend any meeting of the Finance Committee. The Finance Committee may exclude any person (other than a member of the Finance Committee) from a meeting of the Finance Committee, as it deems appropriate.

The Finance 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.

The Finance Committee shall report regularly to the Board with respect to its activities.

D. Committee Authority and Responsibilities

Among its specific duties and responsibilities, the Finance Committee may:

1. Approve interest rate, derivatives and hedging policies of the Company;
2. Approve interest rate derivative hedging transactions of the Company including swaps, as defined in Section 1a(47) of the Commodity Exchange Act and applicable regulations and rules (“Swaps”), provided that the Committee is not authorized to approve interest rate derivative transactions which are not hedging transactions for the Company’s debt without further authorization of the Board;

3. Review and approve the decision by the Company and its subsidiaries to enter into Swaps that are exempt from the requirements of section 2(h)(1) and 2(h)(8) of the Commodity Exchange Act (“Exempt Swaps”), pursuant to section 2(h)(7) of the Commodity Exchange Act and applicable regulations and rules (the “End-User Exception”). The Finance Committee may set appropriate policies governing use of Swaps, Exempt Swaps, and the End-User Exception by the Company and its subsidiaries. The Finance Committee must review and approve the decision to use Exempt Swaps, and the policies governing the use of Exempt Swaps, at least annually or more often upon a triggering event, including but not limited to a change in the Company’s hedging policy;
4. Approve pricing, interest rates, maturity, underwriters, purchasers and any other terms of debt offerings, tender offers, exchanges, redemptions, Dutch auctions or similar financial transactions as directed by the Board;
5. Review and make recommendations to the Board regarding the Company’s capital and debt structure and proposed changes thereto, including significant new issuances of equity; incurrence, assumption or repayment of debt; and splits, exchanges, purchases or redemptions of the Company’s equity and debt securities;
6. Review and make recommendations to the Board regarding policies relating to the Company’s liquidity, cash needs, cash management and asset based financing;
7. Review and make recommendations to the Board regarding any proposed merger, acquisition, divestiture and strategic investments referred to the Committee by the Board and to approve and authorize such transactions as delegated to the Committee by the Board;
8. Review and make recommendations to the Board regarding the Company’s plans for allocation and disbursement of capital and operational expenditures as referred to the Committee by the Board;
9. Review and make recommendations to the Board regarding the Company’s capital adequacy, credit standing, and activities with credit rating agencies and material financial ratios;
10. Review and make recommendations to the Board regarding the Company’s long-term financial strategy, debt ratio, borrowing needs, proposed debt issuances and financial needs, including covenants to be included or removed from the Company's debt instruments;
11. As determined appropriate or necessary by the Finance Committee, annually evaluate the performance of the Finance Committee and assess the adequacy of the Finance Committee charter; and
12. Perform any other activities consistent with this charter, the Company's by-laws and governing law, and any further delegation of authority from the Board as the Finance Committee or the Board deems necessary or appropriate.