

# Compensation Recovery Policy

## Charter Communications Compensation Recovery Policy

Adopted July 29, 2014 as Amended

The following Charter Communications Compensation Recovery Policy (the “Policy”) was originally adopted on July 29, 2014 by the Board of Directors of Charter Communications (the “Company”).

This policy will apply to current Executive Officers and individuals who were Executive Officers at the time covered by the restatement designated by the Company’s Board as officers for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, and will also apply to all members of Company management with the title of Executive Vice President together with any other officers or employees designated by the Board from time to time (collectively – “Covered Executives”).

This policy will be administered by the Compensation and Benefits Committee (Committee).

Each Covered Executive shall repay or forfeit, to the fullest extent permitted by law and as directed by the Board, any annual incentive or other performance-based compensation received by him or her if:

- the payment, grant or vesting of such compensation was based on the achievement of financial results that were, within three years, subsequently the subject of a restatement of the Company's financial statements filed with the Securities and Exchange Commission,
- the amount of the compensation that would have been received by the Covered Executive had the financial results been properly reported would have been different than the amount actually received, and
- the Committee determines in its sole discretion that it is in the best interests of the Company and its stockholders for the Covered Executive to repay or forfeit all or any portion of the compensation.

In addition, if the Committee determines that the Policy applies to an individual who was a Covered Executive of the Company at the time of grant, payment or vesting of such Incentive Compensation and the Board determines in its sole discretion, exercised in good faith, (a) that the Covered Executive’s gross negligence, fraud, intentional misconduct, or mistake caused or contributed to the need for the restatement or to the materially inaccurate other performance results, or (b) that the Covered Executive’s fraud or intentional misconduct has a negative impact on the Company’s financial condition or results in serious reputational harm to the Company, then in addition to the above provisions, the Covered Executive shall, as directed by the Committee, to the extent permitted by law, forfeit any outstanding equity-based awards, vested or unvested, granted during, and repay the amount received upon the settlement, or any gains realized upon the exercise, of any equity-based awards or other awards during, (i) the three-year period following (x) the publication of the financials that were subsequently

restated or (y) the initial determination of other performance results later shown to be materially inaccurate, as the case may be, and (ii) in the case of fraud or misconduct, the period beginning three years before the occurrence of the fraud or misconduct through the date that such fraud or misconduct was discovered.

The Committee shall have full and final authority to make all determinations under this policy, including without limitation whether the policy applies and if so, the amount of compensation to be repaid or forfeited by the Covered Executives. All determinations and decisions made by the Committee pursuant to the provisions of this policy shall be final, conclusive and binding on all persons, including the Company, its affiliates, its stockholders and employees.

From and after the adoption of this policy, each award agreement or other document setting forth the terms and conditions of any annual incentive or other performance-based award granted to an Executive Officer shall include a provision incorporating the requirements of this policy. The remedy specified in this policy shall not be exclusive and shall be in addition to every other right or remedy at law or in equity that may be available to the Company.

Notwithstanding the forgoing, the Committee and Company will comply with the relevant requirements of the Sarbanes-Oxley Act of 2002 and the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010.