
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Charter Communications, Inc.

(Name of Registrant as Specified in its Charter)

Not Applicable

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

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1) Amount previously paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

March 19, 2020

Dear Stockholder:

You are invited to attend the annual meeting of stockholders of Charter Communications, Inc. (the “Company” or “Charter”), which will be held at 6350 S. Fiddler’s Green Circle, 2nd Floor (Room C), Greenwood Village, CO 80111 on Tuesday, April 28, 2020 at 8:30 a.m. (Mountain Daylight Time).

Details of the business to be conducted at the annual meeting are provided in the attached Notice of Annual Meeting of Stockholders and Proxy Statement.

Whether or not you attend the annual meeting, it is important that your shares be represented and voted at the meeting. Therefore, I urge you to sign, date, and promptly return the enclosed proxy in the postage-paid envelope that is provided, or you may vote via the Internet pursuant to the instructions on the proxy card. If you decide to attend the annual meeting, you will have the opportunity to vote in person.

As part of our precautions regarding the novel coronavirus disease, COVID-19, we are planning for the possibility that the Company will change the location of the annual meeting so that it is held solely by means of remote communications. If we take this step, we will announce the decision to do so in advance, and details on how to participate will be issued by press release, posted on our website, and filed with the SEC as additional proxy material. We also encourage attendees to review guidance from public health authorities on this issue.

On behalf of the board of directors, I would like to express our appreciation for your continued interest in Charter.

Sincerely,

A handwritten signature in black ink, appearing to read "Tom Rutledge", written in a cursive style.

Thomas M. Rutledge
Chairman and Chief Executive Officer



Charter Communications, Inc.
400 Atlantic Street
Stamford, CT 06901

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
OF
CHARTER COMMUNICATIONS, INC.**

Date: April 28, 2020
Time: 8:30 a.m. (Mountain Daylight Time)
Place: 6350 S. Fiddler's Green Circle
2nd Floor (Room C)
Greenwood Village, CO 80111

Matters to be voted on:

1. The election of thirteen directors, named in this proxy statement;
2. To hold an advisory vote on executive compensation;
3. The ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the year ended December 31, 2020;
4. To vote on one stockholder proposal described in the proxy statement if properly presented at the meeting; and
5. Any other matters properly brought before the stockholders at the meeting.

The proxy statement more fully describes these proposals.

All stockholders of record at the close of business on February 28, 2020 are invited to attend the meeting. For security reasons, however, to gain admission to the meeting you may be required to present identification containing a photograph, to present proof of ownership and to comply with other security measures.

As part of our precautions regarding the novel coronavirus disease, COVID-19, we are planning for the possibility that the Company will change the location of the annual meeting so that it is held solely by means of remote communications. If we take this step, we will announce the decision to do so in advance, and details on how to participate will be issued by press release, posted on our website, and filed with the SEC as additional proxy material. We also encourage attendees to review guidance from public health authorities on this issue.

By order of the Board of Directors,

A handwritten signature in black ink that reads "Richard R. Dykhouse". The signature is written in a cursive, flowing style.

Richard R. Dykhouse
Corporate Secretary

March 19, 2020

CHARTER COMMUNICATIONS, INC.

PROXY STATEMENT

Important Notice Regarding the Availability of Proxy Materials for the Stockholders Meeting to Be Held on April 28, 2020. The 2020 notice and proxy statement and the 2019 annual report to stockholders are available at www.proxyvote.com.

This proxy statement and the Notice of Internet Availability of Proxy Materials were first mailed to stockholders on or about March 19, 2020.

Questions and Answers about Voting and the Annual Meeting

What matters will be voted on at the annual meeting?

As a holder of Class A common stock, you are being asked to vote, on the following:

- Proposal 1: To elect thirteen directors, nominated by our board of directors and named in this proxy statement;
- Proposal 2: To hold an advisory vote on executive compensation;
- Proposal 3: To ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for the year ended December 31, 2020;
- Proposal 4: To vote on a stockholder proposal regarding chairman of the board and CEO roles; and
- Proposal 5: To vote on any other matters properly brought before the stockholders at the meeting.

How does the board of directors recommend that I vote?

The board of directors recommends that you vote:

- **FOR** the election of the thirteen directors, nominated by our board of directors and named in this proxy statement;
- **FOR** the approval, on an advisory basis, of the compensation of our named executive officers;
- **FOR** the ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the year ended December 31, 2020; and
- **AGAINST** the stockholder proposal regarding chairman of the board and CEO roles.

What if other matters come up at the annual meeting?

The items listed on the Notice of Annual Meeting of Stockholders are the only matters that we know will be voted on at the annual meeting. Your proxy gives discretionary authority to the persons named on the proxy card to vote on other matters. On such other business as may properly come before the meeting, your shares will be voted in the discretion and judgment of the proxy holder.

Who has been nominated for election as directors at the annual meeting?

The board of directors has nominated thirteen directors for election, all of whom are currently serving on our board of directors. The thirteen directors who have been nominated by the board of directors and agreed to serve as directors are Ms. Goodman and Messrs. Conn, Jacobson, Maffei, Markley, Merritt, Meyer, Miron, Newhouse, Nair, Ramos, Rutledge and Zinterhofer.

Who can vote at the annual meeting?

As of the close of business on February 28, 2020 (the “Record Date”), a total of 234,195,593 shares of Class A common stock, including Charter Communications Holdings, LLC (“Charter Holdings”) common and preferred units on an as-if-converted or exchanged basis, are entitled to be voted by our stockholders at the annual meeting. Each holder of Class A common stock is entitled to one vote per share. Advance/Newhouse Partnership (“A/N”) holds one share of our Class B common stock, which is entitled to a number of votes equal to the number of shares of Class A common stock into which the Charter Holdings common and preferred held by A/N may be converted or exchanged. The enclosed proxy card indicates the number of Class A shares that our records show you are entitled to vote. There are no other classes of common stock outstanding.

What is the difference between being a stockholder of record and a beneficial owner?

You are a stockholder of record if at the close of business on the Record Date your shares were registered in your name with Computershare Shareowner Services, our transfer agent and registrar.

You are a beneficial owner if at the close of business on the Record Date, your shares were held by a brokerage firm or other nominee and not directly in your name, but are held in “street name.” As the beneficial owner of your shares, you have the right to direct your broker or other nominee how to vote your shares, i.e., for or against the proposals to be considered at the annual meeting. If you do not provide your broker or nominee with instructions on how to vote your shares, your broker or nominee will be able to vote your shares with respect to some of the proposals, but not all. See, “*What if I do not provide instructions on how to vote my shares?*” below.

What do I do if my shares are held in “street name”?

If your shares are held in the name of your broker or other nominee, you should return your proxy in the envelope provided by your broker or nominee or instruct the person responsible for holding your shares to execute a proxy on your behalf. In either case, your shares will be voted according to your instructions.

What if I do not provide instructions on how to vote my shares?

If you are a stockholder of record and you submit a proxy, but do not provide voting instructions, your shares will be voted for the election of the Company’s director nominees, “FOR” the Company’s proposals as described above and “AGAINST” the stockholder proposal.

If you are a beneficial owner and you do not provide the broker or other nominee that holds your shares with voting instructions, the broker or nominee has discretionary authority to vote for certain proposals, but not others pursuant to the rules of NASDAQ and the Securities and Exchange Commission (“SEC”). Brokers and other nominees have the discretion to vote on routine matters such as Proposal 3, but not on non-routine matters such as Proposals 1, 2, or 4. Therefore, if you do not provide voting instructions to the broker or nominee that holds your shares, the broker or nominee may only vote for Proposal 3 and any other routine matters properly presented for a vote at the annual meeting.

What is the quorum required for the meeting?

We will hold the annual meeting if holders of shares having a majority of the voting power of Charter’s capital stock as of the Record Date either sign and return their proxy cards, vote via the Internet or attend the meeting. If you sign and return your proxy card or vote via the Internet, your shares will be counted to determine whether we have a quorum, even if you fail to indicate your vote.

Abstentions and broker “non-votes” will be counted as present for purposes of determining whether a quorum exists at the annual meeting.

How are broker non-votes and abstentions treated?

If an executed proxy is returned by a broker holding shares in street name that indicates that the broker does not have discretionary authority as to certain shares to vote on one or more matters (a broker non-vote), such shares will be considered present at the meeting for purposes of determining a quorum on all matters, but will not be considered to be votes cast with respect to such matters.

A stockholder may vote to “abstain” on any of the proposals. If you vote to “abstain,” your shares will be counted as present at the meeting for purposes of determining a quorum on all matters, but will not be considered to be votes cast with respect to such matters. Only “FOR” and “AGAINST” votes are counted for purposes of determining the votes cast in connection with each proposal.

With respect to each of the proposals, broker non-votes and abstentions will have no effect on determining whether the affirmative vote constitutes a majority of the shares present or represented by proxy and voting at the annual meeting. In addition, because they do not count as votes cast, assuming a quorum is present, abstentions from voting, broker non-votes or a stockholder’s other failure to vote will have no effect on the applicable proposal.

In order to minimize the number of broker non-votes, the Company encourages you to vote or to provide voting instructions to the organization that holds your shares by carefully following the instructions provided in the Notice of Internet Availability of Proxy Materials.

What is the vote required for the proposals on the agenda?

The affirmative vote of the holders of a majority of the votes cast is required for approval of the matters in Proposals 1, 2, 3, and 4. Abstentions and broker non-votes are not considered votes cast. Accordingly, assuming a quorum is present, abstentions, broker non-votes and a stockholder’s other failure to vote will have no effect on the applicable proposal.

What are my choices in the proposals on the agenda?

On Proposal 1, for each of the director nominees you can vote your shares “FOR” a nominee, “AGAINST” a nominee or you can abstain from voting. On Proposals 2, 3, and 4 you can vote “FOR” a proposal, vote “AGAINST” a proposal, or abstain from voting.

How do I vote by proxy?

Follow the instructions on the enclosed proxy card. Sign and date the proxy card and mail it back to us in the enclosed envelope. If you receive more than one proxy card it may mean that you hold shares in more than one account. Sign and return all proxy cards to ensure that all of your shares are voted. The proxy holder named on the proxy card will vote your shares as you instruct. If you sign and return the proxy card but do not indicate your vote, the proxy holder will vote on your behalf “FOR” each of the director nominees and the Company proposals as noted above and “AGAINST” the stockholder proposal and will also have discretionary authority to vote your shares on any other matter that is properly brought before the annual meeting. Stockholders may also vote their proxy by using the toll free number listed on the proxy card and following the instructions.

Can I vote via the Internet?

Stockholders with shares registered in their names with Computershare Shareowner Services, our transfer agent, may authorize a proxy via the Internet at the following address: www.proxyvote.com. A number of brokerage firms and banks participate in a program that permits Internet voting. If your shares are held in an account at a brokerage firm or bank that participates in such a program, you may direct the vote of those shares by following the instructions on the voting form enclosed with the proxy from the brokerage firm or bank.

Proxies submitted via the Internet must be received by 11:59 p.m. (EDT) on April 27, 2020. Please refer to your voting instruction form and/or your proxy card for specific voting instructions. If you vote this year's proxy via the Internet, you may also elect to receive future proxy and other materials electronically by following the instructions when you vote. Making this election will save the Company the cost of producing and mailing these documents.

Can I change my vote after I return my proxy card?

Yes. At any time before the vote at the annual meeting, you can change your vote either by giving our Corporate Secretary a written notice revoking your proxy card, or by signing, dating and submitting a new later-dated proxy card via the Internet, by telephone or by mail. We will honor the latest dated proxy card which has been received prior to the closing of the voting. You may also attend the meeting and vote in person.

As part of our precautions regarding the novel coronavirus disease, COVID-19, we are planning for the possibility that the Company will change the location of the annual meeting so that it is held solely by means of remote communications. If we take this step, we will announce the decision to do so in advance, and details on how to participate will be issued by press release, posted on our website, and filed with the SEC as additional proxy material.

Can I vote in person at the annual meeting rather than by completing the proxy card?

Although we encourage you to complete and return the proxy card to ensure that your vote is counted, and except in the event that the Company changes the location of the annual meeting so that it is held solely by means of remote communications as described above, you can attend the annual meeting and vote your shares in person. If you wish to attend the annual meeting and vote your shares in person and you are the beneficial owner of your shares, you must obtain the documents required to vote your shares in person at the annual meeting from your broker or nominee.

Is my vote confidential?

We will maintain the confidentiality of proxy cards and other votes that identify individual stockholders unless disclosure is required by law.

Who will count the votes?

Broadridge Financial Solutions, Inc. has been appointed to receive and tabulate stockholder votes and to act as the inspector of election and certify to the election results.

Who is soliciting my vote?

The board of directors is soliciting your vote. In addition, we retained Innisfree M&A Incorporated, a proxy solicitation firm, to solicit proxies in connection with our 2020 annual meeting of stockholders at a total cost of approximately \$20,000 plus expenses. Charter expects to solicit proxies primarily by mail, but directors, officers and other employees of Charter may also solicit in person or by internet, telephone or mail. Contact information for the proxy solicitor appears below.

Proxy Solicitor

Charter stockholders who need assistance in voting their shares or need a copy of this proxy statement should contact:

Innisfree M&A Incorporated
501 Madison Avenue, 20th Floor
New York City, New York 10022
Stockholders may call toll free: (888) 750-5834
Banks and brokers may call collect: (212) 750-5833

Who pays for this proxy solicitation?

The Company pays for the proxy solicitation. We will ask banks, brokers and other nominees and fiduciaries to forward the proxy material to the beneficial owners of the Class A common stock and to obtain the authority of executed proxies. We will reimburse them for their reasonable expenses.

Where can I find the voting results of the annual meeting?

We will report the voting results on a Current Report on Form 8-K that we will file with the Securities and Exchange Commission within four business days after the date of the meeting and that we will post on our website promptly after the meeting.

Proposal No. 1: Election of Directors (Item 1 on Proxy Card)

The size of our board of directors is thirteen, and we currently have thirteen members standing as nominees for election. Proxies cannot be voted for a greater number of persons than the number of nominees named. As set forth in more detail below, the Nominating and Corporate Governance Committee of the board of directors has determined that a majority of the thirteen current directors are independent.

Each of our directors is elected on an annual basis. The board of directors is soliciting your vote for the directors to be elected at the annual meeting of stockholders. Once elected, each of the directors will hold office until his or her successor is elected, or he or she resigns or is otherwise removed.

Under the Amended and Restated Stockholders Agreement, dated May 23, 2015, among Charter, Liberty Broadband Corporation (“Liberty Broadband”), A/N and the former Charter Communications, Inc. (the “Stockholders Agreement”), and Charter’s amended and restated certificate of incorporation, the number of Charter’s directors is fixed at thirteen. Pursuant to the Stockholders Agreement, Mr. Rutledge was also offered and accepted the role of Chairman and CEO of the Company. Under the Stockholders Agreement, Liberty Broadband currently has the right to designate three directors as nominees for Charter’s board of directors and A/N currently has the right to designate two directors as nominees for Charter’s board of directors. Of our current directors, Messrs. Maffei, Meyer and Nair were designated by Liberty Broadband and Messrs. Miron and Newhouse were designated by A/N.

THE BOARD OF DIRECTORS RECOMMENDS VOTING “FOR” THE DIRECTOR NOMINEES.

Information about the Director Nominees

The following information concerns the thirteen individuals who have been nominated by the board of directors for election by the stockholders. Each of the following individuals currently serves as a director.

<u>Directors</u>	<u>Position(s)</u>
Thomas M. Rutledge	Chairman of the Board and Chief Executive Officer
Eric L. Zinterhofer	Lead Independent Director
W. Lance Conn	Director
Kim C. Goodman	Director
Craig A. Jacobson	Director
Gregory B. Maffei	Director
John D. Markley, Jr.	Director
David C. Merritt	Director
James E. Meyer	Director
Steven A. Miron	Director
Balan Nair	Director
Michael Newhouse	Director
Mauricio Ramos	Director

Thomas M. Rutledge, 66, has been the Chairman of the board of directors of Charter since May 2016 and Chief Executive Officer of the Company since February 2012. He previously also served as President of the Company from February 2012 to July 2016 and as a director since February 2012. Prior to joining Charter, Mr. Rutledge served as Chief Operating Officer of Cablevision Systems Corporation (currently part of Altice USA, “Cablevision”) from April 2004 until December 2011. A 42-year cable industry veteran, Mr. Rutledge

began his career at American Television and Communications (ATC), a predecessor of Time Warner Cable Inc. (“Time Warner Cable”) where he served in many different capacities, eventually becoming President of Time Warner Cable. Mr. Rutledge currently serves on the boards of the National Cable and Telecommunications Association (“NCTA”), CableLabs and C-SPAN and formerly served as Chairman of the NCTA. In 2011, he received NCTA’s Vanguard Award for Distinguished Leadership, the cable industry’s highest honor. He is a member of the Cable Hall of Fame and was inducted into the Broadcasting and Cable Hall of Fame in 2011. He received a B.A. in economics from California University in California, Pennsylvania. We believe Mr. Rutledge’s qualifications to sit on Charter’s board include his many years of experience as an executive in the telecommunications industry.

Eric L. Zinterhofer, 48, has been the Lead Independent Director of Charter’s board of directors since May 2016. He was elected to the board of Charter in November 2009 and served as non-executive Chairman of the board from December 2009 through May 2016. In 2010, Mr. Zinterhofer founded Searchlight Capital Partners, L.P., a private equity firm. Previously, he served as a senior partner at Apollo Management, L.P. and was with Apollo from 1998 until May 2010. Mr. Zinterhofer is a director of Global Eagle Entertainment, Inc., Hemisphere Media Group, Liberty Latin America Ltd. and Roots Corporation. Mr. Zinterhofer previously served as a director of TouchTunes Interactive until 2019, Liberty Cablevision of Puerto Rico until 2018, General Communication Inc. until 2018, 160 Over Ninety LLC until 2018, Hunter Boot Limited until 2015, Integra Telecom, Inc. until 2015, Central European Media Enterprises Ltd. until 2013, Affinion Group, Inc. until 2010 and iPCS, Inc. until 2009. Mr. Zinterhofer received B.A. degrees with Honors in Economics and European History from the University of Pennsylvania and received an M.B.A. from Harvard Business School. We believe Mr. Zinterhofer’s qualifications to sit on Charter’s board include his experience as a director and in the banking and investment industries.

W. Lance Conn, 51, has served on the board of directors of Charter since September 2004. Mr. Conn is a businessman, investor and conservationist. From July 2004 to May 2009, Mr. Conn served as the President of Vulcan Capital, the investment arm of Vulcan, Inc. Prior to Vulcan, Mr. Conn was employed by America Online, Inc. from March 1996 to May 2003. From September 1994 to February 1996, Mr. Conn was an attorney with Shaw, Pittman, Potts & Trowbridge LLP in Washington, D.C. Mr. Conn was previously a director of Plains All American Pipeline, L.P. and Vulcan Energy Corporation, where he served as chairman. Mr. Conn also previously served as a director of the Seattle Seahawks, the Portland Trailblazers and Oxygen Media, and as an advisor to Makena Capital Management and Global Endowment Management. Mr. Conn holds a J.D. degree from the University of Virginia, a M.A. degree in history from the University of Mississippi and a B.A. degree in history from Princeton University. We believe Mr. Conn’s qualifications to sit on Charter’s board include his experience in the media business and as a director.

Kim C. Goodman, 54, was elected to the board of directors of Charter in July 2016. Ms. Goodman has served as President, Merchant Joint Ventures & Acquirer Processing of Fiserv, Inc., a leading global provider of financial services and technology solutions, since April 2018. Prior to Fiserv, Ms. Goodman was Chief Executive Officer of Worldpay US, following seven years at American Express (AMEX), where she served as president of its Global Business Travel and Merchant Services Americas units. Prior to joining AMEX, she held executive leadership roles at Dell Inc. in Software and Peripherals, Marketing and Transactional Sales and Dell Networking. Ms. Goodman began her career in management consulting with Bain & Company, where she ascended to the role of partner. Ms. Goodman previously served as a director of Alcatel-Lucent SA, Brocade Communications Systems, and National Life Insurance Company. A graduate of Stanford University with a Master of Science in Industrial Engineering and Bachelor of Arts in Political Science, Ms. Goodman also earned a Master of Business Administration from Harvard Business School where she was a Baker Scholar. We believe Ms. Goodman’s qualifications to sit on Charter’s board include her experience in software, networking, financial services and customer service as well as executive leadership roles at Fiserv, Worldpay US and AMEX and previous senior leadership positions in both software and networking at Dell Inc.

Craig A. Jacobson, 67, was elected to the board of directors of Charter in July 2010. Mr. Jacobson is a founding partner at the law firm of Hansen, Jacobson, Teller, Hoberman, Newman, Warren, Richman, Rush, Kaller & Gellman, L.L.P., where he has practiced entertainment law for the past 32 years. Mr. Jacobson is a

member of the board of directors of Expedia, Inc., Oaktree Strategic Income Corporation (OCSIC) and Oaktree Specialty Lending Corporation (OCSLC). Mr. Jacobson was a director of Ticketmaster from August 2008 until its merger with Live Nation Entertainment Company in January 2010 and a director of Tribune Media Company from December 2012 until its sale in 2019. Mr. Jacobson received a Bachelor of Arts degree from Brown University, where he was a member of Phi Beta Kappa, and his J.D. degree with Honors from George Washington University School of Law. We believe Mr. Jacobson's qualifications to sit on Charter's board include his media and business experience.

Gregory B. Maffei, 59, was appointed to the board of directors of Charter in May 2013. Mr. Maffei has served as a director and the President and Chief Executive Officer of Liberty Media Corporation (including its predecessor) since May 2007 and Liberty Broadband Corporation since June 2014 (a stockholder of Charter, since its spin-off from Liberty Media Corporation ("Liberty Media") in November 2014), and GCI Liberty, Inc. since March 2018. He has served as a director, the President and Chief Executive Officer of Liberty TripAdvisor Holdings, Inc. since July 2013 and as its Chairman of the Board since June 2015. Mr. Maffei also served as the President and Chief Executive Officer of Liberty Interactive Corporation (including its predecessor) from February 2006 to March 2018, having served as CEO-Elect from November 2005 through February 2006. Prior to his service with Liberty Media and its affiliates, Mr. Maffei served as the President and Chief Financial Officer of Oracle Corporation, Chairman, President and Chief Executive Officer of 360networks Corporation, and Chief Financial Officer of Microsoft Corporation. Mr. Maffei has served as (i) Chairman of the Board of Qurate Retail, Inc., which was formerly known as Liberty Interactive Corporation (including its predecessor) since March 2018 and a director since November 2005, (ii) the Chairman of the Board of Liberty TripAdvisor, Inc. since June 2015 and a director since July 2013, (iii) the Chairman of the Board of Live Nation Entertainment, Inc. since March 2013 and a director since February 2011, (iv) the Chairman of the Board of Sirius XM Holdings Inc. since April 2013, and as a director since March 2009; and (v) a director of Zillow Group, Inc. since February 2015, having previously served as a director of its predecessor, Zillow, Inc., from May 2005 to February 2015. He previously served as (i) a director of DIRECTV and its predecessors from February 2008 to June 2010; (ii) a director of Electronic Arts, Inc. from June 2003 to June 2013; (iii) a director of Barnes & Noble, Inc. from September 2011 to April 2014; and (iv) Chairman of the Board of Starz from January 2013 until its acquisition by Lions Gate Entertainment Corp. in December 2016. Mr. Maffei is a member of the Board of Trustees of Dartmouth College and the Council on Foreign Relations. Mr. Maffei has an M.B.A. from Harvard Business School, where he was a Baker Scholar, and a B.A. from Dartmouth College. We believe Mr. Maffei's qualifications to sit on Charter's board include his significant financial and operational experience.

John D. Markley, Jr., 54, was elected to the board of directors of Charter in November 2009. Mr. Markley is Managing Director of Bear Creek Capital, an investment firm focused on public and private companies in the communications, media and technology industries. Mr. Markley also is a partner at New Amsterdam Growth Capital. From 1996 to 2009, Mr. Markley was a partner at Columbia Capital, a venture capital firm, where he served on the board of numerous private companies. Mr. Markley is a director of Interdigital, Inc. where he serves as the Chair of its governance committee and member of its audit committee. Mr. Markley previously served as Chairman of the Board of BroadSoft, Inc. until its acquisition by Cisco Systems, Inc. in February 2018 where he also served on the compensation committee, and as a director of Millennial Media, Inc. from July 2006 to May 2014. Mr. Markley also is currently a director of numerous private companies in the communications, media and technology industries. Mr. Markley received a B.A. degree from Washington & Lee University and an M.B.A degree from Harvard Business School. We believe Mr. Markley's qualifications to sit on Charter's board include his experience in the telecommunications and media industries.

David C. Merritt, 65, has served on the board of directors of Charter and its Audit Committee since 2003 and as Chair of the Audit Committee since that time. Mr. Merritt is a private investor and consultant. From March 2009 to December 2013, he served as the president of BC Partners, Inc., a financial advisory firm. From October 2007 to March 2009, Mr. Merritt served as Senior Vice President and Chief Financial Officer of iCRETE, LLC. From 1975 to 1999, Mr. Merritt was an audit and consulting partner of KPMG serving in a variety of capacities during his years with the firm, including national partner in charge of the media and entertainment practice. Mr. Merritt sits on the board of directors and Audit Committee of Taylor Morrison Home

Corporation. Mr. Merritt previously served as a director and as the Chairman of the Audit Committee of Calpine Corporation until March 2018. He was also a director of Buffet Restaurants Holdings, Inc. until August 2015 and he served as a director of Outdoor Holdings, Inc. until May 2013. Mr. Merritt holds a B.S. degree in Business and Accounting from California State University — Northridge. We believe Mr. Merritt's qualifications to sit on Charter's board include his many years of experience as an audit and consulting partner with a major accounting firm, as a director and audit committee member, and in the media industry.

James E. Meyer, 65, was appointed to the board of directors of Charter in July 2018. Mr. Meyer has been the Chief Executive Officer of Sirius XM Holdings Inc. ("Sirius XM"), an audio entertainment provider, since December 2012 and has been a director since January 2013. Previously, Mr. Meyer was the President, Operations and Sales, of Sirius XM. Prior to joining Sirius XM in May 2004, Mr. Meyer was the President of Aegis Ventures, a general management consulting company. Before Aegis, he held a number of senior management positions in consumer electronics over a 25 year period, including as the Senior Executive Vice President of Digital Media Solutions of Thomson, a worldwide leader in consumer electronics. Prior to joining Thomson, Mr. Meyer held senior management positions at General Electric and RCA. Mr. Meyer is Chairman of the Board of Directors of TiVo Corporation (and Rovi Corporation prior to its merger with TiVo Inc.) and served as a director of Pandora Media, Inc. until February 2019. We believe Mr. Meyer's qualifications to sit on Charter's board include his expertise in media and business.

Steven A. Miron, 53, was elected to the board of directors of Charter in May 2016. Mr. Miron is a senior executive officer with the Advance/Newhouse companies, which is a global, diversified privately-owned group of media companies that operates Condé Nast, which produces high quality content in a variety of media formats, including print, digital and video, for audiences throughout the world. The Advance/Newhouse companies also operate: local media companies that publish newspapers in over 25 cities in the United States, as well as websites and other digital products; American City Business Journals, which publishes business journals and websites and other digital products in 40 cities in the United States; Turnitin, Inc., which is a developer of educational technologies and software products designed to prevent plagiarism, verify content and evaluate student learning; Stage Entertainment B.V., which is one of the world's leading producers of musical theatre, operating a premier network of 20 theatres across continental Europe; 1010data, Inc., which offers data platforms and analyses for large data sets; and POP, Inc., a digital marketing agency. Advance/Newhouse also holds an approximately 13% interest in Charter; a non-controlling interest in Discovery Communications, Inc., which provides cable television channels and programming in various countries throughout the world; and is the majority owner of Reddit, Inc. Mr. Miron previously served as President of Bright House Networks from July 2002 to May 2008 and as Chief Executive Officer from May 2008 until May 2016, when Bright House Networks was acquired by Charter. Mr. Miron currently serves as a director of Discovery Communications and was previously a member of the board of directors of C-SPAN, the National Cable & Telecommunications Association and CableLabs. Mr. Miron also currently serves on the Crouse Health Foundation Board of Trustees and the Board of Directors for the Jewish Community Foundation of Central New York. He previously served for several years on the Board of Directors and executive committee for CTAM and the Board of Directors for Emma Bowen Foundation and CTAM Educational Foundation. Mr. Miron is a graduate of American University. We believe that through his experience as a cable television executive, Mr. Miron has developed a deep understanding of our industry and his expertise in the cable television industry makes him a valued presence on our board.

Balan Nair, 53, was appointed to the board of directors of Charter in May 2013. Mr. Nair is President and Chief Executive Officer and a director of Liberty Latin America Ltd., an integrated telecommunications company focused on the Caribbean Islands and Latin America. Mr. Nair is an experienced and proven business executive with more than 20 years in the telecommunications industry. He has been a part of the Liberty family of companies since 2007, when he joined Liberty Global as its Senior Vice President and Chief Technology Officer. He most recently served as Executive Vice President and Chief Technology and Innovation Officer. In this role, he was responsible for overseeing Liberty Global's worldwide network, as well as Technology and Innovation operations, including Product Development, IT, Network Operations, Mobile Operations and Global Supply Chain functions. He was also responsible for Corporate Strategy and Venture investments. Mr. Nair was an executive officer of Liberty Global and sat on Liberty Global's Executive Leadership Team and the Investment

Committee. Prior to joining Liberty Global, from December 2006 to June 2007, Mr. Nair served as Chief Technology Officer and Executive Vice President for AOL LLC, a global web services company. Prior to his role at AOL, he spent more than 12 years at Qwest Communications International Inc., most recently as Chief Information Officer and Chief Technology Officer. Mr. Nair sits on the board of directors and compensation committee of Adtran Corporation. Mr. Nair previously served as a director of Telenet Group Holding, N.V., which trades on EN Brussels. He holds a patent in systems development and is a Licensed Professional Engineer in Colorado. Mr. Nair holds an M.B.A. and a B.S. in electrical engineering, both from Iowa State University. We believe Mr. Nair's qualifications to sit on Charter's board include his operational and technology experience.

Michael A. Newhouse, 60, was elected to the board of directors of Charter in May 2016. Mr. Newhouse is a director and senior executive officer with the Advance/Newhouse companies. Advance/Newhouse is a global, diversified privately-owned group of media companies that operates Condé Nast, which produces high quality content in a variety of media formats, including print, digital and video, for audiences throughout the world. The Advance/Newhouse companies also operate: local media companies that publish newspapers in over 25 cities in the United States, as well as websites and other digital products; American City Business Journals, which publishes business journals and websites and other digital products in 40 cities in the United States; Turnitin, Inc., which is a developer of educational technologies and software products designed to prevent plagiarism, verify content and evaluate student learning; Stage Entertainment B.V., which is one of the world's leading producers of musical theatre, operating a premier network of 20 theatres across continental Europe; 1010data, Inc., which offers data platforms and analyses for large data sets; and POP, Inc., a digital marketing agency. Advance/Newhouse also holds an approximately 13% interest in Charter; a non-controlling interest in Discovery Communications, Inc., which provides cable television channels and programming in various countries throughout the world; and is the majority owner of Reddit, Inc. Mr. Newhouse is a graduate of Tufts University. We believe that Mr. Newhouse's experience in the cable television and media industries make him a valued presence on our board.

Mauricio Ramos, 51, was elected to the board of directors of Charter in May 2016. Mr. Ramos has been the Chief Executive Officer of Millicom International Cellular S.A. ("Millicom"), a Luxembourg public liability company traded on the Stockholm and U.S. NASDAQ stock exchange since April 2015. Millicom is a leading telecommunications and media company dedicated to emerging markets in Latin America and Africa. Before joining Millicom, he was President of Liberty Global's Latin American division, a position he held from 2006 until February 2015. During his career at Liberty Global, Mr. Ramos held several leadership roles, including positions as Chairman and CEO of VTR in Chile and President of Liberty Puerto Rico. Throughout this period he has successfully developed both mobile and broadband businesses in Latin America, delivering solid operational improvement and outstanding financial results. Mr. Ramos previously served as Chairman of the Board of TEPAL, the Latin American Association of Cable Broadband Operators and he also previously served as member of the board of directors of the GSMA. He is a citizen of the United States and Colombia and received a degree in Economics, a degree in Law, and a postgraduate degree in Financial Law from Universidad de los Andes in Bogota. We believe that Mr. Ramos' experience in the telecommunications and media industries make him a valued presence on our board.

Board of Directors and Committees of the Board of Directors

Our board of directors meets regularly throughout the year on an established schedule. The board also holds special meetings and executive sessions and acts by written consent from time to time as necessary. The Company held an annual stockholders' meeting in 2019, which all of the directors attended. Members of the board of directors are encouraged to attend the annual meeting each year. In 2019, the full board of directors held twelve meetings and acted four times by unanimous written consent. All directors attended 75% or more of the aggregate meetings of the board and of the board committees on which they served during 2019.

The board of directors delegates authority to act with respect to certain matters to board committees whose members are appointed by the board of directors. The current committees of the board of directors are the

following: Audit Committee, Compensation and Benefits Committee, Nominating and Corporate Governance Committee, Section 162(m) Committee and Finance Committee. The Audit, Compensation and Benefits, Nominating and Governance and Finance Committees each have a charter that is available on our website, www.charter.com.

Charter's Audit Committee is responsible for overseeing the Company's accounting and financial reporting processes and the audits of the Company's financial statements, reviewing the work of the independent registered public accounting firm (including resolution of disagreements between management and the public accounting firm regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services and reviewing our risk management program. During 2019, the Audit Committee members consisted of Messrs. Merritt and Markley and Ms. Goodman. Mr. Merritt is Chairman of the Audit Committee. Charter's board of directors has determined that, in its judgment, Mr. Merritt is an audit committee financial expert within the meaning of the applicable federal regulations. All members of the Audit Committee were determined by the board of directors in 2020 to be independent in accordance with the listing standards of NASDAQ and Rule 10A-3 of the Securities Exchange Act of 1934, as amended. The Audit Committee met five times in 2019 and acted one time by unanimous written consent.

The Compensation and Benefits Committee reviews and approves the compensation of the senior management of the Company. During 2019, Messrs. Conn, Maffei, Miron, Ramos and Zinterhofer served on the Compensation and Benefits Committee. Mr. Conn served as the Chairman of the Compensation and Benefits Committee during 2019. All members of the Compensation and Benefits Committee were determined by the board of directors in 2019 to be independent in accordance with the listing standards of NASDAQ and Rule 10C of the Securities Exchange Act of 1934, as amended. The Compensation and Benefits Committee met six times and acted one time by unanimous written consent during 2019.

The Nominating and Corporate Governance Committee oversees corporate governance, including recommending board and committee nominations, the Corporate Governance Guidelines, determining director independence and environmental, social and governance matters. During 2019, Messrs. Markley, Meyer, Jacobson, Newhouse and Zinterhofer served on the Nominating and Corporate Governance Committee. Mr. Markley is the Chairman of the Nominating and Corporate Governance Committee. All members of the Nominating and Corporate Governance Committee were determined by the board in 2019 to be independent in accordance with the listing standards of NASDAQ. The Nominating and Corporate Governance Committee considers candidates proposed by stockholders if adequate information is submitted in a timely manner (see "Nomination and Qualifications of Directors" below). The Nominating and Corporate Governance Committee met four times in 2019.

The Section 162(m) Committee reviews the Company's compensation for purposes of qualifying as performance-related compensation and thus meeting the provisions under Internal Revenue Code Section 162(m) for deductibility. In 2019, the Section 162(m) Committee was comprised of Messrs. Conn and Zinterhofer. In 2019, this committee acted one time by unanimous written consent.

The Finance Committee reviews the Company's financing activities and approves the terms and conditions of certain financing transactions, in consultation with the Company's legal and financial advisors. During 2019, Messrs. Conn, Maffei, Merritt, Newhouse and Zinterhofer served on the Finance Committee. The Finance Committee met once and acted eight times by unanimous written consent during 2019.

From time to time, the board of directors may create "ad hoc" committees for specific projects or transactions. There were no ad hoc committees created in 2019.

The Company's Nominating and Corporate Governance Committee of the board of directors and the board of directors have determined that a majority of the thirteen current directors are independent. The Committee and the board of directors have specifically determined that Ms. Goodman and Messrs. Conn, Jacobson, Markley, Merritt, Ramos and Zinterhofer are independent directors under NASDAQ rules. The Nominating and Corporate Governance Committee and the board of directors also determined that Messrs. Maffei, Meyer and Nair are

independent under the NASDAQ rules; however, their status or relationship with Liberty Broadband, a stockholder of the Company, prohibits an independence finding under SEC rules for Audit Committee membership purposes. Similarly, the Nominating and Corporate Governance Committee and the board of directors determined that Messrs. Miron and Newhouse are independent under the NASDAQ rules; however, their status or relationship with A/N, a stockholder of the Company, prohibits an independence finding under SEC rules for Audit Committee membership purposes. The Nominating and Corporate Governance Committee and the board of directors further determined that Messrs. Maffei, Meyer, Miron, Nair and Newhouse's status or relationship with a stockholder of the Company does not prohibit a finding of independence under SEC rules and NASDAQ Rule 5605(d)(2) for Compensation and Benefits Committee membership purposes. Mr. Rutledge is the Chairman of the Board and Chief Executive Officer of the Company and is thus not independent.

Nomination and Qualifications of Directors

Candidates for director are nominated by the board of directors, based on the recommendation of the Nominating and Corporate Governance Committee and subject to certain requirements under the Stockholders Agreement. Charter's Corporate Governance Guidelines provide that, among other things, candidates for new board membership to be considered by Charter's board of directors should be individuals from diverse business and professional backgrounds with unquestioned high ethical standards and professional achievement, knowledge and experience. The Corporate Governance Guidelines provide that a candidate's contribution of diversity to the board of directors (based on common factors associated with diversity such as gender, race/ethnicity and other background characteristics that enhance the diversity of the board) will be one of the many elements to be considered in evaluating candidates. Further, the board of directors and the Nominating and Corporate Governance Committee believe that it is important that board members represent diverse viewpoints. In considering candidates for the board of directors, the Nominating and Corporate Governance Committee considers the entirety of each candidate's credentials in the context of these standards. In addition, director candidates must be individuals with the time and commitment necessary to perform the duties of a board member and other special skills that complement or supplement the skill sets of current directors.

We believe that the board of directors is comprised of an effective mix of experience, backgrounds, knowledge, and skills, including the following:

- Nine directors have experience and demonstrated expertise in managing large, complex organizations, such as serving as CEOs or next-level executives of a significant company or organization;
- Four directors have significant financial, accounting or other risk management expertise;
- Two directors have significant technology and product development experience; and
- Eleven directors have experience on one or more boards of other significant public or nonprofit organizations.

In addition, we believe that all of our directors have the following attributes that positively contribute to our board of directors:

- Experience with video, internet, telephone, wireless or media businesses;
- Experience with significant transactions, including financings, investments and acquisitions;
- Judgment, skill, integrity and reputation; and
- Diversity of life experiences and backgrounds, as well as gender and ethnic diversity.

In January 2016, Charter entered into a memorandum of understanding (the "MOU") with leaders of several leading national civic organizations that took effect upon the closing of the Transactions (as defined below). The MOU identifies specific diversity initiatives and establishes a plan of action to guide the collaborative efforts of the Company and a wide array of diverse civic and leadership organizations. As part of the MOU, Charter committed to a number of concrete actions, including appointing at least one African American, one Asian American/Pacific Islander and one Latino American to its newly formed board of directors within two years of the close of the Transactions. Charter has met this commitment.

Stockholders may nominate persons to be directors by following the procedures set forth in our Bylaws. These procedures require the stockholder to deliver timely notice to the Corporate Secretary at our principal executive offices. That notice must contain the information required by the Bylaws about the stockholder proposing the nominee and about the nominee. No stockholder nominees have been proposed for this year's meeting.

Stockholders also are free to suggest persons directly to the board of directors to consider as nominees. The board of directors will consider those individuals if adequate information is submitted in a timely manner (see "Stockholder Proposal for 2020 Annual Meeting" below for deadline requirements) in writing to the board of directors at the Company's principal executive offices, in care of the General Counsel.

In July 2018, Dr. John C. Malone retired from the board of directors, but continues to serve as a director emeritus. As a director emeritus, Dr. Malone continues to attend board of director meetings, but does not have a vote on matters presented. Dr. Malone previously served on the board of directors as a designee of Liberty Broadband under the terms of the Stockholders Agreement.

Governance Impacts of TWC and Bright House Transactions

On May 23, 2015, the Company entered into an Agreement and Plan of Mergers (the "Merger Agreement") with the company formerly known as Charter Communications, Inc. ("Legacy Charter"), Time Warner Cable Inc. ("Legacy TWC"), and certain other subsidiary entities, pursuant to which the parties engaged in a series of transactions that resulted in Legacy Charter and Legacy TWC becoming wholly owned subsidiaries of Charter (the "TWC Transaction"), on the terms and subject to the conditions set forth in the Merger Agreement. After giving effect to the TWC Transaction, Charter became the new public company parent that holds the operations of the combined companies.

On March 31, 2015, the Company entered into a definitive Contribution Agreement (the "Contribution Agreement"), which was amended on May 23, 2015 in connection with the execution of the Merger Agreement, with A/N, A/NPC Holdings LLC, Legacy Charter and Charter Communications Holdings, LLC ("Charter Holdings"), pursuant to which the Company became the owner of the membership interests in Bright House Networks, LLC ("Bright House") and any other assets (other than certain excluded assets and liabilities and non-operating cash) primarily related to Bright House (the "Bright House Transaction," and together with the TWC Transaction, the "Transactions").

In connection with Liberty Media's investment in Charter, which was later transferred to Liberty Broadband Corporation ("Liberty Broadband"), the Company entered into a stockholders agreement dated as of March 19, 2013, between Charter and Liberty Media, which was amended by an Amendment to Stockholders Agreement, dated as of September 29, 2014, among Charter, Liberty Media and Liberty Broadband (the "Liberty Stockholders Agreement"). Messrs. Maffei, Meyer and Nair have been appointed to the board of directors pursuant to that agreement. In connection with the Transactions on May 23, 2015, Charter entered into the Amended and Restated Stockholders Agreement with Liberty Broadband, A/N and Legacy Charter and the Charter Holdings Limited Liability Operating Agreement ("LLC Agreement") with Liberty Broadband and A/N. As of the closing of the Transactions on May 18, 2016, the Stockholders Agreement replaced the previous stockholders agreement with Liberty Broadband. Messrs. Miron and Newhouse were appointed to the board of directors pursuant to the Stockholders Agreement and the number of directors nominated by Liberty Broadband was reduced from four members to three members.

Under the terms of the Stockholders Agreement and Charter's amended and restated certificate of incorporation, the number of Charter's directors is fixed at thirteen. Pursuant to the Stockholders Agreement, Mr. Rutledge was also offered and accepted the role of Chairman and CEO of the Company. Two designees selected by A/N are members of the board of directors of Charter and three designees selected by Liberty Broadband are members of the board of directors of Charter. The remaining eight directors are not affiliated with either A/N or Liberty Broadband. Each of A/N and Liberty Broadband is entitled to designate at least one

director to each of the committees of Charter's board of directors, subject to applicable stock exchange listing rules and certain specified voting or equity ownership thresholds for each of A/N and Liberty Broadband, and provided that the Nominating and Corporate Governance Committee and the Compensation and Benefit Committee each have at least a majority of directors independent from A/N, Liberty Broadband and the Company (referred to as the "unaffiliated directors"). Each of the Nominating and Corporate Governance Committee and the Compensation and Benefits Committee is currently comprised of three unaffiliated directors and one designee of each of A/N and Liberty Broadband. Neither A/N nor Liberty Broadband has designated a director to serve on the Audit Committee that meets applicable stock exchange listing rules, but each has designated a director to serve in an observer role on the Audit Committee. A/N and Liberty Broadband also have certain other committee designation and other governance rights. Upon the closing of the Transactions, Mr. Rutledge, the Company's Chief Executive Officer ("CEO"), became the chairman of the board of Charter.

Under the Stockholders Agreement, Liberty Broadband and A/N are required to vote (subject to the applicable voting cap) their respective shares of Charter Class A common stock and Charter Class B common stock for the director nominees nominated by the nominating and corporate governance committee of the board of directors, including the respective designees of Liberty Broadband and A/N, and against any other nominees, except that, with respect to the unaffiliated directors, Liberty Broadband and A/N must instead vote in the same proportion as the voting securities are voted by stockholders other than A/N and Liberty Broadband or any group which includes any of them are voted, if doing so would cause a different outcome with respect to the unaffiliated directors.

Board Leadership Structure, Company Strategy and Risk Oversight

Mr. Rutledge is the Chairman of the board of directors and Mr. Zinterhofer is the Lead Independent Director. Although the Company previously separated the roles of CEO and Chairman of the board, in connection with the negotiation of the Transactions, the Company determined that it was in the best interest of the combined company to combine the roles. The Chairman and CEO is responsible for setting the strategic direction for the Company and the day to day leadership and performance of the Company, while the Lead Independent Director consults with the Chairman and CEO and presides over meetings of the board of directors when the Chairman and CEO is not present as well as providing leadership for the non- A/N and non- Liberty Broadband directors.

Every year, the Nominating and Corporate Governance Committee reviews and makes a recommendation on the appropriate governance framework for board leadership. The Committee takes into consideration governance best practices and the facts and circumstances of our board. In connection with this process, the Company determined that board leadership is best provided through the combination of a unified Chairman and CEO, a clearly defined and significant lead independent director role, active and strong committee chairs, and independent-minded, skilled, engaged, diverse and committed directors. The board believes that its current structure and governance allows it to provide effective challenge and oversight of management.

The Board regularly discusses with management the Company's competitive positioning, strategic dynamics and business priorities. The Company is the second largest cable operator in the United States and a leading broadband communications services company providing video, Internet and voice services to approximately 29.2 million residential and small and medium business customers as of December 31, 2019. We also offer mobile service to residential customers and recently launched mobile service to small and medium business customers. In addition, we sell video and online advertising inventory to local, regional and national advertising customers and tailored communications and managed solutions to larger enterprise customers. We also own and operate regional sports networks and local sports, news and community channels. The Board advises management with respect to the Company's strategy with respect to each of these business areas.

The Board also discusses with management the Company's strategies to effectively operate within each of our service areas. These discussions support our core strategy, which is to use our network to deliver high quality products at competitive prices, combined with outstanding service. This strategy, combined with simple, easy to understand pricing and packaging, is central to our goal of growing our customer base while selling more of our

core connectivity services, which include both fixed and mobile Internet, video and voice services, to each individual customer. We execute this strategy by managing our operations in a consumer-friendly, efficient and cost-effective manner. Our operating strategy includes insourcing nearly all of our customer care and field operations workforces, which results in higher quality service delivery. While an insourced operating model can increase the field operations and customer care costs associated with individual service transactions, the higher quality nature of insourced labor service transactions significantly reduces the volume of service transactions per customer, more than offsetting the higher investment made in each insourced service transaction. As we reduce the number of service transactions and recurring costs per customer relationship, we continue to provide our customers with products and prices that we believe provide more value than what our competitors offer. The combination of offering high quality, competitively priced products and outstanding service, allows us to both increase the number of customers we serve over our fully deployed network, and to increase the number of products we sell to each customer. This combination also reduces the number of service transactions we perform per relationship, yielding higher customer satisfaction and lower customer churn, resulting in lower costs to acquire and serve customers.

In addition to discussions with management, our non-management directors meet regularly in executive sessions that are chaired by our Lead Independent Director with no member of management present. Non-management directors use these executive sessions to discuss matters of concern, as well as evaluations of the CEO and senior management, management and board successions, matters to be included on board agendas, and additional information the board would like management to provide to them.

The chairs and all members of the board committees are independent directors. These chairs shape the agenda and information presented to their committees. Oversight of critical issues within these committees is owned by the independent directors. All directors have full access to all members of management and all employees on a confidential basis.

The full board of directors oversees the various risks to the Company, delegating to the various committees specific responsibilities. The Audit Committee reviews our Enterprise Risk Management (“ERM”) Program on a regular basis, and the board of directors regularly reviews reports from management and the Audit Committee regarding the ERM Program. The Audit Committee meets regularly with members of management in executive session, as well as separately with each of the General Counsel, the Senior Vice President of Internal Audit Services and representatives of our independent registered public accounting firm. The Compensation and Benefits Committee oversees our succession planning and compensation policies and practices, including reviewing our incentive and equity-based compensation plans and benefits plans. The Nominating and Corporate Governance Committee oversees corporate governance, including recommending board and committee nominations and the Corporate Governance Guidelines and determining director independence.

Risk Assessment

An independent consultant was engaged to perform a risk assessment of the Company’s compensation programs and did not identify any material risks that might adversely impact the financial health or performance of the Company. After review of the work and conclusion of the independent consultant, the Compensation and Benefits Committee agreed with the conclusion reached by the independent consultant.

Stockholder Contact with Directors

Individuals may communicate directly with members of the board of directors or members of the board’s standing committees by writing to the following address:

Charter Communications, Inc.
400 Atlantic Street
Stamford, CT 06901
Attn: Corporate Secretary

The Corporate Secretary will summarize all correspondence received, subject to the standards below, and periodically forward summaries to the board of directors. Members of the board may at any time request copies of any such correspondence. Communications may be addressed to the attention of the board of directors, a standing committee of the board of directors, or any individual member of the board of directors or a committee. Communication that is primarily commercial in nature, relates to an improper or irrelevant topic, or requires investigation to verify its content may not be forwarded. Communications including substantive accounting matters will be forwarded to the Chair of the Audit Committee.

2019 Director Compensation

The non-employee director compensation package for 2019 included an annual retainer of \$120,000 in cash or equity. The non-employee director compensation package also included an annual award of \$180,000 in restricted stock, except with respect to the Lead Independent Director, who received an annual award of \$330,000 in restricted stock. In addition to these annual retainers, under the non-employee director compensation package, the Audit Committee chair receives \$30,000 per year, the Compensation and Benefits Committee chair receives \$25,000 per year, and the Nominating and Corporate Governance Committee chair receives \$20,000 per year. Each Audit Committee member (including the chair) receives \$30,000 per year, each Compensation and Benefits Committee member (including the chair) receives \$25,000 per year, each Finance Committee member receives \$20,000 per year and each Nominating and Corporate Governance Committee member (including the chair) receives \$20,000 per year. Mr. Rutledge, Charter's Chairman of the Board and CEO, was the only current director who was also an employee during 2019.

The following table sets forth information regarding the compensation paid or issued to those non-employee members of the board of directors listed below for services rendered for the fiscal year ended December 31, 2019.

Name	Fees Earned or Paid in Cash (\$) (1)	Stock Awards (\$) (2)	Total (\$)
W. Lance Conn	190,000	179,878	369,878
Kim C. Goodman	69,534	299,558	369,092
Craig Jacobson	20,000	299,558	319,558
Gregory B. Maffei	45,000	299,558	344,558
John D. Markley, Jr.	190,000	179,878	369,878
David Merritt	200,000	179,878	379,878
James E. Meyer	140,000	179,878	319,878
Steven A. Miron	25,000	299,558	324,558
Balan Nair	—	299,558	299,558
Michael Newhouse	160,000	179,878	339,878
Mauricio Ramos	145,000	179,878	324,878
Eric Zinterhofer	115,384	399,621	515,005

(1) Cash compensation to the directors is paid in advance on a quarterly basis. In addition to the annual retainer, Mr. Conn received payments for his service as the Compensation and Benefits Committee chair, as a member of the Compensation and Benefits Committee and as a member of the Finance Committee. From January 1, 2019 to April 29, 2019, Ms. Goodman received the prorated annual retainer of \$39,534 and Ms. Goodman elected to receive her annual retainer in equity for the period from April 30, 2019 to April 20, 2020. Ms. Goodman also received payments for her service as a member of the Audit Committee. Mr. Jacobson elected to receive his annual retainer in equity for 2019 and he received payments for his service as a member of the Nominating and Corporate Governance Committee. Mr. Maffei elected to

receive his annual retainer in equity for 2019 and he received payments for his service as a member of the Compensation and Benefits Committee and as a member of the Finance Committee. In addition to the annual retainer, Mr. Markley received payments for his service on the Audit Committee, and as chair and as a member of the Nominating and Corporate Governance Committee. In addition to the annual retainer, Mr. Merritt received payments for his service as chair and as a member of the Audit Committee and for his service on the Finance Committee. In addition to the annual retainer, Mr. Meyer received payments for his service as a member of the Nominating and Corporate Governance Committee. Mr. Miron elected to receive his annual retainer in equity for 2019 and he received payments for his service on the Compensation and Benefits Committee. Mr. Nair elected to receive his annual retainer in equity for 2019 and did not serve on any committees during 2019. In addition to the annual retainer, Mr. Newhouse received payments for his service as a member of the Nominating and Corporate Governance Committee and as a member of the Finance Committee. In addition to the annual retainer, Mr. Ramos received payments for his service on the Compensation and Benefits Committee. Mr. Zinterhofer elected to receive his annual retainer in equity for the period from April 30, 2018 to April 29, 2019 and from October 1, 2019 to April 29, 2020. For service from April 30, 2019 to September 30, 2019, Mr. Zinterhofer received the prorated annual retainer of \$50,384. Mr. Zinterhofer also received payments for his service as a member of the Compensation and Benefits Committee, the Finance Committee and the Nominating and Corporate Governance Committee.

- (2) Represents the grant date fair value of restricted stock grants for directors, which were granted on April 23, 2019 and vest one year after the date of grant (April 23, 2020). Amounts include the annual equity retainer granted to all directors with a grant date fair value of \$179,878 (and \$329,657 for Mr. Zinterhofer as the Lead Independent Director). For Ms. Goodman and Messrs. Jacobson, Maffei, Miron, and Nair amounts also include the annual retainer that they elected to receive in the form of equity and which had a grant date fair value of \$119,680. Mr. Zinterhofer received a grant on July 23, 2019 with a grant date fair value of \$69,964 upon his election to receive the remainder of his annual retainer in equity for service for the period from October 1, 2019 to April 29, 2020. The grant date fair value amount was calculated in accordance with accounting guidance related to share-based payment transactions (FASB Topic 718). For more information on FASB Topic 718, see “Impact of Tax and Accounting” under Compensation Discussion and Analysis.

Executive Officers

Our executive officers for purposes of Section 16 of the Securities and Exchange Act and our other Executive Vice Presidents as of the date hereof, listed below, are elected by the board of directors annually, and each serves at the pleasure of the board of directors or until his or her successor is elected and qualified or until his or her earlier resignation or removal.

Executive Officer Positions

<u>Section 16 Executive Officers</u>	<u>Position</u>
Thomas M. Rutledge	Chairman and Chief Executive Officer
John Bickham	President and Chief Operating Officer
David G. Ellen	Senior Executive Vice President
Christopher L. Winfrey	Chief Financial Officer
Richard R. Dykhouse	Executive Vice President, General Counsel and Corporate Secretary
Jonathan Hargis	Executive Vice President, Chief Marketing Officer
Kevin D. Howard	Executive Vice President, Chief Accounting Officer and Controller

<u>Executive Vice Presidents</u>	<u>Position</u>
Thomas E. Adams	Executive Vice President, Field Operations
William Archer	Executive Vice President, President of Spectrum Enterprise
Mike Bair	Executive Vice President, Spectrum Networks
Catherine C. Bohigian	Executive Vice President, Government Affairs
Richard J. DiGeronimo	Chief Product and Technology Officer
Charles Fisher	Executive Vice President, Corporate Finance and Development
Cliff Hagan	Executive Vice President, Customer Operations
David Kline	Executive Vice President, President of Spectrum Reach
Paul Marchand	Executive Vice President, Human Resources
Stephanie Mitchko	Executive Vice President, Chief Technology Officer
Tom Montemagno	Executive Vice President, Programming Acquisition
James Nuzzo	Executive Vice President, Financial Planning and Analysis and Business Planning
Scott Weber	Executive Vice President, Network Operations

Information regarding our executive officers and our other senior company leaders, other than Mr. Rutledge who also serves as a director, is set forth below.

John Bickham, 70, *President and Chief Operating Officer*. Mr. Bickham joined Charter as Executive Vice President and COO in 2012. He was named President in July 2016. Mr. Bickham joined Charter from Cablevision, where he served as President of Cable and Communications. Earlier in his career, Mr. Bickham was Executive Vice President for Time Warner Cable with corporate responsibility for several large markets. Mr. Bickham was a founding executive of KBLCOM in 1986, a cable company that partnered with American Television and Communications, a predecessor company of Time Warner Cable. Mr. Bickham serves on the Cable Center Board and was honored with the industry's Vanguard Award for Cable Operations Management in 2007. He received a B.S. in electrical engineering from Texas A&I, now known as Texas A&M-Kingsville.

David G. Ellen, 55, *Senior Executive Vice President*. Mr. Ellen joined Charter as Senior Executive Vice President in 2016. Mr. Ellen oversees several business and corporate functions including Programming, Spectrum Networks, Human Resources, Communications, Diversity, Security, regulatory policy support and compliance, and legal support for several of those areas. Mr. Ellen joined Charter from Cablevision, where he served as Executive Vice President and General Counsel. Before Cablevision, Mr. Ellen served as Deputy General Counsel at IAC, the multi-brand media and internet company. Earlier in his career, Mr. Ellen worked at the Federal Communications Commission and before that was a law clerk for now retired Justice Sandra Day O'Connor at the U.S. Supreme Court. He also clerked for Justices Stephen Breyer and Ruth Bader Ginsburg when they were each on the U.S. Court of Appeals. He received a B.A. from Harvard College, a law degree from Harvard Law School, where he was President of the Harvard Law Review, and a master's degree from Cambridge University, where he was a Marshall Scholar.

Christopher L. Winfrey, 44, *Chief Financial Officer*. Mr. Winfrey joined Charter as Chief Financial Officer in 2010. Mr. Winfrey is responsible for Charter's accounting, financial planning and analysis, tax and treasury functions, as well as mergers and acquisitions, capital structure activities and investor relations. In 2019, Mr. Winfrey also became responsible for Spectrum Enterprise and Spectrum Reach. Mr. Winfrey joined Charter from Unitymedia GmbH, Germany's second-largest cable operator, where he served as Chief Financial Officer, and separately as Managing Director for Unitymedia's cable operations, broadcasting and satellite entities. Earlier in his career, Mr. Winfrey served as Senior Vice President, Corporate Finance and Development at Cablecom, GmbH for three years. He was also Director of Financial Planning and Analysis of NTL

Incorporated's continental European operations, and a senior associate in the private equity group at Communications Equity Associates. Mr. Winfrey has spent over 20 years in the cable industry, and in 2015 received The Internet & Television Association's (NCTA) Vanguard Award for Young Leadership. He currently serves on the board of directors for the Greenwich Center for Hope and Renewal. He received a B.S. in accounting and an MBA from the University of Florida.

Richard R. Dykhous, 56, *Executive Vice President, General Counsel and Corporate Secretary*. Mr. Dykhous has served as Executive Vice President, General Counsel and Corporate Secretary since 2013 having previously been Senior Vice President, General Counsel since January 2011 and a Vice President of Charter from 2006 to 2011. Mr. Dykhous received a bachelor's degree in finance from Olivet Nazarene University, an M.B.A. from Indiana University and a J.D. degree from Indiana University Robert H. McKinney School of Law.

Jonathan Hargis, 63, *Executive Vice President, Chief Marketing Officer*. Mr. Hargis joined Charter as Executive Vice President and Chief Marketing Officer in 2012. Mr. Hargis oversees the company's sales and marketing strategy and decisions. Mr. Hargis joined Charter from Cablevision, where he most recently served as Executive Vice President, Marketing. Earlier in his career, Mr. Hargis served in various leadership roles at AT&T. Mr. Hargis served on the board of the Cable & Telecommunications Association for Marketing Educational Foundation from April 2008 to March 2012 and chaired the board from September 2011 to March 2012. He received a B.A. from Otterbein College and an MBA from Wright State University.

Kevin D. Howard, 50, *Executive Vice President, Chief Accounting Officer and Controller*. Mr. Howard was promoted to his current role as Executive Vice President, Chief Accounting Officer and Controller in July 2019. Prior to that he served as Senior Vice President — Finance, Controller and Chief Accounting Officer since December 2009. From August 1, 2010 through October 31, 2010, Mr. Howard served as Interim Chief Financial Officer. From April 2006 to December 2009, Mr. Howard served as Vice President, Controller and Chief Accounting Officer. Mr. Howard is responsible for Charter's operational and technical accounting, financial reporting, payables, and enterprise resource planning operations. Prior to that, he served as Vice President of Finance from April 2003 until April 2006 and as Director of Financial Reporting since joining Charter in April 2002. Mr. Howard joined Charter from Arthur Andersen LLP, where he served as an auditor in the audit division for nearly a decade. Mr. Howard received a bachelor's degree in finance and economics from the University of Missouri — Columbia and is a certified public accountant and certified managerial accountant.

Thomas E. Adams, 64, *Executive Vice President, Field Operations*. Mr. Adams joined Charter as Executive Vice President, Field Operations in 2012. Mr. Adams has national oversight of Field Operations for the company. Mr. Adams joined Charter from Time Warner Cable, where he spent 17 years and served as Regional Vice President of Operations for Wisconsin and Regional Vice President of Operations for Eastern Carolina. Earlier in his career, Mr. Adams worked for NewChannels Corporation in various leadership roles including Vice President of New Business. He received an associate degree in applied science, engineering from State University of New York at Delhi, and a B.S. in engineering from Florida International University.

William Archer, 62, *Executive Vice President, President of Spectrum Enterprise*. Mr. Archer joined Charter Communications in October 2019 as Executive Vice President and President of Spectrum Enterprise. Mr. Archer, an industry veteran with more than 35 years of experience in telecommunications most recently served as Managing Director of Business at eir Group, the principle provider of fixed-line and mobile communications services in Ireland. Prior to joining eir in 2012, Mr. Archer spent more than 30 years at AT&T where he held a range of senior leadership positions across AT&T Business including President of Advanced Solutions, Executive Vice President of Strategy and Transformation, President of EMEA (Europe, Middle East, and Africa), Senior Vice President of Product Management, and Chief Marketing Officer. Mr. Archer earned a Bachelor of Science in Business Administration from Providence College.

Mike Bair, 63, *Executive Vice President, Spectrum Networks*. Mr. Bair joined Charter as Executive Vice President, Spectrum Networks in 2016. Mr. Bair oversees Spectrum Networks, a series of 24/7 local news, and regional sports networks owned and operated by Charter. Mr. Bair joined Charter from Bleachers Corp., where he served as Chief Executive Officer of the startup streaming media company. Earlier in his career, Mr. Bair served as President of Madison Square Garden's Media Group where he led the strategic, operational and financial performance of MSG Networks, Fuse Music TV, MSG Interactive, MSG Radio and all sponsorship and ad sales for the parent company. Mr. Bair also previously served as President, Product Management and Marketing for the cable division at Cablevision, where he was responsible for product strategy, programming, marketing and advertising, as well as brand management for the company's video, voice and internet services. Mr. Bair also oversaw Cablevision/Rainbow's national and regional sports networks and held executive positions at HBO, Showtime Networks and Ogilvy and Mather Advertising. He received a B.A. in broadcast communications from Penn State University.

Catherine C. Bohigian, 47, *Executive Vice President, Government Affairs*. Ms. Bohigian joined Charter as Executive Vice President, Government Affairs in 2013. Ms. Bohigian oversees all aspects of Charter's federal, state and local government affairs activities including local and state franchising. She is responsible for developing the company's public policy positions and directing its legislative and regulatory strategies in Washington, D.C. and in the 41 states Charter serves. Ms. Bohigian joined Charter from Cablevision, where she opened its Washington office and served as Senior Vice President, Federal Affairs. Earlier in her career, Ms. Bohigian served as Chief of the Office of Strategic Planning and Senior Advisor to the Chairman at the Federal Communications Commission. Before joining the FCC, she represented telecommunications clients as an attorney at Wiley Rein in Washington. She received a B.A. from Duke University and a Juris Doctor from Harvard Law School.

Richard J. DiGeronimo, 42, *Chief Product and Technology Officer*. Mr. DiGeronimo serves as Charter's Chief Product and Technology Officer. Mr. DiGeronimo joined Charter in 2008 as Vice President of Product Management and has served in several leadership roles, including Senior Vice President of Product and Strategy, Executive Vice President of Product and Strategy, and Executive Vice President, Chief Product Officer. He was appointed to his current position in 2019 and leads Charter's product, engineering, information technology, and business development organizations. Mr. DiGeronimo joined Charter from Level 3 Communications, where he served as Vice President and General Manager of the Cable Markets Group. He also held leadership roles in product management and corporate finance over his eight years at Level 3. Mr. DiGeronimo started his career at Bear Stearns where he focused on technology investment banking. Mr. DiGeronimo was named Women in Cable Telecommunications (WICT) Rocky Mountain Mentor of the Year in 2015 and serves as event co-chair of Adaptive Spirit, the primary fundraiser for the United States Paralympics Ski and Snowboard Teams. He received a BBA from the Ross School of Business at the University of Michigan where he graduated with High Distinction.

Charles Fisher, 50, *Executive Vice President, Corporate Finance and Development*. Mr. Fisher serves as Charter's Executive Vice President, Corporate Finance & Development at Charter. In his prior role as Senior Vice President, Corporate Finance, he managed Charter's debt and equity capital markets strategy and execution, mergers and acquisitions and corporate development including equity investments and joint ventures since he joined the Company in 2013. Mr. Fisher's responsibilities expanded in 2019 to include Investor Relations and Procurement, in addition to providing more dedicated corporate development leadership for Spectrum Enterprise and Spectrum Reach. Mr. Fisher joined Charter in 2013 from Guggenheim Partners, where he was a Senior Managing Director for Telecoms & Media. Prior to joining Guggenheim Securities, he was at Nomura Securities where he headed the Media Investment Banking practice for the Americas. Earlier in his career, Mr. Fisher served as a Managing Director and led Lehman Brothers' and Nomura's European Cable Investment Banking business in London, and was a Managing Director for Lehman Brothers in both London and New York. He received a B.A. from Queen's University in Ontario and an MBA from Columbia Business School.

Cliff Hagan, 59, *Executive Vice President, Customer Operations*. Mr. Hagan serves as Charter's Executive Vice President, Customer Operations. Mr. Hagan joined Charter in 2015 as Vice President, Business Integration

and has served in several leadership roles, including Group Vice President of Technical Operations Support, and Senior Vice President of Shared Services for Customer Operations. He was appointed to his current position in 2019 and leads Charter's Customer Operations, including customer service, billing operations and credit and collections. Prior to joining Charter, Mr. Hagan served as Senior Vice President, Enterprise IT, for Cablevision. He also held multiple leadership positions at GE Aerospace and in the U.S. Navy. He received a B.S. in engineering from the United States Naval Academy.

David Kline, 62, *Executive Vice President, President of Spectrum Reach*. Mr. Kline serves as Charter's Executive Vice President, and President of Spectrum Reach, the advertising sales division of Charter. Mr. Kline joined Charter in 2015 and provides strategic leadership to guide the company in both the traditional and advanced TV advertising space. Spectrum Reach is responsible for selling inventory on all Charter and affiliated cable systems as well as Spectrum news and sports networks. The company offers highly-targeted, integrated advertising solutions across a variety of media platforms including linear television, VOD, IP streaming, curated online display, video and social inventory. Mr. Kline joined Charter from Visible World (now FreeWheel), where he served as President and Chief Operating Officer, directing their household addressable sales and programmatic advertising efforts. Earlier in his career, Mr. Kline served as President and Chief Operating Officer of Cablevision Media Sales (now Altice Media Solutions) for more than 17 years. He oversaw the company's advertising businesses and spearheaded many firsts for the cable industry including the launches of linear household addressability, successful interactive applications and data-infused media campaigns. Mr. Kline serves on the board of directors for the Video Advertising Bureau, NCC Media, Canoe and 605. He received a B.A. in a personalized study program focusing on marketing, finance, accounting and management from The Ohio State University.

Paul Marchand, 50, *Executive Vice President, Human Resources*. Mr. Marchand joined Charter as Executive Vice President, Human Resources in 2015. Mr. Marchand is responsible for all human resources strategies, policies and practices for all employees. He oversees all aspects of HR including recruitment, training and development, HR operations including payroll, HR shared services and HR systems, as well as compensation and benefits. Mr. Marchand joined Charter from PepsiCo, most recently serving as Senior Vice President of Human Resources for the North America Beverages division. Earlier in his career he served in human resources roles at Merrill Lynch, JP Morgan and the May Department Stores. He received a B.A. in advertising from Syracuse University and a master's degree in organizational psychology from Columbia University.

Stephanie Mitchko, 54, *Executive Vice President, Chief Technology Officer*. Ms. Mitchko joined Charter Communications in 2019 as Executive Vice President, Chief Technology Officer. Ms. Mitchko oversees Charter's Network, Mobile, Video and Software Engineering teams, as well as Network Architecture, Technology Policy, and Emerging Technology organizations. Ms. Mitchko joined Charter from Cadent, a provider of data-driven solutions for buying and selling TV advertising, where she served as joint Chief Technology Officer and Chief Operating Officer. Earlier in her career, she was Senior Vice President of Video Infrastructure Software at Cablevision where she was responsible for the software development of new consumer-facing technologies. She received a B.S. in electrical engineering from Polytechnic University in New York. She teaches as a guest lecturer at NYU Stern School of Business and is a member of the NYU Poly Enterprise Learning Board.

Tom Montemagno, 53, *Executive Vice President, Programming Acquisition*. Mr. Montemagno joined Charter as Executive Vice President, Programming Acquisition in 2016. Mr. Montemagno leads Charter's negotiations with a full range of content providers from major multichannel media companies and sports networks to local broadcasters. Those negotiations extend to all facets of programming offerings, including On Demand and streaming rights on multiple platforms. Mr. Montemagno joined Charter from Cablevision, where he most recently served as Executive Vice President of Programming. During his 27-year tenure at Cablevision, he held various leadership positions in the programming department including Senior Vice President of Programming Acquisition. He received a B.S. in marketing from St. John's University.

James Nuzzo, 58, *Executive Vice President, Financial Planning and Analysis and Business Planning*. Mr. Nuzzo serves as Charter's Executive Vice President, Financial Planning and Analysis and Business Planning at Charter. Mr. Nuzzo joined the company in 2014 to oversee business planning for Cable Operations, working closely with Field Operations, Customer Service, Marketing, Network Operations, Technology and the Product teams. His areas of oversight expanded in 2019 to include Charter's Corporate Financial Planning & Analysis and Business Planning, Business Intelligence, Revenue Assurance and Corporate Services Functions. Mr. Nuzzo joined Charter from Cablevision where he served as Senior Executive Vice President, Operations and Business Planning. He spent 27 years at Cablevision in several business planning positions at the executive level. Earlier in his career, Mr. Nuzzo was a finance executive at Rainbow Advertising Sales Corporation, the advertising sales division of Rainbow Media, now AMC Networks. He received a BBA with an emphasis on accounting from Hofstra University.

Scott Weber, 64, *Executive Vice President, Network Operations*. Mr. Weber joined Charter as Executive Vice President, Network Operations in 2012. Mr. Weber handles all network operations across the Charter footprint. Mr. Weber joined Charter from Cablevision where he served as Executive Vice President, Engineering Network Management. Prior to Cablevision, Mr. Weber spent two decades at Comcast Corporation, leading technical operations, engineering operations and network management in various roles. He is a member of Society of Cable Telecommunications Engineers, the Institute of Electrical and Electronics Engineers and American Radio Relay League.

Compensation Committee Interlocks and Insider Participation

During 2019, no member of Charter's Compensation and Benefits Committee was an officer or employee of Charter or any of its subsidiaries. During 2019, Mr. Zinterhofer served as Lead Independent Director and Mr. Rutledge served as Chairman of the Board and CEO.

During 2019: (1) none of Charter's executive officers served on the compensation committee of any other company that has an executive officer currently serving on Charter's board of directors or Compensation and Benefits Committee; and (2) none of Charter's executive officers served as a director of another entity in circumstances where an executive officer of that entity served on the Compensation and Benefits Committee of Charter's board of directors.

Report of the Compensation and Benefits Committee

The following report does not constitute soliciting materials and is not considered filed or incorporated by reference into any other filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, unless we specifically state otherwise.

The Compensation and Benefits Committee has reviewed and discussed with management the Compensation Discussion and Analysis set forth below including the accompanying tables and recommended to the board of directors that it be included in this proxy statement.

W. LANCE CONN, Chairman
GREGORY B. MAFFEI
STEVEN A. MIRON
MAURICIO RAMOS
ERIC L. ZINTERHOFER

COMPENSATION DISCUSSION AND ANALYSIS

This Compensation Discussion and Analysis (“CD&A”) describes important elements of our executive compensation program and compensation decisions for our named executive officers (“NEOs”) in fiscal year 2019. The Compensation and Benefits Committee of our Board of Directors (the “Committee”), working with management and with input from its independent compensation consultant, oversees these programs and determines compensation for our NEOs. This CD&A should be read together with the compensation tables and related disclosures set forth elsewhere in this proxy statement.

Fiscal Year 2019 Named Executive Officers

- Thomas M. Rutledge, Chairman and Chief Executive Officer
- John Bickham, President and Chief Operating Officer
- David G. Ellen, Senior Executive Vice President
- Christopher L. Winfrey, Chief Financial Officer
- Kevin D. Howard, Executive Vice President, Chief Accounting Officer & Controller

Executive Summary

Fiscal 2019 Operational and Financial Highlights

In 2019, Charter realized accelerated customer relationship growth, strong revenue and Adjusted EBITDA results. These results were driven by benefits from the recently completed integration of Time Warner Cable and Bright House and the continued execution of Charter’s product and service strategy, including a reduction in capital expenditures following the completion of capital intensive projects in prior years, the ramp-up of the self-installation program, and the completion of bring your own device capabilities across all Spectrum Mobile sales channels. For the fiscal year ended December 31, 2019:

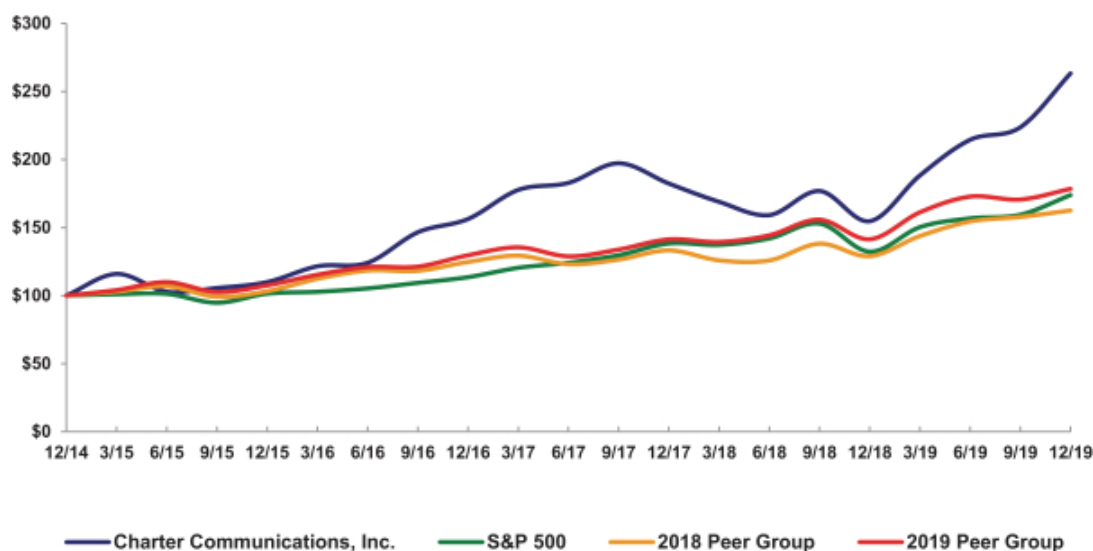
- Total customer relationships grew by 1,132,000, or 4.0%
- Revenue grew by 4.9% to \$45.8 billion
- Adjusted EBITDA grew by 5.0% to \$16.9 billion

Charter also purchased approximately 19.0 million shares of Charter Class A common stock and Charter Holdings common units for approximately \$7.6 billion in 2019.

The graph below tracks Charter’s 5-year total shareholder return (TSR) against the S&P 500 and peer group companies. Since Charter’s peer group was changed in 2019, both current and prior peer group companies are tracked on the graph. The changes to peer group companies are discussed further in this Compensation Discussion & Analysis.

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN*

Among Charter Communications, Inc., the S&P 500 Index,
2018 Peer Group and 2019 Peer Group



*\$100 invested on 12/31/14 in stock or index, including reinvestment of dividends.
Fiscal year ending December 31.

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Pay for Performance Alignment

Charter’s compensation programs are designed to create a strong linkage between the actual compensation earned by our NEOs and Company performance, rewarding both growth-oriented annual operating results as well as sustainable long-term shareholder returns. The following table summarizes the performance-focused nature of Charter’s incentive designs in 2019 and the key outcomes demonstrating the alignment between compensation realized by our NEOs and results achieved by the Company.

2019 Performance-Oriented Incentive Design Features
<i>Annual Incentive Plan</i>
<ul style="list-style-type: none"> • Formulaic plan design with financial metrics that are key indicators of Charter’s success and measures of long-term value creation in a subscription business — metrics reward top and bottom-line performance and the achievement of key strategic objectives for the business, weighted as follows: revenue (30% weighting), Adjusted EBITDA (50% weighting), and Strategic Objectives (20% weighting). • Growth-based performance objectives — threshold, target and maximum performance levels all correspond to positive year-over-year growth in Revenue and Adjusted EBITDA. • Maximum bonus payout level set at 150% of target incentives — provides upside potential to incentivize long-term, sustainable performance through Charter’s growth-oriented strategy.

Long-Term Incentive Plan (Messrs. Rutledge, Bickham, Ellen and Winfrey)*

- **Five-year long-term incentive program (the “2016 Performance-based Program”)** — awards to participants were granted in 2016 and designed to provide value for the five-year period of the grants.
- **Award mix that emphasizes stock price appreciation** — grants were delivered in a mix of 90% stock options and 10% RSUs.
- **Multi-year time-based vesting period** — Eligibility for vesting ranges from 3 to 5 years after grant.
- **Performance-based vesting criteria tied to significant levels of stock price appreciation** — in addition to time-based criteria, the vesting of all awards is further contingent upon the attainment of stock price hurdles that represent price appreciation of approximately 30% to 155% from Charter’s stock price at the commencement of the program; vesting of each tranche does not occur until both the applicable time-based and performance-based vesting criteria have been met; vesting may occur up to six years after grant and, if a given price hurdle is not met within that timeframe, the associated tranche of the award is forfeited.
- **No pay realizable by participants for non-performance** — no value would be received by executives if stock price growth does not exceed 30% within six years after grant.
- **Competitive award opportunities** — individual grant sizes are calibrated such that, over the program’s duration, a minimum of 70% stock price appreciation is required for participants to realize value at the median of Charter’s peer group.
- **2016 Performance-based Program drives shareholder value** — Charter adopted the program in 2016 to drive performance in connection with the integration and implementation of Charter’s business strategies following the Transactions.
 - The day after the completion of the Transactions, Charter’s stock price was \$227.41 per share with a total market capitalization of \$70.2 billion.
 - As of December 31, 2019, the closing price of Charter’s Class A common stock was \$485.08 with a total market capitalization of \$114.1 billion representing a stock price increase of 113% and a total market capitalization increase of 62% or \$43.9 billion.
 - As of February 28, 2020, the share price was \$493.17 and the market capitalization was \$114.5 billion representing a stock price increase of 117% and total market capitalization increase of 63% or \$44.3 billion.

* Mr. Howard participates in Charter’s standard long-term incentive program that provides grants annually in a mix of restricted stock units and stock options, with all awards vesting in full upon the third anniversary of the date of grant. The Committee determined that this program continues to appropriately link Mr. Howard to Charter’s long-term success.

Compensation Actions in 2019

The Committee’s 2019 compensation actions for the NEOs were established in accordance with the section below regarding the process for determining executive compensation. Compensation decisions are made within the framework of the Committee’s compensation philosophy – benchmarking compensation levels against industry and size-appropriate peer group companies, designing pay for performance incentive programs, linking a significant majority of pay to sustained stock price growth, and ensuring that outstanding incentive value appropriately motivates and retains NEOs. Through this approach, the Committee determined the following with respect to setting NEO compensation levels and determining incentive designs for the 2019 fiscal year:

- No changes to base salary, annual incentive or long-term incentive levels for Messrs. Rutledge, Bickham, and Ellen, which have been in plan since 2016.

- Mr. Winfrey’s annual salary and annual incentive opportunity were increased in consideration of market compensation levels for the Chief Financial Officer role and the expansion of Mr. Winfrey’s responsibilities to include oversight of Charter’s Spectrum Enterprise and Spectrum Reach lines of business. Mr. Winfrey’s long-term incentive opportunity was unchanged.
- Mr. Howard’s annual salary, annual incentive opportunity, and long-term incentive opportunity were increased and he was promoted to Executive Vice President, Chief Accounting Officer and Controller. In connection with this promotion, we also entered into a three-year employment agreement with Mr. Howard (see the “Employment Agreements” section below). These changes were approved in consideration of market compensation levels for the Chief Accounting Officer role and the Committee’s determination that the scope and responsibilities of Mr. Howard’s role were commensurate with the Executive Vice President level.
- A formulaic annual incentive plan design was established for the full 2019 fiscal year for all NEOs, tied to the achievement of revenue, Adjusted EBITDA, and Strategic Objectives relating to Capital Management and Charter’s *Spectrum Mobile* business.
- Messrs. Rutledge, Bickham, Ellen and Winfrey did not receive any equity awards in 2019. As Mr. Howard participates in the Company’s annual long-term incentive program, the Committee approved an equity award for him at the time of our annual grants on January 15, 2019 and approved an additional grant effective January 28, 2019 in connection with his increased long-term incentive opportunity.

In addition to the above, in December 2019 the Committee approved the Company’s annual equity program for 2020, with awards under this program granted on January 15, 2020 to all eligible employees. Mr. Howard, who participates in the annual equity program, received a grant of \$1 million delivered in a mix of 90% stock options and 10% RSUs (with the number of awards granted being based on the Black-Scholes value of stock options and the grant price of RSUs) and vesting in full on the third anniversary of the date of grant. The grant value awarded to Mr. Howard in 2020 was the same as that awarded in 2019, with the same equity mix and vesting schedule as other executives at his level.

At the same time the annual equity program for 2020 was approved, the Committee approved 2020 equity awards of \$7.5 million and \$9 million for Messrs. Ellen and Winfrey, respectively. These awards were delivered in the same mix of 90% stock options and 10% RSUs (with the number of awards granted being based on the Black-Scholes value of stock options and the grant price of RSUs) and with the same 3-year vesting schedule as provided to Mr. Howard and other senior executives in the annual equity program. The Committee determined that these 2020 equity awards for Messrs. Ellen and Winfrey were appropriate based on the strong performance achieved so far under the 2016 Performance-based Program – with a 113% increase in stock price since the commencement of the program yielding incremental market capitalization of \$43.9 billion, from May 18, 2016 to December 31, 2019 – and an assessment of the outstanding, unvested equity value that they are projected to realize under the program relative to the anticipated timing of the vesting of the awards. In addition, if the Company did not grant three-year awards in 2020, upon the 2022 expiration of the grants made under the 2016 Performance-based Program, the executives would not have any long-term equity awards eligible for vesting.

In particular, substantial value may be realized under the 2016 Performance-based Program, as four of the five price hurdles have already been achieved (\$289.76, \$364.97, \$455.66 and \$496.58) and over two years remain over which the last price hurdle (\$564.04) can be achieved. The 2020 grants, along with additional awards anticipated to occur in 2021 and 2022, ensure that Messrs. Ellen and Winfrey have an appropriate amount of unvested equity value to motivate performance and provide continued alignment with shareholders as well as retention following the conclusion of the 2016 Performance-based Program. Furthermore, the use of a leveraged equity mix of 90% stock options and 10% RSUs requires continued stock price appreciation in order for these 2020 equity awards to deliver value. With respect to Messrs. Rutledge and Bickham, no 2020 equity grants had been approved as of the end of 2019, although the Committee continuously monitors executive compensation throughout the year, including whether additional equity awards may be appropriate for any of the NEOs.

Process for Determining Executive Compensation

Role of the CEO and Compensation and Benefits Committee

The Compensation and Benefits Committee of our Board of Directors is responsible for overseeing our overall compensation structure, policies and programs and assessing whether our compensation structure results in appropriate compensation levels and incentives for executive management.

Pay levels for our NEOs are determined by the Committee within the framework of the Company's compensation philosophy, as described below, and in consideration of a number of factors, including each individual's roles and responsibilities within Charter, the individual's experience and expertise, pay levels for comparable peer positions both within Charter and in the competitive marketplace, and performance of the individual and Charter as a whole. In determining these pay levels, the Compensation and Benefits Committee considers all forms of compensation and benefits.

Each year, the CEO reviews the performance of each of the other NEOs and recommends both compensation adjustments based on overall competitiveness and effectiveness of the compensation program as well as actual bonus payouts under the annual incentive plan in light of performance against the objectives approved by the Committee. The Committee regularly meets in executive session to consider these matters, and while the Committee considers the CEO's recommendations along with analysis provided by the Committee's compensation consultant, it retains full discretion to set all compensation for our NEOs other than the CEO. With respect to the CEO, the Committee recommends the CEO's compensation to Charter's full Board of Directors, with non-employee directors voting on the approval of any recommendations, subject to any employment agreements.

Role of the Independent Compensation Consultant

The Committee has retained Semler Brossy Consulting Group, LLC ("Semler Brossy") to serve as its independent compensation consultant and assist in fulfilling its responsibilities. Semler Brossy is engaged by and reports directly to the Committee, providing recommendations and advice related to all aspects of Charter's executive compensation program. As necessary, Semler Brossy works with management to obtain information necessary to develop their recommendations.

During the year ended December 31, 2019, Semler Brossy provided no services to Charter other than those provided directly to or for the benefit of the Committee including: attending meetings; providing information, research and analysis pertaining to executive compensation programs; conducting a comprehensive assessment of our annual executive compensation program relative to our peer groups and broader industry data; updating the Committee on market trends and changing practices; and advising on the design of the executive compensation program and the reasonableness of individual compensation targets and awards. The Committee has determined that there was no conflict of interest between its compensation consultant and the Committee during the year ended December 31, 2019.

Compensation Philosophy and Competitive Positioning

The Committee applies the following pay philosophy for purposes of setting NEO compensation and designing annual and long-term incentive programs that motivate performance and retention of our NEOs:

1. Base salary and target annual incentive opportunities are generally positioned between the corresponding 50th and 75th percentile levels of the peer group
2. Annual incentive design that rewards the achievement of meaningful year-over-year growth in revenue and Adjusted EBITDA and the execution of key strategic objectives for the business

3. Long-term equity compensation design that creates a strong linkage between pay and sustained stock price performance, tailored depending on the level and role of the applicable NEO:
- For the Chairman & CEO, President & COO, Sr. Executive Vice President, and Chief Financial Officer roles (Messrs. Rutledge, Bickham, Ellen and Winfrey, respectively and under the 2016 Performance-based Program):
 Structured to not deliver any value for performance below 30% stock price growth over a six-year period
 Potential value realizable by participants targeted at the median of the compensation peer group when stock price growth reaches approximately 70% over a six-year period
 Potential value realizable by participants targeted to reach or exceed the 75th percentile of the compensation peer group when stock price growth is at or above approximately 125% over a six-year period
 - For the EVP, Chief Accounting Officer & Controller (Mr. Howard):
 Long-term incentive grant value targeted at or above the median of the peer group, delivered in a mix of RSUs and stock options, vesting 100% after a three-year period

Compensation Peer Group

The Committee examines Charter's peer group on an annual basis. The Committee uses the following criteria to identify peers:

- North American publicly traded companies, in particular internet providers and organizations in the video programming distribution, wireless communication or advertising spaces
- Size: Approximately \$11 billion to \$176 billion in annual revenue (0.25x to 4.0x the combined Company's revenue)
- Relevant Industries: Cable & Satellite, Integrated Telecommunication Services and Wireless Telecommunications, Movies & Entertainment and Broadcast

In 2019, the Committee reviewed the composition of the peer group and approved two additional peers, Discovery and Netflix, from the broadcasting and movies and entertainment industries. The Committee also approved the removal of BCE, Inc., considering the nature of this company's business and determining that it was no longer sufficiently representative of Charter's market for executive talent, and Time Warner, Inc. was also removed from the peer group following its acquisition by AT&T Inc.

Peer Group			
AT&T Inc.	Comcast Corporation	Liberty Global Plc	T-Mobile US, Inc.
CBS Corporation	Discovery, Inc.	Netflix, Inc.	Verizon Communications Inc.
CenturyLink, Inc.	DISH Network Corp.	Sprint Corporation	Viacom Inc.
Cisco Systems, Inc.	Fox Corp.	The Walt Disney Company	

In addition to the peer group, the Committee also examines the executive compensation practices of other larger publicly traded, consumer-oriented companies, which compose the secondary peer group. No changes were made to the secondary peer group in 2019.

Secondary Peer Group			
American Express Co.	Honeywell International, Inc.	Mondelez International, Inc.	Procter & Gamble Co.
Bristol-Myers Squibb Co.	Johnson & Johnson	NIKE, Inc.	The Coca-Cola Co.
Colgate-Palmolive Co.	Kimberly-Clark Corp.	Omnicom Group, Inc.	The Kraft Heinz Co.
FedEx Corp.	Macy's, Inc.	PepsiCo, Inc.	
General Mills, Inc.	Marriott International, Inc.	Pfizer Inc.	
Gilead Sciences, Inc.	Merck & Co., Inc.	Philip Morris International, Inc.	

Elements of Compensation

Base Salary

We set base salaries with regard to the level of the individual's position with Charter and the individual's current and sustained performance results. The Committee annually reviews base salary levels for the NEOs and determines any necessary changes in those salary levels. Adjustments to base salary levels may be based on factors such as new roles and responsibilities assumed by the executive or the executive's impact on our then-current goals and business objectives. Salary adjustments may also be based on changes in market pay levels for comparable positions in the competitive market for executive talent.

Charter does not apply specific weighting to any one factor in setting the level of salary, and the process ultimately relies on the Committee's judgment. Although we generally target salaries at market median compared to an industry peer group and other compensation survey data for experienced executives, the Committee may also take into account historical compensation, potential as a key contributor, and special recruiting or retention situations when deciding to set salaries for individual executives relative to market median pay levels. Consistent with our pay philosophy and taking into consideration the factors set forth above, salary increases are neither automatic nor the same for each individual.

The Committee reviewed base salaries for our NEOs in 2019, approving an increase in Mr. Winfrey's salary from \$850,000 to \$1,000,000, effective July 1, 2019 and approving an increase in Mr. Howard's salary from \$432,850 to \$550,000, effective February 15, 2019. Mr. Winfrey's salary increase occurred in connection with the expansion of his role to include responsibility for the Spectrum Enterprise and Spectrum Reach lines of business. Mr. Howard's salary increase occurred as part of the Company's annual salary review process and was based upon the Committee's evaluation of both his excellent performance and contributions to the Company, in particular that he is a critical member of Charter's management team, as well as compensation levels for comparable roles among peer companies. For our other NEOs, the Committee determined that no adjustments were necessary at this time.

<u>Executive Officer</u>	<u>2019 Base Salary</u>	<u>Change from Prior Year</u>
Thomas M. Rutledge	\$2,000,000	None
John Bickham	\$1,500,000	None
David G. Ellen	\$1,250,000	None
Christopher L. Winfrey	\$1,000,000	17.6% increase (from \$850,000)
Kevin D. Howard	\$ 550,000	27.1% increase (from \$432,850)

Annual Incentive Plan

Charter has established the Annual Incentive Plan for the NEOs to provide a cash-based incentive which rewards the achievement of strong annual operational and financial results. Each year, the actual amount of compensation earned by participants under the plan is dependent upon performance against pre-established objectives which are set and approved by the Committee. The particular performance metrics under the plan are selected based on what the Committee believes to be the best annual financial and operational metrics that support long-term success and are most closely tied to the creation of shareholder value. When establishing the particular threshold, target and maximum performance objectives for each plan metric, the Committee seeks to set goals that represent challenging but attainable year-over-year improvement in Company performance.

For fiscal year 2019, the Annual Incentive Plan for our NEOs was based on the achievement of consolidated revenue and Adjusted EBITDA (weighted 30% and 50%, respectively), which represent key financial measures of top and bottom-line performance, as well as strategic objectives relating to the Company’s Mobile product (weighted 10%) and Capital Management (weighted 10%), which represent operating priorities important to the success of Charter’s business. Payouts under the Annual Incentive Plan were set to range from 80% to 150% of each NEO’s target annual incentive opportunity based on the actual performance achieved against the Committee-approved goals for each metric.

The Committee also has the discretion to increase or decrease payouts under the Annual Incentive Plan based on organizational considerations, such as acquisitions or significant transactions and performance considerations, such as changes in products or markets and other unusual, unforeseen or exogenous situations.

Charter’s 2019 revenue and Adjusted EBITDA results represented strong year-over-year growth, falling between threshold and target performance levels, resulting in a payout of 83.76% of target for revenue and 99.48% of target for Adjusted EBITDA. The Committee also evaluated the Company’s 2019 performance achievement with respect to the Mobile and Capital Management strategic objectives. For Mobile, a payout of 125.00% was approved in consideration of activities undertaken to drive Mobile sales and improve the economics of the Mobile business, including the successful implementation of the “bring your own device” enhancement across all Charter sales channels, progress in network and handset technology development, and increases achieved in sales yield. For Capital Management, a payout of 140.00% was approved in consideration of overall capital spend while successfully achieving key capital objectives, including investments in the quality of Charter’s network and the implementation of a new call center agent desktop interface tool which enables virtualization of all call centers. The resulting overall annual incentive payout, as indicated in the table below, was 101.37% of the target annual incentive for all NEOs.

<u>Metric</u>	<u>Target (\$ million)</u>	<u>Actual Performance (\$ million)</u>	<u>Payout %</u>	<u>Weighting</u>	<u>Weighted Payout %</u>
Total Revenue	\$ 45,531	\$ 44,940	83.76%	30%	25.13%
Adjusted EBITDA	\$ 17,388	\$ 17,379	99.48%	50%	49.74%
Mobile	Discretionary Assessment		125.00%	10%	12.50%
Capital Management	Discretionary Assessment		140.00%	10%	14.00%
Total				100%	101.37%

Note: Adjusted EBITDA is defined as net income attributable to Charter shareholders plus net income attributable to non-controlling interest, net interest expense, income taxes, depreciation and amortization, stock compensation expense, loss on extinguishment of debt, (gain) loss on financial instruments, net, other pension (benefits) costs, net, other (income) expense, net and other operating (income) expenses, net, such as merger and restructuring costs, special charges and (gain) loss on sale or retirement of assets. Capital Management is an after-the-fact, objective evaluation of our capital spend by the Committee.

In setting target annual incentive opportunities for our NEOs each year, the Committee reviews current opportunities relative to those among peer group companies and also evaluates criteria with respect to each NEO’s particular role, including changes in scope and complexity, impact on Company strategy, and degree of enterprise-wide influence. For 2019, the Committee approved target annual incentive increases for Mr. Winfrey and Mr. Howard for the same considerations as described above in the discussion of base salary. Mr. Winfrey’s target annual incentive was increased from 150% to 160% of base salary effective July 1, 2019 and Mr. Howard’s target annual incentive was increase from 70% to 75% of base salary effective February 15, 2019. The Committee determined that no annual incentive adjustments were necessary for our other NEOs as current

opportunities continued to be competitive and appropriate for their roles. Target annual incentive opportunities and actual incentive payouts, based on the performance achievement detailed above, are summarized below for each of our NEOs.

Executive Officer	Base Salary	Target Annual Incentive		Actual Annual Incentive	
		% of Base Salary	\$ Value	% of Target	\$ Value
Thomas M. Rutledge	\$2,000,000	300%	\$6,000,000	101.37%	\$6,082,080
John Bickham	\$1,500,000	200%	\$3,000,000	101.37%	\$3,041,040
David G. Ellen	\$1,250,000	160%	\$2,000,000	101.37%	\$2,027,360
Christopher L. Winfrey	\$1,000,000	160%	\$1,438,836*	101.37%	\$1,458,519
Kevin D. Howard	\$ 550,000	75%	\$ 398,999*	101.37%	\$ 404,458

* Mr. Winfrey's target annual incentive amount is prorated with his prior base salary of \$850,000 and target annual incentive of 150% of base salary in effect from January 1, 2019 through June 30, 2019 and his new base salary of \$1,000,000 and target annual incentive of 160% of base salary in effect as of July 1, 2019. Mr. Howard's target annual incentive amount is prorated with his prior base salary of \$432,850 and target annual incentive of 70% in effect from January 1, 2019 through February 14, 2019 and his new base salary of \$550,000 and target annual incentive of 75% of base salary in effect as of February 15, 2019.

The CEO is also authorized by the Committee to make discretionary bonus awards of up to 5% of the total projected Annual Incentive Plan payout based on actual achievement against the approved performance objectives. Discretionary bonus awards are recommended by management based upon management's judgment of a participant's performance and contribution to the Company, and are in addition to payments made under the Annual Incentive Plan. For 2019, none of the NEOs received any portion of this 5% discretionary bonus allocation.

Long-Term Incentives

Charter's long-term incentive awards are designed to align the interests of the NEOs with those of our stockholders by linking a significant portion of NEO compensation to sustained growth in the Company's stock price over multi-year periods. Long-term incentive designs and opportunities are established by the Committee in consideration of each NEO's level within the organization, the nature of their particular role and job responsibilities, and their line-of-sight to our stock price performance. Since 2016, the Committee has administered two long-term incentive program designs for our NEOs, based upon their corresponding level within Charter.

For Messrs. Rutledge, Bickham, Ellen and Winfrey, the Committee approved equity awards under the 2016 Performance-based Program. Awards under this program were granted entirely in 2016 in a mix of 90% stock options and 10% restricted stock units, with potential time-based vesting over a minimum of 3 to 5 years after grant, contingent upon the achievement of pre-established stock price hurdles; if a stock price hurdle is not met within 6 years after grant, the associated award tranche is forfeited. As a result of the awards under the 2016 Performance-based Program and because none of those awards had vested as of the beginning of 2019, thereby providing significant continuing incentive to the NEOs, none of these NEOs received any equity awards in 2019.

For Mr. Howard, the Committee determined that he should participate in the Company's annual long-term incentive program, commensurate with other executives at the same level. This program provides participants an annual long-term incentive award, the value and mix of which is based on the executive's level, delivered in a mix of stock options and restricted stock units that vest fully on the third anniversary of the date of grant. Mr. Howard's 2019 long-term incentive award was comprised of two grants, the first occurring on the Company's annual equity grant date on January 15, 2019 and based on his then-current long-term incentive

opportunity of \$825,000. On January 28, 2019, the Committee approved an increase in Mr. Howard's long-term incentive opportunity to \$1,000,000 and an additional equity grant effective as of that date, which provided the incremental difference in value between Mr. Howard's new long-term incentive opportunity and the value he was granted earlier in January. This increase occurred in conjunction with the increase to Mr. Howard's base salary and annual incentive target and for the same considerations as described above in the discussion of base salary. Details regarding Mr. Howard's 2019 equity awards, which represented the only equity awards made to any of our NEOs in 2019, are provided below.

<u>Grant Date</u>	<u>Target Award Value</u>	<u>Equity Award Mix</u>	<u>Grant / Strike Price</u>	<u># of Stock Options Granted</u>	<u># of RSUs Granted</u>
January 15, 2019	\$ 825,000	75% stock options / 25% restricted stock units	\$ 292.3100	7,467	706
January 28, 2019	\$ 175,000	75% stock options / 25% restricted stock units	\$ 289.5175	1,593	151
Total	\$ 1,000,000		N/A	9,060	857

* Represents the weighted average grant price of stock options

Summary of 2016 Performance-based Program

Targeted grant values under the 2016 Performance-based Program were determined by the Committee using an analysis of potential realizable compensation (i.e., actual value realized from awards upon vesting or exercise) from achieving certain levels of stock price appreciation over the duration of the program. The actual number of stock options and restricted stock units granted to participants were calculated based on (i) the target realizable compensation for the participant, (ii) stock price hurdles established for the program and (iii) a targeted mix of 90% stock options and 10% restricted stock units. The number of stock options and restricted stock units to be granted were then divided into a number of tranches, each with a combination of time-based and stock price performance vesting criteria. If the stock price vesting criteria are not achieved within six years after grant, the unvested awards will be forfeited, and the determination of whether a stock price hurdle is achieved is based on Charter's 60-day average closing stock price. The tranche-level vesting schedules for stock options and restricted stock units are provided in the exhibits below.

Under the 2016-Performance-based Program, price targets (based on the 60-day average closing stock price) at \$289.76, \$364.97, \$455.66 and \$496.58 have been achieved as of February 28, 2020. As a result, four-fifteenths of the stock options granted under the program have vested and two-ninths of the RSUs granted under the program have vested. Based on the achievement of these price targets, and assuming that the stock price maintains these levels, additional vesting eligibility will occur in April 2020 and 2021 for the Chairman and CEO and in June 2020 and 2021 for the other NEOs in the 2016 Performance-based Program. In addition, additional vesting eligibility will occur if Charter achieves the price target of \$564.04 (based on the 60-day average closing stock price). The Committee believes the 2016 Performance-based Program has created significant value for Charter's stockholders by further incenting Charter's management to achieve sustained growth in Charter's stock price following the Transactions. The day after completion of the Transactions, the closing price of Charter's Class A common stock was \$227.41 per share with a total market capitalization of \$70.2 billion. As of February 28, 2020, the closing price of Charter's Class A common stock was \$493.17 with a total market capitalization of \$114.5 billion. Over this period, Charter stockholders have seen an increase in Charter's stock price of 117% and an increase in total market capitalization of 63% or \$44.3 billion.

Proportion of Stock Options Vesting by Stock Price Hurdle and Time-Based Vesting Period

Stock Price Growth Hurdle (Approximate % Increase from Grant Price)	Time-Based Vesting Period (from 2016 grant date)			Total
	3 Years	4 Years	5 Years	
30%	1/15*	1/15	1/15	1/5
65%	1/15*	1/15	1/15	1/5
105%	1/15*	1/15	1/15	1/5
125%	1/15*	1/15	1/15	1/5
155%	1/15	1/15	1/15	1/5
Total	1/3	1/3	1/3	

* Award has vested.

Proportion of Restricted Stock Units Vesting by Stock Price Hurdle and Time-Based Vesting Period

Stock Price Growth Hurdle (Approximate % Increase from Grant Price)	Time-Based Vesting Period (from 2016 grant date)			Total
	3 Years	4 Years	5 Years	
105%	1/9*	1/9	1/9	1/3
125%	1/9*	1/9	1/9	1/3
155%	1/9	1/9	1/9	1/3
Total	1/3	1/3	1/3	

* Award has vested.

2009 Stock Incentive Plan and 2019 Stock Incentive Plan

Our long-term incentive awards made prior to April 23, 2019 are granted under the 2009 Stock Incentive Plan (the “2009 Plan”), and awards made after this date are granted under the 2019 Stock Incentive Plan (the “2019 Plan” and, collectively, the “Stock Incentive Plans”), each of which is an omnibus plan that provides for a range of compensation programs including the potential grant of non-qualified stock options, incentive stock options, stock appreciation rights, dividend equivalent rights, performance units and performance shares, share awards, phantom stock, restricted stock units and restricted stock as each term is defined in the Stock Incentive Plans and in the discretion of the Committee. The 2019 Plan was approved by the Board of Directors in January 2019 and approved by shareholders at the annual meeting on April 23, 2019. Under the terms of the 2019 Plan, after its approval no additional awards were subsequently permitted under the 2009 Plan, which terminated on November 30, 2019. Unless terminated sooner, the 2019 Plan will terminate on January 29, 2029, and no option or award can be granted thereafter under that plan.

As of December 31, 2019, 15,882,887 shares remained available for future grants under the 2019 Plan. As of December 31, 2019, there were 358 participants in the 2019 Plan and there remained 3,175 participants with awards outstanding under the 2009 Plan.

The 2009 Plan authorized the repricing of options. No repricing occurred under the 2009 Plan through its termination. While the 2019 Plan also initially authorized the repricing of options, on January 28, 2020 the Board approved an amendment to the 2019 Plan prohibiting the repricing of stock options without shareholder approval.

Other Elements of Compensation

The NEOs are eligible to participate in all other benefit programs offered to all employees generally.

Employment Agreements

In connection with his promotion to EVP, Chief Accounting Officer & Controller, the Company entered into an employment agreement with Mr. Howard, effective July 26, 2019 with an initial term of three years. Mr. Howard did not previously have an employment agreement with the Company, and Messrs. Rutledge, Bickham, Ellen and Winfrey continue to be covered by the employment agreements that they entered into with the Company in 2016, at the time awards were made under the 2016 Performance-based Program. A more detailed description of employment arrangements with our NEOs is set forth below under the section titled "Employment Agreements."

Tax and Accounting

Prior to the Tax Cuts and Jobs Act, Section 162(m) of the Internal Revenue Code placed a \$1 million limit on the amount of non-performance-based compensation the Company can deduct in any year for certain NEOs. The Committee had designed the compensation programs with the intention to qualify a majority of compensation as performance-based compensation under Section 162(m). Effective January 1, 2018, performance-based compensation potentially no longer qualifies for exemption from the Section 162(m) limitation. Certain awards under the existing plans may be deductible, but future awards would be analyzed under the new laws and may not create a tax deduction. Once an individual has become an NEO, these individuals will remain subject to the limitation under Section 162(m) for all current and future compensation. These tax effects are only one factor considered by the Committee when entering into compensation arrangements, and the Committee maintains flexibility in compensating executive officers in a manner designed to promote varying corporate goals, which may not be deductible under Section 162(m).

We account for stock-based compensation in accordance with United States generally accepted accounting principles ("GAAP"). Restricted stock, restricted stock units, stock options as well as equity awards with market conditions are measured at the grant date fair value and amortized to stock compensation expense over the requisite service period. The fair value of options is estimated on the date of grant using the Black-Scholes option-pricing model and the fair value of equity awards with market conditions is estimated on the date of grant using Monte Carlo simulations.

Additional Compensation Governance Policies

Stock Ownership Guidelines

The stock ownership guidelines are based on achievement of a certain specified multiple of the applicable officer's base salary or outside director's cash retainer. The guidelines do not apply to officers, directors or affiliates of any stockholder of the Company beneficially holding 10% or greater of the outstanding shares of the Company's stock.

<u>Executive Officer</u>	<u>Ownership Multiple of Salary (for employees) or Cash Retainer (for directors)</u>
CEO	5x
President and COO	3x
Executive Vice President	2x
Other Covered Individuals	1x
Outside Director	3x

In determining whether a covered individual has met the applicable stock ownership level, management evaluates annually stock beneficially owned outright and 25% of the value of time-based restricted stock and restricted stock units that are only subject to time-based vesting (the performance-based restricted stock unit awards do not count toward the ownership guidelines). There is no time requirement to meet the guidelines. However, until the minimum level is reached, a covered individual is required to retain a minimum of 25% of the shares received when options to purchase stock are exercised or restricted stock vests (unless an exemption is granted). As of December 31, 2019 all covered directors and the NEOs met the applicable stock ownership guidelines (except for individuals appointed or hired after the closing of the Transactions who have had limited or no vesting events).

Compensation Recovery Policy

The Compensation Recovery Policy provides that all executive officers, including the NEOs, may, under certain circumstances, be required to repay or forfeit annual incentive or other performance-based compensation, including payments under our Executive Bonus Plan, received in the event of a restatement of Charter's financial statements filed with the SEC. Under this policy, there is a three-year look back period for compensation recovery and it applies regardless of whether or not the individual was at fault in the circumstances leading to the restatement. However, the Committee has been granted greater authority to recover any outstanding equity based awards, vested and unvested, if it determines that a covered executive was engaged in any fraud or intentional misconduct with regard to the circumstances leading to the restatement.

Hedging

The Company prohibits Restricted Employees from hedging transactions or similar arrangements with respect to Company securities without the prior approval of the Company's Legal department. Specific transactions prohibited are sales of Company securities of the same class for at least six months after the purchase, short sales of Company securities, buying or selling puts or calls or other derivative securities on the Company's securities, and entering into hedging or monetization transactions or similar arrangements with respect to Company securities.

Restricted Employees include any employee with the title of Vice President or equivalent and above; all persons employed in the Finance, Investor Relations, Legal and Stock Administration departments; members of corporate executive staff; members of the Board of Directors; and any other designated employee identified by senior management as a "Restricted Employee" (e.g., key consultants, executive staff support, compensation personnel, senior Marketing staff).

Stockholder Vote on Say on Pay

At the Company's 2017 annual stockholders' meeting, the stockholders considered an advisory proposal on the frequency of holding a vote on executive compensation and, as the Board of Directors recommended, voted to hold an advisory vote on executive compensation every three (3) years with approximately 57% of the votes cast in favor of the frequency proposal. At this same meeting, the stockholders also considered an advisory vote on executive compensation for the NEOs and, as the Board of Directors recommended, the stockholders approved the 2017 executive compensation with approximately 70% of the votes cast voting in favor of the proposal. At the annual stockholder's meeting in 2020, stockholders will be asked to consider an advisory vote on executive compensation as described in the Compensation Discussion and Analysis.

Charter's executive compensation program is designed to ensure management's interests are aligned with our investors' interests to support long-term value creation, while also maintaining the consistency over time that is imperative for motivating and retaining employees. After considering the stockholders' advisory votes, including the level of support received for each proposal, the Committee continues to believe that the Company's executive compensation structure – including the 2016 Performance-based Program established in 2016 – best

achieves the desired alignment. In addition, the Committee views a three-year period between advisory votes on executive compensation as the most effective approach, providing investors sufficient time to evaluate the effectiveness of both short and long-term compensation strategies and corresponding business outcomes of the Company. Although the Committee will continue to monitor the frequency of the vote, the Committee considers a triennial vote on executive pay to be the appropriate frequency to provide time to thoughtfully consider and implement appropriate changes to our executive compensation program.

Proactive Stockholder Engagement

Charter values and carefully considers the feedback we receive from our stockholders. In 2019, we engaged in constructive dialogue with our leading institutional stockholders as well as certain proxy advisory firms. We reached out to and offered to have discussions with stockholders holding approximately 73% of the shares of our outstanding stock. We engaged with each stockholder who accepted our offer, making our Executive Vice President, General Counsel and Corporate Secretary, our Senior Vice President, Investor Relations and our Senior Vice President, Deputy General Counsel and Assistant Corporate Secretary available. Stockholder feedback, including through direct discussions and prior stockholder votes, as well as engagement with proxy advisory firms that represent the interests of a wide array of stockholders is reported to our Nominating and Corporate Governance Committee periodically throughout the year. In addition, the Nominating and Corporate Governance Committee was provided an overview of governance positions of institutional investors that are more proactive on governance matters. We also review our practices against guidelines published by stockholders and proxy advisory firms, among others.

The engagements covered a variety of topics. The topics most often raised and the Company's response to these discussions are summarized below.

ESG Reporting. Last year a stockholder proposal was submitted requesting that the Company issue an annual sustainability report describing the Company's policies, performance and improvement targets related to material environmental, social and governance (ESG) risks and opportunities. Although stockholders did not pass the proposal, the Nominating and Corporate Governance Committee (NCGC) considered the proposal in view of developing practices and instructed the Company to prepare an ESG report. As a result, the Company has posted its "2019 Corporate Responsibility Report" on its website at ir.charter.com/corporate-responsibility-report. In addition, in response to stockholder feedback regarding the importance of ESG oversight and reporting to stockholders, the Board amended the NCGC's charter to give the committee the responsibility of oversight of the Company's efforts with regard to ESG matters, including with respect to ESG reporting. The NCGC has further instructed the Company to assess various ESG reporting frameworks, such as those adopted by the Sustainability Accounting Standards Board, the Task Force on Climate Related Financial Disclosures and CDP, to determine which framework would best describe the Company's ESG efforts and has committed the Company to reporting on ESG under one, or more, of those frameworks. The Company is currently in the process of assessing the various reporting frameworks and beginning the process for reporting under the selected framework(s).

Overboarding. A number of stockholders raised concerns about the number of boards certain directors sit on, commonly called "overboarding." Under typical overboarding policies, if a director sits on a pre-set number of boards, the stockholder will deem her or him to be overboarded and will withhold votes for election without consideration of the specific facts or circumstances of the director's role and contributions to the Company. Stockholders had different thresholds for how many boards a director needs to serve on to constitute overboarding, but most concerns were expressed regarding Messrs. Maffei and Zinterhofer. These concerns were discussed by the Nominating and Corporate Governance Committee. The Committee determined that a formulaic approach to overboarding is not in the best interest of the Company or its stockholders. In considering the nomination of Messrs. Maffei and Zinterhofer to the Board, the Committee considered a number of factors, including: the financial and operational experience that each provides to the Board; their participation, preparedness and input at Board meetings; and the fact that both are generally available and engage with management outside of Board meetings. In addition, the Committee noted that in addition to his board seat

Mr. Maffei sits on the Compensation and Benefits Committee and Finance Committee, and of the 19 meetings of the board and those committees in 2019, he was present at every meeting. In addition to being the lead independent director, Mr. Zinterhofer sits on the Compensation and Benefits Committee, Nominating and Corporate Governance Committee, Finance Committee and Section 162(b) Committee, and of the 23 meetings of the board and those committees in 2019, he was present at 21. The Committee determined that Messrs. Maffei's and Zinterhofer's contributions to the Company are not compromised by the number of other outside boards on which they sit.

Board Diversity. The Company's approach to Board diversity was commonly discussed. In addition to the diversity considerations and current state discussed in "Nominations and Qualifications of Directors," in 2019 the Nominating and Corporate Governance Committee further refined the Governance Guidelines to clarify the provisions related to diversity of Board candidates to include examples of factors that will be considered. Also, the Nominating and Corporate Governance Committee undertook to begin identifying diverse director candidates so a pipe-line is developed in case an opening occurs on the Board of Directors.

Proxy Access. Certain stockholders expressed their view of proxy access as a fundamental right. In response to these comments and past stockholder proposals on this matter, in 2019 the Nominating and Corporate Governance Committee instructed management to work with outside counsel to assess various approaches to proxy access taken by public companies and to consider whether an approach can be crafted that would be in the best interests of the Company and its stockholders. The Company's corporate governance structure reflects our commitment to strong and effective governance practices and a willingness to be responsive and accountable to stockholders. The Company believes that proxy access is unnecessary because the board is accountable to the Company's stockholders through protections that are embedded in our governing documents and corporate governance practices. These practices include having a Lead Independent Director and majority voting for directors. Proxy access would also bypass the Nominating and Corporate Governance Committee's process of identifying and recommending director nominees with a diverse and complementary blend of experiences, skills, qualifications and perspectives, to oversee our business and who can contribute to the overall effectiveness of the board. In undertaking this responsibility, the Nominating and Corporate Governance Committee has a fiduciary duty to act in a manner the committee reasonably believes to be in the best interests of the Company; proxy access stockholder proponents do not have a fiduciary duty when nominating directors. Based on these and other considerations, various approaches to proxy access were considered, and management recommended that the Company retain its current position on proxy access. The committee adopted the recommendation subject to ongoing monitoring.

Executive Compensation. Similar to prior years, a topic frequently discussed was the Company's 2016 Performance-based Program, including the criteria the Compensation and Benefits Committee took into account in determining the time and performance-based vesting elements and how those criteria were tied to significant levels of stock price appreciation. Stockholders generally supported the long-term growth approach that Charter has taken to equity compensation. However, one concern consistently expressed by stockholders was the Company's ability to reprice Company stock options without stockholder approval. In response to these concerns, the Board amended the Company's 2019 Plan to prohibit the repricing of Company stock options without stockholder approval.

We take seriously the views of our stockholders and took into consideration all the various input we received, and intend to continue our stockholder engagement efforts in 2020.

Summary Compensation Table

The following table sets forth compensation information for our named executive officers (“NEOs”) that were identified as such as of December 31, 2019.

Name and Principal Position	Year	Salary (\$)	Stock Awards \$(1)	Option Awards \$(2)	Non-Equity Incentive Plan Compensation \$(3)	Change in pension value and nonqualified deferred compensation earnings \$(4)	All Other Compensation \$(5)	Total (\$)
Thomas M. Rutledge	2019	2,000,000	—	—	6,082,080	205,079	456,442	8,743,601
Chairman and Chief Executive Officer	2018	2,000,000	—	—	5,738,112	—	419,152	8,157,264
	2017	2,000,000	—	—	5,489,856	89,697	233,763	7,813,316
John Bickham	2019	1,500,000	—	—	3,041,040	182,720	313,645	5,037,405
President and Chief Operating Officer	2018	1,500,000	—	—	2,869,056	1,859	358,239	4,729,154
	2017	1,500,000	—	—	2,744,928	356,409	282,481	4,883,818
David G. Ellen	2019	1,250,000	—	—	2,027,360	—	22,349	3,299,709
Senior Executive Vice President	2018	1,250,000	—	—	1,912,704	—	78,610	3,241,314
	2017	1,250,000	—	—	1,829,952	—	61,725	3,141,677
Christopher L. Winfrey	2019	928,454	—	—	1,458,519	—	85,790	2,472,763
Chief Financial Officer	2018	850,000	—	—	1,219,349	—	61,919	2,131,268
	2017	850,000	—	—	1,166,594	—	55,746	2,072,340
Kevin D. Howard	2019	531,977	250,088	749,956	404,458	—	21,241	1,957,720
Chief Accounting Officer and Controller	2018	432,850	206,269	618,753	289,770	—	20,535	1,568,177
	2017	423,325	337,204	487,686	271,133	—	20,209	1,539,557

- (1) Amounts reported in this column reflect the aggregate grant date fair value of restricted stock and restricted stock unit grants, if any, to each NEO during the applicable fiscal years set forth above. Amounts reported represent the aggregate grant date fair value based on the average of the high and low stock prices on the applicable grant date. For more information on accounting guidance regarding stock compensation, see “Impact of Tax and Accounting” under Compensation Discussion and Analysis.
- (2) Amounts reported in this column were calculated in accordance with GAAP and reflect the aggregate grant date fair value of options granted to each NEO during the applicable fiscal years set forth above. For more information on accounting guidance regarding stock compensation, see “Impact of Tax and Accounting” under Compensation Discussion & Analysis.
- (3) The amounts reported under this column for 2019 are executive bonus plan payments made in 2020 for each NEO under the 2019 Executive Bonus Plan. Mr. Winfrey’s bonus calculation is prorated based on the adjustment to his base salary and target bonus percentage effective July 1, 2019. Mr. Howard’s bonus calculation is prorated based on the increases to his base salary and target bonus percentage effective February 15, 2019.
- (4) Although the plan was frozen in 2016 and no benefits accrued after that date, these amounts represent the aggregate change in the actuarial present value of Mr. Rutledge’s and Mr. Bickham’s accumulated pension benefits under the Time Warner Cable Pension Plan, and the Time Warner Cable Excess Benefit Pension Plan. See the Pension Benefits Table and “Legacy TWC Pension Benefits” for additional information regarding these benefits.

- (5) The following table identifies the perquisites and personal benefits received by the NEOs, identified below, that exceeded \$10,000 in the aggregate for the year ended December 31, 2019:

Name	Personal Use of Corporate Airplane (\$)(a)	401(k) Matching Contributions (\$)	Group Term Life Premiums (\$)	Executive Long-Term Disability Premiums (\$)	Gross-up for Executive Long Term Disability (\$)	Other (\$)(b)
Thomas M. Rutledge	424,065	—	29,178	1,113	2,086	—
John Bickham	299,322	—	11,124	1,113	2,086	—
David Ellen	—	16,800	2,322	1,113	2,086	28
Christopher L. Winfrey	65,251	16,800	540	1,113	2,086	—
Kevin D. Howard	—	16,800	1,242	1,113	2,086	—

- (a) As set forth in more detail below under the section titled “Employment Agreements”, Messrs. Rutledge, Bickham and Ellen are allowed to use the Company’s aircraft for a certain amount of hours of discretionary personal use every year in accordance with their respective employment agreements. Mr. Rutledge also has the authority to allow other executives to use the Company’s aircraft for personal use. Amounts reported above for Messrs. Rutledge, Bickham, Ellen and Winfrey are calculated as the aggregate incremental cost to the Company using a method that takes into account variable costs such as aircraft fuel and oil expenses per hour of flight; crew travel expenses; landing and parking fees; and trip-related inspections, repairs and maintenance. The aggregate incremental costs reported above also take into account costs associated with private aircraft for hire services. Because the Company’s aircraft is used primarily for business travel, this methodology excludes fixed costs that do not change based on usage, such as salaries of pilots and crew or purchase or lease costs of aircraft. For purposes of determining an executive’s taxable income, personal use of our aircraft is valued using a method based on Standard Industry Fare Level (“SIFL”) rates, as published by the Internal Revenue Service. The amount determined using the SIFL rates is typically lower than the amount determined using the incremental cost method.
- (b) Amounts reported for 2019 represent gross-ups for 2019 service awards.

2019 Grants of Plan Based Awards

Name	Grant Date(1)	Estimated Future Payouts Under Non-Equity Incentive Plan Awards(2)			All Other Stock Awards: Number of Shares of Stock or Units (#)(4)	All Other Option Awards: Number of Securities Underlying Options (#)(5)	Exercise or Base Price of Option Awards (\$)(6)	Grant Date Fair Value of Stock and Option Awards (\$)(7)
		Threshold – 0% (\$)	Target – 100% (\$)(3)	Maximum – 150% (\$)(3)				
Thomas M. Rutledge	—	—	6,000,000	9,000,000	—	—	—	
John Bickham	—	—	3,000,000	4,500,000	—	—	—	
David Ellen	—	—	2,000,000	3,000,000	—	—	—	
Christopher L. Winfrey	—	—	1,438,836	2,158,254	—	—	—	
Kevin D. Howard	—	—	398,999	598,499	—	—	—	
	1/15/2019	—	—	—	706	—	206,371	
	1/15/2019	—	—	—	—	7,467	618,753	
	1/28/2019	—	—	—	151	—	43,717	
	1/28/2019	—	—	—	—	1,593	131,203	

- (1) Mr. Howard received grants on January 15, 2019 and January 28, 2019 as part of the Company’s annual equity grant program.
- (2) These columns show the range of payouts under the 2019 Executive Bonus Plan based on the applicable 2019 performance criteria. Related payments were made in 2020 for 2019 performance based on the metrics described in the section titled “2019 Executive Bonus Plan” in the Compensation Discussion & Analysis. These payments are reflected in the Non-Equity Incentive Plan column in the Summary Compensation Table.
- (3) Mr. Winfrey’s target annual incentive amount and maximum annual incentive amount is prorated with his prior base salary of \$850,000 and target annual incentive of 150% of base salary in effect from January 1, 2019 through June 30, 2019 and his new base salary of \$1,000,000 and target annual incentive of 160% of base salary in effect as of July 1, 2019. Mr. Howard’s target annual incentive amount and maximum annual incentive amount is prorated with his prior base salary of \$432,850 and target annual incentive of 70% in effect from January 1, 2019 through February 14, 2019 and his new base salary of \$550,000 and target annual incentive of 75% of base salary in effect as of February 15, 2019.
- (4) Awards under this column were granted as restricted stock units under the 2019 LTIP and are more fully described in the “Outstanding Equity Awards at Fiscal Year-End” table.
- (5) These option awards were granted as options under the 2019 LTIP and are more fully described in the “Outstanding Equity Awards at Fiscal Year-End” table.
- (6) The exercise prices of the option awards were determined using the average of high and low stock prices on the date of grant.
- (7) Amounts were calculated in accordance with FASB Topic 718 and represent the aggregate grant date fair value. For more information on FASB Topic 718, see “Impact of Tax and Accounting” under Compensation Discussion & Analysis.

Outstanding Equity Awards at Fiscal Year End

The following table provides information concerning unexercised options and unvested restricted stock and restricted stock units for each of our NEOs that remained outstanding as of December 31, 2019. In connection with the closing of the Transactions the merger exchange ratio of .9042 was applied to the exercise price and performance targets (divided by .9042) and the number of restricted stock units and stock options (multiplied by .9042) for all equity awards outstanding on May 18, 2016.

Name	Option Awards					Stock Awards			
	Number of Securities Underlying Unexercised Options Exercisable (#)	Number of Securities Underlying Unexercised Options (#)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (#)(1)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)(1)
Thomas M. Rutledge	180,840(2)	—	—	59.28	12/19/2021	—	—	—	—
	203,445(3)	—	—	59.28	12/19/2021	—	—	—	—
	147,905(4)	—	—	150.88	1/15/2024	—	—	—	—
	136,188(5)	—	—	175.76	1/15/2025	—	—	—	—
	180,840(9)	—	723,360(9)	222.92	4/25/2026	—	—	—	—
	144,672(9)	—	578,688(9)	232.34	4/26/2026	—	—	—	—
	—	—	—	—	—	—	—	160,747(10)	\$ 77,975,155
John Bickham	73,952(4)	—	—	150.88	1/15/2024	—	—	—	—
	68,094(5)	—	—	175.76	1/15/2025	—	—	—	—
	48,129(6)	—	—	183.87	1/15/2026	—	—	—	—
	117,546(9)	—	470,184(9)	221.25	6/17/2026	—	—	—	—
	27,126(9)	—	108,504(9)	242.30	7/25/2026	—	—	—	—
	—	—	—	—	—	—	—	71,444(10)	\$ 34,656,056
David Ellen	81,378(9)	—	325,512(9)	221.25	6/17/2026	—	—	—	—
	—	—	—	—	—	—	—	40,187(10)	\$ 19,493,910
Christopher L. Winfrey	81,378(8)	—	—	36.17	11/1/2020	—	—	—	—
	70,075(2)	—	—	60.96	4/26/2021	—	—	—	—
	163,509(3)	—	—	60.96	4/26/2021	—	—	—	—
	36,976(4)	—	—	150.88	1/15/2024	—	—	—	—
	34,046(5)	—	—	175.76	1/15/2025	—	—	—	—
	24,064(6)	—	—	183.87	1/15/2026	—	—	—	—
	99,461(9)	—	397,848(9)	221.25	6/17/2026	—	—	—	—
	—	—	—	—	—	—	—	49,118(10)	\$ 23,826,159
Kevin D. Howard	6,030(2)	—	—	60.96	4/26/2021	—	—	—	—
	8,374(4)	—	—	150.88	1/15/2024	—	—	—	—
	7,711(5)	—	—	175.76	1/15/2025	—	—	—	—
	6,131(6)	—	—	183.87	1/15/2026	—	—	—	—
	—	4,371(7)	—	299.61	1/17/2027	—	—	—	—
	—	2,058(7)	—	340.44	4/24/2027	—	—	—	—
	—	6,495(7)	—	353.20	1/16/2028	—	—	—	—
	—	7,467(7)	—	292.31	1/15/2029	—	—	—	—
	—	1,593(7)	—	289.52	1/28/2029	—	—	—	—
	—	—	—	—	—	2,559(11)	\$ 1,241,320	—	—

- (1) Based on the closing stock price at December 31, 2019 of \$485.08 per share.
- (2) Amounts shown reflect time-vesting stock options granted in 2011 and 2012 under the 2009 Stock Incentive Plan that vested and became exercisable in equal installments on each of the first three anniversaries of the grant date. For Mr. Rutledge, represents the award that was granted on December 19, 2011. For Messrs. Winfrey and Howard, represents unexercised stock options from the awards that were granted on April 26, 2011.
- (3) Amounts shown reflect performance-vesting stock options granted in 2011 and 2012 under the 2009 Stock Incentive Plan. Grants of performance-vesting options vested subject to the achievement of certain price per

share thresholds measured based on the average of the per share closing price of the Company's Class A common stock on the NASDAQ Global Select for sixty (60) consecutive trading days. For Mr. Rutledge, represents the award that was granted on December 19, 2011. For Mr. Winfrey, represents the award that was granted on April 26, 2011. All of these performance-vesting stock option grants vested prior to December 31, 2019.

- (4) Amounts shown reflect time-vesting stock options granted on January 15, 2014 under the 2009 Stock Incentive Plan that fully vested and became exercisable on the third anniversary of the grant date.
- (5) Amounts shown reflect time-vesting stock options granted on January 15, 2015 under the 2009 Stock Incentive Plan that fully vest and become exercisable on the third anniversary of the grant date.
- (6) Amounts shown reflect time-vesting stock options granted on January 15, 2016 under the 2009 Stock Incentive Plan that fully vest and become exercisable on the third anniversary of the grant date.
- (7) Amounts shown reflect time-vesting stock options granted to Mr. Howard in 2017, 2018 and 2019 under the 2009 Stock Incentive Plan that fully vest and become exercisable on the third anniversary of each respective grant date. Represents the awards of 4,371 stock options granted on January 17, 2017, 2,058 stock options granted on April 24, 2017, 6,495 stock options granted on January 16, 2018, 7,467 stock options granted on January 15, 2019 and 1,593 stock options granted on January 28, 2019. The January 17, 2017 stock options fully vested on January 17, 2020 but are shown as unvested in the table, which is as of December 31, 2019.
- (8) Amount shown reflects time-vesting stock option awards granted in 2010 under the 2009 Stock Incentive Plan. For Mr. Winfrey, represents the award of stock options granted on November 1, 2010 and vested in equal installments on each of the first four anniversaries of the grant date.
- (9) Amounts shown reflect grants of performance-vesting stock options that vest subject to achievement of certain price per share thresholds measured based on the average of the per share closing price of the Company's Class A common stock on the NASDAQ Global Select for sixty (60) consecutive trading days. For Mr. Rutledge, represents the awards that were granted on April 25, 2016 and April 26, 2016, respectively. For Mr. Bickham, represents the awards that were granted on June 17, 2016 and July 25, 2016, respectively. For Messrs. Ellen and Winfrey, represents the awards of stock options that were granted on June 17, 2016.
- (10) Amounts shown reflect grants of performance-vesting restricted stock units (RSUs) that vest subject to achievement of certain price per share thresholds measured based on the average of the per share closing price of the Company's Class A common stock on the NASDAQ Global Select for sixty (60) consecutive trading days. For Mr. Rutledge, represents the award that was granted on April 25, 2016. For Mr. Bickham, represents the awards that were granted on June 17, 2016 and July 25, 2016, respectively, and are shown as a combined amount in the table. For Messrs. Ellen and Winfrey, represents the awards that were granted on June 17, 2016.
- (11) Amounts shown reflect time-vesting RSUs granted in 2017, 2018 and 2019 under the Stock Incentive Plan that each fully vest on the third anniversary of the grant date. Mr. Howard represents the awards of 1,063 RSUs granted on January 17, 2017, 55 RSUs granted on April 24, 2017, and 584 RSUs granted on January 16, 2018, 706 RSUs granted on January 15, 2019 and 151 RSUs granted on January 28, 2019 and are shown as a combined amount in the table. All of the RSUs granted on January 17, 2017 fully vested on January 17, 2020, but are shown as unvested in the table, which is as of December 31, 2019.

2019 Options Exercised and Stock Vested

The following table provides information on option awards exercised and restricted stock and stock unit awards that vested during 2019 for each of the Company's NEOs.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting or Transfer for Value (#)	Value Realized on Vesting (\$)(1)
Thomas M. Rutledge(2)	—	—	20,093	9,587,777
John Bickham(3)	—	—	22,525	8,234,898
David Ellen(4)	—	—	5,023	2,396,825
Christopher L. Winfrey(5)	—	—	12,937	4,916,470
Kevin D. Howard(6)	13,185	3,845,885	1,732	506,281

- (1) Amount attributed to the average high and low market values of the stock on the day of vesting.
- (2) Mr. Rutledge had 20,093 performance-vesting RSUs vest on December 20, 2019 and 9,312 shares were withheld to cover taxes at a market value of \$477.17 (the average of the high and low trading prices on that day).
- (3) Mr. Bickham had 13,596 time-vesting RSUs vest on January 15, 2019 and 5,791 shares were withheld to cover taxes at a market value of \$292.31 (the average of the high and low trading prices on that day). Mr. Bickham also had 7,255 performance-vesting RSUs vest on December 20, 2019 and 3,362 shares were withheld to cover taxes at a market value of \$477.17 (the average of the high and low trading prices on that day). Mr. Bickham also had 1,674 performance-vesting RSUs vest on December 20, 2019 and 776 shares were withheld to cover taxes at a market value of \$477.17 (the average of the high and low trading prices on that day).
- (4) Mr. Ellen had 5,023 performance-vesting RSUs vest on December 20, 2019 and 2,674 shares were withheld to cover taxes at a market value of \$477.17 (the average of the high and low trading prices on that day).
- (5) Mr. Winfrey had 6,798 time-vesting RSUs vest on January 15, 2019 and 2,832 shares were withheld to cover taxes at a market value of \$292.31 (the average of the high and low trading prices on that day). Mr. Winfrey also had 6,139 performance-vesting RSUs vest on December 20, 2019 and 3,007 shares were withheld to cover taxes at a market value of \$477.17 (the average of the high and low trading prices on that day).
- (6) Mr. Howard exercised and sold 5,652 stock options at an exercise price of \$39.13 per option on February 4, 2019 at a market value of \$343.6963 (the weighted average sales price). Mr. Howard also exercised and sold 7,533 stock options at an exercise price of \$60.96 per option on February 4, 2019 at a market value of \$342.9826 (the average of the high and low trading prices on that day). Mr. Howard also had 1,732 time-vesting RSUs vest on January 15, 2019 and 543 shares were withheld to cover taxes at a market value of \$292.31 (the weighted average sales price).

Retirement Benefits

We sponsor a 401(k) plan, which is a qualified retirement plan offered to all eligible employees, including our NEOs, that permits eligible employees to elect to defer a portion of their compensation on a pre-tax basis.

Legacy TWC Pension Benefits

In connection with Mr. Rutledge's and Mr. Bickham's employment by a predecessor and/or affiliate of Legacy TWC, Mr. Rutledge and Mr. Bickham participated in the Time Warner Cable Pension Plan, a tax

qualified defined benefit pension plan (the “Cable Plan”), and the Time Warner Cable Excess Benefit Pension Plan (the “Excess Benefit Plan”), a nonqualified defined benefit pension plan (collectively, the “Pension Plans”) offered by those employers and accrued a benefit as a result. No other NEO is entitled to benefits under the Pension Plans. As of the closing of the Transactions, Charter is the sponsor of the Pension Plans. As of December 31, 2019, the present value of Mr. Rutledge’s and Mr. Bickham’s accrued benefit under the Pension Plans was \$1,448,242, and \$1,346,817, respectively, reflecting the assumptions that (i) the benefits will be payable at the earliest retirement age at which unreduced benefits are assumed to be payable (which is age 65) under the plans, valued as if paid as a life annuity, (b) 28.58 and 8.75 years, respectively, of benefit service to Legacy TWC during their tenure there, and (c) are consistent with the assumptions used in the calculation of the Company’s benefit obligations as disclosed in Note 22 to the audited consolidated financial statements of the Company included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2019.

Federal tax law limits both the amount of compensation that is eligible for the calculation of benefits and the amount of benefits that may be paid to participants under a tax-qualified plan, such as the Cable Plan. However, as permitted under Federal tax law, Legacy TWC designed the Excess Benefit Plan to provide for supplemental payments by Legacy TWC of an amount that eligible employees would have received under the Cable Plan if eligible compensation were subject to a higher limit and there were no payment restrictions. The amount of the payment under the Excess Benefit Plan is calculated based on the differences between (a) the annual benefit that would have been payable under the Cable Plan if the annual eligible compensation limit imposed by the tax laws was \$350,000 (the maximum compensation limit imposed under the Excess Benefit Plan) and (b) the actual benefit payable under the Cable Plan.

Benefit payments under the Pension Plans are calculated using the highest consecutive five-year average annual compensation (subject to federal law limits and the \$350,000 limit referred to above), which is referred to as “average compensation.” Compensation covered by the Pension Plans takes into account salary, bonus, some elective deferrals and other compensation paid, but excludes the payment of deferred or long-term incentive compensation and severance payments. The annual pension payment under the terms of the TWC Pension Plans, if the retired employee is vested, and if paid as a single life annuity, commencing at age 65, is an amount equal to the sum of:

- 1.25% of the portion of average compensation that does not exceed the average of the Social Security taxable wage base ending in the year the employee reaches the Social Security retirement age, referred to as “covered compensation,” multiplied by the number of years of benefit service up to 35 years, plus
- 1.67% of the portion of average compensation that exceeds covered compensation, multiplied by the number of years of benefit service up to 35 years, plus
- 0.5% of average compensation multiplied by the employee’s number of years of benefit service in excess of 35 years, plus
- a supplemental benefit in the amount of \$60 multiplied by the employee’s number of years of benefit service up to 30 years, with a maximum supplemental benefit of \$1,800 per year.

Reduced benefits are available in the case of retirement before age 65 and in other optional forms of benefits payouts, as described below.

The benefits under the Pension Plan are payable as (i) a single life annuity, (ii) a 50%, 75% or 100% joint and survivor annuity, (iii) a life annuity that is guaranteed for 10 years, or (iv) as of January 1, 2015, a lump sum. Spousal consent is required in certain cases. The participant may elect the form of benefit payment at the time of retirement or termination of employment (in which case, benefits are payable as (i) a single life annuity, (ii) a 50% or 75% joint and survivor annuity or (iii) a lump sum). In the case of a single life annuity, the amount of the annuity is based on the applicable formulas described above. In the case of a joint and survivor annuity, the amount of the annuity is based on the single life annuity amount but is reduced to take into account the ages of the participant and beneficiary at the time the annuity payments begin and the percentage elected by the

participant. In the case of a life annuity that is guaranteed for a period of time, the amount of the annuity is based on the single life annuity amount but is reduced to take into account the guaranteed period. Benefits under the Excess Benefit Plan are payable only as a lump sum, unless the participant elected to receive monthly installments over 10 years by the applicable deadline.

Pension Benefits Table

Set forth in the table below are the years of credited service and the present value of Mr. Rutledge's and Mr. Bickham's accumulated benefit under the Pension Plans computed as of December 31, 2019, the pension plan measurement date used for financial statement reporting purposes in the Company's audited consolidated financial statements for the year ended December 31, 2019.

PENSION BENEFITS FOR 2019

<u>Name</u>	<u>Plan Name</u>	<u>Number of Years Credited Service(1)</u>	<u>Present Value of Accumulated Benefit(2)</u>
Thomas M. Rutledge	Time Warner Cable Pension Plan	28.583	\$ 1,448,242
	Excess Benefit Plan		—
	Total		\$ 1,448,242
John Bickham	Time Warner Cable Pension Plan	8.75	\$ 768,294
	Excess Benefit Plan		\$ 578,523
	Total		\$ 1,346,817

- (1) Consists of the number of years of service credited to the executive officers as of December 31, 2019 for the purpose of determining benefit service under the Pension Plans.
- (2) The present values of accumulated benefits for the Pension Plans as of December 31, 2019 were calculated using a discount rate of 3.48% for the Cable Plan and a discount rate of 3.25% for the Excess Plan. The mortality assumption is based on the RP-2015 Sex-Distinct Annuitant Mortality projected forward using generational Scale MP-2015. Lump sums are based on the 2020 417(e) mortality table and the September 2019 417(e) interest rates. The calculations are based on the assumptions used in the calculation of the Company's benefit obligations as disclosed in Note 22 to the audited consolidated financial statements of the Company included in the Company's Annual Report on Form 10-K for the year ended December 31, 2019 except that retirement is assumed to be at the earliest unreduced age and no pre-retirement mortality.

Employment Agreements

Thomas M. Rutledge

On May 17, 2016, Charter entered into an amended and restated employment agreement with Thomas Rutledge (the "Rutledge Agreement"). The Rutledge Agreement has a term of five years from May 17, 2016, and provides that Mr. Rutledge will serve as the Chairman of the Charter board of directors and Chief Executive Officer of Charter and will have duties commensurate with such positions. Under the Rutledge Agreement, Mr. Rutledge is to receive a current base salary of \$2,000,000 during the term, subject to annual review and, in its discretion, increase by the Compensation and Benefits Committee. Mr. Rutledge is eligible to participate in the Executive Bonus Plan with a target bonus equal to 300% of base salary. Mr. Rutledge is also eligible to participate in other employee benefit plans, programs and arrangements available to other senior executives. In addition, Charter must reimburse Mr. Rutledge for all reasonable and necessary expenses incurred in connection with the performance of his duties, and Mr. Rutledge is entitled to use Company aircraft for such travel and for commuting and up to 125 hours of discretionary personal use per calendar year (without carryover). The Rutledge Agreement contains a one-year non-compete provision and a two-year non-solicitation clause.

John Bickham

Effective as of May 18, 2016, Charter entered into an employment agreement with John Bickham (the “Bickham Agreement”). The Bickham Agreement provides that Mr. Bickham shall be employed in an executive capacity as President and Chief Operating Officer with such responsibilities, duties and authority as are customary for such role reporting to the Chief Executive Officer at a base salary of \$1,500,000 per year during the term, subject to annual review and, in its discretion, increase by the Compensation and Benefits Committee. Under the Bickham Agreement, Mr. Bickham is to serve as Charter’s President and Chief Operating Officer for a term expiring on May 18, 2021. He is eligible to participate in the Executive Bonus Plan with a target bonus of not less than 200% of his annual base salary. Mr. Bickham is also eligible to participate in other employee benefit plans, programs and arrangements available to other senior executives. In addition, Charter must reimburse Mr. Bickham for all reasonable and necessary expenses incurred in connection with the performance of his duties, and Mr. Bickham is entitled to use Company aircraft for such travel and for up to 80 hours of discretionary personal use per calendar year (without carryover). The Bickham Agreement contains a one-year non-compete provision and a two-year non-solicitation clause.

David Ellen

Effective as of July 1, 2016, Charter entered into an employment agreement with David Ellen (the “Ellen Agreement”). The Ellen Agreement provides that Mr. Ellen shall be employed in an executive capacity as Senior Executive Vice President with the authorities, duties and responsibilities for overseeing: (i) the following business and corporate functions: Programming, Policy (in partnership with Government Affairs), Spectrum Networks (including RSNs and the local news and sports networks), Human Resources (including Diversity and Labor Relations), Communications and Security; and (ii) the legal group (x) supporting the Programming, Policy, Spectrum Networks, Product and Labor Relations functions as well as (y) handling regulatory compliance for a term expiring on July 1, 2021. The Ellen Agreement provides that Mr. Ellen will receive a base salary of \$1,250,000 per year during the term, subject to annual review and, in its discretion, increase by the Compensation and Benefits Committee. Mr. Ellen is also eligible to participate in the Executive Bonus Plan with a target bonus of not less than 160% of his annual base salary. Mr. Ellen is also eligible to participate in other employee benefit plans, programs and arrangements available to other senior executives. In addition, Charter must reimburse Mr. Ellen for all reasonable and necessary expenses incurred in connection with the performance of his duties, and Mr. Ellen is entitled to use Company aircraft for such travel and for up to 30 hours of discretionary personal use per calendar year (without carryover). The Ellen Agreement contains a two-year non-compete provision and a one-year non-solicitation clause.

Christopher L. Winfrey

Effective as of May 18, 2016, Charter and Mr. Winfrey entered into an employment agreement (the “Winfrey Agreement”). The Winfrey Agreement provides that Mr. Winfrey shall be employed in an executive capacity as Chief Financial Officer with such responsibilities, duties and authority as are customary for such role, including, but not limited to, overall management responsibility for Charter’s financial and accounting functions, at a base salary of \$850,000 per year during the term, subject to annual review and, in its discretion, increase by the Compensation and Benefits Committee. He is eligible to participate in the Executive Bonus Plan with a target bonus of not less than 150% of his annual base salary. Mr. Winfrey received an annual base salary increase in 2019 to \$1,000,000 and an increase in his target bonus to 160% of his annual base salary. He is also eligible to receive such other employee benefits as are generally made available to other senior executives. In addition, Charter must reimburse Mr. Winfrey for all reasonable and necessary expenses incurred in connection with the performance of his duties. The Winfrey Agreement has an initial term from the effective date through May 18, 2021 provided that the term can be extended by the Company for unlimited one-year periods. The Winfrey Agreement contains a two-year non-compete provision and a one year non-solicitation clause.

Kevin D. Howard

Effective as of July 26, 2019, Charter and Mr. Howard entered into an employment agreement (the “Howard Agreement”). The Howard Agreement provides that Mr. Howard shall be employed in an executive capacity as Executive Vice President, Chief Accounting Officer and Controller with such responsibilities, duties and authority as are customary for such role, at a base salary of \$550,000 per year during the term. He is eligible to participate in the Executive Bonus Plan with a target bonus of 75% of his annual base salary. He is also eligible to receive such other employee benefits as are generally made available to other senior executives. In addition, Charter must reimburse Mr. Howard for all reasonable and necessary expenses incurred in connection with the performance of his duties. The Howard Agreement has an initial term from the effective date through July 26, 2022 provided that the term can be extended by the Company for unlimited one-year periods. The Howard Agreement contains a two-year non-compete provision and a one year non-solicitation clause.

Separation and Related Arrangements

Named Executive Officers

Unless otherwise noted, the stock price used in the separation tables that follow is based on \$485.08 per share, the closing price of Charter’s Class A common stock on the NASDAQ Global Select Market on December 31, 2019. The paragraphs that follow describe the payments that each NEO would have received assuming the applicable termination event occurred on December 31, 2019. The descriptions that follow cover only information regarding benefits that are not generally available to other employees. Benefits generally available to other employees include:

- Salary earned through date of termination;
- Lump sum payment for COBRA coverage for the period of severance, if applicable; and
- Lump sum payment of accrued and unused vacation.

As used in the following sections:

- “Severance”: NEOs may be eligible for certain payments following the occurrence of certain termination events specified in their employment agreements. If eligible for severance: (1) Mr. Rutledge will receive severance equal to two and one-half times his applicable annual base salary and target bonus; (2) Mr. Bickham will receive severance equal to two and one-half times his applicable annual base salary and target bonus and, in certain cases, a cash payment equal to the fair market value of a pro rata portion of his unvested performance-vesting stock option and performance-vesting restricted stock unit awards; and (3) Messrs. Ellen, Winfrey and Howard will each receive severance equal to two times their applicable annual base salary and target bonus.
- “Bonus”: As used in the tables below, “Bonus” is the target bonus set forth and defined in each NEO’s employment agreement, payable in accordance with the 2019 Executive Bonus Plan but assumed at 100% performance attainment for the purposes of these separation tables. If eligible for a bonus payment on a specific termination event: Mr. Rutledge will receive a target bonus of 300% of his annual base salary; Mr. Bickham will receive a target bonus of 200% of his annual base salary; Mr. Ellen will receive a target bonus of 160% of his annual base salary; Mr. Winfrey will receive a target bonus of 150% of his annual base salary for the period from January 1, 2019 through June 30, 2019 and 160% of his annual base salary for the period from July 1, 2019 through December 31, 2019; and Mr. Howard will receive a target bonus of 70% of his annual base salary for the period from January 1, 2019 through February 14, 2019 and 75% of annual base salary for the period from February 15, 2019 through December 31, 2019. See the “Base Salary and Annual Bonus” section in the Compensation Discussion and Analysis for further details of the plan. See the “Summary Compensation Table” for actual 2019 Executive Bonus Plan payouts.
- “Stock Options,” “Restricted Stock” and “Restricted Stock Units”: includes grants made under the Stock Incentive Plans. See “Long-Term Incentives” under the Compensation Discussion & Analysis section for further details on equity incentives offered by the Company.

Termination by Charter for Cause or a Voluntary Termination by the Executive without Good Reason

Under the current employment agreements and Company policies applicable to our NEOs, we do not provide any severance in the event of a termination by the Company for cause or a voluntary termination by a NEO without good reason and all bonus awards and unvested equity will be forfeited and cancelled effective as of the date of termination. Under the long-term incentive award agreements with our NEOs, vested stock options generally may be exercised for a period of time not to exceed six months from the effective date of a for cause/voluntary termination or the option expiration date, if sooner. The performance-vesting options granted to Mr. Bickham in 2016 provide that he may exercise the options for up to three years following a voluntary termination without good reason. "For cause" is generally defined under our NEOs' employment agreements and applicable Company policies to include: willful breaches of material obligations, fiduciary duties, the Company's code of conduct or other material Company policies; acts of fraud or willful and material misrepresentations or concealments from the Company or board of directors; misappropriation of a material amount of Company property; criminal convictions, guilty or no contest pleas to felonies, or any crime expected to have a material negative impact or crimes related to fraud, embezzlement, dishonesty, breach of trust or moral turpitude; admission or finding of liability for knowing or deliberate breach of any securities laws; illegal possession of a controlled substance; excessive alcohol use in connection with duties or otherwise on the Company's premises or during a Company function; gross neglect of duty or willful misconduct related to duties; or willful or gross negligent commission of an act or failure to act which causes or is reasonably expected to cause substantial economic injury to the business reputation of the Company. Under our employment agreements with Messrs. Rutledge and Bickham, "for cause" includes the foregoing factors amended to read that breaches of material obligations and fiduciary duties, material misrepresentations and concealments and failure to adhere to Company policies must be willful and reasonably expected to cause substantial injury to the business or reputation of the Company. For a definition of "good reason", see the section below, titled "Termination by the Company without Cause or by the Executive for Good Reason (other than for a Change in Control)".

Termination due to Death or Disability

Under the employment agreements, equity award agreements and Company policies, as applicable, for each of our NEOs, we may be required to make certain payments to, or allow full equity vesting for, these executives or their estates or beneficiaries in the event that the executive is terminated as a result of death or "disability."

An executive is deemed to have a "disability" if, due to illness or injury: the executive is unable to perform his or her duties without accommodation for a certain period of time; or the executive is considered disabled for the purposes of receiving long term disability benefits under a participating plan or policy. In the event there is a period of time during which a NEO is not being paid annual base salary and not receiving long-term disability insurance payments, the executive will receive interim payments equal to such unpaid disability insurance payments until commencement of disability insurance payments.

	Severance \$(1)	Bonus \$(2)	Stock Options \$(3)	Restricted Stock and Restricted Stock Units \$(4)	Total (\$)
Thomas M. Rutledge	—	6,000,000	—	—	6,000,000
John Bickham	66,621,718	3,000,000	—	—	69,621,718
David Ellen	—	2,000,000	—	—	2,000,000
Christopher L. Winfrey	—	1,438,836	—	—	1,438,836
Kevin D. Howard	—	398,999	3,715,194	1,241,243	5,355,436

- (1) No severance is payable in the event of a termination based on death or disability of any NEO other than Mr. Bickham who, pursuant to the terms of his employment agreement, is entitled to a cash payout equal to: (i) a pro rata amount of unvested performance-vesting stock options for which the applicable performance

criteria have been achieved as of the termination date, multiplied by (ii) the average of the high and low stock prices on the termination date less the exercise price of the applicable stock options. For the purposes of calculating the amount set forth in the table, the Company assumed a value of \$484.5250, the average of the high and low stock prices of the Company's Class A common stock on December 31, 2019. Mr. Bickham is also entitled to a comparable cash payout related to his unvested performance-vesting restricted stock unit awards.

- (2) Each NEO or his or her estate or beneficiaries will be entitled to receive a pro rata bonus for the performance period ending prior to the date of a death or disability termination event. "Bonus" is the target bonus set forth and defined in each NEO's employment agreement or the 2019 Executive Bonus Plan as of December 31, 2019 payable in accordance with the 2019 Executive Bonus Plan but assumed at 100% performance attainment for the purposes of these separation tables.
- (3) All time-vesting option grants made to our NEOs are subject to full vesting of all unvested equity in the event of a termination due to death or disability. As to performance-vesting stock option awards granted in 2016, all of the unvested awards would be cancelled in the event of such a termination on December 31, 2019.
- (4) All time-vesting restricted stock and restricted stock unit grants made to our NEOs are subject to full vesting of all unvested equity in the event of a termination due to death or disability. As to performance-vesting restricted stock unit awards granted in 2016, all of the awards would be cancelled in the event of such a termination on December 31, 2019.

Termination due to Retirement by the Executive

In the event that an NEO terminates his or her employment with Charter due to retirement, the executive may be entitled to pro rata vesting of unvested time-vesting equity awards granted to the executive.

Charter generally defines "retirement" eligibility in its long-term incentive plan documents as the employee's age (at least 55) plus years of service equal to 70. Although of the NEOs only Mr. Rutledge and Mr. Bickham meet the "rule of 70" retirement qualification, the table that follows assumes that all of them did as of December 31, 2019.

	Severance \$(1)	Bonus \$(1)	Stock Options \$(2)	Restricted Stock and Restricted Stock Units \$(3)	Total (\$)
Thomas M. Rutledge	—	—	—	—	—
John Bickham	—	—	—	—	—
David Ellen	—	—	—	—	—
Christopher L. Winfrey	—	—	—	—	—
Kevin D. Howard	—	—	1,622,243	716,020	2,338,263

- (1) No severance or bonus amounts are payable in the event of an NEO's retirement.
- (2) In the event of the executive's retirement, all time-vesting stock option grants made to our NEOs are subject to pro rata vesting after the first anniversary of the respective award's grant date. As to performance-vesting option awards granted in 2016, all of the unvested awards would be cancelled in the event of an executive's retirement on December 31, 2019.
- (3) In the event of the executive's retirement, all time-vesting restricted stock and restricted stock unit grants made to our NEOs are subject to pro rata vesting after the first anniversary of the respective award's grant date. As to performance-vesting restricted stock unit awards granted in 2016, all of the awards would be cancelled in the event of an executive's retirement on December 31, 2019.

Termination by Charter Without Cause or by the Executive for Good Reason (other than for a Change in Control)

In the event that Charter terminates a NEO's employment without cause or the executive terminates his or her employment with Charter for good reason other than in connection with a change in control, Charter may be required to make certain payments to the executive and the executive may be entitled to pro rata vesting of unvested equity awards granted to the executive.

For a definition of a "for cause," see the prior section titled "Termination by Charter for Cause or a Voluntary Termination by the Executive without Good Reason."

A NEO may generally only terminate his or her employment for "good reason" following thirty (30) days written notice to the Company of his or her intent to terminate, or, in certain circumstances, advance notice to the Company detailing the "good reason" and giving the Company an opportunity to cure prior to termination. As the term is used in the employment agreements of our NEOs, "good reason" includes: a reduction in base salary or bonus; a material reduction in authority, duties, or responsibilities of the executive or of the executive's reporting structure; a material failure by the Company to comply with provisions of the executive's employment agreement including paying compensation when due and the location of the executive's primary workplace; or any failure by a successor company to assume the executive's employment agreement following a change in control.

For a definition of "change in control", see the section immediately following titled "Termination within 30 days before or 13 months after Change in Control for without Cause or Good Reason."

	Severance \$(1)	Bonus \$(2)	Stock Options \$(3)	Restricted Stock and Restricted Stock Units \$(4)	Total (\$)
Thomas M. Rutledge	20,000,000	6,000,000	167,946,831	19,493,910	213,440,741
John Bickham	77,871,718	3,000,000	—	—	80,871,718
David Ellen	6,500,000	2,000,000	—	—	8,500,000
Christopher L. Winfrey	5,200,000	1,438,836	—	—	6,638,836
Kevin D. Howard	1,925,000	398,999	2,177,614	847,899	5,349,512

- (1) All NEOs are entitled to severance in accordance with the terms and conditions of each executive's respective employment agreement with the Company or the Company's policies, as applicable. Pursuant to the terms of Mr. Bickham's employment agreement, he is also entitled to a cash payout equal to: (i) a pro rata amount of unvested performance-vesting stock options for which the applicable performance criteria have been achieved as of the termination date, multiplied by (ii) the average of the high and low stock prices on the termination date less the exercise price of the applicable stock options. For the purposes of calculating the amount set forth in the table, the Company assumed a value of \$484.5250, the average of the high and low stock prices of the Company's Class A common stock on December 31, 2019. Mr. Bickham is also entitled to a comparable cash payout related to his unvested performance-vesting restricted stock unit awards.
- (2) All NEOs will be entitled to a pro rata bonus previously earned for the performance period ending prior to the date of termination. "Bonus" is the target bonus set forth and defined in each NEO's employment agreement as of December 31, 2019 and payable in accordance with the 2019 Executive Bonus Plan but assumed at 100% performance attainment for the purposes of these separation tables.
- (3) All time-vesting stock option grants made to our NEOs are subject to pro rata vesting of all unvested equity in the event of a without cause / good reason termination. As to performance-vesting option awards granted in 2016, all of the awards would be cancelled in the event of a termination on December 31, 2019 except for Mr. Rutledge, who receives continued vesting of these awards for a two-year period following such a

termination. The amount reflected in the table for Mr. Rutledge equals, as of December 31, 2019, the value of performance-vesting option awards that are scheduled to vest within the following two-year period and for which the applicable performance criteria have been achieved.

- (4) All time-vesting restricted stock and restricted stock unit grants made to our NEOs are subject to pro rata vesting of all unvested equity in the event of a without cause / good reason termination. As to performance-vesting restricted stock unit awards granted in 2016, all of the awards would be cancelled in the event of a termination on December 31, 2019 except for Mr. Rutledge, who receives continued vesting of these awards for a two-year period following such a termination. The amount reflected in the table for Mr. Rutledge equals, as of December 31, 2019, the value of performance-vesting restricted stock unit awards that are scheduled to vest within the following two-year period and for which the applicable performance criteria have been achieved.

Termination within 30 days before or 13 months after Change in Control without Cause or for Good Reason

Under the employment agreements, equity award agreements and Company policies, as applicable, for each of our NEOs, we may be required to make payments to, or allow pro rata or full vesting of unvested equity awards for, these executives in the event that, within 30 days before, or 13 months following, the occurrence of a change in control, Charter or any of its subsidiaries, terminate the executive's employment without cause or he or she terminates his or her employment with Charter and its subsidiaries for good reason.

A "change in control" is defined to include: any person or entity acquires beneficial ownership of 35% or more of our outstanding common stock or combined voting power over our outstanding voting securities; the incumbent directors (as defined in the employment agreements) cease to constitute a majority of the board of directors; the completion of certain corporate transactions including a reorganization or merger subject to certain exceptions; the complete liquidation or dissolution of the Company; and the sale or disposition of all or substantially all of the assets of the Company.

	Severance \$(1)	Bonus \$(2)	Stock Options \$(3)	Restricted Stock and Restricted Stock Units \$(4)	Total (\$)
Thomas M. Rutledge	20,000,000	6,000,000	167,946,831	19,493,910	213,440,741
John Bickham	11,250,000	3,000,000	75,196,075	8,664,014	98,110,089
David Ellen	6,500,000	2,000,000	42,940,322	4,873,599	56,313,921
Christopher L. Winfrey	5,200,000	1,438,836	52,482,616	5,956,782	65,078,234
Kevin D. Howard	1,925,000	398,999	3,715,194	1,241,243	7,280,436

- (1) All NEOs are entitled to severance in accordance with the terms and conditions of each executive's respective employment agreement with the Company or the Company's policies, as applicable.
- (2) All NEOs will be entitled to a pro rata bonus previously earned for the performance period ending prior to the date of termination. "Bonus" is the target bonus set forth and defined in each Named Executive Officer's employment agreement as of December 31, 2019 payable in accordance with the 2019 Executive Bonus Plan but assumed at 100% performance attainment for the purposes of these separation tables.
- (3) All time-vesting stock option grants made to our NEOs are subject to full, accelerated vesting of all unvested equity in the event of a change in control termination. As to the performance-vesting stock option awards granted in 2016, in the event of a change in control, all eligible unvested performance-vesting stock options will vest based upon the highest price paid per share in the change in control transaction. Unless otherwise determined by the Company's Compensation and Benefits Committee at the time of such change in control, all non-eligible stock options and all unvested eligible stock options that do not vest in accordance with the award agreement in connection with a change in control shall be cancelled and

forfeited. For the purposes of calculating the amounts set forth in the table above, the Company has assumed that the highest price paid per share in the change in control transaction was \$485.08, the closing price of the Company's Class A common stock on December 31, 2019.

- (4) All time-vesting restricted stock unit grants made to our NEOs are subject to full, accelerated vesting of all unvested equity in the event of a change in control termination. As to performance-vesting restricted stock units, in the event of a change in control, all eligible unvested performance-vesting restricted stock units will vest based upon the highest price paid per share in the change in control transaction. For the purposes of calculating the amount set forth in the table above, the Company has assumed that the highest price paid per share in the change in control transaction was \$485.08, the closing price of the Company's Class A common stock on December 31, 2019.

Limitation of Directors' Liability and Indemnification Matters

Our Certificate of Incorporation limits the liability of directors to the maximum extent permitted by Delaware law. The Delaware General Corporation Law provides that a corporation may eliminate or limit the personal liability of a director for monetary damages for breach of fiduciary duty as a director, except for liability for:

- (1) any breach of the director's duty of loyalty to the corporation and its stockholders;
- (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (3) unlawful payments of dividends or unlawful stock purchases or redemptions; or
- (4) any transaction from which the director derived an improper personal benefit.

Our Bylaws provide that we will indemnify all persons whom we may indemnify pursuant thereto to the maximum extent permitted by law from and against any claims, damages, liabilities, losses, costs or expenses incurred in connection with or arising out of the performance by them of their duties for us or our subsidiaries.

We have also entered into indemnification agreements that require us to indemnify each of our directors and executive officers to the fullest extent permitted by law for any claims made against each of these persons because he or she is, was or may be deemed to be a stockholder, director, officer, employee, controlling person, agent or fiduciary of Charter or any of our subsidiaries. We are obligated to pay the expenses of these persons in connection with any claims that are subject to the agreement.

Certain Beneficial Owners of Charter Class A Common Stock

The following table sets forth information as of February 28, 2020 regarding the beneficial ownership of Charter Class A common stock by:

- each holder of more than 5% of outstanding shares Charter Class A common stock;
- each Charter director and named executive officer; and
- all Charter directors and executive officers as a group.

Name	Shares Beneficially Owned(1)	
	Number	Percent of Class
5% Stockholders:		
Liberty Broadband Corporation(2) 12300 Liberty Boulevard Englewood, CO 80112	59,256,993	225.01%
Advance/Newhouse Partnership(3) One World Trade Center, 44 th Floor New York, New York 10007	29,711,350	12.69%
Capital International Investors(4) 11100 Santa Monica Blvd., 16 th Floor Los Angeles, California 90025	11,724,546	5.01%
Directors and Executive Officers:		
W. Lance Conn(5)	4,552	*
Kim C. Goodman(6)	2,720	*
Craig A. Jacobson(7)	10,521	*
Gregory B. Maffei(8)	3,771	*
John D. Markley, Jr.(9)	14,489	*
David C. Merritt(10)	9,276	*
James E. Meyer(11)	977	*
Steven A. Miron(12)	4,976	*
Balan Nair(13)	6,855	*
Michael Newhouse(14)	2,193	*
Mauricio Ramos(15)	3,975	*
Thomas M. Rutledge(16)	1,393,407	*
Eric L. Zinterhofer(17)	17,172	*
John Bickham(18)	414,201	*
David Ellen(19)	113,483	*
Christopher L. Winfrey(20)	591,426	*
Kevin D. Howard(21)	36,286	*
Richard Dykhouse(22)	118,007	*
Jonathan Hargis	11,741	*
All executive officers and directors as a group (19 persons) (23)	2,760,028	*

* less than 1%

(1) Beneficial ownership is determined in accordance with the rules and regulations of the SEC. These rules generally provide that a person is the beneficial owner of securities if such person has or shares the power to

vote or direct the voting thereof, or to dispose or direct the disposition thereof or has the right to acquire such powers within 60 days. Shares shown in the table above include shares held in the beneficial owner's name or jointly with others, or in the name of a bank, nominee or trustee for the beneficial owner's account. Common stock subject to options that are currently exercisable or exercisable within 60 days of February 28, 2020 are deemed to be outstanding and beneficially owned by the person holding the options. These shares, however, are not deemed outstanding for the purposes of computing the percentage ownership of any other person. Percentage of beneficial ownership is based on 234,195,592 shares of Class A common stock outstanding as of February 28, 2020, including Charter Communications Holdings, LLC ("Charter Holdings") common and preferred units on an as-if-converted basis. Each holder of Class A common stock is entitled to one vote per share. Except as disclosed in the footnotes to this table, we believe that each stockholder identified in the table possesses sole voting and investment power over all shares of common stock shown as beneficially owned by the stockholder. Unless otherwise indicated in the table or footnotes below, the address for each beneficial owner is 400 Atlantic Street, Stamford, CT 06901. Each share of Class A common stock is entitled to one vote.

- (2) Based on a Schedule 13D/A, dated March 2, 2020 and filed on March 4, 2020 by Liberty Broadband. For information on Liberty Broadband's designees to Charter's board of directors and the Stockholders Agreement, see "Governance Impacts of TWC and Bright House Transactions" above and "Certain Relationships and Related Transactions" below. Of the shares reported in the Schedule 13D/A, Liberty Broadband reported that it had sole voting and dispositive power over 54,107,375 shares, that it shared voting and dispositive power with Liberty Interactive Corporation, now held by GCI Liberty, Inc., with respect to 5,149,618 shares. The shared voting and dispositive power with Advance/Newhouse Partnership ("A/N") has been adjusted to zero shares on an as-converted and as-exchanged basis pursuant to the terms of the proxy granted by A/N to Liberty Broadband as Liberty Broadband has 25.01% voting interest without any vote coming from the A/N proxy. John C. Malone, Chairman of the Board of Directors of Liberty Broadband and a director emeritus of Charter, may be deemed to have voting and dispositive control, pursuant to Rule 13d-3(a), over the shares of Charter owned by Liberty Broadband as a result of the positions he holds with Liberty Broadband as well as his control of approximately 49% of the voting power of Liberty Broadband, among other factors. Mr. Malone, however, disclaims beneficial ownership of any Charter shares owned by Liberty Broadband on the basis that he is not, individually, a party to any agreement, arrangement or understanding relating to the voting or disposition of any such shares. Decisions with respect to the voting or disposition of any Charter shares owned by Liberty Broadband are made by Liberty Broadband's board of directors.
- (3) Based on a Schedule 13D, Amendment No. 5, dated February 4, 2020 and filed on February 5, 2020 by Advance/Newhouse Partnership ("A/N"), Newhouse Broadcasting Corporation ("NB"), Advance Publications, Inc. ("AP"), Newhouse Family Holdings, L.P. ("NF") and Advance Long-Term Management Trust ("ALM") and a Form 4 filed by A/N on February 7, 2020. For information on A/N's designees to Charter's board of directors and the Stockholders Agreement, see "Governance Impacts of TWC and Bright House Transactions" above and "Certain Relationships and Related Transactions" below. The 13D, Amendment No. 5, reports as follows: A/N, NB, AP, NF and ALM reported sole voting and dispositive power over all 30,038,450 of the reported shares. The 13D, Amendment No. 5, reported that the shares reported as beneficially owned represented 30,038,450 shares of Class A Common Stock (including Class B Common Units and Convertible Preferred Units on an as-converted, as-exchanged basis) The Form 4 reported that A/N sold 327,100 Class B Common Units to Charter on February 6, 2020.
- (4) Based on Schedule 13G filed by Capital International Investors on February 14, 2020.
- (5) Includes 502 shares of restricted stock that are not yet vested but eligible to be voted.
- (6) Includes 836 shares of restricted stock that are not yet vested but eligible to be voted.
- (7) Includes 836 shares of restricted stock that are not yet vested but eligible to be voted.
- (8) Mr. Maffei is the President and Chief Executive Officer of Liberty Broadband. Liberty Broadband beneficially owns 25.01% of the outstanding shares of Charter Class A common stock. Mr. Maffei expressly

- disclaims beneficial ownership of any shares owned by Liberty Broadband. Includes 836 shares of restricted stock for Mr. Maffei that are not yet vested but eligible to be voted.
- (9) Includes 12,836 shares held jointly with his spouse, 1,151 shares held by the John Markley Family Trust and 502 shares of restricted stock that are not yet vested but eligible to be voted. Mr. Markley's shares are pledged as collateral security for a line of credit.
 - (10) Includes 1,065 shares held by the Merritt Family Trust, 7,709 shares held in the David C. Merritt IRA and 502 shares of restricted stock that are not yet vested but eligible to be voted.
 - (11) Includes 502 shares of restricted stock that are not yet vested but eligible to be voted.
 - (12) Includes 836 shares of restricted stock that are not yet vested but eligible to be voted.
 - (13) Includes 836 shares of restricted stock that are not yet vested but eligible to be voted.
 - (14) Includes 502 shares of restricted stock that are not yet vested but eligible to be voted.
 - (15) Includes 502 shares of restricted stock that are not yet vested but eligible to be voted.
 - (16) Includes 1,102,391 options that are vested and exercisable.
 - (17) Includes 1,092 shares of restricted stock that are not yet vested but eligible to be voted.
 - (18) Includes 383,071 options that are vested and exercisable.
 - (19) Includes 108,504 options that are vested and exercisable.
 - (20) Includes 461,285 options that are vested and exercisable. Also includes (i) 27,126 shares beneficially held by Mr. Winfrey and owned by Atalaya Management, LLC which is 100% owned by The Christopher Lawrence Winfrey Revocable Trust, a revocable trust pursuant to which Mr. Winfrey is the grantor and beneficiary with the power to revoke the trust; (ii) 34,908 shares held in the Winfrey Dynasty Trust; (iii) 34,909 shares held in the Yeniley Lorenzo Winfrey Irrevocable Trust; and (iv) 945 shares held in the Yeniley Lorenzo Winfrey Revocable Trust.
 - (21) Includes 32,617 options that are vested and exercisable.
 - (22) Includes 111,391 options that are vested and exercisable.
 - (23) Includes options and restricted stock units that are exercisable or eligible to become vested within sixty days of February 28, 2020, and the shares of Charter Class A common stock beneficially owned described in footnotes (5) through (22).

Certain Relationships and Related Transactions

We maintain written policies and procedures covering related party transactions. The Audit Committee reviews the material facts of related party transactions. Management has various procedures in place, *e.g.*, our Code of Conduct, which requires annual certifications from employees that are designed to identify potential related party transactions. Management brings those to the Audit Committee for review as appropriate. Our Related Party Transaction Policy provides that a “Related Party Transaction” is any transaction, arrangement or relationship or series of similar transactions, arrangements or relationships (including any indebtedness or guarantee of indebtedness) in which: (1) the aggregate amount involved will or may be expected to exceed \$120,000 in any calendar year; (2) the Company is a participant; and (3) any Related Party has or will have a direct or indirect interest (other than solely as a result of being a director or a less than 10 percent beneficial owner of another entity). A “Related Party” is any person: (a) who is or was (since the beginning of the last fiscal year for which the Company has filed a Form 10-K and proxy statement, even if they do not presently serve in that role) an executive officer, director or nominee for election as a director; (b) who is a greater than 5 percent beneficial owner of the Company’s common stock; or (c) who is an immediate family member of any of the foregoing. Immediate family member includes a person’s spouse, parents, stepparents, children, stepchildren, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, and brothers- and sisters-in-law and anyone residing in such person’s home (other than a tenant or employee). Open market purchases or privately-negotiated transactions, excluding any distributions by the Company, involving any securities of the Company or its subsidiaries, are not deemed to be a “Related Party Transaction” under our Related Party Transaction Policy.

The following sets forth certain transactions in which we are involved and in which the directors, executive officers and affiliates of Charter have or may have a material interest. The indentures of our subsidiaries, CCO Holdings, LLC and CCO Holdings Capital Corp., require delivery of fairness opinions for transactions with affiliates involving more than \$100 million. Such fairness opinions have been obtained whenever required. Charter has determined that all of our transactions entered into with affiliates are in Charter’s best interest. Related Party Transactions are approved by the Audit Committee or another independent body of Charter’s board of directors.

On May 23, 2015, in connection with the execution of the Merger Agreement and the amendment of the Contribution Agreement, Charter entered into the Amended and Restated Stockholders Agreement with Liberty Broadband, A/N and Legacy Charter (the “Stockholders Agreement”). As of the closing of the Transactions on May 18, 2016, the Stockholders Agreement replaced Legacy Charter’s existing stockholders agreement with Liberty Broadband, dated September 29, 2014, and superseded the amended and restated stockholders agreement among Legacy Charter, Charter, Liberty Broadband and A/N, dated March 31, 2015.

Under the terms of the Stockholders Agreement, the number of Charter’s directors is fixed at 13, and includes its chief executive officer. Two designees selected by A/N are members of the board of directors of Charter and three designees selected by Liberty Broadband are members of the board of directors of Charter. The remaining eight directors are not affiliated with either A/N or Liberty Broadband. Each of A/N and Liberty Broadband is entitled to nominate at least one director to each of the committees of Charter’s board of directors, subject to applicable stock exchange listing rules and certain specified voting or equity ownership thresholds for each of A/N and Liberty Broadband, and provided that the Nominating and Corporate Governance Committee and the Compensation and Benefits Committee each have at least a majority of directors independent from A/N, Liberty Broadband and Charter (referred to as the “unaffiliated directors”). Each of the Nominating and Corporate Governance Committee and the Compensation and Benefits Committee is currently comprised of three unaffiliated directors and one designee of each of A/N and Liberty Broadband. A/N and Liberty Broadband also have certain other committee designation and other governance rights. Mr. Rutledge is the chairman of the board of Charter.

In connection with the closing of the Transactions, a number of agreements were entered into with Liberty Broadband and/or A/N, including the Charter Communications Holdings, LLC operating agreement, an exchange

agreement, a registration rights agreement, a tax receivables agreement, an amendment agreement (that amended the Stockholders Agreement and the Liberty Broadband investment agreement) and a transition services agreement. These agreements were approved by the board of directors. Under the LLC agreement, during 2019 Charter paid \$150 million to A/N as dividends on the 25 million convertible preferred units held by it that are entitled to a 6% annual dividend. Charter also paid approximately \$2.1 million to A/N as tax distributions under the LLC agreement and \$1.2 million to A/N under the tax receivables agreement.

In December 2017, Charter and A/N entered into an amendment to the letter agreement dated December 23, 2016 (the "Letter Agreement") that requires A/N to sell to Charter or to Charter Holdings, on a monthly basis, a number of shares of Charter Class A common stock or Charter Holdings common units that represents a pro rata participation by A/N and its affiliates in any repurchases of shares of Charter Class A common stock from persons other than A/N effected by Charter during the immediately preceding calendar month, at a purchase price equal to the average price paid by Charter for the shares repurchased from persons other than A/N during such immediately preceding calendar month. A/N and Charter both have the right to terminate or suspend the pro rata repurchase arrangement on a prospective basis. Pursuant to the TRA between Charter and A/N, Charter must pay to A/N 50% of the tax benefit when realized by Charter from the step-up in tax basis resulting from any future exchange or sale of the preferred and common units.

The Company is aware that Dr. John Malone, a director emeritus of Charter and Chairman of the board of directors and holder of a 49.0% voting interest in Liberty Broadband, may be deemed to have a 39.9% voting interest in Qurate Retail, Inc. ("Qurate," formerly known as Liberty Interactive Corporation) and is on the board of directors of Qurate. Qurate wholly owns HSN, Inc. ("HSN") and QVC, Inc. ("QVC"). The Company has programming relationships with HSN and QVC. For the year ended December 31, 2019, the Company recorded revenue in aggregate of approximately \$50 million from HSN and QVC as part of channel carriage fees and revenue sharing arrangements for home shopping sales made to customers in the Company's footprint.

Dr. Malone and Mr. Steven Miron, a member of Charter's board of directors, also serve on the board of directors of Discovery, Inc., ("Discovery"). The Company is aware that Dr. Malone owns 1.2% of the Series A common stock, 93.6% of the Series B common stock and 2.6% of the Series C common stock of Discovery and has a 28.2% voting interest in Discovery for the election of directors. The Company is aware that Advance/Newhouse Programming Partnership ("A/N PP"), an affiliate of A/N and of which Mr. Miron is the CEO, owns 100% of the Series A-1 preferred stock of Discovery and 100% of the Series C-1 preferred stock of Discovery and has a 24.1% voting interest for the election of directors. A/N PP has the right to appoint three directors out of a total of eleven directors to Discovery's board to be elected by the holders of Discovery's Series A-1 preferred stock. The Company has programming relationships with Discovery. Based on publicly available information, the Company does not believe that Discovery would currently be considered a related party. The amount paid in the aggregate to Discovery represents less than 3% of total operating costs and expenses for the year ended December 31, 2019.

Liberty Broadband and A/N each have a number of subsidiary or affiliated companies with which Charter has customer or vendor relationships, some of which involved amounts in excess of \$120,000 for 2019 or may involve amounts in excess of \$120,000 for 2020. The following summarizes each of these relationships with Liberty Broadband and A/N subsidiaries and affiliates:

- Advance Digital Inc., an A/N company, provides search engine marketing services to Charter. Charter paid approximately \$8.2 million for these services in 2019.
- Live Nation Entertainment, Inc. (Mr. Maffei is the Chairman of the Board; and Dr. Malone has a 47.6% voting interest in Liberty Media, which owns 32.92% of the Live Nation equity) is a customer of Spectrum Enterprise and Spectrum Media and purchased approximately \$2.0 million of services during 2019.

Proposal No. 2: Approval, on an Advisory Basis, of the Compensation of Named Executive Officers (Item 2 on Proxy Card)

As required by Section 14A of the Exchange Act, we are providing our shareholders with the opportunity to cause a non-binding advisory vote on the compensation of the Company's Named Executive Officers, as disclosed in the Compensation Discussion and Analysis section (above), the Compensation Tables (above), and any related information contained in this proxy statement under "Executive Compensation."

Charter's compensation programs are designed to create a strong linkage between the actual compensation earned by our NEOs and Company performance, rewarding both growth-oriented annual operating results as well as sustainable long-term shareholder returns. In 2019, Charter realized accelerated customer relationship growth, strong revenue and Adjusted EBITDA results. These results were driven by benefits from the recently completed integration of Time Warner Cable and Bright House and the continued execution of Charter's product and service strategy, including a reduction in capital expenditures following the completion of capital intensive projects in prior years, the ramp-up of the self-installation program, and the completion of bring your own device capabilities across all Spectrum Mobile sales channels. These results demonstrate the performance-focused nature of Charter's incentive designs in 2019 and the key outcomes demonstrating the alignment between compensation realized by our NEOs and results achieved by the Company. For the fiscal year ended December 31, 2019:

- Total customer relationships grew by 1,132,000, or 4.0%
- Revenue grew by 4.9% to \$45.8 billion
- Adjusted EBITDA grew by 5.0% to \$16.9 billion

Please review the Compensation Discussion and Analysis included in this proxy statement for a detailed description and discussion of the Company's compensation process and programs. We believe our compensation program provides the appropriate current compensation and incentivizes our executives to create value creation for our stockholders.

- We provide a significant part of executive compensation in performance based incentives;
- We place a substantial portion of executive compensation at risk, specifically dependent upon our financial performance over relevant periods – rewarding executives for performance that enhances our financial strength and stakeholder value; and,
- We also do not generally provide tax gross-ups to our Named Executive Officers.

Your vote is requested. We believe that the information regarding named executive officer compensation as disclosed within the "Executive Compensation" section of this proxy statement demonstrates that the Company's executive compensation program was designed appropriately and structured to ensure the retention of talented executives and a strong alignment with the long-term interests of the Company's stockholders. This vote is not intended to address any specific item of compensation, but rather the overall compensation of the Company's Named Executive Officers, as described in this proxy statement. Accordingly, the Company will ask the Company's shareholders to vote "FOR" the following resolution:

"RESOLVED, that the compensation paid to the Company's Named Executive Officers as disclosed under "Executive Compensation" pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, Compensation Tables and narrative disclosure contained in this proxy statement, is hereby APPROVED."

Because the vote is advisory, it will not be binding on the Company, the board or the Compensation and Benefits Committee, nor will it overrule any prior decision or require the board or the Compensation and Benefits Committee to take any action. However, the Compensation and Benefits Committee and the board value the opinions of the Company's stockholders and to the extent there is any significant vote against the named executive officer compensation as disclosed in this proxy statement, the Compensation and Benefits Committee and the board will consider stockholders' concerns and the Compensation and Benefits Committee will evaluate whether any actions are necessary to address those concerns.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.

**Proposal No. 3: Ratification of the Appointment of Independent Registered
Public Accounting Firm
(Item 3 on Proxy Card)**

The Audit Committee of the board of directors has appointed KPMG LLP (“KPMG”) as the Company’s independent registered public accounting firm for 2020. Stockholder ratification of the selection of KPMG as the Company’s independent registered public accounting firm is not required by the Company’s Bylaws or other applicable requirement. However, as a matter of corporate responsibility, the Audit Committee decided to solicit stockholder ratification of this appointment. Ratification of the appointment of KPMG as the Company’s independent registered public accounting firm is not required for KPMG’s retention; however, if the appointment is not ratified, the Audit Committee may consider re-evaluating the appointment.

KPMG has been serving as the Company’s independent registered public accounting firm since 2002. The Company has been advised that no member of KPMG had any direct financial interest or material indirect financial interest in the Company or any of its subsidiaries or, during the past three years, has had any connection with the Company or any of its subsidiaries in the capacity of promoter, underwriter, voting trustee, director, officer or employee. The Company has been advised that no other relationship exists between KPMG and the Company that impairs KPMG’s status as the independent registered public accounting firm with respect to the Company within the meaning of the Federal securities laws and the requirements of the Independence Standards Board.

Representatives of KPMG will be in attendance at the annual meeting and will have an opportunity to make a statement if they so desire. The representatives will also be available to respond to appropriate questions.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY’S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2020.

Accounting Matters

Principal Accounting Firm

KPMG acted as the Company's independent registered public accounting firm since 2002, and, subject to ratification by stockholders at the annual meeting, KPMG is expected to serve as the Company's independent registered public accounting firm for 2020.

Services of Independent Registered Public Accounting Firm

The Audit Committee has adopted policies and procedures requiring the pre-approval of non-audit services that may be provided by our independent registered public accounting firm. We have also complied and will continue to comply with the provisions of the Sarbanes-Oxley Act of 2002 and the related SEC rules pertaining to auditor independence and audit committee pre-approval of audit and non-audit services.

Audit Fees

During each of the years ended December 31, 2019 and 2018, we incurred fees and related expenses for professional services rendered by KPMG for the audits of Charter and its subsidiaries' financial statements, for the review of Charter and its subsidiaries' interim financial statements, registration statement filings and offering memoranda filings totaling approximately \$8 million.

Audit-Related Fees

Charter incurred audit-related fees to KPMG of approximately \$0.2 million during each of the years ended December 31, 2019 and 2018. These services were primarily related to diligence services.

Tax Fees

Charter incurred tax fees to KPMG of approximately \$2 million and \$1 million during the years ended December 31, 2019 and 2018, respectively.

All Other Fees

None.

The Audit Committee appoints, retains, compensates and oversees the independent registered public accounting firm (subject, if applicable, to board of director and/or stockholder ratification), and approves in advance all fees and terms for the audit engagement and non-audit engagements where non-audit services are not prohibited by Section 10A of the Securities Exchange Act of 1934, as amended with respect to independent registered public accounting firms. Pre-approvals of non-audit services are sometimes delegated to a single member of the Audit Committee. However, any pre-approvals made by the Audit Committee's designee are presented at the Audit Committee's next regularly scheduled meeting. The Audit Committee has an obligation to consult with management on these matters. The Audit Committee approved 100% of the KPMG fees for the years ended December 31, 2019 and 2018. The Audit Committee considered whether the provision of non-audit services was compatible with KPMG's independence. Each year, including 2019, with respect to the proposed audit engagement, the Audit Committee reviews the proposed risk assessment process in establishing the scope of examination and the reports to be rendered.

In its capacity as a committee of the board, the Audit Committee oversees the work of the independent registered public accounting firm (including resolution of disagreements between management and the public accounting firm regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services. The independent registered public accounting firm reports directly to the Audit Committee. In performing its functions, the Audit Committee undertakes those tasks and responsibilities that, in its judgment, most effectively contribute to and implement the purposes of the Audit Committee charter. For more detail of the Audit Committee's authority and responsibilities, see the Company's Audit Committee charter on the Company's website, www.charter.com.

Report of the Audit Committee

The following report does not constitute soliciting materials and is not considered filed or incorporated by reference into any other Company filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, unless we state otherwise.

The Audit Committee was established to oversee the Company's accounting and financial reporting processes and the audits of the Company's annual financial statements. In 2019 Ms. Goodman and Messrs. Merritt and Markley served on the Audit Committee for the entire year. All members were determined by the board to be independent in accordance with the applicable corporate governance listing standards of the NASDAQ Global Select Market. The Company's board of directors has determined that, in its judgment, Mr. Merritt is an audit committee financial expert within the meaning of the applicable federal regulations.

The Audit Committee's functions are detailed in a written amended and restated Audit Committee charter adopted by the board of directors, a copy of which is available on the Company's website at www.charter.com. As more fully described in its charter, the Audit Committee reviews the Company's financial reporting process on behalf of the board of directors. Company management has the primary responsibility for the Company's financial statements and the reporting process. The Company's independent registered public accounting firm is responsible for performing an audit of the Company's consolidated financial statements in accordance with generally accepted auditing standards and expressing an opinion on the conformity of the financial statements to generally accepted accounting principles. The internal auditors are responsible to the Audit Committee and the board of directors for testing the integrity of the financial accounting and reporting control systems and such other matters as the Audit Committee and board of directors determine. The Audit Committee held nine meetings in 2019.

The Audit Committee has reviewed and discussed with management and the internal auditors the Company's audited financial statements and effectiveness of internal controls for the year ended December 31, 2019. The Audit Committee has discussed the matters required to be discussed by Auditing Standard No. 1301, as amended (Communication with Audit Committees) with KPMG, the independent registered public accounting firm for the Company's audited financial statements for the year ended December 31, 2019.

The Audit Committee has also received the written disclosures and the letter from KPMG required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the Audit Committee concerning independence, and the Audit Committee has discussed the independence of KPMG with that firm and has considered the compatibility of non-audit services with KPMG's independence.

Based on the Audit Committee's review and discussions noted above, the Audit Committee recommended to the board of directors that the Company's audited financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2019 for filing with the SEC.

The Audit Committee evaluated KPMG's independence, performance, qualifications, tenure, partnership rotation and relationship management and based on that evaluation approved the appointment of KPMG as the Company's independent registered public accounting firm for 2020.

DAVID C. MERRITT
KIM C. GOODMAN
JOHN D. MARKLEY, JR.

Proposal No. 4: Stockholder Proposal Regarding Chairman of the Board and CEO Roles (Item 4 on Proxy Card)

This proposal was submitted by the New York State Common Retirement Fund, the beneficial owner of at least \$2,000 worth of shares of our Class A common stock.

RESOLVED: Shareholders of Charter Communications, Inc. (Charter), urge the Board of Directors (Board) to take the steps necessary to adopt a policy to require that the Chairman of the Board shall be an independent director who has not previously served as an executive officer of Charter.

This policy should be implemented so as not to violate any contractual obligations, with amendments to Charter's governing documents as needed. The policy should also specify the process for selecting a new independent Chairman if the incumbent Chairman ceases to be independent between annual meetings of shareholders. Compliance with the policy may be excused if no independent director is available and willing to be Chairman.

Supporting Statement

Charter's chair has served as chair and CEO since 2016. Previously, he served as Charter's President from February 2012 to July 2016, and as a director since February 2012.

A board, led by its chair, is responsible for protecting shareholders' interests by providing oversight of management in directing the corporation's affairs. This oversight function can be diminished when the chair is not an independent director, weakening a company's governance structure.

While Charter has appointed a lead independent director, the lead director's duties are not robust and do not include duties like approval of Board meeting schedules and agendas, or approval of information sent to the Board.

Additionally, shareholders have serious concerns regarding the Board's persistent issues related to overboarded directors, governance, compensation, board diversity, and the managing of ESG risks:

- Several directors serve on an excessive number of boards. When combined with other executive duties, this may preclude certain directors from dedicating the time necessary to fulfill the responsibilities;
- The designation of Board members via related-party transactions and the subsequent limited voting rights could hinder the interests of outside shareholders;
- Several directors have received lower than usual shareholder support, indicating a dissatisfaction with director performance;
- Women directors represent only 8% of the board's directors (1 out of 13);
- Shareholders do not have the right to call special meetings and the board has failed to adopt proxy access;
- Management's most recent advisory vote on executive compensation received only 69% support from shareholders and concerns regarding the board's responsiveness on compensation issues continues; and,
- Charter has failed to demonstrate to shareholders that it manages ESG-related risks, including data privacy and security, workforce management, and the environmental footprint of its operations.

In our view, the chair should be an independent director who has not previously served as an executive of Charter. By separating the roles of chair and CEO, Charter would join a majority of S&P 500 companies that have definitively split the two roles, enhancing oversight and accountability of management to shareholders, and provide independent leadership in addressing board governance weaknesses.

Statement Against Stockholder Proposal Regarding Independent Board Chairman

Our Board of Directors values the flexibility of selecting the structure of leadership best suited to meet the needs of the Company and its stockholders. The Board, which consists of directors with diverse experience, backgrounds, perspectives and extensive knowledge about the Company and our industry is best positioned to evaluate its optimal leadership structure. Given the dynamic and competitive environment in which we operate, the Board believes that the right leadership structure may vary as circumstances warrant. The Board recommends a vote against this proposal because it believes it is in the best interests of our stockholders for the Board to have the flexibility to determine the best person to serve as Board Chair, whether that person is an independent director or the CEO.

Every year, the Nominating and Corporate Governance Committee reviews and makes a recommendation on the appropriate governance framework for Board leadership. The Committee takes into consideration governance best practices and the facts and circumstances of our Board. Upon the closing of the Transactions in 2016, the Company determined that Board leadership is best provided through the combination of a unified Chairman and CEO, a clearly defined and significant lead independent director role, active and strong committee chairs, and independent-minded, skilled, engaged, diverse and committed directors. At that time the Board approved an employment agreement with our CEO that provides that he will also serve as the Chairman of the Board. The Board believes that its current structure and governance allows it to provide effective challenge and oversight of management.

We have a Lead Independent Director with significant responsibilities that are described in detail in this proxy statement. Mr. Zinterhofer's skills, experience, commitment and the time he devotes to serve his role all make him well qualified to serve as our Lead Independent Director. The Chairman and CEO is responsible for setting the strategic direction for the Company and the day to day leadership and performance of the Company, while the Lead Independent Director consults with the Chairman and CEO and presides over meetings of the Board when the Chairman and CEO is not present as well as providing leadership for the non-A/N and non-Liberty Broadband nominated directors.

Furthermore, our non-management directors and non-A/N and non-Liberty Broadband nominated directors meet regularly in executive sessions that are chaired by our Lead Independent Director with no member of management present. Non-management directors and non-A/N and non-Liberty Broadband nominated directors use these executive sessions to discuss matters of concern, as well as evaluations of the CEO and senior management, management and Board successions, matters to be included on Board agendas, and additional information the Board would like management to provide to them.

The Board exercises a strong, independent oversight function, which is further enhanced by the fact that our chairs and all members of the Board committees are independent directors. These chairs shape the agenda and information presented to their committees. Oversight of critical issues within these committees is owned by the independent directors. All directors have full access to all members of management and all employees on a confidential basis.

In addition, the Company believes that its stockholders do not want the Company to separate the Chairman and CEO roles because approximately 79% of the Company's stockholders rejected a similar proposal made by a different stockholder at our 2018 annual meeting of stockholders.

We believe that our current Board structure is in the best interest of our stockholders and that the Board should maintain the flexibility to select the optimal structure of leadership best suited to meet the needs of Charter and its stockholders at any given time. In addition, given Charter's robust governance practices, including our strong Lead Independent Director, the Board believes that adoption of an Independent Chair Policy is unnecessarily rigid and not in the best interest of the Company or its stockholders.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "AGAINST" THIS PROPOSAL.

CEO Pay Ratio

Charter's CEO to Median Employee pay ratio for 2019 was calculated pursuant to Item 402(u) of Regulation S-K, comparing total annual compensation for the CEO to that of the Median Employee. In 2018, for purposes of calculating the pay ratio, a new Median Employee was selected from the analysis conducted in the prior year, 2017, as the Median Employee identified for that year had a material change in compensation and was no longer an appropriate Median Employee pursuant to item 402(u). The Median Employees for both 2017 and 2018 were selected based on an analysis of the median 2017 W-2 Box 1 income among all full and part-time U.S. employees, other than the CEO, who were actively employed by Charter as of December 31, 2017. No adjustments were applied to W-2 Box 1 income for purposes of determining the Median Employee, such as for employees who were employed for only part of the year or on unpaid leave of absence at some point during the year. Charter's employees outside of the U.S. were excluded from this analysis on the basis that they collectively represented less than 5% of Charter's total employee population – as of December 31, 2017, Charter had 95,064 active employees globally, with 403 located outside of the U.S., primarily in the U.K. and India. As of December 31, 2019, Charter's domestic employee population was comparable, with 94,790 active employees located inside of the U.S., and Charter no longer has any employees located outside of the U.S.

In 2019, the Median Employee identified in 2018 for purposes of calculating our CEO Pay Ratio had no material change to their role or compensation since the original analysis, and this individual therefore continued to be used as the Median Employee for purposes of calculating this year's pay ratio. Our CEO Pay Ratio is a reasonable estimate calculated in a manner consistent with Item 402(u). However, due to the flexibility afforded by Item 402(u) in calculating the CEO Pay Ratio, our CEO Pay Ratio may not be comparable to the CEO pay ratios presented by other companies.

The Median Employee had total annual compensation of \$57,625, calculated using the same methodology as applied for the CEO in the Summary Compensation Table. Full-time Charter employees in the U.S., including the Median Employee, are also eligible to participate in Company-sponsored retirement and health and welfare benefits programs and receive complimentary cable services, which provide significant additional value but are not included in the measure of total annual compensation used to calculate the pay ratio.

The ratio of the CEO's total annual compensation to that of the Median Employee was as follows:

CEO Total Annual Compensation	\$ 8,743,601
Median Employee Total Annual Compensation	\$ 57,625
Ratio of CEO to Median Employee Total Annual Compensation	151.7

Code of Ethics

We have adopted a Financial Code of Ethics within the meaning of federal securities regulations for our employees, including all executive officers and directors. We also established a hotline and website for reporting alleged violations of the Financial Code of Ethics, established procedures for processing complaints and implemented educational programs to inform our employees regarding the Financial Code of Ethics. A copy of our Financial Code of Ethics is available on our website at www.charter.com.

Stockholder Proposals for 2021 Annual Meeting

If you want to include a stockholder proposal in the proxy statement for the 2021 annual meeting, it must be delivered to the Corporate Secretary at the Company's executive offices no later than November 13, 2020. The federal proxy rules specify what constitutes timely submission and whether a stockholder proposal is eligible to be included in the proxy statement.

If a stockholder desires to bring business before the meeting that is not the subject of a proposal timely and properly submitted for inclusion in the proxy statement or to make a nomination of a person for election to the board of directors, the stockholder must follow procedures outlined in the Company's Bylaws. One of the procedural requirements in the Bylaws is timely notice in writing of the business the stockholder proposes to bring before the meeting. To be timely with respect to the 2021 annual meeting, such a notice must be delivered to the Company's Corporate Secretary at the Company's executive offices no earlier than January 3, 2021 and no later than January 28, 2021. However, in the event that the Company elects to hold its next annual meeting more than 30 days before or after the anniversary of this annual meeting, such stockholder proposals would have to be received by the Company not earlier than 120 days prior to the next annual meeting date and not later than 90 days prior to the next annual meeting date.

Such notice must include: (1) for a nomination for director, all information relating to such person that is required to be disclosed in a proxy for election of directors; (2) as to any other business, a description of the proposed business, the text of the proposal, the reasons therefore, and any material interest the stockholder may have in that business; and (3) certain information regarding the stockholder making the proposal. These requirements are separate from the requirements a stockholder must meet to have a proposal included in the Company's proxy statement. The foregoing time limits also apply in determining whether notice is timely for purposes of rules adopted by the SEC relating to the exercise of discretionary voting authority.

Any stockholder desiring a copy of the Company's Bylaws will be furnished one without charge upon written request to the Corporate Secretary. A copy of the amended and restated Bylaws was filed as an exhibit to the Company's Current Report on Form 8-K filed on May 19, 2016, together with the amendment filed as an exhibit to the Company's Current Report on Form 8-K filed on July 30, 2018, and is available at the SEC Internet site (<http://www.sec.gov>).

Other Matters

At the date of mailing of this proxy statement, we are not aware of any business to be presented at the annual meeting other than the matters discussed above. If other proposals are properly brought before the meeting, any proxies returned to us will be voted as the proxyholder sees fit.

Our Annual Report on Form 10-K for the year ended December 31, 2019 is available without charge by accessing the “Investor Relations” section of our website at ir.charter.com. You also may obtain a paper copy of the Form 10-K, without exhibits, at no charge by writing to the Company at 400 Atlantic Street, Stamford, CT 06901, Attention: Investor Relations.

In addition, certain financial and other related information, which is required to be furnished to our stockholders, is provided to stockholders concurrently with this Proxy Statement in our 2019 Annual Report. The SEC has enacted a rule that allows the Company to deliver only one copy of our Proxy Statement and 2019 Annual Report to multiple security holders sharing an address if they so consent. This is known as “householding.” The Householding Election, which appears on your proxy card, provides you with a means for you to notify us whether you consent to participate in householding. By marking “Yes” in the block provided, you will consent to participate in householding and by marking “no” you will withhold your consent to participate. If you do nothing, you will be deemed to have given your consent to participate in householding. Your consent to householding will be perpetual unless you withhold or revoke it. You may revoke your consent at any time by contacting Broadridge Financial Solutions (“Broadridge”), either by writing to Broadridge, Householding Department, 51 Mercedes Way, Edgewood, New York 11717, or by calling (800) 542-1061. We will remove you from the householding program, following which you will promptly receive an individual copy of our Annual Report and this Proxy Statement. Even if your household receives only one Annual Report and one Proxy Statement, a separate proxy card will be provided for each stockholder. If you vote using the proxy card, please sign and return it in the enclosed postage-paid envelope. If you vote by Internet or telephone, there is no need to mail the proxy card.

VOTE BY INTERNET - www.proxyvote.com

Use the Internet to transmit your voting instructions and for electronic delivery of information. Vote by 11:59 p.m. Eastern Time on April 27, 2020 for shares held directly and by 11:59 p.m. Eastern Time on April 24, 2020 for shares held in a Plan. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions. Vote by 11:59 p.m. Eastern Time on April 27, 2020 for shares held directly and by 11:59 p.m. Eastern Time on April 24, 2020 for shares held in a Plan. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

E98625-P35161-Z76501

KEEP THIS PORTION FOR YOUR RECORDS

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

DETACH AND RETURN THIS PORTION ONLY

CHARTER COMMUNICATIONS, INC.
The Board of Directors recommends you vote FOR the following:

1. Election of Directors

Nominees:

For Against Abstain

- | | | | |
|--------------------------|--------------------------|--------------------------|--------------------------|
| 1a. W. Lance Conn | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 1b. Kim C. Goodman | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 1c. Craig A. Jacobson | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 1d. Gregory B. Maffei | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 1e. John D. Markley, Jr. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 1f. David C. Merritt | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 1g. James E. Meyer | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 1h. Steven A. Miron | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 1i. Balan Nair | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 1j. Michael A. Newhouse | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 1k. Mauricio Ramos | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 1l. Thomas M. Rutledge | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 1m. Eric L. Zinterhofer | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Board of Directors recommends you vote FOR proposals 2 and 3:

For Against Abstain

- | | | | |
|--|--------------------------|--------------------------|--------------------------|
| 2. Approval, on an advisory basis, of executive compensation | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. The ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the year ended December 31, 2019 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Board of Directors recommends you vote AGAINST proposal 4:

- | | | | |
|---|--------------------------|--------------------------|--------------------------|
| 4. Stockholder proposal regarding our Chairman of the Board and CEO roles | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|---|--------------------------|--------------------------|--------------------------|

NOTE: Such other business as may properly come before the meeting or any adjournment thereof in accordance with Charter's bylaws.

For address changes and/or comments, please check this box and write them on the back where indicated.

Please indicate if you plan to attend this meeting. **Yes** **No**

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

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Signature [PLEASE SIGN WITHIN BOX] Date

--	--

Signature (Joint Owners) Date

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:
The Notice and Proxy Statement and Annual Report are available at www.proxyvote.com.

E98626-P35161-Z76501

CHARTER COMMUNICATIONS, INC.
Annual Meeting of Stockholders
April 28, 2020 8:30 AM Mountain Daylight Time
This proxy is solicited by the Board of Directors

The stockholders hereby appoint Thomas M. Rutledge, Richard R. Dykhouse and Thomas E. Proost or any of them, as proxies, each with the power to appoint his substitute, and hereby authorizes them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of Class A common stock of Charter Communications, Inc. that the stockholders are entitled to vote at the Annual Meeting of Stockholders to be held at 8:30 AM, Mountain Daylight Time on April 28, 2020, at 6350 S Fiddler's Green Circle, 2nd Floor (Room C), Greenwood Village, CO 80111, and any adjournment or postponement thereof.

This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.

Address Changes/Comments: _____

(If you noted any Address Changes/Comments above, please mark corresponding box on the reverse side.)

Continued and to be signed on reverse side

VOTE BY INTERNET - www.proxyvote.com

Use the Internet to transmit your voting instructions and for electronic delivery of information. Vote by 11:59 p.m. Eastern Time on April 27, 2020 for shares held directly. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions. Vote by 11:59 p.m. Eastern Time on April 27, 2020 for shares held directly. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

E98627-P35161-Z76501

KEEP THIS PORTION FOR YOUR RECORDS

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

DETACH AND RETURN THIS PORTION ONLY

CHARTER COMMUNICATIONS, INC.
The Board of Directors recommends you vote FOR the following:

1. Election of Directors

Nominees:

For Against Abstain

- | | | | |
|--------------------------|--------------------------|--------------------------|--------------------------|
| 1a. W. Lance Conn | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 1b. Kim C. Goodman | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 1c. Craig A. Jacobson | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 1d. Gregory B. Maffei | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 1e. John D. Markley, Jr. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 1f. David C. Merritt | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 1g. James E. Meyer | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 1h. Steven A. Miron | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 1i. Balan Nair | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 1j. Michael A. Newhouse | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 1k. Mauricio Ramos | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 1l. Thomas M. Rutledge | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 1m. Eric L. Zinterhofer | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Board of Directors recommends you vote FOR proposals 2 and 3:

For Against Abstain

- | | | | |
|--|--------------------------|--------------------------|--------------------------|
| 2. Approval, on an advisory basis, of executive compensation | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. The ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the year ended December 31, 2020 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Board of Directors recommends you vote AGAINST proposal 4:

- | | | | |
|---|--------------------------|--------------------------|--------------------------|
| 4. Stockholder proposal regarding our Chairman of the Board and CEO roles | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|---|--------------------------|--------------------------|--------------------------|

NOTE: Such other business as may properly come before the meeting or any adjournment thereof in accordance with Charter's bylaws.

For address changes and/or comments, please check this box and write them on the back where indicated.

Please indicate if you plan to attend this meeting. **Yes** **No**

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

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Signature [PLEASE SIGN WITHIN BOX] Date

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Signature (Joint Owners) Date

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:
The Notice and Proxy Statement and Annual Report are available at www.proxyvote.com.

E98628-P35161-Z76501

CHARTER COMMUNICATIONS, INC.
Annual Meeting of Stockholders
April 28, 2020 8:30 AM Mountain Daylight Time
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