



Corporate Policy: Regulation FD Policy	Last Revised: September 2020
Department Owner: Legal – Corporate and Securities <i>Subject to Board Approval</i>	Applicable To: All Employees

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1.0 PURPOSE

The Securities and Exchange Commission (“SEC”) adopted Regulation Fair Disclosure (“Regulation FD”) to address the purported problem of selective disclosure of material nonpublic information by issuers or persons acting on an issuer’s behalf. Charter Communications, Inc. (the “Company”) has adopted the procedures set forth below to formalize how material nonpublic information is disclosed to the public.

The board of directors will review and may amend this policy from time to time.

2.0 SCOPE

This Policy applies to all Charter employees, including full-time, part-time, and temporary employees, regardless of whether they are classified as non-exempt or exempt.

3.0 POLICY

3.1 Prohibition on Selective Disclosure

For the purposes of this policy, selective disclosure of material nonpublic information by the Company or any “person acting on the Company’s behalf” to Securities Market Professionals (as defined below) or holders of the Company’s securities (under circumstances in which it is reasonably foreseeable that the person will purchase or sell the Company’s securities on the basis of the information) is strictly prohibited.

“Securities Market Professionals” include: (1) broker-dealers and their associated persons, (2) investment advisors, institutional investment managers and their associated persons and (3) investment companies, hedge funds and their affiliated persons.

“Person acting on the Company’s behalf” means any senior official of the Company, or any other officer, employee, or agent of the Company who regularly communicates with any Securities Market Professionals or holders of the Company’s securities. An officer, director, employee, or agent of the Company who discloses material nonpublic information in breach of a duty of trust or confidence to the Company shall not be considered to be acting on behalf of the Company.

“Senior Official” means any director, executive officer, investor relations or public relations officer or other person with similar functions.

As a general rule, information about the Company is material if it could reasonably be expected to affect someone’s decision to buy, hold, or sell the Company’s securities. For example, information generally is considered “material” if its disclosure adds to the public record information that would be reasonably likely to affect (1) an investor’s decision to buy or sell the Company’s securities or (2) the market price of the Company’s securities. Both positive and negative information may be material. Because materiality will be evaluated after the fact with the benefit of hindsight, questions concerning the materiality of particular information should be resolved in favor of materiality.

The above rule does not apply when disclosure is made to:

- A person who owes a duty of trust or confidence to the Company (such as an attorney, investment banker or accountant);
- A person who expressly agrees to maintain the disclosed information in confidence;
- An entity whose primary business is the issuance of credit ratings, provided the information is disclosed solely for the purpose of developing a credit rating and the entity’s ratings are publicly available; or
- In connection with certain securities offerings registered under the Securities Act of 1933.

3.2 General Rule Regarding Selective Disclosure

In the event of any selective disclosure of material nonpublic information, the Company must “publicly disclose” through its “designated spokespersons” (as defined below) the information as follows:

- If the disclosure is made **intentionally**, the public disclosure must be made **simultaneously** with the selective disclosure.
- If the disclosure was made **unintentionally**, the public disclosure must be made **“promptly”** after the selective disclosure.

A selective disclosure of material nonpublic information is “intentional” when the person making the disclosure either (1) knows or (2) is reckless in not knowing, that the information he or she is communicating is both material and nonpublic.

“Promptly” means as soon as reasonably practicable (but in no event after the later of 24 hours or the commencement of the next day’s trading on the New York Stock Exchange) after a senior official of the Company learns that there has been an unintentional disclosure by the Company or a person acting on behalf of the Company of information that the senior official knows, or is reckless in not knowing, is both material and nonpublic.

The Company shall make the “public disclosure” of information required above by furnishing to or filing with the SEC a Current Report on Form 8-K disclosing the information or by disseminating the information through another method (or combination of methods) of disclosure that is reasonably designed to provide broad, non-exclusionary distribution of the information to the public (such as a press release, another SEC filing or a conference call with adequate public notice). Posting new information solely on the Company’s website is not a sufficient method of public disclosure. However, the use of the Company’s website can be a component in an effective disclosure process. The Company must also be careful to not deviate from usual practices when making public disclosure.

3.3 Procedures for Communicating with Securities Market Professionals and Investors

- a) Designated Spokespersons. The Company has designated certain persons as designated spokespersons for information related to the Company. Only these persons and their designees will be considered to be acting on behalf of the Company for purposes of Regulation FD. Designated spokespersons’ designees and other employees (executives and non-executives) must refrain from communicating with Securities Market Professionals and holders of the Company’s securities without obtaining prior authorization from a designated spokesperson.
 - i. In designating other employees as their designees, designated spokespersons shall expressly indicate the limits on such designee’s authority to communicate with Securities Market Professionals and holders of the Company’s securities.
 - ii. Likewise, designated spokespersons’ designees should not communicate with Securities Market Professionals or holders of the Company’s securities unless such designee is acting under the direction of a designated spokesperson who is present during the communication or prior authorization from a designated spokesperson has been obtained.

- iii. The list of designated spokespersons may change from time to time as the Company may determine. The current designated spokespersons are:

Executives:

Chief Executive Officer

Chief Operating Officer

Chief Financial Officer

Senior Vice President, Investor Relations

Other people who may be designated in writing by the Chief Executive Officer as designated spokespersons for the Company.

- iv. When designated spokespersons' designees talk to or meet with Securities Market Professionals or holders of the Company's securities and there is no designated spokesperson present, the designee will debrief the relevant designated spokesperson promptly after the meeting, including identifying all of the persons involved and subject matters discussed.
- b) No Selective Disclosure. Material nonpublic information must be posted on the Company's website and have been otherwise publicly disclosed (in accordance with Regulation FD as discussed above) before such information is discussed with Securities Market Professionals or holders of the Company's securities.

3.4 Potential Unintentional Disclosure Process

If in a one-on-one meeting, phone call or nonpublic meeting or conference, a designated spokesperson makes a statement which, in retrospect, might be deemed to be material and has not been previously disclosed, or if any analyst publishes a note/voice mail/fax which appears to move the market after discussion with the Company's spokesperson, the Company shall call an immediate meeting of all designated spokespersons, the General Counsel and the Corporate Secretary (the "Rapid Response Team").

- a) Debriefing. The corporate spokesperson who made the comment and spoke with the analyst will debrief the Rapid Response Team to help the participants: (i) understand what was said, (ii) understand the context of the discussion and (iii) make an initial determination whether any information may have been disclosed that is potentially material and has not been previously disclosed.
- b) Disclosure Procedure. If the Rapid Response Team determines that potentially material nonpublic information was disclosed:
 - i. The Rapid Response Team will consult with the Company's general counsel, if he or she was not part of the deliberations of the Rapid Response Team, or its outside securities counsel;
 - ii. If he or she was not involved in the deliberations of the Rapid Response Team for any reason or is not fully informed of the relevant matters, notify and consult with the Company's Chief Executive Officer;

- iii. The Company will post the information that was disclosed on the Company's website and will either furnish or file with the SEC a Current Report on Form 8-K or otherwise publicly disclose such information (in accordance with Regulation FD as discussed above) as soon as reasonably practicable (but in no event after the later of 24 hours or the commencement of the next day's trading on the New York Stock Exchange) after the Rapid Response Team learns that there has been an unintentional disclosure by the Company or a person acting on behalf of the Company of information that the Rapid Response Team knows is both material and nonpublic; and
- iv. The Rapid Response Team will decide whether a press release is appropriate and, if appropriate, will work with the appropriate personnel of the Company to ensure that a press release is issued.

3.5 Procedure for Quarterly Earnings Calls; Analysts and Investor Conferences

- a) Quarterly Earnings Conference Calls. The Company will simultaneously webcast quarterly earnings conference calls with analysts.
- b) Company Analyst and Investor Meetings and Conferences. The Chief Financial Officer and the General Counsel will determine whether the Company should simultaneously webcast other analyst and investor meetings sponsored by the Company, taking into account the subject matter of the conference, the audience and whether a webcast is feasible.
- c) Notices. The Company will post notice of the timing of quarterly earnings conference calls and other analyst and investor conferences on the Company's website, with instructions for access. In addition, the Company will provide information on how to access the quarterly earnings conference call by a press release through widely circulated news and wire services prior to the call. The notice may include a brief description of the topics to be covered during the call or conference. The Company will file with the SEC a Current Report on Form 8-K containing the quarterly earnings press release prior to the earnings conference call.
- d) Third Party Sponsored Analyst and Investor Conferences. If publicly available webcasts are provided by third party sponsored analyst and investor conferences in which the Company participates, the Company will provide notice and instructions for access to the website. If webcasts are not provided, the Company may post any presentations used by the Company's representatives on the Company's website if it is determined that the information contained in such presentation is not otherwise required to be publicly disclosed (e.g. it does not contain material nonpublic information). If the presentation contains material nonpublic information, the Company will publicly disclose such information in accordance with the applicable provisions of this policy and Regulation FD.
- e) Presentations. The Company may post on its website presentations used by the Company's representatives at the quarterly earnings call or at Company sponsored and third party sponsored analyst or investor conferences if it is determined that the information contained in such presentations is not otherwise required to be publicly disclosed (e.g. it does not contain material nonpublic information). If the presentations contain material nonpublic information, the Company will publicly disclose such information in accordance with the applicable provisions of this policy and Regulation FD.

- f) Recordings. The Company will post on its website for limited periods of time recorded versions of the webcast of the quarterly earnings call and, when available, Company sponsored and third party sponsored analyst or investor conferences after consultation with internal counsel. After the limited period, the call will be taken down so that the information does not become stale.

4.0 ENFORCEMENT

Violations of this Policy or any of Charter's confidentiality and external communication policies may result in appropriate disciplinary action, up to and including termination of employment.

5.0 CONTACTS

Questions regarding this policy should be addressed to the General Counsel, Deputy General Counsel or the VP Associate General Counsel – Securities Matters

6.0 RELATED POLICIES

Confidentiality of Company Information

External Communications

Securities Trading