



Corporate Policy: Conflict of Interest	Last Revised: October 2018
Department Owner: Legal - Compliance	Applicable To: All Employees

Contents

1.0	PURPOSE	2
2.0	SCOPE.....	2
3.0	POLICY.....	2
3.1	GENERAL	2
3.2	ANNUAL CERTIFICATION AND REPORTING BY DIRECTORS AND ABOVE.....	2
3.3	REPORTING CONFLICTS THAT ARISE THROUGHOUT THE YEAR	2
3.4	SITUATIONS THAT MAY CONSTITUTE A CONFLICT OF INTEREST	3
A.	Gifts, Hospitality, And Special Benefits	3
B.	Giving Gifts	3
C.	Sponsorship Of Company Events	4
D.	Outside Business Activities	4
E.	Outside Offices And Directorships	4
F.	Publicly Elected Positions/Positions In Government	5
G.	Personal Commercial Transactions With Charter Vendors	5
H.	Personal Commercial Transactions With Charter	5
I.	Financial Interest In Companies Transacting Business Or Competing With Charter	5
J.	Corporate Opportunity	6
K.	Nepotism And Personal Relationships In The Workplace	6
4.0	ENFORCEMENT	6
5.0	CONTACTS	6
6.0	REFERENCES	6

1.0 PURPOSE

The purpose of this Conflict of Interest Policy is to ensure that all Charter Communications (“Charter”) employees understand those situations that may give rise to or constitute a conflict of interest; their affirmative obligations to avoid such conflicts or potential conflicts; and their duty to report all such conflicts or potential conflicts to Charter so that Charter can determine how to address those conflicts.

2.0 SCOPE

This policy applies to all Charter employees.

3.0 POLICY

3.1 GENERAL

Charter employees must avoid situations that might interfere – or appear to interfere – with the proper discharge of their responsibilities. Specifically, employees should never utilize their position with Charter for personal advantage or gain, except to the extent they receive compensation or benefits from Charter. A conflict of interest between Charter’s interests and the personal interests of the employee may arise if the employee, a member of the employee’s Family¹, or a business associate (1) has a financial interest in, or receives any benefit from, a Charter vendor, programmer or other supplier, or (2) receives any benefit in connection with, is engaged in, or aware of, negotiations between Charter and another party in which they have a financial interest. If any such instance arises, the employee must disclose in advance (where applicable) pursuant with Section 3.3.

3.2 ANNUAL CERTIFICATION AND REPORTING BY DIRECTORS AND ABOVE

Employees in the position of Director and above must certify on an annual basis that they have reviewed and are in compliance with this Conflict of Interest Policy. If a conflict or matter is noted, the conflict may be forwarded to the employee’s supervisor. As long as the potential conflict of interest exists, it must be disclosed and approved each year, or more frequently, if the nature of the conflict of interest changes.

3.3 REPORTING CONFLICTS THAT ARISE THROUGHOUT THE YEAR

Employees should report a conflict of interest that arises during the year (that is, at any time other than when completing an annual certification), or report a violation of the policy, to his/her business leader, and Charter’s Senior Vice President, Litigation or General Counsel, via EthicsPoint.

To report a concern via Charter’s compliance and ethics hotline, contact:

EthicsPoint

<https://chartercommunications.ethicspoint.com> or 1-866-384-4277

The business leader to whom the disclosure or inquiry is directed, together with Charter’s Senior Vice President, Litigation or General Counsel, will determine whether the disclosed situations creates or appears to create a conflict of interest, and whether responsive measures are warranted (such as additional supervision, requiring the employee to refrain from the conflicting activity, or removal of the employee from a particular matter) to protect Charter’s interests.

¹ For purposes of this policy, a member of the employee’s Family includes the employee’s spouse, parents (step), children (step), siblings (step), in-laws (mothers, fathers, sisters, brothers, sons, and daughters), grandparents/children; aunt, uncle, cousins, nieces, nephews and members of the same household whether or not related (including domestic partners and their related family members but not roommates/housemates).

The employee's supervisor may be notified in writing of the conflict of interest resolution.

Matters reported as part of an annual questionnaire do not need to also be reported in EthicsPoint.

3.4 SITUATIONS THAT MAY CONSTITUTE A CONFLICT OF INTEREST

A. GIFTS, HOSPITALITY, AND SPECIAL BENEFITS

A conflict of interest may exist when an employee is offered a gift, service, or other personal benefit of more than nominal value (in excess of \$500) from a vendor, or prospective vendor to Charter, particularly if Charter is in active business negotiations with the vendor. These situations arise most frequently in connection with gifts from programmers, suppliers, consultants, financing sources and other advisors, but might also arise in connection with gifts or benefits that are offered to employees by a competitor. Examples include hospitality or entertainment that is offered to an employee (such as golf outings, resort trips, attendance at special industry events; or tickets to premium sporting events or tournaments, or other special events).

Regular business entertainment where the value does not exceed \$500 may be acceptable if the giver is present at the event and the purpose of the event is to hold bona fide business discussions or to foster better business relations. Accepting goods or services with values in excess of \$500, or tickets to significant national and international cultural and sporting events generally are permissible only if:

- i. Approved in advance, pursuant with Section 3.3
- ii. A business purpose is clearly identified, and
- iii. Both parties are generally expected to be present for the purpose of advancing business opportunities or developing a business relationship.

Employees should never solicit gifts or entertainment and should never accept any gift that would be or reasonably could be viewed as excessive, a violation of the law or create the appearance that an employee's judgment has been compromised. Employees may never accept cash or cash equivalents (such as coupons, gift certificates, or securities), nor is a Family member of an employee to accept any such gift. Employees should consult with their business leader whenever they receive an offer to accept anything as a "quid pro quo" (i.e., something given or received for something else) or as part of an agreement to do anything in return for the gift or entertainment.

Also, vendors sometimes invite Charter employees to speak on a panel at a conference in exchange for the vendor paying their conference fees and travel and/or hotel costs. An employee's business leader should weigh in and assess whether such an offer is appropriate and can be accepted, and whether Charter should share the costs of travel and/or hotel with the vendor rather than allow the vendor to pick up the entire cost.

Cash or cash equivalents may only be received if approved, pursuant with Section 3.3.

B. GIVING GIFTS

While the above \$500 gift limit addresses the receipt of gifts from a vendor, it is important to note that the rule generally applies equally to the giving of a gift, service or other benefit by a Charter employee to a customer, or prospective customer, vendor, or prospective vendor. In the case of Charter's sales organizations (e.g., Spectrum Reach, Spectrum Enterprise), employees must receive appropriate approvals from within the business unit and gifts and entertainment should be reasonable and appropriate under the circumstances and conform to general industry standards.

Under certain circumstances, giving gifts – even those with minimal value – can create civil or criminal liability for you or for the Company. For example, giving gifts to politicians, government administrators or public schools is frequently forbidden. Contact your business leader or supporting Charter Legal Department attorney for additional guidance as to whether and in what circumstances gifts can be given to any of these types of recipients.

C. SPONSORSHIP OF COMPANY EVENTS

Vendors may be invited to a gathering of Charter employees if a legitimate business purpose will be served, but generally, partner companies and vendors may not sponsor Charter meetings and conferences. Exceptions may be considered if 1) the vendor's participation is designed to primarily benefit Charter as a whole, or a department within the Company as a whole, as opposed to one or two individuals and, 2) the sponsorship by the vendor is not extravagant. Also, because any arrangement an employee makes to receive value from a vendor could affect the Company's relationship with that vendor, it is mandatory that before approaching a vendor for sponsorship of a Charter conference, meeting or other event, the employee clear the arrangement with the Charter executive who is responsible for the Company's relationship with that vendor. Once an employee receives their Executive Vice President's sign off in advance in writing, the employee must also receive approval pursuant with Section 3.3.

The restrictions on vendor sponsorship of meetings and conferences do not extend to vendor-sponsored subscriber or employee contests, events thrown by Spectrum Reach media sales group to entertain clients, or continuing education sessions hosted for Company lawyers or accountants by an outside firm. Each of these events must be approved in advance and in writing by Charter management (EVP or above), and clearly benefit the Company.

Charter also often works with vendors to co-host events that will benefit a charity where all proceeds will be donated to that charitable cause. All Charter sponsorships and charitable contributions are covered under the Donations and Contributions Policy.

D. OUTSIDE BUSINESS ACTIVITIES

Employees must refrain from engaging in outside employment, business or management activities (including but not limited to employment, consulting, management, ownership, etc.) where the business of the outside entity conflicts with, or competes with, Charter's business, or where an employee's time commitment to the outside business might interfere with their ability to meet the performance standards of their job with Charter. Employees must disclose in advance in writing all outside employment, business or management activities that may pose a conflict as described above as pursuant with Section 3.3. Whenever an employee is in doubt about the possibility that a conflict may exist, it is his or her responsibility to seek review and approval. (Note that your business unit may have a more restrictive policy about reporting secondary employment that you should be sure to consult. This policy is in addition to any such department policies.)

E. OUTSIDE OFFICES AND DIRECTORSHIPS ²

Unless serving at Charter's request, an employee may not serve as an officer or director of any other commercial, for profit, enterprise where it conflicts with, or competes with, Charter's business, unless it is approved in advance in writing by Charter's General Counsel, through EthicsPoint.

² Employees who serve as directors or officers of other entities should communicate public speaking engagements with the Communications Group when speaking on behalf of Charter as required in the External Communications Policy.

An employee need not obtain approval when performing work for a charity or serving as an officer or director of a non-profit entity unless the following issues arise:

- a. Charter resources are used in the work performed for the charity or non-profit. This might include the use, for example, use of Charter facilities or services, or other Charter supplies such as paper, copiers, and other similar materials;
- b. The charity or non-profit already has an ongoing business relationship with Charter (for example, we might provide them with Internet services, other than at standard rates and terms).

F. PUBLICLY ELECTED POSITIONS/POSITIONS IN GOVERNMENT

Any employee who wishes to serve in a publicly elected role (such as a city council member) or other local or state government appointed position should seek approval pursuant with Section 3.3

G. PERSONAL COMMERCIAL TRANSACTIONS WITH CHARTER VENDORS

A conflict of interest may arise when an employee, whether on behalf of himself or herself, a member of the employee's Family, or another person or entity, buys, sells or leases property or services from or to any other person or entity that is in, or is seeking to enter into, a contractual relationship with Charter (other than at standard rates and terms). In such an event, the employee must fully disclose the potential conflict in advance pursuant with Section 3.3.

H. PERSONAL COMMERCIAL TRANSACTIONS WITH CHARTER

A conflict of interest may arise if Charter engages in a transaction with an employee or a member of the employee's Family (other than at standard retail or standard employee rates). Moreover, such relationships might trigger certain disclosure obligations under federal securities laws. Consequently, an employee must fully disclose the proposed personal business transaction in advance pursuant with Section 3.3.

I. FINANCIAL INTEREST IN COMPANIES TRANSACTING BUSINESS OR COMPETING WITH CHARTER

A conflict of interest can exist if an employee, or a member of the employee's Family, has a direct or indirect financial interest in a company that does business with or is a competitor of Charter and one or more of the following circumstances exist:

- a. The transaction is significant to either Charter or the other company involved in the transaction;
- b. Charter's transactions with such company are likely to contribute materially to such company's earnings or affect the value of such company's securities;
- c. The employee or any of the employee's Family is an officer or director of such company or owns or expects to become an owner of such company's securities, which represents an interest of more than 5% of the company; or
- d. The employee has a role in deciding whether Charter does business with that company;

All such direct or indirect financial interests that meet one of the above criteria must be disclosed in advance of the proposed transaction, pursuant with Section 3.3, unless such interest arises from the ownership of less than 5% voting interest of a public company.

J. CORPORATE OPPORTUNITY

A conflict of interest may exist where an employee, or a member of the employee's Family, participates in his or her personal capacity in any venture or transaction that the employee learned of in the course of his or her employment with Charter. Any such opportunity should be disclosed in advance pursuant with Section 3.3.

In addition, an employee shall not use Charter property, resources, supplies, or information for any outside business activity.

K. NEPOTISM AND PERSONAL RELATIONSHIPS IN THE WORKPLACE

Employees are required to disclose any relationship that may pose a conflict or an appearance of a conflict pursuant to the [Conflicts Due to Nepotism or Personal Relationship Policy](#).

4.0 ENFORCEMENT

Violations of this policy or any of its provisions may result in appropriate disciplinary action, up to and including termination of employment.

5.0 CONTACTS

Questions about this Policy should be referred to Charter's Senior Vice President, Litigation, or your local human resources representative. More information about Charter's Compliance program is on the [Compliance intranet site](#).

To report a concern via Charter's compliance and ethics hotline, contact:

EthicsPoint

<https://chartercommunications.ethicspoint.com> or 1-866-384-4277

6.0 REFERENCES

[Charter's Employee Handbook](#)

[Charter's Code of Conduct](#)

[External Communications Policy](#)

Donations and Contributions Policy

[Conflicts Due to Nepotism or Personal Relationship Policy](#)