

## **CABLE ONE, INC.**

### **AUDIT COMMITTEE CHARTER**

(Effective June 5, 2015)

#### **Purpose**

The primary function of the audit committee (the "Committee") of the board of directors (the "Board") of Cable One, Inc. (the "Company") is assisting the Board in fulfilling its responsibility for overseeing (i) the integrity of the Company's financial statements, (ii) the qualifications and independence of the Company's independent accountants and (iii) the performance of the Company's internal audit staff and independent accountants.

The Committee is to exercise its business judgment in carrying out the responsibilities described in this charter in a manner the Committee members believe to be in the best interests of the Company and its stockholders.

In carrying out its functions, the Committee shall independently and objectively (i) monitor management's conduct of the Company's financial reporting process (including development and maintenance of systems of internal accounting and financial and disclosure controls), (ii) review and appraise the audit efforts of the Company's independent accountants and internal audit staff, (iii) ensure open, ongoing communications concerning the Company's financial position and affairs between and among the Board and its representatives and the Company's independent accountants, finance department, senior management and internal audit staff, (iv) review the Company's policies and procedures regarding compliance with legal and regulatory requirements, including those relating to ethics and business conduct, (v) prepare the required Audit Committee Report for inclusion in the annual proxy statement and (vi) report regularly to the Board regarding the execution of its duties.

#### **Membership**

The Committee shall consist of at least three directors, who shall be appointed by the Board from among its members in accordance with the by-laws of the Company and any other applicable laws or regulations and who shall be subject to removal by the Board. Each director who serves on the Committee must qualify as "independent" according to the criteria for independence established by Section 303A of the New York Stock Exchange Listed Company Manual as well as the provisions of Rule 10A-3(b)(1) under the Securities Exchange Act of 1934, as amended. Each member of the Committee shall be "financially literate" or will become "financially literate" within a reasonable period of time after his or her appointment to the Committee. In addition, at least one member of the Committee shall have accounting or related financial management expertise. In addition to the foregoing, the determination of any member's qualifications to serve on the Committee shall be made by the Board in keeping with the applicable requirements of the New York Stock Exchange (the "NYSE"), the New York Stock Exchange Listed Company Manual and other applicable rules and regulations.

#### **Advisors**

The Committee may obtain advice, assistance and investigative support from outside legal, accounting or other advisors as it deems appropriate to perform its duties and the Company shall

provide appropriate funding, as determined by the Committee, for any such advisors. The Committee may request any officer or employee of the Company, including its subsidiaries, or the Company's outside counsel or independent accountants to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

### **Meetings**

The Board shall designate one person of the Committee to act as its chairperson. The Committee shall meet in person or telephonically at least quarterly at such times and places determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson. A majority of members present in person or by telephone at any meeting shall constitute a quorum.

The Committee shall maintain independence both in establishing its agenda and directly accessing management of the Company and its subsidiaries. Annually, the Committee will reassess the adequacy of this charter, evaluate its performance and report these and other actions to the Board with any recommendations. The format of the self-assessment shall be determined by the Committee.

### **Compensation**

No member of the Committee may receive, directly or indirectly, any compensation from the Company other than (i) fees paid to directors for service on the Board, (ii) fees paid to directors for service on a committee of the Board (including the Committee) and (iii) a pension or other deferred compensation for prior service that is not contingent on future service on the Board.

### **Duties and Responsibilities**

It is the responsibility of management of the Company to develop and maintain systems of internal accounting and financial controls and to prepare the Company's financial statements in accordance with accounting principles generally accepted in the United States. It is the responsibility of the independent accountants to plan and perform an audit of the Company's financial statements in accordance with accounting principles generally accepted in the United States.

The Committee's role is one of oversight. The Committee shall make regular reports to the Board. In carrying out its responsibilities, the Committee's practices and policies should remain flexible in order for the Committee to respond to changing facts and circumstances.

Among the activities in carrying out its responsibilities, the Committee shall undertake the following:

#### *Independent Accountants*

- Sole authority and direct responsibility for the appointment, compensation, retention, termination and oversight of the work of the Company's independent accountants. The independent accountants are accountable to the Committee and the Board. The Committee shall approve the audit engagement fees and pre-approve any non-audit services to be provided by the independent accountants. The authority for such approval and preapproval may be delegated to one or more members of the Committee to the extent permitted by applicable law.

- Review and discuss with the independent accountants any relationships or services that may impact their objectivity and independence and taking appropriate action in response to the independent accountants' report to satisfy the Committee of the accountants' independence.
- Review with the independent accountants any material written communications between the independent accountants and management, including any audit problems or difficulties and management's response.
- Ensure that rotation of the independent accountants' audit partners satisfies regulatory requirements and set policies about hiring current or former employees of the independent accountants.
- At least annually, discuss with the independent accountants their written report describing (i) their internal quality control procedures, (ii) any material issues raised by the most recent internal quality control review, Public Company Accounting Oversight Board (the "PCAOB") review, peer review or regulatory inquiry within the preceding five years and steps taken to address any such issues and (iii) all relationships between the independent accountants and the Company, including the matters covered by the applicable requirements of the PCAOB regarding the independent accountants' communications with the Committee concerning independence.
- Meet regularly and separately with the independent accountants in executive sessions.

#### *Financial Statements*

- Review and discuss with management and the independent accountants the annual audited financial statements and quarterly financial statements prior to filing, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations", the Company's earnings announcements prior to release, the results of the independent accountants' reviews and the types of financial information provided to analysts and rating agencies to the extent required by the rules of the NYSE. The Committee may delegate to one or more members of the Committee the review of the earnings announcements.
- Review critical accounting policies, financial reporting and accounting standards and principles, including any changes in the selection or application of accounting principles and alternative treatments of financial information within generally accepted accounting principles.
- Review key accounting decisions affecting the Company's financial statements, including the effect of regulatory or accounting initiatives, on the Company's financial statements. The review shall include the rationales for such choices and possible alternatives.
- Review the Company's financial reporting process, including disclosure controls and procedures, internal controls and procedures, any significant control deficiencies or material weaknesses, any fraud involving management or others significantly involved in the Company's internal controls and procedures.

- Review any disclosures of material weaknesses in the design or operation of internal controls.

#### *Internal Audit*

- Review the performance of the Company's internal audit department, the proposed audit plans for the coming year and the results of internal audits.
- Review the qualifications of the head of the Company's internal audit department.
- Meet regularly and separately with the internal audit department.

#### *Communications*

- Obtain reports from management and the Company's head of internal audit relating to the Company and its subsidiaries and foreign affiliates being in conformity with applicable legal requirements and the Company's Code of Business Conduct and Ethics.
- Review and discuss with management the Company's policies with respect to risk assessment and risk management, as well as the Company's major risk exposure and the steps management has taken to control such exposure.
- Meet regularly and separately with the management of the Company (specifically, on an individual basis with the Chief Financial Officer and the Company's head of internal audit in separate executive sessions).
- Establish procedures for reviewing and handling complaints or concerns received by the Company regarding accounting, internal audit controls or auditing matters, including enabling employees to submit concerns confidentially and anonymously.
- Maintain minutes or other records of its meetings.

#### *Legal and Compliance*

- Review procedures and compliance processes pertaining to the Company's legal and regulatory compliance, as embodied in the Company's Code of Business Conduct and Ethics and other applicable policies and procedures.
- Prepare the report required by the rules of the U.S. Securities and Exchange Commission to be included in the Company's annual proxy statement.

#### *Committee Authority*

The Committee may exercise such other powers and authority as the Board may, from time to time, confer upon it. The Committee may diverge from the above list of responsibilities, as appropriate, if circumstances or regulatory requirements change. In addition to these activities, the Committee will perform such other functions as necessary or appropriate under applicable law, the NYSE rules, the Company's certificate of incorporation and by-laws and the resolutions and other directives of the Board.