

## **CABLE ONE, INC.**

### **NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

(Effective June 5, 2015)

#### **Purpose**

The primary function of the nominating and governance committee (the “Committee”) of the board of directors (the “Board”) of Cable One, Inc. (the “Company”) is to (i) identify and evaluate individuals qualified to become Board members, consistent with criteria approved by the Board, (ii) recommend to the Board the director nominees for each annual meeting of the Company’s stockholders and from time to time fill vacancies on the Board, (iii) recommend to the Board the corporate governance guidelines applicable to the Company, (iv) oversee the evaluation of the Board and management and (v) perform such other duties or responsibilities as may be delegated to the Committee from time to time by the Board.

#### **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 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. 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 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 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 advisors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

#### **Duties and Responsibilities**

The Committee shall undertake the following activities in carrying out its responsibilities (in addition to any other duty or responsibility which the Board may from time to time delegate to the Committee):

##### *Governance*

- Oversee the Company’s corporate governance practices and profile, including, as appropriate, the legal standards, industry practices, investor views and potential benefits and risks associated with such governance practices and profile.

- Review and recommend to the Board amendments to the Company's by-laws, certificate of incorporation, committee charters and Corporate Governance Guidelines.
- Periodically review and make recommendations regarding the Board's committee structure.
- Recommend directors for appointment or removal by the Board as the chairperson, the presiding director for purposes of executive sessions and members of the Board's committees, including the creation of new, or the elimination of existing, committees of the Board.
- Oversee developments in law and practice relating to corporate governance and the Company's response thereto.

*Director Nominations and Stockholder Communications*

- Identify, review and recommend individuals for election to the Board, including candidates proposed by a stockholder or employee of the Company.
- In recommending candidates for election to the Board, the Committee shall take into consideration criteria established by the Board as set forth in the Company's Corporate Governance Guidelines or established by the Committee in the Policy Statement Regarding Director Nominations and Stockholder Communications, or as otherwise may be established by the Board from time to time. In advance of, and at the time of, recommending candidates to the Board, the Committee shall inform the Board of the criteria used in making the recommendation.
- Adopt and review the Policy Statement Regarding Director Nominations and Stockholder Communications, which shall set forth: (i) the Committee's policy regarding the consideration of candidates proposed by stockholders; (ii) a description of the minimum criteria that the Committee believes are useful for one or more of the Company's directors to possess; (iii) a description of the Committee's process for identifying and evaluating director nominees (including candidates recommended by stockholders); and (iv) the general process for communications between stockholders and the Board.
- Review and make recommendations to the Board regarding the Company's response to stockholder proposals for inclusion in the Company's annual proxy statement.

*Chief Executive Officer Succession and Leadership Performance*

- Oversee the Chief Executive Officer succession planning process, including an emergency succession plan, in the event of the death or disability of the Chief Executive Officer. The full Board is responsible for selecting the chairperson and Chief Executive Officer (whether those positions are occupied by one or more individuals).
- Oversee the evaluation, at least annually, of management of the Company, including the Chief Executive Officer. The Compensation Committee is responsible for reviewing the performance of management for compensation purposes.

### *Board Leadership and Performance*

- Review and make recommendations to the Board regarding the leadership structure of the Board.
- Oversee the Board's self-evaluation of its performance, which shall take place no less than annually.
- Conduct a self-evaluation of its performance no less than annually. The evaluation shall address subjects including the Committee's composition, responsibilities, structure and processes, and effectiveness. The Committee shall also review the Committee's charter at least annually. The Committee shall, as appropriate, make recommendations to management and solicit comments from each member of the Board on the effectiveness of the Board and, at least once a year, report to the full Board on the Board's performance.
- Annually, reassess the adequacy of this charter, evaluate its own performance and report these and other actions to the Board with any recommendations.
- While each of the other committees of the Board is primarily responsible for conducting its own self-evaluation, the Committee shall be responsible for developing the overall framework for such committee evaluations.

### **Structure and Operations**

The Board shall designate one member of the Committee to act as its chairperson. The Committee shall meet in person or telephonically at least once a year 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 minutes or other records of its meetings.

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.