

**CABLE ONE, INC.**

**EXECUTIVE COMMITTEE CHARTER**

(Effective July 1, 2015)

**Purpose**

The purpose of the executive committee (the "Committee") of the board of directors (the "Board") of Cable One, Inc. (the "Company") is to review and provide guidance to the Board and to senior management of the Company regarding the Company's strategy, operating plans and operating performance and to perform such other duties or responsibilities as may be delegated to the Committee from time to time by the Board.

In order to fulfill its responsibilities, the Committee shall maintain a cooperative, interactive dialogue with management. The Committee shall regularly report to the Board, particularly with respect to corporate strategy issues, which shall remain primarily the Board's responsibility.

**Membership**

The Committee shall consist of the Company's Chief Executive Officer (so long as the Chief Executive Officer is a director) and at least two other directors who shall be appointed by the Board from among its members in accordance with the by-laws of the Company, at least one of whom shall be a non-employee director. The members of the Committee shall be subject to removal by the Board. The determination of any member's qualifications to serve on the Committee shall be made by the Board.

**Advisors**

The Committee may obtain advice, assistance and investigative support from financial, 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):

- Meet with management periodically to discuss, review and evaluate the development and implementation of the Company's operational objectives and corporate strategy.
- Monitor the Company's operating performance relative to its operating objectives, strategy, plans and actions, and provide management with feedback regarding the Company's operating objectives, strategy, plans and actions.

- Review the Company's capital plan and financing plans.
- Review the impact of external developments and factors, such as changes in economic and market conditions, competition in the industry and changes in regulation and technology, on the Company's corporate strategy and its execution.
- Review and consider prospects and opportunities for corporate development and growth initiatives, including acquisitions, divestitures, joint ventures and strategic alliances.
- Recommend changes to the Company's operating objectives, strategy, plans and actions for consideration by the Board, as appropriate.
- Review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board for approval.
- Maintain minutes or other records of its meetings and give regular reports to the Board on the meetings of the Committee and on such other matters as the Board shall from time to time specify.
- Review the Committee's own performance at least annually.

### **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 as often as it determines at such times and places determined by the Committee chairperson, with further 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.