

**WIDOPENWEST, INC.**  
**COMPENSATION COMMITTEE CHARTER**

**Organization**

This charter adopted by the Board of Directors (the “Board”) of WideOpenWest, Inc. (the “Company”) governs the operations of the Compensation Committee (the “Committee”) of the Board.

***Composition and Qualifications***

The Committee shall consist of at least two directors. The Company currently is a “controlled company” as defined in the listing standards of the New York Stock Exchange. As a result of the Company’s controlled company status, the Committee is not required to be comprised solely of independent directors. At such time as the Company is no longer a controlled company, and after any permissible phase-in period, each member of the Committee shall qualify (i) as an independent director and satisfy other requirements under the standards established by the New York Stock Exchange, (ii) as a “non-employee director” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and (iii) as an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, and shall satisfy any other necessary standards of independence under the federal securities and tax laws.

***Appointment, Vacancies and Removal***

Committee members shall be appointed by the Board. Committee members shall hold their offices until their successors are appointed and qualified, or until their earlier resignation or removal. All vacancies in the Committee shall be filled by the Board. The Board may fill vacancies on the Committee and remove a member of the Committee in its discretion, at any time, with or without cause

***Role of Chairman***

The Board shall designate one of the members as Chairman of the Committee. The Chairman shall prepare or approve an agenda in advance of each meeting, in consultation with Committee members and any appropriate members of the Company’s management or staff, as deemed necessary or desirable by the Chairman.

***Meetings***

The Committee shall meet periodically, either in person or by teleconference, as deemed necessary by the Chairman of the Committee. All meetings shall be at the call of the Chairman of the Committee. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Committee may act only upon approval of a majority of its members. The action of the Committee at a meeting at which a quorum is present shall be the act of the Committee. The Committee may act in writing by the unanimous consent of its members.

The Committee may meet in executive session outside the presence of the Company’s executive officers. The Chief Executive Officer shall not be present during the Committee’s voting or deliberations on the compensation of the Chief Executive Officer. The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such information as the Committee requests.

***Delegation to Subcommittees***

The Committee may form one or more subcommittees, each of which may take such actions as may be delegated by the Committee.

### ***Minutes and Reports to the Board***

The Committee shall keep a separate book of minutes of its proceedings and actions. The Committee shall periodically report on its activities to the Board and make such recommendations and findings as it deems appropriate.

### ***Advisors***

The Committee may, in its sole discretion and at the Company's expense, retain and terminate such legal, accounting or other advisors or experts, including compensation consultants, as it deems necessary in the performance of its duties and without having to seek the approval of the Board. Prior to selecting any legal counsel, compensation consultant or other advisor (other than in-house legal counsel), the Committee must take into consideration specific independence factors identified in the listing standards established by the New York Stock Exchange to the extent the Company is subject to such standards.

### ***Evaluation***

The Committee shall conduct an annual evaluation of its performance and report the results of that evaluation of the Committee to the Board.

### **Purpose and Responsibilities**

The Committee's primary purpose and responsibilities shall be:

- to review and approve corporate goals and objectives for the Chief Executive Officer's compensation, to evaluate the Chief Executive Officer's performance according to these goals and objectives and to determine and approve the Chief Executive Officer's compensation level based on this evaluation;
- to screen and recommend to the Board for approval individuals qualified to become Chief Executive Officer of the Company;
- to recommend to the Board for approval total compensation for the members of the Board and to approve total compensation for senior executives, including oversight of all senior executive benefit plans;
- to oversee the Company's general incentive-compensation plans and equity-based plans; and
- to produce a compensation committee report on executive compensation, as required by the Securities and Exchange Commission (the "SEC") to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the SEC.

### **Duties**

To fulfill its purpose and responsibilities, the Committee shall:

- Recommend to the Board for approval the total compensation for the directors of the Company and develop guidelines for non-employee directors to own designated amounts of Company stock.
- Establish the compensation of the Chief Executive Officer and set and approve the compensation of other executive officers of the Company whose compensation is disclosed in the Company's proxy statement, and approve the actual compensation (including base salary, and any annual and long-term incentive payouts) paid to senior executive officers of the Company. Specifically as to the Chief Executive Officer, the Committee should review and approve the goals and objectives

relevant to the Chief Executive Officer's compensation, evaluate the Chief Executive Officer's performance in light of those goals and objectives and set the Chief Executive Officer's compensation level based on this evaluation.

- Approve employment agreements, severance agreements and change of control agreements between the Company and its senior executive officers and any amendments thereto.
- Develop and review periodically succession plans of the Chief Executive Officer and other senior executive officers, and screen and recommend to the Board for approval candidate(s) for Chief Executive Officer and other senior executive officers.
- Review and recommend to the Board for approval the design of the benefit plans which pertain to directors, the Chief Executive Officer and other senior executive officers who report directly to the Chief Executive Officer.
- Recommend to the Board for approval the creation and/or revision of incentive compensation plans and equity-based plans established for Company officers and grants thereunder.
- Produce and approve the Compensation Committee Report on Executive Compensation included in the Company's proxy statements or other reports filed with the SEC.
- Recommend to the Board for approval overall compensation policy throughout the entire Company.
- Review and approve, or review and recommend to the Board for its approval, any transaction in equity securities of the Company, or derivatives of those equity securities, between the Company and any officer or director of the Company who is subject to the reporting and short-swing liability provisions of Section 16 of the Exchange Act.
- Review, discuss, and approve a compensation philosophy and objectives that are consistent with the business strategy and that are designed to attract, retain, and motivate highly qualified personnel and to provide competitive pay opportunities.
- Review the Company's and/or its independent consultant's annual assessment of whether the Company's compensation practices, policies and programs for executive officers and other employees encourage unnecessary or excessive risk taking and whether any risks arising from such practices, policies and programs are reasonably likely to have a material adverse effect on the Company.
- Review and approve the implementation or revision of any clawback policy allowing the Company to recoup compensation paid to executive officers and other employees.
- Approve or make recommendations to the Board with respect to the adoption or modification of policies regarding the pledging or hedging of Company stock, if any, and monitor compliance with respect to any adopted policy on pledging and hedging.
- Establish and monitor compliance with any stock ownership and holding guidelines of the Company that are applicable to executive officers or directors and monitor compliance with any adopted share ownership guidelines.
- Determine the Company's policy with respect to the application of Section 162(m) of the Internal Revenue Code of 1986, as amended, and when compensation may be paid by the Company that is not deductible for federal income tax purposes.

- Recommend to the Board for approval the frequency with which the Company will include in its proxy and information statement a management proposal permitting shareholders to have an advisory vote on executive compensation (“Say on Pay”). This review should take into account the most recent shareholders advisory vote on the frequency of Say on Pay resolutions at the Company.
- Review and consider the results of the Company’s most recent Say on Pay vote, if any, and any other feedback garnered through the Company’s shareholder outreach that may be in effect from time-to-time, and recommend to the Board whether and, if so, how the Company should respond to Say on Pay vote outcomes.
- Monitor compensation and regulatory developments trends and solicit independent advice where appropriate.
- Carry out such other duties as may be delegated to it by the Board from time to time.

This Committee charter is effective as of the date indicated below. The Committee shall review and reassess the adequacy of this charter on an annual basis. Changes to this charter may only be made with the approval of the Board.

Adopted Effective as of August 8, 2017