

## **WIDOPENWEST, INC.**

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

#### **Organization**

This charter adopted by the Board of Directors (the “Board”) of WideOpenWest, Inc. (the “Company”) governs the operations of the Nominating and Corporate Governance Committee (the “Committee”) of the Board. The Committee shall consist of at least two directors. The Company currently is a “controlled company” as defined in the listing standards of the 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 as an independent director and satisfy other requirements under the standards established by the New York Stock Exchange.

Committee members shall be appointed by the Board and 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 shall designate one of the members as Chairman of the Committee, and the Committee shall keep a separate book of minutes of its proceedings and actions.

The Committee shall meet periodically, 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 form one or more subcommittees, each of which may take such actions as may be delegated by the Committee. The Committee shall periodically report on its activities to the Board and make such recommendations and findings as it deems appropriate. The Committee may, in its sole discretion and at the Company’s expense, retain and terminate legal, accounting or other consultants or experts, including search firms, it deems necessary in the performance of its duties and without having to seek the approval of the Board.

#### **Purpose and Responsibilities**

The Committee’s primary purpose and responsibilities shall be:

- to develop and recommend qualification standards and other criteria for selecting new Board members, identify individuals qualified to become Board members consistent with qualification standards and other criteria approved by the Board and recommend to the Board such individuals as nominees to the Board for its approval;
- to oversee evaluations of the Board, individual Board members and the Board committees;
- to oversee the Company’s compliance with ethics policies and consider matters of corporate governance;

- to develop and recommend to the Board corporate governance guidelines applicable to the Company; and
- to perform an annual evaluation of this Committee.

### **Duties**

To fulfill its purpose and responsibilities, the Committee shall:

1. Develop and recommend qualification standards and other criteria for selecting nominees for director.
2. Screen and recommend to the Board nominees for election as directors of the Company, including nominees recommended by stockholders of the Company, and consider the performance of incumbent directors in determining whether to recommend them to stand for reelection at the annual meeting of stockholders.
3. Establish procedures for, and administer, annual performance evaluations of the Board, its committees and individual Board members, which will include an annual performance review of this Committee by its members.
4. Review periodically the makeup of the Board and its committees and recommend, as appropriate, changes in the number, function or membership.
5. Review periodically the Company's Code of Business Conduct and Ethics; Code of Ethics for Senior Financial Officers; confidential information and insider trading policies and any similar Company codes and policies; and, based on such periodic review, recommend changes to the Board as deemed appropriate.
6. Develop and recommend to the Board for adoption policies designed to encourage the highest levels of corporate conduct by the Board, the Company and its officers, employees and agents.
7. Review annually and make recommendations to the Board with respect to the compensation and benefits of directors, including under any incentive compensation plans and equity-based compensation plans.
8. Review directors' and officers' indemnification and insurance matters and make such recommendations to the Board as deemed appropriate.
9. Review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board for approval.
10. Consider questions of possible conflicts of interest involving Board members, senior officers and key employees.

### **Miscellaneous**

This Committee charter is not intended to change or augment the obligations of the Company or its directors or management under the federal securities laws or to create new standards for determining

whether directors or management have fulfilled their duties, including fiduciary duties under applicable law.

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 May 24, 2017