

COMCAST CORPORATION

Governance and Directors Nominating Committee Charter

Last Revised: December 15, 2011

Purpose

The Governance and Directors Nominating Committee (the "Committee") of the Board of Directors of Comcast Corporation and its consolidated subsidiaries (the "Company") is established by the Board to:

- identify individuals qualified to become Board members, and recommend to the Board director nominees for election at the next meeting of shareholders at which directors are to be elected or to fill any vacancies or newly created directorships that may occur between such meetings;
- recommend directors for appointment to Board Committees;
- develop and implement director orientation and continuing education programs;
- develop and implement procedures to evaluate Board and Board Committee performance;
- recommend non-employee director compensation;
- review and assess the Company's business resiliency programs;
- develop and recommend to the Board the Corporate Governance Guidelines and Code of Conduct of the Company, and oversee compliance with such Guidelines and Code;
- review (and approve if applicable) transactions presented to the Committee under the Company's related party transactions policy; and
- provide general oversight and direction of the Company's compliance program and corporate governance responsibilities, activities and functions.

Membership

The Committee shall consist of at least four members, comprised solely of independent directors who are "independent directors" as defined under NASDAQ rules. Committee members shall also meet any additional standards for membership established by the Committee. The Committee shall recommend nominees for appointment to the Committee annually at the organizational meeting of the Board following Comcast Corporation's annual meeting of shareholders, and as vacancies or newly created positions occur. Committee members shall be appointed by the Board and may be removed, with or without cause, by the Board at any time. The Committee shall recommend to the Board, and the Board shall designate, the Chair of the Committee.

Authority and Responsibilities

In addition to any other responsibilities that may be assigned from time to time by the Board, the Committee is responsible for the following matters:

Board/Committee Nominees

- The Committee shall oversee searches for and identify qualified individuals for membership on the Board of Directors.
- The Committee shall establish criteria for Board and Board committee membership, including as to director independence, and shall recommend individuals for membership on the Board and directors for appointment to the committees of the Board. In making its recommendations, the Committee shall:
 - review candidates' qualifications for membership on the Board or a committee of the Board (including making a specific determination as to the independence of each candidate) based on the criteria established by the Committee (and taking into account any particular standards that may be required under law or NASDAQ Stock Market rules for Committee membership purposes);
 - in evaluating current directors for re-nomination to the Board or reappointment to any Board committees, assess the performance of such director;
 - periodically review the composition of the Board and its committees in light of the current challenges and needs of the Board and each committee, and determine whether it may be appropriate to add or remove individuals after considering issues of judgment, diversity, age, skills, background and experience; and
 - consider any other factors that are set forth in Comcast's Corporate Governance Guidelines or are deemed appropriate by the Committee.

Evaluating the Board and Its Committees

- Periodically, the Committee shall lead the Board in a self-evaluation to determine whether it and its committees are functioning effectively. The Committee shall oversee the evaluation process and report on such process and the results of the evaluations, including any recommendations for proposed changes, to the Board.
- The Committee shall periodically review the size and responsibilities of the Board and its committees and recommend any proposed changes to the Board.

Corporate Governance and Compliance Matters

- The Committee shall monitor the implementation and effectiveness of the Company's Compliance program.

- The Committee shall review and recommend to the Board the Corporate Governance Guidelines and Code of Conduct for the Company. Periodically, the Committee shall review and reassess the adequacy of such Guidelines and Code and recommend any proposed changes to the Board.
- The Committee shall be responsible for any tasks assigned to it in the Corporate Governance Guidelines.
- The Committee shall oversee compliance with the Corporate Governance Guidelines, the Code of Conduct and the Related Party Transaction Policy and report on such compliance to the Board, including establishing procedures to insure (i) timely review and disclosure of Related Party Transactions and (ii) compliance with non-accounting and non-auditing laws and regulations (compliance with accounting and auditing rules and regulations being the responsibility of the Audit Committee of the Board).
- The Committee shall also review and consider any requests for waivers under such Guidelines or Code for Comcast's directors and Executive Officers (as such term is defined in such Code), and shall make a recommendation to the Board with respect to such request for a waiver.
- The Committee shall periodically review and assess the Company's Corporate Responsibility Report.
- The Committee shall review potential conflicts of interest involving directors and shall determine whether such director or directors may vote on any issue as to which there may be a conflict.
- The Committee shall establish procedures to monitor director independence between annual determinations thereof.
- The Committee shall oversee the Company's political activities, receive the annual management report on the Company's political activities and periodically review the Company's Statement on Political and Trade Association Activity.

Director Orientation and Continuing Education

- The Committee shall develop and review an orientation and continuing education program for directors meeting the requirements set forth in the Corporate Governance Guidelines.

Business Resiliency

- The Committee shall periodically review and assess the adequacy of the plans and procedures of the Company, which are designed to address such items as business risk assessment and management, business continuity, physical and information security and emergency communications.

Reporting to the Board

- The Committee shall report to the Board periodically. This report shall include a review of any recommendations or issues that arise with respect to Board or committee nominees or membership, Board performance, corporate governance or any other matters that the Committee deems appropriate or is requested to be included by the Board.
- At least annually, evaluate its own performance and report to the Board on such evaluation.
- The Committee shall periodically review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

Procedures

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter. The Chair of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this Charter.

The Committee may delegate its authority to subcommittees or the Chair of the Committee when it deems appropriate and in the best interests of the Company.