

Time Warner Cable Inc.

Corporate Governance Policy

Effective as of March 12, 2009

A. Introduction

This Corporate Governance Policy describes the principles and practices that the Time Warner Cable Inc. Board of Directors will follow in carrying out its responsibilities. This policy supplements the Company's By-laws and the charters of the Board's committees. Time Warner Cable Inc. and its subsidiaries are referred to as the "Company".

B. Board Composition

1. Size of the Board

The Company's Certificate of Incorporation and By-laws, each as it may be amended from time to time, provide that the Board of Directors may determine the size of the Board from time to time. The Nominating and Governance Committee may recommend to the Board changes in the size of the Board.

In determining whether to change the size of the Board, the Nominating and Governance Committee and/or Board will consider several factors, including (a) resignations, retirements, and the availability of appropriate, qualified candidates; (b) assuring that the Board has a small enough number to facilitate active discussions and decision-making; and (c) assuring that the Board has a sufficient number of directors to fulfill committee assignments and to provide the appropriate mix of continuity, experience, skills and diversity for the Board and its committees to perform their responsibilities in light of regulatory requirements and current business needs.

2. Mix of Inside and Independent Directors

Under the Company's Certificate of Incorporation, at least 50% of the directors must be independent, as defined under the listing requirements of the New York Stock Exchange.¹

On at least an annual basis (and whenever an individual is considered by the Nominating and Governance Committee for election as a director), management will collect information from the Company's records and, as appropriate, from the individual directors, to conduct an analysis of each current or prospective director's eligibility to be classified as "independent" under the Company's By-laws, Corporate Governance Policy, and applicable statutes and regulations (including applicable listing standards set forth by the New York Stock Exchange and rules and regulations issued by the Securities and Exchange Commission and Internal Revenue Service). This analysis shall address each individual's eligibility to be classified as

¹ The requirement, imposed by the Certificate of Incorporation, that at least 50% of the directors be independent expires on February 13, 2010. Under the listing requirements of the New York Stock Exchange, a majority of the directors must be independent within one year of Time Warner Cable's separation from Time Warner Inc.

“independent” for purposes of serving on the Board and on each of the Board’s committees. This analysis shall be submitted to the Nominating and Governance Committee, if one is constituted, which shall make a recommendation regarding each individual’s independence to the full Board of Directors, which in turn shall make the final determination of each individual’s independence.

The Board may establish categorical standards to guide it in determining whether an individual has a “material relationship” with the Company. The Board has adopted the following categorical standards, in addition to the standards for independence established under applicable statutes and regulations, which it may amend or supplement from time to time:

- Transactions (such as advertising, the purchase of goods and services, financing, and the purchase or sale of assets) between the Company and another entity with which a director or a member of a director’s family is affiliated shall generally be deemed not to create a material relationship (i) if they occurred more than three years prior to determination of materiality or (ii) if they occur in the ordinary course of business and are consistent with other transactions in which the Company has engaged with third parties, unless, for purposes of (ii), (a) the director serves as an executive officer, employee, or substantial owner, or an immediate family member (as defined in the New York Stock Exchange’s rules) is an executive officer, of the other entity and (b) such transactions represent more than 2% of the other entity’s gross revenues for the prior fiscal year or more than 5% of the consolidated gross revenues for the prior fiscal year of the Company.
- Discretionary charitable contributions by the Company to established nonprofit entities with which a director or a member of the director’s family is affiliated shall generally be deemed not to create a material relationship (i) if they occurred more than three years prior to determination of materiality or (ii) if they are consistent with the Company’s philanthropic practices, unless (a) the director or spouse is an executive officer or director of the organization and (b) the Company’s contributions represent, for the most recent fiscal year, more than the greater of \$100,000 or 10% of any individual organization’s annual gross revenues (for organizations with gross revenues up to \$10 million per year), or the greater of \$1 million or 2% of any individual organization’s annual gross revenues (for organizations with gross revenues of more than \$10 million per year), or the greater of \$ 1 million or 2% of all such organizations’ annual gross revenues in the aggregate.
- The employment by the Company of a member of a director’s family shall generally be deemed not to create a material relationship, other than employment at an annual salary of more than \$60,000 per year of a director’s current spouse, domestic partner, or child.
- The service by an employee of the Company as a director of an entity where one of the Company’s directors or a member of the director’s family serves as a non-employee director shall generally be deemed not to create a material relationship. The service by an employee of the Company as a director of an entity (other than the Company) where one of the Company’s directors or director’s family members serves as an executive officer shall generally be deemed not to create a material relationship, unless the employee is an executive officer of the Company, or reports directly to the Board or a Committee of the

Board, or has annual compensation approved by the Company's Compensation Committee.

- Attendance by an employee of the Company at an educational institution affiliated with one of the Company's directors or a member of the director's family, or membership by an employee of the Company in a professional association, social, fraternal or religious organization, club or institution affiliated with one of the Company's directors or a member of the director's family, shall generally be deemed not to create a material relationship.
- The ownership by an employee of the Company of the securities of a entity where one of the Company's directors or member of the director's family serves as a director or employee shall generally be deemed not to create a material relationship, unless (i) the Company employee (a) is an executive officer of the Company, or reports directly to the Board or a Committee of the Company, or has annual compensation approved by the Company's Compensation Committee and (b) beneficially owns more than 5% of any class of the other entity's voting securities; and (ii) the Company's director or family member is a director or executive officer of the other entity.
- Vested and non-forfeitable equity-based benefits and retirement benefits under qualified plans as a result of prior employment shall generally be deemed not to create a material relationship.

To supplement the annual process described above, it shall be the responsibility of each director to inform promptly the General Counsel and Secretary of any development that may affect the director's independence.

3. Selection and Election of Directors

The Nominating and Governance Committee, if one is constituted, shall identify, review and recommend candidates for the Board. The Committee and the Board shall take the following factors into consideration, including such other factors as the Board may determine:

- a. **Regulatory Requirements.** They will assure that the Board has directors who meet the applicable criteria for committee or Board membership established by regulatory entities including the New York Stock Exchange, the Securities and Exchange Commission, and the Internal Revenue Service.
- b. **Independence.** They shall assure that the membership of the Board satisfies the independence requirements under the Certificate of Incorporation and New York Stock Exchange regulations. (See item B.2 above.)
- c. **Overall Board Composition.** They will consider the Board's overall composition in light of current and future needs. Among the characteristics the Committee may consider are: professional skills and background, experience in relevant industries, age, diversity and geographic background.

- d. **Performance.** In regard to incumbent directors, they will consider past performance. Directors are expected: (a) to have regular attendance at Board and committee meetings; (b) to stay informed about the Company and its business; (c) to participate in the discussions of the Board and its committees; (d) to take an interest in the Company's business and provide advice and counsel to the Chief Executive Officer; and (e) to comply with, as applicable, the Company's Corporate Governance Policy, Guidelines for Non-Employee Directors or Standards of Business Conduct and any policies regarding transactions with related persons adopted by the Company.
- e. **Other Criteria.** Particularly with regard to new directors, they will also assess whether the candidates have the qualities expected of all directors, including integrity, judgment, acumen, and the time and ability to make a constructive contribution to the Board. While it is not possible to establish a single standard regarding the number of boards on which each director may sit, in order to help assure that directors have sufficient time to devote to their responsibilities, non-employee directors should generally serve on no more than a total of five other public company boards and non-employee directors who serve as the Chief Executive Officer of a public company should generally serve on no more than a total of two other public company boards. Further, while directors are not required to submit a resignation upon a significant change in professional responsibilities, this is a factor that the Nominating and Governance Committee and the Board may take into consideration in determining whether to re-nominate a director.
- f. **Notice.** In order to assure that the Board has ample notice of potential recommended changes in the Board, the Nominating and Governance Committee, if one is constituted, will inform the Board of Directors of the criteria used by the Committee in evaluating director nominations in advance of, and at the time of, submitting such nominations to the Board.

4. Board Leadership

The Nominating and Governance Committee may, from time to time, make recommendations to the Board of Directors regarding the leadership structure of the Board, including whether (i) to combine or separate the positions of Chairman and Chief Executive Officer, or (ii) to establish the position of "lead" or "presiding" director.

5. Term

Directors shall hold office until the next annual stockholders meeting and their successors have been duly elected and qualified. Thus, directors will generally have terms of one year.

6. Director Compensation

The Nominating and Governance Committee and/or the Board, will review, at least every two years, the compensation for directors who are not employed by the Company and will make

recommendations to the Board for its approval. As part of its review, the Committee will receive from management information on compensation provided to non-employee directors at a peer group or groups of companies.

It is the view of the Board that compensation for directors who are not employed by the Company should be set at approximately the median of the peer group or groups and that it should be partially equity-based.

7. Stock Ownership

All directors who are not affiliated with the Company are encouraged to own the Company's stock (whether as a result of exercising stock options, receipt of shares from the Company or the purchase of shares). It is expected that, within three years of joining the Board, such a director shall own at least the number of shares of the Company's stock, or stock-based equivalents, that have been awarded to him or her pursuant to the Company's compensation plans for independent directors, less any shares sold by the director for the purpose of paying taxes related to such awards.

C. Board Responsibilities

1. General

The Board's primary responsibility is to maximize long-term shareholder value for the Company's stockholders. The Board selects the senior management of the Company, monitors senior management and the Company's performance, and provides advice and counsel to senior management.

2. Specific responsibilities

The Board's responsibilities include, but are not limited to, the following:

- a. **Strategy, Business Plan & Budget.** The Board shall review the Company's long-term strategy at least annually. It shall also approve a business plan, operating budget, and financing plan annually.
- b. **Management Performance.** The Nominating and Governance Committee will review the performance of the Chief Executive Officer at least annually and, as appropriate, provide its evaluation to the Compensation Committee, which is responsible for establishing the compensation of the CEO. The Chairmen of the Nominating and Governance Committee and of the Compensation Committee will review their Committee's respective conclusions in regard to the performance of the CEO in executive session with the Board. Further, the Compensation Committee will review the performance of other members of senior management at least annually in connection with establishing their compensation.

- c. **CEO Succession.** The full Board will be responsible for selecting the CEO. The Nominating and Governance Committee will review succession plans for the CEO position and will report on this subject to the Board of Directors. In addition, the CEO will propose to the Nominating and Governance Committee an emergency succession plan to provide for one or more individuals to fulfill the CEO's responsibilities on an interim basis in the event that the CEO is disabled or otherwise incapacitated, which the Committee will review and, as appropriate, recommend to the full Board for its approval.
- d. **Board and Committee Performance Evaluations.** Under the auspices of the Nominating and Governance Committee the Board and each committee shall conduct a self-evaluation of its performance at least annually, which will address its composition, responsibilities, structure, processes, and effectiveness.
- e. **Other actions.** The Board (or a committee designated by the Board) may review and approve other transactions not included in the business plan or budget, as set forth in guidelines adopted by the Board of Directors.

3. Communication with Stockholders and Third Parties

The Board believes that it is, in general, the responsibility of management to speak for the Company in communications with outside parties, e.g., investors, the press, and industry associations. Directors in their capacity as a Director of the Company should only engage in such communications at the request of management.

The Nominating and Governance Committee shall recommend for approval by the independent Directors a policy regarding communications between stockholders and the Board. Directors are encouraged and expected to attend the Company's annual stockholders meeting.

D. Board Meetings

1. Schedule and Agendas for Board Meetings

The Board shall hold at least five meetings each year, including four quarterly meetings and one meeting devoted to addressing the Company's strategy, business plan and annual budget. These schedules of meetings will normally be established in the summer of the previous year.

The Chairman in collaboration with the Chief Executive Officer shall set the agenda for each Board meeting. Any directors may suggest agenda items.

2. Briefing Materials and Presentations

To the extent possible and appropriate, management should provide directors with an agenda and written briefing materials in advance of the Board meetings.

At each regular Board meeting, the Board should receive reports on the overall financial and operating performance of the Company as a whole. In addition, management is encouraged to provide the Board with other presentations on important aspects of the business and business/regulatory environment, including presentations from divisional executives.

3. Access to Management & Advisors

Directors shall have full access to any member of management for the purpose of understanding issues facing the Company. Directors who contact subordinate levels of management should, if appropriate, inform the Chief Executive Officer of such interactions. Each committee established by the Board shall have the authority to retain independent advisors; further, by a majority vote, the Board, non-employee directors, or independent directors may also retain independent advisors; the cost of such advisors shall be paid by the Company. Directors, especially those on the Audit Committee, have complete access to the Company's independent auditors and internal auditor.

4. Executive Sessions with Non-employee Directors

Non-employee directors will meet by themselves, without management or employee-directors present, at every regularly scheduled Board meeting. In addition, independent directors shall meet together without any other directors or management present at least twice a year. Non-employee directors and independent directors may hold other such sessions at the request of any non-employee director or independent director. Non-employee and independent directors shall notify the Chairman if they would like to hold such a session, and the Chairman shall facilitate the scheduling of such a session. For these purposes, non-employee directors are directors who are not executive officers of the Company.

Executive sessions (whether of the non-employee directors or independent directors) will be led by the chairman of the committee that has primary responsibility for the issue being discussed (e.g., the Audit Committee Chairman would lead discussion on audit-related matters). In the event that it is not apparent which committee has responsibility, discussion shall be led by the Chairman of the Nominating and Governance Committee.

E. Board Committees

1. Number of Committees

The Board has four standing committees: Audit; Compensation; Nominating and Governance; and Finance. The Board may eliminate or create additional committees as it deems appropriate; and the Board or committees may create subcommittees as they deem appropriate.

2. Committee Purpose and Responsibilities

The purpose and responsibilities of each committee are set forth in the charters or Board resolutions pertaining to such committees. Each committee, except for the Finance Committee, will evaluate its performance, including its charter, at least annually. The Finance Committee

will evaluate its performance, including its charter, every two years. Any changes to those charters must be approved by the full Board. Each committee chairman (or designee) shall report on the committee's deliberations to the full Board of Directors.

3. Committee Membership

The Nominating and Governance Committee will, after consultation with the Chairman of the Board and the Chief Executive Officer (and others as the Committee may see fit), recommend committee assignments (including chairmanships) for each committee to the Board for its approval.

Only independent directors (as determined by the Board of Directors (see item B.2 above)) may serve on the Audit Committee. One year from the date the Company separates from Time Warner Inc., only independent directors may serve on the Compensation and Nomination and Governance Committees. In addition, committee members shall meet applicable regulatory requirements set forth by entities including the New York Stock Exchange, Securities and Exchange Commission, and Internal Revenue Service.

The chairmanships and memberships of committees shall be rotated periodically.

4. Committee Meetings, Schedules and Agendas

Each committee will determine the schedule for its meetings with the input of management. Committee chairmen will determine the agendas for the committee meetings, taking into account the recommendations of management. Committee members are encouraged to suggest items for agendas.

F. Director Orientation and Education

1. Director Orientation

The Secretary shall assure that each individual, upon joining the Board of Directors, is provided with an orientation regarding the Board and the Company's operations. As part of this orientation, each new director shall have an opportunity to meet with members of senior management of the Company.

2. Ongoing Education

The Board of Directors shall, from time to time, receive presentations by the Company's executives regarding their respective areas. In addition, the Company shall reimburse directors for reasonable expenses relating to ongoing director education.

G. Corporate Governance Review and Disclosure

The Nominating and Governance Committee shall review this policy no less than annually and shall recommend any changes to the Board for its approval. As part of its review,

the Committee will consider whether the principles and practices have been, and are likely to continue to be, effective in enabling the Board to fulfill its responsibilities. The Committee may also compare current practices to the expectations of stockholders (including institutional investors); changes in the law or regulation; and the practices of boards of other leading companies. This Policy shall be posted on the Company's website.