

## CABLE ONE, INC.

### COMPENSATION COMMITTEE CHARTER

(Effective August 4, 2020)

#### **Purpose**

The purpose of the compensation committee (the "Committee") of the board of directors (the "Board") of Cable One, Inc. (the "Company") is to (i) assist the Board in discharging its responsibilities relating to the compensation of the Company's executive officers and the Board, (ii) oversee the administration of the Company's compensation and benefit plans, (iii) prepare any report on executive compensation required by the rules and regulations of the U.S. Securities and Exchange Commission (the "SEC") or other applicable rules or regulations and (iv) perform such other duties or responsibilities as may be delegated to the Committee from time to time by the Board.

#### **Membership**

The Committee shall consist of at least three directors who shall be appointed by the Board from among its members in accordance with the by-laws of the Company and any other applicable laws or regulations and shall be subject to removal by the Board. Each director who serves on the Committee must qualify as "independent" according to the criteria for independence established by the New York Stock Exchange (the "NYSE") as well as the provisions of Rule 10C-1(b)(1) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). In addition, at least two members of the Committee shall also qualify as "non-employee directors" within the meaning of Rule 16b-3 promulgated under the Exchange Act, as that rule may be amended from time to time ("Rule 16b-3"). The determination of any member's qualifications to serve on the Committee shall be made by the Board in keeping with the applicable requirements of the NYSE and other applicable rules and regulations.

#### **Advisors**

The Committee has authority, in its sole discretion, to retain and terminate any compensation consultant to be used to assist in the evaluation of director, Chief Executive Officer or executive officer compensation and has sole authority to approve the consultant's fees and other retention terms. The Committee also has authority, in its sole discretion, to retain and/or to obtain advice and assistance from internal or external legal, accounting or other advisors and has sole authority to approve any external advisors' fees, which shall be paid by the Company, and other retention terms. In retaining any consultant or other advisor, the Committee shall take into account such factors as it deems appropriate and as may be required by applicable law or the rules of the NYSE and the SEC. The Committee shall oversee the work of the compensation consultant, the Committee's outside legal counsel and other advisors. The Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultant, legal counsel or other advisors, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter. Prior to retaining or receiving advice from a compensation consultant, legal counsel or other advisor (other than (i) in-house legal counsel and (ii) other advisors consulting on non-discriminatory, broad-based plans or providing non-customized compensation information), and from time to time as the Committee deems appropriate, the Committee shall assess the independence of such advisor, taking into consideration factors relevant to such advisor's independence, including the factors specified in the rules of the NYSE and the SEC.

The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with the rules promulgated under the Exchange Act.

The Committee may request any officer or employee of the Company, including its subsidiaries, or the Company's outside counsel or independent auditor 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):

- In consultation with the senior management of the Company, establish and periodically review a general compensation philosophy for the Company.
- Oversee the development and implementation of the Company's compensation plans to ensure that such plans are consistent with the general compensation philosophy.
- Annually (i) review and approve the corporate goals and objectives upon which the compensation of the Chief Executive Officer and other executive officers is based, (ii) evaluate the Chief Executive Officer's performance in light of the goals and objectives approved by the Committee and (iii) determine the Chief Executive Officer's compensation levels (including annual and long-term incentive opportunity levels based on the evaluation described above).
- Approve any employment agreements, severance arrangements and/or change-in-control agreements or provisions involving the Chief Executive Officer.
- In consultation with the Chief Executive Officer, review annually and approve for the other executive officers of the Company, (i) the annual base salary level, (ii) the annual incentive opportunity level, (iii) the long-term incentive opportunity level, (iv) any employment agreements, severance arrangements and/or change-in-control agreements or provisions and (v) any special or supplemental benefits, including deferred compensation plans.
- Review and make recommendations to the Board with respect to any incentive compensation plans and equity-based plans for the Company to be adopted by the Board and, where appropriate and required, submitted to stockholders for approval (including any amendments).
- Review and make recommendations to the Board with respect to the compensation paid to members of the Board.
- In consultation with senior management of the Company, oversee regulatory compliance with respect to compensation matters, including overseeing the Company's policies on structuring compensation programs to achieve reasonable tax efficiency.
- Review and make recommendations to the Board with respect to the frequency of advisory votes on the Company's executive compensation, taking into account the results of the most recent say-on-frequency vote, and review and consider the results of advisory votes

on the Company's executive compensation.

- Conduct an annual risk assessment of the Company's compensation program, policies and practices.
- Periodically review and approve the composition of a peer group of companies for the purposes of benchmarking executive officer and Board member compensation.
- Oversee the Company's human capital programs, policies and practices, which may include associate development, talent management, organizational culture and diversity and inclusion initiatives, in each case, except with respect to matters that are within the scope of responsibility of another committee of the Board.
- Except to the extent delegated to senior management or another committee of the Board, review, adopt, amend or terminate any Company benefit plan, retirement plan or other benefit policy or program including the Company's tax-qualified plans.
- 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 or request.
- Annually, reassess the adequacy of this Charter, evaluate the Committee's own performance and report on these and other actions to the Board with any recommendations.

### **Structure and Operations**

The Board shall designate one member of the Committee to act as its chairperson. The Committee shall meet in person or virtually (including telephonically) at least once a year at such times and places determined by the Committee chairperson, with further meetings to occur, or 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 virtually (including telephonically) at any meeting shall constitute a quorum.

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee. In particular, and in accordance with applicable laws, rules and regulations, the Committee may delegate the approval of certain transactions to a subcommittee consisting solely of members of the Committee who are "non-employee directors" for purposes of Rule 16b-3.

### **Committee Reports**

The Committee shall produce the following reports and provide them to the Board:

- i. to the extent required by applicable rules and regulations, a report of the Committee on executive compensation for inclusion in the Company's annual proxy statement and in the Company's Annual Report on Form 10-K (generally through incorporation by reference to the proxy statement) in accordance with applicable SEC rules and regulations;
- ii. a summary of the actions taken at each Committee meeting, which shall, at the discretion of the chairperson of the Committee, be presented to the Board at the next Board meeting

following such Committee meeting; and

- iii. any other reports which the Board may from time to time specify.

Except in the case of the report specified in paragraph (i) or as otherwise required by applicable rules or regulations, these reports may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by it to give such oral report.