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— COMPOSITION OF THE BOARD AND BOARD MEMBERSHIP CRITERIA

The Governance and Directors Nominating Committee (the "Committee") of the Board of Directors of Comcast Corporation and its consolidated subsidiaries (the "Company") shall establish criteria for Board membership, which shall be reviewed periodically with the Board, and shall recommend individuals for membership on the Company's Board. In making its recommendations, the Committee will review candidates' qualifications based on the criteria set forth herein. In evaluating current directors for re-nomination to the Board, the Committee will assess the performance of such director. The Committee will also periodically review the composition of the Board in light of the current challenges and needs of the Board, and determine whether it may be appropriate to add or remove individuals after considering issues of judgment, diversity, age, skills, background and experience.

In general, the Board wishes to balance the needs for professional knowledge, business expertise, varied industry knowledge, financial expertise, entrepreneurial background and experience, and high-level business management experience, while maintaining within these criteria an appropriate gender and minority representation.

— DIRECTOR QUALIFICATIONS

Independence

A majority of the Board shall consist of independent directors. The Board defines an "independent" director in accordance with the NASDAQ requirements for independent directors. Because it is not possible to anticipate or explicitly provide for all potential conflicts of interest that may affect independence, the Board (upon recommendation of the Committee) is also responsible for making an affirmative determination that each independent director has no other material relationship with the Company or its affiliates or any executive officer of Comcast Corporation or his or her affiliates. A relationship will be considered "material" if in the judgment of the Board it would interfere with the director's independent judgment. Independence determinations will be made on an annual basis (prior to including director nominees in Comcast's annual proxy statement) and, if an individual joins the Board between Comcast's annual meetings, at such time.

The Committee is also responsible for reviewing any recommendations of the Audit Committee with respect to financial literacy criteria and the definition of "financial expert" and for making recommendations on such issues to the Board.

Simultaneous Service on Other Boards

Absent prior approval of the Committee, no independent director may serve on the boards of more than four other public companies and no independent director who also serves as a CEO or in an equivalent position or employee director may serve on the boards of more than two other public companies.

Every director should seek the consent of the Committee (through the Chief Executive Officer) and confirm the absence of any actual or potential conflict prior to accepting any invitation to serve on any for-profit board.

Director Retirement Policy

Independent directors may not stand for re-election to the Board after reaching age 72.



an opportunity for the Committee to review the continued appropriateness of Board membership under these circumstances.

Conflicts of Interest

If an actual or potential conflict of interest develops because of a change in the business of the Company or its affiliates, or in a director's circumstances (for example, significant and ongoing competition between the Company and a business with which the director is affiliated), the director should report the matter to the Committee for evaluation and appropriate resolution.

If a director has a personal interest in a matter before the Board, the director shall disclose the interest to the full Board, shall recuse himself or herself from participation in the discussion, and shall not vote on the matter.

Policies

The Committee is charged with considering and recommending to the Board appropriate corporate governance policies for the Company.

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— DIRECTOR RESPONSIBILITIES

The Board acts as the ultimate decision-making body of the Company and advises and oversees management, who are responsible for the day-to-day operations and management of the Company. In fulfilling these roles, each director must act in what he or she reasonably believes to be in the best interests of the Company and must exercise his or her business judgment.

Participation at and Preparation for Board Meetings

The Company expects directors to be active and engaged in discharging their duties and to keep themselves informed about the business and operations of the Company. Directors are expected to use their reasonable best efforts to attend all Board meetings and the meetings of the committees on which they serve and to prepare themselves for these meetings.



Company operates. This information comes from a variety of sources, including management reports, security analysts' reports, information regarding peer performance, and interaction with senior management at Board meetings. Any written materials that would assist directors in preparing for a Board or committee meeting shall be distributed to the directors in advance of the meeting, to the extent possible, and directors are expected to review such materials prior to the meeting.

Attendance at Annual Meetings of Shareholders

Barring unusual circumstances, directors are required to attend Comcast's annual meetings of shareholders.

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— DIRECTOR COMPENSATION

The Committee will review the recommendations of the Compensation Committee with respect to compensation of non-employee directors and will make recommendations to the Board with respect thereto.

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— LEAD INDEPENDENT DIRECTOR; MEETINGS OF INDEPENDENT DIRECTORS

The Board will have a Lead Independent Director to preside over any meetings of the Board at which the Chairman is not present. The Lead Independent Director will have the authority to schedule meetings of the independent directors, including executive sessions of the independent directors; will facilitate communication between the Chairman and the independent directors; will review and have the opportunity to provide input on meeting agendas and meeting schedules for the Board; and will perform such other duties as the Governance and Directors Nominating Committee may from time to time establish. The Lead Independent Director will be an independent director recommended by the Committee and



directors will discuss from time to time as appropriate the need and agenda for private sessions. In any event, the independent directors will meet in private session at least twice each year. One such meeting will be to review the performance of the Chief Executive Officer and senior management of the Company.

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— BOARD COMMITTEES

The Board has the following committees: Audit; Compensation; Finance; and Governance and Directors Nominating. Upon the recommendation of the Committee, the Board may, from time to time, establish or maintain additional committees as it deems appropriate and in the best interests of the Company. Only directors meeting applicable legal and NASDAQ Stock Market requirements (if any) may serve on a board committee. In this regard, only directors meeting the independence and other applicable requirements of the Sarbanes-Oxley Act of 2002, the rules and regulations of the Securities and Exchange Commission and the rules of the NASDAQ Stock Market may serve on the Audit, Compensation or Governance and Directors Nominating committees.

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— OFFICERS

The Committee will have the responsibility for recommending to the Board the election of Comcast's officers (based upon the recommendation of the Chief Executive Officer).

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— MANAGEMENT SUCCESSION PLANNING

Assuring that the Company has the appropriate senior management talent to successfully pursue the Company's strategies is one of the Board's primary responsibilities. To fulfill this responsibility, the Compensation Committee shall ensure that the Company has in place



senior executive management. Comcast's Chief Executive Officer succession planning shall include criteria that reflect the Company's business strategies. The Company's succession planning shall be discussed at the Board level at least once a year.

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— BOARD MEMBER ACCESS TO MANAGEMENT AND INDEPENDENT ADVISORS

Board members have access to the management and employees of the Company and to its outside counsel and auditors. Any meetings or contacts that a director wishes to initiate may be arranged through the Chief Executive Officer or his designee(s).

Comcast's executive officers and other members of senior management are expected to be present at Board meetings at the invitation of the Board. The Board encourages senior management to make presentations and to invite to Board meetings managers and other employees who can provide additional insight into the items being discussed.

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— DIRECTOR ORIENTATION AND CONTINUING EDUCATION

At such time as a director joins the Board, the Chief Executive Officer and other members of senior management will provide appropriate orientation for the director, including arrangement of meetings with management. The Board considers it desirable that directors participate in continuing education opportunities and considers such participation an appropriate expense to be reimbursed by the Company. The orientation and continuing education programs shall be overseen by the Committee.

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