

**OPTIMUM COMMUNICATIONS, INC.
COMPENSATION COMMITTEE CHARTER**

I. Committee Membership

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Optimum Communications, Inc. (the “Company”) shall consist of such members of the Board as the rules of the New York Stock Exchange (“NYSE”), the rules and regulations of the Securities and Exchange Commission (the “SEC”) or other applicable law require, each of whom the Board has determined has no material relationship with the Company. At least two members of the Committee shall qualify as “non-employee directors” within the meaning of Rule 16b-3 of the SEC.

Members shall be appointed by the Board. Members shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

II. Committee Purpose and Responsibilities

The Committee shall have the purpose and direct responsibility to:

1. Establish the Company’s general compensation philosophy and, in consultation with management, oversee the development and implementation of compensation programs.
2. Review and approve corporate goals and objectives relevant to the compensation of the Company’s Chief Executive Officer (“CEO”) and of the other executive officers of the Company who are required to file reports under Section 16(a) of the Securities Exchange Act of 1934 (the CEO and such executive officers are referred to as the “Senior Employees”), and evaluate each Senior Employee’s performance in light of those goals and objectives.
3. Either as a committee or together with the other independent directors (as directed by the Board), (i) determine and approve the compensation of the CEO, including salary, bonus and equity and non-equity compensation of the CEO, based on the committee’s evaluation of the CEO’s performance and (ii) determine and approve the compensation of the other Senior Employees, including salary, bonus and equity and non-equity compensation of such Senior Employees, based on the evaluation by the CEO of such Senior Employees’ performance.
4. Approve, and where appropriate or required, recommend for approval by the Board and the stockholders of the Company, any new equity compensation plan or any material change to an existing plan.
5. In consultation with management, oversee regulatory compliance with respect to compensation matters, including as to tax policy.
6. Determine and approve any severance or similar termination payments proposed to be made to Senior Employees (current or former) of the Company.

7. Review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, review and discuss at least annually the relationship between risk management policies and practices and compensation, and evaluate compensation policies and practices that could mitigate any such risk.
8. Approve, or recommend to the Board for approval, the creation or revision of any compensation recoupment policy allowing the Company to recoup compensation paid to current or former employees, if and as the Committee determines to be necessary or appropriate, or as required by applicable law or NYSE requirements, and oversee the administration of any such recoupment policy.
9. Develop and recommend to the Board for approval a Senior Employee succession plan (the "Succession Plan"), review the Succession Plan periodically, develop and evaluate potential candidates for Senior Employee positions and recommend to the Board any changes to, and any candidates for succession under, the Succession Plan.
10. Review all director compensation and benefits for service on the Board and Board committees at least once a year and recommend any changes to the Board as necessary.
11. Prepare any reports of the Committee that need to be included in the Company's annual proxy statement in accordance with applicable rules and regulations of the SEC.
12. Prepare and issue the evaluation required under "Performance Evaluation" below.
13. Report to the Board on a regular basis, and not less than annually, and make recommendations to the Board as appropriate.
14. Review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A"), recommend that the CD&A be included in the Company's annual report on Form 10-K and proxy statement, and produce the compensation committee report on executive officer compensation required to be included in the Company's proxy statement or annual report on Form 10-K.
15. Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the Company's compensation programs.

III. Committee Structure and Operations

The Committee shall designate one member of the Committee as its chairperson. The Committee shall meet pursuant to a schedule to be determined by the Committee at a time and place determined by the Committee chairperson, with further meetings to occur when deemed necessary or desirable by the Committee or its chairperson.

Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications equipment that permits all persons participating in the meeting to hear each other.

The Corporate Secretary of the Company or an appropriate lawyer from the Company's corporate

legal department shall attend each meeting of the Committee, subject to being excused by the Committee from confidential portions of a meeting that do not involve the granting of stock option awards. In addition, the Committee may invite its advisors and such members of management to its meetings as it deems appropriate. A Senior Employee should not attend the portion of any meeting of the Committee where his or her performance or compensation is discussed, unless specifically invited by the Committee.

The Committee shall establish a schedule for the consideration and granting of annual equity-based and other compensation. The Committee shall also have the authority in its discretion to approve equity-based awards and incentive compensation awards at other times during the year for other reasons, including to provide compensation to new employees. The Committee shall take appropriate steps to ensure that award agreements with respect to equity-based awards and long-term incentive awards are distributed promptly following the Committee's grant of the award and that those agreements advise the grantees of the material terms of the award.

The Committee shall periodically review the roles of senior management, compensation consultants and the Committee in the compensation process.

IV. Delegation to Subcommittee

The Committee may, in its discretion, delegate a portion of its duties and responsibilities to one or more subcommittees of the Committee or Senior Employees or other employees of the Company, subject in all cases to applicable law and the terms of plans approved by the Committee, as applicable. For example, 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 the purposes of Rule 16b-3 of the SEC.

V. Performance Evaluation

The Committee shall conduct and review with the Board an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this charter. The performance evaluation shall also recommend to the Board any improvements to the Committee's charter deemed necessary or desirable by the Committee, including any changes deemed necessary or desirable by the Committee based upon a review of the provisions set forth under "Committee Structure and Operations." The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.

VI. Resources and Authority of the Committee

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including access to management of the Company and the authority to select, retain, terminate, and approve the fees and other retention terms of any compensation consultant, special counsel or other advisors, experts or consultants, as it deems appropriate, without seeking

approval of the Board or management. With respect to compensation consultants retained to assist the Committee in the evaluation of director, CEO and other Senior Employee compensation, this authority shall be vested solely in the Committee. In retaining or seeking advice from compensation consultants, special counsel and other advisors, experts or consultants (other than the Company's in-house counsel), the Committee shall be directly responsible for their appointment, compensation and oversight, and must take into consideration the factors specified in the NYSE rules and the rules and regulations of the SEC. The Committee may retain, or receive advice from, any compensation advisor it prefers after considering the specified factors. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, independent legal counsel or any other advisor retained by the Committee.