



NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

There will be a committee of the Board of Directors (the “**Board**”) of GCI Liberty, Inc. (the “**Corporation**”) which will be called the Nominating and Corporate Governance Committee.

Statement of Purpose

The purposes of the Nominating and Corporate Governance Committee are (1) to identify individuals qualified to become Board members, and to, from time to time, recommend that the Board select the director nominees for the next annual meeting of shareholders; and (2) to review and recommend to the Board changes to the Corporate Governance Guidelines applicable to the Corporation.

Committee Membership

The Nominating and Corporate Governance Committee will consist of at least two members. The Nominating and Corporate Governance Committee will be composed of directors who satisfy the independence requirements of The Nasdaq Stock Market, Inc.

The members of the Nominating and Corporate Governance Committee will be appointed, and may from time to time be removed, by the Board.

Functions and Responsibilities

In furtherance of the purposes set forth above, the Nominating and Corporate Governance Committee will perform the functions and responsibilities enumerated herein as appropriate and will have all the powers of the Board necessary or desirable to perform such functions and responsibilities as may be delegated to a committee of the Board under Alaska law. Notwithstanding the enumeration of specific functions and responsibilities herein, the Nominating and Corporate Governance Committee believes that its policies and procedures should remain flexible, in order to facilitate its ability to respond to changing circumstances and conditions in fulfilling its responsibilities to the Corporation and its shareholders.

A. The Nominating and Corporate Governance Committee will develop additional qualification criteria for selecting director candidates and identify individuals qualified to become Board members for recommendation to the Board.

B. The Nominating and Corporate Governance Committee will have the authority to retain and terminate any search firm to be used to identify director candidates and will have sole authority to approve the search firm's fees and other retention terms.

C. The Nominating and Corporate Governance Committee will oversee the evaluation of management of the Corporation and the Board and make recommendations to the Board as appropriate.

D. The Nominating and Corporate Governance Committee will, from time to time, review and reassess the adequacy of this charter and recommend any proposed changes to the Board for approval.

E. The Nominating and Corporate Governance Committee may form and delegate authority to subcommittees when appropriate.

This Nominating and Corporate Governance Committee Charter replaces and supersedes any prior charter for such committee.

ADOPTED, by the Corporation's Board of Directors on the 9th day of March, 2018.

ANNEX A

NOMINATIONS PROCESS

The nominating and corporate governance committee identifies individuals qualified to become board members consistent with criteria established or approved by our board of directors from time to time, identifies potential director nominees for upcoming annual meetings, develops corporate governance guidelines applicable to our company and oversees the evaluation of our board and management.

The nominating and corporate governance committee will consider candidates for director recommended by any shareholder provided that such nominations are properly submitted. Eligible shareholders wishing to recommend a candidate for nomination as a director should send the recommendation in writing to the Corporate Secretary, GCI Liberty, Inc., 12300 Liberty Boulevard, Englewood, Colorado 80112. Shareholder recommendations must be made in accordance with our bylaws and contain the following information:

- For each candidate recommended –
 - The candidate's name, age, business and residential address and principal occupation or employment.
 - The class and number of shares of Corporation capital stock beneficially owned by the recommending shareholder on the date of the shareholder recommendation.
 - A description of all arrangements or understandings between the recommending shareholder and the candidate and the name of any other person pursuant to which the recommendation is to be made.
 - All other information relating to the candidate that is required to be disclosed in solicitation of proxies for election of directors or is otherwise required in each case pursuant to Regulation 14A adopted pursuant to the Securities Exchange Act of 1934, as amended.
 - Written consent of the candidate to being recommended as a candidate and nominee, in the event the nominating and corporate governance committee and the Board should accept the recommendation, in the Corporation's proxy statement and to serve as a director if so elected.
- As to the recommending shareholder (and the beneficial owner if different from the registered holder of the underlying Corporation voting common stock) –
 - The recommending shareholder's name and address as appears on the Corporation's books (and also that of that beneficial owner).
 - The class and number of shares of Corporation capital stock owned beneficially and of record by the recommending shareholder (and also that of that beneficial owner).

In connection with its evaluation, the nominating and corporate governance committee may request additional information from the proposing shareholder and the candidate. The nominating and corporate governance committee has sole discretion to decide which individuals to recommend for nomination as directors.

To be nominated to serve as a director, a nominee need not meet any specific minimum criteria except as otherwise set forth in the Corporation's bylaws. However, the nominating and corporate governance committee believes that nominees for director should possess the highest personal and

professional ethics, integrity, values and judgment and should be committed to the long-term interests of our shareholders. When evaluating a potential director nominee, including one recommended by a shareholder, the nominating and corporate governance committee will take into account a number of factors, including, but not limited to, the following:

- independence from management;
- his or her unique background, including education, professional experience and relevant skill sets;
- judgment, skill, integrity and reputation;
- existing commitments to other businesses as a director, executive or owner;
- personal conflicts of interest, if any; and
- the size and composition of the existing board of directors, including whether the potential director nominee would positively impact the composition of the board by bringing a new perspective or viewpoint to the board of directors.

The nominating and corporate governance committee does not assign specific weights to particular criteria and no particular criterion is necessarily applicable to all prospective nominees. The nominating and corporate governance committee does not have a formal policy with respect to diversity; however, our board and the nominating and corporate governance committee believe that it is essential that our board members represent diverse viewpoints.

When seeking candidates for director, the nominating and corporate governance committee may solicit suggestions from incumbent directors, management, shareholders and others. After conducting an initial evaluation of a prospective nominee, the nominating and corporate governance committee will interview that candidate if it believes the candidate might be suitable to be a director. The nominating and corporate governance committee may also ask the candidate to meet with management. If the nominating and corporate governance committee believes a candidate would be a valuable addition to our board of directors, it may recommend to the full board that candidate's nomination and election.

Prior to recommending the nomination of an incumbent director for re-election at an annual meeting of shareholders, the nominating and corporate governance committee will consider the director's past attendance at, and participation in, meetings of the board of directors and its committees and the director's formal and informal contributions to the various activities conducted by the board and the board committees of which such individual is a member.

Our board of directors has adopted a written charter for the nominating and corporate governance committee. Our board of directors has also adopted corporate governance guidelines, which were developed by the nominating and corporate governance committee. The charter and the corporate governance guidelines are available on our website at www.gciliberty.com.