

CHARTER OF THE COMPENSATION COMMITTEE

Purpose

The purpose of the Compensation Committee ("Committee") is to aid the Board of Directors ("Board") in meeting its responsibilities with regard to oversight and determination of executive compensation. Among other things, the Committee reviews, recommends and approves salaries and other compensation of General Communication Inc.'s ("Company") executive officers and administers the Company's equity incentive plans (including reviewing, recommending and approving stock option and other equity incentive grants to executive officers), policies and programs.

Membership and Structure

The Committee shall consist of at least two directors determined by the Board to meet the director and Committee member independence requirements (as defined in the applicable rules for NASDAQ-traded issuers as well as applicable federal law). Appointment to the Committee, including designation of the Chair of the Committee, shall be made on an annual basis by the full Board. Meetings of the Committee shall be held at such times and places as the Committee shall determine, including by written consent. When necessary, the Committee shall meet in executive session outside of the presence of any senior executive officer of the Company. The Chair of the Committee shall report on activities of the Committee to the full Board. In fulfilling its responsibilities, as set forth below, the Committee shall have authority to delegate its authority to subcommittees, including subcommittees consisting solely of one or more employees of the Company, in each case to the extent permitted by applicable law.

Responsibilities

The Committee shall:

1. Determine the compensation of the CEO of the Company. In determining the amount, form, and terms of such compensation, the Committee shall consider the annual performance evaluations of the CEO conducted by the Board in light of Company goals and objectives relevant to CEO compensation, competitive market data pertaining to compensation at comparable companies, and such other factors as it shall deem relevant, and shall be guided by, and seek to promote, the best interests of the Company and its shareholders. The CEO of the Company shall not be present during voting or deliberations on the CEO's compensation.
2. Determine salaries, bonuses, and other matters relating to compensation of the executive officers of the Company other than the CEO. In determining the amount, form, and terms of such compensation, the Committee shall consider the officer's performance in light of Company goals and objectives relevant to executive compensation, competitive market data pertaining to executive

compensation at comparable companies, and such other factors as it shall deem relevant, and shall be guided by, and seek to promote, the best interests of the Company and its shareholders. The CEO of the Company may be present at meetings during which such compensation is under review and consideration but may not vote.

3. Assess the results of the Company's most recent advisory vote on executive compensation.
4. Review and make recommendations with respect to shareholder proposals and shareholder engagement related to compensation matters.
5. As requested by the Company's management, review, consult and make recommendations and/or determinations regarding employee compensation and benefit plans and programs generally, including employee bonus and retirement plans and programs (except to the extent specifically delegated to a Board appointed committee with authority to administer a particular plan).
6. Review and approve any employment agreements and severance agreements with executive officers or any change-in-control agreements or change-in-control provisions affecting any elements of compensation and benefits for executive officers.
7. Administer the Company's equity incentive plans, including the review and grant of restricted stock and other equity incentive grants to executive officers.
8. Review and discuss the Compensation Discussion and Analysis ("CD&A") section of the proxy statement with management, including the CEO and the Chief Financial Officer, recommend to the Board that the CD&A be included in the Company's annual report and proxy statement, and oversee preparation of the Committee report required by SEC rules for inclusion in the Company's annual report and proxy statement.
9. Oversee management of risks related to compensation of the Company's executive officers and the Company's overall compensation program, including the Company's equity-based compensation plans.
10. Prior to engagement and thereafter on an annual basis, review an assessment of any potential conflicts of interest raised by the work of compensation consultants, retained by the Committee or management, and consider the independence of such consultants under applicable Nasdaq rules, to the extent that such consultants are involved in determining or recommending executive or director compensation (other than any consultant whose role is limited to consulting on any broad-based plan that does not discriminate in favor of the Company's executive officers or directors and that is available generally to all salaried employees, or providing information that either is not customized for the Company or that is customized based on parameters that are not developed by

the compensation consultant). The Compensation Committee may retain, or receive advice from, any such consultant they prefer, including ones that are not independent, after considering such potential conflicts of interest. The committee shall make its determinations regarding compensation without regard to any officer's race, color, disability, gender, national origin, religion, sexual orientation or creed.

11. Oversee the establishment and periodic review of a succession plan for the CEO, including the policies and principles for CEO selection. The Committee shall report to the Board on succession planning and work with the Board to nominate and evaluate potential successors to the CEO. The Committee shall meet periodically with the CEO in order to discuss the CEO's recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.
12. The Committee shall periodically recommend to the Board a policy regarding non-employee director compensation and recommend to the Board non-employee director compensation consistent with the policy.
13. When appropriate, the Committee shall be authorized to designate one or more of its members to perform certain of its duties on its behalf, subject to such reporting to or ratification by the Committee as the Committee shall direct.
14. Annually review and reassess the adequacy of its charter and recommend changes, if any, to the full Board.

In fulfilling its responsibilities, the Committee shall have the authority to retain or obtain the advice of any, compensation consultants, outside legal counsel or other advisers as the Committee determines appropriate in its sole discretion (subject to the conflict of interest review specified in paragraph 10 above). The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such advisers that it retains, and the Company shall provide appropriate funding and other resources for such advisers. The Committee shall assess the independence of any consultants or other outside advisers who provide advice to the Committee.