

CHARTER

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS ASCENT CAPITAL GROUP INC.

1.) Purpose/Overview

There will be a committee of the Board of Directors (the "Board") of Ascent Capital Group, Inc. (the "Company") which will be called the Nominating and Corporate Governance Committee (the "Committee").

The principal purposes of the Committee are to identify individuals qualified to become Board members and to recommend for the Board's selection the director nominees for the next annual meeting of stockholders.

2.) Committee Membership

The Committee will consist of at least two members. It will be composed of directors who satisfy the independence requirements set forth in the Corporate Governance Rules of The Nasdaq Stock Market, Inc. ("Nasdaq") and any other legal and regulatory requirements as applicable.

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

3.) 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 Delaware law.

The Committee shall have the following authority and responsibilities:

- To develop qualification criteria for selecting director candidates and identify individuals qualified to become Board members for recommendation to the Board.
- To retain and terminate any search firm to be used to identify director candidates and have authority to approve the search firm's fees and other retention terms. The Company will be responsible for the payment of the fees and expenses of such search firm.
- If requested by the Board, the Chairman of the Board or the Company's Chief Executive Officer, to review and approve any "related person transaction" (defined as any transaction required to be disclosed pursuant to Item 404 of Regulation S-K), as specified in the Corporate Governance Guidelines. This authority shall be concurrent with that of the Audit Committee of the Board.
- If requested by the Board, to oversee a review of the Company's Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.

- To make reports to the Board, as appropriate, providing an overview of the Committee's activities, summarizing its actions and commenting on the fulfillment of the Committee's duties under this Charter.

4.) Conduct of Meetings

The Committee shall meet when, where and as often as it may deem necessary and appropriate in its judgment, either in person or telephonically. The Chairman of the Board or the Company's Chief Executive Officer shall have the right to call a special meeting of the Committee.

Subject to the bylaws of the Company, the Committee may by resolution establish its own rules of procedure. In the absence of such action by the Committee, the provisions of the Company's bylaws generally applicable to committees of the Board will apply to the Committee. A majority of the members of the Committee appointed by the Board shall constitute a quorum for any meeting of the Committee.

The Corporate Secretary or his or her designee shall keep written minutes of Committee meetings, which minutes shall be maintained with the books and records of the Company.

ADOPTED, by the Corporation's Board of Directors the 4th day of November, 2014.