

COMCAST CORPORATION

Corporate Governance Guidelines

The Board of Directors (the “Board”) of Comcast Corporation (the “Company”) has adopted these corporate governance guidelines, which, in conjunction with the Company’s articles of incorporation, by-laws and the charters of the committees of the Board, form the Company’s general governance framework.

Composition of the Board and Board Membership Criteria

The Governance and Corporate Responsibility Committee (the “Committee”) of the Board establishes criteria for Board membership, which are reviewed periodically with the Board, and recommends individuals for membership on the Board. In making its recommendations, the Committee reviews candidates’ qualifications based on the criteria set forth in these guidelines, and in evaluating current directors for re-nomination to the Board, the Committee will assess the performance of such director. The Committee also periodically will 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 appropriate gender and minority representation.

Director Qualifications

Independence

A majority of the Board must 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) also is 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 the Company or his or her affiliates. A relationship is considered “material” if in the judgment of the Board it would interfere with the director’s independent judgment. Independence determinations are made on an annual basis (prior to including director nominees in the Company’s annual proxy statement) and, if an individual joins the Board between annual meetings, immediately prior to such time.

Simultaneous Service on Other Boards

Absent prior approval of the Committee, no director may serve on more than four public company boards, and no director who also serves as a CEO or in an equivalent position at a public company may serve on more than three public company boards.

Every director should seek the consent of the Committee (through the Chief Executive Officer or his designee) 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.

The Board does not believe that directors who retire or change from the position they held when they came on the Board should necessarily leave the Board. There should, however, be an opportunity for the Committee to review the continued appropriateness of Board membership, and recommend to the Board action, if any, 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 must disclose the interest to the full Board, must recuse himself or herself from participation in the discussion, and may not vote on the matter.

Policies

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

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.

In order for the Board to exercise fully its oversight functions, management provides the Board with access to information regarding the Company and the markets in which the 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 should be distributed 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 the Company's annual meetings of shareholders.

Director Compensation

The Compensation and Human Capital Committee is responsible for reviewing the compensation of non-employee directors and making recommendations to the Board with respect thereto.

Lead Independent Director; Meetings of Independent Directors

The Board has a Lead Independent Director to preside over any meetings of the Board at which the Chairman is not present. The Lead Independent Director has the authority to schedule meetings of the independent directors, including executive sessions of the independent directors; facilitates communication between the Chairman and the independent directors; reviews and has the opportunity to provide input on meeting agendas and meeting schedules for the Board; and performs such other duties as the Committee may from time to time establish. The Lead Independent Director is an independent director recommended by the Committee and appointed by the Board annually.

The Lead Independent Director and the other independent 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 that the Lead Independent Director will organize with the Compensation and Human Capital Committee.

Board Committees

The Board has the following committees: Audit; Compensation and Human Capital; and Governance and Corporate Responsibility. 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 rules and regulations of the Securities and Exchange Commission and the rules of the NASDAQ Stock Market may serve on the Audit, Compensation and Human Capital or Governance and Corporate Responsibility Committees.

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 and Human Capital Committee should ensure that the Company has in place appropriate planning to address emergency Chief Executive Officer succession, Chief Executive Officer succession in the ordinary course of business and succession for the Company's senior executive management. The Company's Chief Executive Officer succession planning should include criteria that reflect the Company's business strategies. The Company's succession planning should be discussed at the Board level at least once a year.

Communications with the Board

The Board believes that management speaks for the Company. Individual directors occasionally may meet or otherwise communicate with various constituencies that are involved with the Company, which, absent unusual circumstances, should be at the request of management. The Board has established a process for shareholders and other interested parties to communicate with its members, which process is published annually in the Company's proxy statement for its annual meeting of shareholders.

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).

The Company'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.

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 Company also provides ongoing director education through presentations by management and outside advisors, as appropriate, at Board and Committee meetings. The orientation and continuing education programs are overseen by the Committee.