

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

**Liberty Broadband Corporation**

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(Name of Registrant as Specified In Its Charter)

**N/A**

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required
  - Fee paid previously with preliminary materials
  - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
-

# LIBERTY BROADBAND CORPORATION

12300 Liberty Boulevard  
Englewood, Colorado 80112  
(720) 875-5700

## DEAR FELLOW STOCKHOLDER:

You are cordially invited to attend the 2025 annual meeting of stockholders of Liberty Broadband Corporation to be held at 10:45 a.m., Mountain time, on May 12, 2025. The annual meeting will be held via the Internet and will be a completely virtual meeting of stockholders. You may attend the meeting, submit questions and vote your shares electronically during the meeting via the Internet by visiting [www.virtualshareholdermeeting.com/LBRD2025](http://www.virtualshareholdermeeting.com/LBRD2025). To enter the annual meeting, you will need the 16-digit control number that is printed on your Notice of Internet Availability of Proxy Materials or proxy card. We recommend logging in at least fifteen minutes before the meeting to ensure that you are logged in when the meeting starts. Online check-in will start shortly before the meeting on May 12, 2025.

At the annual meeting, you will be asked to consider and vote on the proposals described in the accompanying notice of annual meeting and proxy statement, as well as on such other business as may properly come before the meeting.

Your vote is important, regardless of the number of shares you own. Whether or not you plan to attend the annual meeting, please read the enclosed proxy materials and then promptly vote via the Internet or telephone or by completing, signing and returning the proxy card if you received a paper copy of the proxy materials by mail. Doing so will not prevent you from later revoking your proxy or changing your vote at the meeting.

Thank you for your cooperation and continued support and interest in Liberty Broadband.

Very truly yours,



**John C. Malone**  
**President and Chief Executive Officer**  
March 28, 2025

*The Notice of Internet Availability of Proxy Materials is first being mailed on or about March 28, 2025, and the proxy materials relating to the annual meeting will first be made available on or about the same date.*

Liberty  
**BROADBAND**

Charter®  
COMMUNICATIONS



# NOTICE OF 2025 ANNUAL MEETING OF STOCKHOLDERS

Notice is hereby given of the annual meeting of stockholders of Liberty Broadband Corporation. The annual meeting will be held via the Internet and will be a completely virtual meeting of stockholders.

MEETING DATE & TIME	VIRTUAL MEETING LOCATION	RECORD DATE
May 12, 2025, at 10:45 a.m. MT	You may attend the meeting, submit questions and vote your shares electronically during the meeting via the Internet by visiting <a href="http://www.virtualshareholdermeeting.com/LBRD2025">www.virtualshareholdermeeting.com/LBRD2025</a>	5:00 p.m., New York City time, on March 24, 2025

To enter the annual meeting, you will need the 16-digit control number that is printed on your Notice of Internet Availability of Proxy Materials or proxy card. We recommend logging in at least fifteen minutes before the meeting to ensure that you are logged in when the meeting starts. Online check-in will start shortly before the meeting on May 12, 2025.

At the annual meeting, you will be asked to consider and vote on the following proposals. Our Board of Directors (**Board** or **Board of Directors**) has unanimously approved each proposal for inclusion in the proxy materials.

PROPOSAL	BOARD RECOMMENDATION	PAGES
<b>1</b> A proposal (which we refer to as the <b>election of directors proposal</b> ) to elect Richard R. Green and Sue Ann R. Hamilton to continue serving as Class II members of our Board until the 2027 annual meeting of stockholders or their earlier resignation or removal.	<b>FOR</b> each director nominee	<a href="#">13-21</a>
<b>2</b> A proposal (which we refer to as the <b>auditors ratification proposal</b> ) to ratify the selection of KPMG LLP as our independent auditors for the fiscal year ending December 31, 2025.	<b>FOR</b>	<a href="#">32-33</a>

You may also be asked to consider and vote on such other business as may properly come before the annual meeting.

We describe the proposals in more detail in the accompanying proxy statement. We encourage you to read the proxy statement in its entirety before voting.

**YOUR VOTE IS IMPORTANT.** Voting promptly, regardless of the number of shares you own, will aid us in reducing the expense of any further proxy solicitation in connection with the annual meeting. You may vote electronically during the annual meeting or by proxy prior to the meeting by telephone, via the Internet or by mail:



#### Internet

Vote online at  
[www.proxyvote.com](http://www.proxyvote.com)



#### Virtual Meeting

Vote live during the annual meeting at the URL above



#### Phone

Vote by calling  
1-800-690-6903 (toll free) in the United States or Canada



#### Mail

Vote by returning a properly completed, signed and dated proxy card

**WHO MAY VOTE**

Holders of record of our following series of capital stock, par value \$0.01 per share, as of the record date will be entitled to notice of the annual meeting and to vote at the annual meeting or any adjournment or postponement thereof:

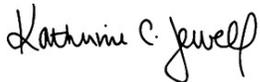
- Series A common stock
- Series B common stock
- Series A Cumulative Redeemable Preferred Stock

These holders will vote together as a single class on each proposal.

A list of stockholders entitled to vote at the annual meeting will be available at our offices at 12300 Liberty Boulevard, Englewood, Colorado 80112 for review by our stockholders for any purpose germane to the annual meeting for ten days ending on the meeting date. If you have any questions with respect to accessing this list, please contact Liberty Broadband Investor Relations at (844) 826-8735.

**Important Notice Regarding the Availability of Proxy Materials For the Annual Meeting of Stockholders to be Held on May 12, 2025: our Notice of Annual Meeting of Stockholders, Proxy Statement and 2024 Annual Report to Stockholders are available at [www.proxyvote.com](http://www.proxyvote.com).**

By order of the Board of Directors,



**Katherine C. Jewell**

**Vice President and Secretary**

Englewood, Colorado

March 28, 2025

**WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING, PLEASE VOTE PROMPTLY VIA TELEPHONE OR ELECTRONICALLY VIA THE INTERNET. ALTERNATIVELY, PLEASE COMPLETE, SIGN AND RETURN THE PROXY CARD IF YOU RECEIVED A PAPER COPY OF THE PROXY MATERIALS BY MAIL.**

**WHO MAY NOT VOTE**

Holders of record of our Series C common stock, par value \$0.01 per share, as of the record date are NOT entitled to any voting powers, except as required by Delaware law, and may not vote on the proposals to be presented at the annual meeting.

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# Glossary of Defined Terms

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<b>Aristeia</b>	Aristeia Capital, L.L.C.
<b>Atlanta Braves Holdings</b>	Atlanta Braves Holdings, Inc.
<b>BlackRock</b>	BlackRock, Inc.
<b>Charter</b>	Charter Communications, Inc.
<b>City National</b>	City National Bank
<b>DHC</b>	Discovery Holding Company (predecessor of Discovery Communications)
<b>Discovery</b>	Discovery, Inc. (formerly Discovery Communications) (Warner Bros. Discovery's predecessor)
<b>Discovery Communications</b>	Discovery Communications, Inc.
<b>FW Cook</b>	Frederic W. Cook & Co., Inc.
<b>GCI Liberty</b>	GCI Liberty, Inc.
<b>LGI</b>	Liberty Global, Inc. (LGP's predecessor)
<b>LGP</b>	Liberty Global plc
<b>Liberty Broadband</b>	Liberty Broadband Corporation
<b>Liberty Expedia</b>	Liberty Expedia Holdings, Inc.
<b>Liberty Media</b>	Liberty Media Corporation
<b>Liberty TripAdvisor</b>	Liberty TripAdvisor Holdings, Inc.
<b>Live Nation</b>	Live Nation Entertainment, Inc.
<b>LMAC</b>	Liberty Media Acquisition Corporation
<b>LMI</b>	Liberty Media International, Inc. (LGI's predecessor)
<b>QVC</b>	QVC, Inc.
<b>QVC Group</b>	QVC Group, Inc. (formerly Qurate Retail, Inc.)
<b>Quint</b>	QuintEvents, LLC
<b>RBC Capital</b>	RBC Capital Markets, LLC
<b>RBC Dominion</b>	RBC Dominion Securities Inc.
<b>RBC Trust</b>	RBC Trust Company (Delaware) Limited
<b>Rochdale</b>	City National Rochdale, LLC
<b>Sirius XM</b>	Sirius XM Holdings Inc.
<b>SkyTel</b>	SkyTel Communications, Inc.
<b>TCI</b>	Tele-Communications, Inc.
<b>Vanguard</b>	The Vanguard Group
<b>Warner Bros. Discovery</b>	Warner Bros. Discovery, Inc.
<b>WhiteWave</b>	WhiteWave Foods Company

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# Cautionary Note Regarding Forward-Looking Statements

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This proxy statement includes certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements about business strategies and initiatives and their expected benefits, the planned Combination and GCI Divestiture (each as defined below) and other matters that are not historical facts. Forward-looking statements describe future expectations, plans, results or strategies and can often be identified by the use of terminology such as “may,” “will,” “intend,” “continue,” “believe,” “expect,” “anticipate,” “should,” “could” or similar terminology. These statements are based upon management’s current expectations and assumptions and are not guarantees of timing, future results or performance. Actual results may differ materially from those contemplated in these statements due to a variety of risks and uncertainties and other factors, including, among other things, possible changes in market acceptance of new products or services, competitive issues, regulatory matters affecting our businesses, continued access to capital on terms acceptable to us, changes in law and government regulations, the availability of investment opportunities, general market conditions (including as a result of inflationary pressures), the satisfaction of all conditions to the Combination and market conditions conducive to stock repurchases. Additional information regarding risks, uncertainties and other factors that could cause actual results to differ materially from those contemplated in forward-looking statements is included from time to time in our filings with the Securities and Exchange Commission (the **SEC**), including under the heading “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2024, which was filed with the SEC on February 27, 2025 (the **2024 Form 10-K**), and in our subsequent periodic reports. Forward-looking statements speak only as of the date they are made and, except for our ongoing obligations under the U.S. federal securities laws, we undertake no obligation to publicly update any forward-looking statements whether as a result of new information, future events or otherwise. We believe these forward-looking statements are reasonable; however, you should not place undue reliance on forward looking statements, which are based on current expectations.

Furthermore, certain statements in this proxy statement, particularly pertaining to our sustainability performance, goals and initiatives, are subject to additional risks and uncertainties, including regarding: gathering and verification of information and related methodological considerations; our dependency on third-parties to provide certain information and to comply with applicable laws and policies; our reference to various evolving sustainability reporting standards and frameworks; and other unforeseen events or conditions. These factors, as well as others, may cause results to differ materially and adversely from those expressed in any of our forward-looking statements. Additionally, we may provide information herein that is not necessarily “material” under the U.S. federal securities laws for SEC reporting purposes but that is informed by various sustainability standards and frameworks and the interest of various stakeholders. However, we cannot guarantee strict adherence to framework recommendations and much of this information is subject to assumptions, estimates or third-party information that is still evolving and subject to change, and our disclosures based on these frameworks may change due to revisions in framework requirements, availability of information, changes in our business or applicable governmental policy, or other factors, some of which may be beyond our control.

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# Proxy Summary

*This summary highlights information contained elsewhere in this proxy statement. This summary does not contain all information you should consider. Please read the entire proxy statement carefully before voting.*

## ABOUT OUR COMPANY

Liberty Broadband operates and owns interests in communications businesses providing a wide range of cable, data, wireless, video, voice, and managed services. Our principal asset is our ownership in Charter, the second largest cable operator in the United States. We also wholly own GCI, the largest communications provider in Alaska for over 40 years.



### Our Defining Attributes

#### FORWARD-LOOKING

We take advantage of the benefits and minimize the risks associated with the digital transition in the industries in which we invest.

#### NIMBLE

We structure our team to allow us to move quickly when opportunities arise, and we can be creative in our deal structures.

#### FINANCIALLY SOPHISTICATED

We have experience in mergers, divestitures, investing, capital deployment, credit analysis and setting capital structures.

#### LONG-TERM FOCUSED

We take a long-term, strategic view in our operating businesses and are less concerned with short-term bouts of volatility.

#### STOCKHOLDER CENTRIC

We think like owners and are focused on long-term gains rather than short-term results. The compensation structure of our management team is closely tied to the long-term performance of our stock.

## VOTING ROADMAP

### Proposal 1: Election of Directors Proposal (see page [13](#))

#### OUR BOARD RECOMMENDS A VOTE FOR EACH DIRECTOR NOMINEE

The Board of Directors recommends that you vote **FOR** each director nominee. These individuals bring a range of relevant experiences and overall diversity of perspectives that is essential to good governance and leadership of our company. See pages [13-21](#) for further information.



#### OUR DIRECTOR NOMINEES



##### RICHARD R. GREEN

**Director Since:** 2014

**Committees:** Nominating and Corporate Governance (Co-Chair); Compensation

##### Independent Director

Dr. Green brings to the Board his extensive professional and executive background and his particular knowledge and experience in the complex and rapidly changing field of technology for broadband communications services, which contributes to our company's evaluation of technological initiatives and challenges and strengthens the Board's collective qualifications, skills and attributes.



##### SUE ANN R. HAMILTON

**Director Since:** 2020

**Committees:** Nominating and Corporate Governance (Co-Chair); Compensation

##### Independent Director

As a result of her extensive Board service and management experience, and her work advising and representing major media and technology companies, Ms. Hamilton brings to our Board significant leadership, oversight and consulting skills, as well as experience in the media, technology and legal fields.

#### CURRENT BOARD OF DIRECTORS AT A GLANCE

##### INDEPENDENCE



##### GENDER/DEMOGRAPHIC DIVERSITY



## BOARD AND CORPORATE GOVERNANCE HIGHLIGHTS

### Effective Independent Oversight

- 86% of our directors are independent
- Executive sessions of independent directors held without the participation of management
- Independent directors chair the audit, compensation and nominating and corporate governance committees
- Ability to engage with independent consultants or advisors
- No compensation committee interlocks or compensation committee engagement in related party transactions in 2024
- Exchange agreement with our Chairman of the Board, Chief Executive Officer and President, as we believe it is in the best interests of our company and stockholders not to have a single stockholder with control over greater than 50% of our aggregate voting power. See “Certain Relationships and Related Party Transactions —Exchange Agreement with John C. Malone”

### Strong Governance Practices

- Succession planning
- Stockholder access to the director nomination process
- Corporate Governance Guidelines and Code of Business Conduct and Ethics which are published online
- Directors have unabridged access to senior management and other company employees
- Anonymous “whistleblowing” channels for any concerns
- Well-established risk oversight process
- Collaborative approach to enhancing sustainability practices

## Proposal 2: Auditors Ratification Proposal (see page 32)

### OUR BOARD RECOMMENDS A VOTE FOR THIS PROPOSAL

The Board of Directors recommends that you vote **FOR** this proposal because KPMG LLP is an independent firm with few ancillary services and reasonable fees, and has significant industry and financial reporting expertise. See pages [32-33](#) for further information.



## SUSTAINABILITY HIGHLIGHTS

At Liberty Broadband, we believe that we can have the largest impact, and unlock the greatest value, through a collaborative approach to sustainability issues. This approach reflects a sustainability partnership across our company, Liberty Media, QVC Group and Liberty TripAdvisor as well as with the portfolio of assets within each of these public companies.



This approach to sustainability is underpinned by four core values:

**EMPOWER AND  
VALUE OUR  
PEOPLE**

**CONTINUOUS  
PURSUIT OF  
EXCELLENCE**

**CREATE  
OPTIONALITY AND  
BE NIMBLE**

**ACT  
LIKE  
OWNERS**

By applying this mindset, we leverage best practices, share resources, develop priorities and pursue sustainable long-term value creation at the Liberty level and across our portfolio of companies:

### Oversight and Support

- Top-down sustainability oversight across our portfolio of companies
  - Board-level engagement on material sustainability issues
  - Corporate Responsibility Committee, comprised of nearly 20 leaders from across our company's departments, handles development and implementation of sustainability strategy
  - Active investor engagement to understand expectations
  - Ongoing monitoring of industries' sustainability best practices
- See "Corporate Governance—Board Role in Risk Oversight"

### Scale and Synergies

- Risk management and opportunity capture
- Disclosure practices conveyed proactively, portfolio-wide
- Policy library as a resource for all companies

**Our Sustainability Pillars:****ENVIRONMENTAL STEWARDSHIP**

We recognize climate change and adverse impacts on the natural world are among the most pressing challenges facing humanity today. Environmental sustainability has implications for markets, and our investors. Moreover, how we manage our environmental impact matters to our employees, our customers, our business partners, and our other stakeholders.

**COMMUNITY COMMITMENT**

We are privileged to operate in many communities, and we take seriously our role as a leader and partner within, and contributor to, these communities.

Through the products and services we provide, our charitable giving and volunteerism, and our broader community relations, we strive to connect with and serve our local communities, for the benefit of our employees, businesses, customers, and neighbors.

**TALENT & CULTURE**

We believe that the ability to engage a dynamic and thoughtful workforce is key to creating value. We nurture a company culture where everyone can unlock their full potential, both at our company and across our portfolio of businesses. Additionally, our focus on recruitment, development and succession planning, and fair labor practices are key focal points of our human capital strategy.

**ETHICS & INTEGRITY**

Our Board of Directors and leadership team lead with principle and integrity and expect each of our companies to do the same. This means aligning their business strategies with the long-term interests of all their stakeholders, including customers, employees, regulators, and the general public.

## EXECUTIVE COMPENSATION HIGHLIGHTS



### Compensation Philosophy

Our compensation philosophy seeks to align the interests of the named executive officers with those of our stockholders, with the ultimate goal of appropriately motivating our executives to increase long-term stockholder value.

To that end, the compensation packages provided to the named executive officers include significant performance-based bonuses and significant equity incentive awards, including equity awards that vest multiple years after initial grant.



#### WHAT WE DO

- A significant portion of compensation is at-risk and performance-based.
- Performance targets for our executives support the long-term growth of our company.
- We have clawback provisions for equity-based incentive compensation.



#### WHAT WE DO NOT DO

- Our compensation practices do not encourage excessive risk taking.
- We do not provide tax gross-up payments in connection with taxable income from perquisites.
- We do not engage in liberal share recycling.

## PROXY STATEMENT FOR ANNUAL MEETING OF STOCKHOLDERS

We are furnishing this proxy statement in connection with the Board of Directors' solicitation of proxies for use at our 2025 Annual Meeting of Stockholders to be held at 10:45 a.m., Mountain time, on May 12, 2025 or at any adjournment or postponement of the annual meeting. The annual meeting will be held via the Internet and will be a completely virtual meeting of stockholders. You may attend the meeting, submit questions and vote your shares electronically during the meeting via the Internet by visiting [www.virtualshareholdermeeting.com/LBRD2025](http://www.virtualshareholdermeeting.com/LBRD2025). At the annual meeting, we will ask you to consider and vote on the proposals described in the accompanying Notice of Annual Meeting of Stockholders. The proposals are described in more detail in this proxy statement. We are soliciting proxies from holders of our Series A common stock, par value \$0.01 per share (**LBRDA**), Series B common stock, par value \$0.01 per share (**LBRDB**), and our Series A Cumulative Redeemable Preferred Stock, par value \$0.01 per share (**LBRDP**). The holders of our Series C common stock, par value \$0.01 per share (**LBRDK**), are not entitled to any voting powers, except as required by Delaware law, and may not vote on the proposals to be presented at the annual meeting. We refer to LBRDA, LBRDB and LBRDP together as our **voting stock**. We refer to our voting stock together with LBRDK as our **capital stock**.

# The Annual Meeting

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## NOTICE AND ACCESS OF PROXY MATERIALS

We have elected, in accordance with the SEC "Notice and Access" rule, to deliver a Notice of Internet Availability of Proxy Materials (the **Notice**) to our stockholders and to post our proxy statement and our annual report to our stockholders (collectively, the **proxy materials**) electronically. The Notice is first being mailed to our stockholders on or about March 28, 2025. The proxy materials will first be made available to our stockholders on or about the same date.

The Notice instructs you how to access and review the proxy materials and how to submit your proxy via the Internet. The Notice also instructs you how to request and receive a paper copy of the proxy materials, including a proxy card or voting instruction form, at no charge. We will not mail a paper copy of the proxy materials to you unless specifically requested to do so. The Notice is not a form for voting and presents only an overview of the more complete proxy materials, which contain important information and are available to you on the Internet or by mail. We encourage you to access and review the proxy materials before voting.

**Important Notice Regarding the Availability of Proxy Materials For the Annual Meeting of Stockholders to be Held on May 12, 2025: our Notice of Annual Meeting of Stockholders, Proxy Statement and 2024 Annual Report to Stockholders are available at [www.proxyvote.com](http://www.proxyvote.com).**

We have adopted a procedure, approved by the SEC, called "householding." Under this procedure, stockholders of record who have the same address and last name and did not receive a Notice of Internet Availability or otherwise receive their proxy materials electronically will receive only one copy of this Proxy Statement, unless we are notified that one or more of these stockholders wishes to continue receiving individual copies. This procedure will reduce our printing costs and postage fees.

If you are eligible for householding, but you and other stockholders of record with whom you share an address currently receive multiple copies of this Proxy Statement or if you hold our voting stock in more than one account, and in either case you wish to receive only a single copy of each of these documents for your household, please contact Broadridge Financial Solutions, Inc. by writing to Broadridge Financial Solutions, Inc., Attn: Householding Department, 51 Mercedes Way, Edgewood, New York 11717 or by calling, toll-free in the United States, 1-866-540-7095. If you participate in householding and wish to receive a separate copy of this Proxy Statement or if you do not wish to continue to participate in householding and prefer to receive separate copies of these documents in the future, please contact Broadridge Financial Solutions, Inc. as indicated above.

## ELECTRONIC DELIVERY

Registered stockholders may elect to receive future notices and proxy materials by e-mail. To sign up for electronic delivery, go to [www.proxyvote.com](http://www.proxyvote.com). Stockholders who hold shares through a bank, brokerage firm or other nominee may sign up for electronic delivery when voting by Internet at [www.proxyvote.com](http://www.proxyvote.com) by following the prompts. Also, stockholders who hold shares through a bank, brokerage firm or other nominee may sign up for electronic delivery by contacting their nominee. Once you sign up, you will not receive a printed copy of the notices and proxy materials, unless you request them. If you are a registered stockholder, you may suspend electronic delivery of the notices and proxy materials at any time by contacting our transfer agent, Broadridge, at (888) 789-8745 (outside the United States (303) 562-9277). Stockholders who hold shares through a bank, brokerage firm or other nominee should contact their nominee to suspend electronic delivery.

## TIME, PLACE AND DATE

The annual meeting of stockholders is to be held at 10:45 a.m., Mountain time, on May 12, 2025. The annual meeting will be held via the Internet and will be a completely virtual meeting of stockholders. You may attend the meeting, submit questions and vote your shares electronically during the meeting via the Internet by visiting [www.virtualshareholdermeeting.com/LBRD2025](http://www.virtualshareholdermeeting.com/LBRD2025). To enter the annual meeting, you will need the 16-digit control number

that is printed on your Notice or proxy card. We recommend logging in at least fifteen minutes before the meeting to ensure that you are logged in when the meeting starts. Online check-in will start shortly before the meeting on May 12, 2025.

**TECHNICAL DIFFICULTIES VOTING DURING THE ANNUAL MEETING.** If during the check-in time or during the annual meeting you have technical difficulties or trouble accessing the applicable virtual meeting website, Broadridge Corporate Issuer Solutions, Inc. will have technicians ready to assist you with any individual technical difficulties you may have accessing the virtual meeting website. If you encounter any difficulties accessing the virtual meeting website during the check-in or meeting time for the annual meeting, please call the technical support number that will be posted on the virtual meeting website log-in page at [www.virtualshareholdermeeting.com/LBRD2025](http://www.virtualshareholdermeeting.com/LBRD2025). If we experience technical difficulties during the annual meeting (e.g., a temporary or prolonged power outage), we will determine whether the annual meeting can be promptly reconvened (if the technical difficulty is temporary) or whether the annual meeting will need to be reconvened on a later day (if the technical difficulty is more prolonged). In any such situation, we will promptly notify stockholders of the decision via [www.virtualshareholdermeeting.com/LBRD2025](http://www.virtualshareholdermeeting.com/LBRD2025).

## PURPOSE

At the annual meeting, you will be asked to consider and vote on each of the following:

- the election of directors proposal, to elect Richard R. Green and Sue Ann R. Hamilton to continue serving as Class II members of our Board until the 2028 annual meeting of stockholders or their earlier resignation or removal; and
- the auditors ratification proposal, to ratify the selection of KPMG LLP as our independent auditors for the fiscal year ending December 31, 2025.

You may also be asked to consider and vote on such other business as may properly come before the annual meeting, although we are not aware at this time of any other business that might come before the annual meeting.

### Recommendation of Our Board of Directors

Our Board of Directors has unanimously approved each of the proposals for inclusion in the proxy materials and recommends that you vote **FOR** the election of each director nominee and **FOR** the auditors ratification proposal.



## QUORUM

In order to conduct the business of the annual meeting, a quorum must be present. This means that the holders of at least a majority of the aggregate voting power represented by the shares of our voting stock outstanding on the record date (as defined below) and entitled to vote at the annual meeting must be represented at the annual meeting either in person or by proxy. Virtual attendance at the annual meeting constitutes presence in person for purposes of a quorum at the meeting. For purposes of determining a quorum, your shares will be included as represented at the meeting even if you indicate on your proxy that you abstain from voting. If a broker, who is a record holder of shares, indicates on a form of proxy that the broker does not have discretionary authority to vote those shares on a particular proposal or proposals, or if those shares are voted in circumstances in which proxy authority is defective or has been withheld, those shares (**broker non-votes**) will nevertheless be treated as present for purposes of determining the presence of a quorum. See “—Voting Procedures for Shares Held in Street Name—Effect of Broker Non-Votes” below.

## WHO MAY VOTE

Holders of shares of LBRDA, LBRDB and LBRDP, as recorded in our stock register as of 5:00 p.m., New York City time, on March 24, 2025 (such date and time, the **record date** for the annual meeting), will be entitled to notice of the annual meeting and to vote at the annual meeting or any adjournment or postponement thereof.

## VOTES REQUIRED

Each director nominee who receives a plurality of the combined voting power of the outstanding shares of our voting stock present in person or represented by proxy at the annual meeting and entitled to vote on the election of directors at the annual meeting, voting together as a single class, will be elected to office.

Approval of the auditors ratification proposal requires the affirmative vote of a majority of the combined voting power of the outstanding shares of our voting stock that are present in person or by proxy, and entitled to vote at the annual meeting, voting together as a single class.

Virtual attendance at the annual meeting constitutes presence in person for purposes of each required vote.

## VOTES YOU HAVE

At the annual meeting, holders of shares of LBRDA will have one vote per share, holders of shares of LBRDB will have ten votes per share, and holders of shares of LBRDP will have one-third of one vote per share, in each case, that our records show are owned as of the record date. Holders of LBRDK shares will not be eligible to vote at the annual meeting.

## SHARES OUTSTANDING

As of the record date, 18,252,413 shares of LBRDA, 2,006,305 shares of LBRDB and 7,183,812 shares of LBRDP were issued and outstanding and entitled to vote at the annual meeting.

## NUMBER OF HOLDERS

There were, as of the record date, 573, 69 and 621 record holders of LBRDA, LBRDB and LBRDP, respectively (which amounts do not include the number of stockholders whose shares are held of record by banks, brokers or other nominees, but include each such institution as one holder).

## VOTING PROCEDURES FOR RECORD HOLDERS

Holders of record of LBRDA, LBRDB and LBRDP as of the record date may vote via the Internet at the annual meeting or prior to the annual meeting by telephone or through the Internet. Alternatively, if they received a paper copy of the proxy materials by mail, they may give a proxy by completing, signing, dating and returning the proxy card by mail.

Holders of record may vote their shares electronically during the meeting via the Internet by visiting [www.virtualshareholdermeeting.com/LBRD2025](http://www.virtualshareholdermeeting.com/LBRD2025). To enter the annual meeting, holders will need the 16-digit control number that is printed on their Notice or proxy card. We recommend logging in at least fifteen minutes before the meeting to ensure that they are logged in when the meeting starts. Online check-in will start shortly before the meeting on May 12, 2025.

Instructions for voting prior to the annual meeting by using the Internet are printed on the Notice or the proxy card. In order to vote prior to the annual meeting through the Internet, holders should have their Notices or proxy cards available so they can input the required information from the Notice or proxy card, and log onto the Internet website address shown on the Notice or proxy card. When holders log onto the Internet website address, they will receive instructions on how to vote their shares. Unless subsequently revoked, shares of our voting stock represented by a proxy submitted as described herein and received at or before the annual meeting will be voted in accordance with the instructions on the proxy.

**YOUR VOTE IS IMPORTANT.** It is recommended that you vote by proxy even if you plan to attend the annual meeting. You may change your vote at the annual meeting.

If you submit a properly executed proxy without indicating any voting instructions as to a proposal enumerated in the Notice of Annual Meeting of Stockholders, the shares represented by the proxy will be voted **"FOR"** the election of each director nominee and **"FOR"** the auditors ratification proposal.

If you submit a proxy indicating that you abstain from voting as to a proposal, it will have no effect on the election of directors proposal and will have the same effect as a vote "**AGAINST**" the auditors ratification proposal.

If you do not submit a proxy or you do not vote at the annual meeting, your shares will not be counted as present and entitled to vote for purposes of determining a quorum, and your failure to vote will have no effect on determining whether any of the proposals are approved (if a quorum is present).

## VOTING PROCEDURES FOR SHARES HELD IN STREET NAME

### GENERAL

If you hold your shares in the name of a broker, bank or other nominee, you should follow the instructions provided by your broker, bank or other nominee when voting your shares or to grant or revoke a proxy. The rules and regulations of the New York Stock Exchange and The Nasdaq Stock Market LLC (**Nasdaq**) prohibit brokers, banks and other nominees from voting shares on behalf of their clients without specific instructions from their clients with respect to numerous matters, including, in our case, the election of directors proposal, as described in this proxy statement. Accordingly, to ensure your shares held in street name are voted on these matters, we encourage you to provide promptly specific voting instructions to your broker, bank or other nominee.

### EFFECT OF BROKER NON-VOTES

Broker non-votes are counted as shares of our voting stock present and entitled to vote for purposes of determining a quorum but will have no effect on any of the proposals. You should follow the directions your broker, bank or other nominee provides to you regarding how to vote your shares of LBRDA, LBRDB and LBRDP or how to change your vote or revoke your proxy.

## VOTING PROCEDURES FOR SHARES HELD IN THE GCI 401(K) SAVINGS PLAN

If you hold LBRDP shares through your account in the GCI 401(k) Plan, the trustee for such plan is required to vote your shares as you specify. To allow sufficient time for the trustee to vote your shares, your voting instructions must be received by 11:59 p.m., New York City time, on May 8, 2025. To vote such shares, please follow the instructions provided by the trustee for such plan.

## REVOKING A PROXY

If you submitted a proxy prior to the start of the annual meeting, you may change your vote by attending the annual meeting online and voting via the Internet at the annual meeting or by delivering a signed proxy revocation or a new signed proxy with a later date to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717. Any signed proxy revocation or new signed proxy must be received before the start of the annual meeting. In addition, you may change your vote through the Internet or by telephone (if you originally voted by the corresponding method) not later than 11:59 p.m., New York City time, on May 11, 2025 if your shares are held directly or 11:59 p.m., New York City time, on May 8, 2025 if you hold LBRDP shares through your account in the GCI 401(k) Plan.

Your attendance at the annual meeting will not, by itself, revoke a prior vote or proxy from you.

If your shares are held in an account by a broker, bank or other nominee, you should contact your nominee to change your vote or revoke your proxy.

## SOLICITATION OF PROXIES

We are soliciting proxies by means of our proxy materials on behalf of our Board of Directors. In addition to this mailing, our employees may solicit proxies personally or by telephone. We pay the cost of soliciting these proxies. We also reimburse brokers and other nominees for their expenses in sending the Notice and, if requested, the proxy materials to you and getting your voting instructions.

## THE ANNUAL MEETING

If you have any further questions about voting or attending the annual meeting, please contact Liberty Broadband Investor Relations at (844) 826-8735 or Broadridge at (888) 789-8745 (outside the United States (303) 562-9277).

## OTHER MATTERS TO BE VOTED ON AT THE ANNUAL MEETING

Our Board of Directors is not currently aware of any business to be acted on at the annual meeting other than that which is described in the Notice and this proxy statement. If, however, other matters are properly brought to a vote at the annual meeting, the persons designated as proxies will have discretion to vote or to act on these matters according to their best judgment. In the event there is a proposal to adjourn or postpone the annual meeting, the persons designated as proxies will have discretion to vote on that proposal.

## STOCKHOLDER PROPOSALS

This proxy statement relates to our annual meeting of stockholders for the calendar year 2025 which will take place on May 12, 2025. Based solely on the date of our 2025 annual meeting and the date of this proxy statement, (i) a stockholder proposal must be submitted in writing to our Corporate Secretary and received at our executive offices at 12300 Liberty Boulevard, Englewood, Colorado 80112, by the close of business on November 28, 2025 in order to be eligible for inclusion in our proxy materials for the annual meeting of stockholders for the calendar year 2026 (the **2026 annual meeting**), and (ii) a stockholder proposal, or any nomination by stockholders of a person or persons for election to the Board of Directors, must be received at our executive offices at the foregoing address not earlier than January 12, 2026 and not later than February 11, 2026 to be considered for presentation at the 2026 annual meeting. We currently anticipate that the 2026 annual meeting will be held during the second quarter of 2026. If the 2026 annual meeting takes place more than 20 days before or 70 days after May 12, 2026 (the anniversary of the 2025 annual meeting), a stockholder proposal, or any nomination by stockholders of a person or persons for election to the Board of Directors, will instead be required to be received at our executive offices at the foregoing address not later than the close of business on the tenth day following the first day on which notice of the date of the 2026 annual meeting is communicated to stockholders or public disclosure of the date of the 2026 annual meeting is made, whichever occurs first, in order to be considered for presentation at the 2026 annual meeting. In addition, to comply with the universal proxy rules, stockholders who intend to solicit proxies in support of director nominees other than Liberty Broadband nominees must provide notice that sets forth the information required by Rule 14a-19 under the Securities Exchange Act of 1934, as amended (the **Exchange Act**), no later than March 13, 2026.

All stockholder proposals for inclusion in our proxy materials will be subject to the requirements of the proxy rules adopted under the Exchange Act, our charter and bylaws and Delaware law.

## ADDITIONAL INFORMATION

We file periodic reports, proxy materials and other information with the SEC. You may inspect such filings on the Internet website maintained by the SEC at [www.sec.gov](http://www.sec.gov). Additional information can also be found on our website at [www.libertybroadband.com](http://www.libertybroadband.com). Information contained on any website referenced in this proxy statement is not incorporated by reference in this proxy statement. **If you would like to receive a copy of the 2024 Form 10-K, or any of the exhibits listed therein, please call or submit a request in writing to Investor Relations, Liberty Broadband Corporation, 12300 Liberty Boulevard, Englewood, Colorado 80112, Tel. No. (844) 826-8735, and we will provide you with the 2024 Form 10-K without charge, or any of the exhibits listed therein upon the payment of a nominal fee (which fee will be limited to the expenses we incur in providing you with the requested exhibits).**

# Proposal 1 – The Election of Directors Proposal

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## BOARD OF DIRECTORS OVERVIEW

### What am I being asked to vote on and how should I vote?

**We are asking our stockholders to elect Richard R. Green and Sue Ann R. Hamilton to continue serving as Class II members of our Board until the 2028 annual meeting of stockholders or their earlier resignation or removal.**

Our Board of Directors currently consists of seven directors, divided among three classes. Our Class II directors, whose term will expire at the annual meeting, are Richard R. Green and Sue Ann R. Hamilton. These directors are nominated for election to our Board to continue to serve as Class II directors, and we have been informed that each of Mr. Green and Ms. Hamilton is willing to continue serving as a director of our company. The term of the Class II directors who are elected at the annual meeting will expire at the annual

meeting of our stockholders in the year 2028. Our Class III directors, whose term will expire at the annual meeting of our stockholders in the year 2026, are Gregg L. Engles, John C. Malone and John E. Welsh III. Our Class I directors, whose term will expire at the annual meeting of our stockholders in the year 2027, are Julie D. Frist and J. David Wargo.

If any nominee should decline election or should become unable to serve as a director of our company for any reason before election at the annual meeting, votes will be cast by the persons appointed as proxies for a substitute nominee, if any, designated by the Board of Directors.

The following lists the two nominees for election as directors at the annual meeting and the five directors of our company whose term of office will continue after the annual meeting, and includes as to each person how long such person has been a director of our company, such person's professional background, other public company directorships and other factors considered in the determination that such person possesses the requisite qualifications and skills to serve as a member of our Board of Directors. For additional information on our Board's evaluation of director candidates or incumbent directors seeking re-election, see "Corporate Governance—Board Criteria and Director Candidates." The number of shares of our capital stock beneficially owned by each director is set forth in this proxy statement under the caption "Security Ownership of Certain Beneficial Owners and Management."

The members of our nominating and corporate governance committee have determined that Mr. Green and Ms. Hamilton, who are nominated for election at the annual meeting, continue to be qualified to serve as directors of our company and such nominations were approved by the entire Board of Directors.

## VOTE AND RECOMMENDATION

A plurality of the combined voting power of the outstanding shares of our voting stock present in person or represented by proxy at the annual meeting and entitled to vote on the election of directors at the annual meeting, voting together as a single class, is required to elect each of Mr. Green and Ms. Hamilton as a Class II member of our Board of Directors.

### OUR BOARD RECOMMENDS A VOTE FOR EACH DIRECTOR NOMINEE

The Board of Directors recommends that you vote **FOR** each director nominee. These individuals bring a range of relevant experiences and overall diversity of perspectives that is essential to good governance and leadership of our company.



## OUR BOARD AT A GLANCE

Name and Principal Occupation	Director Since	Committee Memberships				Non-Liberty Public Board Directorships <sup>(1)</sup>
		Executive	Compensation	Nominating & Corporate Governance	Audit	
<i>Class II directors who will stand for election this year</i>						
RICHARD R. GREEN	 2014		M	C		1
SUE ANN R. HAMILTON	 2020		M	C		1
<i>Class III directors who will stand for election in 2026</i>						
GREGG L. ENGLS	 2020			M	M	1
JOHN C. MALONE (BOARD CHAIRMAN)	2014	M				2
JOHN E. WELSH III	 2014			M	C	—
<i>Class I directors who will stand for election in 2027</i>						
JULIE D. FRIST	 2020		C	M		—
J. DAVID WARGO	 2015		C		M	2

(1) Does not include service on the Board of Directors of Liberty Media, QVC Group or Liberty TripAdvisor. See “Corporate Governance—Board Criteria and Director Candidates—Outside Commitments.”

C = Chairperson

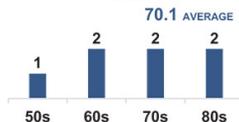
M = Member

 = Independent

INDEPENDENCE



AGE



GENDER/DEMOGRAPHIC DIVERSITY



## DIRECTOR SKILLS AND EXPERIENCE

TELECOMMUNICATIONS



OPERATIONS AND  
MANAGEMENT



STRATEGIC OVERSIGHT



SUSTAINABILITY



RISK MANAGEMENT



ACCOUNTING &  
FINANCE



EXECUTIVE  
LEADERSHIP



PUBLIC BOARD



## NOMINEES FOR ELECTION AS DIRECTORS



### Richard R. Green

**Director Since:** November 2014

**Age:** 87

**Committees:** Nominating and Corporate Governance (Co-Chair); Compensation  
**Independent Director**

Dr. Green brings to the Board his extensive professional and executive background and his particular knowledge and experience in the complex and rapidly changing field of technology for broadband communications services, which contributes to our company's evaluation of technological initiatives and challenges and strengthens the Board's collective qualifications, skills and attributes.

**Professional Background:**

- President and Chief Executive Officer of CableLabs®, the cable industry's research and development consortium, for over 20 years, before retiring in December 2009
- Senior Vice President at PBS, a public broadcaster and free-to-air television network, from 1984 to 1988 and a director of CBS's Advanced Television Technology Laboratory, a non-profit consortium that develops technology and standards to enable growth and trust in the digital media industry, from 1980 to 1983
- Director of Jones/NCTI, a Jones Knowledge Company, a workforce performance solutions company for individuals and broadband companies

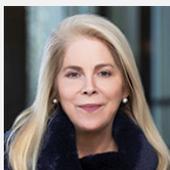
**Public Company Directorships:**

*Non-Liberty Public Company Directorships:*

- LGP and its predecessors (December 2008 – present)

**Former Public Company Directorships:**

- GCI Liberty (March 2018 – December 2020)
- Shaw Communications, Inc. (2010 – May 2023)



### Sue Ann R. Hamilton

**Director Since:** December 2020

**Age:** 64

**Committees:** Nominating and Corporate Governance (Co-Chair); Compensation  
**Independent Director**

As a result of her extensive Board service and management experience, and her work advising and representing major media and technology companies, Ms. Hamilton brings to our Board significant leadership, oversight and consulting skills, as well as experience in the media, technology and legal fields.

**Professional Background:**

- Principal of the consultancy Hamilton Media LLC since 2007
- Executive Vice President-Distribution and Business Development for AXS TV LLC, a partnership between founder Mark Cuban, AEG, Ryan Seacrest Media, Creative Artists Agency and CBS, from September 2007 until the sale of the company in September 2019
- Represents The Mark Cuban Companies/Radical Ventures as Board observer for Philo, Inc., a privately held technology company, since July 2013
- Executive Vice President—Programming and Senior Vice President—Programming for Charter from 2003 to 2007
- Held numerous management positions at AT&T Broadband LLC and its predecessor, TCI, dating back to 1993
- Former partner at the law firm Kirkland & Ellis, specializing in complex commercial transactions
- J.D. degree from Stanford Law School, where she was Associate Managing Editor of the Stanford Law Review and Editor of the Stanford Journal of International Law. Magna cum laude graduate of Carleton College in Northfield, Minnesota

**Public Company Directorships:**

*Non-Liberty Public Company Directorships:*

- Universal Electronics, Inc. (November 2019 – present)

**Former Public Company Directorships:**

- GCI Liberty (March 2018 – December 2020)
- FTD Companies, Inc. (December 2014 – August 2019)

## DIRECTORS WHOSE TERM EXPIRES IN 2026



**Gregg L. Engles**

**Director Since:** December 2020

**Age:** 67

**Committees:** Audit; Nominating and Corporate Governance  
**Independent Director**

Mr. Engles offers our Board significant operational experience gained through his senior leadership positions at WhiteWave and other large public companies. He provides our Board with executive leadership perspective on the operations and management of public companies, which assists our Board in evaluating strategic opportunities.

**Professional Background:**

- Founder and Executive Managing Partner of Capitol Peak Partners LLC, a capital investment company, since August 2017
- Chairman of Borden Dairy Company, a dairy company, and served as its Chief Executive Officer from July 2020 to November 2022
- Chairman of the Board and Chief Executive Officer of WhiteWave, a global food and beverage company, from October 2012 until its acquisition by Danone in April 2017
- Chief Executive Officer of Dean Foods Company, a food and beverage company and WhiteWave's former parent company, from April 1996 until WhiteWave's initial public offering in October 2012

**Public Company Directorships:**

*Non-Liberty Public Company Directorships:*

- Chipotle Mexican Grill, Inc. (July 2020 – present)

**Former Public Company Directorships:**

- GCI Liberty (March 2018 – December 2020)
- Danone (April 2017 – December 2020)
- Liberty Expedia (November 2016 – July 2019)
- Dean Foods Company (Chairman, April 1996 – July 2013; Vice-Chairman, January 2002 – May 2002)
- Treehouse Foods, Inc. (June 2005 – May 2008)



## John C. Malone

**Chairman of the Board, President and Chief Executive Officer**

**Director Since:** November 2014

**Age:** 84

**Committees:** Executive

Mr. Malone, as President of TCI, co-founded Liberty Media's predecessor and is considered one of the preeminent figures in the media and telecommunications industry. He is well known for his sophisticated problem solving and risk assessment skills.

### **Professional Background:**

- Chairman of the Board of our company since November 2014
- Chairman of the Board of QVC Group from its inception in 1994 until March 2018 and served as QVC Group's Chief Executive Officer from August 2005 to February 2006
- Chairman of the Board of TCI from November 1996 until March 1999, when it was acquired by AT&T Corp., and Chief Executive Officer of TCI from January 1994 to March 1997

### **Public Company Directorships:**

- QVC Group (1994 – present; Chairman of the Board, 1994 – March 2018) (Mr. Malone will not stand for re-election on QVC Group's board of directors at its 2025 annual meeting of stockholders and will step down from QVC Group's board of directors, effective at its 2025 annual meeting of shareholders)
- Liberty Media (December 2010 – present; Chairman of the Board, August 2011 – present)

### **Non-Liberty Public Company Directorships:**

- Warner Bros. Discovery (April 2022 – present)
- LGP (Chairman of the Board, June 2013 – present)

### **Former Public Company Directorships:**

- GCI Liberty (Chairman of the Board, March 2018 – December 2020)
- Liberty Expedia (Chairman, November 2016 – July 2019)
- Liberty Latin America Ltd. (December 2017 – December 2019)
- Discovery (September 2008 – April 2022)
- DHC (March 2005 – September 2008; Chairman of the Board, May 2005 – September 2008)
- LGI (Chairman of the Board, June 2005 – June 2013)
- LMI (March 2004 – June 2005)
- UnitedGlobalCom, Inc. (January 2002 – June 2005)
- Lions Gate Entertainment Corp. (March 2015 – September 2018)
- Charter (May 2013 – July 2018)
- Expedia, Inc. (August 2005 – November 2012; December 2012 – December 2017)
- Liberty TripAdvisor (August 2014 – June 2015)
- Sirius XM (April 2009 – May 2013)
- Ascent Capital Group, Inc. (January 2010 – September 2012)
- Live Nation (January 2010 – February 2011)
- DIRECTV (including predecessors) (Chairman of the Board, February 2008 – June 2010)
- IAC/InterActiveCorp (May 2006 – June 2010)



## John E. Welsh III

**Director Since:** November 2014

**Age:** 74

**Committees:** Audit (Chair); Nominating and Corporate Governance

**Independent Director**

Mr. Welsh brings to the Board a strong financial background in investment banking and investment management and his experience as an audit committee member of Integrated Electrical Services Corp. In addition to possessing strong leadership and collaboration skills, Mr. Welsh has substantial experience involving the management and operation of technology companies. He is also an important resource with respect to the financial services firms that our company may engage from time to time.

**Professional Background:**

- President of Avalon Capital Partners LLC, an investment firm, since 2002
- Director of CIP Management LLC from October 2000 to December 2002
- Managing Director and Vice-Chairman of the Board of SkyTel, a wireless messaging services company, from 1992 to 1999
- Managing Director of Investment Banking of Prudential Securities, Inc., a financial services company, and Co-Head of the Mergers and Acquisitions Department prior to 1992

**Public Company Directorships:** None

**Former Public Company Directorships:**

- LMAC (January 2021 – December 2022)
- General Cable Corp. (1997 – June 2018; Chairman, August 2001 – June 2018)
- Spreckels Industries, Inc. (1996 – 2000)
- York International, Inc. (1996 – 2000)
- Integrated Electrical Services Corp. (2006 – 2013)
- SkyTel (Vice-Chairman, 1992 – 1999)

## DIRECTORS WHOSE TERM EXPIRES IN 2027



**Julie D. Frist**

**Director Since:** March 2020

**Age:** 54

**Committees:** Compensation (Co-Chair); Nominating and Corporate Governance  
**Independent Director**

Ms. Frist's educational background, experience in the financial services industry and significant involvement in the non-profit community give her beneficial insight and enable her to make valuable contributions as a member of our Board.

**Professional Background:**

- Vice-Chair of CapStar Financial Holdings, Inc., a publicly-traded bank holding company that provides banking, wealth management, and related financial services through its subsidiary CapStar Bank, from December 2015 and a director of CapStar Bank, a financial institution, from its founding in 2008 until May 2020
- Worked in the Investment Banking Division and the Private Client Group of Goldman Sachs, a multinational investment bank and financial services company, in the mid-1990s
- Vice President of Bruckmann, Rosser, Sherrill & Co., a New York-based private equity firm, from 1998 to 2000
- Serves on several non-profit Boards, including The Frist Foundation
- Advisory Board Member of the Yale Institute for Global Health
- Member of the Board of Dean's Advisors at the Harvard Business School
- Member of the City of Belle Meade Finance and Budget Committee
- Former trustee of St. Paul's School in Concord, New Hampshire and The Ensworth School in Nashville, Tennessee

**Public Company Directorships:** None

**Former Public Company Directorships:**

- CapStar Bank (2008 – May 2020)



## J. David Wargo

**Director Since:** March 2015

**Age:** 71

**Committees:** Compensation (Co-Chair); Audit  
**Independent Director**

Mr. Wargo's extensive background in investment analysis and management, experience as a public company board member and his particular expertise in finance and capital markets contribute to our Board's consideration of our capital structure, evaluation of investment, financial opportunities and strategies, and strengthen our Board's collective qualifications, skills and attributes.

**Professional Background:**

- Founder and president of Wargo & Company, Inc., a private company specializing in investing in the communications industry, and has served as its president since 1993
- Co-founder and was a member of New Mountain Capital, LLC, a private equity firm, from 2000 to 2008
- Managing Director and senior analyst of The Putnam Companies, an investment management company, from 1989 to 1992
- Senior Vice President and a Partner in Marble Arch Partners, a technology development firm, from 1985 to 1989
- Partner and Senior Analyst, Assistant Director of Research and a Partner in State Street Research and Management Company from 1978 to 1985

**Public Company Directorships:**

- Liberty TripAdvisor (August 2014 – present)
- Non-Liberty Public Company Directorships:**
- LGP (June 2013 – present)
  - Vobile Group Limited (January 2018 – present)

**Former Public Company Directorships:**

- Discovery (September 2008 – April 2022)
- LGI (June 2005 – June 2013)
- LMI (May 2004 – June 2005)
- DHC (May 2005 – September 2008)
- Strategic Education, Inc. (formerly Strayer Education, Inc.) (March 2001 – April 2019)

# Corporate Governance

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## DIRECTOR INDEPENDENCE

It is our policy that a majority of the members of our Board of Directors be independent of our management. For a director to be deemed independent, our Board of Directors must affirmatively determine that the director has no direct or indirect material relationship with us. To assist our Board of Directors in determining which of our directors qualify as independent for purposes of Nasdaq rules as well as applicable rules and regulations adopted by the SEC, the nominating and corporate governance committee of our Board of Directors follows Nasdaq's corporate governance rules on the criteria for director independence.

Our Board of Directors has determined that each of Gregg L. Engles, Julie D. Frist, Richard R. Green, Sue Ann R. Hamilton, J. David Wargo and John E. Welsh III qualifies as an independent director of our company.

## BOARD COMPOSITION

As described above under "Proposal 1—The Election of Directors Proposal," our Board is comprised of directors with a broad range of backgrounds and skill sets, including in media and telecommunications, science and technology, venture capital, investment banking, auditing and financial engineering. For more information on our policies with respect to Board candidates, see "—Board Criteria and Director Candidates" below.

## BOARD CLASSIFICATION

As described above under "Proposal 1—The Election of Directors Proposal," our Board of Directors currently consists of seven directors, divided among three classes. Our Board believes that its current classified structure, with directors serving for three-year terms, is the appropriate Board structure for our company at this time and is in the best interests of our stockholders for the following reasons.

### LONG-TERM FOCUS & ACCOUNTABILITY

Our Board believes that a classified board encourages our directors to look to the long-term best interest of our company and our stockholders, rather than being unduly influenced by the short-term focus of certain investors and special interests. In addition, our Board believes that three-year terms focus director accountability on the Board's long-term strategic vision and performance, rather than short-term pressures and circumstances.

### CONTINUITY OF BOARD LEADERSHIP

A classified board allows for a greater amount of stability and continuity providing institutional perspective and knowledge to both management and less-tenured directors. By its very nature, a classified board ensures that at any given time there will be experienced directors serving on our Board who are fully immersed in and knowledgeable about our businesses, including our relationships with current and potential strategic partners, as well as the competition, opportunities, risks and challenges that exist in the industries in which our businesses operate. We also believe the benefit of a classified board to our company and our stockholders comes not from continuity alone but rather from the continuity of highly qualified, engaged and knowledgeable directors focused on long-term stockholder interests. Each year, our nominating and corporate governance committee works actively to ensure our Board continues to be comprised of such individuals.

## BOARD LEADERSHIP STRUCTURE

John C. Malone currently serves as our Chairman of the Board, President and Chief Executive Officer (principal executive officer) and is responsible for implementing strategic initiatives as well as providing executive leadership. Following Mr. Maffei's retirement from our company at the end of 2024, and in light of our company's pending merger with Charter,

our Board believes that Mr. Malone is best suited to serve as both Chairman of the Board and President and Chief Executive Officer, because he is most familiar with our company's business and industry and most capable of leading the Board in discussions regarding the same. Independent directors and management have different perspectives and roles in strategy development. Our independent directors bring experience, oversight and expertise from outside our company and industry, while Mr. Malone brings significant financial and operational experience based on his past and present senior policy making positions as a director and/or executive officer at our company, Liberty Media, TCI and other large public companies and his expertise in the cable industry. Our Board believes that the combined role of Chairman of the Board and President and Chief Executive Officer is appropriate given the circumstances and promotes strategy execution, and facilitates information flow between management and the Board. In light of the active involvement by our independent directors, our Board has not named a lead independent director.

## BOARD ROLE IN RISK OVERSIGHT

The Board as a whole has responsibility for risk oversight, with reviews of certain areas being conducted by the relevant Board committees. Our audit committee oversees management of financial risks, significant business risk, including operational, data privacy and cybersecurity risks, and risks relating to potential conflicts of interest. Our compensation committee oversees the management of risks relating to our compensation arrangements with senior officers. Our nominating and corporate governance committee oversees the nomination of individuals with the judgment, skills, integrity, and independence necessary to oversee the key risks associated with our company, as well as risks inherent in our corporate structure. These committees then provide reports periodically to the full Board. In addition, the oversight and review of other strategic risks are conducted directly by the full Board.

The oversight responsibility of the Board and its committees is enabled by management reporting processes that are designed to provide visibility to the Board about the identification, assessment and management of critical short-, intermediate-, and long-term risks. These areas of focus include existing and emerging strategic, operational, financial and reporting, succession and compensation, legal and compliance, cybersecurity and other risks, including those related to material environmental and social matters such as climate change, human capital management, diversity, equity and inclusion, and community relations. Our management reporting processes include regular reports, which are prepared by our senior management team, and also include input from our Internal Audit group and our Senior Vice President, Investor Relations, who manages our company's sustainability efforts and remains in regular contact with senior sustainability leaders across our portfolio of companies who provide feedback and disclosure on material issues. Our company also receives the benefit of Liberty Media's Corporate Responsibility Committee, which has cross-functional representation across all reaches of Liberty Media's leadership. With our Board's oversight, we seek to collaborate across our portfolio of companies to drive best practices through regular sustainability-focused internal meetings and discussions, including on topics such as sustainability disclosure, diversity and inclusion, and cybersecurity.

## CODE OF ETHICS

We have adopted a code of business conduct and ethics that applies to all of our employees, directors and officers, which constitutes our "code of ethics" within the meaning of Section 406 of the Sarbanes-Oxley Act. Our code of business conduct and ethics is available on our website at [www.libertybroadband.com/investors/corporate-governance/governance-documents](http://www.libertybroadband.com/investors/corporate-governance/governance-documents).

## INSIDER TRADING POLICY

We are committed to promoting high standards of ethical business conduct and compliance with applicable laws, rules and regulations. As part of this commitment, our company has adopted an Insider Trading Policy which governs among other things, the purchase, sale and other dispositions of our company's securities, including by our directors, officers and employees. We believe our Insider Trading Policy is reasonably designed to promote compliance with insider trading laws, rules and regulations, and the exchange listing standards applicable to us. Because our Insider Trading Policy and procedures are designed to address transactions in our company's securities by our directors, officers, and employees, we do not have formal insider trading policies or procedures that govern our purchase of our company's securities. A copy of our Insider Trading Policy is filed as Exhibit 19 to the 2024 Form 10-K.

## **FAMILY RELATIONSHIPS; LEGAL PROCEEDINGS**

There is no family relationship between any of our executive officers or directors, by blood, marriage or adoption.

During the past ten years, none of our directors and executive officers has had any involvement in such legal proceedings as would be material to an evaluation of his or her ability or integrity.

## **COMMITTEES OF THE BOARD OF DIRECTORS**

Our Board of Directors has four standing committees: audit, compensation, executive and nominating and corporate governance. The key responsibilities and focus areas of each committee, as well as their current members and information on number of meetings during 2024 are set forth below. The written charters for the audit, compensation and nominating and corporate governance committees as adopted by each such committee, as well as our corporate governance guidelines (which were developed by the nominating and corporate governance committee), can be found on our website at [www.libertybroadband.com](http://www.libertybroadband.com).

Our Board of Directors, by resolution, may from time to time establish other committees of our Board of Directors, consisting of one or more of our directors. Any committee so established will have the powers delegated to it by resolution of our Board of Directors, subject to applicable law.

Our Board of Directors has determined that all of the members of each of the audit, compensation and nominating and corporate governance committees are independent. See “—Director Independence.”

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## AUDIT COMMITTEE OVERVIEW

### 7 meetings in 2024

#### Chair

John E. Welsh III\*

#### Other Members

Gregg L. Engles  
J. David Wargo

\*Our Board of Directors has determined that Mr. Welsh is an “audit committee financial expert” under applicable SEC rules and regulations

Audit Committee Report, page [34](#)

The audit committee reviews and monitors the corporate accounting and financial reporting and the internal and external audits of our company. The committee's functions include, among other things:

- Appointing or replacing our independent auditors;
  - Reviewing and approving in advance the scope and the fees of our annual audit and reviewing the results of our audits with our independent auditors;
  - Reviewing and approving in advance the scope and the fees of non-audit services of our independent auditors;
  - Reviewing compliance with and the adequacy of our existing major accounting and financial reporting policies;
  - Reviewing our management's procedures and policies relating to the adequacy of our internal accounting controls and compliance with applicable laws relating to accounting practices;
  - Confirming compliance with applicable SEC and stock exchange rules; and
  - Preparing a report for our annual proxy statement.
- 

## EXECUTIVE COMMITTEE OVERVIEW

#### Members

John C. Malone

#### Former Members

Gregory B. Maffei (prior to January 2025)

Our executive committee may exercise all the powers and authority of our Board of Directors in the management of our business and affairs (except as specifically prohibited by the General Corporation Law of the State of Delaware). This includes the power and authority to authorize the issuance of shares of our capital stock.

No meetings of the executive committee were held in 2024.

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## COMPENSATION COMMITTEE OVERVIEW

### 6 meetings in 2024

#### Co-Chairs

Julie D. Frist

J. David Wargo

#### Other Members

Richard R. Green

Sue Ann R. Hamilton

Compensation Committee  
Report, page [47](#)

The compensation committee assists the Board in discharging its responsibilities relating to compensation of our company's executives and produces an annual report on executive compensation for inclusion in our annual proxy statement.

In November 2014, the spin-off of our company (formerly a wholly-owned subsidiary of Liberty Media) from Liberty Media was completed (the **Broadband Spin-Off**). In connection with the Broadband Spin-Off, we entered into a Services Agreement, dated November 4, 2014, with Liberty Media (the **services agreement**), pursuant to which Liberty Media provides us with administrative, executive and management services.

#### Key Responsibilities:

- Evaluate the services fee under the services agreement on at least an annual basis, subject to certain exceptions (such as in 2019 during the then-ongoing negotiations relating to Mr. Maffei's compensation arrangement);
- May approve incentive awards or other forms of compensation to employees of Liberty Media who are providing services to our company, which employees include our executive officers. For a discussion of equity awards granted during 2024, see "Executive Compensation—Compensation Discussion and Analysis;"
- If we engage a chief executive officer, chief accounting officer, principal financial officer, chief legal officer or chief administrative officer to perform services for our company outside the services agreement, review and approve corporate goals and objectives relevant to the compensation of any such person; and
- Oversee the compensation of the chief executive officers of any non-public operating subsidiaries of our company.

For a description of our current processes and policies for consideration and determination of executive compensation, including the role of our Chief Executive Officer and an outside consultant in determining or recommending amounts and/or forms of compensation, see "Executive Compensation—Compensation Discussion and Analysis."

## NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OVERVIEW

### 3 meetings in 2024

#### Co-Chairs

Richard R. Green

Sue Ann R. Hamilton

#### Other Members

Gregg L. Engles

Julie D. Frist

John E. Welsh III

The nominating and corporate governance committee functions include, among other things:

- Identify individuals qualified to become Board members consistent with criteria established or approved by our Board of Directors, with the assistance of the committee, from time to time;
- Identify director nominees for upcoming annual meetings;
- Develop corporate governance guidelines applicable to our company; and
- Oversee the evaluation of our Board and management.

## BOARD CRITERIA AND DIRECTOR CANDIDATES

**BOARD CRITERIA.** 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 stockholders. To be nominated to serve as a director, a nominee need not meet any specific minimum criteria. As described in our corporate governance guidelines, director candidates are identified and nominated based on broad criteria, with the objective of identifying and retaining directors that can effectively develop our company's strategy and oversee management's execution of that strategy. In the director candidate identification and nomination process, our Board seeks a breadth of experience from a variety of industries and from professional disciplines, along with a diversity of gender, ethnicity, age and other characteristics. When evaluating a potential director nominee, including one recommended by a stockholder, 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, relevant skill sets and personal characteristics;
- 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.

**OUTSIDE COMMITMENTS.** In recent years, some investors and proxy advisors have instituted "bright-line" proxy voting policies on the number of outside public company boards that a director may serve on. Our Board of Directors recognizes investors' concerns that highly sought-after directors could lack the time and attention to adequately perform their duties and responsibilities, and considers each director's performance and commitment to ensure their continued effectiveness as a director. Given our company's ownership interest in Charter, our company and our Board value the director designation rights afforded by the Second Amended and Restated Stockholders Agreement, dated as of May 23, 2015 (as amended), that our company entered into with Charter and Advance/Newhouse Partnership, pursuant to which members of our Board of Directors and management have been named as our company's designees, as they provide our company with unique insight and input into Charter's business and operations. The nominating and corporate governance committee also recognizes and values the benefits derived by our directors from their service on other public company boards, as such service provides our directors with diverse perspectives, in-depth industry knowledge and cross-industry insights, all of which enhance the knowledge base and skill set of our Board as a whole.

Our Board also recognizes the uniqueness of the relationships among Liberty Media, QVC Group, Liberty Broadband and Liberty TripAdvisor, including the collaborative approach to addressing and better managing the portfolio of assets within each of these public companies. To the extent our directors serve on more than one of the boards of these companies, we believe that such service is an important aspect of our directors' (including Mr. Malone's) service, as it capitalizes on various synergies between and among these boards. For this reason, we believe that a better presentation of these directors' outside commitments is to consider the number of their "non-Liberty" public company board directorships (see "Our Board at a Glance" above). Based on this perspective, we have considered the facts-and-circumstances of the roles of our directors with our company, including the following considerations:

- from a historical perspective, the significant time and resources each of these directors has regularly dedicated to our company;
- the nature of their board commitments relating to their respective roles with these companies;
- the synergies between their respective service on these other boards and ours;
- their respective service on "non-Liberty" public company board directorships; and

## CORPORATE GOVERNANCE

- the respective directors' personal skills, expertise and qualifications (including the broad industry knowledge of each such director).

We believe that the outside service of our directors does not conflict with, and instead enhances, their respective roles and responsibilities at our company.

**DIRECTOR CANDIDATE IDENTIFICATION PROCESS.** The nominating and corporate governance committee will consider candidates for director recommended by any stockholder provided that such recommendations are properly submitted. Eligible stockholders wishing to recommend a candidate for nomination as a director should send the recommendation in writing to the Corporate Secretary, Liberty Broadband Corporation, 12300 Liberty Boulevard, Englewood, Colorado 80112. Stockholder recommendations must be made in accordance with our bylaws, as discussed under "The Annual Meeting—Stockholder Proposals" above, and contain the following information:

- the name and address of the proposing stockholder and the beneficial owner, if any, on whose behalf the nomination is being made, and documentation indicating the number and class of shares of our capital stock directly or indirectly owned beneficially and of record by such person and the holder or holders of record of those shares, together with a statement that the proposing stockholder is recommending a candidate for nomination as a director;
- the candidate's name, age, business and residence addresses, principal occupation or employment, business experience, educational background and any other information relevant in light of the factors considered by the nominating and corporate governance committee in making a determination of a candidate's qualifications, as described below;
- a statement detailing any relationship, agreement, arrangement or understanding between (or on behalf of) the proposing stockholder and/or beneficial owner(s), if different, and any other person(s) (including their names) under which the proposing stockholder is making the nomination and any affiliates or associates (as defined in Rule 12b-2 of the Exchange Act) of such proposing stockholder(s) or beneficial owner (each a **Proposing Person**);
- a statement detailing any relationship, arrangement or understanding that might affect the independence of the candidate as a member of our Board;
- any other information that would be required under SEC rules in a proxy statement soliciting proxies for the election of such candidate as a director;
- a representation as to whether the Proposing Person intends (or is part of a group that intends) to deliver any proxy materials or otherwise solicit proxies in support of the director nominee;
- a representation that the Proposing Person and candidate is not subject to, nor will enter into, any voting or other agreement that has not been disclosed to the company and that could limit or interfere with such candidate's ability to comply with their fiduciary duties;
- a representation by each Proposing Person who is a holder of record of our capital stock as to whether the notice is being given on behalf of the holder of record and/or one or more beneficial owners, the number of shares held by any beneficial owner along with evidence of such beneficial ownership and that such holder of record is entitled to vote at the annual stockholders meeting and intends to appear in person or by proxy at the annual stockholders meeting at which the person named in such notice is to stand for election;
- a written consent of the candidate to be named in the proxy statement and the accompanying proxy card and to serve as a director, if nominated and elected;
- a representation as to whether the Proposing Person has received any financial assistance, funding or other consideration from any other person regarding the nomination (a **Stockholder Associated Person**) (including the details of such assistance, funding or consideration);
- a written questionnaire completed and signed by the candidate with respect to the background, qualifications and independence of the candidate and the background of the proposing stockholder, Proposing Person or any Stockholder Associated Person;
- reasonable evidence that such Proposing Person has met the requirements of Rule 14a-19(a)(3) of the Exchange Act, if the Proposing Person provides notice pursuant to Rule 14a-19(b) of the Exchange Act; and
- a representation as to whether and the extent to which any hedging, derivative or other transaction has been entered into with respect to our company within the last twelve months by, or is in effect with respect to, the Proposing

Person, any person to be nominated by the proposing stockholder or any Stockholder Associated Person, the effect or intent of which transaction is to mitigate loss to or manage risk or benefit of share price changes for, or increase or decrease the voting power of, the Proposing Person, its nominee, or any such Stockholder Associated Person.

In connection with its evaluation, the nominating and corporate governance committee may request additional information from the Proposing Person and the candidate. The nominating and corporate governance committee has sole discretion to decide which individuals to recommend for nomination as directors. The nominating and corporate governance committee will evaluate a prospective nominee suggested by any stockholder in the same manner and against the same criteria as any other prospective nominee identified by the nominating and corporate governance committee.

When seeking candidates for director, the nominating and corporate governance committee may solicit suggestions from incumbent directors, management, stockholders 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 nominating an incumbent director for re-election at an annual meeting of stockholders, 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. In addition, the nominating and corporate governance committee will consider any outside directorships held by such individual. See "—Outside Commitments" above.

## **BOARD MEETINGS**

During 2024, there were 11 meetings of our full Board of Directors.

## **DIRECTOR ATTENDANCE AT ANNUAL MEETINGS**

Our Board of Directors encourages all members of the Board to attend each annual meeting of our stockholders. Six of our eight directors then-serving attended our 2024 annual meeting of stockholders.

## **STOCKHOLDER COMMUNICATION WITH DIRECTORS**

Our stockholders may send communications to our Board of Directors or to individual directors by mail addressed to the Board of Directors or to an individual director c/o Liberty Broadband Corporation, 12300 Liberty Boulevard, Englewood, Colorado 80112. All such communications from stockholders will be forwarded to our directors on a timely basis. Stockholders are also encouraged to send communications to Liberty Broadband Investor Relations, which conducts robust stockholder engagement efforts for our company and provides our Board with insight on stockholder concerns.

## **EXECUTIVE SESSIONS**

In 2024, the independent directors of our company, then serving, met at three executive sessions without management participation.

Any interested party who has a concern regarding any matter that it wishes to have addressed by our independent directors, as a group, at an upcoming executive session may send its concern in writing addressed to Independent Directors of Liberty Broadband Corporation, c/o Liberty Broadband Corporation, 12300 Liberty Boulevard, Englewood, Colorado 80112. The current independent directors of our company are Gregg L. Engles, Julie D. Frist, Richard R. Green, Sue Ann R. Hamilton, J. David Wargo and John E. Welsh III.

# Director Compensation

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## NONEMPLOYEE DIRECTORS

### DIRECTOR FEES

Each of our directors who is not an employee of, or service provider to, our company is paid an annual fee of \$187,650 (which we refer to as the **director fee**) for 2025 (\$182,175 for 2024). Fees for service on our audit committee, compensation committee and nominating and corporate governance committee are the same for 2025 and 2024, with each member thereof receiving an additional annual fee of \$15,000, \$10,000 and \$10,000, respectively, for his or her participation on each such committee, except that the chairperson of each such committee instead receives an additional annual fee of \$25,000, \$15,000 and \$15,000, respectively, for his or her participation on that committee. The director fees and the fees for participation on committees are payable quarterly in arrears.

In prior years, each director was permitted to elect to receive 50%, 75% or 100% of their director fee in restricted stock units (**RSUs**) or options to purchase LBRDK, which vested one year from the date of grant; however, in connection with our company's entry into the Merger Agreement (as defined below), the director fee for 2025 will be paid solely in cash.

### MULTIYEAR CASH AWARD

In August 2024, each of our directors who is not an employee of, or service provider to, our company was granted a multiyear cash award (the **director Cash Award**) that vested 50% on December 11, 2024 and will vest 50% on December 11, 2025, subject to continued service as a member of our Board of Directors.

### EQUITY INCENTIVE PLAN

As discussed below, awards granted to our nonemployee directors under the Liberty Broadband Corporation 2024 Omnibus Incentive Plan, as amended (the **2024 incentive plan**), and prior to its expiration, the Liberty Broadband 2019 Omnibus Incentive Plan, as amended (the **2019 incentive plan**), and together with the 2024 incentive plan, the **incentive plans**) are administered by our Board of Directors or our compensation committee. Subject to the terms of the Merger Agreement, our Board of Directors has full power and authority to grant eligible persons the awards described below and to determine the terms and conditions under which any awards are made. Our Board of Directors may grant non-qualified stock options, stock appreciation rights (**SARs**), restricted shares, RSUs, cash awards, performance awards or any combination of the foregoing under the 2024 incentive plan.

The maximum number of shares of our common stock with respect to which awards may be issued under the 2024 incentive plan is 5,000,000 plus the shares remaining available for awards under the 2019 incentive plan, as of close of business on May 23, 2024, the effective date of the 2024 incentive plan. Any forfeited shares from the 2019 incentive plan shall also be available again under the 2024 incentive plan. Available shares are subject to anti-dilution and other adjustment provisions of the respective plans. Under the 2024 incentive plan, no nonemployee director may be granted during any calendar year awards having a value determined on the date of grant in excess of \$1 million. Shares of our common stock issuable pursuant to awards made under the 2024 incentive plan are made available from either authorized but unissued shares or shares that have been issued but reacquired by our company.

### STOCK OWNERSHIP GUIDELINES

Our Board of Directors previously adopted stock ownership guidelines that required each nonemployee director (other than Mr. Malone) to own shares of our company's stock equal to at least three times the value of the nonemployee director fee. Nonemployee directors had five years from the nonemployee director's initial appointment to our Board to comply with these guidelines. Because the 2025 director fees and any future director fees paid until the time our company merges with Charter are and will be paid in cash, our Board of Directors eliminated these stock holding guidelines in March 2025.

## DIRECTOR COMPENSATION TABLE

The following table sets forth information concerning the compensation of our nonemployee directors for 2024.

Name <sup>(1)</sup>	Fees Earned or Paid in Cash (\$)	Stock Awards (\$) <sup>(2)</sup>	Option Awards (\$) <sup>(2)</sup>	All Other Compensation (\$)	Total (\$)
John C. Malone	—	—	—	171,584 <sup>(3)</sup>	171,584
Gregg L. Engles	116,088	—	—	33,091 <sup>(4)</sup>	149,179
Julie D. Frist	120,330	—	—	103,094 <sup>(4)</sup>	223,424
Richard R. Green	116,088	—	—	2,904 <sup>(4)</sup>	118,992
Sue Ann Hamilton	25,000	—	—	78,846 <sup>(4)</sup>	103,846
J. David Wargo	30,000	—	—	127,505 <sup>(4)</sup>	157,505
John E. Welsh III	249,035	—	—	80,771 <sup>(4)</sup>	329,806

(1) Gregory B. Maffei, who served as a director of our company in 2024 and was a named executive officer, received no compensation for serving as a director of our company during 2024.

(2) We did not grant equity awards to our directors in 2024. However, as of December 31, 2024, our then-serving directors (other than Mr. Maffei, whose equity awards are listed in the "Outstanding Equity Awards at Fiscal Year-End" table below) held the following equity awards, which were granted in previous years:

	John C. Malone	Gregg L. Engles	Julie D. Frist	Richard R. Green	Sue Ann Hamilton	J. David Wargo	John E. Welsh III
<b>Options (#)</b>							
LBRDK	—	12,177	23,832	—	16,776	31,439	19,518

(3) Compensation related to personal use of corporate aircraft. Calculated based on aggregate incremental cost of such usage to our company.

(4) Reflects the value of the portion of the director Cash Awards that vested on December 11, 2024.

# Proposal 2 – The Auditors Ratification Proposal

## What am I being asked to vote on and how should I vote?

**We are asking our stockholders to ratify the selection of KPMG LLP as our independent auditors for the fiscal year ending December 31, 2025.**

Even if the selection of KPMG LLP is ratified, the audit committee of our Board of Directors in its discretion may direct the appointment of a different independent accounting firm at any time during the year if our audit committee determines that such a change would be advisable. In the event our stockholders fail to ratify the selection of KPMG LLP, our audit committee will consider it as a direction to select other auditors for the year ending December 31, 2025.

A representative of KPMG LLP is expected to be available to answer appropriate questions at the annual meeting and will have the opportunity to make a statement if he or she so desires.

## VOTE AND RECOMMENDATION

The affirmative vote of a majority of the combined voting power of the outstanding shares of our voting stock that are present in person or by proxy, and entitled to vote at the annual meeting, voting together as a single class, is required to approve the auditors ratification proposal.

### OUR BOARD RECOMMENDS A VOTE FOR THIS PROPOSAL

The Board of Directors recommends that you vote **FOR** this proposal because KPMG LLP is an independent firm with few ancillary services and reasonable fees, and has significant industry and financial reporting expertise.



## AUDIT FEES AND ALL OTHER FEES

The following table presents fees incurred for professional audit services rendered by KPMG LLP for the audit of our consolidated financial statements for 2024 and 2023 and fees billed for other services rendered by KPMG LLP.

	2024	2023
Audit fees	\$4,759,000	3,370,000
Audit related fees	—	—
Audit and audit related fees	4,759,000	3,370,000
Tax fees <sup>(1)</sup>	533,000	19,000
Total fees	<u>\$5,292,000</u>	<u>3,389,000</u>

(1) Tax fees consist of tax compliance and consultations regarding the tax implications of certain transactions.

Our audit committee has considered whether the provision of services by KPMG LLP to our company other than auditing is compatible with KPMG LLP maintaining its independence and believes that the provision of such other services is compatible with KPMG LLP maintaining its independence.

## POLICY ON PRE-APPROVAL OF AUDIT AND PERMISSIBLE NON-AUDIT SERVICES OF INDEPENDENT AUDITOR

Our audit committee has adopted a policy regarding the pre-approval of all audit and permissible non-audit services provided by our independent auditor. Pursuant to this policy, our audit committee has approved the engagement of our independent auditor to provide the following services (all of which are collectively referred to as **pre-approved services**):

- audit services as specified in the policy, including (i) financial audits of our company and our subsidiaries, (ii) services associated with registration statements, periodic reports and other documents filed or issued in connection with securities offerings (including comfort letters and consents), (iii) attestations of management reports on our internal controls and (iv) consultations with management as to accounting or disclosure treatment of transactions;
- audit related services as specified in the policy, including (i) due diligence services, (ii) financial statement audits of employee benefit plans, (iii) consultations with management as to the accounting or disclosure treatment of transactions, (iv) attest services not required by statute or regulation, (v) certain audits incremental to the audit of our consolidated financial statements, (vi) closing balance sheet audits related to dispositions, and (vii) general assistance with implementation of the requirements of certain SEC rules or listing standards; and
- tax services as specified in the policy, including federal, state, local and international tax planning, compliance and review services, and tax due diligence and advice regarding mergers and acquisitions.

Notwithstanding the foregoing general pre-approval, if, in the reasonable judgment of our Chief Accounting Officer and Principal Financial Officer, an individual project involving the provision of pre-approved services is likely to result in fees in excess of \$50,000, or if individual projects under \$50,000 are likely to total \$250,000 during the period between the regularly scheduled meetings of the audit committee, then such projects will require the specific pre-approval of our audit committee. Our audit committee has delegated the authority for the foregoing approvals to the chairman of the audit committee, subject to his subsequent disclosure to the entire audit committee of the granting of any such approval. John E. Welsh III currently serves as the chairman of our audit committee. In addition, the independent auditor is required to provide a report at each regularly scheduled audit committee meeting on all pre-approved services incurred during the preceding quarter. Any engagement of our independent auditors for services other than the pre-approved services requires the specific approval of our audit committee.

Our pre-approval policy prohibits the engagement of our independent auditor to provide any services that are subject to the prohibition imposed by Section 201 of the Sarbanes-Oxley Act.

All services provided by our independent auditor during 2024 were approved in accordance with the terms of the policy in place.

# Audit Committee Report

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Each member of the audit committee is an independent director as determined by our Board of Directors, based on the listing standards of Nasdaq. Each member of the audit committee also satisfies the SEC's independence requirements for members of audit committees. Our Board of Directors has determined that Mr. Welsh is an "audit committee financial expert" under applicable SEC rules and regulations.

The audit committee reviews our financial reporting process on behalf of our Board of Directors. Management has primary responsibility for establishing and maintaining adequate internal controls, for preparing financial statements and for the public reporting process. Our independent auditor, KPMG LLP, is responsible for expressing opinions on the conformity of our audited consolidated financial statements with U.S. generally accepted accounting principles. Our independent auditor also expresses its opinion as to the effectiveness of our internal control over financial reporting.

Our audit committee has reviewed and discussed with management and KPMG LLP our most recent audited consolidated financial statements, as well as management's assessment of the effectiveness of our internal control over financial reporting and KPMG LLP's evaluation of the effectiveness of our internal control over financial reporting. Our audit committee has also discussed with KPMG LLP the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board (the **PCAOB**) and the SEC, including that firm's judgment about the quality of our accounting principles, as applied in its financial reporting.

KPMG LLP has provided our audit committee with the written disclosures and the letter required by the applicable requirements of the PCAOB regarding KPMG LLP's communications with the audit committee concerning independence, and the audit committee has discussed with KPMG LLP that firm's independence from our company and its subsidiaries.

Based on the reviews, discussions and other considerations referred to above, our audit committee recommended to our Board of Directors that the audited financial statements be included in the 2024 Form 10-K.

*Submitted by the Members of the Audit Committee*

**John E. Welsh III**  
**Gregg L. Engles**  
**J. David Wargo**

# Executive Officers

The following lists the executive officers of our company (other than John C. Malone, our Chairman, President and Chief Executive Officer, who also serves as a director of our company and who is listed under “Proposal 1—The Election of Directors Proposal”), their ages and a description of their business experience, including positions held with our company and the predecessor(s) of other companies listed below. Our executive officers will serve in such capacities until their respective successors have been duly elected and have been qualified, or until their earlier death, resignation, disqualification or removal from office.



**Brian J. Wendling**

**Principal Financial Officer and Chief Accounting Officer**  
Age: 52

**Current Positions**

- Principal Financial Officer and Chief Accounting Officer of our company since July 2019 and January 2020, respectively
- Principal Financial Officer and Chief Accounting Officer of Liberty Media and QVC Group since July 2019 and January 2020, respectively; Mr. Wendling will resign from his officer roles with QVC Group effective March 31, 2025
- Senior Vice President and Chief Financial Officer of Liberty TripAdvisor since January 2016
- Director of comScore, Inc. since March 2021

**Prior Positions/Experience**

- Principal Financial Officer and Chief Accounting Officer of Atlanta Braves Holdings from December 2022 – August 2024
- Principal Financial Officer and Chief Accounting Officer of LMAC from November 2020 – December 2022
- Principal Financial Officer and Chief Accounting Officer of GCI Liberty from July 2019 and January 2020, respectively – December 2020
- Senior Vice President and Controller of each of our company, Liberty Media and QVC Group from January 2016 – December 2019 and GCI Liberty from March 2018 – December 2019
- Vice President and Controller of Liberty TripAdvisor from August 2014 – December 2015
- Senior Vice President of Liberty Expedia from March 2016 – July 2019
- Vice President and Controller of our company from October 2014 – December 2015, Liberty Media from November 2011 – December 2015, QVC Group from November 2011 – December 2015
- Various positions with Liberty Media and QVC Group since 1999



**Renee L. Wilm**

**Chief Legal Officer and Chief Administrative Officer**  
Age: 51

**Current Positions**

- Chief Legal Officer and Chief Administrative Officer of our company since September 2019 and January 2021, respectively
- Chief Legal Officer and Chief Administrative Officer of Liberty Media, QVC Group and Liberty TripAdvisor since September 2019 and January 2021, respectively; Ms. Wilm will resign as Chief Administrative Officer of QVC Group effective March 31, 2025

**Prior Positions/Experience**

- Chief Executive Officer of Las Vegas Grand Prix, Inc. from January 2022 – February 2025
- Chief Legal Officer and Chief Administrative Officer of Atlanta Braves Holdings from December 2022 – August 2024
- Chief Legal Officer and Chief Administrative Officer of LMAC from November 2020 – December 2022 and January 2021 – December 2022, respectively
- Director of LMAC from January 2021 – December 2022
- Chief Legal Officer of GCI Liberty from September 2019 – December 2020
- Prior to September 2019, Senior Partner with the law firm Baker Botts L.L.P., where she represented our company, Liberty Media, QVC Group, Liberty TripAdvisor and GCI Liberty and their predecessors for over twenty years, specializing in mergers and acquisitions, complex capital structures and shareholder arrangements, as well as securities offerings and matters of corporate governance and securities law compliance; while at Baker Botts L.L.P., was a member of the Executive Committee, the East Coast Corporate Department Chair and Partner-in-Charge of the New York office

# Executive Compensation

This section sets forth information relating to, and an analysis and discussion of, compensation paid by our company to the following persons (who we collectively refer to as our **named executive officers**):

## GREGORY B. MAFFEI

President and Chief Executive Officer

## BRIAN J. WENDLING

Principal Financial Officer and Chief Accounting Officer

## RENEE L. WILM

Chief Legal Officer and Chief Administrative Officer

Effective as of December 31, 2024, Mr. Maffei stepped down from his position as our Chief Executive Officer. Effective January 1, 2025, Mr. Malone assumed the role of our President and Chief Executive Officer.



## Compensation Philosophy

Our compensation philosophy seeks to align the interests of the named executive officers with those of our stockholders, with the ultimate goal of appropriately motivating our executives to increase long-term stockholder value.



### WHAT WE DO

- A significant portion of compensation is at-risk and performance-based.
- Performance targets for our executives support the long-term growth of our company.
- We have a clawback policy and clawback provisions for equity-based incentive compensation.



### WHAT WE DO NOT DO

- Our compensation practices do not encourage excessive risk taking.
- We do not provide tax gross-up payments in connection with taxable income from perquisites.
- We do not engage in liberal share recycling.

## COMPENSATION DISCUSSION AND ANALYSIS

### SERVICES AGREEMENT

In connection with the Broadband Spin-Off, we entered into a services agreement with Liberty Media in November 2014, pursuant to which Liberty Media provides to our company certain administrative and management services, and we pay Liberty Media a monthly management fee, the amount of which is subject to a quarterly review by our audit committee (and at least an annual review by our compensation committee). As a result, Liberty Media employees, including our named executive officers other than Mr. Maffei, who was paid certain compensation elements directly by our company pursuant to the amended services agreement (as described below), are typically not separately compensated by our company other than with respect to equity awards with respect to LBRDA, LBRDB and LBRDK (collectively, our **common stock**) and with respect to performance-based cash bonuses. See “—Elements of 2024 Executive Compensation—Equity Incentive Compensation” and “—Elements of 2024 Executive Compensation—2024 Performance-Based Bonuses” below for information concerning the equity awards granted to and performance-based cash bonuses paid to our named executive officers in 2024.

In December 2019, the services agreement was amended (the **amended services agreement**) in connection with Liberty Media entering into a new employment arrangement with Mr. Maffei (the **2019 Maffei Employment Agreement**). Under the amended services agreement, for the term of the 2019 Maffei Employment Agreement (which began in December 2019

and ended on December 31, 2024) our company established, and paid or granted directly to Mr. Maffei, our allocable portion of his annual performance-based cash bonus, his annual equity-based awards and his Upfront Awards (as defined below), and we reimbursed Liberty Media for our allocable portion of the other components of Mr. Maffei's compensation, which are described in more detail below in "—Executive Compensation Arrangements—Gregory B. Maffei—2019 Maffei Employment Agreement." Under the 2019 Maffei Employment Agreement, Mr. Maffei's compensation was allocated across Liberty Media, and each of our company, QVC Group, Liberty TripAdvisor and, following its split-off from Liberty Media until its change in its management, Atlanta Braves Holdings (each a **Service Company**, or, collectively, the **Service Companies**) based on two factors, each weighted 50%: (i) the relative market capitalization of each series of stock of each company and (ii) the average of (a) the percentage allocation of time for all Liberty Media employees across all companies and (b) Mr. Maffei's percentage allocation of time across all companies, unless a different allocation method is agreed. Our allocable portion of Mr. Maffei's annual compensation was 23% in 2024. The salary, certain perquisite information and other compensation elements of Mr. Maffei that were not paid or granted directly by our company included in the "Summary Compensation Table" below include the portion of his compensation allocable to our company and for which we reimbursed Liberty Media and do not include the portion of his compensation allocable to Liberty Media or any of the other Service Companies. For the year ended December 31, 2024, we accrued management fees payable to Liberty Media under the amended services agreement of \$6.6 million, not including the portion of Mr. Maffei's compensation allocable to our company and for which we reimbursed Liberty Media.

### ROLE OF CHIEF EXECUTIVE OFFICER IN COMPENSATION DECISIONS; SETTING EXECUTIVE COMPENSATION

As a result of the management fee paid to Liberty Media, our compensation committee typically did not provide compensation to the executive officers other than to Mr. Maffei pursuant to the amended services agreement and to the other executive officers with regard to equity incentive compensation and performance cash bonuses, and typically does not expect to provide other compensation to the executive officers. Mr. Maffei made recommendations with respect to any equity compensation and performance cash bonuses to be awarded to our executive officers. In making any such recommendations to our compensation committee, Mr. Maffei evaluated the performance and contributions of each of our executive officers, given his or her respective area of responsibility, and, in doing so, considered various qualitative factors such as:

- the executive officer's experience and overall effectiveness;
- the executive officer's performance during the preceding year;
- the responsibilities of the executive officer, including any changes to those responsibilities over the year; and
- the executive officer's demonstrated leadership and management ability.

When determining the extent to which the 2024 Chief RSUs (as defined below) were earned by our named executive officers, our compensation committee considered the recommendations obtained from Mr. Maffei as to the performance of Mr. Wendling and Ms. Wilm. To make these recommendations, Mr. Maffei evaluated the performance and contributions of each such named executive officer.

At the 2024 annual stockholder meeting, stockholders representing a majority of the aggregate voting power of Liberty Broadband present and entitled to vote on its say-on-pay proposal voted in favor of, on an advisory basis, Liberty Broadband's executive compensation, as disclosed in our proxy statement for the 2024 annual meeting of stockholders. No material changes were implemented to our executive compensation program as a result of this vote. At the 2021 annual meeting of stockholders, stockholders elected to hold a say-on-pay vote every three years.

### ROLE OF INDEPENDENT COMPENSATION CONSULTANT

Prior to entering into the amended services agreement with Liberty Media in connection with the 2019 Maffei Employment Agreement, our compensation committee engaged FW Cook, an independent and experienced compensation consultant, to assist in determining the reasonableness of compensation to be allocated to our company under the amended services agreement.

In order to assess the reasonableness of compensation, FW Cook evaluated the market value of Mr. Maffei's role at our company and the proposed allocation to our company under the amended services agreement. Given the unique nature of

## EXECUTIVE COMPENSATION

Mr. Maffei's role at our company, FW Cook evaluated the market value of the executive job at our company through three different lenses: as Chief Executive Officer, Chairman of the Board and managing partner of a private equity firm.

In assessing the reasonableness of pay as Chief Executive Officer or Chairman of the Board, FW Cook and the compensation committee reviewed pay data for companies comparable to ours, including companies in the media and diversified telecommunication services industries, and companies with which we may compete for executive talent and stockholder investment and also included companies in those industries that are similar to our company in size, geographic location or complexity of operations.

In assessing the reasonableness of pay as Chairman of the Board, FW Cook and the compensation committee reviewed pay data for companies comparable to Charter, in which our company owns a meaningful stake, and for which Mr. Maffei's oversight represents a meaningful portion of his responsibilities for our company. These companies included companies in the media, diversified telecommunication services, communication equipment and wireless telecommunication service industries, and companies with which we believed Charter may compete for executive talent and stockholder investment and also included companies in those industries that are similar to Charter in size, geographic location or complexity of operations.

In assessing the reasonableness of pay as a managing partner of a private equity firm, FW Cook and the compensation committee reviewed survey data regarding the compensation of private equity professionals.

## ELEMENTS OF 2024 EXECUTIVE COMPENSATION

For 2024, the principal components of compensation for the named executive officers were:

- in the case of Mr. Maffei, base salary and perquisites and other limited personal benefits;
- a performance-based bonus, payable in cash;
- in the case of Mr. Maffei, time-vested stock options;
- in the case of Mr. Wendling and Ms. Wilm, performance-based restricted stock units; and
- in the case of Mr. Wendling and Ms. Wilm, time-based cash awards.

## BASE SALARY

Mr. Maffei's base salary was governed by the terms of the 2019 Maffei Employment Agreement. For 2024, Mr. Maffei's base salary was \$3,000,000, as prescribed by the 2019 Maffei Employment Agreement. Pursuant to the 2019 Maffei Employment Agreement and the amended services agreement, Liberty Media paid Mr. Maffei's base salary directly, and we reimbursed Liberty Media for our allocable portion. In 2024, the portion of Mr. Maffei's aggregate annual base salary allocated to our company was 23% or \$690,000.

## 2024 PERFORMANCE-BASED BONUSES

**Overview.** For 2024, our compensation committee adopted an annual, performance-based bonus program for each of Messrs. Maffei and Wendling and Ms. Wilm. The 2024 bonus program was comprised of two components: a bonus amount payable based on each participant's individual performance (the **Individual Performance Bonus**) and a bonus amount payable based on the corporate performance of our company, Liberty Media, QVC Group, Liberty TripAdvisor and Atlanta Braves Holdings (the **Corporate Performance Bonus**). As a result of the August 2024 change in management at Atlanta Braves Holdings, our compensation committee determined that achievement of the Corporate Performance Bonus should be based on the corporate performance of our company, Liberty Media, QVC Group and Liberty TripAdvisor only.

### Individual Performance Bonus (60% weighting)

- Based on each named executive officers' personal, department and corporate related goals
- Named executive officer provided a self-evaluation of their achievements, and in the case of Mr. Wendling and Ms. Wilm, Mr. Maffei also provided an evaluation
- Compensation committee reviewed goals, evaluations and achievements before approving a specific payout for each named executive officer



### Corporate Performance Bonus (40% weighting)

- 30% based on consolidated financial results of all subsidiaries and major investments within our company, Liberty Media, QVC Group and Liberty TripAdvisor
- 10% based on consolidated revenue results
- 10% based on consolidated Adjusted OIBDA results
- 10% based on consolidated free cash flow results
- 10% based on corporate level achievements such as merger and acquisition activity, investments, financings, SEC/audit compliance, litigation management and tax compliance

Pursuant to the 2019 Maffei Employment Agreement, Mr. Maffei was assigned a target bonus opportunity under the performance-based bonus program equal to \$17 million in the aggregate for our company, Liberty Media, and each of the other Service Companies. For 2024, that bonus amount was split among, and payable directly by, Liberty Media, our company, QVC Group, Liberty TripAdvisor and Atlanta Braves Holdings, with payment subject to the achievement of one or more performance metrics as determined by the applicable company's compensation committee. In 2024, the portion of Mr. Maffei's aggregate target bonus amount allocated to our company was 23% or \$3,910,000. The portions of Mr. Maffei's aggregate target bonus amount allocated to each of Liberty Media, QVC Group, Liberty TripAdvisor and Atlanta Braves Holdings pursuant to the amended services agreements were 54% (or \$9,180,000), 10% (or \$1,700,000), 5% (or \$850,000) and 8% (or \$1,360,000), respectively.

Messrs. Maffei and Wendling and Ms. Wilm were assigned in March 2024 a maximum bonus opportunity under the performance-based bonus program, which would be allocated to each of our company, Liberty Media, QVC Group, Liberty TripAdvisor and Atlanta Braves Holdings in the same percentage as the allocation for Mr. Maffei's target bonus opportunity (the **Maximum Performance Bonus**). The portion of the Maximum Performance Bonus allocated to the Liberty Broadband program was \$7,820,000, \$1,650,000 and \$3,000,000 for Messrs. Maffei and Wendling and Ms. Wilm, respectively (the **Liberty Broadband Maximum Performance Bonus**). The Liberty Broadband Maximum Performance Bonus amounts are up to 200% of Mr. Maffei's target annual bonus allocated to our company under the 2019 Maffei Employment Agreement and our company's allocable portion of up to 200% of base pay for each of Mr. Wendling and Ms. Wilm. The portion of the Maximum Performance Bonus allocated to Liberty Media, QVC Group, Liberty TripAdvisor and Atlanta Braves Holdings was \$18,360,000, \$3,400,000, \$1,700,000 and \$2,720,000, respectively, for Mr. Maffei, \$891,000, \$165,000, \$82,500 and \$132,000, respectively, for Mr. Wendling and \$1,620,000, \$300,000, \$150,000 and \$240,000, respectively, for Ms. Wilm.

Each participant was entitled to receive from our company an amount (the **Liberty Broadband Maximum Individual Bonus**) equal to 60% of the Liberty Broadband Maximum Performance Bonus for that participant. The Liberty Broadband Maximum Individual Bonus was subject to reduction based on a determination of the participant's achievement of qualitative criteria established with respect to the services to be performed by the participant on behalf of our company. Under the corollary program of Liberty Media and the corollary programs of the other Service Companies, each participant was entitled to receive from each of Liberty Media and the other Service Companies a maximum individual bonus equal to 60% of his or her Maximum Performance Bonus allocable to Liberty Media and each other Service Company, subject to reduction based on a determination of the participant's achievement of qualitative criteria established with respect to the services to be performed by the participant on behalf of Liberty Media and the other Service Companies. Our compensation committee believes this construct was appropriate in light of the amended service agreement and the fact that each participant splits his or her professional time and duties.

Each participant was entitled to receive from our company an amount (the **Liberty Broadband Maximum Corporate Bonus**) equal to 40% of his or her Liberty Broadband Maximum Performance Bonus, subject to reduction based on a

## EXECUTIVE COMPENSATION

determination of the consolidated corporate performance of our company, Liberty Media and the other Service Companies. Under the corollary program of Liberty Media and the corollary programs of the other Service Companies, each participant was entitled to receive from each of Liberty Media and the other Service Companies a bonus that is 40% of each of Liberty Media's and the other Service Companies' allocable portion of the Maximum Performance Bonus, which was subject to reduction based on a determination of the consolidated corporate performance of our company, Liberty Media and the other Service Companies.

In connection with the August 2024 change in management at Atlanta Braves Holdings, the Atlanta Braves Holdings compensation committee determined that the portion of Mr. Maffei's and our other named executive officers' annual bonuses allocated to Atlanta Braves Holdings would be deemed achieved at the target level of performance and that such bonus would be paid in December 2024 and in December 2024, our compensation committee determined that the achievement of the Corporate Performance Bonus should be based on the corporate performance of our company, QVC Group, Liberty Broadband and Liberty TripAdvisor only. Therefore, in December 2024, our compensation committee and the compensation committees of Liberty Media, QVC Group and Liberty TripAdvisor reviewed contemporaneously our respective named executive officers' individual performance and consolidated corporate performance under each company's program. Notwithstanding this joint effort, our compensation committee retained sole and exclusive discretion with respect to the approval of award terms and amounts payable under our bonus program.

**Individual Performance Bonus.** Our compensation committee reviewed the individual performance of each participant to determine the reductions that would apply to each participant's Liberty Broadband Maximum Individual Bonus. Our compensation committee took into account a variety of factors, without assigning a numerical weight to any single performance measure. This determination was based on reports to our Board, the observations of committee members throughout the year, executive self-evaluations and, with respect to the participants other than Mr. Maffei, the observations and input of Mr. Maffei. In evaluating the performance of each of the participants for determining the reduction that would apply to each named executive officer's Liberty Broadband Maximum Individual Bonus, the following performance objectives related to our company which had been assigned to each participant for 2024 were considered:

**GREGORY B. MAFFEI****President and Chief Executive Officer****Performance Objectives:**

- Effectively represent our company on Charter's board of directors and assist with various management, strategic and operational matters
- Manage liquidity and enhance shareholder value; support new financing activities
- Provide leadership and development opportunities to our management team, corporate development group, and investor relations team
- Support GCI management team in navigating governmental framework, evaluating capital expenditure strategies, succession planning and maintaining culture of compliance
- Evaluate strategic opportunities with respect to corporate structure

**BRIAN J. WENDLING****Principal Financial Officer and Chief Accounting Officer****Performance Objectives:**

- Ensure timely and accurate internal and external financial reports
- Maintain a robust control environment at the corporate and subsidiary levels
- Oversee the GCI operating business, including operating performance, capital expenditure planning and long term strategic projects, and succession planning
- Continue to improve cybersecurity profile and ensure successful implementation of SEC cybersecurity rules

**RENEE L. WILM****Chief Legal Officer and Chief Administrative Officer****Performance Objectives:**

- Evaluate strategic opportunities with respect to corporate structure; provide legal and execution support for selected opportunities and operational initiatives
- Evaluate and help drive optimization of capital structure and liquidity solutions with treasury; provide legal and execution support for select opportunities
- Provide legal support with regard to litigation, corporate matters and compliance matters
- Manage executive compensation arrangements and equity award programs; oversee human resources function

Following a review of the participants' performance and a review of the time allocated to matters for our company, our compensation committee determined to pay each participant the following portion of his or her Liberty Broadband Maximum Individual Bonus:

Name	Liberty Broadband Maximum Individual Bonus	Percentage Payable	Aggregate Dollar Amount
Gregory B. Maffei	\$4,692,000	37.77%	\$1,772,276
Brian J. Wendling	\$ 227,700	87.50%	\$ 199,238
Renee L. Wilm	\$ 414,000	75.00%	\$ 310,500

**Corporate Performance Bonus.** Our compensation committee then made a determination as to the portion, if any, that would be payable to each participant for his or her Liberty Broadband Maximum Corporate Bonus, a portion of which is attributable to consolidated financial measures of the Operating Companies (as defined below) as a group and a portion of which is attributable to corporate-level achievements. In making this determination, our compensation committee reviewed forecasts of 2024 Adjusted OIBDA (as defined below), revenue and free cash flow (**financial measures**) for QVC, HSN, Inc., Cornerstone Brands, Inc., Formula 1, Quint, GCI Holdings, LLC and proportionate shares of Live Nation, Charter and Tripadvisor (collectively, the **Operating Companies**), all of which forecasts were prepared in December 2024 and are set forth in the table below. Also set forth in the table below are the corresponding actual financial measures achieved for 2024, which deviated from our forecasts as indicated below. Although forecasted revenue, Adjusted OIBDA and free cash flow deviated from the actual result, none of the deviations would have materially affected the amounts paid under the corporate performance bonus portion of the program. When the budget was prepared in March 2024, Sirius XM and Braves Holdings, LLC were considered part of the Operating Companies; however, in December 2024, our compensation committee and the compensation committees of QVC Group, Liberty Broadband and Liberty TripAdvisor determined that, due to the Liberty Sirius XM Group split-off from Liberty Media, Sirius XM should be removed from the group of Operating Companies and that, due to the change in management at Atlanta Braves Holdings, Braves Holdings, LLC should be removed from the Operating Companies.

For purposes of the bonus program, Adjusted OIBDA is defined as operating income (loss) plus depreciation and amortization, stock-based compensation, separately reported litigation settlements, transaction related costs (including acquisition, restructuring, integration, and advisory fees), and impairment charges. Live Nation, Charter, and Tripadvisor do not report Adjusted OIBDA information. As a result, in order to determine their financial results, we used the most similar non-GAAP measures reported by each of these companies. We used Adjusted EBITDA as reported by Charter and Tripadvisor and Adjusted Operating Income (**AOI**), as reported by Live Nation. For a definition of Adjusted EBITDA as defined by Charter, see Charter's Annual Report on Form 10-K for the year ended December 31, 2024, filed on January 31, 2025. For a definition of Adjusted EBITDA as defined by Tripadvisor, see Tripadvisor's Annual Report on Form 10-K for the year ended December 31, 2024, filed on February 20, 2025. For a definition of AOI as defined by Live Nation, see Live Nation's Annual Report on Form 10-K for the year ended December 31, 2024, filed on February 21, 2025.

## EXECUTIVE COMPENSATION

(dollar amounts in millions)

	2024 Forecast	2024 Actual	Actual / Forecast
Revenue <sup>(1)</sup>	\$39,889	\$39,900	0.03%
Adjusted OIBDA <sup>(1)</sup>	\$10,343	\$10,288	(0.53)%
Free Cash Flow <sup>(1)(2)</sup>	\$ 2,867	\$ 2,702	(5.76)%

(1) Revenue, Adjusted OIBDA and Free Cash Flow amounts represent the consolidated summation of the Operating Companies. All calculations were performed on a constant currency basis.

(2) Defined for purposes of the bonus program as Adjusted OIBDA less all other operating and investing items on a constant currency basis.

Based on a review of the above forecasts and consideration of Operating Company performance against plan for these financial measures by the compensation committees of our company, Liberty Media, QVC Group and Liberty TripAdvisor, the compensation committees determined that the financial measures relating to the Operating Companies were achieved to the extent described below:

Financial Measure	Percentage Payable
Revenue <sup>(1)</sup>	5% of a possible 10%
Adjusted OIBDA <sup>(1)</sup>	6% of a possible 10%
Free Cash Flow <sup>(1)(2)</sup>	9% of a possible 10%

Percentage payable was based on 2024 forecasted financial measures compared to 2024 budgeted financial measures, with a 7% possible payout if forecasted financial measures equaled budgeted financial measures, and a payout range of 0% to 10% if forecasted financial measures were less than or greater than budgeted financial measures. Our compensation committee then translated the achievement of these financial measures into a percentage payable (20% of a possible 30%, or 66.67%) to each participant of his or her Liberty Broadband Maximum Corporate Bonus related to financial measures, as follows:

Name	Liberty Broadband Maximum Corporate Bonus Related to Financial Measures	Percentage Payable	Aggregate Dollar Amount
Gregory B. Maffei	\$2,346,000	66.67%	\$1,564,000
Brian J. Wendling	\$ 113,850	66.67%	\$ 75,900
Renee L. Wilm	\$ 207,000	66.67%	\$ 138,000

In December 2024, our compensation committee considered combined corporate-level achievements for our company, Liberty Media and each of the other Service Companies (other than Atlanta Braves Holdings) in determining that 9% of a possible 10% of a portion of the Liberty Broadband Maximum Corporate Bonus would be payable to each participant. In making this determination, the compensation committee considered merger and acquisition activity, investments, financings, SEC/audit compliance, litigation management and tax compliance. The achievements and percentage payable translated to the following payment for each participant:

Name	Liberty Broadband Maximum Corporate Bonus Related to Corporate-Level Achievements	Percentage Payable	Aggregate Dollar Amount
Gregory B. Maffei	\$782,000	90%	\$703,800
Brian J. Wendling	\$ 37,950	90%	\$ 34,155
Renee L. Wilm	\$ 69,000	90%	\$ 62,100

**Aggregate Results.** The following table presents information concerning the aggregate 2024 performance-based bonus amounts payable to each named executive officer by our company after giving effect to the determinations described above.

Name	Individual Performance Bonus	Corporate Performance Bonus Related to Financial Measures	Corporate Performance Bonus Related to Corporate-Level Achievements	Total Bonus
Gregory B. Maffei	\$1,772,276	\$1,564,000	\$703,800	\$4,040,076
Brian J. Wendling	\$ 199,238	\$ 75,900	\$ 34,155	\$ 309,293
Renee L. Wilm	\$ 310,500	\$ 138,000	\$ 62,100	\$ 510,600

Our compensation committee then noted that, when combined with the total 2024 performance-based bonus amounts paid by Liberty Media and the other Service Companies (including the target bonus paid by Atlanta Braves Holdings) to the overlapping named executive officers, Messrs. Maffei and Wendling and Ms. Wilm received \$18,659,476, \$1,344,750 and \$2,220,000, respectively. For more information regarding these bonus awards, please see the "Grants of Plan-Based Awards" table below.

### EQUITY INCENTIVE COMPENSATION

The 2024 incentive plan and prior to its expiration, the 2019 incentive plan, provide for the grant of a variety of incentive awards, including stock options, restricted shares, RSUs, SARs, cash awards and performance awards. Subject to share availability considerations, our compensation committee has a preference for grants of stock options and awards of restricted stock or RSUs (as compared with other types of available awards under the 2024 incentive plan) based on the belief that they better promote retention of key employees through the continuing, long-term nature of an equity investment. It is the policy of our compensation committee that stock options be awarded with an exercise price equal to fair market value on the date of grant, typically measured by reference to the closing price on the grant date.

As discussed above, our executive officers perform management services for our company pursuant to the amended services agreement. In consultation with the compensation committees of each of Liberty Media and the other Service Companies, our compensation committee determined that each of our company, Liberty Media and the other Service Companies would grant a proportionate share of the aggregate equity grant value to each named executive officer each year for their service to our company and each of Liberty Media and the other Service Companies. With respect to awards made to Mr. Wendling and Ms. Wilm, the proportionate share for each company was determined based 50% on the relative market capitalization and 50% on relative time spent by Liberty Media's employees working for such issuer. With respect to awards made to Mr. Maffei, the 2019 Maffei Employment Agreement provides that Mr. Maffei's aggregate annual equity award value will be granted across Liberty Media and the Service Companies by Liberty Media's compensation committee, our compensation committee and the compensation committees of each other Service Company based on two factors, each weighted 50%: (i) the relative market capitalization of each series of stock of each company and (ii) the average of (a) the percentage allocation of time for all Liberty Media employees across all companies and (b) Mr. Maffei's percentage allocation of time across all companies, unless a different allocation method is agreed.

### Annual Equity Awards

**Maffei Annual Equity Awards.** The 2019 Maffei Employment Agreement provided Mr. Maffei with the opportunity to earn annual equity awards during the employment term. See "—Executive Compensation Arrangements—Gregory B. Maffei—Annual Awards" for additional information about the annual awards provided under the 2019 Maffei Employment Agreement.

When structuring the 2019 Maffei Employment Agreement, to further align Mr. Maffei's interests with those of the other stockholders, the compensation committee structured his annual equity award grants as either option awards or performance-based restricted stock units with meaningful payout metrics determined annually. This structure was designed to provide for alignment of interests with our company's stockholders and flexibility to our compensation committee to incent achievement of strategic objectives that may have changed or evolved over the term of the agreement.

The 2019 Maffei Employment Agreement provided that Mr. Maffei was entitled to receive from our company, Liberty Media and the other Service Companies in 2024 a combined target equity award value of \$17.5 million comprised of time-vested stock options, performance-based restricted stock units or a combination of award types, at Mr. Maffei's election.

## EXECUTIVE COMPENSATION

In 2024, our compensation committee granted time-vested stock options to Mr. Maffei in satisfaction of our obligations under the 2019 Maffei Employment Agreement for 23% of Mr. Maffei's aggregate annual equity award value for 2024, or \$4,025,000. Our compensation committee believed that time-vested stock options are consistent with its philosophy of aligning the interests of the named executive officers with those of our stockholders, with the ultimate goal of appropriately motivating our executives to increase long-term stockholder value.

As a result, our compensation committee granted to Mr. Maffei 183,058 LBRDK time-vested options (the **2024 Maffei Annual Options**). The 2024 Maffei Annual Options had a grant date of March 6, 2024, a term of seven years, and an exercise price of \$56.20, which was the closing price of LBRDK on the grant date. In addition, the stock options vested in full on December 31, 2024, and were subject to other applicable terms and conditions for option grants as set forth in the 2019 Maffei Employment Agreement.

For more information regarding the 2024 Maffei Annual Options, see the "Grants of Plan-Based Awards" table below.

**Chief Performance-based RSU Awards.** Our compensation committee granted 3,663 and 7,146 LBRDK performance-based RSUs to Mr. Wendling and Ms. Wilm, respectively, on March 6, 2024 (collectively, the **2024 Chief RSUs**), which would vest subject to the satisfaction of the performance objectives described below.

Our compensation committee adopted an annual, performance-based program for payment of the 2024 Chief RSUs and reviewed each named executive officer's performance against that performance program to determine which portion of the award would be paid. Our compensation committee reviewed the 2024 personal performance of Mr. Wendling and Ms. Wilm, and approved vesting in full of the 2024 Chief RSUs previously granted to Mr. Wendling and Ms. Wilm based on their assessment of individual performance against the goals established in connection with the performance cash bonus program along with general observations of their leadership and executive performance.

### Multiyear Awards

**2024 Multiyear Cash Awards.** In August 2024, each of Mr. Wendling and Ms. Wilm was granted a multiyear cash award (the **2024 Chief Cash Awards**) that vested 50% on December 11, 2024 and will vest 50% on December 11, 2025, subject to the continued service of each of Mr. Wendling's and Ms. Wilm's respective employment through such date.

**Prior Year Multiyear Equity Awards.** Our compensation committee makes larger equity award grants (equaling approximately three to four years' value of the named executive officer's annual grants) that vest over such years, rather than making annual grants over the same period. These multiyear grants may provide for delayed vesting and, when granted as stock options, generally expire seven years after grant to encourage executives to remain with our company over the long-term and to better align their interests with those of the stockholders.

In December 2023, Mr. Wendling and Ms. Wilm each received a multiyear stock option award (the **2023 Chief Multiyear Options**) and a multiyear RSU award (the **2023 Chief Multiyear RSUs**), which collectively equaled the value of the annual grants that were expected to be granted to each of Mr. Wendling and Ms. Wilm for the period from January 1, 2024 through December 31, 2026. In order to supplement the intended value of the 2023 Chief Multiyear Options and 2023 Chief Multiyear RSUs, Mr. Wendling and Ms. Wilm each also received a supplemental award (the **2023 Chief Supplemental Options**). Approximately one-third of the 2023 Chief Multiyear Options vested on December 11, 2024, and the remaining two-thirds vests in substantially equal installments on each of December 11, 2025 and December 11, 2026, and 50% of the 2023 Chief Supplemental Options vested on December 13, 2024, and 25% will vest on each of December 13, 2025 and December 13, 2026, and the 2023 Chief Multiyear Options and 2023 Chief Supplemental Options expire on the seventh anniversary of their respective grant date. Approximately one-third of the 2023 Chief Multiyear RSUs vested on December 9, 2024 and the remaining two-thirds vests in substantially equal installments on each of December 9, 2025 and December 9, 2026. See the "Outstanding Equity Awards at Fiscal-Year End" table below for more information about the 2023 Chief Multiyear Options, 2023 Chief Supplemental Options and the 2023 Chief Multiyear RSUs.

### PERQUISITES AND OTHER PERSONAL BENEFITS

The perquisites and other personal benefits available to our executives (that are not otherwise available to all of our salaried employees) consist of:

- limited personal use of Liberty Media's corporate aircraft (pursuant to aircraft time sharing agreements between our company and Liberty Media); and

- occasional, personal use of Liberty Media's apartment in New York City (pursuant to a sharing arrangement between our company and Liberty Media), which is primarily used for business purposes, and occasional, personal use of a company car and driver.

Taxable income may be incurred by our executives in connection with their receipt of perquisites and personal benefits. We have not provided gross-up payments to our executives in connection with any such taxable income incurred during the past three years.

**Aircraft Usage.** On occasion, and with the appropriate approvals, executives may have family members and other guests accompany them on Liberty Media's corporate aircraft when traveling on business.

Pursuant to a February 5, 2013 letter agreement between Liberty Media and Mr. Maffei, Mr. Maffei was entitled to 120 hours in 2024 of personal flight time. During 2024, pursuant to November 11, 2015 and December 13, 2019 letter agreements between Liberty Media and Mr. Maffei, Mr. Maffei was entitled to 50 additional hours of personal flight time if he reimbursed Liberty Media for such usage. Mr. Maffei incurred taxable income, calculated in accordance with the Standard Industry Fare Level (SIFL) rates, for all personal use of the corporate aircraft under the February 5, 2013 letter agreement. Mr. Maffei incurred taxable income at the SIFL rates minus amounts paid under time sharing agreements with Liberty Media for travel. Flights where there were no passengers on company-owned aircraft were not charged against the 120 hours of personal flight time allotted to Mr. Maffei for 2024 if the flight department determined that the use of a NetJets, Inc. supplied aircraft for a proposed personal flight would have been disadvantageous to our company due to (i) use of budgeted hours under the then current Liberty Media fractional ownership contract with NetJets, Inc. or (ii) higher flight cost as compared to the cost of using company-owned aircraft. Mr. Maffei's entitlement to personal flight time ended on December 31, 2024, in connection with Mr. Maffei stepping down.

For disclosure purposes, Liberty Media determines the aggregate incremental cost to Liberty Media of the executives' personal flights by using a method that takes into account all operating costs related to such flights, including:

- landing and parking expenses;
- crew travel expenses;
- supplies and catering;
- aircraft fuel and oil expenses per hour of flight;
- aircraft maintenance and upkeep;
- any customs, foreign permit and similar fees; and
- passenger ground transportation.

Because Liberty Media's aircraft is used primarily for business travel, this methodology excludes fixed costs that do not change based on usage, such as salaries of pilots and crew, and purchase or lease costs of aircraft.

Pursuant to the amended services agreement, we paid Liberty Media for any costs, calculated in accordance with Part 91 of the Federal Aviation Regulations, associated with Mr. Maffei using Liberty Media's corporate aircraft for our company's business matters along with the approved personal use of Liberty Media's corporate aircraft that were allocable to our company under the amended services agreement. Pursuant to aircraft time sharing agreements between Liberty Media and Mr. Maffei, Mr. Maffei was responsible for reimbursing Liberty Media for costs associated with his 50 additional hours of personal flight time and such costs included the expenses listed above, insurance obtained for the specific flight and an additional charge equal to 100% of the aircraft fuel and oil expenses for the specific flight.

For purposes of determining an executive's taxable income, personal use of Liberty Media's aircraft is valued using a method based on SIFL rates, as published by the Treasury Department. The amount determined using the SIFL rates is typically lower than the amount determined using the incremental cost method. Under the American Jobs Creation Act of 2004, the amount that may be deducted for U.S. federal income tax purposes for a purely personal flight is limited to the amount included in the taxable income of the executives who took the flight. Also, the deductibility of any non-business use will be limited by Section 162(m) of the Internal Revenue Code of 1986, as amended (the **Code**) to the extent that the named executive officer's compensation that is subject to that limitation exceeds \$1 million. See "—Deductibility of Executive Compensation" below.

**EXECUTIVE COMPENSATION****CHANGES FOR 2025—CHIEF EXECUTIVE OFFICER TRANSITION**

As described above, effective as of December 31, 2024, Mr. Maffei stepped down from his position as our Chief Executive Officer and effective January 1, 2025, Mr. Malone assumed the role of President and Chief Executive Officer.

Additionally, as a result of the entry into the Merger Agreement, we do not expect to grant new equity awards to our named executive officers.

**DEDUCTIBILITY OF EXECUTIVE COMPENSATION**

In developing the 2024 compensation packages for the named executive officers, the deductibility of executive compensation under Section 162(m) of the Code is considered. That provision prohibits the deduction of compensation of more than \$1 million paid to certain executives, subject to certain exceptions. Following the enactment of the Tax Cuts and Jobs Act of 2017, beginning with the 2018 calendar year, the executives potentially affected by the limitations of Section 162(m) of the Code have been expanded and there is no longer any exception for qualified performance-based compensation. Therefore, portions of the compensation we pay to the named executive officers may not be deductible due to the application of Section 162(m) of the Code. Our compensation committee believes that the lost deduction on compensation payable in excess of the \$1 million limitation for the named executive officers is not material relative to the benefit of being able to attract and retain talented management.

**RECOUPMENT PROVISIONS**

In August 2023, the Board of Directors approved a policy for the recovery of erroneously awarded compensation, or “clawback” policy, applicable to executive officers. The policy implements the incentive-based compensation recovery provisions of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 as required under the Nasdaq listing standards, and requires recovery of incentive-based compensation received by current or former executive officers during the three fiscal years preceding the date it is determined that our company is required to prepare an accounting restatement, including to correct an error that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period. The amount required to be recovered is the excess of the amount of incentive-based compensation received over the amount that otherwise would have been received had it been determined based on the restated financial measure. In addition, our company has maintained its recoupment provisions whereby our company may require an executive to repay or return to our company any cash, stock or other incentive compensation (including proceeds from the disposition of shares received upon exercise of options or SARs). That right will arise if (1) a material restatement of any of our financial statements is required and (2) in the reasonable judgment of our compensation committee, (A) such restatement is due to material noncompliance with any financial reporting requirement under applicable securities laws and (B) such noncompliance is a result of misconduct on the part of the executive. In determining the amount of such repayment or return, our compensation committee may take into account, among other factors it deems relevant, the extent to which the market value of the applicable series of our common stock was affected by the errors giving rise to the restatement. Under these recoupment provisions, the cash, stock or other compensation that we may require the executive to repay or return must have been received by the executive during the 12-month period beginning on the date of the first public issuance or the filing with the SEC, whichever occurs earlier, of the financial statement requiring restatement, and the compensation required to be repaid or returned will include (1) cash or company stock received by the executive (A) upon the exercise during that 12-month period of any stock appreciation right held by the executive or (B) upon the payment during that 12-month period of any incentive compensation, the value of which is determined by reference to the value of company stock, and (2) any proceeds received by the executive from the disposition during that 12-month period of company stock received by the executive upon the exercise, vesting or payment during that 12-month period of any award of equity-based incentive compensation. Additionally, beginning in December 2020, we began including in new forms of equity-based award agreements a right, in favor of our company, to require the executive to repay or return to our company, upon a reasonable determination by our compensation committee that the executive breached the confidentiality obligations included in the agreement, all or any portion of the outstanding award, any shares received under awards during the 12-month period prior to any such breach or any time after such breach and any proceeds from the disposition of shares received under awards during the 12-month period prior to any such breach or any time after such breach.

### STOCK OWNERSHIP GUIDELINES AND HEDGING POLICIES

Our Board of Directors previously adopted stock ownership guidelines that generally required our executive officers to own shares of our company's stock equal to at least three times the value of the annual performance RSUs granted by our company to such executive officer, or in the case of Mr. Maffei, three times the value of the annual performance RSUs or annual option awards, as selected by Mr. Maffei, with the required ownership level automatically adjusted following these annual grants. Our executive officers generally had five years from the date of their appointment to an executive officer role to comply with these guidelines. In anticipation of the Combination and the anticipated compensation scheme until such time, our Board of Directors eliminated these stock ownership guidelines in March 2025. For information regarding our policies with respect to the ability of our officers and directors to hedge or offset any decrease in the market value of our equity securities, see "Security Ownership of Certain Beneficial Owners and Management—Hedging Disclosure."

### COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

The compensation committee members whose names appear on the Compensation Committee Report below comprised our compensation committee during 2024. No member of our compensation committee during 2024 is or has been an officer or employee of our company, or has engaged in any related party transaction in which our company was a participant.

### COMPENSATION COMMITTEE REPORT

Our compensation committee has reviewed and discussed with our management the "Compensation Discussion and Analysis" included under "Executive Compensation" above. Based on such review and discussions, our compensation committee recommended to our Board of Directors that the "Compensation Discussion and Analysis" be included in this proxy statement.

*Submitted by the Members of the Compensation Committee*

**Julie D. Frist**  
**J. David Wargo**  
**Richard R. Green**  
**Sue Ann Hamilton**

## EXECUTIVE COMPENSATION

## SUMMARY COMPENSATION TABLE

Name and Principal Position (as of 12/31/24)	Year	Salary (\$) <sup>(1)</sup>	Bonus (\$) <sup>(2)</sup>	Stock Awards (\$) <sup>(3)</sup>	Option Awards (\$) <sup>(4)</sup>	Non-Equity Incentive Plan Compensation (\$) <sup>(5)</sup>	All Other Compensation (\$) <sup>(6)</sup>	Total (\$)
Gregory B. Maffei President and Chief Executive Officer	2024	690,000	—	—	3,694,616	4,040,076	223,861 <sup>(7)</sup>	8,648,553
	2023	690,000	—	—	3,594,317	5,786,800	230,516 <sup>(7)</sup>	10,301,633
	2022	990,000	—	—	5,321,505	7,882,050	287,293 <sup>(7)</sup>	14,480,848
Brian J. Wendling Principal Financial Officer and Chief Accounting Officer	2024	—	625,939	205,861	—	309,293	—	1,141,093
	2023	—	—	467,488	1,224,774	232,805	—	1,925,067
	2022	—	—	234,765	—	287,431	—	522,196
Renee L. Wilm Chief Legal Officer and Chief Administrative Officer	2024	—	1,178,287	401,605	—	510,600	—	2,090,492
	2023	—	—	889,692	2,257,676	471,650	—	3,619,018
	2022	—	—	424,043	—	582,244	—	1,006,287

- (1) Represents only that portion of Mr. Maffei's base salary allocated to our company under the amended services agreement in connection with the 2019 Maffei Employment Agreement as described in "—Executive Compensation Arrangements—Gregory B. Maffei—2019 Maffei Employment Agreement." For a description of the allocation of Mr. Maffei's compensation among Liberty Media, our company and the other Service Companies pursuant to the 2019 Maffei Employment Agreement and the amended services agreement, see "—Compensation Discussion and Analysis—Services Agreement" above.
- (2) Reflects the portion of the 2024 Chief Cash Awards that vested on December 11, 2024.
- (3) Reflects, as applicable, the grant date fair value of the 2024 Chief RSUs, the 2023 Chief Multiyear RSUs and the performance-based RSUs awarded to Mr. Wendling and Ms. Wilm in 2023 and 2022. The grant date fair value of these awards has been computed in accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 718, but (pursuant to SEC regulations) without reduction for estimated forfeitures. For a description of the assumptions applied in these calculations, see Note 11 to our consolidated financial statements for the year ended December 31, 2024 (which are included in our 2024 Form 10-K).
- (4) The grant date fair values of the 2024 Maffei Annual Options, the 2023 Chief Multiyear Options, the 2023 Chief Supplemental Options and the stock options awarded to Mr. Maffei in 2023 and 2022 have been computed in accordance with FASB ASC Topic 718, but (pursuant to SEC regulations) without reduction for estimated forfeitures. For a description of the assumptions applied in these calculations, see Note 11 to our consolidated financial statements for the year ended December 31, 2024 (which are included in our 2024 Form 10-K).
- (5) Represents each named executive officer's annual performance-based bonus.
- (6) Liberty Media owns an apartment in New York City which is primarily used for business purposes. Mr. Maffei occasionally used this apartment for personal reasons during the years indicated above. From time to time, we paid the cost of miscellaneous shipping and catering expenses for Mr. Maffei.  
From time to time, with the approval of the Chief Executive Officer, our named executive officers were permitted to use a portion of our NetJets, Inc. contract for personal use, provided they reimburse Liberty Media for costs associated therewith.
- (7) Includes the following amounts, which were allocated to our company under the amended services agreement:

	Amounts (\$)		
	2024	2023	2022
Compensation related to personal use of corporate aircraft <sup>(a)</sup>	212,252	218,205	272,567
Life insurance premiums	1,731	1,731	2,483
Matching contributions made to the Liberty Media 401(k) Savings Plan <sup>(b)</sup>	7,935	7,590	10,065

- (a) Calculated based on aggregate incremental cost of such usage allocated to our company.
- (b) The Liberty Media 401(k) Savings Plan provides employees with an opportunity to save for retirement. The Liberty Media 401(k) Savings Plan participants may contribute up to 75% of their eligible compensation on a pre-tax basis to the plan and an additional 10% of their eligible compensation on an after-tax basis (subject to specified maximums and IRS limits), and Liberty Media contributed a matching contribution that vests based upon the participants' years of service and is based on the participants' own contributions up to the maximum matching contribution set forth in the plan. Our company reimbursed Liberty Media under the amended services agreement for our allocable portion of the matching contribution for Mr. Maffei. Mr. Maffei's matching contributions are fully vested. Participant contributions to the Liberty Media 401(k) Savings Plan are fully vested upon contribution.

## EXECUTIVE COMPENSATION ARRANGEMENTS

### GREGORY B. MAFFEI

#### *2019 Maffei Employment Agreement*

Liberty Media entered into the 2019 Maffei Employment Agreement with Mr. Maffei, effective December 13, 2019, which covered the terms of Mr. Maffei's employment during the five year employment term beginning January 1, 2020, which ended December 31, 2024. Under the 2019 Maffei Employment Agreement, Mr. Maffei received an annual base salary of \$3 million (with no contracted increase), an annual target cash performance bonus equal to \$17 million (with payment subject to the achievement of one or more performance metrics as determined by the applicable company's compensation committee with respect to its allocable portion), Upfront Awards (as defined below) (with an aggregate grant date fair value of \$90 million to be granted in two equal tranches) and annual equity awards with an aggregate target grant date fair value of \$17.5 million. Although Mr. Maffei would have been entitled to certain severance benefits and the vesting of certain equity awards in connection with certain terminations of employment that occurred during the term of the 2019 Maffei Employment Agreement, Mr. Maffei was not entitled to, and did not receive any severance in connection with stepping down, effective following the close of business on December 31, 2024 at the end of the term of the 2019 Maffei Employment Agreement.

#### *Maffei Term Equity Awards*

On December 13, 2019, in connection with the execution of the 2019 Maffei Employment Agreement, Mr. Maffei became entitled to receive term equity awards with an aggregate grant date fair value of \$90 million (the **Upfront Awards**) which were granted in two equal tranches. The first tranche of Mr. Maffei's Upfront Awards granted in December 2019 consisted of time-vested stock options from each of our company, Liberty Media, QVC Group and GCI Liberty (a Service Company in 2019 and 2020) and time-vested restricted stock units from Liberty TripAdvisor that vested, in each case, on December 31, 2023 (except Liberty TripAdvisor's award of time-vested restricted stock units, which vested on December 15, 2023). Our portion of the Upfront Awards granted in December 2019 had an aggregate grant date fair value of \$8,100,000 and consisted of 260,419 stock options to purchase LBRDK shares, with a term of seven years.

The second tranche of the Upfront Awards was granted in December 2020 and consisted of time-vested stock options from each of our company, Liberty Media, QVC Group and GCI Liberty and time-vested RSUs from Liberty TripAdvisor. The Upfront Awards granted in December 2020 vested, in each case, on December 31, 2024 (except Liberty TripAdvisor's award of time-vested restricted stock units, which vested on the fourth anniversary of its grant date). Our company's portion of the Upfront Awards granted in December 2020 had an aggregate grant date fair value of \$11,250,000 and consisted of 289,858 stock options to purchase LBRDK shares, with a term of seven years (the **2020 Maffei Term Options**).

#### *Annual Awards*

Pursuant to the 2019 Maffei Employment Agreement, the aggregate grant date fair value of Mr. Maffei's annual equity awards was \$17.5 million for each year during the term of the 2019 Maffei Employment Agreement and was comprised of awards of time-vested stock options (the **Annual Options**), performance-based RSUs (**Annual Performance RSUs**) or a combination of award types, at Mr. Maffei's election, allocable across Liberty Media and each of the Service Companies (collectively, the **Annual Awards**). Vesting of any Annual Performance RSUs was subject to the achievement of one or more performance metrics to be approved by our compensation committee and the compensation committee of Liberty Media or the applicable other Service Company with respect to its allocable portion of the Annual Performance RSUs. For a description of Mr. Maffei's Annual Awards, see "Compensation Discussion and Analysis—Elements of 2024 Executive Compensation—Equity Incentive Compensation—Annual Equity Awards—Maffei Annual Equity Awards."

### EQUITY INCENTIVE PLANS

The 2024 incentive plan is designed, and prior to their expiration, the Liberty Broadband Corporation 2019 Omnibus Incentive Plan (as amended) and the Liberty Broadband Corporation 2014 Omnibus Incentive Plan (amended and restated March 11, 2015) as amended (the **2014 incentive plan**) were designed, to provide additional remuneration to eligible officers and employees of our company, our nonemployee directors and independent contractors and employees of Liberty Media or QVC Group providing services to us and to encourage their investment in our capital stock, thereby increasing

## EXECUTIVE COMPENSATION

their proprietary interest in our business. Subject to the terms of the Merger Agreement, non-qualified stock options, SARs, restricted shares, RSUs, cash awards, performance awards or any combination of the foregoing may be granted under the 2024 incentive plan (collectively, as used in this description of the 2024 incentive plan, **awards**). The maximum number of shares of our common stock with respect to which awards may be granted is 5,000,000 plus the shares remaining available for awards under the 2019 incentive plan, as of close of business on May 23, 2024, the effective date of the 2024 incentive plan. Any forfeited shares from the 2019 incentive plan shall also be available again under the 2024 incentive plan. Available shares are subject to anti-dilution and other adjustment provisions of the 2024 incentive plan. No nonemployee director may be granted during any calendar year awards having a value (as determined on the grant date of such award) in excess of \$1 million. Shares of our common stock issuable pursuant to awards will be made available from either authorized but unissued shares or shares that have been issued but reacquired by our company, including shares purchased on the open market. The 2024 incentive plan is administered by the compensation committee with regard to all awards granted under the 2024 incentive plan (other than awards granted to the nonemployee directors which may be administered by our full Board of Directors or the compensation committee), and the compensation committee has full power and authority to determine the terms and conditions of such awards. The 2024 incentive plan has a five-year term.

In December 2020, our company completed the combination with GCI Liberty. Prior to the combination, GCI Liberty had granted to our named executive officers under the GCI Liberty, Inc. 2018 Omnibus Incentive Plan (the **GCI Liberty 2018 incentive plan**) equity-based awards, including GCI Liberty's allocable portion of Mr. Maffei's annual equity-based awards and his Upfront Awards under the 2019 Maffei Employment Agreement, and multi-year stock option awards and annual equity-based awards to the other named executive officers. Some of our named executive officers also held equity-based awards with respect to GCI Liberty's common stock that were issued in connection with adjustments made to outstanding equity incentive awards with respect to shares of QVC Group's Liberty Ventures common stock, which awards were issued pursuant to the GCI Liberty, Inc. Transitional Stock Adjustment Plan (the **GCI Liberty transitional plan**). All of the equity-based awards with respect to GCI Liberty's common stock, including those held by our named executive officers, were assumed by our company and converted into Liberty Broadband awards when the combination was complete. Subject to certain changes to reflect the combination, these plans will continue to govern the terms and conditions of the assumed and converted awards, but will not be used to make any additional grants following the combination.

## PAY RATIO INFORMATION

We are providing the following information about the relationship of the median annual total compensation of our employees and the total compensation of Mr. Maffei, our chief executive officer on December 31, 2024, pursuant to the SEC's pay ratio disclosure rules set forth in Item 402(u) of Regulation S-K. We believe our pay ratio is a reasonable estimate calculated in a manner consistent with the SEC's pay ratio disclosure rules. However, because these rules provide flexibility in determining the methodology, assumptions and estimates used to determine pay ratios and the fact that workforce composition issues differ significantly between companies, our pay ratio may not be comparable to the pay ratios reported by other companies.

To identify our median employee, we first determined our employee population as of December 31, 2024, which consisted of employees located in the U.S. representing all full-time, part-time, seasonal and temporary employees employed by our company and our subsidiary, GCI Holdings, LLC, on that date. Using information from our payroll records and Form W-2s, we then measured each employee's gross wages for calendar year 2024, consisting of base salary, commissions, actual bonus payments, long-term incentive cash payments, if any, realized equity award value and taxable fringe benefits. We did not annualize the compensation of employees who were new hires or took a leave of absence in 2024. Also, we did not annualize the compensation of our temporary or seasonal employees. In addition, we did not make any cost-of-living adjustments to the gross wages information.

We determined the median employee's total compensation for calendar year 2024, including any perquisites and other benefits, in the same manner that we determined the total compensation of our named executive officers for purposes of the Summary Compensation Table above. The ratio of our chief executive officer's total annual compensation to that of the median employee was as follows:

Chief Executive Officer Total Annual Compensation	\$8,648,553
Median Employee Total Annual Compensation	\$ 93,526
Ratio of Chief Executive Officer to Median Employee Total Annual Compensation	92:1

## GRANTS OF PLAN-BASED AWARDS

The following table contains information regarding plan-based incentive awards granted during the year ended December 31, 2024 to the named executive officers.

Name	Grant Date	Estimated Future Payouts under Non-Equity Incentive Plan Awards			Estimated Future Payouts under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards (\$/Sh)	Grant Date Fair Value of Stock and Option Awards (\$)
		Threshold (\$) <sup>(1)</sup>	Target (\$) <sup>(1)</sup>	Maximum (\$) <sup>(1)</sup>	Threshold (#) <sup>(2)</sup>	Target (#) <sup>(2)</sup>	Maximum (#)				
<b>Gregory B. Maffei</b>											
	03/06/2024 <sup>(3)</sup>	—	3,910,000	7,820,000	—	—	—	—	—	—	—
LBRDK	03/06/2024	—	—	—	—	—	—	—	183,058 <sup>(4)</sup>	56.20	3,694,616
<b>Brian J. Wendling</b>											
	03/06/2024 <sup>(3)</sup>	—	189,750	379,500	—	—	—	—	—	—	—
LBRDK	03/06/2024 <sup>(5)</sup>	—	—	—	—	3,663	—	—	—	—	205,861
<b>Renee L. Wilm</b>											
	03/06/2024 <sup>(3)</sup>	—	345,000	690,000	—	—	—	—	—	—	—
LBRDK	03/06/2024 <sup>(5)</sup>	—	—	—	—	7,146	—	—	—	—	401,605

- (1) Our 2024 performance-based bonus program does not provide for a threshold bonus amount. The amounts in the Target column represent the target amount that would have been payable to each named executive officer upon satisfaction of the performance criteria under the 2024 performance-based bonus program. The amounts in the Maximum column represent the maximum amount that could have been payable to each named executive officer. For more information on this performance bonus program, see “— Compensation Discussion and Analysis—Elements of 2024 Executive Compensation—2024 Performance-based Bonuses” above. For the actual bonuses paid by our company, see the amounts included for 2024 in the column entitled Non-Equity Incentive Plan Compensation in the “Summary Compensation Table” above.
- (2) The terms of the 2024 Chief RSUs do not provide for a threshold amount that would be payable upon satisfaction of the performance criteria established by the compensation committee. The amounts in the Target column represent the target amount that would have been payable to the named executive officer assuming (x) achievement of the performance goals was attained and (y) our compensation committee determined not to reduce such payout after considering criteria established by our compensation committee in March 2024. For the actual 2024 Chief RSUs that vested, see “— Compensation Discussion and Analysis—Elements of 2024 Executive Compensation—Equity Incentive Compensation—Annual Equity Awards—Chief Performance-based RSU Awards.”
- (3) Reflects the date on which our compensation committee established the terms of the 2024 performance-based bonus program, as described under “— Compensation Discussion and Analysis—Elements of 2024 Executive Compensation—2024 Performance-based Bonuses.”
- (4) Reflects the 2024 Maffei Annual Options, which vested in full on December 31, 2024.
- (5) Reflects the date on which our compensation committee established the terms of the 2024 Chief RSUs as described under “— Compensation Discussion and Analysis—Elements of 2024 Executive Compensation—Equity Incentive Compensation—Annual Equity Awards—Chief Performance-based RSU Awards.”

## OPTION GRANT PRACTICES

We do not grant options in anticipation of the release of material nonpublic information, and we do not time the release of material nonpublic information based on option grant dates or for the purpose of affecting the value of executive compensation. In addition, we do not take material nonpublic information into account when determining the timing and terms of such options. Although we do not have a formal policy with respect to the timing of our option grants, our compensation committee has historically granted such options on a predetermined annual schedule.

## EXECUTIVE COMPENSATION

## OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END

The following table contains information regarding unexercised options and unvested RSUs which were outstanding as of December 31, 2024 and held by the named executive officers, including their legacy GCI Liberty options that were granted by GCI Liberty before the combination and assumed by our company in connection with the combination.

Name	Option awards					Stock awards			
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)
<b>Gregory B. Maffei</b>									
<i>Option Awards</i>									
LBRDK	41,483	—	—	88.99	03/06/2026	—	—	—	—
LBRDK	260,419	—	—	121.89	12/15/2026	—	—	—	—
LBRDK	208,410	—	—	122.64	12/15/2026	—	—	—	—
LBRDK	99,604	—	—	112.29	03/13/2027	—	—	—	—
LBRDK	85,898	—	—	99.11	03/13/2027	—	—	—	—
LBRDK	289,858	—	—	164.99	12/07/2027	—	—	—	—
LBRDK	176,024	—	—	164.78	12/07/2027	—	—	—	—
LBRDK	167,230	—	—	152.25	03/11/2028	—	—	—	—
LBRDK	136,100	—	—	138.26	03/11/2029	—	—	—	—
LBRDK	129,149	—	—	80.19	03/09/2030	—	—	—	—
LBRDK	183,058	—	—	56.20	03/06/2031	—	—	—	—
LBRDB	82,965	—	—	93.13	03/05/2025	—	—	—	—
LBRDB	12,445	—	—	100.19	03/06/2026	—	—	—	—
<b>Brian J. Wendling</b>									
<i>Option Awards</i>									
LBRDK	15,575	—	—	164.99	12/07/2027	—	—	—	—
LBRDK	10,003	—	—	164.78	12/07/2027	—	—	—	—
LBRDK	3,754	7,508 <sup>(1)</sup>	—	76.45	12/11/2030	—	—	—	—
LBRDK	16,468	16,468 <sup>(2)</sup>	—	77.68	12/13/2030	—	—	—	—
<i>RSU Awards</i>									
LBRDK	—	—	—	—	—	—	—	3,663 <sup>(3)</sup>	273,846
LBRDK	—	—	—	—	—	2,720 <sup>(4)</sup>	203,347	—	—
<b>Renee L. Wilm</b>									
<i>Option Awards</i>									
LBRDK	25,123	—	—	118.44	11/04/2026	—	—	—	—
LBRDK	18,101	—	—	126.92	11/14/2026	—	—	—	—
LBRDK	7,576	—	—	164.99	12/07/2027	—	—	—	—
LBRDK	4,866	—	—	164.78	12/07/2027	—	—	—	—
LBRDK	7,324	14,650 <sup>(1)</sup>	—	76.45	12/11/2030	—	—	—	—
LBRDK	29,748	29,749 <sup>(2)</sup>	—	77.68	12/13/2030	—	—	—	—
<i>RSU Awards</i>									
LBRDK	—	—	—	—	—	—	—	7,146 <sup>(3)</sup>	534,235
LBRDK	—	—	—	—	—	5,306 <sup>(4)</sup>	396,677	—	—

- (1) Reflects the 2023 Chief Multiyear Options, which vest in substantially equal installments on each of December 11, 2025 and December 11, 2026.
- (2) Reflects the 2023 Chief Supplemental Options, which vest 50% on each of December 13, 2025 and December 13, 2026.
- (3) Represents the target number of 2024 Chief RSUs that each of Mr. Wendling and Ms. Wilm could earn based on performance in 2024.
- (4) Reflects the 2023 Chief Multiyear RSUs, which vest in substantially equal installments on each of December 9, 2025 and December 9, 2026.

## OPTION EXERCISES AND STOCK VESTED

The following table sets forth information concerning the exercise of vested options and the vesting of RSUs held by our named executive officers, in each case, during 2024.

Name	Option Awards		Stock Awards	
	Number of shares acquired on exercise (#)	Value realized on exercise (\$)	Number of shares acquired on vesting (#) <sup>(1)</sup>	Value realized on vesting (\$)
<b>Gregory B. Maffei</b>				
LBRDA	—	—	—	—
LBRDK	1,500,000	51,525,000	—	—
LBRDB	—	—	—	—
<b>Brian J. Wendling</b>				
LBRDA	—	—	—	—
LBRDK	—	—	3,300	227,977
<b>Renee L. Wilm</b>				
LBRDA	—	—	—	—
LBRDK	—	—	6,160	428,998

(1) Includes shares withheld in payment of withholding taxes at election of holder.

## POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL

### MR. MAFFEI

As described above, Mr. Maffei stepped down from his role as our Chief Executive Officer as of December 31, 2024, at the end of the term of his employment agreement. Although Mr. Maffei would have been entitled to certain severance benefits and the vesting of certain equity awards in connection with certain terminations of employment that occurred during the term of the 2019 Maffei Employment Agreement, Mr. Maffei's departure occurred after the close of business, and as a result, he did not receive any severance payments in connection with stepping down; however, under the 2019 Maffei Employment Agreement, Mr. Maffei's vested options remain exercisable for the remainder of their term. For purposes of this disclosure, based on the closing market price of LBRDK, which was \$74.76 as of December 31, 2024, Mr. Maffei's vested options had an aggregate value of \$3,397,556.

### OUR COMPANY'S OTHER NAMED EXECUTIVE OFFICERS

The following table sets forth the potential payments to our named executive officers other than Mr. Maffei if their employment had terminated or a change in control had occurred, in each case, as of December 31, 2024, which was the last day of our last completed fiscal year. In the event of such a termination or change in control, the actual amounts may be different due to various factors. In addition, we may enter into new arrangements or modify these arrangements from time to time.

The amounts provided in the table are based on the closing market price on December 31, 2024 for LBRDK, which was \$74.76. All outstanding option awards held by the named executive officers, whether vested or unvested, had an exercise price that was more than the closing market price of LBRDK on December 31, 2024, and therefore have been excluded from the table below. The value of the RSUs shown in the table is based on the applicable closing market price and the number of unvested RSUs that would have vested in the applicable termination scenario according to the terms of the applicable award.

Each of our named executive officers has received awards and payments under our incentive plans.

### VOLUNTARY TERMINATION

Each of the named executive officers holds equity and cash awards that were issued under our existing incentive plans. Additionally, the equity-based awards with respect to GCI Liberty common stock held by our named executive officers assumed by our company and converted into Liberty Broadband awards in connection with the combination were issued under the GCI Liberty 2018 incentive plan. Under these plans and the related award agreements, in the event of a voluntary termination of his or her employment with our company for any reason, each named executive officer would typically only have a right to the equity grants that vested prior to his or her termination date.

### TERMINATION FOR CAUSE

All outstanding equity grants constituting options, whether unvested or vested but not yet exercised, all cash awards and all equity grants constituting unvested RSUs under the existing incentive plans would be forfeited by any named executive officer who is terminated for "cause." Unless there is a different definition in the applicable award agreement, each of the 2024 incentive plan, the 2019 incentive plan, and the GCI Liberty 2018 incentive plan define "cause" as insubordination, dishonesty, incompetence, moral turpitude, other misconduct of any kind and the refusal to perform duties and responsibilities for any reason other than illness or incapacity; provided that, if such termination is within 12 months after a change in control (as described below), "cause" means a felony conviction for fraud, misappropriation or embezzlement.

### TERMINATION WITHOUT CAUSE OR FOR GOOD REASON

As of December 31, 2024, Mr. Wendling's and Ms. Wilm's unvested equity awards were their 2024 Chief RSUs and a portion of their 2023 Chief Multiyear RSUs, 2023 Chief Multiyear Options and 2023 Chief Supplemental Options. A portion

of their 2024 Chief Cash Awards also remained unvested. Upon a termination of employment without cause as of December 31, 2024, the 2024 Chief RSUs would have remained outstanding until any performance criteria had been determined to have been met or not and would have vested to the extent determined by the compensation committee. The 2023 Chief Multiyear RSUs, 2023 Chief Multiyear Options and 2023 Chief Supplemental Options provide for vesting upon a termination of employment without cause of a pro rata portion of each vesting tranche of the applicable award (based on the number of days that have elapsed from the grant date through the termination date, plus an additional 365 days, over the applicable tranche's vesting period). The unvested portion of the 2024 Chief Cash Awards would have been forfeited. Neither Mr. Wendling nor Ms. Wilm is entitled to any severance pay or other benefits upon a termination without cause.

## DEATH

In the event of death of any of the named executive officers, the incentive plans and applicable award agreements would have provided for vesting of any outstanding options and the lapse of restrictions on any cash and RSU awards. None of the named executive officers would have been entitled to any severance pay or other benefits from our company if he or she had died while employed by our company, assuming a termination date as of December 31, 2024.

## DISABILITY

If the employment of any of the named executive officers had been terminated due to disability, which is defined in the incentive plans or applicable award agreements, such plans or agreements would have provided for vesting of any outstanding options and the lapse of restrictions on any cash awards and RSUs. None of the named executive officers would have been entitled to any severance pay or other benefits from our company upon a termination due to disability, assuming a termination date as of December 31, 2024.

## CHANGE IN CONTROL

In case of a change in control, the incentive plans provide for vesting of any outstanding options and the lapse of restrictions on any RSU award held by the named executive officers. A change in control is generally defined as:

- The acquisition by a non-exempt person (as defined in the incentive plans) of beneficial ownership of at least 20% of the combined voting power of the then outstanding shares of our company ordinarily having the right to vote in the election of directors, other than pursuant to a transaction approved by our Board of Directors.
- The individuals constituting our Board of Directors over any two consecutive years cease to constitute at least a majority of the Board, subject to certain exceptions that permit the Board to approve new members by approval of at least two-thirds of the remaining directors.
- Any merger, consolidation or binding share exchange that causes the persons who were common stockholders of our company immediately prior thereto to lose their proportionate interest in the common stock or voting power of the successor or to have less than a majority of the combined voting power of the then outstanding shares ordinarily having the right to vote in the election of directors, the sale of substantially all of the assets of our company or the dissolution of our company.

In the case of a change in control described in the last bullet point, our compensation committee may determine not to accelerate the existing equity and cash awards of the named executive officers if equivalent awards will be substituted for the existing awards. For purposes of the tabular presentation below, we have assumed that our named executive officers' existing unvested equity awards would vest in the case of a change in control described in the last bullet.

## EXECUTIVE COMPENSATION

## BENEFITS PAYABLE UPON TERMINATION OR CHANGE IN CONTROL

Name	Voluntary Termination Without Good Reason (\$)	Termination for Cause (\$)	Termination Without Cause or for Good Reason (\$)	Death (\$)	Disability (\$)	After a Change in Control (\$)
<b>Brian J. Wendling</b>						
Options	— <sup>(1)</sup>	— <sup>(2)</sup>	— <sup>(3)</sup>	— <sup>(4)</sup>	— <sup>(4)</sup>	— <sup>(5)</sup>
RSUs	— <sup>(1)</sup>	— <sup>(2)</sup>	445,271 <sup>(3)</sup>	477,193 <sup>(4)</sup>	477,193 <sup>(4)</sup>	477,193 <sup>(5)</sup>
Cash Awards	— <sup>(1)</sup>	— <sup>(2)</sup>	— <sup>(3)</sup>	625,939 <sup>(4)</sup>	625,939 <sup>(4)</sup>	625,939 <sup>(5)</sup>
<b>Total</b>	—	—	445,271	1,103,132	1,103,132	1,103,132
<b>Renee L. Wilm</b>						
Options	— <sup>(1)</sup>	— <sup>(2)</sup>	— <sup>(3)</sup>	— <sup>(4)</sup>	— <sup>(4)</sup>	— <sup>(5)</sup>
RSUs	— <sup>(1)</sup>	— <sup>(2)</sup>	868,711 <sup>(3)</sup>	930,912 <sup>(4)</sup>	930,912 <sup>(4)</sup>	930,912 <sup>(5)</sup>
Cash Awards	— <sup>(1)</sup>	— <sup>(2)</sup>	— <sup>(3)</sup>	1,178,287 <sup>(4)</sup>	1,178,287 <sup>(4)</sup>	1,178,287 <sup>(5)</sup>
<b>Total</b>	—	—	868,711	2,109,199	2,109,199	2,109,199

- (1) Each of Mr. Wendling and Ms. Wilm would have forfeited his or her 2024 Chief RSUs, 2024 Chief Cash Awards and the unvested portions of their 2023 Chief Multiyear RSUs, 2023 Chief Multiyear Options and 2023 Chief Supplemental Options, in each case, if his or her employment had been terminated by him or her as of December 31, 2024. Mr. Wendling's and Ms. Wilm's vested options would remain outstanding and exercisable in accordance with their terms in the event each of Mr. Wendling and Ms. Wilm terminated his or her employment as of December 31, 2024. Because the exercise prices of Mr. Wendling's and Ms. Wilm's vested options are more than the closing market price of LBRDK shares on December 31, 2024, no value has been included for these awards in the table.
- (2) If each of Mr. Wendling and Ms. Wilm was terminated by our company for "cause" as of December 31, 2024, all of his or her outstanding option, cash and RSU grants would have been forfeited.
- (3) Based on (i) the number of unvested 2023 Chief Multiyear RSUs held by Mr. Wendling and Ms. Wilm as of December 31, 2024 that would have vested pursuant to the forward-vesting provisions in such named executive officer's award agreements if he or she were terminated without cause as of December 31, 2024 and (ii) the number of 2024 Chief RSUs held by Mr. Wendling and Ms. Wilm, which would have remained outstanding until any performance criteria had been determined to have been met or not and would have vested to the extent determined by the compensation committee. As described above in "—Compensation Discussion and Analysis—Elements of 2024 Executive Compensation—Equity Incentive Compensation—Annual Equity Awards—Chief Performance-based RSU Awards," our compensation committee vested all of the 2024 Chief RSUs, which is reflected in the table above. The unvested portion of Mr. Wendling's and Ms. Wilm's 2023 Chief Multiyear Options and 2023 Chief Supplemental Options would have vested pursuant to the forward-vesting provisions in such named executive officer's award agreements if he or she were terminated without cause as of December 31, 2024; however, because the exercise prices of the 2023 Chief Multiyear Options and 2023 Chief Supplemental Options are more than the closing market price of LBRDK shares on December 31, 2024, no value has been included for these awards in the table. Additionally, because the exercise prices of Mr. Wendling's and Ms. Wilm's vested options are more than the closing market price of LBRDK shares on December 31, 2024, no value has been included for these awards in the table. The 2024 Chief Cash Awards would have been forfeited.
- (4) Based on (i) the number of unvested 2023 Chief Multiyear RSUs held by Mr. Wendling and Ms. Wilm as of December 31, 2024, (ii) the number of 2024 Chief RSUs and (iii) the unvested portion of the 2024 Chief Cash Awards held by Mr. Wendling and Ms. Wilm as of December 31, 2024, each of which would have vested. The unvested portion of Mr. Wendling's and Ms. Wilm's 2023 Chief Multiyear Options and 2023 Chief Supplemental Options would have vested; however, because the exercise prices of the 2023 Chief Multiyear Options and 2023 Chief Supplemental Options are more than the closing market price of LBRDK shares on December 31, 2024, no value has been included for these awards in the table. Additionally, because the exercise prices of Mr. Wendling's and Ms. Wilm's vested options are more than the closing market price of LBRDK shares on December 31, 2024, no value has been included for these awards in the table.
- (5) Upon a change in control, we have assumed for purposes of the tabular presentation above that all of the 2024 Chief RSUs, 2024 Chief Cash Awards, 2023 Chief Multiyear Options, 2023 Chief Multiyear RSUs and 2023 Chief Supplemental Options would have vested; however, because the exercise prices of the 2023 Chief Multiyear Options and 2023 Chief Supplemental Options are more than the closing market price of LBRDK shares on December 31, 2024, no value has been included for these awards in the table. Additionally, because the exercise prices of Mr. Wendling's and Ms. Wilm's vested options are more than the closing market price of LBRDK shares on December 31, 2024, no value has been included for these awards in the table.

## PAY VERSUS PERFORMANCE

This section provides information about the relationship between compensation actually paid to our Principal Executive Officer and other named executive officers and certain financial performance measures of our company. For purposes of this section, the amount of compensation actually paid to our Principal Executive Officer and other named executive officers is determined using the valuation methods prescribed by the SEC in Item 402(v) of Regulation S-K. Although the rules describe such amount as compensation actually paid, these amounts are not reflective of the taxable compensation actually paid to our named executive officers in a covered year. As described in more detail below, to determine the amount of compensation actually paid in a covered year, Item 402(v) of Regulation S-K requires that in each covered year we (1) deduct the grant date value of equity awards reported in the Stock Awards or Option Awards columns in the Summary Compensation Table from the Total column in the Summary Compensation Table; (2) add, for awards granted in the covered year, the fair value of the equity awards (i) as of the end of a covered year or (ii) as of the vesting date, as applicable; and (3) add or subtract, for awards granted in, and outstanding at the end of, a prior year (i) the change in the fair value from the end of the prior year to the end of the current year or (ii) from the end of the prior year to the date the awards vest in the covered year, as applicable.

Year	PEO <sup>(1)</sup>		Non-PEO NEOs <sup>(1)</sup>		Value of initial fixed \$100 investment based on:		(millions)		
	Summary Compensation Table Total for PEO (\$) <sup>(2)</sup>	Compensation Actually Paid to PEO (\$) <sup>(2)</sup>	Average Summary Compensation Table Total for non-PEO NEOs (\$) <sup>(2)</sup>	Average Compensation Actually Paid to non-PEO NEOs (\$) <sup>(2)</sup>	Total Shareholder Return ("TSR") (\$) <sup>(4)</sup>	Peer Group TSR (\$) <sup>(5)</sup>	Net Income (\$) <sup>(6)</sup>	Adjusted OIBDA (\$) <sup>(7)</sup>	
2024	8,648,553	11,027,407	1,615,793	1,579,059	LBRDA	59.70	197.38	869	7,554
					LBRDK	59.45			
2023	10,301,633	9,563,710	2,083,750	2,192,434	LBRDA	64.74	140.75	688	7,134
					LBRDK	64.09			
2022	14,480,848	(14,142,513)	826,137	(395,501)	LBRDA	60.89	90.34	1,257	7,045
					LBRDK	60.65			
2021	18,018,126	19,576,914	1,021,262	1,060,999	LBRDA	129.17	150.28	732	6,687
					LBRDK	128.11			
2020	20,644,196	28,277,104	961,366	1,184,524	LBRDA	126.51	123.61	398	4,788
					LBRDK	125.94			

- (1) Our Principal Executive Officer (**PEO**) for each of the fiscal years indicated was Mr. Maffei. Our named executive officers other than our PEO (**non-PEO NEOs**) for (a) each of the fiscal years 2020, 2021, 2022 and 2023 were Messrs. Wendling and Albert Rosenthaler (our company's former Chief Corporate Development Officer) and Ms. Wilm and (b) 2024 were Mr. Wendling and Ms. Wilm.
- (2) Reflects, for Mr. Maffei, the total compensation reported in the Summary Compensation Table and for the non-PEO NEOs, the average total compensation reported in the Summary Compensation Table in each of the fiscal years indicated.

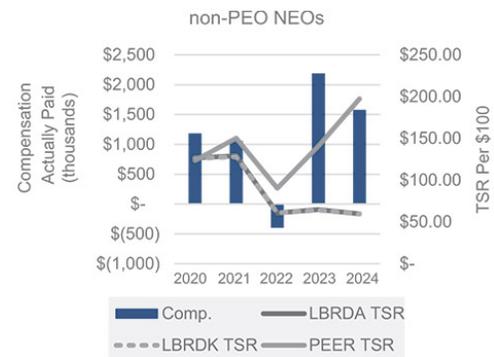
## EXECUTIVE COMPENSATION

- (3) Represents the compensation actually paid to Mr. Maffei and the non-PEO NEOs in each of the fiscal years indicated as computed in accordance with Item 402(v) of Regulation S-K and related SEC guidance, as set forth below:

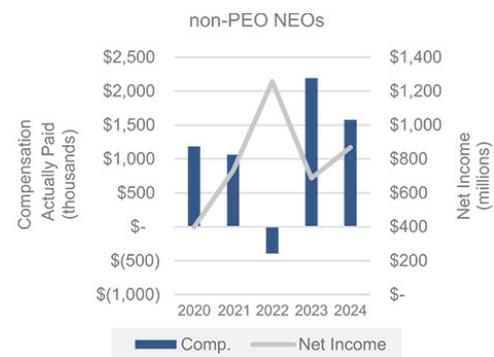
Compensation actually paid to PEO and Non-PEO NEOs								
Year	As Reported in Summary Compensation Table <sup>(a)</sup>			Equity Award Adjustments <sup>(b)</sup>				Total Compensation Actually Paid
	Total	Stock Awards	Option Awards	Fair Value at Year End of Awards Granted During Year that Remain Outstanding and Unvested at Year End <sup>(c)</sup>	Year-over-Year Change in Fair Value of Awards Granted in Prior Year that Remain Outstanding and Unvested at Year End <sup>(d)</sup>	Fair Value at Vesting Date of Awards Granted and Vested in Same Year <sup>(e)</sup>	Change in Fair Value from Prior Year End to Vesting Date of Awards Granted in Prior Year and Vested in Covered Year <sup>(f)</sup>	
<b>PEO</b>								
2024	8,648,553	—	(3,694,616)	—	—	6,459,107	(385,637)	11,027,407
2023	10,301,633	—	(3,594,317)	—	(305,684)	3,473,110	(311,031)	9,563,710
2022	14,480,848	—	(5,321,505)	—	(24,486,413)	1,184,557	—	(14,142,513)
2021	18,018,126	—	(6,697,562)	—	325,584	7,930,766	—	19,576,914
2020	20,644,196	—	(14,887,841)	11,866,846	4,431,305	6,222,599	—	28,277,104
<b>Non-PEO NEOs</b>								
2024	1,615,793	(303,733)	—	—	(168,562)	404,040	31,521	1,579,059
2023	2,083,750	(546,135)	(1,160,817)	1,570,231	—	240,561	4,843	2,192,434
2022	826,137	(360,950)	—	—	(545,469)	199,116	(514,334)	(395,501)
2021	1,021,262	(455,888)	—	—	13,238	482,387	—	1,060,999
2020	961,366	(230,943)	(717,151)	699,900	145,638	325,714	—	1,184,524

- (a) Reflects, for Mr. Maffei, the applicable amounts reported in the Summary Compensation Table and for the non-PEO NEOs, the average of the applicable amounts reported in the Summary Compensation Table in each of the fiscal years indicated.
- (b) The adjustments made to the fair value of equity awards in accordance with Item 402(v) of Regulation S-K do not include adjustments for dividends paid or the fair value of equity awards received in lieu of cash compensation foregone at a named executive officer's election where such amounts are reported in the Salary, Bonus or All Other Compensation columns of the Summary Compensation Table in accordance with SEC guidance.
- (c) Reflects, with respect to Mr. Maffei, the fair value and, with respect to the non-PEO NEOs, the average of the fair values, as of the end of the covered fiscal year of awards granted in, and remaining outstanding and unvested (in whole or in part) as of the end of, the covered fiscal year.
- (d) Reflects, with respect to Mr. Maffei, the change in fair value, and with respect to the non-PEO NEOs, the average of the change in fair values, from the end of the prior fiscal year to the end of the covered fiscal year of awards granted in prior fiscal years that remained outstanding and unvested (in whole or in part) as of the end of the covered fiscal year.
- (e) Reflects, with respect to Mr. Maffei, the fair value, and with respect to the non-PEO NEOs, the average of the fair values, as of the day awards became vested in the covered fiscal year, when such awards were also granted in the covered fiscal year.
- (f) Reflects, with respect to Mr. Maffei, the change in fair value, and with respect to the non-PEO NEOs, the average of the change in fair values, from the end of the prior fiscal year to the day awards became vested in the covered fiscal year, when such awards were granted in a prior fiscal year.
- (4) For each covered fiscal year, represents the cumulative total stockholder return on an initial fixed \$100 investment in each of LBRDA and LBRDK from December 31, 2019 through December 31 of each covered fiscal year.
- (5) For each covered fiscal year, represents the cumulative total stockholder return on an initial fixed \$100 investment in the S&P 500 Communication Services Index from December 31, 2019 through December 31 of each covered fiscal year.
- (6) Represents the amount of net income reflected in our consolidated financial statements for each covered fiscal year.
- (7) We define Adjusted OIBDA as operating income (loss) plus depreciation and amortization, stock-based compensation, separately reported litigation settlements, transaction related costs (including acquisition, restructuring, integration, and advisory fees), and impairment charges. For purposes of this disclosure, Adjusted OIBDA includes our attributable interests in our equity investments.

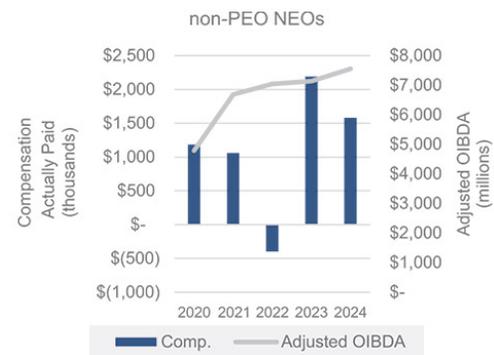
**Relationship Between Compensation Actually Paid and Cumulative Total Shareholder Return**



**Relationship Between Compensation Actually Paid and Net Income**



**Relationship Between Compensation Actually Paid and Adjusted OIBDA**



EXECUTIVE COMPENSATION

**2024 Key Performance Measures**

The table below contains an unranked list of the most important financial performance measures we use to link executive compensation actually paid to performance.

**Key Financial Performance Measures**

Revenue  
Adjusted OIBDA  
Free Cash Flow

## EQUITY COMPENSATION PLAN INFORMATION

The following table sets forth information as of December 31, 2024 with respect to shares of our common stock authorized for issuance under our equity compensation plans.

Plan Category	Number of securities to be issued upon exercise of warrants and rights or settlement of restricted stock units (a)	Weighted average exercise price of outstanding options, warrants and rights (b)	Number of securities available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
<i>Equity compensation plans approved by security holders:</i>			
<b>Liberty Broadband Corporation 2014 Omnibus Incentive Plan (Amended and Restated as of March 11, 2015), as amended</b>			— <sup>(1)</sup>
LBRDA	—	—	
LBRDB	—	—	
LBRDK	51,241	\$ 87.75	
<b>Liberty Broadband Corporation 2019 Omnibus Incentive Plan, as amended</b>			— <sup>(2)</sup>
LBRDA	—	—	
LBRDB	—	—	
LBRDK	2,294,894	\$116.56	
<b>Liberty Broadband Corporation 2024 Omnibus Incentive Plan</b>			8,615,967 <sup>(3)</sup>
LBRDA	—	—	
LBRDB	—	—	
LBRDK	19,222	\$ —	
<i>Equity compensation plans not approved by security holders: None<sup>(4)</sup></i>			
<b>Total</b>			
LBRDA	—	—	
LBRDB	—	—	
LBRDK	<u>2,365,357</u>		
			<u>8,615,967</u>

- Upon adoption of the 2019 incentive plan, the Board of Directors ceased making any further grants under the 2014 incentive plan. The amounts reported for the 2014 incentive plan reflect the number of securities to be issued upon exercise of outstanding options and the weighted average exercise price thereof.
- Upon adoption of the 2024 incentive plan, the Board of Directors ceased making any further grants under the 2019 incentive plan. The amounts reported for the 2019 incentive plan reflect 1,998,160 shares of LBRDK to be issued upon exercise of outstanding options and 296,734 shares of LBRDK to be issued upon the settlement of restricted stock units. For restricted stock units subject to performance-based vesting requirements, such amounts vested at 100% of target performance and therefore are reflected as such in the above table. The weighted average exercise price does not take into account restricted stock units, which by their nature do not have an exercise price.
- The 2024 incentive plan permits grants of, or with respect to, shares of any series of our common stock, subject to a single aggregate limit. The initial number of shares available for grant under the 2024 incentive plan was equal to 5,000,000 plus the shares remaining available for awards under the 2019 incentive plan, as of close of business on May 23, 2024, the effective date of the 2024 incentive plan. Any forfeited shares from the 2019 incentive plan shall also be available again under the 2024 incentive plan. The amounts reported for the 2024 incentive plan reflect 19,222 shares of LBRDK to be issued upon the settlement of restricted stock units. For restricted stock units subject to performance-based vesting requirements, such amounts vested at 100 percent of target performance and therefore are reflected as such in the above table. The weighted average exercise price does not take into account restricted stock units, which by their nature do not have an exercise price.
- On December 18, 2020, in connection with the combination, we assumed each outstanding award issued pursuant to the GCI Liberty 2018 incentive plan, the GCI Liberty transitional plan and the Amended and Restated 1986 Stock Option Plan of General Communications, Inc. (together with the GCI Liberty 2018 incentive plan and the GCI Liberty transitional plan, the **Legacy GCI Liberty Plans** and such awards collectively, the **Legacy GCI Liberty Awards**). The Legacy GCI Liberty Awards were assumed and

## EXECUTIVE COMPENSATION

converted into Liberty Broadband awards. We do not intend to issue any new grants under the Legacy GCI Liberty Plans in the future. As of December 31, 2024, under the GCI Liberty 2018 incentive plan, the number of securities to be issued upon exercise of outstanding options, warrants and rights was 598,539 LBRDK shares, which have a weighted average exercise price of \$137.82 and 12,445 LBRDB shares, which have a weighted average exercise price of \$100.19. With respect to the GCI Liberty transitional plan, the number of securities to be issued upon exercise of outstanding options, warrants and rights was 1,022 LBRDK shares, which have a weighted average exercise price of \$98.21 and 82,965 LBRDB shares, which have a weighted average exercise price of \$93.13.

# Security Ownership of Certain Beneficial Owners and Management

## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS

The following table sets forth information concerning shares of our capital stock beneficially owned by each person or entity known by us to own more than five percent of the outstanding shares of any class or series of our voting stock. Beneficial ownership of our capital stock is set forth below only to the extent known by us or ascertainable from public filings.

Unless otherwise indicated, the security ownership information with respect to our capital stock is given as of January 31, 2025 and, in the case of percentage ownership information, is based upon (1) 18,251,013 LBRDA shares, (2) 2,007,705 LBRDB shares, (3) 123,023,477 LBRDK shares and (4) 7,183,812 LBRDP shares, in each case, outstanding on that date. The percentage voting power is presented on an aggregate basis for all LBRDA, LBRDB and LBRDP shares. LBRDK shares are, however, non-voting and, therefore, in the case of percentage voting power, are not included.

Name and Address of Beneficial Owner	Title of Series	Amount and Nature of Beneficial Ownership	Percent of Series (%)	Voting Power (%)
<b>John C. Malone</b> c/o Liberty Media Corporation 12300 Liberty Boulevard Englewood, CO 80112	LBRDA	1,241,171 <sup>(1)</sup>	6.8	49.3
	LBRDB	1,882,685 <sup>(1)</sup>	93.8	
	LBRDK	5,739,006 <sup>(1)</sup>	4.7	
	LBRDP	—	—	
<b>Aristeia Capital, L.L.C.</b> One Greenwich Plaza, Suite 300 Greenwich, CT 06830	LBRDA	1,675,445 <sup>(2)</sup>	9.2	4.1
	LBRDB	—	—	
	LBRDK	6,476,696 <sup>(3)</sup>	5.3	
	LBRDP	—	—	
<b>The Vanguard Group</b> 100 Vanguard Blvd. Malvern, PA 19355	LBRDA	1,462,794 <sup>(4)</sup>	8.0	3.6
	LBRDB	—	—	
	LBRDK	11,064,423 <sup>(5)</sup>	9.0	
	LBRDP	—	—	
<b>BlackRock, Inc.</b> 50 Hudson Yards New York, NY 10001	LBRDA	994,315 <sup>(6)</sup>	5.4	2.9
	LBRDB	—	—	
	LBRDK	5,006,804 <sup>(7)</sup>	4.1	
	LBRDP	587,777 <sup>(8)</sup>	8.2	
<b>RBC Capital Markets, LLC</b> 200 Vesey Street New York, NY 10281	LBRDA	2,068 <sup>(9)</sup>	*	*
	LBRDB	—	—	
	LBRDK	908,860 <sup>(9)</sup>	*	
	LBRDP	542,899 <sup>(10)</sup>	7.6	
<b>Ronald A. Duncan</b> c/o Liberty Broadband Corporation 12300 Liberty Boulevard Englewood, CO 80112	LBRDA	—	—	*
	LBRDB	—	—	
	LBRDK	462,324 <sup>(11)</sup>	*	
	LBRDP	473,101 <sup>(11)</sup>	6.6	

\* Less than 1%

- (1) Information with respect to shares of our capital stock beneficially owned by Mr. Malone, our Chairman of the Board and interim President and Chief Executive Officer, is also set forth in “—Security Ownership of Management.”
- (2) Based on Amendment No. 2 to Schedule 13G, filed February 14, 2025 by Aristeia, which states that, with respect to LBRDA, Aristeia has sole voting power and sole dispositive power over 1,675,445 shares.
- (3) Based on Form 13F, filed February 14, 2025 by Aristeia, which states that, with respect to LBRDK, Aristeia has sole voting power and sole investment discretion over 6,476,696 shares.

## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

- (4) Based on Form 13F, filed February 11, 2025 by Vanguard, with respect to itself and certain related institutional investment managers, including Vanguard Fiduciary Trust Co., Vanguard Investments Australia, Ltd. and Vanguard Global Advisers, LLC, which states that, with respect to LBRDA, Vanguard has sole investment discretion over 1,436,447 shares; Vanguard Fiduciary Trust Co. has shared voting power and shared investment discretion over 2,371 shares; Vanguard Investments Australia, LLC has shared voting power and shared investment discretion over 4,220 shares; and Vanguard Global Advisers, LLC has shared investment discretion over 19,756 shares.
- (5) Based on Form 13F, filed February 11, 2025 by Vanguard with respect to itself and certain related institutional investment managers, including Vanguard Fiduciary Trust Co., Vanguard Investments Australia, Ltd., Vanguard Global Advisers, LLC and Vanguard National Trust Co., which states that, with respect to LBRDK, Vanguard has sole investment discretion over 10,881,892 shares; Vanguard Fiduciary Trust Co. has shared voting power and shared investment discretion over 17,437 shares; Vanguard Investments Australia, Ltd. has shared voting power and shared investment discretion over 26,018 shares; Vanguard Global Advisers, LLC has shared investment discretion over 137,320 shares; and Vanguard National Trust Co. has sole voting power and shared investment discretion over 1,846 shares.
- (6) Based on Schedule 13G, filed February 4, 2025, by BlackRock, which states that, with respect to LBRDA, Blackrock has sole voting power over 921,100 shares and sole dispositive power over 994,315 shares.
- (7) Based on Form 13F, filed February 7, 2025, by BlackRock, which states that, with respect to LBRDK, Blackrock has sole voting power over 4,764,051 shares and sole investment discretion over 5,006,804 shares.
- (8) Based on Schedule 13G, filed February 2, 2021, by BlackRock, which states that, with respect to LBRDP, Blackrock has sole voting power and sole dispositive power over 587,777 shares.
- (9) Based on Form 13F, filed February 14, 2025 by the Royal Bank of Canada with respect to itself and certain related institutional investment managers, including RBC Capital, RBC Dominion, RBC Trust, City National, Rochdale, RBC Dominion Global and RBC Europe, which states that Royal Bank of Canada has sole voting power and sole investment discretion over 308 LBRDA shares and sole voting power and sole investment discretion over 2,059 LBRDK shares; RBC Capital has sole voting power over 1,411 LBRDA shares, shared investment discretion over 1,639 LBRDA shares, sole voting power over 253,915 LBRDK shares and shared investment discretion over 260,680 LBRDK shares; RBC Dominion has shared investment discretion over 411,066 LBRDK shares, sole voting power over 7,629 LBRDK shares and shared voting power over 403,437 LBRDK shares; RBC Trust has sole voting power and shared investment discretion over 120 LBRDA shares and sole voting power and shared investment discretion over 6,542 LBRDK shares; City National has sole voting power and shared investment discretion over 600 LBRDK shares; Rochdale has sole voting power and shared investment discretion over 1 LBRDA share and sole voting power and shared investment discretion over 40 LBRDK shares; RBC Dominion Global has sole voting power and shared investment discretion over 1,873 LBRDK shares; and RBC Europe has sole voting power and shared investment discretion over 226,000 LBRDK shares.
- (10) Based on Amendment No. 3 to Schedule 13G, filed November 14, 2024 jointly by RBC Capital, RBC Trust and Rochdale with respect to LBRDP, which states that each of RBC Capital, RBC Trust and Rochdale has shared voting power and shared dispositive power over 542,899 shares.
- (11) Based on the information available to us and the Schedule 13D filed December 23, 2020 by Mr. Duncan with respect to LBRDP shares, the ownership figures include the following: (a) 386,829 shares of LBRDK and 351,738 shares of LBRDP to which Mr. Duncan has a direct pecuniary interest; (b) 2,310 shares of LBRDK allocated to Mr. Duncan under the GCI 401(k) Plan; (c) 7,308 shares of LBRDK and 4,000 shares of LBRDP held by Missy, LLC, which is 25% owned by a limited liability company for which Mr. Duncan serves as the managing member; (d) 27,159 shares of LBRDK and 18,041 shares of LBRDP held by Dani Bowman, Mr. Duncan's wife, of which Mr. Duncan has disclaimed beneficial ownership; (e) 66,547 shares of LBRDK and 99,322 shares of LBRDP held by 560 Company, Inc., which is 55% owned by Mr. Duncan and for which Mr. Duncan has voting and dispositive power; (f) 16,060 shares of LBRDK held by a foundation over which Mr. Duncan has voting control; and (g) 4,197 shares of LBRDK held by a limited liability company of which Mr. Duncan is the controlling member. Includes 309,079 shares of LBRDK and 338,078 shares of LBRDP pledged as security for certain margin loan facilities as of January 31, 2025.

## SECURITY OWNERSHIP OF MANAGEMENT

The following table sets forth information with respect to the ownership by each of our directors and named executive officers (as defined herein) and by all of our directors and executive officers as a group of shares of LBRDA, LBRDB, LBRDK and LBRDP. The security ownership information with respect to our capital stock is given as of January 31, 2025 and, in the case of percentage ownership information, is based upon (1) 18,251,013 LBRDA shares, (2) 2,007,705 LBRDB shares, (3) 123,023,477 LBRDK shares and (4) 7,183,812 LBRDP shares, in each case, outstanding on that date. The percentage voting power is presented on an aggregate basis for all LBRDA, LBRDB and LBRDP shares. LBRDK shares are, however, non-voting and, therefore, in the case of percentage voting power, are not included.

Shares of capital stock issuable upon exercise or conversion of options, warrants and convertible securities that were exercisable or convertible on or within 60 days after January 31, 2025 are deemed to be outstanding and to be beneficially owned by the person holding the options, warrants or convertible securities for the purpose of computing the percentage ownership of that person and for the aggregate percentage owned by the directors and named executive officers as a group, but are not treated as outstanding for the purpose of computing the percentage ownership of any other individual person. For purposes of the following presentation, beneficial ownership of shares of LBRDB, though convertible on a one-for-one basis into shares of LBRDA, are reported as beneficial ownership of LBRDB only, and not as beneficial ownership of LBRDA. So far as is known to us, the persons indicated below have sole voting and dispositive power with respect to the shares indicated as owned by them, except as otherwise stated in the notes to the table.

Name	Title of Series	Amount and Nature of Beneficial Ownership (In thousands)	Percent of Series (%)	Voting Power (%)
<b>John C. Malone</b> Chairman of the Board and President and Chief Executive Officer	LBRDA	1,241 <sup>(1)(2)(3)</sup>	6.8	49.3
	LBRDB	1,883 <sup>(1)(3)(4)(5)(6)(7)</sup>	93.8	
	LBRDK	5,739 <sup>(1)(4)(5)(6)(7)(8)</sup>	4.7	
	LBRDP	—	—	
<b>Gregory B. Maffei</b> Former President, Chief Executive Officer and Director <sup>(9)</sup>	LBRDA	459 <sup>(10)(11)(12)(13)</sup>	2.5	3.6
	LBRDB	105 <sup>(13)(14)</sup>	5.0	
	LBRDK	3,794 <sup>(10)(11)(12)(14)(15)</sup>	3.0	
	LBRDP	—	—	
<b>Gregg L. Engles</b> Director	LBRDA	—	—	—
	LBRDB	—	—	
	LBRDK	16 <sup>(16)</sup>	*	
	LBRDP	—	—	
<b>Julie D. Frist</b> Director	LBRDA	** <sup>(17)</sup>	*	*
	LBRDB	—	—	
	LBRDK	1,172 <sup>(16)(17)</sup>	*	
	LBRDP	—	—	
<b>Richard R. Green</b> Director	LBRDA	** <sup>(18)</sup>	*	*
	LBRDB	—	—	
	LBRDK	8 <sup>(18)</sup>	*	
	LBRDP	—	—	
<b>Sue Ann R. Hamilton</b> Director	LBRDA	**	*	*
	LBRDB	—	—	
	LBRDK	19 <sup>(16)</sup>	*	
	LBRDP	—	—	
<b>J. David Wargo</b> Director	LBRDA	33 <sup>(19)(20)</sup>	*	*
	LBRDB	—	—	
	LBRDK	107 <sup>(16)(19)(20)</sup>	*	
	LBRDP	—	—	
<b>John E. Welsh III</b> Director	LBRDA	5	*	*
	LBRDB	—	—	
	LBRDK	23 <sup>(16)</sup>	*	
	LBRDP	—	—	

## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Name	Title of Series	Amount and Nature of Beneficial Ownership (In thousands)	Percent of Series (%)	Voting Power (%)
<b>Brian J. Wendling</b> Principal Financial Officer and Chief Accounting Officer	LBRDA	—	—	*
	LBRDB	—	—	—
	LBRDK	58 <sup>(16)</sup>	*	—
	LBRDP	18	*	—
<b>Renee L. Wilm</b> Chief Legal Officer and Chief Administrative Officer	LBRDA	—	—	—
	LBRDB	—	—	—
	LBRDK	98 <sup>(16)</sup>	*	—
	LBRDP	—	—	—
<b>All current directors and executive officers as a group (9 persons)<sup>(9)</sup></b>	LBRDA	1,280 <sup>(1)(2)(3)(17)(18)(19)(20)</sup>	7.0	49.4
	LBRDB	1,883 <sup>(1)(3)(4)(5)(6)(7)</sup>	93.8	—
	LBRDK	7,240 <sup>(1)(4)(5)(6)(7)(8)(16)(17)(18)(19)(20)</sup>	5.9	—
	LBRDP	18	*	—

\* Less than one percent

\*\* Less than 1,000 shares

- (1) Includes 25,444 LBRDA shares, 57,641 LBRDB shares and 357,106 LBRDK shares held in a revocable trust with respect to which Mr. Malone and Mr. Malone's wife, Mrs. Leslie Malone (**Mrs. Malone**), are trustees. Mrs. Malone has the right to revoke such trust at any time. Mr. Malone has disclaimed beneficial ownership of the shares held by such trust.
- (2) Includes 62,500 LBRDA shares held by The Malone Family Land Preservation Foundation as to which shares Mr. Malone has disclaimed beneficial ownership.
- (3) The Voting Agreement, dated as of November 12, 2024, by and among Liberty Broadband, Charter and holders of shares of LBRDA, LBRDB and LBRDP affiliated with Mr. Malone contains certain restrictions on the transfer of such shares and certain agreements relating to the voting of such shares, in certain circumstances, beneficially owned by such holders which are applicable until the effective time of the Combination (as defined and described below under "—Changes in Control").
- (4) Includes 16,943 LBRDB shares and 22,317 LBRDK shares held by a trust which is managed by an independent trustee and Mr. Evan Malone, one of Mr. Malone's adult children, of which the beneficiary is Mr. Evan Malone and in which Mr. Malone has no pecuniary interest. Mr. Malone retains the right to substitute assets held by the trust and has disclaimed beneficial ownership of the shares held by the trust.
- (5) Includes 10,228 LBRDB shares and 16,358 LBRDK shares held by a trust managed by an independent trustee, of which the beneficiary is one of Mr. Malone's adult children and in which Mr. Malone has no pecuniary interest. Mr. Malone retains the right to substitute assets held by the trust and has disclaimed beneficial ownership of the shares held by the trust.
- (6) Includes 122,649 LBRDB shares and 213,332 LBRDK shares held by two trusts with respect to which Mr. Malone is the sole trustee and, with his wife, retains a unitrust interest in the trusts.
- (7) The Exchange Agreement and the Exchange Side Letter (each as defined and described below under "Certain Relationships and Related Party Transactions—Exchange Agreement with John C. Malone") contain certain provisions relating to the transfer and, in certain circumstances, the voting of the shares of LBRDB and LBRDK beneficially owned by Mr. Malone.
- (8) Includes an aggregate of 1,400,000 LBRDK shares held by Mr. Malone which are pledged to a financial institution in connection with certain loan facilities and "zero-cost collars" extended by such financial institution.
- (9) Mr. Maffei stepped down from his position as our President and Chief Executive Officer and as a director on December 31, 2024.
- (10) Includes 86,248 LBRDA shares and 205,998 LBRDK shares held by the Maffei Foundation. Mr. Maffei and his wife, as the two directors of The Maffei Foundation, have shared voting and investment power with respect to any shares held by The Maffei Foundation. Mr. Maffei disclaims beneficial ownership of these shares held by The Maffei Foundation.
- (11) Includes 116,290 LBRDA shares and 412,673 LBRDK shares held by two grantor retained annuity trusts. Mr. Maffei is the sole trustee of the grantor retained annuity trusts, for the benefit of himself, his spouse and his children.
- (12) Includes 11,097 LBRDA shares and 396,834 LBRDK shares, which are available in support of a line of credit with a financial institution. Mr. Maffei maintains voting and investment control of the shares.
- (13) The Voting Agreement, dated as of November 12, 2024, by and among Liberty Broadband, Charter and holders of shares of LBRDA, LBRDB and LBRDP affiliated with Mr. Maffei contains certain restrictions on the transfer of such shares and certain agreements relating to the voting of such shares, in certain circumstances, beneficially owned by such holders which are applicable until the effective time of the Combination (as defined and described below under "—Changes in Control").

- (14) Mr. Maffei's beneficial ownership of LBRDB shares includes 95,410 LBRDB shares that may be acquired upon exercise of, or which relate to, stock options exercisable within 60 days after January 31, 2025. Such options to purchase shares of LBRDB are subject to a stipulation and order, pursuant to which Mr. Maffei has agreed that immediately following the exercise of any such options, he will exchange each LBRDB share issued upon such exercise for one share of LBRDK. After giving effect to the stipulation and order, Mr. Maffei may be deemed to beneficially own 9,172 LBRDB shares and 3,889,827 LBRDK shares, which shares represent approximately 0.5% of the outstanding shares of LBRDB and 3.1% of the outstanding shares of LBRDK, respectively, and Mr. Maffei may be deemed to beneficially own voting equity securities representing approximately 1.4% of the voting power.
- (15) Includes Mr. Maffei's beneficial ownership of 1,777,233 LBRDK shares that may be acquired upon exercise of, or which relate to, stock options exercisable within 60 days after January 31, 2025.
- (16) Includes beneficial ownership of LBRDK shares that may be acquired upon exercise of, or which relate to, stock options exercisable within 60 days after January 31, 2025:

	LBRDK
Gregg L. Engles	12,177
Julie D. Frist	23,832
Sue Ann R. Hamilton	16,776
J. David Wargo	31,439
John E. Welsh III	19,518
Brian J. Wendling	45,800
Renee L. Wilm	92,738
<b>Total</b>	<b>242,280</b>

- (17) Ms. Frist's beneficial ownership of LBRDA shares includes 85 shares held by a managed account under the trading discretion of an investment manager (the **Managed Account**). Three trusts (the **Trusts**) for the benefit of members of Ms. Frist's immediate family collectively have a one-third interest in the Managed Account. Ms. Frist's spouse was appointed as the successor trustee of the Trusts. Ms. Frist's beneficial ownership of LBRDK shares includes: (i) 601,507 shares held directly or indirectly by Thomas F. Frist III, Ms. Frist's husband, (ii) 471,396 shares held by trusts for which Ms. Frist's direct family are the beneficiaries and Ms. Frist is the trustee, (iii) 62,540 shares held by trusts for which Ms. Frist's children are the beneficiaries and Ms. Frist is the trustee, (iv) 10,107 shares held by trusts for which Ms. Frist's children are the beneficiaries, (v) 1,706 shares held by trusts for which Ms. Frist's relatives are beneficiaries and Ms. Frist is the trustee and (vi) 450 shares held by the Managed Account, in which the Trusts for the benefit of members of Ms. Frist's immediate family collectively have a one-third interest. Ms. Frist has disclaimed beneficial ownership of these securities except to the extent of her pecuniary interest therein.
- (18) Includes 165 LBRDA shares and 634 LBRDK shares held by Dr. Green's wife, as to which Dr. Green has disclaimed beneficial ownership.
- (19) Includes 1,001 LBRDA shares and 3,154 LBRDK shares held by Mr. Wargo's spouse, as to which shares Mr. Wargo has disclaimed beneficial ownership.
- (20) Includes (i) 27,602 LBRDA shares and 56,329 LBRDK shares pledged to a financial institution in connection with a margin loan facility extended by such financial institution to Mr. Wargo; and (ii) 672 LBRDA shares and 2,202 LBRDK shares held by Mr. Wargo's wife that are pledged to a financial institution in connection with a margin loan extended by such financial institution to Mr. Wargo's wife.

## HEDGING DISCLOSURE

We do not have any practices or policies regarding the ability of our employees (including officers) or directors, or any of their designees, to purchase financial instruments (including prepaid variable forward contracts, equity swaps, collars, and exchange funds) or otherwise engage in transactions, that hedge or offset, or are designed to hedge or offset, any decrease in the market value of our equity securities.

## CHANGES IN CONTROL

On November 12, 2024, our company entered into a definitive agreement (the **Merger Agreement**) under which Charter has agreed to acquire our company (the **Combination**, together with other transactions contemplated by the Merger Agreement, the **Transactions**). Under the terms of the Merger Agreement, each holder of our common stock will receive 0.236 of a share of Charter Class A common stock, par value \$0.001, per share of our common stock held, with cash to be issued in lieu of fractional shares. Each holder of LBRDP will receive one share of newly issued Charter Series A

## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

cumulative redeemable preferred stock, par value \$0.001 (**Charter preferred stock**) per share of LBRDP held. The Charter preferred stock will substantially mirror the current terms of the LBRDP stock, including a mandatory redemption date of March 8, 2039. As a condition to closing the Combination, we have agreed to divest our GCI business by way of a distribution to the holders of our common stock prior to the closing of the Combination (the **GCI Divestiture**). The companies currently expect the Combination to close on June 30, 2027 unless otherwise agreed, subject to the completion of the GCI Divestiture and other customary closing conditions.

# Certain Relationships and Related Party Transactions

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Under our Code of Business Conduct and Ethics and Corporate Governance Guidelines, if a director or executive officer has an actual or potential conflict of interest (which includes being a party to a proposed “related party transaction” (as defined by Item 404 of Regulation S-K)), the director or executive officer should promptly inform the person designated by our Board to address such actual or potential conflicts. No related party transaction may be effected by our company without the approval of the audit committee of our Board or another independent body of our Board designated to address such actual or potential conflicts.

## EXCHANGE AGREEMENT WITH JOHN C. MALONE

On June 13, 2022, we entered into an Exchange Agreement (as defined below) with our Chairman of the Board, President and Chief Executive Officer, John C. Malone, whereby, among other things, Mr. Malone agreed to an arrangement under which his aggregate voting power in our company would not exceed 49% (the **Target Voting Power**) plus 0.5% (under certain circumstances). The Exchange Agreement was amended in connection with our entry into the Merger Agreement, as described below. We have an ongoing stock repurchase program which permits us to purchase shares of our common stock. In light of Mr. Malone’s current ownership interests in our company, absent the Exchange Agreement, continued repurchases of LBRDA, pursuant to this program would be expected to have the effect of increasing Mr. Malone’s aggregate voting power in our company to greater than 50%. We and our Board believe it is in the best interests of our company and its stockholders to not have a single stockholder control greater than 50% of our aggregate voting power and to maintain flexibility with respect to future share repurchases and other transactions that may have an accretive voting power effect.

A special committee of independent and disinterested directors was formed by our Board to consider a potential exchange arrangement between us and Mr. Malone and engaged independent legal counsel to assist it. The special committee recommended to our Board of Directors the approval of an exchange agreement, among us, Mr. Malone and a revocable trust of which Mr. Malone is the sole trustee and beneficiary (the **JM Trust**) (the **Exchange Agreement**). Our Board of Directors, upon the unanimous recommendation of the members of the special committee, approved the Exchange Agreement.

The Exchange Agreement provides for exchanges by our company and Mr. Malone or the JM Trust of shares of LBRDB for shares of LBRDK in connection with certain events, as described below.

**Accretive Event Exchange.** In connection with any event that would result in a reduction in the outstanding votes that may be cast by holders of our voting stock or an increase of Mr. Malone’s beneficially-owned voting power in our company (an **Accretive Event**), in each case, such that Mr. Malone’s voting power would exceed the Target Voting Power plus 0.5%, Mr. Malone or the JM Trust will be required to exchange with our company shares of LBRDB (**Exchanged LBRDB Shares**) for an equal number of shares of LBRDK (**Exchanged LBRDK Shares**) so as to maintain Mr. Malone’s voting power as close as possible to, without exceeding, the Target Voting Power, on the terms and subject to the conditions of the Exchange Agreement. For example, repurchases by us of shares of our capital stock, conversions of LBRDB into LBRDA, as well as purchases by Mr. Malone of our capital stock, in each case, having the effect on Mr. Malone’s voting power described above would be Accretive Events.

**Dilutive Event Exchange.** From and after the occurrence of any Accretive Event, in connection with any event that would result in an increase in the outstanding votes that may be cast by holders of our voting stock or a decrease of Mr. Malone’s beneficially-owned voting power in our company (a **Dilutive Event**), in each case, such that Mr. Malone’s voting power falls below the Target Voting Power less 0.5%, Mr. Malone and the JM Trust may exchange with our company shares of LBRDK for an equal number of shares of LBRDB equal to the lesser of (i) the number of shares of LBRDB which would maintain Mr. Malone’s voting power as close as possible to, without exceeding, the Target Voting Power and (ii) the number of Exchanged LBRDB Shares at such time, on the terms and subject to the conditions of the Exchange Agreement. For example, exercises of stock options for, conversions of convertible securities into or issuances of new shares of our voting stock having the effect on Mr. Malone’s voting power described above would be Dilutive Events.

## CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

**Fundamental Event Exchange.** If we propose to consummate any combination, consolidation, merger, exchange offer, split-off, spin-off, rights offering or dividend, in each case, as a result of which holders of LBRDB are entitled to receive securities of our company, securities of another person, property or cash or a combination thereof (a **Fundamental Event**) then, unless the consideration to be received by holders of LBRDB and LBRDK is identical, either (x) we will provide for Mr. Malone or the JM Trust to receive the same per share amount and form of consideration to be received by holders of LBRDB in connection with such event for each Exchanged LBRDK Share or (y) immediately prior to the consummation of the Fundamental Event, we will deliver to Mr. Malone and the JM Trust all Exchanged LBRDB Shares in exchange for all Exchanged LBRDK Shares. In connection with certain Fundamental Events where Mr. Malone would beneficially own 40% or more of the aggregate voting power of the surviving or resulting company and serve as an officer or director, such company and Mr. Malone will negotiate an agreement to replicate the benefits and obligations of the Exchange Agreement.

**Restriction on Transfer.** Mr. Malone may transfer his rights to the Exchanged LBRDB Shares only in limited circumstances and only to certain related permitted transferees who sign an agreement replicating the benefits and obligations of the Exchange Agreement.

**Termination.** The Exchange Agreement will terminate in its entirety, upon (i) the parties' mutual consent, (ii) the execution of a successor exchange agreement between us and one or more proposed permitted transferees at a time when Mr. Malone no longer beneficially owns any shares of LBRDB or (iii) Mr. Malone's aggregate voting power in our company falling below 20%.

**Expenses.** Under the Exchange Agreement, we have agreed to pay (or reimburse) Mr. Malone and the JM Trust for all reasonable out-of-pocket costs and expenses incurred by Mr. Malone and the JM Trust in connection with the preparation, negotiation, execution and consummation of the transactions contemplated by the Exchange Agreement.

Pursuant to the terms of the Exchange Agreement, on January 20, 2023, we notified Mr. Malone that in connection with our ongoing stock repurchase program, which permits us to purchase shares of our common stock, we reasonably expected such repurchases to result in an Accretive Event. As a result, on January 23, 2023, on the terms and subject to the conditions of the Exchange Agreement, and prior to the occurrence of an Accretive Event, we and Mr. Malone completed an exchange whereby Mr. Malone transferred to us 54,247 shares of LBRDB in exchange for an equivalent number of shares of LBRDK. Previously, under the Exchange Agreement, the JM Trust had exchanged 215,647 shares of LBRDB for the same number of shares of LBRDK on June 13, 2022, and exchanged 211,255 shares of LBRDB for the same number of shares of LBRDK on July 19, 2022.

The foregoing description of the Exchange Agreement does not purport to be complete and is subject to, and is qualified in its entirety by, the Exchange Agreement, which is incorporated by reference herein and filed as Exhibit 10.1 to our Current Report on Form 8-K filed with the SEC on June 13, 2022.

**Exchange and Amendment to Exchange Agreement in Connection with the GCI Divestiture.** In connection with the entry into the Merger Agreement, our company entered into an Exchange Side Letter Agreement (the **Exchange Side Letter**) with Mr. Malone and certain trusts related to Mr. Malone (collectively, the **JCM Exchange Holders**), whereby, among other things, the JCM Exchange Holders agreed to an arrangement under which our company will have the right, in connection with the GCI Divestiture, to exchange certain shares of LBRDB held by such JCM Exchange Holders for shares of LBRDK on a one-for-one basis (the **Exchange**) to avoid the application of certain related party rules that otherwise could limit the availability of certain tax benefits to the entity that would hold the GCI business in the GCI Divestiture (**Spinco**) following the GCI Divestiture. If the Merger Agreement is terminated without the closing of the Combination having occurred but following the consummation of the Exchange (the **Exchange Closing**), and unless otherwise agreed to in writing by the JCM Exchange Holders and our company, the Exchange will be automatically rescinded and treated as if neither the Exchange nor the Exchange Closing had ever occurred. Further, pursuant to the terms of the Exchange Side Letter, the parties thereto agreed to amend certain provisions of the Exchange Agreement to provide that (i) solely in connection with the GCI Divestiture, Exchanged LBRDK Shares will not be exchanged for shares of LBRDB and the holders of such Exchanged LBRDK Shares will receive the same per share consideration received by holders of shares of LBRDK, (ii) our company waives its right to obligate the JCM Exchange Holders to enter into an exchange agreement with Spinco in connection with the GCI Divestiture, (iii) the Exchange Agreement would not be terminated as a result of the JCM Exchange Holders falling below 20% voting power in connection with the GCI Divestiture, and (iv) following the Exchange and prior to any termination of the Merger Agreement, none of the Exchanged LBRDK Shares will be exchanged for shares of LBRDB. All of the independent directors of our Board approved the amendments to, and waiver under, the Exchange Agreement.

The foregoing description of the Exchange Side Letter does not purport to be complete, and is qualified in its entirety by, the Exchange Side Letter, which is incorporated by reference herein and filed as Exhibit 10.5 to our Current Report on Form 8-K filed with the SEC on November 13, 2024.



BROADRIDGE CORPORATE ISSUER SOLUTIONS  
 C/O LIBERTY BROADBAND CORPORATION  
 P.O. BOX 1342  
 BRENTWOOD, NY 11717



**SCAN TO  
 VIEW MATERIALS & VOTE**



**VOTE BY INTERNET**

*Before The Meeting* - Go to [www.proxyvote.com](http://www.proxyvote.com) or scan the QR Barcode above

Use the Internet to transmit your voting instructions and for electronic delivery of information. Vote by 11:59 p.m. New York City time on May 11, 2025 for shares held directly and by 11:59 p.m. New York City time on May 8, 2025 for shares held in the GCI 401(k) Plan. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

*During The Meeting* - Go to [www.virtualshareholdermeeting.com/LBRD2025](http://www.virtualshareholdermeeting.com/LBRD2025)

You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions. Vote by 11:59 p.m. New York City time on May 11, 2025 for shares held directly and by 11:59 p.m. New York City time on May 8, 2025 for shares held in the GCI 401(k) Plan. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

V67991-P26888

KEEP THIS PORTION FOR YOUR RECORDS  
 DETACH AND RETURN THIS PORTION ONLY

**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.**

<b>LIBERTY BROADBAND CORPORATION</b>		<table border="0"> <tr> <td style="padding: 0 5px;">For All</td> <td style="padding: 0 5px;">Withhold All</td> <td style="padding: 0 5px;">For All Except</td> <td style="padding: 0 5px;">_____</td> </tr> </table>	For All	Withhold All	For All Except	_____	To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.				
For All	Withhold All	For All Except	_____								
<b>The Board of Directors recommends a vote FOR each nominee listed in Proposal 1.</b>											
1. Election of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>								
<b>Nominees:</b> 01) Richard R. Green 02) Sue Ann R. Hamilton											
<b>The Board of Directors recommends a vote FOR Proposal 2.</b>		<table border="0"> <tr> <td style="padding: 0 5px;">For</td> <td style="padding: 0 5px;">Against</td> <td style="padding: 0 5px;">Abstain</td> </tr> </table>	For	Against	Abstain						
For	Against	Abstain									
2. The auditors ratification proposal, to ratify the selection of KPMG LLP as our independent auditors for the fiscal year ending December 31, 2025.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>								
<b>NOTE:</b> Such other business as may properly come before the meeting or any adjournment or postponement thereof.											
Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.											
<table border="1" style="width: 100%; height: 20px; border-collapse: collapse;"> <tr> <td style="width: 80%;"></td> <td style="width: 20%;"></td> </tr> </table> Signature [PLEASE SIGN WITHIN BOX]			<table border="1" style="width: 100%; height: 20px; border-collapse: collapse;"> <tr> <td style="width: 80%;"></td> <td style="width: 20%;"></td> </tr> </table> Date			<table border="1" style="width: 100%; height: 20px; border-collapse: collapse;"> <tr> <td style="width: 80%;"></td> <td style="width: 20%;"></td> </tr> </table> Signature (Joint Owners)			<table border="1" style="width: 100%; height: 20px; border-collapse: collapse;"> <tr> <td style="width: 80%;"></td> <td style="width: 20%;"></td> </tr> </table> Date		

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:**  
The Proxy Statement and Annual Report are available at [www.proxyvote.com](http://www.proxyvote.com).

V67992-P26888

**LIBERTY BROADBAND CORPORATION**  
**Annual Meeting of Stockholders**  
**May 12, 2025, 10:45 a.m. Mountain Time**  
**This proxy is solicited by the Board of Directors**

The undersigned hereby appoint(s) Renee L. Wilm and Brian J. Wendling, or either of them, as proxies, each with the power to appoint a substitute, and hereby authorize(s) them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of Series A common stock, Series B common stock, and/or Series A Cumulative Redeemable Preferred Stock held by the undersigned at the Annual Meeting of Stockholders to be held at 10:45 a.m., Mountain Time, on May 12, 2025, via a live webcast accessible at [www.virtualshareholdermeeting.com/LBRD2025](http://www.virtualshareholdermeeting.com/LBRD2025) and any adjournment or postponement thereof, with all the powers the undersigned would possess if present in person. All previous proxies given with respect to the meeting are revoked.

**THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED AS DIRECTED BY THE UNDERSIGNED. IF NO SUCH DIRECTIONS ARE MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF THE NOMINEES LISTED ON THE REVERSE SIDE FOR THE BOARD OF DIRECTORS AND FOR PROPOSAL 2. IF ANY OTHER MATTERS PROPERLY COME BEFORE THE MEETING, THE PERSONS NAMED IN THIS PROXY WILL VOTE IN THEIR DISCRETION.**

**PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY CARD PROMPTLY USING THE ENCLOSED REPLY ENVELOPE.**

**CONTINUED AND TO BE SIGNED ON REVERSE SIDE**



BROADRIDGE CORPORATE ISSUER SOLUTIONS  
C/O LIBERTY BROADBAND CORPORATION  
P.O. BOX 1342  
BRENTWOOD, NY 11717

V68005-P26888

# Your **Vote** Counts!

**LIBERTY BROADBAND CORPORATION**

2025 Annual Meeting

Vote by May 11, 2025 11:59 p.m. New York City time for shares held directly. For shares held in the GCI 401(k) Plan, vote by May 8, 2025 11:59 p.m. New York City time.



## You invested in LIBERTY BROADBAND CORPORATION and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the stockholder meeting to be held on May 12, 2025.**

### Get informed before you vote

View the Proxy Statement and Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to April 28, 2025. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

#### Smartphone users

Point your camera here and vote without entering a control number



#### Vote Virtually at the Meeting\*

May 12, 2025  
10:45 a.m., Mountain Time

Virtually at:  
[www.virtualshareholdermeeting.com/LBRD2025](http://www.virtualshareholdermeeting.com/LBRD2025)

\*Please check the meeting materials for any special requirements for meeting attendance.

Vote at [www.ProxyVote.com](http://www.ProxyVote.com)

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Election of Directors <b>Nominees:</b> 01) Richard R. Green 02) Sue Ann R. Hamilton	<input checked="" type="checkbox"/> For
2. The auditors ratification proposal, to ratify the selection of KPMG LLP as our independent auditors for the fiscal year ending December 31, 2025.	<input checked="" type="checkbox"/> For
<b>NOTE:</b> Such other business as may properly come before the meeting or any adjournment or postponement thereof.	

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Delivery Settings".