



### **INDIVIDUAL DIRECTOR MANDATE**

An individual Director of Cogeco Communications Inc. (the "Corporation") has the oversight responsibilities and specific duties described below.

#### **APPOINTMENT**

An individual Director will be a duly elected member of the Board of Directors ("Board") and will have the skills, knowledge and experience recognized by the Board.

#### **TERM**

Each individual Director will be nominated for election by the shareholders at the annual meeting each year except where the Board appoints a Director to fill a vacancy until the next annual meeting. The term of office of each Director expires at the next annual meeting or until election of a successor.

#### **RESIGNATION FROM OFFICE**

An individual Director is expected to submit his or her resignation from the Board to the Board Chair if the Director has more votes "withheld" upon his or her election than votes "for" such election, whereupon the Majority Voting Policy shall apply.

#### **ATTENDANCE**

Individual Directors are expected to attend Board and applicable Board Committee meetings in person to the extent possible. In addition to meetings scheduled to be held by telephone conference call, it is acceptable for an individual Director, on occasion and in appropriate circumstances, to attend a meeting by telephone or to miss a meeting. A Director is asked to notify the Corporation if he or she is unable to attend or participate in a meeting. Individual Director's attendance will be disclosed annually in the Management Information Circular.

#### **RESPONSIBILITIES**

Each individual Director shall act with prudence, honesty and integrity in fulfilling his or her prime responsibility to the Corporation with due regard for the interests of its shareholders generally and other stakeholders.

## **SPECIFIC DUTIES**

In addition to specific duties assigned by the Board from time to time, an individual Director will:

### ***Confidentiality***

1. Maintain the absolute confidentiality of the deliberations and decisions of the Board and information received at meetings, except as may be specified by the Board Chair or if the information is publicly disclosed by the Corporation.

### ***Ethics***

2. Comply with the Cogeco Group Code of Ethics and attend a mandatory on-line training session every two years.

### ***Governance***

3. Contribute actively and collectively to the effective governance of the Corporation.
4. Work effectively and constructively with other Directors and Management.

### ***Contribution and Independence***

5. Have sufficient time and energy to fulfill the individual Director's duties and responsibilities.
6. Review in advance financial and other information that is important to an understanding of Board agenda items and contribute effectively to meetings of the Board and the Committees of which the individual Director is a member.
7. Advise the Board Chair of any changes in factors that could affect the independence or effectiveness of the individual Director and consult with, and obtain the approval of the Board Chair prior to considering an appointment as a director of any other public company or major non-profit entity.

### ***Continuing Education***

8. Participate in continuing education opportunities to maintain or enhance skills and abilities and ensure that the individual Director's knowledge and understanding of the Corporation's business remains current.

### ***Disclosure***

9. Complete Director's questionnaires for information circular or offering documents and personal information forms for the Toronto Stock Exchange.
10. Verify the accuracy of personal information concerning the Director set out in information circulars, annual information forms and offering documents.

***Compliance***

11. Comply with corporate policies of the Corporation applicable to Directors including the Board Charter, Insider Trading Policy and Disclosure Policy.

***Performance***

12. Participate in an annual assessment of the effectiveness of the Board and its Committees, including Director's individual contributions.

***Advisors/Resources***

13. With the approval of the Corporate Governance Committee, engage an independent advisor at the Corporation's expense in appropriate circumstances.

***Other***

14. Carry out any other appropriate duties and responsibilities assigned by the Board or a Board Committee of which the individual Director is a member.

**Approved by the Board of Directors as revised on November 2, 2017.**