



MANDATE OF THE EXECUTIVE CHAIR OF THE BOARD

The Executive Chair of the Board of Cogeco Inc. (the “Corporation”) is appointed to office and has the responsibilities and specific duties described below.

APPOINTMENT AND QUALIFICATION

The Executive Chair of the Board will be a duly elected member of the Board of Directors (the “Board”) and be appointed as Executive Chair of the Board by the Board each year for a one-year term, with such appointment being (except when a vacancy is being filled) at the first meeting of the Board following the annual meeting of shareholders.

GENERAL DESCRIPTION OF ROLE

The Corporation’s Board is chaired by the Executive Chair of the Board. The Executive Chair of the Board will have a direct executive management role in relation to major business transactions and strategies, working in concert, as appropriate, with the President and Chief Executive Officer of the Corporation. In his role as Chair of the Board, the Executive Chair of the Board ensures that the Board (i) has structures and procedures in place to enable it to function independently of Management; (ii) carries out its duties effectively; and (iii) clearly understands and respects the boundaries between the responsibilities of the Board and those of Management.

DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Executive Chair of the Board include:

With respect to the effectiveness of the Board:

- Taking reasonable measures to ensure that the Board’s work runs smoothly and provide essential leadership to that effect.
- Being responsible for the management and efficient operation of the Board.
- Ensuring that the responsibilities of the Board, as set out in the Board Charter, are well understood by Directors.
- Ensuring that Directors receive all the necessary information to perform their role fully.
- Conducting, with the Corporate Governance Committee Chair, an annual formal review of Board and Committee effectiveness (including the individual contribution of Directors).

- Meeting every year with each Director individually to facilitate a discussion of his or her contribution and that of other Directors.

With respect to the running of the Board:

- Chairing all Board meetings.
- Reviewing and approving the proposed agendas for the meetings he chairs.
- Ensuring that the Board meets at least five times annually and as many additional times, including the annual strategic planning session, as may be necessary to carry out its duties effectively.
- Taking reasonable measures to ensure that Board meetings are conducted in such a way as to promote discussion and allow for the efficient and effective review and discussion of Board business.
- Encouraging individual Directors to ask questions and express viewpoints during meetings.
- Ensuring that the Board meets *in camera* at each of its meetings under the guidance of the Lead Director, unless waived at a particular meeting by independent directors.
- Recommending the composition of Committees to the Corporate Governance Committee;
- With input from the ad hoc Committee which initiates the Director recruitment process, and in tandem with the Human Resources and the Corporate Governance Committees, participating in the recruitment and retention of Directors.
- Ensuring that the Board carries out all of its duties.

With respect to the Board/Management activity and relationships:

- Ensuring that the boundaries between Board and Management responsibilities are clearly understood and respected and that relationships between the Board and Management are conducted in a professional and constructive manner.
- Facilitating effective communication between Directors and Management, both inside and outside of Board meetings.
- Ensuring that Management implements decisions of the Board and its Committees;
- Maintaining an effective working relationship with the President and Chief Executive Officer.
- Overseeing major business transactions and strategies, working in concert with the President and Chief Executive Officer.

- Discussing issues relating to the Corporation's strategic direction and operations with the President and Chief Executive Officer.
- Together with the President and Chief Executive Officer, ensuring that the Corporation's strategic direction, including its mission, vision and values, are defined and submitted to the Directors for approval.
- Working with the President and Chief Executive Officer and senior Management to monitor progress on strategic planning and implementation.
- With the Human Resources Committee and the Board, participating in developing the President and Chief Executive Officer's annual goals and objectives for which the President and Chief Executive Officer is responsible.

With respect to the Board's relations with shareholders and stakeholders:

- Ensuring that the shareholders meet at least once annually and as many additional times as required by law.
- Except as otherwise authorized by the By-Laws, chairing all annual general meetings and special meetings of shareholders.
- Ensuring that all business set out in the agenda of each shareholder meeting is discussed and brought to resolution, as required.

With regard to Ethics and Governance

- Ensuring the maintenance and application of the highest ethical standards and best corporate governance practices.

With regard to Orientation and Education

- Facilitating the orientation of new Directors.
- Facilitating the continuing education of all Directors.

Other

- Assisting in the annual review of the Board Charter.
- Carrying out such other duties and responsibilities as may be assigned by the Board.

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Approved by the Board on October 31, 2018