



## **LEAD DIRECTOR POSITION DESCRIPTION**

The Lead Director of Cogeco Inc. (the “Corporation”) has the responsibilities and specific duties described below.

### **APPOINTMENT AND QUALIFICATION**

A Lead Director should be appointed when the Chair of the Board of the Corporation has executive responsibilities and is therefore not independent from Management.

A candidate for Lead Director will be recommended by the Corporate Governance Committee from among the independent members of the Board. The independent members of the Board will have the responsibility for his or her appointment.

The Lead Director shall hold office at the pleasure of the Board until a successor shall be duly elected or appointed or the Lead Director resigns or is removed from office by the Board or such office is no longer required by virtue of the appointment as Chair of the Board of the Corporation of an individual who is an independent Director.

In order to increase efficiency of Board meetings and improve the supervision of the management of the business and affairs of the Corporation and Cogeco Communications Inc., the Lead Director should ideally be a member of the Board of both Corporations.

### **GENERAL DESCRIPTION OF ROLE**

The Lead Director is expected to act so as to support and enhance the ability of the independent members of the Board of the Corporation to act and express themselves independently and generally to facilitate the functioning of the Board independently of Management of the Corporation, thereby enhancing the Corporation’s corporate governance practices.

### **DUTIES AND RESPONSIBILITIES**

The duties and responsibilities of the Lead Director include:

1. In conjunction with the Corporate Governance Committee of the Board, providing leadership to ensure that the Board has the requisite capacity to act independently of Management of the Corporation.
2. In the absence, or at the request, of the Executive Chair, acting as chair of meetings of the Board.
3. Conducting *in camera* sessions of the independent Directors following meetings of the Board and ensuring that the *in camera* sessions are conducted in such a way as to allow effective discussion between independent Directors.



4. Communicating with the Executive Chair of the Board and/or President and CEO as appropriate, on the discussions held during meetings between independent directors.
5. Reviewing with the Executive Chair and Chief Executive Officer of the Corporation items of importance for consideration by Board.
6. Ensuring the maintenance and application of the highest ethical standards and best governance practices.
7. Receiving the reports submitted on the Cogeco Ethics Line that are submitted under the "sensitive" category to the attention of the Lead Director and the Vice President, Internal Audit & Risk Management.
8. Performing such other duties and responsibilities as may be delegated by the Board to the Lead Director from time to time.

**Approved by the Board on October 31, 2018.**