BOARD CHAIR POSITION DESCRIPTION

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

APPOINTMENT

The Board Chair will be a duly elected member of the Board of Directors (the "Board") and be appointed as 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. The Board Chair will be independent as defined according to applicable laws and regulations. He or she will have such competencies and skills as may be determined by the Board.

RESPONSIBILITIES

The Board Chair provides leadership to the Board. The Board Chair sets the "tone" for the Board and the Directors to foster effective, ethical and responsible decision-making, appropriate oversight of Management and strong corporate governance practices.

SPECIFIC DUTIES

In addition to individual Director's responsibilities, responsibilities set out in the Board Charter and specific duties assigned by the Board from time to time, the Board Chair will:

Governance

1. Generally oversee Board direction and administration, ensuring that the Board works as a cohesive team and building a strong governance culture.

Ethics

2. Foster ethical decision making by the Board in accordance with Cogeco Code of Ethics.

Leadership

3. Provide leadership to enhance the effectiveness of the Board.

4. Provide the Board, the Board Committees and individual Directors with leadership to assist them to effectively carry out their duties and responsibilities.

5. Provide advice and counsel to the President and Chief Executive Officer, Committee Chairs and fellow Directors.

6. Maintain an effective working relationship with the President and Chief Executive Officer.

7. Ensure that the responsibilities of the Board, as set out in the Board Charter, are well understood by Directors.

8. Work with the President and Chief Executive Officer and senior Management to monitor progress on strategic planning and implementation.

Board Meetings

9. With the President and Chief Executive Officer, the Corporate Secretary and other members of Management, as appropriate, establish the agenda for, call meetings of the Board and chair each Board meeting.

10. Ensure 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.

11. Ensure, in concert with Management and the Corporate Secretary, that Directors receive information that is timely, in a useful format and of high quality.

12. Encourage the Committees and Committee Chairs to bring important issues forward to the Board for consideration and resolution.

13. Ensure there is sufficient time during Board meetings to discuss fully the agenda items and facilitate discussion on all business set out in the agendas of Board meetings, seeking to bring matter to resolution, as required.

14. Encourage individual Directors to ask questions and express viewpoints during meetings.

15. Ensure that the Board meets *in camera* at each of its meetings, unless waived at a particular meeting by independent directors.

Shareholder Meetings

16. Ensure that the shareholders meet at least once annually and as many additional times as required by law.

17. Except as otherwise authorized by the By-Laws, chair all annual general meetings and special meetings of shareholders.

18. Ensure that all business set out in the agenda of each shareholder meeting is discussed and brought to resolution, as required.

Board/Management Relationships

19. Ensure 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.

20. Facilitate effective communication between Directors and Management, both inside and outside of Board meetings.

Director Recruitment and Retention

21. 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, participate in the recruitment and retention of Directors.

Evaluation

22. Conduct an annual evaluation of performance and effectiveness of the Board, Board Committees, all individual Directors and Committee Chairs, other than that of the Board Chair, and review the results with the Corporate Governance Committee.

23. Meet annually with the individual Directors to discuss his or her individual contribution and that of other Directors and other aspects of the functionality of the Board.

24. Ensure that an annual performance evaluation of the Board Chair is conducted, soliciting input from all Directors, and that the results are reviewed with the Chair of the Corporate Governance Committee.

Orientation/Education

25. Facilitate the orientation of new Directors.

26. Facilitate the continuing education of all Directors.

Other

27. Assist in the annual review of the Board Charter.

28. Carry out such other duties and responsibilities as may be assigned by the Board.

Approved: November 2, 2017