CORPORATE GOVERNANCE COMMITTEE

CHARTER

1. Statement of Policy

The Corporate Governance Committee of the Board of Directors of Cogeco Inc. (the "Committee") shall have a broad responsibility for examining corporate governance practices observed within the Corporation (including Board practices and performance and that of its Committees) and for making recommendations with respect to such matters to the Board and participating in the nomination process for Directors.

2. Composition, Qualification and Organization

The Committee shall consist of at least three Directors. Each member shall be independent, as such term is defined according to applicable securities laws and regulations.

Members of the Committee shall be appointed by the Board, and shall serve for such term as the Board may determine. A member may be removed or replaced at any time by the Board. A member shall cease to be a member of the Committee on ceasing to be a Director.

The Board shall designate one of the members of the Committee to act as Chair of the Committee.

The Secretary or Assistant Secretary of the Corporation acts as Secretary at meetings of the Committee.

3. Sub-Committees

The Committee may, from time to time, appoint sub-Committees consisting of some of their members and may delegate to such sub-Committees any of its responsibilities.

4. Duties and Responsibilities

The following are the duties and responsibilities of the Committee:

(a) review the corporate governance practices of the Corporation in the context of its global business and affairs;

(b) examine the adequacy and effectiveness of the Board's corporate governance practices in light of changing regulatory requirements and make suggestions for their improvement;

(c) oversee the size and composition of the Board and its Committees and provide advice to the Board in this regard;

(d) advise the Board on the competencies and skills the Board as a whole, and individual Directors should possess in the context of the Corporation's global business and affairs and determine what competencies, skills and personal qualities that should be sought in candidates as directors;

(e) review and assess proposals for new Board candidates submitted to the Committee and the Human Resources Committee so that the Committee can assess the proposal for each new Board nominee, prior to submission of the proposed candidates to the Board;

(f) advise on the appropriateness of any resignation that may be offered by a Director under the Majority Voting Policy;

(g) assess the quality and effectiveness of the Board's relationship with Management;

(h) recommend topics of interest or importance for discussion and/or action by the Board and address information requirements of the Directors;

(i) review annually the Board and Committee effectiveness including contribution by individual Board or Committee members, continuing qualification and any potential conflict of interest;

(j) review annually the estimated fees to be paid by Cogeco Communications to Cogeco under the Amended and Restated Management Services Agreement;

(k) review the policy regarding diversity on the Board and any material change to it, recommend its adoption by the Board and monitor its application; monitor compliance with the Code of Ethics and authorize, where appropriate, waivers of compliance for the benefit of any Directors or executive officers of the Corporation;

(l) review the Privacy Policy and any material change to it and recommend its adoption by the Board;

(m) review the Insider Trading policy and any material change to it and recommend its adoption by the Board;

(n) review the Corporate Social Responsibility ("CSR") Policy and any material change to it and recommend its adoption by the Board;

(o) receive reports, on a bi-annual basis, on the CSR and related initiatives.

(p) approve the engagement by a Director of an outside legal or other advisor at the expense of the Corporation;

(q) review and reassess annually the adequacy of this charter and to recommend any changes to the Board of Directors;

(r) review annually the other charters, position descriptions and policies relating to corporate governance matters;

(s) report to the Board after each of the Committee's meetings; and

(t) perform such other functions as may from time to time be delegated to the Committee by the Board.

5. Resources and Meetings

The Committee shall meet at least two times a year.

The Committee shall have adequate resources and authority to discharge its duties and responsibilities.

The Committee may invite such members of Management or outside consultants to its meetings as it may deem desirable or appropriate, subject to the maintenance of confidentiality of the Committee's deliberations when required.

The times and locations of meetings of the Committee or of any sub-Committee, the calling of such meetings and all aspects of procedure at such meetings shall be determined by the Committee or sub-Committee, as the case may be, provided that in every case:

(a) at all meetings of the Committee or any sub-Committee, a majority of the members shall constitute a quorum for the transaction of business;

(b) the acts of the Committee or any sub-Committee, at a duly constituted meeting, shall require no more than the vote of a majority of the members present and, furthermore, in any circumstance, a resolution or other instrument in writing signed by all members of the Committee or sub-Committee shall avail as the act of the Committee or such sub-Committee; and

(c) the Committee shall meet *in camera* at each of its meeting without any member of management to ensure free and open discussion among the members, unless waived at a particular meeting by the members of the Committee.