



STRATEGIC OPPORTUNITIES COMMITTEE CHARTER

1. Statement of Policy

The Strategic Opportunities Committee of the Board of Directors of Cogeco Inc. (the "Committee") shall have responsibility for assisting the Board in assessing strategic opportunities for the Corporation and its subsidiaries and in providing feedback to Management and the Board on strategic alternatives and on proposed material acquisitions.

2. Composition, Qualification and Organization

The Committee shall consist of at least three Directors. At least a majority of such Directors 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 the 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) to provide a forum in which the Chief Executive Officer, alone or with other members of senior Management, can present preliminary thinking or planning on strategic opportunities or proposed material acquisitions and receive advice and counsel from the Committee in the formative stages of developing recommendations for consideration by the Board;
- (b) on request by Management, to establish tentative parameters and guidelines for pursuing any such strategic opportunities or proposed material acquisitions;

- (c) to consider and assess on its own initiative strategic opportunities and provide suggestions and inputs to management;
- (d) to report to the Board of Directors generally after each of its meetings;
- (e) to review and reassess when needed the adequacy of its Charter and to recommend any changes to the Board of Directors; and
- (f) to perform such other functions as may from time to time be delegated to the Committee by the Board.

5. Meetings

The Committee shall meet on an *ad hoc* basis at the call of the Chair.

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 where required.

The times and locations of meetings of the Committee or 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 meetings 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.