

# A Vibrant Network of Human Connections

2022 ANNUAL REPORT



**COGECO**  
**COMMUNICATIONS**

A world of your **very own**

## Profile

Rooted in the communities it serves, Cogeco Communications Inc. is a growing competitive force in the North American telecommunications sector with a legacy of 65 years. Through its business units Cogeco Connexion and Breezeline (formerly Atlantic Broadband), Cogeco Communications provides Internet, video and phone services to 1.6 million residential and business customers in Québec and Ontario in Canada as well as in thirteen states in the United States. Cogeco Communications Inc.'s subordinate voting shares are listed on the Toronto Stock Exchange (TSX: CCA).

# A Vibrant Network of Human Connections



At Cogeco, our mission is to bring people together through powerful communications and entertainment experiences. Every day, we make a positive impact on society by enriching people's lives through human connection and vibrant communities.



With our continuously growing broadband network in Canada and the United States, we help people stay connected to their loved ones, to learn, and to work, and we support businesses so they can thrive.



Throughout our 65-year history, we have continuously grown our business and our operating footprint, focused on our customers' needs, made a positive impact on our communities, have brought value to our shareholders while enabling our employees to grow and thrive in a respectful and inclusive workplace.



We are proud to be a powerful driver of economic and social development in our society and to contribute to fostering sustainable and inclusive growth.

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# 2022 financial performance

(In thousands of Canadian dollars, except Internet service customers, per share data and percentages)

## +16.0%

### Internet service customers<sup>1</sup>

|      |                   |        |           |
|------|-------------------|--------|-----------|
| 2022 | 772,600   707,954 | +16.0% | 1,480,554 |
| 2021 | 756,054   520,517 | +11.9% | 1,276,571 |
| 2020 | 649,093   492,212 |        | 1,141,305 |

Canadian telecommunications | American telecommunications

## +15.5%

### Revenue

|      |        |           |
|------|--------|-----------|
| 2022 | +15.5% | 2,900,654 |
| 2021 | +5.3%  | 2,510,453 |
| 2020 |        | 2,384,283 |

## +15.5%

### Adjusted EBITDA<sup>2</sup> and adjusted EBITDA margin<sup>2</sup>

|      |      |        |           |
|------|------|--------|-----------|
| 2022 | 48.0 | +15.5% | 1,393,062 |
| 2021 | 48.0 | +5.0%  | 1,205,656 |
| 2020 | 48.2 |        | 1,148,729 |

## +5.1%

### Profit for the year

|      |       |         |
|------|-------|---------|
| 2022 | +5.1% | 453,756 |
| 2021 | +8.8% | 431,647 |
| 2020 |       | 396,591 |

## +21.7%

### Cash flows from operating activities

|      |        |           |
|------|--------|-----------|
| 2022 | +21.7% | 1,240,282 |
| 2021 | +11.0% | 1,019,059 |
| 2020 |        | 917,819   |

## (12.8)%

### Free cash flow<sup>2,3</sup>

|      |         |         |
|------|---------|---------|
| 2022 | (12.8)% | 424,358 |
| 2021 | +6.9%   | 486,877 |
| 2020 |         | 455,436 |

<sup>1</sup> During the fourth quarter of fiscal 2022, the Corporation modified its definition of Internet service customers in order to be consistent with industry practices. As per the new definition, Internet service customers include only customers who have their Internet service installed, operated and billed directly by the Corporation. The previous definition also included wholesale Internet customers. This change has been applied retrospectively to the comparative figures.

<sup>2</sup> Adjusted EBITDA is a total of segments measure. Adjusted EBITDA margin is a supplementary financial measure. Free cash flow is a non-IFRS financial measure. These indicated terms do not have standardized definitions prescribed by International Financial Reporting Standards ("IFRS") and, therefore, may not be comparable to similar measures presented by other companies. For more information on these financial measures, including references to the specific sections within the Management's Discussion and Analysis ("MD&A"), as applicable, for the reconciliations to the most directly comparable IFRS financial measures, please consult the "Non-IFRS and other financial measures" section of the fiscal 2022 MD&A, available on SEDAR at [www.sedar.com](http://www.sedar.com). Fiscal 2020 reconciliations to the most directly comparable IFRS financial measures have been incorporated by reference and can be found in the "Non-IFRS financial measures" section of the Corporation's 2021 annual MD&A, available on SEDAR at [www.sedar.com](http://www.sedar.com).

<sup>3</sup> Fiscal 2022 free cash flow decreased compared to prior fiscal years following accelerated network expansion activities in Canada and the United States. During fiscal 2022, net capital expenditures in connection with network expansion projects amounted to \$157.3 million.

# +38.5%

## Acquisition of property, plant and equipment<sup>1,2</sup>

|      |        |         |
|------|--------|---------|
| 2022 | +38.5% | 744,655 |
| 2021 | +11.1% | 537,660 |
| 2020 |        | 483,990 |

# +29.2%

## Net capital expenditures<sup>2,3</sup> and capital intensity<sup>3</sup>

|      |       |        |         |
|------|-------|--------|---------|
| 2022 | 23.8% | +29.2% | 688,913 |
| 2021 | 21.2% | +10.2% | 533,186 |
| 2020 | 20.3% |        | 483,990 |

# +8.2%

## Diluted earnings per share

|      |       |        |
|------|-------|--------|
| 2022 | +8.2% | \$9.09 |
| 2021 | +9.5% | \$8.40 |
| 2020 |       | \$7.67 |

# +10.2%

## Dividend per share and free cash flow dividend payout ratio<sup>3</sup>

|      |     |        |        |
|------|-----|--------|--------|
| 2022 | 31% | +10.2% | \$2.82 |
| 2021 | 25% | +10.3% | \$2.56 |
| 2020 | 25% |        | \$2.32 |

<sup>1</sup> Comparative figures have been restated following the application of the IFRS Interpretations Committee issued agenda decision *Demand Deposits with Restrictions on Use arising from a Contract with a Third Party (IAS 7 Statement of Cash Flows)* during the third quarter of fiscal 2022. Furthermore, the Corporation also changed the label of its "Acquisition of property, plant and equipment" key performance indicator measure to "Net capital expenditures" following this application. For further details, refer to the "Accounting policies" section of the fiscal 2022 MD&A.

<sup>2</sup> Includes net capital expenditures in connection with network expansion projects in Canada and the United States. Net capital expenditures are presented net of government subsidies, including the utilization of those received in advance.

<sup>3</sup> Net capital expenditures is a total of segments measure. Capital intensity is a supplementary financial measure. Free cash flow dividend payout ratio is a non-IFRS ratio. These indicated terms do not have standardized definitions prescribed by IFRS and, therefore, may not be comparable to similar measures presented by other companies. For more information on these financial measures, including references to the specific sections within the MD&A, as applicable, for the reconciliations to the most directly comparable IFRS financial measures, please consult the "Non-IFRS and other financial measures" section of the fiscal 2022 MD&A, available on SEDAR at [www.sedar.com](http://www.sedar.com). Fiscal 2020 reconciliations to the most directly comparable IFRS financial measures have been incorporated by reference and can be found in the "Non-IFRS financial measures" section of the Corporation's 2021 annual MD&A, available on SEDAR at [www.sedar.com](http://www.sedar.com).





# Financial highlights

## Years ended August 31,

(In thousands of Canadian dollars, except percentages and per share data)

|  | 2022<br>\$ | 2021 <sup>1</sup><br>\$ | Change<br>% | Change in<br>constant<br>currency <sup>2, 3</sup><br>% |
|--|------------|-------------------------|-------------|--|
| <b>Operations</b>  |            |                         |             |  |
| Revenue  | 2,900,654  | 2,510,453               | 15.5        | 15.4   |
| Adjusted EBITDA  | 1,393,062  | 1,205,656               | 15.5        | 15.5   |
| Adjusted EBITDA margin   | 48.0%      | 48.0%                   |             |  |
| Acquisition, integration, restructuring and other costs <sup>4</sup> | 34,942     | 8,744                   | —           |  |
| Profit for the year  | 453,756    | 431,647                 | 5.1         |  |
| Profit for the year attributable to owners of the Corporation        | 423,299    | 401,517                 | 5.4         |  |
| <b>Cash Flow</b>   |            |                         |             |  |
| Cash flows from operating activities                                 | 1,240,282  | 1,019,059               | 21.7        |  |
| Free cash flow   | 424,358    | 486,877                 | (12.8)      | (12.1)   |
| Acquisition of property, plant and equipment                         | 744,655    | 537,660                 | 38.5        |  |
| Net capital expenditures <sup>1</sup>                                | 688,913    | 533,186                 | 29.2        | 28.5   |
| <b>Capital Intensity</b>   | 23.8%      | 21.2%                   |             |  |
| <b>Financial Condition</b>   |            |                         |             |  |
| Cash and cash equivalents  | 370,899    | 549,054                 | (32.4)      |  |
| Total assets   | 9,278,509  | 7,351,692               | 26.2        |  |
| Long-term debt   |            |                         |             |  |
| Current  | 339,096    | 225,344                 | 50.5        |  |
| Non-current  | 4,334,373  | 3,046,872               | 42.3        |  |
| Net indebtedness <sup>3</sup>  | 4,489,330  | 2,954,188               | 52.0        |  |
| Equity attributable to owners of the Corporation                     | 2,751,080  | 2,415,144               | 13.9        |  |
| <b>Per Share Data<sup>5</sup></b>                                    |            |                         |             |  |
| Earnings per share   |            |                         |             |  |
| Basic  | 9.16       | 8.47                    | 8.1         |  |
| Diluted  | 9.09       | 8.40                    | 8.2         |  |
| Dividends  | 2.82       | 2.56                    | 10.2        |  |

<sup>1</sup> Comparative figures have been restated following the application of the IFRS Interpretations Committee issued agenda decision *Demand Deposits with Restrictions on Use arising from a Contract with a Third Party* (IAS 7 *Statement of Cash Flows*) during the third quarter of fiscal 2022. Furthermore, the Corporation also changed the label of its "Acquisition of property, plant and equipment" key performance indicator measure to "Net capital expenditures" following this application. For further details, refer to the "Accounting policies" section of the fiscal 2022 MD&A.

<sup>2</sup> Key performance indicators presented on a constant currency basis are obtained by translating financial results from the current period denominated in US dollars at the foreign exchange rate of the prior year. For the year ended August 31, 2021, the average foreign exchange rate used for translation was 1.2691 USD/CDN.

<sup>3</sup> Change in constant currency is a non-IFRS ratio. Net indebtedness is a capital management measure. These indicated terms do not have standardized definitions prescribed by IFRS and, therefore, may not be comparable to similar measures presented by other companies. For more information on these financial measures, including references to the specific sections within the MD&A, as applicable, for the reconciliations to the most directly comparable IFRS financial measures, please consult the "Non-IFRS and other financial measures" section of the fiscal 2022 MD&A, available on SEDAR at [www.sedar.com](http://www.sedar.com).

<sup>4</sup> For the year ended August 31, 2022, acquisition, integration, restructuring and other costs resulted mostly from acquisition and integration costs incurred in connection with the acquisition, completed on September 1, 2021, of the Ohio broadband systems, from restructuring costs associated with organizational changes during the fourth quarter of fiscal 2022 within the Canadian telecommunications segment, resulting in cost optimization, from costs associated with configuration and customization related to cloud computing arrangements, as well as from integration costs related to the DERYtelecom acquisition. For the year ended August 31, 2021, acquisition, integration, restructuring and other costs resulted mostly from costs incurred in connection with the acquisition, completed on December 14, 2020, and integration of DERYtelecom, and due diligence costs and legal fees related to the acquisition of the Ohio broadband systems, which was completed on September 1, 2021.

<sup>5</sup> Per multiple and subordinate voting share.



# Message from the Board Chair

"As I look back, I am particularly pleased with the persistence with which we have kept our focus on creating value for our shareholders through organic growth and strategic acquisitions, while putting our customers and our communities at the centre of all our activities."

- LOUIS AUDET





As we celebrate our 65<sup>th</sup> anniversary this year, it is a time to reflect on what has been built over more than six decades, as well as on the challenges of the past year, which was marked by uncertainties created by the continued impact of the pandemic combined with global economic instability. I must say that I am impressed by the way in which everyone at Cogeco has risen to the challenges and helped navigate the Corporation to greater success.

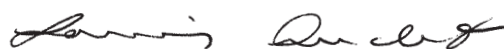
Since Cogeco was founded by Henri Audet in 1957 in Trois-Rivières, Québec, it has enjoyed an incredible growth story. Today, Cogeco generates \$2.9 billion in revenue, proudly serving 1.6 million customers in Québec, Ontario and 13 U.S. states. We are a growing competitive force in the North American telecommunications sector and we pay special attention to what is best for our communities, customers, employees and the environment. Every day, we make a positive impact on society in so many ways by enriching people's lives through human connection and vibrant communities.

As I look back, I am particularly pleased with the persistence with which we have kept our focus on creating value for our shareholders through organic growth and strategic acquisitions, while putting our customers and our communities at the centre of all our activities. This was true when we started with one television station in Québec 65 years ago, and it continues to be true today as we serve more than 1,100 communities across North America.

With the help of the Board, management has equipped the company for its perennial journey, relying on talented and steadfast people at all levels who excel at working together as a team. As economies around the world face new challenges, this team is uniquely positioned to seize the many growth opportunities that will present themselves and to pursue our journey for sustained profitable growth. I am proud of the progress we have made, of the team's commitment to generating strong shareholder returns on investments and of the vision we have for our future.

In January 2023, Mr. David McAusland, a Cogeco Communications Director, will be retiring from our Board. He has been a Director for over 20 years and an active member of several of our committees throughout those years. Mr. McAusland's extensive experience over the past four decades brought a unique perspective to the Board and his wide range of professional expertise covered crucial matters for our business. On behalf of the Board members and of Cogeco Communications' executive team, I would like to extend a heartfelt thanks to Mr. McAusland for his strategic vision, significant insights and enduring contributions to Cogeco Communications' continued success.

Collectively, from the Board of Directors, to the Leadership Team, to our frontline and support teams across all our operations in Canada and the United States, our actions are focused on driving sustainable and inclusive growth. Our storied company can look forward to an exciting future.



**LOUIS AUDET**  
Board Chair



of sustainable growth

# Message from the President and CEO

Our fiscal 2022 was another milestone year, as we pursued our growth trajectory. In a year that was marked by an increasing number of external global uncertainties, we remained focused on our strategic priorities and our financial performance, which is a credit to our colleagues and our organization. Throughout our history, we have continuously grown our business and our operating footprint, focused on our customers' needs, made a positive impact on our communities, enabled our employees to grow and thrive, and delivered value to our shareholders. Over the years, we have built a resilient business that is well-positioned to succeed even under adverse conditions.

Consolidated revenue increased by 16% in fiscal 2022 to reach \$2.9 billion, while adjusted EBITDA also increased by 16% to \$1.4 billion. Cash flows from operating activities increased by 22% to \$1.2 billion. Profit for the year reached \$453.8 million. The Corporation generated free cash flow of \$424.4 million, while undertaking growth investments in network expansion. Dividends paid to our shareholders increased by 10.2% to \$2.82 per share.

## A vibrant network of human connections

Since its beginnings in 1957, Cogeco has been focused on delivering great customer experiences and on developing and enriching its communities. We proudly serve our customers with locally-based teams and contribute to the connectivity needs of our communities while investing in their social and cultural life. Through our telecommunications activities, powered by our highly skilled and committed colleagues, Cogeco continues to bring people together through powerful communications and entertainment experiences.

Thanks to our unique North American broadband platform, our reliable and resilient telecommunications networks as well as our financial discipline, we can focus on growing the business organically, while investing in accretive acquisitions and continuous innovation. We do all this while also returning capital to investors and maintaining a prudent level of financial leverage. Here are some highlights from across our businesses which illustrate our accomplishments over the past fiscal year and which are presented in more detail later in this annual report.

### Organic growth

**We enhance and extend our broadband networks to offer more evolved services and geographic reach. We also aim to differentiate ourselves from the competition by delivering superior quality service and providing a distinctive and seamless customer experience.**

In fiscal 2022, this meant progress on delivering on our ambitious broadband network expansion program.

In Canada, we collaborated with governments to bridge the digital divide between urban centres and less populated areas in Québec and Ontario. In the United States, we extended fibre services to communities in New Hampshire and West Virginia. To further improve the customer experience across our footprint, we increased investments in network upgrades, broadened digital services and introduced new customer service improvements.

In addition, we strengthened our brand strategy. In the United States, we rebranded our business unit to Breezeline (formerly Atlantic Broadband), to reflect our geographical reach, full product breadth and commitment to convenient customer service. At Cogeco Connexion, our branding efforts focused on elevating our key differentiator as the local brand champion.

### Strategic acquisitions

**Building on our strong track record of successfully integrating regional broadband operators, we continue to seek attractive strategic acquisitions in both the United States and Canada, where we add value through our operational expertise.**

Fiscal 2022 was an important year in this respect. In the United States, Breezeline completed the acquisition of broadband assets in Ohio, transitioned these customers to Breezeline's customers system and is preparing to introduce Breezeline's products and service to these customers.

### Customer-driven innovation

**We continuously enhance our product and service offerings to benefit our customers, fueled in large part by the acceleration of digital initiatives.**

In fiscal 2022, we continued to increase Internet speeds and invested in digital tools to enable more personalized services and improve operational efficiencies. We launched Breezeline Stream TV, a modern IPTV service, in our American market.

In addition, we continue to develop our plans to launch mobile services within our areas of operations in Canada through a capital efficient model.

### Driving sustainable and inclusive growth

Cogeco exists to enrich people's lives through human connection and vibrant communities. Every day, we drive sustainable and inclusive growth through our commitment to digital inclusion and our long-standing tradition of social engagement and community involvement. Our purpose is at the core of our relationships with our stakeholders and is key to delivering long-term value for our shareholders.

At Cogeco, we take immense pride in pursuing our sustainability agenda through the implementation of the best environmental, social and governance (ESG) practices. We have defined our ESG strategy, with commitments centered on reducing our environmental footprint, implementing strong governance practices and supporting our key stakeholders. We continuously monitor our progress from an ESG perspective based on key performance indicators that are reviewed on a regular basis to ensure continued relevance. Our efforts continue to earn us recognition, including being named one of the World's 100 Most Sustainable Corporations and Best 50 Corporate Citizens in Canada, according to Corporate Knights, this past fiscal year. We also made it into the prestigious Sustainability Yearbook 2022 presented by S&P Global for our excellence in implementing best ESG business practices, and received an "A" rating from the internationally recognized organization, CDP, for our leadership in environmental transparency.

### Forging ahead despite current headwinds

Rooted in the communities we serve, we are a growing competitive force in the North American telecommunications sector with a legacy of 65 years. While navigating in an uncertain macroeconomic context with global supply chain disruptions, talent shortages and continued competitive pressure, we are pursuing a fiscally sound growth strategy, building on our core strengths and fueled by our highly engaged teams. Our success relies on listening to our customers' needs, empowering our employees and continuing to make use of our ingenuity to allow us to quickly respond to evolving market demands.

Nothing we have accomplished for the past year would have been possible without our colleagues. They are the beating heart of Cogeco, from Miami Beach, Florida to the Magdalen Islands in Québec, and from North Bay, Ontario to Columbus, Ohio. Our customers are their family, friends, neighbours and local businesses, and through their actions and hard work our colleagues contribute to our mission, vision and sustainable growth objectives. I would like to take this opportunity to recognize the support and stewardship of the Board of Directors and Cogeco Communications' leadership team. I sincerely thank you all for your dedication and hard work over the past year, and for helping Cogeco pursue its growth and success.



**PHILIPPE JETTÉ**  
President & Chief Executive Officer





# 2022 in review

## Enhanced the employee experience

by implementing our FlexWork approach, launching a new training and development framework combined with wellness initiatives, and pursuing key diversity and inclusion initiatives.

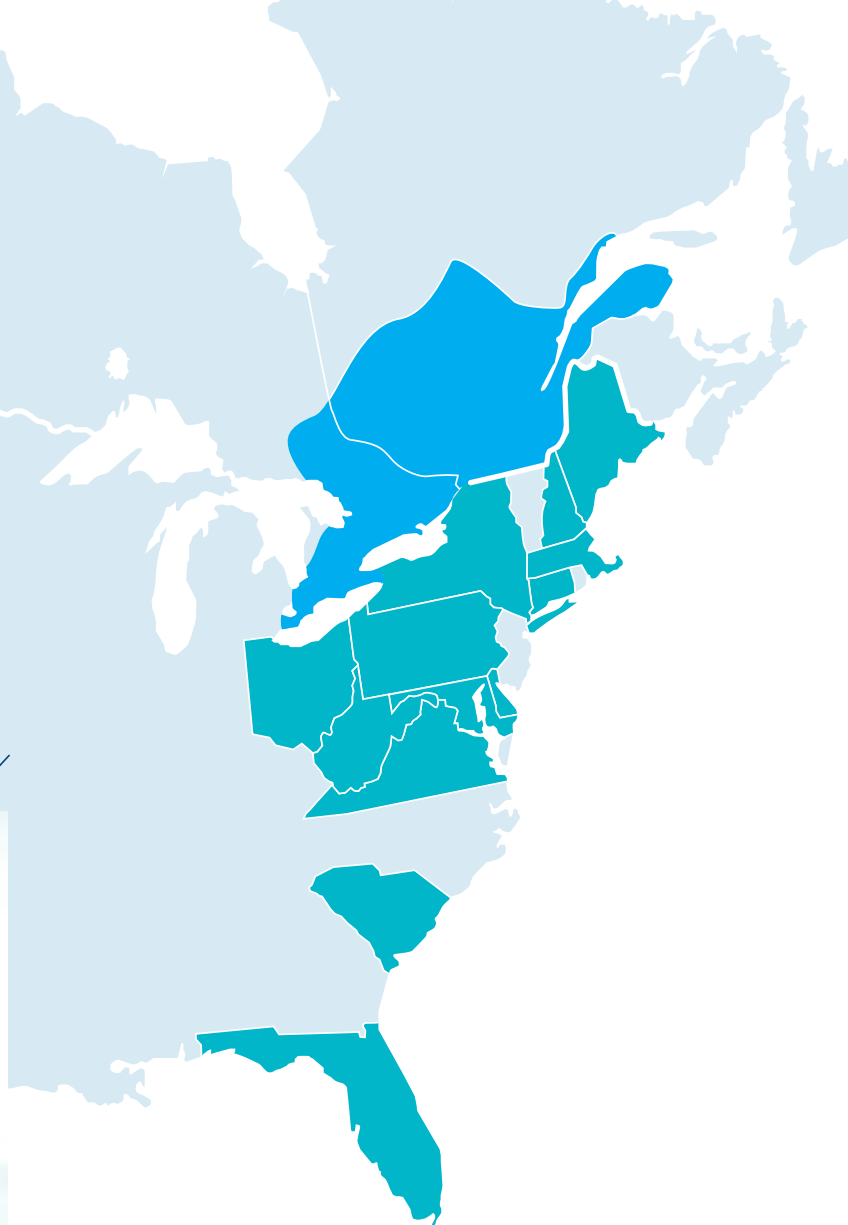


Celebrated our  
65<sup>th</sup> anniversary



## Elevated the customer experience

through enhanced customer care, increased Internet speeds, technology enhancements and new products, such as the launch of our IPTV service in our American market.



## Pursued our ambitious network expansion

by acquiring and integrating the Ohio assets of WOW! and by adding 70,000 homes passed across our network in Canada and the U.S.

Donated **2.1%**  
of our pre-tax profits

to non-profit organizations in our  
communities, to support local initiatives.



## Rebranded Atlantic Broadband to Breezeline

to reflect our growing geographic  
reach in the U.S., our full product  
breadth and our commitment to a  
streamlined customer experience.

Progressed in our  
plans to enter the  
mobile services  
market in Canada.



# Recognized by leading voices in ESG practices. ↓

Sustainability Yearbook  
Member 2022  
**S&P Global**



## Implemented new data analytics initiatives and broadened digital tools and services

to further automate client interactions, improve customer service and drive efficiency.

# MANAGEMENT'S DISCUSSION AND ANALYSIS ("MD&A")

## MD&A

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# 1. FORWARD-LOOKING STATEMENTS

Certain statements contained in this Management's Discussion and Analysis ("MD&A") may constitute forward-looking information within the meaning of securities laws. Forward-looking information may relate to Cogeco Communications Inc.'s ("Cogeco Communications" or the "Corporation") future outlook and anticipated events, business, operations, financial performance, financial condition or results and, in some cases, can be identified by terminology such as "may"; "will"; "should"; "expect"; "plan"; "anticipate"; "believe"; "intend"; "estimate"; "predict"; "potential"; "continue"; "foresee", "ensure" or other similar expressions concerning matters that are not historical facts. Particularly, statements regarding the Corporation's financial guidelines, future operating results and economic performance, objectives and strategies are forward-looking statements. These statements are based on certain factors and assumptions including expected growth, results of operations, purchase price allocation, tax rates, weighted average cost of capital, performance and business prospects and opportunities, which Cogeco Communications believes are reasonable as of the current date. Refer in particular to the "Corporate objectives and strategies" and "Fiscal 2023 financial guidelines" sections of the present MD&A for a discussion of certain key economic, market and operational assumptions we have made in preparing forward-looking statements. While management considers these assumptions to be reasonable based on information currently available to the Corporation, they may prove to be incorrect. Forward-looking information is also subject to certain factors, including risks and uncertainties that could cause actual results to differ materially from what Cogeco Communications currently expects. These factors include risks such as competitive risks, business risks (including potential disruption to our supply chain caused by economic and geopolitical instability resulting from the war in Ukraine and other contributing factors, increasing transportation lead times, scarcity and shortage of input materials and key telecommunication equipment and competition for resources), regulatory risks, technology risks (including cybersecurity), financial risks (including variations in currency and interest rates), economic conditions (including elevated inflation reaching historical highs pressuring revenue, due to reduced consumer spending, and increasing costs), human-caused and natural threats to our network, infrastructure and systems, community acceptance risks, ethical behavior risks, ownership risks, litigation risks and public health and safety, many of which are beyond the Corporation's control. For more exhaustive information on these risks and uncertainties, the reader should refer to the "Uncertainties and main risk factors" section of the present MD&A. These factors are not intended to represent a complete list of the factors that could affect Cogeco Communications and future events and results may vary significantly from what management currently foresees. The reader should not place undue importance on forward-looking information contained in this MD&A which represent Cogeco Communications' expectations as of the date of this MD&A (or as of the date they are otherwise stated to be made) and are subject to change after such date. While management may elect to do so, the Corporation is under no obligation (and expressly disclaims any such obligation) and does not undertake to update or alter this information at any particular time, whether as a result of new information, future events or otherwise, except as required by law.

All amounts are stated in Canadian dollars unless otherwise indicated. This report should be read in conjunction with the Corporation's consolidated financial statements and the notes thereto prepared in accordance with the International Financial Reporting Standards ("IFRS") for the year ended August 31, 2022.

In preparing this MD&A, the Corporation has taken into account information available up to October 27, 2022, the date of this MD&A, unless otherwise indicated. Additional information relating to the Corporation, including its Annual Information Form, is available on the SEDAR website at [www.sedar.com](http://www.sedar.com) or on the Corporation's website at [corpo.cogeco.com](http://corpo.cogeco.com).



## 2. OVERVIEW OF THE BUSINESS

Cogeco Communications is a telecommunications corporation. The Corporation's results are reported in two operating segments: Canadian telecommunications and American telecommunications. In the fourth quarter of fiscal 2022, the Corporation renamed its Canadian and American "broadband services" segments as Canadian and American "telecommunications" segments. Other than the name, no changes were made to the segments' composition. The reporting structure reflects how the Corporation manages its business activities to make decisions about resources to be allocated to the segments and to assess their performance.

### 2.1 CANADIAN AND AMERICAN TELECOMMUNICATIONS SEGMENTS

#### DESCRIPTION OF SERVICES

The Canadian and American telecommunications segments provide a wide range of Internet, video and phone services primarily to residential customers as well as business services across its coverage areas.

The Canadian telecommunications activities are carried out by Cogeco Connexion in the provinces of Québec and Ontario and the American telecommunications activities are carried out by Breezeline (formerly Atlantic Broadband) in 13 states: Connecticut, Delaware, Florida, Maine, Maryland, Massachusetts, New Hampshire, New York, Ohio, Pennsylvania, South Carolina, Virginia and West Virginia.

The following four services represent our core suite of offerings:

**Internet services:** We offer a wide range of Internet packages with top download speeds of up to 1 Gbps for residential customers and 10 Gbps for commercial customers in Canada and the United States. We also offer best-in-class managed Wi-Fi, with new home Wi-Fi solutions launched in fiscal 2021 in both Canada and the United States. These solutions improve the overall customer experience by providing expanded Wi-Fi coverage with enhanced reliability and consistent speed in every area of the home. Both Cogeco Connexion and Breezeline's home Wi-Fi solutions include self-installation devices which are provided to customers on a rental basis and work with any of the available gateways or modems. We also offer a simple and complete security suite and email solutions to our Internet customers with automatic updates to protect their devices. As an added benefit, Internet customers can connect wirelessly to the Internet at no extra cost from designated Wi-Fi Internet hotspots in our Canadian and American footprints.

**Video services:** We offer our customers a full array of digital video services and programming offerings. Our customers have access to a basic service, various digital tier packages, pay-per-view ("PPV") channels, video on demand ("VOD") services, advanced video services and an Internet protocol television ("IPTV") service, launched in Canada in fiscal 2021 and in the United States in fiscal 2022.

**Phone services:** Phone services use internet protocol ("IP") to transport digitized voice signals over the same private network that brings video and Internet services to customers. Residential customers can subscribe to different packages. All residential phone service customers have access to direct international calling and can subscribe to various international long distance plans, voicemail and other popular custom calling features.

**Business services:** We offer to our business customers, depending on the area, a wide range of Internet packages, video services, phone services and other advanced network connectivity services, such as session initiation protocol ("SIP"), primary rate interface ("PRI") trunk solutions and hosted private branch exchange ("HPBX") solutions.

Furthermore, we actively bundle our services into "double play" and "triple play" offerings at competitive prices to promote cross-selling within our customer base and to attract new customers.

#### NETWORKS AND INFRASTRUCTURE

Cogeco Connexion and Breezeline provide residential Internet, video and phone services and business services through advanced fibre optic and two-way telecommunications distribution networks. Cogeco Connexion and Breezeline deliver these services through their own long distance fibre optic systems, advanced hybrid fibre-coaxial ("HFC") telecommunications distribution networks, point-to-point fibre networks and fibre-to-the-home ("FTTH") network technologies.

Cogeco Connexion's distribution network covers a large territory from Western Ontario to Eastern Québec. Breezeline's distribution network covers 13 states along the East Coast of the United States, from Maine to Florida, as well as Pennsylvania and Ohio. Each of Cogeco Connexion and Breezeline's core transport networks have a broad reach and are designed to easily interconnect, at very high speed, their many local distribution systems to video content providers, other public phone networks, software application providers and the Internet.

For residential services, Cogeco Connexion and Breezeline are constantly densifying optical fibres to nodes serving small clusters of homes passed, with multiple fibres per node in most cases, to rapidly increase speed and capacity of the system when necessary. This "just in time" process, known as "node splitting", leads to further improve the quality and reliability while increasing the capacity of two-way services such as Internet, VOD and phone and optimizing the efficiency of capital investments. The HFC distribution infrastructure is designed with radio frequency ("RF") capacity of up to 1 GHz of bandwidth capacity, depending on the market served and customer needs.

This hybrid combination of fibre optic and coaxial cable is the most efficient choice when it comes to delivering high quality networks with judicious capital investments in legacy territories. Cogeco Connexion and Breezeline are also deploying FTTH technology in all new residential developments which meet specific criteria of size, proximity to the existing plant and service penetration rate. Cogeco Connexion and Breezeline's current FTTH deployment utilizes Passive Optical Networking ("PON") technology, as it is a robust solution offering customers symmetrical speeds.

Cogeco Connexion and Breezeline use CableLabs' DOCSIS technology to deliver Internet and business services over HFC networks. DOCSIS has numerous advanced features to ensure a continuous transmission and high quality of service delivery. In addition, this technology provides a flexible and expandable platform to further increase IP transmission speeds and to provide other products such as symmetrical services, which are particularly well suited for commercial customer applications. Cogeco Connexion offers Internet speeds of up to 1 Gbps in approximately 74% of its footprint and at least 120 Mbps in virtually all of its footprint and Breezeline offers up to 1 Gbps Internet speeds to approximately 97% of its footprint of serviceable homes and businesses. Higher speed packages are available to business and on a bespoke basis. Cogeco Connexion and Breezeline intend to continue deploying 1 Gbps speeds in the coming years using the DOCSIS 3.1 technology and selectively deploy DOCSIS 4.0, capable of offering 8 to 10 Gbps download speeds.

Cogeco Connexion and Breezeline's phone service uses VoIP technology which makes it possible to have a telephone conversation over a dedicated Internet IP network instead of dedicated voice transmission lines. IP networks allow the elimination of circuit switching phone and the associated waste of bandwidth. Instead, packet switching is used, whereby IP packets with voice data are sent over the network only when data needs to be sent, for example when a caller is talking. VoIP's advantages over traditional phone include lower costs per call, especially for long-distance calls, and lower infrastructure costs as, once the IP infrastructure is installed, little or no additional phone infrastructure is needed.

## 2.2 CORPORATE OBJECTIVES AND STRATEGIES

# Our Strategy

### Competitive and evolving ecosystem

Our industry and competitive environment are shaped by external forces such as economic conditions, laws and regulations and by new and evolving trends driven by such factors as technological advancements and customer needs and preferences.

The assessment of current and evolving trends is an integral part of our strategic planning process. The onset of the pandemic hastened and amplified the trajectory of many trends representing new and notable opportunities for us. The shift to a more digital society led us to play a greater role in connecting our customers and communities and in closing the digital divide while improving the way we interact with our customers and suppliers, and increasing efficiencies. Customers are focusing beyond mere services and products and prioritizing the total experience, leading us to take further action to provide thoughtful, integrated, seamless and memorable interactions both online and offline. Individuals are looking for greater alignment with their values leading to enhancements in our ways of working and overall employee well-being. Social purpose also took centre stage across industries, providing us with a platform to play an even greater role helping society move forward with long-term success.

In our increasingly competitive and evolving ecosystem, our commitment to excellence endures as evidenced by 65 years of history, dedication and growth.

### Strategy for continued growth

Our growth and value creation activities are focused on growing the business organically, making acquisitions and continuously innovating while returning capital to shareholders and maintaining a prudent level of financial leverage. In order to do so, we leverage our unique North American broadband platform, reliable and resilient networks, innovative products and services, relationships with local communities and customer-centric mindset.



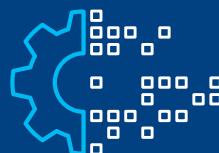
#### Organic

We aim to differentiate ourselves from the competition and deliver superior quality service by providing a distinctive customer experience. We also seek to win in our markets and grow our footprint by extending our network in adjacent areas.



#### Acquisitions

As a consolidator of targeted regional cable operators, we continue to seek attractive strategic acquisitions in both the U.S. and Canada, where we add value through our operational expertise.



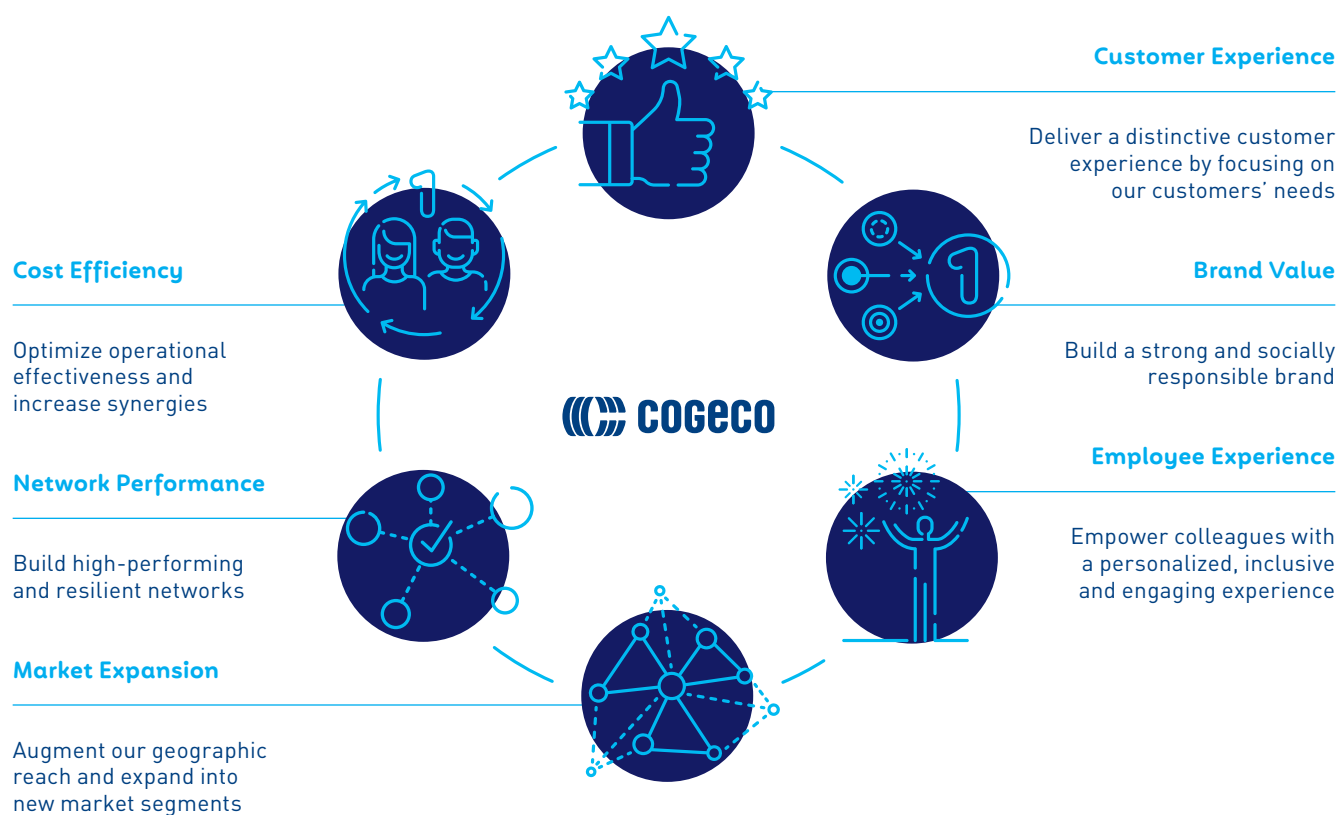
#### Innovation

We continuously enhance our product and customer service offerings to benefit our customers, fueled in large part by the acceleration of digital initiatives. Also, we continue to forge ahead with our plan to enter the Canadian mobile services market through a capital efficient model.



# Growth Pillars

Our vision is to be the organization that delivers the best and most sustainable value to its stakeholders, including its customers, communities, colleagues, suppliers and shareholders. We focus our efforts on six strategic growth pillars:



Cogeco's mission to bring people together through powerful communications and entertainment experiences continues to enable strong strategic focus and discipline. As we move forward with our growth strategy, we recognize the importance of ensuring a strong foundation. For Cogeco, this includes building a solid organizational culture, guided by our core values, and ensuring that robust environmental, social, and governance (ESG) practices are systematically embedded in our growth pillars. Ultimately, Cogeco exists to enrich people's lives through human connection and vibrant communities. Every day, we drive sustainable and inclusive growth through our long-standing tradition of social engagement and community involvement, our commitment to digital inclusion, our leading operating practices as well as our strong commitment to responsible and ethical management. Our purpose is at the core of the relationships with our stakeholders and is a central element of our long-term growth.

Our strategic plan is elaborated in alignment with the growth pillars defined on the previous page. The key achievements and areas of focus of the strategic plan are as follows:

Customer Experience



Progress  
in Fiscal 2022

- Pursued initiatives to enhance customer value proposition through increased Internet speeds, product enhancements and service improvements.
- Continued advancements in consumer analytics, introducing machine learning, to better understand customer needs, improving targeted marketing strategies providing tailored recommendations for personalized offerings.
- Broadened digital services, encouraging customers to use self-care, virtual connect, and diagnostic tools to improve customer experience.
- In our American footprint, launched fibre-to-the-home (FTTH) with symmetrical Internet speeds, cloud-based IPTV (Breezeline Stream TV), a mobile app (My Breezeline), and a new managed Wi-Fi solution (WiFi Your Way) for homes and businesses.
- In our Canadian footprint, pursued improvements to IPTV platform (EPICO), improved experience in the home with Wi-Fi 6, revamped the self-installation process, and introduced intelligent routing in our Interactive Voice Response (IVR) system.



Focus  
in Fiscal 2023

Continue to enhance our service and product offering to provide our customers with a distinctive experience that anticipates and delivers on their evolving expectations.

## Brand Value



### Progress in Fiscal 2022

- Strengthened our brand strategy in Canada to elevate our key differentiator, the local brand champion, at every touchpoint. Developed a refreshed visual brand platform while increasing awareness of fibre deployment in greenfield markets.
- Rebranded Atlantic Broadband to Breezeline, in the United States, to reflect the growing geographic reach, full product breadth and commitment to a streamlined customer experience. Successfully launched a campaign to raise brand awareness and familiarity.
- Continued to elevate public relations, social media presence and optimize media investments to both acquire and retain customers.
- Received several sustainability recognitions such as being named among the World's 100 Most Sustainable Corporations by Corporate Knights. Leveraged our leadership in ESG practices and strong community involvement to further strengthen our brand.
- Pursued our philanthropic strategy and community impact initiatives focused on education, environment and inclusion. In both Canada and the United States, partnered with non-profit organizations to foster digital inclusion. Also held a company-wide Community Involvement Day focused on tree planting activities across our footprint.



### Focus in Fiscal 2023

Pursue our customer-focused brand investments, ESG leadership and community involvement, to build a strong and socially responsible brand that is the preferred choice in our markets.

## Employee Experience



### Progress in Fiscal 2022

- Implemented hybrid working principles called FlexWork and a new teleworking policy to provide greater flexibility and help employees balance their personal and professional lives, while achieving the Corporation's objectives and growth strategy.
- Launched a new dynamic employee engagement survey platform increasing our global engagement score through two-way employee communications and more frequent feedback.
- Offered enriching professional development activities to build competencies and skills through our new 1Cogeco LEAD training and development framework combined with wellness initiatives.
- Pursued diversity and inclusion initiatives, including new training modules, and established new employee-led Employee Resource Groups (ERGs) to drive engagement and foster a sense of belonging.
- Implemented an integrated, engaging and interactive modern intranet which enhances the employee experience by offering easy-to-access targeted and relevant content, enabling collaborative communities while providing a common vision.



### Focus in Fiscal 2023

Deliver an employee experience in a flexible and collaborative environment that drives performance, fosters well-being and supports our customer-centric culture.

## Market Expansion



### Progress in Fiscal 2022

- Initiated the construction of several fibre-to-the-home network expansion projects in underserved and unserved markets in Québec and Ontario, in conjunction with the provincial and federal governments.
- Initiated the expansion of fibre-to-the-home networks in New Hampshire and West Virginia, adjacent to our operations.
- Continued integrating the Ohio broadband systems.
- Progressed on developing our plans to enter the Canadian mobile services market through a capital efficient model.



### Focus in Fiscal 2023

Execute our ambitious market expansion strategy, continue collaboration with governments to bridge the digital divide, capture acquisition opportunities, and pursue our plans to enter the mobile market in Canada.



## Network Performance



### Progress in Fiscal 2022

- Continued the deployment of 1 Gbps Internet service, now offered in virtually all of the United States and the majority of the Canadian footprints.
- Increased investments in network upgrades (e.g. headends, power supplies) designed to improve technical stability, enhance performance monitoring, reduce network outages, and accelerate response time.
- Pursued deployment of preventive network maintenance initiatives, added network capacity and further strengthened redundancy.
- Launched technology enhancements to improve in-home Wi-Fi and increase coverage in the home.
- Introduced upgrades to our IPTV entertainment service, EPICO, in Québec and Ontario, improving the customer experience and proactive outage prevention.



### Focus in Fiscal 2023

Continue to invest in ensuring the reliability and resilience of our infrastructures, and in delivering high performing networks.

## Cost Efficiency



### Progress in Fiscal 2022

- Implemented data analytics initiatives to further automate and improve management of content and customer interactions aimed at driving efficiency.
- Pursued innovative approaches in our procurement strategy to further drive cost optimization and agility while integrating strong ESG practices across our supply chain.
- Provided our customer-facing teams with tailored analysis of customer call history leading to decreased truck rolls and reducing overall number of calls.
- Measured customer satisfaction in real time at every touchpoint of the customer journey (store, online, contact centre agents, etc.), to better understand customer priorities and where to optimize investments.
- Broadened digital tools and services enabling more personalized services and improved operational efficiencies.



### Focus in Fiscal 2023

Enhance operational excellence and accelerate cost optimization to enable further efficiencies and savings.

## 2.3 BUSINESS DEVELOPMENTS

### Update on Cogeco Communications' plan to enter the mobile market in Canada

On April 15, 2021, the CRTC released a decision related to mobile virtual network operator ("MVNO") regulation, requiring Canada's incumbent wireless providers to provide access to their networks to regional wireless carriers in Tier 4 spectrum licence areas where they own spectrum. On October 19, 2022, the CRTC released a follow-up decision establishing the terms and conditions of the service that will support the deployment of MVNOs, and directed incumbent carriers to make changes to the wholesale MVNO access terms and conditions in the tariffs they had proposed. The CRTC also clarified that, in order to be eligible for the MVNO access service, regional carriers must not only satisfy the previously established criteria of owning spectrum at the Tier 4 level or higher in a given Tier 4 licence area, but must also be actively offering mobile wireless services commercially to retail customers somewhere in Canada. While the Corporation owns spectrum covering 91% of its Canadian operating footprint, it does not currently offer mobile wireless services commercially to retail customers.

The Corporation remains interested, as part of its growth strategy, in offering mobile services on its operating footprint in order to offer a wider range of telecommunications services. The approval by the CRTC of reasonable wholesale MVNO access tariffs, as well as the Corporation securing satisfactory wholesale rates for access to incumbent wireless networks, will be critical as the Corporation prepares its next steps.

For further details, please refer to the "Uncertainties and main risk factors" section.

### High-speed Internet network expansion in Canada and the United States

As part of its plan to pursue its growth and to extend its high-speed Internet coverage and to provide Internet access in underserved and unserved areas, the Corporation continued during fiscal 2022 the acceleration of its high-speed Internet network expansion projects in both Canada and the United States, in collaboration with governments from both countries. During fiscal 2022, Internet network expansion projects added 70,000 homes passed in total in Canada and the United States.

In Canada, over the past years, Cogeco Connexion announced investments in several high-speed Internet network expansion projects in Québec and Ontario. In addition to the 13 high-speed Internet network expansion projects in several regions of Québec announced last year, Cogeco Communications announced in August 2022 that Cogeco Connexion will carry out six new high-speed Internet network expansion projects in several regions of Ontario as part of the Ontario's Accelerated High Speed Internet Program (AHSIP), which will benefit 37 municipalities and will connect over 13,800 homes and businesses. These digital infrastructure investment projects are scheduled to be completed by the end of calendar year 2025. Overall network expansion projects, including those in unserved or underserved areas in collaboration with the provincial and federal governments of Ontario and Québec, should add over 150,000 homes to the Canadian network. This equates to an 8% increase in Canadian homes passed, with 2% already added in fiscal 2022, and a 3% increase expected in fiscal 2023, 1% in fiscal 2024 and 2% in fiscal 2025. The Corporation is aiming to achieve a customer penetration rate of 50% over the three years following the construction of each project.

In the United States, Breezeline continued its geographical fibre-to-the-home network expansion in adjacent cities with attractive demographic and economic growth, including those recently announced in multiple communities in New Hampshire and West Virginia. Overall, networks expansion projects should add over 110,000 homes to the U.S. network, with 4% homes passed already added in fiscal 2022 and 5% expected in fiscal 2023. The Corporation is aiming to achieve a customer penetration rate of 36% over the three years following the construction of each project.

### Atlantic Broadband changed its name to Breezeline

On January 10, 2022, the American telecommunications segment announced a full rebrand, changing its operating name to Breezeline (formerly Atlantic Broadband). The name change reflects the segment's commitment to an easy and convenient customer experience, while better representing the segment's geographic reach and full product breadth. Furthermore, Breezeline has also rebranded, effective May 9, 2022, its recently acquired broadband systems in Cleveland and Columbus, Ohio, which had been operating as WOW!

### Amendment of the \$750 million Term Revolving Facility into a sustainability-linked loan

On December 17, 2021, Cogeco Communications amended and extended its \$750 million Term Revolving Facility to January 24, 2027. As part of the amendments, Cogeco Communications transitioned its revolving facility into a sustainability-linked loan ("SLL") structure, underscoring its strong leadership and dedication to sustainability and the organization's Environmental, social and governance (ESG) goals. On the same day, Cogeco, the parent company, also announced the amendment and extension of its term revolving facility. Both Cogeco's and Cogeco Communications' revolving facilities represent the first syndicated SLL in Canada within the telecommunications and media sectors.

The SLL facilities incorporate ESG-linked incentive pricing terms which reduce or increase the cost of funding, depending on the annual performance against specific targets related to Cogeco's GHG annual emissions reduction and digital inclusion initiatives by deploying high-speed Internet networks in underserved and unserved areas of Canada over a three-year period.

### **Acquisition of WideOpenWest's Ohio broadband systems**

On September 1, 2021, Breezeline (formerly Atlantic Broadband), completed the acquisition of the broadband systems of WideOpenWest, Inc. ("WOW!") located in Ohio ("Ohio broadband systems") for a purchase price of \$1.418 billion (US\$1.125 billion), subject to customary post-closing adjustments. The transaction was executed through an asset purchase agreement. With the closing of this transaction, Breezeline is expanding its activities in Ohio and significantly growing its customer base.

The purchase price and transaction costs have been financed through the issuance of a US\$900 million senior secured Term B loan maturing in September 2028 and excess cash on hand. During the fourth quarter of fiscal 2022, the Corporation finalized the purchase price allocation. Further details on the Ohio broadband systems acquisition, including the purchase price allocation, can be found in Note 6 of the consolidated financial statements for the year ended August 31, 2022.

### **Issuance of \$500 million senior secured notes**

On September 20, 2021, Cogeco Communications completed, pursuant to a private placement, the issuance of \$500 million senior secured notes, bearing interest at 2.991% and maturing in September 2031. Cogeco Communications used the net proceeds of the offering to fund spectrum auction spend, repay existing indebtedness and for other general corporate purposes. The senior secured notes are direct and unsubordinated secured debt obligations of Cogeco Communications and rank equally and pari passu, with all other secured senior indebtedness of Cogeco Communications.

### **Final payment for the 3500 MHz band spectrum licences**

Following the 3500 MHz band auction held by Innovation, Science and Economic Development ("ISED") Canada which ended on July 23, 2021, Cogeco Connexion acquired 38 spectrum licences, for a total purchase price of \$295 million. In accordance with the terms and conditions of the spectrum auction, the Corporation's first deposit of \$59 million, representing 20% of the total purchase price, was paid to ISED Canada, on August 13, 2021. On December 16, 2021, the Corporation made the \$236 million final payment. The unsecured letter of credit of \$150 million, submitted in connection with this transaction, was cancelled on December 20, 2021, following the final payment.

## **2.4 OPERATING ENVIRONMENT**

The current global economic and political instability has resulted in rising inflation and interest rates and, for certain purchased products, more scarcity and longer delivery lead times. While we are proactively working at minimizing the impact on the Corporation, we expect the combination of those elements to continue to put pressure on revenue, as some customers seek ways to reduce their monthly spending, and on the costs to deliver our services.

While the Corporation experienced sustained demand for its residential high-speed Internet product in the context of the COVID-19 pandemic restrictions, a softening of the market is being observed with the re-opening of the economy and a return to the workplace. Although we have conducted our operations normally during the recent quarters, we will remain vigilant should the situation change in the future.

The Corporation's results discussed herein may not be indicative of future operational trends and financial performance. Please refer to the "Forward-looking statements" section.

## 2.5 KEY PERFORMANCE INDICATORS

The following key performance indicators are closely monitored to ensure that business strategies and objectives are closely aligned with shareholder value creation. The key performance indicators are not measurements in accordance with IFRS and should not be considered an alternative to other measures of performance in accordance with IFRS. The Corporation's method of calculating key performance indicators may differ from other companies and, accordingly, these key performance indicators may not be comparable to similar measures presented by other companies. The Corporation measures its performance, with regard to these objectives, by monitoring revenue, adjusted EBITDA, net capital expenditures, capital intensity and free cash flow on a constant currency basis. The Corporation also measures net capital expenditures, capital intensity and free cash flow excluding network expansion projects as it provides a common basis for comparing the impact of the net capital expenditures prior to the acceleration of the network expansion projects in fiscal 2022. Excluding the impact of net capital expenditures in connection with network expansion projects does not imply it is non-recurring.

| (In millions of Canadian dollars, except percentages)                  | Fiscal 2022 performance and results |                          |        |                          | Fiscal 2022 projections<br>(constant currency) | Achievement of<br>the revised<br>projections |
|--|-------------------------------------|--------------------------|--------|--------------------------|--|--|
|  |                                     |                          |        |                          |  |  |
|  |                                     |                          |        |                          | April 13, 2022<br>Revised projections          |  |
|  |                                     |                          |        |                          |  |  |
|  | Actuals                             | In constant currency     |        |                          |  |  |
|  | \$                                  | % increase<br>(decrease) | \$     | % increase<br>(decrease) |  |  |
| Financial guidelines   |                                     |                          |        |                          |  |  |
| Revenue  | 2,901                               | 15.5                     | 2,898  | 15.4                     | Increase of 15% to 17%                         | Achieved                                     |
| Adjusted EBITDA <sup>(2)</sup>   | 1,393                               | 15.5                     | 1,393  | 15.5                     | Increase of 14% to 16%                         | Achieved                                     |
| Profit for the year <sup>(6)</sup>                                     | 454                                 | 5.1                      | N/A    | N/A                      | N/A  | N/A  |
| Net capital expenditures <sup>(2)</sup>                                | 689                                 | 29.2                     | 685    | 28.5                     | \$720 to \$750                                 | Lower  |
| Acquisition of property, plant and equipment <sup>(6)</sup>            | 745                                 | 38.5                     | N/A    | N/A                      | N/A  | N/A  |
| Capital intensity <sup>(2)</sup>                                       | 23.8 %                              |                          | 23.6 % |                          | Approximately 25%                              | Lower  |
| Capital intensity, excluding network expansion projects <sup>(2)</sup> | 18.3 %                              |                          | 18.3 % |                          | Approximately 19% <sup>(7)</sup>               | Achieved                                     |
| Free cash flow <sup>(2)</sup>  | 424                                 | (12.8)                   | 428    | (12.1)                   | Decrease of 13% to 23%                         | Surpassed                                    |
| Free cash flow, excluding network expansion projects <sup>(2)</sup>    | 582                                 | 19.5                     | 584    | 19.9                     | Increase of 16% to 26% <sup>(7)</sup>          | Achieved                                     |
| Cash flows from operating activities <sup>(6)</sup>                    | 1,240                               | 21.7                     | N/A    | N/A                      | N/A  | N/A  |

(1) Actual results and projections are presented in constant currency based on fiscal 2021 average foreign exchange rate of 1.2691 USD/CDN.

(2) Adjusted EBITDA and net capital expenditures are total of segments measures. Capital intensity is a supplementary financial measure. Constant currency basis, free cash flow and free cash flow, excluding network expansion projects, are non-IFRS financial measures. Change in constant currency and capital intensity, excluding network expansion projects, are non-IFRS ratios. These indicated terms do not have standardized definitions prescribed by International Financial Reporting Standards ("IFRS") and, therefore, may not be comparable to similar measures presented by other companies. For more information on these financial measures, including references to the specific sections within the MD&A, as applicable, for the reconciliations to the most directly comparable IFRS financial measures, please consult the "Non-IFRS and other financial measures" section.

(3) Fiscal 2022 financial guidelines were revised at the time of issuing fiscal 2022 second-quarter results following a reduction of capital expenditures projections and a corresponding increase in projected free cash flow.

(4) Includes approximately \$180 to \$200 million in network expansion projects, net of government subsidies, and approximately \$30 million of acquisition and integration costs in connection with the acquisition of the Ohio broadband systems. The assumed current income tax effective rate is approximately 11%.

(5) Percentage of changes compared to fiscal 2021.

(6) These are presented as the most directly comparable IFRS financial measures and are not presented as part of the Corporation's fiscal 2022 projections.

(7) Calculated based on an estimated range of net capital expenditures, excluding network expansion projects, between \$535 to \$555 million. The increase in free cash flow, excluding the network expansion projects, is calculated by taking into consideration the fiscal 2022 net capital expenditures in connection with network expansion projects, compared to the fiscal 2021 actual free cash flow, in order to provide a common basis for comparing the impact of the net capital expenditures prior to the acceleration of the network expansion projects in fiscal 2022.

The Corporation achieved its revenue and adjusted EBITDA growth projections mainly as a result of both the Canadian and American telecommunications segments being in line with expectations. Revenue and adjusted EBITDA growth were driven by the Ohio broadband systems and DERYtelecom acquisitions, combined with organic revenue growth in both segments.

During fiscal 2022, net capital expenditures in connection with network expansion projects amounted to \$156 million in constant currency (\$157 million as reported), compared to the expected \$180 to \$200 million. Capital expenditures were lower than planned as a result of a slower construction pace mainly due to supply chain and labor shortages impacting many industries. Excluding fiscal 2022 network expansion projects, the Corporation achieved its capital intensity and free cash flow projections.

As for the free cash flow, the Corporation surpassed its projections mainly due to lower net capital expenditures, as explained above.

For further details on the Corporation's operating results, please refer to the "Operating and financial results", the "Segmented operating and financial results" and the "Cash flows analysis" sections.



## 2.6 THREE-YEAR ANNUAL FINANCIAL HIGHLIGHTS

| Years ended August 31,  | 2022          | 2021 <sup>(1)</sup> | 2020          |
|---|---------------|---------------------|---------------|
| (In thousands of Canadian dollars, except percentages and per share data) | \$            | \$                  | \$            |
| <b>Operations</b>   |               |                     |               |
| Revenue   | 2,900,654     | 2,510,453           | 2,384,283     |
| Adjusted EBITDA <sup>(2)</sup>  | 1,393,062     | 1,205,656           | 1,148,729     |
| Adjusted EBITDA margin <sup>(2)</sup>                                     | 48.0 %        | 48.0 %              | 48.2 %        |
| Acquisition, integration, restructuring and other costs                   | 34,942        | 8,744               | 9,486         |
| Profit for the year   | 453,756       | 431,647             | 396,591       |
| Profit for the year attributable to owners of the Corporation             | 423,299       | 401,517             | 375,174       |
| <b>Cash flow</b>  |               |                     |               |
| Cash flows from operating activities                                      | 1,240,282     | 1,019,059           | 917,819       |
| Free cash flow <sup>(2)</sup>   | 424,358       | 486,877             | 455,436       |
| Acquisition of property, plant and equipment                              | 744,655       | 537,660             | 483,990       |
| Net capital expenditures <sup>(1) (2)</sup>                               | 688,913       | 533,186             | 483,990       |
| <b>Capital intensity <sup>(2)</sup></b>                                   | <b>23.8 %</b> | <b>21.2 %</b>       | <b>20.3 %</b> |
| <b>Financial condition</b>  |               |                     |               |
| Cash and cash equivalents   | 370,899       | 549,054             | 366,497       |
| Total assets  | 9,278,509     | 7,351,692           | 6,804,197     |
| Long-term debt  |               |                     |               |
| Current   | 339,096       | 225,344             | 29,569        |
| Non-current   | 4,334,373     | 3,046,872           | 3,087,033     |
| Net indebtedness <sup>(2)</sup>   | 4,489,330     | 2,954,188           | 2,813,429     |
| Long-term financial liabilities <sup>(3)</sup>                            | 4,334,373     | 3,088,872           | 3,154,408     |
| Equity attributable to owners of the Corporation                          | 2,751,080     | 2,415,144           | 2,268,246     |
| <b>Per share data <sup>(4)</sup></b>                                      |               |                     |               |
| Earnings per share  |               |                     |               |
| Basic   | 9.16          | 8.47                | 7.74          |
| Diluted   | 9.09          | 8.40                | 7.67          |
| Dividends   | 2.82          | 2.56                | 2.32          |

(1) Comparative figures have been restated following the application of the IFRS Interpretations Committee issued agenda decision *Demand Deposits with Restrictions on Use arising from a Contract with a Third Party (IAS 7 Statement of Cash Flows)* during the third quarter of fiscal 2022. Furthermore, the Corporation also changed the label of its "Acquisition of property, plant and equipment" key performance indicator measure to "Net capital expenditures" following this application. For further details, refer to the "Accounting policies" section.

(2) Adjusted EBITDA and net capital expenditures are total of segments measures. Capital intensity and adjusted EBITDA margin are supplementary financial measures. Free cash flow is a non-IFRS financial measure. Net indebtedness is a capital management measure. These indicated terms do not have standardized definitions prescribed by IFRS and, therefore, may not be comparable to similar measures presented by other companies. For more information on these financial measures, including references to the specific sections within the MD&A, as applicable, for the reconciliations to the most directly comparable IFRS financial measures, please consult the "Non-IFRS and other financial measures" section.

(3) Long-term financial liabilities include long-term debt and derivative financial instruments.

(4) Per multiple and subordinate voting shares.

## 3. CONSOLIDATED OPERATING AND FINANCIAL RESULTS

### 3.1 OPERATING RESULTS

| Years ended August 31,<br>(In thousands of Canadian dollars, except percentages) | 2022 <sup>(1)</sup> | Foreign<br>exchange<br>impact | 2022<br>in constant<br>currency <sup>(2)</sup> | 2021      | Change |                            |
|--|---------------------|-------------------------------|--|-----------|--------|----------------------------|
|  |                     |                               |  |           | Actual | In<br>constant<br>currency |
|  | \$                  | \$                            | \$   | \$        | %      | %                          |
| Revenue  | 2,900,654           | (2,881)                       | 2,897,773                                      | 2,510,453 | 15.5   | 15.4                       |
| Operating expenses   | 1,485,292           | (2,460)                       | 1,482,832                                      | 1,281,332 | 15.9   | 15.7                       |
| Management fees – Cogeco Inc.  | 22,300              | —                             | 22,300   | 23,465    | (5.0)  | (5.0)                      |
| Adjusted EBITDA  | 1,393,062           | (421)                         | 1,392,641                                      | 1,205,656 | 15.5   | 15.5                       |
| Adjusted EBITDA margin   | 48.0 %              |                               |  | 48.0 %    |        |                            |

(1) For fiscal 2022, the average foreign exchange rate used for translation was 1.2718 USD/CDN.

(2) Fiscal 2022 in constant currency is translated at the average foreign exchange rate of fiscal 2021, which was 1.2691 USD/CDN.

### REVENUE

| Years ended August 31,<br>(In thousands of Canadian dollars, except percentages) | 2022      | 2021      | Change | Change in<br>constant<br>currency | Foreign<br>exchange<br>impact <sup>(1)</sup> |
|--|-----------|-----------|--------|-----------------------------------|--|
|  | \$        | \$        | %      | %                                 | \$   |
| Canadian telecommunications  | 1,440,276 | 1,393,097 | 3.4    | 3.4                               | —  |
| American telecommunications  | 1,460,378 | 1,117,356 | 30.7   | 30.4                              | (2,881)                                      |
|  | 2,900,654 | 2,510,453 | 15.5   | 15.4                              | (2,881)                                      |

(1) Foreign exchange impact is a non-IFRS financial measure. This indicated term does not have a standardized definition prescribed by IFRS and, therefore, may not be comparable to similar measures presented by other companies. For more information on this financial measure, including references to the specific sections within the MD&A, as applicable, for the reconciliations to the most directly comparable IFRS financial measures, please consult the "Non-IFRS and other financial measures" section.

Fiscal 2022 revenue increased by 15.5% (15.4% in constant currency), mainly resulting from:

- the Ohio broadband systems acquisition completed on September 1, 2021, which contributed to the revenue growth in the American telecommunications segment;
- the DERYtelecom acquisition completed on December 14, 2020, which contributed to the revenue growth in the Canadian telecommunications segment;
- organic revenue growth in both the American and Canadian telecommunications segments, driven by the cumulative effect of high-speed Internet service additions over the past year through organic growth and a higher value product mix; and
- last year's retroactive adjustment of \$4.6 million recognized as a reduction of revenue during the third quarter of fiscal 2021 following the CRTC's decision on aggregated wholesale Internet rates, within the Canadian telecommunications segment.

For further details on the Corporation's revenue, please refer to the "Segmented operating and financial results" section.

## OPERATING EXPENSES

| Years ended August 31,                                 | 2022      | 2021      | Change | Change in constant currency | Foreign exchange impact |
|--|-----------|-----------|--------|-----------------------------|-------------------------|
| (In thousands of Canadian dollars, except percentages) | \$        | \$        | %      | %                           | \$                      |
| Canadian telecommunications                            | 665,732   | 642,568   | 3.6    | 3.5                         | (374)                   |
| American telecommunications                            | 783,704   | 605,856   | 29.4   | 29.0                        | (2,086)                 |
| Corporate and eliminations                             | 35,856    | 32,908    | 9.0    | 9.0                         | —                       |
|  | 1,485,292 | 1,281,332 | 15.9   | 15.7                        | (2,460)                 |

Fiscal 2022 operating expenses increased by 15.9% (15.7% in constant currency), mainly attributable to:

- higher operating expenses in the American telecommunications segment, mainly resulting from the Ohio broadband systems acquisition, higher marketing and advertising expenses including costs incurred in connection with the rebranding of Atlantic Broadband to Breezeline and higher operating expenses to drive and support customer growth, partly offset by reduced video services costs;
- higher operating expenses in the Canadian telecommunications segment, mainly resulting from the DERYtelecom acquisition, higher overall operating expenses associated with the revenue growth, partly offset by lower marketing expenses; and
- higher corporate costs, primarily due to initiatives undertaken to support the Corporation's future growth and strategies.

For further details on the Corporation's operating expenses, please refer to the "Segmented operating and financial results" section.

## MANAGEMENT FEES

Fiscal 2022 management fees paid to Cogeco Inc. ("Cogeco") reached \$22.3 million compared to \$23.5 million for fiscal 2021. For further details on the Corporation's management fees, please refer to the "Related party transactions" section.

## ADJUSTED EBITDA

| Years ended August 31,                                 | 2022      | 2021      | Change | Change in constant currency | Foreign exchange impact |
|--|-----------|-----------|--------|-----------------------------|-------------------------|
| (In thousands of Canadian dollars, except percentages) | \$        | \$        | %      | %                           | \$                      |
| Canadian telecommunications                            | 774,544   | 750,529   | 3.2    | 3.2                         | 374                     |
| American telecommunications                            | 676,674   | 511,500   | 32.3   | 32.1                        | (795)                   |
| Corporate and eliminations                             | (58,156)  | (56,373)  | (3.2)  | (3.2)                       | —                       |
|  | 1,393,062 | 1,205,656 | 15.5   | 15.5                        | (421)                   |

Fiscal 2022 adjusted EBITDA increased by 15.5%, as reported and in constant currency, mainly as a result of:

- an increase in the American telecommunications segment, mainly resulting from the Ohio broadband systems acquisition and organic revenue growth, partly offset by higher marketing and advertising expenses, including Breezeline's rebranding costs, to continue to drive and support customer growth; and
- an increase in the Canadian telecommunications segment, mainly resulting from the DERYtelecom acquisition and organic growth; partly offset by
- higher corporate costs.

For further details on the Corporation's adjusted EBITDA, please refer to the "Segmented operating and financial results" section.

## 3.2 ACQUISITION, INTEGRATION, RESTRUCTURING AND OTHER COSTS

Fiscal 2022 acquisition, integration, restructuring and other costs amounted to \$34.9 million, mostly related to:

- acquisition and integration costs incurred in connection with the acquisition, completed on September 1, 2021, of the Ohio broadband systems;
- restructuring costs associated with organizational changes during the fourth quarter of fiscal 2022 within the Canadian telecommunications segment, resulting in cost optimization;
- costs associated with configuration and customization related to cloud computing arrangements; and
- integration costs related to the DERYtelecom acquisition.

Fiscal 2021 acquisition, integration, restructuring and other costs amounted to \$8.7 million, mostly related to:

- costs incurred in connection with the acquisition, completed on December 14, 2020, and integration of DERYtelecom; and
- due diligence costs and legal fees related to the acquisition of the Ohio broadband systems, which was completed on September 1, 2021.

## 3.3 DEPRECIATION AND AMORTIZATION

| Years ended August 31,  | 2022    | 2021    | Change |
|---|---------|---------|--------|
| <i>(In thousands of Canadian dollars, except percentages)</i> | \$      | \$      | %      |
| Depreciation of property, plant and equipment                 | 564,935 | 466,639 | 21.1   |
| Amortization of intangible assets                             | 56,149  | 43,737  | 28.4   |
|   | 621,084 | 510,376 | 21.7   |

Fiscal 2022 depreciation and amortization expense increased by 21.7%, mainly as a result of the acquisition of the Ohio broadband systems, combined with a higher level of capital expenditures.

## 3.4 FINANCIAL EXPENSE

| Years ended August 31,   | 2022    | 2021    | Change |
|--|---------|---------|--------|
| <i>(In thousands of Canadian dollars, except percentages)</i>                  | \$      | \$      | %      |
| Interest on long-term debt, excluding interest on lease liabilities            | 184,492 | 126,058 | 46.4   |
| Interest on lease liabilities  | 1,285   | 1,310   | (1.9)  |
| Net foreign exchange loss (gain)   | 185     | (957)   | —      |
| Amortization of deferred transaction costs related to the revolving facilities | 657     | 762     | (13.8) |
| Other  | 998     | (3,010) | —      |
|  | 187,617 | 124,163 | 51.1   |

Fiscal 2022 financial expense increased by 51.1%, mainly due to:

- higher outstanding debt following the issuance of a US\$900 million senior secured Term B loan to finance the Ohio broadband systems acquisition completed on September 1, 2021 and the issuance of \$500 million senior secured notes on September 20, 2021;
- a non-recurring \$5.9 million favourable reversal in fiscal 2021 of a previously recognized provision upon reaching a settlement; and
- higher interest expense on the floating interest rate portion of the Senior Secured Term Loan B Facility, mainly resulting from the increase in interest rates; partly offset by
- lower interest expense following the reimbursement of the \$200 million Senior Secured Debentures Series 3 in February 2022.



### 3.5 INCOME TAXES

| Years ended August 31,                                 | 2022   | 2021    | Change |
|--|--------|---------|--------|
| (In thousands of Canadian dollars, except percentages) | \$     | \$      | %      |
| Current  | 69,513 | 65,070  | 6.8    |
| Deferred   | 26,150 | 65,656  | (60.2) |
| Income taxes   | 95,663 | 130,726 | (26.8) |
| Effective income tax rate                              | 17.4 % | 23.2 %  | (25.0) |

Fiscal 2022 income tax expense decreased by 26.8%, mainly as a result of:

- an \$11.9 million adjustment recognized in the first quarter of fiscal 2022 following the Ohio broadband systems acquisition, which reduced the blended state income tax rate, enabling the Corporation to recognize a reduction of deferred tax liability related to U.S. temporary tax differences;
- other tax benefits from the Ohio broadband systems acquisition;
- an \$8.5 million tax benefit recognized in the fourth quarter of fiscal 2022 following a change in tax rate, signed into law on July 8, 2022, to reduce the corporate net income tax rate in the state of Pennsylvania from 9.99% to 4.99% by decreasing it by 0.5% annually until 2031, effective for the Corporation on September 1, 2023; and
- the decrease in profit before income taxes.

### 3.6 PROFIT FOR THE YEAR

| Years ended August 31,  | 2022    | 2021    | Change |
|---|---------|---------|--------|
| (In thousands of Canadian dollars, except percentages and earnings per share) | \$      | \$      | %      |
| Profit for the year   | 453,756 | 431,647 | 5.1    |
| Profit for the year attributable to owners of the Corporation                 | 423,299 | 401,517 | 5.4    |
| Profit for the year attributable to non-controlling interest <sup>(1)</sup>   | 30,457  | 30,130  | 1.1    |
| Basic earnings per share  | 9.16    | 8.47    | 8.1    |
| Diluted earnings per share  | 9.09    | 8.40    | 8.2    |

(1) The non-controlling interest relates to the 21% ownership of Caisse de dépôt et placement du Québec ("CDPQ") in a U.S. subsidiary.

Fiscal 2022 profit for the year and profit for the year attributable to owners of the Corporation increased by 5.1% and 5.4%, respectively, as a result of:

- higher adjusted EBITDA; and
- lower income tax expense; partly offset by
- higher depreciation and amortization expense, mainly as a result of the Ohio broadband systems acquisition, combined with a higher level of capital expenditures;
- higher financial expense, mainly due to an increased debt level, in part to finance the Ohio broadband systems acquisition; and
- higher acquisition, integration, restructuring and other costs, mainly resulting from the Ohio broadband systems acquisition.

## 4. SEGMENTED OPERATING AND FINANCIAL RESULTS

The Corporation's results are reported in two operating segments: Canadian telecommunications and American telecommunications. In the fourth quarter of fiscal 2022, the Corporation renamed its Canadian and American "broadband services" segments as Canadian and American "telecommunications" segments. Other than the name, no changes were made to the segments' composition. The reporting structure reflects how the Corporation manages its business activities to make decisions about resources to be allocated to the segments and to assess their performance.

In the fourth quarter of fiscal 2022, the Corporation also changed the label of its "telephony" service to "phone" service. Moreover, following the application of the IFRS Interpretations Committee issued agenda decision *Demand Deposits with Restrictions on Use arising from a Contract with a Third Party (IAS 7 Statement of Cash Flows)* during the third quarter of fiscal 2022, the Corporation changed the label of its "Acquisition of property, plant and equipment" measure to "Net capital expenditures". For further details on the application of this agenda decision, refer to the "Accounting policies" section.

### 4.1 CANADIAN TELECOMMUNICATIONS

#### OPERATING AND FINANCIAL RESULTS

| Years ended August 31,<br>(In thousands of Canadian dollars, except percentages) | 2022 <sup>(1)</sup> | Foreign<br>exchange<br>impact | 2022<br>in constant<br>currency <sup>(2)</sup> | 2021      | Change |                            |
|--|---------------------|-------------------------------|--|-----------|--------|----------------------------|
|  |                     |                               |  |           | Actual | In<br>constant<br>currency |
|  | \$                  | \$                            | \$   | \$        | %      | %                          |
| Revenue  | 1,440,276           | —                             | 1,440,276                                      | 1,393,097 | 3.4    | 3.4                        |
| Operating expenses   | 665,732             | (374)                         | 665,358  | 642,568   | 3.6    | 3.5                        |
| Adjusted EBITDA  | 774,544             | 374                           | 774,918  | 750,529   | 3.2    | 3.2                        |
| Adjusted EBITDA margin   | 53.8 %              |                               |  | 53.9 %    |        |                            |
| Net capital expenditures   | 336,104             | (1,500)                       | 334,604  | 256,636   | 31.0   | 30.4                       |
| Capital intensity  | 23.3 %              |                               |  | 18.4 %    |        |                            |

(1) For fiscal 2022, the average foreign exchange rate used for translation was 1.2718 USD/CDN.

(2) Fiscal 2022 in constant currency is translated at the average foreign exchange rate of fiscal 2021, which was 1.2691 USD/CDN.

#### REVENUE

Fiscal 2022 revenue increased by 3.4% as reported and in constant currency, mainly as a result of:

- the DERYtelecom acquisition completed on December 14, 2020;
- higher Internet service customer base and revenue per customer;
- growth in the commercial sector, mainly driven by a higher value Internet product mix; and
- last year's retroactive adjustment of \$4.6 million recognized as a reduction of revenue during the third quarter of fiscal 2021 following the CRTC's decision on aggregated wholesale Internet rates; partly offset by
- a decline in video and phone service customers.

#### OPERATING EXPENSES

Fiscal 2022 operating expenses increased by 3.6% (3.5% in constant currency), mainly due to:

- higher operating expenses resulting from the DERYtelecom acquisition; and
- higher overall operating expenses associated with the revenue growth; partly offset by
- lower marketing expenses.

## ADJUSTED EBITDA

Fiscal 2022 adjusted EBITDA increased by 3.2% as reported and in constant currency, mainly resulting from:

- the DERYtelecom acquisition;
- organic growth;
- lower marketing expenses;
- the impact of last year's retroactive adjustment of \$4.6 million recognized as a reduction of revenue, as mentioned above; partly offset by
- higher overall operating expenses.

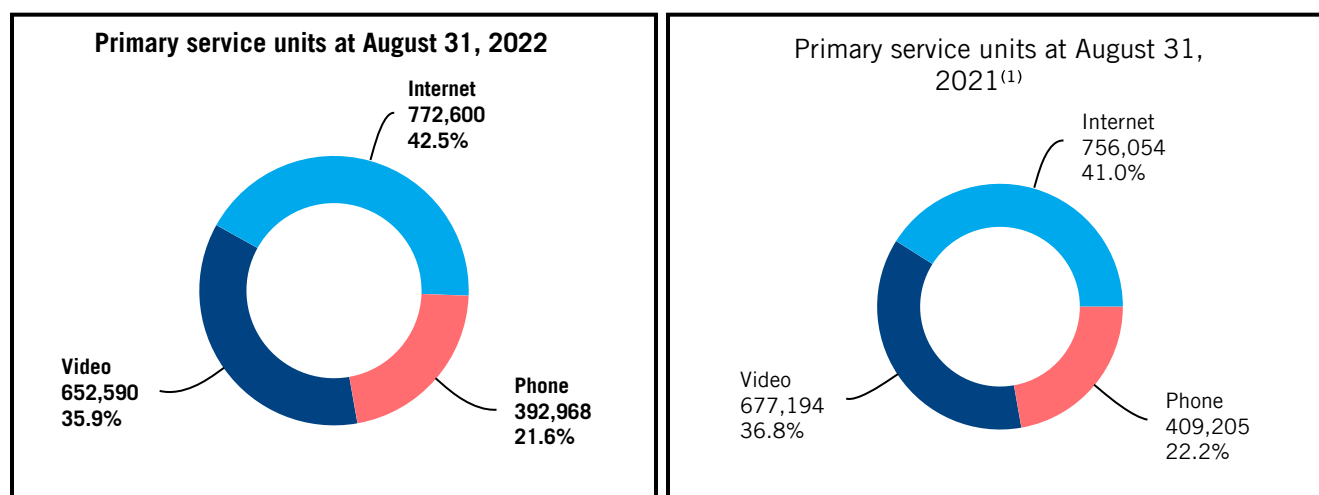
## NET CAPITAL EXPENDITURES AND CAPITAL INTENSITY

Fiscal 2022 net capital expenditures increased by 31.0% (30.4% in constant currency), mainly due to:

- the acceleration of construction efforts related to Cogeco Connexion's high-speed Internet network expansion in Québec and Ontario;
- higher purchases of customer premise equipment related to the network expansion projects; and
- the timing of certain initiatives.

Fiscal 2022 capital intensity reached 23.3% compared to 18.4% for fiscal 2021. The capital intensity increase is mainly explained by higher net capital expenditures related to network expansion projects, partly offset by the revenue growth.

## PRIMARY SERVICE UNIT AND CUSTOMER STATISTICS



(1) The comparative figures have been restated. Refer to the table below for further details.

|   | August 31,<br>2022 | Net additions (losses)<br>Years ended August 31, |                     | % of penetration <sup>(1)</sup> |                    |
|---|--------------------|--|---------------------|---------------------------------|--------------------|
|   |                    | 2022   | 2021 <sup>(2)</sup> | August 31,<br>2022              | August 31,<br>2021 |
| Primary service units                     | 1,818,158          | (24,295)   | (18,369)            |                                 |                    |
| Internet service customers <sup>(3)</sup> | 772,600            | 16,546   | 21,319              | 38.7                            | 38.6               |
| Video service customers                   | 652,590            | (24,604)   | (22,273)            | 32.7                            | 34.6               |
| Phone service customers                   | 392,968            | (16,237)   | (17,415)            | 19.7                            | 20.9               |

(1) As a percentage of homes passed. During the fourth quarter of fiscal 2022, homes passed have been adjusted downwards following an exhaustive review of the calculation of Canadian homes passed. This change has been applied retrospectively to the comparative figures.

(2) Excludes the opening primary service units resulting from the DERYtelecom acquisition as at December 14, 2020.

(3) During the fourth quarter of fiscal 2022, the Corporation modified its definition of Internet service customers in order to be consistent with industry practices. As per the new definition, Internet service customers include only customers who have their Internet service installed, operated and billed directly by the Corporation. The previous definition also included wholesale Internet customers. This change has been applied retrospectively to the comparative figures.

## INTERNET

Fiscal 2022 Internet service customers net additions amounted to 16,546 compared to 21,319 for the prior year, both excluding wholesale Internet customers as per the new definition adopted during the fourth quarter of fiscal 2022. The net additions of fiscal 2022 were mainly resulting from the ongoing interest in high-speed offerings. Last year's net additions were elevated, mainly driven by the increase in high-speed Internet demand in the context of the COVID-19 pandemic restrictions.

## VIDEO

Fiscal 2022 video service customers net losses amounted to 24,604 compared to 22,273 for the prior year. The net losses of fiscal 2022 were mainly due to the continuous change in the video consumption environment, further impacted by the current highly inflationary environment, with an increasing proportion of customers only subscribing to Internet services.

## PHONE

Fiscal 2022 phone service customers net losses amounted to 16,237 compared to 17,415 for the prior year. The net losses of fiscal 2022 were mainly due to increasing mobile penetration in Canada, various unlimited offers launched by mobile operators, and the current inflationary environment, causing some customers to cancel their landline phone services for mobile phone services only.

## DISTRIBUTION OF CUSTOMERS

At August 31, 2022, 66% of the Canadian telecommunications segment's customers subscribed to "double play" or "triple play" bundled services.

# 4.2 AMERICAN TELECOMMUNICATIONS

## OPERATING AND FINANCIAL RESULTS

| Years ended August 31,<br>(In thousands of Canadian dollars, except percentages) | 2022 <sup>(1)</sup> | Foreign<br>exchange<br>impact | 2022<br>in constant<br>currency <sup>(2)</sup> | 2021      | Change |                            |
|--|---------------------|-------------------------------|--|-----------|--------|----------------------------|
|  |                     |                               |  |           | Actual | In<br>constant<br>currency |
|  | \$                  | \$                            | \$   | \$        | %      | %                          |
| Revenue  | 1,460,378           | (2,881)                       | 1,457,497                                      | 1,117,356 | 30.7   | 30.4                       |
| Operating expenses   | 783,704             | (2,086)                       | 781,618  | 605,856   | 29.4   | 29.0                       |
| Adjusted EBITDA  | 676,674             | (795)                         | 675,879  | 511,500   | 32.3   | 32.1                       |
| Adjusted EBITDA margin   | 46.3 %              |                               |  | 45.8 %    |        |                            |
| Net capital expenditures   | 348,176             | (2,376)                       | 345,800  | 271,474   | 28.3   | 27.4                       |
| Capital intensity  | 23.8 %              |                               |  | 24.3 %    |        |                            |

(1) For fiscal 2022, the average foreign exchange rate used for translation was 1.2718 USD/CDN.

(2) Fiscal 2022 in constant currency is translated at the average foreign exchange rate of fiscal 2021, which was 1.2691 USD/CDN.

## REVENUE

Fiscal 2022 revenue increased by 30.7% (30.4% in constant currency). In local currency, revenue amounted to US\$1,148.3 million compared to US\$880.4 million for fiscal 2021. The increase resulted mainly from:

- the Ohio broadband systems acquisition completed on September 1, 2021;
- a higher Internet service customer base outside of Ohio; and
- a higher value product mix.

Fiscal 2022 organic revenue growth in constant currency <sup>(1)</sup> was 4.9%.

(1) Organic revenue growth in constant currency is a non-IFRS ratio. This indicated term does not have a standardized definition prescribed by IFRS and, therefore, may not be comparable to similar measures presented by other companies. For more information on this financial measure, please consult the "Non-IFRS and other financial measures" section.



## OPERATING EXPENSES

Fiscal 2022 operating expenses increased by 29.4% (29.0% in constant currency), mainly as a result of:

- the Ohio broadband systems acquisition completed on September 1, 2021;
- higher marketing and advertising expenses to drive and support customer growth, as increased marketing efforts are being directed toward Internet led offerings under the Broadband First strategy, compared to unusually low costs during the first half of the previous year in the context of the COVID-19 pandemic restrictions;
- costs incurred in connection with the rebranding of Atlantic Broadband to Breezeline, which was announced in January 2022 and completed during the third quarter; and
- higher operating expenses to drive and support customer growth; partly offset by
- reduced video services costs resulting from the decline in video service customers.

## ADJUSTED EBITDA

Fiscal 2022 adjusted EBITDA increased by 32.3% (32.1% in constant currency). In local currency, adjusted EBITDA amounted to US\$532.2 million compared to US\$402.8 million for fiscal 2021. The increase is mainly resulting from:

- the Ohio broadband systems acquisition; and
- organic revenue growth; partly offset by
- higher marketing and advertising expenses, including Breezeline's rebranding costs.

Fiscal 2022 organic adjusted EBITDA growth in constant currency <sup>(1)</sup> was 7.3%.

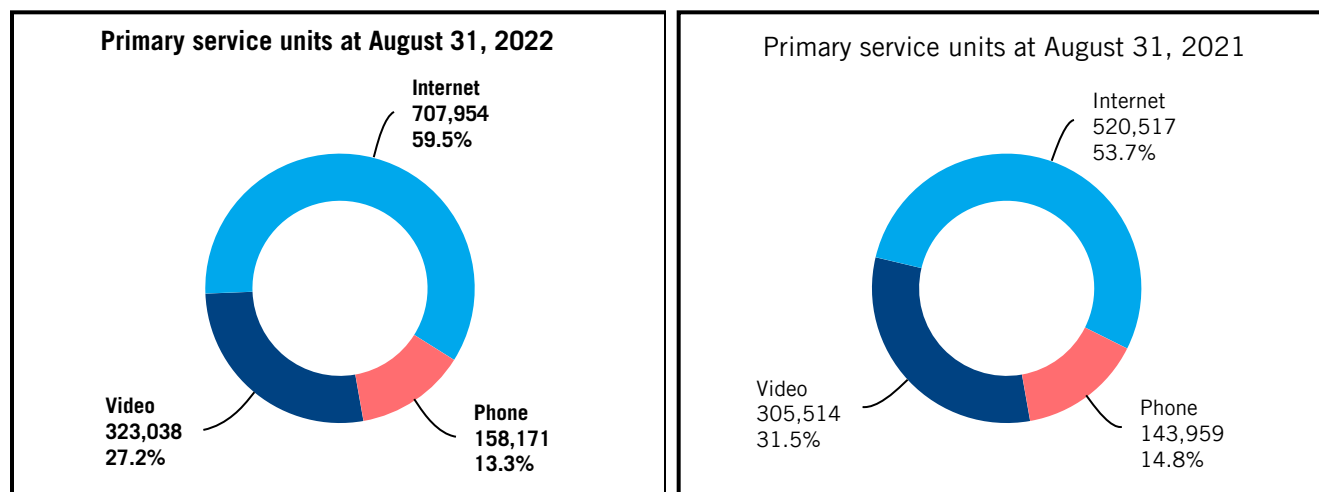
## NET CAPITAL EXPENDITURES AND CAPITAL INTENSITY

Fiscal 2022 net capital expenditures increased by 28.3% (27.4% in constant currency) resulting mainly from:

- higher capital expenditures related to the Ohio broadband systems acquisition;
- additional capital expenditures related to the geographical network expansion projects;
- high level of customer premise equipment and networking equipment in order to avoid supply chain shortages impacting many industries; and
- the timing of certain initiatives.

Fiscal 2022 capital intensity reached 23.8% compared to 24.3% for fiscal 2021. The capital intensity decrease is mainly due to the revenue growth exceeding higher net capital expenditures.

## PRIMARY SERVICE UNIT AND CUSTOMER STATISTICS



(1) Organic adjusted EBITDA growth in constant currency is a non-IFRS ratio. For more information on this financial measure, please consult the "Non-IFRS and other financial measures" section.

|                            | August 31,<br>2022 | Net additions (losses)<br>Years ended August 31, |          | % of penetration <sup>(1)</sup>   |                    |
|----------------------------|--------------------|--|----------|-----------------------------------|--------------------|
|                            |                    | 2022 <sup>(2)</sup>                              | 2021     | August 31,<br>2022 <sup>(3)</sup> | August 31,<br>2021 |
| Primary service units      | 1,189,163          | (65,367)   | 12,065   |                                   |                    |
| Internet service customers | 707,954            | (8,901)  | 28,305   | 42.2                              | 55.6               |
| Video service customers    | 323,038            | (37,074)   | (11,873) | 19.3                              | 32.6               |
| Phone service customers    | 158,171            | (19,392)   | (4,367)  | 9.4                               | 15.4               |

(1) As a percentage of homes passed.

(2) Excludes the opening primary service units resulting from the Ohio broadband systems acquisition as at September 1, 2021.

(3) The percentage of homes passed reflects a lower penetration of the Ohio broadband systems.

## INTERNET

During fiscal 2022, the segment recorded positive organic growth in Internet service customers excluding the Ohio broadband systems acquired September 1, 2021, with the Internet service customer base increasing approximately 2% on a year-over-year basis. However, this was offset by a reduction in the Internet service customer base in Ohio in the fourth quarter mainly due to higher levels of disconnections mostly triggered by the Ohio customer management and billing systems' migration. Fiscal 2022 Internet service customers net losses amounted to 8,901 compared to net additions of 28,305 for the prior year.

Excluding net losses in Ohio, growth of approximately 9,995 Internet service customers resulted primarily from the ongoing interest in high-speed Internet offerings. The segment's product mix also improved with a greater proportion of new connections taking faster Internet speeds, resulting in a higher average revenue per unit.

## VIDEO

Fiscal 2022 video service customers net losses amounted to 37,074 compared to 11,873 for the prior year. The net losses of fiscal 2022 were mainly due to:

- the continued emphasis on offers that are Internet led and the cessation of non-bulk residential video-only new offers;
- higher levels of video disconnections in Ohio, as expected, due to the previous owner's highly Internet centric strategy, and also due to the customer management and billing systems' migration; and
- competitive offers in the industry.

## PHONE

Fiscal 2022 phone service customers net losses amounted to 19,392 compared to 4,367 for the prior year. The net losses of fiscal 2022 were mainly due to:

- the continued emphasis on offers that are Internet led; and
- higher levels of disconnections in Ohio following the customer management and billing systems' migration; partly offset by
- growth in the commercial sector mainly driven by the Hosted Voice product offerings.

## DISTRIBUTION OF CUSTOMERS

At August 31, 2022, 38% of the American telecommunications segment's customers subscribed to "double play" or "triple play" bundled services.

# 5. RELATED PARTY TRANSACTIONS

The Corporation is a subsidiary of Cogeco, which as of August 31, 2022 held 34.3% of the Corporation's equity shares, representing 83.9% of the votes attached to the Corporation's voting shares.

Cogeco provides executive and administrative services to the Corporation under a Management Services Agreement (the "Agreement"). The methodology used to establish the management fees is based on the costs incurred by Cogeco plus a reasonable mark-up. Provision is made for future adjustments upon the request of either Cogeco or the Corporation from time to time during the term of the Agreement. For the year ended August 31, 2022, management fees paid to Cogeco amounted to \$22.3 million compared to \$23.5 million for fiscal 2021.

No direct remuneration is payable to Cogeco's executive officers by the Corporation. However, during fiscal years 2022 and 2021, the Corporation granted stock options and performance share units ("PSUs") to these executive officers, as executive officers of Cogeco Communications, and issued deferred share units ("DSUs") to Board directors of Cogeco, as shown in the following table:

| Years ended August 31,      | 2022   | 2021   |
|-----------------------------|--------|--------|
| <i>(In number of units)</i> |        |        |
| Stock options               | 78,700 | 74,275 |
| PSUs                        | 11,000 | 10,375 |
| DSUs                        | —      | 792    |

The following table shows the amounts that the Corporation charged Cogeco with regard to the Corporation's stock options, incentive share units ("ISUs") and PSUs granted to these executive officers, as well as DSUs issued to Board directors of Cogeco:

| Years ended August 31,                    | 2022  | 2021  |
|---|-------|-------|
| <i>(In thousands of Canadian dollars)</i> | \$    | \$    |
| Stock options                             | 1,178 | 1,242 |
| ISUs                                      | —     | 6     |
| PSUs                                      | 1,174 | 632   |
| DSUs                                      | (267) | 269   |
|   | 2,085 | 2,149 |

## 6. CASH FLOWS ANALYSIS

| Years ended August 31,   | 2022             | 2021 <sup>(1)</sup> | Change |
|--|------------------|---------------------|--------|
| <i>(In thousands of Canadian dollars, except percentages)</i>                                  | \$               | \$                  | %      |
| Cash flows from operating activities   | 1,240,282        | 1,019,059           | 21.7   |
| Cash flows used in investing activities  | (2,407,514)      | (801,298)           | —      |
| Cash flows from (used in) financing activities   | 981,925          | (27,408)            | —      |
| Effect of exchange rate changes on cash and cash equivalents denominated in a foreign currency | 7,152            | (7,796)             | —      |
| <b>Net change in cash and cash equivalents</b>   | <b>(178,155)</b> | 182,557             | —      |
| Cash and cash equivalents, beginning of the year   | 549,054          | 366,497             | 49.8   |
| <b>Cash and cash equivalents, end of the year</b>  | <b>370,899</b>   | 549,054             | (32.4) |

(1) Comparative figures have been restated. For further details, refer to the "Accounting policies" section.

### 6.1 OPERATING ACTIVITIES

Fiscal 2022 cash flows from operating activities increased by 21.7%, mainly from:

- higher adjusted EBITDA;
- lower income taxes paid, mainly due to lower required income tax instalments;
- changes in other non-cash operating activities, primarily due to the timing of payments of trade and other payables and the collection of trade accounts receivable; partly offset by
- higher interest paid; and
- higher acquisition, integration, restructuring and other costs.

## 6.2 INVESTING ACTIVITIES

Fiscal 2022 cash flows used in investing activities increased by \$1,606.2 million, mainly due to:

- the Ohio broadband systems acquisition;
- the \$236 million final payment made during the second quarter of fiscal 2022 to acquire 38 spectrum licences in the 3500 MHz band auction;
- last year's \$187.5 million subsidies received from the provincial and federal governments in connection with Cogeco Connexion's high-speed Internet network expansion projects; and
- the increase in acquisition of property, plant and equipment, in both the Canadian and the American telecommunications segments; partly offset by
- cash flows used in connection with the acquisition of DERYtelecom last year; and
- last year's \$59 million deposit paid in order to secure 38 spectrum licences in the 3500 MHz band auction.

### ACQUISITION OF PROPERTY, PLANT AND EQUIPMENT, NET CAPITAL EXPENDITURES AND CAPITAL INTENSITY

| Years ended August 31,  | 2022           | 2021    | Change |
|---|----------------|---------|--------|
| <i>(In thousands of Canadian dollars, except percentages)</i>   | \$             | \$      | %      |
| <b>Acquisition of property, plant and equipment</b>   | <b>744,655</b> | 537,660 | 38.5   |
| Subsidies received in advance recognized as a reduction of the cost of property, plant and equipment during the year <sup>(1)</sup> | (55,742)       | (4,474) | —      |
| <b>Net capital expenditures</b>   | <b>688,913</b> | 533,186 | 29.2   |

(1) Relates to the \$187.5 million of government subsidies received last year in connection with Cogeco Connexion's high-speed Internet network expansion projects, which are recognized against property, plant and equipment based on the costs incurred over the total expected costs.

The net capital expenditures, as well as the capital intensity, per operating segment are as follows:

| Years ended August 31,  | 2022           | 2021    | Change | Change in constant currency <sup>(1)</sup> |
|---|----------------|---------|--------|--|
| <i>(In thousands of Canadian dollars, except percentages)</i> | \$             | \$      | %      | %  |
| <b>Canadian telecommunications</b>                            | <b>336,104</b> | 256,636 | 31.0   | 30.4                                       |
| Capital intensity   | <b>23.3 %</b>  | 18.4 %  |        |  |
| <b>American telecommunications</b>                            | <b>348,176</b> | 271,474 | 28.3   | 27.4                                       |
| Capital intensity   | <b>23.8 %</b>  | 24.3 %  |        |  |
| <b>Corporate and eliminations</b>                             | <b>4,633</b>   | 5,076   | (8.7)  | (8.7)                                      |
| <b>Consolidated</b>   | <b>688,913</b> | 533,186 | 29.2   | 28.5                                       |
| Capital intensity   | <b>23.8 %</b>  | 21.2 %  |        |  |

(1) Fiscal 2022 actuals are translated at the average foreign exchange rate of fiscal 2021, which was 1.2691 USD/CDN.

Fiscal 2022 net capital expenditures increased by 29.2% (28.5% in constant currency), mainly due to:

- higher capital expenditures in the Canadian telecommunications segment due to the acceleration of construction efforts related to Cogeco Connexion's high-speed Internet network expansion in Québec and Ontario and the timing of certain initiatives; and
- higher capital expenditures in the American telecommunications segment related to the Ohio broadband systems acquisition, additional capital expenditures related to the geographical network expansion projects, the high level of customer premise equipment and networking equipment in order to avoid supply chain shortages impacting many industries, and the timing of certain initiatives.

Fiscal 2022 capital intensity reached 23.8% compared to 21.2% for the prior year. The capital intensity increase is mainly explained by higher net capital expenditures, partly offset by the revenue growth, in both the Canadian and American telecommunications segments.

Fiscal 2022 net capital expenditures, excluding network expansion projects <sup>(1)</sup>, amounted to \$531.6 million. Fiscal 2022 capital intensity, excluding network expansion projects <sup>(1)</sup>, reached 18.3%.

## 6.3 FINANCING ACTIVITIES

### ISSUANCE AND REPAYMENT OF DEBT

Fiscal 2022 changes in cash flows from the issuance and repayment of debt are mainly explained as follows:

| Years ended August 31,<br>(In thousands of Canadian dollars)       | 2022<br>\$ | 2021<br>\$ | Explanations   |
|--|------------|------------|--|
| Increase (decrease) in bank indebtedness                           | 4,173      | (3,150)    | Related to the timing of payments made to suppliers.   |
| Net (decrease) increase under the revolving facilities             | (153,235)  | 256,230    | Repayment of amounts drawn under the revolving facility as a result of net proceeds used from the issuance of \$500 million senior secured notes and generated free cash flow, partly offset by funds used in the second quarter to acquire the 38 spectrum licences, for which the final payment was made in December 2021, and to reimburse the \$200 million Senior Secured Debentures Series 3 in February 2022. |
| Issuance of long-term debt, net of discounts and transaction costs | 1,611,064  | —          | Mainly related to the Ohio broadband systems acquisition, which was financed in part through the issuance of a US\$900 million senior secured Term B loan, and the issuance of \$500 million senior secured notes in the first quarter of fiscal 2022.   |
| Repayment of notes, debentures and credit facilities               | (227,577)  | (21,410)   | Mainly related to the repayment of the \$200 million Senior Secured Debentures Series 3 during the second quarter of fiscal 2022.  |
| Repayment of lease liabilities                                     | (4,438)    | (4,123)    | Comparable.  |
| Repayment of balance due on business combinations                  | (3,162)    | (1,708)    | Repayment of the balance due related to the Ohio broadband systems acquisition during the third quarter of fiscal 2022. Last year's repayment of balance due was related to the FiberLight and iTéract acquisitions.   |
| Increase in deferred transaction costs                             | (675)      | —          | Related to the amendment and extension of the Term Revolving Facility in December 2021.  |
|  | 1,226,150  | 225,839    |  |

### DIVIDENDS

During fiscal 2022, quarterly eligible dividends of \$0.705 per share, totalling \$2.82 per share, were paid to the holders of multiple and subordinate voting shares, for a total paid of \$129.9 million. In fiscal 2021, quarterly eligible dividends of \$0.64 per share, totalling \$2.56 per share, were paid to the holders of multiple and subordinate voting shares, for a total paid of \$121.1 million.

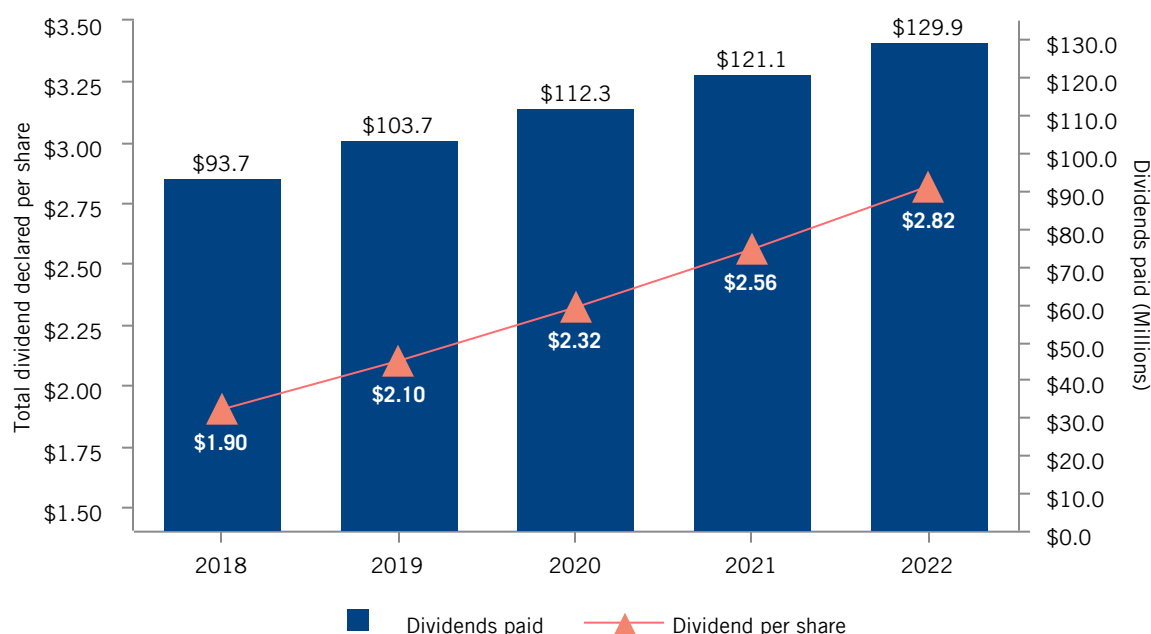
The dividends declaration dates and payments for multiple and subordinate voting shares are as follows:

| Declaration date  | Record date       | Payment date      | Dividend per share (in dollars) |
|-------------------|-------------------|-------------------|---------------------------------|
| November 11, 2021 | November 25, 2021 | December 9, 2021  | 0.705                           |
| January 13, 2022  | January 27, 2022  | February 10, 2022 | 0.705                           |
| April 13, 2022    | April 27, 2022    | May 11, 2022      | 0.705                           |
| July 13, 2022     | July 27, 2022     | August 10, 2022   | 0.705                           |
| October 27, 2020  | November 10, 2020 | November 24, 2020 | 0.64                            |
| January 14, 2021  | January 28, 2021  | February 11, 2021 | 0.64                            |
| April 13, 2021    | April 27, 2021    | May 11, 2021      | 0.64                            |
| July 14, 2021     | July 28, 2021     | August 11, 2021   | 0.64                            |

(1) Net capital expenditures, excluding network expansion projects, is a non-IFRS financial measure. Capital intensity, excluding network expansion projects is a non-IFRS ratio. These indicated terms do not have standardized definitions prescribed by IFRS and, therefore, may not be comparable to similar measures presented by other companies. For more information on these financial measures, please consult the "Non-IFRS and other financial measures" section.



During the last five years, dividends paid per share increased by 10.4% on a compounded annual basis. Total dividends and dividends per share over the last five years are as follows:



#### NORMAL COURSE ISSUER BID ("NCIB")

During fiscal 2022, Cogeco Communications purchased and cancelled 1,149,025 subordinate voting shares with a weighted average price per share repurchased of \$99.07 for a total consideration of \$113.8 million. During fiscal 2021, Cogeco Communications purchased and cancelled 1,134,100 subordinate voting shares with a weighted average price per share repurchased of \$115.91 for a total consideration of \$131.5 million.

On May 2, 2022, the Corporation announced that the TSX accepted the renewal of its NCIB, enabling it to acquire for cancellation up to 1,500,000 subordinate voting shares from May 4, 2022 to May 3, 2023, representing approximately 4.9% of the Corporation's outstanding balance of subordinate voting shares and 7.6% of the public float of the Corporation's issued and outstanding subordinate shares as of April 22, 2022. Under its previous NCIB that commenced on May 4, 2021 and ended on May 3, 2022, the Corporation could purchase for cancellation a maximum of 2,068,000 subordinate voting shares.

The Corporation has also entered into an automatic share purchase plan ("ASPP") with a designated broker to allow for the purchase of subordinate voting shares under the NCIB at times when the Corporation would ordinarily not be permitted to purchase shares due to regulatory restrictions or self-imposed blackout periods. Such purchases are executed by the broker based on parameters established by the Corporation prior to the pre-established ASPP period.

The NCIB purchases were as follows:

|  |         |         |         |         | 2022      |
|--|---------|---------|---------|---------|-----------|
| Quarters ended   | Nov. 30 | Feb. 28 | May 31  | Aug. 31 | Total     |
| <i>(In thousands of Canadian dollars, except number of shares and weighted average purchase price per share)</i> | \$      | \$      | \$      | \$      | \$        |
| Subordinate voting shares purchased and cancelled  | 274,000 | 189,425 | 294,800 | 390,800 | 1,149,025 |
| Weighted average purchase price per share  | 107.69  | 101.58  | 103.65  | 88.35   | 99.07     |
| Purchase costs   | 29,508  | 19,241  | 30,556  | 34,528  | 113,833   |

|  |         |         |         |         | 2021      |
|--|---------|---------|---------|---------|-----------|
| Quarters ended   | Nov. 30 | Feb. 28 | May 31  | Aug. 31 | Total     |
| <i>(In thousands of Canadian dollars, except number of shares and weighted average purchase price per share)</i> | \$      | \$      | \$      | \$      | \$        |
| Subordinate voting shares purchased and cancelled  | 14,900  | 313,700 | 414,000 | 391,500 | 1,134,100 |
| Weighted average purchase price per share  | 99.24   | 111.72  | 118.28  | 117.41  | 115.91    |
| Purchase costs   | 1,479   | 35,046  | 48,967  | 45,967  | 131,459   |

## 6.4 FREE CASH FLOW

| Years ended August 31,   | 2022 <sup>(1)</sup> | 2021      | Change | Change in constant currency <sup>(2)</sup> | Foreign exchange impact <sup>(2)</sup> |
|--|---------------------|-----------|--------|--|--|
| <i>(In thousands of Canadian dollars, except percentages)</i>              | \$                  | \$        | %      | %  | \$                                     |
| <b>Adjusted EBITDA</b>   | <b>1,393,062</b>    | 1,205,656 | 15.5   | 15.5                                       | (421)                                  |
| Amortization of deferred transaction costs and discounts on long-term debt | 11,815              | 9,277     | 27.4   |  |  |
| Share-based payment  | 6,742               | 7,810     | (13.7) |  |  |
| (Gain) loss on disposals and write-offs of property, plant and equipment   | (1,352)             | 185       | —      |  |  |
| Defined benefit plans contributions, net of expense                        | (486)               | (765)     | (36.5) |  |  |
| Acquisition, integration, restructuring and other costs                    | (34,942)            | (8,744)   | —      |  |  |
| Financial expense  | (187,617)           | (124,163) | 51.1   |  |  |
| Current income taxes   | (69,513)            | (65,070)  | 6.8    |  |  |
| Net capital expenditures   | (688,913)           | (533,186) | 29.2   |  |  |
| Repayment of lease liabilities   | (4,438)             | (4,123)   | 7.6    |  |  |
| <b>Free cash flow</b>  | <b>424,358</b>      | 486,877   | (12.8) | (12.1)                                     | 3,524                                  |

(1) For fiscal 2022, the average foreign exchange rate used for translation was 1.2718 USD/CND.

(2) Fiscal 2022 actuals are translated at the average foreign exchange rate of fiscal 2021, which was 1.2691 USD/CND.

Fiscal 2022 free cash flow decreased by 12.8% (12.1% in constant currency), mainly due to:

- higher net capital expenditures in both the Canadian and American telecommunications segments;
- higher financial expense, mainly due to an increased debt level, in part to finance the Ohio broadband systems acquisition; and
- higher acquisition, integration, restructuring and other costs, mainly resulting from the Ohio broadband systems acquisition; partly offset by
- higher adjusted EBITDA.

Fiscal 2022 free cash flow, excluding network expansion projects <sup>(1)</sup> was \$581.6 million.

(1) Free cash flow, excluding network expansion projects is a non-IFRS financial measure. This indicated term does not have a standardized definition prescribed by IFRS and, therefore, may not be comparable to similar measures presented by other companies. For more information on these financial measures, please consult the "Non-IFRS and other financial measures" section.

## 7. FINANCIAL POSITION

### 7.1 WORKING CAPITAL

As part of the usual conduct of its business, Cogeco Communications generally maintains a working capital deficiency, when excluding cash and cash equivalents and bank indebtedness, due to a low level of trade and other receivables since a large proportion of the Corporation's customers pay before their services are rendered, while trade and other payables are usually paid after products are delivered or services are rendered.

The variations are as follows:

| At August 31,                              | 2022             | 2021 <sup>(1)</sup> | Change           | Explanations  |
|--|------------------|---------------------|------------------|---|
| <i>(In thousands of Canadian dollars)</i>  | \$               | \$                  | \$               |   |
| <b>Current assets</b>                      |                  |                     |                  |   |
| Cash and cash equivalents                  | 370,899          | 549,054             | (178,155)        | Refer to the "Cash flows analysis" section.   |
| Trade and other receivables                | 108,444          | 78,346              | 30,098           | Mainly related to a higher level of trade accounts receivable resulting from the acquisition of the Ohio broadband systems, the timing of collection of trade accounts receivable and the appreciation of the US dollar against the Canadian dollar.  |
| Income taxes receivable                    | 6,501            | 6,063               | 438              | Not significant.  |
| Prepaid expenses and other                 | 39,234           | 32,681              | 6,553            | Mainly related to a higher level of prepaid expenses resulting from the acquisition of the Ohio broadband systems, the increase in prepayments for annual services agreements and the appreciation of the US dollar against the Canadian dollar.  |
| Derivative financial instruments           | 2,932            | 1,076               | 1,856            | Not significant.  |
|  | 528,010          | 667,220             | (139,210)        |   |
| <b>Current liabilities</b>                 |                  |                     |                  |   |
| Bank indebtedness                          | 8,633            | 4,460               | 4,173            | Timing of payments made to suppliers.   |
| Trade and other payables                   | 380,461          | 270,497             | 109,964          | Mainly related to the timing of payments made to suppliers, a higher level of trade and other payables resulting from the acquisition of the Ohio broadband systems and the appreciation of the US dollar against the Canadian dollar.  |
| Provisions                                 | 26,584           | 17,949              | 8,635            | Mainly related to contract renegotiations with content providers and restructuring costs, partly offset by reversals of previously recognized provisions following new developments on outstanding matters from past acquisitions.  |
| Income tax liabilities                     | 39,252           | 5,800               | 33,452           | Mainly related to the current income tax expense for the year, partly offset by the payment of income tax instalments, as the required income tax instalments in fiscal 2022 were lower than the current income tax provision.  |
| Contract liabilities and other liabilities | 63,958           | 57,231              | 6,727            | Mainly related to the acquisition of the Ohio broadband systems.  |
| Government subsidies received in advance   | 127,851          | 170,434             | (42,583)         | Relates to the network construction progress in Québec, which ramped up during the second half of fiscal 2022.  |
| Derivative financial instruments           | 1,285            | —                   | 1,285            | Not significant.  |
| Current portion of long-term debt          | 339,096          | 225,344             | 113,752          | Mainly related to the reclassification of the \$300 million Senior Secured Debentures Series 4 as current and to the current portion of the US\$900 million Senior Secured Term B loan issued during the first quarter of fiscal 2022 to finance the acquisition of the Ohio broadband systems, partly offset by the repayment of the \$200 million Senior Secured Debentures Series 3, which matured in February 2022. |
|  | 987,120          | 751,715             | 235,405          |   |
| <b>Working capital deficiency</b>          | <b>(459,110)</b> | <b>(84,495)</b>     | <b>(374,615)</b> |   |

(1) Comparative figures have been restated. For further details, refer to the "Accounting policies" section.

## 7.2 OTHER SIGNIFICANT CHANGES

| At August 31,<br>(In thousands of Canadian dollars) | 2022<br>\$ | 2021<br>\$ | Change<br>\$ | Explanations   |
|---|------------|------------|--------------|--|
| <b>Non-current assets</b>                           |            |            |              |  |
| Other assets  | 66,971     | 105,445    | (38,474)     | Mainly related to the reclassification of the \$59 million deposit paid in August 2021 in order to secure 38 spectrum licences in the 3500 MHz band auction to intangible assets following the final payment made in December 2021, partly offset by other assets acquired as part of the acquisition of the Ohio broadband systems and the appreciation of the US dollar against the Canadian dollar.   |
| Property, plant and equipment                       | 3,027,640  | 2,357,845  | 669,795      | Mainly related to the acquisition of the Ohio broadband systems, capital investments made during fiscal 2022 and the appreciation of the US dollar against the Canadian dollar, partly offset by the depreciation expense for the year.  |
| Intangible assets                                   | 3,571,221  | 2,739,911  | 831,310      | Mainly related to the acquisition of the Ohio broadband systems, the 38 spectrum licences acquired for a total purchase price of \$295 million, and the appreciation of the US dollar against the Canadian dollar, partly offset by the amortization for the year.   |
| Goodwill  | 1,982,498  | 1,476,150  | 506,348      | Mainly related to the acquisition of the Ohio broadband systems and the appreciation of the US dollar against the Canadian dollar.   |
| Derivative financial instruments                    | 95,537     | —          | 95,537       | Related to the additional interest rate swap agreements entered into in connection with the issuance of the US\$900 million Senior Secured Term B loan, combined with changes in market interest rates impacting the outstanding interest swap agreements' valuation.  |
| <b>Non-current liabilities</b>                      |            |            |              |  |
| Long-term debt                                      | 4,334,373  | 3,046,872  | 1,287,501    | Mainly related to the issuance of the US\$900 million Senior Secured Term B loan to finance the acquisition of the Ohio broadband systems, the issuance of \$500 million senior secured notes and the appreciation of the US dollar against the Canadian dollar, partly offset by the reclassification of the \$300 million Senior Secured Debentures Series 4 as current, by the repayment of the revolving facility and the quarterly repayments on the Senior Secured Term B Loan Facility. |
| Derivative financial instruments                    | —          | 42,000     | (42,000)     | Related to changes in market interest rates impacting the Corporation's interest swap agreements' valuation.   |
| Government subsidies received in advance            | —          | 13,100     | (13,100)     | Related to government subsidies received in advance in connection with Cogeco Connexion's high-speed Internet network expansion projects. Balance was classified as current at August 31, 2022.  |
| Deferred tax liabilities                            | 752,683    | 673,278    | 79,405       | Mainly related to the timing of temporary differences and the appreciation of the US dollar against the Canadian dollar, partly offset by the adjustments recognized in fiscal 2022 in connection with a reduction in the blended state income tax rate resulting from the impact of the acquisition of the Ohio broadband systems and the Pennsylvania tax reform.  |

## 8. CAPITAL RESOURCES AND LIQUIDITY

### 8.1 CAPITAL STRUCTURE

The table below summarizes the Corporation's key ratios over the last two fiscal years and the fiscal 2023 guidelines:

| Years ended August 31,   | 2023<br>Guidelines <sup>(1)</sup> | 2022  | 2021  |
|--|-----------------------------------|-------|-------|
| Weighted average cost of indebtedness <sup>(2)</sup>                                       | 4.7 %                             | 4.0 % | 3.3 % |
| Fixed-rate indebtedness <sup>(3) (4)</sup>   | 65 %                              | 72 %  | 60 %  |
| Weighted average term: long-term debt (in years)   | 3.8                               | 4.0   | 3.2   |
| Net indebtedness / adjusted EBITDA ratio <sup>(4)</sup>                                    | 3.1                               | 3.2   | 2.5   |
| Adjusted EBITDA / financial expense ratio <sup>(4)</sup>                                   | N/A <sup>(5)</sup>                | 7.4   | 9.7   |
| Free cash flow dividend payout ratio <sup>(4)</sup>  | 36 %                              | 31 %  | 25 %  |
| Free cash flow, excluding network expansion projects, dividend payout ratio <sup>(4)</sup> | 24 %                              | 22 %  | 25 %  |

(1) Based on mid-range guidelines.

(2) Excludes amortization of deferred transaction costs and commitment fees but includes the impact of interest rate swaps.

(3) Taking into consideration the interest rate swaps in effect at the end of each fiscal year.

(4) Fixed-rate indebtedness, net indebtedness to adjusted EBITDA ratio, and adjusted EBITDA to financial expense ratio are capital management measures. Free cash flow dividend payout ratio and free cash flow, excluding network expansion projects, dividend payout ratio are non-IFRS ratios. These indicated terms do not have standardized definitions prescribed by IFRS and, therefore, may not be comparable to similar measures presented by other companies. For more information on these financial measures, including references to the specific sections within the MD&A, as applicable, for the reconciliations to the most directly comparable IFRS financial measures, please consult the "Non-IFRS and other financial measures" section.

(5) Specific guidance on interest coverage cannot be provided given that financial expense guidance is not provided.

In fiscal 2022, the financial leverage ratio relating to net indebtedness over adjusted EBITDA has increased as a result of the increase in net indebtedness in relation to the Ohio broadband systems acquisition.

In fiscal 2022, the free cash flow dividend payout ratio has increased mainly due to additional net capital expenditures related to the network expansion projects. These projects will increase the Corporation's footprint in both Canada and the United States. The Corporation expects another year of higher net capital expenditures as it will pursue these network expansions and finalize the Ohio integration.

The table below summarizes the Corporation's available liquidity:

| At August 31,  | 2022             | 2021      |
|--|------------------|-----------|
| (In thousands of Canadian dollars)                                 | \$               | \$        |
| <b>Cash and cash equivalents</b>                                   | <b>370,899</b>   | 549,054   |
| Cash with restrictions on use <sup>(1)</sup>                       | (127,851)        | (183,534) |
| Amounts available under revolving credit facilities <sup>(2)</sup> | 830,231          | 680,342   |
| <b>Available liquidity <sup>(3)</sup></b>                          | <b>1,073,279</b> | 1,045,862 |

(1) In connection with government subsidies received in advance, pertaining mainly to Cogeco Connexion's high-speed Internet network expansion projects (see Note 21 D)) of the Corporation's consolidated financial statements).

(2) Total amount available under the \$750 million Term Revolving Facility and the US\$150 million Senior Secured Revolving Facility (see Note 23 A) of the Corporation's consolidated financial statements).

(3) Available liquidity is a non-IFRS financial measure. This indicated term does not have a standardized definition prescribed by IFRS and, therefore, may not be comparable to similar measures presented by other companies. For more information on this financial measure, please consult the "Non-IFRS and other financial measures" section.



## 8.2 OUTSTANDING SHARE DATA

A description of Cogeco Communications' share data at September 30, 2022 is presented in the table below. Additional details are provided in Note 19 of the consolidated financial statements.

| <i>(In thousands of Canadian dollars, except number of shares/options)</i> | Number of shares/<br>options | Amount<br>\$ |
|--|------------------------------|--------------|
| <b>Common shares</b>   |                              |              |
| Multiple voting shares   | 15,691,100                   | 98,346       |
| Subordinate voting shares  | 29,979,767                   | 845,396      |
| <b>Options to purchase subordinate voting shares</b>                       |                              |              |
| Outstanding options  | 874,165                      |              |
| Exercisable options  | 441,245                      |              |

## 8.3 FINANCING

At August 31, 2022, the Corporation had used \$112.9 million of its \$750 million Term Revolving Facility for a remaining availability of \$637.1 million. In addition, two subsidiaries related to Breezeline benefit from a Senior Secured Revolving Facility of \$196.7 million (US\$150 million), of which \$3.6 million (US\$2.7 million) was used at August 31, 2022, in the form of letters of credit, for a remaining availability of \$193.1 million (US\$147.3 million).

On September 1, 2021, in connection with the financing of the Ohio broadband systems acquisition, a U.S. subsidiary of Cogeco Communications completed the issuance of an US\$900 million second tranche of the Senior Secured Term Loan B Facility, maturing on September 1, 2028. The interest rate is based on LIBOR, with a 50 bps floor, plus an applicable credit spread. On October 25, 2021, the U.S. subsidiary also entered into interest rate swap agreements to fix the interest rate on an amount of US\$800 million of the new Senior Secured Term Loan B. These agreements have the effect of converting the floating US LIBOR base rate, or the 50 bps LIBOR floor if higher, into fixed rates ranging from 1.2237% to 1.4631%, plus an applicable credit spread, for maturities between October 31, 2025 and July 31, 2027.

On September 20, 2021, Cogeco Communications completed, pursuant to a private placement, the issuance of \$500 million Senior Secured Notes maturing on September 22, 2031. Cogeco Communications used the net proceeds of the offering to fund spectrum auction spend, repay existing indebtedness and for other general corporate purposes.

On December 17, 2021, Cogeco Communications amended and extended its \$750 million Term Revolving Facility to January 24, 2027. As part of the amendments, Cogeco Communications transitioned its revolving facility into a sustainability-linked loan ("SLL") structure, underscoring its strong leadership and dedication to sustainability and the organization's Environmental, social and governance (ESG) goals. The SLL facility incorporates ESG-linked incentive pricing terms which reduce or increase the cost of funding, depending on the annual performance against specific targets related to Cogeco's GHG annual emissions reduction and digital inclusion initiatives by deploying high-speed Internet networks in underserved and unserved areas of Canada over a three-year period.

As at August 31, 2022, performance and payment bonds amounting to \$157.9 million were issued in accordance with the rules established by Infrastructure Ontario in connection with Ontario's Accelerated High Speed Internet Program.

Cogeco Communications reimbursed the \$200 million Senior Secured Debentures Series 3 at their maturity date, on February 14, 2022.

## 8.4 CREDIT RATINGS

The table below shows Cogeco Communications' and Breezeline's credit ratings:

| At August 31, 2022                     | S&P  | DBRS      | Moody's |
|--|------|-----------|---------|
| <b>Cogeco Communications</b>           |      |           |         |
| Senior Secured Notes and Debentures    | BBB- | BBB (low) | NR      |
| Corporate credit issuer default rating | BB+  | BB (high) | NR      |
| <b>U.S. subsidiaries</b>               |      |           |         |
| First Lien Credit Facilities           | BB   | NR        | B1      |
| Corporate credit issuer default rating | BB   | NR        | B1      |

NR : Not rated

Ratings for long-term debt instruments across the universe of composite rates range from "AAA" (S&P and DBRS) or "Aaa" (Moody's), representing the highest quality of securities rated, to "D" (S&P and DBRS) and "C" (Moody's) for the lowest quality of securities rated. Ratings are based on several industry and company specific factors which include financial leverage as one of the key elements considered.

Our ability to access debt capital markets and bank credit markets and the cost and amount of funding available partly depends on the quality of our credit ratings. Obligations rated in the "BBB" category are considered investment grade and their cost of funding is typically lower relative to the "BB/B" rating category. In addition, obligations with "BBB" ratings generally have greater access to funding than those with "BB/B" ratings.

## 8.5 FINANCIAL RISK MANAGEMENT

Management's objectives are to protect the Corporation and its subsidiaries against material economic exposures and variability of results, and against certain financial risks including credit, liquidity, interest rate, foreign exchange and market risks.

### Credit risk

Credit risk represents the risk of financial loss for the Corporation if a customer or counterparty to a financial asset fails to meet its contractual obligations. The Corporation is exposed to credit risk arising from the derivative financial instruments, cash and cash equivalents and trade accounts receivable, the maximum exposure of which is represented by the carrying amounts reported on the consolidated statements of financial position.

Credit risk from derivative financial instruments arises from the possibility that counterparties to the interest rate swaps may default on their obligations in instances where these agreements have positive fair values for the Corporation. The Corporation reduces this risk by completing transactions with financial institutions that carry a high credit rating. The Corporation assesses the creditworthiness of the counterparties in order to minimize the risk of counterparties default under the agreements. At August 31, 2022, management believes that the credit risk relating to its derivative financial instruments is minimal, since the lowest credit rating of the counterparties to the agreements is "A" by Standard & Poor's rating services ("S&P").

Cash equivalents consist mainly of short-term, highly liquid investments. The Corporation has deposited the cash and cash equivalents with reputable financial institutions, for which management believes the risk of loss to be remote. At August 31, 2022 and 2021, cash and cash equivalents consisted solely of cash in banks.

The Corporation is also exposed to credit risk in relation to its trade accounts receivable. To mitigate such risk, the Corporation continuously monitors the financial condition of its customers and reviews the credit history or worthiness of each new large customer. The Corporation establishes an allowance for lifetime expected credit losses related to doubtful accounts. The doubtful accounts allowance is calculated on a specific-identification basis for larger customer accounts receivable and on a statistically derived basis for the remainder. Factors such as the current economic conditions, forward-looking macroeconomic data and historical information (number of overdue days of the customer's balance outstanding as well as the customer's collection history) are examined. The Corporation believes that its allowance for doubtful accounts is sufficient to cover the related credit risk. The Corporation has credit policies in place and has established various credit controls, including credit checks, deposits on accounts and advance billing, and has also established procedures to suspend the availability of services when customers have fully utilized approved credit limits or have violated existing payment terms. Since the Corporation has a large and diversified clientele dispersed throughout its market areas in Canada and the United States, there is no significant concentration of credit risk.

The following table provides further details on trade and other receivables, net of allowance for doubtful accounts:

| At August 31,                      | 2022     | 2021    |
|------------------------------------|----------|---------|
| (In thousands of Canadian dollars) | \$       | \$      |
| Trade accounts receivable          | 99,735   | 77,608  |
| Allowance for doubtful accounts    | (12,958) | (6,035) |
|                                    | 86,777   | 71,573  |
| Other accounts receivable          | 21,667   | 6,773   |
|                                    | 108,444  | 78,346  |

Trade accounts receivable past due is defined as the amount outstanding beyond normal credit terms and conditions for the respective customers. The Corporation considers the amount outstanding at the due date as trade accounts receivable past due. A large portion of the Corporation's customers are billed and pay before the services are rendered.

The following table provides further details on trade accounts receivable past due, net of allowance for doubtful accounts:

| At August 31,                             | 2022   | 2021   |
|---|--------|--------|
| <i>(In thousands of Canadian dollars)</i> | \$     | \$     |
| Less than 60 days past due                | 18,073 | 14,552 |
| 60 to 90 days past due                    | 427    | 276    |
| More than 90 days past due                | —      | 81     |
|   | 18,500 | 14,909 |

The following table shows changes in the allowance for doubtful accounts:

| Years ended August 31,                    | 2022     | 2021     |
|---|----------|----------|
| <i>(In thousands of Canadian dollars)</i> | \$       | \$       |
| Balance, beginning of the year            | 6,035    | 6,235    |
| Provision for impaired receivables        | 32,307   | 15,931   |
| Net use                                   | (25,683) | (16,077) |
| Foreign currency translation adjustments  | 299      | (54)     |
| Balance, end of the year                  | 12,958   | 6,035    |

## Liquidity risk

The Corporation manages liquidity risk through the management of its capital structure and access to different capital markets. It also manages liquidity risk by continuously monitoring actual and projected cash flows to ensure sufficient liquidity to meet its obligations when due.

The following table summarizes the contractual maturities of the financial liabilities and lease liabilities, and related capital amounts at August 31, 2022:

|   | Contractual cash flows |        |           |        |         |            |           |
|---|------------------------|--------|-----------|--------|---------|------------|-----------|
|   | 2023                   | 2024   | 2025      | 2026   | 2027    | Thereafter | Total     |
| <i>(In thousands of Canadian dollars)</i> | \$                     | \$     | \$        | \$     | \$      | \$         | \$        |
| Bank indebtedness                         | 8,633                  | —      | —         | —      | —       | —          | 8,633     |
| Trade and other payables <sup>(1)</sup>   | 362,455                | —      | —         | —      | —       | —          | 362,455   |
| Notes, debentures and credit facilities   | 334,089                | 34,089 | 2,370,141 | 11,800 | 314,664 | 1,615,090  | 4,679,873 |
| Lease liabilities                         | 5,242                  | 4,831  | 4,438     | 4,152  | 3,639   | 21,570     | 43,872    |
|   | 710,419                | 38,920 | 2,374,579 | 15,952 | 318,303 | 1,636,660  | 5,094,833 |

(1) Excluding accrued interest on notes, debentures and credit facilities.

The following table is a summary of interest payable on long-term debt that is due for each of the next five years and thereafter:

|   | 2023     | 2024     | 2025     | 2026     | 2027    | Thereafter | Total     |
|---|----------|----------|----------|----------|---------|------------|-----------|
| <i>(In thousands of Canadian dollars)</i>                                   | \$       | \$       | \$       | \$       | \$      | \$         | \$        |
| Interest payments on notes, debentures and credit facilities <sup>(1)</sup> | 206,204  | 192,077  | 136,971  | 84,331   | 77,212  | 123,096    | 819,891   |
| Interest payments on lease liabilities                                      | 1,492    | 1,323    | 1,158    | 1,005    | 858     | 3,595      | 9,431     |
| Interest receipts on derivative financial instruments <sup>(1)</sup>        | (47,512) | (38,743) | (28,540) | (15,442) | (7,170) | —          | (137,407) |
| Interest payments on derivative financial instruments <sup>(1)</sup>        | 31,616   | 24,116   | 15,557   | 8,499    | 4,116   | —          | 83,904    |
|   | 191,800  | 178,773  | 125,146  | 78,393   | 75,016  | 126,691    | 775,819   |

(1) Based on the principal amounts and interest rates prevailing on the outstanding debt at August 31, 2022 and their respective maturities.

## Interest rate risk

The Corporation is exposed to interest rate risk on its floating interest rate instruments. Interest rate fluctuations will have an effect on the repayment of these instruments. At August 31, 2022, all of the Corporation's long-term debt was at fixed rate, except for the amounts drawn under the Term Revolving Facility and First Lien Credit Facilities, which are subject to floating interest rates.

To reduce the risk on the floating interest rate instruments and mitigate the impact of interest rate variations, the Corporation's U.S. subsidiary entered into fixed interest rate swap agreements. The following table shows the interest rate swaps outstanding at August 31, 2022:

| Type of hedge | Notional amount | Receive interest rate                  | Pay interest rate | Maturity                     | Hedged item                            |
|---------------|-----------------|--|-------------------|------------------------------|--|
| Cash flow     | US\$770 million | US LIBOR base rate                     | 2.017% - 2.262%   | January 2023 - November 2024 | Senior Secured Term Loan B - Tranche 1 |
| Cash flow     | US\$800 million | US LIBOR base rate with a 50 bps floor | 1.224% - 1.463%   | October 2025 - July 2027     | Senior Secured Term Loan B - Tranche 2 |

The sensitivity of the Corporation's annual financial expense to an increase of 1% in the interest rate applicable to the unhedged portion of these facilities would represent an increase of approximately \$13.1 million based on the outstanding debt and swap agreements at August 31, 2022.

## Foreign exchange risk

A large portion of the Corporation's consolidated revenue and expenses are received or denominated in the functional currency of the business units operating in the markets in which it does business. Accordingly, the Corporation's sensitivity to variations in foreign exchange rates is economically limited. The Corporation's main source of foreign exchange risk resides in the Canadian operations' business transactions denominated in US dollars. The Corporation's objective in managing its foreign exchange risk is to minimize its exposure to foreign currency cash flows and operations, by transacting with third parties in the functional currency of the business units to the maximum extent possible and practical and through the use of derivative financial instruments.

The Corporation's current financial assets and liabilities subject to foreign exchange risk are as follows:

|   |                 |        |
|---|-----------------|--------|
| At August 31,                             | <b>2022</b>     | 2021   |
|   | <b>US</b>       | US     |
| <i>(In thousands of Canadian dollars)</i> | <b>\$</b>       | \$     |
| <b>Financial assets (liabilities)</b>     |                 |        |
| Cash and cash equivalents                 | <b>17,535</b>   | 29,794 |
| Trade and other payables                  | <b>(22,445)</b> | (169)  |
|   | <b>(4,910)</b>  | 29,625 |

The impact of a 10% increase in the exchange rate of the US dollar to the Canadian dollar would affect the measurement of the above financial instruments denominated in US dollars, which would therefore increase financial expense by approximately \$0.5 million.

The Corporation is also exposed to foreign exchange risk with respect to the interest, amounting to \$158.8 million, associated with its notes, debentures and credit facilities denominated in US dollars. The impact of a 10% increase in the exchange rate of the US dollar to the Canadian dollar would increase financial expense by approximately \$15.9 million based on the outstanding debt and swap agreements at August 31, 2022.

Furthermore, a foreign currency exposure arises from the Corporation's net investment in its U.S. subsidiary, as a result of the translation of the net investment into the Corporation's functional currency. A portion of the Corporation's net investment in its U.S. subsidiary is hedged by the Corporation's US dollar denominated Senior Secured Notes, which the Corporation has designated as hedges of the net investment, while a portion is economically hedged by its U.S. subsidiary's US dollar denominated First Lien Credit Facilities.

The following table shows the aggregate investment in foreign operations attributable to owners of the Corporation and the notional amount of debt borrowed to hedge this investment at August 31, 2022:

| Type of hedge  | Notional amount of debt | Aggregate investment | Hedged item                                       |
|----------------|-------------------------|----------------------|---|
| Net investment | US\$390 million         | US\$1,266 million    | Net investment in foreign operations in US dollar |

The exchange rate used to translate the US dollar currency to the Canadian dollar for the consolidated statement of financial position accounts at August 31, 2022 was \$1.3111 (\$1.2617 at August 31, 2021) per US dollar. A 10% decrease in the exchange rate of the US dollar to the Canadian dollar would decrease other comprehensive income by approximately \$114.9 million.

## Market risk

The Corporation uses derivative instruments to manage the cash flow exposure to the risk of changes in the price of its subordinate voting shares under the DSU plan. As such, the Corporation uses equity swap agreements to economically hedge the market price appreciation risk of its subordinate voting shares.

The following table shows the equity derivative contracts outstanding at August 31, 2022:

| Type of hedge | Notional     | Maturity     | Average share price | Hedged item           |
|---------------|--------------|--------------|---------------------|-----------------------|
| Economic      | 70,200 units | January 2023 | \$98.94             | Equity price exposure |

As at August 31, 2022, the fair value of the equity swap was \$1.3 million and recognized as a liability. As a result of the equity swap, a 10% increase in the market price of the subordinate voting shares would not have a material financial impact on the Corporation's results.

## 8.6 FOREIGN CURRENCY

For the years ended August 31, 2022 and 2021, the average rates prevailing used to convert the operating results of the American telecommunications segment were as follows:

| Years ended August 31,       | 2022   | 2021   |
|------------------------------|--------|--------|
|                              | \$     | \$     |
| US dollar vs Canadian dollar | 1.2718 | 1.2691 |

## 8.7 CONTRACTUAL OBLIGATIONS, CONTINGENCIES AND GUARANTEES

### A) CONTRACTUAL OBLIGATIONS

The following table presents the Corporation's contractual obligations, at August 31, 2022, that are due in each of the next five years and thereafter:

| Years ended August 31,   | 2023      | 2024    | 2025      | 2026    | 2027    | Thereafter | Total     |
|--|-----------|---------|-----------|---------|---------|------------|-----------|
| <i>(In thousands of Canadian dollars)</i>                                | \$        | \$      | \$        | \$      | \$      | \$         | \$        |
| Acquisition of property, plant and equipment <sup>(1)</sup>              | 185,224   | 2,130   | 2,760     | 2,824   | 1,031   | 927        | 194,896   |
| Other long-term contracts <sup>(2)</sup>                                 | 79,229    | 71,663  | 53,908    | 49,349  | 26,245  | 38,964     | 319,358   |
| Lease commitments <sup>(3)</sup>   | 2,292     | 581     | 450       | 447     | 444     | 220        | 4,434     |
| Financial liabilities and lease liabilities, and related capital amounts | 710,419   | 38,920  | 2,374,579 | 15,952  | 318,303 | 1,636,660  | 5,094,833 |
| Interest payable on long-term debt                                       | 191,800   | 178,773 | 125,146   | 78,393  | 75,016  | 126,691    | 775,819   |
|  | 1,168,964 | 292,067 | 2,556,843 | 146,965 | 421,039 | 1,803,462  | 6,389,340 |

(1) Includes contractual obligations in connection with the Corporation's high-speed Internet expansion projects, accelerated purchases of certain equipment in order to avoid potential supply chain shortages and minimum spend commitments for acquisition of customer premise equipment.

(2) Includes long-term commitments under service and product contracts for operating expenditures, including minimum spend commitments.

(3) Includes leases committed not yet commenced and leases of low value items.

As at August 31, 2022, performance and payment bonds amounting to \$157.9 million were issued in accordance with the rules established by Infrastructure Ontario in connection with Ontario's Accelerated High Speed Internet Program.

### B) CONTINGENCIES

#### Final rates for aggregated wholesale Internet access services

On May 27, 2021, the CRTC released Telecom Decision 2021-181, which ruled on applications by cable carriers (including the Corporation) and telecommunications carriers to review and vary Telecom Order 2019-288. In Telecom Order 2019-288, the CRTC had set final rates for Cogeco Connexion's aggregated wholesale high-speed Internet access service that were significantly lower than the interim rates set in October 2016, and had made them retroactive to March 31, 2016. In Telecom Decision 2021-181, the CRTC overturned the 2019 rate reductions and made the interim rates it had previously established in 2016, with certain adjustments, final.



As a result of this decision, the Corporation was required to make retroactive payments to wholesale Internet access customers for the period of March to October 2016 and recognized an amount of \$4.6 million as a reduction of revenue during the third quarter of fiscal 2021.

Since then, two independent Internet service providers ("Resellers") and a trade association representing Resellers petitioned the Governor in Council to overturn Telecom Decision 2021-181 and reinstate the CRTC's 2019 rate decision (the "Petitions"). On June 4, 2022, the Governor in Council dismissed the Petitions. On July 28, 2021, a Reseller sought leave to appeal Telecom Decision 2021-181 to the Federal Court of Appeal, which was granted on September 15, 2021. The Reseller is seeking an order from the Federal Court of Appeal that sets aside Telecom Order 2021-181 and reinstates Telecom Order 2019-288 or, in the alternative, that refers back Telecom Order 2021-181 to the CRTC for redetermination. The Corporation, along with several other cable carriers, is opposing the appeal.

### **Royalties payable for retransmission of distant television signals**

On July 22, 2021, the Federal Court of Appeal issued a decision in response to two applications for judicial review filed by six broadcasting distribution undertakings ("BDUs") (including the Corporation) and nine collective societies challenging a decision by the Copyright Board setting the quantum of royalties payable for the retransmission of distant Canadian and U.S. television over-the-air signals in Canada, for the 2014-2018 period. The Federal Court of Appeal determined that the 2014 and 2015 rates would be final but agreed with the collective societies that the Copyright Board had made errors in determining the 2016 to 2018 rates. The Federal Court of Appeal has sent the matter back to the Copyright Board, which has initiated a new proceeding to determine the rates from 2016 onwards, which could increase as a result of this decision.

Due to the significant uncertainty surrounding both the outcome of this decision and its financial implications, the Corporation has not recorded any financial impact as at August 31, 2022.

### **Other**

The Corporation and its subsidiaries are involved in matters involving litigations, other regulatory decisions or potential claims from customers and suppliers arising out of the ordinary course and conduct of its business. Although such matters cannot be predicted with certainty, management does not consider these exposures to be significant to the consolidated financial statements. At August 31, 2022 and 2021, no liability has been recorded with respect to these litigations, other regulatory decisions and potential claims, except for those included in Note 16 of the consolidated financial statements.

## **C) GUARANTEES**

In the normal course of business, the Corporation provides indemnification in conjunction with certain transactions. While many of the agreements specify a maximum potential exposure, some do not specify a maximum amount. The overall maximum amount of an indemnification obligation will depend on future events and conditions and therefore cannot be reasonably estimated. As a result, the Corporation cannot determine how they could affect its future liquidity, capital resources or credit risk profile. At August 31, 2022 and 2021, no liability has been recorded with respect to these indemnifications, except for those disclosed in Note 16 of the consolidated financial statements.

### **Sale of a business**

In connection with the sale of a business, the Corporation has agreed to indemnify the purchaser against claims related to events that occurred prior to the date of sale.

### **Long-term debt**

Under the terms of the US Senior Secured Notes, the Corporation has agreed to indemnify the lenders against changes in regulations relative to withholding taxes and costs incurred due to changes in laws.

### **Sale of services**

As part of transactions involving the sale of services, the Corporation and its subsidiaries may be required to make payments to counterparties as a result of breaches of representations and warranties made into the service agreements.

### **Purchase and development of assets**

As part of transactions involving the purchase and development of assets, the Corporation and its subsidiaries may be required to pay counterparties for costs and losses incurred as a result of breaches of representations and warranties contained in the purchase agreements.

## 9. QUARTERLY OPERATING RESULTS

### 9.1 QUARTERLY FINANCIAL HIGHLIGHTS

| Three months ended   | Fiscal 2022            |                        |         |         | Fiscal 2021 |         |         |                        |
|--|------------------------|------------------------|---------|---------|-------------|---------|---------|------------------------|
|  | Nov. 30 <sup>(1)</sup> | Feb. 28 <sup>(1)</sup> | May 31  | Aug. 31 | Nov. 30     | Feb. 28 | May 31  | Aug. 31 <sup>(1)</sup> |
| <i>(In thousands of Canadian dollars, except percentages and per share data)</i> | \$                     | \$                     | \$      | \$      | \$          | \$      | \$      | \$                     |
| <b>Operations</b>  |                        |                        |         |         |             |         |         |                        |
| Revenue  | 718,541                | 728,549                | 728,118 | 725,446 | 618,913     | 634,548 | 624,308 | 632,684                |
| Adjusted EBITDA  | 349,287                | 349,087                | 347,614 | 347,074 | 311,093     | 306,994 | 296,999 | 290,570                |
| Adjusted EBITDA margin   | 48.6 %                 | 47.9 %                 | 47.7 %  | 47.8 %  | 50.3 %      | 48.4 %  | 47.6 %  | 45.9 %                 |
| Acquisition, integration, restructuring and other costs                          | 18,635                 | 1,451                  | 2,263   | 12,593  | 1,215       | 2,330   | 1,225   | 3,974                  |
| Profit for the period  | 116,610                | 119,911                | 105,406 | 111,829 | 114,896     | 110,559 | 102,786 | 103,406                |
| Profit for the period attributable to owners of the Corporation                  | 106,837                | 111,275                | 100,250 | 104,937 | 106,679     | 102,936 | 95,702  | 96,200                 |
| <b>Cash flow</b>   |                        |                        |         |         |             |         |         |                        |
| Cash flows from operating activities   | 286,945                | 281,199                | 353,001 | 319,137 | 241,725     | 231,166 | 264,621 | 281,547                |
| Free cash flow   | 132,111                | 153,000                | 104,795 | 34,452  | 140,616     | 142,768 | 132,070 | 71,423                 |
| Acquisition of property, plant and equipment                                     | 145,848                | 157,873                | 197,345 | 243,589 | 116,222     | 115,214 | 126,570 | 179,654                |
| Net capital expenditures   | 141,028                | 142,195                | 182,181 | 223,509 | 116,222     | 115,214 | 126,570 | 175,180                |
| Capital intensity  | 19.6 %                 | 19.5 %                 | 25.0 %  | 30.8 %  | 18.8 %      | 18.2 %  | 20.3 %  | 27.7 %                 |
| <b>Per share data <sup>(2) (3)</sup></b>   |                        |                        |         |         |             |         |         |                        |
| Earnings per share   |                        |                        |         |         |             |         |         |                        |
| Basic  | 2.29                   | 2.40                   | 2.17    | 2.29    | 2.24        | 2.16    | 2.02    | 2.05                   |
| Diluted  | 2.27                   | 2.38                   | 2.16    | 2.28    | 2.22        | 2.14    | 2.01    | 2.03                   |
| Dividends per share  | 0.705                  | 0.705                  | 0.705   | 0.705   | 0.64        | 0.64    | 0.64    | 0.64                   |

(1) Comparative figures have been restated following the application of the IFRS Interpretations Committee issued agenda decision *Demand Deposits with Restrictions on Use arising from a Contract with a Third Party (IAS 7 Statement of Cash Flows)* during the third quarter of fiscal 2022. Furthermore, the Corporation also changed the label of its "Acquisition of property, plant and equipment" key performance indicator measure to "Net capital expenditures" following this application. For further details, refer to the "Accounting policies" section.

(2) The addition of quarterly information may not correspond to the annual total due to rounding.

(3) Per multiple and subordinate voting share.

### 9.2 SEASONAL VARIATIONS

Cogeco Communications' operating results are not generally subject to material seasonal fluctuations. Although, in the Canadian and American telecommunications segments, the number of Internet and video services customers are generally lower in the second half of a fiscal year as a result of the beginning of the vacation period, the end of the television season, and students leaving their campuses at the end of the school year. In the American telecommunications segment, certain areas are also subject to seasonal fluctuations during the winter and summer seasons.

## 9.3 FOURTH-QUARTER OPERATING AND FINANCIAL RESULTS

### CONSOLIDATED

### OPERATING AND FINANCIAL RESULTS

| Three months ended August 31,<br>(In thousands of Canadian dollars, except percentages) | 2022 <sup>(1)</sup><br>\$ | Foreign<br>exchange<br>impact<br>\$ | 2022<br>in constant<br>currency <sup>(2)</sup><br>\$ | 2021<br>\$ | Change      |                                 |
|---|---------------------------|-------------------------------------|--|------------|-------------|---------------------------------|
|   |                           |                                     |  |            | Actual<br>% | In<br>constant<br>currency<br>% |
| Revenue   | 725,446                   | (12,518)                            | 712,928  | 632,684    | 14.7        | 12.7                            |
| Operating expenses  | 372,797                   | (7,346)                             | 365,451  | 336,206    | 10.9        | 8.7                             |
| Management fees – Cogeco Inc.   | 5,575                     | —                                   | 5,575  | 5,908      | (5.6)       | (5.6)                           |
| Adjusted EBITDA   | 347,074                   | (5,172)                             | 341,902  | 290,570    | 19.4        | 17.7                            |
| Adjusted EBITDA margin  | 47.8 %                    |                                     |  | 45.9 %     |             |                                 |

(1) For the three-month period ended August 31, 2022, the average foreign exchange rate used for translation was 1.2893 USD/CND.

(2) Fiscal 2022 in constant currency is translated at the average foreign exchange rate of the comparable period of fiscal 2021 which was 1.2450 USD/CND.

### REVENUE

| Three months ended August 31,<br>(In thousands of Canadian dollars, except percentages) | 2022<br>\$ | 2021<br>\$ | Change<br>% | Change in<br>constant<br>currency<br>% | Foreign<br>exchange<br>impact<br>\$ |
|---|------------|------------|-------------|--|-------------------------------------|
| Canadian telecommunications   | 360,834    | 356,850    | 1.1         | 1.1                                    | —                                   |
| American telecommunications   | 364,612    | 275,834    | 32.2        | 27.6                                   | (12,518)                            |
|   | 725,446    | 632,684    | 14.7        | 12.7                                   | (12,518)                            |

Fiscal 2022 fourth-quarter revenue increased by 14.7% (12.7% in constant currency), mainly resulting from:

- the Ohio broadband systems acquisition completed on September 1, 2021, which contributed to the revenue growth in the American telecommunications segment; and
- organic revenue growth in both the American and Canadian telecommunications segments, driven by the cumulative effect of high-speed Internet service additions over the past year through organic growth and a higher value product mix.

### OPERATING EXPENSES

| Three months ended August 31,<br>(In thousands of Canadian dollars, except percentages) | 2022<br>\$ | 2021<br>\$ | Change<br>% | Change in<br>constant<br>currency<br>% | Foreign<br>exchange<br>impact<br>\$ |
|---|------------|------------|-------------|--|-------------------------------------|
| Canadian telecommunications   | 163,157    | 171,128    | (4.7)       | (5.0)                                  | (527)                               |
| American telecommunications   | 199,561    | 153,903    | 29.7        | 25.2                                   | (6,819)                             |
| Other   | 10,079     | 11,175     | (9.8)       | (9.8)                                  | —                                   |
|   | 372,797    | 336,206    | 10.9        | 8.7                                    | (7,346)                             |

Fiscal 2022 fourth-quarter operating expenses increased by 10.9% (8.7% in constant currency), mainly due to:

- higher operating expenses in the American telecommunications segment, mainly resulting from the Ohio broadband systems acquisition, higher marketing and advertising expenses and higher operating expenses to drive and support customer growth, partly offset by reduced video services costs; partly offset by
- reduced operating expenses in the Canadian telecommunications segment, mainly resulting from lower marketing expenses, lower video services costs and certain year-end adjustments recorded during the fourth quarter of fiscal 2022, partly offset by higher overall operating expenses associated with the revenue growth.

## MANAGEMENT FEES

Fiscal 2022 fourth-quarter management fees paid to Cogeco reached \$5.6 million compared to \$5.9 million for the same period of fiscal 2021. For further details on the Corporation's management fees, please refer to the "Related party transactions" section.

## ADJUSTED EBITDA

| Three months ended August 31,<br>(In thousands of Canadian dollars, except percentages) | 2022<br>\$ | 2021<br>\$ | Change<br>% | Change in<br>constant<br>currency<br>% | Foreign<br>exchange<br>impact<br>\$ |
|---|------------|------------|-------------|--|-------------------------------------|
| Canadian telecommunications   | 197,677    | 185,722    | 6.4         | 6.7                                    | 527                                 |
| American telecommunications   | 165,051    | 121,931    | 35.4        | 30.7                                   | (5,699)                             |
| Other   | (15,654)   | (17,083)   | 8.4         | 8.4                                    | —                                   |
|   | 347,074    | 290,570    | 19.4        | 17.7                                   | (5,172)                             |

Fiscal 2022 fourth-quarter adjusted EBITDA increased by 19.4% (17.7% in constant currency), mainly due to:

- an increase in the American telecommunications segment, mainly resulting from the Ohio broadband systems acquisition and organic revenue growth, partly offset by higher marketing and advertising expenses to continue to drive and support customer growth; and
- an increase in the Canadian telecommunications segment, mainly resulting from lower marketing expenses and certain year-end adjustments recorded during the fourth quarter of fiscal 2022.

## ACQUISITION, INTEGRATION, RESTRUCTURING AND OTHER COSTS

Fiscal 2022 fourth-quarter acquisition, integration, restructuring and other costs amounted to \$12.6 million, mostly related to:

- the ongoing integration of the Ohio broadband systems;
- restructuring costs associated with organizational changes during the fourth quarter of fiscal 2022 within the Canadian telecommunications segment, resulting in cost optimization; and
- costs associated with configuration and customization related to cloud computing arrangements.

Fiscal 2021 fourth-quarter acquisition, integration, restructuring and other costs amounted to \$4.0 million, mostly related to:

- due diligence costs and legal fees related to the acquisition of the Ohio broadband systems, which was completed on September 1, 2021; and
- integration costs incurred in connection with the acquisition of DERYtelecom.

## DEPRECIATION AND AMORTIZATION

| Three months ended August 31,<br>(In thousands of Canadian dollars, except percentages) | 2022<br>\$ | 2021<br>\$ | Change<br>% |
|---|------------|------------|-------------|
| Depreciation of property, plant and equipment   | 139,239    | 121,542    | 14.6        |
| Amortization of intangible assets   | 13,774     | 9,574      | 43.9        |
|   | 153,013    | 131,116    | 16.7        |

Fiscal 2022 fourth-quarter depreciation and amortization expense increased by 16.7%, mainly due to:

- the Ohio broadband systems acquisition;
- a higher level of capital expenditures, in both the American and Canadian telecommunications segments; and
- the appreciation of the US dollar against the Canadian dollar compared to the same period of the prior year.

## FINANCIAL EXPENSE

| Three months ended August 31,  | 2022   | 2021    | Change |
|--|--------|---------|--------|
| <i>(In thousands of Canadian dollars, except percentages)</i>                  | \$     | \$      | %      |
| Interest on long-term debt, excluding interest on lease liabilities            | 51,893 | 30,370  | 70.9   |
| Interest on lease liabilities  | 407    | 322     | 26.4   |
| Net foreign exchange loss (gain)   | 86     | (1,949) | —      |
| Amortization of deferred transaction costs related to the revolving facilities | 159    | 183     | (13.1) |
| Other  | (196)  | (5,318) | (96.3) |
|  | 52,349 | 23,608  | —      |

Fiscal 2022 fourth-quarter financial expense increased by \$28.7 million, mainly due to:

- higher outstanding debt following the issuance of a US\$900 million senior secured Term B loan to finance the Ohio broadband systems acquisition completed on September 1, 2021 and the issuance of \$500 million senior secured notes on September 20, 2021;
- higher interest expense on the floating interest rate portion of the Senior Secured Term Loan B Facility, mainly resulting from the increase in interest rates;
- a non-recurring \$5.9 million favourable reversal in fiscal 2021 of a previously recognized provision upon reaching a settlement; and
- the appreciation of the US dollar against the Canadian dollar compared to the same period of the prior year; partly offset by
- lower interest expense following the reimbursement of the \$200 million Senior Secured Debentures Series 3 in February 2022.

## INCOME TAXES

| Three months ended August 31,                                 | 2022     | 2021   | Change |
|---|----------|--------|--------|
| <i>(In thousands of Canadian dollars, except percentages)</i> | \$       | \$     | %      |
| Current   | 27,430   | 20,331 | 34.9   |
| Deferred  | (10,140) | 8,135  | —      |
| Income taxes  | 17,290   | 28,466 | (39.3) |
| Effective income tax rate                                     | 13.4 %   | 21.6 % | (38.0) |

Fiscal 2022 fourth-quarter income tax expense decreased by 39.3%, mainly due to:

- an \$8.5 million tax benefit recognized in the fourth quarter of fiscal 2022 following a change in tax rate, signed into law on July 8, 2022, to reduce the corporate net income tax rate in the state of Pennsylvania from 9.99% to 4.99% by decreasing it by 0.5% annually until 2031, effective for the Corporation on September 1, 2023; and
- tax benefits from the Ohio broadband systems acquisition.

Current income taxes are higher in the fourth quarter of fiscal 2022 compared to last year due to higher assets under construction at Cogeco Connexion, which increased the taxable profit.

## PROFIT FOR THE PERIOD

| Three months ended August 31,  | 2022    | 2021    | Change |
|--|---------|---------|--------|
| <i>(In thousands of Canadian dollars, except percentages and earnings per share)</i> | \$      | \$      | %      |
| Profit for the period  | 111,829 | 103,406 | 8.1    |
| Profit for the period attributable to owners of the Corporation                      | 104,937 | 96,200  | 9.1    |
| Profit for the period attributable to non-controlling interest <sup>(1)</sup>        | 6,892   | 7,206   | (4.4)  |
| Basic earnings per share   | 2.29    | 2.05    | 11.7   |
| Diluted earnings per share   | 2.28    | 2.03    | 12.3   |

(1) The non-controlling interest relates to the 21% ownership of CDPQ in Breezeline.

Fiscal 2022 fourth-quarter profit for the period and profit for the period attributable to owners of the Corporation increased by 8.1% and 9.1%, respectively, as a result of:

- higher adjusted EBITDA; and
- lower income tax expense; partly offset by
- higher financial expense;
- higher depreciation and amortization expense; and
- higher acquisition, integration, restructuring and other costs.

## CANADIAN TELECOMMUNICATIONS

### OPERATING AND FINANCIAL RESULTS

| Three months ended August 31,<br>(In thousands of Canadian dollars, except percentages) | 2022 <sup>(1)</sup> | Foreign<br>exchange<br>impact | 2022<br>in constant<br>currency <sup>(2)</sup> | 2021    | Change |                            |
|---|---------------------|-------------------------------|--|---------|--------|----------------------------|
|   |                     |                               |  |         | Actual | In<br>constant<br>currency |
|   | \$                  | \$                            | \$   | \$      | %      | %                          |
| Revenue   | 360,834             | —                             | 360,834  | 356,850 | 1.1    | 1.1                        |
| Operating expenses  | 163,157             | (527)                         | 162,630  | 171,128 | (4.7)  | (5.0)                      |
| Adjusted EBITDA   | 197,677             | 527                           | 198,204  | 185,722 | 6.4    | 6.7                        |
| Adjusted EBITDA margin  | 54.8 %              |                               |  | 52.0 %  |        |                            |
| Net capital expenditures  | 100,140             | (1,305)                       | 98,835   | 76,342  | 31.2   | 29.5                       |
| Capital intensity   | 27.8 %              |                               |  | 21.4 %  |        |                            |

(1) For the three-month period ended August 31, 2022, the average foreign exchange rate used for translation was 1.2893 USD/CND.

(2) Fiscal 2022 in constant currency is translated at the average foreign exchange rate of the comparable period of fiscal 2021 which was 1.2450 USD/CND.

#### REVENUE

Fiscal 2022 fourth-quarter revenue increased by 1.1% as reported and in constant currency, mainly as a result of:

- higher Internet service customer base and revenue per customer; and
- growth in the commercial sector, mainly driven by a higher value Internet product mix; partly offset by
- a decline in video and phone service customers.

#### OPERATING EXPENSES

Fiscal 2022 fourth-quarter operating expenses decreased by 4.7% (5.0% in constant currency), mainly due to:

- lower marketing expenses;
- lower video services costs; and
- certain year-end adjustments; partly offset by
- higher overall operating expenses associated with the revenue growth.

#### ADJUSTED EBITDA

Fiscal 2022 fourth-quarter adjusted EBITDA increased by 6.4% (6.7% in constant currency), mainly resulting from:

- lower marketing expenses;
- organic growth; and
- the impact of certain year-end adjustments; partly offset by
- higher overall operating expenses.



## NET CAPITAL EXPENDITURES AND CAPITAL INTENSITY

Fiscal 2022 fourth-quarter net capital expenditures increased by 31.2% (29.5% in constant currency), mostly related to:

- the acceleration of construction efforts related to Cogeco Connexion's high-speed Internet network expansion in Québec and Ontario;
- higher purchases of customer premise equipment related to the network expansion projects; and
- the timing of certain initiatives.

Fiscal 2022 fourth-quarter capital intensity reached 27.8% compared to 21.4% for the same period of the prior year. The capital intensity increase is mainly explained by higher net capital expenditures related to network expansion projects, partly offset by the revenue growth.

## PRIMARY SERVICE UNIT STATISTICS

|   | August 31,<br>2022 | Net additions (losses)<br>Three months ended August 31, |         |
|---|--------------------|---|---------|
|   |                    | 2022  | 2021    |
| Primary service units                     | 1,818,158          | (10,718)  | 2,104   |
| Internet service customers <sup>(1)</sup> | 772,600            | 3,252   | 8,540   |
| Video service customers                   | 652,590            | (8,682)   | (3,262) |
| Phone service customers                   | 392,968            | (5,288)   | (3,174) |

(1) During the fourth quarter of fiscal 2022, the Corporation modified its definition of Internet service customers in order to be consistent with industry practices. As per the new definition, Internet service customers include only customers who have their Internet service installed, operated and billed directly by the Corporation. The previous definition also included wholesale Internet customers. This change has been applied retrospectively to the comparative figures.

### INTERNET

Fiscal 2022 fourth-quarter Internet service customers net additions amounted to 3,252 compared to 8,540 for the same period of the prior year, both excluding wholesale Internet customers as per the new definition adopted during the fourth quarter of fiscal 2022. The fiscal 2022 fourth-quarter net additions were mainly resulting from the ongoing interest in high-speed offerings. Last year's net additions were elevated, mainly driven by the increase in high-speed Internet demand in the context of the COVID-19 pandemic restrictions.

### VIDEO

Fiscal 2022 fourth-quarter video service customers net losses amounted to 8,682 compared to 3,262 for the same period of the prior year. The fiscal 2022 fourth-quarter net losses were mainly due to the continuous change in the video consumption environment, further impacted by the current highly inflationary environment, with an increasing proportion of customers only subscribing to Internet services. The fiscal 2021 fourth-quarter net losses were low by historical measure in the context of the COVID-19 pandemic restrictions and strong Internet additions.

### PHONE

Fiscal 2022 fourth-quarter phone service customers net losses amounted to 5,288 compared to 3,174 for the same period of the prior year. The fiscal 2022 fourth-quarter net losses were mainly due to a higher level of service disconnections in the context of the current inflationary environment causing some customers to cancel their landline phone services for mobile phone services only.

## AMERICAN TELECOMMUNICATIONS

### OPERATING AND FINANCIAL RESULTS

| Three months ended August 31,<br>(In thousands of Canadian dollars, except percentages) | 2022 <sup>(1)</sup> | Foreign<br>exchange<br>impact | 2022<br>in constant<br>currency <sup>(2)</sup> | 2021    | Change |                            |
|---|---------------------|-------------------------------|--|---------|--------|----------------------------|
|   |                     |                               |  |         | Actual | In<br>constant<br>currency |
|   | \$                  | \$                            | \$   | \$      | %      | %                          |
| Revenue   | 364,612             | (12,518)                      | 352,094  | 275,834 | 32.2   | 27.6                       |
| Operating expenses  | 199,561             | (6,819)                       | 192,742  | 153,903 | 29.7   | 25.2                       |
| Adjusted EBITDA   | 165,051             | (5,699)                       | 159,352  | 121,931 | 35.4   | 30.7                       |
| Adjusted EBITDA margin  | 45.3 %              |                               |  | 44.2 %  |        |                            |
| Net capital expenditures  | 120,347             | (4,129)                       | 116,218  | 96,989  | 24.1   | 19.8                       |
| Capital intensity   | 33.0 %              |                               |  | 35.2 %  |        |                            |

(1) For the three-month period ended August 31, 2022, the average foreign exchange rate used for translation was 1.2893 USD/CDN.

(2) Fiscal 2022 in constant currency is translated at the average foreign exchange rate of the comparable period of fiscal 2021 which was 1.2450 USD/CDN.

#### REVENUE

Fiscal 2022 fourth-quarter revenue increased by 32.2% (27.6% in constant currency). In local currency, revenue amounted to US\$282.8 million compared to US\$221.5 million for the same period of fiscal 2021. The increase in constant currency is mainly resulting from:

- the Ohio broadband systems acquisition completed on September 1, 2021;
- a higher Internet service customer base outside of Ohio; and
- higher value product mix.

Fiscal 2022 fourth-quarter organic revenue growth in constant currency <sup>(1)</sup> was 4.9%.

#### OPERATING EXPENSES

Fiscal 2022 fourth-quarter operating expenses increased by 29.7% (25.2% in constant currency), mainly due to:

- the Ohio broadband systems acquisition completed on September 1, 2021; and
- higher marketing and advertising, and other operating expenses to drive and support customer growth; partly offset by
- reduced video services costs resulting from the decline in video service customers.

#### ADJUSTED EBITDA

Fiscal 2022 fourth-quarter adjusted EBITDA increased by 35.4% (30.7% in constant currency). In local currency, adjusted EBITDA amounted to US\$128.0 million compared to US\$98.0 million for the same period of fiscal 2021. The increase in constant currency is mainly resulting from:

- the Ohio broadband systems acquisition; and
- organic revenue growth; partly offset by
- higher marketing and advertising expenses.

Fiscal 2022 fourth-quarter organic adjusted EBITDA growth in constant currency <sup>(1)</sup> was 11.6%.

(1) Organic revenue growth in constant currency and organic adjusted EBITDA growth in constant currency are non-IFRS ratios. These indicated terms do not have standardized definitions prescribed by IFRS and, therefore, may not be comparable to similar measures presented by other companies. For more information on these financial measures, please consult the "Non-IFRS and other financial measures" section.

## NET CAPITAL EXPENDITURES AND CAPITAL INTENSITY

Fiscal 2022 fourth-quarter net capital expenditures increased by 24.1% (19.8% in constant currency) mainly as a result of:

- higher capital expenditures related to the Ohio broadband systems acquisition;
- additional capital expenditures related to the geographical network expansion projects;
- high level of customer premise equipment and networking equipment in order to avoid supply chain shortages impacting many industries; and
- the timing of certain initiatives.

Fiscal 2022 fourth-quarter capital intensity reached 33.0% compared to 35.2% for the same period of the prior year. The capital intensity decrease is mainly explained by the revenue growth exceeding higher net capital expenditures.

## PRIMARY SERVICE UNIT STATISTICS

|                            | August 31,<br>2022 | Net additions (losses)<br>Three months ended August 31, |         |
|----------------------------|--------------------|---|---------|
|                            |                    | 2022  | 2021    |
| Primary service units      | 1,189,163          | (25,798)  | (3,665) |
| Internet service customers | 707,954            | (9,965)   | 2,666   |
| Video service customers    | 323,038            | (9,274)   | (3,728) |
| Phone service customers    | 158,171            | (6,559)   | (2,603) |

### INTERNET

During the fourth quarter of fiscal 2022, the segment recorded positive organic growth in Internet service customers excluding the Ohio broadband systems acquired September 1, 2021, with the Internet service customer base increasing approximately 2% on a year-over-year basis. However, this was offset by a reduction in the Internet service customer base in Ohio mainly due to higher levels of disconnections mostly triggered by the Ohio customer management and billing systems' migration. Fiscal 2022 fourth-quarter Internet service customers net losses amounted to 9,965 compared to net additions of 2,666 for the same period of the prior year.

Excluding net losses in Ohio, growth of approximately 4,747 Internet service customers resulted primarily from the ongoing interest in high-speed Internet offerings. The segment's product mix also improved with a greater proportion of new connections taking faster Internet speeds, resulting in a higher average revenue per unit.

### VIDEO

Fiscal 2022 fourth-quarter video service customers net losses amounted to 9,274 compared to 3,728 for the same period of the prior year. The fiscal 2022 fourth-quarter net losses were due to:

- the continued emphasis on offers that are Internet led and the cessation of non-bulk residential video-only new offers;
- higher levels of video disconnections in Ohio, as expected, due to the previous owner's highly Internet centric strategy, and also due to the customer management and billing systems' migration; and
- competitive offers in the industry.

### PHONE

Fiscal 2022 fourth-quarter phone service customers net losses amounted to 6,559 compared to 2,603 for the same period of the prior year. The fiscal 2022 fourth-quarter net losses were mainly due to:

- the continued emphasis on offers that are Internet led; and
- higher levels of disconnections in Ohio following the customer management and billing systems' migration; partly offset by
- growth in the commercial sector mainly driven by the Hosted Voice product offerings.

## CASH FLOWS ANALYSIS

| Three months ended August 31,  | 2022           | 2021 <sup>(1)</sup> | Change        |
|--|----------------|---------------------|---------------|
| <i>(In thousands of Canadian dollars, except percentages)</i>                                  | \$             | \$                  | %             |
| Cash flows from operating activities   | 319,137        | 281,547             | 13.4          |
| Cash flows used in investing activities  | (242,743)      | (239,396)           | 1.4           |
| Cash flows (used in) from financing activities   | (90,563)       | 162                 | —             |
| Effect of exchange rate changes on cash and cash equivalents denominated in a foreign currency | 7,358          | 13,293              | (44.6)        |
| <b>Net change in cash and cash equivalents</b>   | <b>(6,811)</b> | <b>55,606</b>       | <b>—</b>      |
| Cash and cash equivalents, beginning of the period   | 377,710        | 493,448             | (23.5)        |
| <b>Cash and cash equivalents, end of the period</b>  | <b>370,899</b> | <b>549,054</b>      | <b>(32.4)</b> |

(1) Comparative figures have been restated. For further details, refer to the "Accounting policies" section.

### OPERATING ACTIVITIES

Fiscal 2022 fourth-quarter cash flows from operating activities increased by 13.4%, mainly from:

- higher adjusted EBITDA; and
- lower income taxes paid, mainly due to lower required income tax instalments; partly offset by
- changes in other non-cash operating activities, primarily due to the timing of payments of trade and other payables;
- higher acquisition, integration, restructuring and other costs; and
- higher interest paid.

### INVESTING ACTIVITIES

Fiscal 2022 fourth-quarter cash flows used in investing activities increased by 1.4%, mainly due to:

- the increase in acquisition of property, plant and equipment, in both the Canadian and the American telecommunications segments; partly offset by
- last year's \$59 million deposit paid in order to secure 38 spectrum licences in the 3500 MHz band auction.

### ACQUISITION OF PROPERTY, PLANT AND EQUIPMENT, NET CAPITAL EXPENDITURES AND CAPITAL INTENSITY

| Three months ended August 31,   | 2022           | 2021    | Change |
|---|----------------|---------|--------|
| <i>(In thousands of Canadian dollars, except percentages)</i>   | \$             | \$      | %      |
| <b>Acquisition of property, plant and equipment</b>   | <b>243,589</b> | 179,654 | 35.6   |
| Subsidies received in advance recognized as a reduction of the cost of property, plant and equipment during the period <sup>(1)</sup> | (20,080)       | (4,474) | —      |
| <b>Net capital expenditures</b>   | <b>223,509</b> | 175,180 | 27.6   |

(1) Relates to the \$187.5 million of government subsidies received last year in connection with Cogeco Connexion's high-speed Internet network expansion projects, which are recognized against property, plant and equipment based on the costs incurred over the total expected costs.

The net capital expenditures, as well as the capital intensity, per operating segment are as follows:

| Three months ended August 31,<br>(In thousands of Canadian dollars, except percentages) | 2022<br>\$     | 2021<br>\$ | Change<br>% | Change in<br>constant<br>currency <sup>(1)</sup><br>% |
|---|----------------|------------|-------------|---|
| <b>Canadian telecommunications</b>  | <b>100,140</b> | 76,342     | 31.2        | 29.5  |
| Capital intensity   | <b>27.8 %</b>  | 21.4 %     |             |   |
| <b>American telecommunications</b>  | <b>120,347</b> | 96,989     | 24.1        | 19.8  |
| Capital intensity   | <b>33.0 %</b>  | 35.2 %     |             |   |
| <b>Other</b>  | <b>3,022</b>   | 1,849      | 63.4        | 63.4  |
| <b>Consolidated</b>   | <b>223,509</b> | 175,180    | 27.6        | 24.5  |
| Capital intensity   | <b>30.8 %</b>  | 27.7 %     |             |   |

(1) Fiscal 2022 actuals are translated at the average foreign exchange rate of the comparable period of fiscal 2021 which was 1.2450 USD/CDN.

Fiscal 2022 fourth-quarter net capital expenditures increased by 27.6% (24.5% in constant currency), mainly due to:

- higher capital expenditures in the American telecommunications segment related to the Ohio broadband systems acquisition, additional capital expenditures related to the geographical network expansion projects, the high level of customer premise equipment and networking equipment in order to avoid supply chain shortages impacting many industries, and the timing of certain initiatives; and
- higher capital expenditures in the Canadian telecommunications segment due to the acceleration of construction efforts related to Cogeco Connexion's high-speed Internet network expansion in Québec and Ontario and the timing of certain initiatives.

Fiscal 2022 fourth-quarter capital intensity reached 30.8% compared to 27.7% for the same period of the prior year. The capital intensity increase is mainly explained by higher net capital expenditures, partly offset by the revenue growth.

Fiscal 2022 fourth-quarter net capital expenditures, excluding network expansion projects<sup>(1)</sup>, amounted to \$161.9 million. Fiscal 2022 fourth-quarter capital intensity, excluding network expansion projects<sup>(1)</sup>, reached 22.3%.

## FINANCING ACTIVITIES

### ISSUANCE AND REPAYMENT OF DEBT

Fiscal 2022 fourth-quarter changes in cash flows from the issuance and repayment of debt are mainly explained as follows:

| Three months ended August 31,<br>(In thousands of Canadian dollars) | 2022<br>\$      | 2021<br>\$ | Explanations  |
|---|-----------------|------------|---|
| Decrease in bank indebtedness                                       | <b>(5,162)</b>  | (1,924)    | Related to the timing of payments made to suppliers.  |
| Net (decrease) increase under the revolving facilities              | <b>(9,182)</b>  | 84,458     | Repayment of amounts drawn under the revolving facility in the fourth quarter of fiscal 2022, while the fiscal 2021 quarterly increase is mainly related to the \$59 million deposit paid in order to secure 38 spectrum licences in the 3500 MHz band auction. |
| Issuance of long-term debt, net of discounts and transaction costs  | <b>(239)</b>    | —          | Increase in deferred transaction costs.   |
| Repayment of notes, debentures and credit facilities                | <b>(8,522)</b>  | (5,298)    | Related to the quarterly repayments on the Senior Secured Term Loan B Facility, with quarterly repayments on Tranche 2 starting in May 2022.  |
| Repayment of lease liabilities                                      | <b>(1,098)</b>  | (784)      | Comparable.   |
| Repayment of balance due on business combinations                   | —               | (450)      | Repayment of balance due related to the iTétract acquisition in 2021.   |
|   | <b>(24,203)</b> | 76,002     |   |

(1) Net capital expenditures, excluding network expansion projects, is a non-IFRS financial measure. Capital intensity, excluding network expansion projects is a non-IFRS ratio. These indicated terms do not have standardized definitions prescribed by IFRS and, therefore, may not be comparable to similar measures presented by other companies. For more information on these financial measures, please consult the "Non-IFRS and other financial measures" section.

## DIVIDENDS

During the fourth quarter of fiscal 2022, a quarterly eligible dividend of \$0.705 per share was paid to the holders of subordinate and multiple voting shares, totalling \$32.2 million, compared to a quarterly eligible dividend paid of \$0.64 per share, or \$29.9 million, in the fourth quarter of fiscal 2021.

## NORMAL COURSE ISSUER BID

During the fourth quarter of fiscal 2022, Cogeco Communications purchased and cancelled 390,800 subordinate voting shares with a weighted average price per share purchased of \$88.35 for a total consideration of \$34.5 million. During the fourth quarter of fiscal 2021, Cogeco Communications purchased and cancelled 391,500 subordinate voting shares with a weighted average price per share purchased of \$117.41 for a total consideration of \$46.0 million.

## FREE CASH FLOW

| Three months ended August 31,  | 2022 <sup>(1)</sup> | 2021      | Change | Change in constant currency <sup>(2)</sup> | Foreign exchange impact <sup>(2)</sup> |
|--|---------------------|-----------|--------|--|--|
| <i>(In thousands of Canadian dollars, except percentages)</i>              | \$                  | \$        | %      | %  | \$                                     |
| <b>Adjusted EBITDA</b>   | <b>347,074</b>      | 290,570   | 19.4   | 17.7                                       | (5,172)                                |
| Amortization of deferred transaction costs and discounts on long-term debt | 2,974               | 2,342     | 27.0   |  |  |
| Share-based payment  | 1,070               | 1,879     | (43.1) |  |  |
| Loss on disposals and write-offs of property, plant and equipment          | 98                  | 792       | (87.6) |  |  |
| Defined benefit plans expense, net of contributions                        | 215                 | (283)     | —      |  |  |
| Acquisition, integration, restructuring and other costs                    | (12,593)            | (3,974)   | —      |  |  |
| Financial expense  | (52,349)            | (23,608)  | —      |  |  |
| Current income taxes   | (27,430)            | (20,331)  | 34.9   |  |  |
| Net capital expenditures   | (223,509)           | (175,180) | 27.6   |  |  |
| Repayment of lease liabilities   | (1,098)             | (784)     | 40.1   |  |  |
| <b>Free cash flow</b>  | <b>34,452</b>       | 71,423    | (51.8) | (49.2)                                     | 1,825                                  |

(1) For the three-month period ended August 31, 2022, the average foreign exchange rate used for translation was 1.2893 USD/CND.

(2) Fiscal 2022 actuals are translated at the average foreign exchange rate of the comparable period of fiscal 2021 which was 1.2450 USD/CND.

Fiscal 2022 fourth-quarter free cash flow decreased by 51.8% (49.2% in constant currency), mainly due to:

- higher net capital expenditures in both the Canadian and American telecommunications segments;
- higher financial expense, mainly due to an increased debt level, in part to finance the Ohio broadband systems acquisition;
- higher acquisition, integration, restructuring and other costs; and
- the increase in current income taxes; partly offset by
- higher adjusted EBITDA.

Fiscal 2022 fourth-quarter free cash flow, excluding network expansion projects <sup>(1)</sup> was \$96.1 million.

(1) Free cash flow, excluding network expansion projects is a non-IFRS financial measure. This indicated term does not have a standardized definition prescribed by IFRS and, therefore, may not be comparable to similar measures presented by other companies. For more information on these financial measures, please consult the "Non-IFRS and other financial measures" section.



# 10. FISCAL 2023 FINANCIAL GUIDELINES

Cogeco Communications maintains its fiscal 2023 financial guidelines as issued on July 13, 2022. Although the general economic prospects for fiscal 2023 have deteriorated since then, the Corporation has initiated measures to potentially offset any impact on the Corporation's revenue and adjusted EBITDA. As the year unfolds, the Corporation will continue to assess the market conditions and the impact they have on its operations.

The current section contains forward-looking statements concerning the business outlook for Cogeco Communications. For a description of risk factors that could cause actual results to differ materially from what Cogeco Communications expects, please refer to the "Uncertainties and main risk factors" section of the present MD&A.

The Corporation presents its fiscal 2023 financial guidelines on a constant currency basis and believes this presentation enables an improved understanding of the Corporation's underlying financial performance, undistorted by the effects of changes in foreign currency rates. Measures on a constant currency basis are considered non-IFRS financial measures and ratios, and do not have any standardized meaning prescribed by IFRS and therefore, may not be comparable to similar measures presented by other companies. The financial guidelines exclude the impact from other possible business acquisitions and do not take into consideration unusual adjustments that could result from regulatory environment changes or unforeseeable non-recurring items.

On a constant currency and consolidated basis, Cogeco Communications expects fiscal 2023 revenue to grow between 2% and 4%, mainly as a result of organic growth in the American telecommunications segment resulting from the Internet led strategy, growth of commercial subscribers and, to a lesser extent, growth resulting from the network expansion program. In the Canadian telecommunications segment, revenue growth should stem primarily from the demand for the residential Internet product and new subscribers resulting from the network expansion in Québec and Ontario.

On a constant currency and consolidated basis, fiscal 2023 adjusted EBITDA should grow between 1.5% and 3.5%, mainly as a result of revenue growth exceeding operating expenses increases in both the American and Canadian telecommunications segments, partly offset by initiatives undertaken to support the Corporation's future growth and strategies.

Net capital expenditures should amount to between \$750 and \$800 million, including approximately \$180 to \$230 million in growth-oriented network expansion projects, resulting in capital intensity of approximately 26%, or 19% excluding network expansion projects. The Canadian telecommunications segment is planning higher than usual capital intensity primarily due to government sponsored network expansion projects which will increase the Corporation's footprint in the provinces of Québec and Ontario. The American telecommunications segment is also planning higher than usual capital intensity mainly due to network expansion projects which will increase the Corporation's footprint in several areas adjacent to its network and to the finalization of Ohio integration.

Free cash flow on a constant currency and consolidated basis should decrease between 2% and 12%, mainly due to the growth of adjusted EBITDA more than offset by higher capital intensity and the increase in financial expense due to expected higher interest rates, partly offset by lower acquisition, integration, restructuring and other costs. Excluding the fiscal 2023 network expansion projects, free cash flow on a constant currency and consolidated basis would otherwise be within a range encompassing a decrease of 5% to an increase of 5%.

The following table outlines the Corporation's fiscal 2023 financial guidelines ranges on a consolidated basis:

|  | July 13, 2022<br>Projections <sup>(1)</sup><br>Fiscal 2023<br>(constant currency) <sup>(2)</sup> | Actual<br>Fiscal 2022 |
|--|--|-----------------------|
| <i>(In millions of Canadian dollars, except percentages)</i>           | \$   | \$                    |
| <b>Financial guidelines</b>  |  |                       |
| Revenue  | Increase of 2% to 4%   | 2,901                 |
| Adjusted EBITDA  | Increase of 1.5% to 3.5%   | 1,393                 |
| Net capital expenditures   | \$750 to \$800   | 689                   |
| Net capital expenditures in connection with network expansion projects | \$180 to \$230   | 157                   |
| Capital intensity  | Approximately 26%  | 23.8 %                |
| Capital intensity, excluding network expansion projects                | Approximately 19%  | 18.3 %                |
| Free cash flow   | Decrease of 2% to 12% <sup>(3)</sup>   | 424                   |
| Free cash flow, excluding network expansion projects                   | Decrease of 5% to an increase of 5% <sup>(3)</sup>   | 582                   |

(1) Percentage of changes compared to fiscal 2022.

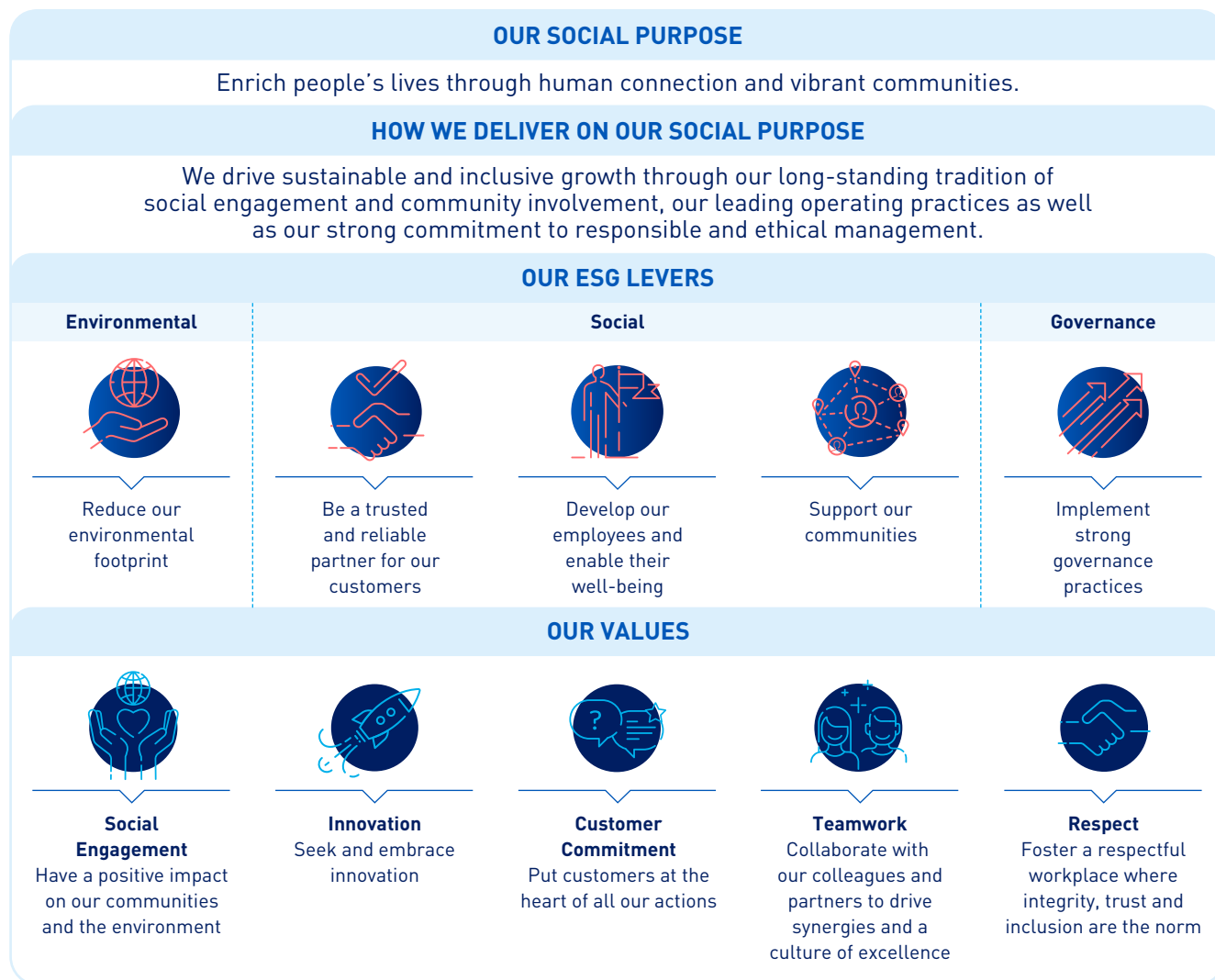
(2) Fiscal 2023 financial guidelines are based on a USD/CDN constant exchange rate of 1.2718 USD/CDN.

(3) The assumed current income tax effective rate is approximately 11%.

# 11. ENVIRONMENTAL, SOCIAL AND GOVERNANCE (ESG) PRACTICES

At Cogeco, we take immense pride in pursuing a sustainability agenda through the implementation of various initiatives that are aligned to the best ESG practices. We strive to build a more sustainable and inclusive future through an ESG strategy that is based on a long-standing tradition of social engagement and community involvement, a commitment to digital inclusion, leading operating practices as well as a strong commitment to responsible and ethical management. Our ESG strategy forms an integral part of the company's business strategy as we acknowledge the fundamental role that corporations must play in addressing the most pressing environmental, social and economic challenges of our time. We therefore strive to align our ESG strategy with the United Nations's ("UN") Sustainable Development Goals ("SDGs") as part of our continued effort to drive long-term corporate sustainability and contribute to a better and more sustainable future for all.

We have defined our ESG strategy, guided by our core organizational values, with commitments centered on the key ESG levers of reducing our environmental footprint, implementing strong governance practices and supporting our stakeholders. We monitor our sustainability related progress based on a set of key performance indicators that are reviewed as needed to ensure continued relevance.



## KEY ENVIRONMENTAL, SOCIAL AND GOVERNANCE INITIATIVES

Below are some of the key ESG initiatives that were deployed in fiscal 2022, along with some ESG key performance indicators that support the achievement of our goals.

### ENVIRONMENT

#### Climate change adaptation and mitigation

The most recent and final installment of the Intergovernmental Panel on Climate Change's (IPCC) sixth assessment report (AR6) highlights that urgent climate action is needed to halve emissions by 2030. The decisions we make today and in the coming decades will shape our planet's future and support the ambitions of the Paris Agreement. To limit global warming to 1.5°C and help prevent the worst impacts of climate change, countries and businesses must set ambitious paths towards decarbonization. While our industry's environmental footprint is arguably smaller than that of many other sectors, Cogeco is nonetheless committed to leading the decarbonization pathway in the industry.

As part of this commitment, we have set near-term emissions reduction targets that have been approved by the Science Based Targets initiative (SBTi) as consistent with levels required to meet the goals of the Paris Agreement. To further underscore our commitment, we have linked a portion of our executives' and other leaders' variable compensation to the achievement of our emissions reduction targets. Our targets cover emissions from our operations as well as emissions from our value chain and are as follows:

- Reduce absolute Scope 1 & 2 emissions by 65% by 2030 from a 2019 baseline.
- Have 50% of our suppliers by spend covering purchased goods & services and capital goods setting science-based scope 1 & 2 emissions reduction targets by 2025.
- Reduce emissions from the use of sold products and employee commuting by 30% by 2030 from a 2019 baseline.

We have further committed to achieving a longer term target of net-zero emissions by 2050 and will be seeking approval of this target by the SBTi during fiscal 2023.

Our strategy to reduce emissions from our operations focuses on the following key levers: fleet fuel efficiency, fleet electrification, energy efficiency in our buildings and across our broadband network, and investments in renewable energy. With regards to reducing emissions from our value chain, our strategy relies on engaging with our suppliers to set ambitious emissions reduction targets and to identify opportunities to collaborate in reducing emissions. Ensuring that we increase the energy efficiency of the equipment used by our customers to access our services is another component of our strategy to reduce downstream emissions along with increasing employee engagement around emission reduction activities.

In terms of results for fiscal 2022, we achieved a 28% reduction in operational emissions (Scope 1 & 2) compared to 2019. Emissions from the use of sold products have decreased by 10% and emissions from employee commuting have decreased by 26% since 2019. Also, 24% of our suppliers by spend have set or committed to set a science-based target and our percentage of renewable energy consumption increased by 75% versus 2019. For more detailed information about our actions related to climate change mitigation and adaptation, please refer to our Climate Action and TCFD Report ([corpo.cogeco.com](https://corpo.cogeco.com)), which was published in November 2021. Our new report will be released in December 2022.

### SOCIAL

#### OUR EMPLOYEES

##### Diversity and inclusion

At Cogeco, respect is a long-standing core value that we embrace by fostering a respectful workplace where integrity, trust and inclusion are the norm. We recognize that diverse and inclusive environments enable collaboration, drive innovation, improve organizational performance, and help us better support communities and customers. We believe that diverse backgrounds, perspectives, skills, and experiences are a competitive advantage. We strive to offer an inclusive workplace for all, where everyone feels a sense of belonging, has a safe environment in which to work and develop, and shares equal opportunities for career advancement.

This year we continued to put a comprehensive Diversity and Inclusion strategy into action with a focus on enhancements to processes and policies, employee education and engagement, and an inclusive approach to talent acquisition outreach and community support. Select highlights include:

- We adopted a Diversity and Inclusion Policy to set out the principles and commitments by which Cogeco will enhance diversity and inclusion throughout the organization.
- In addition to the existing Cogeco Women's Network, we established 3 new employee-led Employee Resource Groups (ERGs) to promote inclusion, drive engagement and foster a sense of belonging.
- We engaged colleagues in learning and awareness initiatives, including panel discussions around Pride, Mental Health Awareness, as well as Diversity Month, D&I *Lunch and Learn* events and Cogeco's digital learning courses.

- We established new and deepened existing external partnerships to showcase our employer brand and further attract diverse candidates.
- We deepened our support to local initiatives through a Diversity and Inclusion philanthropic fund to support various organizations across our operating footprint.

In fiscal 2022, 34% of women occupied managerial positions and above. While there is always more work to do in diversity and inclusion, we are pleased to report that our efforts are being highlighted through several industry recognitions such as Globe & Mail's *Women Lead Here* and Equileap's 2022 *Gender Equality Evaluation* where Cogeco ranked in the list of Top 10 companies in Canada. Full details of our diversity and inclusion commitment can be found on the [corpo.cogeco.com](https://corpo.cogeco.com) website.

## Employee health, safety & well-being

Our workforce is a key driver of our success which is why providing a superior employee experience is one of Cogeco's top strategic priorities. This includes our commitment to providing a safe and healthy workplace for all employees, volunteers and business partners. We do not simply consider this to be our duty of care but an important business practice as it lowers injury/illness costs, reduces absenteeism and turnover, increases productivity and quality, and raises employee morale. To further underscore our commitment to health, safety and well-being, we have linked a portion of our executives' and other leaders' variable compensation to the achievement of associated targets.

Year over year, we continue to evolve health & safety and wellness practices and processes to ensure the well-being of our employees. Initiatives deployed include providing in-depth training on health & safety, ensuring systems and processes are in place to guide and track health & safety efforts, providing all employees and their families with access to confidential consultations and information services from external professionals to address and find solutions for a wide range of life's challenges through our Employee Assistance Program, and providing employees with a subscription to a meditation and mindfulness application to support employees' overall well-being and mental health.

In fiscal 2022, we achieved our goal of maintaining a frequency of workplace related incidents below industry averages in the jurisdictions we operate.

## Employee engagement

Employee engagement matters to Cogeco as it is our firm belief that engaged employees care about what they do and are thus motivated to contribute to organizational success. Engaged employees are also more attuned to the needs of customers and can therefore make a real difference in terms of providing the best customer experience. Research has shown that high employee engagement increases profitability, work quality and productivity of employees, and is also an important enabler of employee retention. In the current highly competitive market for top talent, the ability for any organization to provide a highly engaging work environment can represent a key differentiator. As a reflection of the importance we give to employee engagement, we have linked a portion of our executives' and other leaders' variable compensation to the achievement of associated targets.

Creating a productive and positive employee experience is a fundamental pillar of Cogeco's growth strategy. We firmly believe that this can only be achieved through an engaging and continuous dialogue between employees and managers. To this effect, we deployed in fiscal 2022 a new pulse survey tool which seeks feedback from employees on ten key engagement metrics representing the ten most important dimensions of working life. These monthly surveys offer employees a regular opportunity to share their feedback, boost their trust, and help us to maintain and grow a healthy company culture. We also decided to switch our main measurement metric for employee engagement in fiscal 2022 from an engagement score to an employee Net Promoter Score (eNPS). We are pleased that our eNPS increased in fiscal 2022 compared to fiscal 2021.

Furthermore, we implemented hybrid working principles called FlexWork as well as a new teleworking policy to provide greater flexibility and help employees attain a better balance between their personal and professional lives. Other elements offered by Cogeco to drive employee engagement include comprehensive compensation packages with competitive salaries, group benefits and reward programs, training and development opportunities, a stock purchase plan with an employer match component, and user-friendly digital tools to enhance collaboration.

## OUR COMMUNITIES

### Community investment & digital inclusion

Social engagement is one of Cogeco's core values. We are a company that is deeply rooted in the communities we serve through the operation of local offices where our team members and customers live. We aim to make our communities thrive by supporting local economies, building partnerships and fostering community cohesion. In fiscal 2022, we supported over 500 non-profit organizations in Canada and the U.S. and our total donations amounted to 2.1% of our pre-tax profits.

Connectivity is essential to ensuring digital inclusion in our society and is a powerful driving force for the economic and social development of our communities. In line with our desire to be a good corporate citizen, we believe that our industry has an essential role to play in closing the digital divide and we view this as a key priority. Expanding our broadband network into underserved and unserved areas<sup>(1)</sup> supports our

(1) Areas identified by governments, as part of the broadband coverage information they collect, where some or no households have Internet connection with access to broadband speeds of at least 50 Mbps download and 10 Mbps upload.

communities and contributes to the economic vitality of rural regions. We therefore actively seek to participate in government programs in both Canada and the U.S. to accelerate access to high-speed Internet in these regions. We have committed to delivering a minimum of 75,000 homes passed over 3 years to underserved and unserved areas and delivered 7,518 homes passed in fiscal 2022. Supply chain and labour capacity constraint issues, fueled by inflationary pressures and the persistent impacts of COVID-19, have presented unexpected challenges during fiscal 2022. Notwithstanding, we expect that the bulk of targeted homes passed will be delivered in fiscal 2023 and 2024.

Cogeco recognizes that affordability and accessibility of devices are also key elements to address in order to close the digital divide. In fiscal 2022, we continued to provide access to affordable Internet services to low-income families through the Federal Communications Commission's Emergency Broadband Benefit Program in the U.S. and through the Connecting Families Program in Canada, which was expanded to benefit low income seniors as well. Affordable Internet access was provided to more than 15,000 low-income families and seniors in fiscal 2022 as a result of these programs. Also, Cogeco continued its support of Computers for Success Canada to improve access to technology for Canadians at risk of digital exclusion with donations of more than 1,450 units over the last 4 years.

## OUR CUSTOMERS

### Data security and data privacy

As cybersecurity threats and breaches in the public and private sectors have grown in frequency and complexity over recent years, data security has become a top priority for all corporations. To mitigate this risk, Cogeco has put in place governance structures, teams, technological tools and programs to ensure the security of Cogeco's ecosystem.

As part of our operations, we collect personal information and our customers and employees entrust us with their data. We have mechanisms in place to ensure that personal information is kept confidential and secure, and used only for the purposes for which it was collected as that is what our customers and employees expect from us.

In fiscal 2022, we continued to progress on the deployment of a comprehensive multi-year cybersecurity program that is aligned to best practices. Much focus has been placed on increasing security awareness of our workforce so as to enable a strong first line of defense. As part of our information security initiatives, regularly scheduled phishing tests are deployed to train our workforce on email security. Furthermore, we completed a third-party risk assessment process review to identify risks associated with our supply chain and this review is scheduled to be updated in fiscal 2023.

### Network investment

Providing customers with a robust and state-of-the-art network is critical to ensure that our customers can depend on reliable connectivity and quality services. On-going investments in digital infrastructure are critical to connect families and businesses, to enable economic activity, education and other critical services as well as to reduce the digital divide between urban centres and rural areas.

In fiscal 2022, we continued to invest to maintain, upgrade, or replace our network and infrastructure to maximize system reliability and resiliency. In total, \$348 million was invested in fiscal 2022, which includes \$191 million for resilience upgrades and \$157 million for network expansion. We also have strong business continuity and disaster recovery plans, policies and procedures to limit network downtime in the event of any emergency. In fiscal 2022, our network was available more than 99.9% of the time.

## GOVERNANCE

### Ethical business practices & compliance

Operating according to ethical values is of utmost importance for any business striving to succeed in today's growing global marketplace. Increasingly, companies are an integral part of a complex society that expects the highest standards of behaviour from businesses. Our stakeholders wish to be associated with responsible and ethical organizations. Therefore, operating with integrity is deemed essential for our sustainable success.

Our Code of Ethics is the core foundation that sets out the principles related to expected ethical behavior. It is supported by mandatory ethics training for all employees, various ethics awareness initiatives deployed throughout the year, an anonymous and confidential Ethics Line that allows employees and other individuals to report any perceived or actual instances of Code of Ethics violations, a formal conflict of interest declaration process and an Ethics Steering Committee composed of members of the Executive Management Team. Furthermore, to ensure that we partner with businesses that are also committed to sustainable and ethical behavior, we require suppliers to acknowledge our Supplier Code of Conduct. In fiscal 2022, 100% of our top suppliers acknowledged Cogeco's Supplier Code of Conduct or we approved the supplier's own ESG related standards.

## OVERSIGHT OF ESG PROGRAM

Beginning in fiscal 2022, we elevated ESG oversight responsibilities to the highest governance instance with the Board of Directors now overseeing the Corporation's ESG strategy, goals, performance and related initiatives on a quarterly basis. In addition, ESG-related risks are reviewed and discussed at the Audit Committee of the Board of Directors on a quarterly basis.

At the Corporation level, oversight of ESG issues lies within the Sustainability function which is under the purview of the Sustainability Steering Committee. This committee is composed of the President & CEO and his direct reports as well as some other executive members.

## AWARDS AND RECOGNITIONS

In fiscal 2022, we were gratified to have our ESG efforts recognized by leading voices in ESG practices and reporting as demonstrated here below.



For more information on our initiatives and our performance, please refer to Cogeco's latest ESG and Sustainability Report, which was published in March 2022 and is available directly on the Corporation's website at [corpo.cogeco.com](https://corpo.cogeco.com). Our new report will be released in March 2023. In addition, detailed KPIs can be found in our ESG data supplement available on the [corpo.cogeco.com](https://corpo.cogeco.com) website.

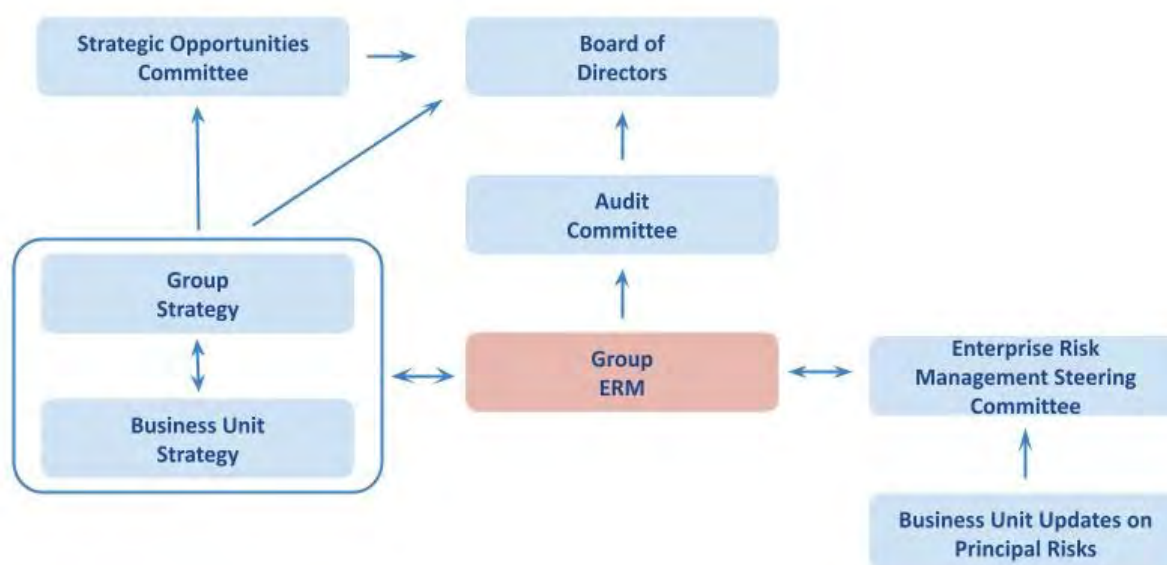


## 12. UNCERTAINTIES AND MAIN RISK FACTORS

This section outlines the principal risks and uncertainties that Cogeco Communications and its subsidiaries currently believe to be material. It does not purport to cover all contingencies, or to describe all possible factors that might have an influence on the Corporation or its activities at any point in time. Furthermore, the risks and uncertainties outlined in this section may or may not materialize in the end, may evolve differently than expected or may have different consequences than those that are currently anticipated. If any of the following risks, or any other risks and uncertainties that the Corporation and its subsidiaries have not yet identified or that they currently consider not to be material, actually occur or become material risks, the Corporation and its subsidiaries' businesses, guidance, prospects, financial condition, results of operations and cash flows and consequently the price of the subordinate voting shares could be materially and adversely affected.

## ENTERPRISE RISK MANAGEMENT

The Corporation has a formal integrated enterprise-wide risk management ("ERM") program structured and governed based on the widely adopted *Committee of Sponsoring Organizations of the Treadway Commission* ("COSO") ERM integrated framework. This framework puts forward the strong connection between risk, strategy and enterprise performance. As a result, the ERM approach at Cogeco is supported by a Risk Governance Ecosystem as illustrated below.



The Risk Governance Ecosystem solicits input from corporate functions as well as business units and feeds the strategic planning process.

|                                     |   |
|-------------------------------------|---|
| Annual Consolidated Risk Assessment | Principal business risks that could impact the Corporation are formally identified on an annual basis. Risks considered are not only strategic, operational, financial, regulatory and compliance related in nature but also environmental, social and governance ("ESG") related, and take into consideration both short and longer term existing and emerging risks, as deemed relevant. In addition, as part of this annual risk assessment process, the Risk Appetite Framework, guiding strategic decision making, is reviewed and updated, as needed. Critical output from this annual risk assessment is used in the preparation of the corporate strategy and presented to the Board of Directors as part of the strategic planning process.  |
| Business Unit Risk Assessment       | As part of the strategic planning process, business units identify the principal risks specific to their business unit as well as mitigation plans. In addition, they provide quarterly updates on principal risks for the Corporation and related mitigation measures, from their perspective.   |
| Risk Oversight                      | On an annual basis, the Board, with the Audit Committee, reviews the principal business risks facing the Corporation and its subsidiaries as well as the mitigation measures implemented to manage these risks.<br>On a quarterly basis: <ul style="list-style-type: none"> <li>– the Enterprise Risk Management Steering Committee, composed of the CEO and his direct reports, governs risk management. A risk profile update is presented and discussed at each meeting and mitigation measures are reviewed to ensure adequacy;</li> <li>– the Audit Committee oversees ERM activities and the risk profile update as well as the operational and financial risks associated with significant programs or projects of the Corporation.</li> </ul> |
| Other Risk Related Activities       | A risk universe is maintained by the ERM function and updated through exchanges with members of the business units covering risks that could impact the Corporation's risk assessment and strategic planning. In addition, top trends and external forces that shape the Corporation's environment, representing potential risks and opportunities, are identified and analyzed (e.g. demographic trends, rules and regulations, economy and environment, competition, technology trends and customer expectations).  |

## 12.1 COMPETITIVE RISKS

The environment in which the Corporation operates is highly competitive. The Corporation expects competition to remain intense as traditional and non-traditional competitors seek increased market share and competitive trends evolve in response to customer demands, regulatory developments and emerging technologies. Those trends can lead competitors to adopt new and in some cases, more aggressive strategies to protect and grow market share, revenues and profit.

Competition stems from various sources. Large traditional phone companies and mobile service operators are upgrading their offerings with products such as exclusive, direct-to-consumer video content, investing in fibre-to-the-home ("FTTH") and in fixed-wireless access ("FWA"), expanding their 5G networks, offering mobile substitutes for fixed home Internet and expanding outside their footprint. Competition also comes from other sources, such as Internet resellers in Canada, companies and municipalities overbuilding the Corporation's facilities, communities in the U.S. building open access broadband networks, digital-native organizations, including leading content providers, and new entrants offering Internet access services by leveraging low Earth orbit satellite technology. The Corporation also faces competition in the merger and acquisitions space in the United States from financial players, such as private equity firms and infrastructure funds, competing for the same opportunities in the telecommunications sector.

Some of the Corporation's competitors have longer operating histories, significantly greater financial, technical, marketing and other resources, greater brand recognition and a larger base of customers while some are digital-native organizations with lower cost structures due to the absence of legacy systems to maintain. The Corporation's competitors may be able to more quickly adopt new or emerging technologies, adapt to changes in customer expectations, and develop alternative services at more competitive prices. Aggressive pricing and market offers by competitors could result in pricing pressures, lower customer acquisition and higher retention costs. The Corporation's ability to compete successfully within one or more of its market segments may thus decline in the future due to increased competition from current competitors or from new entrants taking bold actions to establish, sustain or increase their position in the market. The Corporation's businesses and results of operations could be materially adversely affected to the extent that it is unable to retain its existing customers and grow its customer base or have to lower revenue per customer in order to maintain market share.

To mitigate the Corporation's competitive risks, focus is placed on providing customers with a distinctive experience with state-of-the-art Internet services, a modern IP television service and high-quality customer service.

The Corporation's principal competitive risks can be broken down as follows.

### ***Intensifying competition in the Canadian telecommunications segment from traditional service providers and new entrants.***

Large traditional phone companies and mobile service providers remain the Corporation's main network-based competitors. These operators offer their services through evolving technologies such as FTTH, mobile high-speed Internet services (including 4G and 5G), fixed-wireless services that allow for lower deployment costs in rural areas, and traditional satellite-based services primarily for video services. In addition to traditional competitors, other companies are developing new delivery models such as Internet through low earth orbit satellites.

Over the years, Internet resellers have gained significant market share in the Canadian territories where the Corporation offers its services, particularly in Ontario. A favourable regulated wholesale regime that does not require resellers to invest in network construction and sets low mandated wholesale rates has enabled resellers to offer a range of service plans at competitive prices. While resellers are primarily focused on Internet services, some are also providing video and phone services and growing their offering.

In addition, certain Canadian municipalities plan to or have entered into public/private partnership arrangements to build and operate their own broadband networks, entering into competition with the Corporation in some of its service areas.

***Intensifying competition in the American telecommunications segment.***

The United States market continues to consolidate with mergers and acquisitions among industry players. For Internet connectivity services, the Corporation - as it does in Canada - competes against incumbent phone companies, wireless providers, municipal broadband networks and satellite broadband providers. For video services, the Corporation's main source of competition comes from incumbent phone companies and satellite service providers. The Corporation's phone services face competition from the incumbent phone companies, as well as other providers such as mobile and VoIP providers. The Corporation is also facing intensified competition from competitors such as Comcast, Verizon and AT&T which are overbuilding the Corporation's facilities on its operating footprint in the states of Florida, Connecticut and New Hampshire. The United States market is also seeing an increase in the number of providers that offer fixed wireless broadband and Internet delivered via satellite, some of which have been awarded federal funding to expand their service territories to unserved areas.

Faced with increasing competition and evolving customer demands, providers are enhancing the value they offer customers. Some are looking to disrupt the cable bundle by offering more choice to subscribers through personalized and tailored services that would eliminate contracts and bundling, while others are expanding their service offering to include mobility services, cybersecurity and home security.

***Competition in both the Canadian and American telecommunications segments from streaming services.***

Cogeco Connexion and Breezeline face increasing competition from streaming services offered not only from over-the-top ("OTT") video content providers such as Netflix but also from content owners launching or acquiring a streaming service of their own (e.g. Disney+, Peacock, HBO Max). A majority of households already subscribe to streaming services as a complement to traditional video services and a surge in subscriptions was fueled by the COVID-19 crisis although a post-pandemic slowdown is being observed. Some OTT video content providers now offer live-feed channels traditionally offered only by broadcasting distribution undertakings. The streaming trend is expected to continue to increase and the Corporation could be materially adversely affected if, as a result, a significant number of video customers disconnect their services or reduce their video spending.

Some of the Corporation's main video competitors have entered the streaming sphere with their own streaming services. Additionally, several programming networks distributed by the Corporation offer direct-to-consumer products, such as Sportsnet in Canada or HBO Now, CBS All Access and Showtime Anytime in the United States. The Corporation enables the delivery of certain streaming services within its video product but does not own any streaming platform.

***Increased number of consumers switching from landline phone to mobile and IP based phone services.***

As mobile phone and smartphone adoption grows, an increasing number of fixed phone customers are disconnecting fixed lines. The Corporation does not currently offer mobile services and, therefore, further erosion of fixed phone customers could have a material adverse effect on the Corporation's business, financial condition, prospects and results of operations.

***The Corporation does not currently offer "four play" bundles that include mobile communications.***

Although the Corporation provides "double play" and "triple play" bundled services in Canada and the United States, with various combinations of Internet, video and landline phone services being offered at bundled prices, the Corporation does not offer "four play" bundles that include mobile services.

The Corporation remains interested, as part of its growth strategy, in offering mobile services on its operating footprint in order to offer a wider range of services and gain a greater share of its customers' telecommunications services. The Corporation is currently considering entering the mobile market in Canada, in a capital efficient manner, supported by the decision by the CRTC, on April 15, 2021, to allow regional players investing in telecommunications infrastructure and spectrum to access the mobile networks of Canada's dominant providers. Should the Corporation conclude that this is financially attractive, it would expect to make investments over time, in addition to making use of the MVNO regime. Launching a mobile operation includes significant risks as investments include the acquisition of spectrum licenses, network infrastructure and systems devices, as well as start-up costs. The incumbents' wholesale MVNO access tariffs have not yet been approved by the CRTC and the MVNO rates the Corporation may be able to secure, either through commercial negotiation or arbitration before the CRTC, are still unknown and may not be appropriate to launch a mobile operation. A mobile operation in Canada may result in downward pressure on adjusted EBITDA margins, profits and free cash flow and may not, in the long term, meet profitability expectations.

***The Corporation's business services face competition from a variety of service providers.***

Cogeco Connexion and Breezeline offer Internet, video and phone services to businesses across their served areas, mainly to small to medium-sized businesses. The Corporation's business services in Canada and the United States face competition from a variety of service providers that often have a wider product offering. The Corporation's results of operations could be materially adversely affected to the extent that it is unable to retain its existing customers and grow its business customer base.

## 12.2 BUSINESS RISKS

### ECONOMIC CONDITIONS

The Corporation is influenced by general economic conditions, consumer confidence and spending, and the demand for its products and services. Adverse general economic conditions, such as heightened inflation, economic downturns or recessions, leading to a declining level of retail and commercial activity, could have a negative impact on the demand for the Corporation's products and services. Inflation remains high as central banks respond with unusually large interest rate hikes and fears of a recession increase.

More specifically, adverse general economic conditions could result in customers delaying or reducing purchases of the Corporation's products and services or discontinuing using them, and a decline in the creditworthiness of its customers could increase its bad debt expense. In addition, geopolitical conditions, such as the war between Russia and the Ukraine, could lead to instability in financial markets, sustained high energy prices and supply chain issues, leading to increased costs and supply chain delays.

### STRATEGIC PLAN AND BUSINESS STRATEGIES

The Corporation's ability to successfully implement its business strategies described above in section "Corporate objectives and strategies" of this report in a timely and coordinated manner and to realize their anticipated benefits could be adversely affected by a number of factors beyond the Corporation's control, including operating difficulties, increased ongoing operating expenses, regulatory developments, general economic conditions, increased competition, technological changes and the other factors described in this "Uncertainties and main risk factors" section. Failure to successfully implement and execute the Corporation's strategic plan and business strategies in a timely and coordinated manner could have a material adverse effect on the Corporation's reputation, business, financial condition, prospects and results of operations and on its ability to meet its obligations, including its ability to service its debt.

### ACCESS TO PROGRAMMING AND PROGRAMMING COSTS

The financial performance of the Corporation's businesses depends in large part on its ability to sustain and increase adjusted EBITDA by tightly controlling operating expenses. One of the largest drivers of such operating expenses is the programming license fees the Corporation pays to television programming service suppliers. The programming license fees of certain television programming services have increased significantly in Canada and in the United States in recent years, particularly for sports programming. Future increases in programming license fees could have a material adverse effect on the Corporation's business and results of operations.

In Canada, the market for video content services is characterized by high levels of supplier concentration and vertical integration. Some of the large integrated communications service providers with whom the Corporation competes in Canada own broadcast television content assets. This vertical integration could result in content being withheld from the Corporation or being made available at inflated prices or unattractive terms. In order to limit the power of vertically integrated entities on the public's access to diverse and quality programming services, the CRTC adopted in 2015 a Wholesale Code which applies to all broadcasting distribution undertakings ("BDU") and licensed programming undertakings. The Code prohibits a number of commercially unreasonable practices and sets out a dispute resolution mechanism for the renewal of affiliation agreements in situations where both the BDU and the programming undertaking intend to renew the agreement but are unable to agree on terms. The Corporation's largest programming supplier is Bell, with approximately 39% of the Corporation's overall programming costs. Bell is vertically integrated and is also the Corporation's largest competitor in Canada. While the Corporation has generally been able to obtain satisfactory distribution agreements with programming service suppliers in Canada to date, it may not be able to maintain its current arrangements, or conclude new arrangements that are economically viable; therefore the number of video channels may change from year to year.

Certain affiliation agreements with some of the Corporation's major programming suppliers have expired and the terms and conditions for their renewal have not yet been fully concluded. The Corporation may be subject in upcoming Canadian programming services renewals to regulatory dispute resolution proceedings which could either help it obtain reasonable affiliation terms or compel it to pay increased programming license fees or otherwise subject it to adverse competitive conditions.

While the programming costs in the United States showed ongoing signs of stabilization in the last three years, the Corporation's ability to access content at reasonable rates, terms and conditions for "must have" content including live sports and retransmission consent is continuously challenged. Continued consolidation, cost increases and division of US sports rights among traditional television and streaming platforms impact the Corporation's ability to procure content at reasonable rates and terms. This ongoing consolidation activity enables combined companies to leverage popular content and negotiate better terms with the Corporation in the future or require that the Corporation carry their less popular video entertainment offers, thus further increasing costs. In addition to the increase in programming costs, most of the Corporation's programming agreements require it to meet certain penetration thresholds, which limit its ability to offer smaller tiers and packages. Many of these same programmers are simultaneously launching their own direct-to-consumer products to effectively compete with programming distributors or offering their content through OTT video providers.

The Corporation is also subject in the United States to increasing financial and other demands by broadcasters to obtain the required consent for the transmission of local broadcast programming to its customers. Federal law prohibits cable operators from carrying local broadcast stations without consent. Under federal "must-carry" regulations, local broadcast stations may require cable operators to carry such stations without compensation. Alternatively, local broadcast stations may require cable operators to engage in "retransmission consent" negotiations, pursuant to which broadcast stations require significant payments and other concessions, in exchange for the right to carry such stations. The Corporation expects to continue to be subject to significant increases in fees by broadcasters in exchange for their required consent for the

retransmission of local broadcast programming to customers. Failure to reach an agreement with a broadcaster could result in the loss of popular programming from the Corporation's video services.

The inability to acquire and provide content to the Corporation's customers that meets their expectations in terms of quality, format, variety of programming choices, packages and platforms at competitive rates which customers can afford to pay, could have a material adverse effect on the Corporation's businesses as well as on its adjusted EBITDA should the Corporation fail to pass on the incremental increase in costs of programming to its customers.

## **ACCESS TO SUPPORT STRUCTURES AND MUNICIPAL RIGHTS OF WAYS FOR THE CORPORATION'S BROADBAND OPERATIONS**

The Corporation's business requires the execution of contracts with utilities in order to obtain access to utility support structures (such as utility poles) and with municipalities to obtain access to public rights-of-ways. Access to the support structures of telephone companies in Canada is provided on a tariff basis approved by the CRTC. In the case of Canadian provincial and municipal electric utilities, access to those support structures is subject to provincial and municipal requirements, and the terms for access to these structures may need to be obtained through provincial and municipal authorities. Where access to municipal rights-of-ways in the Corporation's Canadian footprint cannot be secured, the Corporation may apply to the CRTC to obtain a right of access under the Telecommunications Act. In the United States, the Communications Act requires telephone companies and other utilities (other than those owned by municipalities or cooperatives) to provide cable systems with non-discriminatory access to any pole or rights-of-ways controlled by the utility. The rates that utilities may charge, together with certain terms and conditions for such access are regulated by the Federal Communications Commission ("FCC"), or, alternatively, by states that certify to the FCC that they regulate pole attachments.

Make ready work, which is the strengthening of the poles and/or relocation of other facilities on the poles to accommodate additional attachments, often takes several months to years to complete, which delays the Corporation's network expansion. If the Corporation has to support increasing costs in securing access to support structures needed for its broadband network or are unable to secure such agreements, it may not be able to implement its business strategies and the Corporation's businesses, financial condition, results of operations, reputation and prospects could be materially adversely affected.

## **GOVERNMENT SUBSIDY PROGRAMS TO PROVIDE HIGH-SPEED INTERNET IN UNDERSERVED OR UNSERVED REGIONS**

Cogeco Connexion is participating in government programs in Canada to provide high-speed Internet to underserved or unserved regions and has been awarded funding for over 75 broadband expansion projects in Ontario and Québec, representing approximately 95,000 homes passed over three years. The digital infrastructure investment projects in Québec are scheduled to be completed by 2023 and are subject to penalties for late delivery, except if due to events out of Cogeco Connexion's control.

In the U.S., Breezeline has been awarded funding under the Rural Digital Opportunity Fund and certain State broadband funding programs and has applied for additional funding for rural broadband expansion, for which awards have not yet been announced. On November 15, 2021, President Biden signed the Infrastructure Investment and Jobs Act ("IIJA"), which provided for broadband funding in the amount of US\$65 billion. Under IIJA, the National Telecommunications and Information Administration ("NTIA") will allocate US\$42 billion of the funding to states for broadband expansion. The FCC and several states have commenced proceedings to collect broadband mapping data from service providers to more accurately reflect served and unserved areas and ensure that funds are not awarded for competitive overbuilds. With fixed-wireless and other new entrants applying to serve more homes for less funding, which lowers the return on investment, it may be harder for Breezeline to win funding to expand its network.

## **CUSTOMER EXPERIENCE**

The Corporation strives to maintain respectful and transparent relationships with its customers by providing a distinctive customer experience and through honest marketing of its products. The loyalty of the Corporation's customers and their retention depend on the Corporation's ability to provide a service experience that meets or exceeds their expectations. The Corporation firmly believes that customer experience represents a key differentiator and has enacted various programs and actions at its different business units to constantly improve the customer experience and build upon this reputational capital.

With increased demand for digital capabilities, a failure to keep pace with customer demands could result in loss of customer base and difficulty in attracting potential new customers. In fiscal 2022, the Corporation continued to accelerate its digital transformation efforts and made advancements in consumer analytics to better understand customer needs and meet increasing and evolving demands. In the United States, the Corporation launched its cloud-based IPTV service (Breezeline Stream TV) and mobile app (My Breezeline) and launched a new managed Wi-Fi solution (WiFi Your Way). In Canada, Cogeco Connexion further enhanced IPTV entertainment (EPICO) and Wi-Fi service to improve the customer experience and revamped the self-install process to enable customers to better manage the telecommunication service relationship online. In addition, feedback on customer satisfaction and trends on new ways in which consumers wish to engage are measured, and advanced survey tools collect information at every point of contact, all in real time. Failure by the Corporation to evolve its customer experience in line with customer demands could adversely affect its business, financial results, reputation and brand value.

## MEETING CUSTOMER EXPECTATIONS

Increasing needs for digital connectivity, bolstered by the COVID-19 crisis, further highlighted the importance of the Internet. To meet rising customer expectations, the Corporation launched a new Broadband First offer strategy last year, in the United States, putting broadband connectivity at the centre of the customer experience and offering an advanced managed Wi-Fi solution. In Canada, the Corporation continues to expand its fibre offering with symmetrical speeds beyond 1 Gbps and an advanced managed Wi-Fi solution.

Rising OTT fragmentation is also triggering a consumer call for aggregation of OTT offerings on a common platform. The Corporation's IPTV service in Canada and the newly added IPTV service in the United States with a supporting mobile app, enable more source-agnostic integrated content navigation and consumption. The Corporation has various ongoing initiatives in place to evolve its products and service offerings, in the digital space, in line with customer expectations. Failure to anticipate and respond in a timely manner to changing customer expectations, changes in consumer behavior, technology trends and new market conditions may result in an outdated product/services portfolio, thus impairing the Corporation's ability to retain current customers and attract new ones.

## MARKETING AND SALES

Continued evolution of technology and advancements in consumer analytics are enabling more targeted marketing approaches, initiatives and campaigns, thus changing the dynamics of the competitive environment. The Corporation continues to evolve its marketing and sales approach to align with customer preferences powered by data analytics and automated marketing platforms based on a highly segmented outreach. Furthermore, in the current market, transparency in pricing, easy to understand promotions and high value product packaging, with high-performance Internet at its core, will continue to be critical for both the acquisition and retention of customers.

The failure to achieve sales growth targets as a result of inadequate marketing and/or sales strategies, a deficient execution of said strategies and/or operating difficulties could have a material adverse effect on the Corporation's business, financial condition and results of operations. To mitigate the Corporation's risk, a strong multi-tiered marketing and sales approach to create high levels of brand awareness and build a strong local customer connection, with a distinctive offer strategy and value proposition, will aim to ensure continued growth in highly competitive markets with multiple providers.

## GLOBAL SUPPLY CHAIN AND RELIANCE ON THIRD PARTIES

The Corporation currently offers high speed Internet, video and phone services to its customers on its Canadian and American footprint through a combination of equipment and services from various suppliers, and depends on long-term agreements with suppliers for the provision of such services to its residential and business customers. All these suppliers may experience business difficulties, restructure their operations, discontinue products or sell their operations to other suppliers, which could affect the availability and future development of the Corporation's products and services. The inability to meet product or service delivery objectives or having to incur increased costs as a result of a failure in supply from third-party suppliers (chipsets, fibre and other network components shortage) or change in suppliers could have a material adverse effect on the Corporation's business, financial condition and results of operations. Risk mitigation approaches vary depending on suppliers and circumstances and can include strategies such as enhanced governance, alternative sourcing, advance purchasing and increased inventory levels.

The Corporation relies on its supply chain to deliver its services. COVID-19 and geopolitical tensions created shortages in materials and workforce and disrupted global supply chain transport and logistics increasing lead times, the effects of which are expected to last for some time. Given the inter-dependencies with other telecommunication and utility providers, disturbances in the global supply chain could have serious adverse effects on the Corporation's business operations, innovation and evolution of its network and services including government subsidized programs, financial results and reputation.

## MERGERS/ACQUISITIONS, DIVESTITURES AND REORGANIZATIONS

The Corporation has grown through acquisitions and will continue to seek attractive acquisition opportunities in the future. Achieving the expected benefits of acquisitions depends in part on successfully consolidating functions, integrating operations, procedures and personnel in a timely and efficient manner and realizing revenue, synergies and other growth opportunities from combining acquired businesses with the Corporation's. There is no assurance that the integration of acquisitions will be successful and will deliver the anticipated benefits and results. The nature of a carve-out asset acquisition, such as the acquisition of Ohio broadband systems, makes it inherently more difficult to assume operations upon closing and to integrate activities, as certain systems, processes and employees may not all be transferred with the acquired systems to support such activities. Such risk is mitigated by entering into Transition Service Agreements with the seller. It is possible however that the integration process could result in the disruption of the respective ongoing businesses or inconsistencies in standards, information technology, security and financial reporting systems, controls, procedures and policies that adversely affect the ability of management to achieve the anticipated benefits of the acquisition. The integration process may lead to greater than expected operating expenses, financial leverage, capital costs, customer losses, asset write-offs, business disruption of the Corporation's other businesses and management's diversion of time and resources. The Corporation may also be required to make capital expenditures or other investments, which may affect its ability to implement its business strategies to the extent the Corporation is unable to secure additional financing on acceptable terms or generate sufficient funds internally to cover these requirements. In addition, an acquired business could have liabilities that the Corporation fails or is unable to uncover and for which it may be responsible. Depending on the circumstances, pursuing acquisitions may also require that the Corporation raise additional capital, through debt or equity, and establish relationships with new financing partners, or use cash that would otherwise have been available to support its existing business operations. Also, the Corporation generally faces competition in acquisition processes from strategic players and private equity funds, which can result in having to pay high acquisition prices or not be the ultimate buyers of the companies being sold. Any failure by the Corporation to successfully integrate or address the risks associated with acquisitions or to take advantage of future strategic opportunities could materially adversely affect its financial position,



financial performance, cash flows, business or reputation. To mitigate its risk, the Corporation follows a proactive and agile mergers and acquisitions process and evolves and enhances its integration procedures, as needed.

## FOREIGN OPERATIONS

The Corporation's American telecommunications activities are carried out by Breezeline in 13 states along the East Coast and the Midwest and represent 50.3% of the consolidated revenue of the Corporation. There are significant complexities and risks involved with carrying foreign operations, such as geographical specificities and differences in political, legal, regulatory and taxation regimes. Furthermore, these activities expose the Corporation to currency risk as most of them are carried out in US dollars. These factors could have a material adverse effect on the Corporation's operating and financial results.

## TALENT MANAGEMENT AND SUCCESSION PLANNING

The fast pace of technological advancements and the digitization within the industry and the workplace have created a highly competitive market for digitally skilled employees as industry players compete for the same resources. In addition, employees' expectations continue to evolve following the COVID-19 crisis, requiring a compelling employee value proposition to attract and retain talent. For this reason, the Corporation is focused on creating an engaging employee experience and culture through continued focus on talent and total rewards programs and an ongoing commitment to ensuring a healthy and safe work environment. Additionally, the Corporation is actively adapting its practices around equity, inclusion and belonging to support the needs of its diverse employee base. The Corporation's success is substantially dependent on its capacity to attract new talent and its ability to retain existing talent and foster continued performance of its employees and executive officers. Many of the Corporation's employees and executive officers are uniquely qualified in their areas of expertise, making it difficult to replace their services. Retaining key employees and executive officers is especially important to the Corporation's business in order to keep pace with technological change and to avoid losing critical knowledge in the context of its continued expansion. The loss of the services of key executives and/or employees in critical roles or inadequate processes designed to attract, develop, motivate and retain productive and engaged employees could impact the Corporation's ability to deliver on organizational goals and have a material adverse effect on its growth, business and profitability.

## LABOUR RELATIONS

Collective bargaining agreements are in place with some of the Corporation's employees that are renewed from time to time in the normal course of business. The Corporation has been successful to date in negotiating satisfactory collective agreements with unions without significant labour disruption. While the Corporation's labour relations have been satisfactory in the past, the Corporation can neither predict the outcome of current or future negotiations relating to labour disputes, union representation or renewal of collective bargaining agreements, nor be able to avoid future work stoppages, strikes or other forms of labour protests pending the outcome of any current or future negotiations. A prolonged work stoppage, strike or other form of labour protest could have a material adverse effect on the Corporation's businesses, operations and reputation. Although the Corporation has not experienced strikes or other forms of labour protests in recent years, the outcome of labour negotiations could adversely affect its businesses and results of operations. In addition, the Corporation's ability to make short-term adjustments to control compensation and benefits costs is limited by the terms of its collective bargaining agreements.

## 12.3 REGULATORY RISKS

### REGULATORY RISKS - CANADIAN AND AMERICAN TELECOMMUNICATIONS

The Corporation's Canadian and American telecommunications operations are subject to extensive and evolving laws, regulations and policies at the federal, provincial, state and local levels. Cogeco Connexion is primarily regulated under the *Broadcasting Act* and the *Telecommunications Act* and regulations thereunder while Breezeline is regulated mainly by the Communications Act. In addition, both Cogeco Connexion and Breezeline are subject to other legislation relating to copyright and intellectual property, data protection, privacy of personal information, spam, e-commerce, direct marketing and digital advertising which have become more prevalent in recent years. Changes to existing laws and regulations, the adoption of new laws and regulations as well as periodic reviews of copyright royalties payable in relation to the use by the Corporation of protected content could have negative financial, operational or competitive consequences on the Corporation's business, financial condition, prospects and results of operations by increasing its costs, limiting its revenues and/or imposing additional restrictions on its operations.

Several recent and ongoing legislative reviews, regulatory proceedings of the CRTC in Canada and the FCC in the United States or judicial hearings could have a material adverse effect on the Corporation's business and results of operations depending on outcome. The Corporation describes below some of these legislative, judicial and regulatory developments in Canada and the United States.

#### Canada

##### ***Appeals of CRTC's 2021 Internet Wholesale Rate Decision***

On May 27, 2021, the CRTC released Telecom Decision 2021-181, which ruled on applications by cable carriers (including the Corporation) and telecommunications carriers to review and vary Telecom Order 2019-288. In Telecom Order 2019-288, the CRTC had set final rates for Cogeco Connexion's aggregated wholesale high-speed Internet access service that were significantly lower than the interim rates set in October 2016, and had made them retroactive to March 31, 2016. In Telecom Decision 2021-181, the CRTC overturned the 2019 rate reductions and made the interim rates it had previously established in 2016, with certain adjustments, final.

Since then, two independent Internet service providers ("Resellers") and a trade association representing Resellers petitioned the Governor in Council to overturn Telecom Decision 2021-181 and reinstate the CRTC's 2019 rate decision (the "Petitions"). On May 26, 2022, the Governor in Council denied the Petitions. On July 28, 2021, a Reseller sought leave to appeal Telecom Decision 2021-181 to the Federal Court of Appeal, which was granted on September 15, 2021. The Corporation, along with several other cable carriers, has intervened before the Federal Court of Appeal. An adverse decision by the Federal Court of Appeal that would result in the implementation of final wholesale rates that are significantly below the 2021 final rates and/or the requirement to refund monies to Resellers could have a material adverse effect on the Corporation's business, financial condition and results of operations.

#### ***Review of Network Configuration for Disaggregated Wholesale High-Speed Access Services***

On June 11, 2020, the CRTC launched a consultation to reconsider the proposed network configuration for disaggregated wholesale high-speed access service for large telephone and cable carriers. The consultation may result in the CRTC adopting a different level of disaggregation for the Corporation that had been mandated in 2015, which could require costly changes to the Corporation's broadband network architecture. The final rates for disaggregated wholesale high-speed access services, as well as the outcome of the CRTC's review of network configuration, could have a material adverse effect on the Corporation's business, financial condition and results of operations.

#### ***Review of Rate-Setting Methodology for Wholesale Telecommunications Services***

On April 24, 2020, the CRTC initiated a proceeding to review its approach to rate setting for wholesale telecommunications services. The costing approach that is selected could potentially be substantially different from the current "Phase II" costing methodology. If the selected methodology fails to adequately compensate the Corporation for the costs associated with the provisioning of wholesale high-speed Internet access services and allow it to secure a reasonable return on investment, it could negatively affect its ability to compete with Resellers and could have a material adverse effect on its financial conditions and results of operations.

#### ***Royalties Payable for Retransmission of Distant Television Signals***

On July 22, 2021, the Federal Court of Appeal issued a decision in response to two applications for judicial review filed by six broadcasting distribution undertakings ("BDUs") (including the Corporation) and nine collective societies challenging a decision by the Copyright Board setting the quantum of royalties payable for the retransmission of distant Canadian and U.S. television over-the-air signals in Canada, for the 2014-2018 period. The Federal Court of Appeal determined that the 2014 and 2015 rates would be final but agreed with the collective societies that the Copyright Board had made errors in determining the 2016 to 2018 rates. The Federal Court of Appeal has sent the matter back to the Copyright Board, which will hold a new proceeding to determine the rates from 2016 onwards, which could increase as a result of this decision.

#### ***Implementation of CRTC's MVNO Framework for Mobile Services***

On April 15, 2021, the CRTC issued Telecom Regulatory Policy 2021-130, *Review of mobile wireless services*, which aims to provide Canadians with greater mobile choice, better services and affordable prices. Telecom Regulatory Policy 2021-130 mandates the provision of wholesale MVNO access, including seamless roaming, by national mobile carriers (Bell, TELUS, Rogers) and SaskTel, in Saskatchewan, to regional carriers that invest in infrastructure and spectrum. Terms and conditions for the MVNO service are to be approved by the CRTC, while rates are to be commercially negotiated between parties, with final offer arbitration by the CRTC as a last resort.

On October 19, 2022, the CRTC issued Telecom Decision 2022-288, *Facilities-based wholesale mobile virtual network operator (MVNO) access tariffs – Commission determinations on proposed terms and conditions*, a follow-up decision establishing the terms and conditions of the service that will support the deployment of MVNOs, and directed the national mobile carriers to make changes to the wholesale MVNO access tariffs they had proposed. In this decision, the CRTC determined that, in order to be eligible for the MVNO access service, regional carriers must not only satisfy the previously established criteria of owning spectrum at the Tier 4 level or higher in a given Tier 4 licence area, but must also be actively offering mobile wireless services commercially to retail customers somewhere in Canada. While the Corporation owns spectrum covering 91% of its Canadian operating footprint, it does not currently offer mobile wireless services commercially to retail customers. Failure by the CRTC to approve wholesale MVNO access tariffs conducive to market entry, or by the Corporation to negotiate reasonable rates with one of the national mobile carriers, could impact the Corporation's decision to offer mobile services.

In August 2021, TELUS was granted leave to appeal the legality of CRTC's seamless roaming mandate, a key component of the MVNO framework, before the Federal Court of Appeal. Cogeco, along with Vidéotron, Eastlink and Xplornet, is opposing the challenge. An adverse decision by the Court could impact the implementation of the CRTC's MVNO framework and make the Corporation's plans to launch mobile services more challenging.

#### ***Limitations on the Distribution of Distant Signals***

In an application posted by the CRTC on February 21, 2020, Rogers Media Inc. asked the Commission to enforce sections 21 and 49 of the Broadcasting Distribution Regulations ("BDU Regulations"), which state that BDUs must obtain consent of an over-the-air broadcaster in order to distribute its signal in a distant market. Cogeco, as well as other BDUs, opposed the application on the basis that there are doubts regarding the validity of these provisions. Should the CRTC confirm their validity, broadcasters could attempt to limit distribution of distant signals or seek remuneration for their distribution by Cogeco Connexion, which would increase the Corporation's costs and/or limit its offering to consumers. An adverse decision by the CRTC that would result in a confirmation of the validity of sections 21 and 49 of the BDU Regulations could also lead non-Canadian broadcasters to make similar demands, and could have a material adverse effect on the Corporation's business, financial condition and results of operation.

## **Privacy**

In June 2022, the Canadian government introduced Bill C-27, the *Digital Charter Implementation Act, 2022*, which aims to update Canada's federal private sector privacy legislation, to create a new tribunal and to propose new rules for artificial intelligence systems. If enacted in its current form, Bill C-27 could result in additional compliance costs for the Corporation and expose the Corporation to significant monetary penalties in the event of non-compliance.

## **United States**

### **Regulation of Internet**

In 2017, the FCC classified broadband Internet access service as an information service, rather than a telecommunications service under Title II of the Communications Act (which would subject such service to more onerous regulations). In 2019, the U.S. Court of Appeals for the District of Columbia upheld the FCC's classification, but it vacated the FCC's directive preventing state and local governments from adopting any requirements inconsistent with the FCC's decision, which will likely empower state and local governments to adopt legislation regulating Internet service. Several states have passed or proposed legislation that imposes open Internet requirements. Some federal and state legislators have advocated for increased regulation of broadband service, especially in light of the COVID-19 crisis, during which broadband service has been deemed to be an essential service. The U.S. Senate has not yet confirmed a fifth FCC Commissioner under the Biden Administration. Once this occurs, increased regulation of broadband Internet services is likely, including the potential reclassification of broadband Internet as telecommunications services under Title II of the Communications Act. Such regulation would prohibit blocking, throttling and paid prioritization of Internet content, increase oversight of broadband service providers and create the potential for rate regulation of broadband services. Any such rate regulation of broadband Internet services could have an adverse impact on the Corporation's business and results of operations.

### **Modern Television Act of 2021**

A U.S. House of Representatives bipartisan bill titled the *Modern Television Act of 2021* was introduced on March 11, 2021 which could overhaul the existing broadcast carriage system, by eliminating the must-carry/retransmission consent laws and leaving copyright protection to market negotiations between broadcasters and Multichannel video programming distributors ("MVPDs"). Specifically, the proposed legislation would protect consumers from blackouts by requiring MVPDs to carry broadcast signals for up to sixty days while the parties continue renewal negotiations, repeal retransmission consent and compulsory copyright licenses and allow traditional copyright laws to govern free-market negotiations for content rights and establish an optional mechanism for the FCC to impose binding arbitration to resolve disputes. While the Corporation supports the elimination of must-carry/retransmission consent, any legislation to that effect could potentially disadvantage the Corporation in free-market negotiations, given its size compared to larger broadcasting conglomerates.

## **Privacy**

In June 2022, the U.S. Congress introduced bipartisan privacy legislation. The legislation, if enacted, would pre-empt most state data privacy laws. The legislation would limit the collection and processing of personal data to that which is reasonably necessary. The bill would also allow individuals to opt out of targeted advertising. Several states have also enacted privacy legislation and others have pending legislation. Differing privacy requirements across state lines makes it difficult to conduct business and achieve compliance in multiple states, in addition to raising our compliance costs.

## **12.4 TECHNOLOGY RISKS**

### **NETWORK FAILURE**

The Corporation manages network failure risks through a business continuity planning program as well as through a Disaster Recovery Policy and related procedures. Operational risk assessments are also conducted on an annual basis minimally to consider anticipated and unanticipated events (including climate-related incidents) in order to protect the viability of all critical business processes.

A failure in the Corporation's headends could prevent the Corporation from delivering some of its services through a portion of its network until it has implemented backup solutions or resolved the failure and result in significant customer dissatisfaction and loss of revenue, depending on the severity of the outage condition.

### **NETWORK, INFRASTRUCTURE AND IT SYSTEMS**

The Corporation continuously maintains, upgrades or replaces its network, infrastructure and IT systems in order to optimize its networks and systems performance and reliability, increase the speed of its Internet service and improve and provide new or enhanced services that meet the needs and expectations of its customers. If the Corporation is unable to do so because of capital or other constraints, this may materially adversely affect its ability to compete and negatively impact its business and financial performance.

## DEPENDENCE ON TECHNOLOGY SYSTEMS

The Corporation's daily operations are highly dependent on information technology systems and software, including those provided by certain third-party suppliers, and cloud-based services. The Corporation's business is dependent on its payroll, customer billing, service provisioning, financial, accounting, and other data processing systems. The Corporation relies on these systems to process, on a daily basis, a large number of transactions. An inability to maintain, enhance, update or replace its existing information technology systems or obtain new systems to support additional customer growth or new products and services could have a material adverse effect on the Corporation's ability to acquire new customers, retain existing customers, produce accurate and timely billing, generate revenue growth and manage operating expenses, or comply with regulatory requirements, all of which could materially adversely affect the Corporation's brand and reputation as well as operational results and financial position.

## CYBER THREATS

Cybersecurity threats have grown in frequency and complexity over recent years in the public and private sectors. Security measures are in place to protect the Corporation and its subsidiaries against such threats. The Corporation continues to enhance its cyber resilience posture, the overall governance over information security and the security awareness of its employees through continuous training and continuous improvement efforts surrounding the security of its IT systems, the controls within its IT systems and its business processes. During fiscal 2022, the Corporation did not experience any major cybersecurity breach.

There can however be no certainty that future cybersecurity threats such as data theft, unauthorized usage and disclosure, viruses, ransomware and sabotage will not occur and have an adverse effect on the Corporation's brand and reputation as well as entail significant legal and financial exposure.

## DATA PROTECTION

The Corporation does not disclose its customers' personal information without their consent, unless otherwise required or authorized by law, or in accordance with the Privacy Policy of each subsidiary. The Corporation does not sell, trade, or exchange that information either. In the course of the Corporation's business, it collects, uses and manages various data about its customers, including personal information but policies, procedures, guidelines, business rules and safeguards are in place to ensure that this information is protected and treated appropriately under applicable privacy laws. Each subsidiary within the Corporation has implemented customary security measures that are designed to safeguard personal information against unauthorized access or disclosure, which include advanced technologies that monitor for appropriate authorized access and report on such. The Corporation is committed to providing transparency to its customers with respect to the Corporation's practices in handling their information, and has a legal obligation to provide access thereto to individuals to whom this information belongs.

Each year, the Corporation's employees must agree to abide by the rules of the Corporation's Code of Ethics, the Information and Cybersecurity Policy and the Acceptable Use Policy. Every employee is required to certify in writing that they will comply with them. Privacy training is provided on a regular basis, taking into consideration legal requirements, risks, needs and best practices. Existing and proposed privacy legislation and regulations, including changes in the manner in which such legislation and regulations are interpreted by courts in Canada and the United States, may impose limits on the Corporation's collection, use and disclosure of certain kinds of information.

Privacy incident risks evolved with increased sophistication of threat actors. Any malfunction of the Corporation's systems or security breaches resulting in unauthorized access to, loss, use or disclosure of, customer and employee personal information could result in the potential loss of business, damage to the Corporation's market reputation, litigation, regulatory scrutiny and expose the Corporation to the payment of damages.

## 12.5 FINANCIAL RISKS

### CAPITAL COMMITMENTS, LIQUIDITY AND DEBT

The Corporation relies on its cash flow generated from operating activities and on capital markets to fund its capital expenditures program including network expansion and its innovation initiatives, to grow its business through acquisitions and to refinance its indebtedness. Capital markets are volatile and the Corporation may not be able to access them at reasonable conditions if its credit profile and general economic conditions deteriorate. Such conditions could lead to higher cost of funding, deteriorating financial position and liquidity.

The Corporation may be unable to generate sufficient cash flows or obtain financing to maintain an adequate liquidity position to ensure and preserve its financial stability, and fund strategic initiatives as well as its operational and financial obligations.

The Corporation's debt instruments contain covenants that limit, among other things, the ability of the company to incur debt, grant liens and make distributions. A failure by the Corporation to comply with contractual obligation or pay amount due under debt agreement could result in an acceleration of the debt.

## CURRENCY AND INTEREST RATES

The Corporation's financial results are reported in Canadian dollars and a significant portion of its revenue, operating expenses and capital expenditures are realized in US dollars. For financial reporting purposes, any change in the value of the Canadian dollar against the US dollar during a given financial reporting period would result in variations of the Corporation's operating results and financial condition. Although a significant portion of the Corporation indebtedness, which is denominated in US dollars, serves as hedges of net investments in foreign operations, its revenue, adjusted EBITDA and indebtedness could fluctuate materially as a result of foreign exchange rate fluctuations.

Interest rate volatility can also impact interest cost on floating interest rate instruments and have a material adverse effect on the Corporation's financial results. To mitigate this risk, the Corporation enters into contracts to partially fix the interest rate.

## CREDIT RATINGS

Credit ratings issued by rating agencies can affect the availability and terms of the Corporation's debt, particularly, a downgrade below investment grade of secured debt currently rated as investment grade, could materially increase its cost of capital and reduce access to capital.

## TAXATION MATTERS

The Corporation's business operations are subject to various international tax laws and regulations. These tax laws and regulations are subject to frequent changes and evolving interpretations. While management believes the Corporation has adequately provided for all taxes based on the information available, the calculation of taxes requires significant judgment in interpreting laws and regulations. A failure to accurately assess and record taxes could result in material changes to tax amounts recorded and an assessment of interest and penalties having a material adverse effect on the Corporation's financial results.

Changes to Canadian and foreign tax policies in the tax jurisdictions where the Corporation is present may also have a material adverse effect on its current financial structure and the level of its future tax costs and liabilities.

### Canadian Tax

In accordance with the federal budget introduced on April 19, 2021, the Canadian federal government released draft tax legislations on February 4 and April 29, 2022 relating to the Organization for Economic Co-operation and Development's ("OECD") Base Erosion and Profit Shifting ("BEPS") project, which could affect the financing structure of the Company. The Corporation will monitor the release and progress of these draft rules, to assess any potential adverse impact on its global tax situation.

### United States Tax

On August 7, 2022, the U.S. Senate passed the *Inflation Reduction Act of 2022*, which replaces the proposed *Build Back Better Act*. Previously discussed additional interest deductibility limitations rules were not retained. Corporate minimum tax has been re-introduced but is not expected to apply to the Corporation as it does not meet the US1G minimum net income threshold.

### OECD - Pillar Two

OECD released on December 21, 2021 "model rules" detailing the global minimum tax rate methodology. Commentary and illustrative examples to the Pillar Two Model Rules were released on March 14, 2022. These rules might come into effect at a global level in 2023. Although increasing the global administrative burden, this new global 15% minimum tax, as it currently stands, is not expected to have adverse tax considerations on the Corporation.

## 12.6 HUMAN-CAUSED AND NATURAL THREATS TO THE CORPORATION'S NETWORK, INFRASTRUCTURE AND SYSTEMS

In the event of natural disasters, terrorist acts or other catastrophic occurrences, either natural or man-made, the Corporation's ability to protect its network, infrastructure, including customer data, and to maintain ongoing operations could be significantly impaired. Although the Corporation has business continuity and disaster recovery plans and strategies in place, they may not be successful in mitigating the effects of a natural disaster, terrorist act or catastrophic occurrence which could have a material adverse effect on the Corporation's business, prospects, financial condition and results of operations. Moreover, the Corporation has limited insurance coverage against the losses resulting from natural disasters affecting its networks.

## CLIMATE CHANGE

The effects of global climate change are increasing the severity and frequency of natural threats on the Corporation's business, such as weather-related events, and may result in increased operational and capital costs. Certain of the Corporation's facilities are located in areas more prone to weather-related events such as Breezeline's operations in Florida, though no facilities are completely immune to damage due to the increasing occurrence of climate-related weather events across the continent. Wildfires raged this summer in North America and temperatures reached extreme levels with rising threat of blackouts. The Corporation's operations were not immune (e.g. wind and thunderstorms in Ontario, heatwave in Ohio causing loss of power). Proactively, the Corporation has conducted a qualitative climate-scenario analysis to identify material weather related risks to its network and infrastructure. Some of the more significant climate-related risks that the Corporation has identified include: 1) increased operational and capital costs as a result of damage to facilities and/or equipment because of extreme weather events or increased variability in weather patterns; 2) increased operational and capital costs due to longer term shifts in climate patterns such as chronic heat waves or wildfires; and 3) increased operational costs due to increase in fuel and energy prices coming from policies related to carbon pricing. For example, increased temperatures could impact the Corporation's network equipment which could entail the need for additional cooling devices and could reduce equipment lifespan. Ice storms or extreme precipitation could have a negative impact on the physical network infrastructure which could affect the delivery of service to the Corporation's customers. Extreme weather events could impact or destroy the facilities or portions of the network and could also impact the Corporation's insurance-related expenses. Impacts to the Corporation's supply chain would adversely affect the ability of suppliers to supply required products and services and increased capital expenditures could result from the substitution of existing products and services with lower emissions options.

Some measures taken to mitigate climate-related risks include business continuity and disaster recovery plans and strategies as well as the implementation of energy efficiency and fleet electrification initiatives that will contribute to the reduction of operational costs (for further details on the Corporation's measures to mitigate climate-related risks, please refer to the Corporation's Climate Action Plan and TCFD Report). The magnitude of the effects of climate change could be unpredictable and therefore, the Corporation's plans may not successfully mitigate the consequences of a natural disaster. This could have a material adverse effect on the Corporation's business, prospects, financial condition and results of operations.

## 12.7 COMMUNITY ACCEPTANCE RISKS

The Corporation is committed to taking part in developing communities. The Corporation's markets cover many smaller urban centres, suburban areas and rural areas. By bringing affordable broadband services to underserved markets, the Corporation makes an important contribution to their economic and social development. The availability of broadband services at competitive prices fosters regional economic development by supporting local businesses in becoming more competitive. Moreover, the Corporation's network investments help companies establish operations, expand and diversify. While call centres are often outsourced offshore in the Corporation's industry, the majority of its call centres have local customer service agents from the communities where the Corporation operates. In addition, the Corporation has developed community-focused initiatives, reflecting the particular needs of its communities. In 2022, the Corporation contributed \$10.7 million in cash and in-kind through donations and sponsorships, mostly contributing to education, health and well-being, environment, diversity & inclusion, culture, as well as connectivity initiatives enabling digital inclusion. Lastly, YourTV/NousTV, the Corporation's unique community television channels in Canada, are a powerful complement to its donations and sponsorship activities by providing broad visibility to local community activities and interests. YourTV/NousTV stations are dedicated to in-depth coverage of local people, places, events and issues of interest to the communities the Corporation serves and are funded by a regulated percentage of the Corporation's gross video revenues.

Failure to maintain its community acceptance may affect the Corporation's capacity to attract and retain customers therefore impacting its revenue generation and growth prospects. Furthermore, it may result in losing the Corporation's social license to operate and its capacity to remain competitive in the market.

## 12.8 ETHICAL BEHAVIOR RISKS

Maintaining high ethical practices throughout the Corporation is particularly important in the context of the Corporation's continued expansion. The Corporation's Ethics Steering Committee, composed of representatives from Human Resources, Legal, Finance and Internal Audit functions, provides executive oversight of its overall Ethics program, including the review of its Code of Ethics and related policies. Besides having a comprehensive Code of Ethics, the Corporation has an anonymous and confidential Ethics Line which allows employees and other individuals to report any perceived or actual instances of violations to the Corporation's Code of Ethics and employees are also encouraged to use this tool to seek advice about ethical and lawful behavior. In order to increase employee's awareness on ethics, a formal online training on the Code of Ethics is mandatory for all new employees and Board members and must be completed by employees every two years subsequently. Furthermore, articles on various topics related to ethics are published throughout the year to all employees. Despite these efforts, the Corporation may experience ethics breaches which could not only adversely affect its reputation, but may also cause the Corporation to incur extraordinary expenses related to penalties and fines.

## 12.9 OWNERSHIP RISKS

The Corporation is controlled by Cogeco Inc. through its ownership of multiple voting shares. Cogeco Inc. is in turn controlled by Gestion Audem Inc., a company controlled by the members of the family of the late Henri and Marie-Jeanne Audet (the "Audet Family"), through its ownership of Cogeco's multiple and subordinate voting shares. Both the Corporation and Cogeco Inc. are reporting issuers in Canada with subordinate voting shares listed on the Toronto Stock Exchange. Pursuant to the Conflicts Agreement in effect between the Corporation and Cogeco Inc., all cable television undertakings must be owned or controlled by the Corporation. Cogeco Inc. is otherwise free to own and



operate any other business or to invest as it deems appropriate.

It is possible that situations could arise where the respective interests of the Audet Family and shareholders or other stakeholders of Cogeco Inc. and of the shareholders or other stakeholders of the Corporation could differ and that the interests of these shareholders or stakeholders be adversely affected by such situations.

## 12.10 LITIGATION RISKS

The Corporation is involved in various litigation matters arising in the course of its business. The outcome of these claims or litigations is uncertain and may adversely affect the Corporation's reputation, results of operation, liquidity or financial condition. Based on information currently known, the Corporation does not expect that the resolution of any of these claims and proceedings, individually or in total, to the extent not provided for through insurance or otherwise, will have a material adverse effect on its business, results of operations or financial condition.

## 12.11 PUBLIC HEALTH AND SAFETY

The COVID-19 crisis continues to pose a risk to the Corporation's business despite vaccine rollout in Canada and the United States, given the unpredictability of the evolution of the virus with new variants continuing to emerge. Although the Corporation experienced sustained demand for its residential high-speed Internet product, due to customers spending more time at home for work, online education and entertainment purposes, a softening of the market is being observed with the re-opening of the economy and a return to the workplace. COVID-19 continues to pose a number of potential threats such as supply chain disruption, health and safety concerns impacting both employees and customers that could impact the Corporation's ability to deliver its services and meet its obligations. Any future epidemic, pandemic, or other public health crisis that occurs in the future may pose similar risks to the Corporation.

# 13. CONTROLS AND PROCEDURES

Internal control over financial reporting ("ICFR") is a process designed to provide reasonable, but not absolute, assurance regarding the reliability of financial reporting and of the preparation of financial statements for external purposes in accordance with IFRS. The President and Chief Executive Officer ("CEO") and the Senior Vice President and Chief Financial Officer ("CFO"), together with management, are responsible for establishing and maintaining adequate disclosure controls and procedures ("DC&P") and ICFR, as defined in National Instrument 52-109. Cogeco Communications' internal control framework is based on the criteria published in the updated version released in May 2013 of the report *Internal Control Integrated Framework* issued by the *Committee of Sponsoring Organizations of the Treadway Commission*. Following these implementations, internal controls over financial reporting have been updated and tested in order to support adequate DC&P and ICFR.

The Corporation has limited the scope of its design of DC&P and ICFR to exclude controls, policies and procedures of the Ohio broadband systems business acquired on September 1, 2021, as permitted by National Instrument 52-109, which allows for an issuer to limit the scope for a business it has acquired not more than 365 days before the end of the financial period to which the certificate relates. For the year ended August 31, 2022, the Ohio broadband systems contributed approximately 9.9% to the consolidated revenue and approximately 3.4% to the consolidated profit for the period. As at August 31, 2022, the Ohio broadband systems represented approximately 2.9% of the current assets, 16.5% of the non-current assets, 4.0% of the current liabilities and a negligible portion of the non-current liabilities of the annual consolidated financial statements. Management expects to complete its review of the design of DC&P and ICFR for the Ohio broadband systems and assess its effectiveness in the upcoming quarter. Further details on the Ohio broadband systems acquisition, including the final purchase price allocation, can be found in Note 6 of the consolidated financial statements for the year ended August 31, 2022.

In addition, on September 1, 2021, the Corporation's head office and Cogeco Connexion implemented a new financial system. This implementation resulted in changes to internal controls related to financial reporting for the year ended August 31, 2022.

The CEO and CFO, supported by management, evaluated the overall design and effectiveness of the Corporation's DC&P and ICFR at August 31, 2022, and concluded that they were effective.



# 14. ACCOUNTING POLICIES

## 14.1 CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Preparation of the consolidated financial statements in accordance with IFRS requires management to adopt accounting policies and to make estimates and assumptions that affect the reported amounts of assets and liabilities, contingent assets and liabilities and revenue and expenses during the reporting year. A summary of the Corporation's significant accounting policies is presented in Note 2 of the consolidated financial statements. The following accounting policies were identified as critical to Cogeco Communications' business operations.

### REVENUE RECOGNITION

Revenue is measured based on the consideration received or receivable from a customer, net of returns, promotional activities and discounts. The Corporation recognizes revenue from the sale of products or the rendering of services when it transfers control to the customer.

Revenue is recognized applying the following five steps:

- Identify the contract with a customer;
- Identify the performance obligations in the contract;
- Determine the transaction price;
- Allocate the transaction price to the performance obligations in the contract; and
- Recognize revenue when (or as) the Corporation satisfies a performance obligation.

The Corporation's principal sources of revenue are recognized as follows:

#### Residential

- Monthly subscription revenue (net of any discounts, rebates, refunds and credits) for Internet, video and phone services and rental of equipment is recognized on a monthly basis, as the services are provided;
- Revenue from data services, long-distance and other pay-per-use services is recognized on a monthly basis, as the services are provided; and
- Revenue generated from the sale of customer premise equipment or other equipment is recognized when the customer accepts the delivery of the equipment.

#### Commercial

- Monthly subscription revenue (net of any discounts, rebates, refunds and credits) for Internet, video and phone services and rental of equipment is recognized on a straight-line basis over the contractual period arrangement; and
- Revenue generated from the sale of customer premise equipment or other equipment is recognized when the customer accepts the delivery of the equipment.

#### Other

- Revenue mainly from Internet resellers and advertising, which is recognized as the services are provided.

### BUSINESS COMBINATIONS

Fair value of assets acquired and liabilities assumed in a business combination is estimated based on information available at the date of acquisition and involves considerable judgment in determining the fair values assigned to the identifiable assets acquired and liabilities assumed on acquisition. Among other things, the determination of these fair values involves the use of discounted cash flow analyses, estimated future margins and estimated future customer counts.

### CAPITALIZATION OF PROPERTY, PLANT AND EQUIPMENT

During construction of new assets, direct costs plus overhead costs directly attributable to the asset are capitalized. Borrowing costs directly attributable to the acquisition or construction of qualifying assets, which require a substantial amount of time to get ready for their intended use or sale, are capitalized until such time the assets are substantially ready for their intended use or sale. All other borrowing costs are recorded as financial expense in the period in which they are incurred.

The cost of replacing a part of property, plant and equipment that is ready for its intended use is added to the carrying amount of the property, plant and equipment or recognized as a separate component if applicable, only if it is probable that the economic benefits associated with the cost will flow to the Corporation and the cost can be measured reliably. The carrying amount of the replaced part is derecognized. All other day-to-day maintenance costs are recognized in profit or loss in the period in which they are incurred.

## PROVISIONS

Management's judgment is used to determine the timing, likelihood and the amount of expected cash outflows as well as the discount rate.

## CONTINGENCIES

Contingencies such as lawsuits, taxes, impact of regulatory decisions, and commitments under contractual and other commercial obligations are estimated based on applying significant judgement in determining if a loss is probable and in determining the estimated outflow of economic resources. Such contingencies are estimated based on the information available to the Corporation.

## MEASUREMENT OF NON-FINANCIAL ASSETS

The measurement of non-financial assets requires the use of management judgment to identify the existence of impairment indicators and the determination of cash-generating units ("CGUs"). Furthermore, when determining the recoverable amount of a CGU or an asset, the Corporation uses significant estimates such as the estimation of future cash flows and discount rates applicable. Any significant modification of market conditions could translate into an inability to recover the carrying amounts of non-financial assets.

## DEFERRED TAXES

Deferred tax assets and liabilities require estimates about the nature and timing of future permanent and temporary differences, the expected timing of reversals of those temporary differences and the future tax rates that will apply to those differences.

## 14.2 CHANGE IN ACCOUNTING POLICIES

### Demand Deposits with Restrictions on Use arising from a Contract with a Third Party (IAS 7 Statement of Cash Flows)

In April 2022, the IFRS Interpretations Committee finalized the agenda decision *Demand Deposits with Restrictions on Use arising from a Contract with a Third Party (IAS 7 Statement of Cash Flows)*, which clarified that restrictions on the use of a demand deposit arising from a contract with a third party do not result in the deposit no longer being cash. Accordingly, such demand deposits should be presented as a component of cash and cash equivalents in the statements of cash flows and financial position, unless those restrictions change the nature of the deposit in a way that it would no longer meet the definition of cash in IAS 7, *Statement of Cash Flows*.

Following the application of this agenda decision, the Corporation changed the presentation of the cash from subsidies received in advance, mainly from the Québec and Canadian governments, which are used to fund certain high-speed Internet network expansion projects, on a retrospective basis. These funds, which were previously presented as *Restricted cash*, were reclassified as *Cash and cash equivalents* in the Corporation's consolidated statements of financial position and consolidated statements of cash flows.

The change in presentation, which was applied retrospectively, resulted in the following changes to the Corporation's consolidated financial statements:

#### Consolidated statement of financial position

| At August 31, 2021            | As previously reported | Effect of change in presentation | As currently reported |
|-------------------------------|------------------------|----------------------------------|-----------------------|
|                               | \$                     | \$                               | \$                    |
| Cash and cash equivalents     | 365,520                | 183,534                          | 549,054               |
| Restricted cash - current     | 170,434                | (170,434)                        | —                     |
| Restricted cash - non-current | 13,100                 | (13,100)                         | —                     |

#### Consolidated statements of cash flows

For the year ended August 31, 2021, subsidies received in advance amounting to \$188.0 million, mainly related to government subsidies received in advance in connection with Cogeco Connexion's high-speed Internet network expansion projects, are presented separately within cash flows from investing activities. These subsidies were previously presented as a reduction of *Acquisition of property, plant and equipment*, based on the costs incurred in connection with these projects over the total expected costs. This change in presentation has no impact on the ultimate recognition of the subsidies, for which *Property, plant and equipment* continues to be recorded net of subsidies, within the consolidated statement of financial position.

## Hedge Accounting

As permitted by IFRS 9, *Financial Instruments*, the Corporation had previously elected to continue to apply the hedge accounting requirements under IAS 39, *Financial Instruments: Recognition and Measurement*. Effective March 1, 2022, the Corporation changed its accounting policy and elected to apply the general hedge accounting model in IFRS 9, which requires the Corporation to ensure its hedge accounting relationships are aligned with its risk management objectives and strategy and to apply a more qualitative and forward-looking approach in assessing hedge effectiveness. As part of the Corporation's financial risk management process, this change in accounting policy may allow more hedge strategies and provide the ability to use more judgment in assessing the effectiveness of the Corporation's hedge accounting relationships. The application of the hedge accounting requirements under IFRS 9 resulted in no adjustment to the Corporation's consolidated financial statements.

## Configuration or Customisation Costs in a Cloud Computing Arrangement (IAS 38 Intangible Assets)

In March 2021, the IFRS Interpretations Committee finalized agenda decision *Configuration or Customisation Costs in a Cloud Computing Arrangement (IAS 38 Intangible Assets)*, which clarified how to recognize certain configuration or customization costs related to cloud computing arrangements. Management finalized its assessment of the impact of this agenda decision during the first quarter of fiscal 2022 and concluded it had no material impact on the Corporation's consolidated financial statements for previously capitalized costs incurred in connection with cloud computing arrangements. Following the application of this agenda decision, the Corporation changed its accounting policy accordingly. Configuration and customization costs related to cloud computing arrangements that do not meet the capitalization criteria are now expensed as incurred and presented under *Acquisition, integration, restructuring and other costs* in the consolidated statements of profit or loss.

## 14.3 INITIAL APPLICATIONS OF STANDARDS, INTERPRETATIONS AND AMENDMENTS TO STANDARDS AND INTERPRETATIONS

### Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to IAS 12

In May 2021, the IASB amended IAS 12, *Income Taxes*, to clarify how companies should account for deferred tax on certain transactions that on initial recognition give rise to equal taxable and deductible temporary differences. The amendments are effective for annual reporting periods beginning on or after January 1, 2023, with early application permitted. Effective September 1, 2021, the Corporation applied these amendments, which had no impact on the consolidated financial statements.

### Interest Rate Benchmark Reform (Phase 2) - Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16

In August 2020, the IASB issued *Interest Rate Benchmark Reform - Phase 2*, which amends IFRS 9, *Financial Instruments*, IAS 39, *Financial Instruments: Recognition and Measurement*, IFRS 7, *Financial Instruments: Disclosures*, IFRS 4, *Insurance Contracts*, and IFRS 16, *Leases*. The Phase 2 amendments address issues that might affect financial reporting during the reform of an interest rate benchmark, including the effects of changes to contractual cash flows or hedging relationships arising from the replacement of an interest rate benchmark with an alternative benchmark rate. The amendments are effective for annual periods beginning on or after January 1, 2021, with earlier application permitted. Effective September 1, 2021, the Corporation adopted these amendments, which had no material impact on the consolidated financial statements. As the Corporation continues to monitor the reform and its related implications, the effects, if any, will be dependent on the facts and circumstances of any future changes in financial instruments and any future changes in interest rate benchmarks.

## 14.4 FUTURE CHANGES TO STANDARDS, INTERPRETATIONS AND AMENDMENTS TO STANDARDS AND INTERPRETATIONS

New standards, interpretations and amendments to standards and interpretations were issued by the IASB or the IFRS Interpretations Committee, but have not yet been applied in preparing these consolidated financial statements. The following issued amendments to standards and interpretations may have an impact on future consolidated financial statements of the Corporation:

|  |  |
|--|--|
| <b>Disclosure of Accounting Policies - Amendments to IAS 1 and IFRS Practice Statement 2</b> | In February 2021, the IASB amended IAS 1, <i>Presentation of Financial Statements</i> , to require entities to disclose their material accounting policy information rather than their significant accounting policies. Further amendments to IAS 1 are made to explain how an entity can identify a material accounting policy. The amendments are effective for annual reporting periods beginning on or after January 1, 2023, with earlier application permitted. The Corporation is currently assessing the impact of these amendments on its accounting policies disclosure. |
| <b>Classification of Liabilities as Current or Non-current - Amendments to IAS 1</b>         | In January 2020, the IASB amended IAS 1 to clarify the criterion for classifying a liability as non-current relating to the right to defer settlement of the liability for at least twelve months after the reporting period. The amendments are effective for annual reporting periods beginning on or after January 1, 2023, with earlier application permitted. The Corporation is currently assessing the impact of these amendments, if any, on its consolidated financial statements.  |

# 15. NON-IFRS AND OTHER FINANCIAL MEASURES

This section describes non-IFRS and other financial measures used by Cogeco Communications throughout this MD&A. These financial measures are reviewed in assessing the performance of Cogeco Communications and used in the decision-making process with regard to its business units. Cogeco Communications is also providing information below for certain specified financial measures excluding the fiscal 2022 network expansion projects, as it had previously announced certain financial guidelines excluding the impact of net capital expenditures in connection with network expansion projects.

## Non-IFRS financial measures

A "non-IFRS financial measure" is a financial measure that depicts its historical or expected future financial performance, financial position or cash flow, and with respect to its composition, excludes an amount that is included in, or includes an amount that is excluded from, the composition of the most directly comparable financial measure disclosed in the Corporation's primary consolidated financial statements, is not disclosed in the Corporation's consolidated financial statements, and is not a ratio, fraction, percentage or similar representation.

The following financial measures used by the Corporation do not have standardized definitions prescribed by IFRS and therefore, may not be comparable to similar measures disclosed by other companies. Reconciliations, or references to the specific sections within the MD&A where these reconciliations are provided, as applicable, between these non-IFRS financial measures to the most directly comparable IFRS financial measures are provided below.

| Specified financial measures  | Usefulness   | Calculation  | Most directly comparable IFRS financial measures   |
|---|--|--|--|
| Constant currency basis and foreign exchange impact                           | The Corporation presents certain financial measures in constant currency to enable an improved understanding of its underlying financial performance, undistorted by the effects of changes in foreign exchange rates, in order to facilitate period-to-period comparisons. Financial measures presented on a constant currency basis include financial guidelines and certain historical financial measures, including revenue, operating expenses, adjusted EBITDA, net capital expenditures and free cash flow. | Financial guidelines presented on a constant currency basis are obtained by translating expected financial results denominated in US dollars at the foreign exchange rates of the prior year. Historical financial measures presented on a constant currency basis are obtained by translating financial results from the current periods denominated in US dollars at the foreign exchange rates of the comparable periods of the prior year. Foreign exchange impact represents the quantification of such impact. | Revenue, operating expenses, adjusted EBITDA, net capital expenditures. For free cash flow, refer to the definition below for the most directly comparable IFRS financial measure. |
| Organic revenue in constant currency and adjusted EBITDA in constant currency | Organic revenue in constant currency and adjusted EBITDA in constant currency are used by management to analyze the Corporations' revenue and adjusted EBITDA growth excluding the effects of changes in foreign exchange rates and the impact of acquisitions, in order to facilitate period-to-period comparisons. Management believes these measures are used by certain investors and analysts to evaluate the Corporation's performance.  | Revenue in constant currency (as calculated per above)<br>deduct:<br>- impact of acquisitions.<br><br>Adjusted EBITDA in constant currency (as calculated per above)<br>deduct:<br>- impact of acquisitions.   | Revenue and adjusted EBITDA.   |

| Specified financial measures  | Usefulness  | Calculation   | Most directly comparable IFRS financial measures |
|---|---|---|--|
| Free cash flow and free cash flow, excluding network expansion projects | <p>Free cash flow and free cash flow, excluding network expansion projects are used by management to measure the Corporation's ability to repay debt, distribute capital to its shareholders and finance its growth. Management believes these measures are used by certain investors and analysts to value the Corporation's business and its underlying assets, and to assess the Corporation's financial strength and performance.</p> <p>Free cash flow excludes certain items that management believes could affect the comparability of the Corporation's financial results and could potentially distort the analysis of trends in business performance. Excluding these items does not imply they are non-recurring. The Corporation also measures free cash flow excluding network expansion projects as it provides a common basis for comparing the impact of the net capital expenditures prior to the acceleration of the network expansion projects in fiscal 2022. Excluding the impact of net capital expenditure in connection with network expansion projects does not imply it is non-recurring.</p> | <p>Free cash flow:</p> <ul style="list-style-type: none"> <li>- Adjusted EBITDA</li> </ul> <p>add:</p> <ul style="list-style-type: none"> <li>- Amortization of deferred transaction costs and discounts on long-term debt;</li> <li>- Share-based payment;</li> <li>- Loss (gain) on disposals and write-offs of property, plant and equipment; and</li> <li>- Defined benefit plans expense, net of contributions</li> </ul> <p>deduct:</p> <ul style="list-style-type: none"> <li>- Acquisition, integration, restructuring and other costs;</li> <li>- Financial expense;</li> <li>- Current income taxes;</li> <li>- Net capital expenditures; and</li> <li>- Repayment of lease liabilities.</li> </ul> <p>Free cash flow, excluding network expansion projects:</p> <ul style="list-style-type: none"> <li>- Free cash flow</li> </ul> <p>add:</p> <ul style="list-style-type: none"> <li>- Net capital expenditures in connection with network expansion projects.</li> </ul> | Cash flows from operating activities             |
| Net capital expenditures, excluding network expansion projects          | <p>Net capital expenditures, excluding network expansion projects is a measure used by management to assess the Corporation's total capital investments, without taking into consideration capitalized investments in network expansion projects, as it provides a common basis for comparing the impact of the net capital expenditures prior to the acceleration of the network expansion projects in fiscal 2022. Excluding the impact of net capital expenditure in connection with network expansion projects does not imply it is non-recurring.</p>  | <p>Net capital expenditures</p> <p>deduct:</p> <ul style="list-style-type: none"> <li>- Net capital expenditures in connection with network expansion projects.</li> </ul>  | Acquisition of property, plant and equipment     |
| Available liquidity   | <p>Management uses available liquidity to assess Cogeco Communications' ability to meet its financial obligations and ensure sufficient liquidity to support its capital requirements, including development of the business by acquisition and other growth opportunities. Management believes this measure is used by certain investors and analysts to assess Cogeco Communications' financial strength.</p>   | <p>Cash and cash equivalents</p> <p>deduct:</p> <ul style="list-style-type: none"> <li>- Cash with restrictions on use;</li> </ul> <p>add:</p> <ul style="list-style-type: none"> <li>- Amounts available under revolving credit facilities.</li> </ul>   | Cash and cash equivalents                        |

## CONSTANT CURRENCY BASIS AND FOREIGN EXCHANGE IMPACT RECONCILIATION

### Consolidated

For the reconciliations of consolidated revenue, operating expenses and adjusted EBITDA in constant currency to the most directly comparable IFRS financial measures, refer to the sub-section 3.1 "Operating results".

The reconciliations of free cash flow and net capital expenditures in constant currency are as follows. For the reconciliations of these specified financial measures to the most directly comparable IFRS financial measures, refer to the specific reconciliations in sub-sections below.

| Three months ended August 31,<br>(In thousands of Canadian dollars, except percentages) | 2022<br>\$ | Foreign<br>exchange<br>impact<br>\$ | 2022<br>in constant<br>currency <sup>(1)</sup><br>\$ | 2021<br>\$ | Change      |                                 |
|---|------------|-------------------------------------|--|------------|-------------|---------------------------------|
|   |            |                                     |  |            | Actual<br>% | In<br>constant<br>currency<br>% |
| Free cash flow  | 34,452     | 1,825                               | 36,277   | 71,423     | (51.8)      | (49.2)                          |
| Net capital expenditures  | 223,509    | (5,434)                             | 218,075  | 175,180    | 27.6        | 24.5                            |

(1) Fiscal 2022 in constant currency is translated at the average foreign exchange rate of the comparable period of fiscal 2021 which was 1.2450 USD/CND.

| Years ended August 31,<br>(In thousands of Canadian dollars, except percentages) | 2022<br>\$ | Foreign<br>exchange<br>impact<br>\$ | 2022<br>in constant<br>currency <sup>(1)</sup><br>\$ | 2021<br>\$ | Change      |                                 |
|--|------------|-------------------------------------|--|------------|-------------|---------------------------------|
|  |            |                                     |  |            | Actual<br>% | In<br>constant<br>currency<br>% |
| Free cash flow   | 424,358    | 3,524                               | 427,882  | 486,877    | (12.8)      | (12.1)                          |
| Net capital expenditures   | 688,913    | (3,876)                             | 685,037  | 533,186    | 29.2        | 28.5                            |

(1) Fiscal 2022 in constant currency is translated at the average foreign exchange rate of fiscal 2021, which was 1.2691 USD/CND.

### Segmented

For the reconciliations of segmented revenue, operating expenses, adjusted EBITDA, net capital expenditures in constant currency to the most directly comparable IFRS financial measures, refer to the section 4 "Segmented operating and financial results" and the sub-section 9.3 "Fourth-quarter operating and financial results".

## ORGANIC REVENUE GROWTH IN CONSTANT CURRENCY RECONCILIATION

| (In thousands of Canadian dollars, except percentages) | Fiscal 2022<br>revenue<br>in constant<br>currency<br>\$ | Impact of<br>acquisitions<br>\$ | Fiscal 2022<br>organic revenue<br>in constant<br>currency<br>\$ | Three months ended August 31,  |   |
|--|---|---------------------------------|---|--------------------------------|---|
|  |   |                                 |   | Fiscal<br>2021<br>actual<br>\$ | Organic revenue<br>growth<br>in constant<br>currency<br>% |
| Canadian telecommunications                            | 360,834   | —                               | 360,834   | 356,850                        | 1.1   |
| American telecommunications                            | 352,094   | 62,737                          | 289,357   | 275,834                        | 4.9   |
|  | 712,928   | 62,737                          | 650,191   | 632,684                        | 2.8   |

Years ended August 31,

|   | Fiscal 2022<br>revenue<br>in constant<br>currency | Impact of<br>acquisitions | Fiscal 2022<br>organic revenue<br>in constant<br>currency | Fiscal<br>2021<br>actual | Organic revenue<br>growth<br>in constant<br>currency |
|---|---|---------------------------|---|--------------------------|--|
| <i>(In thousands of Canadian dollars, except percentages)</i> | \$  | \$                        | \$  | \$                       | %  |
| Canadian telecommunications                                   | 1,440,276   | 33,135                    | 1,407,141   | 1,393,097                | 1.0  |
| American telecommunications                                   | 1,457,497   | 285,725                   | 1,171,772   | 1,117,356                | 4.9  |
|   | <b>2,897,773</b>                                  | <b>318,860</b>            | <b>2,578,913</b>  | <b>2,510,453</b>         | <b>2.7</b>   |

## ORGANIC ADJUSTED EBITDA IN CONSTANT CURRENCY RECONCILIATION

Three months ended August 31,

|   | Fiscal 2022<br>adjusted EBITDA<br>in constant<br>currency | Impact of<br>acquisitions | Fiscal 2022<br>organic adjusted<br>EBITDA in constant<br>currency | Fiscal 2021<br>actual | Organic adjusted<br>EBITDA growth<br>in constant<br>currency |
|---|---|---------------------------|---|-----------------------|--|
| <i>(In thousands of Canadian dollars, except percentages)</i> | \$  | \$                        | \$  | \$                    | %  |
| Canadian telecommunications                                   | 198,204   | —                         | 198,204   | 185,722               | 6.7  |
| American telecommunications                                   | 159,352   | 23,223                    | 136,129   | 121,931               | 11.6   |
| Corporate and eliminations                                    | (15,654)  | —                         | (15,654)  | (17,083)              | (8.4)  |
|   | <b>341,902</b>  | <b>23,223</b>             | <b>318,679</b>  | <b>290,570</b>        | <b>9.7</b>   |

Years ended August 31,

|   | Fiscal 2022<br>adjusted EBITDA<br>in constant<br>currency | Impact of<br>acquisitions | Fiscal 2022<br>organic adjusted<br>EBITDA in constant<br>currency | Fiscal 2021<br>actual | Organic adjusted<br>EBITDA growth<br>in constant<br>currency |
|---|---|---------------------------|---|-----------------------|--|
| <i>(In thousands of Canadian dollars, except percentages)</i> | \$  | \$                        | \$  | \$                    | %  |
| Canadian telecommunications                                   | 774,918   | 16,106                    | 758,812   | 750,529               | 1.1  |
| American telecommunications                                   | 675,879   | 127,198                   | 548,681   | 511,500               | 7.3  |
| Corporate and eliminations                                    | (58,156)  | —                         | (58,156)  | (56,373)              | 3.2  |
|   | <b>1,392,641</b>  | <b>143,304</b>            | <b>1,249,337</b>  | <b>1,205,656</b>      | <b>3.6</b>   |



## FREE CASH FLOW RECONCILIATION

|   | Three months ended August 31, |           | Years ended August 31, |           |
|---|-------------------------------|-----------|------------------------|-----------|
|   | 2022                          | 2021      | 2022                   | 2021      |
| (In thousands of Canadian dollars)  | \$                            | \$        | \$                     | \$        |
| <b>Cash flows from operating activities</b>   | <b>319,137</b>                | 281,547   | <b>1,240,282</b>       | 1,019,059 |
| Amortization of deferred transaction costs and discounts on long-term debt <sup>(1)</sup> | <b>2,974</b>                  | 2,342     | <b>11,815</b>          | 9,277     |
| Changes in other non-cash operating activities  | <b>(30,026)</b>               | (50,068)  | <b>(74,840)</b>        | (40,289)  |
| Income taxes paid   | <b>6,871</b>                  | 25,320    | <b>36,563</b>          | 101,715   |
| Current income taxes  | <b>(27,430)</b>               | (20,331)  | <b>(69,513)</b>        | (65,070)  |
| Interest paid   | <b>39,882</b>                 | 32,185    | <b>161,019</b>         | 123,657   |
| Financial expense   | <b>(52,349)</b>               | (23,608)  | <b>(187,617)</b>       | (124,163) |
| Net capital expenditures  | <b>(223,509)</b>              | (175,180) | <b>(688,913)</b>       | (533,186) |
| Repayment of lease liabilities  | <b>(1,098)</b>                | (784)     | <b>(4,438)</b>         | (4,123)   |
| <b>Free cash flow</b>   | <b>34,452</b>                 | 71,423    | <b>424,358</b>         | 486,877   |

(1) Included within financial expense.

## AVAILABLE LIQUIDITY RECONCILIATION

For the reconciliation of available liquidity to the most directly comparable IFRS financial measure, refer to the section 8.1 "Capital structure".

## NET CAPITAL EXPENDITURES AND FREE CASH FLOW EXCLUDING NETWORK EXPANSION PROJECTS RECONCILIATIONS

### Net capital expenditures

|  | Three months ended, |         |         |         | Fiscal 2022    | Foreign exchange impact | Fiscal 2022 in constant currency <sup>(1)</sup> |
|--|---------------------|---------|---------|---------|----------------|-------------------------|---|
|  | Nov. 30             | Feb. 28 | May 31  | Aug. 31 |                |                         |   |
| (In thousands of Canadian dollars)                                     | \$                  | \$      | \$      | \$      | \$             | \$                      | \$  |
| <b>Net capital expenditures</b>  | 141,028             | 142,195 | 182,181 | 223,509 | <b>688,913</b> | (3,876)                 | <b>685,037</b>                                  |
| Net capital expenditures in connection with network expansion projects | 20,016              | 36,982  | 38,659  | 61,632  | <b>157,289</b> | (1,178)                 | <b>156,111</b>                                  |
| <b>Net capital expenditures, excluding network expansion projects</b>  | 121,012             | 105,213 | 143,522 | 161,877 | <b>531,624</b> | (2,698)                 | <b>528,926</b>                                  |

(1) Fiscal 2022 in constant currency is translated at the average foreign exchange rate of fiscal 2021, which was 1.2691 USD/CDN.

### Free cash flow

|  | Three months ended, |         |         |         | Fiscal 2022    | Foreign exchange impact | Fiscal 2022 in constant currency <sup>(1)</sup> |
|--|---------------------|---------|---------|---------|----------------|-------------------------|---|
|  | Nov. 30             | Feb. 28 | May 31  | Aug. 31 |                |                         |   |
| (In thousands of Canadian dollars)                                     | \$                  | \$      | \$      | \$      | \$             | \$                      | \$  |
| <b>Free cash flow</b>  | 132,111             | 153,000 | 104,795 | 34,452  | <b>424,358</b> | 3,524                   | <b>427,882</b>                                  |
| Net capital expenditures in connection with network expansion projects | 20,016              | 36,982  | 38,659  | 61,632  | <b>157,289</b> | (1,178)                 | <b>156,111</b>                                  |
| <b>Free cash flow, excluding network expansion projects</b>            | 152,127             | 189,982 | 143,454 | 96,084  | <b>581,647</b> | 2,346                   | <b>583,993</b>                                  |

(1) Fiscal 2022 in constant currency is translated at the average foreign exchange rate of fiscal 2021, which was 1.2691 USD/CDN.

## Non-IFRS ratios

A "non-IFRS ratio" is a financial measure that is in the form of a ratio, fraction, percentage or similar representation, has a non-IFRS financial measure as one or more of its components, and is not disclosed in the Corporation's consolidated financial statements.

The following financial measures used by the Corporation do not have standardized definitions prescribed by IFRS and therefore, may not be comparable to similar measures disclosed by other companies.

| Specified financial measures   | Usefulness   | Calculation  |
|--|--|--|
| Change in constant currency  | The Corporation presents changes of certain financial measures in constant currency to enable an improved understanding of its underlying financial performance, undistorted by the effects of changes in foreign exchange rates, in order to facilitate period-to-period comparisons.   | Change in constant currency, expressed as a percentage of the variation between the periods presented, is obtained by translating financial results from the current periods denominated in US dollars using the foreign exchange rates of the comparable periods of the prior year.   |
| Organic revenue growth in constant currency and organic adjusted EBITDA growth in constant currency                  | Organic revenue growth in constant currency and organic adjusted EBITDA growth in constant currency are used by management to analyze the Corporations' revenue and adjusted EBITDA growth excluding the effects of changes in foreign exchange rates and the impact of acquisitions, in order to facilitate period-to-period comparisons. Management believes these measures are used by certain investors and analysts to evaluate the Corporation's performance.  | Revenue and adjusted EBITDA changes in constant currency (as calculated above), expressed as a percentage of the variation between the periods presented, adjusted for the impact of acquisitions.   |
| Capital intensity, excluding network expansion projects  | Capital intensity, excluding network expansion projects is used by management to assess the Corporation's investment in capital expenditures and to make certain decisions, without taking into consideration capitalized investments in network expansion projects, in order to support a certain level of revenue. The Corporation measures capital intensity, excluding network expansion projects, as it provides a common basis for comparing the impact of the net capital expenditures prior to the acceleration of the network expansion projects in fiscal 2022. Excluding the impact of net capital expenditures in connection with network expansion projects does not imply it is non-recurring. | Net capital expenditures, excluding network expansion projects divided by revenue.<br><br>Net capital expenditures, excluding network capital expenditures is a non-IFRS financial measure. For more details on net capital expenditures, excluding network expansion projects, please refer to the "Non-IFRS financial measures" sub-section.   |
| Free cash flow dividend payout ratio and free cash flow, excluding network expansion projects, dividend payout ratio | Management believes certain investors uses free dividend payout ratio and free cash flow, excluding network expansion projects, dividend payout ratio, to assess the Corporation's financial strength and performance by demonstrating the sustainability of the Corporation's dividend payments.  | Dividends declared for the year on multiple and subordinate voting shares divided by free cash flow and by free cash flow, excluding network expansion projects. Free cash flow and free cash flow, excluding dividend payout ratio are non-IFRS financial measures. For more details on free cash flow and free cash flow, excluding network expansion projects, please refer to the "Non-IFRS financial measures" sub-section. |

## Total of segments measures

A "total of segments measure" is a financial measure that is a subtotal or total of 2 or more reportable segments, is not a component of a line item disclosed in the Corporation's primary consolidated financial statements, is disclosed in the notes to the Corporation's consolidated financial statements, and is not disclosed in the Corporation's primary consolidated financial statements.

The following financial measures used by Cogeco Communications are total of segments measures as reported in Note 5 of the consolidated financial statements. Reconciliations between these specified financial measures to the most directly comparable IFRS financial measures are provided below.

| Specified financial measures | Most directly comparable IFRS financial measures |
|------------------------------|--|
| Adjusted EBITDA              | Profit for the period                            |
| Net capital expenditures     | Acquisition of property, plant and equipment     |

## ADJUSTED EBITDA RECONCILIATION

|   | Three months ended August 31, |         | Years ended August 31, |           |
|---|-------------------------------|---------|------------------------|-----------|
|   | 2022                          | 2021    | 2022                   | 2021      |
| (In thousands of Canadian dollars)                      | \$                            | \$      | \$                     | \$        |
| <b>Profit for the period</b>                            | <b>111,829</b>                | 103,406 | <b>453,756</b>         | 431,647   |
| Income taxes  | <b>17,290</b>                 | 28,466  | <b>95,663</b>          | 130,726   |
| Financial expense                                       | <b>52,349</b>                 | 23,608  | <b>187,617</b>         | 124,163   |
| Depreciation and amortization                           | <b>153,013</b>                | 131,116 | <b>621,084</b>         | 510,376   |
| Acquisition, integration, restructuring and other costs | <b>12,593</b>                 | 3,974   | <b>34,942</b>          | 8,744     |
| <b>Adjusted EBITDA</b>                                  | <b>347,074</b>                | 290,570 | <b>1,393,062</b>       | 1,205,656 |

## NET CAPITAL EXPENDITURES RECONCILIATION

For the reconciliations of net capital expenditures to the most directly comparable IFRS financial measure, refer to the sub-sections 6.2 "Investing activities" and 9.3 "Fourth-quarter operating and financial results".

## Capital management measures

A "capital management measure" is a financial measure disclosed by the Corporation that is intended to enable an individual to evaluate Cogeco Communications' objectives, policies and processes for managing its capital, is not a component of a line item disclosed in the Corporation's primary consolidated financial statements, and is disclosed in the notes to the Corporation's consolidated financial statements but not in the primary consolidated financial statements.

The following financial measures used by Cogeco Communications are capital management measures as reported in Note 23 C) of the consolidated financial statements.

| Specified financial measures               | Usefulness  | Calculation  |
|--|---|--|
| Net indebtedness                           | Net indebtedness is a measure used by management, and management believes it is also used by certain investors and analysts, to assess the Corporation's financial leverage, as it represents the debt net of the available unrestricted cash and cash equivalents. Net indebtedness is a component of "Net indebtedness to adjusted EBITDA ratio". | Long-term debt before discounts, transaction costs and other;<br>add:<br>- Bank indebtedness<br>deduct:<br>- Cash and cash equivalents, excluding cash with restrictions on use. |
| Net indebtedness to adjusted EBITDA ratio  | Net indebtedness to adjusted EBITDA ratio is a measure used by management to assess the Corporation's financial leverage and its capital structure decisions, including the issuance of new debt, and to manage the Corporation's debt maturity risks.  | Net indebtedness divided by the twelve-month trailing adjusted EBITDA.   |
| Adjusted EBITDA to financial expense ratio | Adjusted EBITDA to financial expense ratio is a measure used by management, and management believes it is also used by certain investors and analysts, to assess the Corporation's financial strength and the ability to service its debt obligations.  | Twelve-month trailing adjusted EBITDA divided by financial expense.  |
| Fixed-rate indebtedness                    | Fixed-rate indebtedness is a measure used by management to monitor and manage the Corporation's capital structure. Management believes this measure helps investors and analysts to assess the Corporation's financial leverage.  | Principal on fixed-rate long-term debt divided by principal on long-term debt.   |

## Supplementary financial measures

A "supplementary financial measure" is a financial measure disclosed by the Corporation that is, or is intended to be, disclosed on a periodic basis to depict Cogeco Communications' historical or expected future financial performance, financial position or cash flow, is not disclosed in the Corporation's consolidated financial statements and is not a non-IFRS financial measure or ratio.

| Specified financial measures | Calculation                                  |
|------------------------------|--|
| Adjusted EBITDA margin       | Adjusted EBITDA divided by revenue.          |
| Capital intensity            | Net capital expenditures divided by revenue. |

# CONSOLIDATED FINANCIAL STATEMENTS

Consolidated Financial Statements

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# MANAGEMENT'S RESPONSIBILITY

## RELATED TO THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements of Cogeco Communications Inc. (the "Corporation") and the financial information contained in this annual report are the responsibility of management. The consolidated financial statements include amounts determined by management based on estimates, which in their opinion are reasonable and fair. The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") and have been approved by the Board of Directors. Operating and financial information used elsewhere in the annual report is consistent with that of the consolidated financial statements.

In fulfilling its responsibilities, management of Cogeco Communications Inc. and its subsidiaries has developed, and continues to improve administrative and accounting systems in order to provide reasonable assurance that assets are safeguarded against loss or unauthorized use and maintains internal accounting controls to ensure that financial records are reliable for preparing the consolidated financial statements. The Board of Directors carries out its responsibility for the consolidated financial statements in this annual report principally through its Audit Committee, which reviews the annual consolidated financial statements of the Corporation and recommends their approval to the Board of Directors. The Committee periodically meets with management and the external auditor to discuss the results of the external and internal examinations and matters having an impact on financial information.

The independent auditor appointed by the shareholders, Deloitte LLP, Chartered Professional Accountants, is responsible for making an independent examination of the consolidated financial statements in accordance with Canadian auditing standards and to issue an opinion on the statements. The independent auditor has free access to the Audit Committee, with or without the presence of management. Their report follows.

**(signed) Philippe Jetté**  
President and Chief Executive Officer

**(signed) Patrice Ouimet**  
Senior Vice President and Chief Financial Officer

Montréal, October 27, 2022

# INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Cogeco Communications Inc.

## Opinion

We have audited the consolidated financial statements of Cogeco Communications Inc. (the "Corporation"), which comprise the consolidated statements of financial position as at August 31, 2022 and 2021, the consolidated statements of profit or loss, the consolidated statements of comprehensive income, the consolidated statements of changes in shareholders' equity and the consolidated statements of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Corporation as at August 31, 2022 and 2021, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

## Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards ("Canadian GAAS"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Corporation in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## Key Audit Matter

A key audit matter is a matter that, in our professional judgment, was of most significance in our audit of the consolidated financial statements for the year ended August 31, 2022. This matter was addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on this matter.

### ***Business Combinations – Intangible Assets - Refer to Notes 2, 6 and 15 to the consolidated financial statements***

#### *Key Audit Matter Description*

The Corporation acquired the broadband systems of WideOpenWest, Inc. located in Ohio ("Ohio broadband systems") and recognized the assets acquired and the liabilities assumed at fair value, including intangible assets for customer relationships and cable distribution licences ("intangible assets"). In determining the fair value of the intangible assets, management was required to make assumptions around the forecasted revenues, earnings before interest, taxes, depreciation, and amortization ("EBITDA") margins, capital expenditures, customer attrition, terminal growth rates and the discount rates.

While there are several estimates and assumptions that are required to determine the fair value of the intangible assets, the estimates and assumptions with the highest degree of subjectivity are forecasted EBITDA margins and discount rates. This required a high degree of auditor judgment and an increased extent of audit effort, including the involvement of fair value specialists.

#### *How the Key Audit Matter Was Addressed in the Audit*

Our audit procedures related to the forecasted EBITDA margins and discount rates used to determine the fair value of the intangible assets included the following, among others:

- Evaluated the reasonableness of the forecasted EBITDA margins by comparing the forecasts to:
  - Historical results of the acquired businesses;
  - Analysts and industry reports that are publicly available; and
  - Actual results of the acquired businesses post acquisition.
- With the assistance of fair value specialists, evaluated the reasonableness of the discount rates by testing the source information underlying the determination of the discount rates and developing a range of independent estimates and comparing those to the discount rates selected by management.



## Other Information

Management is responsible for the other information. The other information comprises:

- Management's Discussion and Analysis
- The information, other than the financial statements and our auditor's report thereon, in the Annual Report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis and the Annual Report prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in this auditor's report. We have nothing to report in this regard.

## Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Corporation's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Corporation or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Corporation's financial reporting process.

## Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian GAAS will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian GAAS, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Corporation's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Corporation's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Corporation to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Corporation to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Christian Jacques.

/s/ Deloitte LLP <sup>1</sup>

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<sup>1</sup> CPA auditor, public accountancy permit No. A124341

Montréal, Québec  
October 27, 2022

## CONSOLIDATED STATEMENTS OF PROFIT OR LOSS

| Years ended August 31,   | Notes | 2022             | 2021      |
|--|-------|------------------|-----------|
| <i>(In thousands of Canadian dollars, except per share data)</i> |       | \$               | \$        |
| <b>Revenue</b>   | 4     | <b>2,900,654</b> | 2,510,453 |
| Operating expenses   | 7     | <b>1,485,292</b> | 1,281,332 |
| Management fees – Cogeco Inc.                                    | 24 A) | <b>22,300</b>    | 23,465    |
| Acquisition, integration, restructuring and other costs          | 8     | <b>34,942</b>    | 8,744     |
| Depreciation and amortization                                    | 9     | <b>621,084</b>   | 510,376   |
| Financial expense  | 10    | <b>187,617</b>   | 124,163   |
| <b>Profit before income taxes</b>                                |       | <b>549,419</b>   | 562,373   |
| Income taxes   | 11    | <b>95,663</b>    | 130,726   |
| <b>Profit for the year</b>                                       |       | <b>453,756</b>   | 431,647   |
| <b>Profit for the year attributable to:</b>                      |       |                  |           |
| Owners of the Corporation  |       | <b>423,299</b>   | 401,517   |
| Non-controlling interest   |       | <b>30,457</b>    | 30,130    |
|  |       | <b>453,756</b>   | 431,647   |
| <b>Earnings per share</b>  |       |                  |           |
| Basic  | 12    | <b>9.16</b>      | 8.47      |
| Diluted  | 12    | <b>9.09</b>      | 8.40      |

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

| Years ended August 31,<br>(In thousands of Canadian dollars)   | Note  | 2022<br>\$     | 2021<br>\$ |
|--|-------|----------------|------------|
| <b>Profit for the year</b>   |       | <b>453,756</b> | 431,647    |
| <b>Other comprehensive income (loss)</b>   |       |                |            |
| Items to be subsequently reclassified to profit or loss  |       |                |            |
| <i>Cash flow hedging adjustments</i>   |       |                |            |
| Net change in fair value of hedging derivative financial instruments   |       | 139,028        | 28,998     |
| Related income taxes   |       | (36,843)       | (7,684)    |
|  |       | <b>102,185</b> | 21,314     |
| <i>Foreign currency translation adjustments</i>  |       |                |            |
| Net foreign currency translation differences on a net investment in foreign operations                       |       | 81,207         | (61,389)   |
| Net changes on translation of long-term debt designated as a hedge of a net investment in foreign operations |       | (19,265)       | 16,575     |
| Related income taxes   |       | (116)          | 172        |
|  |       | <b>61,826</b>  | (44,642)   |
|  |       | <b>164,011</b> | (23,328)   |
| Items not to be subsequently reclassified to profit or loss  |       |                |            |
| <i>Defined benefit plans actuarial adjustments</i>   |       |                |            |
| Remeasurement of net defined benefit liability or asset  | 22 B) | 2,288          | 4,441      |
| Related income taxes   |       | (606)          | (1,177)    |
|  |       | <b>1,682</b>   | 3,264      |
|  |       | <b>165,693</b> | (20,064)   |
| <b>Comprehensive income for the year</b>   |       | <b>619,449</b> | 411,583    |
| <b>Comprehensive income for the year attributable to:</b>  |       |                |            |
| Owners of the Corporation  |       | 572,581        | 393,904    |
| Non-controlling interest   |       | 46,868         | 17,679     |
|  |       | <b>619,449</b> | 411,583    |

## CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

| Years ended August 31, 2022 and 2021<br>(In thousands of Canadian dollars)  | Equity attributable to owners of the Corporation |                             |   |                   | Equity attributable to non-controlling interest | Total shareholders' equity |
|---|--|-----------------------------|---|-------------------|---|----------------------------|
|   | Share capital                                    | Share-based payment reserve | Accumulated other comprehensive income (loss) | Retained earnings |   |                            |
|   | \$   | \$                          | \$  | \$                | \$  | \$                         |
|   | (Note 19)  |                             | (Note 20)                                     |                   |   |                            |
| Balance at August 31, 2020  | 984,963  | 16,347                      | (7,117)                                       | 1,274,053         | 373,504   | 2,641,750                  |
| Profit for the year   | —  | —                           | —   | 401,517           | 30,130  | 431,647                    |
| Other comprehensive (loss) income for the year  | —  | —                           | (10,877)                                      | 3,264             | (12,451)  | (20,064)                   |
| Comprehensive (loss) income for the year  | —  | —                           | (10,877)                                      | 404,781           | 17,679  | 411,583                    |
| Issuance of subordinate voting shares under the Stock Option Plan   | 3,702  | —                           | —   | —                 | —   | 3,702                      |
| Share-based payment (Notes 19 D) and 24 A))   | —  | 6,241                       | —   | —                 | —   | 6,241                      |
| Share-based payment previously recorded in share-based payment reserve for options exercised                              | 665  | (665)                       | —   | —                 | —   | —                          |
| Dividends (Note 19 C))  | —  | —                           | —   | (121,051)         | —   | (121,051)                  |
| Purchase and cancellation of subordinate voting shares  | (31,827)   | —                           | —   | (99,632)          | —   | (131,459)                  |
| Acquisition of subordinate voting shares held in trust under the Incentive and Performance Share Unit Plans               | (4,439)  | —                           | —   | —                 | —   | (4,439)                    |
| Distribution to employees of subordinate voting shares held in trust under the Incentive and Performance Share Unit Plans | 5,187  | (5,034)                     | —   | (153)             | —   | —                          |
| Total (distributions to) contributions by shareholders  | (26,712)   | 542                         | —   | (220,836)         | —   | (247,006)                  |
| <b>Balance at August 31, 2021</b>   | <b>958,251</b>                                   | <b>16,889</b>               | <b>(17,994)</b>                               | <b>1,457,998</b>  | <b>391,183</b>                                  | <b>2,806,327</b>           |
| Profit for the year   | —  | —                           | —   | 423,299           | 30,457  | 453,756                    |
| Other comprehensive income for the year   | —  | —                           | 147,600                                       | 1,682             | 16,411  | 165,693                    |
| Comprehensive income for the year   | —  | —                           | 147,600                                       | 424,981           | 46,868  | 619,449                    |
| Issuance of subordinate voting shares under the Stock Option Plan   | 4,412  | —                           | —   | —                 | —   | 4,412                      |
| Share-based payment (Notes 19 D) and 24 A))   | —  | 7,580                       | —   | —                 | —   | 7,580                      |
| Share-based payment previously recorded in share-based payment reserve for options exercised                              | 745  | (745)                       | —   | —                 | —   | —                          |
| Dividends (Note 19 C))  | —  | —                           | —   | (129,939)         | —   | (129,939)                  |
| Purchase and cancellation of subordinate voting shares  | (32,329)   | —                           | —   | (81,504)          | —   | (113,833)                  |
| Acquisition of subordinate voting shares held in trust under the Incentive and Performance Share Unit Plans               | (4,865)  | —                           | —   | —                 | —   | (4,865)                    |
| Distribution to employees of subordinate voting shares held in trust under the Incentive and Performance Share Unit Plans | 4,760  | (3,759)                     | —   | (1,001)           | —   | —                          |
| Total (distributions to) contributions by shareholders  | (27,277)   | 3,076                       | —   | (212,444)         | —   | (236,645)                  |
| <b>Balance at August 31, 2022</b>   | <b>930,974</b>                                   | <b>19,965</b>               | <b>129,606</b>                                | <b>1,670,535</b>  | <b>438,051</b>                                  | <b>3,189,131</b>           |

## CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

| At August 31,<br>(In thousands of Canadian dollars)    | Notes | 2022<br>\$ | 2021<br>\$ |
|--|-------|------------|------------|
| (restated, Note 3)                                     |       |            |            |
| <b>Assets</b>  |       |            |            |
| Current  |       |            |            |
| Cash and cash equivalents                              | 21 D) | 370,899    | 549,054    |
| Trade and other receivables                            | 23 A) | 108,444    | 78,346     |
| Income taxes receivable                                |       | 6,501      | 6,063      |
| Prepaid expenses and other                             |       | 39,234     | 32,681     |
| Derivative financial instruments                       |       | 2,932      | 1,076      |
|  |       | 528,010    | 667,220    |
| Non-current  |       |            |            |
| Other assets   | 13    | 66,971     | 105,445    |
| Property, plant and equipment                          | 14    | 3,027,640  | 2,357,845  |
| Intangible assets                                      | 15 A) | 3,571,221  | 2,739,911  |
| Goodwill   | 15 B) | 1,982,498  | 1,476,150  |
| Derivative financial instruments                       |       | 95,537     | —          |
| Deferred tax assets                                    | 11    | 6,632      | 5,121      |
|  |       | 9,278,509  | 7,351,692  |
| <b>Liabilities and Shareholders' equity</b>            |       |            |            |
| <b>Liabilities</b>                                     |       |            |            |
| Current  |       |            |            |
| Bank indebtedness                                      |       | 8,633      | 4,460      |
| Trade and other payables                               |       | 380,461    | 270,497    |
| Provisions   | 16    | 26,584     | 17,949     |
| Income tax liabilities                                 |       | 39,252     | 5,800      |
| Contract liabilities and other liabilities             | 17    | 63,958     | 57,231     |
| Government subsidies received in advance               |       | 127,851    | 170,434    |
| Derivative financial instruments                       |       | 1,285      | —          |
| Current portion of long-term debt                      | 18    | 339,096    | 225,344    |
|  |       | 987,120    | 751,715    |
| Non-current  |       |            |            |
| Long-term debt   | 18    | 4,334,373  | 3,046,872  |
| Derivative financial instruments                       |       | —          | 42,000     |
| Contract liabilities and other liabilities             | 17    | 8,960      | 8,547      |
| Government subsidies received in advance               |       | —          | 13,100     |
| Pension plan liabilities and accrued employee benefits | 22 B) | 6,242      | 9,853      |
| Deferred tax liabilities                               | 11    | 752,683    | 673,278    |
|  |       | 6,089,378  | 4,545,365  |
| <b>Shareholders' equity</b>                            |       |            |            |
| Equity attributable to owners of the Corporation       |       |            |            |
| Share capital  | 19 B) | 930,974    | 958,251    |
| Share-based payment reserve                            |       | 19,965     | 16,889     |
| Accumulated other comprehensive income (loss)          | 20    | 129,606    | (17,994)   |
| Retained earnings                                      |       | 1,670,535  | 1,457,998  |
|  |       | 2,751,080  | 2,415,144  |
| Equity attributable to non-controlling interest        |       | 438,051    | 391,183    |
|  |       | 3,189,131  | 2,806,327  |
|  |       | 9,278,509  | 7,351,692  |

Commitments, contingencies and guarantees (Note 25)

On behalf of the Board of Directors,

(signed) Louis Audet  
Director

(signed) Joanne Ferstman  
Director

## CONSOLIDATED STATEMENTS OF CASH FLOWS

| Years ended August 31,<br>(In thousands of Canadian dollars)  | Notes | 2022<br>\$  | 2021<br>\$ |
|---|-------|-------------|------------|
| (restated, Note 3)  |       |             |            |
| <b>Cash flows from operating activities</b>   |       |             |            |
| Profit for the year   |       | 453,756     | 431,647    |
| Adjustments for:  |       |             |            |
| Depreciation and amortization   | 9     | 621,084     | 510,376    |
| Financial expense   | 10    | 187,617     | 124,163    |
| Income taxes  | 11    | 95,663      | 130,726    |
| Share-based payment   |       | 6,742       | 7,810      |
| (Gain) loss on disposals and write-offs of property, plant and equipment                                    |       | (1,352)     | 185        |
| Defined benefit plans contributions, net of expense   |       | (486)       | (765)      |
|   |       | 1,363,024   | 1,204,142  |
| Changes in other non-cash operating activities  | 21 A) | 74,840      | 40,289     |
| Interest paid   |       | (161,019)   | (123,657)  |
| Income taxes paid   |       | (36,563)    | (101,715)  |
|   |       | 1,240,282   | 1,019,059  |
| <b>Cash flows from investing activities</b>   |       |             |            |
| Acquisition of property, plant and equipment  | 14    | (744,655)   | (537,660)  |
| Acquisition of spectrum licences  | 13    | (236,073)   | (59,018)   |
| Business combinations, net of cash and cash equivalents acquired  | 6     | (1,429,751) | (395,086)  |
| Subsidies received in advance   |       | 59          | 188,008    |
| Proceeds on disposals of property, plant and equipment  |       | 2,906       | 2,458      |
|   |       | (2,407,514) | (801,298)  |
| <b>Cash flows from financing activities</b>   |       |             |            |
| Increase (decrease) in bank indebtedness  |       | 4,173       | (3,150)    |
| Net (decrease) increase under the revolving facilities  |       | (153,235)   | 256,230    |
| Issuance of long-term debt, net of discounts and transaction costs  |       | 1,611,064   | —          |
| Repayment of notes, debentures and credit facilities  |       | (227,577)   | (21,410)   |
| Repayment of lease liabilities  |       | (4,438)     | (4,123)    |
| Repayment of balance due on business combinations   |       | (3,162)     | (1,708)    |
| Increase in deferred transaction costs  |       | (675)       | —          |
| Issuance of subordinate voting shares   | 19 B) | 4,412       | 3,702      |
| Purchase and cancellation of subordinate voting shares  | 19 B) | (113,833)   | (131,459)  |
| Acquisition of subordinate voting shares held in trust under the Incentive and Performance Share Unit Plans | 19 B) | (4,865)     | (4,439)    |
| Dividends paid  | 19 C) | (129,939)   | (121,051)  |
|   |       | 981,925     | (27,408)   |
| <b>Effect of exchange rate changes on cash and cash equivalents denominated in a foreign currency</b>       |       | 7,152       | (7,796)    |
| <b>Net change in cash and cash equivalents</b>  |       | (178,155)   | 182,557    |
| Cash and cash equivalents, beginning of the year  |       | 549,054     | 366,497    |
| <b>Cash and cash equivalents, end of the year</b>   |       | 370,899     | 549,054    |



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Years ended August 31, 2022 and 2021

## NATURE OF OPERATIONS

Cogeco Communications Inc. ("Cogeco Communications" or the "Corporation") is a telecommunications corporation operating through its business units Cogeco Connexion and Breezeline (formerly Atlantic Broadband). Cogeco Communications provides Internet, video and phone services to residential and business customers in Québec and Ontario in Canada as well as in thirteen states in the United States.

On September 1, 2021, the Corporation's subsidiary, Breezeline, completed the acquisition of the broadband systems of WideOpenWest, Inc. ("WOW!") located in Ohio.

The Corporation is a subsidiary of Cogeco Inc. ("Cogeco"), which as of August 31, 2022 held 34.3% of the Corporation's equity shares, representing 83.9% of the votes attached to the Corporation's voting shares. Cogeco Communications is a Canadian public corporation whose subordinate voting shares are listed on the Toronto Stock Exchange ("TSX") under the trading symbol "CCA".

The Corporation's registered office is located at 1 Place Ville Marie, Suite 3301, Montréal, Québec, H3B 3N2.

## 1. BASIS OF PRESENTATION

These audited consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB").

The consolidated financial statements have been prepared on a going concern basis using historical cost, except for financial instruments and derivative financial instruments (see Note 2 M)), cash-settled share-based payment arrangements (see Note 2 J)) and pension plan assets (see Note 2 K)), which are measured at fair value, and for the defined benefit obligation (see Note 2 K)) and provisions (see Note 2 I)), which are measured at present value. Certain comparative amounts in the consolidated financial statements have been reclassified in order to conform to the fiscal 2022 consolidated financial statements presentation.

Financial information is presented in Canadian dollars, which is the functional currency of Cogeco Communications.

The consolidated financial statements were approved by the Board of Directors of Cogeco Communications at its meeting held on October 27, 2022.

## 2. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all periods presented in the consolidated financial statements, unless otherwise indicated.

### A) BASIS OF CONSOLIDATION

The consolidated financial statements include the accounts of the Corporation and its subsidiaries.

Subsidiaries are entities controlled by the Corporation. Control is achieved where the Corporation has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. Subsidiaries' financial statements are included in the consolidated financial statements from the date that control commences until the date that control ceases. Subsidiaries' year-end and accounting policies are aligned with those adopted by the Corporation. Non-controlling interest in the net assets and results of consolidated subsidiaries is identified separately from the Corporation's ownership interest in them. Non-controlling interest in the equity of a subsidiary consists of the amount of non-controlling interest calculated at the date of the original business combination and its share of changes in equity since that date. Changes in non-controlling interest in a subsidiary that do not result in a loss of control by the Corporation are accounted for as equity transactions.

Operating segments and percentage of interest in the principal subsidiaries at August 31, 2022 are as follows:

| Operating segments          | Principal subsidiaries | Percentage of equity interest | Voting rights |
|-----------------------------|------------------------|-------------------------------|---------------|
|                             |                        | %                             | %             |
| Canadian telecommunications | Cogeco Connexion       | 100                           | 100           |
| American telecommunications | Breezeline             | 79                            | 79            |

The Corporation has established special purpose entities ("SPEs") with the objective of mitigating the impact of stock price fluctuations in connection with its Incentive Share Unit and Performance Share Unit Plans. SPEs are consolidated if, based on an evaluation of the substance of their relationship with the Corporation and the SPEs' risks and rewards, the Corporation concludes that it controls the SPEs.

SPEs controlled by the Corporation were established under terms that impose strict limitations on the decision-making powers of the SPEs' management, resulting in the Corporation receiving the majority of the benefits related to the SPEs' operations and net assets, being exposed to the majority of risks incident to the SPEs' activities, and retaining the majority of the residual or ownership risks related to the SPEs or their assets.

All intercompany transactions and balances, and any unrealized revenue and expense are eliminated in preparing the consolidated financial statements.

## B) BUSINESS COMBINATIONS

Business combinations are accounted for using the acquisition method. Goodwill is measured as the excess of the fair value of the consideration transferred including the recognized amount of any non-controlling interest in the acquiree over the net recognized amount of the identifiable assets acquired and liabilities assumed, all measured at the acquisition date.

The consideration transferred is measured as the sum of the fair values of assets transferred, liabilities assumed, and equity instruments issued by the Corporation at the acquisition date, including any asset or liability resulting from a contingent consideration arrangement, in exchange for control of the acquiree.

A right to receive or an obligation to pay contingent consideration is classified as an asset or a liability or as equity. Contingent consideration classified as equity is not remeasured until it is finally settled within equity. Contingent consideration classified as an asset or a liability is measured either as a financial instrument or as a provision. Changes in fair values that qualify as measurement period adjustments of preliminary purchase price allocations are adjusted in the current period and such changes are applied on a retrospective basis.

Acquisition costs, other than those associated with the issuance of debt or equity securities, and integration and restructuring costs that the Corporation incurs in connection with a business combination are recognized in profit or loss as incurred.

## C) REVENUE RECOGNITION

Revenue is measured based on the consideration received or receivable from a customer, net of returns, promotional activities and discounts. The Corporation recognizes revenue from the sale of products or the rendering of services when it transfers control to the customer.

Revenue is recognized applying the following five steps:

- Identify the contract with a customer;
- Identify the performance obligations in the contract;
- Determine the transaction price;
- Allocate the transaction price to the performance obligations in the contract; and
- Recognize revenue when (or as) the Corporation satisfies a performance obligation.

The Corporation's principal sources of revenue are recognized as follows:

### Residential

- Monthly subscription revenue (net of any discounts, rebates, refunds and credits) for Internet, video and phone services and rental of equipment is recognized on a monthly basis, as the services are provided;
- Revenue from data services, long-distance and other pay-per-use services is recognized on a monthly basis, as the services are provided; and
- Revenue generated from the sale of customer premise equipment or other equipment is recognized when the customer accepts the delivery of the equipment.

### Commercial

- Monthly subscription revenue (net of any discounts, rebates, refunds and credits) for Internet, video and phone services and rental of equipment is recognized on a straight-line basis over the contractual period arrangement; and
- Revenue generated from the sale of customer premise equipment or other equipment is recognized when the customer accepts the delivery of the equipment.

### Other

- Revenue mainly from Internet resellers and advertising, which is recognized as the services are provided.

### Multiple-element arrangements

The Corporation offers certain products and services as part of multiple deliverable arrangements. The Corporation accounts for individual products or services separately if they are distinct performance obligations, such that a product or service is separately identifiable from other items in the bundled package and a customer can benefit from it on its own or with other readily available resources.

Consideration is measured and allocated between the components based upon the stand-alone selling price while applying the relevant revenue recognition policy. The stand-alone selling price is based on the observable price for which the Corporation sells its products and services separately without a contract, adjusted for market conditions and other factors.

### Contract liabilities

The Corporation considers that installation and activation fees are not distinct performance obligations because a customer cannot benefit from it, on its own.

Accordingly, for residential service customers, they are deferred and amortized as revenue over the period of time the fee remains material to the customer, which the Corporation estimates to be approximately six months. The estimate requires consideration of both quantitative and qualitative factors including average installation fee, average revenue per customer and customer behavior, among others. For commercial service customers, they are deferred and amortized as revenue at the same pace as the revenue from the related services are earned over the term of the agreement.

Unearned revenue, such as payments for services and goods received in advance, is recorded as contract liabilities in the consolidated statement of financial position until the service is provided or the product is delivered to the customer.

### Contract costs

Contract cost assets are recognized in the consolidated statement of financial position as *Other assets*, and are comprised of upfront fees paid to multiple-dwelling units as well as incremental costs of obtaining a contract. Upfront fees paid by the Corporation to multiple-dwelling units such as condo associations, in order to gain access to serve and market occupants of the dwelling, are recognized over the term of the contract, as a reduction of revenue. Costs to obtain a contract (such as sales commissions) are recognized in operating expenses over the period of time the customer is expected to remain a customer of the Corporation, not exceeding four years.

## D) PROPERTY, PLANT AND EQUIPMENT

### Owned assets

Property, plant and equipment are measured at cost, net of government grants, less accumulated depreciation and impairment losses.

During construction of new assets, direct costs plus overhead costs directly attributable to the asset are capitalized. Borrowing costs directly attributable to the acquisition or construction of qualifying assets, which require a substantial amount of time to get ready for their intended use or sale, are capitalized until such time the assets are substantially ready for their intended use or sale. All other borrowing costs are recorded as financial expense in the period in which they are incurred.

The cost of replacing a part of property, plant and equipment that is ready for its intended use is added to the carrying amount of the property, plant and equipment or recognized as a separate component if applicable, only if it is probable that the economic benefits associated with the cost will flow to the Corporation and the cost can be measured reliably. The carrying amount of the replaced part is derecognized. All other day-to-day maintenance costs are recognized in profit or loss in the period in which they are incurred.

Depreciation is recognized on a straight-line basis over the expected useful life of the asset <sup>(1)</sup>, from the date the asset is ready for its intended use. Depreciation is calculated based on the depreciable amount, which is the cost of the asset less its residual value. Land and assets under construction are carried at cost and not depreciated.

Depreciation periods are as follows:

|   |                |
|---|----------------|
| Buildings and leasehold improvements <sup>(1)</sup> | 10 to 40 years |
| Networks and infrastructure <sup>(2)</sup>          | 3 to 20 years  |
| Customer premise equipment                          | 3 to 5 years   |
| Vehicles and equipment <sup>(3)</sup>               | 3 to 10 years  |

(1) Leasehold improvements are amortized over the shorter of the term of the lease and economic life.

(2) Networks and infrastructure include cable towers, headends, transmitters, fibre and coaxial networks, customer drops and network equipment.

(3) Vehicles and equipment include vehicles, programming equipment, furniture and fixtures, computer and software and other equipments.

When significant parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

The estimated useful lives, residual values and depreciation method are reviewed annually, with the effect of any changes in estimate accounted for on a prospective basis.

The gain or loss arising on the disposal or write-off of an item of property, plant and equipment is determined as the difference between the sale proceeds, if any, and the carrying amount of the asset, and is recognized as profit or loss.

The Corporation does not record decommissioning obligations in connection with its fibre and coaxial networks. The Corporation expects to renew all of its agreements with utility companies to access their support structures in the future, thus the resulting present value of the obligation is not significant.

#### **Right-of-use assets**

Refer to accounting policy G) Leases.

## **E) INTANGIBLE ASSETS AND GOODWILL**

#### **Intangible assets acquired separately**

Intangible assets acquired separately are measured at cost less accumulated amortization and impairment losses, if they are amortizable, otherwise, only at cost net of accumulated impairment losses. The useful lives of intangible assets are assessed as either finite or indefinite.

#### **Identifiable intangible assets acquired in a business combination**

Identifiable intangible assets acquired in a business combination are recognized separately from goodwill if they meet the definition of an intangible asset and if their fair value can be measured reliably. The cost of these intangible assets equals their acquisition-date fair value.

Subsequent to initial recognition, identifiable intangible assets acquired in a business combination are recorded at cost less accumulated amortization and impairment losses, if they are amortizable, otherwise only at cost net of accumulated impairment losses. The useful lives of intangible assets are assessed as either finite or indefinite.

#### **Intangible assets with finite useful lives**

Intangible assets with finite useful lives are amortized over their useful life. The estimated useful lives are reviewed annually, with the effect of any changes in estimate being accounted for on a prospective basis. Customer relationships are amortized on a straight-line basis over the estimated useful life, defined as the average life of a customer's subscription, not exceeding eight years.

#### **Intangible assets with indefinite useful lives**

Intangible assets with indefinite useful lives are those for which there is no foreseeable limit to their useful economic life as they arise from contractual or other legal rights that can be renewed without significant cost. They are comprised of Cable Distribution Undertaking Broadcasting Licences and Franchises ("Cable Distribution Licences") and Spectrum Licences. Cable Distribution Licences are comprised of broadcast authorities' licences and exemptions from licensing that allow access to homes and customers in a specific area. Spectrum Licences are issued by broadcast authorities and allow the utilization of specified radio frequencies within a defined geographic area. Both the Cable Distribution Licences and Spectrum Licences have indefinite useful lives as they are likely to be renewed, the Corporation intends to renew them and has the financial and operational ability to do so and there are no current competitive, legal and regulatory factors that limit their useful lives. The Corporation reviews at the end of each reporting period whether events and circumstances continue to support the indefinite useful life assessment. Intangible assets with indefinite useful lives are not amortized.

#### **Goodwill**

Goodwill represents the future economic benefits arising from a business combination that are not individually identified and separately recognized. Goodwill is not amortized.

## **F) IMPAIRMENT OF NON-FINANCIAL ASSETS**

At the end of each reporting period, the Corporation assesses whether there is an indication that an asset may be impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. Goodwill and intangible assets with indefinite useful lives are tested for impairment at least annually or more frequently if there is an indication of impairment.

The recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

For the purpose of impairment testing, assets that cannot be tested on an individual basis are grouped together into the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets ("cash-generating unit" or "CGU"). When a reasonable and consistent basis of allocation can be identified, corporate assets are allocated to an individual CGU, otherwise they are allocated to the smallest group of CGU for which a reasonable and a consistent basis of allocation can be identified.

The most recent detailed calculation, made in a preceding period, of the recoverable amount of a CGU to which goodwill has been allocated, may be used in the impairment test of that unit in the current period provided all of the following criteria are met:

- The assets and liabilities making up the unit have not changed significantly since the most recent recoverable amount calculation;
- The most recent recoverable amount calculation resulted in an amount that exceeded the carrying amount of the unit by a substantial margin; and
- Based on an analysis of events that have occurred and circumstances that have changed since the most recent recoverable amount calculation, the likelihood that a current recoverable amount determination would be less than the current carrying amount of the unit is remote.

An impairment loss is recognized when the carrying amount of an asset or a CGU exceeds its recoverable amount. Impairment losses recognized are allocated first to reduce the carrying amount of any goodwill allocated to the CGU and then to reduce the carrying amounts of the other assets in the CGU on a pro-rata basis. Impairment losses are recognized in profit or loss.

For assets other than goodwill, an assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss recognized. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

For the purpose of impairment testing, goodwill is allocated to each of the Corporation's CGUs that are expected to benefit from the synergies of the related business combination. An impairment loss recognized for goodwill cannot be reversed.

## G) LEASES

At inception, the Corporation assesses whether a contract is, or contains, a lease based on whether the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. At the commencement date of the lease, i.e. the date the underlying asset is available for use, the Corporation recognizes a lease liability with a corresponding right-of-use asset, except for short-term leases and leases of low value assets, which are expensed on a straight-line basis over the lease term.

### Right-of-use assets

Right-of-use assets are measured at cost, less any accumulated depreciation and accumulated impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets is comprised of:

- the initial measurement amount of the lease liabilities recognized;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred; and
- an estimate of costs to dismantle and remove the underlying asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease contract.

Right-of-use assets are depreciated on a straight-line basis over the lesser of the estimated useful life of the underlying assets and the lease term. The lease term consists of the non-cancellable period of the lease, the period covered by extension options which are reasonably certain to be exercised and the period covered by termination options which are reasonably certain not to be exercised. They are assessed for impairment whenever there is an indication that the right-of-use assets may be impaired.

### Lease liabilities

Lease liabilities are initially measured at the present value of the lease payments that are not paid at the commencement date over the lease term, discounted using the Corporation's incremental borrowing rate, unless the rate implicit in the lease is readily determinable. The Corporation applies a single discount rate to a portfolio of leases with similar characteristics.

Lease payments included in the measurement of the lease liability include:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or rate;
- amounts expected to be payable under a residual value guarantee;
- payments relating to purchase options and renewal option periods that are reasonably certain to be exercised; and
- penalties for early termination of a lease that is reasonably certain to be exercised.

Variable lease payments that do not depend on an index or a rate are not included in the measurement of lease liabilities but instead recognized as expenses in the period in which the event that triggers the payment occurs.

After the commencement date, the carrying amount of lease liabilities is increased to reflect the accretion of interest and reduced to reflect lease payments made. Lease liabilities are remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a modification to the lease terms and conditions, a change in the amount expected to be payable under a residual value guarantee or when there is a change in the assessment of whether purchase, renewal or termination options will be exercised. The remeasurement amount of the lease liabilities is recognized as a corresponding adjustment to the right-of-use asset, or in the consolidated income statement when the carrying amount of the right-of-use asset is reduced to zero.

The Corporation elected not to separate fixed non-lease components and account for the lease and any fixed non-lease components as a single lease component, for certain classes of underlying assets, such as for land and buildings.

## H) INCOME TAXES

Income tax expense represents the sum of the taxes currently payable and deferred. Current and deferred taxes are recognized in profit or loss, except when they relate to a business combination or to items that are recognized in other comprehensive income or directly in equity.

### Current tax

The tax currently payable is based on taxable profit for the year. The Corporation's liability for current tax is calculated using tax rates that have been enacted or substantively enacted at the end of the reporting period.

### Deferred tax

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition of goodwill or assets or liabilities in a transaction that is not a business combination and that affects neither the taxable profit nor the accounting profit or is related to investments in subsidiaries to the extent that the Corporation is able to control the reversal and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are generally recognized for unused tax losses and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which, those unused tax losses and deductible temporary differences can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates that have been enacted or substantively enacted at the end of the reporting period. The measurement of deferred tax assets and liabilities reflects the tax consequences that would follow from the manner in which the Corporation expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority on the same taxable entity, or on different tax entities, but the Corporation intends to settle its current tax assets and liabilities on a net basis.

## I) PROVISIONS

Provisions represent liabilities of the Corporation for which the amount or timing is uncertain. A provision is recorded when the Corporation has a legal or constructive present obligation as a result of a past event and it is probable that an outflow of economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognized represents management's best estimate required to settle the obligation at the end of the reporting period, taking into account the obligation's risks and uncertainties. When the effect of the time value of money is material, the amount of the provision is determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as financial expense.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

## J) SHARE-BASED PAYMENT

### Equity-settled awards

The Corporation measures stock options granted to employees that vest rateably over the service period based on the fair value of each tranche on grant date by using the Black-Scholes option pricing model and a compensation expense is recognized on a straight-line basis over the vesting period applicable to the tranche, with a corresponding increase in share-based payment reserve in equity. Granted options vest equally over a period of five years beginning one year after the day such options are granted. When the stock options are exercised, share capital is credited by the sum of the consideration paid and the related portion previously recorded in share-based payment reserve.

The Corporation measures Incentive Share Units ("ISUs") and Performance Share Units ("PSUs") granted to employees based on the fair value of the Corporation's subordinate voting shares at the date of grant and a compensation expense is recognized over the vesting period, with a corresponding increase in share-based payment reserve. The total vesting period of each grant is three years less one day.

## Cash-settled awards

The fair value of the amount payable to the members of the Board of Directors in respect of share appreciation rights under the Deferred Share Unit ("DSU") Plan of the Corporation, which are settled in cash or shares, is recognized as a compensation expense with a corresponding increase in *Pension plan liabilities and accrued employee benefits* as of the date units are issued to the members of the Board of Directors. The accrued liability is remeasured at the end of each reporting period, until settlement, using the average closing price of the subordinate voting shares on the TSX for the twenty consecutive trading days immediately preceding by one day the closing date of the reporting period. Any changes in the fair value of the liability are recognized in profit or loss.

## K) EMPLOYEE BENEFITS

### Short-term employee benefits

Short-term employee benefits include wages, salaries, compensated absences, profit-sharing and bonuses. They are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognized for the amount expected to be paid under short-term cash bonus or profit sharing plans if the Corporation has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

### Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution plans are recognized as an expense in the periods during which services are rendered by employees.

### Defined benefit plans

A defined benefit plan is a post-employment benefit plan whereby the amount of pension benefit that a plan participant will receive during retirement is defined and dependent on factors such as age, years of service and compensation. On each annual reporting date, independent actuaries extrapolate the data of the most recent full actuarial valuation to measure, for accounting purposes, the present value of the defined benefit obligation. The Corporation's net defined benefit liability in respect of its defined benefit plans is calculated separately for each plan.

The present values of the defined benefit obligation, the current service cost and, if applicable, the past service cost are actuarially determined using the projected unit credit method (sometimes known as the accrued benefit method pro-rated on service) based on management's best-estimate assumptions on the discount rate, the expected rate of compensation increase and the mortality table.

Management determines the discount rate based on a review of the current market interest rates on investment-grade fixed-rate corporate bonds, which are rates adjusted to reflect the duration of the expected future cash outflows of retirement benefit payments.

The net defined benefit liability or asset recognized in the consolidated statement of financial position corresponds to the fair value of plan assets net of the present value of the defined benefit obligation. Any asset resulting from this calculation is limited to the present value of the economic benefits available in the form of refunds from the plans or in the form of reductions in future contributions to the plans.

The net defined benefit cost components of the defined benefit plans are recognized as follows:

- Service cost is recognized in profit or loss;
- Net interest on the net defined benefit liability or asset is recognized in profit or loss; and
- Remeasurements of the net defined benefit liability or asset are recognized in other comprehensive income.

The service cost recognized in profit or loss comprises:

- Current service cost provided in exchange for employees services rendered during the period;
- Past service cost recognized in profit or loss in the period in which the plan is amended; and
- Gains or losses resulting from a settlement recognized in profit or loss in the period in which the plan settlement occurs.

Net interest on the net defined benefit liability or asset is calculated by multiplying the net defined benefit liability or asset by the discount rate.

Remeasurements of the net defined benefit liability or asset are recognized immediately in *Other comprehensive income* and they are not reclassified to profit or loss in a subsequent period. Remeasurements of the net defined benefit liability or asset comprise:

- Actuarial gains and losses arising from experience adjustments, changes in financial assumptions and changes in demographic assumptions;
- The return on plan assets, except amounts included in interest income; and
- Any change in the effect of the asset ceiling, except amounts included in net interest on the net defined benefit liability or asset.

## L) FOREIGN CURRENCY TRANSLATION

For the purpose of the consolidated financial statements, the profit or loss and financial position of each group entity are expressed in Canadian dollars, which is the functional and presentation currency of the Corporation.



## Foreign currency transactions

Transactions in foreign currencies are translated to the respective functional currency of the Corporation's entities at the exchange rate in effect at the transaction date. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to the functional currency at the exchange rate at that date. Foreign currency differences arising on translation are recognized as financial expense in profit or loss, except for those arising on the translation of financial instruments designated as a hedge of a net investment in foreign operations, and financial instruments designated as hedging instruments in a cash flow hedge, which are recognized in other comprehensive income until the hedged items are settled or recognized in profit or loss.

## Foreign operations

The assets and liabilities of foreign operations, including goodwill and fair value adjustment arising on acquisition, are translated into Canadian dollars using exchange rates prevailing at the end of the reporting period.

Revenue and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly or significant transactions occurred during that period, in which case the exchange rates at the date of the transactions are used. Exchange differences arising from the translation process of net investments in foreign operations are recognized as foreign currency translation adjustments in other comprehensive income and accumulated in equity.

The Corporation designated a portion of its US dollar denominated debt as a hedging item in a net investment hedge in its U.S. subsidiary. The Corporation applies hedge accounting to foreign currency differences arising between the functional currency of the foreign operation and the Corporation's functional currency. Foreign currency differences arising on the translation of long-term debt designated as hedges of a net investment in foreign operations are recognized in other comprehensive income to the extent that the hedge is effective, and are presented within equity in the foreign currency translation balance. The Corporation has established a hedge ratio of 1:1 for the hedging relationships as the underlying risk of the hedging instruments is identical to the hedged item risks. The hedge ineffectiveness will arise when the amount of the net investments in the foreign subsidiary becomes lower than the amount of the related hedging instruments. To the extent that the hedge is ineffective, such differences are recognized in profit or loss. When the hedged portion of a net investment is disposed of, the relevant amount in the cumulative amount of foreign currency translation adjustments is transferred to profit or loss as part of the profit or loss on disposal.

## M) FINANCIAL INSTRUMENTS

### Classification and measurement

All financial instruments, including derivatives, are included in the consolidated statement of financial position initially at fair value when the Corporation becomes a party to the contractual obligations of the instrument.

Subsequent to initial recognition, the classification of non-derivative financial instruments, based on their method of measurement, is as follows:

- Cash and cash equivalents and trade and other receivables are classified and measured at amortized cost using the effective interest method, less any impairment loss;
- Transaction costs that are directly attributable to the acquisition or related to the issuance of financial assets or liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as required, upon initial recognition. Transaction costs directly attributable to the acquisition of financial assets or liabilities at fair value through profit or loss are recognized immediately in profit or loss; and
- Bank indebtedness, trade and other payables and long-term debt, excluding lease liabilities, are classified and measured at amortized cost using the effective interest method. Directly attributable transaction costs are added to the initial fair value of financial instruments except for those incurred with respect to the revolving facilities which are recorded as other assets and amortized over the term of the related financing on a straight-line basis.

Financial assets are derecognized only when the Corporation no longer holds the contractual rights to the cash flows of the asset or when the Corporation transfers substantially all the risks and rewards of ownership of the financial asset to another entity. Financial liabilities are derecognized only when the Corporation's obligations are discharged, cancelled or expired.

Financial assets and financial liabilities are offset and the net amount reported in the consolidated statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously.

### Derivative financial instruments, including hedge accounting

The Corporation uses interest rate swaps as derivative financial instruments to manage interest rate risk related to its floating rate long-term debt. The Corporation also uses equity swap agreements, which are not designated as hedging relationships, in order to manage cash flow exposures related to settling DSUs. The Corporation does not hold or use any derivative financial instruments for speculative trading purposes.

Derivative financial instruments are recognized initially at fair value and related transaction costs are recognized in profit or loss as incurred. Subsequent to initial recognition, derivative financial instruments are measured at fair value, and changes therein are accounted for as described below, except for equity swap instruments whereby the changes are recorded in operating expenses. Net receipts or payments arising from derivative financial instruments are recognized as financial expense.

The Corporation has elected to apply the hedge accounting requirements of IFRS 9, *Financial instruments: recognition and measurement*. On initial designation of the hedge, the Corporation formally documents the relationship between the hedging instrument and the hedged item, including the risk management objectives and strategy in undertaking the hedging transaction, together with the methods that will be used to assess the effectiveness of the hedging relationship and measure the ineffectiveness. There is an economic relationship between the hedged items and the hedging instruments as the terms of the interest rate hedges match the terms of the respective variable rate loans (i.e., notional amount, maturity, payment and reset dates). The Corporation has established a hedge ratio of 1:1 for the hedging relationships as the underlying risk of the hedging instruments is identical to the hedged item risks. The Corporation makes an assessment, both at the inception of the hedge relationship as well as on an ongoing basis, whether the hedging instruments are expected to be effective in offsetting the changes in the cash flows of the respective hedged items during the period for which the hedge is designated. For a cash flow hedge of a forecasted transaction, the transaction should be highly probable to occur and should present an exposure to variations in cash flows that could ultimately affect reported profit or loss. The main source of ineffectiveness in the hedge relationships relates to the effect of the counterparties and the Corporation's own credit risk on the fair value of the interest rate swaps, which is not reflected in the change in the fair value of the hedged cash flows attributable to the change in interest rates.

### **Cash flow hedge accounting**

When a derivative financial instrument is designated as the hedging instrument in a hedge of the variability in cash flows attributable to a particular risk associated with a recognized asset or liability or a highly probable forecasted transaction that could affect profit or loss, the effective portion of changes in the fair value of the derivative financial instrument is recognized in accumulated other comprehensive income and presented in the cash flow hedge reserve in equity. The amount recognized in accumulated other comprehensive income is removed and included in profit or loss in the same period as the hedged item affects profit or loss and in the same line item as the hedged item. Any ineffective portion of changes in the fair value of the derivative financial instrument is recognized immediately in profit or loss.

If the hedging instrument no longer meets the criteria for hedge accounting, expires, is sold, terminated, exercised, or the designation is revoked, then hedge accounting is discontinued prospectively. The cumulative gain or loss previously recognized in accumulated other comprehensive income and presented in cash flow hedge reserve in equity, remains there until the forecasted hedged item affects profit or loss. If the forecasted hedged item is no longer expected to occur, then the balance in accumulated other comprehensive income is recognized immediately in profit or loss. In other cases, the amount recognized in accumulated other comprehensive income is transferred to profit or loss in the same period in which the hedged item affects profit or loss.

### **Embedded derivatives**

Embedded derivatives are separated from the host contract and accounted for separately if the economic characteristics and risks of the host contract and the embedded derivative are not closely related, if a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative, and if the combined instrument is not measured at fair value through profit or loss.

### **Impairment of financial assets**

A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

Trade and other receivables ("receivables") are assessed at each reporting date to determine whether there is objective evidence that they are impaired. Objective evidence that receivables are impaired can include default or delinquency by a debtor or indications that a debtor will enter into bankruptcy. The Corporation considers evidence of impairment for receivables at both the specific asset level and on an aggregate basis. All individually significant receivables are assessed for specific impairment. Receivables that are not individually significant are assessed for impairment on an aggregate basis by grouping together receivables with similar risk characteristics.

An impairment loss, with respect to receivables assessed on an aggregate basis, is measured based on the lifetime expected credit loss model which is an estimate of all possible default events over the expected life of the financial instrument. An impairment loss is recognized in profit or loss and reflected in an allowance account presented in reduction of receivables.

## **N) GOVERNMENT ASSISTANCE**

Government assistance is recognized when there is reasonable assurance that it will be received and the Corporation will comply with all of the conditions associated with the assistance. Government grants related to an expense are recognized as a reduction of related expense for which the grant is intended to compensate. Government grants related to an asset are recognized as a deduction of the cost of the related asset.

## **O) CASH AND CASH EQUIVALENTS**

Cash and cash equivalents, if any, include cash and highly liquid investments that have an original maturity of three months or less. It consists solely of cash in banks as at August 31, 2022 and 2021.

## **P) EARNINGS PER SHARE**

The Corporation presents basic and diluted earnings per share data for its multiple and subordinate voting shares. Basic earnings per share is calculated by dividing the profit or loss attributable to shareholders of the Corporation by the weighted average number of multiple and subordinate voting shares outstanding during the period, adjusted for subordinate voting shares held in trust under the ISU and PSU Plans.

Diluted earnings per share is determined by further adjusting the weighted average number of multiple and subordinate voting shares outstanding for the effects of all potential dilutive subordinate voting shares, which comprise stock options, ISUs and PSUs granted to executive officers and designated employees.

## Q) SEGMENT REPORTING

An operating segment is a component of the Corporation that engages in business activities from which it may earn revenue and incur expenses, including revenue and expenses that relate to transactions with any of the Corporation's other components. All segments' operating results are reviewed regularly by the Corporation's chief operating decision maker ("CODM") to decide about resources to be allocated to the operating segment and to assess its performance, and for which discrete financial information is available. Segment operating results that are directly reported to the CODM include items directly attributable to an operating segment as well as those that can be allocated on a reasonable basis.

## R) ACCOUNTING JUDGMENTS AND USE OF ESTIMATES

The preparation of consolidated financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, revenue and expenses.

Significant areas requiring the use of management's judgments and estimates relate to the following items:

- **Business combinations**

Fair value of assets acquired and liabilities assumed in a business combination is estimated based on information available at the date of acquisition and involves considerable judgment in determining the fair values assigned to the identifiable assets acquired and liabilities assumed on acquisition. Among other things, the determination of these fair values involves the use of discounted cash flow analyses, estimated future margins and estimated future customer counts (see Note 6);

- **Revenue from contracts with customers**

The identification of performance obligations within a contract and the timing of satisfaction of those performance obligations, as well as determining the costs that are incremental to obtaining and fulfilling a contract, require judgment. Determining the transaction price for a contract requires estimating the revenue expected for delivering the performance obligations within the contract. Additionally, an estimate might be necessary when determining the stand-alone selling price of performance obligations and the allocation of the transaction price between performance obligations;

- **Provisions**

Management's judgment is used to determine the timing, likelihood and the amount of expected cash outflows as well as the discount rate (see Note 16);

- **Contingencies**

Contingencies such as lawsuits, taxes, impact of regulatory decisions, and commitments under contractual and other commercial obligations are estimated based on applying significant judgement in determining if a loss is probable and in determining the estimated outflow of economic resources. Such contingencies are estimated based on the information available to the Corporation;

- **Measurement of non-financial assets**

The measurement of non-financial assets requires the use of management judgment to identify the existence of impairment indicators and the determination of CGUs. Furthermore, when determining the recoverable amount of a CGU or an asset, the Corporation uses significant estimates such as the estimation of future cash flows and discount rates applicable. Any significant modification of market conditions could translate into an inability to recover the carrying amounts of non-financial assets (see Note 15); and

- **Deferred taxes**

Deferred tax assets and liabilities require estimates about the nature and timing of future permanent and temporary differences, the expected timing of reversals of those temporary differences and the future tax rates that will apply to those differences (see Note 11).

Such judgments and estimates are based on the facts and information available to the management of the Corporation. Changes in facts and circumstances may require the revision of previous estimates, and actual results could differ from these estimates.

### 3. ACCOUNTING POLICY DEVELOPMENTS

#### A) CHANGE IN ACCOUNTING POLICIES

##### Demand Deposits with Restrictions on Use arising from a Contract with a Third Party (IAS 7 Statement of Cash Flows)

In April 2022, the IFRS Interpretations Committee finalized the agenda decision *Demand Deposits with Restrictions on Use arising from a Contract with a Third Party (IAS 7 Statement of Cash Flows)*, which clarified that restrictions on the use of a demand deposit arising from a contract with a third party do not result in the deposit no longer being cash. Accordingly, such demand deposits should be presented as a component of cash and cash equivalents in the statements of cash flows and financial position, unless those restrictions change the nature of the deposit in a way that it would no longer meet the definition of cash in IAS 7, *Statement of Cash Flows*.

Following the application of this agenda decision, the Corporation changed the presentation of the cash from subsidies received in advance, mainly from the Québec and Canadian governments, which are used to fund certain high-speed Internet network expansion projects, on a retrospective basis. These funds, which were previously presented as *Restricted cash*, were reclassified as *Cash and cash equivalents* in the Corporation's consolidated statements of financial position and consolidated statements of cash flows.

The change in presentation, which was applied retrospectively, resulted in the following changes to the Corporation's consolidated financial statements:

##### Consolidated statement of financial position

| At August 31, 2021            | As previously reported | Effect of change in presentation | As currently reported |
|-------------------------------|------------------------|----------------------------------|-----------------------|
|                               | \$                     | \$                               | \$                    |
| Cash and cash equivalents     | 365,520                | 183,534                          | 549,054               |
| Restricted cash - current     | 170,434                | (170,434)                        | —                     |
| Restricted cash - non-current | 13,100                 | (13,100)                         | —                     |

##### Consolidated statements of cash flows

For the year ended August 31, 2021, subsidies received in advance amounting to \$188.0 million, mainly related to government subsidies received in advance in connection with Cogeco Connexion's high-speed Internet network expansion projects, are presented separately within cash flows from investing activities. These subsidies were previously presented as a reduction of *Acquisition of property, plant and equipment*, based on the costs incurred in connection with these projects over the total expected costs. This change in presentation has no impact on the ultimate recognition of the subsidies, for which *Property, plant and equipment* continues to be recorded net of subsidies, within the consolidated statement of financial position.

##### Hedge Accounting

As permitted by IFRS 9, *Financial Instruments*, the Corporation had previously elected to continue to apply the hedge accounting requirements under IAS 39, *Financial Instruments: Recognition and Measurement*. Effective March 1, 2022, the Corporation changed its accounting policy and elected to apply the general hedge accounting model in IFRS 9, which requires the Corporation to ensure its hedge accounting relationships are aligned with its risk management objectives and strategy and to apply a more qualitative and forward-looking approach in assessing hedge effectiveness. As part of the Corporation's financial risk management process, this change in accounting policy may allow more hedge strategies and provide the ability to use more judgment in assessing the effectiveness of the Corporation's hedge accounting relationships. The application of the hedge accounting requirements under IFRS 9 resulted in no adjustment to the Corporation's consolidated financial statements.

##### Configuration or Customisation Costs in a Cloud Computing Arrangement (IAS 38 Intangible Assets)

In March 2021, the IFRS Interpretations Committee finalized agenda decision *Configuration or Customisation Costs in a Cloud Computing Arrangement (IAS 38 Intangible Assets)*, which clarified how to recognize certain configuration or customization costs related to cloud computing arrangements. Management finalized its assessment of the impact of this agenda decision during the first quarter of fiscal 2022 and concluded it had no material impact on the Corporation's consolidated financial statements for previously capitalized costs incurred in connection with cloud computing arrangements. Following the application of this agenda decision, the Corporation changed its accounting policy accordingly. Configuration and customization costs related to cloud computing arrangements that do not meet the capitalization criteria are now expensed as incurred and presented under *Acquisition, integration, restructuring and other costs* in the consolidated statements of profit or loss.

## B) INITIAL APPLICATION OF STANDARDS, INTERPRETATIONS AND AMENDMENTS TO STANDARDS AND INTERPRETATIONS

### Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to IAS 12

In May 2021, the IASB amended IAS 12, *Income Taxes*, to clarify how companies should account for deferred tax on certain transactions that on initial recognition give rise to equal taxable and deductible temporary differences. The amendments are effective for annual reporting periods beginning on or after January 1, 2023, with early application permitted. Effective September 1, 2021, the Corporation applied these amendments, which had no impact on the consolidated financial statements.

### Interest Rate Benchmark Reform (Phase 2) - Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16

In August 2020, the IASB issued *Interest Rate Benchmark Reform - Phase 2*, which amends IFRS 9, *Financial Instruments*, IAS 39, *Financial Instruments: Recognition and Measurement*, IFRS 7, *Financial Instruments: Disclosures*, IFRS 4, *Insurance Contracts*, and IFRS 16, *Leases*. The Phase 2 amendments address issues that might affect financial reporting during the reform of an interest rate benchmark, including the effects of changes to contractual cash flows or hedging relationships arising from the replacement of an interest rate benchmark with an alternative benchmark rate. The amendments are effective for annual periods beginning on or after January 1, 2021, with earlier application permitted. Effective September 1, 2021, the Corporation adopted these amendments, which had no material impact on the consolidated financial statements. As the Corporation continues to monitor the reform and its related implications, the effects, if any, will be dependent on the facts and circumstances of any future changes in financial instruments and any future changes in interest rate benchmarks.

## C) FUTURE CHANGES TO STANDARDS, INTERPRETATIONS AND AMENDMENTS TO STANDARDS AND INTERPRETATIONS

New standards, interpretations and amendments to standards and interpretations were issued by the IASB or the IFRS Interpretations Committee, but have not yet been applied in preparing these consolidated financial statements. The following issued amendments to standards and interpretations may have an impact on future consolidated financial statements of the Corporation:

|  |  |
|--|--|
| <b>Disclosure of Accounting Policies - Amendments to IAS 1 and IFRS Practice Statement 2</b> | In February 2021, the IASB amended IAS 1, <i>Presentation of Financial Statements</i> , to require entities to disclose their material accounting policy information rather than their significant accounting policies. Further amendments to IAS 1 are made to explain how an entity can identify a material accounting policy. The amendments are effective for annual reporting periods beginning on or after January 1, 2023, with earlier application permitted. The Corporation is currently assessing the impact of these amendments on its accounting policies disclosure. |
| <b>Classification of Liabilities as Current or Non-current - Amendments to IAS 1</b>         | In January 2020, the IASB amended IAS 1 to clarify the criterion for classifying a liability as non-current relating to the right to defer settlement of the liability for at least twelve months after the reporting period. The amendments are effective for annual reporting periods beginning on or after January 1, 2023, with earlier application permitted. The Corporation is currently assessing the impact of these amendments, if any, on its consolidated financial statements.  |

## 4. REVENUE

|                                    | Canadian telecommunications |           | American telecommunications |           | Consolidated |           |
|------------------------------------|-----------------------------|-----------|-----------------------------|-----------|--------------|-----------|
| Years ended August 31,             | 2022                        | 2021      | 2022                        | 2021      | 2022         | 2021      |
| (In thousands of Canadian dollars) | \$                          | \$        | \$                          | \$        | \$           | \$        |
| Residential <sup>(1) (2)</sup>     | 1,218,143                   | 1,186,659 | 1,277,781                   | 963,180   | 2,495,924    | 2,149,839 |
| Commercial                         | 158,699                     | 147,169   | 163,947                     | 134,208   | 322,646      | 281,377   |
| Other <sup>(2)</sup>               | 63,434                      | 59,269    | 18,650                      | 19,968    | 82,084       | 79,237    |
|                                    | 1,440,276                   | 1,393,097 | 1,460,378                   | 1,117,356 | 2,900,654    | 2,510,453 |

(1) Includes revenue from Internet, video and phone residential customers, as well as bulk residential customers.

(2) During the fourth quarter of fiscal 2022, the Corporation modified its definition of Internet service customers in order to be consistent with industry practices. As per the new definition, Internet service customers include only customers who have their Internet service installed, operated and billed directly by the Corporation. The previous definition also included wholesale Internet customers, now presented in *Other*. This change has been applied retrospectively to the comparative figures.

## 5. OPERATING SEGMENTS

The Corporation's results are reported in two operating segments: Canadian telecommunications and American telecommunications. In the fourth quarter of fiscal 2022, the Corporation renamed its Canadian and American "broadband services" segments as Canadian and American "telecommunications" segments. Other than the name, no changes were made to the segments' composition. The reporting structure reflects how the Corporation manages its business activities to make decisions about resources to be allocated to the segments and to assess their performance.

The Canadian and American telecommunications segments provide a wide range of Internet, video and phone services primarily to residential customers, as well as business services across their coverage areas. The Canadian telecommunications activities are carried out by Cogeco Connexion in the provinces of Québec and Ontario and the American telecommunications activities are carried out by Breezeline (formerly Atlantic Broadband) in 13 states: Connecticut, Delaware, Florida, Maine, Maryland, Massachusetts, New Hampshire, New York, Ohio, Pennsylvania, South Carolina, Virginia and West Virginia.

The Corporation and its chief operating decision maker assess the performance of each operating segment based on adjusted EBITDA, which is equal to *Revenue* less *Operating expenses*. Transactions between operating segments are measured at the amounts agreed to between the parties.

Following the application of the IFRS Interpretations Committee issued agenda decision *Demand Deposits with Restrictions on Use arising from a Contract with a Third Party (IAS 7 Statement of Cash Flows)* during the third quarter of fiscal 2022, the Corporation changed the label of its "Acquisition of property, plant and equipment" measure to "Net capital expenditures". Net capital expenditures exclude non-cash acquisition of right-of-use assets and the purchases of spectrum licences, and are presented net of government subsidies, including subsidies received in advance recognized as a reduction of the cost of property, plant and equipment. Subsidies received in advance are recognized as a reduction of property, plant and equipment based on the costs incurred in connection with the high-speed Internet network expansion construction projects over the total expected costs. Refer to Note 21 B) for a reconciliation of net capital expenditures to cash payments for acquisition of property, plant and equipment as reported in the consolidated statements of cash flows.

The column in the tables below entitled "Corporate and eliminations" is comprised of the corporate activities and consolidation elimination entries.

| <b>Year ended August 31, 2022</b>                       | <b>Canadian telecommunications</b> | <b>American telecommunications</b> | <b>Corporate and eliminations</b> | <b>Consolidated</b> |
|---|------------------------------------|------------------------------------|-----------------------------------|---------------------|
| <i>(In thousands of Canadian dollars)</i>               | <b>\$</b>                          | <b>\$</b>                          | <b>\$</b>                         | <b>\$</b>           |
| <b>Revenue</b>  | <b>1,440,276</b>                   | <b>1,460,378</b>                   | <b>—</b>                          | <b>2,900,654</b>    |
| Operating expenses                                      | <b>665,732</b>                     | <b>783,704</b>                     | <b>35,856</b>                     | <b>1,485,292</b>    |
| Management fees – Cogeco Inc.                           | <b>—</b>                           | <b>—</b>                           | <b>22,300</b>                     | <b>22,300</b>       |
| <b>Adjusted EBITDA</b>                                  | <b>774,544</b>                     | <b>676,674</b>                     | <b>(58,156)</b>                   | <b>1,393,062</b>    |
| Acquisition, integration, restructuring and other costs |                                    |                                    |                                   | <b>34,942</b>       |
| Depreciation and amortization                           |                                    |                                    |                                   | <b>621,084</b>      |
| Financial expense                                       |                                    |                                    |                                   | <b>187,617</b>      |
| <b>Profit before income taxes</b>                       |                                    |                                    |                                   | <b>549,419</b>      |
| Income taxes  |                                    |                                    |                                   | <b>95,663</b>       |
| <b>Profit for the year</b>                              |                                    |                                    |                                   | <b>453,756</b>      |
| Net capital expenditures                                | <b>336,104</b>                     | <b>348,176</b>                     | <b>4,633</b>                      | <b>688,913</b>      |

| Year ended August 31, 2021                              | Canadian<br>telecommunications | American<br>telecommunications | Corporate and<br>eliminations | Consolidated |
|---|--------------------------------|--------------------------------|-------------------------------|--------------|
| <i>(In thousands of Canadian dollars)</i>               | \$                             | \$                             | \$                            | \$           |
| <b>Revenue</b>  | 1,393,097                      | 1,117,356                      | —                             | 2,510,453    |
| Operating expenses                                      | 642,568                        | 605,856                        | 32,908                        | 1,281,332    |
| Management fees – Cogeco Inc.                           | —                              | —                              | 23,465                        | 23,465       |
| <b>Adjusted EBITDA</b>                                  | 750,529                        | 511,500                        | (56,373)                      | 1,205,656    |
| Acquisition, integration, restructuring and other costs |                                |                                |                               | 8,744        |
| Depreciation and amortization                           |                                |                                |                               | 510,376      |
| Financial expense                                       |                                |                                |                               | 124,163      |
| <b>Profit before income taxes</b>                       |                                |                                |                               | 562,373      |
| Income taxes  |                                |                                |                               | 130,726      |
| <b>Profit for the year</b>                              |                                |                                |                               | 431,647      |
| Net capital expenditures                                | 256,636                        | 271,474                        | 5,076                         | 533,186      |

The following tables set out certain segmented and geographic market information at August 31, 2022 and 2021:

### Segmented information

|   | At August 31, 2022             |                                |                               |           |
|---|--------------------------------|--------------------------------|-------------------------------|-----------|
|   | Canadian<br>telecommunications | American<br>telecommunications | Corporate and<br>eliminations | Total     |
| <i>(In thousands of Canadian dollars)</i> | \$                             | \$                             | \$                            | \$        |
| Property, plant and equipment             | 1,410,030                      | 1,599,589                      | 18,021                        | 3,027,640 |
| Intangible assets                         | 1,332,051                      | 2,239,170                      | —                             | 3,571,221 |
| Goodwill                                  | 150,089                        | 1,832,409                      | —                             | 1,982,498 |

|   | At August 31, 2021             |                                |                               |           |
|---|--------------------------------|--------------------------------|-------------------------------|-----------|
|   | Canadian<br>telecommunications | American<br>telecommunications | Corporate and<br>eliminations | Total     |
| <i>(In thousands of Canadian dollars)</i> | \$                             | \$                             | \$                            | \$        |
| Spectrum licences deposits                | 59,018                         | —                              | —                             | 59,018    |
| Property, plant and equipment             | 1,347,304                      | 996,127                        | 14,414                        | 2,357,845 |
| Intangible assets                         | 1,036,850                      | 1,703,061                      | —                             | 2,739,911 |
| Goodwill                                  | 148,649                        | 1,327,501                      | —                             | 1,476,150 |

### Geographic market information

|   | At August 31, 2022 |               |           |
|---|--------------------|---------------|-----------|
|   | Canada             | United States | Total     |
| <i>(In thousands of Canadian dollars)</i> | \$                 | \$            | \$        |
| Property, plant and equipment             | 1,428,051          | 1,599,589     | 3,027,640 |
| Intangible assets                         | 1,332,051          | 2,239,170     | 3,571,221 |
| Goodwill                                  | 150,089            | 1,832,409     | 1,982,498 |



|                                    | At August 31, 2021 |               |           |
|------------------------------------|--------------------|---------------|-----------|
|                                    | Canada             | United States | Total     |
| (In thousands of Canadian dollars) | \$                 | \$            | \$        |
| Spectrum licences deposits         | 59,018             | —             | 59,018    |
| Property, plant and equipment      | 1,361,718          | 996,127       | 2,357,845 |
| Intangible assets                  | 1,036,850          | 1,703,061     | 2,739,911 |
| Goodwill                           | 148,649            | 1,327,501     | 1,476,150 |

## 6. BUSINESS COMBINATIONS

### BUSINESS COMBINATION IN FISCAL 2022

#### Acquisition of WideOpenWest's Ohio broadband services

On September 1, 2021, Breezeline (formerly Atlantic Broadband), completed the acquisition of the broadband systems of WideOpenWest, Inc. ("WOW!") located in Ohio ("Ohio broadband systems") for a purchase price of \$1.418 billion (US\$1.125 billion), subject to customary post-closing adjustments. The transaction was executed through an asset purchase agreement. With the closing of this transaction, Breezeline is expanding its activities in Ohio and significantly growing its customer base. The acquisition represents a strong strategic fit for Cogeco Communications as it is complementary to its existing U.S. footprint and capitalizes on its existing platform.

The purchase price and transaction costs have been financed through the issuance of a US\$900 million senior secured Term B loan maturing in September 2028 and excess cash on hand.

During the third quarter of fiscal 2022, an \$11 million retrospective adjustment was recognized within *Depreciation of property, plant and equipment* following changes to the purchase price allocation, mainly within the property, plant and equipment's classes, as well as their estimated useful lives. During the fourth quarter of fiscal 2022, the Corporation finalized the purchase price allocation and, as a result, adjustments were made to *Goodwill*, *Trade and other receivables*, *Prepaid expenses* and *Other assets*.

The final allocation of the purchase price, based on the estimated fair value of the assets acquired and the liabilities assumed at the date of acquisition, is as follows:

|                                       | At August 31, 2022 | At November 30, 2021 |
|---------------------------------------|--------------------|----------------------|
|                                       | Final              | Preliminary          |
| (In thousands of Canadian dollars)    | \$                 | \$                   |
| <b>Purchase price</b>                 |                    |                      |
| Base purchase price                   | 1,418,288          | 1,418,288            |
| Closing adjustment                    | 9,370              | 9,370                |
| Consideration paid at closing         | 1,427,658          | 1,427,658            |
| Balance due on a business combination | 3,152              | 3,152                |
| Working capital adjustment            | 2,093              | —                    |
|                                       | 1,432,903          | 1,430,810            |
| <b>Net assets acquired</b>            |                    |                      |
| Current assets                        | 17,342             | 18,835               |
| Other non-current assets              | 10,548             | 9,600                |
| Property, plant and equipment         | 487,054            | 487,632              |
| Intangible assets                     | 497,977            | 497,977              |
| Goodwill                              | 435,520            | 432,870              |
| Current liabilities                   | (14,220)           | (14,415)             |
| Non-current liabilities               | (1,318)            | (1,689)              |
|                                       | 1,432,903          | 1,430,810            |

The amount of goodwill, which is expected to be deductible for tax purposes, is mainly attributable to the expected growth in both residential and business services and the expertise of the workforce. As the transaction was executed through an asset purchase, the goodwill is also attributable to the realization of expected tax benefits.

In connection with this acquisition, the Corporation incurred acquisition-related costs of \$22.2 million (US\$17.6 million), of which \$18.2 million (US\$14.4 million) were recognized in the current year (\$4.0 million or US\$3.2 million in 2021), within *Acquisition, integration, restructuring and other costs* in the Corporation's consolidated statement of profit and loss.

During the year ended August 31, 2022, with regard to the operations generated by the acquisition of the Ohio broadband systems, the Corporation recognized \$286.0 million of revenue and \$15.4 million of profit, which exclude acquisition and integration costs, financial expense and income taxes. The result of operations of the Ohio broadband systems is reported in the American telecommunications operating segment.

## BUSINESS COMBINATION IN FISCAL 2021

### Acquisition of DERYtelecom

On December 14, 2020, the Corporation's subsidiary, Cogeco Connexion, completed the acquisition of DERYtelecom, for a purchase price of \$403 million, subject to customary post-closing adjustments. The transaction was executed essentially through an asset purchase. During the first quarter of fiscal 2022, the Corporation finalized the purchase price allocation and, as a result, adjustments were made to *Property, plant and equipment*, *Intangible assets*, *Goodwill* and *Provisions*. The impact of this final adjustment on the consolidated financial statements was not material.

The final allocation of the purchase price based on the fair value of the assets acquired and the liabilities assumed at the date of acquisition is as follows:

|  | At November 30, 2021 | At August 31, 2021 |
|--|----------------------|--------------------|
|  | Final                | Preliminary        |
|  | \$                   | \$                 |
| <b>Purchase price</b>                    |                      |                    |
| Consideration paid at closing            | 403,000              | 403,000            |
| Working capital adjustments              | (7,710)              | (7,710)            |
|  | 395,290              | 395,290            |
| <b>Net assets acquired</b>               |                      |                    |
| Cash and cash equivalents acquired       | 204                  | 204                |
| Current assets                           | 6,694                | 6,694              |
| Property, plant and equipment            | 226,311              | 235,001            |
| Intangible assets                        | 50,600               | 41,350             |
| Goodwill                                 | 141,282              | 139,842            |
| Provisions and other current liabilities | (29,801)             | (27,801)           |
|  | 395,290              | 395,290            |

The amount of goodwill, which is expected to be mostly deductible for tax purposes, is mainly attributable to the expected growth in both residential and business services and the expertise of the workforce. As the transaction was executed essentially through an asset purchase, the goodwill is also attributable to the realization of expected tax benefits.

## 7. OPERATING EXPENSES

| Years ended August 31,                              | 2022             | 2021             |
|---|------------------|------------------|
| <i>(In thousands of Canadian dollars)</i>           | \$               | \$               |
| Salaries, employee benefits and outsourced services | 439,609          | 398,977          |
| Service delivery costs <sup>(1)</sup>               | 789,986          | 684,717          |
| Customer related costs <sup>(2)</sup>               | 109,036          | 84,271           |
| Other external purchases <sup>(3)</sup>             | 146,661          | 113,367          |
|   | <b>1,485,292</b> | <b>1,281,332</b> |

(1) Includes content and programming costs, payments to other carriers, franchise fees and network costs.

(2) Includes advertising and marketing expenses, selling costs, billing expenses, bad debts and collection expenses.

(3) Includes office building expenses, professional service fees, Canadian Radio-television and Telecommunications Commission ("CRTC") fees, losses and gains on disposals and write-offs of property, plant and equipment and other administrative expenses.

## 8. ACQUISITION, INTEGRATION, RESTRUCTURING AND OTHER COSTS

| Years ended August 31,  | 2022          | 2021         |
|---|---------------|--------------|
| <i>(In thousands of Canadian dollars)</i>                                     | \$            | \$           |
| Acquisition and integration costs <sup>(1)</sup>                              | 27,669        | 8,744        |
| Restructuring costs <sup>(2)</sup>  | 4,420         | —            |
| Configuration and customization costs related to cloud computing arrangements | 2,853         | —            |
|   | <b>34,942</b> | <b>8,744</b> |

(1) Costs incurred in connection with the acquisition and ongoing integration of the Ohio broadband systems, as well as integration costs related to the DERYtelecom acquisition.

(2) Costs associated with organizational changes during the fourth quarter of fiscal 2022 within the Canadian telecommunications segment, resulting in cost optimization.

## 9. DEPRECIATION AND AMORTIZATION

| Years ended August 31,                        | 2022           | 2021           |
|---|----------------|----------------|
| <i>(In thousands of Canadian dollars)</i>     | \$             | \$             |
| Depreciation of property, plant and equipment | 564,935        | 466,639        |
| Amortization of intangible assets             | 56,149         | 43,737         |
|   | <b>621,084</b> | <b>510,376</b> |

## 10. FINANCIAL EXPENSE

| Years ended August 31,   | 2022           | 2021           |
|--|----------------|----------------|
| <i>(In thousands of Canadian dollars)</i>                                      | \$             | \$             |
| Interest on long-term debt, excluding interest on lease liabilities            | 184,492        | 126,058        |
| Interest on lease liabilities  | 1,285          | 1,310          |
| Net foreign exchange loss (gain)   | 185            | (957)          |
| Amortization of deferred transaction costs related to the revolving facilities | 657            | 762            |
| Other  | 998            | (3,010)        |
|  | <b>187,617</b> | <b>124,163</b> |

## 11. INCOME TAXES

| Years ended August 31,                    | 2022          | 2021           |
|---|---------------|----------------|
| <i>(In thousands of Canadian dollars)</i> | \$            | \$             |
| Current                                   | 69,513        | 65,070         |
| Deferred                                  | 26,150        | 65,656         |
|   | <b>95,663</b> | <b>130,726</b> |

The following table provides the reconciliation between income tax expense at the Canadian statutory federal and provincial income tax rates and the consolidated income tax expense:

| Years ended August 31,  | 2022          | 2021           |
|---|---------------|----------------|
| <i>(In thousands of Canadian dollars, except percentages)</i>                                     | \$            | \$             |
| Profit before income taxes  | 549,419       | 562,373        |
| Combined Canadian income tax rate   | 26.5 %        | 26.5 %         |
| Income taxes at combined Canadian income tax rate   | 145,596       | 149,029        |
| Difference in operations' statutory income tax rates  | 478           | 1,870          |
| Impact on deferred taxes as a result of changes in substantively enacted tax rates <sup>(1)</sup> | (8,483)       | —              |
| Impact on income taxes arising from non-deductible expenses and non-taxable profit                | 185           | (679)          |
| Tax impacts related to foreign operations   | (29,596)      | (18,576)       |
| Other <sup>(2)</sup>  | (12,517)      | (918)          |
| Income taxes at effective income tax rate   | <b>95,663</b> | <b>130,726</b> |
| Effective income tax rate   | <b>17.4 %</b> | <b>23.2 %</b>  |

(1) Related to the reduction of the blended state income tax rate applied to the U.S. temporary tax differences, following the tax reform enacted by the state of Pennsylvania reducing the state's corporate net income tax rate from 9.99% to 4.99%, through a 0.5% annual rate decrease until 2031, effective on September 1, 2023 for the Corporation.

(2) Primarily related to the reduction of the blended state income tax rate applied to the U.S. temporary tax differences, following the Ohio broadband systems acquisition in the first quarter of fiscal 2022.

The following table shows deferred income taxes resulting from temporary differences between the carrying amounts of assets and liabilities for accounting purposes and the amounts used for tax purposes, as well as tax losses carryforwards:

| At August 31,  | 2022      | 2021      |
|--|-----------|-----------|
| <i>(In thousands of Canadian dollars)</i>  | \$        | \$        |
| Property, plant and equipment  | (399,899) | (287,440) |
| Intangible assets and goodwill   | (590,441) | (562,164) |
| Contract liabilities and other liabilities   | 12,329    | 11,088    |
| Non-capital losses and other tax credits carryforwards, net of unrecognized benefits related to tax losses | 236,050   | 148,364   |
| Other  | (4,090)   | 21,995    |
| Net deferred tax liabilities   | (746,051) | (668,157) |
| Consolidated financial statements presentation:  |           |           |
| Deferred tax assets  | 6,632     | 5,121     |
| Deferred tax liabilities   | (752,683) | (673,278) |
| Net deferred tax liabilities   | (746,051) | (668,157) |

The movements in deferred tax asset and liability balances during fiscal 2022 and 2021 were as follows:

|  | Balance beginning of the year | Recognized in profit or loss | Recognized in other comprehensive income | Foreign currency translation adjustments | Balance end of the year |
|--|-------------------------------|------------------------------|--|--|-------------------------|
| <b>Year ended August 31, 2022</b>  |                               |                              |  |  |                         |
| <i>(In thousands of Canadian dollars)</i>  | \$                            | \$                           | \$                                       | \$                                       | \$                      |
| Property, plant and equipment  | (287,440)                     | (101,806)                    | —  | (10,653)                                 | (399,899)               |
| Intangible assets and goodwill   | (562,164)                     | (15,718)                     | —  | (12,559)                                 | (590,441)               |
| Contract liabilities and other liabilities   | 11,088                        | 1,178                        | —  | 63                                       | 12,329                  |
| Non-capital losses and other tax credits carryforwards, net of unrecognized benefits related to tax losses | 148,364                       | 79,244                       | —  | 8,442                                    | 236,050                 |
| Other  | 21,995                        | 10,952                       | (37,565)                                 | 528                                      | (4,090)                 |
|  | (668,157)                     | (26,150)                     | (37,565)                                 | (14,179)                                 | (746,051)               |
| <b>Year ended August 31, 2021</b>  |                               |                              |  |  |                         |
| <i>(In thousands of Canadian dollars)</i>  | \$                            | \$                           | \$                                       | \$                                       | \$                      |
| Property, plant and equipment  | (257,272)                     | (35,832)                     | —  | 5,664                                    | (287,440)               |
| Intangible assets and goodwill   | (548,666)                     | (23,244)                     | —  | 9,746                                    | (562,164)               |
| Contract liabilities and other liabilities   | 13,607                        | (2,466)                      | —  | (53)                                     | 11,088                  |
| Non-capital losses and other tax credits carryforwards, net of unrecognized benefits related to tax losses | 153,000                       | 265                          | —  | (4,901)                                  | 148,364                 |
| Other  | 35,409                        | (4,379)                      | (8,689)                                  | (346)                                    | 21,995                  |
|  | (603,922)                     | (65,656)                     | (8,689)                                  | 10,110                                   | (668,157)               |

The Corporation also has taxable temporary differences associated with its investments in subsidiaries. No deferred tax has been recognized with respect to such temporary differences, as the Corporation is able to control the timing of their reversal and such reversal is not probable in the foreseeable future.

At August 31, 2022, the Corporation and its subsidiaries had accumulated federal income tax losses, the benefits of which have been recognized in these consolidated financial statements, unless indicated otherwise. The benefits represent the amount expected to be realized, based on management's assessment of the Corporation's projected future profitability, deferred tax liabilities reversal and available carryback and carryforward periods, among others.

These losses expire as follows:

|   | 2026   | 2027   | 2028   | Thereafter | Total     |
|---|--------|--------|--------|------------|-----------|
| <i>(In thousands of Canadian dollars)</i> | \$     | \$     | \$     | \$         | \$        |
| United States                             | 37,996 | 72,353 | 39,134 | 901,256    | 1,050,739 |

The Corporation and its subsidiaries also had accumulated capital losses in Canada amounting to \$1,142 million which can be carried forward indefinitely and used against Canadian capital gains, and \$98 million of unrealized foreign exchange temporary differences, the benefits of which have not been recognized in these consolidated financial statements.

## 12. EARNINGS PER SHARE

The following table provides the components used in the calculation of basic and diluted earnings per share:

|  |                   |            |
|--|-------------------|------------|
| Years ended August 31,   | 2022              | 2021       |
| <i>(In thousands of Canadian dollars, except number of shares)</i>                           | \$                | \$         |
| <b>Profit for the year attributable to owners of the Corporation</b>                         | <b>423,299</b>    | 401,517    |
| <b>Weighted average number of multiple and subordinate voting shares outstanding</b>         | <b>46,228,842</b> | 47,391,520 |
| Effect of dilutive stock options <sup>(1)</sup>  | 170,438           | 239,137    |
| Effect of dilutive incentive share units   | 74,909            | 71,696     |
| Effect of dilutive performance share units   | 95,464            | 100,047    |
| <b>Weighted average number of diluted multiple and subordinate voting shares outstanding</b> | <b>46,569,653</b> | 47,802,400 |

(1) For the year ended August 31, 2022, 317,600 stock options (181,575 in 2021) were excluded from the calculation of diluted earnings per share as the exercise price of the options was greater than the average share price of the subordinate voting shares.

## 13. OTHER ASSETS

|   |               |         |
|---|---------------|---------|
| At August 31,                             | 2022          | 2021    |
| <i>(In thousands of Canadian dollars)</i> | \$            | \$      |
| Spectrum licences deposits                | —             | 59,018  |
| Contract costs <sup>(1)</sup>             | 64,694        | 44,199  |
| Transaction costs                         | 1,750         | 1,701   |
| Other                                     | 527           | 527     |
|   | <b>66,971</b> | 105,445 |

(1) Includes incremental costs of obtaining a contract and upfront fees paid to multiple-dwelling units.

### Spectrum licences

Following the 3500 MHz band auction held by Innovation, Science and Economic Development ("ISED") Canada which ended on July 23, 2021, Cogeco Connexion acquired 38 spectrum licences, for a total purchase price of \$295 million. In accordance with the terms and conditions of the spectrum auction, the Corporation's first deposit of \$59 million, representing 20% of the total purchase price, was paid to ISED Canada, on August 13, 2021. On December 16, 2021, the Corporation made the \$236 million final payment. The unsecured letter of credit of \$150 million, submitted in connection with this transaction, was cancelled on December 20, 2021, following the final payment.

The \$59 million spectrum licences deposit was previously classified within *Other Assets* as at August 31, 2021, as Cogeco Connexion did not have the right to commercially use the licences. During the second quarter of fiscal 2022, following the final payment made and upon obtaining the right to commercially use the spectrum licences in December, the Corporation reclassified the \$59 million deposit from *Other Assets* to *Intangible assets*. Accordingly, at August 31, 2022, the total \$295 million spectrum licences acquired in the 3500 MHz band auction are presented as *Intangible assets with an indefinite useful life* in the consolidated statement of financial position. Intangible assets with an indefinite useful life are not amortized, but are tested for impairment annually and whenever there is an indication that the intangible assets may be impaired.

## Contract costs

The table below provides a reconciliation of the contract costs balance:

| Years ended August 31,                     | 2022          | 2021          |
|--|---------------|---------------|
| <i>(In thousands of Canadian dollars)</i>  | \$            | \$            |
| Balance, beginning of the year             | 44,199        | 42,070        |
| Additions                                  | 27,253        | 15,895        |
| Acquisitions through business combinations | 10,548        | —             |
| Amortization                               | (19,161)      | (12,722)      |
| Foreign currency translation adjustments   | 1,855         | (1,044)       |
| <b>Balance, end of the year</b>            | <b>64,694</b> | <b>44,199</b> |



## 14. PROPERTY, PLANT AND EQUIPMENT

|                                    |           |           |
|------------------------------------|-----------|-----------|
| At August 31,                      | 2022      | 2021      |
| (In thousands of Canadian dollars) | \$        | \$        |
| Owned assets                       | 2,970,249 | 2,314,832 |
| Right-of-use assets                | 57,391    | 43,013    |
|                                    | 3,027,640 | 2,357,845 |

### A) OWNED ASSETS

During fiscal 2022 and 2021, owned assets variations were as follows:

| Years ended August 31, 2022 and 2021<br>(In thousands of Canadian dollars) | Land,<br>buildings and<br>leasehold<br>improvements | Networks and<br>infrastructure | Customer<br>premise<br>equipment | Vehicles and<br>equipment | Assets under<br>construction | Total            |
|--|---|--------------------------------|----------------------------------|---------------------------|------------------------------|------------------|
|  | \$  | \$                             | \$                               | \$                        | \$                           | \$               |
| <b>Cost</b>  |   |                                |                                  |                           |                              |                  |
| Balance at August 31, 2020   | 127,667   | 4,096,458                      | 843,861                          | 497,020                   | 93,922                       | 5,658,928        |
| Acquisitions through business combinations                                 | 5,580   | 187,263                        | 19,473                           | 8,487                     | 12,929                       | 233,732          |
| Additions <sup>(1)</sup>   | 204   | 21,322                         | 140,992                          | 3,166                     | 364,905                      | 530,589          |
| Assets under construction put into service                                 | 9,467   | 296,826                        | 408                              | 38,457                    | (345,158)                    | —                |
| Disposals and write-offs   | (5,358)   | (137,786)                      | (49,018)                         | (50,894)                  | (86)                         | (243,142)        |
| Foreign currency translation adjustments                                   | (992)   | (45,115)                       | (9,195)                          | (3,697)                   | (651)                        | (59,650)         |
| <b>Balance at August 31, 2021</b>  | <b>136,568</b>                                      | <b>4,418,968</b>               | <b>946,521</b>                   | <b>492,539</b>            | <b>125,861</b>               | <b>6,120,457</b> |
| Acquisitions through business combinations                                 | 4,313   | 443,375                        | 29,717                           | 8,396                     | —                            | 485,801          |
| Finalization of DERYtelecom's purchase price allocation <sup>(2)</sup>     | 164   | 6,899                          | (3,596)                          | —                         | (12,157)                     | (8,690)          |
| Additions <sup>(1)</sup>   | 46  | 35,269                         | 76,451                           | 503                       | 568,111                      | 680,380          |
| Assets under construction put into service                                 | 18,513  | 293,509                        | 80,969                           | 40,538                    | (433,529)                    | —                |
| Disposals and write-offs   | (1,256)   | (4,053)                        | (120,934)                        | (3,510)                   | —                            | (129,753)        |
| Foreign currency translation adjustments                                   | 1,656   | 80,126                         | 15,797                           | 5,413                     | 4,059                        | 107,051          |
| <b>Balance at August 31, 2022</b>  | <b>160,004</b>                                      | <b>5,274,093</b>               | <b>1,024,925</b>                 | <b>543,879</b>            | <b>252,345</b>               | <b>7,255,246</b> |
| <b>Accumulated depreciation and impairment losses</b>                      |   |                                |                                  |                           |                              |                  |
| Balance at August 31, 2020   | 62,110  | 2,600,821                      | 609,671                          | 342,920                   | —                            | 3,615,522        |
| Depreciation expense   | 5,777   | 290,302                        | 110,557                          | 54,234                    | —                            | 460,870          |
| Disposals and write-offs   | (5,174)   | (137,497)                      | (47,263)                         | (50,565)                  | —                            | (240,499)        |
| Foreign currency translation adjustments                                   | (506)   | (23,536)                       | (4,493)                          | (1,733)                   | —                            | (30,268)         |
| <b>Balance at August 31, 2021</b>  | <b>62,207</b>                                       | <b>2,730,090</b>               | <b>668,472</b>                   | <b>344,856</b>            | <b>—</b>                     | <b>3,805,625</b> |
| Depreciation expense   | 7,312   | 358,974                        | 133,759                          | 59,169                    | —                            | 559,214          |
| Disposals and write-offs   | (327)   | (3,613)                        | (120,773)                        | (3,486)                   | —                            | (128,199)        |
| Foreign currency translation adjustments                                   | 690   | 37,334                         | 7,484                            | 2,849                     | —                            | 48,357           |
| <b>Balance at August 31, 2022</b>  | <b>69,882</b>                                       | <b>3,122,785</b>               | <b>688,942</b>                   | <b>403,388</b>            | <b>—</b>                     | <b>4,284,997</b> |
| <b>Carrying amounts</b>  |   |                                |                                  |                           |                              |                  |
| At August 31, 2021   | 74,361  | 1,688,878                      | 278,049                          | 147,683                   | 125,861                      | 2,314,832        |
| <b>At August 31, 2022</b>  | <b>90,122</b>                                       | <b>2,151,308</b>               | <b>335,983</b>                   | <b>140,491</b>            | <b>252,345</b>               | <b>2,970,249</b> |

(1) In fiscal 2022, the Corporation received \$76.7 million of government assistance, which was accounted for as a deduction of the cost of property, plant and equipment (\$15.3 million in 2021), including the amount recognized in connection to the high-speed Internet network expansion projects.

(2) For further details, see Note 6.

## B) RIGHT-OF-USE ASSETS

During fiscal 2022 and 2021, right-of-use assets variations were as follows:

| Years ended August 31, 2022 and 2021<br>(In thousands of Canadian dollars) | Land and buildings<br>\$ | Other <sup>(1)</sup><br>\$ | Total<br>\$   |
|--|--------------------------|----------------------------|---------------|
| Balance at August 31, 2020   | 36,863                   | 8,661                      | 45,524        |
| Acquisitions through business combinations                                 | 556                      | 713                        | 1,269         |
| Additions <sup>(2)</sup>   | 888                      | 2,826                      | 3,714         |
| Modifications, disposals and write-offs                                    | (1,167)                  | 57                         | (1,110)       |
| Depreciation expense   | (4,884)                  | (885)                      | (5,769)       |
| Foreign currency translation adjustments                                   | (383)                    | (232)                      | (615)         |
| <b>Balance at August 31, 2021</b>  | <b>31,873</b>            | <b>11,140</b>              | <b>43,013</b> |
| Acquisitions through business combinations                                 | 1,253                    | —                          | 1,253         |
| Additions <sup>(2)</sup>   | 9,152                    | 12,413                     | 21,565        |
| Modifications, disposals and write-offs                                    | (3,760)                  | 68                         | (3,692)       |
| Depreciation expense   | (4,348)                  | (1,373)                    | (5,721)       |
| Foreign currency translation adjustments                                   | 446                      | 527                        | 973           |
| <b>Balance at August 31, 2022</b>  | <b>34,616</b>            | <b>22,775</b>              | <b>57,391</b> |

(1) Includes right-of-use assets pertaining to networks and infrastructure, and vehicles and equipment.

(2) Includes \$8.5 million of indefeasible rights of use paid in fiscal 2022 (\$2.6 million in fiscal 2021).

## 15. INTANGIBLE ASSETS AND GOODWILL

### A) INTANGIBLE ASSETS

During fiscal 2022 and 2021, intangible assets variations were as follows:

|  | Finite useful life     | Indefinite useful life      |                                  |                  |
|--|------------------------|-----------------------------|----------------------------------|------------------|
|  | Customer relationships | Cable distribution licences | Spectrum licences <sup>(1)</sup> | Total            |
| Years ended August 31, 2022 and 2021<br>(In thousands of Canadian dollars) | \$                     | \$                          | \$                               | \$               |
| <b>Cost</b>  |                        |                             |                                  |                  |
| Balance at August 31, 2020   | 433,936                | 2,605,337                   | 42,306                           | 3,081,579        |
| Acquisitions through business combinations                                 | 41,350                 | —                           | —                                | 41,350           |
| Fully amortized  | (184,208)              | —                           | —                                | (184,208)        |
| Foreign currency translation adjustments                                   | (13,846)               | (53,388)                    | —                                | (67,234)         |
| <b>Balance at August 31, 2021</b>  | <b>277,232</b>         | <b>2,551,949</b>            | <b>42,306</b>                    | <b>2,871,487</b> |
| Acquisitions through business combinations                                 | 143,720                | 354,257                     | —                                | 497,977          |
| Finalization of DERYtelecom's purchase price allocation <sup>(2)</sup>     | 9,250                  | —                           | —                                | 9,250            |
| Additions  | —                      | —                           | 295,091                          | 295,091          |
| Fully amortized  | (4,220)                | —                           | —                                | (4,220)          |
| Foreign currency translation adjustments                                   | 14,627                 | 76,218                      | —                                | 90,845           |
| <b>Balance at August 31, 2022</b>  | <b>440,609</b>         | <b>2,982,424</b>            | <b>337,397</b>                   | <b>3,760,430</b> |
| <b>Accumulated amortization and impairment losses</b>                      |                        |                             |                                  |                  |
| Balance at August 31, 2020   | 272,773                | —                           | 8,405                            | 281,178          |
| Amortization expense   | 39,150                 | —                           | 4,587                            | 43,737           |
| Fully amortized  | (184,208)              | —                           | —                                | (184,208)        |
| Foreign currency translation adjustments                                   | (9,131)                | —                           | —                                | (9,131)          |
| <b>Balance at August 31, 2021</b>  | <b>118,584</b>         | <b>—</b>                    | <b>12,992</b>                    | <b>131,576</b>   |
| Amortization expense   | 54,812                 | —                           | 1,337                            | 56,149           |
| Fully amortized  | (4,220)                | —                           | —                                | (4,220)          |
| Foreign currency translation adjustments                                   | 5,704                  | —                           | —                                | 5,704            |
| <b>Balance at August 31, 2022</b>  | <b>174,880</b>         | <b>—</b>                    | <b>14,329</b>                    | <b>189,209</b>   |
| <b>Carrying amounts</b>  |                        |                             |                                  |                  |
| At August 31, 2021   | 158,648                | 2,551,949                   | 29,314                           | 2,739,911        |
| <b>At August 31, 2022</b>  | <b>265,729</b>         | <b>2,982,424</b>            | <b>323,068</b>                   | <b>3,571,221</b> |

(1) For further details, see Note 13.

(2) For further details, see Note 6.

## B) GOODWILL

During fiscal 2022 and 2021, goodwill variations were as follows:

| Years ended August 31, 2022 and 2021                                   |                  |
|--|------------------|
| <i>(In thousands of Canadian dollars)</i>                              |                  |
|  | \$               |
| <b>Cost</b>  |                  |
| Balance at August 31, 2020   | 1,381,024        |
| Acquisitions through business combinations                             | 139,842          |
| Foreign currency translation adjustments                               | (44,716)         |
| <b>Balance at August 31, 2021</b>                                      | <b>1,476,150</b> |
| Acquisitions through business combinations                             | 435,520          |
| Finalization of DERYtelecom's purchase price allocation <sup>(1)</sup> | 1,440            |
| Foreign currency translation adjustments                               | 69,388           |
| <b>Balance at August 31, 2022</b>                                      | <b>1,982,498</b> |
| <b>Accumulated impairment losses</b>                                   |                  |
| <b>Balance at August 31, 2021 and August 31, 2022</b>                  | <b>—</b>         |
| <b>Carrying amounts</b>  |                  |
| At August 31, 2021   | 1,476,150        |
| <b>At August 31, 2022</b>  | <b>1,982,498</b> |

(1) For further details, see Note 6.

## C) IMPAIRMENT TESTING OF GOODWILL AND INTANGIBLE ASSETS

The Corporation tests goodwill and intangible assets with indefinite useful lives for impairment annually, or more frequently when indicators of impairment are identified.

Goodwill is allocated to cash-generating units ("CGU") based on the level at which management monitors goodwill. The allocation is made to CGUs that are expected to benefit from the synergies of the business combination from which it arose.

Intangible assets with indefinite useful lives who do not generate independent cash inflows from those of other assets or group of assets, are allocated and tested for impairment as part of the CGU to which they belong.

For the purpose of impairment testing, goodwill and intangible assets with indefinite useful lives are allocated to each of the Corporation's CGUs as follows:

| At August 31,                                     | 2022             |                             |                   | 2021      |                             |
|---|------------------|-----------------------------|-------------------|-----------|-----------------------------|
| Operating segments / CGUs                         | Goodwill         | Cable distribution licences | Spectrum licences | Goodwill  | Cable distribution licences |
| (In thousands of Canadian dollars)                | \$               | \$                          | \$                | \$        | \$                          |
| <b>Canadian telecommunications</b>                | <b>150,089</b>   |                             | <b>323,068</b>    | 148,649   |                             |
| Ontario   |                  | 857,696                     |                   |           | 857,696                     |
| Québec  |                  | 109,304                     |                   |           | 109,304                     |
| <b>American telecommunications <sup>(1)</sup></b> | <b>1,832,409</b> | <b>2,015,424</b>            |                   | 1,327,501 |                             |
| Southern Florida                                  |                  | —                           |                   |           | 235,938                     |
| South Carolina                                    |                  | —                           |                   |           | 39,113                      |
| Pennsylvania                                      |                  | —                           |                   |           | 483,484                     |
| Delaware/Maryland/Virginia                        |                  | —                           |                   |           | 397,057                     |
| Eastern Connecticut                               |                  | —                           |                   |           | 113,427                     |
| New Hampshire/Maine                               |                  | —                           |                   |           | 315,930                     |
| <b>Total</b>                                      | <b>1,982,498</b> | <b>2,982,424</b>            | <b>323,068</b>    | 1,476,150 | 2,551,949                   |

(1) Following changes pertaining to the centralization of Breezeline's organizational structure, internal reporting and network infrastructure, the Corporation has reassessed the CGUs used for the annual impairment test of Breezeline's Cable distribution licences. It was concluded that the lowest level at which these intangible assets are monitored for internal management purposes is the operating segment level. Therefore, the fiscal 2022 annual impairment test of the American telecommunications segment's Cable distribution licences was performed at the operating segment level, while the prior year annual test reflected the previous CGUs allocation.

Goodwill and intangible assets with indefinite useful lives are considered impaired if the recoverable amount is less than the carrying amount. The recoverable amount of each CGU is calculated based on the higher of value in use and fair value less costs of disposal. The value in use is determined using cash flow projections derived from internal financial projections covering a period of five to eight years, depending on the CGU. A period of five to eight years is used, as the payback period of the Corporation's capital investments often exceeds five years. They reflect management's expectations of revenue growth, expenses and net capital expenditures for each CGU based on past experience and expected growth for the CGU. Cash flows beyond that period are extrapolated using an estimated terminal growth rate determined with regard to projected growth rates for the specific markets in which the CGUs participate and are not considered to exceed the long-term average growth rates for those markets. Discount rates applied to the cash flow forecasts are derived from the Corporation's pre-tax weighted average cost of capital, adjusted for the different risk profiles of the individual CGUs.

At June 30, 2022 and 2021, the Corporation performed impairment tests for all its CGUs within the Canadian and American telecommunications segments. The recoverable amount of each CGU was calculated based on the value in use and was determined to be higher than its carrying amount. The impairment test at June 30, 2022 and 2021 of the Canadian telecommunications segment was performed using the 2020 calculation of the recoverable amount, which represented the most recent detailed calculation made in a preceding year. No impairment loss has been recognized for the years ended August 31, 2022 and 2021.

The following represents the key assumptions that were used to determine the recoverable amounts in the most recent impairment tests performed for each of the Corporation's operating segments:

|                             | 2022                  |                      | 2021                  |                      |
|-----------------------------|-----------------------|----------------------|-----------------------|----------------------|
| Operating segments          | Pre-tax discount rate | Terminal growth rate | Pre-tax discount rate | Terminal growth rate |
|                             | %                     | %                    | %                     | %                    |
| Canadian telecommunications | 8.5                   | 2.0                  | 8.3                   | 2.0                  |
| American telecommunications | 8.6                   | 2.5                  | 8.9 to 9.5            | 2.5 to 3.0           |

The following table presents, for each operating segment, the change in the pre-tax discount rate and in the terminal growth rate used in the tests performed, that would have been required in order for the recoverable amount to equal the carrying value of the CGU at the date of the most recent impairment tests:

|                             | Increase in<br>pre-tax discount rate | Decrease in<br>terminal growth rate |
|-----------------------------|--------------------------------------|-------------------------------------|
| Operating segments          | %                                    | %                                   |
| Canadian telecommunications | (1)                                  | (1)                                 |
| American telecommunications | 3.4                                  | 6.2                                 |

- (1) The recoverable amount of the Canadian telecommunications CGUs exceeds the corresponding carrying value. No reasonable changes in the discount rate or in the terminal growth rate, used in the impairment test performed, would have caused the recoverable amount to equal the carrying value of the Canadian telecommunications CGUs.

## 16. PROVISIONS

During fiscal 2022, provisions variations were as follows:

| Year ended August 31, 2022   | Withholding and<br>stamp taxes <sup>(1)</sup> | Programming and content<br>costs <sup>(2)</sup> | Restructuring costs <sup>(3)</sup> | Other <sup>(4)</sup> | Total         |
|--|---|---|------------------------------------|----------------------|---------------|
| (In thousands of Canadian dollars)                                     | \$  | \$  | \$                                 | \$                   | \$            |
| Balance, beginning of the year   | 7,092   | 7,781   | —                                  | 3,076                | 17,949        |
| Finalization of DERYtelecom's purchase price allocation <sup>(5)</sup> | —   | —   | —                                  | 2,000                | 2,000         |
| Provisions made during the year  | —   | 10,581  | 4,420                              | 388                  | 15,389        |
| Provisions used during the year  | —   | (479)   | (1,400)                            | (858)                | (2,737)       |
| Provisions reversed during the year                                    | —   | (2,248)   | —                                  | (2,964)              | (5,212)       |
| Foreign currency translation adjustments                               | (912)   | 85  | —                                  | 22                   | (805)         |
| <b>Balance, end of the year</b>  | <b>6,180</b>                                  | <b>15,720</b>                                   | <b>3,020</b>                       | <b>1,664</b>         | <b>26,584</b> |

- (1) The provisions for withholding and stamp taxes relate to contingent liabilities for withholding and stamp taxes relating to fiscal years prior to the acquisition of a subsidiary by the Corporation.
- (2) The provisions for programming and content costs include provisions for retroactive rate increases as well as additional royalties or content costs as a result of periodical audits from service providers.
- (3) The provisions for restructuring costs include provisions for costs associated with organizational changes during the fourth quarter of fiscal 2022 within the Canadian telecommunications segment, resulting in cost optimization.
- (4) The other provisions include provisions for contractual obligations and other legal obligations.
- (5) For further details, see Note 6.

## 17. CONTRACT LIABILITIES AND OTHER LIABILITIES

|                                    |               |               |
|------------------------------------|---------------|---------------|
| At August 31,                      | 2022          | 2021          |
| (In thousands of Canadian dollars) | \$            | \$            |
| Advance billings                   | 57,287        | 43,634        |
| Deferred customer connection fees  | 14,394        | 20,932        |
| Customer deposits and prepayments  | 333           | 949           |
| Contract liabilities               | 72,014        | 65,515        |
| Other liabilities                  | 904           | 263           |
|                                    | <b>72,918</b> | <b>65,778</b> |
| Current                            | 63,958        | 57,231        |
| Non-current                        | 8,960         | 8,547         |

During fiscal 2022 and 2021, contract liabilities variations were as follows:

| Years ended August 31,   | 2022          | 2021          |
|--|---------------|---------------|
| <i>(In thousands of Canadian dollars)</i>                                    | \$            | \$            |
| Balance, beginning of the year   | 65,515        | 57,855        |
| Revenue deferred in the previous period and recognized in the current period | (57,509)      | (44,508)      |
| Net additions arising from operations  | 49,568        | 46,737        |
| Additions arising from business combinations                                 | 12,574        | 6,615         |
| Foreign currency translation adjustments                                     | 1,866         | (1,184)       |
| <b>Balance, end of the year</b>  | <b>72,014</b> | <b>65,515</b> |

## 18. LONG-TERM DEBT

| At August 31,                           | 2022      | 2021      |
|---|-----------|-----------|
| (In thousands of Canadian dollars)      | \$        | \$        |
| Notes, debentures and credit facilities | 4,629,842 | 3,234,816 |
| Lease liabilities                       | 43,627    | 37,400    |
|   | 4,673,469 | 3,272,216 |
| Less current portion                    | 339,096   | 225,344   |
|   | 4,334,373 | 3,046,872 |

### A) NOTES, DEBENTURES AND CREDIT FACILITIES

| At August 31,  | Maturity       | Interest rate           | 2022      | 2021      |
|--|----------------|-------------------------|-----------|-----------|
| (In thousands of Canadian dollars, except percentages)                   |                | %                       | \$        | \$        |
| <b>Corporation</b>   |                |                         |           |           |
| Term Revolving Facility <sup>a)</sup>                                    |                |                         |           |           |
| Revolving loan   | January 2027   | —                       | —         | 52,972    |
| Revolving loan – US\$81 million (US\$88 million at August 31, 2021)      | January 2027   | 3.72 <sup>(1) (2)</sup> | 106,199   | 201,872   |
| Senior Secured Notes <sup>b)</sup>                                       |                |                         |           |           |
| Series A - US\$25 million  | September 2024 | 4.14                    | 32,742    | 31,491    |
| Series B - US\$150 million   | September 2026 | 4.29                    | 196,313   | 188,823   |
| Senior Secured Notes - US\$215 million <sup>b)</sup>                     | June 2025      | 4.30                    | 281,450   | 270,686   |
| Senior Secured Notes <sup>b) c)</sup>                                    | September 2031 | 2.99                    | 496,993   | —         |
| Senior Secured Debentures Series 3 <sup>b) d)</sup>                      | —              | —                       | —         | 199,895   |
| Senior Secured Debentures Series 4 <sup>b)</sup>                         | May 2023       | 4.18                    | 299,730   | 299,371   |
| <b>Subsidiaries</b>  |                |                         |           |           |
| First Lien Credit Facilities <sup>e)</sup>                               |                |                         |           |           |
| Senior Secured Term Loan B Facility                                      |                |                         |           |           |
| Tranche 1 - US\$1,592.8 million (US\$1,609.8 million at August 31, 2021) | January 2025   | 4.52 <sup>(1) (3)</sup> | 2,060,614 | 1,989,706 |
| Tranche 2 - US\$895.5 million  | September 2028 | 5.02 <sup>(1) (4)</sup> | 1,155,801 | —         |
| Senior Secured Revolving Facility  | July 2024      | —                       | —         | —         |
|  |                |                         | 4,629,842 | 3,234,816 |
| Less current portion   |                |                         | 333,818   | 221,344   |
|  |                |                         | 4,296,024 | 3,013,472 |

(1) Interest rate on debt includes applicable credit spread.

(2) An amount of US\$81 million drawn under the Corporation's Term Revolving Facility was hedged until September 29, 2022, using a cross-currency swap agreement which sets the amount redeemable at maturity at \$104.8 million and the effective interest rate on the Canadian dollar equivalent at 4.28%.

(3) As of August 31, 2022, a U.S. subsidiary had entered into interest rate swap agreements to fix the interest rate on an amount of US\$770 million of the Senior Secured Term Loan B Facility - Tranche 1. These agreements have the effect of converting the floating US LIBOR base rate into fixed rates ranging from 2.017% to 2.262%, plus an applicable credit spread, for maturities between January 31, 2023 and November 30, 2024. Taking into account these agreements, the effective interest rate on the Tranche 1 of the Senior Secured Term Loan B Facility is 4.33%.

(4) As of August 31, 2022, a U.S. subsidiary had entered into interest rate swap agreements to fix the interest rate on an amount of US\$800 million of the Senior Secured Term Loan B Facility - Tranche 2. These agreements have the effect of converting the floating US LIBOR base rate, or the 50 bps LIBOR floor if higher, into fixed rates ranging from 1.2237% to 1.4631%, plus an applicable credit spread, for maturities between October 31, 2025 and July 31, 2027. Taking into account these agreements, the effective interest rate on the Tranche 2 of the Senior Secured Term Loan B Facility is 3.95%.



- a) The Corporation has a Term Revolving Facility of \$750 million with a syndicate of lenders. On December 17, 2021, Cogeco Communications amended and extended its \$750 million Term Revolving Facility to January 24, 2027. As part of the amendments, Cogeco Communications transitioned its revolving facility into a sustainability-linked loan ("SLL") structure, underscoring its strong leadership and dedication to sustainability and the organization's Environmental, social and governance (ESG) goals. The SLL facility incorporates ESG-linked incentive pricing terms which reduce or increase the cost of funding, depending on the annual performance against specific targets related to Cogeco's GHG annual emissions reduction and digital inclusion initiatives by deploying high-speed Internet networks in underserved and unserved areas of Canada over a three-year period. The Term Revolving Facility is available in Canadian and US dollars, and interest rates are based on banker's acceptance, prime rate loans, US dollar base rate loans and LIBOR loans in US dollars, plus the applicable credit spread, and commitment fees are payable on the unused portion. The Term Revolving Facility provides access to a swingline with a limit of \$30 million. The Term Revolving Facility can be repaid at any time without penalty and is indirectly secured by a first priority fixed and floating charge and a security interest on substantially all present and future real and personal property and undertaking of every nature and kind of the Corporation and its subsidiaries, except for the unrestricted subsidiaries, and provides for certain permitted encumbrances, including purchased money obligations, existing funded obligations and charges granted by any subsidiary prior to the date when it becomes a subsidiary, subject to a maximum amount. The provisions under this facility provide for restrictions on the operations and activities of the Corporation and its subsidiaries, except for the unrestricted subsidiaries. Generally, the most significant restrictions relate to total indebtedness, financial expense, permitted investments, distributions to shareholders including dividends on multiple and subordinate voting shares and share repurchases, as well as the incurrence and maintenance of certain financial ratios primarily linked to adjusted EBITDA.
- b) The interest on the Senior Secured Notes and Debentures is payable semi-annually. These notes and debentures are redeemable at any time at Cogeco Communications' option, in whole or in part, at 100% of the principal amount plus a make-whole premium. These notes and debentures are indirectly secured by a first priority fixed and floating charge and a security interest on substantially all present and future real and personal property and undertaking of every nature and kind of the Corporation and its subsidiaries except for the unrestricted subsidiaries. The provisions under these notes and debentures provide for restrictions on the operations and activities of the Corporation and its subsidiaries except for the unrestricted subsidiaries. Generally, the most significant restrictions relate to permitted indebtedness, dispositions and maintenance of certain financial ratios.
- c) On September 20, 2021, Cogeco Communications completed, pursuant to a private placement, the issuance of \$500 million Senior Secured Notes maturing on September 22, 2031.
- d) The Corporation reimbursed the Senior Secured Debentures Series 3 at their maturity date, on February 14, 2022.
- e) On January 4, 2018, in connection with the financing of the MetroCast acquisition, a \$2.1 billion (US\$1.7 billion) Senior Secured Term Loan B maturing in January 2025, and a \$188 million (US\$150 million) Senior Secured Revolving Facility maturing in January 2023 were entered into by two of Cogeco Communications' U.S. subsidiaries. On December 6, 2019, the maturity date of the US\$150 million Senior Secured Revolving Facility was extended by an additional 18 months until July 4, 2024. The interest rate is based on LIBOR plus an applicable credit spread.

On September 1, 2021, in connection with the financing of the Ohio broadband systems acquisition, a U.S. subsidiary of Cogeco Communications completed the issuance of a \$1.1 billion (US\$900 million) second tranche of the Senior Secured Term Loan B Facility, maturing on September 1, 2028. The interest rate is based on LIBOR, with a 50 bps floor, plus an applicable credit spread.

The Senior Secured Term Loan B Facility tranches are subject to a quarterly amortization of 0.25%, commencing in August 2018 for Tranche 1 and in May 2022 for Tranche 2, until their maturity date. In addition to the quarterly amortization, the tranches shall be prepaid according to a prepayment percentage of excess cash flows generated during the prior fiscal year as defined below, if applicable.

- (i) 50% if Breezeline's ratio of net senior secured indebtedness / adjusted EBITDA ("leverage ratio") is greater than or equal to 5.1;
- (ii) 25% if Breezeline's leverage ratio is greater than or equal to 4.6 but less than 5.1; and
- (iii) 0% if Breezeline's leverage ratio is less than 4.6.

Breezeline's leverage ratio was below 4.6 as of August 31, 2022, therefore no excess cash flows prepayments are applicable in fiscal 2023. The First Lien Credit Facilities are non-recourse to the Corporation and most of its Canadian subsidiaries, and are indirectly secured by a first priority fixed and floating charge on substantially all present and future real and personal property and undertaking of every nature and kind of Breezeline and its subsidiaries. The provisions under these facilities provide for restrictions on the operations and activities of Breezeline and its subsidiaries. Generally, the most significant restrictions relate to permitted indebtedness, investments, distributions and maintenance of certain financial ratios.

## B) LEASE LIABILITIES

In the normal course of operations, the Corporation enters into leases for buildings, land, network infrastructure and equipment. Lease contracts are typically individually negotiated for a wide range of fixed periods, but may also include renewal or termination options.

At August 31, 2022, the weighted average interest rate on lease liabilities was approximately 3.66% and the weighted average lease term was approximately 5.5 years (3.48% and 6.3 years, respectively, in 2021).

|   |               |           |
|---|---------------|-----------|
| At August 31,                             | <b>2022</b>   | 2021      |
| <i>(In thousands of Canadian dollars)</i> | <b>\$</b>     | <b>\$</b> |
| Lease liabilities                         | <b>43,627</b> | 37,400    |
| Less current portion                      | <b>5,278</b>  | 4,000     |
|   | <b>38,349</b> | 33,400    |

Total expenses of \$10.1 million have been recognized during fiscal 2022 relating primarily to variable lease payments not included in the measurement of lease liabilities (\$6.2 million in 2021).

## C) OTHER INFORMATION

The following table summarizes the principal on long-term debt:

|   |                  |           |
|---|------------------|-----------|
| At August 31,                             | <b>2022</b>      | 2021      |
| <i>(In thousands of Canadian dollars)</i> | <b>\$</b>        | <b>\$</b> |
| Principal on fixed-rate long-term debt    | <b>3,413,628</b> | 2,000,863 |
| Principal on floating rate long-term debt | <b>1,310,117</b> | 1,314,385 |
| <b>Principal on long-term debt</b>        | <b>4,723,745</b> | 3,315,248 |

As at August 31, 2022, the Corporation's weighted average interest rate on all debt, excluding the amortization of deferred transaction costs and commitment fees but including the impact of interest rate swaps, was 4.0% (2021 – 3.3%).

## 19. SHARE CAPITAL

### A) AUTHORIZED

*Unlimited number of:*

*Class A Preference shares*, without voting rights, redeemable by the Corporation and retractable at the option of the holder at any time at a price of \$1 per share, carrying a cumulative preferential cash dividend at a rate of 11% of the redemption price per year.

*Class B Preference shares*, without voting rights, could be issued in series.

*Multiple voting shares*, 10 votes per share.

*Subordinate voting shares*, 1 vote per share.

## B) ISSUED AND PAID

|   |                |           |
|---|----------------|-----------|
| At August 31,   | <b>2022</b>    | 2021      |
| <i>(In thousands of Canadian dollars, except number of shares)</i>  | <b>\$</b>      | <b>\$</b> |
| 15,691,100 multiple voting shares   | <b>98,346</b>  | 98,346    |
| 30,081,467 subordinate voting shares (31,154,698 at August 31, 2021)  | <b>848,264</b> | 875,436   |
|   | <b>946,610</b> | 973,782   |
| 77,367 subordinate voting shares held in trust under the Incentive Share Unit Plan (73,987 at August 31, 2021)    | <b>(7,020)</b> | (6,403)   |
| 94,216 subordinate voting shares held in trust under the Performance Share Unit Plan (103,587 at August 31, 2021) | <b>(8,616)</b> | (9,128)   |
|   | <b>930,974</b> | 958,251   |

During fiscal 2022 and 2021, subordinate voting share transactions were as follows:

|  |                         |                 |                  |           |
|--|-------------------------|-----------------|------------------|-----------|
| Years ended August 31,   |                         | <b>2022</b>     |                  | 2021      |
|  | <b>Number of shares</b> | <b>Amount</b>   | Number of shares | Amount    |
| <i>(In thousands of Canadian dollars, except number of shares)</i>                           |                         | <b>\$</b>       |                  | <b>\$</b> |
| Balance, beginning of the year   | <b>31,154,698</b>       | <b>875,436</b>  | 32,231,433       | 902,896   |
| Shares issued for cash under the Stock Option Plan   | <b>75,794</b>           | <b>4,412</b>    | 57,365           | 3,702     |
| Share-based payment previously recorded in share-based payment reserve for options exercised | <b>—</b>                | <b>745</b>      | <b>—</b>         | 665       |
| Purchase and cancellation of subordinate voting shares <sup>(1)</sup>                        | <b>(1,149,025)</b>      | <b>(32,329)</b> | (1,134,100)      | (31,827)  |
| <b>Balance, end of the year</b>  | <b>30,081,467</b>       | <b>848,264</b>  | 31,154,698       | 875,436   |

(1) During fiscal 2022, under its Normal Course Issuer Bid ("NCIB") program, the Corporation purchased and cancelled 1,149,025 (1,134,100 in 2021) subordinate voting shares with an average stated value of \$32.3 million (\$31.8 million in 2021), for consideration of \$113.8 million (\$131.5 million in 2021). The excess of the purchase price over the average stated value of the shares totalled \$81.5 million (\$99.6 million in 2021) and was charged to retained earnings.

### NORMAL COURSE ISSUER BID

On May 2, 2022, the Corporation announced that the TSX accepted the renewal of its NCIB, enabling it to acquire for cancellation up to 1,500,000 subordinate voting shares from May 4, 2022 to May 3, 2023, representing approximately 4.9% of the Corporation's outstanding balance of subordinate voting shares and 7.6% of the public float of the Corporation's issued and outstanding subordinate shares as of April 22, 2022. Under its previous NCIB that commenced on May 4, 2021 and ended on May 3, 2022, the Corporation could purchase for cancellation a maximum of 2,068,000 subordinate voting shares.

The Corporation has also entered into an automatic share purchase plan ("ASPP") with a designated broker to allow for the purchase of subordinate voting shares under the NCIB at times when the Corporation would ordinarily not be permitted to purchase shares due to regulatory restrictions or self-imposed blackout periods. Such purchases are executed by the broker based on parameters established by the Corporation prior to the pre-established ASPP period.

## Subordinate voting shares held in trust

During fiscal 2022 and 2021, the transactions pertaining to the subordinate voting shares held in trust under the Incentive Share Unit Plan ("ISU Plan") and the Performance Share Unit Plan ("PSU Plan") were as follows:

|  | ISU Plan         |              | PSU Plan         |              |
|--|------------------|--------------|------------------|--------------|
|  | Number of shares | Amount       | Number of shares | Amount       |
| <i>(In thousands of Canadian dollars, except number of shares)</i> |                  | \$           |                  | \$           |
| Balance at August 31, 2020   | 76,957           | 6,346        | 115,222          | 9,933        |
| Subordinate voting shares acquired                                 | 24,255           | 2,311        | 22,337           | 2,128        |
| Subordinate voting shares distributed to employees                 | (27,225)         | (2,254)      | (33,972)         | (2,933)      |
| <b>Balance at August 31, 2021</b>                                  | <b>73,987</b>    | <b>6,403</b> | <b>103,587</b>   | <b>9,128</b> |
| Subordinate voting shares acquired                                 | 23,053           | 2,324        | 25,208           | 2,541        |
| Subordinate voting shares distributed to employees                 | (19,673)         | (1,707)      | (34,579)         | (3,053)      |
| <b>Balance at August 31, 2022</b>                                  | <b>77,367</b>    | <b>7,020</b> | <b>94,216</b>    | <b>8,616</b> |

## C) DIVIDENDS

For the year ended August 31, 2022, quarterly eligible dividends of \$0.705 per share, for a total of \$2.82 per share or \$129.9 million, were paid to the holders of multiple and subordinate voting shares, compared to quarterly eligible dividends of \$0.64 per share, for a total of \$2.56 per share or \$121.1 million, for the year ended August 31, 2021.

| Years ended August 31,                    | 2022           | 2021    |
|---|----------------|---------|
| <i>(In thousands of Canadian dollars)</i> | \$             | \$      |
| Dividends on multiple voting shares       | 44,249         | 40,169  |
| Dividends on subordinate voting shares    | 85,690         | 80,882  |
|   | <b>129,939</b> | 121,051 |

At its October 27, 2022 meeting, the Board of Directors of Cogeco Communications declared a quarterly eligible dividend of \$0.776 per share for multiple and subordinate voting shares, payable on November 24, 2022 to shareholders of record on November 10, 2022.

## D) SHARE-BASED PAYMENT PLANS

The Corporation offers an Employee Stock Purchase Plan for the benefit of its employees and those of its subsidiaries and a Stock Option Plan to its executive officers and designated employees. No more than 10% of the outstanding subordinate voting shares are available for issuance under these plans. Furthermore, the Corporation offers an Incentive Share Unit Plan and a Performance Share Unit Plan for executive officers and designated employees, and a Deferred Share Unit Plan ("DSU Plan") for members of the Board of Directors ("Board").

### Stock purchase plan

The Corporation offers, for the benefit of its employees and those of its subsidiaries, an Employee Stock Purchase Plan, which is accessible to all employees up to a maximum of 7% of their base annual salary and the Corporation contributes 25% of the employee contributions. The subscriptions are made monthly and employee subordinate voting shares are purchased on the stock market.

### Stock option plan

A total of 3,432,500 subordinate voting shares are reserved for the purpose of the Stock Option Plan. The minimum exercise price at which options are granted is equal to the market value of such shares at the time the option is granted. Options vest equally over a period of five years beginning one year after the day such options are granted and are exercisable over ten years.

Changes in the outstanding number of stock options were as follows:

| Years ended August 31,                                 | 2022           |                                 | 2021           |                                 |
|--|----------------|---------------------------------|----------------|---------------------------------|
|  | Options        | Weighted average exercise price | Options        | Weighted average exercise price |
| <i>(In Canadian dollars, except number of options)</i> |                | \$                              |                | \$                              |
| Outstanding, beginning of the year                     | 835,074        | 81.73                           | 786,799        | 78.49                           |
| Granted  | 159,875        | 101.18                          | 156,125        | 94.69                           |
| Exercised <sup>(1)</sup>                               | (75,794)       | 58.21                           | (57,365)       | 64.53                           |
| Cancelled  | (44,990)       | 97.27                           | (50,485)       | 90.94                           |
| <b>Outstanding, end of the year</b>                    | <b>874,165</b> | <b>86.52</b>                    | <b>835,074</b> | <b>81.73</b>                    |
| <b>Exercisable, end of the year</b>                    | <b>441,245</b> | <b>75.58</b>                    | <b>377,679</b> | <b>68.24</b>                    |

(1) The weighted average share price for options exercised during the year was \$104.55 (\$113.65 in 2021).

At August 31, 2022, the range of exercise prices, the weighted average exercise price and the weighted average remaining contractual life of options were as follows:

| At August 31, 2022       | Options outstanding |   |                                 | Options exercisable |                                 |
|--------------------------|---------------------|---|---------------------------------|---------------------|---------------------------------|
|                          | Number outstanding  | Weighted average remaining contractual life | Weighted average exercise price | Number exercisable  | Weighted average exercise price |
| Range of exercise prices |                     | (years)                                     | \$                              |                     | \$                              |
| 38.08 to 50.00           | 3,459               | 0.22  | 38.14                           | 3,459               | 38.14                           |
| 50.01 to 61.22           | 95,100              | 1.60  | 54.93                           | 95,100              | 54.93                           |
| 61.23 to 70.00           | 206,976             | 4.88  | 64.74                           | 162,876             | 64.61                           |
| 70.01 to 85.20           | 116,240             | 5.18  | 85.17                           | 87,600              | 85.16                           |
| 85.21 to 100.00          | 134,790             | 8.17  | 94.28                           | 26,630              | 94.28                           |
| 100.01 to 118.42         | 317,600             | 8.19  | 107.91                          | 65,580              | 114.33                          |
|                          | <b>874,165</b>      | <b>6.26</b>                                 | <b>86.52</b>                    | <b>441,245</b>      | <b>75.58</b>                    |

The weighted average fair value of stock options granted for the year ended August 31, 2022 was \$17.52 (\$14.86 in 2021) per option. The weighted average fair value of each option granted was estimated at the grant date for purposes of determining share-based payment expense using the Black-Scholes option pricing model based on the following weighted-average assumptions:

| Years ended August 31,             | 2022  | 2021  |
|------------------------------------|-------|-------|
|                                    | %     | %     |
| Expected dividend yield            | 2.80  | 2.75  |
| Expected volatility <sup>(1)</sup> | 24.36 | 24.79 |
| Risk-free interest rate            | 1.60  | 0.43  |
| Expected life (in years)           | 6.0   | 5.9   |

(1) The expected volatility is based on the historical volatility of the Corporation's subordinate voting shares for a period equivalent to the expected life of the options.

## ISU plan

The Corporation offers to its executive officers and designated employees an Incentive Share Unit ("ISU") Plan. According to this plan, executive officers and designated employees periodically receive a given number of ISUs which entitle the participants to receive subordinate voting shares of the Corporation after three years less one day from the date of grant. The number of ISUs is based on the dollar value of the award and the average closing stock price of the Corporation for the previous twelve month period ending August 31. ISUs are redeemable in case of death, permanent disability, normal retirement or termination of employment not for cause. A trust was created for the purpose of purchasing these shares on the stock market in order to protect against stock price fluctuation and the Corporation instructed the trustee to purchase subordinate voting shares of the Corporation on the stock market. These shares are purchased and are held in trust for the participants until they are fully vested. The trust, considered as a special purpose entity, is consolidated in the Corporation's consolidated financial statements with the value of the acquired subordinate voting shares held in trust under the ISU Plan presented in reduction of share capital.

## PSU plan

The Corporation also offers a Performance Share Unit ("PSU") Plan for the benefit of its executive officers and designated employees. The objectives of the PSU Plan are to retain executive officers and designated employees, to align their interests with those of the shareholders and to sustain positive corporate performance, as measured by an economic value creation formula, a performance measure used by management. The number of PSUs is based on the dollar value of the award and the average closing stock price of the Corporation for the previous twelve month period ending August 31. The PSUs vest over a three-year less one day period, based on the level of increase in the economic value of the Corporation or the relevant subsidiary for the preceding three-year period ending August 31, meaning that no vesting will occur if there is no increase in the economic value. The participants are entitled to receive dividend equivalents in the form of additional PSUs but only with respect to PSUs expected to vest. PSUs are redeemable in case of death, permanent disability or termination of employment not for cause, in which cases, the holder of PSUs is entitled to payment of the PSUs in proportion to the time of employment from the date of the grant to the date of termination versus the three-year less one day vesting period. In case of retirement, the holders of PSUs are entitled to partial or full payment of their PSUs depending on a combination of age at the time of retirement and length of service with the Corporation. A trust was created for the purpose of purchasing these shares on the stock market in order to protect against stock price fluctuation and the Corporation instructed the trustee to purchase subordinate voting shares of the Corporation on the stock market. These shares are purchased and are held in trust for the participants until they are fully vested. The trust, considered as a special purpose entity, is consolidated in the Corporation's consolidated financial statements with the value of the acquired subordinate voting shares held in trust under the PSU Plan presented in reduction of share capital.

## DSU plan

The Corporation also offers a Deferred Share Unit ("DSU") Plan for members of the Board to assist in the attraction and retention of qualified individuals to serve on the Board of the Corporation. Each existing or new member of the Board may elect to be paid a percentage of the annual retainer in the form of DSUs with the balance, if any, being paid in cash. The number of DSUs that a member is entitled to receive is based on the average closing price of the subordinate shares on the TSX for the twenty consecutive trading days immediately preceding by one day the date of issue. Dividend equivalents are awarded with respect to DSUs in a member's account on the same basis as if the member was a shareholder of record of subordinate shares on the relevant record date, and the dividend equivalents are credited to the individual's account as additional DSUs. DSUs are redeemable and payable in cash or in shares, upon an individual ceasing to be a member of the Board or in the event of the death of the member.

Changes in the outstanding number of ISUs, PSUs and DSUs were as follows:

|  | ISUs          | PSUs          | DSUs          |
|--|---------------|---------------|---------------|
| Balance at August 31, 2020                 | 76,141        | 112,886       | 50,958        |
| Granted/Issued                             | 27,425        | 33,075        | 8,512         |
| Distributed/Redeemed                       | (27,225)      | (33,972)      | (1,513)       |
| Cancelled                                  | (7,506)       | (18,111)      | —             |
| Dividend equivalents                       | —             | 2,305         | 1,323         |
| <b>Balance at August 31, 2021</b>          | <b>68,835</b> | <b>96,183</b> | <b>59,280</b> |
| Granted/Issued <sup>(1) (2) (3)</sup>      | <b>28,000</b> | <b>33,725</b> | <b>10,862</b> |
| Performance-based additional units granted | —             | 443           | —             |
| Distributed/Redeemed                       | (19,673)      | (34,579)      | —             |
| Cancelled                                  | (1,787)       | (4,021)       | —             |
| Dividend equivalents                       | —             | 2,838         | 2,024         |
| <b>Balance at August 31, 2022</b>          | <b>75,375</b> | <b>94,589</b> | <b>72,166</b> |

(1) The weighted average fair value of the ISUs granted was \$100.88 in 2022 (\$96.55 in 2021).

(2) The weighted average fair value of the PSUs granted was \$101.04 in 2022 (\$94.81 in 2021).

(3) The weighted average fair value of the DSUs issued was \$99.38 in 2022 (\$98.48 in 2021).

The following table shows the compensation expense recorded with regard to the Corporation's share-based payment plans:

| Years ended August 31,                    | 2022         | 2021         |
|---|--------------|--------------|
| <i>(In thousands of Canadian dollars)</i> | \$           | \$           |
| Stock options                             | 893          | 844          |
| ISUs                                      | 2,445        | 2,025        |
| PSUs                                      | 1,890        | 1,492        |
| DSUs                                      | (571)        | 1,300        |
|   | <b>4,657</b> | <b>5,661</b> |

## 20. ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

During fiscal 2022 and 2021, accumulated other comprehensive income (loss) variations were as follows:

| Years ended August 31, 2022 and 2021<br>(In thousands of Canadian dollars) | Cash flow hedge<br>reserve<br>\$ | Foreign currency<br>translation<br>\$ | Total<br>\$     |
|--|----------------------------------|---------------------------------------|-----------------|
| Balance at August 31, 2020   | (52,184)                         | 45,067                                | (7,117)         |
| Other comprehensive income (loss) for the year                             | 21,314                           | (32,191)                              | (10,877)        |
| <b>Balance at August 31, 2021</b>  | <b>(30,870)</b>                  | <b>12,876</b>                         | <b>(17,994)</b> |
| Other comprehensive income for the year                                    | <b>102,185</b>                   | <b>45,415</b>                         | <b>147,600</b>  |
| <b>Balance at August 31, 2022</b>  | <b>71,315</b>                    | <b>58,291</b>                         | <b>129,606</b>  |

## 21. ADDITIONAL CASH FLOWS INFORMATION

### A) CHANGES IN OTHER NON-CASH OPERATING ACTIVITIES

| Years ended August 31,<br>(In thousands of Canadian dollars) | 2022<br>\$    | 2021<br>\$    |
|--|---------------|---------------|
| Trade and other receivables                                  | (8,834)       | 12,480        |
| Prepaid expenses and other                                   | (5,490)       | (2,524)       |
| Other assets   | (7,859)       | (3,195)       |
| Trade and other payables                                     | 97,222        | 42,396        |
| Provisions   | 7,439         | (9,928)       |
| Contract liabilities and other liabilities                   | (7,638)       | 1,060         |
|  | <b>74,840</b> | <b>40,289</b> |

### B) ACQUISITION OF PROPERTY, PLANT AND EQUIPMENT

The following table shows the reconciliation between the cash payments for acquisition of property, plant and equipment, as reported within the investing section in the consolidated statements of cash flows, and the net capital expenditures, as presented in Note 5. Net capital expenditures are presented net of government subsidies, including the subsidies received in advance recognized as a reduction of the cost of property, plant and equipment.

| Years ended August 31,<br>(In thousands of Canadian dollars)   | 2022<br>\$     | 2021<br>\$     |
|--|----------------|----------------|
| <b>Acquisition of property, plant and equipment</b>  | <b>744,655</b> | <b>537,660</b> |
| Subsidies received in advance recognized as a reduction of the cost of property, plant and equipment during the year | (55,742)       | (4,474)        |
| <b>Net capital expenditures</b>  | <b>688,913</b> | <b>533,186</b> |

## C) CHANGES IN LIABILITIES ARISING FROM FINANCING ACTIVITIES

| Years ended August 31, 2022 and 2021<br>(In thousands of Canadian dollars) | Long-term debt    |   |                   |                                      | Total            |
|--|-------------------|---|-------------------|--------------------------------------|------------------|
|  | Bank indebtedness | Notes, debentures and credit facilities | Lease liabilities | Balance due on business combinations |                  |
|  | \$                | \$                                      | \$                | \$                                   | \$               |
| Balance at August 31, 2020   | 7,610             | 3,072,511                               | 41,235            | 2,856                                | 3,124,212        |
| Decrease in bank indebtedness  | (3,150)           | —                                       | —                 | —                                    | (3,150)          |
| Net increase under the revolving facilities                                | —                 | 256,230                                 | —                 | —                                    | 256,230          |
| Repayment of notes, debentures and credit facilities                       | —                 | (21,410)                                | —                 | —                                    | (21,410)         |
| Repayment of lease liabilities   | —                 | —                                       | (4,123)           | —                                    | (4,123)          |
| Repayment of balance due on business combinations                          | —                 | —                                       | —                 | (1,708)                              | (1,708)          |
| Total cash flows (used in) from financing activities excluding equity      | (3,150)           | 234,820                                 | (4,123)           | (1,708)                              | 225,839          |
| Interest paid on lease liabilities   | —                 | —                                       | (1,577)           | —                                    | (1,577)          |
| Total cash flow changes  | (3,150)           | 234,820                                 | (5,700)           | (1,708)                              | 224,262          |
| Effect of changes in foreign exchange rates                                | —                 | (85,462)                                | (396)             | 2                                    | (85,856)         |
| Amortization of discounts, transaction costs and other                     | —                 | 12,937                                  | —                 | —                                    | 12,937           |
| Net increase in lease liabilities  | —                 | —                                       | 977               | —                                    | 977              |
| Assumed through business combinations                                      | —                 | 10                                      | 1,284             | —                                    | 1,294            |
| Settlement of balance due on business combinations                         | —                 | —                                       | —                 | (1,150)                              | (1,150)          |
| Total non-cash changes   | —                 | (72,515)                                | 1,865             | (1,148)                              | (71,798)         |
| <b>Balance at August 31, 2021</b>  | <b>4,460</b>      | <b>3,234,816</b>                        | <b>37,400</b>     | <b>—</b>                             | <b>3,276,676</b> |
| Increase in bank indebtedness  | 4,173             | —                                       | —                 | —                                    | 4,173            |
| Net decrease under the revolving facilities                                | —                 | (153,235)                               | —                 | —                                    | (153,235)        |
| Issuance of long-term debt, net of discounts and transaction costs         | —                 | 1,611,064                               | —                 | —                                    | 1,611,064        |
| Repayment of notes, debentures and credit facilities                       | —                 | (227,577)                               | —                 | —                                    | (227,577)        |
| Repayment of lease liabilities   | —                 | —                                       | (4,438)           | —                                    | (4,438)          |
| Repayment of balance due on business combinations                          | —                 | —                                       | —                 | (3,162)                              | (3,162)          |
| Total cash flows from (used in) financing activities excluding equity      | 4,173             | 1,230,252                               | (4,438)           | (3,162)                              | 1,226,825        |
| Interest paid on lease liabilities   | —                 | —                                       | (1,296)           | —                                    | (1,296)          |
| Total cash flow changes  | 4,173             | 1,230,252                               | (5,734)           | (3,162)                              | 1,225,529        |
| Effect of changes in foreign exchange rates                                | —                 | 146,244                                 | 490               | 10                                   | 146,744          |
| Amortization of discounts, transaction costs and other                     | —                 | 18,530                                  | —                 | —                                    | 18,530           |
| Net increase in lease liabilities  | —                 | —                                       | 10,218            | —                                    | 10,218           |
| Assumed through business combinations                                      | —                 | —                                       | 1,253             | —                                    | 1,253            |
| Increase in balance due on business combinations                           | —                 | —                                       | —                 | 3,152                                | 3,152            |
| Total non-cash changes   | —                 | 164,774                                 | 11,961            | 3,162                                | 179,897          |
| <b>Balance at August 31, 2022</b>  | <b>8,633</b>      | <b>4,629,842</b>                        | <b>43,627</b>     | <b>—</b>                             | <b>4,682,102</b> |



## D) CASH AND CASH EQUIVALENTS

| At August 31,                                | 2022    | 2021    |
|--|---------|---------|
| (In thousands of Canadian dollars)           | \$      | \$      |
| Cash   | 177,299 | 365,520 |
| Cash with restrictions on use <sup>(1)</sup> | 127,851 | 183,534 |
| Cash equivalents                             | 65,749  | —       |
|  | 370,899 | 549,054 |

(1) In connection with government subsidies received in advance, pertaining mainly to Cogeco Connexion's high-speed Internet network expansion projects.

## 22. EMPLOYEE BENEFITS

### A) DEFINED CONTRIBUTION PLANS AND COLLECTIVE REGISTERED RETIREMENT SAVING PLANS

The Corporation and its subsidiaries offer to certain employees defined contribution plans or collective registered retirement savings plans. Under these plans, the Corporation and its subsidiaries' obligations are limited to the payment of the monthly employer's contribution. The total expense recognized with respect to these plans amounted to \$9.8 million (\$8.8 million in 2021) for the year ended August 31, 2022 and is included in the Corporation's consolidated statement of profit and loss under *Salaries, employee benefits and outsourced services*.

### B) DEFINED BENEFIT PLANS

The Corporation and its subsidiaries sponsor a defined benefit plan for the benefit of certain employees and a separate defined benefit plan for the benefit of their executive officers, which provide pensions based on the number of years of service and the average salary during the employment of each participant. In addition, the Corporation and its subsidiaries offer to their designated executive officers a supplementary pension plan. The defined benefit plans are registered with the Office of the Superintendent of Financial Institutions and are subject to the Federal Pension Benefits Standards Act. The plans are also registered with the Canada Revenue Agency and are subject to the Income Tax Act (Canada). The Corporation's Pension Advisory Committee oversees the administration of these plans, which includes the following principal areas: monitoring of the funds performance and ensuring the plans are appropriately funded, decision-making in relation to the investment strategy, the plans' design and fund manager selection, and reviewing and approving the audited financial statements of the pension plans. The Corporation's funding policy is to maintain its contribution at a level sufficient to cover benefits and to meet requirements of the applicable regulations and plan provisions that govern the funding of the plans. The defined benefit plans are funded by the Corporation's and the participants' contributions. The defined benefits plans funding is calculated based on actuarial estimates and is subject to limitations under applicable income tax and other regulations.

Each year at August 31, the Corporation and its subsidiaries measure plan assets at fair value, as well as the defined benefit obligation for all plans. The most recent actuarial valuation of the pension plan for the benefit of the employees was at August 31, 2021 and the next required valuation is at August 31, 2022, which is expected to be completed in February 2023. For the executive officers' plans, the most recent actuarial valuation was at August 31, 2020 and the next required valuation is at August 31, 2023.

The following table provides a reconciliation of the change in the defined benefit obligation and plan assets at fair value and a statement of the funded status at August 31:

| Years ended August 31,  | 2022     | 2021    |
|---|----------|---------|
| (In thousands of Canadian dollars)                                | \$       | \$      |
| <b>Defined benefit obligation <sup>(1)</sup></b>                  |          |         |
| Defined benefit obligation, beginning of the year                 | 60,640   | 61,357  |
| Current service cost  | 1,903    | 2,063   |
| Interest cost   | 1,892    | 1,668   |
| Contributions by plan participants                                | 213      | 216     |
| Benefits paid   | (2,008)  | (1,795) |
| Actuarial losses (gains) on obligation arising from:              |          |         |
| Experience adjustments  | (13,149) | 583     |
| Changes in demographic assumptions                                | —        | 251     |
| Changes in financial assumptions                                  | —        | (3,703) |
| Defined benefit obligation, end of the year                       | 49,491   | 60,640  |
| <b>Plan assets at fair value</b>                                  |          |         |
| Plan assets at fair value, beginning of the year                  | 61,094   | 53,011  |
| Interest income   | 1,880    | 1,426   |
| Return on plan assets, except amounts included in interest income | (11,598) | 5,085   |
| Administrative expense  | (175)    | (188)   |
| Contributions by plan participants                                | 213      | 216     |
| Employer contributions  | 2,579    | 3,339   |
| Benefits paid   | (2,008)  | (1,795) |
| Plan assets at fair value, end of the year                        | 51,985   | 61,094  |
| <b>Funded status</b>  |          |         |
| Plan assets at fair value   | 51,985   | 61,094  |
| Defined benefit obligation  | 49,491   | 60,640  |
| Plan surplus  | 2,494    | 454     |
| Effect of asset ceiling   | (2,883)  | (3,513) |
| Net defined benefit liability                                     | (389)    | (3,059) |

(1) The weighted average duration of the defined benefit obligation is 12 years at August 31, 2022 (13 years at August 31, 2021).

The net defined benefit liability is included in the Corporation's consolidated statements of financial position under *Pension plan liabilities and accrued employee benefits*.

#### Pension plan liabilities and accrued employee benefits

| At August 31,                             | 2022  | 2021  |
|---|-------|-------|
| (In thousands of Canadian dollars)        | \$    | \$    |
| Pension plan liabilities                  | 389   | 3,059 |
| Accrued employee benefits - DSU liability | 5,853 | 6,794 |
|   | 6,242 | 9,853 |

## Defined benefit costs recognized in profit or loss

| Years ended August 31,   | 2022  | 2021  |
|--|-------|-------|
| <i>(In thousands of Canadian dollars)</i>  | \$    | \$    |
| Recognized in operating expenses (salaries, employee benefits and outsourced services) |       |       |
| Current service cost   | 1,903 | 2,063 |
| Administrative expense   | 175   | 188   |
| Recognized in financial expense (other)  |       |       |
| Net interest   | 119   | 242   |
|  | 2,197 | 2,493 |

## Defined benefit costs recognized in other comprehensive income

| Years ended August 31,  | 2022     | 2021    |
|---|----------|---------|
| <i>(In thousands of Canadian dollars)</i>                         | \$       | \$      |
| Actuarial losses (gains) arising from:                            |          |         |
| Experience adjustments  | (13,149) | 583     |
| Change in demographic assumptions                                 | —        | 251     |
| Change in financial assumptions                                   | —        | (3,703) |
| Return on plan assets, except amounts included in interest income | 11,598   | (5,085) |
| Change in asset ceiling   | (737)    | 3,513   |
|   | (2,288)  | (4,441) |

## Changes in the asset ceiling

| Years ended August 31,                    | 2022  | 2021  |
|---|-------|-------|
| <i>(In thousands of Canadian dollars)</i> | \$    | \$    |
| Balance, beginning of the year            | 3,513 | —     |
| Interest on asset ceiling                 | 107   | —     |
| Change in asset ceiling                   | (737) | 3,513 |
| Balance, end of the year                  | 2,883 | 3,513 |

The Corporation's asset ceiling represents the present value of future economic benefits available in the form of reductions in future contributions.

The expected employer contributions to the Corporation's defined benefit plans should be approximately \$2.7 million in 2023.

Plan assets consist of:

| At August 31,                    | 2022 | 2021 |
|----------------------------------|------|------|
|                                  | %    | %    |
| Equity securities <sup>(1)</sup> | 51.4 | 51.6 |
| Debt securities <sup>(1)</sup>   | 34.3 | 34.6 |
| Deposits in trust <sup>(2)</sup> | 13.4 | 13.3 |
| Other                            | 0.9  | 0.5  |
| Total                            | 100  | 100  |

(1) All equity and debt securities have a quoted price in active markets and do not include securities issued by the Corporation.

(2) Deposits in trust prescribed by the Canada Revenue Agency for funded supplemental employee retirement plans are non-interest bearing.

The significant weighted average assumptions used in measuring the Corporation's defined benefit obligation and defined benefit costs are as follows:

| At August 31,                                | 2022     | 2021     |
|--|----------|----------|
|  | %        | %        |
| <b>Defined benefit obligation</b>            |          |          |
| Discount rate                                | 4.95     | 3.05     |
| Rate of compensation increase <sup>(1)</sup> | 2.60     | 2.60     |
| Mortality table                              | CPM-2014 | CPM-2014 |
| <b>Defined benefit costs</b>                 |          |          |
| Discount rate                                | 4.95     | 3.40     |
| Rate of compensation increase                | 2.60     | 2.60     |
| Mortality table                              | CPM-2014 | CPM-2014 |

(1) Increase of 2.60% from January 1, 2023 (2.60% in 2022).

## C) EXPOSURE TO ACTUARIAL RISKS

The Corporation is exposed to the following actuarial risks:

### Investment risk

The investment strategy of the plans is to diversify the nature of the returns on assets. Given the long-term nature of the defined benefit obligation, a portion of the assets are invested in equity securities in order to maximize return. Since equity securities are inherently volatile and risky, the Corporation sets investment goals, both in terms of asset mix percentage and target return, which is monitored monthly and adjusted as needed.

### Interest rate risk

A decrease in the interest rate on investment-grade fixed-rate corporate bonds will reduce the discount rate used and increase the present value of the defined benefit obligation. However, the increase in the obligation would be partly offset by an increase in the value of plan investments in debt securities.

### Salary risk

Active members' expected benefits are linked to their pre-retirement compensation. The present value of the defined benefit obligation is calculated using management's best estimate of the expected rate of compensation increase of plan members. Increasing that assumption would increase the defined benefit obligation.

## D) SENSITIVITY ANALYSIS

The sensitivity analysis of the defined benefit obligation was calculated based on reasonably possible changes to each key actuarial assumption without considering simultaneous changes to several key actuarial assumptions. A change in one actuarial assumption could trigger a change in another actuarial assumption, which could amplify or mitigate the impact of the change in these assumptions on the present value of the defined benefit obligation. The sensitivity analysis was prepared in accordance with the Corporation's accounting policies described in Note 2 K). The actual results of items subject to estimates may differ.

| At August 31, 2022                                     | Change in assumption | Increase in the defined benefit obligation |
|--|----------------------|--|
| (In thousands of Canadian dollars, except percentages) | %                    | \$   |
| Discount rate decrease                                 | 0.25                 | 1,580                                      |
| Expected rate of compensation increase                 | 0.25                 | 100  |

## 23. FINANCIAL INSTRUMENTS

### A) FINANCIAL RISK MANAGEMENT

Management's objectives are to protect the Corporation and its subsidiaries against material economic exposures and variability of results, and against certain financial risks including credit, liquidity, interest rate, foreign exchange and market risks.

#### Credit risk

Credit risk represents the risk of financial loss for the Corporation if a customer or counterparty to a financial asset fails to meet its contractual obligations. The Corporation is exposed to credit risk arising from the derivative financial instruments, cash and cash equivalents and trade accounts receivable, the maximum exposure of which is represented by the carrying amounts reported on the consolidated statements of financial position.

Credit risk from derivative financial instruments arises from the possibility that counterparties to the interest rate swaps may default on their obligations in instances where these agreements have positive fair values for the Corporation. The Corporation reduces this risk by completing transactions with financial institutions that carry a high credit rating. The Corporation assesses the creditworthiness of the counterparties in order to minimize the risk of counterparties default under the agreements. At August 31, 2022, management believes that the credit risk relating to its derivative financial instruments is minimal, since the lowest credit rating of the counterparties to the agreements is "A" by Standard & Poor's rating services ("S&P").

Cash equivalents consist mainly of short-term, highly liquid investments. The Corporation has deposited the cash and cash equivalents with reputable financial institutions, for which management believes the risk of loss to be remote. At August 31, 2022 and 2021, cash and cash equivalents consisted solely of cash in banks.

The Corporation is also exposed to credit risk in relation to its trade accounts receivable. To mitigate such risk, the Corporation continuously monitors the financial condition of its customers and reviews the credit history or worthiness of each new large customer. The Corporation establishes an allowance for lifetime expected credit losses related to doubtful accounts. The doubtful accounts allowance is calculated on a specific-identification basis for larger customer accounts receivable and on a statistically derived basis for the remainder. Factors such as the current economic conditions, forward-looking macroeconomic data and historical information (number of overdue days of the customer's balance outstanding as well as the customer's collection history) are examined. The Corporation believes that its allowance for doubtful accounts is sufficient to cover the related credit risk. The Corporation has credit policies in place and has established various credit controls, including credit checks, deposits on accounts and advance billing, and has also established procedures to suspend the availability of services when customers have fully utilized approved credit limits or have violated existing payment terms. Since the Corporation has a large and diversified clientele dispersed throughout its market areas in Canada and the United States, there is no significant concentration of credit risk.

The following table provides further details on trade and other receivables, net of allowance for doubtful accounts:

| At August 31,                      | 2022     | 2021    |
|------------------------------------|----------|---------|
| (In thousands of Canadian dollars) | \$       | \$      |
| Trade accounts receivable          | 99,735   | 77,608  |
| Allowance for doubtful accounts    | (12,958) | (6,035) |
|                                    | 86,777   | 71,573  |
| Other accounts receivable          | 21,667   | 6,773   |
|                                    | 108,444  | 78,346  |

Trade accounts receivable past due is defined as the amount outstanding beyond normal credit terms and conditions for the respective customers. The Corporation considers the amount outstanding at the due date as trade accounts receivable past due. A large portion of the Corporation's customers are billed and pay before the services are rendered.

The following table provides further details on trade accounts receivable past due, net of allowance for doubtful accounts:

| At August 31,                             | 2022   | 2021   |
|---|--------|--------|
| <i>(In thousands of Canadian dollars)</i> | \$     | \$     |
| Less than 60 days past due                | 18,073 | 14,552 |
| 60 to 90 days past due                    | 427    | 276    |
| More than 90 days past due                | —      | 81     |
|   | 18,500 | 14,909 |

The following table shows changes in the allowance for doubtful accounts:

| Years ended August 31,                    | 2022     | 2021     |
|---|----------|----------|
| <i>(In thousands of Canadian dollars)</i> | \$       | \$       |
| Balance, beginning of the year            | 6,035    | 6,235    |
| Provision for impaired receivables        | 32,307   | 15,931   |
| Net use                                   | (25,683) | (16,077) |
| Foreign currency translation adjustments  | 299      | (54)     |
| Balance, end of the year                  | 12,958   | 6,035    |

## Liquidity risk

Liquidity risk is the risk that the Corporation will not be able to meet its financial obligations as they become due. The Corporation manages liquidity risk through the management of its capital structure and access to different capital markets. It also manages liquidity risk by continuously monitoring actual and projected cash flows to ensure sufficient liquidity to meet its obligations when due. At August 31, 2022, the Corporation had used \$112.9 million of its \$750 million Term Revolving Facility for a remaining availability of \$637.1 million. Management believes that the committed Term Revolving Facility will, until its maturity in 2027, provide sufficient liquidity to manage its long-term debt maturities and support working capital requirements. In addition, two subsidiaries related to Breezeline also benefit from a Senior Secured Revolving Facility of \$196.7 million (US\$150 million), of which \$3.6 million (US\$2.7 million) was used at August 31, 2022, in the form of letters of credit, for a remaining availability of \$193.1 million (US\$147.3 million).

The following table summarizes the contractual maturities of the financial liabilities and lease liabilities, and related capital amounts at August 31, 2022:

|   | Contractual cash flows |        |           |        |         |            |           |
|---|------------------------|--------|-----------|--------|---------|------------|-----------|
|   | 2023                   | 2024   | 2025      | 2026   | 2027    | Thereafter | Total     |
| <i>(In thousands of Canadian dollars)</i> | \$                     | \$     | \$        | \$     | \$      | \$         | \$        |
| Bank indebtedness                         | 8,633                  | —      | —         | —      | —       | —          | 8,633     |
| Trade and other payables <sup>(1)</sup>   | 362,455                | —      | —         | —      | —       | —          | 362,455   |
| Notes, debentures and credit facilities   | 334,089                | 34,089 | 2,370,141 | 11,800 | 314,664 | 1,615,090  | 4,679,873 |
| Lease liabilities                         | 5,242                  | 4,831  | 4,438     | 4,152  | 3,639   | 21,570     | 43,872    |
|   | 710,419                | 38,920 | 2,374,579 | 15,952 | 318,303 | 1,636,660  | 5,094,833 |

(1) Excluding accrued interest on notes, debentures and credit facilities.

The following table is a summary of interest payable on long-term debt that is due for each of the next five years and thereafter:

|   | 2023     | 2024     | 2025     | 2026     | 2027    | Thereafter | Total     |
|---|----------|----------|----------|----------|---------|------------|-----------|
| <i>(In thousands of Canadian dollars)</i>                                   | \$       | \$       | \$       | \$       | \$      | \$         | \$        |
| Interest payments on notes, debentures and credit facilities <sup>(1)</sup> | 206,204  | 192,077  | 136,971  | 84,331   | 77,212  | 123,096    | 819,891   |
| Interest payments on lease liabilities                                      | 1,492    | 1,323    | 1,158    | 1,005    | 858     | 3,595      | 9,431     |
| Interest receipts on derivative financial instruments <sup>(1)</sup>        | (47,512) | (38,743) | (28,540) | (15,442) | (7,170) | —          | (137,407) |
| Interest payments on derivative financial instruments <sup>(1)</sup>        | 31,616   | 24,116   | 15,557   | 8,499    | 4,116   | —          | 83,904    |
|   | 191,800  | 178,773  | 125,146  | 78,393   | 75,016  | 126,691    | 775,819   |

(1) Based on the principal amounts and interest rates prevailing on the outstanding debt at August 31, 2022 and their respective maturities.

### Interest rate risk

The Corporation is exposed to interest rate risk on its floating interest rate instruments. Interest rate fluctuations will have an effect on the repayment of these instruments. At August 31, 2022, all of the Corporation's long-term debt was at fixed rate, except for the amounts drawn under the Term Revolving Facility and First Lien Credit Facilities, which are subject to floating interest rates.

To reduce the risk on the floating interest rate instruments and mitigate the impact of interest rate variations, the Corporation's U.S. subsidiary entered into fixed interest rate swap agreements. The following table shows the interest rate swaps outstanding at August 31, 2022:

| Type of hedge | Notional amount | Receive interest rate                  | Pay interest rate | Maturity                     | Hedged item                            |
|---------------|-----------------|--|-------------------|------------------------------|--|
| Cash flow     | US\$770 million | US LIBOR base rate                     | 2.017% - 2.262%   | January 2023 - November 2024 | Senior Secured Term Loan B - Tranche 1 |
| Cash flow     | US\$800 million | US LIBOR base rate with a 50 bps floor | 1.224% - 1.463%   | October 2025 - July 2027     | Senior Secured Term Loan B - Tranche 2 |

The sensitivity of the Corporation's annual financial expense to an increase of 1% in the interest rate applicable to the unhedged portion of these facilities would represent an increase of approximately \$13.1 million based on the outstanding debt and swap agreements at August 31, 2022.

## Foreign exchange risk

A large portion of the Corporation's consolidated revenue and expenses are received or denominated in the functional currency of the business units operating in the markets in which it does business. Accordingly, the Corporation's sensitivity to variations in foreign exchange rates is economically limited. The Corporation's main source of foreign exchange risk resides in the Canadian operations' business transactions denominated in US dollars. The Corporation's objective in managing its foreign exchange risk is to minimize its exposure to foreign currency cash flows and operations, by transacting with third parties in the functional currency of the business units to the maximum extent possible and practical and through the use of derivative financial instruments.

The Corporation's current financial assets and liabilities subject to foreign exchange risk are as follows:

| At August 31,                         | 2022     | 2021   |
|---------------------------------------|----------|--------|
|                                       | US       | US     |
| (In thousands of Canadian dollars)    | \$       | \$     |
| <b>Financial assets (liabilities)</b> |          |        |
| Cash and cash equivalents             | 17,535   | 29,794 |
| Trade and other payables              | (22,445) | (169)  |
|                                       | (4,910)  | 29,625 |

The impact of a 10% increase in the exchange rate of the US dollar to the Canadian dollar would affect the measurement of the above financial instruments denominated in US dollars, which would therefore increase financial expense by approximately \$0.5 million.

The Corporation is also exposed to foreign exchange risk with respect to the interest, amounting to \$158.8 million, associated with its notes, debentures and credit facilities denominated in US dollars. The impact of a 10% increase in the exchange rate of the US dollar to the Canadian dollar would increase financial expense by approximately \$15.9 million based on the outstanding debt and swap agreements at August 31, 2022.

Furthermore, a foreign currency exposure arises from the Corporation's net investment in its U.S. subsidiary, as a result of the translation of the net investment into the Corporation's functional currency. A portion of the Corporation's net investment in its U.S. subsidiary is hedged by the Corporation's US dollar denominated Senior Secured Notes, which the Corporation has designated as hedges of the net investment, while a portion is economically hedged by its U.S. subsidiary's US dollar denominated First Lien Credit Facilities.

The following table shows the aggregate investment in foreign operations attributable to owners of the Corporation and the notional amount of debt borrowed to hedge this investment at August 31, 2022:

| Type of hedge  | Notional amount of debt | Aggregate investment | Hedged item                                       |
|----------------|-------------------------|----------------------|---|
| Net investment | US\$390 million         | US\$1,266 million    | Net investment in foreign operations in US dollar |

The exchange rate used to translate the US dollar currency to the Canadian dollar for the consolidated statement of financial position accounts at August 31, 2022 was \$1.3111 (\$1.2617 at August 31, 2021) per US dollar. A 10% decrease in the exchange rate of the US dollar to the Canadian dollar would decrease other comprehensive income by approximately \$114.9 million.

## Market risk

The Corporation uses derivative instruments to manage the cash flow exposure to the risk of changes in the price of its subordinate voting shares under the DSU plan. As such, the Corporation uses equity swap agreements to economically hedge the market price appreciation risk of its subordinate voting shares.

The following table shows the equity derivative contracts outstanding at August 31, 2022:

| Type of hedge | Notional     | Maturity     | Average share price | Hedged item           |
|---------------|--------------|--------------|---------------------|-----------------------|
| Economic      | 70,200 units | January 2023 | \$98.94             | Equity price exposure |

At August 31, 2022, the fair value of the equity swap was \$1.3 million and recognized as a liability. As a result of the equity swap, a 10% increase in the market price of the subordinate voting shares would not have a material financial impact on the Corporation's results.



## B) FAIR VALUE OF FINANCIAL INSTRUMENTS

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair values are estimated at a specific point in time, by discounting expected cash flows at rates for assets and liabilities of the same remaining maturities and conditions. These estimates are subjective in nature and involve uncertainties and significant judgment, and therefore, cannot be determined with precision. In addition, income taxes and other expenses that would be incurred on disposition of these financial instruments are not reflected in the fair values. As a result, the fair values are not necessarily the net amounts that would be realized if these instruments were settled. The Corporation has determined the fair value of its financial instruments as follows:

- The carrying amount of cash and cash equivalents, trade and other receivables, bank indebtedness and trade and other payables approximates fair value because of the short-term nature of these instruments;
- Interest rates under the terms of the Term Revolving Facility and First Lien Credit Facilities are based on bankers' acceptance, US dollar base rate loans and LIBOR loans in US dollars, plus the applicable credit spread. The fair value of these instruments is based on current trading values for similar financial instruments;
- The fair value of the Senior Secured Debentures Series 3 and 4, and Senior Secured Notes is based on current trading values for similar financial instruments.

The carrying value of all the Corporation's financial instruments approximates fair value, except as otherwise noted in the following table:

| At August 31,                             | 2022           |            | 2021           |            |
|---|----------------|------------|----------------|------------|
|   | Carrying value | Fair value | Carrying value | Fair value |
| <i>(In thousands of Canadian dollars)</i> | \$             | \$         | \$             | \$         |
| Notes, debentures and credit facilities   | 4,629,842      | 4,507,568  | 3,234,816      | 3,347,701  |

All financial instruments recognized at fair value on the consolidated statements of financial position must be measured based on the three fair value hierarchy levels, which are as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Corporation considers that its derivative financial instruments are classified as Level 2 under the fair value hierarchy. The fair value of derivative financial instruments is estimated using valuation models that reflect projected future cash flows over contractual terms of the derivative financial instruments and observable market data, such as interest and currency exchange rate curves.

## C) CAPITAL MANAGEMENT

The Corporation's objectives in managing capital are to ensure sufficient liquidity to support the capital requirements of its various businesses, including development of the business by acquisition, internal growth opportunities and innovation. The Corporation manages its capital structure and makes adjustments in light of general economic conditions, the regulatory environment, the risk characteristics of the underlying assets and the Corporation's working capital requirements. Management of the capital structure involves the issuance of new debt, the repayment of existing debt, the issuance or repurchase of equity and distributions to shareholders.

The capital structure of the Corporation is composed of shareholders' equity, cash and cash equivalents, bank indebtedness and long-term debt.

The provisions of financing agreements provide for restrictions on the activities of the Corporation. Generally, the most significant restrictions relate to permitted investments and dividends on multiple and subordinate voting shares, as well as the maintenance of certain financial ratios primarily linked to adjusted EBITDA, financial expense and total indebtedness. At August 31, 2022 and 2021, the Corporation was in compliance with all of its debt covenants and was not subject to any other externally imposed capital requirements.

The Corporation monitors and manages its capital structure using a number of measures, including the following key ratios and other financial measures:

|  | 2022      | 2021      |
|--|-----------|-----------|
| Net indebtedness                                   | 4,489,330 | 2,954,188 |
| Fixed-rate indebtedness <sup>(1)</sup>             | 72 %      | 60 %      |
| Weighted average term: long-term debt (in years)   | 4.0       | 3.2       |
| Net indebtedness / adjusted EBITDA <sup>(2)</sup>  | 3.2       | 2.5       |
| Adjusted EBITDA / financial expense <sup>(2)</sup> | 7.4       | 9.7       |

(1) Calculated as the principal on fixed-rate long-term debt divided by the principal on long-term (see Note 18).

(2) Calculation based on adjusted EBITDA and financial expense for the year ended August 31, 2022, which includes a full year of operations for Ohio, and for the year ended August 31, 2021, which includes 8.5 months of DERYtelecom operations.

Net indebtedness is a measure used by management to assess the Corporation's financial leverage, as it represents the debt net of the available unrestricted cash and cash equivalents. The reconciliation of net indebtedness to long-term-debt is as follows:

|   | 2022      | 2021      |
|---|-----------|-----------|
|   | \$        | \$        |
| <b>Long-term debt, including the current portion</b>                              | 4,673,469 | 3,272,216 |
| Discounts, transaction costs and other  | 50,276    | 43,032    |
| <b>Long-term debt before discounts, transaction costs and other</b>               | 4,723,745 | 3,315,248 |
| Bank indebtedness   | 8,633     | 4,460     |
| Cash and cash equivalents, excluding cash with restrictions on use <sup>(1)</sup> | (243,048) | (365,520) |
| <b>Net indebtedness</b>   | 4,489,330 | 2,954,188 |

(1) See Note 21 D).

## D) CATEGORIES OF FINANCIAL INSTRUMENTS

| At August 31,  | 2022      | 2021      |
|--|-----------|-----------|
| (In thousands of Canadian dollars)                                 | \$        | \$        |
| <b>Financial assets</b>  |           |           |
| Financial assets measured and classified at amortized cost         | 479,343   | 627,400   |
| Derivative financial instruments in designated hedge relationships | 97,028    | —         |
|  | 576,371   | 627,400   |
| <b>Financial liabilities</b>                                       |           |           |
| Financial liabilities measured and classified at amortized cost    | 5,018,936 | 3,509,773 |
| Derivative financial instruments in designated hedge relationships | —         | 42,000    |
|  | 5,018,936 | 3,551,773 |

## 24. RELATED PARTY TRANSACTIONS

### A) MANAGEMENT FEES AND OTHER RELATED PARTY TRANSACTIONS

Cogeco Communications is a subsidiary of Cogeco, which as of August 31, 2022 held 34.3% of the Corporation's equity shares, representing 83.9% of the votes attached to the Corporation's voting shares.

Cogeco provides executive and administrative services to the Corporation under a Management Services Agreement (the "Agreement"). The methodology used to establish the management fees is based on the costs incurred by Cogeco plus a reasonable mark-up. Provision is made for future adjustments upon the request of either Cogeco or the Corporation from time to time during the term of the Agreement. For fiscal 2022, management fees paid to Cogeco amounted to \$22.3 million (\$23.5 million in 2021).

No direct remuneration is payable to Cogeco's executive officers by the Corporation. However, during fiscal 2022 and 2021, the Corporation granted stock options and PSUs to these executive officers, as executive officers of Cogeco Communications, and issued DSUs to Board directors of Cogeco, as shown in the following table:

| Years ended August 31, | 2022   | 2021   |
|------------------------|--------|--------|
| Stock options          | 78,700 | 74,275 |
| PSUs                   | 11,000 | 10,375 |
| DSUs                   | —      | 792    |

The following table shows the amounts that the Corporation charged Cogeco with regard to the Corporation's stock options, ISUs and PSUs granted to these executive officers, as well as DSUs issued to Board directors of Cogeco:

| Years ended August 31,             | 2022  | 2021  |
|------------------------------------|-------|-------|
| (In thousands of Canadian dollars) | \$    | \$    |
| Stock options                      | 1,178 | 1,242 |
| ISUs                               | —     | 6     |
| PSUs                               | 1,174 | 632   |
| DSUs                               | (267) | 269   |
|                                    | 2,085 | 2,149 |

## B) COMPENSATION OF KEY MANAGEMENT PERSONNEL

Key management personnel is comprised of the members of the Board and of the Management Committee of the Corporation. The compensation paid or payable to key management personnel for employee services, which excludes the compensation to executive officers of Cogeco paid under the Management Services Agreement (included in *Management fees - Cogeco Inc.*), is as follows:

| Years ended August 31,                            | 2022  | 2021  |
|---|-------|-------|
| (In thousands of Canadian dollars)                | \$    | \$    |
| Salaries and other short-term employee benefits   | 3,424 | 4,014 |
| Share-based payments and post-employment benefits | 2,509 | 2,903 |
|   | 5,933 | 6,917 |

## 25. COMMITMENTS, CONTINGENCIES AND GUARANTEES

### A) COMMITMENTS

The following table presents the Corporation's commitments that are not recognized as liabilities at August 31, 2022, and are due in each of the next five years and thereafter:

|   | 2023    | 2024   | 2025   | 2026   | 2027   | Thereafter |
|---|---------|--------|--------|--------|--------|------------|
| <i>(In thousands of Canadian dollars)</i>                   | \$      | \$     | \$     | \$     | \$     | \$         |
| Acquisition of property, plant and equipment <sup>(1)</sup> | 185,224 | 2,130  | 2,760  | 2,824  | 1,031  | 927        |
| Other long-term contracts <sup>(2)</sup>                    | 79,229  | 71,663 | 53,908 | 49,349 | 26,245 | 38,964     |
| Lease commitments <sup>(3)</sup>                            | 2,292   | 581    | 450    | 447    | 444    | 220        |
|   | 266,745 | 74,374 | 57,118 | 52,620 | 27,720 | 40,111     |

(1) Includes contractual obligations in connection with the Corporation's high-speed Internet expansion projects, accelerated purchases of certain equipment in order to avoid potential supply chain shortages and minimum spend commitments for acquisition of customer premise equipment.

(2) Includes long-term commitments under service and product contracts for operating expenditures, including minimum spend commitments.

(3) Includes leases committed not yet commenced and leases of low value items.

As at August 31, 2022, performance and payment bonds amounting to \$157.9 million were issued in accordance with the rules established by Infrastructure Ontario in connection with Ontario's Accelerated High Speed Internet Program.

### B) CONTINGENCIES

#### Final rates for aggregated wholesale Internet access services

On May 27, 2021, the CRTC released Telecom Decision 2021-181, which ruled on applications by cable carriers (including the Corporation) and telecommunications carriers to review and vary Telecom Order 2019-288. In Telecom Order 2019-288, the CRTC had set final rates for Cogeco Connexion's aggregated wholesale high-speed Internet access service that were significantly lower than the interim rates set in October 2016, and had made them retroactive to March 31, 2016. In Telecom Decision 2021-181, the CRTC overturned the 2019 rate reductions and made the interim rates it had previously established in 2016, with certain adjustments, final. As a result of this decision, the Corporation was required to make retroactive payments to wholesale Internet access customers for the period of March to October 2016 and recognized an amount of \$4.6 million as a reduction of revenue during the third quarter of fiscal 2021.

Since then, two independent Internet service providers ("Resellers") and a trade association representing Resellers petitioned the Governor in Council to overturn Telecom Decision 2021-181 and reinstate the CRTC's 2019 rate decision (the "Petitions"). On June 4, 2022, the Governor in Council dismissed the Petitions. On July 28, 2021, a Reseller sought leave to appeal Telecom Decision 2021-181 to the Federal Court of Appeal, which was granted on September 15, 2021. The Reseller is seeking an order from the Federal Court of Appeal that sets aside Telecom Order 2021-181 and reinstates Telecom Order 2019-288 or, in the alternative, that refers back Telecom Order 2021-181 to the CRTC for redetermination. The Corporation, along with several other cable carriers, is opposing the appeal.

#### Royalties payable for retransmission of distant television signals

On July 22, 2021, the Federal Court of Appeal issued a decision in response to two applications for judicial review filed by six broadcasting distribution undertakings ("BDUs") (including the Corporation) and nine collective societies challenging a decision by the Copyright Board setting the quantum of royalties payable for the retransmission of distant Canadian and U.S. television over-the-air signals in Canada, for the 2014-2018 period. The Federal Court of Appeal determined that the 2014 and 2015 rates would be final but agreed with the collective societies that the Copyright Board had made errors in determining the 2016 to 2018 rates. The Federal Court of Appeal has sent the matter back to the Copyright Board, which has initiated a new proceeding to determine the rates from 2016 onwards, which could increase as a result of this decision.

Due to the significant uncertainty surrounding both the outcome of this decision and its financial implications, the Corporation has not recorded any financial impact as at August 31, 2022.

#### Other

The Corporation and its subsidiaries are involved in matters involving litigations, other regulatory decisions or potential claims from customers and suppliers arising out of the ordinary course and conduct of its business. Although such matters cannot be predicted with certainty, management does not consider these exposures to be significant to these consolidated financial statements. At August 31, 2022 and 2021, no liability has been recorded with respect to these litigations, other regulatory decisions and potential claims, except for those included in Note 16.

## C) GUARANTEES

In the normal course of business, the Corporation provides indemnification in conjunction with certain transactions. While many of the agreements specify a maximum potential exposure, some do not specify a maximum amount. The overall maximum amount of an indemnification obligation will depend on future events and conditions and therefore cannot be reasonably estimated. As a result, the Corporation cannot determine how they could affect its future liquidity, capital resources or credit risk profile. At August 31, 2022 and 2021, no liability has been recorded with respect to these indemnifications, except for those disclosed in Note 16.

### **Sale of a business**

In connection with the sale of a business, the Corporation has agreed to indemnify the purchaser against claims related to events that occurred prior to the date of sale.

### **Long-term debt**

Under the terms of the US Senior Secured Notes, the Corporation has agreed to indemnify the lenders against changes in regulations relative to withholding taxes and costs incurred due to changes in laws.

### **Sale of services**

As part of transactions involving the sale of services, the Corporation and its subsidiaries may be required to make payments to counterparties as a result of breaches of representations and warranties made into the service agreements.

### **Purchase and development of assets**

As part of transactions involving the purchase and development of assets, the Corporation and its subsidiaries may be required to pay counterparties for costs and losses incurred as a result of breaches of representations and warranties contained in the purchase agreements.

# INVESTOR INFORMATION

## CREDIT RATINGS

The table below shows Cogeco Communications' and Breezeline's credit ratings:

| At August 31, 2022                     | S&P         | DBRS             | Moody's   |
|--|-------------|------------------|-----------|
| <b>Cogeco Communications</b>           |             |                  |           |
| Senior Secured Notes and Debentures    | <b>BBB-</b> | <b>BBB (low)</b> | <b>NR</b> |
| Corporate credit issuer default rating | <b>BB+</b>  | <b>BB (high)</b> | <b>NR</b> |
| <b>Breezeline</b>                      |             |                  |           |
| First Lien Credit Facilities           | <b>BB</b>   | <b>NR</b>        | <b>B1</b> |
| Corporate credit issuer default rating | <b>BB</b>   | <b>NR</b>        | <b>B1</b> |

**NR** : Not rated

Ratings for long-term debt instruments across the universe of composite rates range from "AAA" (S&P and DBRS) or "Aaa" (Moody's), representing the highest quality of securities rated, to "D" (S&P and DBRS) and "C" (Moody's) for the lowest quality of securities rated. Ratings are based on several industry and company specific factors which include financial leverage as one of the key elements considered.

Our ability to access debt capital markets and bank credit markets and the cost and amount of funding available partly depends on the quality of our credit ratings. Obligations rated in the "BBB" category are considered investment grade and their cost of funding is typically lower relative to the "BB/B" rating category. In addition, obligations with "BBB" ratings generally have greater access to funding than those with "BB/B" ratings.

## SHARE INFORMATION

|  |                            |  |
|--|----------------------------|--|
| At August 31, 2022   | Registrar / Transfer agent |  |
| Number of multiple voting shares (10 votes per share) outstanding  | <b>15,691,100</b>          | Computershare Trust Company of Canada<br>100 University Avenue,<br>9th Floor<br>Toronto, ON M5J 2Y1<br>Tel.: 514-982-7555<br>Tel.: 1-800-564-6253<br>Fax: 416-263-9394 |
| Number of subordinate voting shares (1 vote per share) outstanding | <b>30,081,467</b>          |  |
| Stock exchange listing   | The Toronto Stock Exchange |  |
| Trading symbol   | CCA                        |  |

## DIVIDENDS

### DIVIDEND DECLARATION

At its October 27, 2022 meeting, the Board of Directors of Cogeco Communications declared a quarterly eligible dividend of \$0.776 per share for multiple voting and subordinate voting shares, payable on November 24, 2022 to shareholders of record on November 10, 2022. The declaration, amount and date of any future dividend will continue to be considered and approved by the Board of Directors of the Corporation based upon the Corporation's financial condition, results of operations, capital requirements and such other factors as the Board of Directors, at its sole discretion, deems relevant. There is therefore no assurance that dividends will be declared, and if declared, the amount and frequency may vary.

## TRADING STATISTICS

|   |           |           |           |           | 2022       |
|---|-----------|-----------|-----------|-----------|------------|
| Quarters ended  | Nov. 30   | Feb. 28   | May 31    | Aug. 31   | Total      |
| <i>(In Canadian dollars, except subordinate voting share volumes)</i> | \$        | \$        | \$        | \$        |            |
| <hr/>   |           |           |           |           |            |
| The Toronto Stock Exchange  |           |           |           |           |            |
| High  | 119.27    | 106.71    | 114.66    | 105.60    |            |
| Low   | 96.64     | 95.50     | 93.80     | 80.25     |            |
| Close   | 97.63     | 101.20    | 105.25    | 80.41     |            |
| Volume (subordinate voting shares)                                    | 4,924,497 | 4,993,205 | 5,811,169 | 4,988,310 | 20,717,181 |
| <hr/>   |           |           |           |           |            |
|   |           |           |           |           | 2021       |
| Quarters ended  | Nov. 30   | Feb. 28   | May 31    | Aug. 31   | Total      |
| <i>(in Canadian dollars, except subordinate voting share volumes)</i> | \$        | \$        | \$        | \$        |            |
| <hr/>   |           |           |           |           |            |
| The Toronto Stock Exchange  |           |           |           |           |            |
| High  | 132.00    | 119.36    | 122.82    | 123.07    |            |
| Low   | 89.90     | 93.81     | 112.57    | 112.88    |            |
| Close   | 94.01     | 115.07    | 116.02    | 116.01    |            |
| Volume (subordinate voting shares)                                    | 9,525,532 | 6,706,333 | 4,941,036 | 4,150,936 | 25,323,837 |
| <hr/>   |           |           |           |           |            |

# PRIMARY SERVICE UNIT STATISTICS

|   | August 31,<br>2022 | May 31,<br>2022 | February 28,<br>2022 | November 30,<br>2021 | August 31,<br>2021 |
|---|--------------------|-----------------|----------------------|----------------------|--------------------|
| <b>CONSOLIDATED</b>                         |                    |                 |                      |                      |                    |
| Primary service units                       | 3,007,321          | 3,043,837       | 3,064,633            | 3,076,920            | 2,812,443          |
| Internet service customers                  | 1,480,554          | 1,487,267       | 1,486,063            | 1,478,438            | 1,276,571          |
| Video service customers                     | 975,628            | 993,584         | 1,006,650            | 1,019,510            | 982,708            |
| Phone service customers                     | 551,139            | 562,986         | 571,920              | 578,972              | 553,164            |
| <b>CANADA</b>                               |                    |                 |                      |                      |                    |
| Homes passed <sup>(1)</sup>                 | 1,998,418          | 1,990,209       | 1,981,003            | 1,966,056            | 1,960,036          |
| Primary service units                       | 1,818,158          | 1,828,876       | 1,836,783            | 1,840,362            | 1,842,453          |
| Internet service customers <sup>(1)</sup>   | 772,600            | 769,348         | 766,455              | 761,660              | 756,054            |
| Penetration as a percentage of homes passed | 38.7%              | 38.7%           | 38.7%                | 38.7%                | 38.6%              |
| Video service customers                     | 652,590            | 661,272         | 667,629              | 672,781              | 677,194            |
| Penetration as a percentage of homes passed | 32.7%              | 33.2%           | 33.7%                | 34.2%                | 34.6%              |
| Phone service customers                     | 392,968            | 398,256         | 402,699              | 405,921              | 409,205            |
| Penetration as a percentage of homes passed | 19.7%              | 20.0%           | 20.3%                | 20.6%                | 20.9%              |
| <b>UNITED STATES</b>                        |                    |                 |                      |                      |                    |
| Homes passed <sup>(2)</sup>                 | 1,677,939          | 1,657,201       | 1,652,045            | 1,649,767            | 936,519            |
| Primary service units <sup>(2)</sup>        | 1,189,163          | 1,214,961       | 1,227,850            | 1,236,558            | 969,990            |
| Internet service customers                  | 707,954            | 717,919         | 719,608              | 716,778              | 520,517            |
| Penetration as a percentage of homes passed | 42.2%              | 43.3%           | 43.6%                | 43.4%                | 55.6%              |
| Video service customers                     | 323,038            | 332,312         | 339,021              | 346,729              | 305,514            |
| Penetration as a percentage of homes passed | 19.3%              | 20.1%           | 20.5%                | 21.0%                | 32.6%              |
| Phone service customers                     | 158,171            | 164,730         | 169,221              | 173,051              | 143,959            |
| Penetration as a percentage of homes passed | 9.4%               | 9.9%            | 10.2%                | 10.5%                | 15.4%              |

(1) During the fourth quarter of fiscal 2022, homes passed have been adjusted downwards following an exhaustive review of the calculation of Canadian homes passed. This change has been applied retrospectively to the comparative figures. During the fourth quarter of fiscal 2022, the Corporation also modified its definition of Internet service customers in order to be consistent with industry practices. As per the new definition, Internet service customers include only customers who have their Internet service installed, operated and billed directly by the Corporation. The previous definition also included wholesale Internet customers. This change has been applied retrospectively to the comparative figures.

(2) On September 1, 2021, 708,000 homes passed and 284,540 primary service units (196,338 Internet services, 54,598 video services and 33,604 phone services) were added related to the acquisition of the Ohio broadband systems. The lower percentage of homes passed starting from that date reflects a lower penetration rate of the Ohio broadband systems. Homes passed at acquisition date have been adjusted upwards by approximately 19,000 following the migration of the customer management and billing systems in Ohio in late May 2022. This change has been applied retrospectively to the comparative figures.



# BOARD OF DIRECTORS AND CORPORATE MANAGEMENT

## BOARD OF DIRECTORS

★ **LOUIS AUDET**, Eng., MBA, C.M., O.Q., **Board Chair**  
Westmount (Québec)

★ ■ **JAMES C. CHERRY**, B.Com, FCPA, FCA, **Lead Director**  
Elizabethtown (Ontario)  
Corporate Director

● ■ **COLLEEN ABDOLAH**, MBA, APR  
Denver (Colorado)  
Corporate Director

● ◆ **ROBIN BIENENSTOCK**, M.A., B.A.  
Toronto (Ontario)  
Corporate Director

■ ◆ **PIPPA DUNN**, LL.B.  
London (UK)  
Founder and partner of Broody (an incubator for startups and accelerator to more established businesses)

● ★ **JOANNE FERSTMAN**, CPA, CA, B.Com  
Toronto (Ontario)  
Corporate Director

★ **PHILIPPE JETTÉ**, Eng.  
Montréal (Québec)  
President and Chief Executive Officer of Cogeco and Cogeco Communications

◆ ★ **BERNARD LORD**, LL.B., B.Soc.Sc.  
Moncton (New Brunswick)  
Chief Executive Officer of Medavie (Canadian health company)

■ ★ **DAVID MCAUSLAND**, B.C.L., LL.B., Ad.E., F.ICD  
Baie-D'Urfé (Québec)  
Counsel of McCarthy Tétrault (Major law firm in Canada)

■ ● **CAROLINE PAPADATOS**, BA, CAAP  
Toronto (Ontario)  
Corporate Director

### Legend :

- ★ Attends as an observer and participates in meetings of all the committees
- Member of the Audit Committee
- Member of the Human Resources Committee
- ◆ Member of the Corporate Governance Committee
- ★ Member of the Strategic Opportunities Committee

## CORPORATE HEAD OFFICE

1 Place Ville Marie  
Suite 3301  
Montréal (Québec)  
H3B 3N2  
[corpo.cogeco.com](http://corpo.cogeco.com)

## CORPORATE MANAGEMENT

### **PHILIPPE JETTÉ**

President and Chief Executive Officer

### **ELIZABETH ALVES**

Vice President, Enterprise Strategy & Sustainability

### **PAUL BEAUDRY**

Vice President, Regulatory Affairs

### **FRANCE DE BLOIS**

Vice President, Finance

### **CHANTAL FRAPPIER**

Vice President, Internal Audit

### **LINDA GILLESPIE**

Senior Vice President and Chief Human Resources Officer

### **DAVID GORGAS**

Vice President, IT & Digital Strategy

### **MARTIN GRENIER**

Vice President, Procurement

### **CHRISTIAN JOLIVET**

Senior Vice President, Corporate Affairs, Chief Legal Officer and Secretary

### **MARIE-HÉLÈNE LABRIE**

Senior Vice President and Chief Public Affairs, Communications and Strategy Officer

### **JULIE LATREILLE**

Vice President, Treasurer

### **MARIE GINETTE LEPAGE**

Vice President, Wireless Solutions and Innovation

### **FRANÇOIS-PHILIPPE LESSARD**

Vice President, Corporate Development

### **ZOUHEIR MANSOURATI**

Senior Vice President and Chief Technology Officer

### **PATRICE OUMET**

Senior Vice President and Chief Financial Officer

### **ANTOINE SHIU**

Senior Vice President, Corporate Projects

## OPERATIONS INFORMATION

### CANADIAN TELECOMMUNICATIONS

#### COGECO CONNEXION

**FRÉDÉRIC PERRON**  
President

1 Place Ville Marie  
Suite 3301  
Montréal (Québec)  
H3B 3N2  
[www.cogeco.ca](http://www.cogeco.ca)

### AMERICAN TELECOMMUNICATIONS

#### BREEZELINE

**FRANK VAN DER POST**  
President

2 Batterymarch Park  
Suite 205  
Quincy, MA 02169  
[www.breezeline.com](http://www.breezeline.com)

# CORPORATE INFORMATION

## ANNUAL MEETING

January 13, 2023  
Additional information on Cogeco Communications Inc. and press releases are available on the Corporation's website at:  
[corpo.cogeco.com](http://corpo.cogeco.com)

## AUDITORS

Deloitte LLP  
1190 Avenue des Canadiens-de-Montréal  
Suite 500  
Montréal (Québec)  
H3B 0M7

## LEGAL COUNSEL

Stikeman Elliott LLP  
1155 René-Lévesque Blvd. West  
Suite 4100  
Montréal (Québec)  
H3B 3V2

**TRANSFER AGENT FOR SUBORDINATE AND MULTIPLE VOTING SHARES, AND TRUSTEE FOR SENIOR SECURED DEBENTURES AND NOTES**  
Computershare Trust Company of Canada

## QUARTER ENDS

November, February, May

## YEAR END

August 31

## INQUIRIES

The Annual Report, Annual Information Form, Quarterly Reports and Information Circular are available in the Investors section of the Corporation's website ([corpo.cogeco.com](http://corpo.cogeco.com)) or upon request by calling 514-764-4700.

*Des versions françaises du rapport annuel, de la notice annuelle, des rapports trimestriels et de la circulaire d'information sont disponibles sous la section « Investisseurs » du site Internet de la société ([corpo.cogeco.com](http://corpo.cogeco.com)) ou sur demande au 514-764-4700.*

## INVESTORS AND ANALYSTS

For all matters related to investor relations, please contact:

### PATRICE OUIMET

Senior Vice President and Chief Financial Officer  
514-764-4756  
[patrice.ouimet@cogeco.com](mailto:patrice.ouimet@cogeco.com)

### FATIHA MOUSSADAK

Director, Investor Relations  
514-764-4791  
[fatiha.moussadak@cogeco.com](mailto:fatiha.moussadak@cogeco.com)

## SHAREHOLDERS

For any inquiries regarding a change of address or a change of registration of shares, please contact Computershare Trust Company of Canada. For any other inquiries please refer to the Shareholder Engagement Policy which can be found on the "Information for Shareholders" section on the Corporation's website at [corpo.cogeco.com](http://corpo.cogeco.com).

## DUPLICATE COMMUNICATIONS

Some shareholders may receive more than one copy of publications such as Quarterly Reports and the Annual Report. Every effort is made to avoid such duplication. Shareholders who receive duplicate mailings should advise Computershare Trust Company of Canada.

## ETHICS LINE

The Corporation's parent company, Cogeco Inc., makes available an anonymous and confidential Ethics Line for its employees and the employees of all of its business units and other individuals who wish to report any perceived or actual instances of violations of the Cogeco Code of Ethics (including complaints regarding accounting, internal accounting controls and audit matters). The Ethics Line is operated by a specialized external provider that is independent of Cogeco Inc. Reports can be made through secured confidential toll-free telephone lines or the website described below. All reports submitted through the Ethics Line will be examined by the Vice President, Internal Audit and/or the Senior Vice President, Corporate Affairs, Chief Legal Officer and Secretary. Individuals will be protected from dismissal or retaliation of any kind for reporting truthfully and in good faith.

By telephone:

**Canada or United States:**

**1-877-706-2640**

Website of ClearView Connects: [www.clearviewconnects.com](http://www.clearviewconnects.com)