

Code of ethics



A world of your **very own**

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PHILIPPE JETTÉ

LOUIS AUDET

A message from Philippe Jetté and Louis Audet

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 which expects a certain standard of behaviour from businesses. Customers, employees and other stakeholders wish to be associated with responsible and ethical organizations. Therefore, operating with integrity is a key part of our sustainable success.

As an organization, Cogeco is committed to maintaining high standards of ethical behaviour in its professional and business dealings. We are very proud of the bond of trust we have created over the years with our customers, suppliers, investors, employees, colleagues and the communities we serve, by constantly striving to treat them fairly, honestly and with integrity. This bond is our most precious asset.

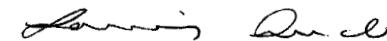
Every one of us, regardless of our role or business unit, must continue to make ethical behaviour a priority. As individuals, we must constantly challenge ourselves to question if our actions are ethical. When faced with a dilemma or difficult situation, remember that there are tools in place to assist you in making the right decision. Make the Cogeco Code of Ethics your first recourse and key resource in these situations, guiding you on a path of ethical behaviour.

We feel strongly that each Cogeco employee is a Cogeco ambassador who must set an example for others to follow. Everyone has the responsibility of creating a ripple effect of ethical behaviour, choices, and conversations throughout their teams.

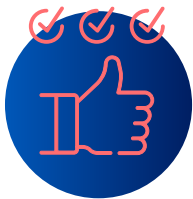
Thank you for your continued commitment to our business, customers and communities.



PHILIPPE JETTÉ
President and Chief Executive Officer
of Cogeco Inc. and Cogeco Communications Inc.



LOUIS AUDET
Chair of the Board
of Cogeco Inc. and Cogeco Communications Inc.



General overview

This Code of Ethics (the “Code”) is to be used as a reference guide in terms of how to properly conduct ourselves and foster an ethical atmosphere in the workplace.

Our Code sets out the principles which should guide the behaviour of all individuals who form part of the Cogeco group (“Cogeco”) or who contribute to its operations, image and reputation. It is essentially a roadmap to assist you in making decisions that meet the highest standards of integrity, professionalism and ethical behaviour.

Our reputation as a responsible company and a good corporate citizen has been earned over many years and must be maintained and safeguarded if our organization is to grow and prosper globally. We are extremely proud of Cogeco’s reputation and believe that every employee and director shares in that pride. To maintain the confidence and trust that our stakeholders have placed in us, every business decision and every action on Cogeco’s behalf must be assessed in light of whether it is right, fair and legal.

Don’t assume certain activities are ethical simply because they are not referred to in this Code. The code is not meant to be a comprehensive list that covers all situations. Nor is it meant to be a substitute for the exercise of common sense and good judgement.

Faced with a dilemma or difficult situation, it is important to remember that there are other tools, besides the Code, to assist you in making the right decision. When in doubt, seek competent advice by reaching out to your manager, your Human Resources representative, the Ethics Line, or the Internal Audit team.

About Cogeco’s Ethics Line

Our Ethics Line serves as an anonymous and confidential tool for employees and other parties to report perceived or actual instances of violation of the Code. It can also be used as a mechanism for seeking advice on ethical and lawful behaviour. The Ethics Line is managed by an independent third party (Clearview) and is composed of a toll-free telephone line as well as a secure website (see contact details on page 3).

If we notice that something is going wrong, if we make a mistake ourselves or we see a mistake being made elsewhere, we must speak up and respond appropriately – even if doing so is awkward and uncomfortable. Turning a blind eye can never be the right solution.

When unsure about a decision that you must make, asking yourself the following questions may help you resolve your dilemma:

- Did I take all relevant matters into consideration and weigh them properly? (content test)
- Am I confident that my decision is within the constraints of legal and company requirements? (legality test)
- Do I stand by my decision when it is revealed? (supervisor test)
- Am I in favour of all such cases being decided the same way company-wide? (universality test)
- Do I still think my decision is right when my company has to justify it in public? (public test)
- Would I accept my own decision if I were affected? (involvement test)
- What would my family say about my decision? (second opinion)

All reports submitted through the Ethics Line are seriously and thoroughly investigated by the Vice President, Internal Audit. Individuals are protected from retaliation of any kind for reporting in good faith. As a company, we do not tolerate any form of retaliation or pressure on the individuals who submit reports to the Ethics Line.

Applicability of the Code

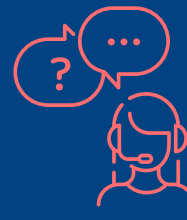
The Code applies to all companies comprising the Cogeco group and all directors, officers, employees, representatives and agents of any such companies. It also applies to all consultants and subcontractors who maintain a relationship with Cogeco. In the Code, words such as “we” and “us” refer to these individuals and to what Cogeco expects from them. The Code applies whether working from home or at Cogeco’s premises.

Which Laws Apply

As a North American organization, we are subject to the laws of different jurisdictions. We must obey the law in each jurisdiction where we operate. If a conflict should arise between the Code and any law or regulation, then such law and/or regulation takes precedence and must be followed. Nothing in the Code limits employees from exercising any right provided by law. In case of doubt, please consult your legal department.

Following the principles laid out in the Code of Ethics helps preserve and enhance Cogeco's credibility and reputation and, ultimately, its success and shareholder value.

Your voice matters



Ask a question or report a violation

BY TELEPHONE

Canada or United States • 1 877 706-2640

ONLINE

www.clearviewconnects.com

Send us your FEEDBACK or anything related to ethics at Cogeco, at: ethics@cogeco.com



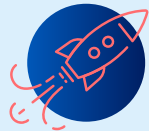
Our shared values

Our shared values are critical to the way we do business. They are the basis for our entire Code, a sort of ethical backbone.



Social engagement

Have a positive impact on our communities and the environment



Innovation

Seek and embrace innovation



Customer commitment

Put customers at the heart of all our actions



Teamwork

Collaborate with our colleagues and partners to drive synergies and a culture of excellence



Respect

Foster a respectful workplace where integrity, trust and inclusion are the norm

Our vision

Be the organization that delivers the best and most sustainable value to its stakeholders

Our mission

Bring people together through powerful communications and entertainment experiences

Core principles and related topics



Personal respect

- Diversity & inclusion
- Human rights
- Health & safety
- Employee privacy
- Harassment & violence in the workplace
- Drugs & alcohol



Respect for customers

- Privacy
- Aggressive / misleading sales practices



Respect for society

- Community involvement
- Bribery & corruption



Respect for the environment

- Climate change
- Waste management
- Natural resources
- Responsible supply chain
- Reporting transparency



Respect for the corporation and its interests

- Conflicts of interest
- Social media
- Insider trading
- Gifts & entertainment
- Asset protection
- Disclosure of information



Conformity with the law

- Fraud
- Accounting standards, controls & audit practices



Compliance with business standards

- Disloyal practices
- Lobbying activities



Compliance with corporate policies & procedures

- Policy derogation

PRINCIPLE 1

Personal respect



In this section

- Diversity & inclusion
- Human rights
- Health & safety
- Employee privacy
- Harassment & violence in the workplace
- Drugs & alcohol

PRINCIPLE NO. 1

Personal respect

Cogeco is an equal-opportunity employer that fosters a respectful workplace where integrity, trust and inclusion are the norm. At Cogeco, we firmly believe that the way we interact with each other is critical to our success. Building trust and respect for each other is vital for our culture to thrive.

What do we mean?

- We respect all individuals, whatever their origin, physical characteristics, sexual orientation, gender identity, beliefs, opinions or social condition (or any other characteristic protected by any applicable law), and we do not tolerate any form of discrimination.
- 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 regardless of gender identity, skin colour, ethnicity, religion, age, disability or sexual orientation and any other characteristics that make our employees unique.
- We respect a person's honour, dignity, reputation and right to privacy. We comply at all times with Cogeco's *Employee Privacy and Confidentiality Policy*.
- We protect a person's health and safety, and we assume, individually and as a group, responsibility for ensuring that the workplace is healthy and safe.
- We collect, gather, process, use and store personal data strictly in accordance with applicable laws.
- We refrain from being impaired by the use of alcohol, medication or drugs, whether legal or illegal, while performing our work related duties. We comply at all times with Cogeco's *Policy on the Use of Alcohol, Drugs and Medication*.
- We are committed to offering a work environment in which human rights and fair working conditions, including fair living wages and working hours, are respected.
- We do not hesitate to speak up if we witness any forms of disrespectful or abusive behaviour.

We do not

- Communicate or disseminate defamatory statements about an individual or statements injurious to the reputation of a company.
- Recruit, hire, remunerate, evaluate, lay-off, punish or terminate a person on the basis of discriminatory factors.
- We do not tolerate violence, harassment, intimidation or any other form of abusive behaviour.

Did you know?

Cogeco has a *Diversity, Equity and Inclusion Policy* that describes the organization's commitment to fostering a diverse, equitable, and inclusive workplace.

What constitutes harassment

It is a conduct that is upsetting, manifested in behaviours, verbal comments and/or actions that are hostile and unwanted and that affect a person's dignity or psychological or physical integrity. A single serious incidence of such behaviour that has a lasting harmful effect on an employee may constitute harassment.

Every employee is entitled to a workplace free of harassment and we shall make every reasonable effort to ensure that no employee is subjected to it. It is also the responsibility of each employee to report any act of harassment or violence. We promote a "zero-tolerance" approach under which psychological and sexual harassment is not tolerated and may result in disciplinary measures up to and including termination of employment.

An employee who believes he or she is being or has been harassed should tell the person to stop immediately. If the behaviour or action persists, the employee should report the matter to a manager, Human Resources or the Ethics Line.

Cogeco's *Policy on A Harassment, Discrimination and Violence-Free Workplace* is available on the Corporate intranet site (1cogeco.com).



- Q.** A colleague sometimes tells inappropriate jokes at break time. Some people laugh but it makes some of us uncomfortable. What should I do?
- A.** Tell your colleague that the jokes make you feel uncomfortable and he/she should stop. If you are not comfortable addressing it with your colleague directly, or, if addressing it directly does not work, speak to your manager, your Human Resources representative or contact Cogeco's Ethics Line or the Internal Audit team.

PRINCIPLE 2

Respect for customers



In this section

- Privacy
- Aggressive / misleading sales practices

PRINCIPLE NO. 2

Respect for customers

We put customers at the heart of all our actions and we are highly committed to providing superior customer service. We want to develop and maintain relationships with our customers that are based on clarity, honesty, integrity, responsiveness, care, efficiency and courtesy. We are also firmly committed to ethical sales practices as it is good business, it enables enduring and profitable relationships with our customers and it strengthens our reputation.

What do we mean?

- We respect our customers both as persons and as customers of our products and services.
- We abide by our commitments to customers.
- Our publicity and promotions present our products and services fairly and honestly.
- Our dealings and communications with customers are always respectful and courteous, even in circumstances where the customer is disrespectful or impolite.
- We handle and protect customer personal information in accordance with privacy regulations.

We do not

- Deliberately use misleading or aggressive sales practices with customers.
- Obtain, disclose, use or keep personal information about a customer illegally or for personal purposes.
- Discriminate when dealing with customers.
- Offer customer terms that are different from duly authorized offers of service.
- Ask for or accept kickbacks from customers whether in monetary form or other.



Q. I work at the call centre and notice that my colleague is very successful in terms of bringing in new customers. I ask him what his secret is and he indicates that he is getting a lot of traction with selling the 30-day free trial option to customers for a recently launched product. I am surprised as I am not getting as much success. A couple of days later, I overhear him on the phone with a potential new customer and I notice that he fails to mention that, should the customer cancel within the free period, they would be charged. My colleague tells me that he does not purposely mention this fact because he would then not make as many sales and he needs his commissions. What do you do with this situation/information?

A. What your colleague is doing is considered an unethical sales practice as he is deliberately misleading the customer by not providing all the requisite information for the customer to make a decision. You should report the actions of your colleague to management or the Ethics Line.

[1. PERSONAL RESPECT](#)
[2. RESPECT FOR CUSTOMERS](#)
[3. RESPECT FOR SOCIETY](#)
[4. RESPECT FOR THE ENVIRONMENT](#)
[5. RESPECT FOR THE CORPORATION](#)
[6. CONFORMITY WITH THE LAW](#)
[7. COMPLIANCE WITH BUSINESS STANDARDS](#)
[8. COMPLIANCE WITH CORPORATE POLICIES](#)

PRINCIPLE 3

Respect for society



In this section

- Community involvement
- Bribery & corruption

PRINCIPLE NO. 3

Respect for society

As we strive to outperform our competition, we will do so honestly, openly, fairly and with integrity. We do not support any form of dishonesty and are committed to dealing fairly with our various stakeholders. We have a zero-tolerance policy towards bribery and corruption and we do not sanction any third party working on our behalf to engage in this type of conduct. Corruption is utterly at odds with our mission and fundamental values. We foster and support the conduct of business in a socially responsible and ethical manner and wish to have a positive impact on the communities where we operate.



What do we mean?

- We make sure that any contribution of cash, property or services on behalf or at the expense of the corporation is documented, complies with applicable rules and is duly authorized.
- We ensure that personal interests related to any dealings with, or communications, to institutions, authorities or organizations are clearly identified as such, are legal, do not conflict with the goals of the company and are not likely to adversely affect operations.
- We deal with institutions, authorities and organizations in an honest, efficient and courteous manner.
- We reflect the fundamental values of integrity, respect for others, responsiveness and accountability in our personal involvement in society.
- We support the economic, social and cultural development of the communities where we operate.



We do not

- Accept, authorize, pay or hide illegal commissions, kickbacks, bribes or benefits in cash, property or services to any person or make political or other forms of contributions (including charitable donations or sponsorships) to obtain, retain or influence business or to secure any other improper advantage.
- Seek personal advantage from an institution, authority or organization through one's work functions, duties or responsibilities.
- Provide any form of "facilitation payment" to any public official. A facilitation payment is a small bribe known as a «grease payment» or a «speed payment» typically solicited to facilitate or expedite the performance of a routine transaction or service to which the person or company making the payment is legally entitled to receive.



Q. The Request for Proposal (RFP) for a potential business sector customer includes one required item that Cogeco cannot accommodate. I hate to have this one item jeopardize our chances to win. Can I just indicate in the RFP that we are able to provide the item and worry about the consequences later?

A. No. We should never make a commitment that we cannot meet and must be diligent, thorough, and honest in all of our business dealings. Failure to do so is not only unethical; it might severely impact Cogeco's reputation in the market.

PRINCIPLE 4

Respect for the environment



In this section

- Climate change
- Waste management
- Natural resources
- Responsible supply chain
- Reporting transparency

PRINCIPLE NO. 4

Respect for the environment

At Cogeco, we care for the environment and strive to conduct our business in an environmentally responsible manner. We are committed to reducing our carbon footprint and doing our part to fight climate change.



What do we mean?

- We ensure that we comply with applicable environmental laws and regulations.
- We help fight climate change by measuring, managing and significantly reducing our greenhouse gas emissions.
- We strive to minimize waste and we ensure it is properly recovered and disposed of, notably electronic waste.
- We inform our superiors of any change in an activity or circumstance related to our operations that is likely to create a new or increased risk for the environment.
- We aim for an optimal and efficient use of our natural resources.
- We integrate environmental criteria in our decision-making and expect our suppliers to work towards minimizing their environmental impacts.
- We report transparently on our environmental initiatives and performance to stakeholders on a regular basis.



We do not

- Hide a situation of non-compliance with environmental laws and regulations.
- Discharge or discard waste in violation of applicable rules.
- Pollute or cause an environmental risk on corporate premises or property or in vehicles or on/in any other premises or property.

Cogeco's Sustainability Policy enables the organization to develop, strengthen and align a culture of sustainability and competitive profitability in all business units, in line with its corporate social responsibility mission, pillars and values.

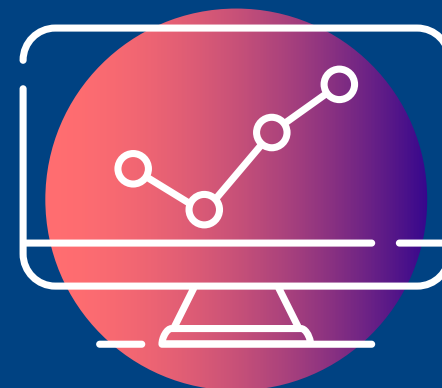


Q. I think one of the practices at my workplace does not comply with an environmental law but my supervisor disagrees. Since I have already reported it, should I just forget about it?

A. No, you should not forget about it as the practice in question could have an impact on the environment and may eventually adversely impact Cogeco's reputation. You can report your concerns anonymously through the Ethics Line. There will be no retaliation for reporting your honest concerns, regardless of the outcome.

PRINCIPLE 5

Respect for the corporation and its interests



In this section

- Conflicts of interest
- Social media
- Insider trading
- Gifts & entertainment
- Asset protection
- Disclosure of information

PRINCIPLE NO. 5

Respect for the corporation and its interests

Cogeco's continued success is dependent on maintaining honesty, transparency, loyalty and efficiency in our dealings with people and businesses. This principle involves preserving the integrity and best interests of Cogeco with respect to its reputation, competitive position, rights and assets, the protection of confidential information and the absence of conflicts of interest and insider trading.

What do we mean?

- We observe the duty of honesty, loyalty and transparency in the exercise of our functions, duties or responsibilities at work.
- We avoid acting in a way likely to damage Cogeco's competitive position.
- We avoid situations of conflicts of interest or perceived conflicts of interest and immediately report such situations by using Cogeco's *Conflict of Interest Declaration Form*. For more information, refer to the section "What constitutes a Conflict of Interest" on page 19.
- We respect the rules for disclosure of financial information and other important information governed by securities authorities and ensure that any such disclosure is authorized and made in accordance with Cogeco's *Disclosure Policy*.
- We respect and protect the privileged nature of any confidential information or professional secret. This is applicable whether working remotely or on Cogeco premises.
- We retain partners on their merits, not as a result of bias or discrimination.
- We do not engage in insider trading and we comply with Cogeco's *Insider Trading Policy*.
- We behave in a professional manner and exercise judgment during all interactions in any form of online social networking, whether at work or outside business hours, consistent with the requirements of Cogeco's *Social Media Policy*. We ensure personal online activities do not interfere with job or work commitments and we respect the employment relationship with Cogeco.
- We respect and preserve Cogeco's intellectual property, assets and other property and we do not use them for non-business purposes.
- We pay for our own travel, hospitality and accommodation expenses when we travel to the out-of-town office of a supplier or potential supplier and obtain subsequent reimbursement from Cogeco.
- We employ the same work ethics whether working from home, at Cogeco's premises or elsewhere.
- We ensure that information and reports produced by us in the course of our work functions are truthful and do not contain inaccuracies or comments likely to be misleading about Cogeco's condition or the subject of the report.

Did you know?

Cogeco has an **Information Security Policy** that defines formal principles for information security that ensure the organization can be resilient in the face of security threats, and protect the confidentiality, integrity and availability of Cogeco's information assets.

- 1. PERSONAL RESPECT
- 2. RESPECT FOR CUSTOMERS
- 3. RESPECT FOR SOCIETY
- 4. RESPECT FOR THE ENVIRONMENT
- 5. RESPECT FOR THE CORPORATION
- 6. CONFORMITY WITH THE LAW
- 7. COMPLIANCE WITH BUSINESS STANDARDS
- 8. COMPLIANCE WITH CORPORATE POLICIES



- Q.** I am active on a social media site. If I have an opportunity to post information that would be good for our business, may I post it?
- A.** You cannot speak in the name of Cogeco. If you post information that relates to your job responsibilities, you must disclose your affiliation with Cogeco, and clearly state that your comments reflect your personal opinions and do not necessarily reflect the opinions of Cogeco. Never post Cogeco confidential information on a social media site or any other website. Always ensure that you respect the employment relationship you have with Cogeco.

We do not

- Use time, materials, information or other Cogeco assets and/or services in connection with an outside employment.
- Directly or indirectly compete with Cogeco by providing services similar to those of Cogeco in any of its territories.
- Communicate with the media, on behalf of or about the business, without being an authorized spokesperson or in a manner which is contrary to applicable corporate policies and procedures.
- Use working hours or corporate premises or resources for purposes which are illegal or contrary to applicable corporate policies or procedures.
- Accept or seek gifts or other advantages from third parties, including entertainment and hospitality, except those that are customary and small, which do not affect our integrity or our independence or have an influence on a decision we might take on behalf of Cogeco and which comply with Cogeco's *Gifts & Entertainment Policy*.
- Enter into any transaction with an enterprise where we and/or any member of our family together have an ownership interest in the enterprise that is material to us and/or to our family or that is more than a 5% interest in said enterprise.
- Falsify or allow the falsification of corporate registers, accounts, data or reports or hide knowledge or such situations.



Q. I work at a call centre. Can I use my system access to update or view information for my family or friends?

A. No. In your Cogeco role, you should not handle or be involved in any matters related to information about you or anyone you know. Avoid even the appearance of anything improper. If you are requested to process an account of a family member or friend, report the relationship to your manager and request that the matter be assigned to another worker. If your family member or friend asks you to process a transaction within his account, indicate to that person that you are not authorized to do so and that he must contact the call centre directly so that his request can be processed by someone else.

What constitutes a conflict of interest?

A conflict of interest occurs when an individual's private or personal interests interfere or may appear to interfere with the interests of Cogeco. It is any situation that might cause an impartial observer to reasonably question whether an individual's actions are influenced by considerations of private or personal interest.

Why should we avoid conflicts of interest?

Cogeco expects and requires its employees to always act in Cogeco's best interests. All our decisions should always be made exclusively on the basis of objective criteria and we should never allow ourselves to be swayed by personal interests or relations. Employees must not only avoid actual conflicts of interests but also the appearance of a conflict of interest. One must remember that perception is often associated with reality. All employees have the responsibility to formally disclose all actual or perceived conflicts of interest through the *Conflict of Interest Declaration Form*. Cogeco will jointly work with the employee to seek a solution that is not detrimental to the company's interests.

It is not possible to provide guidelines that would cover all situations that could generate a conflict of interest. The following is intended as a guide in those areas in which conflicts of interest most often occur.

PERSONAL RELATIONSHIP

A conflict of interest may arise when a Cogeco employee has the authority to enhance or promote his own interest or the interest of a family member or close personal friend. Examples of situations in this category include:

- An employee hiring or participating in the decision to hire a family member or someone with whom they have a personal relationship. An employee that recommends the hiring of a family member or friend should disclose the relationship at the time of the recommendation.
- An employee supervising a family member or a friend, directly or indirectly. By indirect supervision Cogeco means an employee who reports to your direct reports or their subordinates. Supervisory capacities entail having the authority to make decisions with regards to one's performance evaluation, work assignment, disciplinary measures, termination, etc.
- An employee processing transactions in his own personal account, or one of a family member or friend.

OUTSIDE INTERESTS

A conflict of interest may arise when a Cogeco employee engages in outside business activities, even when these activities are conducted on the employee's personal time. Examples of situations in this category include:

- An employee using Cogeco's equipment (such as tools, cell phones and computers) to conduct business related to another employment/outside business activity.
- An employee conducting outside business activities/ another employment during Cogeco's working hours.
- An employee engaging in an outside business (i.e. an employee's own business or employment in another organization) that offers products and/ or services that can be considered in competition with Cogeco activities, even if these activities are conducted outside of the employee's Cogeco working hours.
- An employee having an outside interest that requires so much time and energy that it interferes with the employee's ability to fulfill their Cogeco commitments.

SUPPLIER RELATIONSHIP

As an employee, several situations may arise that can represent a conflict of interest related to a third party, such as a supplier. Examples in this category include:

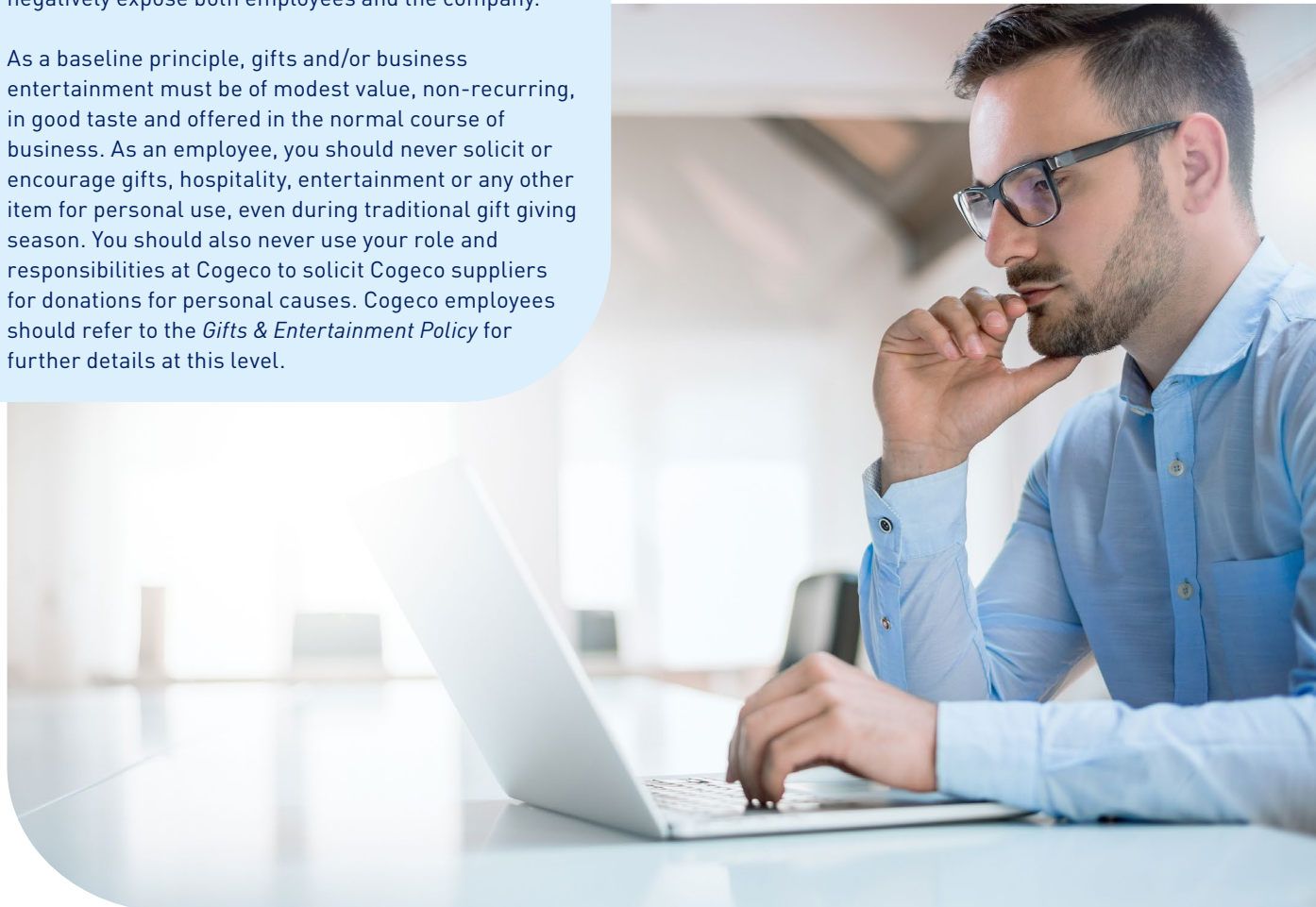
- An employee who engages Cogeco in a business relationship with a business that they own (in full or partially) or that is managed by a family member or a close personal relationship.
- An employee that is in a position to influence Cogeco's relationship with a supplier or make decisions related to that supplier while a family member is working for said organization.

RECEIVING & GRANTING OF GIFTS AND ENTERTAINMENT

Building relationships with customers, suppliers and other business partners is an integral part of doing business and it is customary to receive or offer business gifts and entertainment as part of this process. Such gifts and entertainment can however lead to apparent or actual conflicts of interest and negatively expose both employees and the company.

As a baseline principle, gifts and/or business entertainment must be of modest value, non-recurring, in good taste and offered in the normal course of business. As an employee, you should never solicit or encourage gifts, hospitality, entertainment or any other item for personal use, even during traditional gift giving season. You should also never use your role and responsibilities at Cogeco to solicit Cogeco suppliers for donations for personal causes. Cogeco employees should refer to the *Gifts & Entertainment Policy* for further details at this level.

Promptly complete and submit a *conflict of interest declaration form* at ethics@cogeco.com any time a new actual, potential or perceived conflict of interest arises.



PRINCIPLE 6

Conformity with the law

Familiarize yourself with, and follow, all the laws, rules and regulations that apply to your job. Remember that ignorance is not an excuse! Be alert to unethical practices and make sure you act ethically.



In this section

- Fraud
- Accounting standards, controls & audit practices

PRINCIPLE NO. 6

Conformity with the law

Cogeco's businesses must comply with multiple country, state, provincial, local and municipal laws, regulations and rules. Our basic premise is that we should comply with all laws and regulations that are applicable to Cogeco's business affairs. Breaking the law is never acceptable, even if your intent is for the good of the company.

What do we mean?

- We ensure that Cogeco complies with all applicable securities laws and regulations, accounting standards, accounting controls and audit practices. We ensure that all statements and returns to tax authorities and all information for such purposes are filed promptly and are complete and accurate.
- We comply with all applicable anti-corruption and anti-bribery laws in the countries where we do business.
- When we are unsure about which laws and regulations are applicable, we do not hesitate to ask our manager for clarification.

We do not

- Tolerate any activity, behaviour, act or omission which constitutes a criminal offense, or which is intended, without right, to cause harm to an individual or company.
- Take part in any activity that involves fraud, misappropriation, extortion, theft, embezzlement or any other deliberate damage to the assets of the company, of our customers or any third party.
- Supply false or misleading information to cover up an offense.
- Conspire to fix prices or other terms of the product or service offering, or to restrict the competition for a product or service offering.
- Download or communicate pornographic material, or any other unlawful material, using means of communication which are the property of Cogeco.



Q. I'm not aware of what specific laws, rules and regulations apply to my work. What should I do?

A. Check with your manager or your Human Resources representative. You can also discuss your situation with the Legal department of your business unit.

PRINCIPLE 7

Compliance with business standards



In this section

- Disloyal practices
- Lobbying activities

PRINCIPLE NO. 7

Compliance with business standards

At Cogeco, we work hard to produce excellent results, which is how we ensure our ongoing success. While the bottom line is undeniably important, it isn't everything. How we get there matters. We thrive by setting high expectations for ourselves. This means more than complying with laws and regulations. In essence, it is a commitment to comply with the business standards applicable to our work, functions, duties and responsibilities, and adhering to the best business practices possible.

What do we mean?

- We succeed through provable excellence, not by disparaging the competition.
- We gather competitive information in an ethical, lawful and respectful way.
- We ensure that all operations, transactions or cash payments involving the business are clearly documented and duly recorded in the accounting systems.
- We enter into binding agreements or undertakings solely within the scope of our functions, duties, responsibilities and authorization levels, and in compliance with applicable policies and procedures.
- We conduct our lobbying activities in compliance with applicable laws and regulations, high ethical standards and Cogeco's internal policies and procedures.

We do not

- Negotiate or execute an agreement on behalf of Cogeco based on representations or warranties known to be false or misleading.
- Use any prohibited or disloyal practice.
- Enter into agreements with consultants, suppliers or sub-contractors in a manner which is contrary to our outsourcing policies and procedures or without prior verification of skills and abilities, or for an unlawful consideration.



Q. I have a family member who works for a competitor and who can provide me with confidential proprietary information that could help Cogeco in gaining an advantage in the market. Should I obtain the information and communicate it to Cogeco management?

A. No, obtaining proprietary information in such a manner is unethical and is not how Cogeco wants to do business.

PRINCIPLE 8

Compliance with corporate policies & procedures



In this section

- Policy derogation

PRINCIPLE NO. 8

Compliance with corporate policies & procedures

We want to do business the right way, in a coherent, disciplined and thorough manner. Consequently, Cogeco has developed and deployed a set of corporate policies as well as specific business unit policies and procedures. These are the foundation upon which we conduct business and set up our expectations.

What do we mean?

- We are familiar with the corporate and business unit policies and procedures that apply to our work functions, duties or responsibilities.
- We ensure that any derogation to or non-compliance with a policy or procedure is completely and honestly justified, properly disclosed and approved by the appropriate authority within Cogeco.
- We adhere to the letter and spirit of both corporate and business unit policies and procedures to ensure that their purpose is attained in all respects and circumstances.
- We inform a superior of any real problem of interpretation or practical application of a corporate or business unit policy or procedure and we seek a solution in an honest and diligent manner.

We do not

- Deliberately circumvent a rule or requirement contained in a corporate or business unit policy or procedure.
- Disclose an internal corporate or business unit policy or procedure to a third party, unless already publicly disclosed.



Q. While processing a particular transaction, I am unable to comply with one of Cogeco's policies. I am not sure of the consequences of such non-compliance. Who should I talk to about the situation? What should I do?

A. Inform your manager of the non-compliance situation and discuss its consequences. Also, inform the owner of the policy, as identified in the policy in question. The owner of the policy will be able to assist you in determining if additional approvals and disclosures are required.

Administration of this Code

Our responsibilities

Cogeco commits to reviewing this Code on an annual basis and making it available at all times to all employees. As an employee, you must read this entire Code of Ethics and acknowledge it at the time of hiring and annually thereafter. All employees must confirm that they have read the Code, understand its provisions and agree to comply with its terms. It is also the responsibility of all employees to disclose any conflicts of interest in a timely manner, using the Conflict of Interest Declaration Form, available on the intranet. Finally, it is the responsibility of all of us to raise concerns on a timely basis about possible Code violations.

We understand there are consequences for violating this Code

A proven violation of the Code may give rise to penalties under applicable laws but also, as an employee, you could be reprimanded, demoted, suspended or even dismissed, depending on the severity of the violation. As a consultant or sub-contractor, this could translate into the cancellation or non-renewal of your contract and the recovery of property or amounts due to Cogeco.

An employee can also be subject to disciplinary action if he or she entices others to violate this Code, covers up a known violation, fails to cooperate with an ongoing investigation relating to a potential violation of the Code or impedes said investigation, knowingly falsely accuses another employee of a violation or retaliates against a person who reports or suspects a violation.

We report violations of this Code

If you know of or suspect a violation of this Code, you have an obligation to immediately report it through the secured third-party confidential toll-free telephone line or website described below (together, the “Ethics Line”). Reports can be submitted anonymously. The Ethics Line is available in both English and French and is accessible 24 hours a day, 7 days a week. Anyone who reports a violation will be treated with dignity and respect and will not be subjected to any form of discipline or retaliation for reporting truthfully and in good faith. Such reports and the identity of the person reporting will be kept confidential, to the fullest extent possible, within the limits imposed by law and consistent with the need to conduct a thorough investigation.

Reports submitted through the Ethics Line must, to the extent feasible, be clear and detailed and provide specific and pertinent information with respect, among other things, to dates, places, perpetrator, witnesses, amounts, etc., to allow for a thorough investigation to be carried out. An Ethics Line User’s Guide is available on Cogeco’s Intranet (in “My Ethics Hub” section) that provides more detailed information on how to use the Ethics Line.

Retaliation represents a violation of this Code

We promote an atmosphere where employees and others feel safe to engage in frank, honest communications – raising questions or concerns at any time without fear of retaliation. As such, we will not tolerate any form of retaliatory action against employees as a result of raising in good faith a concern, submitting a report to the Ethics Line or participating in an investigation of such concerns.

Retaliation can be defined as any kind of negative action against an employee that takes the form of punishment, and creates a hostile, threatening or uncomfortable environment as a result of their reported complaint or participation in an investigation. Retaliation in the workplace may be expressed in a variety of ways.

These include but are not limited to:

- Threatening or intimidating an employee who has made a report
- Creating or allowing the creation of a work atmosphere that is hostile toward an employee who has made a report
- Exclusion from corporate events or meetings
- Defamation of character
- Demotion, suspension or termination of employment
- Changing work responsibilities or assignments
- Taking away opportunities for advancement

Retaliation of any kind will, in itself, be treated as a violation of this Code. If you believe you are being punished in some way for reporting a concern, tell your manager, someone from your Human Resources team, the Internal Audit team or report it through the Ethics Line.

For more information concerning the Ethics Line, you are invited to refer to the *Ethics Line User's guide*, available on the intranet.

You can always report a violation of the Code, any time if you prefer, directly to Cogeco, by communicating with the Vice President, Internal Audit or the Chief Corporate Affairs and Legal Officer.



Your voice matters

Ask a question or report a violation

BY TELEPHONE

Canada or United States • 1 877 706-2640

ONLINE

www.clearviewconnects.com

Send us your feedback on anything related to ethics at Cogeco, at: ethics@cogeco.com

Investigations

All reports submitted through the Ethics Line will be reviewed initially by either the Vice President, Internal Audit or the Chief Corporate Affairs and Legal Officer.

Any report raising suspicions or concerns about the internal audit or legal function will not be reviewed by the concerned reviewer.

The Vice President, Internal Audit will act as the lead reviewer of all reports received, except for reports received raising suspicions or concerns with regards to the Internal Audit function, in which case the Chief Corporate Affairs and Legal Officer would then act exceptionally as lead reviewer.

Should an investigation be deemed necessary or appropriate, the Vice President, Internal Audit will conduct or assign the investigation accordingly. The Vice President, Internal Audit or any other person to which such inquiry is assigned, may use all appropriate means under the circumstances for the purposes of such inquiries, subject to applicable laws.

Investigation activities or results will not be disclosed or discussed with anyone other than those who have a legitimate need to know.

The Vice President, Internal Audit will maintain oversight of the investigation at all times to ensure appropriate and timely resolution.

Upon receipt of a report, the Vice President, Internal Audit will:

- Determine whether it actually pertains to the Code; and
- Evaluate the substance and nature of the potential violation, suspicion or concern to determine whether an internal or external investigation is required.

Acting ethically, without exceptions, leads not only to well-being and better living individually and collectively, but ensures the longevity and sustainability of an organization. Being good is good for business!



- Q.** I know of a situation that may violate our Code. Should I report it even if I am not completely sure there is a problem?
- A.** Yes. You are responsible for reporting possible violations immediately. Report it to your manager or through the Ethics Line. Your report will be taken seriously and investigated. It is better to report a suspicion that turns out not to be an issue than to ignore a possible violation.
- Q.** As a manager, what should I do when an employee raises a concern?
- A.** When an employee raises a concern or asks for help, managers should remain objective, open and responsive. Don't think of a report as "bad news." Consider it a positive sign of employee commitment to doing the right thing. Be sure to report any compliance or integrity issue right away to the Ethics Line or directly to the Internal Audit team.

Our related documentation and policies

- [Supplement to the Cogeco Code of Ethics – Internal Procedures](#)
- Ethics Line – User’s Guide
- Conflict of Interest Declaration Form
- Insider Trading Policy
- Sustainability Policy
- Disclosure Policy
- Information Security Policy
- Gifts and Entertainment Policy
- Supplier Code of Conduct
- Communication Policy
- Social Media Use Policy
- Policy on a Harassment, Discrimination and Violence-Free Workplace
- Policy on the Use of Alcohol, Drugs and Medication
- Diversity, Equity and Inclusion Policy
- Employee Privacy and Confidentiality Policy
- Procurement Policy

All documents can be found on our corporate intranet.





corpo.cogeco.com

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Ce document est disponible en français
sous le lien suivant : corpo.cogeco.com

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