



BOARD OF DIRECTORS CHARTER

1. PURPOSE

The board of directors (the “**Board**”) of Cogeco Communications Inc. (the “**Corporation**”) is elected by the Corporation’s shareholders to supervise the management of the business and affairs of the Corporation.

The prime responsibility of the Board is to the Corporation and is to oversee its management and to preserve and enhance the Corporation’s value, with due regard for the interests of its shareholders generally and other stakeholders.

2. DUTIES AND RESPONSIBILITIES

The Board fulfills its duties and responsibilities in accordance with the principles set forth in this charter. It may, from time to time, adopt work plans identifying specific tasks and deliverables to guide its activities.

2.1 Strategic Planning

The Board is responsible for the overall strategic direction of the Corporation. This includes approving the annual strategic plan, monitoring its execution, assessing developments that may affect the Corporation’s long-term strategy, and monitoring performance against agreed-upon metrics.

2.2 Capital Allocation and Risk Management

The Board is responsible, with the support of its Audit Committee, for overseeing capital allocation and risk management. This includes approving allocation plans and operating budgets, approving the issuance of securities and the dividend policy, reviewing and approving material transactions out of the ordinary course of business, and overseeing, in consultation with its committees, the identification and management of the Corporation’s principal business risks and opportunities.

2.3 Financial Reporting and Internal Controls

The Board is responsible, with the support of its Audit Committee, for overseeing the integrity of the Corporation’s financial reporting and disclosure. This includes:

- (a) maintaining effective financial reporting systems, disclosure controls, internal controls, and management information systems;
- (b) adopting and regularly reviewing the Corporation’s communications policy and reviewing reports regarding communications with analysts, investors and the public; and
- (c) adopting and regularly reviewing the Corporation’s shareholder engagement policy.

Based on the Audit Committee's recommendations, the Board reviews the general content of the Corporation's annual and interim financial statements, management's disclosure and analysis, annual information form, management information circular, and other continuous disclosure documents prior to their public release.

2.4 Corporate Governance

The Board is responsible, with the support of its Corporate Governance Committee, for overseeing the Corporation's governance framework to ensure it functions independently from management and aligns with best practices. This includes approving the structure and composition of the Board and its committees, approving charters, position descriptions, and director compensation, as well as overseeing the highest ethical standards through the oversight of the Code of Ethics.

The Board, through its Corporate Governance Committee, develops appropriate qualifications and criteria for the selection of Board members, including criteria for determining director independence, and approves the list of nominees for election by shareholders.

2.5 Director Orientation and Continuing Education

The Board adopts and reviews, with the support of its Governance Committee, orientation and continuing education programs for directors.

2.6 Sustainability Strategy

The Board is responsible, with the support of its Audit Committee, for overseeing the Corporation's sustainability strategy, metrics, and performance. This includes reviewing and approving the sustainability reports and disclosures and adopting policies to comply with sustainability-related legislation, such as climate change and modern slavery requirements.

2.7 Human Capital Management

The Board is responsible, with the support of its Human Resources Committee, for overseeing the Corporation's human capital strategy. This includes appointing the President and Chief Executive Officer ("**CEO**") and other senior executive officers, overseeing succession planning, training, and performance, approving executive compensation, and reviewing the overall labour and human resources strategy to ensure it aligns with the Corporation's objectives and values.

The Board also seeks assurance regarding the integrity of the senior executive officers, including those of its subsidiaries, and that all such officers, through the implementation of the Code of Ethics and otherwise, create a culture of integrity throughout the Corporation.

2.8 Board Evaluation

The Board conducts, through the Corporate Governance Committee, periodic evaluations of the performance of the Board, its committees, the Board and committee chairs, the lead director (the "**Lead Director**") and individual directors, and ensures that they are subject to a structured annual evaluation process.

2.9 Other

The Board annually reviews the adequacy of its charter and, with the support of its committees, the adequacy of committee charters.

3. RESOURCES AND MEETINGS

3.1 Resources

The Board shall have the resources and authority appropriate to discharge its duties and responsibilities, including access to management and the authority to retain counsel or other experts, as it deems appropriate, without requiring prior approval from management.

3.2 Meetings

The Board shall meet as frequently as necessary to effectively fulfill its duties and responsibilities and, in any event, no less than quarterly.

3.2.1 Scheduling and Agenda

The Corporate Secretary sets the schedule of the Board meetings to be held in any given calendar year, a year or more in advance. Additional meetings to consider particular issues or strategic opportunities or to conduct specific reviews may also be scheduled when appropriate.

In collaboration with the chair of the Board (the “**Board Chair**”) and the President and CEO, the Corporate Secretary shall develop the agenda for each Board meeting.

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

3.2.2 Attendance

Directors are expected to attend all Board meetings, as well as an annual strategic planning session and the annual shareholders’ meetings, subject to unavoidable scheduling conflicts. Individual director’s attendance will be disclosed annually in the management information circular.

Directors may participate in a meeting of the Board in person or by telephonic, electronic or other communication facility which, as determined by the Board Chair, permits all participants to communicate adequately with each other during the meeting.

3.2.3 Quorum

A majority of directors holding office, from time to time, will constitute a quorum for meetings of the Board.

3.2.4 Non-Directors at Meetings

The Board Chair may invite members of management or other guests or observers to attend Board meetings as he may deem desirable or appropriate, subject to the maintenance of confidentiality of the Board’s deliberations.

3.2.5 Materials

Meeting materials shall be provided to directors in advance of each Board meeting in a timely manner to give the directors the opportunity to review the documentation and ensure meetings run smoothly.

3.2.6 In Camera Sessions

Independent Board members meet *in camera*, without the presence of management, at each quarterly Board meeting under the chairmanship of the Lead Director.

Nothing contained in the above charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors. Directors are entitled to rely, absent knowledge to the contrary, on: (i) the integrity of the persons and organizations from whom they receive information, and (ii) the accuracy and completeness of the information provided.

Approved by the Board as revised on October 29, 2025