HUMAN RESOURCES COMMITTEE CHARTER

1. PURPOSE

The Human Resources Committee (the "**Committee**") of the board of directors (the "**Board**") of Cogeco Inc. (the "**Corporation**") assists the Board in the oversight of the Corporation's human capital and total reward principles and frameworks with the goal to ensure management is equipped to sustainably foster a healthy culture and achieve its strategic objectives

2. COMPOSITION, QUALIFICATION AND ORGANIZATION

The Committee shall be composed of independent directors, as defined under applicable laws and regulations. Committee members shall collectively possess: (i) direct experience in executive compensation matters, and (ii) the skills and experience that should enable the Committee to make informed decisions on the suitability of compensation policies and practices, all as determined by the Board.

Members of the Committee and the chair of the Committee (the "**Committee Chair**") shall be appointed by the Board. A member may be removed or replaced at any time by the Board and shall cease to be a member of the Committee on ceasing to be a director.

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

3. DUTIES AND RESPONSIBILITIES

The Committee shall fulfill 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, which shall be reviewed and approved by the Board as appropriate. The Committee's role is one of oversight, not execution.

3.1 Succession Planning and Talent Pipelines

The Committee shall oversee management's frameworks for developing talent pipelines and executive succession, ensuring the system is robust enough to support strategic needs. This shall include the oversight of the succession planning process for the President and Chief Executive Officer ("**CEO**") and other senior executive officers, with plans reviewed annually. The Committee shall additionally oversee the process of identifying and recommending candidates for executive appointments, taking into account the Corporation's commitment to diversity, equity and inclusion and supporting the development of internal talent pipelines.

3.2 Compensation Policies, Programs and Practices

The Committee shall oversee the adoption of executive compensation structures, policies and practices that are designed to attract, retain, and motivate qualified individuals and align with the Corporation's long-term strategy and values. This includes:

(a) making recommendations to the Board regarding terms of employment of the President and CEO and other senior executive officers, including their salary, incentives, benefits and

severances;

(b) reviewing the corporate goals and objectives for which the President and CEO is responsible and making recommendations to the Board on the suggested level of and/or changes in overall compensation for the President and CEO and other senior executive officers, taking into consideration their performance against their goals and objectives and competitive compensation practices;

(c) reviewing and approving incentive plans, share ownership requirements and the Corporation's clawback policy;

(d) overseeing the integration of strategic priorities, including sustainability, risk management and human capital considerations, into incentive compensation frameworks;

(e) monitoring compensation-related risks and recommending mitigation measures;

(f) overseeing the selection of a benchmark group for the purposes of determining Board and executive compensation; and

(g) reviewing annual executive compensation disclosure in the Corporation's management information circular.

3.3 Pension Plan, Funding and Investments

The Committee shall oversee the administration, funding, and investment of the Corporation's pension and retirement plans. This includes monitoring plan performance, funding levels and investment strategies, reviewing trends and developments in pension governance and assessing their implications, and overseeing that pension plans are consistent with the Corporation's long-term obligations and risk profile.

3.4 Human Capital Management

The Committee shall oversee the Corporation's approach to human capital management, including strategies, key human resources indicators and risk management. This includes:

(a) overseeing and supporting the Corporation's human capital management considerations that involve sustainability matters deemed significant such as employee diversity & inclusion, labour practices, labour relations, training and development and health & safety;

(b) reviewing, monitoring, reporting and, where appropriate, providing recommendations to the Board on the Corporation's exposure to risks related to management change and integration; and to human resources, including employee attraction, retention and development;

(c) reviewing quarterly (or as often as the Committee meets) key organizational health indicators; and

(d) reviewing the results of organizational health surveys and monitoring initiatives to foster employee engagement and a culture of excellence;

3.5 Other

The Committee shall report to the Board after each of its meetings and annually review the adequacy of its charter and recommend updates to the Board as appropriate.

4. RESOURCES AND MEETINGS

4.1 Resources

The Committee may retain the services of independent outside compensation consultants and other external advisors, as required, to advise on the compensation of senior executive officers of the Corporation and its subsidiaries, and fix their fees and terms of retention. If the same firm provides executive and non-executive compensation services, the Committee shall annually pre-approve the budget for the non-executive compensation services.

The Committee may further, in appropriate circumstances and after notifying the chair of the Board (the "**Board Chair**"), engage other external advisors, approve the terms of their retention, oversee their work, and set and pay their compensation, after having considered their independence.

4.2 Meetings

The Committee shall meet as frequently as necessary to effectively fulfill its duties and responsibilities and, in any event, no less than three (3) times a year.

4.2.1 Scheduling and Agenda

The Committee Chair, in consultation with the Board Chair and relevant members of management, shall develop the agenda for each Committee meeting.

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

4.2.2 Attendance

Committee members are expected to attend all Committee meetings, subject to unavoidable scheduling conflicts. Committee members may participate in a Committee meeting in person or by telephonic, electronic or other communication facility which, as determined by the Committee Chair, permits all participants to communicate adequately with each other during the meeting.

4.2.3 Quorum

A majority of the Committee members holding office, from time to time, will constitute a quorum for the transaction of business at any Committee meetings.

4.2.4 Non-Directors at Meetings

The Committee may invite members of management or other guests or observers to attend Committee meetings as it may deem desirable or appropriate, subject to the maintenance of confidentiality of the Committee's deliberations.

4.2.5 Materials

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

4.2.6 *In Camera* Sessions

The Committee shall meet *in camera*, without any member of management, at each of its meetings, including special meetings, to ensure free and open discussion among the members.

Nothing contained in the above charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the members of the Committee. Members of the Committee 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