



STRATEGIC OPPORTUNITIES COMMITTEE CHARTER

1. Statement of Policy

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

2. Composition and Organization

The Committee shall consist of at least three directors who are independent as such term is defined according to applicable laws and regulations.

Members shall be appointed by the Board and shall serve for such term as the Board may determine.

The Board of Directors shall designate one of the members of the Committee to act as Chair of the Committee. The Secretary or Assistant-Secretary of the Corporation acts as Secretary at the meetings of the Committee.

3. Meetings

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

The Committee may invite such members of Management or outside consultants to its meetings as it may deem desirable or appropriate, subject to the maintenance of confidentiality of the Committee's deliberations where required.

A majority of the members of the Committee in office shall constitute a quorum for the transaction of business.

The Committee meets *in camera*, to the extent practicable, at each of its meetings without any member of Management to ensure free and open discussion among the members, unless waived at a particular meeting by the members of the Committee.

4. Duties and Responsibilities

Subject to the Board itself determining to deal with any particular matter, the functions of the Committee shall be:

- (a) to provide a forum in which the Chief Executive Officer, alone or with other members of senior Management, can present preliminary thinking or planning on strategic opportunities or proposed material acquisitions and receive advice and counsel from the Committee in the formative stages of developing recommendations for consideration by the Board;

- (b) on request by Management, to establish tentative parameters and guidelines for pursuing of any such strategic opportunities or proposed material acquisitions;
- (c) to consider and assess on its own initiative strategic opportunities and provide suggestions and inputs to management;
- (d) to report to the Board of Directors generally after each of its meetings;
- (e) to review and reassess annually the adequacy of this Charter and to recommend any changes to the Board of Directors; and
- (f) to perform such other functions as may from time to time be delegated to the Committee by the Board.