

ANNUAL INFORMATION FORM

NOVEMBER 2, 2007

ANNUAL
INFORMATION
FORM
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MONTREAL, QUEBEC
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 **COGECO**
COGECO CABLE INC.

Contents

FORWARD-LOOKING STATEMENTS	1	5. REORGANIZATIONS	14
GLOSSARY	1	6. RISK FACTORS	14
1. CORPORATE STRUCTURE	2	7. DIVIDENDS	14
1.1. NAME, ADDRESS AND INCORPORATION		8. CAPITAL STRUCTURE	15
1.2. INTERCORPORATE RELATIONSHIPS		8.1. GENERAL DESCRIPTION OF CAPITAL STRUCTURE	
1.3. CORPORATE CHART		8.1.1. SUBORDINATE SHARES AND MULTIPLE SHARES	
2. GENERAL DEVELOPMENT OF THE BUSINESS	4	8.1.2. CLASS A SHARES	
2.1. PROFILE		8.1.3. CLASS B SHARES	
2.2. HISTORY		8.2. CONSTRAINTS ON ISSUE AND TRANSFER OF SHARES	
3. DESCRIPTION OF THE CANADIAN BUSINESS	4	8.3. CREDIT RATINGS	
3.1. CUSTOMERS		9. MARKET FOR SECURITIES	17
3.2. SERVICES		10. DIRECTORS AND EXECUTIVE OFFICERS	18
3.2.1. BROADCASTING SERVICES		10.1. DIRECTORS	
3.2.2. TELECOMMUNICATION SERVICES		10.2. EXECUTIVE OFFICERS	
3.3. CABLE NETWORKS		11. MATERIAL CONTRACTS	20
3.4. LICENCES AND CONTRACTS		12. LEGAL PROCEEDINGS	20
3.5. RENEWAL OF CONTRACTS		13. INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS	20
3.6. EMPLOYEES		14. TRANSFER AGENT AND REGISTRAR	21
3.7. COMPETITIVE CONDITIONS		15. AUDIT COMMITTEE DISCLOSURE	21
3.8. TRADEMARKS		15.1. CHARTER	
3.9. CYCLES		15.2. COMPOSITION OF THE AUDIT COMMITTEE	
4. DESCRIPTION OF THE EUROPEAN BUSINESS	10	15.3. EDUCATION AND EXPERIENCE OF AUDIT COMMITTEE MEMBERS	
4.1. CUSTOMERS		15.4. POLICY REGARDING NON-AUDIT SERVICES RENDERED BY AUDITORS	
4.2. SERVICES		15.5. REMUNERATION OF AUDITORS	
4.2.1. BROADCASTING SERVICES		16. ADDITIONAL INFORMATION	26
4.2.2. TELECOMMUNICATION SERVICES			
4.3. CABLE NETWORKS			
4.4. LICENCES AND CONTRACTS			
4.5. RENEWAL OF CONTRACTS			
4.6. EMPLOYEES			
4.7. COMPETITIVE CONDITIONS			
4.8. TRADEMARKS			
4.9. CYCLES			
4.10. TAX LOSS CARRY FORWARDS			

FORWARD-LOOKING STATEMENTS

Certain statements contained in this Annual Information Form (“AIF”) may constitute forward-looking information within the meaning of securities laws. Forward-looking information may relate to our future outlook and anticipated events, our business, our operations, our financial performance, our financial condition or our results and, in some cases, can be identified by terminology such as “may”, “will”, “should”, “expect”, “plan”, “anticipate”, “believe”, “intend”, “estimate”, “predict”, “potential”, “continue” or other similar expressions concerning matters that are not historical facts. Particularly, statements regarding our future operating results and economic performance, our objectives and strategies are forward-looking statements. These statements are based on certain factors and assumptions including expected growth, results of operations, performance and business prospects and opportunities which we believe are reasonable as of the current date. While we consider these assumptions to be reasonable based on information currently available to us, 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 we currently expect. These factors include technological changes, changes in market and competition, governmental or regulatory developments, general economic conditions, the development of new products and services, the enhancement of existing products and services, the introduction of competing products having technological or other advantages, many of which are beyond our control. Therefore, future events and results may vary significantly from what we currently foresee. For more exhaustive information on these risks and uncertainties you should refer to the “Uncertainties and Main Risks Factors” section of our Annual Report for the year ended August 31, 2007 which is available at www.sedar.com. You should not place undue importance on forward-looking information and should not rely upon this information as of any other date. While we may elect to, we are under no obligation (and expressly disclaim any such obligation) and do not undertake to update or alter this information at any particular time.

Glossary

DOCSIS	DATA OVER CABLE SERVICE INTERFACE SPECIFICATIONS
DVR	DIGITAL VIDEO RECORDER
€	EURO CURRENCY
GB	GIGA BYTES
HD	HIGH DEFINITION
HSI	HIGH SPEED INTERNET SERVICES
IP	INTERNET PROTOCOL
Kbps	KILO BITS PER SECOND
Mbps	MEGABITS PER SECOND
MHz	MEGAHERTZ
RGU (REVENUE-GENERATING UNITS)	INCLUDES BASIC CABLE SERVICE, DIGITAL TELEVISION SERVICE, HSI SERVICE AND TELEPHONY SERVICE CUSTOMERS
SVOD	SUBSCRIPTION VIDEO ON DEMAND SERVICE
VOD	VIDEO ON DEMAND SERVICE
WI-FI	WIRELESS FIDELITY

In this AIF, the terms “Cogeco Cable” and the “Corporation” refer collectively to Cogeco Cable Inc. and, unless the context otherwise requires or indicates, to its subsidiaries.

All dollar figures are in Canadian dollars, unless stated otherwise.

The information provided in this AIF is presented as at the last day of the Corporation’s most recently completed financial year (i.e. August 31, 2007), except where it is specified in the AIF that the information is presented at another date.

1. CORPORATE STRUCTURE

1.1. NAME, ADDRESS AND INCORPORATION

Cogeco Cable was incorporated under the *Canada Business Corporations Act* by certificate of incorporation dated March 24, 1992. The Corporation's articles were amended by certificates of amendment on April 13, 1992 and on August 25, 1992. On May 6, 1993, they were further amended to, among other things, delete the private corporation restrictions, change its name from 2807246 Canada Inc. to Cogeco Cable Inc., amend its share capital to create two classes of equity shares and the Class B preference shares, convert the sole issued and outstanding common share owned by its parent COGECO Inc. ("COGECO") into multiple voting shares and revise restrictions on the issue and transfer of shares. The registered office and the principal executive office of the Corporation are located at 5 Place Ville Marie, Suite 915, Montréal (Québec) H3B 2G2.

1.2. INTERCORPORATE RELATIONSHIPS

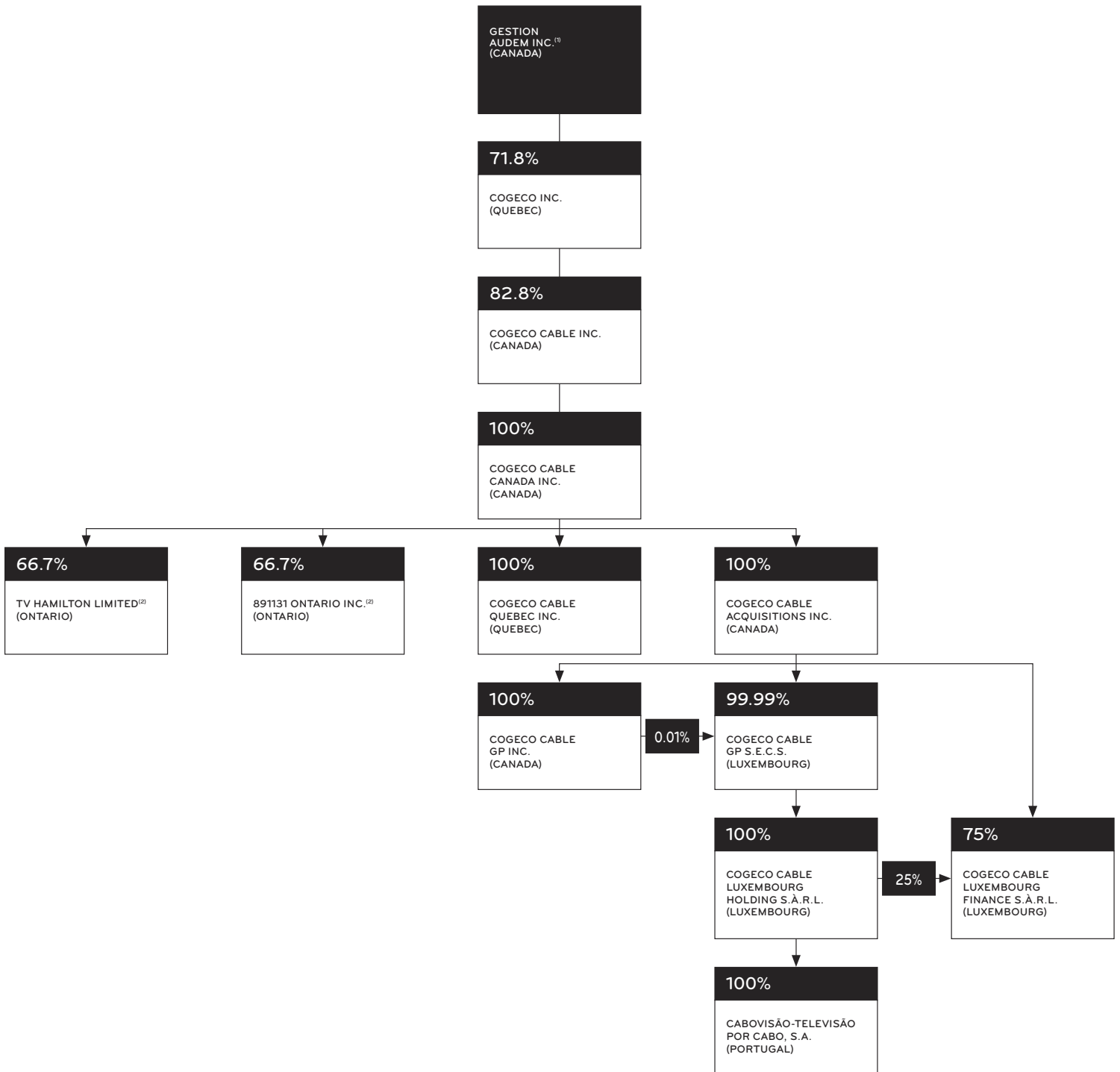
Cogeco Cable is a subsidiary of COGECO, a diversified Canadian communications company with operations in the cable and media sectors. Cogeco Cable was organized as a subsidiary of COGECO for the purpose of holding all the cable television assets of the COGECO Group of companies.

As at August 31, 2007, the only subsidiaries of the Corporation which represented more than 10% of the Corporation's consolidated assets or more than 10% of the Corporation's consolidated sales and operating revenues were Cogeco Cable Canada Inc. ("Cogeco Cable Canada"), Cogeco Cable Québec Inc. ("Cogeco Cable Québec") and Cabovisão-Televisão por Cabo, S.A. ("Cabovisão"), which are wholly-owned subsidiaries of the Corporation.

Cogeco Cable Canada is a corporation amalgamated under the authority of the *Canada Business Corporations Act*, which operates all of the Corporation's systems in Ontario. Cogeco Cable Québec is a corporation amalgamated under the authority of Part 1A of the *Companies Act* (Québec), which operates all of the Corporation's systems in Québec. Cabovisão is a corporation incorporated under the laws of Portugal and registered in the Commercial Registry of Palmela, which operates the Corporation's systems in Portugal.

1.3. CORPORATE CHART

The following chart illustrates the structure of the Corporation, including the jurisdiction of incorporation/establishment of the various entities as at August 31, 2007.



(1) A PRIVATE COMPANY CONTROLLED BY MR. HENRI AUDET.

(2) REMAINING 33.3% INTEREST IS HELD EQUALLY BETWEEN MOUNTAIN CABLEVISION LIMITED AND SOUTHMOUNT CABLE LIMITED, EACH OF WHICH OPERATES AN ADJOINING CABLE SYSTEM IN THE HAMILTON, ONTARIO AREA.

2. GENERAL DEVELOPMENT OF THE BUSINESS

2.1. PROFILE

Cogeco Cable is a major cable telecommunications company with shares listed on the Toronto Stock Exchange (TSX) under the symbol CCA. Cogeco Cable builds on its cable distribution base offering Analogue and Digital Television, HSI and Telephony services. Cogeco Cable provides 2,485,665 RGUs to the 2,343,466 homes passed by its cable network in the territories it serves. It is the second largest cable system operator in Ontario, Québec and Portugal in terms of Basic Cable service customers served. Cogeco Cable focuses its attention on the satisfaction of customers' varied electronic communication needs by investing in state-of-the-art broadband network facilities, delivering a wide range of services over these facilities with great speed and reliability at attractive prices, and striving to provide superior customer care and growing profitability.

2.2. HISTORY

In 1972, COGECO, the controlling shareholder of Cogeco Cable, acquired its first cable television system, *La Belle Vision Inc.*, serving Trois-Rivières, Québec and neighbouring communities. Following that initial cable acquisition, COGECO acquired from time to time, directly or through subsidiaries, a number of other cable systems in Canada. In June 1993, Cogeco Cable acquired all the cable television assets of COGECO and continued thereafter to make additional cable acquisitions. The greatest number of communities served by Cogeco Cable in Canada can be found today in the populous Windsor to Gaspé corridor.

In 2006, Cogeco Cable, through acquisition and finance subsidiaries, purchased for an agreed enterprise value of approximately €461.8 million (\$667.5 million), all the shares and all the senior secured debt of Cabovisão, and provided for the reimbursement of certain other specified liabilities of Cabovisão.

Having a financially sound balance sheet, the Corporation can now envision new acquisitions outside Canada if opportunities suited to the Corporation's expertise arise at reasonable conditions.

3. DESCRIPTION OF THE CANADIAN BUSINESS

The cable assets of Cogeco Cable in Québec, referred to herein as "Cable Québec", are managed from a main office located in the City of Trois-Rivières, Québec. The cable assets of Cogeco Cable in Ontario, referred to herein as "Cable Ontario", are managed from a main business office located in the City of Burlington (neighbouring Toronto), Ontario. While each operating group manages its systems for the distinctive French-language and English-language markets respectively, certain services, which are not of a market-specific nature, notably in the areas of procurement, engineering, information systems, human resources, marketing and accounting, are shared by the two units for greater efficiency.

3.1. CUSTOMERS

The following table presents the number of homes passed, RGUs, Basic Cable service customers and the penetration rate of Basic Cable service in Québec and Ontario as at August 31, 2007:

	HOMES PASSED	RGUs	BASIC CABLE SERVICE CUSTOMERS	PERCENTAGE OF PENETRATION OF BASIC CABLE SERVICE
CABLE ONTARIO	997,498 ⁽¹⁾	1,256,244	594,889	59.6
CABLE QUÉBEC	486,592	532,264	254,268	52.3
TOTAL	1,484,090	1,788,508	849,157	57.2

(1) AN AUDIT OF HOMES PASSED IN ONTARIO WAS COMPLETED DURING THE FIRST QUARTER OF FISCAL 2007 AND, AS A RESULT, THE NUMBER OF HOMES PASSED WAS REDUCED BY 42,386.

The following table presents the number of customers subscribing to Basic Cable service and the penetration rate of Basic Cable service, Digital Television services, HSI services and Telephony service from August 31, 2003 to August 31, 2007:

AS AT AUGUST 31	BASIC CABLE SERVICE CUSTOMERS	PERCENTAGE OF PENETRATION OF BASIC CABLE SERVICE	DIGITAL TELEVISION SERVICE CUSTOMERS AS A % OF BASIC CABLE SERVICE ⁽¹⁾⁽²⁾	HSI SERVICE CUSTOMERS AS A % OF BASIC CABLE SERVICE ⁽¹⁾	TELEPHONY CUSTOMERS AS A % OF BASIC CABLE SERVICE ⁽¹⁾
2003	820,657	58.7	20.2	27.6	N/A
2004	823,855	57.9	25.8	33.4	N/A
2005	821,433	56.7	30.7	37.7	0.2
2006	833,177	56.4	40.0	44.3	10.4
2007	849,157	57.2	45.8	52.2	21.7

(1) CALCULATED ON THE BASIS OF THE CABLE SYSTEMS WHERE THE SERVICE IS OFFERED.

(2) THE NUMBER OF DIGITAL TELEVISION SERVICE CUSTOMERS FOR FISCAL 2005 WAS RESTATED TO REFLECT CHANGES BROUGHT ABOUT BY COGECO CABLE'S BILLING IMPROVEMENT PROGRAM, WHICH HAS ALLOWED THE CORPORATION TO IDENTIFY DIGITAL TELEVISION CUSTOMER ACCOUNTS THAT WERE NOT CANCELLED WHEN THEY BECAME INACTIVE. THIS CHANGE RESULTED IN A DOWNWARD ADJUSTMENT OF 8,085 CUSTOMERS AS AT AUGUST 31, 2005.

Historically, the Basic Cable service penetration rate in Québec has been lower than the Basic Cable service penetration rate in Ontario. In Québec, Cogeco Cable operates cable systems in areas that are predominantly francophone. In those areas, demand for English programming is low, thereby lessening the demand for cable television while over-the-air signals from French conventional television networks represent approximately 50-55% of Québec's television viewing.

3.2. SERVICES

Cogeco Cable offers a wide range of broadcasting and telecommunication services to its residential and business customers in Canada, including Analogue and Digital Television services, HSI services and Telephony service. Cogeco Cable actively bundles these services into double-play and triple-play offerings at competitive prices to encourage cross-selling within its customer base and to attract new customers. The offering of broadcasting and telecommunication services is subject to varied and extensive regulatory requirements, mainly under the authority of federal statutes governing broadcasting, telecommunications, radiocommunication and copyright.

3.2.1. BROADCASTING SERVICES

Cogeco Cable's broadcasting distribution services are offered in Canada, on a subscription basis, in analogue or digital form.

ANALOGUE TELEVISION SERVICES

Basic service

Analogue Television customers receive a basic service generally consisting of 37 channels in Ontario and 23 channels in Québec, with some variations from one area to another. The ordering of channels on the basic service must comply with the requirements of the Canadian Radio-television and Telecommunications Commission ("CRTC") and generally includes a mix of conventional Canadian and U.S. broadcast signals and specialty services. The subscription fee for the basic service offered by the Corporation is no longer regulated by the CRTC.

Discretionary services tiers

Analogue Television customers can obtain additional programming services by subscribing to a discretionary service tier comprising a mix of Canadian and non-Canadian specialty services. Cable Ontario offers to its customers on most of its systems one discretionary service tier including an average of 30 specialty services while Cable Québec offers to its customers on the majority of its systems two tiers consisting of 22 to 26 specialty services. Customers must first subscribe to the basic service before they can subscribe to a discretionary service tier. The linkage and distribution of discretionary service tiers remain regulated by the CRTC, but subscription fees for discretionary service tiers are not regulated.

DIGITAL TELEVISION SERVICES

Basic service

Digital Television customers in Ontario generally receive the same basic service as Analogue Television customers. In addition, for a digital upgrade fee, Digital Television customers in Ontario receive the digital quality audio channels of the Max Trax/Galaxie music service including 40 separate digital music channels, an interactive program guide and various additional Digital Television specialty services including MTV Canada, Star TV, ROB TV, CLT, Casino and Gaming Television, Christian Channel and three regional Sportsnet channels.

Digital Television customers in Québec generally receive the same basic service as Analogue Television customers except for the U.S. networks ABC, CBS, NBC and Fox. They also receive 40 Max Trax/Galaxie digital audio channels, an interactive program guide and The Weather Network.

Discretionary services tiers

Subject to CRTC requirements, Digital Television customers have a lot more flexibility to design their own programming packages, selecting from a variety of options including single specialized service subscriptions as well as various theme packages such as the Sports Theme Pack or the Family Theme Pack or other combinations including the ability to choose their own Pick Pack of speciality services.

Pay Television services

Digital Television customers can access a large selection of Pay Television services such as the four channels of *Super Écran* (one channel in Ontario) or five channels of The Movie Network and two Mpix channels.

Pay-per-view services

Digital Television customers can also order movies of their choice on one of up to 8 channels in Ontario and on one of the 12 channels available in Québec offered by the Pay-per-view services, Viewers Choice and Canal Indigo.

VOD and SVOD services

With the VOD service, Digital Television customers can, by using the remote control of their digital terminal, order a movie or program of their choice from an inventory of approximately 1,000 titles. The movie or program selected by the customer remains accessible to be viewed for a period of 24 hours. The VOD service provides all the functions of a videocassette recorder or a DVD player, with pause, stop, rewind and fast-forward capabilities. There are no monthly fees. Customers are only charged for the movies they watch. In addition, Cogeco Cable provides a selection of Free On Demand content as part of the VOD service, including free children's programming from Treehouse On Demand and Kidz On Demand, as well as free movies and locally produced shows from TV Cogeco. Cogeco Cable has access to approximately 70 % of box office releases for its VOD service.

The SVOD service allows Digital Television customers to access a wide variety of on demand content when it is convenient for them on a monthly subscription basis. The SVOD services, the Movie Network On Demand and *Super Écran sur demande*, are included at no extra cost with the subscription to the associated Pay Television services. The WWE 24/7 service is also available as well as the Animé On Demand service, for additional monthly fees.

High Definition Television service ("HDTV")

Cogeco Cable offers the HDTV service in most of its major markets in Ontario and Québec with up to 24 HD channels. Digital Television customers who purchase or rent a HD-capable set-top and who pay the HD access fee to subscribe to the HDTV service can receive the HD version of a standard definition channel that they already subscribe to, for an additional monthly fee. In Ontario, two premium HDTV services, HDNet and Discovery HD, are available together in a package for an additional monthly fee.

3.2.2. TELECOMMUNICATION SERVICES

HSI SERVICES

Residential

Cogeco Cable offers to its residential customers in Ontario and Québec various HSI services with different transfer speeds and service attributes:

- The HSI Lite operates at up to 640 Kbps downstream and up to 150 Kbps upstream;
- The HSI Standard operates at up to 10 Mbps downstream and up to 640 Kbps upstream;
- The HSI Pro operates at greater downstream speeds of up to 16 Mbps and upstream speeds of up to 1 Mbps.

Cogeco Cable HSI services come with a comprehensive security package including firewall, anti-virus, anti-spam, anti-spyware, pop-up blocker, parental control and Internet dial up control; all free for HSI Standard and Pro customers and for an additional monthly fee for HSI Lite subscribers.

Since March 9, 2007, HSI customers in Ontario can connect wirelessly to the Internet at no extra cost from designated wireless Wi-Fi Internet hotspots located throughout Burlington, Oakville and Hamilton. Cogeco Cable intends to launch this wireless Internet connection in other Cogeco Cable markets during fiscal 2008. Cogeco Cable also plans to allow non-Cogeco Cable customers wanting to connect to the Internet from these wireless Internet hotspots to purchase blocks of time on a temporary basis using text messaging on their cellular telephones.

Business

Cogeco Cable also offers, in Québec and Ontario, various types of HSI access for commercial customers that are customized to fit the size of the business:

- The HSI Starter operates at up to 7 Mbps downstream and up to 640 Kbps upstream.
- The HSI Standard operates at up to 16 Mbps downstream and up to 1 Mbps upstream;
- The HSI Enterprise operates at greater downstream speeds of up to 16 Mbps and upstream speeds of up to 1.5 Mbps;

A security package is also offered to HSI commercial customers.

THIRD-PARTY INTERNET ACCESS SERVICE

Cogeco Cable provides Internet Service Providers ("ISP") access to its facilities in order for ISPs to provide their own HSI service under the terms and conditions of a tariff for third-party Internet access service approved by the CRTC in 2000 (the "TPIA Tariff"). A few ISPs have subscribed to this service. Three speed tiers are available to ISPs: speed tier 1 (640 Kbps download/150 Kbps upload) for a monthly per end-user access rate of \$16.07; speed tier 2 (10 Mbps download/640 Kbps upload) for a monthly per end-user access rate of \$20.79 and; speed tier 3 (16 Mbps download/1 Mbps upload) for a monthly per end-user access rate of \$33.26.

TELEPHONY SERVICE

Cogeco Cable Telephony service in Canada uses Internet Protocol (IP) to transport digitised voice signals over the same Cogeco Cable private network that brings Cable Television and HSI services into the home. Cogeco Cable Telephony service includes unlimited calling in Canada and the continental US (excluding Hawaii and Alaska) and the five most popular calling features: voice mail, call display, call waiting, visual call waiting and call forwarding at no extra charge. Customers are able to keep their existing phone number and their existing phones in their current locations.

As at August 31, 2007, Cogeco Cable Telephony service was available to 78% of homes passed in Cogeco Cable territories. The Telephony service is available to residential customers in Ontario and Québec and to commercial customers in Ontario who subscribe to Television or HSI services of Cogeco Cable.

DATA SERVICES

Cogeco Cable offers various types of data services such as Ethernet and Private Line circuits to business customers in Ontario and Québec. These services are customized to meet customers' needs.

3.3. CABLE NETWORKS

The Corporation provides its cable and telecommunication services in Canada through state-of-the-art broadband distribution networks. It is Cogeco Cable's general policy to fully own its distribution networks and headends as well as its amplifiers and drops. Digital Television and VOD services are available to 98.4% and 90.8% of homes passed, respectively, and 93.8% of homes passed are served by a two-way cable plant. Cogeco Cable's optical fibre network extends over 8,670 kilometres and includes 79,400 kilometres of optical fibre. Cogeco Cable has deployed optical fibre to nodes serving clusters of typically 1,200 homes passed, with many fibres per node in most cases, which allows the Corporation to further extend the fibre plant to smaller clusters of 500 homes rapidly with relative ease if and when necessary. Node splitting leads to further improvement in the quality and reliability of services and allows for increasing traffic of two-way services such as HSI, VOD and Telephony services.

Cogeco Cable currently acquires DOCSIS 2.0 equipment and continues to use the DOCSIS 1.1 standard for its IP platform. DOCSIS allows the prioritization of the signal packets that must be transmitted in real time, such as those of the Telephony service, so as to ensure a continuous transmission flow. When appropriate, the DOCSIS 2.0 transmission mode can be activated to increase the speed and capacity of the return path, thus making it possible to provide very high speed symmetrical services, which are particularly well suited for commercial customer applications. DOCSIS 2.0 is also more robust, allowing for the use of portions of the return path spectrum that are normally not usable in a DOCSIS 1.1 mode. In addition, the cable industry, in collaboration with CableLabs, has created a new standard, DOCSIS 3.0, compatible with the earlier versions, which will make it possible to further increase IP transmission speeds up to 160 Mbps. Cogeco Cable plans to gradually deploy DOCSIS 3.0 headend and customer premise equipment in fiscal 2008.

Cogeco Cable has implemented an infrastructure with 550 MHz or 750 MHz capacity, depending on the cable system. An infrastructure with 550 MHz capacity allows for the transmission of up to 80 analogue channels, while an infrastructure of 750 MHz allows for the transmission of up to 110 analogue channels. As a reference, each analogue channel (representing 6 MHz of bandwidth), with the current compression, multiplexing and modulation technologies used by the Corporation, allows for the transmission of up to 13 standard definition digital television signals, or of up to 3 HD television signals.

3.4. LICENCES AND CONTRACTS

The Corporation's business in Ontario and Québec is substantially dependent on some important licences and contracts. In order to provide broadcasting distribution services, unless exempted, broadcasting distribution undertakings must hold broadcasting licences issued by the CRTC under the authority of the *Broadcasting Act* (Canada) as well as broadcasting certificates pursuant to the *Radiocommunication Act* (Canada). Broadcasting licences are issued for a maximum term of seven years and are generally renewed upon application by the licensee, except in case of serious breach. The Corporation is licensed on a regional basis in Ontario and Québec, which means that in each province, the Corporation is authorized under a single licence to operate a number of cable systems of a certain class (defined by the number of subscribers). Smaller non-interconnected cable systems are licence-exempt. The CRTC has never revoked or failed to renew a licence for an active cable system owned by Cogeco Cable.

The distribution of certain audio and video programming services such as specialty programming, Pay Television, VOD and SVOD services, requires the execution of various agreements, including affiliation agreements, which are for the most part negotiated with a small number of large integrated broadcasting groups and major studios.

The construction and operation of cable systems also requires the execution of contracts with public utilities and sometimes, with municipalities, in order to obtain cost-effective and timely access to existing public utility support structures and municipal rights-of-way. The use by cable companies of support structures owned by telecommunications carriers, such as Bell Canada, is subject to CRTC approved tariffs. The CRTC also has jurisdiction under the authority of the *Telecommunications Act* (Canada) to set terms for access to municipal street allowances and property for cable and other telecommunications carrier facilities in case of a dispute between the parties. The Supreme Court of Canada ruled that the CRTC cannot set terms for the use of support structures owned by electric power utilities under the authority of the *Telecommunications Act* (Canada). The Ontario Energy Board, in a decision released on March 7, 2005, determined that all cable companies operating in Ontario shall have access to the poles of the electricity distributors at a rate of \$22.35 per pole per year.

The offering of the Corporation's Telephony service in Ontario and Québec requires the execution of agreements with strategic providers, in order to secure the delivery as well as the growth and quality of this service. To that end, the Corporation entered into major agreements with various suppliers such as Telus, which provides telecommunication services through a multi-year contractual arrangement.

3.5. RENEWAL OF CONTRACTS

The contracts with the two largest electric power utility suppliers of support structures for the Corporation's cable plant, Hydro One in Ontario and Hydro-Québec in Québec, will both expire on December 31, 2010.

During fiscal 2007, Cogeco Cable's affiliation agreements for major specialty services were renewed, including CTVglobemedia and Alliance Atlantis specialty services. Several other affiliation agreements with audio and video programming service suppliers are currently under negotiation. In case of a dispute between the parties, the CRTC can, in the case of Canadian programming services, set distribution terms, including wholesale fees payable to the programming service supplier. The market for audio and video programming services in Canada is characterized by high levels of supplier integration, structural rigidities imposed by the CRTC's regulatory framework for broadcasting distribution, which is presently under review. While Cogeco Cable has been able to conclude

satisfactory distribution agreements with Canadian and foreign programming service suppliers to date, there is no assurance that network fees will not increase by larger increments in future years. There is also no assurance that programming service suppliers will not change other material terms of distribution agreements or extend preferences for the distribution of their content to competing distributors, or push for distribution over the Internet in the future.

Cogeco Cable uses different customer relations management tools and databases for its operations respectively in Ontario and Québec. The agreement with the main third-party supplier of information systems in Ontario will expire in August 2008 with a possibility to extend for an additional year, and the terms that would apply for the continued use of the relevant information systems in Ontario are presently under negotiation.

3.6. EMPLOYEES

As at August 31, 2007, the number of full-time equivalent employees of the Corporation and its subsidiaries in Canada was 1,766 including the 428 full-time equivalent employees of Cable Québec who were subject to collective agreements, being approximately 24% of the Corporation's aggregate workforce. The employees of Cable Québec are grouped in three units for collective bargaining, namely: (i) technical, design, network control centre and community programming that are located across various locations of the Corporation in the Province of Québec; (ii) customer service (cable and multimedia), accounting and payroll mainly located in Trois-Rivières; and (iii) all employees at the Alma and Roberval systems. The two collective agreements with the employees of the first two units in Québec will expire on December 31, 2008. The third collective agreement with the Union of the third unit will expire on May 31, 2010.

There are no collective agreements in Cable Ontario.

3.7. COMPETITIVE CONDITIONS

In Canada, Cogeco Cable faces competition in its service areas mainly from a few large integrated telecommunication services providers. The largest, BCE Inc., offers, through its various subsidiaries and income trusts, a full range of competitive voice, data and video services to residential, as well as to business customers in the Provinces of Ontario and Québec through a combination of fixed wireline (Bell Canada, Télébec), mobile wireless (Bell Mobility) and satellite (Bell ExpressVu) platforms. BCE Inc. was the subject of a takeover earlier in 2007 by a group of institutional investors led by the Ontario Teacher's Pension Plan, with closing of the transaction expected to take place in the earlier part of 2008. It is not known at this time to what extent the changes in the ownership and management of this major competitor will affect market dynamics in the two Provinces, notably with respect to the anticipated rollout of IPTV services over its fixed wireline platform. Telus Communications Company competes with all of Cogeco Cable's services in the Lower St. Lawrence area of the Province of Québec through the use of its wireline network, and throughout Cogeco Cable's Canadian footprint through the use of its mobile telecommunications network. However, Cogeco Cable's Telephony service is provided with the assistance of certain Telus carrier services through a multi-year contractual arrangement. Star Choice Television Network Incorporated, an indirect subsidiary of Shaw Communications Inc., competes for video and audio distribution services throughout Cogeco Cable's Canadian footprint. Rogers Wireless Communications Inc., a subsidiary of Rogers Communications Inc., operates a mobile telecommunications network in Ontario and Québec and is the owner of the Inukshuk broadband wireless network in partnership with Bell Mobility. Rogers Cablesystems Inc., the cable subsidiary of Rogers Communications Inc., has recently applied for licensed service area extensions covering the Burlington, Oakville and Milton areas, which are part of Cogeco Cable's footprint in Ontario. Videotron Ltd., an indirect subsidiary of Quebecor Inc., offers competitive mobile telecommunications services in Cogeco Cable's Québec footprint. Cogeco Cable also competes with other telecommunications service providers, including Vonage, Primus and Rogers Home Phone (formerly known as Sprint), and with alternative service providers that use resale or third-party access arrangements in effect. It is anticipated that the federal Department of Industry Canada will proceed soon with the advanced wireless spectrum (AWS) auction which could lead to new entrants entering the wireless telecommunications markets in Canada on a national, regional or local basis, and incumbent wireless carriers obtaining more spectrum for the provision of advanced voice, data and video services, thus resulting in increased competition for voice, data and video services of Cogeco Cable. Cogeco Cable also faces illicit competition from the unauthorized reception of direct-to-home satellite signals. The level of piracy of video signals and the actual penetration of illicit reception of video distribution services in households within the Corporation's service areas may also have a significant effect on the Corporation's business and the competitiveness of its service offerings.

3.8. TRADEMARKS

The Corporation has registered or applied for registration of several trademarks for use in its Canadian business which the Corporation regards as having significant value or as being important factors in the marketing of its services.

3.9. CYCLES

Cogeco Cable's operating results are not generally subject to material seasonal fluctuations. However, the loss in Basic Cable service customers is usually greater, and the addition of HSI customers is generally lower, in the third quarter, mainly because students leave their campus at the end of the school year. Cogeco Cable offers its services in several university and college towns in Canada such as Kingston, Windsor, St.Catharines, Hamilton, Peterborough, Trois-Rivières and Rimouski. Furthermore, the third and fourth quarter's operating margin is usually higher as lower or no management fees are paid to COGECO. Under the management agreement outlined in Item 13 of this AIF, Cogeco Cable pays a fee equal to 2% of its total revenue subject to a maximum amount. Since the maximum amount was reached in the second quarter of fiscal 2007, Cogeco Cable has thus paid no management fees during the third and fourth quarters.

4. DESCRIPTION OF THE EUROPEAN BUSINESS

The cable assets of Cabovisão are managed from a main office located in the city of Palmela (near Lisbon), Portugal. With initial services launched in 1996, Cabovisão has grown rapidly and is now the second largest cable operator in Portugal with 697,157 RGUs as at August 31, 2007. Its fibre optic ring provides direct access to the subscribers throughout Portugal. It holds licences to offer services to approximately 90% of the households in Portugal.

4.1. CUSTOMERS

The following table presents the number of homes passed, RGUs, Basic Cable service customers and the penetration rate of Basic Cable service in Portugal as at August 31, 2007:

	HOMES PASSED	RGUs	BASIC CABLE SERVICE CUSTOMERS	PERCENTAGE OF PENETRATION OF BASIC CABLE SERVICE
TOTAL	859,376	697,157	294,003	34.2

The following table presents the number of customers subscribing to Basic Cable service and the penetration rate of Basic Cable service, HSI services and Telephony service in Portugal from August 31, 2006 to August 31, 2007:

AS AT AUGUST 31	BASIC CABLE SERVICE CUSTOMERS	PERCENTAGE OF PENETRATION OF BASIC CABLE SERVICE	HSI SERVICE CUSTOMERS AS A % OF BASIC CABLE SERVICE ⁽¹⁾	TELEPHONY CUSTOMERS AS A % OF BASIC CABLE SERVICE ⁽¹⁾
2006	269,694	32.6	50.5	82.7
2007	294,003	34.2	54.4	82.7

(1) CALCULATED ON THE BASIS OF THE CABLE SYSTEMS WHERE THE SERVICE IS OFFERED.

4.2. SERVICES

4.2.1. BROADCASTING SERVICES

Cabovisão's broadcasting distribution services are offered in mainland Portugal, on a subscription basis, in analogue form and in digital form for certain services.

ANALOGUE TELEVISION SERVICES

Basic service

Analogue Television customers receive a basic service generally consisting of 46 television channels or a mini-basic service with 39 television channels. The basic and mini-basic services include more than 23 thematic channels in Portuguese language (subtitled or dubbed) and several additional thematic channels in the English and French languages. The 7 different channels included in the basic package that are not offered in the mini-basic service, are: Hollywood, History, Biography, Odisseia, MGM, Panda and Discovery.

Pay Television services

Basic and mini-basic customers can access a large selection of Pay Television services such as the 3 channels of Lusomundo movies (Premium + Gallery + Action), 2 Sport channels (SportTV 1 and SportTV 2), the Disney's channel and adult channels such as Hustler TV and Playboy TV. These Pay Television channels are supplied either through an analogue or digital decoder. During the last quarter of fiscal 2007, Cabovisão has started to replace the analog decoders of its pay Television service customers with digital television decoders which will also support the eventual launch of a wider range of Digital Television services.

4.2.2. TELECOMMUNICATION SERVICES

HSI SERVICES RESIDENTIAL

Cabovisão offers to its residential customers various HSI services with different transfer speeds and service attributes, as follows:

- 2Mbps HSI Service, which operates at up to 2Mbps downstream and up to 256Kbps upstream and includes 20GB traffic per month;
- 8Mbps HSI Service, which operates at up to 8Mbps downstream and up to 512Kbps upstream and includes 40GB traffic per month;
- 25Mbps HSI Service, which operates at up to 25Mbps downstream and up to 1024Kbps upstream and includes 60GB traffic per month.

HSI SERVICES BUSINESS

Cabovisão also offers to its commercial customers various HSI services with differing transfer speeds and service attributes, as follows:

a) For commercial companies:

- 2Mbps HSI Service, which operates at up to 2Mbps downstream and up to 512Kbps upstream and includes unlimited traffic per month during business hours (07h00 to 20h00);
- 8Mbps HSI Service, which operates at up to 8Mbps downstream and up to 512Kbps upstream and includes unlimited traffic per month during business hours (07h00 to 20h00);
- 25Mbps HSI Service, which operates at up to 25Mbps downstream and 1024Kbps upstream and includes unlimited traffic per month during business hours (07h00 to 20h00);
- VPN 512Kbps point-to-point data service for commercial shops networks.

b) For SME and large business companies:

- 2Mbps HSI Symmetric Service with 2Mbps downstream and 2Mbps Upstream with unlimited traffic per month;
- From 2Mbps up to 100Mbps Optical Fibre HSI and Data Leased Lines, with unlimited traffic 24 hours per day.

TELEPHONY SERVICE—RESIDENTIAL

Cabovisão's Telephony service uses a mix of proprietary technologies and Internet protocol (IP) to transport voice signals over the same Cabovisão private network that brings Cable Television and HSI services into the home. Consumers are able to keep their existing phone number and their existing phones in their current locations.

As at August 31, 2007, Cabovisão's residential Telephony service was available as a stand alone or within double and triple bundle packages (mix and max). 5 optional fixed telephony plans were offered to subscribers, as follows:

- 60 free minutes per month for fixed international calls to France, Spain, UK, Germany, Luxembourg and Switzerland.
- 30 free minutes per month for mobile national calls.
- 30 free minutes per month for fixed international calls to the US, Canada, Brazil and Venezuela.
- 30 free minutes per month for fixed international calls to Eastern European countries, such as Ukraine, Russia, Moldavia and Romania.
- 30 free minutes per month for fixed international calls to African countries with important immigration to Portugal, such as Angola, Mozambique, Cape Verde and South Africa.

Residential customers can choose 1 of these 5 options at no extra cost. Each additional option costs an additional monthly fee.

TELEPHONY SERVICE—BUSINESS

For commercial customers, Cabovisão's offering includes various types of Telephony access lines with different rating plans, each with minimum monthly usage. Cabovisão also offers a special on-net rating plan for commercial customers with a network of shops and offices within Cabovisão footprint.

4.3. CABLE NETWORKS

Cabovisão provides its cable services through state-of-the-art 750 MHz broadband distribution networks. Cabovisão fully owns its distribution networks, headends and drops. Digital Television services have been introduced during the last quarter of fiscal 2007 and all existing analogue set-tops will be replaced by digital set-tops over the next 18 months. VOD service is not currently offered but is planned for launch progressively over the next 12 to 18 months. HSI services using fully certified DOCSIS technology are offered to 100% of homes passed and served by a two-way cable plant. Telephony service is also offered to 100% of homes passed, initially through the use of proprietary network interface units (NIU), and starting last year with standard based embedded multimedia terminal adapters (e-MTA). Cabovisão currently uses class-5 circuit switches and class-5 advanced softswitches. Cabovisão's intercity fibre optic network extends over 2,021 kilometres and includes 194,016 kilometres of optical fibre. Cabovisão has deployed optical fibre to nodes serving clusters of typically 1,200 homes passed, with many fibres per node in most cases, which allows Cabovisão to further extend the fibre plant to smaller clusters of 500 homes rapidly with relative ease if and when necessary. Node splitting leads to further improvement in the quality and reliability of the network and services and allows for increasing traffic of two-way services, such as HSI and Telephony.

Cabovisão has implemented an infrastructure with 750 MHz capacity essentially in all its systems. In Portugal and in most of Europe, PAL B and PAL G (Phase Alternated Line) television standards are used and each analogue channel requires 7 MHz (PAL B is used up to 300 MHz) and 8 MHz (PAL G is used above 300 MHz) of bandwidth compared to 6 MHz in North America, which uses the NTSC (National Television System Committee) standards. An infrastructure with 750 MHz capacity in Portugal allows for the transmission of up to 83 analogue channels.

4.4. LICENCES AND CONTRACTS

Cabovisão holds several licenses for its activities as Cable Television distributor, Internet service provider and Telephony operator. Historically, under the terms of the Decree-Law 241/97, the fixed assets owned by Cabovisão for the service of network cable television distribution authorized by the Portuguese telecommunications regulator, *Autoridade Nacional de Comunicações* ("ANACOM"), were limited to its license period, so that in the case of non-renewal of its licence, many of the assets would have reverted or been transferred to public authorities, other public service telecommunications operators or other entities, without compensation.

A broad reform of national legislation respecting electronic communications occurred in 2004 with the publication of Law 5/2004 (*Electronic Communications Law*, known as REGICOM) on February 10, 2004, in line with the basic requirements of applicable European Commission directives. This law established new rules for electronic networks and communication services and the related resources and services and replaced several other laws including Decree-Law n. 241/97. Under this new national legislation, ANACOM has implemented a general authorization regime which no longer involves the issuance of licences for wireline telecommunications activities. The new law established a streamlined general authorization framework under which companies interested in deploying electronic networks and communication services need only to provide to ANACOM a concise description of the network or service intended to be provided and the expected initial launching date. Under this framework, Cabovisão obtained licenses from ANACOM for offering of cable television services in 233 municipalities in Portugal, as well as a license to operate public telecommunications networks and fixed Telephony services. The new law does not establish expiry terms for the exercise of these activities, neither does it provide for asset reversions, as could have happened in the previous legal regime described above. Cabovisão is also licensed by ANACOM to provide Internet services.

The construction and operation of cable systems requires the execution of contracts with municipalities and public utilities in order to obtain cost-effective and timely access to municipal rights-of-way and existing public utility support structures. The use by cable companies of support structures owned by telecommunications carriers, such as Portugal telecom, is subject to ANACOM approved tariffs. The use of support structures owned by *Energias de Portugal* ("EDP"), the Portugal electricity provider, is governed by a private agreement with EDP.

The distribution of certain audio and video programming services, such as Pay Television, requires the execution of various agreements, including affiliation agreements, which are for the most part negotiated with a small number of large integrated broadcasting groups and major studios. The offering of new digital audio and video services by Cabovisão requires the conclusion of suitable arrangements with program suppliers. The negotiation of these arrangements is under way, but is not concluded as yet.

The offering of HSI services requires the execution of several contracts of IP transit with some of the major world providers such as Verizon, which are renewed annually by direct negotiation. For its Telephony service, Cabovisão has several interconnection agreements with telephony operators in Portugal; under ANACOM rules, no operator having significant market power can deny interconnection to another licence operator for call termination.

4.5. RENEWAL OF CONTRACTS

Cabovisão regularly negotiates renewals of programming affiliation agreements. Where the programme content is recognized by the Portuguese Competition Authority as being of public interest, and especially where the supplier has significant market power, the continuity of supply is safeguarded by regulation.

4.6. EMPLOYEES

As at August, 31, 2007, the number of full-time equivalent employees of Cabovisão was 300. There are no collective agreements in Cabovisão and, therefore, all employees are governed by the Portuguese Labour Code.

4.7. COMPETITIVE CONDITIONS

Cabovisão faces competition in its service areas, for all its lines of business, mainly from incumbent telecommunications carrier Portugal Telecom, SGPS, S.A. ("PT") and its present subsidiary Portugal Telecom Multimedia, SGPS, S.A. (PTM), as well as from Sonaecom, SGPS, S.A., a subsidiary of diversified Portuguese conglomerate Sonae, SGPS, S.A. (Sonae), which recently purchased the fixed telephony and HSI residential business from the operator ONI as well as all fixed telephony business previously owned by TELE2, another indirect access telephony operator, and unsuccessfully attempted a takeover of PT or PTM earlier this year. PT is expected to complete before the end of this year the distribution of the shares that it owns in PTM to its own shareholders and, thus, cease to hold a controlling equity interest in PTM. PTM owns TV Cabo, the largest cable telecommunications operator in Portugal, and also offers a direct-to-home satellite distribution service to the Portuguese market. PTM's cable plant overlaps a major part of Cabovisão's footprint in Portugal. PT's national telephone network, PT Comunicações, which offers a full range of fixed wireline and mobile wireless telecommunications services throughout Portugal, has recently started the rollout of a competitive IPTV service over its telephone plant, starting with the Lisbon, Oporto and Castelo Branco areas, with a view to offering triple-play service (voice, HSI access and video distribution) and PTM's cable subsidiary, TV Cabo, started a full triple play offer covering all its footprint. Sonaecom owns and operates the Clix (Residential Fixed Telephony, HSI and IPTV), Novis (Business Telephony Solutions) and Optimus (Wireless Telephony and Wireless HSI) services, which provide voice, data, HSI, video and mobile services to the residential and business markets. Cabovisão is no longer the only provider of full "triple-play" service bundles in its footprint, as Sonaecom, PT and PTM now have competitive triple-play offers available in the Portuguese market. Cabovisão has started the rollout of Digital Television service in order to improve signal security and quality, provide an expanded choice of programming, make better use of the distribution capacity of its network and better compete with the digital video service offerings of its competitors. This rollout will extend at least through fiscal 2008. The Portuguese regulatory authorities are expected to award several licenses in fiscal 2008 for new digital terrestrial television services providing both national and regional digital television signals for free-to-air and paid reception. This will likely lead to increased competition for video distribution throughout the areas served by Cabovisão in Portugal. The level of piracy of video signals and the actual penetration of illicit reception of video distribution services in households within the Cabovisão's service areas may also have a significant effect on Cabovisão's business and the competitiveness of its service offerings.

4.8. TRADEMARKS

Cabovisão has registered or applied for registration of certain trademarks for use in its Portuguese business which it regards as having significant value or as being important factors in the marketing of its services.

4.9. CYCLES

Cabovisão results are subject to some seasonal fluctuations, such as holiday periods in a month, national or world soccer championships or special periods such as Christmas and Back to School. The Back to School period (September & October) and the Christmas period (November to December) are, however, positive months for new service subscribers, mostly for HSI. The addition of Cable Television and HSI customers is generally slower from June to the end of August due to summer holidays in all areas, especially in university cities, such as Aveiro, Covilhã, Evora, Guarda and Coimbra. Also, the loss of Pay Television customers is higher from June to the end of August, after the end of the national soccer championship and during the summer holiday period. March or April results are slightly negatively affected by Easter, Independence and Labour day holidays, due to the common occurrence of families taking mini-holidays.

4.10. TAX LOSS CARRY FORWARDS

Under applicable tax legislation in Portugal, tax losses can be carried forward to offset against taxable profits during a period of six years unless the following conditions apply: on the date of termination of the taxation period in which the deduction is used there have occurred changes in the Cabovisão's social purpose during the fiscal year in which tax losses are deducted, there are substantial changes to the business activity of Cabovisão or there is a change of ownership of at least 50% in the shares of Cabovisão or a change in the majority of the voting rights. As at August 31, 2007, the available tax losses totalled approximately €201.5 million (\$290 million), subject to possible correction by the Portuguese tax authorities. While there was a change in ownership of 100% of the shares of Cabovisão in August 2006, there was, in advance of such change, a request made to the Portuguese tax authorities to permit the tax losses to continue to be available notwithstanding changes in the ownership of the shares. The authorities are still reviewing the ruling request and the decision has not yet been rendered.

5. REORGANIZATIONS

On September 1, 2003, the Corporation completed two corporate reorganizations in order to consolidate its cable operations in Ontario and in Québec. Those reorganizations involved the amalgamation of some subsidiaries of the Corporation. In Ontario, the subsidiaries Cogeco Cable Brockville Inc., Cogeco Cable Canada and Cogeco Cable Lindsay Inc. amalgamated together into a new company, which continued to be named Cogeco Cable Canada Inc. In Québec, the subsidiaries Cogeco Câble Trois-Rivières inc., Cogeco Câble Mauricie inc. and Cogeco Câble Nicolet inc. amalgamated together into a new company named Cogeco Câble Mauricie (2003) inc.

On September 1, 2004, the Corporation further consolidated the Québec operations by amalgamating all subsidiaries of the Corporation in Québec (namely Cogeco Câble Beauce inc., Cogeco Câble Estrie inc., Cogeco Câble Gaspésie inc., Cogeco Câble Lac Saint-Jean inc., Cogeco Câble Laurentides inc., Cogeco Câble Mauricie (2003) inc., Cogeco Câble Montérégie inc. and Cogeco Câble Rimouski inc.) into a new company named Cogeco Cable Québec Inc.

On September 1, 2005, the Corporation further consolidated the Ontario operations by amalgamating Cogeco Cable Canada Inc. and Cogeco Cable Halton Inc. into a new company which continued to be named Cogeco Cable Canada Inc.

For the purposes of the Cabovisão acquisition completed on August 1, 2006, Cogeco Cable has set up the structure described in section 1.3 of this AIF, involving one of its operating Canadian subsidiaries and intermediate holding and financing entities located in Luxembourg, with a view to maximizing returns for Cogeco Cable.

On September 1, 2006, the Corporation amalgamated an intermediate holding company used for the Cabovisão acquisition, Cogeco Cable Holdings Inc. and Cogeco Cable Canada Inc. into a new company which continued to be named Cogeco Cable Canada Inc.

6. RISK FACTORS

The business conducted by the Corporation involves numerous risks and uncertainties. The main risk factors and uncertainties facing the Corporation are disclosed in the "Uncertainties and Main Risk Factors" section on pages 15 to 21 of the Corporation's Annual Report for the year ended August 31, 2007 which is incorporated herein by reference, as supplemented in the "Risk Factors and Uncertainties" section of the Corporation's quarterly reports to shareholders. These risks and uncertainties should be considered in conjunction with the other information included in this AIF.

7. DIVIDENDS

During fiscal 2005, the Corporation declared a quarterly dividend of \$0.02 per share for the first three quarters and a dividend of \$0.04 per share for the fourth quarter to the holders of Subordinate and Multiple Shares. The Corporation maintained the payment of a quarterly dividend of \$0.04 per share during fiscal 2006 and the first quarter of fiscal 2007. In light of continued improvement of the Corporation's financial results, the quarterly dividend was increased to \$0.06 per share in the second and third quarters and subsequently increased to \$0.08 per share in the fourth quarter of fiscal 2007. 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, in its sole discretion, deems relevant.

8. CAPITAL STRUCTURE

The authorized share capital of the Corporation consists of an unlimited number of subordinate voting shares (the "Subordinate Shares"), multiple voting shares (the "Multiple Shares"), Class A preference shares (the "Class A shares") and Class B preference shares (the "Class B shares"). As at August 31, 2007, 15,691,100 Multiple Shares and 32,663,587 Subordinate Shares were issued and outstanding. No Class A shares or Class B shares are presently issued and outstanding. The following is a summary of the material characteristics attached to the authorized classes of shares of the capital stock of the Corporation:

8.1. GENERAL DESCRIPTION OF CAPITAL STRUCTURE

8.1.1. SUBORDINATE SHARES AND MULTIPLE SHARES

Except for voting rights, Subordinate Shares and Multiple Shares carry and are subject to the same rights, privileges, restrictions and conditions.

VOTING RIGHTS

The Subordinate Shares are entitled to one vote per share and the Multiple Shares are entitled to ten votes per share.

DIVIDENDS

Subject to the prior rights of the holders of the Class A shares, Class B shares and any other class of shares of the Corporation ranking senior to the Subordinate Shares and Multiple Shares, the holders of Subordinate Shares and Multiple Shares shall be entitled, on a share-for-share basis, to any dividend which, in the discretion of the Board of Directors, may be declared, paid or set aside for payment during any fiscal year with respect to such shares, without preference or distinction between the Subordinate Shares and the Multiple Shares.

DISSOLUTION

The holders of Subordinate Shares and Multiple Shares shall be entitled to share equally in any distribution of the assets of Cogeco Cable upon its liquidation, dissolution or winding-up or other distribution of its assets. Such participation is subject to the rights, privileges, restrictions and conditions attached to any issued and outstanding Class A shares and Class B shares.

CONVERSION RIGHTS

Each Multiple Share is convertible at any time at the holder's option into one fully paid and non-assessable Subordinate Share.

RIGHTS IN THE EVENT OF A TAKE-OVER

While, under applicable law, an offer to purchase Multiple Shares would not necessarily result in an offer to purchase Subordinate Shares, the principal shareholder of the corporation, COGECO, has entered into a trust agreement for the benefit of the holders of Subordinate Shares under which COGECO has agreed, among other things, not to sell its Multiple Shares, except in certain circumstances, unless an offer on at least equivalent terms is made to the holders of Subordinate Shares.

8.1.2. CLASS A SHARES

VOTING RIGHTS

The Class A shares are not entitled to any voting rights, unless the meeting is called to consider any matter in respect of which the holders of the Class A shares would be entitled to vote separately as a class.

DIVIDENDS

The holders of Class A shares are entitled to receive, in priority to the Class B shares, the Subordinate Shares and the Multiple Shares, a cumulative cash dividend at the rate of 11 per cent of the Redemption Amount (as defined in the Articles of the Corporation) per share, per annum payable annually on a date to be determined by the Board of Directors.

DISSOLUTION

The holders of the Class A shares shall be entitled to receive from the assets of the Corporation a sum equivalent to the aggregate Redemption Amount (as defined in the Articles of the Corporation) of all the Class A shares held by them respectively before any amount shall be paid or any assets of the Corporation distributed to the holders of the Class B shares, the Subordinate Shares and the Multiple Shares.

8.1.3. CLASS B SHARES

SERIES

Class B shares may be issued from time to time in one or more series. The Board of Directors of the Corporation shall be entitled, by resolution, but subject to the provisions of the *Canada Business Corporations Act*, the provisions in the Articles and the provisions attaching to any series of Class B shares outstanding, to determine, from time to time, prior to issue, the number of shares of each series of Class B shares and the consideration per share, as well as their designation and the rights, privileges, conditions and restrictions attaching thereto.

VOTING RIGHTS

The Class B shares are not entitled to any voting rights, unless the meeting is called to consider any matter in respect of which the holders of the Class B shares would be entitled to vote separately as a class or series.

DIVIDENDS

The holders of Class B shares are entitled to receive, after the holders of Class A shares but before the holders of Subordinate Shares and Multiple Shares, a dividend, which dividend may or may not be cumulative and payable in cash or by way of stock dividends or in any other manner not prohibited by the *Canada Business Corporations Act*.

DISSOLUTION

Subject however to the prior rights of the holders of the Class A shares, the holders of the Class B shares shall be entitled to receive, to the extent provided with respect to each series, (i) an amount equal to the price at which the said shares were issued, (ii) the premium, if any, provided for with respect to the shares of such series, and (iii) in the case of cumulative Class B shares, all unpaid cumulative dividends, and, in the case of non-cumulative Class B shares, all non-cumulative dividends declared but unpaid, before any amount shall be paid or any assets of the Corporation distributed to the holders of the Subordinate Shares and the Multiple Shares.

8.2. CONSTRAINTS ON ISSUE AND TRANSFER OF SHARES

The issue and transfer of Subordinate Shares and Multiple Shares of the Corporation are constrained by its Articles in accordance with section 174 of the *Canada Business Corporations Act*, in order to ensure that the Corporation and its subsidiaries comply with the directions or the conditions of the Corporation's licences granted by the CRTC. The Corporation is subject to Canadian ownership and control requirements that limit the extent to which equity can be issued or transferred to non-Canadian residents and that preclude control by non-Canadian residents.

In summary, each subscriber or transferee of any shares of the Corporation is required to supply a declaration stating certain facts with respect to citizenship and ownership and control over the shares. No share may be issued or transferred if this would prevent the Corporation or its subsidiaries from holding licences or approvals for commercial activity and, in particular, Cable Television, or if the issue or transfer would be in contravention of the *Broadcasting Act* (Canada) or any instruction issued by the Governor-in-Council by virtue of such Act or any licence or authorization of the Corporation. In the event of any contravention of the foregoing, the holder of the shares may not exercise the voting rights attached thereto so long as the contravention subsists.

8.3. CREDIT RATINGS

On June 7, 2007, Standard & Poor's Ratings Services ("S&P") raised their rating on the Senior Secured Debentures and Notes of the Corporation from BB+ to BBB-, two notches above the corporate credit ratings of BB to reflect the substantial recovery prospects of first lien secured issues. Obligations rated in the "BBB" category are in the fourth highest category and are regarded as investment-grade. Such obligations show adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to lead to a weakened capacity of the obligor to meet its financial commitment on the obligation. The ratings may be modified by the addition of a plus (+) or minus (-) sign to show relative standing within the major rating categories. According to S&P, the upgrade reflects the recently announced changes to Standard & Poor's recovery scale methodology. S&P has assigned a recovery rating of "1" to Cogeco Cable's credit facility and other senior secured first-priority debt. The "1" recovery rating indicates expectations of very high recovery (90%-100%) of principal in the event of payment default. On August 14, 2007, S&P revised its outlook to positive from stable on Cogeco Cable's corporate credit ratings of BB.

On August 9, 2007, Dominion Bond Rating Service (“DBRS”) upgraded their rating on the Senior Secured Debentures and Notes from BB (high) to BBB (low). Obligations rated in the “BBB” category are in the fourth highest category and are regarded as of adequate credit quality, where the degree of protection afforded interest and principal is considered acceptable, but the entity is fairly susceptible to adverse changes in financial and economic conditions, or there may be other adverse conditions present which reduce the strength of the entity and its rated securities. The upgrade follows the announcement that Cogeco Cable has successfully closed its equity financing, generating net proceeds of roughly \$147 million.

A security rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time by the rating organization.

The table below shows Cogeco Cable’s credit ratings:

AS AT AUGUST 31, 2007	DBRS	S&P ⁽¹⁾
SENIOR SECURED NOTES, SERIES A AND B	BBB (LOW)	BBB-
SENIOR SECURED DEBENTURES, SERIES 1	BBB (LOW)	BBB-

(1) ON AUGUST 14, 2007, STANDARD AND POORS REVISED COGECO CABLE’S OUTLOOK TO “POSITIVE” FROM “STABLE”.

9. MARKET FOR SECURITIES

The Subordinate Shares of Cogeco Cable are listed on the Toronto Stock Exchange under the symbol CCA.

The table below shows the price ranges and trading volume of the Subordinate Shares for each month of the last fiscal year:

PRICE RANGES AND TRADING VOLUME OF THE SUBORDINATE SHARES

MONTH	HIGH \$	LOW \$	VOLUME #
SEPTEMBER 2006	26.35	23.93	538,431
OCTOBER 2006	29.32	25.71	1,068,430
NOVEMBER 2006	30.50	28.25	2,025,466
DECEMBER 2006	33.25	29.43	1,626,862
JANUARY 2007	40.75	32.02	5,795,764
FEBRUARY 2007	44.25	40.00	4,284,462
MARCH 2007	44.45	39.50	2,029,151
APRIL 2007	45.67	41.13	1,636,893
MAY 2007	44.70	40.00	1,318,938
JUNE 2007	46.57	43.00	1,316,110
JULY 2007	52.58	45.58	2,115,892
AUGUST 2007	47.76	41.28	3,016,358

10. DIRECTORS AND EXECUTIVE OFFICERS

10.1. DIRECTORS

The table below lists Cogeco Cable's directors, their municipality of residence and their current principal occupation on October 31, 2007. Each director is elected at the annual meeting of shareholders to serve until the next annual meeting or until a successor is elected or appointed:

NAME AND MUNICIPALITY OF RESIDENCE	DIRECTOR SINCE	CURRENT PRINCIPAL OCCUPATION
LOUIS AUDET, ENG., M.B.A. WESTMOUNT (QUÉBEC)	1992	PRESIDENT AND CHIEF EXECUTIVE OFFICER OF THE CORPORATION AND OF COGECO
JACQUELINE L. BOUTET, C.M., M.M. ⁽¹⁾ , ICD-D MONTRÉAL (QUÉBEC)	1993	PRESIDENT, JACQUELINE L. BOUTET INC. (REAL ESTATE COMPANY)
WILLIAM PRESS COOPER, B.SC., P.ENG., F.C.S.C.E. ⁽²⁾ OAKVILLE (ONTARIO)	2003	PRESIDENT AND CHIEF EXECUTIVE OFFICER, COOPER CONSTRUCTION LIMITED (REAL ESTATE DEVELOPMENT AND CONSTRUCTION COMPANY)
L.G. SERGE GADBOIS, FCA., M.B.A. BOUCHERVILLE (QUÉBEC)	2006	CORPORATE DIRECTOR
CLAUDE A. GARCIA, B.A., B.COM. MONTRÉAL (QUÉBEC)	2004	CORPORATE DIRECTOR
GERMAINE GIBARA MONTRÉAL (QUÉBEC)	2003	PRESIDENT, AVVIO MANAGEMENT INC. (MANAGEMENT CONSULTING FIRM)
JOSÉE GOULET, ENG., M.B.A. MONTRÉAL (QUÉBEC)	2006	CORPORATE DIRECTOR
HARRY A. KING, B.A., C.A. VANCOUVER (BRITISH COLUMBIA)	1993	PRESIDENT, HARKING INVESTMENTS LTD. (HOLDING COMPANY)
HENRI P. LABELLE, B. ARCH., M.B.A. MONTRÉAL (QUÉBEC)	1993	ARCHITECT AND CERTIFIED ARBITRATOR
DAVID MCAUSLAND, B.C.L., LL.B. BEACONSFIELD (QUÉBEC)	1999	EXECUTIVE VICE PRESIDENT, CORPORATE DEVELOPMENT AND CHIEF LEGAL OFFICER, ALCAN INC. (ALUMINIUM, ENGINEERED PRODUCTS AND PACKAGING MANUFACTURER)
JAN PEETERS MONTRÉAL (QUÉBEC)	1998	BOARD CHAIR OF THE CORPORATION AND OF COGECO, PRESIDENT AND CHIEF EXECUTIVE OFFICER AND BOARD CHAIR, OLAMETER INC. (TELEMETRY)

(1) M.M.: MASTERS DEGREE FROM IMPM (INTERNATIONAL MASTERS PROGRAM IN PRACTICING MANAGEMENT) OF MCGILL UNIVERSITY. MRS. BOUTET ALSO HOLDS A DIPLOMA FROM CIREM (CENTRE INTERNATIONAL DE RECHERCHE EN MANAGEMENT).

(2) MR. COOPER IS A FORMER DIRECTOR OF STELCO INC. WHICH FILED FOR PROTECTION UNDER THE COMPANIES CREDITORS ARRANGEMENT ACT ("CCAA") ON JANUARY 29, 2004 AND EMERGED FROM SUCH PROCEEDINGS IN MARCH 2006. HE IS ALSO A FORMER DIRECTOR OF LAIDLAW INC. WHICH FILED FOR PROTECTION UNDER CCAA AND CHAPTER 11, IN JUNE 2001, AND EMERGED FROM SUCH PROCEEDINGS IN JUNE 2003.

PAST OCCUPATION

Cogeco Cable's directors have held the position listed in the table above or other executive functions with the same corporation during the past five years or more, except as follows:

- Mr. L. G. Serge Gadbois held several positions with Metro Inc. from 1984 until his retirement in February 2006, including Senior Vice President, Finance from 1985 to 2002 and Senior Vice President, Finance and Treasurer from 2002 to 2006.
- Mr. Claude A. Garcia was, from June 1993 to December 2004, President, Canadian Operations of The Standard Life Assurance Company.
- Mrs. Josée Goulet, was, until April 2007, President & CEO of the Juvenile Diabetes Research Foundation of Canada. Before occupying this position, Mrs. Josée Goulet spent 20 years in various positions at BCE and Bell Canada; her last functions were as Chief Marketing Services, President of Bell Actimedia inc. (Yellow Pages Group) and President of Bell Quebec.

COMMITTEES OF THE BOARD

The Board has established three standing Committees and one ad hoc Committee to facilitate the carrying out of its duties and responsibilities and meet applicable statutory and policy requirements. The Committees are currently comprised of the following directors:

AUDIT COMMITTEE	HUMAN RESOURCES COMMITTEE	CORPORATE GOVERNANCE COMMITTEE	STRATEGIC OPPORTUNITIES COMMITTEE (AD HOC)
WILLIAM PRESS COOPER	CLAUDE A. GARCIA ⁽¹⁾	JACQUELINE L. BOUTET	CLAUDE A. GARCIA
L. G. SERGE GADBOIS	GERMAINE GIBARA	CLAUDE A. GARCIA	GERMAINE GIBARA
GERMAINE GIBARA	JOSÉE GOULET	JOSÉE GOULET	DAVID MCAUSLAND
HARRY A. KING ⁽¹⁾	JAN PEETERS	DAVID MCAUSLAND ⁽¹⁾	JAN PEETERS ⁽¹⁾
JAN PEETERS		JAN PEETERS	

(1) COMMITTEE CHAIR

10.2. EXECUTIVE OFFICERS

The table below lists Cogeco Cable's executive officers, their municipality of residence and the office that they held at Cogeco Cable on October 31, 2007:

NAME	MUNICIPALITY OF RESIDENCE	POSITION OCCUPIED
LOUIS AUDET	WESTMOUNT (QUÉBEC)	PRESIDENT AND CHIEF EXECUTIVE OFFICER
J. FRANÇOIS AUDET	LAVAL (QUÉBEC)	VICE PRESIDENT, TELECOMMUNICATIONS
DENIS BÉLANGER	MONTRÉAL (QUÉBEC)	VICE PRESIDENT, ENGINEERING AND DEVELOPMENT
PIERRE GAGNÉ	BEACONSFIELD (QUÉBEC)	VICE PRESIDENT, FINANCE AND CHIEF FINANCIAL OFFICER
FRANÇOIS BEAULIEU	LA PRAIRIE (QUÉBEC)	VICE PRESIDENT AND CHIEF INFORMATION OFFICER
JACQUES GRAVEL	TERREBONNE (QUÉBEC)	VICE PRESIDENT, NETWORK SERVICES AND QUEBEC OPERATIONS
JULES GRENIER	LISBON (PORTUGAL)	VICE PRESIDENT, PORTUGAL
HÉLÈNE LAURIN	MONTRÉAL (QUÉBEC)	VICE PRESIDENT, ADMINISTRATION AND CONTROL
YVES MAYRAND	MONTRÉAL (QUÉBEC)	VICE PRESIDENT, CORPORATE AFFAIRS
RON A. PERROTTA	WESTMOUNT (QUÉBEC)	VICE PRESIDENT, MARKETING
LOUISE ST-PIERRE	BEACONSFIELD (QUÉBEC)	VICE PRESIDENT, CUSTOMER SERVICES AND ONTARIO OPERATIONS

PAST OCCUPATION

All the executive officers of Cogeco Cable have held their present position with the Corporation during the past five years or more, except as follows:

- J. François Audet has been, since October 21, 2005, Vice President, Telecommunications. He held several positions with the Corporation since he joined the Corporation in November 1995 including Director, Telecommunications from 2001 to October 20, 2005.
- François Beaulieu has been, since September 1, 2007, Vice President and Chief Information Officer. Previously, he was senior Director, IT Planning and Architecture from May 10, 2004 to August 31, 2007. Prior to joining Cogeco Cable, he was Director, Corporate projects from July 2003 to May 2004 at AXA and Manager IT, from August 2000 to July 2003 at AXA France.
- Jacques Gravel has been, since September 1, 2007, Vice President, Network Services and Québec Operations. Previously, he was Vice President, Québec from August 3, 2006 to August 31, 2007 and Vice President, Technical Operations of Cogeco Cable Québec from November 26, 2001 to August 2, 2006.
- Jules Grenier has been, since August 3, 2006, Vice President, Portugal. Previously, he was vice President, Québec from June 4, 2001 to August 2, 2006.
- Yves Mayrand has been, since December 11, 2002, Vice President, Corporate affairs. Previously, he was Vice President, Legal Affairs and Assistant Secretary from 1988 to 1998 and Vice President, Legal affairs and secretary of Cogeco Cable from December 1998 to December 2002.
- Louise St-Pierre has been, since September 1, 2007, Vice President, Customer Services and Ontario Operations. Previously, she was Vice President and Chief Information Officer Québec from June, 1999 to August 31, 2007.

As at August 31, 2007, the directors and executive officers of the Corporation named above, as a group, beneficially owned, directly or indirectly, controlled or directed:

- 3,200 Multiple shares of the Corporation, representing 0.02% of the outstanding shares of such class.
- 84,187 Subordinate Shares of the Corporation, representing 0.3% of the outstanding shares of such class.

11. MATERIAL CONTRACTS

On June 2, 2006, the Corporation entered into an agreement with Cable Satisfaction International Inc. (“CSII”), Catalyst Fund Limited Partnership I and Cabovisão, to purchase, for a total consideration of €461.8 million (\$667.5 million), all the shares of the second largest cable telecommunications company in Portugal, an indirect wholly-owned subsidiary of CSII. The price includes the purchase of senior debt and reimbursement of certain other Cabovisão liabilities. The acquisition was completed on August 1, 2006. The final purchase price has been determined following completion of a post-closing working capital adjustment that occurred on March 9, 2007. According to the agreement, the final purchase price was reduced by an amount of €2.2 million (\$3.4 million). The acquisition was accounted for using the purchase method. The results of Cabovisão have been consolidated as of the acquisition date.

12. LEGAL PROCEEDINGS

The Corporation is involved in various claims and litigation as a regular part of its business. Management believes that the resolution of these claims and litigation (which in certain cases are, subject to applicable deductibles, covered by insurance) will not have a material adverse effect on its financial position or results of operations.

13. INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Cogeco Cable Inc. is a subsidiary of COGECO, which holds 32.5% of the Corporation’s equity shares, representing 82.8% of the votes attached to the Corporation’s voting shares. As of September 1, 1992, Cogeco Cable executed a management agreement with COGECO under which the parent company agreed to provide certain executive, administrative, legal, regulatory, strategic and financial planning services and additional services to the Corporation and its subsidiaries (the “Management Agreement”). These services are provided by COGECO’s officers, including the President and Chief Executive Officer, the Vice President, Finance and Chief Financial Officer and the Vice President, Corporate Affairs. No direct remuneration is payable to such officers by the Corporation. The Corporation granted 319,647 stock options to its officers, who are also COGECO’s officers, during the 2007 fiscal year, compared to 31,743 in the 2006 fiscal year. During fiscal 2007, the Corporation charged COGECO an amount of \$0.3 million with regards to the Corporation’s options granted to COGECO’s employees.

Under the Management Agreement, the Corporation pays monthly fees equal to 2% of its total revenue to COGECO for the above mentioned services. In 1997, the management fee was capped at \$7 million per year, subject to annual upward adjustment based on increases in the Consumer Price Index in Canada. Accordingly, for the year ended August 31, 2007, the maximum amount of \$8.6 million was paid to COGECO, compared to \$8.4 million in 2006, which represents about 0.9% of the Corporation's total revenue for fiscal 2007 compared to 1.4% for fiscal 2006. The Audit Committee of the Corporation can increase the cap under certain circumstances upon request to that effect by COGECO. In addition, the Corporation reimburses COGECO's out-of-pocket expenses incurred with respect to services provided to the Corporation under the Management Agreement. In fiscal 2008, the management fee will be increased, pursuant to the Management Agreement, by 1.7%, which is equal to the increase in the Consumer Price Index in Canada.

14. TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar of the Corporation is Computershare Trust Company of Canada at its principal offices in Montréal and in Toronto.

15. AUDIT COMMITTEE DISCLOSURE

15.1. CHARTER PURPOSE

Financial reporting and disclosure by Cogeco Cable represents a major aspect of the management of the Corporation's business and affairs. The purpose of the Board of Directors' oversight of the Corporation's financial reporting and disclosure is to gain reasonable assurance that the following objectives are being met:

- a) that the Corporation complies with all applicable laws, regulations, rules, policies and other requirements of governments, regulatory agencies and stock exchanges relating to financial reporting and disclosure;
- b) that the accounting policies and practices, significant judgments and disclosures which underlie or are incorporated in the Corporation's financial statements are the most appropriate in the prevailing circumstances;
- c) that the Corporation's quarterly and annual financial statements are accurate and present fairly the Corporation's financial position and performance in accordance with Canadian generally accepted accounting principles ("GAAP");
- d) that there is an effective system of internal controls; and
- e) that financial information in public disclosure documents has been reviewed and that appropriate information concerning the financial position and performance of the Corporation is disseminated to the public in a timely manner.

To assist the Board of Directors in its monitoring of the Corporation's financial reporting and disclosure, the Board of Directors has established, and hereby continues the existence of, a committee of the Board of Directors known as the Audit Committee for the purpose of overseeing the accounting and financial reporting processes and audits of the financial statements of the Corporation.

Although the Audit Committee has the powers and responsibilities set forth in this Charter, the role of the Audit Committee is oversight. The members of the Audit Committee are not full-time employees of the Corporation and may or may not be accountants or auditors by profession and, in any event, do not serve in such capacity. Consequently, it is not the duty of the Audit Committee to conduct audits or to determine that the Corporation's financial statements and disclosures are complete and accurate, and in accordance with GAAP and applicable rules and regulations. These are the responsibilities of management, the External Auditors and other specialists retained by the Corporation.

COMPOSITION AND QUALIFICATION

The Audit Committee is appointed annually by the Board of Directors and consists of a minimum of three directors from among the directors of the Corporation. Every Audit Committee member must be independent, as defined in Multilateral Instrument 52-110 ("MI 52-110") and subject to the independence exemptions provided for therein.

The members of the Audit Committee are appointed at the first meeting after the annual meeting of the shareholders, or at any other meeting if a vacancy arises. The Board of Directors appoints one of the members of the Audit Committee each year as its Chair.

Subject to the exemptions provided for in MI 52-110, all members of the Audit Committee should be “financially literate” and, as such, able to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation’s financial statements.

In contributing to the Audit Committee’s discharging of its duties under this mandate, each member of the Audit Committee shall be entitled to rely in good faith upon:

- a) financial statements of the Corporation represented to him or her by an officer of the Corporation or in a written report of the External Auditors to present fairly the financial position of the Corporation in accordance with GAAP; and
- b) any report of a lawyer, accountant, engineer, appraiser or other person whose profession lends credibility to a statement made by any such person.

In contributing to the Audit Committee’s discharging of its duties under this mandate, each member of the Audit Committee shall be obliged only to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Nothing in this mandate is intended, or may be construed, to impose on any member of the Audit Committee a standard of care or diligence that is in any way more onerous or extensive than the standard to which all Board of Directors members are subject. The essence of the Audit Committee’s duties is monitoring and reviewing to gain reasonable assurance (but not to ensure) that the fundamental accounting and reporting activities are being conducted effectively, that the financial reporting and disclosure objectives are being met, so as to report accordingly to the Board of Directors.

OPERATING PRINCIPLES AND GUIDELINES

The Audit Committee fulfills its responsibilities within the context of the following principles and guidelines:

- a) The Committee Chair and the other Audit Committee members have direct, open and frank communications throughout the year with management, other committee chairs and Board members, the External Auditors, the Internal Auditor and other key committee advisors as applicable.
- b) The Committee, in consultation with management and the External Auditors, develop annually an Audit Committee Work Plan responsive to the Audit Committee’s responsibilities as set out in this Charter.
- c) The Audit Committee, in consultation with management and the External Auditors, participates in a process for review of important financial topics and emerging standards that have the potential to impact the Corporation’s financial presentation and disclosure.
- d) The Audit Committee meeting agendas are the responsibility of the Committee Chair in consultation with Committee members, senior management and the External Auditors.
- e) The Committee communicates its expectations to management and the External Auditors with respect to the nature, timing and extent of its information needs. The Committee expects that written materials and notes assembled in a binder will be received from management and the External Auditors one week in advance of meeting dates for all the topics on the agenda.
- f) The External Auditor’s ultimate responsibility is to the Board of Directors and the Audit Committee, as representatives of the shareholders. The External Auditors must report directly to the Audit Committee.
- g) The Committee may, in addition to the External Auditors, at the expense of the Corporation and after consultation with management, engage independent counsel or other advisors, which the Committee determines, are necessary to carry out its duties.
- h) At each meeting of the Committee, the Committee members meet in private sessions among themselves only; with the External Auditors only; and with management only.
- i) The Committee, through its Chair, reports after each Committee meeting to the Board of Directors at its next regular meeting or earlier if required.
- j) The Audit Committee meets at least four times per year on a quarterly basis and holds special meetings as circumstances require. The timing of the meetings, and calling of and procedure at meetings, are determined by the Committee, provided that:
 - i) at all Audit Committee meetings a majority of the members shall constitute a quorum; and
 - ii) the acts of the Audit Committee at a duly constituted meeting require no more than the vote of a majority of the members present and that, in any circumstances, a resolution or other instrument in writing signed by all members of the Audit Committee shall avail as the act of the Audit Committee.

The Vice President, Finance and Chief Financial Officer of the Corporation, the Internal Auditor of the Corporation and the External Auditors usually attend all Audit Committee meetings.

The minutes of meetings of the Audit Committee are approved by the Committee and delivered to the Board of Directors for its information.

The Secretary or Assistant Secretary of the Corporation acts as the secretary of the Audit Committee.

RESPONSIBILITIES AND DUTIES

The Committee is responsible for the following:

FINANCIAL REPORTING

- Review, before they are released, the annual financial statements included in the annual report to shareholders and the External Auditors' report thereon and recommend their approval to the Board of Directors.
- Review, before they are released, the interim and year end financial statements, the Management's Discussion and Analysis and related news releases and recommend their approval to the Board of Directors.
- Review, before they are released, public disclosure documents, such as a prospectus or annual information form, containing consolidated financial statements of the Corporation, and recommend their approval to the Board of Directors.
- Review, before they are released, a Summary Statement containing the highlights of interim or yearly financial information and earnings guidance provided to financial markets and financial institutions.
- Review the reports of the Disclosure Committee of the Corporation.
- Discuss with management and the External Auditors the acceptability and the appropriateness of the Corporation's accounting policies.
- Discuss with management any significant variances between comparative reporting periods and across comparable business units.
- Review the annual financial statements of the Corporation's pension plans and, when required, actuarial valuations of such plans.

ACCOUNTING POLICIES

- Proactively discuss and review the impact of proposed changes in accounting standards or securities policies or regulations dealing with accounting policies and disclosure.
- Review, with management and the External Auditors, any proposed changes in major accounting policies, and key estimates and judgments that may be material to financial reporting and probe whether the underlying accounting policies, disclosures and key estimates and judgments are considered to be the most appropriate in the circumstances.
- Discuss with management and the External Auditors the clarity and completeness of the Corporation's financial disclosures.
- Review benchmarks submitted by management of the Corporation's accounting policies and disclosure to those followed in its industry.

RISK AND UNCERTAINTIES

Recognizing that it is the Board's responsibility, in conjunction with management, to (1) identify the principal business risks facing the Corporation, (2) determine the Corporation's tolerance for risk and (3) approve risk management policies, the Audit Committee focuses on the significant financial risks and develops reasonable assurance that such risks are being effectively managed and controlled by management.

- Develop reasonable assurance that these significant financial risks are effectively being mitigated and controlled by:
 - i) reviewing with management, at least every quarter, an updated list of such financial risks as well as ongoing or special actions undertaken to manage each one of these identified risks;
 - ii) discussing with management its assessment of the residual financial exposure to the Corporation if any, ensuing from their management of such financial risks; and
 - iii) enquiring of management whether existing policies, processes and programs are appropriate to identify, manage and control such financial risks.
- Review, at least once a year, the appropriateness of insurance coverage maintained by the Corporation.
- Review quarterly updates of the Corporation's outstanding contingencies, including legal claims, tax assessments and others, that could have a material effect upon the financial results and condition of the Corporation and the manner in which these matters are being disclosed in the financial statements.
- Review, at least once a year, the appropriateness of foreign currency, interest rate and other financial risk mitigation practices such as the use of derivative financial instruments.
- Review, at least once a year, the policies and compliance therewith that require significant actual or potential liabilities, contingent or otherwise, to be reported to the Board of Directors in a timely fashion.

FINANCIAL CONTROLS AND DEVIATIONS

- Review annually the plans of the Internal Auditor and External Auditors to gain reasonable assurance that the proposed combined evaluation and testing of the Internal Controls are appropriate to risks, comprehensive, coordinated and cost effective.
- Review, quarterly, with management its program regarding planned Internal Control development and status update with regards to planned initiatives as well as status regarding corrections to control deviations.
- Review procedures for public disclosure of financial information extracted from the Corporation's financial statements, other than the public disclosure referred to under Financial Reporting above, and periodically assess the adequacy of these procedures.
- Establish procedures for (a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting, internal accounting controls or auditing matters.
- Receive reports on all complaints and anonymous submissions of concern by employees regarding accounting, internal accounting controls or auditing matters, results of any inquiry carried to that effect, and how such matters have or will be corrected.
- Review and understand the processes that support the Chief Executive Officer's and the Chief Financial Officer's certification and be satisfied that they constitute a reasonable approach and are diligently performed.
- Review all design weaknesses in Internal Control over Financial Reporting that could have a material impact on the financial reporting, understand the assessment of these weaknesses and the decision process supporting whether identified weaknesses should be disclosed or not in the MD&A and review the completeness and accuracy of the disclosures provided in the MD&A.
- Review, approve and monitor the remediation plan proposed by the Chief Executive Officer and the Chief Financial Officer.

COMPLIANCE WITH LAWS AND REGULATIONS

- Review regular reports from management, Internal Auditor, External Auditors and legal counsel concerning the Corporation's compliance with tax and financial reporting laws and regulations including those necessitating withholdings requirements which can have a material impact on financial statements.

RELATIONSHIP WITH THE EXTERNAL AUDITORS

- Recommend annually to the Board the nomination of the External Auditors for the purpose of preparing or issuing an auditor's report or any other related work of the Corporation.
- Recommend annually to the Board the compensation of the External Auditors.
- Receive a report annually from the External Auditors with respect to their independence and objectivity, such report to include a disclosure of all engagements (and fees related thereto) for non-audit services rendered to the Corporation.
- Review with the External Auditors the scope of the audit, the areas of special emphasis to be addressed in the audit, the extent to which the external audit can be coordinated with internal audit activities and the materiality levels which the External Auditors propose to employ.
- Establish effective communication processes with management and the Corporation's Internal and External Auditors to assist the Committee to monitor objectively the quality and effectiveness of the relationship among the External Auditors, management and the Committee.
- Oversee the work of the External Auditors, receive reports from the External Auditors on the progress against the approved audit plan, important findings, management letter recommendations for improvement and the Auditors' final report.
- Resolve disagreements between management and the External Auditors regarding financial reporting.
- Meet regularly with the External Auditors in the absence of management.
- Establish annually a list of services that may not be provided by the External Auditors as a measure to safeguard their objectivity and independence. Ensure compliance with such list of proscribed services with regulatory requirements.
- Pre-approve all non-audit services to be provided to the Corporation or its subsidiaries by the External Auditors, subject to the exemptions provided for in MI 52-110.
- Review and approve the Corporation's hiring policy regarding partners, employees and former partners or employees of the present and former External Auditors of the Corporation.
- Review reports of External Auditors concerning planned rotation of partners assigned to the Corporation's affairs.
- In the case of resignation or termination of the External Auditors or their replacement, review and approve the change of auditor notice within 30 days after the date of termination, resignation or replacement.
- Receive notice from the External Auditors of defects in their quality control systems according to the Canadian Public Accountability Board (CPAB) and/or that they are subject to sanction by the CPAB.

RELATIONSHIP WITH THE INTERNAL AUDITOR

- Review the appointment and replacement of the Internal Auditor. Report such to the Board.
- Review the Internal Auditor's terms of reference, annual plan and schedule of audit assignments and annual budget.
- Review list of external audit firms from which Internal Audit can outsource employees on a contractual basis for parts or all of its planned assignments.
- Review the reports of the Corporation's Internal Auditor with respect to control, financial risk and any other matters appropriate to the Committee's duties. Receive management's responses to these audit observations and recommendations.
- Review and approve the reporting relationship of the Internal Auditor to ensure that an appropriate segregation of duties is maintained and that the Internal Auditor has direct reporting and access to the Committee on matters affecting the Committee's duties.
- Encourage the Internal Auditor to share its planning and findings with the External Auditors in order to maximize audit coverage of the Corporation's operations and financial condition, in a cost-effective manner.

OTHER RESPONSIBILITIES AND ISSUES

- Review and reassess annually the adequacy of this Charter.
- Review disclosure of the Committee's Charter and of the Committee's activities presented in the Corporation's statement of corporate governance practices.
- After consultation with the Vice President, Finance and Chief Financial Officer and the External Auditors, gain reasonable assurance, at least annually, of the quality and sufficiency of the Corporation's accounting and financial personnel and other resources.
- Be informed of the appointment of the Corporation's senior financial executives.
- Perform such other functions as may from time to time be assigned to the Committee by the Board.

15.2. COMPOSITION OF THE AUDIT COMMITTEE

The Audit Committee is currently formed of five directors, i.e. Messrs. Harry A. King, the Committee Chair, William Press Cooper, L. G. Serge Gadbois, Jan Peeters and Mrs. Germaine Gibara who satisfy the independence requirements as set in MI 52-110.

15.3. EDUCATION AND EXPERIENCE OF AUDIT COMMITTEE MEMBERS

The following describes the relevant education and experience of each member of the Audit Committee that provides him or her with (a) an understanding of the accounting principles used by the Corporation to prepare its financial statements, (b) the ability to assess the general application of such accounting principles, (c) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to those that can reasonably be expected to be raised by the Corporation's financial statements or experience actively supervising one or more persons engaged in such activities and (d) an understanding of internal controls and procedures for financial reporting.

William Press Cooper—Mr. Cooper has been, since 1980, President and Chief Executive Officer of Cooper Construction Limited, a real estate development and construction company located in Oakville, Ontario. As well, he has served as a director on several corporate boards including Canadian Imperial Bank of Commerce, Clarica Life Insurance Company and CTV Inc. He is an Honorary Trustee of the Hospital for Sick Children, Toronto and is a Fellow of the Canadian Society of Civil Engineers.

L. G. Serge Gadbois—Mr. Gadbois is a corporate director. He held several positions at Metro Inc. from 1984 until his retirement in February 2006, including Senior Vice President, Finance and Treasurer from 2002 to 2006, Senior Vice President Finance from 1985 to 2002, and corporate controller from 1984 to 1985. Between 1976 and 1984, Mr. Gadbois worked at the *Conseil Scolaire de l'Île de Montréal* as corporate controller and director of financial services. Mr. Gadbois is a director of Industrial Alliance Insurance and Financial Services Inc., which is a reporting issuer, and serves as a member of its audit committee. He is trustee, director and Chairman of the Board of Directors and Trustees of Supremex Income Fund, which is a reporting issuer, and serves as a member of its audit committee. He is a director of Mecachrome International Inc., which is a reporting issuer, and is chair of its audit committee as well as a member of its human resources committee. He also sits on the boards and committees of various humanitarian organizations and corporations. He is a fellow of the *Ordre des comptables agréés du Québec*.

Germaine Gibara—Mrs. Gibara has been, since 1995, President of Avvio Management Inc., a management consulting firm. She is a director of Sun Life Financial and Agrium Inc., which are reporting issuers. She serves as a member of the audit and conduct review committee and of the governance committee of Sun Life Financial and as a member of the corporate governance and nominating committee and the human resources and compensation committee of Agrium Inc. She is director of Technip (Paris) and serves as a member of its human resources and strategy committees. She is also a director of Canada Pension Plan Investment Board.

Harry A. King—Mr. King is the President of Harking Investments Inc, a holding company. He held several positions within Continental Lime Ltd. from 1976 to 1992, including as Vice President, Administration and Corporate Secretary from 1982 to 1992. From 1984 to 1991, he was also a director of Allarcom Pay Television, the then provider of pay television movie services in Western Canada. He is also a director of Churchill Corporation, which is a reporting issuer, and is the Chair of its Audit Committee.

Jan Peeters—Mr. Peeters has been Board Chair of the Corporation and COGECO since 2004. He is President and Chief Executive Officer and Board Chair of Olameter Inc., a telemetry company. He was President and Chief Executive Officer of fONOROLA from 1990 to 1998. Previously, he worked for thirteen years with SNC-Lavalin Group Inc. He is a director of Intersil Corporation (a U.S. listed issuer) and serves as chair of its audit committee. He also sits on the Board of Governors of McGill University.

15.4. POLICY REGARDING NON-AUDIT SERVICES RENDERED BY AUDITORS

The Charter of the Audit Committee requires the Audit Committee to pre-approve all non-audit services to be provided by the external auditors to the Corporation or its subsidiaries. The Audit Committee also establishes annually a list of proscribed services that May not be provided by the external auditors as a measure to safeguard their objectivity and independence. The list of proscribed services includes the following services:

- Bookkeeping or other services related to the accounting records of financial statements of the Corporation;
- Financial information systems design and implementation;
- Appraisal or valuation services, fairness opinions or contribution-in-kind reports;
- Actuarial services;
- Internal audit outsourcing services;
- Management functions;
- Human resources;
- Broker-dealer, investment adviser or investment banking services;
- Legal services;
- Expert services related to the audit, except for tax services.

15.5. REMUNERATION OF AUDITORS

The following table presents, by category, the fees billed by the external auditors of the corporation, Deloitte & Touche LLP, for the fiscal years 2007 and 2006:

CATEGORY OF FEES

	2007	2006
	\$	\$
AUDIT FEES	1,022,450	631,442
AUDIT-RELATED FEES*	114,126	234,516
TAX FEES	707,180	862,389
OTHER FEES	67,315	4,754
TOTAL	1,911,071	1,733,101

* "AUDIT-RELATED FEES" INCLUDE FEES FOR FINANCIAL INFORMATION PRESENTATION AND CERTIFICATION, FEES RELATED TO ACQUISITIONS AND ANNUAL AUDIT FEES IN RESPECT OF THE CORPORATION'S PENSION BENEFIT PLANS. "TAX FEES" INCLUDE TAX COMPLIANCE SERVICES AND TAX ADVISORY AND PLANNING SERVICES. "OTHER FEES" INCLUDE PRINCIPALLY TRANSLATION SERVICES.

16. ADDITIONAL INFORMATION

Additional information including directors' and officers' remuneration and indebtedness, principal holders of the Corporation's securities and the securities authorized for issuance under equity compensation plans, if applicable, is contained in the Corporation's information circular dated November 2, 2007. Additional financial information is provided in the Corporation's comparative financial statements and the Management's Discussion and Analysis for the year ended on August 31, 2007. This and other information relating to the Corporation is available on Internet at www.sedar.com or www.cogeco.ca.