



DECLARATION OF BENEFICIAL OWNERSHIP OF SHARES

TO: COGECO INC.
c/o Computershare Trust Company of Canada
as Transfer Agent and Registrar
at its principal office in Montreal or Toronto

In connection with the proposed registration of the issue or transfer of _____ (Number of shares)

_____ (Indicate class of shares) (the "shares") of COGECO Inc. (« COGECO ») to _____ (Name of the Undersigned in block letters)

(the « Undersigned ») _____ (Address of the Undersigned in block letters)

the Undersigned hereby DECLARES :

1. the beneficial owner of the Subordinate Voting Shares will be the Undersigned, OR other than the undersigned, namely _____ (Name and Address in block letters)

2. If the beneficial owner is to be an individual:
Is the proposed beneficial owner a citizen of Canada ? YES NO

3. If the beneficial owner is to be a company:
Is the proposed beneficial owner an eligible Canadian corporation? YES NO

4. If the beneficial owner is to be a partnership or trust:
Is the proposed beneficial owner a citizen of Canada or a group of persons who are citizens of Canada, or controlled by an eligible Canadian corporation? YES NO

5. Is the proposed beneficial owner an officer or an associate of a shareholder of COGECO? YES NO
If YES, print name and address of other shareholder:

6. Does the proposed beneficial owner or its affiliates or its associates presently beneficially own, directly or indirectly, shares of COGECO? YES NO

If YES, indicate the number and class of shares:

Number of shares: _____ Class: _____

DATED the _____ day of _____ 20 _____

by: _____ (Authorized signature)

_____ (Name of signatory in block letters)

NOTES and INSTRUCTIONS:

This declaration is to be completed by each person in whose name shares of COGECO are to be registered. Additional forms of declaration are available from Computershare Trust Company of Canada. If the declaration is completed by a company, partnership or trust, the declaration must be signed by a duly authorized person, indicating the authority. The terms "affiliate", "associate" and "eligible Canadian corporation" are defined on the reverse side hereof.

Affiliate:

- a) one body corporate is affiliated with another body corporate if one of them is the subsidiary of the other or both are subsidiaries of the same body corporate or each of them is controlled by the same person; and
- b) if two bodies corporate are affiliated with the same body corporate at the same time, they are deemed to be affiliated with each other.

Associate:

« Associate » of a person includes

- a) a partner of that person whether or not acting on behalf of the partnership of which they are partners;
- b) a trust or estate in which that person has a substantial beneficial interest or in respect of which he serves as a trustee or in a similar capacity;
- c) a spouse, son, daughter, son-in-law, daughter-in-law of that person, or other relative of that person or of his spouse having the same residence as that person;
- d) a corporation of which that person, either alone or together with one or more persons herein described as his associates, has, directly or indirectly, control of not less than 20% of the issued voting securities thereof;
- e) a corporation of which one or more persons herein described as his associates has, directly or indirectly, control of not less than 50% of the issued voting securities thereof;
- f) a person with whom that person has entered into an arrangement, understanding or agreement as to the voting of securities of the corporation which has, directly or indirectly, effective control of a licensed broadcasting undertaking;

but no person shall be considered as associate of another person where he controls less than 1% of the total of all issued publicly-traded voting securities of a corporation.

«Voting securities», when used in the foregoing definition, means securities carrying with them voting rights either under all circumstances or under some circumstances that have occurred and are continuing, and includes securities convertible thereinto at all times at the option of the holder.

Eligible Canadian Corporation:

«Eligible Canadian Corporation » is a corporation

- a) that is incorporated under the laws of Canada or of a province;
- b) of which the chairman or other presiding officer and each of the directors or other similar officers are Canadian citizens ; and
- c) at least 80% of the shares having full voting rights under all circumstances and shares representing in the aggregate 80% of the paid-up capital are beneficially owned by Canadian citizens or by corporations that are controlled directly or indirectly by citizens or subjects of a country other than Canada.

SAMPLE



DECLARATION OF BENEFICIAL OWNERSHIP OF SHARES

TO: **COGECO INC.**
c/o Computershare Trust Company of Canada
as Transfer Agent and Registrar
at its principal office in Montreal or Toronto

In connection with the proposed registration of the issue or transfer of Enter the number of shares being transferred. (Number of shares)

Class (type) of Shares – Common, preferred, etc. (the "shares") of COGECO Inc. (« COGECO ») to Name of the NEW registered holder. (Name of the Undersigned in block letters)

(the « Undersigned ») Address of the NEW registered holder. (Address of the Undersigned in block letters)

the Undersigned hereby DECLARES :
1. the **beneficial** owner of the Subordinate Voting Shares will be the Undersigned, OR other than the undersigned, namely Beneficial owner is the person who owns the shares.
John Smith – John Smith is the beneficial owner-
John Smith In Trust for Jane Smith – Jane Smith is the beneficial owner

(Name and Address in block letters)

2. If the **beneficial** owner is to be an **individual**:
Is the proposed beneficial owner a citizen of Canada ? YES NO
3. If the **beneficial** owner is to be a **company**:
Is the proposed beneficial owner an eligible Canadian corporation? YES NO
4. If the **beneficial** owner is to be a **partnership or trust**:
Is the proposed beneficial owner a citizen of Canada or a group of persons who are citizens of Canada, or controlled by an eligible Canadian corporation? YES NO

Please indicate only ONE of the choices indicated.

5. Is the proposed **beneficial** owner an officer or an associate of a shareholder of COGECO?
YES NO
If YES, print name and address of other shareholder: _____

Indicate whether or not the beneficial owner is an officer or an associate of COGECO.

6. Does the proposed **beneficial** owner or its affiliates or its associates presently beneficially own, directly or indirectly, shares of COGECO?
YES NO
If YES, indicate the number and class of shares:
Number of shares: _____ Class: _____

Indicate whether or not the beneficial owner is associated with any other shares of COGECO.

DATED the _____ day of _____, 20____ } The date the form is completed. Signature of the NEW registered holder.

NOTE: The name of the NEW registered holder on this form must appear exactly as it appears on the Securities Transfer form.

by: _____ (Authorized signature)
_____ (Name of signatory in block letters)
Print name of NEW Registered holder.

NOTES and INSTRUCTIONS:

This declaration is to be completed by each person in whose name shares of COGECO are to be registered. Additional forms of declaration are available from Computershare Trust Company of Canada. If the declaration is completed by a company, partnership or trust, the declaration must be signed by a duly authorized person, indicating the authority. The terms "affiliate", "associate" and "eligible Canadian corporation" are defined on the reverse side hereof.