

## MATERIAL CHANGE REPORT

### PURSUANT TO

**SECTION 146(1) OF THE *SECURITIES ACT* (ALBERTA)  
SECTION 85(1) OF THE *SECURITIES ACT* (BRITISH COLUMBIA)  
SECTION 76(2) OF THE *SECURITIES ACT* (NEWFOUNDLAND)  
SECTION 81(2) OF THE *SECURITIES ACT* (NOVA SCOTIA)  
SECTION 75(2) OF THE *SECURITIES ACT* (ONTARIO)  
SECTION 84(1) OF THE *SECURITIES ACT* (SASKATCHEWAN)**

#### 1. REPORTING ISSUER

COGECO INC. ("**Cogeco**")  
1 Place Ville-Marie  
Suite 3636  
Montreal, Québec  
H3B 3P2  
Canada

#### 2. DATE OF MATERIAL CHANGE

February 15, 2002

#### 3. PRESS RELEASE

A press release announcing the completion by 3947424 Canada Inc. (a corporation formed by Cogeco Radio-Television Inc. ("**CRTI**"), a wholly owned subsidiary of Cogeco, and Bell Globemedia Inc. ("**Bell Globemedia**")), of the acquisition of TQS Inc. ("**TQS Network**") was disseminated on February 15, 2002 through the Canada NewsWire.

#### 4. SUMMARY OF MATERIAL CHANGE

Cogeco and Bell Globemedia have reported their completion of the acquisition of TQS Network.

#### 5. FULL DESCRIPTION OF MATERIAL CHANGE

On February 15, 2002, 3947424 Canada Inc. ("**3947424**"), a corporation formed by a 60% proprietary interest by CRTI and 40 % by Bell Globemedia, completed the acquisition of Quebecor's 86% participation in the TQS Network as well as 5,000 shares in the capital of the TQS Network held by a minority shareholder, Gestion Baripra Inc. 3947424 will regroup the TQS Network, TQS's stations in Montreal, Quebec City and its repeater station in Rimouski, and CRTI's six stations in Sherbrooke, Trois-Rivières and Chicoutimi/Jonquière. In addition to the above mentioned contribution of CRTI to 3947424, the terms of the agreement provided that CRTI would contribute an additional

\$3,097,558 in cash and Cogeco would contribute 12,9% shares in the capital of the TQS Network it already held, for a total consideration of \$107,467,500 by the Cogeco group. Bell Globemedia contributed \$72,415,900 in cash to complete the transaction. 3947424 now holds a participation of over 98.9% in the capital of the TQS Network. The transaction was authorized last December by the Canadian Radio-television and Telecommunications Commission (CRTC).

For more details, refer to the press release herein attached as Schedule "A".

**6. RELIANCE ON CONFIDENTIALITY SECTION OF THE ACT**

Not applicable.

**7. OMITTED INFORMATION**

Not applicable.

**8. STATEMENT OF SENIOR OFFICER**

For further information, contact Yves Mayrand, Corporate Secretary, at  
(514) 874-2600, ymayrand@cogeco.com

The following accurately discloses the material change referred to herein.

DATED at Montreal this 21<sup>th</sup> day of February, 2002.

**COGECO INC.**

**By:** *(signed) Yves Mayrand*  
**Name:** Yves Mayrand  
**Title:** Corporate Secretary

## SCHEDULE "A"

### Press Release

#### COGECO and Bell Globemedia Complete Acquisition of TQS Network

MONTREAL, Feb. 15 /CNW/ - COGECO and Bell Globemedia today completed their joint acquisition of Quebecor's 86% participation in the TQS television network. The new venture, with a 60% proprietary interest by COGECO and 40% by Bell Globemedia, will regroup the TQS network, TQS's stations in Montreal, Quebec City and its repeater station in Rimouski, and Cogeco Radio-Television's six stations in Sherbrooke, Trois-Rivières and Chicoutimi/Jonquière. The transaction was authorized last December by the Canadian Radio-television and Telecommunications Commission (CRTC).

According to the terms of the agreement, COGECO will transfer to the new entity Cogeco Radio-Television's six television stations, its interest of approximately 13% in TQS and \$3.2 million in cash for a total consideration of \$107.6 million. For its part, Bell Globemedia will be contributing close to \$72.3 million in cash to complete the transaction.

TQS Inc. Chairman, Mr. Louis Audet, said that he was very pleased with this transaction. "This has been a dream of COGECO's for many years and the dream has now become a reality. We are extremely proud and pleased to be associated with such a quality partner as Bell Globemedia to continue developing TQS with the great team that is already in place."

Mr. Audet also confirmed that the new venture would be operating under the TQS Inc. name and that important efforts will be devoted to provide a larger audience with an even richer and more diversified television experience.

Mr. Alain Gourd, Vice-Chairman of the TQS Inc. Board of Directors and representing Bell Globemedia expressed his satisfaction with respect to the company consolidating its position in Quebec and reinforcing its national reach and its content strategy.

TQS Inc. President and Chief Executive Officer, Mr. Michel J. Carter, said: "We have every intention of working with the managers and staff that are in place and we will be maintaining the key orientations of TQS's programming. We are particularly pleased to be able to count on the continued collaboration of two of TQS's pillars, René Guimond and Luc Doyon, who, over the years, have enabled TQS to attain enviable results as witnessed by recent BBM polls."

Continuity will be assured by President and Chief Operating Officer, Mr. René Guimond, who will be responsible for all television activities of the new network including the regional television stations. According to him, it is with tremendous enthusiasm and optimism that managers and staff alike are considering this next step in the evolution of television's "mouton noir".

"Our success in the marketplace is a reflection of each and everyone of our staff's efforts and we are positive that the arrival of two of the communication industry's leaders will increase our potential to further enhance our positioning," concluded Mr. Guimond.

It is worthwhile mentioning that the new owners had undertaken that TQS invest an additional \$7 million over the next seven years for the production of new variety content.

The creation of this new network will also enable greater operating synergies with other COGECO and Bell Globemedia operating units.

COGECO is active in the communications sector. Through its Cogeco Cable subsidiary, COGECO provides nearly 1.1 million cable television and telecommunication service units to approximately 1,358,000 households passed in its service areas, including recent cable system acquisitions completed by this cable subsidiary. Through its Cogeco Radio-Television subsidiary, COGECO operates the TQS network and TQS stations in Montreal, Quebec City, Sherbrooke, Trois-Rivières, Chicoutimi/Jonquière and Rimouski, SRC affiliated stations in Sherbrooke, Trois-Rivières and Chicoutimi/Jonquière, in partnership with Bell Globemedia, as well as wholly owned radio stations 105.7 Rythme FM in Montreal and FM 93 in Quebec City. COGECO's subordinate voting shares are listed on the Toronto Stock Exchange (CGO). The subordinate voting shares of Cogeco Cable Inc. are also listed on the Toronto Stock Exchange (CCA).

Bell Globemedia is Canada's premier multimedia company, owning the country's strongest media brands - CTV, Canada's leading private broadcaster; The Globe and Mail, Canada's National Newspaper; Globe Interactive, a leading Internet content provider; and Sympatico-Lycos, the number-one Canadian Internet portal. Bell Globemedia creates superior Canadian content, leveraging it across multiple channels, building connections and forming new commerce opportunities. Bell Globemedia is owned by BCE Inc. (70.1%), The Thomson Corporation (20%), and The Woodbridge Company Limited (9.9%).

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For further information: Lise Perras, BDDS Shandwick, (514) 393-1180;  
Patrick McGee, McGee & Associates, (905) 271-3626 (Toronto)