



POSITION DESCRIPTION OF THE CHAIR OF THE BOARD OF DIRECTORS

The Chair of the Board of Directors (the “**Chair**”) is responsible for the management, the improvement and the effective performance of the Board of Directors (the “**Board**”) of Quebecor Inc. and Quebecor Media Inc. (collectively the “**Corporation**”). He ensures that the Board executes efficiently the tasks related to its mandate and that the directors clearly understand and respect the boundaries between Board and management responsibilities. He is appointed each year amongst the members of the Board. If the Chair is not an independent director, a Lead Director is then appointed amongst the independent directors and, in this case, the mandate of the latter is supplementary and complementary to the mandate of the Chair.

RESPONSIBILITIES

The Chair has the following responsibilities:

A. With respect to Board effectiveness

1. Take reasonable steps to ensure the cohesion of the Board and provide the leadership needed to achieve this.
2. Ensure that the Board has adequate resources to allow it to fulfill its mandate and that it receives all the relevant information it requires.

B. With respect to Board management

1. Preside over Board meetings.
2. Approve the agenda of each Board meeting, after consultation with the Lead Director and the Secretary.
3. Ensure that Board meetings are conducted in order to facilitate discussions and that sufficient time is provided to analyze and deal with the items on the agenda.
4. Adopt procedures to ensure that the Board deliberates effectively.
5. Ensure that the Board fulfils its responsibilities effectively.
6. Where responsibilities of the Board are delegated to committees or to individual directors, take all measures in order to ensure that such responsibilities are carried out effectively and that results thereof are reported to the Board.

7. In the carrying out of his duties, the Chair is assisted and supported by the Secretary of the Corporation whom he assesses annually for all aspects related to his duties as Secretary.
8. Receive the recommendations of the Human Resources and Corporate Governance Committee of Quebecor Inc. concerning new Board candidates, the whole in conformity with the mandate of the latter committee.

C. With respect to the relationship between the Board on the one hand and management, shareholders and other stakeholders on the other hand

1. Ensure that the expectations of the Board towards management, as well as the expectations of management towards the Board, are clearly expressed, understood and respected.
2. Act as liaison between the Board and management and, consequently, work closely with the Chief Executive Officer in order to ensure that the Corporation promotes a healthy corporate governance culture.
3. Act in an advisory capacity to the Chief Executive Officer and to other senior management members on all matters concerning the interests and management of the Corporation.
4. Ensure that the independent directors have the opportunity to meet at the end of each meeting of the Board.
5. Plan shareholders' meetings in order that they are held at the appropriate time and in such a manner as to address all relevant matters.
6. Preside over annual and special meetings of the shareholders.
7. At the request of the Board, and with the approval of the Chief Executive Officer, act as the Corporation's representative with external groups such as shareholders and other stakeholders, including local community groups and government representatives.

* * * * *

Approved by the Board of Directors on January 20, 2017.