



POSITION DESCRIPTION OF THE VICE-CHAIR OF THE BOARD OF DIRECTORS AND LEAD DIRECTOR

As Vice-Chair of the Board of Directors, he assists the Chair of the Board in the management and efficient functioning of the Board of Directors (the « **Board** ») of Quebecor Inc. and Quebecor Media Inc. (collectively the "**Corporation**"). He ensures, together with the Chair of the Board, that the Board executes efficiently the tasks related to its mandate and that the directors clearly understand and respect the limits between the responsibilities of the Board and those of management. He is appointed amongst the members of the Board. If the Chair of the Board is not an independent director, a Lead Director is appointed and the Vice Chair of the Board may hold both offices. The latter provides an independent leadership within the Board and maintains or improves the quality of the Corporation's governance practices. He works in cooperation with the Chair of the Board to ensure the good operation and efficiency of the Board.

RESPONSIBILITIES

As Vice-Chair of the Board, his responsibilities are as follows:

1. Perform all the functions of the Chair of the Board during his absence or inability to act, i.e. among others, preside over Board and shareholders' meetings of the Corporation.
2. Ensure, together with the Chair of the Board :
 - a) That reasonable steps are taken to ensure the cohesion of the Board and the leadership essential to achieve it.
 - b) That the Board possesses adequate resources to support its work and ensure that it receives the relevant information needed.
3. Assume all other responsibility which the Board may require him to do from time to time.

As Lead Director, his responsibilities are as follows:

1. With respect to Board management
 - a) Preside over or convene the meetings of independent directors which are held in camera in order to give them the opportunity to discuss openly certain issues and provide feedback to the Chief Executive Officer.
 - b) Report to the Chair of the Board concerning the deliberations of the independent directors as required.

- c) Provide advices to the Chair of the Board concerning issues of good governance and other subjects.
- d) Assist the Board to act independently of management and of any majority shareholder of the Corporation.
- e) Review conflicts of interest issues associated with members of the Board as soon as they arise.
- f) In the carrying out of his duties, the Vice Chair of the Board and Lead Director is assisted and supported by the Secretary of the Corporation.

2. With respect to Board efficiency

- a) Review the Board meeting agenda and provide the necessary support to the Chair of the Board that all required matters have been covered and that the Board is following its working plan.
- b) Assess periodically the efficiency of the Board and its members.

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Approved by the Board of Directors on May 11, 2016.