



MANDATE OF THE EXECUTIVE COMMITTEE

The Executive Committee (the "**Committee**") of Quebecor Media Inc. (the "**Corporation**") exercises the powers of the board of directors (the "**Board**") that were delegated to it by By-Law 2002-001, as modified by By-Laws 2008-1, By-Laws 2011-1 and by resolutions of the Board dated May 25, 2011, November 8, 2011 and January 20, 2017.

COMPOSITION AND QUORUM

The Committee is comprised of at least three (3) directors and no more than five (5) directors. The Chairman of the Committee and its members are appointed by the Corporation's Board.

The quorum at any meeting of the Committee is a majority of its members.

RESPONSIBILITIES

The Committee has and may exercise all the powers of the Board, subject to the restrictions that shall be imposed by the Board and by the *Business Corporations Act* (Québec) from time to time.

EXCLUSIONS

However, the Committee does not have the following powers:

- to grant stock options of the Corporation, which power has already been delegated by the Board to its Human Resources and Corporate Governance Committee. This power is exercised by the Board for grants made to the President and Chief Executive Officer and to the Chief Financial Officer;
- to submit to the shareholders any question or matter requiring their approval;
- to fill a vacancy among the directors or in the office of auditor or to appoint additional directors;
- to appoint officers;
- to authorize the issue of shares;
- to approve the transfer of unpaid shares;
- to declare dividends;
- to acquire, including by purchase, redemption or exchange, shares issued by the Corporation;
- to split, consolidate or convert shares;
- to authorize the payment of a commission to a person who purchases shares or other securities of the Corporation, or procures or agrees to procure purchasers for those shares or securities;
- to approve the financial statements presented at the annual meeting of shareholders;
- to adopt, amend or repeal by-laws;
- to authorize calls for payment;
- to authorize the confiscation of shares;

- to approve an amendment to the articles allowing a class of unissued shares to be divided into series, and to determine the designation of and the rights and restrictions attaching to those shares; nor
- to approve a short-form amalgamation.

Any Committee member may, from time to time, require that any question considered to be important by such member be submitted to the Board instead of being addressed to the Committee. All Committee decisions must be submitted to the Board and are subject to being reviewed or amended by the Board. Notwithstanding the foregoing, such review or modification shall not cause prejudice or invalidate the rights of any third party.

METHOD OF OPERATION

1. The Committee is generally acting by resolutions in writing, ratified by the Corporation's shareholders, in conformity with the Corporation's Shareholders Agreement, if appropriate. The Committee may however hold meeting when its Chairman deems appropriate.
2. The written resolutions, executed by all Committee Members, are as valid as if they had been passed at a meeting of the Committee.
3. The Secretary or Assistant Secretary acts as the Committee's Secretary.
4. The minutes of the Committee meetings, if any, are submitted to the Board for information purposes.

No provision in this mandate is intended to expand applicable standards of conduct under statutory or regulatory requirements applicable to the directors of the Corporation or the members of the Committee.

Approved by the Board of Directors on March 12, 2019.