

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name Cogent Communications Holdings, Inc. & Subsidiaries		2 Issuer's employer identification number (EIN) 46-5706863	
3 Name of contact for additional information Steven McLernon	4 Telephone No. of contact (202) 295-4398	5 Email address of contact smclernon@cogentco.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 2450 N Street, NW		7 City, town, or post office, state, and ZIP code of contact Washington, DC 20037	
8 Date of action 3/26/18, 6/1/18, 8/31/18, 11/30/18		9 Classification and description Shareholder distribution classified as partial dividend and partial return of capital	
10 CUSIP number 19239V302	11 Serial number(s)	12 Ticker symbol CCOI	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **Cogent Communications Holdings, Inc. (the "Company") paid distributions on each date listed in the "Date of Action" as follows:**

- The March 26, 2018 distribution was for \$0.50 per share on 44,975,711 shares.**
- The June 1, 2018 distribution was for \$0.52 per share on 45,021,612 shares.**
- The August 31, 2018 distribution was for \$0.54 per share on 45,113,834 shares.**
- The November 30, 2018 distribution was for \$0.56 per share on 45,200,928 shares.**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **The total amount of the four distributions during 2018 was \$95,573,084.**

The Company had no Accumulated Earnings and Profits ("E&P") at the beginning of 2018 and had \$42,981,022 of current E&P as of December 31, 2018.

- 44.97% of each of the four 2018 distributions is classified as a dividend.**
- 55.03% of each of the four 2018 distributions is classified as a non-taxable return of capital.**

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **Shareholder's basis in Cogent stock (symbol: CCOI) is reduced by the amount of the distribution classified as a return of capital. Any 2018 distribution amount in excess of the shareholder's basis in Cogent stock is classified as a capital gain.**

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ IRC Section 301(c)

18 Can any resulting loss be recognized? ▶ Not applicable

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ None

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here Signature ▶ *Steven McLernon* Date ▶ 1/28/19

Print your name ▶ Steven McLernon Title ▶ VP, Tax

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.