

ROGERS COMMUNICATIONS INC.

ROLES AND RESPONSIBILITIES OF THE EXECUTIVE CHAIR OF THE BOARD

The Executive Chair shall manage the business of the Board and advise whether the functions identified in the Board of Directors Charter are being effectively carried out by the Board and its committees. The Executive Chair of the Board shall work with the Chief Executive Officer in the development and review of the Company's strategic initiatives, including strengthening the Company's partnerships and fostering key relationships that lead to new business, including strategic acquisitions.

This role and the responsibilities outlined below will be the principal focus of the Executive Chair. Following input from the Board of Directors, and in consultation with the Lead Director, performance in this role will be reviewed annually by the HRC.

Subject to the role of the Lead Director, the Executive Chair shall be responsible to:

Board and Committee Related

- chair annual and special meetings of shareholders;
- chair Board meetings, including requiring appropriate briefing materials to be delivered in a timely fashion, stimulating debate, providing adequate time for discussion of issues, facilitating consensus, encouraging full participation by individual directors and requiring that clarity regarding decisions is reached and duly recorded;
- prepare the agenda for each Board meeting with the participation of management;
- monitor the work of the committees of the Board and in that connection the Executive Chair may attend, as a non-voting participant, all meetings of Board committees (other than those on which he otherwise sits) provided that if the Executive Chair is not independent, he or she must be absent for meetings and portions thereof where his performance is being evaluated or where all Committee members are required to be independent;
- advise whether the Board and its committees have the necessary resources to support their work including, in particular, accurate, timely and relevant information;
- assist in the Board's evaluation and self-assessment of its effectiveness and implementation of improvements;
- provide appropriate guidance to individual Board members in discharging their duties;
- assist newly appointed directors so that they receive an appropriate orientation and education program;
- promote constructive and effective relations between the Board and the CEO, and with the Rogers Control Trust;

- promote best practices and high standards of corporate governance including compliance with laws, regulations and ethical standards;
- advise whether appropriate processes are in place for evaluation by the board of the Chief Executive Officer; and
- lead all initiatives regarding CEO succession planning.

Business Activities Related

- work with the Board and the Chief Executive Officer to align on the strategy for the Company's long-term growth and foster and maintain high performance levels;
- advise whether the Corporation's strategic plan is accurately communicated to the Board and whether all decisions of importance are approved by the Board in a timely manner;
- work with the CEO to identify opportunities for value-enhancing strategic initiatives including acquisitions, joint ventures, strategically important relationships, and when appropriate, the disposition of non-core assets;
- act as a senior statesman of the Company when liaising with shareholders, business partners, financial institutions, external stakeholders, regulators and employees;
- provide guidance to the Chief Executive Officer and support him/her in the goal of building an efficient and qualified executive management team; and
- work with the Chief Executive Officer of the Corporation in order to advise whether all policies and procedures of the Corporation are followed in accordance with the highest governance and industry standards.