

**MANDATE OF THE PENSION COMMITTEE  
OF THE BOARD OF DIRECTORS  
OF ROGERS COMMUNICATIONS INC.**

**Our Main Responsibilities:**

- assist Rogers Communications Canada Inc. (“RCCI”) and its affiliates in the administration of the registered pension plans and related trust funds and other funding arrangements sponsored by RCCI and its affiliates (the “Plans”)
- oversee the funding, administration, communication and investment management of the Plans and to select and monitor the performance of all third parties performing duties in respect of the Plans
- to the extent acting as plan administrator of any registered pension Plans, act honestly, in good faith, and in the best interests of Plan members and beneficiaries

**PURPOSE OF THE PENSION COMMITTEE**

The Pension Committee (the “Committee”) shall assist the Board of Directors (the “Board”) of Rogers Communications Inc. (the “Company”) in fulfilling their delegated responsibilities in the following principal areas:

- (i) oversee the funding, administration, communication, and investment management of the Plans;
- (ii) select and monitor the performance of all third parties performing duties in respect of the Plans;
- (iii) approve amendments to the Plans;
- (iv) adopt amendment of any statement of investment policies and procedures (the “SIP&P”); and
- (v) review reports prepared in respect of the administration of the Plans and unaudited financial statements for the Plans.

**MEMBERSHIP**

The Committee shall be comprised of not less than three members of the Board and the number of members may be increased or decreased as may be determined from time to time by resolution of the Board. Members of the Committee shall be appointed by the Board at the meeting of the Board immediately following the Annual Meeting of the Shareholders of the Company (the “Annual Meeting”) and at subsequent meetings of the Board. Members shall serve on the Committee until the next Annual Meeting or until his or her earlier resignation, and can be removed by resolution of the Board.

The Chief Executive Officer may attend each meeting of the Committee at the invitation of the Chair of the Committee (the “Chair”).

The Committee shall have the right to appoint outside consultants to assist in its deliberations. If such an appointment is made the consultant shall have the right to attend meetings of the Committee at the invitation of the Chair.

**CHAIR AND SECRETARY**

The Chair shall be chosen by the Board and shall serve in that capacity until the next Annual Meeting or until his or her earlier resignation or removal by resolution of the Board. The Secretary of the Company shall be the Secretary of the Committee, provided that if the Secretary is not present, the Chair of the meeting may appoint a secretary for the meeting with the consent of the Committee members who are present.

**MEETINGS**

The times and locations of meetings of the Committee and the calling of and procedures at such meetings, shall be determined from time to time by the Committee, in consultation with management when necessary. Subject to the notice provisions of the Articles of the Company, written notice shall be provided

no later than 48 hours prior to meetings, unless waived by all members of the Committee.

Agendas for meetings of the Committee shall be developed by the Chair in consultation with management and the corporate secretary, and shall be circulated to Committee members prior to Committee meetings. A quorum for meetings for the Committee shall be a majority of members.

A member of the Committee may be designated as the liaison member to report on the deliberations of the Committee to the Board.

## **RESOURCES AND RELIANCE**

The Committee shall have the resources and the authority appropriate to discharge its responsibilities, including the authority to engage, at the expense of RCCI and its affiliates, outside auditors, counsel, and other experts or consultants.

Each member of the Committee shall be entitled to rely, without independent verification, on the integrity of those persons and organizations within and outside RCCI and its affiliates from whom he or she receives information or advice and on the accuracy and completeness of the financial and other information provided to the Committee by or on behalf of such persons or organizations, absent actual knowledge to the contrary, which shall be reported to the Board.

## **REMUNERATION**

The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board may determine from time to time.

## **AFFILIATES OF RCCI PARTICIPATING IN THE PLANS**

RCCI and certain of its affiliates are the sponsors and administrators of the Plans. RCCI and these affiliates have delegated the authority and responsibility to administer the Plans to the Board and the Committee as described below.

## **RESPONSIBILITIES OF THE BOARD**

The Board has overall responsibility for the prudent administration of the Plans, including, without limitation, the following exclusive powers, duties, and responsibilities in respect of the Plans:

- (a) assess the governance structure of the Plans;
- (b) approve the mandate of the Committee and appointing its members;
- (c) approve the adoption of and wind-up of any Plan with active members;
- (d) approve all Significant Plan amendments where "Significant" means an amendment that increases total funding liabilities for any single Plan by an actuarially calculated present value exceeding \$5,000,000 or that reflect changes in company policy towards retirement benefits;
- (e) receive reports prepared by the Committee in respect of the administration of the Plans; and
- (f) approve any funding strategy for the Plans which departs from that recommended by the Plans' actuarial advisors.

## **RESPONSIBILITIES OF THE COMMITTEE**

The Committee has the following specific powers, duties, and responsibilities in respect of the Plans:

- (a) monitor and oversee the administration of the Plans, including duties and responsibilities assigned to certain employees of RCCI and its affiliates, any third party who holds pension funds on behalf

Approved: January 2025

of the Plans such as a custodian or insurance company (each a “funding agent”), investment managers, and other actuarial and financial advisors retained by RCCI, as follows:

- (i) review and approve, where applicable, reports, statements, and valuations required under the Plans pertaining to administration, investment policy and performance, and funded status of the Plans,
  - (ii) monitor new developments and applicable law with respect to the Plans and compliance with requirements of applicable federal and provincial legislation, rules, and regulations with respect to reporting, filing, and registration,
  - (iii) monitor the appropriateness of the Plans’ designs and the provision of relevant information to the members of the Plans,
  - (iv) approve the appointment and remuneration and overseeing the performance of the investment manager(s), funding agents, auditors, and other agents and advisors appointed in respect of the Plans,
  - (v) ensure that contracts, agreements, and mandates, where appropriate, are signed and in place with the investment managers, funding agents, and other agents and advisors in respect of the administration of the Plans, and
  - (vi) oversee the investment philosophy, policies, and strategies of the investment manager(s) of the Plans. This includes reviews with the investment manager(s) of the investment performance of the funds of the Plans with the assistance of such independent investment review services as the Committee deems appropriate;
- (b) approve amendments, other than Significant amendments, to the Plans and related funding/trust agreements not within the exclusive authority of the Board set out above, provided that the Committee advises the Board of all such amendments approved by the Committee;
  - (c) adopt annual or more frequent review and amendment of any SIP&P;
  - (d) review annual or more frequent reports prepared in respect of the administration of the Plans by officers of RCCI, the auditors of the Plans, and other agents and advisors;
  - (e) receive, review, and approve audited and unaudited financial statements for the Plans;
  - (f) report to the Board and to the boards of the affiliates on the above matters and on other matters deemed material by the Committee; and
  - (g) perform such other duties and responsibilities as are delegated to it by the Board from time to time.

#### **STANDARD OF CARE**

Each member of the Board and Committee shall act with the care, diligence, and skill that a person of ordinary prudence would exercise in dealing with the property of another person and shall use all relevant knowledge and skill that a member of the Board or member of the Committee possesses or ought to possess as a member of the Board or the Committee.

#### **COMPLIANCE WITH PLANS AND LAW**

In fulfilling their duties, the Board and the Committee shall act in a manner which is consistent in all material respects with the terms of the Plans, the terms of any funding/trust agreements associated with the Plans, the terms of any applicable collective agreement, and all applicable and relevant legislation, including the federal *Pension Benefits Standards Act, 1985* (pursuant to which all the Plans are currently registered) and all applicable provincial pension benefits standards legislation and all regulations thereunder, as amended from time to time.

All prior mandates of the Committee or any predecessor thereof are hereby repealed without prejudice to any action taken thereunder.

Approved: January 2025

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