

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

**Our Main Responsibilities:**

Review, report and provide guidance to the Board of Directors (the “Board”) or committees of the Board on certain matters, including:

- the Company’s environmental sustainability and social responsibility policies, strategies and programs, and governance thereof (“ESG”) including, without limitation, the Company’s community giving and philanthropic programs
- management’s overview of social and environmental trends and emerging issues in the ESG field, risks and opportunities that may affect the Company’s business strategy and performance
- actions the Company can take to be a responsible corporate citizen and the communication of the Company’s culture and values
- the Company’s relationships with its customers, employees, investors and communities we serve regarding significant ESG matters and on strategies that affect and enhance the Company’s reputation
- the Company’s ESG performance to assess the effectiveness of the ESG policies, strategies and programs including, without limitation, the Company’s community giving and philanthropic programs
- review and approval of the Company’s periodic ESG report (“ESG Report”) and other ESG related reports as well as the Company’s ESG metrics and benchmarks
- the effectiveness of the prior year’s ESG initiatives
- the annual budget in connection with the Company’s ESG initiatives

**PURPOSE OF THE ESG COMMITTEE**

The ESG Committee (the “Committee”) shall assist the Board of Rogers Communications Inc. (the “Company”) in fulfilling its oversight responsibilities of relevant ESG policies, strategies and programs of the Company and the actions the Company can take to be a responsible corporate citizen. Corporate governance of the Company and related matters shall be the responsibility of the Corporate Governance Committee.

**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 from time to time as may be determined 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 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 Committee shall have the right to appoint an outside consultant to assist it 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 of the Committee (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, provided that there shall be a minimum of two meetings per year. 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 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 the Company, outside auditors, legal 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 the Company 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.

## **RESPONSIBILITIES**

The responsibilities of the Committee shall include those listed below:

- (a) review and provide guidance on the Company's ESG policies, strategies and programs, and governance thereof including, without limitation, the Company's community giving and philanthropic programs;
- (b) review and provide guidance on management's overview of social and environmental trends and emerging issues in the ESG field, risks and opportunities that may affect the Company's business strategy and performance;
- (c) review and report on actions the Company can take to be a responsible corporate citizen and the communication of the Company's culture and values;
- (d) review and report on the Company's relationships with its customers, employees, investors and the communities we serve regarding significant ESG matters and on strategies that affect and enhance the Company's reputation;
- (e) review and report on the Company's ESG performance to assess the effectiveness of the ESG policies, strategies and programs including, without limitation, the Company's community giving and philanthropic programs;
- (f) review and approve the Company's periodic ESG Report and other ESG related reports as well as the Company's ESG metrics and benchmarks;
- (g) review and assess the effectiveness of the prior year's ESG initiatives;
- (h) review and provide guidance on the annual budget in connection with the Company's ESG initiatives; and
- (i) conduct an annual review of the Committee's mandate and performance.

## **ADDITIONAL RESPONSIBILITIES**

The Board may from time to time delegate additional responsibilities to the Committee.