

ROLE AND RESPONSIBILITIES OF THE CHAIR

It is the policy of the Board of Directors (the Board”) that the Chair not be an executive of Rogers Communications Inc. (the “Company”) and that there be a separation of the offices of Chair and Chief Executive Officer. In the event the non-executive Chair is not independent, the independent directors shall appoint an independent lead director to carry out the responsibilities of the Lead Director set out below. The Chair and the Chief Executive Officer are to be in regular communications during the course of the year including with respect to the Company’s business and the responsibilities of the Board.

The principal responsibilities of the Chair of the Board shall be to oversee, manage and assist the Board in fulfilling its duties and responsibilities as a Board in an effective manner independently of management. In fulfilling his or her duties, the Chair will work closely with the Deputy Chair and the Lead Director who will either directly or indirectly assist in ensuring that the foregoing roles and responsibilities are satisfactorily addressed. The Chair shall be responsible, among other things, to:

- establish Board goals and objectives working in collaboration with the Board members;
- participate in monthly meetings with the Deputy Chair and the CEO;
- provide advice to CEO on behalf of the Board on strategy and strategic issues, maintain accountability to shareholders and other stakeholders and build relationships;
- 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 ensuring that clarity regarding decisions is reached and duly recorded;
- prepare the agenda for each Board meeting with the participation of management and input of the full board of directors;
- monitor the work of the committees of the Board and in that connection the Chair may attend, as a non-voting participant (other than those on which he or she otherwise sits), all meetings of Board committees; provided that if the Chair is not independent, he or she must be absent for meetings and portions thereof where all Committee members are required to be independent;
- review and approve the travel and entertainment expenses of the Board members other than the Deputy Chair;
- meet individually with each director during the year;
- ensure that the Board and its committees have the necessary resources to support their work, 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;
- ensure through the Nominating Committee newly appointed directors 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;

- provide arrangements for members of the Board to communicate with the Chair formally and informally concerning matters of interest to Board members;
- provide leadership to ensure that the Board works as a cohesive team;
- ensure that appropriate processes are in place for evaluation by the board of the Chief Executive Officer.