

ROGERS COMMUNICATIONS INC.
ROLE AND RESPONSIBILITIES OF THE LEAD DIRECTOR

The Lead Director will facilitate the functioning of the Board independently of management of the Company and provide independent leadership to the Board. The Lead Director shall have the following responsibilities:

- provide overall leadership to ensure that the Board functions independently of management of the Company;
- ensure directors clearly understand and respect the boundaries between the Board and management responsibilities;
- provide the perspective of the independent directors to all relevant persons and groups, including the Board Chair, Chief Executive Officer and Chairs of the Committees
- if the Chair is not independent, to chair separate executive sessions of the independent members of the Board;
- review with the Chair and Chief Executive Officer of the Company items of importance for consideration by the Board;
- consult and meet with any or all of the directors, at the discretion of either party;
- meet individually with each director during the year;
- recommend, where necessary, the holding of special meetings of the Board;
- promote best practices and high standards of corporate governance;
- participate in the selection of new directors and interview all short listed director candidates;
- review and approve the travel and entertainment expenses of the Chair and Deputy Chair;
- assist the Chair in planning and organizing the activities of the Board, including providing input on meeting dates and Board agendas; and
- perform such other duties and responsibilities as may be determined by the Board from time to time.