

## **MANDATE OF THE HUMAN RESOURCES COMMITTEE**

### **OF THE BOARD OF DIRECTORS OF ROGERS COMMUNICATIONS INC.**

#### **Our Main Responsibilities:**

1. Review, recommend for Board of Directors' (the "Board") approval and where applicable, approve, executive compensation and severance policies
2. Review Rogers Communications Inc.'s (the "Company") compensation, benefit, and wealth accumulation programs (design and competitiveness)
3. Review the Company's senior executives' management development and succession planning
4. Set performance objectives for the Chief Executive Officer (CEO), which encourage the Company's long-term financial success and regularly measure the CEO's performance against these objectives
5. Review and recommend for approval by the Board, competitive compensation that meets the Company's hiring, retention, and performance objectives, as recommended, for the CEO;
6. Review and approve, competitive compensation that meets the Company's hiring, retention, and performance objectives, as recommended, for the following positions:
  - a. all officers reporting to the CEO and certain other senior officers; and
  - b. family members of the above employees and Board directors employed by the Company and its affiliates, unless it is in line with Rogers standard compensation practices.
7. Produce a report on executive compensation for the benefit of shareholders, which is published in the Company's annual proxy circular, and review, as appropriate, any other material public disclosures concerning executive compensation.

## **PURPOSE OF THE HUMAN RESOURCES COMMITTEE**

The Human Resources Committee (the "Committee") shall review, approve, and recommend to the Board any material changes to the Company's executive compensation and severance policies to ensure that such policies are designed to provide the CEO and the employees of the Company and its subsidiaries with fair and competitive compensation. The Committee shall oversee the design and administration of the Company's total rewards programs, as outlined in the Responsibilities section below. In addition the Committee shall review the Company's human resources development, succession planning, diversity policy and performance evaluation programs and make

recommendations to ensure that such programs are established and operating effectively.

## **INDEPENDENCE**

The Committee shall be composed of a majority of independent directors, within the meaning of applicable Canadian securities laws and the Company's Director Material Relationship Standards.

The Committee shall meet regularly without management present.

The Committee shall have the authority to engage independent advisors, paid for by the Company, to help make the best possible decisions on executive compensation.

## **MEMBERSHIP**

The Committee shall be comprised of not less than three members of the Board, a majority of whom, including the Chair of the Committee (the "Chair"), shall be independent of management in accordance with applicable Canadian securities laws and based on the Company's Director Material Relationship Standards.

The CEO may attend each meeting of the Committee at the invitation of the Chair.

The Committee shall have the right to appoint an outside compensation advisor 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.

Members of the Committee shall be appointed by the Board at the meeting of the Board immediately following the Annual General 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.

## **CHAIR AND SECRETARY**

The Chair shall be an independent director, 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 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 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 specific responsibilities of the Committee shall include those listed below. The enumerated responsibilities are not meant to restrict the Committee from examining any matters related to its purpose.

- (a) review and recommend to the Board any material changes to the Company's compensation policies and programs including short-term incentive plans, long-term incentive plans, benefit plans, perquisite plans, savings plans, and pension plans. With respect to the Company's short-term and long-term incentive plans, this review includes an assessment of their impact on risk-taking to ensure the plans do not incent risk-taking beyond the Company's risk tolerance;
- (b) review and approve, the plan targets, components, and payouts for the short-term and long-term incentive plans;
- (c) on an annual basis, review the Company's succession and diversity plans, with respect to those roles currently occupied by Subject Employees, as defined below;
- (d) review and recommend for Board approval the terms of employment and compensation arrangements for the CEO. With respect to the CEO, following input from the members of the Board of Directors and in consultation with the Chair of the Board of the Directors, the Committee will, at least annually:
  - (i) establish performance goals and corresponding incentive compensation award levels;
  - (ii) review actual performance against established goals and the objectives set out in the CEO's job description; and
  - (iii) review and recommend for Board approval, incentive compensation awards;

- (e) consider and recommend for Board approval any CFO appointment, in alignment with the Finance Committee mandate;
- (f) review, based on the recommendations of the CEO, and the Chair on behalf of the Committee may approve, the level of all forms of compensation and terms of employment relating to:
  - (i) Named Executive Officers (as defined under applicable Canadian securities laws), excluding the CEO, for the Company and its affiliates;
  - (ii) All Officers reporting to the CEO and all Officers at the E1 and E2 level;
  - (iii) Family members of the employees in (i) and (ii) above and board directors, who are employed by the Company and its affiliates at the Director level and above to the extent that there is a deviation from Rogers standard compensation practices for that level or role. “Family members” means, with respect to a Subject Employee (the individuals referred to in terms (i) and (ii) as well as board members being collectively referred to as the “Subject Employees”), a person’s spouse, parents, children, siblings, mothers-in-law and fathers-in-law, sons and daughters-in-laws, brothers and sisters-in-law, and anyone who shares such person’s home; and
  - (iv) executives at the E3 and E4 levels, to the extent there is a deviation from the approved Executive Compensation Policies;
- (g) review, based on the recommendations of the CEO, and recommend for approval to the identified Control Owner, per Major League Baseball regulations, the level of all forms of compensation to be paid to the President and CEO, Toronto Blue Jays;
- (h) review and approve the performance objectives and corresponding payout levels under approved incentive plans for Subject Employees, excluding the CEO;
- (i) consider and approve a pool of long-term incentive awards, consistent in terms with the Company’s approved plans, that are available for grant at the discretion of the CEO, subject to the following limitations which will be set by the Committee on an annual basis:
  - (i) the maximum award value that may be granted under awards to participants within defined levels;
- (j) review and approve the Company’s standard severance policy, as well as the terms of any severance provision or settlement being contemplated for a current or prospective employee that is included in the group of employees included under the definitions of Subject Employee or Family member. The Committee is also responsible to review and approve the terms of severance or any settlement with executives at the E3 and E4 levels, where the severance terms exceed the severance pursuant to the approved Executive Compensation Policies and procedures;
- (k) monitor the administration of the Company’s long-term incentive plans, employee share accumulation plans, and group savings plans (RRSPs and TFSA);
- (l) review and approve the executive compensation sections of the Company’s annual proxy circular and other public filings; and
- (m) conduct an annual review of the Committee’s mandate and performance.

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