

SHAW COMMUNICATIONS INC.
TERMS OF REFERENCE – CHAIR OF THE BOARD

The terms of reference for the Chair of the Board of Directors (the “Board”) of Shaw Communications Inc. (the “Corporation”) are established by the Board of Directors Mandate and are reproduced below for convenient reference.

To fulfill his or her responsibilities and duties, the Chair of the Board shall:

- facilitate the effective operation and management of, and provide leadership to, the Board;
- act as chair of meetings of the Board;
- assist in setting the agenda for each meeting of the Board and in otherwise bringing forward for consideration matters within the mandate of the Board;
- facilitate the Board’s interaction with management of the Corporation;
- act as a resource and mentor and provide leadership for other members of the Board; and
- perform such other duties and responsibilities as may be delegated to the Chair by the Board from time to time.