



## **SHAW COMMUNICATIONS INC.**

### **CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

This Charter of the Corporate Governance and Nominating Committee (the "Committee") of the Board of Directors (the "Board") of Shaw Communications Inc. (the "Corporation") was adopted January 11, 2018.

#### **I. Mandate**

The primary function of the Committee is to develop and monitor the Corporation's approach to governance issues in accordance with good corporate practice and applicable regulatory requirements. In particular, the Committee is responsible for overseeing the role, composition, structure and effectiveness of the Board.

The Committee will fulfill this mandate primarily by carrying out the responsibilities and duties set forth in Section IV of this Charter.

#### **II. Composition**

The Committee shall be comprised of three or more directors that meet the independence, expertise and other membership requirements under applicable laws, policies and guidelines of securities regulatory authorities, and any other applicable policies established by the Board.

The members and the Chair of the Committee shall be appointed by the Board annually. Each member shall continue until the next annual general meeting of shareholders of the Corporation or until his or her earlier resignation or removal by the Board. The Chair shall carry out the duties and responsibilities set forth in Section V of this Charter.

#### **III. Meetings**

The Committee shall meet at least quarterly, or more frequently as circumstances require or as requested by the Board, a member of the Committee or a senior officer of the Corporation.

Notice of each meeting of the Committee shall be given to each member of the Committee as far in advance of the time for the meeting as practicable, but in any event, not later than 24 hours preceding the time of the meeting (unless otherwise waived by all members of the Committee). Each notice of meeting shall state the nature of the business to be transacted at the meeting in reasonable detail and to the extent practicable, be accompanied by copies of documentation to be considered at the meeting. The Chair of the Committee shall consult with senior management as to the agenda for each meeting.

A quorum for the transaction of business at a meeting shall consist of not less than a majority of the members of the Committee. Members of the Committee may participate in any meeting by means of such telephonic, electronic or other communication facilities as permit all persons participating in the meeting to communicate adequately with each other, and a member participating by any such means shall be deemed to be present at that meeting.

Senior management of the Corporation and other parties may attend meetings of the Committee, as may be deemed appropriate by the Committee.

Minutes shall be kept of all meetings of the Committee (other than *in camera* sessions) and shall be signed by the Chair and Secretary of the meeting.

#### **IV. Responsibilities and Duties of the Committee**

To fulfill its responsibilities and duties, the Committee shall:

##### **General**

- Establish and review the Corporation's system of corporate governance and its general approach to governance issues, including its response to and compliance with any applicable regulatory guidelines.
- Establish and review general corporate policies and practices, including corporate codes of conduct, securities trading and share ownership guidelines, continuous disclosure and communications policies and similar matters; and assist the Board, as required, in interpreting and applying the same.
- With the assistance of the Corporation's Business Conduct Standards Committee, monitor compliance with the Business Conduct Standards and approve waivers of such standards.
- Review and approve all related party transactions between the Corporation and its directors, officers, shareholders and other related parties and establish appropriate policies and procedures with respect thereto.
- Review and assess and, where appropriate, make recommendations to the Board on conflicts of interest, actual or perceived, between the Corporation and individual directors, including any issues that arise as a result in a material change in circumstance of any director; and review and approve related outside directorship guidelines (as well as similar guidelines for officers).
- Review and approve directors and officers liability insurance policies, as well as related indemnity agreements.
- Review and approve any public disclosure regarding corporate governance matters, as may be required by securities regulatory authorities or others.
- Engage and set the terms of engagement of such other independent external advisors, including independent legal counsel, at the Corporation's expense as the Committee may deem necessary or desirable to carry out its duties.
- Subject to the powers granted to the Audit Committee, Human Resources and Compensation Committee, and Executive Committee of the Board, review and approve requests by any director or other committee of the Board to engage outside advisors, including independent legal counsel, at the Corporation's expense.

- Consider and report to the Board on the Corporation's recommendations regarding shareholder proposals required by law to be included in the Corporation's proxy circular, as applicable.
- Refer back to the full Board for ratification, confirmation and approval, all such matters as the Committee may deem appropriate.
- Report to the Board on at least a quarterly basis on the results of the Committee's activities.
- Perform any other activities consistent with this Charter, the Corporation's organizational documents and governing law, as the Committee or the Board deems necessary or appropriate.
- Subject to the powers of the Chair of the Committee outlined below, the Corporation's Related Party Transaction Policy, and to any exceptions provided in any policy adopted by the Board, review and approve any related party transaction(s) between the Corporation and its directors, officers, shareholders and other related parties.

#### Board Matters

- Establish and review on a periodic basis the mandates of the Board and the charters of the committees of the Board, and the composition thereof.
- Develop and recommend to the Board appropriate qualifications/criteria for the selection of Board members, including criteria for determining director independence.
- Propose and evaluate new candidates for nomination to the Board and the committees of the Board, and make recommendations to the Board with respect to such candidates (including with respect to financial expertise qualifications of members or proposed members of the Audit Committee of the Board).
- In conjunction with the Executive Chair, recommend to the Board a candidate for the position of Lead Director from among the independent members of the Board.
- Continue and improve the orientation and education program for new directors and continuing education initiatives for existing directors.
- Act as a forum for receiving and addressing any suggestions, concerns or other matters that individual directors may wish to raise.
- Assess the independence and effectiveness of the Board as a whole, the committees of the Board and individual directors on a regular, on-going basis.
- Examine the size of the Board and the impact of the number of directors upon Board effectiveness.
- Ensure that the information needs of the members of the Board are being met on a timely basis.

## V. Responsibilities and Duties of the Chair of the Committee

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

- Facilitate the effective operation and management of, and provide leadership to, the Committee.
- Act as chair of meetings of the Committee.
- Assist in setting the agenda for each meeting of the Committee and in otherwise bringing forward for consideration matters within the mandate of the Committee.
- Facilitate the Committee's interaction with management of the Corporation, the Board and other committees of the Board.
- Act as a resource and mentor for other members of the Committee.
- Perform such other duties and responsibilities as may be delegated to the Chair by the Committee from time to time.
- Review and approve, for and on behalf of the Committee, any related party transaction(s) between the Corporation and its directors, officers, shareholders and other related parties that: (i) do not by law require approval by the Board, and (ii) do not exceed Cdn.\$2 million (or US\$2 million if transacted in US dollars), provided that any such related party transaction(s) shall be placed before, and ratified, confirmed and approved by, the Committee at its next regularly scheduled meeting.