

Statement of Corporate Governance

The Board and management of the Company recognize that effective corporate governance is central to the prudent direction and operation of the Company in a manner that ultimately enhances shareholder value. The following discussion outlines the Company's approach toward corporate governance policies and practices.

The Company's corporate governance practices and policies have been developed under the stewardship of the Corporate Governance and Nominating Committee of the Board in response to evolving laws and best practices, including the policies of the Canadian Securities Administrators, the TSX and the NYSE as well as the Sarbanes Oxley Act.

1. Board & Committee Membership and Independence

As of the date hereof, the Board is comprised of 15 directors. The Board members and their committee memberships are identified in the table below.

The Board defines a director to be "independent" if he or she has no direct or indirect material relationship with the Company, as determined by the Board in consultation with the Corporate Governance and Nominating Committee. A "material relationship" is a relationship which, in the Board's view, could reasonably be expected to interfere with the exercise of a director's independent judgment. Based on a review of the applicable factual circumstances, including financial, contractual and other relationships, the Board, in consultation with the Corporate Governance and Nominating Committee, has determined that 13 Board members, or 87% of the current Board and director nominees, are independent as set out in the table below.

Director ⁽⁶⁾	Audit Committee	Corporate Governance & Nominating Committee	Human Resources & Compensation Committee	Executive Committee	Independence Analysis
Peter J. Bissonnette	–	–	●	–	Independent ⁽¹⁾
Adrian I. Burns	–	–	●	●	Independent
Christy J. Clark	–	●	–	–	Independent
Richard R. Green	●	–	–	–	Independent
Gregg Keating	–	●	–	–	Independent
Michael W. O'Brien	Chair	–	–	●	Independent
Paul K. Pew	–	Chair	–	●	Independent
Jeffery C. Royer	●	–	–	–	Independent
Bradley S. Shaw	–	–	–	●	Not Independent ⁽²⁾⁽⁴⁾
JR Shaw	–	–	–	Chair	Not Independent ⁽³⁾⁽⁴⁾
Mike Sievert ⁽⁵⁾	–	–	–	–	Independent
JC Sparkman	–	–	●	●	Independent
Carl E. Vogel	●	–	–	–	Independent
Sheila C. Weatherill	–	●	–	–	Independent
Willard H. Yuill	–	–	Chair	–	Independent

Notes:

- (1) Peter J. Bissonnette served as the President of the Company until August 31, 2015. The Board of Directors determined that Peter Bissonnette became an independent director as of September 1, 2018.
- (2) Bradley S. Shaw is the Chief Executive Officer of the Company.
- (3) JR Shaw is the founder and Executive Chair of the Company.
- (4) JR Shaw is the father of Bradley S. Shaw. JR Shaw and Bradley S. Shaw are deemed to be, or are related to, the Company's controlling shareholder through the Shaw Family Living Trust and its trustee, as described under the heading "Voting Procedures – Voting Shares and Principal Holders Thereof".
- (5) Mike Sievert is not a member of any Board Committee.
- (6) Further details about each nominee for election to the Board at the Meeting is provided under the heading "Business of the Meeting – Election of Directors".

The Company does not have a mandatory retirement policy or term limit policy for members of the Board and rather assesses board renewal as part of its annual board and committee assessments. The Company considers it important to retain directors who hold significant investments in the Company on its board of directors, particularly those with significant and unique business experience in the industry. A significant financial stake strongly motivates independent thinking and analysis, and brings a long-term perspective which is beneficial to the Company and all of its shareholders. The Company believes that it is a preferred practice to retain the benefit of director insight from related industry, regulatory or technological experience. This is particularly significant for the Company given the narrow field of candidates who have experience in this unique, regulated sector in Canada. The Company considers that a director term limit in the context of a controlled corporation where a controlling shareholder would be required to step down as a director after serving for a stipulated period of time is inappropriate. The relationship between the Company and its controlling shareholder is unique and a valuable element of the Company's leadership, culture and governance.

2. Board of Directors

The Board has established a written Board mandate which is reviewed on a regular basis and updated as considered appropriate by the Corporate Governance and Nominating Committee and the Board. A copy of the Board mandate is included as Exhibit A to this Proxy Circular.

Duties

The Board has responsibility for supervising and overseeing management of the business and affairs of the Company. The Board's duties include to:

- appoint senior management;
- review performance of senior management and approve compensation of the Executive Chair, the Chief Executive Officer and Shaw family members who are executive officers of the Company;
- monitor plans for succession, training and development;
- satisfy itself as to the integrity of senior management and ensure that senior management maintains a culture of integrity throughout the Company;
- approve the Company's strategic objectives, business plans and budgets;
- approve significant strategic transactions, including significant acquisitions, dispositions and financings;

- identify and assess the principal risks inherent in the business activities of the Company and ensure that management takes reasonable steps to implement appropriate systems to manage such risks;
- ensure that the operational and financial performance of the Company, as well as any developments that may have a significant and material impact on the Company, are adequately reported to shareholders, regulators and stakeholders on a timely and regular basis; and
- develop, implement and oversee a disclosure policy to enable the Company to communicate effectively with its shareholders and other stakeholders.

Certain responsibilities and powers of the Board have been delegated to committees of the Board as outlined below.

Strategic Planning

With respect to strategic planning, the Board establishes strategic objectives for the Company, reviews and approves management's strategic plans and budgets, and reviews emerging trends, opportunities, risks and issues with management. The Board reviews adjustments to management's budgets, plans and objectives as may be required during the year.

The Board receives regular updates from management on strategic developments. In fiscal 2019, presentations were given at each of the quarterly Board meetings where topics that are strategic to the Company's performance and prospects are explored in depth. See "Statement of Corporate Governance – Orientation & Continuing Education".

Executive Chair

JR Shaw is the Executive Chair. As such, he has overall responsibility for the stewardship of the Company.

The Executive Chair fulfills the role of chair of the Board, which position is described in the Company's Board mandate. Responsibilities of the Executive Chair include to:

- facilitate 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 otherwise bring forward for consideration matters within the mandate of the Board;
- facilitate the Board's interaction with management;
- 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 Executive Chair by the Board.

Lead Director

Paul K. Pew, an independent director, was appointed in January 2015 as the Company's third Lead Director since the position was created in 2004. The Lead Director's role is to provide leadership to the Company's independent directors, serve as an independent leadership contact for the directors and maintain and enhance the quality of the Company's corporate governance practices. As such the Lead Director also serves as Chair of the Corporate Governance and Nominating Committee. A Lead Director serves for a term of five to seven years.

The terms of reference for the Lead Director are set out in the Company's Board mandate and include:

- in conjunction with the Corporate Governance and Nominating Committee, provide leadership to ensure that the Board functions independently of management;
- chair all *in camera* meetings of the independent directors;
- recommend, where necessary, the holding of special meetings of the Board;
- review with the Executive Chair and Chief Executive Officer items of importance for consideration by the Board;
- as may be required from time to time, consult and meet with any or all of the independent directors at the discretion of either party and with or without the attendance of the Chair, and represent such independent directors in discussions with management on corporate governance issues and other matters;
- serve as Board ombudsman, to ensure that questions or comments of individual directors are heard and addressed;
- with the Corporate Governance and Nominating Committee, ensure that the Board, committees of the Board, individual directors and senior management understand and discharge their duties and obligations under the Company's system of corporate governance;
- mentor and counsel new members of the Board to assist them in becoming active and effective directors;
- with the Corporate Governance and Nominating Committee, facilitate the process of conducting director evaluations;
- with the Corporate Governance and Nominating Committee, promote best practices and high standards of corporate governance; and
- perform such other duties and responsibilities as may be delegated to the Lead Director by the Board.

Attendance Record

The Board attendance record for fiscal 2019 is outlined below.

Director	Audit Committee	Corporate Governance & Nominating Committee	Human Resources & Compensation Committee	Committees ⁽¹⁾ (Total)	Board	Overall Attendance
Peter J. Bissonnette	–	–	3/3 ⁽³⁾	3/3	9/9	12/12 (100%)
Adrian I. Burns	–	–	5/5	5/5	9/9	14/14 (100%)
Christy Clark	–	3/3 ⁽⁴⁾	–	3/3	8/9	11/12 (92%)
Richard R. Green	7/7	–	–	7/7	9/9	16/16 (100%)
Gregg Keating	–	3/3 ⁽⁶⁾	2/2 ⁽⁵⁾	5/5	9/9	14/14 (100%)
Michael W. O'Brien	7/7	–	–	7/7	9/9	16/16 (100%)
Paul K. Pew	–	5/5	–	5/5	9/9	14/14 (100%)
Jeffrey C. Royer	7/7	–	–	7/7	9/9	16/16 (100%)
Bradley S. Shaw	–	–	–	–	9/9	9/9 (100%)
JR Shaw	–	–	–	–	9/9	9/9 (100%)
Mike Sievert ⁽²⁾	–	–	–	–	8/9	8/9 (89%)
JC Sparkman	–	–	4/5	4/5	8/9	12/14 (86%)
Carl E. Vogel	5/5 ⁽⁸⁾	2/2 ⁽⁷⁾	–	7/7	9/9	16/16 (100%)
Sheila C. Weatherill	–	5/5	–	5/5	9/9	14/14 (100%)
Willard H. Yuill	–	–	5/5	5/5	9/9	14/14 (100%)

Note:

- (1) No Executive Committee meetings were required in fiscal 2019.
- (2) Mike Sievert is not a member of any Board committees.
- (3) Peter Bissonnette joined the Human Resources and Compensation Committee on January 1, 2019
- (4) Christy Clark joined the Corporate Governance and Nominating Committee on January 1, 2019
- (5) Gregg Keating was a member of the Human Resources and Compensation Committee until January 1, 2019
- (6) Gregg Keating joined the Corporate Governance and Nominating Committee on January 1, 2019
- (7) Carl Vogel was a member of the Corporate Governance and Nominating Committee until January 1, 2019
- (8) Carl Vogel joined the Audit Committee on January 1, 2019

In Camera Sessions

The Board mandate provides that the Board shall hold, in conjunction with each Board meeting, “*in camera*” sessions at which non-independent directors and members of management are not in attendance. At each *in camera* session the independent directors meet with the Executive Chair and the Chief Executive Officer

without any other member of management present, subsequently with the Executive Chair alone, and finally without any member of management or the Executive Chair. The Lead Director chairs the independent directors’ *in camera* sessions.

The committees of the Board met *in camera* in fiscal 2019 as follows:

Audit Committee	6 times
Corporate Governance and Nominating Committee	5 times
Human Resources and Compensation Committee	4 times

Interlocking Directorships

The interlocking directorships relating to public issuers are listed below. The Board is of the view that neither of these interlocking directorships affects the independence of the respective members of the Board.

Issuer	Director	Position with Issuer
Liberty Global, Inc.	Richard R. Green	director and member the nominating and corporate governance committee
	JC Sparkman	director and chair of the compensation committee and member of nominating and corporate governance and succession planning committees
Universal Electronics Inc.	JC Sparkman	director and chair of the compensation committee and member of the corporate governance and nominating committee
	Carl E. Vogel	director and member of the audit committee

The Board addresses interlocking directorships on a case-by-case basis. The Corporate Governance and Nominating Committee considers the effect of interlocking directorships on director independence when considering nominees as new directors. Existing directors are subject to the Company's outside directorship guidelines.

Committees of the Board

Subject to applicable law, the Board delegates certain of its powers, duties and responsibilities to committees of the Board. The Board has established four standing committees as discussed below.

3. Audit Committee

As of the date hereof, the Audit Committee is comprised of Michael W. O'Brien (Chair), Richard R. Green, Jeffrey C. Royer and Carl E. Vogel. Each member of the Audit Committee is an independent director and is financially literate. Each of Michael W. O'Brien, Jeffrey C. Royer and Carl E. Vogel also qualify as a "financial expert" under the Sarbanes-Oxley Act and other applicable regulatory requirements.

A copy of the Audit Committee charter is included in the Company's Annual Information Form and is available on the Company's website at www.shaw.ca/corporate/investor-relations/corporate-governance.

Duties

The Audit Committee is responsible for overseeing the integrity of the Company's financial reporting process. In this regard, the Audit Committee duties include oversight of:

- the integrity of the Company's financial statements and related information;

- management's processes for assessing and reporting on the effectiveness of internal controls;
- the external and internal auditors (including review of the audit plan with the external auditors and the Company's senior management) and evaluation of the qualification, effectiveness and independence of the external and internal auditors;
- the Company's compliance with legal and regulatory requirements relating to public disclosure and financial reporting; and
- the Company's processes for identifying, assessing and managing risks and the Company's financing strategy.

With respect to internal controls over financial reporting, the Company has conducted an evaluation of the effectiveness of its system of internal controls over financial reporting and concluded that the Company's system of internal controls over financial reporting was effective as of August 31, 2019 and that the Company is in compliance with the requirements of Section 302 of the Sarbanes-Oxley Act.

Internal Audit and Advisory Services

The Audit Committee is also responsible for overseeing the work of the Company's Internal Audit and Advisory Services department whose mandate is to provide independent and objective audit and advisory services in order to evaluate and improve the effectiveness of the Company's governance, internal controls, disclosure processes and risk management activities. In that regard, the Audit Committee oversees the work of the Internal Audit and Advisory Services department and all reports issued by the Internal Audit and Advisory Services department.

Risks

The Audit Committee reviews:

- management's processes for identifying, assessing and managing the principal risks to the Company and its businesses;
- the major risk exposures and trends identified by the Company's management and its implementation of risk policies and procedures to monitor and manage such exposure; and
- the Company's risk disclosure in its annual and interim materials.

As part of this process, the Audit Committee regularly reviews reports and discusses significant financial statement or audit risks with the Company's external auditors. The Audit Committee undertakes a further review of the significant corporate level risks through the Enterprise Risk Management program ("ERM"). The ERM is a performance focused process designed to identify, monitor and manage significant corporate level risks that could impact the achievement of the Company's strategic objectives. The Company's executives meet periodically to: (i) review and update significant corporate level risks; (ii) assess such corporate level risks in terms of likelihood and magnitude of impact, (iii) review the response strategy, and (iv) monitor progress. The Company's executives provide ERM updates to the Board and/or the Audit Committee at least annually. The last ERM update was provided to the Board in April 2019.

In the second quarter of fiscal 2018, the Company introduced Total Business Transformation ("TBT"), a multi-year initiative designed to reinvent Shaw's operating model to better meet the evolving needs and expectations of consumers and businesses by optimizing the use of resources, maintaining and ultimately improving customer service, and by reducing staff. As a first step in the TBT initiative, a VDP was offered to eligible employees. The outcome of the program resulted in approximately 3,300 employees accepting the VDP package representing approximately 25% of all employees at that time. Related to VDP, approximately

1,000 employees exited in fiscal 2019 for a total of approximately 2,300 employees since the program commenced in March 2018. In fiscal 2019, approximately 90 employees rescinded their acceptance of the VDP package with the approval of the Company or declined their VDP package in order to expedite their departure date. As of November 15, 2019, approximately 2,700 employees had departed the Company pursuant to the VDP, which is now approximately 84% complete.

Since the launch of the TBT and VDP, the Company has provided quarterly reports to the Board and the Audit Committee for the purposes of tracking: (i) employee exits, and (ii) the total restructuring costs and savings (including reductions in operating expenses and capital expenditures). (For further details on the TBT initiative and the VDP, see "Statement of Compensation – Compensation Discussion and Analysis – Fiscal 2019 Highlights").

The significant risks and uncertainties affecting the Company and its business are discussed in the Company's 2019 Annual Report under the heading "Known Events, Trends, Risks and Uncertainties" in the Management's Discussion and Analysis.

Whistleblower and Fraud

As part of its oversight of the integrity of the Company's internal controls, the Audit Committee specifically reviews and addresses fraud prevention and other procedures. Under the Company's Business Conduct Standards, the Company has implemented procedures to ensure that concerns and complaints with respect to accounting, auditing, internal control and public disclosure matters, among others, are brought to the attention of the chair of the Audit Committee.

Chair

The mandate of the Audit Committee outlines the chair's responsibilities, which include: organizing the committee's affairs, chairing its meetings, providing guidance to the members, retaining outside experts as required and reporting to the Board on the Audit Committee's work.

4. Corporate Governance and Nominating Committee

As of the date hereof, the Corporate Governance and Nominating Committee is comprised of Paul K. Pew (Chair), Christy Clark, Gregg Keating and Sheila C. Weatherill⁽⁶⁾⁽⁷⁾. Each member of the Corporate Governance and Nominating Committee is an independent director.

A copy of the Corporate Governance and Nominating Committee charter is available on the Company's website at www.shaw.ca/corporate/investor-relations/corporate-governance.

Duties

The Corporate Governance and Nominating Committee is responsible for developing and monitoring the Company's approach to corporate governance in accordance with good corporate practice, applicable laws and policies. In particular, the Corporate Governance and Nominating Committee is responsible for overseeing the role, composition, structure and effectiveness of the Board and its committees. In this regard, the Corporate Governance and Nominating Committee's duties include to:

- establish and review the mandates of the Board and its committees;
- identify and evaluate candidates for nomination to the Board;
- oversee the orientation and education programs for directors;
- assess the effectiveness of the Board, its committees and individual directors;
- establish, review and assess compliance with general corporate policies and practices, such as the Business Conduct Standards, the related party transaction policies, communications policies, and securities trading guidelines; and
- manage the orderly succession of directors to maintain an appropriate complement of experience and skills on the Board.

Nomination of Directors

In consultation with the Executive Chair and Chief Executive Officer, the Corporate Governance and Nominating Committee identifies potential candidates for the Board, reviews their qualifications and makes recommendations on candidates to the Board. The Corporate Governance and Nominating Committee

believes that the Board should be composed of directors with a broad range of experiences and expertise. When evaluating potential Board candidates, the Corporate Governance and Nominating Committee assesses, among other factors, industry experience, functional expertise, financial literacy, diversity in experience and background, and leadership abilities, all within the context of the Company's strategic direction, opportunities and risks.

Together with the Executive Chair and Chief Executive Officer, the Corporate Governance and Nominating Committee uses a skills matrix to identify director strengths and competencies, and conducts a gap analysis to identify areas that can be improved for the Board to carry out its mandate effectively. The skills matrix is used by the Corporate Governance and Nominating Committee, with the support of external consultants, to create model director profiles to help identify and target potential director candidates who possess the capabilities and personal attributes that complement, diversify and further strengthen the Board. Candidates undergo a rigorous interview process with external consultants, the Executive Chair, the Chief Executive Officer, the Chair of the Corporate Governance and Nominating Committee and other Board members before the Corporate Governance and Nominating Committee makes a formal recommendation to appoint or nominate a new candidate to the Board.

Board Diversity

The Company believes that diversity sparks creativity, stimulates discussion and disrupts the status quo, ultimately leading to innovative thoughts and ideas. To that end, the Corporate Governance and Nominating Committee considers diversity in all its forms, including gender, work and life experience when evaluating board candidates, to ensure the Board has a broad range of perspectives and experience. Diversity considerations, including the representation of women and minority groups, form an integral part of the Company's skills matrix analysis (discussed above) and in addition to merit, are an important factor in the selection process for new directors.

At this time, the Board has not adopted a formal diversity policy or targets for director positions. The Company believes that it can achieve appropriate gender and cultural diversity through its director nomination and selection process without the imposition of a formal policy or diversity targets. As a long-standing diverse

⁶ The Corporate Governance and Nominating Committee also included Lynda Haverstock until January 1, 2019. Ms. Haverstock did not stand for re-election at the January 17, 2019 Annual General Meeting.

⁷ Carl Vogel was a member of the Corporate Governance and Nominating Committee until January 1, 2019. Peter Bissonnette and Gregg Keating joined the Corporate Governance and Nominating Committee on January 1, 2019.

employer that promotes and supports a culture of inclusion, it fully appreciates the benefits of leveraging a diverse range of skills and perspectives. As a part of its ongoing board renewal process, the Corporate Governance and Nominating Committee, with the support of external consultants, considers the level of representation of women on the Board by overseeing the selection process to ensure that sufficient women and other diverse candidates are included and considered in the pool of potential director candidates.

The Corporate Governance and Nominating Committee believes the 15 nominees for election to the Board reflect an appropriate diversity of gender, experience and expertise to serve the best interests of the Company and its stakeholders. The director nominees for the Meeting include three women, representing 3 out of the 13 independent director nominees (23%) and 3 out of the 15 total director nominees (20%).

Orientation and Continuing Education

The Corporate Governance and Nominating Committee is responsible for the orientation of new directors and ongoing education initiatives for all members of the Board. The Company's orientation program is tailored to the needs of the new director and, depending on their unique circumstances, background and experience, may include information on the Company's history and operations, strategic plan and direction, business units, financial position, investor relations initiatives, technology and network, and regulatory environment. The orientation program may also include meetings with the Executive Chair, Chief Executive Officer or the Lead Director to discuss the roles and expectations of Board members, and to review the Company's Board

committee mandates, policies, guidelines and governance practices.

All directors have regular access to senior management to discuss Board presentations and matters of interest as the senior management team is invited to attend Board meetings and engage in active discussion with Board members on topics presented. Most of the directors also sit on other boards, which enables them to bring that experience to the Company's board table.

Board members are expected to be informed about issues affecting the Company's business, governance and other related issues. In this regard, the Company undertakes ongoing education initiatives at the Board level. Director education requirements are overseen by the Corporate Governance and Nominating Committee. In recognition of the rapidly changing technology and competitive environment, the Board receives regular updates from management on strategic developments and presentations are given at regularly scheduled quarterly Board meetings. Presentation topics are proposed by management or requested by Board members. The presentations are made by internal and external experts on a wide range of topics relevant to the current and future direction of the Company. Topics covered in fiscal 2019 included: the competitive landscape in the Company's Wireline and Wireless divisions; the evolving regulatory environment and the Company's approach to regulatory changes and other corporate initiatives; Wireless and Wireline network planning, optimization, and converged network strategy; Wireless growth initiatives, spectrum acquisition strategy and deployment plan; the updated strategic plan; and capital structure and capital markets initiatives.

Site visits to the Company's facilities are arranged periodically. The Company also has a director education policy by which funding can be made available for directors to attend external programs. A list of meetings in fiscal 2019 where educational and strategic topics were covered on a quarterly basis are set out in the table below.

Educational and Strategic Topics	Attendees
Senior management presentation on performance and emerging issues	Full Board
Corporate governance updates on new requirements and emerging issues and practices	Corporate Governance and Nominating Committee
Changes in generally accepted accounting principles	Audit Committee
Compensation trends and benchmarking	Human Resources and Compensation Committee
Strategic Planning	Full Board
Topics covered included:	
<ul style="list-style-type: none"> the competitive landscape in the Company's Wireline and Wireless divisions; the evolving regulatory environment and the Company's approach to regulatory changes and other corporate initiatives; Wireless and Wireline network planning, optimization, and converged network strategy; Wireless growth initiatives, spectrum acquisition strategy and deployment plan; the updated strategic plan; and capital structure and capital markets initiatives. 	

Board and Committee Assessments

The Corporate Governance and Nominating Committee reviews the effectiveness of the Board, its committees and individual directors. As part of its assessment of the effectiveness of the Board, board renewal is considered. The Corporate Governance and Nominating Committee conducts an annual survey of each of the directors by a confidential questionnaire that addresses the effectiveness of the operation of the Board and the committee(s) of which the director is a member, board culture and director self-evaluation. The survey results are compiled and analyzed by an external consultant. The Corporate Governance and Nominating Committee reviews the consultant's recommendations and makes recommendations to the Board for improvement as it considers appropriate. The results of the survey are also shared with the Board.

Review of Charters

Each of the Audit Committee and the Human Resources and Compensation Committee annually review their committee charters and recommend any changes to the Corporate Governance and Nominating Committee. The Corporate Governance and Nominating Committee considers these recommendations and annually reviews the charters for each of the Board committees and the mandate of the Board and recommends any changes to the Board for consideration and approval.

Chair

The mandate of the Corporate Governance and Nominating Committee outlines the chair's responsibilities, which include: organizing the committee's affairs, chairing its meetings, providing guidance to the members, retaining outside experts as required and reporting to the Board on the committee's work.

5. Human Resources and Compensation Committee

As of the date hereof, the Human Resources and Compensation Committee is comprised of Willard H. Yuill (Chair), Peter Bissonnette, Adrian I. Burns and JC Sparkman. Each member of the Human Resources and Compensation Committee is an independent director.

A copy of the Human Resources and Compensation Committee charter is available on the Company's website www.shaw.ca/corporate/investor-relations/corporate-governance.

Duties

The Human Resources and Compensation Committee is responsible for overseeing the Company's significant human resource strategies and periodically reviewing the Company's compensation philosophy and material strategies and policies and the effectiveness thereof. The Human Resources and Compensation Committee also approves the appointment of senior management recruited from outside the Company, as well as the promotion of senior management within the Company. In this regard, the Human Resources and Compensation Committee's duties include to:

- review and approve responsibilities, performance criteria and incentive compensation targets and assess performance for senior executives;
- review and recommend to the Board, the base salary, long and short-term compensation of the Executive Chair, the Chief Executive Officer, and the Shaw family members who are executive officers at the Company.
- assess the long-term and short-term incentive plans to ensure that they do not incent risk-taking beyond the Company's risk tolerance;
- review and approve employee benefits plans, equity-based plans and retirement plans;
- review the succession planning and talent management program and ensure that appropriate programs are in place to manage succession, recruitment and retention of senior management;
- review and approve the terms of engagement of compensation consultants;
- review and monitor occupational health and safety programs; and
- review programs to address employment equity, employee engagement and employee relations.

Compensation of Management

The Human Resources and Compensation Committee is responsible for ensuring that appropriate and effective human resource recruitment, development, compensation, retention, succession planning (including appointing, training and monitoring senior management) and performance evaluation programs are developed and implemented in conformity with the Company's strategic objectives and with a view to attracting and retaining the best qualified management and employees. The Human Resources and Compensation Committee annually reviews, approves and reports to the Board on the compensation of the senior executives of the Company and recommends for approval by the Board the compensation of the Executive Chair, the

Chief Executive Officer and any other Shaw family member who is an executive of the Company. The performance of the Company and its individual executive officers during the fiscal year is taken into consideration when the Human Resources and Compensation Committee conducts its annual executive compensation review. The Human Resources and Compensation Committee also takes into consideration the compensation of similar positions within the Company's comparator group to ensure that the level of executive compensation is competitive and effective in attracting and retaining outstanding executive talent.

Chief Executive Officer

The Human Resources and Compensation Committee: (i) reviews and approves the specific responsibilities of the Chief Executive Officer; and (ii) monitors the corporate objectives that the Chief Executive Officer is responsible for meeting on an annual basis and regularly reviews whether such objectives are being met in alignment with the Company's objectives and strategic plan.

The Chief Executive Officer has responsibility for the management of the business and affairs of the Company. The Chief Executive Officer provides day-to-day leadership and is responsible for the achievement of the overall objectives and policies established by the Board. In particular, the Chief Executive Officer is expected to lead the Company and formulate strategies and policies, agreed upon by the Board. The Chief Executive Officer is directly accountable to the Board for all activities of the Company.

The terms of reference for the Chief Executive Officer are set out in the Company's Board mandate which is attached hereto as Exhibit A.

Succession Planning

At least annually, the Human Resources and Compensation Committee reviews with management its program for succession planning. This program identifies high performers as well as successors for key positions for all roles from director level to the Chief Executive Officer. The Human Resources and Compensation Committee also oversees the Company's talent development and formal leadership programs. (For further details see "Statement of Compensation – Talent Development and Succession Planning").

Compensation of the Board

In respect of the Board, the Human Resources and Compensation Committee is charged with the

responsibility of reviewing the adequacy and form of the compensation of directors. It considers time commitment, responsibilities and fees paid by the Company's peer group in determining remuneration to ensure the Company continues to retain and attract the best individuals. In fiscal 2019, Directors could elect to receive their compensation in cash, DSUs, RSUs, or a combination of the three. (For further details see "Statement of Compensation – Director Compensation").

Compensation Consultants

From time to time, the Human Resources and Compensation Committee retains independent human resources consultants to provide expert advice and opinions on compensation and other matters. In fiscal 2018 and 2019, the Company retained Willis Towers Watson to provide director and senior executive compensation services. (For fee detail, see "Statement of Compensation – Role of Compensation Consultant".)

Diversity in Executive Officer Positions

The Company believes a diverse workforce that is reflective of the communities it serves keeps the Company in tune with the needs of its customers and leads to strong financial and operational performance. When evaluating candidates for employment and promotion, the Company considers gender and cultural diversity, recognizing the advantage of having a diverse team with a multitude of experiences and perspectives. The Company has embedded principles of diversity and inclusion into its talent management programs and strives to be a champion of diversity across all levels of the organization. By broadening diversity and inclusion initiatives across the Company and into business plans and strategies, the Company strives to be an industry leader in diversity and inclusion while achieving operational excellence.

The Company's diversity philosophy focuses on the under-representation of employees that are women, visible minorities, indigenous peoples, and people with disabilities. The Company's current initiatives are: (i) the hiring and retention of talented employees through work placement programs and establishing recruitment partnerships to attract diverse candidates, (ii) incorporating diversity awareness through the Company's leadership development, on-boarding and other programs, and (iii) enhancing the Company's internal communications to raise diversity awareness and remove unconscious biases. To monitor the program's effectiveness, the Company uses diversity metrics to measure its progress quarterly and strives to ensure the Company is an equitable workplace that is

representative of the customers and communities it serves in Canada.

Shaw has not adopted a formal diversity policy or targets for the representation of women at the executive officer level. Shaw believes arbitrary targets are a weak substitute for a consistently applied recruitment policy that encourages a diverse and inclusive workplace, which includes considering the representation of women in executive officer positions. When considering potential candidates for executive officer positions, the Company considers gender and cultural diversity, as well as the candidate's core competencies, skills and leadership capabilities. Currently, women comprise 5 out of 20, or 25% of the Company's senior leadership team (senior vice president level and above).

Chair

The mandate of the Human Resources and Compensation Committee outlines the chair's responsibilities, which include: organizing the committee's affairs, chairing its meetings, providing guidance to the members, retaining outside experts as required and reporting to the Board on the committee's work.

6. Executive Committee

As of the date hereof, the Executive Committee is comprised of JR Shaw (Chair), Adrian I. Burns, Michael W. O'Brien, Paul K. Pew, Bradley S. Shaw and JC Sparkman. Each of Adrian I. Burns, Michael W. O'Brien, Paul Pew and JC Sparkman is an independent director.

A copy of the Executive Committee charter is available on the Company's website at www.shaw.ca/corporate/investor-relations/corporate-governance.

The Executive Committee carries out all matters that may be specifically and lawfully delegated to it by the Board. In particular, the Executive Committee exercises the powers of the Board in circumstances where, following initial approval of a matter by the full Board, the Board delegates approval of certain aspects to the Executive Committee. Matters reviewed and approved by the Executive Committee are in most circumstances referred back to the full Board for ratification, confirmation and approval at the next meeting of the Board.

Chair

The mandate of the Executive Committee outlines the chair's responsibilities, which include: organizing the committee's affairs, chairing its meetings, facilitating the Executive Committee's interaction with management, the Board and other committees of the Board and providing guidance to the members.

7. Corporate Governance Policies

Business Conduct Standards

The Company has adopted a set of Business Conduct Standards, which apply to all directors, officers and employees of the Company. The Business Conduct Standards are available on SEDAR at www.sedar.com and on the Company's website at www.shaw.ca/corporate/investor-relations/corporate-governance. The Corporate Governance and Nominating Committee, with the assistance of the Company's Business Conduct Standards Committee (a committee of management representatives from each of the Consumer, Business, Wireless, People & Culture, Technical Operations and Supply Chain, Legal and Finance departments), is responsible for monitoring compliance with the Business Conduct Standards and for approving waivers of such standards. As of the date hereof, no waivers have been granted to any directors or officers of the Company.

The Company's Business Conduct Standards address matters such as conflicts of interest, confidential information, and the protection and proper use of the Company's assets. The Business Conduct Standards also include procedures for the submissions of complaints or concerns that employees may have regarding compliance with the business conduct standards, applicable laws or regulations, or with respect to accounting, internal control and auditing matters. All new directors, officers, employees and certain contractors are required to receive an orientation about the Business Conduct Standards when they commence their engagement with the Company. The Company also requires employees, officers and certain contractors to maintain their knowledge by periodically re-certifying that they understand the Business Conduct Standards.

The Board monitors compliance with the Business Conduct Standards through the Corporate Governance and Nominating Committee and the Audit Committee, with the assistance of the Company's Business Conduct Standards Committee. Each such Board committee receives updates on matters relating to the Business Conduct Standards that are relevant to it.

No material change reports have been filed since the beginning of the Company's most recently completed financial year that pertain to any conduct of a director or executive officer that constitutes a departure from the Business Conduct Standards.

Related Party Transaction Policy

Transactions or agreements in respect of which a director or executive officer of the Company has a material interest are subject to the Related Party Transaction Policy. For any such transactions or agreements, the director or officer is required to disclose his or her interest in accordance with the Related Party Transaction Policy, the Business Conduct Standards, the Corporation's by-laws and the Business Corporations Act (Alberta). When applicable, they are required to recuse themselves from any consideration or vote relating to such transaction or agreement.

At each quarterly meeting, each of the Audit Committee and the Corporate Governance and Nominating Committee reviews the fairness of any potential transactions in which a director or officer of the Company may be involved or connected, if any.

Communications Policy

The Company has adopted a corporate disclosure policy with respect to the dissemination of material information in a timely manner to all shareholders in accordance with applicable securities laws. Under such policy, the Board, upon recommendation of the Audit Committee, approves annual and quarterly reports to shareholders, as well as other material public communications.

All quarterly and annual financial statements, material press releases, investor presentations and other corporate governance-related materials are posted immediately on the Company's website. With respect to the release of its quarterly financial results, the Company provides Internet and telephone conference call access to interested parties.

Investor enquiries receive a response through the Finance department of the Company or through an appropriate officer of the Company.

Interest of Informed Persons in Material Transactions

Other than as disclosed herein, management of the Company is unaware of any material interest of any director or executive officer of the Company, of any management nominee for election as a director of the Company or of any person who beneficially owns (directly or indirectly) or exercises control or direction over shares carrying more than 10% of the voting rights attached to all voting shares of the Company, or any associate or affiliate of any such person, in any transaction since the beginning of the last completed financial year of the Company or in any proposed transaction that has materially affected or would materially affect the Company or any of its subsidiaries.

Additional Information

Additional financial information is provided in the Company's comparative financial statements for its most recently completed financial year, and management's discussion and analysis thereon. Copies of such documents may be obtained in the manner set forth above.

Additional information concerning the Company is available through the Internet on SEDAR which may be accessed at www.sedar.com. Copies of such information may also be obtained on the Company's website at www.shaw.ca, or on request and without charge from the Corporate Secretary of the Company, Suite 900, 630 – 3rd Avenue S.W., Calgary, Alberta, Canada T2P 4L4, telephone (403) 750-4500.