

SHAW COMMUNICATIONS INC.

TERMS OF REFERENCE – CHIEF EXECUTIVE OFFICER

The terms of reference for Chief Executive Officer (the “CEO”) 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.

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

In collaboration with the Board, the CEO shall:

- create a corporate culture that: (i) unites and aligns management and employees with the Corporation’s long-term vision, (ii) fosters social responsibility and ethical business conduct, and (iii) ensures compliance with applicable legal and regulatory requirements;
- formulate corporate strategies and plans that shall be presented to the Board for approval, and, upon approval, lead the development and execution thereof;
- formulate and oversee the implementation of key corporate policies;
- develop and monitor annual business and operational plans, consolidated budgets and other similar plans that support the Corporation’s long-term strategic objectives, and lead the execution thereof;
- in conjunction with the Disclosure Committee and the Chief Financial Officer, ensure appropriate and timely disclosure of material information;
- together with the Chief Financial Officer:
 - implement and maintain effective internal controls over financial reporting;
 - implement and maintain effective disclosure controls and procedures;
 - develop the process for, and comply with, the certifications to be provided in the Corporation’s public disclosure documents; and
 - identify, and develop plans to mitigate, the principal risks in respect of the Corporation and its businesses;
- facilitate the interaction between the Board and management of the Corporation;
- keep the Board fully informed, in a timely and candid matter, of:
 - the Corporation’s progress towards achievement of the goals, objectives and policies established by the Board;

- any major developments relating to the Corporation or its businesses; and
- any information required to enable the Board to fulfill its mandate, including the oversight of the Corporation's risk management;
- act as the Corporation's chief spokesperson to stakeholders, government and regulatory bodies and the public; and
- perform such other duties and responsibilities as may be delegated to the CEO by the Board from time to time.