



March 21, 2011

Notice to Holders of BCE Inc. Series AH Preferred Shares

Dear Shareholder,

This letter and the attached Notice of Conversion Privilege have been sent to the holders of BCE Inc. Cumulative Redeemable First Preferred Shares, Series AH (the "Series AH Preferred Shares").

Beginning on March 21, 2011 and ending on April 21, 2011, holders of Series AH Preferred Shares will have the right to choose one of the following options with regards to their shares:

1. To retain any or all of their Series AH Preferred Shares and continue to receive a floating monthly dividend; or
2. To convert, on a one-for-one basis, any or all of their Series AH Preferred Shares into BCE Inc. Cumulative Redeemable First Preferred Shares, Series AG (the "Series AG Preferred Shares") and receive a fixed quarterly dividend.

Effective May 1, 2011, the fixed dividend rate for the Series AG Preferred Shares will be set for a five-year period as explained in more detail in paragraph 5 of the attached Notice of Conversion Privilege. **Should you wish to receive a fixed quarterly dividend for the five-year period beginning May 1, 2011, you must elect to convert your Series AH Preferred Shares into Series AG Preferred Shares as explained in more detail in the attached Notice of Conversion Privilege. However, should you wish to continue receiving a floating monthly dividend, you do not need to take any action with respect to this notice.**

In order to convert your shares, you must exercise your right of conversion during the conversion period, which runs from March 21, 2011 to April 21, 2011, inclusively.

Holders of both the Series AH Preferred Shares and the Series AG Preferred Shares will have the opportunity to convert their shares again on May 1, 2016, and every five years thereafter as long as the shares remain outstanding.

Should you require advice as to whether to exercise your conversion privilege, please contact your investment advisor.

If you cannot locate your share certificate or have any questions about the steps to be followed, please contact Canadian Stock Transfer Company Inc., at 1-800-561-0834, acting as administrative agent for CIBC Mellon Trust Company, the transfer agent and registrar for BCE Inc.'s preferred shares.

Please see the attached Notice of Conversion Privilege for further details.

Yours sincerely,

S. A. Vanaselja
Executive Vice-President and Chief Financial Officer



NOTICE OF CONVERSION PRIVILEGE

TO ALL HOLDERS OF CUMULATIVE REDEEMABLE FIRST PREFERRED SHARES, SERIES AH (the “Series AH Preferred Shares”) OF BCE INC.

NOTICE IS HEREBY GIVEN THAT:

1. Holders of BCE Inc. Series AH Preferred Shares have the right to convert all or part of their shares, effective on May 1, 2011, on a one-for-one basis into Cumulative Redeemable First Preferred Shares, Series AG of BCE Inc. (the “Series AG Preferred Shares”).
2. Holders not wishing to convert or who do not comply with the instructions set out in paragraph 3 below by the appropriate deadline will, subject to paragraph 6 below, retain their Series AH Preferred Shares and, accordingly, will continue to receive a monthly floating dividend as described in paragraph 4 below. However, but subject to paragraph 6 below, on May 1, 2016, and every five years thereafter, holders of both Series AH Preferred Shares and Series AG Preferred Shares will have the right to convert their shares into shares of the other series.
3. Registered holders electing to convert all or part of their Series AH Preferred Shares into Series AG Preferred Shares must complete and sign the conversion panel on the back of their Series AH Preferred Share certificate and deliver it, at the latest by 5:00 p.m. (Eastern time) on April 21, 2011, to one of the following addresses of Canadian Stock Transfer Company Inc. (“Canadian Stock Transfer”):

By Mail:

P.O. Box 1036
Adelaide Street Postal Station
Toronto, (Ontario) M5C 2K4
CANADA
Attention: Corporate Restructures

By Personal Delivery, Courier or Registered Mail:

199, Bay Street
Commerce Court West
Securities Level
Toronto (Ontario) M5L 1G9
CANADA
Attention: Corporate Restructures

Delivery may be done in person, by courier, by registered mail or by mail. However, if share certificates are delivered by courier, by registered mail or by mail, shareholders must ensure that they are sent sufficiently in advance so that they are received by Canadian Stock Transfer by the above-mentioned deadline.

4. As of May 1, 2011, the Series AH Preferred Shares will pay a monthly floating dividend based on a dividend rate that will fluctuate over time between 50% and 100% of the Prime rate (“Prime”) for each month computed in accordance with the articles of BCE Inc. Accordingly, from May 1, 2011, the holders of Series AH Preferred Shares will continue to be entitled to receive floating adjustable cash dividends, as and when declared by the Board of Directors of BCE Inc., to be paid on the twelfth day of each month, commencing with the month of June 2011. The dividend rate will be adjusted upwards or downwards on a monthly basis by an Adjustment Factor (as described below) whenever the Calculated Trading Price, being the market price of the Series AH Preferred Shares computed in accordance with the articles of BCE Inc., is \$24.875 or less or \$25.125 or more, respectively. The Adjustment Factor for a month will be based on the Calculated Trading Price of the Series AH Preferred Shares for the preceding month determined in accordance with the following table:

If the Calculated Trading Price for the preceding month is:	The Adjustment Factor as a percentage of Prime shall be:
\$25.50 or more	– 4.00%
\$25.375 and less than \$25.50	– 3.00%
\$25.25 and less than \$25.375	– 2.00%
\$25.125 and less than \$25.25	– 1.00%
Greater than \$24.875 and less than \$25.125	nil
Greater than \$24.75 to \$24.875	+ 1.00%
Greater than \$24.625 to \$24.75	+ 2.00%
Greater than \$24.50 to \$24.625	+ 3.00%
\$24.50 or less	+ 4.00%

The maximum Adjustment Factor for any month will be $\pm 4.00\%$ of the average Prime rate for the month.

Based on the foregoing, the annual floating dividend rate for any month shall be the rate of interest expressed as a percentage per annum equal to: (a) Prime for such month, multiplied by (b) the Designated Percentage for such month, with the Designated Percentage being the Adjustment Factor for such month plus the Designated Percentage for the preceding month. The annual floating dividend rate applicable for a month will in no event be less than 50% of Prime nor will it be greater than Prime.

The following formula illustrates the manner of computing the annual dividend rate applicable to the month of May 2011:

$$\text{Annual dividend rate for May 2011} = \text{Prime for May 2011} \times \text{Designated Percentage for May 2011}^*$$

* The Designated Percentage for the month of May 2011 is the sum of:

- (a) the Adjustment Factor for the month of May 2011 based on the Calculated Trading Price for the month of April 2011; and
- (b) the Designated Percentage for the month of April 2011.

5. As of May 1, 2011, the Series AG Preferred Shares, should they remain outstanding, will pay, on a quarterly basis, as and when declared by the Board of Directors of BCE Inc., a fixed cash dividend for the following five years that will be determined by BCE Inc. on April 6, 2011 but which shall not be less than 80% of the five-year Government of Canada Yield (as defined in BCE Inc.'s articles) compounded semi-annually and computed on April 6, 2011 by two investment dealers appointed by BCE Inc.. The annual dividend rate applicable to the Series AG Preferred Shares will be published on April 8, 2011 in the national edition of The Globe and Mail, the Montreal Gazette and La Presse and will be posted on BCE Inc.'s website at www.bce.ca.
6. After April 21, 2011, if BCE Inc. determines that there would be less than 2,000,000 Series AH Preferred Shares outstanding after the conversion date (May 1, 2011), BCE Inc. will automatically convert all remaining Series AH Preferred Shares into Series AG Preferred Shares. However, if BCE Inc. determines that there would be less than 2,000,000 Series AG Preferred Shares outstanding after the conversion date, then no Series AH Preferred Shares will be converted into Series AG Preferred Shares.

INSTRUCTIONS WITH RESPECT TO SIGNATURES FOR REGISTERED HOLDERS

The signature of registered holders in the conversion panel must correspond to the name as written upon the face of the share certificate in every particular without any change whatsoever and must be guaranteed by an “Eligible Institution” or in some other manner satisfactory to Canadian Stock Transfer.

If the conversion panel is signed by a person such as an executor or trustee, or on behalf of a corporation, partnership or association, or is executed by any other person acting in a representative capacity, the signature must be guaranteed by an “Eligible Institution” or in some other manner satisfactory to Canadian Stock Transfer and the share certificate must be accompanied by satisfactory evidence of authority to act.

An “Eligible Institution” means a Canadian Schedule 1 chartered bank, a major trust company in Canada, a member of the Securities Transfer Agent Medallion Program (STAMP) or a member of the Stock Exchanges Medallion Program (SEMP). Members of these programs are usually members of a recognized stock exchange in Canada or members of the Investment Dealers Association of Canada. Signature guarantees are not accepted from treasury branches, credit unions or caisses populaires unless they are members of the STAMP Medallion Program.

BCE Inc. or its transfer agent may, in their discretion, require additional evidence of authority or additional documentation.

DATED at Montréal, this 21st day of March, 2011.

BCE Inc.