



October 12, 2010

## Notice to Holders of BCE Inc. Series R 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 R (the "Series R Preferred Shares").

Beginning on October 18, 2010 and ending on November 17, 2010, holders of Series R 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 R Preferred Shares and continue to receive a fixed quarterly dividend; or
2. To convert, on a one-for-one basis, any or all of their Series R Preferred Shares into BCE Inc. Cumulative Redeemable First Preferred Shares, Series Q (the "Series Q Preferred Shares") and receive a floating monthly dividend.

Effective December 1, 2010, the fixed dividend rate for the Series R Preferred Shares will be set for a five-year period as explained in more detail in paragraph 4 of the attached Notice of Conversion Privilege. **Should you wish to continue receiving a fixed quarterly dividend for the five-year period beginning December 1, 2010, you do not need to take any action with respect to this notice. However, should you wish to receive a floating monthly dividend, you must elect to convert your Series R Preferred Shares into Series Q Preferred Shares as explained in more detail in the attached Notice of Conversion Privilege.**

In order to convert your shares, you must exercise your right of conversion during the conversion period, which runs from October 18, 2010 to November 17, 2010 inclusively.

Holders of both the Series Q Preferred Shares and the Series R Preferred Shares will have the opportunity to convert their shares again on December 1, 2015 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 Computershare Trust Company of Canada at 1-800-561-0934.

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 R (the “Series R Preferred Shares”) OF BCE INC.

NOTICE IS HEREBY GIVEN THAT:

1. Holders of BCE Inc. Series R Preferred Shares have the right to convert all or part of their shares, effective on December 1, 2010, on a one-for-one basis into Cumulative Redeemable First Preferred Shares, Series Q of BCE Inc. (the “Series Q 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 R Preferred Shares and, accordingly, will continue to receive a fixed quarterly dividend rate as described in paragraph 4 below. However, but subject to paragraph 6 below, on December 1, 2015, and every five years thereafter, holders of both Series Q Preferred Shares and Series R 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 R Preferred Shares into Series Q Preferred Shares must complete and sign the conversion panel on the back of their Series R Preferred Share certificate and deliver it, at the latest by 5:00 p.m. (Eastern time) on November 17, 2010, to one of the following addresses of Computershare Trust Company of Canada (“Computershare”):

**By Mail:**

P.O. Box 7021  
31 Adelaide Street East  
Toronto, Ontario M5C 3H2  
Attention: Corporate Actions  
Telephone: 1-800-561-0934

**By Personal Delivery, Courier or Registered Mail:**

100 University Avenue  
9th Floor  
Toronto, Ontario M5J 2Y1  
Attention: Corporate Actions  
Telephone: 1-800-561-0934

650 de Maisonneuve West  
Suite 700  
Montréal, Québec H3A 3S8  
Attention: Corporate Actions  
Telephone: 1-800-561-0934

OR

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 Computershare by the above-mentioned deadline.

4. As of December 1, 2010, the Series R Preferred Shares will, should they remain outstanding, 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 based on a fixed rate equal to the product of: (a) the yield to maturity compounded semi-annually (the “Government of Canada Yield”), computed on November 10, 2010 by two investment dealers appointed by BCE Inc., that would be carried by Government of Canada bonds with a 5-year maturity, multiplied by (b) the “Selected Percentage Rate”. The “Selected Percentage Rate” determined by BCE Inc. is 207%. The annual dividend rate applicable to the Series R Preferred Shares will be published on November 11, 2010 in the national edition of the Globe and Mail, the Montreal Gazette and La Presse and will be posted on the BCE Inc. website at [www.bce.ca](http://www.bce.ca).

5. Starting December 1, 2010, the Series Q Preferred Shares, if issued, 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 December 1, 2010, the holders of Series Q Preferred Shares issued upon conversion of Series R Preferred Shares will 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 January 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 Q 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 Q Preferred Shares for the preceding month determined in accordance with the following table:

<b>If the Calculated Trading Price for the preceding month is:</b>	<b>The Adjustment Factor as a percentage of Prime shall be:</b>
\$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 ± 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 Designated Percentage for the month of December 2010 will be 80% so that the annual floating dividend rate for the month of December 2010 will be equal to 80% of Prime. 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 January 2011:

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

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

- (a) the Adjustment Factor for the month of January 2011 based on the Calculated Trading Price for the month of December 2010; and
- (b) the Designated Percentage for the month of December 2010 (i.e., 80%).

6. After November 17, 2010, if BCE Inc. determines that there would be less than one million Series R Preferred Shares outstanding after the conversion date (December 1, 2010), BCE Inc. will automatically convert all remaining Series R Preferred Shares into Series Q Preferred Shares. However, if BCE Inc. determines that there would be less than one million Series Q Preferred Shares outstanding after the conversion date, then no Series R Preferred Shares will be converted into Series Q 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 Computershare.

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 Computershare 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 Montreal, this 12<sup>th</sup> day of October, 2010.

BCE Inc.