

BCE INC.
CORPORATE GOVERNANCE
COMMITTEE CHARTER

I. Purpose

The purpose of the Corporate Governance Committee is to assist the Board of Directors in:

- A. developing and implementing the Corporation's corporate governance guidelines;
- B. identifying individuals qualified to become Board members;
- C. determining the composition of the Board of Directors and its Committees;
- D. determining the Directors' remuneration for Board and Committee service;
- E. developing and overseeing a process to assess the Board Chair, the Board, Board Committees, Chairs of Committees, and individual Directors; and
- F. overseeing the Corporation's policies concerning business conduct, ethics, public disclosure of material information and other matters.

II. Duties and Responsibilities

The Corporate Governance Committee shall perform the functions customarily performed by governance and nominating committees and any other functions assigned by the Board of Directors. In particular, the Corporate Governance Committee shall have the following duties and responsibilities:

- A. ***Corporate Governance***
 - 1. Report to the Board of Directors annually on matters of corporate governance, including standards of performance for Directors, the size of the Board, the structure, charter and composition of Board Committees and the Corporation's recommendations regarding shareholder proposals required by law to be included in the Corporation's proxy circular, as applicable.

2. Develop and recommend to the Board of Directors a Board of Directors charter and a Statement of Governance Guidelines and Principles, as well as the disclosure of the Corporation's governance guidelines and principles in the Corporation's public disclosure documents, in accordance with applicable laws and regulations, and review such guidelines and principles periodically but not less than annually, and recommend changes as deemed necessary.

B. *Directors*

1. Identify, consider and recommend for approval by the Board of Directors candidates qualified to become new Directors and the nominees for election at the next annual meeting of shareholders.
2. Develop and recommend to the Board of Directors appropriate qualifications/criteria for the selection of Board of Directors members, including criteria for determining director independence.
3. Conduct an annual review of the Directors' remuneration for Board and Committee service in relation to current norms, and recommend any change for Board of Directors' approval.
4. Assist in the orientation of newly elected/appointed Directors, including in becoming acquainted with the Corporation and its governance process, and encourage continuing education opportunities for all members of the Board of Directors.

C. *Policies*

1. Oversee the charitable contributions of the Corporation.
2. Review, report, and where appropriate, provide recommendations to the Board of Directors on the Corporation's Disclosure Policy, Code of Business Conduct, and other related policies and guidelines, and recommend changes as deemed appropriate.
3. Assist the Board of Directors, as required, in interpreting and applying the Corporation's Disclosure Policy, the Code of Business Conduct, and other related policies and guidelines.

D. *Risk Oversight*

1. Review, monitor and, where appropriate, provide recommendations to the Board of Directors on the Corporation's exposure to risks related to governance, ethics and the Corporation's material legal obligation risks under the responsibility of the Corporate Governance Committee.

III. Evaluation of the Board of Directors, the Corporate Governance Committee and other Committees of the Board of Directors and Report to the Board of Directors

- A. The Corporate Governance Committee shall, on an annual basis:
1. Develop and oversee a process to allow each director to assess the effectiveness and performance of (i) the Board of Directors and its Chair; (ii) the Committees of the Board of Directors and their respective Chairs, and (iii) themselves as a member of the Board of Directors; and review with the Board of Directors the results of such assessments;
 2. Evaluate, review and report to the Board of Directors on the performance of the Corporate Governance Committee; and
 3. Review and discuss with each of the Committees of the Board of Directors the appropriateness of the charter adopted by each such Committee, and as deemed appropriate recommend changes to the Board of Directors.
- B. The Corporate Governance Committee shall report to the Board of Directors periodically on the Corporate Governance Committee's activities.

IV. Outside Advisors

The Corporate Governance Committee shall have the authority to engage outside counsel and other outside advisors as it deems appropriate to assist the Corporate Governance Committee in the performance of its functions. The Corporation shall provide appropriate funding for such advisors as determined by the Corporate Governance Committee. The Corporate Governance Committee shall have the authority to approve any engagement of outside counsel and other outside advisors by an individual Board member.

V. Membership

The Corporate Governance Committee shall consist of such number of directors, in no event to be less than three, as the Board of Directors may from time to time by resolution determine. Each member of the Corporate Governance Committee shall be independent of the Corporation as determined by the Board of Directors, in accordance with applicable laws, rules and regulations.

VI. Corporate Governance Committee Chair

The Chair of the Corporate Governance Committee shall be appointed by the Board of Directors. The Chair of the Corporate Governance Committee leads the Corporate Governance Committee in all aspects of its work and is responsible to effectively manage the affairs of the Corporate Governance Committee and ensure that it is properly organized and functions efficiently. More specifically, the Chair of the Corporate Governance Committee shall:

- A. Provide leadership to enable the Corporate Governance Committee to act effectively in carrying out its duties and responsibilities as described elsewhere in this charter and as otherwise may be appropriate;
- B. In consultation with the Board Chair and the Chief Executive Officer, ensure that there is an effective relationship between management and the members of the Corporate Governance Committee;
- C. Chair meetings of the Corporate Governance Committee;
- D. In consultation with the Chief Executive Officer, the Corporate Secretary's Office and the Board Chair, determine the frequency, dates and locations of meetings of the Corporate Governance Committee;
- E. In consultation with the Chief Executive Officer, the Corporate Secretary's Office and, as required, other Officers, review the annual work plan and the meeting agendas to ensure all required business is brought before the Corporate Governance Committee to enable it to efficiently carry out its duties and responsibilities;
- F. Ensure, in consultation with the Board Chair, that all items requiring the Corporate Governance Committee's approval are appropriately tabled;
- G. Ensure the proper flow of information to the Corporate Governance Committee and review, with the Chief Executive Officer, the Corporate Secretary's Office and, as required, other Officers, the adequacy and timing of materials in support of management's proposals;
- H. Report to the Board of Directors on the matters reviewed by, and on any decisions or recommendations of, the Corporate Governance Committee at the next meeting of the Board of Directors following any meeting of the Corporate Governance Committee; and
- I. Carry out any special assignments or any functions as requested by the Board of Directors.

VII. Term

The members of the Corporate Governance Committee shall be appointed or changed by resolution of the Board of Directors to hold office from the time of their appointment until the next annual general meeting of the shareholders or until their successors are so appointed.

VIII. Procedures for Meetings

The Corporate Governance Committee shall fix its own procedure at meetings and for the calling of meetings. The Corporate Governance Committee shall meet separately in executive session in the absence of management, at each regularly scheduled meeting.

IX. Quorum and Voting

Unless otherwise determined from time to time by resolution of the Board of Directors, two members of the Corporate Governance Committee shall constitute a quorum for the transaction of business at a meeting. For any meeting(s) at which the Corporate Governance Committee Chair is absent, the Chair of the meeting shall be the person present who shall be decided upon by all members present. At a meeting, any question shall be decided by a majority of the votes cast by the Corporate Governance Committee members, except where only two members are present, in which case any question shall be decided unanimously.

X. Secretary

Unless otherwise determined by resolution of the Board of Directors, the Corporate Secretary of the Corporation or his/her delegate shall be the Secretary of the Corporate Governance Committee.

XI. Vacancies

Vacancies at any time occurring shall be filled by resolution of the Board of Directors.

XII. Records

The Corporate Governance Committee shall keep such records as it may deem necessary of its proceedings and shall report regularly its activities and recommendations to the Board of Directors as appropriate.