



## **Auditor Independence Policy**

Corporate Controllers  
July 2022

# 1 Policy Overview

## 1.1 Purpose

The Auditor Independence Policy is a comprehensive policy (“Policy”) governing all aspects of BCE Inc.’s (“BCE”) relationship with the External Auditor, including:

- establishing a process for determining whether various audit and other services provided by the External Auditor affect its independence
- identifying the services that the External Auditor may provide to BCE and its subsidiaries
- pre-approving all services to be provided by the External Auditor of BCE and its subsidiaries, and
- establishing a process outlining procedures when hiring current or former personnel of the External Auditor in a financial oversight role to ensure auditor independence is maintained.

In this Policy, the term BCE collectively refers to BCE Inc., Bell Canada, and their respective subsidiaries (whether public or not). They may also collectively be referred to as the “**Corporations**” or individually referred to as a “**Business Unit**” and “**Subsidiaries**”.

BCE’s Controller’s Group is responsible for the day to day administration of this Policy under the oversight and control of the Audit Committee.

## 1.2 Scope

The underlying concepts and terms of this Policy are intended to apply to BCE, including all Corporations, Business Units and Subsidiaries which are not reporting issuers.

All directors and officers of the Corporations and employees who interact with the External Auditor will be advised of this Policy and its importance.

- A copy of this Policy will be available on BCE’s website and the Corporations’ intranet websites, where applicable.
- A copy of this Policy will also be provided to directors, officers and employees of BCE who are, and may be, involved in assisting in the administration of this Policy. Such directors, officers and employees must understand this Policy and its operation to ensure compliance with its terms.

# 2 Policy Details

## 2.1 Rules for Engaging External Auditor

### *Prohibited Services*

The Audit Committee of BCE is responsible for ensuring that the only services performed by the External Auditor are “permitted services”. Pursuant to the relevant legal and regulatory requirements, the External Auditor’s independence would be impaired if the External Auditor provides to any Business Unit it serves

as auditor, contemporaneously with the audit, any non-audit services as specifically listed and referred to as “prohibited services”.

The principles of independence with respect to services provided by the External Auditor are predicated on four basic principles: (a) an auditor cannot function in the role of management; (b) an auditor cannot audit his/her own work; (c) an auditor cannot serve in an advocacy role for his/her client; and (d) an auditor cannot create a mutual or conflicting interest between the auditor and the audit client.

**Therefore the External Auditor cannot provide any of the prohibited services to the Corporations (including its Business Units/ Subsidiaries) listed below:**

**List of Prohibited Services:<sup>1,2</sup>**

- **Bookkeeping services or other services related to accounting records or financial statements**
- **Financial information systems design and implementation**
- **Appraisal or valuation services, fairness opinions, or contribution-in-kind reports**
- **Actuarial services**
- **Internal audit outsourcing services**
- **Management or employee functions**
- **Human resources functions**
- **Broker-dealer, investment advisor or investment banking services**
- **Legal services**
- **Expert services unrelated to the audit**
- **Recommend aggressive or confidential tax transactions**
- **Personal tax services to persons in financial reporting oversight roles**

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<sup>1</sup> Please see Appendix A for more details. Note – Assurance and non-assurance services not listed above are prohibited if they have contingent fees or are dependent on audit judgements.

<sup>2</sup> The International Federation of Accountants (IFAC) issued amendments to the Code of Ethics which were adopted by the Chartered Professional Accountants of Canada, and became effective for assurance engagements for periods commencing after December 15, 2016. These amendments require that where an audit firm concludes actions have occurred that represent a breach of independence, these, along with details of the cause, legal and regulatory requirements and assessment of the impact after safeguards, shall be presented to the audit committee in order to obtain concurrence with the conclusion reached.

### **Permitted Services**

Conversely, a “permitted service” is a service believed to be naturally aligned with the audit function. As a general rule, such permitted services do not involve a delegation of management’s authority or decision-making power to the External Auditor, and do not impede the External Auditor’s ability to provide reasonable assurance on the accounts audited. In making its determination the BCE Audit Committee will assess whether the performance of the service would impair the independence of the External Auditor. A list of permitted services is included below:

#### **List of Permitted Services**

- **Audit and review of financial statements**
- **Annual audit of the design and operating effectiveness of internal controls over financial reporting<sup>3</sup>**
- **Prospectus work**
- **Audit of pension plans**
- **Special audits on control procedures**
- **Accounting research**
- **Due diligence on mergers and acquisitions**
- **Tax compliance<sup>4</sup> services**
- **Other services not specifically prohibited**

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<sup>3</sup> “Internal controls over financial reporting” includes policies and procedures of the Corporations that (a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Corporations; (b) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements, and that expenses and receipts of the Corporations are duly authorized; and (c) provide reasonable assurance regarding prevention or timely detection of fraud and other unauthorized acquisition, use or disposition of the Corporations’ assets. **The BCE Audit Committee will specifically pre-approve each audit and non-audit service to be performed by the External Auditor related to any internal control services.**

<sup>4</sup> Note that although tax planning and consultation services are not « prohibited services » under applicable legislation, the Audit Committee has requested (but not prohibited) Management to refrain from engaging the External Auditor on such work. Consequently these types of services normally will not be provided by the External Auditor.

- Such permitted services can be performed by the External Auditor subject to approval by the BCE Audit Committee.
- In the interest of efficiency, the BCE Audit Committee is empowered to pre-approve certain basic and recurring permitted services. Accordingly, the BCE Audit Committee will grant, on an annual basis, pre-approval of specific services up to pre-determined dollar limits<sup>5</sup>. Examples of annual pre-approved services are provided in *Appendix B*.
- The External Auditor may be required or asked to perform certain additional permitted services that were not pre-approved as part of the annual exercise referred to above. In the interest of efficiency, the BCE Audit Committee may grant, on a quarterly basis, certain pre-approval of specific categories of services up to pre-determined dollar limits<sup>5</sup>. Examples of quarterly pre-approved categories are provided in *Appendix C*.
- Services not captured within the pre-approved services or the pre-approved categories noted above and for fees in excess of the pre-approved amounts<sup>6</sup>, they will require separate pre-approval (refer to *Appendix D* for an example of a pre-approval form). In the interest of efficiency, the BCE Audit Committee has delegated to the Audit Committee Chair the authority to approve or reject such additional services.
- Once Quarterly, BCE's Controller's Group will report to the BCE Audit Committee the total External Audit fees incurred by BCE. Specific reference will be made to pre-approvals of specific services and categories of services made by the BCE Audit Committee and other services approved by BCE's Audit Committee Chair.

### ***Procedures for engaging the External Auditor***

BCE's Controller's Group will assist the Audit Committee in discharging its responsibility related to this Policy. Specifically, the Controller's Group will perform the following functions:

- Assist the External Auditor in its annual pre-approval submission by reviewing the submission for compliance with this policy, prior to submission to the Audit Committee for approval
- Administer the pre-approval process for BCE. In discharging this responsibility, the Controller's Group will require the submission of a pre-approval request (as further referenced below) by both the BCE Business Unit or Subsidiary requesting the service and the External Auditor, with specific reference by

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<sup>5</sup> When evaluating the effect on auditor independence for all permitted non-audit service requests, the Audit Committee shall exercise its judgment and discretion.

<sup>6</sup> Note that a further pre-approval will be required by the Audit Committee (or its designated member) if the actual fees are in excess of more than 10% of the estimated fees for such pre-approved service, except for fees related to the Canadian Public Accountability Board (CPAB) paid by the External Auditor and re-invoiced to BCE.

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both parties as to why they believe the requested service is permissible under this policy. Once said request is formally documented, the Controller's Group will make the appropriate recommendation to accept or reject the requested service to either BCE's Executive Vice-President and Chief Financial Officer and/or BCE's Audit Committee Chair, in accordance with the guidelines noted in this Policy

- Prepare the required quarterly report to the Audit Committee, and
- Discharge any other duties assigned to the team with regards to the administration of this policy by BCE's Audit Committee or Executive Vice-President and Chief Financial Officer, including External Auditor invoices payment and/or tracking.

All Business Units and Subsidiaries must abide by the following control procedures when considering engaging the External Auditor:

- For all services falling within the prohibited services category the External Auditor cannot be engaged to perform these services
- For all services falling within the permitted services category, either audit or non-audit, pre-approval must be granted by the BCE Audit Committee prior to engaging the External Auditor
- Certain permitted services, however, will be pre-approved either annually or quarterly by the BCE Audit Committee and will require review for approval by the BCE Executive Vice-President and Chief Financial Officer prior to engaging the External Auditor:

The Audit Committee will pre-approve annually specific services with their estimated fees (see Appendix B for an example of the type of such services). Business Units and Subsidiaries will need to submit their pre-approval requests for such services annually to the Audit Committee (through the Executive Vice-President and Chief Financial Officer and Vice Chair, Bell Aliant). Once such services are pre-approved by the Audit Committee, no other requests need be submitted by the Business Units or Subsidiaries. Such services shall meet all the following criteria: a) services are permitted services; b) services are provided on a regular basis (i.e. annually) and are recurring in nature; and c) services are known in advance and fees can be estimated *or* services are for Accounting Research (Audit)<sup>7</sup>.

The Audit Committee will pre-approve detailed categories of services with pre-determined dollar limits for each category on a quarterly basis (see Appendix C for examples).

Once such categories are pre-approved by the Audit Committee, Business Units and/ or Subsidiaries will submit their individual request for services falling within such pre-approved categories (*see Appendix C*) to the Senior Vice-President Controller and Tax, who will screen the request and submit it for approval by the BCE Executive Vice-President and Chief Financial Officer and Vice Chair, Bell Aliant with a recommendation for approval or rejection prior to engagement of the External Auditor.

For services not captured within the annually pre-approved services (*Appendix B*) and pre-approved categories (*Appendix C*) and for costs in excess of existing pre-approved amounts (subject to footnotes 5 & 6), prior to commencing/ continuing work and incurring hours, a separate and individual requests for

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<sup>7</sup>Accounting Research (Audit) is defined as any work performed as part of the audit to support the audit opinion such that the auditor may meet all necessary requirements under Canadian Auditing Standards ("CAS") and the Public Company Accounting Oversight Board ("PCAOB").

approval must be submitted/ re-submitted to the BCE Audit Committee Chair (or his/her designated member, in case of an absence) through the BCE Senior Vice-President Controller and Tax (see Appendix D for an example of the form to be used).

**On a quarterly basis, a consolidated summary of all fees by service type will be presented to the BCE Audit Committee by the BCE Controller's Group including a breakout of fees incurred within the pre-approved services and categories (as per *Appendices B and C*).**

## 2.2 Hiring of Personnel of the External Auditor

This section of the Policy covers the hiring of personnel of the External Auditor of the Corporations to certain specific accounting-related positions that may compromise the arm's length relationship that ought to exist between the Corporations and the External Auditor. Individuals occupying these accounting positions are expected to have significant influence over matters that routinely are the object of external audits.

### *Hiring of personnel of External Auditor - Rule*

- **Anyone hired from the External Auditor in a Prime Decision Maker capacity is subject to a one-year cooling-off period, meaning that such person may not have been with the External Auditor, whether or not on the Audit Engagement Team, for a one year prior to being hired by BCE or any Business Unit or Subsidiary. Management will coordinate with the External Auditor to ensure that the External Auditor independence is not impaired should any individual who was a member of the Audit Engagement Team be contemplated for hiring during the cooling off period.**
- **Members of the Audit Engagement Team hired in a capacity *other* than Prime Decision Makers are subject to a six-month cooling-off period, meaning that such person may not have been on the audit engagement team for that period.**
- **There are no restrictions for hires outside these conditions.**

A “**Prime Decision- Maker**” is an individual having a financial reporting oversight role, meaning a role in which a person is in a position to (i) exercise more than minimal influence over the contents of the accounting records or anyone who prepares them; or (ii) exercise influence over the content of the financial statements or anyone who prepares them. The following positions, either at BCE or at any Business Unit, are deemed to be Prime Decision Makers: Member of the Board of Directors, President and Chief Executive Officer, Chief Operating Officer (if the office is occupied), Group President of a Business Unit/ Subsidiary, Executive Vice-President and Chief Financial Officer and Vice Chair Bell Aliant, Chief Legal Officer & Corporate Secretary, Chief Regulatory Officer, Senior Vice-President Controller and Tax, Senior Vice President Corporate Strategy and Treasurer, Vice President Pension & Benefits & Assistant Treasurer,

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Vice President Finance Improvement & Controls, Vice President Deputy Controller & Planning, Director level personnel in the Controller's and Tax Groups, VP of Taxation BCE and Bell, Chief Human Resource Officer & Executive Vice President – Corporate Services Bell and BCE, Vice President Audit and Risk Advisory Services and Heads of - Marketing. Individuals occupying positions like Senior Manager and below are not considered to be Prime Decision-Makers. *Appendix E* provides a complete list of relevant and exempt positions.

For the purposes of this Policy, members of the “Audit Engagement Team” include all partners, principals, and professional employees of the External Auditor who participate in the audit, review or attestation engagement of BCE or any Business Unit or Subsidiary for at least 10 hours during the annual audit period. This applies equally to current and former partners and current and former employees of the External Auditor. The annual audit period starts on the day after BCE's annual financial statements and MD&A for the prior year are filed with the Canadian and U.S. Securities Commissions and ends on the day the current year's annual financial statements and MD&A are filed.

*Note that regardless of the time spent on the audit, the lead and concurring audit partners of the External Auditor are always considered to have participated in the audit during the annual audit period and therefore are always considered to be members of the Audit Engagement Team.*

Please refer to *Appendix F* for a decision tree showing how the policy applies.

### **Change of External Auditor**

Should the Corporations replace the External Auditor, the same rules specified above will apply. The cooling-off period will include the time that has elapsed since the previous External Auditor was replaced.

### **Procedures for hiring personnel of the External Auditor and Activity Reporting**

In respect of any hiring of personnel from the External Auditor in a Prime Decision Maker capacity at BCE or at any Business Unit or Subsidiary, such hire must first be cleared with the Executive Vice-President and Chief Financial Officer and Chair, Bell Aliant of BCE and the Chief Human Resource Officer & Executive Vice-President – Corporate Services of BCE & Bell Canada.



### 3 Roles and Responsibilities

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BCE Audit Committee	The BCE Audit Committee has the ultimate responsibility for the stewardship of this policy.
Controller’s Group	Under the direction of the BCE Audit Committee, the BCE Controller’s Group has the responsibility of administering this Policy and ensuring compliance by all Business Units.
Business Units/ Subsidiaries’	The Management of each of the Business Units or Subsidiary shall comply with this Policy. Such Management also shall obtain advice and approval from BCE Controller’s Group and ultimately the Executive Vice-President and Chief Financial Officer and the BCE Audit Committee, for mandates to be performed by the External Auditor. Management will report on a quarterly basis to BCE’s Executive Vice-President and Chief Financial Officer and to the Audit Committee.

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### 4 Compliance to the Policy

Non-compliance to this policy or associated directives must be reported to Corporate Controllers for appropriate documentation and corrective action.

***It is the reader’s or user’s responsibility to make sure that he or she has the latest version of this document. This policy is available on the Intranet at the following address:  
<http://bellnet.int.bell.ca/finance>***

## Appendices

### A. Definitions

#### Definitions of Prohibited Services:

1. **Bookkeeping or other services related to the accounting records or financial statements of the audit client.** Any service, unless it is reasonable to conclude that the results of these services will not be subject to audit procedures during an audit of the audit client's financial statements, including:
  - (A) Maintaining or preparing the audit client's accounting records;
  - (B) Preparing the audit client's financial statements that are filed with the securities commissions or that form the basis of financial statements filed with the securities commissions; or
  - (C) Preparing or originating source data underlying the audit client's financial statements.
  
2. **Financial information systems design and implementation.** Any service, unless it is reasonable to conclude that the results of these services will not be subject to audit procedures during an audit of the audit client's financial statements, including:
  - (A) Directly or indirectly operating, or supervising the operation of, the audit client's information system or managing the audit client's local area network; or
  - (B) Designing or implementing a hardware or software system that aggregates source data underlying the financial statements or generates information that is significant to the audit client's financial statements or other financial information systems taken as a whole.

(However, the External Auditor is not precluded from working on hardware or software systems that are unrelated to the audit client's financial statements or accounting records as long as these services are pre-approved by the BCE Audit Committee.)
  
3. **Appraisal or valuation services, fairness opinions, or contribution-in-kind reports.** Any appraisal service, valuation service, or any service involving a fairness opinion or contribution-in-kind report for the audit client's unless it is reasonable to conclude that the results of these services will not be subject to audit procedures during an audit of the audit client's financial statements.

However, providing such services for non-financial reporting purposes is not prohibited.
  
4. **Actuarial services.** Any actuarially-oriented advisory services involving the determination of amounts recorded in the financial statements and related accounts for the audit client other than assisting the audit client in understanding the methods, models, assumptions, and inputs used in

computing an amount, unless it is reasonable to conclude that the results of these services will not be subject to audit procedures during an audit of the audit client's financial statements.

5. **Internal audit outsourcing services.** Any internal audit service that has been outsourced by the audit client that relates to the audit client's internal accounting controls, financial systems, or financial statements, for the audit client unless it is reasonable to conclude that the results of these services will not be subject to audit procedures during an audit of the audit client's financial statements.
6. **Management functions.** Acting, temporarily or permanently, as a director, officer, or employee of the audit client, or performing any decision-making, supervisory, or ongoing monitoring function for the audit client.
7. **Human resources functions.**
  - (A) Searching for or seeking out prospective candidates for managerial, executive, or director positions;
  - (B) Engaging in psychological testing, or other formal testing or evaluation programs;
  - (C) Undertaking reference checks of prospective candidates for an executive or director position;
  - (D) Acting as a negotiator on the audit client's behalf, such as determining position, status or title, compensation, fringe benefits, or other conditions of employment; or
  - (E) Recommending, or advising the audit client to hire a specific candidate for a specific job (except that the External Auditor may, upon request by the audit client, interview candidates and advise the audit client on the candidate's competence for financial accounting, administrative, or control positions).
8. **Broker-dealer, investment adviser, or investment banking services.** Acting as a broker-dealer (registered or unregistered), promoter, or underwriter, on behalf of the audit client, making investment decisions on behalf of the audit client or otherwise having discretionary authority over the audit client's investments, executing a transaction to buy or sell the audit client's investment, or having custody of assets of the audit client, such as taking temporary possession of securities purchased by the audit client.
9. **Legal Services.** Providing any service to the audit client that, under circumstances in which the service is provided, could be provided only by someone licensed, admitted, or otherwise qualified to practice law in the jurisdiction in which the service is provided.

10. **Expert services unrelated to the audit.** Providing an expert opinion or other expert service for the audit client, or the audit client’s legal representative, for the purpose of advocating the audit client’s interests in litigation or in a regulatory or administrative proceeding or investigation. In any litigation or regulatory or administrative proceeding or investigation, the External Auditor’s independence shall not be deemed to be impaired if the External Auditor provides factual accounts, including in testimony, of work performed or explains the positions taken or conclusions reached during the performance of any service provided by the External Auditor for the audit client.

However, the engagement of the External Auditor to perform internal investigations or fact finding engagements is not precluded.

11. **Contingent fees.** Assurance services may not have contingent fees. Non-assurance services cannot have any contingent fees (to the external audit firm), or fees that are dependent on the results of a judgement.

**B. Examples of services to be pre-approved annually by the Audit Committee**

Pre- Approved Services
Audit and reviews, including accounting research <sup>8</sup> and translation related to the Audit
<ul style="list-style-type: none"> <li>• BCE Inc.</li> <li>• Bell Canada</li> </ul>
Regulatory Audits
<ul style="list-style-type: none"> <li>• Japanese filing (Form 8 and Form 10)</li> <li>• CRTC Reports</li> <li>• CFA, CNAC audits (Bell Canada)</li> </ul>
CSAE 3416 Audits
Pension Plan Audits
Non Statutory Audits
<ul style="list-style-type: none"> <li>• Audit of non-consolidated financial statement</li> <li>• Audit of production cost statements</li> </ul>

<sup>8</sup> Accounting Research (Audit) is defined as any work performed as part of the audit to support the audit opinion such that the auditor may meet all necessary requirements under Canadian Auditing Standards (“CAS”) and the Public Company Accounting Oversight Board (“PCAOB”).

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<ul style="list-style-type: none"><li>• Section 9100 Reports</li></ul>
<ul style="list-style-type: none"><li>• Regulatory filings</li></ul>

### C. Examples of quarterly pre-approved categories for BCE's Executive Vice-President and CFO<sup>9, 10</sup>

Pre-Approved Categories for Permitted Services
Accounting Research (audit-related) <sup>11</sup>
Due diligence work on mergers and acquisitions
Review of prospectuses and offering circulars
Regulatory audits/filings
Non-statutory audits
Audit and reviews

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<sup>9</sup> Should a service not be captured within a specific category or the pre-approved amounts be exceeded, separate and individual requests must be made to the Audit Committee or its designated member (Chairman) through the BCE Senior Vice-President and Controller.

<sup>10</sup> Approval limits may vary from quarter to quarter.

<sup>11</sup> Accounting Research (Audit-related) is defined as accounting impact related to a proposed transaction. Once a transaction closes, any further work would be considered Accounting Research (Audit).

## D. Example of Pre-Approval Form – External Auditor Services

*For illustrative purposes only*



**Pre-Approval Form of Deloitte Fees**

This form must be completed by Deloitte to report potential new assignments for approval by the BCE Audit Committee prior to commencing any work. (The BCE guidelines are described in Appendix I.)

**2022-XX**  
For office user

The required information is as follows:

1 BCE subsidiary: \_\_\_\_\_

2 Client prime for assignment: \_\_\_\_\_

3 Description of the engagement and/or mandate: \_\_\_\_\_

The scope as described above will be included within the engagement letters. In the event there is any side letter or other amendment to the scope in the engagement letters, we will communicate those.

We confirm that there are no compensation arrangements or other arrangements between Deloitte and any person with respect to promoting, marketing or recommending a transaction covered by service.

4 Classification of engagement \_\_\_\_\_

5 Estimated fees (time, out-of-pocket, administration): \_\_\_\_\_

We confirm that there is no side letter or other amendment to the engagement letters, or any other agreement (whether oral, written, or otherwise) between the Deloitte and BCE relating to the service.

6 Proposed timeline: \_\_\_\_\_

7 Rationale why it does not impair our independence: \_\_\_\_\_

The services performed will be conducted by a team that is separate from the audit team.

As well, BCE management will be solely responsible for, among other things:

- (a) making all management decisions and performing all management functions;
- (b) designating a competent management member to oversee the Services;
- (c) evaluating the adequacy and results of the Services;
- (d) accepting responsibility for the results of the Services; and
- (e) establishing and maintaining internal controls, including, without limitation, monitoring ongoing activities.

In addition, PCAOB Rule 3524 requires that we discuss with you the potential effects of any tax services on our independence. We have prepared the following comments to facilitate our discussion with you:

- None of the services described above are impermissible services as defined by the United States Securities and Exchange Commission.
- In considering whether the tax services described above are permissible, we considered and concluded that such services are permissible in that they do not:
  - (1) place Deloitte in the position of auditing our own work,
  - (2) result in the Deloitte Entities' personnel acting as management or an employee of the Company,
  - (3) place the Deloitte Entities in a position of being an advocate for the Company, or
  - (4) create a mutual or conflicting interest between the Deloitte Entities and the Company.
- With respect to each of the services described above, management of the Company has sufficient expertise to provide the necessary oversight of and take responsibility for all decision-making with respect to these projects and personnel of the Deloitte Entities will not assume the role of an employee or management of the Company. In addition, for any tax services, the respective taxing authority will determine the ultimate amount of tax savings, if any, to be received by the Company.

There are no referral fees or fee-sharing arrangements between Deloitte or any person with respect to the promoting, marketing or commending of a transaction covered by the service.

For these reasons, we do not believe that the performance of the tax services described above would have any effect on our independence, within the meaning of rules and standards of the PCAOB and the securities laws and regulations administered by the United States Securities and Exchange Commission, as well as the Harmonized Rules of Professional Conduct for the Chartered Professional Accountants of Canada, in conducting our audit of the BCE's consolidated financial statements for the year ending December 31, 2020, in accordance with the standards established by the PCAOB.

8 Lead partner and team members: \_\_\_\_\_

9 Date: \_\_\_\_\_

10 Signature:	Deloitte:
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FOR APPROVAL PURPOSES ONLY	
Audit Committee Chairman Approval:	
CFO Approval:	
Date of Approval:	

### E. Prime Decision Makers<sup>12</sup>

- Member of Board of Directors
- President and Chief Executive Officer BCE & Bell
- Chief Operating Officer (if occupied)
- Group President, Bell Mobility & BRSB
- Vice-Chair & Group President Bell & BCE
- President of a Business Unit or Subsidiary
- Executive Vice President and Chief Financial Officer and Vice Chair Bell Aliant & BCE
- Senior Vice President Controller and Tax BCE & Bell
- Senior Vice President Corporate Strategy & Treasurer BCE & Bell
- Senior Vice Presidents Finance
- Vice Presidents Finance
- Vice President Pension & Benefits & Assistant Treasurer
- Vice President Process Improvement and Controls
- Vice President Deputy Controller and Planning
- Director level personnel in the BCE Controller and Tax groups
- Vice President Taxation BCE & Bell
- Chief Human Resource Officer & Executive Vice President Corporate Services BCE & Bell
- Chief Legal Officer & Corporate Secretary, BCE & Bell
- Chief Regulatory Officer, BCE & Bell
- Senior Vice President Corporate Services
- Vice President – Audit and Risk Advisory Services
- Vice President- Corporate Security & Responsibility
- Heads of Marketing
- Any other equivalent position not listed above that: (i) exercise more than minimal influence over the contents of the accounting records or anyone who prepares them; or (ii) exercise influence over the content of the financial statements or anyone who prepares them

Please note: individuals occupying positions like Senior Manager and below are not considered to be Prime Decision-Makers.

#### **Examples of non Prime Decision Makers**

Manager/Senior Manager– Finance

Manager/Senior Manager – Internal Audit

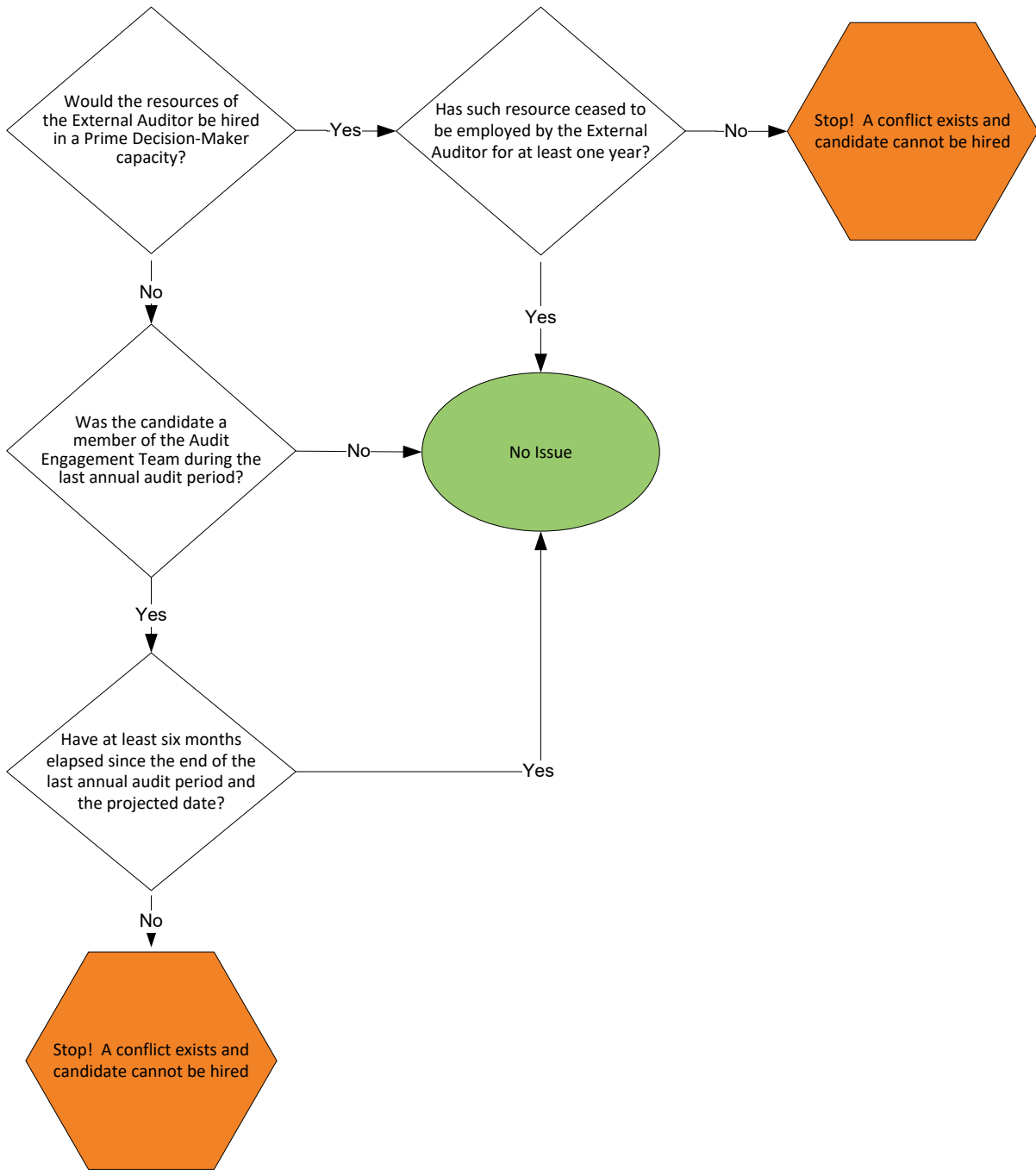
Manager/Senior Manager – Controller’s Group

Clerical accounting positions (bookkeeping, account reconciliation, etc.)

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<sup>12</sup> At the BCE level or at any Business Unit level. Some of the positions noted may not be occupied due to business requirements (i.e. in the case of Chief Operating Officer).

### F. Hiring Decision Tree





## G. References

Referenced Item	Description (Including Relevance)
BCE Audit Committee Charter	Provides responsibility of the BCE Audit Committee to implement this Policy
Sarbanes-Oxley Act	U.S. requirements
SEC Final Rule on Auditor Independence	U.S. requirements
NYSE Listing Standards (corporate governance)	U.S. requirements
PCAOB Section 3. Audit and related professional practice standards	U.S. requirements
Multilateral Instrument 52-110 "Audit Committees"	Canadian requirements
Canadian Auditing Standard 260	Canadian requirements
Chartered Professional Accountants of Canada, Harmonised Rules of Professional Conduct (204)	Canadian requirements

## H. Governance

<b>Issuing Business Unit</b>	BCE Finance
<b>Document Sponsor</b>	Executive Vice-President and Chief Financial Officer and Chair Bell Aliant BCE
<b>Document Owner</b>	SVP Controller and Tax BCE & Bell
<b>Primary Contact</b>	Director – Finance
<b>Required Approval</b>	Board of Directors
<b>Review Cycle</b>	Yearly

<b>Nicolas</b>	<b>Siou</b>	<b>Alexis</b>	<b>Cloutier</b>
<b>Director</b>	<b>Finance</b>	<b>Assistant Corporate</b>	<b>Secretary</b>
<b>Tel.: (514)</b>	<b>870-2286</b>	<b>Tel.: (514)</b>	<b>391-5866</b>
<a href="mailto:nicolas.siou@bell.ca">nicolas.siou@bell.ca</a>		<a href="mailto:alexis.cloutier@bell.ca">alexis.cloutier@bell.ca</a>	

## I. Revision History

Date	Changed By	Version	Description
06/2015	Controller	V11.0	Annual update and review. Refined for announced revisions to Harmonised Rules of Professional Conduct impacting Contingent fees and Independence breach reporting. No other significant changes from V10.0
05/2016	Controller	V12.0	Annual update and review. – no significant changes from V11.0
05/2017	Controller	V13.0	Annual update and review. – no significant changes from V12.0
08/2018	Controller	V14.0	Annual update and review – no significant changes from V13.0
08/ 2019	Controller	V15.0	Annual update and review- no significant changes from V14.0
08/2020	Controller	V16.0	Annual update and review- no significant changes from V15.0
07/2021	Controller	V17.0	Annual update and review- no significant changes from V16.0
07/2022	Controller	V18.0	Annual update and review. Aligned with the 4 principles from SEC General Standard of Independence