

Better

connectivity  
environment  
security  
network  
service  
technology  
education  
growth  
workplace  
communities  
mental health  
content  
world  
value  
investments  
opportunities

## 6 Corporate governance practices

This section provides information pertaining to our Board, the committees of our Board, our environmental, social and governance (ESG) and corporate responsibility practices, our shareholder engagement and our ethical values and policies.

**BCE's Board and management believe that strong corporate governance practices contribute to superior results in creating and maintaining shareholder value, which is why we continually seek to strengthen our leadership in corporate governance and ethical business conduct by adopting best practices and providing full transparency and accountability to our shareholders**

BCE's common shares are listed on the Toronto Stock Exchange and the New York Stock Exchange (NYSE). Our practices described in this section comply with the Canadian Securities Administrators' (CSA) corporate governance guidelines as well as the CSA's rules relating to audit committees and certification of financial information. Since the Corporation has securities registered in the United States, we are subject to, and comply with, the applicable provisions of the *Sarbanes-Oxley Act* and related rules and regulations of the U.S. Securities and Exchange

Commission. In addition, since the Corporation's common shares are listed on the NYSE, we follow certain NYSE corporate governance rules applicable to foreign private issuers such as BCE. We comply with such mandatory NYSE governance rules and voluntarily comply in all material respects with all other NYSE governance rules, except as summarized under *Corporate governance practices* in the governance section of our website at [BCE.ca](http://BCE.ca), under the heading *Difference between BCE practices and NYSE*.

### 6.1 Board of Directors

The Board has overall responsibility for supervising the management of BCE's business and affairs. In exercising this responsibility, the Board must act in accordance with a number of rules and standards, including:

- the *Canada Business Corporations Act*
- the *Bell Canada Act*
- other laws that apply to telecommunications and broadcasting companies
- laws of general application
- BCE's articles and by-laws
- BCE's administrative resolution and the written charters of the Board and each of its committees
- BCE's Code of Business Conduct, Complaint Procedures for Accounting and Auditing Matters and other internal policies.

#### Role of the Board of Directors

The Board is responsible for supervising the management of the business and affairs of the Corporation. In furtherance of its purpose, the Board assumes the duties and responsibilities described in its written charter, which is reviewed annually by the Governance Committee and has been approved by the Board. The Board's charter is incorporated by reference into this circular and is available on our website at [BCE.ca](http://BCE.ca), on SEDAR at [sedar.com](http://sedar.com) and on EDGAR at [sec.gov](http://sec.gov). In addition, shareholders may

#### Strategic planning

Each May, our executive leadership team reviews a current mid-term strategic view for each business unit, enabling a company-wide perspective on key opportunities and risks and providing the foundation for our long-term capital planning. A review of the key drivers of value for the Corporation over the mid- and long- term is also conducted. This mid- and long-term strategic planning, as well as re-confirmation of our strategic imperatives, is reviewed in August by the Board. Each November and December, the Board reviews and approves our strategic plan, which takes into account, among other things, the opportunities and risks of the business units for the upcoming year. In December, the Board reviews and approves the corporate financial objectives and operating plan of each business unit, including significant capital and operating allocations.

**At each meeting, the independent directors met without management**

In 2022, the Board held six regular meetings and two special meetings. It is a policy of the Board that at each meeting, independent directors meet separately without non-independent directors and management personnel present. Each session of the independent directors was chaired by the Chair of the Board of Directors.

promptly obtain a free copy of the Board's charter by contacting the Corporate Secretary's Office at the contact details set out in section 12.4, entitled *How to request more information*.

The Board fulfils its duties and responsibilities directly and through four standing committees. Highlighted below is a discussion of some key aspects of the role of the Board, notably with respect to strategic planning, succession planning and risk oversight.

As well, the Board frequently discusses aspects of the strategy and frequently reviews and assesses the implementation of our strategic imperatives.

**Reviewing key aspects of corporate initiatives as well as mid- and long-term strategic planning is one of the Board's key roles**

## Succession planning

A critical responsibility of the Board and of the Compensation Committee is to ensure that a comprehensive succession plan is in place for the Corporation's most senior executive leaders. To achieve this, the Compensation Committee meets annually with the President and CEO to review and update the succession plan for all executive officers, including the President and CEO position.

The plan identifies:

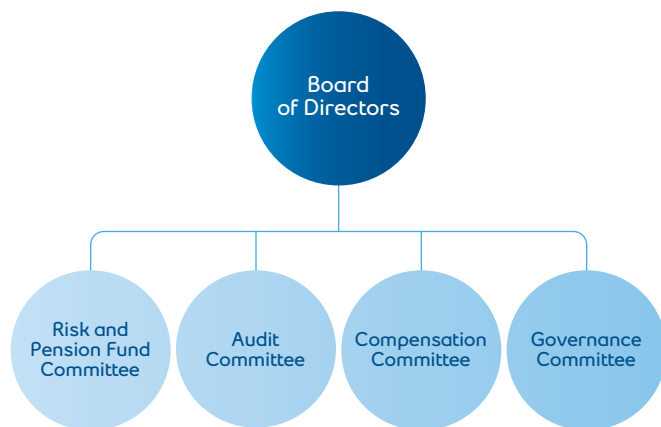
- potential successors for each executive and highlights any personal development experiences required for each candidate to be fully prepared to take on the position; and
- if appropriate, any candidates who could assume critical leadership roles in the short term should unexpected events leave such roles vacant earlier than expected.

**Effective succession planning has long been a focus of the Board**

The executive succession plan is fully integrated with the Corporation's overall succession planning process, which covers all key management positions and ensures a strong pipeline of talent is developed at all levels in the organization. As such, the plan presented to the Compensation

## Risk oversight

BCE's full Board is entrusted with the responsibility for identifying and overseeing the principal risks to which our business is exposed and seeking to ensure there are processes in place to effectively identify, monitor and manage them. These processes seek to mitigate rather than eliminate risk. A risk is the possibility that an event might happen in the future that could have a negative effect on our business, financial condition, liquidity, financial results or reputation. While the Board has overall responsibility for risk, the responsibility for certain elements of the risk oversight program is delegated to Board committees in order to ensure that they are treated with appropriate expertise, attention and diligence, with reporting to the Board on a regular basis.



Committee is the culmination of an extensive process performed within each business unit and function and integrated at the cross-company level. This includes the identification of key talent, the roles they may be able to assume in the future, and their development plan to prepare for these roles. This may include development moves to other positions, internal or external courses, and close on-the-job mentoring. If no strong internal succession candidates are identified, an external search may be launched. Twice a year, all members of the senior management team are reviewed by the President and CEO and their direct reports in order to provide an integrated and balanced view of talent, to review our progress against our diversity, equity, inclusion and belonging plans across the Corporation and to ensure development plans are on track.

**The Compensation Committee reviews the succession planning process and results for executive management annually**

In addition to the regular annual review, key executive talent and succession plans are discussed by the Compensation Committee and the Board throughout the year, including, for example, as part of the performance reviews used to determine executive compensation.

Risk information is reviewed by the Board or the relevant committee throughout the year, and business leaders present regular updates on the execution of business strategies, risks and mitigation.

- The **Risk and Pension Fund Committee** has oversight responsibility for the organization's risk governance framework, which exists to identify, assess, mitigate and report key risks to which BCE is exposed. As part of its Charter, the Risk and Pension Fund Committee is tasked with oversight of risks relating to business continuity plans, work stoppage and disaster recovery plans, regulatory and public policy, information management and privacy, information security (including cyber security), physical security, fraud, vendor and supply chain management, ESG (including climate change), the pension fund, network resiliency, and other risks as required. The Risk and Pension Fund Committee receives reports on security matters, including information security, and on environmental matters, at each of its meetings.
- The **Audit Committee** is responsible for overseeing financial reporting and disclosure, as well as the organization's internal control systems and compliance with legal requirements.
- The **Compensation Committee** oversees risks relating to compensation, succession planning and workplace policies and practices.
- The **Governance Committee** assists the Board in developing and implementing BCE's corporate governance guidelines and determining the composition of the Board and its committees. The Governance Committee is responsible for oversight of our corporate purpose and ESG strategy (including integration of ESG within our company strategy), and monitoring the implementation of ESG programs, goals and key initiatives, and related disclosure. The Governance Committee is also responsible for oversight of the organization's policies concerning business conduct, ethics and public disclosure of material information.

There is a strong culture of risk management at BCE that is actively promoted by the Board, the Risk and Pension Fund Committee and the President and CEO, at all levels within the organization. It is a part of how the Corporation operates on a day-to-day basis and is woven into its structure and operating principles, guiding the implementation of the organization's strategic imperatives.

The President and CEO, selected by the Board, has set his strategic focus through the establishment of six strategic imperatives and focuses risk management around the factors that could impact the achievement of those strategic imperatives. While the constant state of change in the economic environment and the industry creates challenges that need to be managed, clarity around strategic objectives, performance expectations, risk management and integrity in execution ensures discipline and balance in all aspects of our business.

## Committees of the Board of Directors

There are four standing committees of the Board: the Audit Committee, the Compensation Committee, the Governance Committee and the Risk and Pension Fund Committee.

**It is BCE's policy that each Board committee must be comprised solely of independent directors**

The Board has concluded that all of the directors who serve as members of each committee of the Board, and all directors who served as members during 2022, are independent under our director independence standards, which are consistent with the director independence requirements of the CSA's corporate governance rules and guidelines. In addition, all members of the Audit Committee meet, and all members of the Audit Committee during 2022 met, the more stringent audit committee independence requirements under *National Instrument 52-110 – Audit Committees* and the NYSE governance rules. During 2022, none of the members of the Audit Committee directly or indirectly accepted any consulting, advisory or other compensatory fee from BCE, other than ordinary director fees.

The charter of each Board committee is reviewed annually by the committee and the Governance Committee, and can be found in the governance section of our website at [BCE.ca](http://BCE.ca). The Audit Committee charter is also attached as Schedule 2 to BCE's annual information form (AIF) for the year ended December 31, 2022, which you can access on our website at [BCE.ca](http://BCE.ca), SEDAR at [sedar.com](http://sedar.com) and EDGAR at [sec.gov](http://sec.gov). The position descriptions of the committee Chairs are detailed in the corresponding committee charter.

At each regularly scheduled Board meeting, the committees of the Board, through the committee Chair, provide a report to the Board on their activities.

**We have a robust process in place to enable the Board and the Risk and Pension Fund Committee to identify and monitor the significant risks to which our business is exposed**

For a detailed explanation of our risk governance framework, see section 1.5, entitled *Corporate governance and risk management*, under the heading *Risk management framework*, in BCE's MD&A dated March 2, 2023, included in BCE's 2022 annual financial report, available on SEDAR at [sedar.com](http://sedar.com), on EDGAR at [sec.gov](http://sec.gov) and on BCE's website at [BCE.ca](http://BCE.ca). For a detailed explanation of the material risks applicable to BCE and its subsidiaries, see section 8, entitled *Regulatory environment*, and section 9, entitled *Business risks*, in BCE's MD&A dated March 2, 2023.

The composition of the four standing committees of the Board is as follows:

Committee	Members	Independent
Audit	L.P. Pagnutti (Chair)	✓
	K. Lee	✓
	M.F. Leroux	✓
	J. Tory	✓
	C. Wright	✓
Compensation	D.F. Denison (Chair)	✓
	R.P. Dexter	✓
	S.A. Murray	✓
	C. Rovinescu	✓
	J. Tory	✓
	L. Vachon	✓
Governance	M.F. Leroux (Chair)	✓
	D.F. Denison	✓
	K. Lee	✓
	K. Sheriff	✓
	R.C. Simmonds	✓
	C. Wright	✓
Risk and Pension Fund	C. Rovinescu (Chair)	✓
	R.P. Dexter	✓
	S.A. Murray	✓
	L.P. Pagnutti	✓
	K. Sheriff	✓
	R.C. Simmonds	✓
	L. Vachon	✓

## Audit Committee

The purpose of the Audit Committee is to assist the Board in its oversight of:

- the integrity of BCE's financial statements and related information
- BCE's compliance with applicable legal and regulatory requirements
- the independence, qualifications and appointment of the external auditors
- the performance of both the external and internal auditors
- management's responsibility for assessing and reporting on the effectiveness of internal controls
- the Corporation's risks as they relate to financial reporting.

Please refer to section 7.1, entitled Audit Committee report, for a complete description of the committee.

## Compensation Committee

The purpose of the Compensation Committee is to assist the Board in its oversight of:

- compensation, nomination, evaluation and succession of officers and other management personnel
- BCE's workplace policies and practices (including health and safety policies, policies ensuring a respectful workplace free from harassment and policies ensuring a diverse and inclusive workplace)
- the Corporation's exposure to risk associated with its executive compensation and policies and identification of practices and policies to mitigate such risk.

Please refer to section 7.4, entitled Compensation Committee report, for a complete description of the committee and of fees paid to external compensation advisors in 2022.

## Governance Committee

The purpose of the Governance Committee is to assist the Board to:

- develop and implement BCE's corporate governance policies and guidelines
- identify individuals qualified to become members of the Board
- determine the composition of the Board and its committees
- determine the directors' compensation for Board and committee service
- develop and oversee a process to assess the Board, committees of the Board, the Chair of the Board, Chairs of committees, and individual directors
- review, and recommend for Board approval, BCE's policies concerning business conduct, ethics, public disclosure of material information and other matters
- oversee the Corporation's ESG strategy, and its integration within the Corporation's overall business strategy, and disclosure.

Please refer to section 7.2, entitled Governance Committee report, for a complete description of the committee.

## Risk and Pension Fund Committee

The purpose of the Risk and Pension Fund Committee is to assist the Board in its oversight of:

- BCE's enterprise risk governance framework and the policies, procedures and controls management uses to evaluate and manage key risks to which the Corporation is exposed
- BCE's exposure to key risks, except for risks that remain the primary responsibility of another committee of the Board
- the administration, funding and investment of BCE's pension plans and funds
- the unitized pooled funds sponsored by BCE for the collective investment of the funds and the participant subsidiaries' pension funds.

Please refer to section 7.3, entitled Risk and Pension Fund Committee report, for a complete description of the committee.

## Chair of the Board of Directors

BCE's by-laws provide that directors may determine whether the Chair should be an officer of BCE or should act solely in a non-executive capacity. Should they decide that the Chair be an officer acting in an executive capacity, the Board must designate one of its members as the "lead director," who is responsible for ensuring that the Board can function independently of management.

Gordon M. Nixon has served as independent Chair of the Board since April 2016. G.M. Nixon is not an executive officer of BCE and is independent pursuant to our director independence standards, which are consistent with the CSA's corporate governance rules and guidelines and the NYSE governance rules.

## President and CEO

The President and CEO, subject to the Board's approval, develops BCE's strategic and operational orientation. In so doing, the President and CEO provides leadership and vision for the effective overall management, profitability and growth of BCE, and for increasing shareholder value and ensuring compliance with policies adopted by the Board.

### BCE's Board Chair is independent

The detailed mandate of the Board Chair is included in the Board's charter, which can be found in the governance section of our website at [BCE.ca](http://BCE.ca), on SEDAR at [sedar.com](http://sedar.com) and on EDGAR at [sec.gov](http://sec.gov).

The President and CEO is directly accountable to the Board for all of BCE's activities. The Board has approved a written position description for the President and CEO, which is available in the governance section of our website at [BCE.ca](http://BCE.ca).

**BCE's President and CEO has primary responsibility for the management of the business and affairs of BCE**

## Composition and diversity of the Board of Directors

BCE seeks to have the Board comprised of individuals with a sufficient range of skills, expertise and experience to ensure that the Board can carry out its responsibilities effectively. Directors are chosen among the most qualified candidates for their ability to contribute to the broad range of issues with which the Board routinely deals.

In accordance with the Board's composition and diversity policy, the Governance Committee and the Board also consider the level of gender diversity and the number of members of visible minorities on the Board, and strive to include, within the candidates considered, individuals with diverse backgrounds, including gender, age, experience, members of visible minorities, Indigenous peoples and persons with disabilities. The Governance Committee, as part of each Board candidate search process and in the list of potential Board candidates maintained by the Governance Committee, includes gender diverse candidates, as well as members of visible minorities, Indigenous peoples and/or persons with disabilities within the pool of candidates considered.

**As part of our Board candidate search process, we include gender diverse candidates, as well as members of visible minorities, Indigenous peoples and/or persons with disabilities**

In 2021, the Board, on the recommendation of the Governance Committee, adopted a new target that going forward there be a minimum of 35% gender diverse directors, defined as directors who identify as women and directors who identify with a gender other than a man or a woman. This target has been met since adoption and will continue to be met if all director nominees are elected at the meeting, with five director nominees

## Nomination of directors and tenure

The Governance Committee receives suggestions for Board candidates from individual Board members, the President and CEO, shareholders and professional search organizations. On a regular basis, the Governance Committee reviews the current profile of the Board, including the average age and tenure of directors and the representation of various areas of expertise and experience, geography and general conformity with the Board composition and diversity policy. The Governance Committee also maintains a list of potential Board candidates that it reviews on a regular basis. The Governance Committee, as part of each Board candidate search process and in the list of potential Board candidates maintained by the Governance Committee, includes gender diverse candidates, as well as members of visible minorities, Indigenous peoples and/or persons with disabilities within the pool of candidates considered.

identifying as women, representing 36% of all directors. Since the Board first updated its composition policy in 2015 to incorporate diversity components, five of the 11 newly appointed directors have identified as women and two have identified as members of a visible minority.

In 2019, the Board, on the recommendation of the Governance Committee, updated its composition and diversity policy to use a nomenclature consistent with changes made to the *Canada Business Corporations Act*. No additional targets have been set for representation of Indigenous peoples, persons with disabilities, or members of visible minorities due to the small size of the group and reliance on self-reporting.

Of the 14 director nominees, five identify as women (36% of all director nominees), two identify as members of a visible minority (14% of all director nominees), and none identify as Indigenous peoples or persons with disabilities.

**Gender diverse directors represent 36% and members of visible minorities represent 14% of director nominees**

The policy also states that, on a yearly basis, the Governance Committee will report to the Board in respect of the measures taken to ensure that the policy has been effectively implemented, the annual and cumulative progress in achieving the objectives of the policy and the effectiveness of the policy as a whole. In measuring the effectiveness of the policy, the Governance Committee considers its identification and consideration of any individuals to become Board members in the previous year and whether and how the policy influenced such identification and consideration.

With respect to tenure, the Board strives to achieve a balance between the need to have a depth of institutional experience from its members on the one hand and the need for renewal and new perspectives on the other hand. The Board tenure policy does not impose an arbitrary retirement age limit, but it sets as a guideline that directors serve up to a maximum term of 12 years, assuming they are re-elected annually and meet applicable legal requirements. The Board, however, upon recommendation of the Governance Committee, may, in certain circumstances, extend a director's initial 12-year term limit.

The Board has, upon recommendation of the Governance Committee, extended by one year the 12-year term limit for Robert C. Simmonds, which would have expired at the 2023 Annual General Shareholder Meeting. R.C. Simmonds' extensive technology and telecommunications experience is invaluable, especially with an important wireless spectrum auction being planned by Innovation, Science and Economic Development Canada for later in 2023.

## Competency requirements and other information

We maintain a “competency” matrix in which directors indicate their expertise level in areas we think are required on the Board for a company like ours. Each director has to indicate the degree to which the director possesses these competencies. The table below lists the top four competencies of our director nominees together with their age range, tenure on the BCE Board, languages mastered and region of residency.

Name	Age			Tenure		Language <sup>(1)</sup>		Region			Top four competencies <sup>(2)</sup>												
	< 60	60 – 69	≥ 70	≤ 7 Years	> 7 Years	English	French	Ontario	Québec	Atlantic	Accounting/ Finance	CEO/Senior management	Corporate responsibility	Governance	Government/ Regulatory affairs	HR/Compensation	Investment banking/ Mergers & acquisitions	Media/Content	Retail/Customer	Risk management	Technology	Telecommunications	
M. Bibic	✓			✓		✓	✓	✓			✓				✓			✓					✓
D.F. Denison		✓			✓	✓		✓			✓	✓		✓		✓							
R.P. Dexter			✓		✓	✓				✓				✓		✓			✓	✓			
K. Lee	✓				✓	✓		✓			✓	✓		✓									✓
M.F. Leroux		✓		✓		✓	✓		✓		✓	✓	✓	✓									
S.A. Murray		✓		✓		✓		✓								✓	✓						✓
G.M. Nixon (Chair)		✓			✓	✓		✓						✓		✓	✓						
L.P. Pagnutti		✓		✓		✓		✓			✓	✓		✓									✓
C. Rovinescu		✓		✓		✓	✓	✓								✓			✓	✓			
K. Sheriff		✓		✓		✓		✓				✓										✓	✓
R.C. Simmonds		✓			✓	✓		✓						✓	✓							✓	✓
J. Tory		✓		✓		✓		✓				✓	✓			✓							✓
L. Vachon		✓		✓		✓	✓		✓							✓			✓	✓			
C. Wright	✓			✓		✓		✓					✓	✓	✓		✓						

(1) For a language to be included in this matrix, a director must have a level of proficiency in that language that is sufficient to enable the director to use it in all facets of life, including the performance of the duties and functions of a director.

(2) Definitions of competencies

- Accounting/Finance: experience with, or understanding of, financial accounting and reporting, corporate finance and familiarity with internal financial controls and Canadian GAAP/IFRS
- CEO/Senior Management: experience as a CEO or senior executive of a major public company or other major organization
- Corporate Responsibility: experience with/understanding of corporate responsibility risks and opportunities, including ESG related matters
- Governance: experience in corporate governance principles and practices at a major organization
- Government/Regulatory Affairs: experience in, or understanding of, government, relevant government agencies and/or public policy in Canada
- Human Resources/Compensation: experience in, or understanding of, compensation plans, leadership development, talent management, succession planning and human resource principles and practices generally
- Investment Banking/Mergers & Acquisitions: experience in investment banking and/or major transactions involving public companies
- Media/Content: senior executive experience in the media or content industry
- Retail/Customer: senior executive experience in a mass consumer industry
- Risk Management: experience in, or understanding of, internal risk controls, risk assessment, risk management and/or reporting
- Technology: senior executive experience in the technology industry or understanding of relevant technologies
- Telecommunications: senior executive experience in the telecommunications industry.

**Experience with corporate responsibility risks and opportunities, including ESG-related matters, is a core competency**

## Audit Committee members’ financial literacy, expertise and simultaneous service

Under applicable rules, the Corporation is required to disclose whether its Audit Committee members include at least one “audit committee financial expert.” In addition, we are subject to Canadian and NYSE corporate governance rules relating to audit committees and certification of financial information requiring that all Audit Committee members be financially literate.

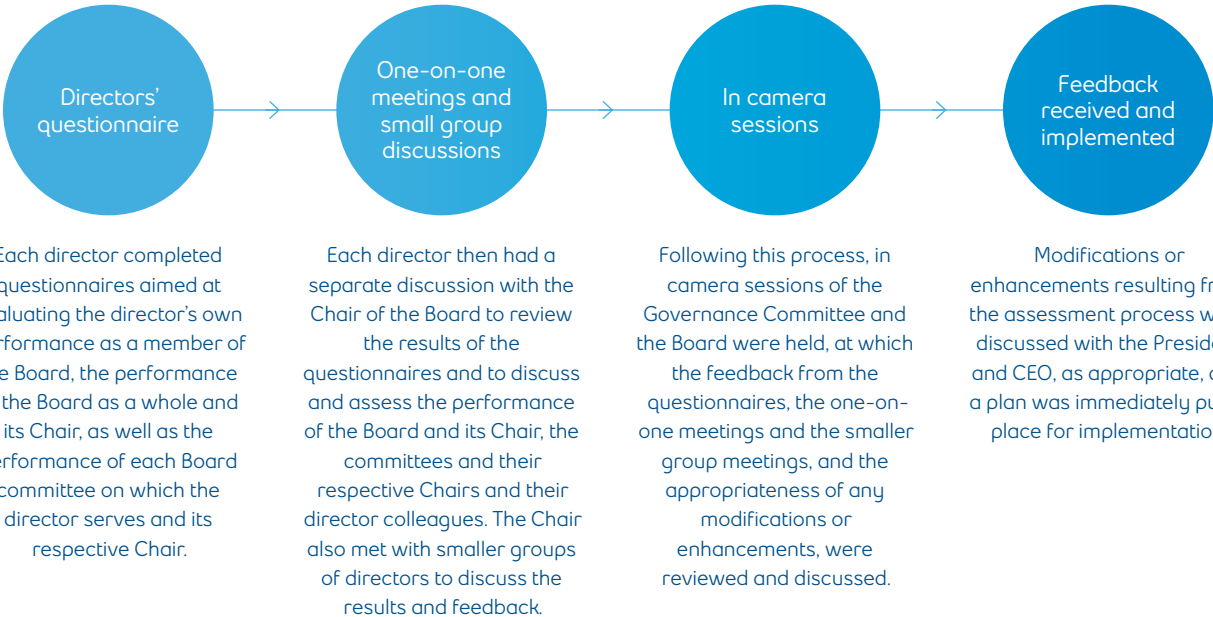
The Board has determined that all members of the Audit Committee during 2022 were, and all current members of the Audit Committee are, financially literate. In respect of the current Audit Committee members,

the Board determined that the Chair of the committee, L.P. Pagnutti, as well as K. Lee and M.F. Leroux are qualified as “audit committee financial experts”.

The NYSE rules followed by the Corporation require that if an Audit Committee member serves simultaneously on the audit committee of more than three public companies, the Board must determine and disclose that this simultaneous service does not impair the ability of the member to effectively serve on the Audit Committee. No Audit Committee member currently serves simultaneously on the audit committee of more than three public companies.

## Board of Directors’ assessment

As part of its charter, the Governance Committee develops and oversees a process to enable each director to assess the effectiveness and performance of the Board and its Chair, the Board committees and their respective chairs, and such director’s own performance as a member of the Board, as well as the performance of their director colleagues. The assessment process is conducted as follows:





## Independence of the Board of Directors

The Board's policy is that at least a majority of its members must be independent. Acting on the recommendation of the Governance Committee, the Board is responsible for determining whether or not each director is independent. For a director to be considered independent, the Board analyzes all of the relationships each director has with BCE and must determine that the director does not have any direct or indirect material relationship with us. To guide this analysis, the Board has adopted director independence standards. These standards are consistent with the CSA and the NYSE rules, are reviewed by the Governance Committee every year and are available in the governance section of our website at [BCE.ca](http://BCE.ca).

Information concerning the relationships each director has with BCE is collected through the following sources: directors' responses to a detailed questionnaire; biographical information of directors; our internal corporate records; external verifications and any required discussions with our directors. Furthermore, each year, directors certify that they comply with our Code of Business Conduct, including the obligation to disclose any actual or potential conflict of interest.

In the course of the Board's determination regarding independence, it evaluated the relationships of each director with BCE against the independence standards outlined above and considered all relevant transactions, relationships and arrangements with companies or organizations with whom our directors may be associated.

As a result of this assessment, the Board determined that each current Board member and director nominee is independent (with the exception of our President and CEO, M. Bibic) and does not have a material relationship with BCE. As an officer of BCE, M. Bibic is not considered to be independent under these rules.

All members of the Audit Committee, Compensation Committee, Governance Committee and Risk and Pension Fund Committee must be independent as defined under BCE's director independence standards. Members of the Audit Committee and Compensation Committee must also satisfy more stringent independence requirements, as defined under BCE's director independence standards.

The Board has determined that, as of the date of this circular, all members of the Audit Committee, Compensation Committee, Governance Committee and Risk and Pension Fund Committee are independent, and all members of the Audit Committee and Compensation Committee satisfy these more stringent independence requirements.

Name	Status of director nominees		Reason for non-independent status
	Independent	Not independent	
M. Bibic		✓	President and CEO
D.F. Denison	✓		
R.P. Dexter	✓		
K. Lee	✓		
M.F. Leroux	✓		
S.A. Murray	✓		
G.M. Nixon	✓		
L.P. Pagnutti	✓		
C. Rovinescu	✓		
K. Sheriff	✓		
R.C. Simmonds	✓		
J. Tory	✓		
L. Vachon	✓		
C. Wright	✓		

## Board interlocks

The Board's approach to board interlocks is that no more than two Board members may sit on the same public company board. Common memberships on boards of public companies among director nominees are set out in the table below.

Company	Director	Committee Membership
Alimentation Couche-Tard Inc.	M.F. Leroux	Audit
	L. Vachon	Lead Director
George Weston Limited	G.M. Nixon	Governance, Human Resource, Nominating and Compensation (Chair)
	C. Wright	None
Royal Bank of Canada	M. Bibic	Governance Risk
	D.F. Denison	Governance Risk

## Expectations and personal commitments of directors

The Board expects all of its members to comply with BCE's Statement of Corporate Governance Principles & Guidelines. Members are also expected to comply with BCE's policies that apply to directors and the various Board procedures and practices. These procedures include the declaration of interest and changes in principal occupation (see below for details), the conflict of interest guidelines (see below for details), the share ownership guideline (see section 5.3, entitled *Share ownership guideline*, for details) and the Code of Business Conduct (see section 6.4, entitled *Ethical business conduct*, for details).

The Board also expects all of its members to demonstrate personal and professional characteristics beyond reproach. These characteristics include high ethical standards and integrity, leadership, financial literacy and current fluency in their own fields of expertise.

The Board further expects all of its members to make meaningful commitments during their time as directors of BCE. Each director is expected to participate in the director orientation program and in continuing education and development programs. They are expected to develop and expand a broad, current knowledge of the nature and operation of our major business units. Similarly, all members are expected to commit the necessary time required to be an effective and fully contributing member of the Board and of each Board committee on which they serve. In this regard, it is the Board's policy that, including BCE's Board, (i) directors who are not active public-company CEOs serve on no more than five public-company boards, and (ii) directors who are public-company CEOs serve on no more than two public-company boards.

The Governance Committee is responsible for administering BCE's policy on directors' attendance at meetings of the Board and its committees. Under this policy, the Corporate Secretary must report to the Governance Committee any director who did not attend at least 75% of the combined Board and committee meetings held in the year.

The following table indicates the attendance of our directors at Board and committee meetings during 2022:

Name <sup>(1)</sup>	Regular Boards	Special Boards <sup>(2)</sup>	Total Boards	Audit Committee	Compensation Committee	Governance Committee	Risk and Pension Fund Committee	Total
M. Bibic <sup>(3)</sup>	6/6	2/2	8/8	–	–	–	–	100.0%
D.F. Denison	6/6	2/2	8/8	–	5/5 (Chair)	5/5	–	100.0%
R.P. Dexter	6/6	2/2	8/8	–	5/5	–	5/5	100.0%
K. Lee	6/6	2/2	8/8	5/5	–	5/5	–	100.0%
M.F. Leroux	6/6	2/2	8/8	5/5	–	5/5 (Chair)	–	100.0%
S.A. Murray	6/6	2/2	8/8	–	5/5	–	5/5	100.0%
G.M. Nixon (Chair) <sup>(3)</sup>	6/6	2/2	8/8	–	–	–	–	100.0%
L.P. Pagnutti	6/6	2/2	8/8	5/5 (Chair)	–	–	5/5	100.0%
C. Rovinescu	6/6	2/2	8/8	–	5/5	–	5/5 (Chair)	100.0%
K. Sheriff	6/6	1/2	7/8	–	–	5/5	5/5	94.4%
R.C. Simmonds	6/6	2/2	8/8	–	–	5/5	5/5	100.0%
J. Tory	6/6	2/2	8/8	5/5	5/5	–	–	100.0%
L. Vachon <sup>(4)</sup>	2/2	0/0	2/2	–	1/1	–	1/1	100.0%
C. Wright	6/6	2/2	8/8	5/5	–	5/5	–	100.0%
<b>Total</b>	<b>100.0%</b>	<b>96.2%</b>	<b>99.1%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>99.5%</b>

(1) Ian Greenberg passed away on January 10, 2022. No Board or committee meetings were held in 2022 before this date.

(2) Due to exceptional circumstances, special Board meetings may have to be called on short notice and must, on occasion, be held at a time and date when the largest number of directors is available, but certain members may be unable to attend.

(3) M. Bibic, as President and CEO, and G.M. Nixon, as Chair of the Board, are not members of any committee of the Board but attended all Committee meetings as ex-officio members.

(4) L. Vachon joined the Board on October 21, 2022.

Directors must follow the procedure for declarations of interest and changes in their principal occupation. The procedure is designed to enable the Governance Committee to be notified in a timely fashion of any change in a director's external directorships and principal occupation, and to permit the Governance Committee to review and consider any possible effect of such a change on the suitability of that director's continued service as a member of the Board. This procedure also states that directors are expected to tender their resignation upon a change in their principal occupation, which only becomes effective if and when it is accepted by the Board upon the recommendation of the Governance Committee.

BCE's conflict of interest guidelines for directors set out how conflict situations will be managed during a Board meeting. If a director is deemed to have a conflict of interest because of an interest in a party to a proposed contract or transaction with BCE, then a specific "declaration of interest" is noted in the minutes of the meeting. Furthermore, the conflicted director must abstain from voting on the matter. Depending on circumstances, the director may also withdraw from the meeting while the Board deliberates.

## Orientation and continuing education

New directors are given the opportunity to individually meet with members of senior management to aid in their understanding of our businesses. The Governance Committee assists new directors in becoming acquainted with BCE and its governance processes and encourages continuing education opportunities for all members of the Board.

We provide new and existing directors with a comprehensive reference manual containing information on all key corporate and Board policies, including the Code of Business Conduct, the structure and responsibilities of the Board and its committees, the legal duties and liabilities of directors, and BCE's articles and by-laws, and to membership at the Institute of Corporate Directors. In addition to *ad hoc* updates on matters relevant to our business, directors receive daily media updates, weekly market and investor relations updates, quarterly analyst reports and, each month, a selection of relevant articles, industry reports and other educational materials.

All directors have regular access to senior management to discuss Board presentations and other matters of interest.

The Board has adopted guidelines with respect to directors' participation in external continuing education programs for which BCE reimburses the costs of attendance, and we encourage our directors to attend conferences, seminars or courses, whether they be specific to BCE or relevant to fulfilling their role as a director.

Furthermore, in recognition of the rapidly changing technology and competitive environment of our business, education sessions on topics of particular importance to our businesses and industry are organized for directors to attend. In addition, the Board and committees, at regularly scheduled meetings, require management to provide an in-depth review of the business segments in which we operate, as well as our industry in general and topics relevant to each committee. We have listed in the table to the right internal education sessions, management presentations and reports attended or received by our directors in 2022.

Quarter	Topic	Attendance
Q1 2022	Bell for Better plan	Board
	Bell's mental health initiative	Board
	Corporate development update	Board
	Employee value proposition	Board
	Ontario broadband reverse auction	Board
	Report on legal proceedings	Audit Committee
	Developments in executive compensation disclosure	Compensation Committee
	Developments in ESG	Governance Committee
	Developments in corporate governance and securities regulations	Governance Committee
	COVID-19 pandemic	Risk and Pension Fund Committee
	Accessibility program review	Risk and Pension Fund Committee
	Pension review	Risk and Pension Fund Committee
	Responsible investing guidelines	Risk and Pension Fund Committee
	Update on environmental and security matters, including cyber security	Risk and Pension Fund Committee
Q2 2022	Bell marketing platform	Board
	Bill customer experience	Board
	Corporate development update	Board
	Artificial intelligence and robotics	Board
	National security and cyber security	Board
	Finance transformation	Audit Committee
	ESG oversight	Governance Committee
	COVID-19 pandemic	Risk and Pension Fund Committee
	Pension review	Risk and Pension Fund Committee
	Update on environmental and security matters, including cyber security	Risk and Pension Fund Committee
	Q3 2022	Corporate development update
Strategy update		Board
Network resiliency		Board and Risk and Pension Fund Committee
Tax annual report and federal budget update		Audit Committee
Ethics program reporting		Audit Committee and Risk and Pension Fund Committee
Integrated reporting		Audit Committee and Risk and Pension Fund Committee
Diversity, equity, inclusion and belonging		Compensation Committee
Developments in corporate governance and securities regulations		Governance Committee
ESG strategy, trends and disclosure risks		Governance Committee
Labour relations		Risk and Pension Fund Committee
Pension review		Risk and Pension Fund Committee
Update on environmental and security matters, including cyber security	Risk and Pension Fund Committee	
Q4 2022	Advanced products and solutions update	Board
	Business plans	Board
	Capital markets update	Board
	Corporate development update	Board
	Customer experience	Board
	ESG strategy and program review	Board
	Foreign ownership review	Board
	Key consumer initiatives	Board
	Risk management report	Board
	SAP roadmap	Audit Committee
	Treasury activities	Audit Committee
	Executive compensation trends and best practices	Compensation Committee
	Health and safety	Compensation Committee
	Crisis management framework	Governance Committee
	Developments in corporate governance and securities regulation	Governance Committee
	Data governance and privacy	Risk and Pension Fund Committee
	Legislation update	Risk and Pension Fund Committee
	Pension review and strategy	Risk and Pension Fund Committee
	Update on environmental and security matters, including cyber security	Risk and Pension Fund Committee

## 6.2 Environmental, social and governance practices

Since our founding in 1880, Bell has been enabling Canadians to connect with each other and the world. Our approach to corporate responsibility is to manage the company in ways that support the social and economic prosperity of our communities while safeguarding the environment, with a commitment to the highest ESG standards.

Corporate responsibility is a fundamental element of each of the six strategic imperatives that inform BCE's policies, decisions and actions. Our focus is on creating a more sustainable future by embedding it directly into our six strategic imperatives. As one of Canada's largest companies, we are driven to continually improve our impact and our contribution to society with our network deployments, investments in mental health initiatives, environmental sustainability and engaged workplace. This approach also supports our purpose to advance how Canadians connect with each other and the world.

Our corporate responsibility approach is informed by a set of guiding principles that support our corporate strategy and policies throughout the organization. Through stakeholder engagement and our own internal processes, we monitor ESG issues and opportunities and set objectives

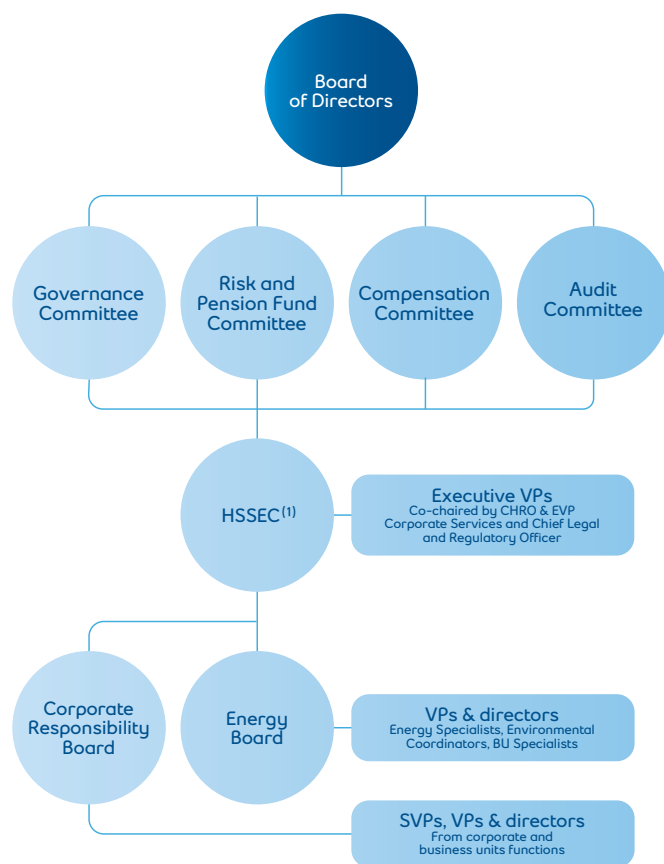
for priority issues to enhance sustainability performance. We constantly measure and report on our progress. Through these actions, we strive to drive environmental leadership, achieve a diverse and inclusive workplace, lead data governance, and protect and build stronger, healthier communities.

Since 1993, BCE has been publishing a Corporate Responsibility Report detailing our performance in managing environmental, social and governance issues. However, 2022 marks the first year we present our financial and non-financial performance in an Integrated Annual Report following the principles of the International Integrated Reporting Framework (IIR Framework). We believe this approach provides a useful basis for disclosing how we seek to create sustained value for our stakeholders over time. An integral element of the IIR Framework is the six pillars, called "capitals" (our networks, our customers and relationships, our products and services, our environment, our people and our financial resources). We call them capitals because they are inputs to value creation.

### ESG Governance

The Board has established clear oversight of our corporate responsibility programs and our approach to ESG practices, with primary accountability at the committee level.

- The **Governance Committee** is responsible for oversight of our corporate purpose and our ESG strategy (including our climate change strategy and climate-related issues) and disclosure, including integration of ESG within our company strategy and monitoring the implementation of ESG programs, goals and key initiatives. It is also responsible for our governance practices and policies, including those concerning business conduct and ethics.
- The **Risk and Pension Fund Committee** oversees risks that could impact our business, such as safety and security risks (including data governance, information security, cyber security and network resiliency), business continuity risks and ESG risks (including those related to climate change).
- The **Compensation Committee** has oversight of human resource issues, including respectful workplace practices, diversity, equity, inclusion and belonging, team survey results, human rights, and health and safety, and tracks corporate performance against our ESG targets. Since 2020, the Compensation Committee has formally added ESG targets to the corporate performance metrics within the measures of the Annual Incentive Plan. In 2022, to reflect how ESG is embedded into the overall strategy of the business, ESG-related metrics were embedded throughout our strategic imperatives scores and represent, in aggregate, at least 30% of the total strategic imperatives score. The Strategic Imperative score represents 40% weighting of the Corporate Performance Index within the Annual Incentive Plan. The Compensation Committee approves the detailed metrics and targets early in the year and tracks progress throughout the year.
- The **Audit Committee** monitors significant ESG issues that could impact financial reporting and reviews audit activities in relation to ESG policies and programs. It also approves our risks and assumptions disclosure related to our ESG disclosure risks.



(1) Health, Safety, Security, Environment and Compliance Oversight Committee

To support the Board, the Health, Safety, Security, Environment and Compliance (HSSEC) Oversight Committee is mandated to make every effort to ensure that our corporate responsibility strategy is integrated throughout the business in order to minimize risk and optimize business opportunities. It seeks to ensure that relevant risks are adequately recognized and that mitigation activities are well integrated and aligned across the organization, and supported with sufficient resources.

The HSSEC Oversight Committee periodically oversees health and safety, security and environmental and compliance risks. The committee ensures that these issues are addressed through efficient programs implemented within the various business units. This committee is co-chaired by the Chief Human Resources Officer & Executive Vice President, Corporate Services and the Chief Legal & Regulatory Officer. These two executives

report to the Governance Committee, the Risk and Pension Fund Committee and the Compensation Committee, in accordance with their respective charters. Members of the HSSEC Oversight Committee also include a significant number of Bell's most senior leaders – the Chief Financial Officer, the Chief Technology and Information Officer and the Group President, BBM, Customer Experience and AI.

We have also established two management committees reporting to the HSSEC Oversight Committee, the Corporate Responsibility Board to support the evolution of our corporate responsibility strategy and to proactively manage ESG topics in an integrated fashion, and the Energy Board to ensure oversight of Bell's overall energy consumption and progress towards meeting GHG emissions reduction targets.

## 6.3 Shareholder engagement

The Board remains committed to engaging actively with the shareholders of the Corporation. Meetings are held regularly between our executive officers and institutional shareholders. On a quarterly basis, we hold a conference call with the investment community to review the financial and operating results of the quarter. Our executive officers and other members of senior management are regularly invited to speak at broker-sponsored industry investor conferences. Documents related to these events are accessible to our shareholders on our website at [BCE.ca](https://www.bce.ca).

### Shareholders can communicate with the Corporation through various means, including email and telephone

Our Investor Relations department is committed to meeting with the investment community and our shareholders to address any shareholder-related concerns and provide public information on the Corporation. On a regular basis, either one or more of the Chair of the Board, the Chair of the Compensation Committee or the Chair of the Governance Committee and members of management meet with shareholder advocacy groups to discuss governance issues.

We have in place various means of communication for receiving feedback from interested parties. We have a toll-free number for general inquiries (1-888-932-6666) and for investor and shareholder inquiries (1-800-339-6353). Shareholders and other interested parties may also communicate with the Board and its Chair by contacting the Corporate Secretary's Office at [corporate.secretariat@bell.ca](mailto:corporate.secretariat@bell.ca) or by calling 514-786-8424. For any complaints and/or concerns with respect to BCE's accounting, internal accounting controls or auditing matters, interested parties should consult our Complaint Procedures for Accounting and Auditing Matters in the governance section of our website at [BCE.ca](https://www.bce.ca).

Our shareholders will be asked again this year to consider and approve an advisory resolution on our approach to executive compensation. The Board, the Compensation Committee and management will continue existing practices discussed above regarding shareholder discussion and engagement. The Board and the Compensation Committee will continue to review and consider all shareholder feedback related to executive compensation matters.

To facilitate questions and comments from shareholders, the following means of communication are available:

- communicating with the Compensation Committee by email: [corporate.secretariat@bell.ca](mailto:corporate.secretariat@bell.ca), or by mail: BCE Inc. c/o Chair of the Management Resources and Compensation Committee, 1 Carrefour Alexander-Graham-Bell, Building A, 7th floor, Verdun, QC, H3E 3B3
- through our website at [BCE.ca/AGM2023](https://www.bce.ca/AGM2023), under Ask a Question, or
- calling us at 1-800-339-6353 (service in both English and French).

Shareholders can ask questions in advance of the meeting through our website at [BCE.ca/AGM2023](https://www.bce.ca/AGM2023), under Ask a Question.

Also, the Compensation Committee, the Governance Committee and the Board will review and analyze the results of the votes at the meeting, including the advisory vote on our approach to executive compensation, and will take into consideration such results, notably when reviewing our executive compensation philosophy, policies and programs and our governance policies and guidelines.

The Board confirms that our current practices achieve substantially the same results as the Canadian Coalition for Good Governance's Model Policy of the Board of Directors on Engagement with Shareholders on Governance Matters and "Say on Pay" Policy for Boards of Directors.

## 6.4 Ethical business conduct

Regular reports are provided to the Audit Committee and the Governance Committee with respect to our ethics program and oversight of corporate policies across BCE.

BCE's Chief Legal and Regulatory Officer has overall responsibility for (among other things):

- oversight of BCE's ethics program, including the Code of Business Conduct and ethics training;
- our anonymous and confidential 24/7 Business Conduct Help Line that assists employees with any ethical issues and provides a means by which to report breaches of the Code of Business Conduct or any Bell policy and to report issues relating to questionable accounting, internal controls, auditing matters, corporate fraud or corruption; and
- oversight of BCE's corporate policy management framework, designed to improve employee awareness of, and access to, core corporate policies and business unit-specific practices, processes and procedures.

### Corporate policies

The most significant corporate-wide policies with respect to business ethics are the Code of Business Conduct, the Complaint Procedures for Accounting and Auditing Matters, the Disclosure Policy and the Auditor Independence Policy. These policies are available in the governance section of our website at [BCE.ca](https://www.bce.ca).

### Code of Business Conduct

Our Code of Business Conduct provides various rules and guidelines for ethical behaviour based on BCE's values, applicable laws and regulations and corporate policies. The Code of Business Conduct applies to all employees, officers and directors. In recognition of the important role of the directors and senior management in demonstrating their commitment to and support of BCE's ethics program, as embodied in the values and rules set out in the Code of Business Conduct, the Board requires all directors and executives to certify annually their compliance with the Code of Business Conduct. This certification also confirms their express support for the setting of standards to discourage wrongdoing and to promote honest and ethical conduct throughout the organization.

Our shareholders, customers and suppliers expect honest and ethical conduct in all aspects of our business. Accordingly, we also require that all employees certify annually that they have reviewed and understand the Code of Business Conduct. In addition, all new employees are required

to complete an online training course on the Code of Business Conduct as part of the onboarding process. All employees are required to complete the online training course every two years. Employees must also report to their manager any real or potential conflict of interest and, as required, provide written disclosure of such conflict to the Corporate Secretary. The Corporate Secretary is responsible for managing and resolving employee conflict of interest issues.

**The Board requires all directors, executives and employees to certify annually their compliance with our code of business conduct**

The Code of Business Conduct can be found in the governance section of our website at [BCE.ca](https://www.bce.ca).

### Confidential channel for reporting ethical breaches

The Code of Business Conduct requires that employees report any illegal acts or violations of the Code or other Bell policies and provides instructions on how to do so through our confidential and anonymous Business Conduct Help Line or by contacting the Corporate Secretary or the Chair of the Audit Committee.

BCE considers it vital that employees have the most effective tools to ask questions or raise issues concerning any ethical dilemma. Our Business Conduct Help Line can be accessed 24/7 by phone or online on a

completely anonymous and confidential basis, to ask questions or report concerns relating to issues under the Code of Business Conduct. The system is administered by a third-party firm, independent of BCE, specializing in the field. It also allows employees to track the progress of their inquiries online and respond to requests for additional information (when required), and provides BCE with an auditable record of issues. The Business Conduct Help Line received 193 reports and inquiries in 2022.

### Conflicts of interest and related party transactions

Pursuant to our Code of Business Conduct, which is the responsibility of the Governance Committee, employees, executives and directors must avoid any situation that would place them in a situation of conflict of interest, including through entering into related party transactions. The Code of Business Conduct provides that executives and directors are required to disclose any actual or potential conflict of interest, including through entering into related party transactions, to the Corporate Secretary, who is responsible for administering the Code. In addition, on an annual basis, executives and directors are required to certify compliance with the Code.

Our Conflict of Interest Guidelines for Directors require that directors report any real or potential conflict of interest to the Corporate Secretary. Any real or potential conflicts of interest are reviewed by the Governance Committee and reported to the Board. Should an actual or potential conflict of interest arise, including through entering into related party transactions, a director must also withdraw from any discussion and not vote on such matter.

In addition, the Governance Committee's Charter requires that it conduct quarterly reviews of related party transactions. For the purpose of the Governance Committee's Charter, a related party is defined as a director, a corporation of which the director is an officer, or a corporation in which the director has a material interest, including through an ownership interest.

## Complaint procedures for accounting and auditing matters

The Audit Committee has established the Complaint Procedures for Accounting and Auditing Matters (the Complaint Procedures Policy), which directs anyone with concerns pertaining to corporate fraud, accounting, internal accounting controls or auditing matters to report such concerns through the Business Conduct Help Line, or, for members of the public, to Bell's "Complaints and Concerns" line, or directly to the Corporate Secretary. Any director, officer or employee of any business unit who receives a submission from any person, in writing or verbally, regarding a reportable activity, pursuant to the Complaint Procedures Policy, is required to immediately report such submission to the Corporate Secretary, Internal Audit or Corporate Security.

Where a submission considered to be a material reportable activity is received, the Complaint Procedures Policy requires the Corporate Secretary to ensure the activity is reported to the Audit Committee Chair, review the activity with the Chief Financial Officer, Internal Audit,

## Disclosure Policy

The Board periodically approves policies for communicating with our various stakeholders, including shareholders, employees, financial analysts, governments and regulatory authorities, the media and the Canadian and international communities. The Disclosure Policy was adopted to govern our communications with the investment community, the media and the general public. This policy was designed to assist us in seeking to ensure that our communications are timely, accurate and

## Auditor Independence Policy

Our Auditor Independence Policy is a comprehensive policy governing all aspects of our relationship with the external auditors, including:

- establishing a process for determining whether various audit and other services provided by the external auditors affect their independence;
- identifying the services that the external auditors may and may not provide to the Corporation and its subsidiaries;
- pre-approving all services to be provided by the external auditors of the Corporation and its subsidiaries; and
- establishing a process outlining procedures when hiring current or former personnel of the external auditors in a financial oversight role to ensure auditor independence is maintained.

The Audit Committee also reviews any material related party transaction. For the purpose of this review, related party transactions include transactions with joint arrangements, associates and the BCE Master Trust Fund, and compensation of key management personnel and the Board.

Corporate Security and Audit Committee, as appropriate, and, whenever possible and appropriate, report back to the employee or third party who reported the activity.

The Complaint Procedures Policy requires that submissions made by employees be treated confidentially and anonymously, unless otherwise specifically permitted by the employee or required by law, and protects employees making reports from any retaliation, discharge or other type of sanction.

**The Audit Committee has established complaint procedures for employees to confidentially and anonymously submit concerns about questionable accounting or auditing matters**

The Complaint Procedures Policy can be found in the governance section of our website at [BCE.ca](https://www.bce.ca).

broadly disseminated according to the laws that apply to us. The policy establishes guidelines for the verification of the accuracy and completeness of information disclosed publicly and other guidelines dealing with various matters, including material information, news releases, conference calls and webcasts, electronic communications and rumours. The Disclosure Policy can be found in the governance section of our website at [BCE.ca](https://www.bce.ca).

In particular, the policy specifies that:

- the external auditors cannot be hired to provide any services falling within the prohibited services category, such as bookkeeping, financial information systems design and implementation, or legal services;
- for all audit and non-audit services falling within the permitted services category, such as prospectus, due diligence and non-statutory audits, a request for approval must be submitted to the Audit Committee prior to engaging the external auditors;
- specific permitted services, however, are pre-approved annually and quarterly by the Audit Committee and consequently only require approval by the EVP and CFO prior to engaging the external auditors; and
- at each regularly scheduled Audit Committee meeting, a summary of all fees billed by the external auditors by type of service is presented. This summary includes the details of fees incurred within the pre-approval amounts.

The Auditor Independence Policy is available in the governance section of our website at [BCE.ca](https://www.bce.ca).

## Oversight and reports

The Board is responsible for ensuring that BCE's management creates and supports a culture in which ethical business conduct is recognized, valued and exemplified throughout the organization. The Board must also satisfy itself as to the integrity of the President and CEO, other corporate officers and senior management. Both the Governance Committee and the Audit Committee support the Board in its oversight of BCE's ethics program. The Governance Committee is responsible for the content of the policies regarding ethics, while the Audit Committee has the oversight responsibility for compliance with these policies.

The Audit Committee receives a quarterly report prepared by the Vice President – Audit and Risk Advisory Services regarding business ethics risks, reports and inquiries made through our anonymous and confidential

Business Conduct Help Line, including details of complaints received, if any, in respect of accounting and auditing matters. Each Board committee oversees different categories of reports and receives, on an annual, quarterly or *ad hoc* basis, updates from management about investigations into reports received across all channels, including the confidential Business Conduct Help Line, for the applicable categories of reports.

The Chair of the Audit Committee is notified by either the Corporate Secretary or the Vice President – Audit and Risk Advisory Services of any complaints that relate to accounting, internal controls, auditing matters or corporate fraud. The results of any investigation or follow-up action are provided to the Audit Committee.

## Governance disclosure

The following documents, to which we have made reference throughout this circular, are available on our website at [BCE.ca](http://BCE.ca):

- the charter of the Board and of each of its committees, including the position description of their respective chairs;
- the position description of the President and CEO;
- our director independence standards;
- our key corporate policies, including our Code of Business Conduct;
- a summary of the differences between the NYSE rules and BCE's corporate governance practices; and
- this statement of corporate governance practices.

To obtain a printed version of any of these documents free of charge, please write to the Corporate Secretary's Office at 1 Carrefour Alexander-Graham-Bell, Building A, 7th floor, Verdun, Québec, Canada, H3E 3B3, or call 1-800-339-6353. The charter of the Board is expressly incorporated by reference and is part of this circular. Other documents or websites referred to in this circular are not part of this circular and are not incorporated by reference herein.