



**SHAW COMMUNICATIONS INC.  
MAJORITY VOTING POLICY**

This policy of Shaw Communications Inc. (the "Corporation") was adopted by the board of directors (the "Board") on April 10, 2014.

**Background**

The Board believes that each director should have the confidence and support of the voting shareholders of the Corporation. To this end, the Board has unanimously adopted this policy and future nominees for election to the board will be required to confirm that they will abide by this policy.

**Individual Voting**

Forms of proxy for the election of directors of the Corporation will permit a voting shareholder to vote in favour of, or to withhold from voting for, each nominee. The Corporation will ensure that the number of shares voted in favour, and withheld from voting for, each nominee is recorded and promptly made public after the relevant meeting.

**Majority Voting**

If for a nominee more votes are withheld than are voted in favour, the nominee will immediately submit to the Board, his or her resignation which shall be effective on acceptance by the Board. The Board may ask the Corporate Governance and Nominating Committee to consider any such resignation and to make a recommendation to the Board.

The Board will promptly, and in any event within 90 days of the relevant meeting, accept the resignation unless there are exceptional circumstances that justify a delay in the acceptance of, or rejection of, the resignation, including any relating to the composition of the Board.

A director who has tendered a resignation pursuant to this policy will not participate in any meeting of the Board or committee thereof at which the resignation is considered.

Subject to any corporate law restrictions, the Board may in respect of a resulting vacancy (i) leave the vacancy, (ii) fill the vacancy by appointing a new director, or (iii) call a meeting of shareholders to consider a new nominee.

This policy does not apply in the case of a contested election, where the number of directors nominated is greater than the number of seats available on the Board.