

BCE INC.

PENSION FUND COMMITTEE CHARTER

I. Purpose

The purpose of the Pension Fund Committee is to assist the Board of Directors in its oversight responsibilities related to:

- A. the administration, funding and investment of the defined benefit provisions (the "DB Plan") and the defined contribution provisions (the "DC Plan") of the Corporation's pension plans (the "Plan") and funds (the "Fund"); and
- B. the unitized pooled funds sponsored by the Corporation for the collective investment of the Fund and the participant subsidiaries' pension funds (the "Master Trust Fund").

II. Duties and Responsibilities

The Pension Fund Committee shall perform the functions customarily performed by pension fund committees and any other functions assigned by the Board of Directors. In particular, the Pension Fund Committee shall have the following duties and responsibilities:

A. *Establishment of Strategy and Policies*

- 1. Review any proposed change in the Corporation's Plan and in particular, the impact on the Plan liabilities and funding of proposed changes to benefits under the DB Plan and the impact on members and the attainment of savings and investment objectives under the DC Plan and advise the Board of Directors thereon.
- 2. Approve long-term funding objectives in relation to the DB Plan's liabilities.
- 3. At least annually, confirm, or approve changes to the Funding Policy, the Statement of Investment Beliefs and the Statement of Investment Policies and Procedures ("SIPP's") of the Fund and the Master Trust Fund, including the DB Plan long-term asset mix and the DC Plan set of investment options and level of fees.

B. *Appointments of Agents and Delegation to Management or a Management-level Committee*

- 1. Approve the appointment or removal of the actuary for the Plan.

2. Recommend for Board of Directors approval, the appointment (including the terms thereof and any changes thereto), or removal, of the custodian(s), trustee(s) or principal investment manager, for the Plan, Fund and Master Trust Fund.
3. Approve the appointment (including the terms thereof and any changes thereto), or removal, of the auditors for the Fund and Master Trust Fund.
4. Appoint members to a management-level committee and delegate to such committee (or to management, if such committee is not appointed), any responsibilities determined by the members of the Pension Fund Committee to be of an operational nature with respect to the administration, communication to members, monitoring of agents' performance and investment of the Plan, Fund and Master Trust Fund.

C. *High-Level Monitoring*

1. Review at least annually the policies and procedures in place for carrying out the Corporation's responsibilities as employer, sponsor and administrator of the Plan and Fund and as sponsor of the Master Trust Fund, including supervision and monitoring procedures (the "Control System").
2. On a periodic basis, as determined by the Pension Fund Committee, obtain reasonable assurances from the Chief Financial Officer of Bimcor Inc. that the Control System is adhered to and that it has not detected any material non-compliance.
3. Obtain reasonable assurances that the Plan, Fund and Master Trust Fund are administered and invested in material compliance with the Plan text, applicable contractual arrangements, the applicable SIPP and applicable law.
4. Review and approve the audited financial statements of the Fund and Master Trust Fund.
5. On a periodic basis, as determined by the Pension Fund Committee, obtain and review a report on the Plan activities and on the Fund and Master Trust Fund's respective investment performance.
6. Review, monitor, report and, where appropriate, provide recommendations to the Board of Directors on the Corporation's exposure to risks related to pension fund liability.
7. On a periodic basis, as determined by the Pension Fund Committee, obtain and review a report on DC Plan member contribution rates, investment selection and investment performance.

III. Evaluation of the Pension Fund Committee and Report to Board of Directors

- A. The Pension Fund Committee shall evaluate and review with the Corporate Governance Committee of the Board of Directors, on an annual basis, the performance of the Pension Fund Committee.
- B. The Pension Fund Committee shall review and discuss with the Corporate Governance Committee of the Board of Directors, on an annual basis, the appropriateness of the Pension Fund Committee charter.
- C. The Pension Fund Committee shall report to the Board of Directors periodically on the Pension Fund Committee's activities.

IV. Outside Advisors

The Pension Fund Committee shall have the authority to engage outside counsel and other outside advisors as it deems appropriate to assist the Pension Fund Committee in the performance of its functions. The Corporation shall provide appropriate funding for such advisors as determined by the Pension Fund Committee.

V. Membership

The Pension Fund Committee shall consist of such number of directors, in no event to be less than three, as the Board of Directors may from time to time by resolution determine.

VI. Pension Fund Committee Chair

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

- A. Provide leadership to enable the Pension Fund Committee to act effectively in carrying out its duties and responsibilities as described elsewhere in this charter and as otherwise may be appropriate;
- B. In consultation with the Board Chair and the Chief Executive Officer, ensure that there is an effective relationship between management and the members of the Pension Fund Committee;
- C. Chair meetings of the Pension Fund Committee;
- D. In consultation with the Chief Executive Officer, the Corporate Secretary's Office and the Board Chair, determine the frequency, dates and locations of meetings of the Pension Fund Committee;

- E. In consultation with the Chief Executive Officer, the Corporate Secretary's Office and, as required, other Officers, review the annual work plan and the meeting agendas to ensure all required business is brought before the Pension Fund Committee to enable it to efficiently carry out its duties and responsibilities;
- F. Ensure, in consultation with the Board Chair, that all items requiring the Pension Fund Committee's approval are appropriately tabled;
- G. Ensure the proper flow of information to the Pension Fund Committee and review, with the Chief Executive Officer, the Corporate Secretary's Office and, as required, other Officers, the adequacy and timing of materials in support of management's proposals;
- H. Report to the Board of Directors on the matters reviewed by, and on any decisions or recommendations of, the Pension Fund Committee at the next meeting of the Board of Directors following any meeting of the Pension Fund Committee; and
- I. Carry out any special assignments or any functions as requested by the Board of Directors.

VII. Term

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

VIII. Procedures for Meetings

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

IX. Quorum and Voting

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

X. Secretary

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

XI. Vacancies

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

XII. Records

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