



Executive Committee - Corus Entertainment Inc. (“Corus”)

- Chair and Membership:** The Executive Committee consists of the Chair of Corus who acts as Chairperson of the Executive Committee, the President of Corus, the Chair of each of the Audit, Human Resources and Corporate Governance Committees of Corus plus such other members of the Board of Directors of Corus as may be nominated to the Executive Committee by the Chair of Corus and elected by the Board of Directors from time to time. The Vice – Chair will attend and preside at meetings only in the absence of the Chair.
- Meetings:** To be held at the call of the Chairperson.
- Quorum:** A majority of its members including either the Chair or the Vice Chair of Corus.
- Mandate:** The Executive Committee will exercise all powers and perform all duties of the Board of Directors between meetings of the Board of Directors, and will address all required matters and issues as determined by the Chairperson or as directed by the Board of Directors from time to time, to ensure the orderly flow of Corus’ business and implementation of decisions. Provided that, subject to the direction of the Board of Directors that such matters should be dealt with by the Executive Committee, the Executive Committee shall not deal with:
- (a) any matters or issues that may require, at law or pursuant to the constating documents of Corus, the participation of all of the Directors of Corus or of the shareholders of Corus;
 - (b) any matters or issues that may from time to time be set out by resolution of the Board of Directors as matters to be dealt with only by the Board of Directors as a whole; or
 - (c) any matters or issues whatsoever that result in costs, expenditures or proceeds to Corus in excess of Twenty Million (\$20,000,000) Dollars;
- it being understood that all such matters and issues, subject to the direction of the Board of Directors that any such matter or issue is

to be dealt with by the Executive Committee, require referral to the Board of Directors as a whole for any decision.

Reporting: The Executive Committee shall report at each meeting of the Board of Directors on all of its proceedings since the last meeting of the Board of Directors. The Executive Committee shall seek concurrence on its decisions from the Board of Directors but all decisions of the Executive Committee within the terms of its mandate shall be final and binding.

Evaluation: On an annual basis, a review of the terms of reference and re-affirmation of membership.