

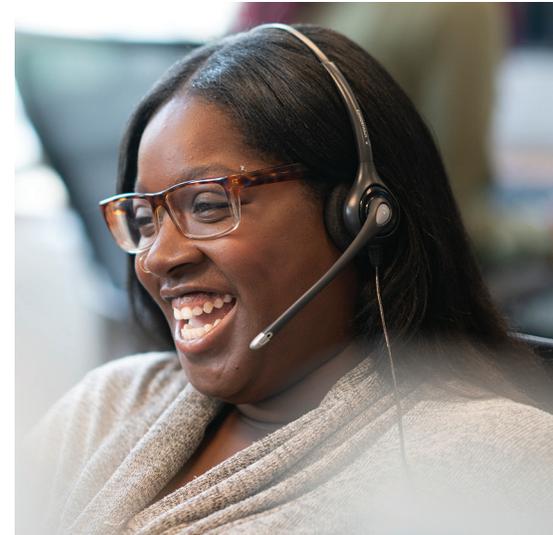


Notice of 2019 Annual General Shareholder Meeting  
and Information Circular

# Make more possible

Our Annual General Shareholder Meeting will be held at 11:00 a.m.  
(Eastern Time) Thursday, April 18, 2019, 333 Bloor Street East, Toronto, Ontario

A live webcast of the meeting will be available on our website  
at [investors.rogers.com](http://investors.rogers.com)



## Who We Are

Rogers Communications Inc. is a leading diversified Canadian communications and media company. We are Canada's largest provider of wireless communications services and one of Canada's leading providers of cable television, high-speed Internet, and telephony services to consumers and businesses. Through Rogers Media, we are engaged in radio and television broadcasting, sports, televised and online shopping, magazines, and digital media. Our shares are publicly traded on the Toronto Stock Exchange (TSX: RCI.A and RCI.B) and on the New York Stock Exchange (NYSE: RCI).

For further information about the Rogers group of companies, please visit [rogers.com](http://rogers.com). Information on or connected to this and any other websites referenced in this document does not constitute part of this document.

## Please Register for Electronic Delivery of Shareholder Materials

In our continuing effort to reduce environmental impacts and printing and postage costs, Rogers Communications Inc. has adopted the "notice-and-access" provisions of the Canadian securities regulations. Under notice-and-access, Canadian companies may post electronic versions of shareholder meeting-related materials, such as information circulars and annual financial statements, on a website for investor access, with notice of the meeting and availability of the materials provided by letter. Physical copies of such materials are still made available if specifically requested. Shareholders who have already signed up for electronic delivery of meeting materials will continue to receive them by e-mail. If you have not signed up for electronic delivery and wish to do so, please refer to the instructions below.

*Beneficial Shareholders* - If you hold your Rogers shares in a brokerage account or with another financial intermediary, such as a bank or trust company, register for electronic delivery at [InvestorDelivery.com](http://InvestorDelivery.com) (provided your institution participates in the Electronic Delivery program) using your personalized Enrolment Number, which can be found on the right-hand side of the mailing sheet or your Class A Voting Instruction Form.

*Registered Shareholders* - If your Rogers shares are registered directly in your name with our transfer agent, AST Trust Company (Canada), please register for electronic delivery at [ca.astfinancial.com/InvestorServices/edelivery](http://ca.astfinancial.com/InvestorServices/edelivery) using your personalized Holder Account Number, which can be found on either the separate election form or your Class A Form of Proxy.

# Letter to Shareholders

Dear Shareholders,

You are invited to attend Rogers Communications Inc.'s Annual General Meeting of Shareholders, which will be held at 333 Bloor Street East, Toronto, Ontario at 11:00 a.m. (Eastern Time) on Thursday, April 18, 2019. Our colleagues on the Board of Directors and the executive team look forward to seeing you as we present our views on our 2018 achievements and outline our plans for the future.

This Information Circular contains important information about the Annual General Meeting of Shareholders and the business to be conducted, voting, the nominated directors, our corporate governance practices, and how we compensate our executive officers and directors. If you are a holder of Class A Voting Shares, please use the proxy or voting instruction form provided to you to submit your vote prior to the meeting.

We will provide live coverage of the meeting via webcast from the Investor Relations section of our website at [investors.rogers.com](http://investors.rogers.com). A rebroadcast of the meeting webcast will be available on that site after the meeting.

We hope you can join us in person or via the webcast on April 18, 2019.

Sincerely,



Edward S. Rogers  
Chair of the Board



Joe Natale  
President and Chief Executive Officer

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## Notice of Annual General Meeting of Shareholders and Availability of Investor Materials

We invite you to the Rogers Communications Inc. Annual General Meeting of Shareholders (the meeting).

### When

Thursday, April 18, 2019  
11:00 a.m. (Eastern Time)

### Where

333 Bloor Street East  
Toronto, Ontario

### BUSINESS OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS:

1. receiving the consolidated financial statements for the year ended December 31, 2018, including the external auditors' report;
2. electing 15 directors to our Board of Directors (see "Election of Directors" in the Information Circular);
3. appointing the external auditors (see "Appointment of Auditors" in the Information Circular); and
4. considering any other business that may properly come before the meeting.

### YOU HAVE THE RIGHT TO VOTE

You are entitled to notice of, to attend, and to vote at the meeting if you were a registered holder of Class A Voting Shares (Class A Shares) at the close of business in Toronto, Ontario on March 1, 2019 (subject to the voting restrictions described in the Information Circular). Specific voting instructions are included on the proxy form included with this Notice, which you have received if you are a registered holder of Class A Shares.

If you were a registered holder of Class B Non-Voting Shares at that time, you are entitled to notice of and to attend the meeting, but not to vote at the meeting.

### NOTICE-AND-ACCESS

Rogers is using the "notice-and-access" provisions of Canadian securities rules under National Instrument 54-101 – "Communication with Beneficial Owners of Securities of a Reporting Issuer" (NI 54-101) and National Instrument 51-102 – "Continuous Disclosure Obligations" (NI 51-102) for distribution of the meeting materials to shareholders. Under notice-and-access, Canadian companies are no longer required to distribute physical paper copies of certain annual meeting-related materials, such as information circulars and annual financial statements, unless specifically requested. Instead, they may post electronic versions of such material on a website for investor access and review and will make such documents available in hard copy upon request. Using notice-and-access directly benefits Rogers through a substantial reduction in both postage and material costs and also helps the environment through a substantial decrease in the amount of paper documents that are ultimately discarded. Shareholders who have already signed up for electronic delivery of shareholder materials will continue to receive them by e-mail. If you have not signed up for electronic delivery and wish to do so, Rogers encourages you to do so as outlined in this meeting notice, if provided to you, or as instructed on the inside front cover of the Information Circular.

## VOTING CLASS A SHARES

As a registered holder of Class A Shares you have a number of ways to vote your shares. These are detailed on the proxy form included with this package. Unless you attend the meeting to vote in person, we must receive your proxy or voting instructions no later than 2:00 p.m. (Eastern Time) on April 17, 2019. If you are the beneficial owner of Class A Shares, please see “Beneficial Owners (Non-Registered Holders)” in the Information Circular for voting information. We also encourage you to review the matters to be voted upon at the meeting as described in the Information Circular at [investors.rogers.com/corporate-governance/agm-materials](http://investors.rogers.com/corporate-governance/agm-materials) before voting.

## WEBSITE WHERE INVESTOR MATERIALS ARE POSTED

Electronic copies of investor materials related to this meeting, including the Information Circular and Rogers’ annual report to shareholders, which includes our 2018 audited financial statements, can be reviewed, and downloaded from [investors.rogers.com/corporate-governance/agm-materials](http://investors.rogers.com/corporate-governance/agm-materials) or under the Rogers Communications Inc. profile on SEDAR at [sedar.com](http://sedar.com) or on EDGAR at [sec.gov](http://sec.gov). We have added enhanced electronic features that will make searching for relevant sections and specific items much easier than finding such information in paper versions of these documents.

## PAPER COPIES OF INVESTOR MATERIALS

Should you wish to receive paper copies of certain investor materials or have any questions related to this meeting, please contact us at [investor.relations@rci.rogers.com](mailto:investor.relations@rci.rogers.com), at 647.435.6470 or toll free at 1.844.801.4792, prior to April 4, 2019 and we will send them, at no charge, within three business days, giving you sufficient time to vote your proxy. Following the meeting, the documents will remain available at the website listed above for a period of at least one year.

## ADMISSION TO THE MEETING

The meeting will be webcast live and a rebroadcast will also be available following the meeting at [investors.rogers.com](http://investors.rogers.com). Shareholders wishing to attend the meeting in person will be required to produce a proxy, voter information form, or otherwise provide proof of share ownership to gain admission.

On peut obtenir le texte français de cette circulaire d’information en communiquant avec les Relations aux investisseurs, au siège social de la Compagnie situé au 333 Bloor Street East, Toronto, Ontario M4W 1G9, ou par courriel à [investor.relations@rci.rogers.com](mailto:investor.relations@rci.rogers.com) ou encore en téléphonant au 647.435.6470, ou sans frais au 1.844.801.4792. Le texte français sera disponible à l’assemblée.

By order of the Board of Directors,



Graeme McPhail  
Secretary

Toronto, Ontario, Canada  
March 6, 2019



## Information Circular

Information is as of March 6, 2019 unless otherwise stated.

The management of Rogers Communications Inc. is soliciting the proxy of holders of Class A Voting Shares for use at the annual general meeting of shareholders to be held on April 18, 2019 (the meeting). We will pay the cost of proxy solicitation. The solicitation will be mainly by mail; however, we may solicit proxies by telephone, in writing, or in person by our directors, officers, or designated agents, at nominal cost.

In this document:

- *we, us, our, Rogers, RCI, and the Company* refers to Rogers Communications Inc.;
- *you* refers to a shareholder of Rogers Communications Inc.; and
- *circular* means this information circular.

Certain metrics discussed in this circular, such as adjusted operating profit, adjusted EBITDA, and free cash flow, are “Non-GAAP Measures” and should not be considered substitutes or alternatives for GAAP measures. They are not defined terms under International Financial Reporting Standards (IFRS) and do not have standard meanings, so may not be a reliable way to compare us to other companies. For a complete discussion surrounding the metrics and how they are calculated, please see “Understanding Our Business” (for adjusted operating profit) and “Non-GAAP Measures” in our Management’s Discussion and Analysis for the fiscal year ended December 31, 2018 (2018 MD&A).

### NOTICE-AND-ACCESS

Rogers is using the “notice-and-access” provisions of Canadian securities rules under National Instrument 54-101 – “Communication with Beneficial Owners of Securities of a Reporting Issuer” (NI 54-101) and National Instrument 51-102 – “Continuous Disclosure Obligations” (NI 51-102) for distribution of the meeting materials to shareholders. Under notice-and-access, Canadian companies are no longer required to distribute physical paper copies of certain annual meeting-related materials, such as information circulars and annual financial statements, unless specifically requested. Instead, they may post electronic versions of such material on a website for investor access and review and will make such documents available in hard copy upon request. Using notice-and-access directly benefits Rogers through a substantial reduction in both postage and material costs and also helps the environment through a substantial decrease in the amount of paper documents that are ultimately discarded. Shareholders who have already signed up for electronic delivery of shareholder materials will continue to receive them by e-mail. If you have not signed up for electronic delivery and wish to do so, Rogers encourages you to do so as instructed on the inside front cover of this circular.

### WEBSITE WHERE INVESTOR MATERIALS ARE POSTED

Electronic copies of investor materials related to this meeting, including this circular and Rogers’ annual report to shareholders, which includes our 2018 audited financial statements, can be reviewed, and downloaded from [investors.rogers.com/corporate-governance/agm-materials](http://investors.rogers.com/corporate-governance/agm-materials) or under the Rogers Communications Inc. profile on SEDAR at [sedar.com](http://sedar.com) or on EDGAR at [sec.gov](http://sec.gov). We have added enhanced electronic features that will make searching for relevant sections and specific items much easier than finding such information in paper versions of these documents.

## PAPER COPIES OF INVESTOR MATERIALS

Should you wish to receive paper copies of certain investor materials or have any questions related to this meeting, please contact us at [investor.relations@rci.rogers.com](mailto:investor.relations@rci.rogers.com), at 647.435.6470, or toll free at 1.844.801.4792, prior to April 4, 2019 and we will send them, at no charge, within three business days, giving you sufficient time to vote your proxy. Following the meeting, the documents will remain available at the website listed above for a period of at least one year.

# Voting Information

## REGISTERED SHAREHOLDERS

You are a registered shareholder if your shares are registered directly in your own name in the records of registered shareholders maintained for the Company by our Transfer Agent and Registrar, AST Trust Company (Canada).

### WHO CAN VOTE?

If you were a registered holder of Class A Voting Shares (**Class A Shares**) at the close of business in Toronto, Ontario on March 1, 2019 (the **record date**), you will be entitled to attend and vote those Class A Shares at the meeting or any adjournments or postponements of the meeting. If you were a registered holder of Class B Non-Voting Shares (**Class B Non-Voting Shares**) on the record date, you will be entitled to attend the meeting or any adjournments or postponements of the meeting, but will not be entitled to vote on any business. Voting is subject to certain restrictions described below. Shareholders wishing to attend the meeting in person will be required to produce a proxy, voter information form, or otherwise provide proof of share ownership to gain admission.

### VOTING BY PROXY

**If you are entitled to vote Class A Shares in person, you may appoint someone else to attend the meeting and cast your votes (a proxyholder).**

#### *Appointing a Proxyholder*

If it is not convenient for you to attend the meeting in person, you may still and are encouraged to vote on the matters to be considered at the meeting in one of two ways:

1. You may authorize the management representatives named on the enclosed proxy form to vote your Class A Shares. If you choose this option, there are four ways in which you can give your voting instructions:
  - *Mail*  
Complete the enclosed proxy form by indicating how you want your shares voted. Sign, date, and return the proxy form in the envelope provided. The address for receiving proxies is Secretary of the Company, Rogers Communications Inc., c/o AST Trust Company (Canada), P.O. Box 721, Agincourt, Ontario, M1S 0A1, Canada.
  - *Telephone (Canada and the United States only)*  
Call the toll-free number on the enclosed proxy form using a touchtone telephone and follow the voice instructions. Please have your Control Number ready to give your voting instructions on the telephone. This number is located on the bottom left of the enclosed proxy form. If your proxy form does not contain a Control Number, you will not be able to vote by telephone.
  - *Internet*  
Follow the instructions on the enclosed proxy form in order to give your voting instructions online. Please have your proxy form with you when you are ready to proceed, as it contains the information you will need to give your voting instructions online.
  - *Fax/E-mail*  
Complete the enclosed proxy form by indicating how you want your shares voted. Sign and date the proxy form. Fax both sides of the completed proxy form to AST Trust Company (Canada) at 416.368.2502 or toll-free from Canada or the United States at 1.866.781.3111, or scan both sides and e-mail it to [proxyvote@astfinancial.com](mailto:proxyvote@astfinancial.com).

or

2. You may appoint another person to attend the meeting on your behalf and vote your Class A Shares. If you choose this option, you can appoint your proxyholder by mail, fax, or online, as described above. If you mail or fax the proxy form, you must strike out the preprinted names and print that person's name in the blank space provided on the back of the enclosed proxy form, and you may indicate how you want your shares voted. Sign, date, and return the proxy form in the envelope provided or fax the proxy form as described above. You may also appoint a second person to be your alternate proxyholder. Neither your proxyholder nor alternate proxyholder need be a shareholder. The person you appoint must attend the meeting and vote on your behalf in order for your votes to be counted. Proxyholders should register with representatives of AST Trust Company (Canada) when they arrive at the meeting.

**Unless you attend the meeting to vote in person, please remember that your proxy or voting instructions must be received no later than 2:00 p.m. (Eastern Time) on April 17, 2019.**

### *Your Voting Choices*

You may instruct your proxyholder how you want to vote by marking the appropriate box or boxes on the proxy form. Your proxyholder must vote (or withhold from voting) your Class A Shares as you instruct, on any vote on a poll, and, if you specify a choice with respect to any matter to be acted upon, your Class A Shares will be voted accordingly. If you do not mark a box, your proxyholder may decide how to vote your Class A Shares.

**If the management representatives named in the proxy form are your proxyholders, they will vote your Class A Shares as follows, unless you have marked the boxes with different choices:**

- **FOR the election as directors of the proposed nominees shown in this circular**
- **FOR the appointment of KPMG LLP as auditors**
- **FOR management's proposals generally**

### *Amendments or New Business*

On any amendments or variations proposed, or new business properly before the meeting, your proxyholder can decide how to vote your Class A Shares. Management is not aware of any amendments, variations, or other business.

### *Changing Your Mind*

You may revoke your proxy form:

- by delivering a subsequent completed and signed proxy form, to supersede the original proxy vote, with a later date to either our registered office at 2900-550 Burrard Street, Vancouver, British Columbia V6C 0A3, Canada (Attention: Mr. Donald M. Dalik), or to the place identified above under *Appointing a Proxyholder* by 2:00 p.m. (Eastern Time) on April 17, 2019, or to the chair or scrutineer at the meeting before any vote (for which the proxy is to be used) is taken;
- by delivering a written revocation to either our registered office at 2900-550 Burrard Street, Vancouver, British Columbia V6C 0A3, Canada (Attention: Mr. Donald M. Dalik), or to the place identified above under *Appointing a Proxyholder* by 2:00 p.m. (Eastern Time) on April 17, 2019, or to the chair or scrutineer at the meeting before any vote (for which the proxy is to be used) is taken;
- by attending the meeting in person and participating in a vote;
- as our Articles permit; or
- as otherwise permitted by law.

## **BENEFICIAL OWNERS (NON-REGISTERED HOLDERS)**

Only registered holders of Class A Shares or their proxyholders may vote at the meeting. In many cases, the Class A Shares are registered in the name of your representative, such as a broker, bank, trust company, or trustee, rather than in your name. As noted above, since Rogers is using notice-and-access this year, we are not mailing hard copies of information circulars and annual financial statements to shareholders unless specifically requested.

We are not sending notices of the meeting or proxy forms directly to non-objecting beneficial owners (NOBOs) as permitted under NI 54-101. Instead, we have distributed copies of the notice of meeting to the intermediaries for onward distribution to non-registered shareholders. Intermediaries are required to forward these materials, along with a voting instruction form to all non-registered shareholders for whom they hold shares unless they have waived the right to receive them. We do not pay for intermediaries to deliver proxy-related materials to objecting beneficial owners (OBOs).

Generally, non-registered shareholders who have not waived the right to receive meeting materials will receive a voting instruction form from their intermediary, or its agent on behalf of their intermediary, asking for their voting instructions. Non-registered shareholders who receive materials from their intermediary or their agent should complete the voting instruction form and submit it to them as instructed on the voting instruction form. The intermediary or its agent is responsible for tabulating the voting instructions it receives and providing appropriate instructions to our transfer agent, AST Trust Company (Canada).

### **HOW DOES A NON-REGISTERED HOLDER OF CLASS A SHARES GIVE VOTING INSTRUCTIONS?**

Your representative may have sent to you the notice of meeting, including a voting instruction form or a blank proxy form signed by the representative. You may provide your voting instructions by filling in the appropriate boxes. Please follow your representative's instructions for signing and returning the applicable materials. Sometimes you may be allowed to give your instructions by Internet or telephone.

### **HOW DOES A NON-REGISTERED HOLDER OF CLASS A SHARES VOTE IN PERSON AT THE MEETING?**

You can request your representative to appoint you as its proxyholder. Insert your own name as proxyholder on the voting instruction form or proxy form you received from your representative and then follow your representative's instructions.

### **CHANGING YOUR MIND AS A NON-REGISTERED HOLDER**

As a non-registered shareholder of Class A Shares, you may change your voting instructions or decide to vote in person by giving written notice to your representative. However, your representative may not be able to act unless it receives written notice from you at least seven days before the meeting.

## **HOW VOTES ARE COUNTED**

### **CLASS A SHARES**

Each Class A Share is entitled to 50 votes on a poll.

### **RESTRICTIONS ON THE TRANSFER, VOTING, OWNERSHIP, AND ISSUE OF SHARES**

We have ownership interests in several Canadian entities licensed or authorized to operate under applicable communications laws (the **Laws**) including the:

- *Telecommunications Act* (Canada);

- *Broadcasting Act* (Canada); and
- *Radiocommunication Act* (Canada).

The Laws have foreign ownership limits (the **Limits**) for various classes of licensed or authorized entities. You can obtain a copy of the Limits from our Secretary.

The Laws also impose a number of restrictions on changes in effective control of licensees or authorized entities, and the transfer of licences held by them. Our Articles therefore impose restrictions on the issue and transfer of our shares and the exercise of voting rights to ensure that we, and any Canadian corporation in which we have any interest, are:

- qualified to hold or obtain any telecommunications, cable television, or broadcasting licence or authorized to operate a similar entity under the Laws; and
- not in breach of the Laws or any licences issued to us or to any of our Canadian subsidiaries, associates, or affiliates under the Laws.

If our Board of Directors (the **Board**) considers that our ability or our subsidiaries' abilities to hold and obtain licences, or to remain in compliance with the Laws, may be in jeopardy, the Board may invoke the restrictions in our Articles on the transfer, voting, and issuance of our shares.

## OUTSTANDING SHARES AND MAIN SHAREHOLDERS

On February 25, 2019, 111,155,021 Class A Shares were outstanding. Voting control of RCI is held by the Rogers Control Trust. The information below regarding the Rogers Control Trust and the estate arrangements of the late Ted Rogers has been provided to RCI by representatives of the estate.

The trustee of the Rogers Control Trust (the **Trustee**) is the trust company subsidiary of a Canadian chartered bank and members of the family of the late Ted Rogers are beneficiaries. As at February 25, 2019, the Rogers Control Trust and private Rogers family holding companies controlled by the Rogers Control Trust together owned 102,232,198 Class A Shares, representing approximately 91.97% of the outstanding Class A Shares, and 38,508,700 Class B Non-Voting Shares, representing approximately 9.54% of the outstanding Class B Non-Voting Shares.

The Rogers Control Trust holds voting control of RCI for the benefit of successive generations of the family of the late Ted Rogers. The equity of the private Rogers family holding companies is owned by members of the Rogers family and trusts for their benefit.

The governance structure of the Rogers Control Trust comprises the Control Trust Chair, the Control Trust Vice-Chair, the Trustee, and a committee of advisors appointed in accordance with the estate arrangements from among members of the Rogers family, individual trustees of a trust for the benefit of Rogers family members, and other individuals (the **Advisory Committee**).

The Control Trust Chair has responsibility under the estate arrangements as representative of the controlling shareholder. The Control Trust Chair's duties also include liaising with Rogers family members and the voting of proxies in respect of the Class A Shares held by the private Rogers family holding companies. The Control Trust Chair has the duty to vote the proxies on the election of directors of RCI and to approve, disapprove, or otherwise use reasonable efforts to influence other matters affecting RCI, in each case in his or her discretion, subject to the obligations imposed on the Control Trust Chair under the estate arrangements and the authority of the Advisory Committee as described in more detail below. The Control Trust Vice-Chair assists the Control Trust Chair in the performance of his or her duties. Both the Control Trust Chair and the Control Trust Vice-Chair are accountable to the Advisory Committee. Currently, Edward S. Rogers is the Control Trust Chair and Melinda M. Rogers is the Control Trust Vice-Chair.

The Control Trust Chair is obligated to vote the proxies in respect of the Class A Shares held by the private Rogers family holding companies so as to elect as directors of RCI those individuals serving from time to time as Control Trust Chair, Control Trust Vice-Chair, individual trustees of a trust for the benefit of Rogers family members, and the chief executive officer of the private Rogers family holding companies. A majority of those individuals are currently serving as directors of RCI.

The Control Trust Chair is also obligated to use reasonable efforts to procure the appointment of the Control Trust Chair and the Control Trust Vice-Chair to the Finance and Nominating Committees of the Board (with the Control Trust Chair appointed as chair of these committees). In addition, the estate arrangements provide that the Control Trust Chair should be a senior officer of RCI, such as the Chair or Deputy Chair of the Board, or a member of senior management of RCI.

The Advisory Committee is responsible for the appointment and removal of the Control Trust Chair and the Control Trust Vice-Chair (with preference being given to members of the Rogers family in accordance with the order of priority set out in the estate arrangements), the approval on behalf of the Rogers Control Trust of certain significant transactions affecting RCI, including any transaction that would result in a change of control of RCI or any of its material subsidiaries or the sale by any of them of all or substantially all of its assets, or the acquisition by any of them of significant assets, and the imposition of conditions, if any, on the voting of proxies by the Control Trust Chair. Decisions of the Advisory Committee generally require approval by two-thirds of its members and the concurrence of the Trustee. The current members of the Advisory Committee are: Loretta A. Rogers, Lisa A. Rogers, Edward S. Rogers, Melinda M. Rogers, Martha L. Rogers, and David A. Robinson (Rogers family members); Alan D. Horn, Thomas I. Hull, and John H. Tory (trustees of a trust for the benefit of Rogers family members); and Philip B. Lind.

The Trustee is responsible for the administration of the Rogers Control Trust. Its responsibilities include appointing individuals as Control Trust Chair, Control Trust Vice-Chair, and Advisory Committee members in accordance with the estate arrangements, executing proxies in favour of the Control Trust Chair, imposing conditions on the voting of proxies as directed by the Advisory Committee, and preparing reports for the Advisory Committee on the stewardship of the Control Trust Chair and the performance of the Rogers group of companies.

The Rogers Control Trust satisfies the Limits that apply to RCI and its regulated subsidiaries.

## RESTRICTED SHARE DISCLOSURE

Holders of Class B Non-Voting Shares are entitled to receive notice of and to attend meetings of our shareholders, but, except as required by law or as stipulated by stock exchanges, are not entitled to vote at such meetings. If an offer is made to purchase outstanding Class A Shares, there is no requirement under applicable law or the Company's constating documents that an offer be made for the outstanding Class B Non-Voting Shares and there is no other protection available to holders of Class B Non-Voting Shares under the Company's constating documents. If an offer is made to purchase both Class A Shares and Class B Non-Voting Shares, the offer for the Class A Shares may be made on different terms than the offer to the holders of Class B Non-Voting Shares.

Further information as to our capital structure is contained in Note 23 to our 2018 Audited Consolidated Financial Statements.

# Business of the Meeting

## 1. ELECTION OF DIRECTORS

In accordance with our Articles, the Board has set the number of directors to be elected at the meeting at 15. All of the current directors retire at the meeting but are eligible for re-election. Unless their office is vacated in accordance with applicable laws or the Articles, each director elected at the meeting will hold office until the next annual general meeting of the shareholders of the Company or until their successor is elected or appointed.

Holders of Class A Shares vote for individual directors. The Board has adopted a majority voting policy, a copy of which has been posted in the “Corporate Governance” section of the Company’s website under “Articles & Corporate Governance Documents” at [investors.rogers.com/corporate-governance](http://investors.rogers.com/corporate-governance).

We do not currently have a mandatory retirement policy for our directors. The management representatives named in the enclosed proxy form intend (subject to contrary instructions) to vote FOR the election of the 15 proposed nominees.

### THE PROPOSED NOMINEES

This section provides information on each person nominated by management for election as a director.

 <p><b>Bonnie R. Brooks, C.M.</b> Age: 65 Toronto, Ontario, Canada Director since: 2015 (4 years) <i>Independent</i></p>	<p>Ms. Brooks has more than 30 years of executive leadership in retail, customer service, product, and marketing in North America, Asia and the United Kingdom. Most recently, Ms. Brooks was the Vice Chair of Hudson’s Bay Company (Saks Fifth Avenue, Lord and Taylor USA, Kaufhof Galleria Germany, and Hudson’s Bay Canada) from February 2014 to December 2016. Ms. Brooks joined Hudson’s Bay in September 2008 as CEO and President and, in January 2012, was appointed President of Hudson’s Bay Company for both Hudson’s Bay and Lord and Taylor in the US. Ms. Brooks is the former Chair of the Board of Trustees of the Royal Ontario Museum. Ms. Brooks is a recipient of the Queen Elizabeth II Diamond Jubilee Medal for her role in philanthropy and in supporting the Canadian Olympic Association and in December 2016, Ms. Brooks was appointed to the Order of Canada. Ms. Brooks holds a M.B.A. from the University of Western Ontario and three honorary Doctorate degrees from Canadian universities.</p>						
	<p><b>Board/Committee Membership</b></p>		<p><b>Attendance 2018</b></p>		<p><b>Public Board Memberships (Exchange: Symbol)</b></p>		
Board		7 of 7	100%	Chicos FAS Inc.			
Human Resources		5 of 5	100%	(NYSE: CHS)			
Pension		1 of 2	50%	Riocan Real Estate Investment Trust (TSX:REI)			
Combined Total		13 of 14	93%				
<p>Top Skills and Experience<sup>1</sup>: CEO/Senior Management, Human Resources, Outside Boards, Retail</p>							
<p><b>Equity Ownership:</b></p>							
Year	Class A Shares <sup>2</sup>	Class B Non-Voting Shares <sup>2</sup>	Deferred Share Units <sup>2</sup>	Equity at Risk <sup>2</sup>	Minimum Shareholding Requirements (multiple of annual retainer)	Meets Requirements	Equity at Risk as Multiple of the applicable Cash Retainer
2018	-	2,732	7,394	\$590,899	6.0	Yes	7.4
2019	-	4,722	8,541	\$967,178	6.0	Yes	8.8
Change	-	1,990	1,147	\$376,279			
<p><b>Voting Results of the Annual General Meeting of Shareholders held April 20, 2018:</b></p>							
					Voted for	Withheld	Total Voted
Number of Class A Shares voted					104,005,636	10,465	104,016,101
Percentage of votes					99.990%	0.010%	100%



**Robert Kenneth Burgess<sup>3</sup>**  
 Age: 61  
 Woodside, California,  
 United States  
 Director since: 2016  
 (3 years)  
*Independent*

Mr. Burgess has been an independent consultant since December 2005. He served as Chief Executive Officer of Macromedia, Inc., a provider of Internet and multimedia software, from November 1996 to January 2005. Mr. Burgess also served on the Board of Directors of Macromedia commencing November 1996, was Chairman of the Board commencing July 1998 and was Executive Chairman commencing January 2005, until December 2005 when Macromedia, Inc. was acquired by Adobe Systems Incorporated. Mr. Burgess holds a B.Com. and an honorary Doctor of Laws from McMaster University.

Board/Committee Membership	Attendance 2018		Public Board Memberships (Exchange: Symbol)
Board <sup>9</sup>	5 of 7	71%	Adobe Systems Incorporated (NASDAQ: ADBE)
Audit and Risk	6 of 6	100%	NVIDIA Corporation (NASDAQ: NVDA)
Combined Total	11 of 13	85%	
Top Skills and Experience <sup>1</sup> : CEO/Senior Management, Human Resources, Technology/IT, Telecommunications/Media			

**Equity Ownership:**

Year	Class A Shares <sup>2</sup>	Class B Non-Voting Shares <sup>2</sup>	Deferred Share Units <sup>2</sup>	Equity at Risk <sup>2</sup>	Minimum Shareholding Requirements (multiple of annual retainer)	Meets Requirements	Equity at Risk as Multiple of the applicable Cash Retainer
2018	-	851	4,801	\$330,288	6.0	Yes <sup>4</sup>	4.1
2019	-	2,201	6,761	\$653,325	6.0	Yes <sup>4</sup>	5.9
Change	-	1,350	1,960	\$323,037			

**Voting Results of the Annual General Meeting of Shareholders held April 20, 2018:**

	Voted for	Withheld	Total Voted
Number of Class A Shares voted	104,005,436	10,665	104,016,101
Percentage of votes	99.990%	0.010%	100%



**John Henry Clappison**  
 Age: 72  
 Toronto, Ontario, Canada  
 Director Since: 2006  
 (13 years)  
*Independent*

Mr. Clappison has served as Lead Director of the Company since April 2018. Mr. Clappison was appointed a director of Rogers Bank in April 2013. Mr. Clappison joined the firm of Price Waterhouse in 1968. He became a Partner of the firm in 1980 and in 1990 became Managing Partner of the Greater Toronto Area office, a position he continued to hold after the merger of Price Waterhouse with Coopers & Lybrand to form PricewaterhouseCoopers in 1998, until he retired in 2005. Mr. Clappison is a Chartered Professional Accountant, Chartered Accountant, and a Fellow of the Chartered Professional Accountants of Ontario.

Board/Committee Membership	Attendance 2018		Public Board Memberships (Exchange: Symbol)
Board	7 of 7	100%	Cameco Corporation (TSX/NYSE:CCO)
Audit and Risk	6 of 6	100%	
Pension	1 of 1	100%	
Corporate Governance	3 of 3	100%	
Combined Total	17 of 17	100%	
Top Skills and Experience <sup>1</sup> : CEO/Senior Management, Finance/M&A/Strategy, Outside Boards, Professional Services			

**Equity Ownership:**

Year	Class A Shares <sup>2</sup>	Class B Non-Voting Shares <sup>2</sup>	Deferred Share Units <sup>2</sup>	Equity at Risk <sup>2</sup>	Minimum Shareholding Requirements (multiple of annual retainer)	Meets Requirements	Equity at Risk as Multiple of the applicable Cash Retainer
2018	400	2,362	34,521	\$2,181,165	6.0	Yes	27.3
2019	400	4,235	35,579	\$2,930,044	6.0	Yes	26.6
Change	-	1,873	1,058	\$748,879			

**Voting Results of the Annual General Meeting of Shareholders held April 20, 2018:**

	Voted for	Withheld	Total Voted
Number of Class A Shares voted	104,005,176	10,925	104,016,101
Percentage of votes	99.989%	0.011%	100%



**Robert Dépatie**  
Age: 60  
Montreal, Quebec, Canada  
Director Since: 2017  
(2 years)  
*Independent*

Mr. Dépatie has been the strategic advisor for Robert Depatie & Associates Inc. since July 2015. Prior to that, from February 2015 to June 2015, Mr. Dépatie was President of Groupe St-Hubert. Mr. Dépatie was President and CEO of Quebecor Inc. and Quebecor Media Inc. from May 2013 to April 2014, as well as President and CEO of Vidéotron ltée from June 2003 to May 2013. He joined Vidéotron ltée in December 2001 as Senior Vice President, Sales, Marketing and Customer Service. Prior to joining Vidéotron ltée, Mr. Dépatie held many senior positions in the food distribution industry, including President of Distributions Alimentaires Le Marquis/Planters and Executive Vice President at Heinz Canada from 1993 to 1998.

Board/Committee Membership	Attendance 2018		Public Board Memberships (Exchange:Symbol)
Board	7 of 7	100%	Sportscene Group Inc. (TSXV:SPS)
Corporate Governance	1 of 1	100%	
Human Resources	5 of 5	100%	
Nominating	2 of 2	100%	
Combined Total	15 of 15	100%	

Top Skills and Experience<sup>1</sup>: CEO/Senior Management, Finance/M&A/Strategy, Outside Boards, Telecommunications/Media

**Equity Ownership:**

Year	Class A Shares <sup>2</sup>	Class B Non-Voting Shares <sup>2</sup>	Deferred Share Units <sup>2</sup>	Equity at Risk <sup>2</sup>	Minimum Shareholding Requirements (multiple of annual retainer)	Meets Requirements	Equity at Risk as Multiple of the applicable Cash Retainer
2018	-	8,911	-	\$515,234	6.0	Yes	6.4
2019	-	10,110	-	\$738,738	6.0	Yes	6.7
Change	-	1,199	-	\$223,504			

**Voting Results of the Annual General Meeting of Shareholders held April 20, 2018:**

	Voted for	Withheld	Total Voted
Number of Class A Shares voted	104,005,216	10,885	104,016,101
Percentage of votes	99.990%	0.010%	100%



**Robert Joseph Gemmell**  
Age: 62  
Oakville, Ontario, Canada  
Director Since: 2017  
(2 years)  
*Independent*

Mr. Gemmell, now retired, spent 25 years as an investment banker in the United States and in Canada. Most recently, he was President and Chief Executive Officer of Citigroup Global Markets Canada and its predecessor companies (Salomon Brothers Canada and Salomon Smith Barney Canada) from 1996 to 2008. In addition, he was a member of the Global Operating Committee of Citigroup Global Markets from 2006 to 2008. Mr. Gemmell holds a B.A. from Cornell University, a LL.B from Osgoode Hall Law School and a M.B.A. from Schulich School of Business.

Board/Committee Membership	Attendance 2018		Public Board Memberships (Exchange:Symbol)
Board	7 of 7	100%	Agnico Eagle Mines Limited (TSX/NYSE:AEM)
Finance	2 of 2	100%	
Audit and Risk	6 of 6	100%	
Combined Total	15 of 15	100%	

Top Skills and Experience<sup>1</sup>: CEO/Senior Management, Finance/M&A/Strategy, Human Resources, Outside Boards

**Equity Ownership:**

Year	Class A Shares <sup>2</sup>	Class B Non-Voting Shares <sup>2</sup>	Deferred Share Units <sup>2</sup>	Equity at Risk <sup>2</sup>	Minimum Shareholding Requirements (multiple of annual retainer)	Meets Requirements	Equity at Risk as Multiple of the applicable Cash Retainer
2018	-	15,427	1,781	\$996,258	6.0	Yes	12.5
2019	-	15,000	5,731	\$1,513,503	6.0	Yes	13.8
Change	-	(427)	3,950	\$517,245			

**Voting Results of the Annual General Meeting of Shareholders held April 20, 2018:**

	Voted for	Withheld	Total Voted
Number of Class A Shares voted	104,005,116	10,985	104,016,101
Percentage of votes	99.989%	0.011%	100%



**Alan D. Horn**  
Age: 67  
Toronto, Ontario, Canada  
Director Since: 2006  
(13 years)  
**Non-Independent**

Mr. Horn is President and Chief Executive Officer of Rogers Telecommunications Limited and certain private companies that control RCI. Mr. Horn served as Chair of the Board of RCI from March 2006 to December 2017. Mr. Horn also served as Interim President and Chief Executive Officer of the Company from October 2016 to April 2017 and from October 2008 to March 2009. Mr. Horn was a director of Rogers Bank from April 2013 to December 2017. Mr. Horn served as Vice President, Finance and Chief Financial Officer of the Company from September 1996 to March 2006. Mr. Horn, a Chartered Professional Accountant and Chartered Accountant, is a member of the Advisory Committee of the Rogers Control Trust<sup>6</sup>. Mr. Horn received a B.Sc. with First Class Honours in Mathematics from the University of Aberdeen, Scotland.

Board/Committee Membership	Attendance 2018		Public Board Memberships (Exchange:Symbol)
Board	7 of 7	100%	Fairfax Financial Holdings Limited (TSX:FFH)
Pension	3 of 3	100%	Fairfax India Holdings Corporation (TSX:FIH)
Finance	2 of 2	100%	Trilogy International Partners Inc. (TSX:TRL)
Combined Total	12 of 12	100%	

Top Skills and Experience<sup>1</sup>: CEO/Senior Management, Finance/M&A/Strategy, Outside Boards, Telecommunications/Media

**Equity Ownership:**

Year	Class A Shares <sup>2</sup>	Class B Non-Voting Shares <sup>2</sup>	Deferred Share Units <sup>2</sup>	Equity at Risk <sup>2</sup>	Minimum Shareholding Requirements (multiple of annual retainer)	Meets Requirements	Equity at Risk as Multiple of the applicable Cash Retainer
2018	46,600 <sup>7</sup>	1,306,446	56,504	\$81,573,119	6.0	Yes	326.3
2019	46,600 <sup>7</sup>	1,307,549	58,236	\$103,165,346	6.0	Yes	937.9
Change	-	1,103	1,732	\$21,592,227			

**Voting Results of the Annual General Meeting of Shareholders held April 20, 2018:**

	Voted for	Withheld	Total Voted
Number of Class A Shares voted	103,985,436	30,665	104,016,101
Percentage of votes	99.971%	0.029%	100%



**Philip Bridgman Lind, C.M.**  
Age: 75  
Toronto, Ontario, Canada  
Director Since: 1979  
(40 years)  
**Non-Independent**

Mr. Lind serves as Vice Chair of the Board of the Company and is a member of the Advisory Committee of the Rogers Control Trust<sup>6</sup>. Mr. Lind joined the Company in 1969 as Programming Chief and has served as Secretary of the Board and Senior Vice President, Programming and Planning. Mr. Lind is also Chairman of the Board of the CCPTA (Channel 17, WNED) and a director of the Atlantic Salmon Federation, Vancouver Art Gallery, Art Gallery of Ontario and The US Cable Center, Denver. Mr. Lind holds a B.A. (Political Science and Sociology) from the University of British Columbia and a M.A. (Political Science) from the University of Rochester. In 2002, he received a LL.D, honoris causa, from the University of British Columbia. In 2002, Mr. Lind was appointed to the Order of Canada. In 2012, he was inducted into the U.S. Cable Hall of Fame, the third Canadian to be so honoured.

Board/Committee Membership	Attendance 2018		Public Board Memberships (Exchange:Symbol)
Board	7 of 7	100%	Nil
Combined Total	7 of 7	100%	

Top Skills and Experience<sup>1</sup>: CEO/Senior Management, Corporate Social Responsibility, Government/Regulatory Affairs, Telecommunications/Media

**Equity Ownership:**

Year	Class A Shares <sup>2</sup>	Class B Non-Voting Shares <sup>2</sup>	Deferred Share Units <sup>2</sup>	Equity at Risk <sup>2</sup>	Minimum Shareholding Requirements (multiple of annual retainer)	Meets Requirements	Equity at Risk as Multiple of the applicable Cash Retainer
2018	380,520	926	-	\$22,313,961	6.0	Yes	278.9
2019	380,520	926	-	\$27,674,389	6.0	Yes	251.6
Change	-	-	-	\$5,360,428			

**Voting Results of the Annual General Meeting of Shareholders held April 20, 2018:**

	Voted for	Withheld	Total Voted
Number of Class A Shares voted	103,985,436	30,665	104,016,101
Percentage of votes	99.971%	0.029%	100%



**John A. MacDonald<sup>5</sup>**  
Age: 65  
Toronto, Ontario, Canada  
Director Since: 2012  
(7 years)  
**Independent**

Mr. MacDonald is an experienced senior executive who has worked at some of Canada's largest technology organizations. Mr. MacDonald was President, Enterprise Division of MTS Allstream when he retired in December 2008. In November 2002, Mr. MacDonald joined AT&T Canada as President and Chief Operating Officer. The company was re-branded Allstream in 2003 and was subsequently acquired by MTS the following year. Mr. MacDonald joined Bell Canada as Chief Technology Officer in 1994 and retired from Bell in 1999 as President and Chief Operating Officer. Prior to his work at Bell, he spent 18 years at NBTel, rising to the position of Chief Executive Officer in 1994. Mr. MacDonald is also a director of BookJane Inc. Mr. MacDonald holds a B.Sc. in Electrical Engineering from Dalhousie University and a B.A. in Engineering from the Technical University of Nova Scotia.

Board/Committee Membership	Attendance 2018		Public Board Memberships (Exchange:Symbol)
Board	7 of 7	100%	Nil
Audit and Risk	6 of 6	100%	
Nominating	3 of 3	100%	
Human Resources	5 of 5	100%	
Combined Total	21 of 21	100%	
Top Skills and Experience <sup>1</sup> : CEO/Senior Management, Outside Boards, Technology/IT, Telecommunications/Media			

**Equity Ownership:**

Year	Class A Shares <sup>2</sup>	Class B Non-Voting Shares <sup>2</sup>	Deferred Share Units <sup>2</sup>	Equity at Risk <sup>2</sup>	Minimum Shareholding Requirements (multiple of annual retainer)	Meets Requirements	Equity at Risk as Multiple of the applicable Cash Retainer
2018	-	2,235	15,697	\$1,048,292	6.0	Yes	13.1
2019	-	4,178	16,412	\$1,500,707	6.0	Yes	13.6
Change	-	1,943	715	\$452,415			

**Voting Results of the Annual General Meeting of Shareholders held April 20, 2018:**

	Voted for	Withheld	Total Voted
Number of Class A Shares voted	104,005,436	10,665	104,016,101
Percentage of votes	99.990%	0.010%	100%



**Isabelle Marcoux**  
Age: 49  
Montreal, Quebec, Canada  
Director Since: 2008  
(11 years)  
**Independent**

Ms. Marcoux is Chair of Transcontinental Inc., a major Canadian printing, publishing and flexible packaging company, and was previously Vice Chair from 2007 and Vice President, Corporate Development from 2004. Between 1997 and 2004, Ms. Marcoux held various senior positions within Transcontinental Inc. Prior to joining Transcontinental Inc., Ms. Marcoux practiced corporate and securities law at McCarthy Tétrault LLP. Ms. Marcoux has been a director of the Montreal Children's Hospital Foundation since 2015. In 2018, Ms. Marcoux became a member of the Advisory Board of McGill University's Faculty of Law, and Chair of the Major Donors' Circle for Centraide of Greater Montreal. Ms. Marcoux joined the "Club des entrepreneurs" of the Quebec Employers Council, recognizing her exceptional contribution to Quebec's economic development. In 2017, Ms. Marcoux was inducted into the Women's Executive Network (WXN) Hall of Fame and was awarded the Visionary Award for Strategic Leadership presented by the Women Corporate Directors Foundation. In 2016, Ms. Marcoux was awarded the Medal of the National Assembly in Quebec, recognizing the impact of her continuous community involvement, and was recognized as one of Canada's 100 most powerful women by the WXN. Ms. Marcoux holds a B.A. in Economics and Political Sciences and a B.A. in Civil Law, both from McGill University.

Board/Committee Membership	Attendance 2018		Public Board Memberships (Exchange:Symbol)
Board	7 of 7	100%	Transcontinental Inc.
Corporate Governance	3 of 3	100%	(TSX:TCL)
Human Resources	5 of 5	100%	George Weston Limited (TSX:WN)
Combined Total	15 of 15	100%	Power Corporation of Canada (TSX:POW)
Top Skills and Experience <sup>1</sup> : CEO/Senior Management, Finance/M&A/Strategy, Human Resources, Outside Boards			

**Equity Ownership:**

Year	Class A Shares <sup>2</sup>	Class B Non-Voting Shares <sup>2</sup>	Deferred Share Units <sup>2</sup>	Equity at Risk <sup>2</sup>	Minimum Shareholding Requirements (multiple of annual retainer)	Meets Requirements	Equity at Risk as Multiple of the applicable Cash Retainer
2018	-	-	36,666	\$2,146,770	6.0	Yes	26.8
2019	-	-	41,964	\$3,056,629	6.0	Yes	27.8
Change	-	-	5,298	\$909,859			

**Voting Results of the Annual General Meeting of Shareholders held April 20, 2018:**

	Voted for	Withheld	Total Voted
Number of Class A Shares voted	104,005,242	10,859	104,016,101
Percentage of votes	99.990%	0.010%	100%



**Joe Natale**  
Age: 55  
Toronto, Ontario, Canada  
Director Since: 2017  
(2 years)  
*Non-Independent*

Mr. Natale became President and Chief Executive Officer of RCI on April 19, 2017. Previously, Mr. Natale was at Telus Corporation from 2003 to 2015 where he held a number of senior positions, including President and CEO, Chief Commercial Officer, President Consumer Solutions and President Business Solutions. Prior to 2003, Mr. Natale held successive senior leadership roles within KPMG, which he joined after it acquired the company he co-founded, PNO Management Consultants Inc., in 1997. Mr. Natale holds a BAsC in Electrical Engineering from the University of Waterloo.

Board/Committee Membership	Attendance 2018	Public Board Memberships (Exchange:Symbol)
Board	7 of 7 100%	Nil
Combined Total	7 of 7 100%	
Top Skills and Experience <sup>1</sup> : CEO/Senior Management, Finance/M&A/Strategy, Technology/IT, Telecommunications/Media		

**Equity Ownership:**

Year	Class A Shares <sup>2</sup>	Class B Non-Voting Shares <sup>2</sup>	Deferred Share Units <sup>2</sup>	Equity at Risk <sup>2</sup>	Minimum Shareholding Requirements (multiple of annual retainer)	Meets Requirements	Equity at Risk as Multiple of the applicable Cash Retainer
2018	-	-	7,821	n/a*	n/a*	n/a*	n/a*
2019	-	481	8,061	n/a*	n/a*	n/a*	n/a*
Change	-	481	240				

\* Mr. Natale is subject to share ownership requirements in his capacity as an employee of the Company. See "Share Ownership Requirements" under "Compensation Risk Oversight and Governance" below.

**Voting Results of the Annual General Meeting of Shareholders held April 20, 2018:**

	Voted for	Withheld	Total Voted
Number of Class A Shares voted	103,984,942	31,159	104,016,101
Percentage of votes	99.970%	0.030%	100%



**The Honourable David Robert Peterson, P.C., Q.C.**  
Age: 75  
Toronto, Ontario, Canada  
Director Since: 1991  
(28 years)  
*Independent*

Mr. Peterson is Chairman Emeritus of the law firm Cassels Brock & Blackwell LLP. Mr. Peterson is Chancellor Emeritus of the University of Toronto and also a director of St. Michael's Hospital Foundation in Toronto. Mr. Peterson holds a B.A. from the University of Western Ontario and a LL.B. from the University of Toronto, was called to the Bar of Ontario in 1969, appointed Queen's Counsel in 1980, and summoned by Her Majesty to the Privy Council in 1992. Mr. Peterson served as Premier of the Province of Ontario from 1985 to 1990.

Board/Committee Membership	Attendance 2018	Public Board Memberships (Exchange:Symbol)
Board	7 of 7 100%	Franco-Nevada Corporation (TSX:FNV)
Pension	3 of 3 100%	
Nominating	3 of 3 100%	
Combined Total	13 of 13 100%	
Top Skills and Experience <sup>1</sup> : Government/Regulatory Affairs, Outside Boards, Professional Services, Public Sector		

**Equity Ownership:**

Year	Class A Shares <sup>2</sup>	Class B Non-Voting Shares <sup>2</sup>	Deferred Share Units <sup>2</sup>	Equity at Risk <sup>2</sup>	Minimum Shareholding Requirements (multiple of annual retainer)	Meets Requirements	Equity at Risk as Multiple of the applicable Cash Retainer
2018	-	76,900	105,269	\$10,609,854	6.0	Yes	132.6
2019	-	76,900	112,405	\$13,806,648	6.0	Yes	125.5
Change	-	-	7,136	\$3,196,794			

**Voting Results of the Annual General Meeting of Shareholders held April 20, 2018:**

	Voted for	Withheld	Total Voted
Number of Class A Shares voted	102,735,497	1,280,604	104,016,101
Percentage of votes	98.769%	1.231%	100%



**Edward S. Rogers<sup>8</sup>**  
 Age: 49  
 Toronto, Ontario, Canada  
 Director Since: 1997  
 (22 years)  
**Non-Independent**

Mr. Rogers has served as Chair of the Board of RCI since January 2018. Prior to that, he served as Deputy Chair of RCI from September 2009. Mr. Rogers is also Chair of Rogers Bank, Chair of the Toronto Blue Jays and is on the Board of Directors of Maple Leaf Sports & Entertainment, Cablelabs and the Toronto Sick Kids Foundation. He is the Rogers Control Trust Chair and a member of the Advisory Committee of the Rogers Control Trust<sup>6</sup>. Mr. Rogers served in various management positions at Rogers Communications for over twenty years, including as President & Chief Executive Officer of Rogers Cable Inc. from 2003 to 2009. After graduating from the University of Western Ontario, Mr. Rogers spent three years with Comcast Corporation. Mr. Rogers was a member of the Economic Council of Canada from 2010 to 2013.

Board/Committee Membership	Attendance 2018		Public Board Memberships (Exchange: Symbol)
Board	7 of 7	100%	Nil
Finance	2 of 2	100%	
Nominating	3 of 3	100%	
Combined Total	12 of 12	100%	

Top Skills and Experience<sup>1</sup>: CEO/Senior Management, Finance/M&A/Strategy, Outside Boards, Telecommunications/Media

**Equity Ownership:**

Year	Class A Shares <sup>2</sup>	Class B Non-Voting Shares <sup>2</sup>	Deferred Share Units <sup>2</sup>	Equity at Risk <sup>2</sup>	Minimum Shareholding Requirements (multiple of annual retainer)	Meets Requirements	Equity at Risk as Multiple of the applicable Cash Retainer
2018	2,000	1,506,774	-	\$87,238,673	6.0	Yes	1,090.5
2019	2,000	1,510,852	-	\$110,543,056	6.0	Yes	221.1
Change	-	4,078	-	\$23,304,383			

**Voting Results of the Annual General Meeting of Shareholders held April 20, 2018:**

	Voted for	Withheld	Total Voted
Number of Class A Shares voted	103,985,260	30,841	104,016,101
Percentage of votes	99.970%	0.030%	100%



**Loretta Anne Rogers<sup>8</sup>**  
 Age: 79  
 Toronto, Ontario, Canada  
 Director Since: 1979  
 (40 years)  
**Non-Independent**

Mrs. Rogers serves as a corporate director and is a member of the Advisory Committee of the Rogers Control Trust<sup>6</sup>. Mrs. Rogers is the former President of the Canadian Lyford Cay Foundation and remains a Board member, and sits on the Board of the American Lyford Cay Foundation. Mrs. Rogers is also a member of the Toronto General & Western Hospital Foundation. Mrs. Rogers holds a B.A. from the University of Miami, an honorary Doctor of Laws from the University of Western Ontario, an honorary Doctor of Laws from Ryerson University, and an honorary Doctor of Laws from the University of Toronto.

Board/Committee Membership	Attendance 2018		Public Board Memberships (Exchange: Symbol)
Board	7 of 7	100%	Nil
Combined Total	7 of 7	100%	

Top Skills and Experience<sup>1</sup>: Corporate Social Responsibility, Outside Boards, Telecommunications/Media

**Equity Ownership:**

Year	Class A Shares <sup>2</sup>	Class B Non-Voting Shares <sup>2</sup>	Deferred Share Units <sup>2</sup>	Equity at Risk <sup>2</sup>	Minimum Shareholding Requirements (multiple of annual retainer)	Meets Requirements	Equity at Risk as Multiple of the applicable Cash Retainer
2018	2,000	61,433	88,067	\$8,825,371	6.0	Yes	110.3
2019	2,000	55,510	90,766	\$10,812,633	6.0	Yes	98.3
Change	-	(5,923)	2,699	\$1,987,262			

**Voting Results of the Annual General Meeting of Shareholders held April 20, 2018:**

	Voted for	Withheld	Total Voted
Number of Class A Shares voted	103,985,200	30,901	104,016,101
Percentage of votes	99.970%	0.030%	100%



**Martha Loretta Rogers<sup>8</sup>**  
 Age: 46  
 Toronto, Ontario, Canada  
 Director Since: 2008  
 (11 years)  
**Non-Independent**

Ms. Rogers is a member of the Advisory Committee of the Rogers Control Trust<sup>6</sup> and previously served as a director of Rogers Wireless Communications Inc. and Rogers Media Inc. She holds a Doctor of Naturopathic Medicine degree from the Canadian College of Naturopathic Medicine and a B.A. from the University of Western Ontario. Ms. Rogers serves on several charitable boards including as Chair of The Rogers Foundation, and as a director of the Canadian Lyford Cay Foundation, a member of the Advisory Board of Artists for Peace and Justice, and is Chair of Global Poverty Project Canada.

Board/Committee Membership	Attendance 2018		Public Board Memberships (Exchange:Symbol)
Board	7 of 7	100%	Nil
Combined Total	7 of 7	100%	
Top Skills and Experience <sup>1</sup> : Corporate Social Responsibility, Outside Boards, Telecommunications/Media			

**Equity Ownership:**

Year	Class A Shares <sup>2</sup>	Class B Non-Voting Shares <sup>2</sup>	Deferred Share Units <sup>2</sup>	Equity at Risk <sup>2</sup>	Minimum Shareholding Requirements (multiple of annual retainer)	Meets Requirements	Equity at Risk as Multiple of the applicable Cash Retainer
2018	200	1,104,090	35,208	\$65,911,603	6.0	Yes	823.9
2019	200	1,106,592	36,287	\$83,516,335	6.0	Yes	759.2
Change	-	2,502	1,079	\$17,604,732			

**Voting Results of the Annual General Meeting of Shareholders held April 20, 2018:**

	Voted for	Withheld	Total Voted
Number of Class A Shares voted	103,985,200	30,901	104,016,101
Percentage of votes	99.970%	0.030%	100%



**Melinda Mary Rogers<sup>8</sup>**  
 Age: 48  
 Toronto, Ontario, Canada  
 Director Since: 2002  
 (17 years)  
**Non-Independent**

Ms. Rogers has served as Deputy Chair of the Board of RCI since January 2018. Ms. Rogers is the Vice Chair of the Rogers Control Trust<sup>6</sup> and was the Founder of Rogers Venture Partners from September 2011 to November 2018. Ms. Rogers was appointed a director of Rogers Bank on December 31, 2017. Ms. Rogers is Chair of the Jays Care Foundation. Ms. Rogers served as Senior Vice President, Strategy and Development from 2006 to 2014. Ms. Rogers joined RCI in 2000 as Vice President, Venture Investments and served as Vice President, Strategic Planning & Venture Investments from 2004 to 2006. Ms. Rogers is a director of Right to Play International, and on the Advisory Council of the Rotman School of Management. Ms. Rogers holds a B.A. from the University of Western Ontario and a M.B.A. from Joseph L. Rotman School of Management at the University of Toronto. Ms. Rogers was awarded an honorary doctorate from Huron University College at Western University in November 2018.

Board/Committee Membership	Attendance 2018		Public Board Memberships (Exchange: Symbol)
Board	6 of 7	86%	Nil
Nominating	3 of 3	100%	
Pension	3 of 3	100%	
Finance	2 of 2	100%	
Combined Total	14 of 15	93%	
Top Skills and Experience <sup>1</sup> : CEO/Senior Management, Finance/M&A/Strategy, Outside Boards, Telecommunications/Media			

**Equity Ownership:**

Year	Class A Shares <sup>2</sup>	Class B Non-Voting Shares <sup>2</sup>	Deferred Share Units <sup>2</sup>	Equity at Risk <sup>2</sup>	Minimum Shareholding Requirements (multiple of annual retainer)	Meets Requirements	Equity at Risk as Multiple of the applicable Cash Retainer
2018	200	1,106,481	4,734	\$64,265,619	6.0	Yes	803.3
2019	200	1,108,418	4,879	\$81,362,022	6.0	Yes	325.4
Change	-	1,937	145	\$17,096,403			

**Voting Results of the Annual General Meeting of Shareholders held April 20, 2018:**

	Voted for	Withheld	Total Voted
Number of Class A Shares voted	103,985,460	30,641	104,016,101
Percentage of votes	99.971%	0.029%	100%

<sup>1</sup> For further information and definitions, see "Board's Skills Matrix".

<sup>2</sup> 2019 holdings are as at February 25, 2019; 2018 holdings were as at February 28, 2018. Equity at Risk is determined by adding the value of Class A Shares, Class B Non-Voting Shares, and DSUs (as defined below) beneficially owned. Certain directors have control or direction over Class B Non-Voting Shares that are not reported here and are not included in the determination of Equity at Risk. The value of the Class A Shares and Class B Non-Voting Shares is determined with reference to the closing price

for those shares on the Toronto Stock Exchange on February 25, 2019, which were \$72.55 and \$73.07, respectively. The value of DSUs is the fair market value of a DSU on February 25, 2019, calculated based on the weighted average trading price of the Class B Non-Voting Shares on the Toronto Stock Exchange for the five trading days before February 25, 2019 which was \$72.84. For 2018, Equity at Risk was calculated using the value of the Class A Shares and Class B Non-Voting Shares determined on February 28, 2018, which were \$58.50 and \$57.82, respectively, and using the fair market value of a DSU calculated based on the weighted average trading price of the Class B Non-Voting Shares on the Toronto Stock Exchange for the five trading days before February 28, 2018, which was \$58.55.

<sup>3</sup> Mr. Burgess was a director of Syncapse Corp. (Syncapse) prior to MNP Ltd. being appointed as a receiver of all the assets of Syncapse on July 23, 2013. A court-approved sale was completed by the receiver on August 30, 2013.

<sup>4</sup> Mr. Burgess has five years from initial election to the Board to attain the required ownership. For additional information, see “Share Ownership Requirements” under “Director Compensation”.

<sup>5</sup> Mr. MacDonald was a director of Magor Corporation (Magor) when it proactively filed a Notice of Intention to Make a Proposal pursuant to the provisions of the *Bankruptcy and Insolvency Act* on November 30, 2016. On July 11, 2017, Magor completed the sale of its wholly-owned subsidiary, Magor Communications Corp. (MCC), to N. Harris Computer Corporation. The transaction was approved by the Ontario Superior Court of Justice and Magor and MCC’s creditors under the *Bankruptcy and Insolvency Act*. Magor ceased operations following the transaction.

<sup>6</sup> Voting control of the Company is held by the Rogers Control Trust. For additional information, see “Outstanding Shares and Main Shareholders”.

<sup>7</sup> Class A Shares are held by a trust of which Mr. Horn is a trustee.

<sup>8</sup> Each of Edward S. Rogers, Loretta A. Rogers, Martha L. Rogers, and Melinda M. Rogers are immediate family members of each other and members of the family of the late Ted Rogers. For additional information, see “Outstanding Shares and Main Shareholders”.

<sup>9</sup> Mr. Burgess’ absence at one of the Board meetings was due to an injury.

Each of the proposed nominees is now a director and has been a director since the date indicated above. Information as to shares beneficially owned by each proposed nominee or over which each proposed nominee exercises control or direction, directly or indirectly, not being within our knowledge, has been furnished by the respective proposed nominees individually.

## 2. APPOINTMENT OF AUDITORS

KPMG LLP was re-appointed at our Annual General Meeting of the Shareholders of the Company on April 20, 2018.

Upon the recommendation of the Audit and Risk Committee and approval by the Board, management proposes that KPMG LLP be re-appointed as auditors of the Company. The management representatives named in the enclosed proxy form intend (subject to contrary instructions) to vote FOR the appointment of KPMG LLP as auditors to act until the next Annual General Meeting.

The following table presents the amount of fees for professional services rendered by KPMG LLP for the audit of the annual financial statements and fees billed for other services rendered by KPMG LLP.

Auditors' Fees	2018		2017	
	(\$)	%	(\$)	%
Audit Fees <sup>1</sup>	6,324,754	87.9	6,417,346	89.2
Audit-Related Fees <sup>2</sup>	797,575	11.1	687,875	9.6
Tax Fees <sup>3</sup>	71,606	1.0	78,352	1.1
All Other Fees <sup>4</sup>	–	–	8,694	0.1
<b>Total</b>	<b>7,193,935</b>	<b>100.0</b>	<b>7,192,267</b>	<b>100.0</b>

<sup>1</sup> Consists of fees related to audits in connection with registration statements and other filings with various regulatory authorities, quarterly reviews of interim financial statements, audit procedures on new accounting standards not yet effective, audits and reviews of subsidiaries for statutory or regulatory reporting, and consultations related to accounting matters impacting the consolidated financial statements.

<sup>2</sup> Consists primarily of pension plan audits, French translation of certain filings with regulatory authorities, other assurance engagements, due diligence services in respect of potential acquisitions and divestitures, and consultations regarding accounting standards not yet effective.

<sup>3</sup> Consists of fees for tax consultation and compliance services, including indirect taxes.

<sup>4</sup> Consists of fees mainly for operational advisory and risk management services.

# Executive Compensation

## HUMAN RESOURCES COMMITTEE LETTER TO SHAREHOLDERS

On behalf of the Human Resources Committee and the Board, we are pleased to provide an overview of the Company's key accomplishments over the past year, highlight changes to compensation programs, and describe how the Company's 2018 executive compensation programs reward our management team and align with our performance for the year. Further details are provided in the "Compensation Discussion & Analysis" section.

### KEY PERFORMANCE DRIVERS AND 2018 STRATEGIC HIGHLIGHTS

2018 proved to be another exciting and successful year for Rogers. In the first of three years of executing on our strategic priorities, we delivered successfully on our 2018 objectives, some of which are outlined below, and we continued to provide shareholders with significant returns. The following achievements display the progress we made towards meeting our strategic priorities and the objectives we set along with them.

1

#### **Create Best-in-class Customer Experiences by Putting our Customers First in Everything we do**

- Attracted our highest number of Wireless postpaid net additions and realized our lowest annual Wireless postpaid churn rate since 2009.
- Invested in the modernization of Fido and Rogers retail stores.
- Renewed our focus on digital self-serve, growing our customer digital adoption rate and allowing our customers to access their accounts and purchase new products with ease.
- Increased customer experience metrics to account for 50% of our 2018 company-wide bonus plan.

2

#### **Invest in our Networks and Technology to Deliver Leading Performance and Reliability**

- Invested in LTE Advanced network technology for wireless network capacity and performance.
- Worked with Ericsson, the North American 5G partner of choice, to densify our network with small and macro cell sites and upgrade our 4.5G network with the latest 5G-ready technology.
- Launched a three-year partnership with the University of British Columbia (UBC) to create Canada's first real-world 5G hub on UBC's campus, facilitating research and developing 5G applications.
- Received the 2018 Speedtest® Award for Canada's Fastest Internet by Ookla®, a global leader in fixed broadband and mobile network testing, following ongoing investment in our network.

3

#### **Deliver Innovative Solutions and Compelling Content that Our Customers Will Love**

- Launched Ignite TV to our Cable footprint in Ontario and launched employee trials in our Atlantic Canada Cable footprint.
- Invested almost \$700 million to produce and create Canadian entertainment, news, and sports programming during the 2018 broadcast year.
- For the fourth consecutive year, Sportsnet was ranked Canada's number-one sports media brand.
- Celebrated 50 years of local programming through Rogers TV.

- Expanded our presence in local markets with the introduction of CityNews in Vancouver, Montreal, and Calgary, the acquisition of 102.1 CJCY in Medicine Hat, and the launch of hyper-local news sites in Ottawa and Kitchener in partnership with Village Media.
- Successfully completed the fourth year of our exclusive 12-year national NHL Agreement, reaching an audience of 24.6 million during the 2018 Stanley Cup Playoffs, including the most watched Stanley Cup Final since 2014.

4

#### **Drive Profitable Growth in All the Markets we Serve**

- Achieved our 2018 guidance targets after raising our adjusted EBITDA guidance in the third quarter. See “Financial and Operating Guidance” in our 2018 MD&A for more information.
- Grew total revenue by 5% and adjusted EBITDA by 9%.
- Delivered total shareholder return of 12.5% in 2018, 21 percentage points above the TSX Composite Index return.

5

#### **Develop Our People and a High Performance Culture**

- Achieved a best-in-class employee engagement score.
- Recognized as one of Canada’s Top 100 Employers for 2018, for the 6th year in a row, including recognition as one of the Greater Toronto Area’s Top Employers, a Top Employer for Young People, a Best Diversity Employer, and one of Canada’s Greenest Employers, in reports released by Mediacorp Inc.
- Recognized as one of Canada’s 50 Most Engaged Workplaces for 2018 by Achievers.
- Achieved female representation of 30% for executive positions of Vice President and above.
- Named to the 2018 Bloomberg Gender-Equality Index (GEI) in January 2018, which shared data on over 100 companies who lead in gender equality around the world. The GEI looks at our internal statistics, policies, engagement, and other gender-conscious programs that reflect our commitment to advancing women in the workplace and marketplace.

6

#### **Be a Strong, Socially Responsible Leader in Our Communities Across Canada**

- Invested over \$60 million in our communities through cash and in-kind donations to various charitable organizations and causes.
- Awarded 313 scholarships through our community partners and to dependents of our hard-working employees. Additionally, this program provided 105 grants to community organizations across the country that provide innovative and educational programs for youth.
- Volunteered over 20,000 hours to local charities across Canada, including through our first-ever Give Together Volunteer Days, where team members gave over 10,000 hours of support to over 50 charitable organizations.
- Raised over \$2.5 million from our second annual employee giving campaign, Give Together Month, where Rogers matched employee donations to the charity of their choice, up to \$1,000 each.
- Released Rogers’ 2018 Transparency Report, which outlines how we share customer information in response to requests from legal authorities as part of our obligation to contribute to public safety while protecting our customers’ privacy.
- Expanded access to Connected for Success, a program offering access to affordable, high-speed Internet to over 200,000 low-income Canadian households through 300 subsidized housing partners across our cable footprint.
- Became a participating partner in Connecting Families, a low-cost Government of Canada Internet initiative.

## CHANGES TO COMPENSATION PROGRAMS

Each year, we review our compensation programs to ensure they are aligned with our priorities and good governance practices while also being consistent with relevant market practices.

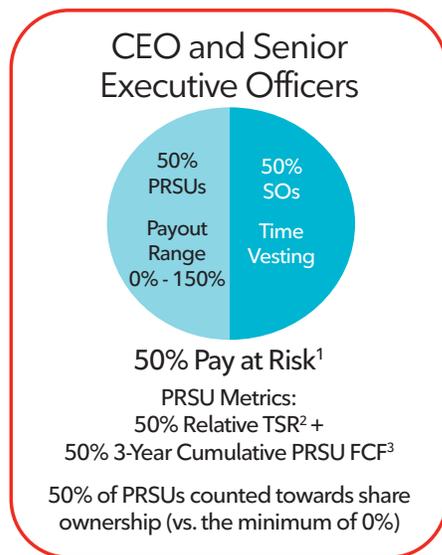
### *Short-Term Incentive Plan (STIP)*

- For 2018, we introduced modifications to our STIP that would better align it with the Company's strategic priorities:
  - we added an Employee Experience measure, to emphasize the fundamental role our employees play in Rogers' success;
  - we increased the focus on Customer Experience by adding key customer metrics and increasing the total weighting of customer measures from 20% to 50%; and
  - we maintained our focus on delivering strong financial results.
- We believe these continue to be effective measures of our success and align with our strategic priorities. As such, no material changes have been implemented for 2019.



### *Long-Term Incentive Plan (LTIP)*

- Building on the redesign of the STIP in 2018 to align with our new strategy and to focus on the metrics that drive Rogers' future success, commencing in 2019, we have implemented changes to the LTIP mix for senior executive officers. LTIP awards will continue to be delivered in Performance Restricted Share Units (**PRSUs**) and Stock Options (**SOs**). PRSU performance will continue to be measured based on relative Total Shareholder Return (**TSR**) and PRSU free cash flow. LTIP will be delivered in 50% SOs and 50% PRSUs for the President and Chief Executive Officer (**CEO**) and the other senior executive officers. The PRSU payout range will be set at 0% to 150%. These changes were introduced to:
  - continue to ensure the plan drives the right behaviours and focuses on the right metrics, in line with shareholder expectations;
  - align with common market practice, by having the same LTIP design for the CEO and other senior executive officers; and
  - comply with good governance practices of having at least 50% of equity-based compensation at risk, subject to performance conditions.



2019 LTIP Design	
Plan Design	Same plan design for the CEO and other senior executive officers
LTI Mix	50% PRSUs + 50% SOs
PRSU Payout Range	0% to 150%
Share Ownership	50% of PRSUs counted

- <sup>1</sup> Pay at Risk assumptions: SOs 0% at risk, PRSUs minimum payout at risk (i.e., if payout range is 0% to 150%, 100% is at risk).
- <sup>2</sup> Relative TSR based on a three-year average of Telecom Peer Group of BCE Inc. (**BCE**), TELUS Corporation (**Telus**), Shaw Communications Inc. (**Shaw**), Cogeco Communications Inc. (**Cogeco**), and Quebecor Inc. (**Quebecor**).
- <sup>3</sup> For the purposes of the PRSU plan, PRSU free cash flow is defined as adjusted EBITDA plus stock-based compensation, less capital expenditures.

## RECOUPMENT POLICY

The Human Resources Committee has approved a plan to extend the recoupment policy to each senior executive officer. This policy, which prior to 2019 applied exclusively to the CEO, will recoup STIP and LTIP awards delivered to the applicable senior executive officer within the most recent two years in the event of financial restatement due to gross negligence, intentional misconduct, or fraud, by such senior executive officer.

## 2018 PAY FOR PERFORMANCE

The primary metrics that drove Rogers' performance were also the focus of our incentive plans. These included Employee Experience, Customer Experience, and Financials.

In another year of increased competition, we again achieved strong results. This included growth in revenue, adjusted EBITDA, free cash flow, employee engagement, and a number of key customer metrics. Taking into consideration our performance relative to targets established at the beginning of the year, the final bonus pool was approved at 103% of the target pool. Individual employee bonus amounts were based on this achievement, team performance, and individual performance.

Based on our annual TSR relative to BCE, Telus, MTS Inc. (**MTS**) (for 2016 only as MTS was acquired by BCE), Cogeco, Quebecor, and Shaw in 2016, 2017, and 2018, and our three-year PRSU free cash flow performance, the Human Resources Committee approved a payout score of 116.7% of target for PRSU awards granted in 2016 and vesting in 2019.

## THE TALENT AGENDA

The integration between the talent management and compensation programs continues to be a critical priority, enabling Rogers to attract, motivate, develop, and retain the best talent in Canada. In turn, this supports the Company's drive to deliver on our customer and shareholder commitments. As part of our strategy, we continued to review and discuss the progress on our executive development and succession plans. We further enhanced our annual talent review

process with increased focus on diversity and representation of diverse groups in our workforce, and on development of top talent by providing them with accelerated development opportunities to become succession-ready.

The Human Resources Committee will continue to work closely with management to further align the talent agenda with the Company's business strategy.

## 2019 PRIORITIES

In 2019, the Human Resources Committee will focus on supporting the CEO and the leadership team as they drive the Company's strategy forward with a focus on delivering for our employees, our customers, and our shareholders. The Human Resources Committee will ensure that the Company supports its strong pay-for-performance culture that aligns management objectives with shareholders' interests. In addition, the Human Resources Committee will continue its focus on key areas of talent management, including succession planning and diversity and inclusion, to ensure we have the right talent in the right roles in order to execute on our strategic plan. The Human Resources Committee will continue to review the Company's executive compensation programs on a regular basis to ensure they remain competitive with the external market, and that the executive team remains aligned with the business priorities and delivering long-term sustainable value to you, our shareholders.

## CONCLUSION

On behalf of the Human Resources Committee and the Board of Directors, we are committed to open and transparent communication with our shareholders. We invite you to review the following sections, which provide a more detailed view of our executive compensation programs and actual pay for our top executives in 2018.



Edward S. Rogers  
Chair of the Board



Isabelle Marcoux  
Chair, Human Resources Committee

## COMPENSATION DISCUSSION & ANALYSIS

This Compensation Discussion & Analysis section describes and explains the Company's compensation philosophy and objectives and the significant elements of compensation of the Company's Named Executive Officers (NEOs) during the year ended December 31, 2018.

### Named Executive Officers

Name	Position Title
Joe Natale	President and Chief Executive Officer (CEO)
Anthony Staffieri	Chief Financial Officer (CFO)
Brent Johnston	President, Wireless
Jorge Fernandes	Chief Technology and Information Officer
Dean Prevost	President, Rogers for Business

## HUMAN RESOURCES COMMITTEE

All Human Resources Committee members have a thorough understanding of policies, principles, and governance related to human resources and executive compensation. They also have the necessary financial acumen to apply to the evaluation of executive compensation programs. They have acquired this knowledge through experience in prior roles, some of which include other senior executive officer positions of large, publicly traded companies, and other directorship roles. For more information on the occupations, skills, experience, and independence of each Human Resources Committee member, please refer to the director profiles contained in the "Business of the Meeting" section of this circular.

### Human Resources Committee as at December 31, 2018

Name	Independent
Isabelle Marcoux (Chair)	Yes
Bonnie R. Brooks	Yes
Robert Dépatie	Yes
John A. MacDonald	Yes

Human Resources Committee meetings are planned for a year in advance. For each meeting, the agenda is designed to ensure the Committee is provided with a comprehensive presentation on matters for which the Committee has oversight. For further information, please refer to the "Director Orientation and Continuing Education" section of this circular.

### *Role of the Human Resources Committee*

The Human Resources Committee is responsible for assisting the Board in its oversight of the compensation, benefits, succession planning, and talent management programs of the Company's executives. For more information on the Human Resources Committee's mandate, please refer to Appendix C to this circular or visit the Corporate Governance section of our website at [investors.rogers.com/corporate-governance](http://investors.rogers.com/corporate-governance).

The Human Resources Committee meets periodically throughout the year to review key items according to its mandate and annual work plan. The Chair of the Board and members of both the Board and management, including the CEO, attend the meetings at the invitation of the Chair of the Human Resources Committee. At each meeting, there is an in-camera session without management.

The Human Resources Committee's decisions about executive compensation policies and practices are made within the context of the Company's goals of being an industry-leading, high-performing communications and media company with a superior performance-driven employee culture and commitment to customer satisfaction. To this end, the Human Resources Committee's mandate is to oversee management in the attraction, retention, and succession of

talented, diverse, and highly motivated people who will excel in a fast-paced, dynamic environment and who have the responsibility of growing market share, the long-term profitability of the Company, and increasing financial returns to shareholders.

### 2018 Highlights

The Human Resources Committee met five times in 2018 to review and approve a number of initiatives.

Topic	Highlights
<b>CEO Performance, Priorities, and Compensation</b>	<ul style="list-style-type: none"> <li>Reviewed the performance of the CEO for 2017 and recommended approval of his compensation to the Board of Directors</li> <li>Reviewed progress against the 2018 plan and the CEO's 2019 priorities</li> </ul>
<b>Talent Management, Succession Planning, and Diversity</b>	<ul style="list-style-type: none"> <li>Reviewed and approved changes to the senior executive officer team, including the appointment of our President, Wireless, and Chief Technology and Information Officer</li> <li>Reviewed the progress of our executive development, including succession planning, and diversity across the Company</li> </ul>
<b>Performance and Compensation of Senior Executive Officers</b>	<ul style="list-style-type: none"> <li>Reviewed the extent to which performance measures for 2018 were achieved and approved funding levels for executive and broad-based employee incentive plans based on this achievement</li> <li>Approved the compensation arrangements for the CEO's direct reports and other senior executive officers</li> </ul>
<b>Plan Design</b>	<ul style="list-style-type: none"> <li>Approved the 2019 STIP framework</li> <li>Approved changes to the 2019 LTIP design</li> <li>Approved the 2019 salary merit budget</li> <li>Approved changes to the Company's pension plans, including a base year upgrade and an increase to the maximum lifetime pension for the Defined Benefit plans</li> </ul>
<b>Governance</b>	<ul style="list-style-type: none"> <li>Approved a recoupment policy to include all senior executive officers</li> <li>Remained apprised of regulatory and governance trends related to executive compensation</li> </ul>
<b>Public Disclosure</b>	<ul style="list-style-type: none"> <li>Reviewed and approved the circular in respect of the Company's 2018 Annual General Meeting of Shareholders</li> </ul>

## Talent Management and Succession Planning

A key part of the Human Resources Committee's annual work plan is the focus on building talent, deepening bench strength and ensuring that succession plans are in place for the most pivotal roles in the Company. Annually, the CEO provides a comprehensive update to the Human Resources Committee on the strengths of the overall executive leadership team and areas on which to focus development. This includes a review of talent diversity and the plans in place to both retain and accelerate the development of the Company's strongest leaders.

In 2018, we focused on continuing to develop top-talent employees at the Director level and above, including moving top talent across the business, and improving succession planning for executive and pivotal Director-level roles.

The Company continued to deliver and enhance a number of key initiatives in support of employees' personal and professional development, including an overhaul of Rogers' online "development hub" making growth and development tools and resources (such as strengths-based assessments, conversation guides, and other tools to drive development planning) more easily accessible to all employees. The new site content includes a dedicated page for People Managers, driving manager accountability and supporting the unique needs of leaders as they support the development of their team. In 2019, we will strive to increase opportunities to join development workshops by 80% across the Company, while leveraging targeted delivery methods for the frontline to help ensure all employees have equal access to key messaging and development opportunities. Our workshops provide employees with the chance to explore personal and professional development resources in greater detail, discuss effective development planning skills, and learn how to lead and support effective development conversations.

Our 2018 Employee Survey confirmed that growth and development continues to be a top driver of engagement, retention and internal talent mobility. Rogers makes ongoing investments in the resources and tools that help our employees perform at their best and grow their careers. Our leadership team continues to identify action plans to further drive engagement, with a continued focus on our frontline employees, as our Company works to become a destination for talent and continues to build strong accountable leaders.

## INDEPENDENT COMPENSATION ADVISOR

The Human Resources Committee engages an independent advisor that is directly retained by, receives instructions from, and reports to the Human Resources Committee. All work performed by the advisor must be pre-approved by the Human Resources Committee. The advisor's role is to provide independent advice, analysis, and expertise to assist the Human Resources Committee in evaluating compensation recommendations put forward by management in order to ensure sound decisions are made within an effective governance framework.

While the Human Resources Committee considers the information and recommendations provided by the independent advisor, it ultimately relies upon its own judgment and experience in making compensation decisions.

The Human Resources Committee has engaged Hugessen Consulting Inc. (**Hugessen**) as its independent advisor since August 2006. Hugessen provides no other services to the Company.

### Executive Compensation-related Fees

Advisor	2018 (\$)	2017 (\$)
Hugessen	71,431	43,142

## COMPENSATION RISK OVERSIGHT AND GOVERNANCE

Management conducts regular assessments of the Company's executive compensation plans to evaluate whether there are any compensation-related risks within the plans that are likely to have a materially adverse effect on the Company. The latest assessment was conducted by Willis Towers Watson in December 2018. The assessment found that Rogers has a responsible and effective approach to risk management and compensation governance. It concluded that all compensation programs and practices are well balanced and do not encourage excessive risk-taking behaviour.

The Human Resources Committee is confident that the Company's compensation structure is balanced and well governed, and does not encourage risk-taking behaviour that would negatively impact the Company. We will continue to review and introduce changes, as required, to maintain alignment of our programs with the Company's risk management framework.

Rogers' compensation governance practices include, among others, the following:

### *Recoupment Policy (Claw Back)*

There will be a claw back of the CEO's STIP and LTIP awards received within the most recent two years in the event of financial restatement due to the CEO's gross negligence, intentional misconduct, or fraud. Any claw back would be on the amount net of applicable taxes.

Starting in 2019, this recoupment policy will apply to each senior executive officer as well.

### *Anti-Hedging Policy*

Rogers prohibits its reporting insiders from dealing in puts and calls, affecting any short sales, dealing in futures, option transactions or equity monetization, or engaging in any other hedging transactions relating to the Company's shares without the prior approval of the Corporate Governance Committee.

### *Share Ownership Requirements*

The share ownership requirement is designed to link the interests of executives to those of our shareholders by encouraging an ownership position in the Company. The requirements must be met within five years of their appointment to an executive position.

#### Share Ownership Requirements

Level	Multiple of Salary
CEO	5.0x
CFO	4.0x
Presidents and C-Level Officers <sup>1</sup>	2.0x - 3.0x
EVPs and SVPs	1.0x - 2.0x
VPs	0.5x - 1.0x

<sup>1</sup> Includes the Chief Digital Officer, Chief Human Resources Officer, Chief Information Officer, Chief Technology and Information Officer, and Chief Legal and Regulatory Officer.

To the extent an executive has not satisfied the share ownership requirements, they are required to defer any annual cash bonus in excess of 100% of target in the form of Restricted Share Units (RSUs), which vest at the end of a three-year period. The share ownership attainment of individual NEOs is reviewed by the Human Resources Committee.

### Share Ownership Attainment as at December 31, 2018

NEO	Requirement		Class B Non-Voting Shares (#)	RSUs/ PRSUs (#)	Deferred PRSUs/ DSUs (#)	Total Value of Equity <sup>1</sup> (\$)	Ownership Level	Required Attainment Date
	Multiple of Salary	Value (\$)						
Joe Natale	5.0x	6,375,000	1,038	66,169	8,005	5,261,873	4.1x	Apr 2022
Anthony Staffieri	4.0x	3,000,000	212	17,836	80,996	6,929,149	9.2x	Met
Brent Johnston	3.0x	1,800,000	294	40,490	-	2,853,272	4.8x	Met
Jorge Fernandes	3.0x	1,950,000	350	26,928	-	1,908,314	2.9x	Feb 2023
Dean Prevost	3.0x	1,950,000	459	14,009	-	1,012,173	1.6x	Sep 2022

<sup>1</sup> The total value of equity and equity-based awards is determined by adding the greater of 100% of the market value or 100% of the book value of Class B Non-Voting Shares, RSUs, Deferred Share Units (DSUs), Bonus DSUs, Matched Bonus DSUs, and vested PRSU DSUs and Matched PRSU DSUs held by NEOs, and 50% of the CEO's and 30% of all other NEOs' unvested PRSUs and PRSU DSUs. The market value of equity is determined with reference to the closing price of the Class B Non-Voting Shares on the TSX on December 31, 2018, which was \$69.96.

### CEO Post Retirement Hold

The CEO is required to maintain his share ownership position of five times base salary equivalent for a period of one year following retirement or resignation from the Company.

## EXECUTIVE COMPENSATION PHILOSOPHY AND OBJECTIVES

The Company fosters a “pay-for-performance” culture by placing strong emphasis on incentive compensation for its executives. The primary objectives of our executive compensation programs are:

- attract and motivate talented executives in a competitive environment;
- reward executives appropriately for exceptional organizational and business unit performance (opportunity for above median total direct compensation for above median performance);
- align compensation with performance over both the short- and long-term;
- align management's interests with those of shareholders through performance conditions in incentive plans and share ownership requirements;
- retain high-performing executives and encourage their long-term career commitment to the Company through diversity of experience and differentiation of pay; and
- ensure that our compensation plans align with good governance practices, and do not incent risk-taking behaviour beyond the Company's risk tolerance.

Different performance measures are used for the Company's STIP and LTIP in order to balance the objectives that facilitate annual growth and those that reward the creation of long-term shareholder value. Incorporating Employee Experience, Customer Experience, and strong Financial Performance measures to determine awards under the Company's STIP, reflects our commitment to keeping the executive team focused on the importance of creating and maintaining customer loyalty.

## Benchmarking

We compare our compensation levels to those of a peer group of companies to evaluate our competitiveness. The peer group, as detailed below, consisted of 20 large publicly traded Canadian companies in 2018. We have determined this to be the most relevant market from which to draw comparative data. These companies were selected based on revenue and market capitalization with representation across industries. To avoid overweighting the sample, we have limited the number of financial services and energy companies. As this sample is also used to assess the competitiveness of our compensation for our broader executive population. The peers were also selected based on their participation in market surveys. Rogers remains slightly above the median of our peer group in both revenue and market capitalization.

The peer group is regularly reviewed by management based on the approved criteria. Any changes are subject to the Human Resources Committee's review and approval. To determine appropriate pay levels and mix of pay elements, the Company also reviews the pay practices of other companies in the telecommunications industry. The Human Resources Committee reviewed the peer group again in 2018 and concluded that no changes were required.

### Peer Group

Company	Sector
Bank of Montreal	Financial Services
Barrick Gold Corporation	Materials
BCE Inc.	Telecommunications
Bombardier Inc.	Industrials
Canadian Imperial Bank of Commerce	Financial Services
Canadian National Railway Company	Industrials
Canadian Natural Resources Limited	Energy
Canadian Pacific Railway Limited	Industrials
Canadian Tire Corporation, Limited	Consumer Discretionary
Cenovus Energy Inc.	Energy
CGI Group Inc.	Information Technology
Enbridge Inc.	Energy
Encana Corporation	Energy
Goldcorp Inc.	Materials
Husky Energy Inc.	Energy
Nutrien Ltd.	Materials
Sun Life Financial Inc.	Financial Services
Teck Resources Limited	Materials
TELUS Corporation	Telecommunications
TransCanada Corporation	Energy

### Peer Group Determination Criteria

Canadian headquarters and listed on the S&P / TSX 60  
Market capitalization between 0.5x and 2.0x that of Rogers  
Revenue between 0.33x and 3.0x that of Rogers

### Peer Group Relativity<sup>1</sup> (millions)

	Total Revenue <sup>2</sup>	Market Capitalization <sup>3</sup>
Peer Group Median	\$13,442	\$27,206
Rogers Communications Inc.	\$15,096	\$36,033

<sup>1</sup> Data sourced from S&P Capital IQ and presented in CAD.

<sup>2</sup> Total revenue data reflect the most recent fiscal year disclosed.

<sup>3</sup> Market capitalization based as at December 31, 2018.

## Positioning of Executive Compensation

The Human Resources Committee follows the philosophy of generally positioning our target total direct compensation (salary + target short-term incentive awards + target long-term incentive awards) of the NEOs at or above the median of the competitive market.

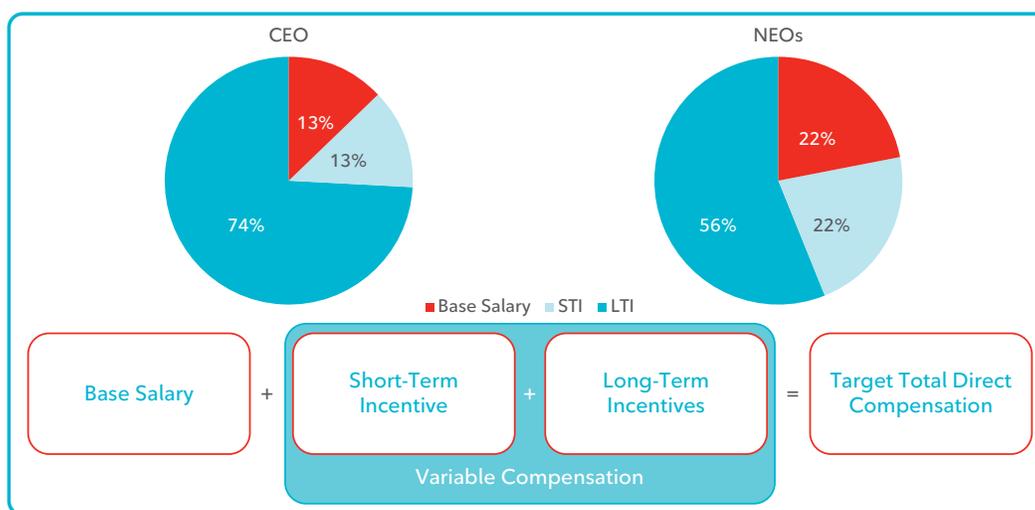
### Strong Link Between Pay and Performance

Top talent with above target performance = up to top quartile market pay  
 Performance above target = above market median pay  
 Performance at target = market median pay  
 Performance below target = below market median pay

In determining the appropriate level and mix of pay for a NEO, the Human Resources Committee considers, among other things, the individual's skills, qualifications, abilities, retention risk, experience, and performance. Compensation for an executive may be set above median to reflect the strategic importance of the role within the Company, market conditions, individual experience, sustained performance in the role, and potential.

### Target Total Direct Compensation Mix for NEOs

The NEOs' target total direct compensation comprises three elements: base salary, short-term incentive, and long-term incentives. The Company's commitment to pay for performance is reflected in its variable compensation plans (or 'at-risk' pay), which are strongly influenced by both the individual's performance and the Company's business results.



### Target Total Direct Compensation for NEOs

Name	Salary (\$)	Target STIP		Target Total Cash Compensation (\$)	Target LTIP		Target Total Direct Compensation (\$)
		% of Salary	Value (\$)		% of Salary	Value (\$)	
Joe Natale	1,275,000	100%	1,275,000	2,550,000	588%	7,500,000	10,050,000
Anthony Staffieri	750,000	100%	750,000	1,500,000	250%	1,875,000	3,375,000
Brent Johnston	600,000	100%	600,000	1,200,000	250%	1,500,000	2,700,000
Jorge Fernandes	650,000	100%	650,000	1,300,000	250%	1,625,000	2,925,000
Dean Prevost	650,000	100%	650,000	1,300,000	250%	1,625,000	2,925,000

## Elements of Compensation

To ensure a balanced approach with a focus on both short- and long-term objectives, Rogers' NEOs are compensated through a combination of elements.

### Fixed Compensation

#### Base Salary

##### Purpose

- Reflect the market value of skills, experience, and individual contribution.

##### Design Summary

- Fixed annual rate of pay.
- Individual salary based on competitive market for talent, individual experience, sustained performance, and potential.

#### Benefits & Perquisites

##### Purpose

- Attract and retain exceptional talent.
- Provide market-comparable benefits.

##### Design Summary

- Generally consistent with broader market practice. Each NEO receives an executive allowance and can apply for executive disability insurance which provides coverage in addition to that provided by the standard disability plan offering.

### Performance-based/At-risk Compensation

#### STIP

##### Purpose

- Motivate achievement of key corporate, team, and individual goals.
- Provide a strong link between overall performance of the Company, the team, and the individual.

##### Design Summary

- Multiplicative design based on corporate, team, and individual performance.
- For 2018, this included:
  - Corporate factor based on Employee Experience (10% weighting), Customer Experience (50% weighting), and Financial Performance (40% weighting).
  - Team factor based on business unit or function-specific objectives.
  - Individual factor based on annual personal objectives.
- Corporate, team, and individual performance factors can vary between 0% and 150% of target. Overall, each NEO has the opportunity to receive up to 200% of their target STIP.

#### LTIP

##### Purpose

- Motivate executives to achieve long-term success (i.e., growth in PRSU free cash flow, share price appreciation, and maximizing overall shareholder returns).
- Align executive and shareholder interests.
- Enable executives to participate in the growth and development of the Company.
- Incent executives to deliver performance that surpasses that of our competitors.

##### Design Summary

- Annual LTIP grants for NEOs and other senior executive officers include a mix of two vehicles: Stock Options (Performance Stock Options (**PSO**) for awards to the CEO prior to 2019), and Performance Restricted Share Units for the CEO and NEOs.

- All other executives and certain other employees may be eligible to receive Long-Term Incentives (LTI) in the form of Restricted Share Units (RSUs).
- **Performance Stock Options (PSOs)**
  - In addition to a time-vesting requirement and a ten-year expiry term, pre-established share price performance targets must be met for vesting to occur. Since 2015, PSOs have been granted exclusively to the CEO. Commencing in 2019, the CEO will receive SOs, in line with the plan design intended for other senior executive officers.
- **Stock Options (SOs)**
  - Commencing in 2019, the CEO will receive SOs in line with the plan design intended for other NEOs. Since 2015, NEOs receive time-vesting SOs that vest over four years, and have a ten-year expiry term.
- **Performance Restricted Share Units (PRSUs)**
  - For awards granted since 2017, payout is based on the achievement of a three-year cumulative PRSU free cash flow target and relative TSR performance against a peer group of five companies including BCE, Telus, Shaw, Cogeco, and Quebecor.
  - For awards granted in 2016, payout is based on the achievement of a three-year cumulative PRSU free cash flow target and relative TSR performance against an expanded peer group of six companies including BCE, Telus, Shaw, Cogeco, MTS, and Quebecor. Beginning with year two, the required changes were implemented to reflect BCE's acquisition of MTS.
  - For awards granted in 2015, payout is based on the achievement of a three-year cumulative PRSU free cash flow target and relative TSR performance against BCE and Telus:
    - Year 1: Improve TSR performance relative to that of BCE and Telus;
    - Year 2: Equal the TSR performance of BCE and Telus; and
    - Year 3: Surpass the TSR performance of BCE and Telus
  - Performance vesting of all awards granted to the CEO can range from 50% to 150% of target. Awards granted to all NEOs, other than the CEO, from 2015 through 2018, have a payout range of 30% to 170% of target.
- **Deferred Share Units (DSUs)**
  - DSUs are granted on a selective basis, typically as part of on-hire compensation.
  - DSUs track the price of the Class B Non-Voting Shares. When dividends are paid, additional DSUs are credited to the participant's DSU account. DSUs may be redeemed for cash only after they have vested and following a termination of employment with the Company for any reason.
  - From 2015 to 2017, DSUs have also been granted to eligible executives who elected to participate in the three-year Share Matching Program where they could receive a Company match for amounts of their STIP and/or LTIP that they elected to defer. Participation in this Program was strong, demonstrating its appeal and executive leadership's commitment to the Company, the strategy, and long-term share ownership. This Share Matching Program concluded on December 31, 2017.

(See "Summary of Long-Term Incentive Plans" for detailed information)

## Pension and Share Ownership Programs

### Pension Plans

#### Purpose

- Retain exceptional talent.
- Provide a competitive retirement plan.
- Reward service to the Company.

### Defined Benefit Pension Plan (DB Plan) and Defined Benefit Supplementary Executive Retirement Plan (DB SERP)

#### Design Summary

- NEOs hired prior to July 1, 2016 were eligible to participate in the Company's DB Plan. The DB Plan was closed to new enrolment as of July 1, 2016.

- Certain senior executive officers participate in a DB SERP that provides benefits in excess of those provided in the DB Plan, as a result of the limits under the Income Tax Act (Canada) (ITA).
- NEOs also have certain post-employment benefits and supplemental pension entitlements under their employment agreements.

#### **Defined Contribution Pension Plan (DC Plan) and Defined Contribution Supplementary Executive Retirement Plan (DC SERP)**

##### **Design Summary**

- NEOs hired after June 30, 2016 participate in the Company's DC Plan, consistent with other employees of the Company.
- Certain senior executive officers participate in a DC SERP that provides benefits in excess of those provided in the DC Plan as a result of the limits under the ITA.
- NEOs participating in the DC SERP may also have certain post-employment benefits and supplemental pension entitlements under their employment agreements.

(See "Pension Plan Benefits" for detailed information)

#### **Employee Share Accumulation Plan (ESAP)**

##### **Purpose**

- Align with shareholder interests.
- Provide a benefit for all employees to become an "owner" of the Company.

##### **Design Summary**

- NEOs, along with all other employees of the Company, can participate in the ESAP.
- An ESAP participant may contribute up to a maximum of 10% of their salary, provided that such contributions in any year do not exceed \$25,000.
- Rogers contributes to each participant's account an annual amount equal to:
  - 25% of the employees' contributions made during the first year of ESAP membership;
  - 33% of the employees' contributions made during the second year of ESAP membership; and
  - 50% of the employees' contributions made each year after the second year of ESAP membership.

## **COMPENSATION DECISIONS FOR 2018-19**

### *Input from Management*

The Human Resources Committee engages in active discussions with, and considers recommendations from, the CEO concerning:

- base salaries, considering internal pay equity among executives;
- participation in the incentive programs and award levels;
- performance metrics for the incentive plans;
- performance targets, at the corporate, team, and individual levels for the coming year, where applicable; and
- actual achievement of performance against pre-determined targets.

The Company's Chief Human Resources Officer is involved in the compensation-setting process through the preparation of information for the Human Resources Committee, which includes the recommendations of the CEO. The Human Resources Committee may also seek input from its independent compensation advisor, as determined by the Chair.

## Salary

Salaries are reviewed annually by the Human Resources Committee, with input from the CEO with respect to the other NEOs.

Salary Increases <sup>1</sup>			
Name	2018 Salary (\$)	2019 Salary (\$)	Increase
Joe Natale	1,275,000	1,313,250	3.0%
Anthony Staffieri	750,000	775,000	3.3%
Brent Johnston	600,000	650,000	8.3%
Jorge Fernandes <sup>2</sup>	650,000	650,000	-
Dean Prevost	650,000	675,000	3.8%

<sup>1</sup> Individual salaries are based on competitive market for talent, individual experience, sustained performance, and potential.

<sup>2</sup> Mr. Fernandes received a salary adjustment in July 2018 when he transitioned into the role of Chief Technology and Information Officer.

## Short-Term Incentive Plan (STIP)

STIP awards are based on a percentage of Bonus Eligible Earnings (BEE). BEE includes compensation paid in the form of base salary during the plan year. The following section summarizes how the STIP pool is established and provides details on targets and actual performance results for the NEOs for 2018, and for 2019 as applicable. For 2018 and 2019, targets were approved by the Human Resources Committee.

2018 STIP Opportunity (as % of BEE)				
Name	Minimum	Target	Maximum	2019 Target
Joe Natale	0%	100%	200%	100%
Anthony Staffieri	0%	100%	200%	100%
Brent Johnston	0%	100%	200%	100%
Jorge Fernandes	0%	100%	200%	100%
Dean Prevost	0%	100%	200%	100%

## 2018 STIP Design

Actual STIP payouts are based on a combination of corporate, team, and individual performance, as illustrated below.



### Step 1: Determining Corporate Performance Score and Pool Funding

Employee Experience, Customer Experience, and Financial Performance target levels and ranges are calibrated by management and approved by the Human Resources Committee at the beginning of the performance year. Under the terms of the plan, a minimum of 95% of the adjusted EBITDA target must be achieved for there to be any STIP payout.

Calculation of the Corporate Performance Score determines the funding of the overall STIP pool. The target pool (defined as the sum of individual target awards plus a pre-determined percentage used for performance differentiation purposes) is multiplied by the Corporate Performance Score to determine the overall STIP pool available for distribution.

In 2018, we exceeded our Employee Experience target. While we made solid progress against our Customer Experience metrics, we fell short on some of our goals. Our Financial Performance was strong, exceeding our targets for the year. As a result of these accomplishments, the Human Resources Committee approved a Corporate Performance Factor of 103%.

### Step 2: Determining Team Performance Score

The CEO evaluated the performance of each team based on their performance against our business priorities, and credited all at 100%. Among the NEOs, Mr. Staffieri's team component was based on the performance of the corporate groups, while Messrs. Johnston's, Fernandes', and Prevost's team components were based on their respective business units.

### Step 3: Determining Individual Performance Score

Each NEO is assessed, and their bonus adjusted, based on their Individual Performance against their respective objectives during the year. For 2018, the CEO reviewed the Individual Performance of each direct report and made a recommendation to the Human Resources Committee for approval. In its assessment of Individual Performance, the Human Resources Committee recognized that the NEOs and other senior executive officers had made solid progress in line with our strategy, and have better positioned the Company for future growth. For a list of key accomplishments, please refer to the "Human Resources Committee Letter to Shareholders".

#### STIP Award

Name	Annualized Target STIP Award (\$)	Target STIP Award <sup>1</sup> (\$)	Corporate Factor	Team Factor	Individual Factor	Actual STIP Award (\$)
Joe Natale	1,275,000	1,270,865	103%	100%	150%	1,963,487
Anthony Staffieri	750,000	745,865	103%	100%	150%	1,152,362
Brent Johnston <sup>2</sup>	600,000	600,000	103%	100%	125%	772,500
Jorge Fernandes	650,000	575,192	103%	100%	120%	710,938
Dean Prevost	650,000	650,000	103%	100%	105%	702,975

<sup>1</sup> Based on 2018 BEE in line with STIP terms, with the exception of Mr. Johnston.

<sup>2</sup> Mr. Johnston's actual STIP award was not pro-rated or based on BEE in 2018, per the terms of his employment agreement. It was based on his annualized rate of base pay.

### Long-Term Incentive Plan (LTIP)

A material portion of the eligible NEOs' total direct compensation opportunities is in the form of long-term incentives, consistent with the Company's compensation philosophy.

### Award Values

At the beginning of each fiscal year, the Human Resources Committee approves the value of LTIP awards to be granted and, with the exception of the CEO's LTIP, receives and reviews recommendations from the CEO. Typically, the Human Resources Committee does not take previous grants or length of service into account when setting new grants. In the case of exemplary individual performance during the year, a new hire, or a promotion, the Human

Resources Committee may approve an award in excess of, or less than, the targeted annual grant level based on their assessment of the rationale provided by the CEO.

#### LTIP (Target Annual Award as a % of salary)

Name	2018 Target	2018 Actual	2019 Target
Joe Natale <sup>1</sup>	588%	588%	571%
Anthony Staffieri	250%	320%	250%
Brent Johnston	250%	250%	250%
Jorge Fernandes	200%	231%	250%
Dean Prevost	250%	250%	250%

<sup>1</sup> Mr. Natale's annual target LTI is a fixed value of \$7.5 million, which is reflected above as a percentage of his annual base salary.

#### Mix of LTIP Vehicles for 2018

For 2018, Mr. Natale received his LTI award in the form of 50% PSOs and 50% PRSUs. Messrs. Staffieri, Johnston, Fernandes, and Prevost received their LTI awards in the form of 25% SOs and 75% PRSUs.

All other executives and directors below the senior executive officer level are eligible to receive LTI in the form of RSUs. For detailed information on the design features and provisions of the LTIP vehicles, see "Summary of Long-term Incentive Plans".

#### Performance Stock Options

In addition to a time-vesting requirement, pre-established share price performance targets must be met prior to the expiration of the grant in order for PSO vesting to occur.

#### Performance Stock Option (March 1, 2018)

Proportion of Grant	Vesting Period	Share Price Target (\$)
25%	1 year	61.3726
25%	2 years	64.4412
25%	3 years	67.6633
25%	4 years	71.0465

#### PRSUs

In January 2019, the Human Resources Committee reviewed the Company's performance against the two metrics used to determine the performance of the PRSU Plan (for the period 2016 - 2018): Relative TSR and three-year cumulative PRSU free cash flow. Based on this, the Human Resources Committee approved a performance factor of 116.7% for PRSU awards granted in March 2016.

#### PRSU Payout<sup>1</sup>

	Relative TSR			3 Year Cumulative PRSU FCF
	2016	2017	2018	2016-2018
Target	10.1%	15.8%	(3.0%)	\$8.871 billion
Achievement	7.9%	29.5%	11.9%	\$8.578 billion
Payout	89.7%	164.1%	169.6%	92.3%
Weighting	16.67%	16.67%	16.67%	50.0%
<b>Total Payout %</b>				<b>116.7%</b>

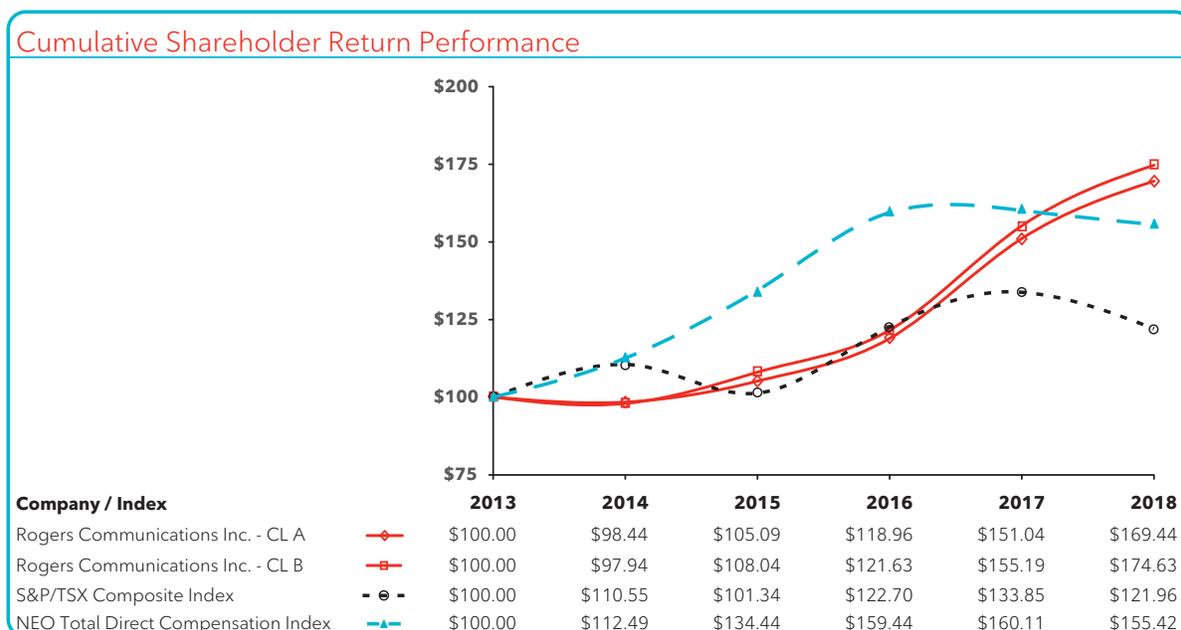
<sup>1</sup> For the purposes of the PRSU plan, PRSU free cash flow is defined as adjusted EBITDA plus stock-based compensation, less capital expenditures. Relative TSR measures are on an annual basis and reflect the change between the average of the adjusted close prices (which include the value of dividends) for the full calendar month for the beginning and end of the performance period.

## PERFORMANCE GRAPH

The following graph illustrates the change in value of \$100 invested on December 31, 2013 (five years ago) in:

- Class A Shares (RCI.A);
- Class B Non-Voting Shares (RCI.B); and
- Standard & Poor's/Toronto Stock Exchange Composite Total Return Index (S&P/TSX Composite Index).

The graph also includes a NEO Total Direct Compensation Index that reflects the change in the sum of the annual Total Direct Compensation for NEOs (salary + short-term incentive awards + long-term incentive awards) for the past five years.



Values are given as at December 31 of each of the years listed. The year-end values of each investment are based on share appreciation, assuming that all dividends are reinvested.

For the five-year period, the market price for Rogers shares has outpaced the S&P/TSX Composite Index. In 2014, there was a decrease in the Company's share price while NEO compensation increased, which reflects a number of new NEO hires. In 2015 and 2016, both share price and NEO compensation increased. In 2017, there was an increase in the Company's share price as overall Company performance improved against key competitors and we made significant progress on our strategic plan. Comparatively, the compensation of NEOs remained relatively flat during this same period, which is partially a reflection of the change in the list of NEOs for 2017. In 2018, the Company's share price continued its growth, outperforming the S&P/TSX Composite Index, while top talent executives joined Rogers to deliver on our strategic plan and continue driving strong shareholder returns.

Overall, the Human Resources Committee is confident that the current executive compensation program and associated pay levels for its NEOs are well aligned to the Company's performance over the prior five-year period.

## SUMMARY COMPENSATION TABLE

### Summary Compensation Table

Name and Principal Position	Year	Salary <sup>1</sup> (\$)	Share-Based Awards <sup>2</sup> (\$)	Option-Based Awards <sup>3</sup> (\$)	Non-Equity Incentive Plan Compensation			Pension Value <sup>5</sup> (\$)	All Other Compensation <sup>6</sup> (\$)	Total Compensation <sup>7</sup> (\$)
					Annual Incentive Plan <sup>4</sup> (\$)	Long-Term Incentive Plans (\$)				
<b>Joe Natale<sup>7</sup></b>	<b>2018</b>	<b>1,270,865</b>	<b>3,750,158</b>	<b>3,750,013</b>	<b>1,963,487</b>	–	<b>684,217</b>	<b>130,853</b>	<b>11,549,593</b>	
President and Chief Executive Officer	2017	879,808	4,500,173	4,000,013	1,601,563	–	2,055,846	234,506	13,271,909	
	2016	–	–	–	–	–	–	–	–	
<b>Anthony Staffieri</b>	<b>2018</b>	<b>745,865</b>	<b>1,800,263</b>	<b>600,005</b>	<b>1,152,362</b>	–	<b>390,484</b>	<b>86,683</b>	<b>4,775,662</b>	
Chief Financial Officer	2017	723,385	1,500,155	500,006	1,112,204	–	352,825	222,510	4,411,085	
	2016	712,635	1,640,736	437,516	927,316	–	709,596	72,214	4,500,013	
<b>Brent Johnston<sup>8</sup></b>	<b>2018</b>	<b>334,615</b>	<b>4,725,368</b>	<b>375,005</b>	<b>772,500</b>	–	<b>40,385</b>	<b>1,021,013</b>	<b>7,268,886</b>	
President, Wireless	2017	–	–	–	–	–	–	–	–	
	2016	–	–	–	–	–	–	–	–	
<b>Jorge Fernandes<sup>9</sup></b>	<b>2018</b>	<b>575,192</b>	<b>2,925,428</b>	<b>375,014</b>	<b>710,938</b>	–	<b>74,946</b>	<b>709,984</b>	<b>5,371,502</b>	
Chief Technology and Information Officer	2017	–	–	–	–	–	–	–	–	
	2016	–	–	–	–	–	–	–	–	
<b>Dean Prevost<sup>10</sup></b>	<b>2018</b>	<b>650,000</b>	<b>1,218,977</b>	<b>406,290</b>	<b>702,975</b>	–	<b>113,710</b>	<b>45,779</b>	<b>3,137,731</b>	
President, Rogers for Business	2017	197,500	1,000,085	–	197,500	–	–	560,949	1,956,034	
	2016	–	–	–	–	–	–	–	–	

<sup>1</sup> Salary represents BEE on which bonus is based for payout, with the exception of Mr. Natale whose bonus was not pro-rated for 2017, and Mr. Johnston, whose bonus was not pro-rated for 2018, per the terms of their respective employment agreements. Their bonus for these respective years was based on their annualized rate of pay.

<sup>2</sup> The amounts shown for compensation purposes reflect the five-day weighted average trading price of Class B Non-Voting Shares on the TSX for the five trading days preceding the grant date. This ensures the compensation award values are not influenced by single-day trading volatility. The accounting value of these awards differs slightly as a single-day trading price of Class B Non-Voting Shares preceding the grant date is used. See Share Matching Program in “Elements of Compensation” for additional information on this program.

<sup>3</sup> The share prices used for the purposes of determining stock option grants are outlined in the chart below. For compensation purposes, the share price is determined as the five-day weighted average share price preceding the date of grant. For accounting purposes, the share price is determined as the closing share price on the date of grant.

### Share Price (\$)

Purpose	Sep 04, 2018	Mar 01, 2018	Jun 09, 2017	Mar 01, 2017	Mar 01, 2016	Aug 01, 2015	Apr 22, 2015	Mar 02, 2015
Compensation	68.1036	58.4501	62.8157	56.6952	49.9539	45.6210	41.8216	44.9737
Accounting	67.04	57.80	62.75	55.81	50.72	44.83	42.99	44.11

<sup>4</sup> Award amounts relate to cash bonuses under the Company’s STIP and are based on the achievement of pre-established annual performance goals approved by the Board on the recommendation of the Human Resources Committee.

<sup>5</sup> The pension values represent the compensatory change as described in “Pension Plan Benefits”. Pension values reflect the value of the projected pension earned for service from January 1 to December 31 of the respective year for Defined Benefit Plan participants, and the value of the capital accumulated for the Defined Contribution Plan participants.

<sup>6</sup> Mr. Natale’s 2018 and 2017 amounts include an allowance, taxable benefits relating to financial planning, parking, life insurance and AD&D premiums, and the Company’s contributions to the ESAP. Mr. Staffieri’s 2018, 2017, and 2016 amounts reflect an allowance, taxable benefits related to financial planning, parking, LTD top-up, life insurance and AD&D premiums, and the Company’s contributions to the ESAP. In 2017, Mr. Staffieri’s amount included a special one-time bonus and a taxable benefit for travel. Mr. Johnston’s 2018 amount reflects a signing bonus, an allowance, life insurance and AD&D premiums, and the Company’s contributions to the ESAP. Mr. Fernandes’ 2018 amount reflects a travel allowance, an allowance, taxable benefits related to financial planning, parking, LTD top-up, life insurance and AD&D premiums, and the Company’s contributions to the ESAP. Mr. Prevost’s 2018 and 2017 amounts reflect an allowance, a signing bonus received in 2017, relocation costs expensed in 2017, LTD top-up, life insurance and AD&D premiums, and the Company’s contributions to the ESAP.

<sup>7</sup> Mr. Natale was hired as President and Chief Executive Officer on April 19, 2017. Mr. Natale received an award of PSOs and PRSUs with a total value equal to \$8,000,000. In addition, Mr. Natale received a special one-time award of DSUs with a share-based value equal to \$500,000.

<sup>8</sup> Mr. Johnston was hired as President, Wireless on June 11, 2018. He received a sign-on award of RSUs with a total value equal to \$3,600,000.

<sup>9</sup> Mr. Fernandes was hired as Chief Technology Officer on February 1, 2018, and was appointed Chief Technology and Information Officer on June 7, 2018. He received a sign-on award of RSUs with a total value equal to \$1,800,000.

<sup>10</sup> Mr. Prevost was hired as President, Rogers for Business on September 12, 2017. He received a sign-on award of RSUs with a total value equal to \$1,000,085.

The compensation value for all stock option awards is determined using a binomial model, which is a common method for valuing stock options. The amounts disclosed represent the option fair value (compensation value) on the grant date. The compensation value differs from the accounting value based on different input assumptions applied in the valuation.

Option Valuation Methodologies												
Inputs	2018					2017			2016			
	Compensation		Accounting			Compensation		Accounting	Compensation		Accounting	
Valuation Methodology	Binomial		Trinomial Mar 1, 2018 PSO Grant	Black-Scholes Sept 4, 2018 SO Grant	Black-Scholes Mar 1, 2018 SO Grant	Binomial	Trinomial Jun 9, 2017 PSO Grant	Black-Scholes Mar 1, 2017 SO Grant	Binomial	Trinomial Mar 1, 2016 PSO Grant	Black-Scholes Mar 1, 2016 SO Grant	
Share Price	16.50%		23.07%	16.55%	17.02%	17.10%	24.27%	18.25%	19.06%	25.04%	18.86%	
Volatility	3.00%		3.34%	2.89%	3.34%	3.69%	3.14%	3.27%	3.84%	3.69%	3.69%	
Dividend Yield	1.98%		1.73%	1.73%	1.73%	1.73%	0.84%	0.84%	1.40%	0.49%	0.49%	
Risk-Free Interest Rate	10 (full term)		n/a	5.50	5.48	10 (full term)	n/a	5.48	10 (full term)	n/a	5.42	
Value per Option	\$9.94 Sept 4, 2018 SO Grant	\$8.53 Mar 1, 2018 SO Grant	\$10.57	\$7.44	\$5.99	\$8.17 Jun 9, 2017 PSO Grant	\$7.37 Mar 1, 2017 SO Grant	\$11.50	\$5.63	\$7.00 Mar 1, 2016 PSO and SO Grants	\$8.78	\$4.49
<b>Higher (Lower) Compensation Value Compared to Accounting Value</b>	Compensation value compared to Accounting Value <sup>1,2</sup>											
Joe Natale			(896,416)			(\$1,632,575)			-			
Anthony Staffieri			\$178,539			\$118,418			\$156,622			
Brent Johnston			\$94,379			-			-			
Jorge Fernandes			\$111,590			-			-			
Dean Prevost			\$120,897			-			-			

<sup>1</sup> The compensation values for Messrs. Natale's, Staffieri's, Johnston's, Fernandes', and Prevost's awards were calculated based on the binomial methodology for PSOs/SOs granted on March 1, 2018 and SOs granted on September 4, 2018.

<sup>2</sup> The accounting value for Mr. Natale's award was calculated based on the trinomial methodology for PSOs granted on March 1, 2018. The accounting values for Messrs. Staffieri's, Fernandes', and Prevost's awards were calculated based on the Black-Scholes methodology for SOs granted on March 1, 2018. The accounting value for Mr. Johnston's award was calculated based on the Black-Scholes methodology for SOs granted on September 4, 2018.

## INCENTIVE PLAN AWARDS

### OUTSTANDING SHARE-BASED AND OPTION-BASED AWARDS

Outstanding Option-Based and Share-Based Awards							
Name	Option-Based Awards				Share-Based Awards		
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date (mm/dd/yyyy)	Value of Unexercised in-the-money options (\$)	Number of Shares or Units of Shares That Have Not Vested (#)	Market or Payout Value of Share-Based Awards That Have Not Vested (\$)	Market or Payout Value of Vested Share-Based Awards Not Paid Out or Distributed <sup>1</sup> (\$)
Joe Natale <sup>2</sup>	489,835	62.82	06/09/2027				
	439,435	58.45	03/01/2028	8,557,381	137,676	9,631,816	186,654
Anthony Staffieri <sup>3</sup>	1,290	44.59	06/02/2024				
	16,160	44.97	03/02/2025				
	31,280	49.95	03/01/2026				
	50,880	56.70	03/01/2027				
	70,310	58.45	03/01/2028	2,546,469	95,403	6,674,421	4,911,994
Brent Johnston	37,715	68.10	09/04/2028	70,014	52,138	3,647,572	-
Jorge Fernandes	43,945	58.45	03/01/2028	505,803	40,720	2,848,775	-
Dean Prevost	47,610	58.45	03/01/2028	547,986	28,951	2,025,446	-

<sup>1</sup> The market value is based on the closing price for Class B Non-Voting Shares on the TSX on December 31, 2018, which was \$69.96.

<sup>2</sup> The value of awards not paid or distributed to Mr. Natale reflects DSUs granted to him.

<sup>3</sup> The value of awards not paid or distributed to Mr. Staffieri reflects Bonus DSUs granted to him as part of the Share Matching Program and vested on March 2, 2015 plus accumulated dividends.

#### Incentive Plan Awards - Value Vested or Earned During The Year

Name	Option Awards Value Vested During the Year <sup>1</sup> (\$)	Share Awards Value Vested During the Year (\$)	Non-Equity Incentive Plan Compensation Value Earned During the Year (\$)
Joe Natale	595,672	-	1,963,487
Anthony Staffieri	545,711	-	1,152,362
Brent Johnston	-	1,251,842	772,500
Jorge Fernandes	-	710,542	710,938
Dean Prevost	-	471,101	702,975

<sup>1</sup> Value of Option Awards based on the date the Company determines that the share price hurdle, where applicable, has been satisfied.

## SUMMARY OF LONG-TERM INCENTIVE PLANS

### Stock Option Plans

Type	Performance Stock Options	Stock Options
<b>Eligibility</b>	CEO up to and including 2018. NEOs and other select executives prior to 2015.	Starting in 2019: All NEOs and other senior executive officers. From 2015 up to and including 2018: NEOs, excluding the CEO, and other select executives. Prior to 2013: other executives and select directors of the Company were eligible.
<b>Overview</b>	Stock options are granted with tandem share appreciation rights ( <b>SARs</b> ). Each option entitles the holder, upon exercise, to acquire one Class B Non-Voting Share at the option exercise price ( <b>grant price</b> ) as set out in the terms of the award. A SAR is a right to surrender an option for a payment equal to the fair market value of a Class B Non-Voting Share minus the option exercise price.	
<b>Vesting and Expiry</b>	Awards time vest 25% per year over the first four years, however they will only fully vest if the performance requirement of a 5% increase in share price at each anniversary has also been met. Awards expire ten years following the grant date. Awards granted prior to 2013 have a seven-year term.	Awards vest 25% per year over the first four years, and expire ten years following the grant date. Awards granted prior to 2013 have a seven-year term.
<b>Exercise Price</b> (grant price or option price)	Awards are granted at fair market value using the five-day weighted average price of Class B Non-Voting Shares for the five business days preceding the date on which the award is granted.	
<b>Termination Provisions:</b>	The following rules apply if a participant's employment is terminated before expiry:	
Death / Disability	Awards vest effective as at the date of the participant's death or disability and are exercisable until the end of the term.	
Retirement (at retirement age as determined by the Human Resources Committee)	Awards vest effective as at the date of retirement and are exercisable until the end of the term.	
Resignation	Unvested awards are forfeited and vested awards may be exercised within 30 days after termination.	
Termination Without Cause	Unvested awards are forfeited and vested awards may be exercised within 30 days after termination.	
Termination For Cause	Vested and unvested awards are forfeited.	
<b>Change in Control</b>	The Board may allow awards to vest effective as at the date of the change in control. Vested awards would be exercisable until the end of the term.	
<b>Assignment of Awards</b>	Awards are personal to the holder and are non-assignable, except to a legal personal representative of the holder, to a personal holding company controlled by the holder or to a registered retirement savings plan established by the holder, subject to any applicable regulatory approval.	

Type	PRSUs	RSUs
<b>Eligibility</b>	NEOs and other senior executive officers.	Executives not participating in the PRSU plan and select below executive level employees of the Company.
<b>Overview</b>	<p>PRSUs track the price of the Class B Non-Voting Shares, and when dividends are paid additional PRSUs are credited to the participant's PRSU account. PRSUs cliff vest on the third anniversary of the grant date.</p> <p>Commencing in 2019, the number of units that vest will vary from 0% to 150% of the accumulated units, based on three-year cumulative PRSU free cash flow performance relative to targets and relative TSR.</p> <p>From 2015 through 2018, for NEOs other than the CEO, the number of units that vest will vary from 30% to 170% of the accumulated units, based on three-year cumulative PRSU free cash flow performance relative to targets and relative TSR. The number of units that vest for the CEO will vary from 50% to 150% of the accumulated units, based on three-year cumulative PRSU free cash flow performance relative to targets and relative TSR.</p> <p>The payments are equal to the vested PRSUs (including dividends), multiplied by the market price on the vesting date.</p>	<p>RSUs track the price of the Class B Non-Voting Shares, and when dividends are paid additional RSUs are credited to the participant's RSU account.</p> <p>RSUs cliff vest on the third anniversary of the grant date and are typically settled in cash at maturity but can be settled as Class B Non-Voting Shares.</p> <p>The payments are equal to the vested RSUs (including dividends) multiplied by the market price on the vesting date.</p>
<b>Award</b>	<p>The number of units granted is determined by dividing the dollar amount of the award by the market price on the day of the award.</p> <p>Key executives may elect to receive their STIP bonus in the form of RSUs.</p>	
<b>Market Price</b>	<p>Market price is the five-day weighted average price of Class B Non-Voting Shares for the five business days preceding the date in question (e.g., grant date or vesting date). For example, the market price on March 1 would be calculated using the five business days before March 1, but excluding March 1.</p>	
<b>Dividend Equivalents</b>	<p>Dividends will be reinvested in additional units that will be paid at maturity.</p>	

Type	PRsUs	RSUs
<b>Vesting</b>	Units cliff vest not later than three years after the grant date.	Bonus amounts that are deferred into RSUs will be redeemed no later than June 15 of the third calendar year following the calendar year in which the bonus remuneration was earned.
<b>Payout</b>	After vesting a lump sum cash payment is made to the participant.	Select executives could elect to defer their units that vested by December 2018 into DSUs (see below).
<b>Termination Provisions:</b>	The following rules apply if a participant's employment is terminated before vesting:	
Death / Disability	Units vest effective as at the date of the participant's death or disability and are paid out at the next payroll date.	
Retirement (at retirement age as determined by the Committee)	Units vest effective as at the date of the participant's retirement and are paid out at the next payroll date.	
Resignation	Unvested Units are forfeited.	
Termination Without Cause	Unvested Units are forfeited.	
Termination For Cause	Unvested Units are forfeited.	
<b>Change in Control</b>	The Board may allow units to vest and be redeemed effective as at the date of the change in control.	
<b>Transferability of Awards</b>	RSUs and PRsUs are not transferable or assignable other than to the legal personal representative of the holder or by will in the event of the death of a participant, subject to any applicable regulatory approval.	

### *Deferred Share Unit Plan*

<b>Eligibility</b>	Select senior executives and executives who participated in the Share Matching Program.
<b>Overview</b>	DSUs track the price of the Class B Non-Voting Shares, and when dividends are paid, additional DSUs are credited to the participant's DSU account.
<b>Payout</b>	DSUs may be redeemed for cash only if they are vested and after termination of employment with the Company for any reason.
<b>Award</b>	<p>Select executives could elect to defer their PRsUs that were granted by December 2015 into DSUs. RSUs and PRsUs were converted into DSUs on a one-for-one basis.</p> <p>In 2015 through 2017, executives could elect to defer their STIP award into DSUs before it was granted (<b>Bonus DSUs</b>). They could also elect to defer their RSU/PRsU grant into DSUs before it was granted. Consequently, executives received an additional award of DSUs as a match. The number of units granted was determined by dividing the dollar amount of the award by the market price on the day of the award (see Share Matching Program).</p> <p>Occasionally executives will be granted DSUs as part of their on-hire compensation.</p>

<b>Termination Provisions:</b>	The following rules apply if a participant's employment is terminated before vesting:
Death / Disability	Units vest effective as at the date of the participant's death or disability and are paid out within 90 days.
Retirement (at retirement age as determined by the Committee)	Units vest effective as at the date of the participant's retirement and are eligible for payout.
Resignation	Unvested Units are forfeited.
Termination Without Cause	Unvested Units are forfeited.
Termination For Cause	Unvested Units are forfeited.
<b>Vesting</b>	<p>DSUs that are granted in lieu of bonus remuneration or vested RSUs or PRSUs are immediately vested.</p> <p>DSUs that are granted as part of on-hire compensation typically vest within three years of service with the Company.</p> <p>See Share Matching Program below for details on the vesting of DSUs granted as part of this program.</p>

*Share Matching Program (2015 – 2017 only) – This program has now concluded.*

<b>Eligibility</b>	<p>Executive eligibility was determined by management.</p> <p>Only annual STIP amounts or annual grants of RSUs and PRSUs were eligible for a Company match (i.e., sign-on amounts or special one-time bonuses were not eligible).</p>
<b>Overview</b>	From 2015 through to 2017, executives could elect to defer all or a portion of their STIP and/or PRSU/RSU grants into DSUs and in return receive a matching grant of DSUs from the Company. The match was 50% in 2015, 25% in 2016, and 25% in 2017. Total company matching amounts over the life of the program were subject to an overall cap for participants.
<b>Award</b>	The number of units granted was determined by dividing the dollar amount of the award by the market price on the day of the award.
<b>Market Price</b>	Market price was the five-day weighted average price of Class B Non-Voting Shares for the five business days preceding the date in question (e.g., grant date or payout date). For example, the market price on March 1 would be calculated using the five business days before March 1, but excluding March 1.

<b>Termination Provisions:</b>	The following rules apply if a participant's employment is terminated before vesting:
Death / Disability	Units vest effective as at the date of the participant's death or disability and are paid out within 90 days.
Retirement (at retirement age as determined by the Committee)	Units vest effective as at the date of the participant's retirement and are eligible for payout.
Resignation	Unvested Units are forfeited.
Termination Without Cause	Unvested Units are forfeited.
Termination For Cause	Unvested Units are forfeited.
<b>Vesting</b>	DSUs awarded upon deferral of STIP vested immediately. All matching DSUs awarded upon deferral of STIP will vest 1/3 per year. DSUs awarded upon deferral of RSU/PRSUs, and all matching DSUs awarded upon deferral of RSU/PRSUs cliff vest not later than three years after the grant date, and are subject to the same adjustments for performance as applicable.
<b>Payout</b>	Vested DSUs must be redeemed by holders by December of the year following termination of service. Unvested DSUs at the time of termination are forfeited. "Specified Executives" subject to US tax filing will have their DSUs redeemed six months after separation from service, all other US tax filers will have their DSUs redeemed thirty days after separation.

## PENSION BENEFITS

The Company provides pension benefits to its employees, including NEOs, through the Rogers Defined Benefit Pension Plan (the **DB Plan**) and the Rogers Defined Contribution Pension Plan (the **DC Plan**). In addition, all NEOs, other than Mr. Natale, will receive benefits under the Rogers Defined Benefit Supplementary Executive Retirement Plan (the **DB SERP**) or the Rogers Defined Contribution Supplementary Executive Retirement Plan (the **DC SERP**) in accordance with their registered pension plan participation. Mr. Natale is entitled to a supplementary pension plan, as described below.

### DEFINED BENEFIT ARRANGEMENTS

The DB Plan is a contributory defined benefit pension plan registered under the ITA and the Pension Benefits Standards Act. It was closed to new enrolment on July 1, 2016. Executives who are members of the DB SERP are not required to contribute to it. For each year of credited service, the DB Plan provides members with an annual pension benefit of 2.0% of their annual salary, up to the ITA prescribed maximum. Periodically, Rogers has provided for updates to the career average base year earnings used to determine pensions under the DB Plan. The most recent upgrade was effective January 1, 2019, such that pension benefits earned for all service prior to January 1, 2014, are based on the member's pensionable earnings in 2013. Pensions are payable on an unreduced basis once a member has attained age 55 and 30 years of continuous employment, or age 65. Members who terminate before eligibility for early retirement, or age 55, are entitled to a lump sum payment of equivalent value to the accrued pension payable at age 65.

The DB SERP provides additional pension benefits to certain key executives for earnings in excess of the ITA limits and therefore not covered by the DB Plan. For each year of credited service, the DB SERP provides eligible executives with an annual pension benefit of 2.0% of their pre-2015 career average base salary plus 2.0% of their post-2014 pensionable earnings, in excess of the ITA limits, and including eligible target bonuses, capped at a combined annual aggregate of \$1,250,000. Benefits earned under the DB SERP vest after three years of membership in the DB SERP and are payable on an unreduced basis once a member has attained age 55 and completed 30 years of continuous employment, or reached age 65. Executives who are vested and whose employment ends, are entitled to a lump sum payment from the DB SERP of the equivalent value of the accrued pension payable at age 65. If a DB SERP member's employment ends after eligibility for early retirement, they also have the option to receive entitlement in the form of a monthly pension. Any amendments made to the DB Plan, such as base year upgrades, are reflected in the DB SERP. The DB SERP is not funded and benefit payments to former executives are paid directly by Rogers. As at December 31, 2018, the unfunded obligation with respect to both current and former executives and their beneficiaries was \$67,351,000 (compared to an obligation of \$65,562,000 as at December 31, 2017). In 2018, Rogers recognized a charge to net income of \$4,174,000 with respect to benefits accrued for service by current executives and made payments to former executives and their beneficiaries of \$3,726,000. The DB SERP was amended in 2015 to include the pensionable bonus, earnings cap, and termination benefits described above.

Pursuant to Mr. Natale's employment agreement, he is entitled to a lifetime pension benefit, payable at age 62, equal to \$4,172 per month of service at termination less the hypothetical monthly pension payable if his DC Plan balance were converted into a monthly lifetime pension, plus an additional \$8,570 per month starting at age 55 and increasing by \$530.50 per month of service to age 62. The normal form of pension provides that in the event of Mr. Natale's death within five years after pension benefits commence, his estate will receive a lump sum payment equal to the value of his pension for the balance of that five-year period. In the event of Mr. Natale's death before benefits commence, his designated beneficiary shall receive a lump sum equal to the commuted value of his accrued benefit. A Retirement Compensation

Arrangement will be established prior to the pension commencement date for the payment of monthly pension benefits.

Defined Benefit Pension Plan							
Name	Number of Years of Credited Service	Annual Benefits Payable <sup>1</sup>		Opening Present Value of Defined Benefit Obligation <sup>2</sup> (\$)	Compensatory Change <sup>3</sup> (\$)	Non-Compensatory Change <sup>4</sup> (\$)	Closing Present Value of Defined Benefit Obligation <sup>5</sup> (\$)
		At Year End (\$)	At Age 65 (\$)				
Joe Natale <sup>6</sup>	1.72	217,219	741,864	2,206,846	631,487	15,336	2,853,669
Anthony Staffieri <sup>7</sup>	10.08	212,824	550,320	2,157,766	390,484	(125,941)	2,422,309

<sup>1</sup> Includes the value of assumed pensionable bonuses for service after 2014 for Mr. Staffieri. Retiring executives may elect to have the pension from the DB SERP converted to a lump sum commuted value. Commuted values would be based on market interest rates in effect at the date of retirement and may differ significantly from the Accrued Obligation at Year End. The benefits for all NEOs are based on the December 31, 2018 values.

<sup>2</sup> Equals the value of the projected pension earned for service to December 31, 2017. The values have been determined using the same actuarial assumptions and measurement date used for determining the pension plan obligations at December 31, 2017, as disclosed in the notes to the 2017 Audited Consolidated Financial Statements, based on the actual earnings for 2017 and adjusted to reflect expected future increases in pensionable earnings.

<sup>3</sup> Includes the value of the projected pension earned for service from January 1, 2018 to December 31, 2018, the change in accrued obligation due to differences between actual and assumed compensation for the year and the change in accrued obligation due to changes in benefits in the year. The impact of expected future base year upgrades is recognized in the compensatory change over the career of each executive even in years when no such upgrade occurs. The accrued benefit liabilities assume that the Company will resume its historical practice of upgrading the career average earnings base year on a triennial basis. In the future, if the Company deviates from its historical practices, such deviation will be reflected in the compensatory change at that time.

<sup>4</sup> Includes interest on obligations at the beginning of the year, gains and losses due to differences in actual experience compared to actuarial assumptions, and changes in actuarial assumptions.

<sup>5</sup> Equals the value of the projected pension earned for service to December 31, 2018. The values have been determined using the same actuarial assumptions and measurement date used for determining the pension plan obligations at December 31, 2018, as disclosed in the notes to the 2018 Audited Consolidated Financial Statements, based on the actual earnings for 2018 and adjusted to reflect expected increases in pensionable earnings.

<sup>6</sup> Mr. Natale participates in the DC Plan and his DB SERP arrangement wraps around his DC Plan value to provide a target benefit.

<sup>7</sup> Mr. Staffieri will be eligible for an additional three years of credited service upon his 10<sup>th</sup> service anniversary with Rogers (i.e., November 28, 2021). The additional three years of credited service granted in 2016 are included in Number of Years of Credited Service, Annual Benefits Payable at Year End and at Age 65, and Accrued Obligation at Year End.

NEOs who participate in the DB Plan are currently vested in their pension entitlements earned to December 31, 2018. In accordance with IFRS, the amounts set out above make no allowance for the different tax treatment of the portion of pension not paid from the registered pension plans. All amounts shown above are estimated based on assumptions and represent contractual entitlements that may change over time. The methods and assumptions used to determine estimated amounts will not be identical to the methods and assumptions used by other issuers and, as a result, the figures may not be directly comparable across issuers.

## DEFINED CONTRIBUTION ARRANGEMENTS

Effective July 1, 2016, the Company introduced the DC Plan for new employees and existing employees who were not already enrolled in the DB Plan. Employees joining this plan may contribute between 1% and 8% of their earnings and receive a matching contribution from the Company of up to 6%. Benefits in the DC Plan vest immediately. Normal retirement age for employees in the DC Plan is age 65, but employees may choose to retire at any time after reaching age 55. Key executives hired after June 30, 2016, will join the DC Plan on a non-contributory basis if they are eligible for the DC SERP. The DC SERP provides a 14% employer contribution on base salary earned above the maximum money purchase limit under the ITA, plus 14% of the lesser of a) the actual bonus amount and b) the annual target bonus

amount, capped at a combined annual aggregate of \$1,250,000. The DC SERP is not funded and benefits are accrued on a notional basis at the same rate of return as the member's DC Plan account. An executive's notional account is vested three years after joining the DC SERP. Executives whose employment ends within three years of joining the DC SERP, will not receive any benefit under the DC SERP. Notional interest is credited and is determined based on the investment decisions made by the executive. As at December 31, 2018, the unfunded obligation with respect to both current and former executives, and their beneficiaries was \$190,271 (December 31, 2017 – nil). In 2018, Rogers recognized a change to net income of \$190,271 with respect to benefits accrued for service by current executives and made no payment to former executives or their beneficiaries.

### Defined Contribution Pension Plan

Name	Accumulated Value at Start of Year <sup>1</sup> (\$)	Compensatory <sup>2</sup> (\$)	Accumulated Value at Year End <sup>1</sup> (\$)
Joe Natale	-	52,730	50,263
Brent Johnston	-	40,385	38,711
Jorge Fernandes	-	74,946	71,809
Dean Prevost	29,004	113,710	139,540

<sup>1</sup> Represent the account balances at the beginning and/or end of the year, on accrued basis.

<sup>2</sup> Compensatory changes include accrued contributions to the registered pension plan and accrued notional contributions to the DC SERP plan.

## TERMINATION AND CHANGE OF CONTROL BENEFITS

### POTENTIAL PAYMENTS UPON TERMINATION, RESIGNATION, RETIREMENT OR CHANGE OF CONTROL

The following table shows potential payments to each NEO who was active as at December 31, 2018, as if the officer's employment had been terminated with or without cause and/or if the officer had retired or resigned as at December 31, 2018. With the exception of the CEO, there are no provisions specific to a change in control scenario. The Human Resources Committee has ultimate discretion to determine the appropriate treatment for a change in control scenario in accordance with plan terms.

The amounts for each NEO were calculated using the closing market price of Class B Non-Voting Shares on December 31, 2018, which was \$69.96. The actual amounts that would be paid to any NEO can only be determined at the time of an actual termination of employment and would vary from those listed below.

The estimated amounts listed below are in addition to any retirement or other benefits that are available to our salaried employees generally.

### Employment Termination Entitlement at December 31, 2018

	Severance (\$)	Stock Options (\$)	Share-Based Awards (\$)	Pension (\$)	Total (\$)
<b>Joe Natale</b>					
Termination Without Cause <sup>1</sup>	5,511,150	4,278,691	5,393,456	1,371,000	16,554,297
Resignation <sup>2,3</sup>	-	-	-	-	-
Retirement <sup>4</sup>	-	-	-	-	-
Termination With Cause <sup>5</sup>	-	-	-	-	-
Change of Control <sup>2</sup>	5,511,150	4,278,691	5,393,456	1,371,000	16,554,297
<b>Anthony Staffieri</b>					
Termination Without Cause <sup>1</sup>	3,175,550	1,884,142	4,510,899	1,027,000	10,597,591
Resignation <sup>2,3</sup>	-	-	-	-	-
Retirement <sup>4</sup>	-	-	-	-	-
Termination With Cause <sup>5</sup>	-	-	-	-	-
Change of Control	-	-	-	-	-
<b>Brent Johnston</b>					
Termination Without Cause <sup>1</sup>	2,551,550	35,007	1,655,640	54,000	4,296,198
Resignation <sup>3</sup>	-	-	-	-	-
Retirement <sup>4</sup>	-	-	-	-	-
Termination With Cause <sup>5</sup>	-	-	-	-	-
Change of Control	-	-	-	-	-
<b>Jorge Fernandes</b>					
Termination Without Cause <sup>1</sup>	2,759,550	252,901	980,216	54,000	4,046,667
Resignation <sup>3</sup>	-	-	-	-	-
Retirement <sup>4</sup>	-	-	-	-	-
Termination With Cause <sup>5</sup>	-	-	-	-	-
Change of Control	-	-	-	-	-
<b>Dean Prevost</b>					
Termination Without Cause <sup>1</sup>	2,759,550	273,993	532,064	492,000	4,057,607
Resignation <sup>3</sup>	-	-	-	-	-
Retirement <sup>4</sup>	-	-	-	-	-
Termination With Cause <sup>5</sup>	-	-	-	-	-
Change of Control	-	-	-	-	-

<sup>1</sup> In the event of termination without cause on December 31, 2018, any of Messrs. Natale, Staffieri, Johnston, Fernandes, and Prevost would have been entitled to receive a lump sum payment equal to 24 months of base salary, bonus at target and executive allowance, and benefits continuance. All stock options and PRSUs would continue to vest to the earlier of 24 months or the date they commence alternative full-time employment with a named competitor. Stock options must be exercised within 30 days of the expiry of this period. All performance targets related to stock options would be deemed to have been met at 100% of target, and all performance targets related to PRSUs and PRSU DSUs for any annual or three-year performance period that has not been completed would be deemed to have been met at 100% of target.

<sup>2</sup> In the event of an occurrence constituting Resignation with Good Reason, Mr. Natale may give written notice of resignation within 90 days and receive the benefits outlined above as if it were a termination of employment without cause. "Good Reason" includes: a material breach by the Company of Mr. Natale's employment agreement that remains unremedied upon expiry of a period of ten days following the written notice of such breach to the Company, Mr. Natale's role within the Company is eliminated or materially reduced without his express written consent, any involuntary relocation of the geographic location of the Company's principal place of employment, or any transaction(s) that results in the Rogers family controlling less than 50% of the issued and outstanding voting shares of RCI. In the event of an occurrence constituting Good Reason which is not remedied by the Company within 30 days of notice by Mr. Staffieri, and no later than 60 days following such date, Mr. Staffieri may terminate his employment and receive the benefits outlined above as if it were a termination of employment without cause. "Good Reason" includes: any material diminishment of Mr. Staffieri's authority or responsibility as CFO, a unilateral change in his reporting responsibilities, or a material reduction in Mr. Staffieri's compensation, pension plan or benefits.

<sup>3</sup> In the event of resignation, Messrs. Natale, Staffieri, Johnston and Fernandes must provide the Board with six months' written notice; Mr. Prevost must provide the Board with three months' written notice. Messrs. Natale, Staffieri, Johnston, Fernandes and Prevost will be entitled to redeem any PRSUs, SOs, and DSUs that vest prior to the effective date of resignation.

<sup>4</sup> None of Messrs. Natale, Staffieri, Johnston, Fernandes nor Prevost were eligible for retirement on December 31, 2018.

<sup>5</sup> Termination with cause includes (i) theft, fraud, or embezzlement from the Company or any other material act of dishonesty relating to Messrs. Natale's, Staffieri's, Johnston's, Fernandes', or Prevost's employment; (ii) willful misconduct in the course of fulfilling one's duties which is materially injurious to the Company; (iii) willful, deliberate, and continuous failure on one's part to perform one's duties in any material respect after written notice is provided by the Company; or (iv) willful material breach of a material provision of our Business Conduct Policy for Directors, Officers and Employees.

# Director Compensation

## DIRECTOR COMPENSATION, PHILOSOPHY, AND COMPONENTS

The compensation of the members of the Board is subject to periodic review by the Corporate Governance Committee. In 2017, the Corporate Governance Committee conducted an external assessment of the directors' compensation program, which had been in effect since the fourth quarter of 2016. This assessment compared the compensation of the members of the Board against prevailing market conditions and included feedback from Meridian Compensation Partners. The compensation program as described below was approved by the Corporate Governance Committee and came into effect in the second quarter of 2018.

The compensation of directors is designed to:

- attract and retain qualified individuals to serve on the Board;
- align the interests of the directors with the interests of the Company's shareholders; and
- provide competitive compensation in line with the risks and responsibilities inherent to the role of director.

As described below, the components of our director compensation program are:

- an annual retainer;
- an annual retainer if the director serves as Lead Director, a Committee Chair, or a Committee member; and
- an annual grant of equity through the issuance of DSUs and/or through the purchase of Class B Non-Voting Shares.

Directors may choose to receive their retainer and/or fees in DSUs or through the purchase of Class B Non-Voting Shares.

## RETAINERS AND FEES

During the period from January 1, 2018 to March 31, 2018, non-employee members of the Board received director retainers and attendance fees in accordance with the following standard arrangements. Annual Retainers were paid on a pro-rata basis based on the number of months in this period:

Type of Retainer or Fee	Amount (\$)
Board Annual Retainer	80,000
Lead Director Annual Retainer	40,000
Audit and Risk Committee Chair Annual Retainer	30,000
Human Resources Committee Chair Annual Retainer	20,000
Other Committee Chair Annual Retainer	15,000
Committee Member Annual Retainer	5,000
Board or Committee Meeting Fee <sup>1</sup> (other than Audit and Risk Committee)	1,500 or 1,750 (travel 100 to 1,000 km) or 2,000 (travel over 1,000 km)
Audit and Risk Committee Meeting Fee	2,000 or 2,250 (travel 100 to 1,000 km) or 2,500 (travel over 1,000 km)
Audit and Risk Committee and Human Resources Committee Chairs Meeting Fee	3,000
Other Committee Chairs Meeting Fee	2,000

<sup>1</sup> Directors are entitled to a fee of \$500 for attendance by telephone conference call if less than one hour, subject to the discretion of the Chair to determine that the full Meeting Fee will be paid.

During the period from April 1, 2018 to December 31, 2018, non-employee members of the Board received director retainers in accordance with the following standard arrangements. Annual Retainers were paid on a pro-rata basis based on the number of months in this period:

Type of Retainer or Fee	Amount (\$)
Board Annual Retainer	110,000
Lead Director Annual Retainer	40,000
Audit and Risk Committee Chair Annual Retainer	30,000
Human Resources Committee Chair Annual Retainer	20,000
Other Committee Chair Annual Retainer	15,000
Committee Member Annual Retainer	5,500

The table below shows the retainers and fees that we paid to the non-employee directors for meetings held during the year ended December 31, 2018.

Name <sup>1</sup>	Retainer		Attendance fees			Total fees paid (\$)
	Board <sup>2</sup> (\$)	Committee Chair/Committee (\$)	Board (\$)	Committee meetings (\$)	Travel fee (\$)	
B.R. Brooks	222,500	9,500	2,500	1,500	-	236,000
R.K. Burgess	222,500	5,375	1,500	4,000	500	233,875
J.H. Clappison <sup>3</sup>	292,500	47,875	2,500	9,500	-	352,375
R. Dépatie	222,500	14,875	2,500	2,000	250	242,125
R.J. Gemmell	222,500	9,500	2,500	4,000	-	238,500
A.D. Horn	222,500	25,750	2,500	2,000	-	252,750
J.A. MacDonald	222,500	16,125	2,500	7,500	-	248,625
I. Marcoux	222,500	25,375	2,500	5,000	250	255,625
D.R. Peterson	222,500	10,750	2,500	3,500	-	239,250
E.S. Rogers <sup>4</sup>	1,000,000	-	-	-	-	1,000,000
L.A. Rogers	222,500	-	2,500	-	-	225,000
M.L. Rogers	222,500	-	2,500	-	-	225,000
M.M. Rogers <sup>5</sup>	500,000	-	-	-	-	500,000
C. Sirois <sup>6</sup>	40,000	8,333	4,000	4,000	500	56,833
<b>Total</b>	<b>4,057,500</b>	<b>173,458</b>	<b>30,500</b>	<b>43,000</b>	<b>1,500</b>	<b>4,305,958</b>

<sup>1</sup> Compensation disclosure for Mr. Natale, who was a NEO in 2018, can be found in the “Summary Compensation Table” in the Executive Compensation section. Compensation disclosure for Mr. Lind can be found in the “Director Summary Compensation Table” below.

<sup>2</sup> The amount disclosed in respect of the Board Retainer includes the value of the DSUs granted to directors in 2018. See “Directors’ Deferred Share Unit Plan and Share Purchase Plan”.

<sup>3</sup> The amount disclosed under “Total fees paid” does not include \$73,500 in respect of his service on the board of Rogers Bank.

<sup>4</sup> As our Chair, Mr. Rogers was paid an annual retainer of \$1,000,000 (\$500,000 cash and \$500,000 equity) in lieu of all other retainers and attendance fees in respect of all Board and Committees on which he served as a representative of RCI.

<sup>5</sup> As our Deputy Chair, Ms. Rogers was paid an annual retainer of \$500,000 (\$250,000 cash and \$250,000 equity) in lieu of all other retainers and attendance fees in respect of all Board and Committees on which she served as a representative of RCI.

<sup>6</sup> Mr. Sirois did not stand for re-election at the April 20, 2018 Annual General Meeting of Shareholders.

In addition to the fees above, we reimburse directors for travel and other expenses when they attend meetings or conduct our business. Other than certain former employee directors, our non-employee directors are not entitled to a pension, other retirement benefits, or non-equity incentive plan compensation.

## SHARE OWNERSHIP REQUIREMENTS

The share ownership requirements for directors are designed to link the interests of directors to those of our shareholders by encouraging directors to hold an ownership position in the Company's shares. Each non-employee director is required to own six times their annual cash retainer in any combination of Class A Shares, Class B Non-Voting Shares, and DSUs during their term of service as director of the Company. Directors have five years from the date of initial election to the Board to attain the required ownership level. See "The Proposed Nominees" above for information on each director's current share ownership.

## DIRECTORS' DEFERRED SHARE UNIT PLAN AND SHARE PURCHASE PLAN

We introduced the directors' DSU Plan effective January 1, 2000 to encourage directors to align their interests with shareholders. In 2017, the DSU Plan was amended and restated to allow non-employee directors to choose to receive any or all of their fees and retainers in DSUs or through a purchase of Class B Non-Voting Shares.

Each DSU has a value equal to the market price of a Class B Non-Voting Share at the end of the relevant fiscal quarter. A director's DSUs may be redeemed only when the director ceases to be a director. At the time of redemption, the director is entitled to receive a lump-sum cash payment equal to the number of DSUs credited to the director's account multiplied by the market price of the Class B Non-Voting Shares. DSUs accrue dividends in the form of additional DSUs at the same rate as dividends on Class B Non-Voting Shares.

In 2018, each non-employee director (other than the Lead Director, the Chair, the Vice Chair, and the Deputy Chair) received a grant of equity in the amount of \$120,000 through the issuance of DSUs and/or through the purchase of Class B Non-Voting Shares. The Lead Director received Class B Non-Voting Shares in the amount of \$160,000. The Chair received Class B Non-Voting Shares in the amount of \$500,000 and the Deputy Chair received Class B Non-Voting Shares in the amount of \$250,000. The number of DSUs is based on the share price at the time of the grant. The market price of the Class B Non-Voting Shares for calculating DSUs granted and credited as dividends, and the redemption price, is the weighted average trading price of the Class B Non-Voting Shares on the TSX for the five trading days before the relevant date.

## DIRECTOR SUMMARY COMPENSATION TABLE

The following table shows the compensation received by each director for the year ended December 31, 2018. Directors who are also employees of the Company or its subsidiaries receive no remuneration as directors while they hold both roles.

Name <sup>1</sup>	Year	Fees Earned Paid In Cash (\$)	Fees Earned Used For Share Purchase <sup>2</sup> (\$)	Share-Based Awards <sup>3</sup> (\$)	All Other Compensation (\$)	Total (\$)
B.R. Brooks	2018	-	178,000	58,000	-	236,000
	2017	-	132,000	52,000	-	184,000
	2016	-	14,625	153,375	-	168,000
R. K. Burgess	2018	-	120,000	113,875	-	233,875
	2017	-	80,000	109,500	-	189,500
	2016	-	-	146,833	-	146,833
J.H. Clappison <sup>4</sup>	2018	144,282	208,093	-	-	352,375
	2017	125,625	121,875	-	-	247,500
	2016	103,325	11,750	109,175	-	224,250
R. Dépatie	2018	122,125	120,000	-	-	242,125
	2017	71,472	80,000	-	-	151,472
	2016	n/a	n/a	n/a	n/a	n/a
R.J. Gemmell	2018	-	-	238,500	-	238,500
	2017	-	43,722	110,250	-	153,972
	2016	n/a	n/a	n/a	n/a	n/a
A.D. Horn <sup>5</sup>	2018	132,750	120,000	-	-	252,750
	2017	250,000	-	4,500,298	341,168	5,091,466
	2016	250,000	-	195,032	93,482	538,514
P. Lind <sup>6</sup>	2018	-	n/a	-	950,003	950,003
	2017	-	n/a	-	1,131,684	1,131,684
	2016	-	n/a	-	752,551	752,551
J.A. MacDonald	2018	63,027	169,470	16,128	-	248,625
	2017	64,925	147,575	-	-	212,500
	2016	53,165	19,253	116,082	-	188,500
I. Marcoux	2018	-	-	255,625	-	255,625
	2017	-	-	219,750	-	219,750
	2016	42,000	-	161,250	-	203,250
D.R. Peterson	2018	-	-	239,250	-	239,250
	2017	-	-	189,500	-	189,500
	2016	-	-	168,250	-	168,250
E.S. Rogers <sup>7</sup>	2018	500,000	500,000	-	1,650	1,001,650
	2017	400,000	400,000	-	1,800	801,800
	2016	33,167	38,750	1,012,566	988,975	2,073,458
L.A. Rogers	2018	-	225,000	-	-	225,000
	2017	-	171,500	-	-	171,500
	2016	-	25,000	134,250	-	159,250
M.L. Rogers	2018	-	225,000	-	-	225,000
	2017	-	171,500	-	-	171,500
	2016	-	25,000	134,250	-	159,250
M.M. Rogers <sup>7</sup>	2018	250,000	250,000	-	1,725	501,725
	2017	-	198,250	-	11,454	209,704
	2016	23,167	32,250	478,309	538,317	1,072,043
C. Sirois <sup>8</sup>	2018	-	-	56,833	-	56,833
	2017	-	120,000	169,500	-	289,500
	2016	-	-	266,250	-	266,250

<sup>1</sup> Compensation disclosure for Mr. Natale, who was a NEO in 2018, is discussed in the “Summary Compensation Table” in the Executive Compensation section.

<sup>2</sup> These amounts represent fees applied to the purchase of Class B Non-Voting Shares (with the purchase amounts being net of withholding of income tax), purchased under the Share Purchase Plan. Refer to “Directors’ Deferred Share Unit Plan and Share Purchase Plan” for further details.

<sup>3</sup> These amounts represent DSUs that were elected to be received under the Directors’ Deferred Share Unit Plan. Refer to “Directors’ Deferred Share Unit Plan and Share Purchase Plan” for further details.

<sup>4</sup> The amounts disclosed in “Fees Earned Paid Cash” and “Fees Earned Used For Share Purchase” do not include \$73,500 in respect of Mr. Clappison’s service on the board of Rogers Bank.

<sup>5</sup> For his tenure as Interim President and CEO during 2016 and 2017, Mr. Horn received a share-based award of \$4,500,298. In 2016, Mr. Horn received 4,000 DSUs as part of his director compensation. Mr. Horn has a supplementary retirement plan that provides for a pension based on 2% of his average salary for each year of credited service, less any pension payable from the Company’s Defined Benefit Plan.

<sup>6</sup> The amounts disclosed for each year in “All Other Compensation” include Mr. Lind’s retainer amounts, discretionary performance-based bonus as part of his retainer arrangement, and supplemental pension. In 2017 and 2016, the amounts also included car benefits.

<sup>7</sup> The amounts disclosed in “All Other Compensation” in 2018 are for parking fees. In 2017, the amounts for Mr. E.S. Rogers are for parking fees, and for Ms. M.M. Rogers are for parking fees and benefits. In 2016, as these directors were employees for all or a portion of the year, these amounts include a combination of base salary, annual incentives, long-term incentives, change in the compensatory value of their pension, service recognition awards, executive allowance, parking fees, car allowance, insurance premiums, and the Company’s contributions to the ESAP.

<sup>8</sup> Mr. Sirois did not stand for re-election at the April 20, 2018 Annual General Meeting of Shareholders.

## OUTSTANDING SHARE-BASED AND OPTION-BASED AWARDS

The following table provides information with respect to outstanding stock options, RSUs, and DSUs held by the directors as at December 31, 2018.

Name <sup>2,5</sup>	Option Awards <sup>1</sup>				Share Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date (mm/dd/yyyy)	Value of unexercised in-the-money options (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed <sup>3</sup> (\$)
B.R. Brooks	-	-	-	-	-	-	593,533
R.K. Burgess	-	-	-	-	-	-	469,969
J.H. Clappison	-	-	-	-	-	-	2,471,963
R. Dépatie	-	-	-	-	-	-	-
R.J. Gemmell	-	-	-	-	-	-	398,397
A.D. Horn	-	-	-	-	72,040	5,039,936	4,046,132
P. Lind	11,162	37.9603	03/01/2019	-	-	-	-
	17,385	48.5634	03/01/2023	-	-	-	-
	17,287	42.8524	03/03/2024	1,197,770	-	-	-
J.A. MacDonald	-	-	-	-	-	-	1,140,361
I. Marcoux	-	-	-	-	-	-	2,915,793
D.R. Peterson	-	-	-	-	-	-	7,809,893
E.S. Rogers	42,100	37.9603	03/01/2019	-	-	-	-
	21,870	48.5634	03/01/2023	-	-	-	-
	21,750	42.8524	03/03/2024	-	-	-	-
	26,940	44.9737	03/02/2025	-	-	-	-
	48,260	49.9539	03/01/2026	4,043,347	22,185	1,552,080	-
L.A. Rogers	-	-	-	-	-	-	6,306,279
M.L. Rogers	-	-	-	-	-	-	2,521,158
M.M. Rogers <sup>4</sup>	5,462	37.9603	03/01/2019	-	-	-	-
	10,327	48.5634	03/01/2023	-	-	-	-
	10,275	42.8524	03/03/2024	-	-	-	-
	17,240	44.9737	03/02/2025	-	-	-	-
	22,790	49.9539	03/01/2026	1,560,978	10,480	733,161	339,006

<sup>1</sup> Prior to 2006, directors were entitled to receive stock options and tandem share appreciation rights. Effective July 1, 2006, directors no longer receive stock options. The terms of these options are described under “Summary of Long-Term Incentive Plans” in the Executive Compensation section.

<sup>2</sup> Compensation disclosure for Mr. Natale, who was a NEO in 2018, can be found under the “Incentive Plan Awards” and in the “Summary Compensation Table” in the Executive Compensation section.

<sup>3</sup> The market value is based on the closing price for Class B Non-Voting Shares on the TSX on December 31, 2018, which was \$69.96.

<sup>4</sup> The value of awards not paid or distributed represents the aggregate value of cash bonuses Ms. M.M. Rogers voluntarily elected to defer into DSUs and the dividend equivalent units earned as additional DSUs.

<sup>5</sup> Mr. Sirois did not stand for re-election at the April 20, 2018 Annual General Meeting of Shareholders. Mr. Sirois redeemed his DSUs on August 7, 2018. For information regarding the DSUs awarded to Mr. Sirois in 2018, see “Director Summary Compensation Table”.

Name <sup>1</sup>	Option Awards-Value Vested During the Year <sup>2</sup> (\$)	Share Awards-Value Vested During the Year <sup>3</sup> (\$)	Non-Equity Incentive Plan Compensation-Value Earned During the Year (\$)
B.R. Brooks	-	58,000	-
R. K. Burgess	-	113,875	-
J.H. Clappison	-	-	-
R. Dépatie	-	-	-
R.J. Gemmell	-	238,500	-
A.D. Horn	-	-	-
P. Lind	89,528	-	-
J.A. MacDonald	-	16,128	-
I. Marcoux	-	255,625	-
D.R. Peterson	-	239,250	-
E.S. Rogers	269,500	778,321	-
L.A. Rogers	-	-	-
M.L. Rogers	-	-	-
M.M. Rogers	155,740	498,484	-
C. Sirois <sup>4</sup>	-	56,833	-

<sup>1</sup> Compensation disclosure for Mr. Natale, who was a NEO in 2018, can be found under the “Incentive Plan Awards” and in “Summary Compensation Table” in the Executive Compensation section.

<sup>2</sup> Prior to 2006, directors were entitled to receive stock options and tandem share appreciation rights. Effective July 1, 2006, directors no longer receive stock options. The terms of these options are described under “Stock Option Plans” in the Executive Compensation section.

<sup>3</sup> These amounts are not payable to the director until termination of the director’s service. For additional details, see “Directors’ Deferred Share Unit Plan and Share Purchase Plan”. Amounts for Mr. E.S. Rogers and Ms. M.M. Rogers include awards previously granted with respect to their management roles.

<sup>4</sup> Mr. Sirois did not stand for re-election at the April 20, 2018 Annual General Meeting of Shareholders.

## Securities Authorized for Issuance Under Equity Compensation Plans

The following table shows details of the equity compensation plans as at December 31, 2018.

Plan Category	Securities to be issued upon exercise of outstanding options, warrants, and rights (A) (#)	Weighted-average exercise price of outstanding options, warrants, and rights (B) (\$)	Securities remaining available for future issuance under equity compensation plans (excluding securities reflected in Column A) (C) (#)
Equity compensation plans approved by security holders			
Options	2,719,612	53.22	22,076,758
RSUs	2,218,925	-	1,781,075
<b>TOTAL</b>	<b>4,938,537</b>		<b>23,857,833</b>

The following information is provided as at December 31, 2018:

Plan	Class B Non-Voting Shares issued and issuable under security-based compensation arrangements (#)	% of outstanding Class A Shares and Class B Non-Voting Shares
Restricted Share Unit Plan	4,000,000	0.78%
2000 Stock Option Plan	30,000,000	5.83%
1996 Stock Option Plan	25,000,000	4.86%
1994 Stock Option Plan	9,500,000	1.85%

As at December 31, 2018, the number of Class B Non-Voting Shares to be issued upon the exercise of outstanding Stock Options is 2,719,612 and RSUs is 2,218,925, representing 0.53% and 0.43% respectively, of the aggregate Class A Shares and Class B Non-Voting Shares outstanding. The aggregate number of Class B Non-Voting Shares issued to date under the Stock Option Plans is 42,423,242. The aggregate number of Class B Non-Voting Shares remaining available for future issuance under the Stock Option Plans and the RSU Plan is 23,857,833.

All equity-based plans restrict the participation of insiders in the plans as follows:

- the number of Class B Non-Voting Shares reserved for issuance to any one person pursuant to awards granted under the Stock Option Plans, the RSU Plan, and any other unit or stock option plan shall not, at any time, exceed 5% of the aggregate number of outstanding Class A Shares and Class B Non-Voting Shares;
- the number of Class B Non-Voting Shares reserved for issuance to insiders and their associates pursuant to awards granted under the Stock Option Plans, the RSU Plan, and any other unit or stock option plan shall not exceed 10% of the aggregate number of outstanding Class A Shares and Class B Non-Voting Shares;
- the number of Class B Non-Voting Shares issued under the Stock Option Plans, the RSU Plan, and any other of our share compensation arrangements to any one insider or that insider's associates in a 12-month period shall not exceed 5% of the aggregate number of outstanding Class A Shares and Class B Non-Voting Shares; and

- the number of Class B Non-Voting Shares issued under the Stock Option Plans, the RSU Plan, and any other of our share compensation arrangements to insiders and their associates in a 12-month period shall not exceed 10% of the aggregate number of outstanding Class A Shares and Class B Non-Voting Shares.

The Human Resources Committee has the authority to waive or vary the provisions regarding exercise of stock options or RSUs following termination of employment or ceasing to be a director, as applicable.

## BURN RATE

The following table discloses the annual burn rate for each of the three most recently completed fiscal years for each Long-Term Incentive Plan. The rates are calculated based on the weighted average of the aggregate Class A Shares and Class B Non-Voting Shares outstanding during the applicable year.

Plan	2018	2017	2016
Stock Options	0.2%	0.2%	0.2%
Restricted Share Units	0.2%	0.1%	0.1%
Deferred Share Units	0.0%	0.1%	0.2%

## Indebtedness of Directors and Executive Officers

The following table shows the aggregate indebtedness of directors, executive officers, and employees (current and former) outstanding as at February 25, 2019 to the Company and its subsidiaries.

Purpose	To the Company or its subsidiaries (\$)	To another entity (\$)
Share Purchases	Nil	Nil
Other	66,000	Nil

# Corporate Governance

## STATEMENT OF CORPORATE GOVERNANCE PRACTICES

The Board endorses the principle that our corporate governance practices (the **Corporate Governance Practices**) are a fundamental part of our proper functioning as a corporation. The Board believes that these Corporate Governance Practices enhance the interests of our security holders, employees, customers, and of others dealing with us. These Corporate Governance Practices conform in all substantial aspects with applicable corporate governance guidelines and standards and take into account the following:

Source	Reason for Conforming
Sarbanes-Oxley Act of 2002 (U.S.)	We are a foreign private issuer in the U.S.
New York Stock Exchange (the <b>NYSE</b> )	We have shares listed on the NYSE
The TSX	We have shares listed on the TSX
Canadian Securities Administrators	We are a reporting issuer in various jurisdictions in Canada

The Board closely monitors these and other corporate governance developments and is committed to enhancing our Corporate Governance Practices on a continuing basis. Our Corporate Governance Practices, summarized below, respond to the disclosure required by National Instrument 58-101 - “Disclosure of Corporate Governance Practices” (**NI 58-101**) and the guidelines set forth in National Policy 58-201 - “Corporate Governance Guidelines” (**NP 58-201**). This Statement of Corporate Governance Practices was prepared by the Corporate Governance Committee and approved by the Board.

### *Controlled Company Exemption*

The NYSE listing standards require a listed company to have, among other things, a nominating committee consisting entirely of independent directors. The rules permit a “controlled company” to be exempt from this requirement. A “controlled company” is a company of which more than 50% of the voting power is held by an individual, group, or another company. The Board has determined that it is appropriate for directors affiliated with the controlling shareholder to serve on the Board committees, apart from the Audit and Risk Committee, because of the alignment of interests between our controlling shareholder and our minority shareholders, namely the creation of value and long-term growth. Accordingly, the Board has approved the Company’s reliance on the controlled company exemption.

### *Foreign Private Issuer Status*

Under the NYSE listing standards, a “foreign private issuer”, such as the Company, is not required to comply with most of the NYSE corporate governance listing standards. However, foreign private issuers are required to disclose any significant ways in which their corporate governance practices differ from those followed by U.S. companies under NYSE listing standards.

### *Appointment of Auditor*

The NYSE listing standards require the audit committee of a U.S. company be directly responsible for the appointment of any registered accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit review or attest services. There is an exception for foreign private issuers that are required under a home country law to have auditors selected pursuant to home country standards. Pursuant to the *Business Corporations Act* (British Columbia), our auditor is to be appointed by the shareholders at the annual general meeting of

the Company. Our Audit and Risk Committee is responsible for evaluating the auditor and advising the Board of its recommendation regarding the appointment of the auditor.

#### *Shareholder Approval of Equity Compensation Plans*

The NYSE listing standards also require shareholder approval of all equity compensation plans and material revisions to such plans. The definition of “equity compensation plan” covers plans that provide for the delivery of newly issued or treasury securities. The TSX rules provide that only the creation of, or material amendments to, equity compensation plans that provide for new issuances of securities are subject to shareholder approval in certain circumstances. We follow the TSX rules with respect to the requirements for shareholder approval of equity compensation plans and material revisions to such plans.

## **BOARD COMPOSITION**

The Board currently has 15 members. The Board is responsible for determining whether a director is “independent” within the meaning of NI 58-101.

Certain directors may be principals of, partners in, or hold other positions with entities that provide legal, financial, or other services to the Company. The Board has adopted discretionary Director Material Relationship Standards for the purpose of assisting the Board in determining whether or not a direct or indirect business, commercial, industrial, banking, consulting, professional, charitable, or service relationship that a director may have with the Company or its subsidiaries is a material relationship that could, in the view of the Board, reasonably interfere with the exercise of the director’s independent judgment. These standards can be reviewed in the Corporate Governance section of the Company’s website at [investors.rogers.com/corporate-governance](http://investors.rogers.com/corporate-governance).

It is the policy of the Board that there is a separation of the offices of the Chair of the Board and the CEO. The Chair and CEO, are in regular communication during the course of the year including with respect to the Company’s business and the responsibilities of the Board.

Edward S. Rogers, Chair, is not an independent director. Pursuant to the Board Mandate, the Board has appointed John H. Clappison, an independent director, as Lead Director. The Lead Director facilitates the functioning of the Board independently of management of the Company and provides independent leadership to the Board. For further information regarding the role and responsibilities of the Lead Director, see “Role and Responsibilities of the Chair” in the Board Mandate (attached to this circular as Appendix B).

The following table shows those directors of the Board who are independent and those who are non-independent within the meaning of NI 58-101, and the reason for non-independence of individual directors.

Director	Independent	Non-independent	Reason for non-independence
Bonnie R. Brooks, C.M.	✓		
Robert K. Burgess	✓		
John H. Clappison	✓		
Robert Dépatie	✓		
Robert J. Gemmell	✓		
Alan D. Horn		✓	Executive officer of the controlling shareholder
Philip B. Lind, C.M.		✓	Consultant to the Company
John A. MacDonald	✓		
Isabelle Marcoux	✓		
Joe Natale		✓	Executive officer of the Company
The Hon. David R. Peterson, P.C., Q.C.	✓		
Edward S. Rogers (Chair)		✓	Executive officer of the controlling shareholder
Loretta A. Rogers		✓	Related to a Non-Independent Director of the Company
Martha L. Rogers		✓	Related to a Non-Independent Director of the Company
Melinda M. Rogers		✓	Related to a Non-Independent Director of the Company

The Corporate Governance Committee is responsible for, among other things, reviewing the size of the Board, the committees of the Board and the boards and committees of the Company's affiliates. The Corporate Governance Committee also reviews the effectiveness of the Board on an annual basis.

The Board has seven permanent (or standing) committees. The Board may appoint special committees to deal with specific matters. A special committee might, for example, consider proposed material transactions between us and our controlling shareholder (or corporations controlled by our controlling shareholder) or between us and our subsidiaries. In those cases, the committee would consist entirely of independent directors who have no relationship to us or to our controlling shareholder other than as a director. The mandates for the seven permanent committees of the Board are attached to this circular as Appendix C.

The following table shows the seven permanent committees of the Board and the current directors acting as chair or members of the committees.

Director	Audit and Risk	Corporate Governance	Nominating	Human Resources	Executive	Finance	Pension
Bonnie R. Brooks, C.M.				✓			✓
Robert K. Burgess	✓						
John H. Clappison	●	●			✓		
Robert Dépatie		✓	✓	✓			
Robert J. Gemmell	✓					✓	
Alan D. Horn					✓	✓	●
Philip B. Lind, C.M.							
John A. MacDonald	✓		✓	✓			
Isabelle Marcoux		✓		●			
Joe Natale							
The Hon. David R. Peterson, P.C., Q.C.			✓				✓
Edward S. Rogers			●		●	●	
Loretta A. Rogers							
Martha L. Rogers							
Melinda M. Rogers			✓			✓	✓

● Chair  
 ✓ Member

## BOARD'S SKILLS MATRIX

We maintain a skills matrix, based on Primary Industry Background and Functional Experience, in which the directors indicate their background and expertise level in areas we think are relevant to the Board for a company like ours. The table below lists the key competencies each director has indicated they possess. All of the directors also have expertise in corporate governance.

Director	PRIMARY INDUSTRY BACKGROUND					FUNCTIONAL EXPERIENCE						
	Financial Services <sup>1</sup>	Technology/IT <sup>2</sup>	Public Sector <sup>3</sup>	Professional Services <sup>4</sup>	Retail <sup>5</sup>	Telecommunications/ Media <sup>6</sup>	Outside Boards <sup>7</sup>	CEO/Senior Management <sup>8</sup>	Finance/M&A/Strategy <sup>9</sup>	Government/ Regulatory Affairs <sup>10</sup>	Human Resources <sup>11</sup>	Corporate Social Responsibility <sup>12</sup>
Bonnie R. Brooks, C.M.					✓		✓	✓	✓		✓	
Robert K. Burgess		✓				✓	✓	✓	✓		✓	
John H. Clappison	✓			✓			✓	✓	✓			
Robert Dépatie						✓	✓	✓			✓	
Robert J. Gemmell	✓			✓			✓	✓	✓		✓	
Alan D. Horn	✓					✓	✓	✓	✓			
Philip B. Lind, C.M.			✓			✓	✓	✓		✓		✓
John A. MacDonald		✓				✓	✓	✓	✓		✓	
Isabelle Marcoux				✓		✓	✓	✓	✓	✓	✓	
Joe Natale		✓				✓	✓	✓	✓			
The Hon. David R. Peterson, P.C., Q.C.			✓	✓		✓	✓	✓		✓		✓
Edward S. Rogers						✓	✓	✓	✓			
Loretta A. Rogers						✓	✓					✓
Martha L. Rogers						✓	✓					✓
Melinda M. Rogers		✓				✓	✓	✓	✓			✓

<sup>1</sup> Experience with, or understanding of, the financial services sector, with particular knowledge of insurance, asset management, or mutual fund operations.

<sup>2</sup> Experience with, or understanding of, existing and relevant emerging technologies, including information and telecom technology.

<sup>3</sup> Experience with, or an understanding of, public sector organizations, including crown corporations or educational institutions.

<sup>4</sup> Current or past provider of legal, accounting, or other professional services, either in private practice or in-house with a public company or other major organization.

<sup>5</sup> Experience with, or understanding of, major retail channels.

<sup>6</sup> Experience with, or understanding of, the telecommunications, media, and/or content industries, including strategic context, market competitors, and business issues facing those industries.

<sup>7</sup> Current or past director of another public company or a major/operating private company or non-profit organization.

<sup>8</sup> Current or past CEO, direct report to the CEO, or chair of the board of directors of a public company or other major organization.

<sup>9</sup> Experience with, or understanding of, investment banking, major corporate transactions, and/or the development and implementation of the strategic direction of a public company or other major organization.

<sup>10</sup> Experience with, or understanding of, government, relevant government agencies, and public policy, federally and/or provincially.

<sup>11</sup> Experience with, or understanding of, executive compensation, leadership development, talent management/retention, and succession planning.

<sup>12</sup> Experience with, or understanding of, corporate responsibility practices and the constituents involved in sustainable development practices.

## BOARD MANDATE AND RESPONSIBILITIES

The Board is responsible for the stewardship of the Company. This requires the Board to oversee the conduct of the business and affairs of the Company. The Board discharges some of its responsibilities directly and discharges others through committees of the Board. The Board is not responsible for the day-to-day management and operation of the Company's business, as this responsibility has been delegated to management. The Board is, however, responsible for supervising management in carrying out this responsibility. The complete Board Mandate, including roles and responsibilities for directors, including the Chair of the Board, is attached to this circular as Appendix B.

During 2018, the independent directors met at in camera sessions during every Board meeting without management or non-independent directors. In camera sessions for the independent directors are included as part of the agenda for director meetings in 2019.

The following table shows the number of meetings of the Board and its committees and the attendance rate of each director in 2018 for the period of time that each such director was on the Board or applicable committee.

Director	Board <sup>1</sup>	Audit and Risk	Corporate Governance	Nominating	Human Resources	Finance	Pension	Total Attendance
Bonnie R. Brooks, C.M.	7/7				5/5		1/2	93%
Robert K. Burgess <sup>3</sup>	5/7	6/6						85%
John H. Clappison	7/7	6/6	3/3				1/1	100%
Robert Dépatie	7/7		1/1	2/2	5/5			100%
Robert J. Gemmell	7/7	6/6				2/2		100%
Alan D. Horn	7/7					2/2	3/3	100%
Philip B. Lind, C.M.	7/7							100%
John A. MacDonald	7/7	6/6		3/3	5/5			100%
Isabelle Marcoux	7/7		3/3		5/5			100%
Joe Natale	7/7							100%
The Hon. David R. Peterson, P.C., Q.C.	7/7			3/3			3/3	100%
Edward S. Rogers	7/7			3/3		2/2		100%
Loretta A. Rogers	7/7							100%
Martha L. Rogers	7/7							100%
Melinda M. Rogers	6/7			3/3		2/2	3/3	93%
Charles Sirois, C.M. <sup>2</sup>	4/4		2/2					100%

<sup>1</sup> No Executive Committee meetings were required in 2018.

<sup>2</sup> Mr. Sirois did not stand for re-election at the April 20, 2018 Annual General Meeting of Shareholders.

<sup>3</sup> Mr. Burgess' absence at one of the Board meetings was due to an injury.

## CODE OF CONDUCT AND ETHICS AND BUSINESS CONDUCT POLICY

The Board has adopted both (i) the Directors Code of Conduct and Ethics, and (ii) the Business Conduct Policy for directors, officers and employees, which we refer to as the Codes. The Codes require our directors, officers, and employees to disclose any material transaction or relationship that could reasonably be expected to give rise to a conflict of interest, among other requirements.

To ensure the directors exercise independent judgment in considering transactions, agreements, or decisions in respect of which a director has a material interest, the directors follow a practice whereby any such director with a material interest must be absent during any board discussion pertaining thereto and must not cast a vote on such matter.

Issues arising in connection with the Codes, including conflicts of interest, are reported to the Audit and Risk Committee (in the case of the Business Conduct Policy) or to the Corporate Governance Committee (in the case of the Directors Code of Conduct and Ethics), each of which are responsible for monitoring compliance with the applicable Code and applying and interpreting the applicable Code in particular situations. The Committees must inform the Board of any Code violation. Any waiver of a Code provision may only be made by either the Board or by the applicable committee and reported to the Board.

Processes are in place to ensure compliance with the Codes by the Board, officers, and employees, such as distribution of the Business Conduct Policy to the Company’s employees and the STAR Hotline, the Company’s anonymous whistleblower hotline. For more details, refer to “Ethical Business Conduct” in Appendix A to this circular.

## DIRECTOR ORIENTATION AND CONTINUING EDUCATION

It is the responsibility of the Corporate Governance Committee to provide an orientation and continuing education program for the directors.

Newly-appointed directors attend orientation sessions that are intended to familiarize new directors with our business and operations, including management structure, strategic plans, finances, opportunities, and risks. New directors have the opportunity to meet with management and other members of the Board. New directors are also provided with a package of detailed information concerning our affairs, including public filings.

All of the directors are members of the Institute of Corporate Directors, which offers director education programs and provides access to publications to enhance knowledge concerning governance and director responsibilities.

As part of the Board’s continuing education, presentations are made by management personnel or outside experts to educate the directors on new issues and developments in legal, regulatory, and industry initiatives from time to time.

The following table sets out certain educational activities organized in 2018:

Topic	Participants	Timing
Product Update	Audit and Risk Committee	January
Governance Trends Impacting Executive Compensation	Human Resources Committee	February
Blockchain/Cryptocurrency	Audit and Risk Committee	April
Network Strategy	Board of Directors	April
Regulatory Matters Impacting Retirement Plans	Human Resources Committee	April
Business Continuity and Disaster Recovery	Audit and Risk Committee	October
Information Security	Board of Directors Audit and Risk Committee	October Quarterly
Income Tax Act in Relation to Retirement Plans	Human Resources Committee	October
KPMG Audit Landscape and Regulatory Update	Audit and Risk Committee	December
Executive Compensation Polices	Human Resources Committee	December

## DIRECTOR NOMINATION AND BOARD ASSESSMENT, GENDER DIVERSITY, AND TERM LIMITS

The Nominating Committee is responsible for reviewing, considering, and initiating proposals for nomination of individuals for election to the Board and assessing incumbent

directors for re-nomination to the Board. The Nominating Committee maintains an evergreen list of potential candidates for future director vacancies. Potential candidates for the Board are evaluated by the Nominating Committee, having regard to the candidate's background and qualifications to ensure that the candidate's experience and skill are aligned with the Company's needs. Each year the Nominating Committee recommends to the Board the names of individuals to be nominated for election as members of the Board.

The Nominating Committee has five members, a majority of whom are independent. For more information on the Nominating Committee and its responsibilities, please refer to the subsection "Nomination of Directors" in Appendix A to this circular. Also refer to Appendix C to this circular for the full mandate of the Nominating Committee.

The Company has a strong commitment to diversity. A strong female participation rate is important at all levels of the organization, including the executive officer level and the Board level. The Board has adopted a formal gender diversity policy to re-affirm its commitment to diversity and to ensure that the Board is meeting one of its objectives for strong female representation on the Board. The key provision of this policy is to ensure that the Nominating Committee reviews overall composition of the Board and potential nominees with gender diversity as an important consideration. The Nominating Committee monitors and annually presents to the Board the gender diversity statistics of the Board. The Board does not have a target for representation of women on the Board but the Board believes that the gender diversity policy will ensure that gender diversity is an important consideration in the candidate evaluation and selection process. The Board currently has five female directors and, if the proposed nominee directors for this year are elected, women will represent 33.3% of the Board.

The Company does not impose term limits on its directors as it takes the view that term limits are an arbitrary mechanism for removing directors, which can result in valuable, experienced directors being forced to leave the Board solely because of length of service. The Nominating Committee annually assesses the strengths and weaknesses of the Board. In these reviews, consideration is given to each director's ability to continue to make a meaningful contribution to the Board. This flexible approach allows the Company to consider each director individually, and the Board composition generally, to determine if the appropriate balance is being achieved.

The Corporate Governance Committee uses discussions between the Chair of the Committee and Board members and annual written evaluations to solicit comment and evaluation from individual directors on the performance and effectiveness of the Board and its committees and recommendations for improvements. The Chair of the Committee discusses with the individual directors the effectiveness and performance of the Board and individual directors' areas of interest and participation. The Chair of the Committee reviews the recommendations and comments of the directors with the Corporate Governance Committee.

## **GENDER DIVERSITY IN EXECUTIVE OFFICER POSITIONS**

In its consideration of potential candidates for senior executive officer positions, management takes into account gender diversity, recognizing the benefits of having a management team representing different perspectives. Management has not set measurable objectives or targets for ensuring women are represented at the senior executive officer level as the Company is committed to an inclusive and diverse workplace, including advancing women to senior executive officer positions. As at December 31, 2018, 30% of existing positions at the Vice President level were held by women and 37% of existing positions from Manager to Director levels were held by women. The Company currently has one woman in a senior executive officer position, which represents 10% of the senior executive officer positions. The Company has a Diversity Management Policy that establishes its position on diversity, which ensures meritocracy, equal opportunity, and respect for the inclusion and diversity of all employees. In August 2018, the Board approved a People, Culture & Reputation plan in which a commitment was made to

execute a new three-year Inclusion and Diversity Plan (I&D Plan), which includes advancing the progress made in supporting the career growth, development, and engagement of women. The I&D Plan will be used to determine and monitor goals at the executive and other management levels, reflecting the Company's commitment to fostering an inclusive environment where all employees can reach their full potential. Rogers' commitment to inclusion and diversity, including the I&D Plan, is also being recognized externally, as Rogers was once again recognized as one of Canada's Best Diversity Employers in 2019.

## RISK MANAGEMENT OVERSIGHT

For a description of risk management oversight, please see "Risk Management" on page 59 of our 2018 MD&A.

## AUDIT AND RISK COMMITTEE

The Audit and Risk Committee is composed entirely of independent directors and meets regularly without management present. Audit and Risk Committee meetings with both internal and external auditors are held on a regular basis and the committee has the authority to engage independent advisors, paid for by the Company, to help make the best possible decisions on the financial reporting, accounting policies and practices, disclosure practices, and internal controls of the Company.

For further information regarding the Audit and Risk Committee, in compliance with the disclosure requirement of National Instrument 52-110 – "Audit Committees", refer to the section entitled "Audit and Risk Committee" in the Company's Annual Information Form dated March 6, 2019, which is available on SEDAR at [sedar.com](http://sedar.com) or on EDGAR at [sec.gov](http://sec.gov).

## OTHER GOOD GOVERNANCE PRACTICES

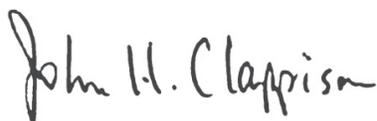
- Director share ownership requirements (see "Share Ownership Requirements" under "Director Compensation")
- Committee retention of independent advisors
- Board approval is required for material commitments

## INTERACTION WITH SHAREHOLDERS

The Company remains committed to interacting with our shareholders. Meetings are held on a regular basis between management and institutional shareholders. In addition, a conference call with the investment community is organized on a quarterly basis, with audience participation through a question and answer period, to review our financial results and at other times where appropriate. Additionally, management participates in various broker-hosted investor conferences held throughout the year, which are webcast at [investors.rogers.com](http://investors.rogers.com). Our Investor Relations team answers requests and questions from our shareholders. Our Investor Relations team may be contacted by telephone at 647.435.6470.

Any person wishing to contact the Lead Director or another member of the Board, may write, in care of the Corporate Secretary, to the head office of the Company at 333 Bloor Street East, 10th Floor, Toronto, Ontario M4W 1G9, Canada or by e-mail: [board.matters@rci.rogers.com](mailto:board.matters@rci.rogers.com).

Submitted on behalf of the Corporate Governance Committee.



John H. Clappison  
Chair, Corporate Governance Committee

## Report of the Audit and Risk Committee

We are pleased to provide this overview of the work of the Audit and Risk Committee during 2018.

The Audit and Risk Committee met six times to review key matters relating to its mandate and annual work plan and reported on these matters to the Board. At each meeting, the Audit and Risk Committee had the opportunity to meet without management present and also met separately with each of the CFO, the heads of Internal Audit and Risk Management, and the external auditors.

A Mandate Work Plan was used to ensure that the Audit and Risk Committee received adequate reports and information at each of its meetings to fulfill its responsibilities. At each meeting, there was an educational presentation to keep the members up to date with current developments, such as upcoming accounting and tax legislative changes, and other matters relevant to the Company.

### 2018 HIGHLIGHTS

In fulfilling each of its responsibilities as outlined in the Audit and Risk Committee Mandate, the Audit and Risk Committee accomplished the following during 2018:

- received a regular quarterly business update from the CEO and the CFO in an in camera session;
- received various educational presentations to continue learning about the business and monitor financial risks including: the Company's business continuity and disaster recovery program, tax planning, global trends in blockchain and cryptocurrency, update on external auditor practices and regulatory environment, review of accounting policies, accounting estimates and new accounting pronouncements;
- reviewed the Company's Enterprise Risk Management analysis and program for the mitigation of key risks to the Company;
- monitored risk management activities on a quarterly basis;
- obtained regular updates on information and cyber security risks;
- reviewed the corporate insurance program;
- reviewed and approved the internal audit charter and the internal audit plan for 2019;
- received regular internal audit and corporate security services reports and met with management to review its action plans to address recommendations and the timing of remediation;
- obtained regular updates and considered accounting alternatives arising from the implementation activities supporting the adoption of IFRS 15, *Revenue from contracts with customers* in 2018 and IFRS 16, *Leases* in 2019;
- monitored the activities and status of the implementation of a new HR and payroll system;
- received regular quarterly updates from investor relations to understand the markets, investor profiles and performance of Rogers stock;
- led a comprehensive review of the external auditors by: (1) evaluating their historical and recent performance, independence, objectivity, and professional skepticism; quality and qualifications of the engagement team; and quality of the communication and interactions between the Audit and Risk Committee, management and the external

auditors; (2) assessing the Company's and the external auditors' practices to safeguard independence; (3) evaluating the external auditors' known legal risks and any significant legal or regulatory proceedings in which it is involved (including a discussion with KPMG's global Chairman); and (4) evaluating external auditor performance against Audit Quality Indicators (AQIs) established as part of participation in the Canadian Public Accountability Board's AQIs Pilot Project;

- reviewed the performance of key finance management with the CFO; and
- reviewed the adequacy of its Mandate and confirmed no significant changes were needed. For more information on the Audit and Risk Committee Mandate, refer to Appendix C to this circular or visit the Corporate Governance section of our website at [investors.rogers.com/corporate-governance](http://investors.rogers.com/corporate-governance).

## APPOINTMENT OF AUDITORS

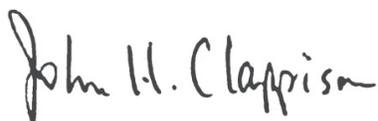
KPMG LLP was re-appointed at our Annual General Meeting of Shareholders of the Company on April 20, 2018.

At the 2019 Annual General Meeting of Shareholders, the shareholders are being asked to re-appoint KPMG LLP as the Company's independent registered public accounting firm for 2019. The Audit and Risk Committee has recommended to the Board that KPMG LLP be re-appointed. Representatives of KPMG LLP are expected to be present at the meeting, will have an opportunity to make a statement if they desire to do so, and will be available to respond to questions.

Audit partners are subject to rotation requirements which limit the number of consecutive years an individual partner may provide service to the Company. U.S. Securities and Exchange Commission independence rules governing KPMG LLP require the lead audit engagement partner for a reporting issuer to rotate every five years, and all other audit partners to rotate every seven years. For each mandatory rotation of the lead audit partner, the Chair of the Audit and Risk Committee is involved in the selection of the Company's lead audit partner, including interviewing candidates for the role and providing a recommendation to the full Audit and Risk Committee.

For the total fees paid to the auditors, refer to "Appointment of Auditors" on page 21 of this circular.

Submitted on behalf of the Audit and Risk Committee.



John H. Clappison  
Chair, Audit and Risk Committee

# Other Information

## INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

We are not aware that any shareholder holding more than 10% of the voting rights attached to the Class A Shares, any proposed nominee for election as director, any director or officer of us or any of our subsidiaries, or any associate or affiliate of those persons has any material interest in any transaction that has materially affected or would materially affect us or any of our subsidiaries since January 1, 2018.

## INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

None of our directors or senior executive officers, nor any person who has had such a position since January 1, 2018, nor any proposed nominee for election as our director, nor any of their respective associates or affiliates, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the meeting, other than the election of directors or the appointment of the auditors.

## MANAGEMENT CONTRACTS

There are no agreements or arrangements where our, or any of our subsidiaries' management functions were, to any substantial degree, performed by a person or company other than our or our subsidiaries' directors or senior officers.

## ADDITIONAL INFORMATION

Please see our full-year 2018 audited financial statements and 2018 MD&A for financial and other information about Rogers. Additional information is available on SEDAR at [sedar.com](http://sedar.com), on EDGAR at [sec.gov](http://sec.gov), or at [investors.rogers.com](http://investors.rogers.com). You can obtain a copy of our most recent financial statements, Management's Discussion and Analysis, and Annual Information Form without charge, upon request from the Investor Relations department, which can be contacted as follows:

Vice President, Investor Relations  
Rogers Communications Inc.  
333 Bloor Street East, 10<sup>th</sup> Floor  
Toronto, Ontario, M4W 1G9, Canada  
647.435.6470  
[investor.relations@rci.rogers.com](mailto:investor.relations@rci.rogers.com)

The Board has approved the contents and the sending of this circular.



Graeme McPhail  
Secretary

March 6, 2019  
Toronto, Ontario, Canada

# Appendix A

## NATIONAL INSTRUMENT REQUIREMENTS

Instrument Requirements	Comments
<b>Board of Directors</b>	
Disclose the identity of directors who are independent.	<p>Based on the information provided by each existing and proposed director, and the recommendations of the Corporate Governance Committee, the Board has determined that the following nominees are independent in accordance with the requirements of NI 58-101. In making this determination, the Board considered all of the relationships that each nominee has with the Company (taking the discretionary standards referred to above and other factors the Board considered relevant into account) and concluded that none of the relationships considered would likely impair the existing or proposed director's independent judgment.</p> <p>Bonnie R. Brooks, C.M. Robert K. Burgess John H. Clappison Robert Dépatie Robert J. Gemmell John A. MacDonald Isabelle Marcoux The Hon. David R. Peterson, P.C., Q.C.</p> <p>During his time on the Board in 2018, Charles Sirois was considered independent.</p>
Disclose the identity of directors who are not independent, and describe the basis for that determination.	Please refer to the table in "Board Composition" under "Statement of Corporate Governance Practices".
Disclose whether or not a majority of directors are independent.	A majority of the Board is independent.
If a director is presently a director of any other issuer that is a reporting issuer in a Canadian jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.	Please refer to the tables in "The Proposed Nominees" under "Election of Directors".

Instrument Requirements	Comments
<p>Disclose whether or not the independent directors hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. If the independent directors hold such meetings, disclose the number of meetings held since the beginning of the issuer's most recently completed financial year.</p>	<p>Please refer to "Board Mandate and Responsibilities" under "Statement of Corporate Governance Practices" and the table in that section.</p>
<p>Disclose whether or not the chair of the Board is an independent director. If the Board has a chair or lead director who is an independent director, disclose the identity of the independent chair or lead director, and describe his or her role and responsibilities.</p>	<p>Please refer to "Board Composition" under "Statement of Corporate Governance Practices".</p>
<p>Disclose the attendance record of each director for all board meetings held since the beginning of the issuer's most recently completed financial year.</p>	<p>Please refer to the tables under "Election of Directors" and "Statement of Corporate Governance Practices".</p>
<b>Board Mandate</b>	
<p>Disclose the text of the Board's written mandate.</p>	<p>The Board has adopted a Board of Directors Mandate (<b>Board Mandate</b>) as its written mandate of directors' duties and responsibilities (the Board Mandate is attached to this circular as Appendix B).</p> <p>Among other responsibilities, the Board is responsible for approving the Company's goals, objectives, and strategies. The Board has in place a strategic planning process and reviews and approves, on at least an annual basis, a strategic plan which takes into account, among other things, the opportunities and risks of the business. The Board is also responsible for overseeing the implementation of appropriate risk assessment systems to identify and manage principal risks of the Company's business.</p>
<b>Position Descriptions</b>	
<p>Disclose whether or not the Board has developed written position descriptions for the chair and the chair of each board committee.</p>	<p>The Board Mandate states the Chair's main responsibility is overseeing, managing, and assisting the Board in fulfilling its duties and responsibilities in an effective manner independently of management. In fulfilling his or her duties, the Chair will work closely with the Deputy Chair and the Lead Independent Director who will either directly or</p>

## Instrument Requirements

## Comments

indirectly assist in ensuring that the roles and responsibilities of the Board are satisfactorily addressed. For that purpose, the duties of the Chair of the Board include, among other things:

- chair annual and special meetings of shareholders;
- chair Board meetings, including requiring appropriate briefing materials to be delivered in a timely fashion, stimulating debate, providing adequate time for discussion of issues, facilitating consensus, encouraging full participation by individual directors and ensuring that clarity regarding decisions is reached and duly recorded;
- prepare the agenda for each Board meeting with the participation of management and input of the Deputy Chair;
- monitor the work of the committees of the Board and in that connection the Chair may attend, as a non-voting participant, all meetings of Board committees (other than those on which he otherwise sits) provided that if the Chair is not independent, he or she must be absent for meetings and portions thereof where all Committee members are required to be independent;
- ensure that the Board and its committees have the necessary resources to support their work, in particular, accurate, timely and relevant information;
- assist in the Board's evaluation and self-assessment of its effectiveness and implementation of improvements;
- provide appropriate guidance to individual Board members in discharging their duties;
- ensure newly appointed directors receive an appropriate orientation and education program;
- promote constructive and effective relations between the Board and the CEO, and with the Rogers Control Trust;

Instrument Requirements	Comments
	<ul style="list-style-type: none"> <li>• promote best practices and high standards of corporate governance;</li> <li>• provide arrangements for members of the Board to communicate with the Chair formally and informally concerning matters of interest to Board members;</li> <li>• provide leadership to ensure that the Board works as a cohesive team; and</li> <li>• ensure that appropriate processes are in place for evaluation by the board of the Chief Executive Officer.</li> </ul> <p>The chairs of each Board committee are responsible to organize the affairs of such committee, chair its meetings, provide guidance to the members of such committee, retain outside experts as may be required, and report to the Board on the work of such committee. The mandate of the committee may also assign specific additional responsibilities to the chair of the committee.</p>
<p>Disclose whether or not the Board and Chief Executive Officer (CEO) have developed a written position description for the CEO.</p>	<p>The Board has approved a detailed written position description for the office of CEO. The Human Resources Committee will review and approve the CEO's written objectives for the current year.</p>
<p><b>Orientation and Continuing Education</b></p>	
<p>Briefly describe what measures the Board takes to orient new directors regarding (i) the role of the Board, its committees and its directors, and (ii) the nature and operation of the issuer's business.</p>	<p>Please refer to "Director Orientation and Continuing Education" under "Statement of Corporate Governance Practices". Also refer to Appendix C for the full mandate of the Corporate Governance Committee.</p>
<p>Briefly describe what measures, if any, the Board takes to provide continuing education for its directors.</p>	<p>Please refer to "Director Orientation and Continuing Education" under "Statement of Corporate Governance Practices".</p>
<p><b>Ethical Business Conduct</b></p>	
<p>Disclose whether or not the Board has adopted a written code of business conduct and ethics for the directors, officers and employees. If the Board has adopted a written code:</p> <p>(i) disclose how a person or company may obtain a copy of the code;</p>	<p>The Board has adopted both a "<i>Directors Code of Conduct and Ethics</i>" and the "<i>Rogers Business Conduct Policy</i>" for directors, officers, and employees (the Codes). The Codes require our directors, officers, and employees to disclose any material transaction or relationship that could reasonably be expected to give rise</p>

Instrument Requirements	Comments
<p>(ii) describe how the Board monitors compliance with its code, or if the Board does not monitor compliance, explain whether and how the Board satisfies itself regarding compliance with its code; and</p> <p>(iii) provide a cross-reference to any material change report filed since the beginning of the issuer’s most recently completed financial year that pertains to any conduct of a director or executive officer that constitutes a departure from the code.</p>	<p>to a conflict of interest, among other requirements.</p> <p>(i) We have publicly filed the Codes on SEDAR and they may also be obtained from our website where they have been posted under “Articles &amp; Corporate Governance Documents” in the “Corporate Governance” section at <a href="http://investors.rogers.com/corporate-governance">investors.rogers.com/corporate-governance</a>.</p> <p>(ii) Issues arising in connection with the Codes, including conflicts of interest, are reported to the Audit and Risk Committee in the case of the Rogers Business Conduct Policy and to the Corporate Governance Committee in the case of the Directors Code of Conduct and Ethics, which are responsible for monitoring compliance with the applicable Code and applying and interpreting the applicable Code in particular situations. The Committees must inform the Board of any Code violation. Any waiver of a Code provision may be made only by the Board or by the applicable committee and reported to the Board.</p> <p>(iii) Not applicable.</p>
<p>Describe any steps the Board takes to ensure directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.</p>	<p>To ensure the directors exercise independent judgment in considering transactions, agreements, or decisions in respect of which a director has a material interest, the directors follow a practice whereby any such director with a material interest must be absent during any Board discussion pertaining thereto and must not cast a vote on such matter.</p>
<p>Describe any other steps the Board takes to encourage and promote a culture of ethical business conduct.</p>	<p>The Board and the CEO have reviewed and approved the Codes.</p> <p>It is management’s responsibility to distribute and implement the Rogers Business Conduct Policy to the Company’s employees. Under the Rogers Business Conduct Policy, the Company expects any employee who has reason to suspect any violation of applicable law or regulations, or has concerns about potential business/ethical misconduct, financial misconduct with regard to the</p>

Instrument Requirements	Comments
	<p>Company’s accounting practices, financial controls, or the safeguarding of its assets, to speak to his/her manager/supervisor, or to report such suspicions or concerns to the STAR Hotline, the corporate whistleblower hotline, which allows anonymous reporting, if desired.</p> <p>In addition, each year we provide a refresher on our business conduct and ethical standards through mandatory Company-wide training on the Rogers Business Conduct Policy. The training course provides an overview of key topics and tests an employee’s understanding of how to deal with the practical real-life issues and challenging choices that may arise in their day-to-day work.</p>
<b>Nomination of Directors</b>	
<p>Describe the process by which the board identifies new candidates for board nomination.</p>	<p>Please refer to “Director Nomination and Board Assessment, Gender Diversity, and Term Limits” under “Statement of Corporate Governance Practices”.</p>
<p>Disclose whether or not the Board has a nominating committee composed entirely of independent directors. If the Board does not have a nominating committee composed entirely of independent directors, describe what steps the Board takes to encourage an objective nomination process.</p>	<p>The Nominating Committee has five members, a majority of whom are independent.</p> <p>The Control Trust Chair of the Rogers Control Trust (see “Outstanding Shares and Main Shareholders” under “Voting Information”) is obligated to use reasonable efforts to procure the appointment of the Control Trust Chair and the Control Trust Vice-Chair to the Nominating Committee. The Nominating Committee, which is responsible for, among other things, the identification of new candidates for the Board, is not composed entirely of independent directors as two members, Edward S. Rogers and Melinda M. Rogers, are not independent. Because of the alignment of interests between our controlling shareholder and our minority shareholders, namely the creation of value and long-term growth, the Board has determined it is appropriate for Edward S. Rogers and Melinda M. Rogers to be members of the Nominating Committee, with the remainder of the members of the Nominating Committee</p>

Instrument Requirements	Comments
	being independent directors. The Board believes that the presence of a majority of independent directors on the Nominating Committee and the alignment of interests described above ensure an objective nomination process that is in the interests of all shareholders.
If the Board has a nominating committee, describe the responsibilities, powers and operation of the nominating committee.	Please refer to “Director Nomination and Board Assessment, Gender Diversity and Term Limits” under “Statement of Corporate Governance Practices”. Also refer to Appendix C for the full mandate of the Nominating Committee.
<b>Compensation</b>	
Describe the process by which the Board determines the compensation for the issuer’s directors and officers.	Please refer to “Director Compensation” and “Compensation Discussion & Analysis” under “Executive Compensation”.
Disclose whether or not the Board has a compensation committee composed entirely of independent directors.	All members of the Human Resources Committee are independent. For additional information, please see “Human Resources Committee” under “Compensation Discussion & Analysis” under “Executive Compensation”.
If the Board has a compensation committee, describe the responsibilities, powers and operation of the compensation committee.	Please refer to Appendix C for the full mandate of the Human Resources Committee.  The Human Resources Committee and the Board are responsible for CEO succession planning and for satisfying themselves that succession planning is in place for all other key executive roles. This includes identifying potential succession candidates for key positions, fostering leadership development and management depth, and reviewing progress on leadership development plans.
<b>Other Board Committees</b>	
If the Board has standing committees other than the audit, compensation, and nominating committees, identify the committees and describe their function.	Please refer to “Board Composition” under “Statement of Corporate Governance Practices” for identification of the seven permanent standing committees of the Board. Also refer to Appendix C for the full mandates of all seven standing committees.

Instrument Requirements	Comments
<b>Assessments</b>	
<p>Disclose whether or not the Board, its committees and individual directors are regularly assessed with respect to their effectiveness and contribution. If assessments are regularly conducted, describe the process used for the assessments.</p>	<p>Please refer to “Director Nomination and Board Assessment, Gender Diversity, and Term Limits” under “Statement of Corporate Governance Practices”. Also refer to Appendix C for the full mandate of the Corporate Governance Committee.</p>
<b>Director Term Limits and Other Mechanisms of Board Renewal</b>	
<p>Disclose whether or not the issuer has adopted term limits for the directors on its board or other mechanisms of board renewal and, if so, include a description of those director term limits or other mechanisms of board renewal. If the issuer has not adopted term limits or other mechanisms of board renewal, disclose why it has not done so.</p>	<p>Please refer to “Director Nomination and Board Assessment, Gender Diversity, and Term Limits” under “Statement of Corporate Governance Practices”.</p>
<b>Policies Regarding the Representation of Women on the Board</b>	
<p>Disclose whether the issuer has adopted a written policy relating to the identification and nomination of women directors. If the issuer has not adopted such a policy, disclose why it has not done so.</p>	<p>Please refer to “Director Nomination and Board Assessment, Gender Diversity, and Term Limits” under “Statement of Corporate Governance Practices”.</p>
<p>If an issuer has adopted a policy referred to above, disclose the following in respect of the policy:</p>	<p>Please refer to “Director Nomination and Board Assessment, Gender Diversity, and Term Limits” under “Statement of Corporate Governance Practices”.</p>
<ul style="list-style-type: none"> <li>(i) a short summary of its objectives and key provisions,</li> <li>(ii) the measures taken to ensure that the policy has been effectively implemented,</li> <li>(iii) annual and cumulative progress by the issuer on achieving the objectives of the policy, and</li> <li>(iv) whether and, if so how, the Board or its nominating committee measures the effectiveness of the policy.</li> </ul>	
<b>Consideration of the Representation of Women in the Director Identification and Selection Process</b>	
<p>Disclose whether and, if so how, the Board or nominating committee considers the level of representation of women on the Board in identifying and nominating candidates for election or re-election to the Board. If the issuer does not consider the level of representation of women on the</p>	<p>Please refer to “Director Nomination and Board Assessment, Gender Diversity, and Term Limits” under “Statement of Corporate Governance Practices”.</p>

Instrument Requirements	Comments
<p>Board in identifying and nominating candidates for election or re-election to the Board, disclose the issuer's reasons for not doing so.</p>	
<p><b>Consideration Given to the Representation of Women in Executive Officer Appointments</b></p>	
<p>Disclose whether and, if so how, the issuer considers the level of representation of women in executive officer positions when making executive officer appointments. If the issuer does not consider the level of representation of women in executive officer positions when making executive officer appointments, disclose the issuer's reasons for not doing so.</p>	<p>Please refer to "Gender Diversity in Executive Officer Positions" under "Statement of Corporate Governance Practices".</p>
<p><b>Issuer's Targets Regarding the Representation of Women on the Board and in Executive Officer Positions</b></p>	
<p>For purposes of this Item, a "target" means a number or percentage, or a range of numbers and percentages, adopted by the issuer of women on the issuer's board or in executive officer positions of the issuer by a specific date.</p>	<p>Please refer to "Director Nomination and Board Assessment, Gender Diversity, and Term Limits" and "Gender Diversity in Executive Officer Positions" under "Statement of Corporate Governance Practices".</p>
<p>Disclose whether the issuer has adopted a target regarding women on the issuer's board. If the issuer has not adopted a target, disclose why it has not done so.</p>	
<p>Disclose whether the issuer has adopted a target regarding women in executive officer positions of the issuer. If the issuer has not adopted a target, disclose why it has not done so.</p>	
<p>If the issuer has adopted a target referred to in either Item (b) or (c), disclose: (i) the target, and (ii) the annual and cumulative progress of the issuer in achieving the target.</p>	
<p><b>Number of Women on the Board and in Executive Officer Positions</b></p>	
<p>Disclose the number and proportion (in percentage terms) of directors on the issuer's board who are women.</p>	<p>Please refer to "Director Nomination and Board Assessment, Gender Diversity, and Term Limits" under "Statement of Corporate Governance Practices".</p>
<p>Disclose the number and proportion (in percentage terms) of executive officers of the issuer, including all subsidiary entities of the issuer, who are women.</p>	<p>Please refer to "Gender Diversity in Executive Officer Positions" under "Statement of Corporate Governance Practices".</p>

# Appendix B

## BOARD OF DIRECTORS MANDATE

The purpose of this mandate (“Mandate”) of the Board of Directors (the “Board”) of Rogers Communications Inc. (the “Company”) is to provide guidance to Board members as to their duties and responsibilities. The power and authority of the Board is subject to the provisions of applicable law.

### PURPOSE OF THE BOARD

The Board is responsible for the stewardship of the Company. This requires the Board to oversee the conduct of the business and affairs of the Company. The Board discharges some of its responsibilities directly and discharges others through committees of the Board. The Board is not responsible for the day-to-day management and operation of the Company’s business, as this responsibility has been delegated to management. The Board is, however, responsible for supervising management in carrying out this responsibility.

### MEMBERSHIP

The Board consists of directors elected by the shareholders as provided for in the Company’s constating documents and in accordance with applicable law. From time to time, the Corporate Governance Committee shall review the size of the Board to ensure that its size facilitates effective decision-making by the Board in the fulfillment of its responsibilities.

Each member of the Board must act honestly and in good faith with a view to the best interests of the Company, and must exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. A director is responsible for the matters under “Role and Responsibilities of the Board” below as well as for other duties as they arise in the director’s role.

All members of the Board shall have suitable experience and skills given the nature of the Company and its businesses and have a proven record of sound judgement. Directors are to possess characteristics and traits that reflect:

- high ethical standards and integrity in their personal and professional dealings;
- the ability to provide thoughtful and experienced counsel on a broad range of issues and to develop a depth of knowledge of the businesses of the Company in order to understand and assess the assumptions on which the Company’s strategic and business plans are based and to form an independent judgement with respect to the appropriateness and probability of achieving such plans;
- the ability to monitor and evaluate the financial performance of the Company;
- an appreciation of the value of Board and team performance over individual performance and a respect for others; and
- an openness for the opinions of others and the willingness to listen, as well as the ability to communicate effectively and to raise tough questions in a manner that encourages open and frank discussion.

Directors are expected to commit the time and resources necessary to properly carry out their duties. Among other matters, directors are expected to adequately prepare for and attend all regularly scheduled Board meetings. New directors are expected to understand fully the role of the Board, the role of the committees of the Board and the contribution individual directors are expected to make.

## ETHICS

Members of the Board shall carry out their responsibilities objectively, honestly and in good faith with a view to the best interests of the Company. Directors of the Company are expected to conduct themselves according to the highest standards of personal and professional integrity. Directors are also expected to set the standard for Company-wide ethical conduct and ensure ethical behaviour and compliance with laws and regulations. If an actual or potential conflict of interest arises, a director shall promptly inform the Chair and shall refrain from voting or participating in discussion of the matter in respect of which he has an actual or potential conflict of interest. If it is determined that a significant conflict of interest exists and cannot be resolved, the director should resign.

Directors are expected to act in accordance with applicable law, the Company's Articles and the Company's Directors Code of Conduct and Ethics. The Board is required to monitor compliance with the Directors Code of Conduct and Ethics and is responsible for the granting of any waivers from compliance with the Directors Code of Conduct and Ethics.

## MEETINGS

The Board shall meet in accordance with a schedule established each year by the Board, and at such other times as the Board may determine. Meeting agendas shall be developed in consultation with the Chair. Board members may propose agenda items through communication with the Chair. The Chair is responsible for ensuring that a suitably comprehensive information package is sent to each director in advance of each meeting. At the discretion of the Board, members of management and others may attend Board meetings, except for separate meetings of the independent directors of the Board.

Directors are expected to be fully prepared for each Board meeting, which requires them, at a minimum, to have read the material provided to them prior to the meeting. At Board meetings, each director is expected to take an active role in discussion and decision-making. To facilitate this, the Chair is responsible for fostering an atmosphere conducive to open discussion and debate.

Independent directors shall have the opportunity to meet at appropriate times without management present at regularly scheduled meetings. The lead director shall be responsible for presiding over meetings of the independent directors. Independent directors may propose agenda items for meetings of independent directors members through communication with the Chair.

## ROLE AND RESPONSIBILITIES OF THE BOARD

The Board is responsible for approving the Company's goals, objectives and strategies. The Board shall adopt a strategic planning process and approve and review, on at least an annual basis, a strategic plan which takes into account, among other things, the opportunities and risks of the business. The Board is also responsible for overseeing the implementation of appropriate risk assessment systems to identify and manage principal risks of the Company's business.

In addition to the other matters provided in this Mandate, including the matters delegated to Board committees as set out below, the Board is also responsible for the following specific matters:

- review and approve management's strategic plans;
- review and approve the Company's financial objectives, business plans and budgets, including capital allocations and expenditures;

- monitor corporate performance against the strategic plans and business, operating and capital budgets;
- management succession planning, including appointing and monitoring, the Chief Executive Officer of the Company;
- approving and updating the Code of Business Conduct for employees to create a culture of integrity throughout the organization;
- approve commitments (actual or contingent) (other than commitments solely between the Company and its Wholly owned subsidiaries of the Company) in the ordinary course of business of more than \$200 million in the aggregate by one or a series of transactions or outside of the ordinary course of business of more than \$50 million in the aggregate by one or a series of transactions, including without limitation, acquisitions, dispositions, mergers, arrangements and other forms of business combinations and investments and loans by the Company or any subsidiary;
- assess its own effectiveness in fulfilling its responsibilities, including monitoring the effectiveness of individual directors;
- ensure the integrity of the Company's internal control system and management information systems;
- developing the Company's approach to corporate governance, including developing a set of corporate governance principles and guidelines; and
- satisfy itself that appropriate policies and procedures are in place regarding public disclosure and restricted trading by insiders, including the review and approval of the Company's corporate disclosure policy and confirmation that a process is in place to disclose all material information in compliance with the Company's timely disclosure obligations and to prevent selective disclosure of material information to analysts, institutional investors, market professionals and others.

A director has an important and positive role as a representative of the Company. A director is also expected to participate in outside activities that enhance the Company's image to investors, employees, customers and the public.

## ROLE AND RESPONSIBILITIES OF THE CHAIR

It is the policy of the Board of Directors (the "Board") that the Chair not be an executive of Rogers Communications Inc. (the "Company") and that there be a separation of the offices of Chair and Chief Executive Officer. In the event the non-executive Chair is not independent, the independent directors shall appoint an independent lead director to carry out the responsibilities of the Lead Director set out below. The Chair and the Chief Executive Officer are to be in regular communications during the course of the year including with respect to the Company's business and the responsibilities of the Board.

The principal responsibilities of the Chair of the Board shall be to oversee, manage and assist the Board in fulfilling its duties and responsibilities as a Board in an effective manner independently of management. In fulfilling his or her duties, the Chair will work closely with the Deputy Chair and the Lead Independent Director who will either directly or indirectly assist in ensuring that the foregoing roles and responsibilities are satisfactorily addressed. The Chair shall be responsible, among other things, to:

- chair annual and special meetings of shareholders;
- chair Board meetings, including requiring appropriate briefing materials to be delivered in a timely fashion, stimulating debate, providing adequate time for discussion of issues, facilitating consensus, encouraging full participation by individual directors and ensuring that clarity regarding decisions is reached and duly recorded;

- prepare the agenda for each Board meeting with the participation of management and input of the Deputy Chair;
- monitor the work of the committees of the Board and in that connection the Chair may attend, as a non-voting participant, all meetings of Board committees (other than those on which he otherwise sits); provided that if the Chair is not independent, he or she must be absent for meetings and portions thereof where all Committee members are required to be independent;
- ensure that the Board and its committees have the necessary resources to support their work, in particular, accurate, timely and relevant information;
- assist in the Board's evaluation and self-assessment of its effectiveness and implementation of improvements;
- provide appropriate guidance to individual Board members in discharging their duties;
- ensure newly appointed directors receive an appropriate orientation and education program;
- promote constructive and effective relations between the Board and the CEO, and with the Rogers Control Trust;
- promote best practices and high standards of corporate governance;
- provide arrangements for members of the Board to communicate with the Chair formally and informally concerning matters of interest to Board members;
- provide leadership to ensure that the Board works as a cohesive team; and
- ensure that appropriate processes are in place for evaluation by the board of the Chief Executive Officer.

The lead director will facilitate the functioning of the Board independently of management of the Company and provide independent leadership to the Board. The lead director shall have the following responsibilities:

- provide leadership to ensure that the Board functions independently of management of the Company and other non-independent directors;
- provide the perspective of the independent directors to all relevant persons and groups, including the Board Chair, Chief Executive Officer and Chairs of the Committees;
- if the Chair is not independent, to chair separate executive sessions of the independent members of the board;
- review with the Chair and Chief Executive Officer of the Company items of importance for consideration by the Board;
- as may be required from time to time, consult and meet with any or all of the independent directors, at the discretion of either party and with or without the attendance of the Chair, and represent such directors in discussions with management of the Company on corporate governance issues and other matters;
- recommend, where necessary, the holding of special meetings of the Board;
- promote best practices and high standards of corporate governance;
- assist in the process of conducting director evaluations; and
- perform such other duties and responsibilities as may be determined by the Board from time to time.

## PROCEDURES TO ENSURE EFFECTIVE AND INDEPENDENT OPERATION

The Board recognizes the importance of having procedures in place to ensure the effective and independent operation of the Board. In addition to the policies and procedures provided elsewhere in this Mandate including under “Role and Responsibilities of the Chair” set out above, the Board has adopted the following procedures:

- the Board has complete access to the Company’s management;
- the Board requires timely and accurate reporting from management and shall regularly review the quality of management’s reports;
- subject to the approval of the Corporate Governance Committee, individual directors may engage an external adviser at the expense of the Company in appropriate circumstances;
- the Chair of the Board shall monitor the nature and timeliness of the information requested by and provided by management to the Board to determine if the Board can be more effective in identifying problems and opportunities for the Company; and
- the Chief Human Resources Officer of the Company, together with the Chief Executive Officer, shall develop a detailed job description for the Chief Executive Officer. This description shall be approved by the Human Resources Committee and recommended to the Board. The Board shall assess the Chief Executive Officer against the objectives set out in this job description.

## BOARD COMMITTEES

Subject to limits on delegation contained in corporate law applicable to the Company, the Board has the authority to establish and carry out its duties through committees and to appoint directors to be members of these committees. The Board assesses the matters to be delegated to committees of the Board and the constitution of such committees annually or more frequently, as circumstances require. From time to time the Board may create ad hoc committees to examine specific issues on behalf of the Board.

The Board has established the following committees: (1) Audit and Risk Committee; (2) Corporate Governance Committee (3) Pension Committee; (4) Executive Committee; (5) Finance Committee; (6) Nominating Committee; and (7) Human Resources Committee. The respective responsibilities of each of the foregoing committees is set forth in the applicable committee mandate.

# Appendix C

## COMMITTEE MANDATES

### AUDIT AND RISK COMMITTEE

#### Current Members:

Name	Independent
John H. Clappison (Chair)	Yes
Robert K. Burgess	Yes
Robert J. Gemmell	Yes
John A. MacDonald	Yes

#### *Our Main Responsibilities:*

- overseeing reliable, accurate and clear policies and practices for the preparation of financial reports to shareholders
- overseeing the design, implementation and review of internal controls - the necessary checks and balances must be in place
- recommending to the Board the appointment of the external auditor, based on an evaluation of the qualifications, independence and oversight of the auditors' work - the shareholders' auditors report directly to the Audit and Risk Committee (the "Committee")
- meeting with Rogers Communications Inc.'s (the "Company") external and internal auditors and evaluating the effectiveness and independence of each
- overseeing the establishment and maintenance of processes that ensure the Company is in compliance with both the laws and regulations that apply to it and its own policies
- reviewing the annual strategic risk assessment, including management's implementation of risk policies and actions to monitor and control major risk exposures
- reviewing the Company's business continuity and disaster recovery plans
- receiving reports on, and approving, if appropriate, certain transactions with related parties

#### *Purpose of the Audit and Risk Committee*

The Committee shall assist the Board of Directors (the "Board") of the Company in fulfilling its oversight responsibilities in the following principal areas:

- (i) financial reporting processes and the integrity of financial statements provided by the Company to the public;
- (ii) recommending to the Board the appointment of the external auditor, based on an evaluation of the qualifications, independence and oversight of the auditor's work;
- (iii) the qualifications and performance of internal auditors;
- (iv) the Company's accounting systems, financial controls and disclosure controls;
- (v) compliance with applicable legal and regulatory requirements; and

- (vi) the implementation of appropriate risk assessment systems to identify and manage principal risks of the Company's business.

In addition to the responsibilities specifically enumerated in this Mandate, the Board may refer to the Committee as it sees fit, on matters and questions relating to the financial position of the Company and its subsidiaries.

### *Independence*

The Committee is composed entirely of independent directors within the meaning of applicable securities laws and the Company's Director Material Relationship Standards.

The members meet regularly without management present.

The members have the authority to engage independent advisors, paid for by the Company, to help the Committee make the best possible decisions on the financial reporting, accounting and risk management policies and practices, disclosure practices, and internal controls of the Company.

### *Membership*

The Committee shall be comprised of not less than three members of the Board, each of whom shall be independent of management in accordance with applicable securities laws and based on the Company's Director Material Relationship Standards.

The Chief Executive Officer may attend each meeting of the Committee at the invitation of the Chair of the Committee (the "Chair").

The members shall be selected based upon the following, in accordance with applicable laws, rules and regulations:

(a) **Independence.** Each member shall be independent in accordance with applicable securities laws and based on the Company's Director Material Relationship Standards and in such regard shall have no direct or indirect material relationship with the Company that, in the view of the Board, could reasonably interfere with the exercise of a member's independent judgment.

(b) **Financially Literate.** Each member shall be financially literate or must become financially literate within a reasonable period of time after his or her appointment to the Committee. For these purposes, an individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements. In addition, at least one member must be a financial expert as defined in accordance with applicable securities laws.

(c) **Commitment.** In addition to being a member of the Committee and of any audit committee of any affiliate of the Company, if a member of the Committee is also on the audit committee of more than two additional public companies, the Board or the Nominating Committee shall determine that such simultaneous service does not impair the ability of such member to serve effectively on the Committee.

### *Chair and Secretary*

The Chair shall be chosen by the Board and shall serve in that capacity until the next Annual General Meeting of Shareholders of the Company or until his or her earlier resignation or removal by resolution of the Board. The Secretary of the Company shall be the Secretary of the Committee, provided that if the Secretary is not present, the Chair of the meeting may appoint a secretary for the meeting with the consent of the Committee members who are present.

## *Meetings*

The times and locations of meetings of the Committee and the calling of and procedures at such meetings, shall be determined from time to time by the Committee, in consultation with management when necessary, provided that there shall be a minimum of four meetings per year. Subject to the notice provisions of the Articles of the Company, written notice shall be provided no later than 48 hours prior to meetings, unless waived by all members of the Committee. Notice of every meeting shall be given to the external and internal auditors of the Company.

Agendas for meetings of the Committee shall be prepared by the Chair, in consultation with management and the Secretary, and shall be circulated to Committee members prior to Committee meetings. A quorum for meetings of the Committee shall be a majority of members.

A member of the Committee may be designated as the liaison member to report on the deliberations of the Committee to the Board.

## *Remuneration*

The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board may determine from time to time.

## *Resources and Authority*

The Committee shall have the resources and the authority to discharge its responsibilities, including the authority to engage, at the expense of the Company, outside consultants, independent legal counsel and other advisors and experts as it determines necessary to carry out its duties, without seeking approval of the Board or management.

The Committee shall have the authority to conduct any investigation necessary and appropriate to fulfill its responsibilities and has direct access to and the authority to communicate directly with the external auditors, internal auditors, the Chief Legal and Regulatory Officer of the Company and other officers and employees of the Company.

The members of the Committee shall have the right to inspect all the books and records of the Company and its subsidiaries and to discuss such accounts and records and any matters relating to the financial position, risk management and internal controls of the Company with the officers and external and internal auditors of the Company and its subsidiaries for the purpose of performing their duties. Any member of the Committee may require the external or internal auditors to attend any or every meeting of the Committee.

## *Responsibilities*

The Company's management is responsible for the preparation of the Company's financial statements and the external auditors are responsible for auditing those financial statements, in accordance with applicable standards. The Committee is responsible for overseeing the conduct of those activities by the Company's management and external auditors and overseeing the activities of the internal auditors. The Company's external auditors are accountable to the Committee.

It is recognized that members of the Committee are not full-time employees of the Company and do not represent themselves as accountants or auditors by profession or experts in the fields of accounting, auditing or the preparation of financial statements. It is not the duty or responsibility of the Committee or its members to conduct "field work" or other types of auditing or accounting reviews or procedures. Each member of the Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the Company from whom it receives information, and (ii) the accuracy of the financial and other information provided to the Committee by such persons or organizations absent actual knowledge to the contrary.

The specific responsibilities of the Committee shall include those listed below. The enumerated responsibilities are not intended to restrict the Committee from reviewing and making recommendations regarding any matters related to its purpose.

## 1. Financial Reporting Process and Financial Statements

- (a) in consultation with the external auditors and the internal auditors, review the integrity of the Company's financial reporting process, both internal and external, and any material issues as to the adequacy of the internal controls and any special audit steps adopted in light of material control deficiencies identified to it by the external or internal auditors or of which the Committee otherwise becomes aware;
- (b) review all material transactions and material contracts entered into by the Company and its subsidiaries with any insider or related party of the Company, other than officer or employee compensation arrangements approved or recommended by the Human Resources Committee or director remuneration approved or recommended by the Corporate Governance Committee;
- (c) review and discuss with management and the external auditors the Company's annual audited consolidated financial statements and its interim unaudited consolidated financial statements, and discuss with the external auditors the matters required to be discussed by generally accepted auditing standards in Canada and/or the United States, as applicable, as may be modified or supplemented, and for such purpose, receive and review the year-end report by the external auditors describing: (i) all critical accounting policies and practices used by the Company, (ii) all material alternative accounting treatments of financial information within generally accepted accounting principles that have been discussed with management, including the ramifications of the use of such alternative treatments and disclosures and the treatment preferred by the external auditors, and (iii) other material written communications between the external auditors and management, and discuss such annual report with the external auditors;
- (d) following completion of the annual audit, review with each of management, the external auditors and the internal auditors any significant issues, concerns or difficulties encountered during the course of the audit;
- (e) resolve disagreements between management and the external auditors regarding financial reporting;
- (f) review the interim quarterly and annual financial statements and press releases prior to the release of earnings information;
- (g) review emerging accounting issues and their potential impact on the Company's financial reporting;
- (h) review and be satisfied that adequate procedures are in place for the review and timely disclosure of any public disclosure of financial information by the Company extracted or derived from the Company's financial statements, other than the disclosure referred to in (f), and periodically assess the adequacy of those procedures;
- (i) meet separately, periodically, with management, with the internal auditors and with the external auditors; and
- (j) the interim consolidated financial statements, the Company's disclosure under "Management's Discussion and Analysis" for interim periods and interim earnings press releases may be approved by the Committee on behalf of the Board, provided that such approval is subsequently reported to the Board at its next meeting.

## 2. External Auditors

- (a) require the external auditors to report directly to the Committee;
- (b) be directly responsible for the selection, nomination, retention, termination and oversight of the work of the Company's external auditors engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attestation services for the Company, and in such regard recommend to the Board the external auditors to be nominated for approval by the shareholders. A formal review of the qualifications, expertise, resources and the overall performance of the external auditors is conducted annually. A comprehensive review of the external auditors is conducted at least every five years and findings are presented to the Board;
- (c) recommend to the Board the compensation of the external auditors;
- (d) pre-approve all audit engagements and the provision by the external auditors of all non-audit services, including fees and terms for all audit engagements and non-audit engagements, and in such regard the Committee may establish the types of non-audit services the external auditors shall be prohibited from providing and shall establish the types of audit, audit-related and non-audit services for which the Committee will retain the external auditors. The Committee may delegate to one or more of its members the authority to pre-approve non-audit services, provided that any such delegated pre-approval shall be exercised in accordance with the types of particular non-audit services authorized by the Committee to be provided by the external auditor and the exercise of such delegated pre-approvals shall be presented to the full Committee at its next scheduled meeting following such pre-approval;
- (e) review and approve the Company's policies for the hiring of partners and employees and former partners and employees of the external auditors;
- (f) review the annual audit plan with the external auditors;
- (g) consider, assess and report to the Board with regard to the independence and performance of the external auditors, including an evaluation of the lead partner and consideration of rotation of such lead partner and the audit firm itself; and
- (h) request and review a report by the external auditors, to be submitted at least annually, regarding the auditing firm's relationships with the Company, internal quality control procedures, any material issues raised by the most recent internal quality control review, or peer review, of the auditing firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the external auditors, and any steps taken to deal with any such issues.

## 3. Internal Auditors

- (a) review and approve the internal audit charter annually;
- (b) approve the annual internal audit plan and discuss internal audit's mandate with the Chief Audit Executive, including the staffing, responsibilities and budgets;
- (c) obtain periodic reports from the Chief Audit Executive regarding internal audit findings and the Company's progress in remedying any significant audit findings;
- (d) review the scope, responsibilities and effectiveness of the internal audit team, including its independence from management, credentials, resources and working relationship with the external auditors; and
- (e) review and recommend for approval the appointment and dismissal of the Chief Audit Executive.

#### **4. Accounting Systems, Internal Controls and Disclosure Controls**

- (a) oversee management's design and implementation of and reporting on internal controls; receive and review reports from management, the internal auditors and the external auditors with regard to the reliability and effective operation of the Company's accounting system and internal controls;
- (b) review with senior management the controls and procedures adopted by the Company to confirm that material information about the Company and its subsidiaries that is required to be disclosed under applicable law or stock exchange rules is disclosed within the required time periods;
- (c) review and discuss with management, the external auditors and internal audit compliance with the Company's Disclosure Policy by Directors, Officers and other management personnel;
- (d) review with senior management the adequacy of the internal controls adopted by the Company to safeguard assets from loss and unauthorized use, to prevent, deter and detect fraud, and to verify the accuracy of the financial records and review any special audit steps adopted in light of material weaknesses or significant deficiencies; and
- (e) review disclosures made to the Committee by the Chief Executive Officer and Chief Financial Officer during their certification process for applicable securities law filings about any significant deficiencies and material weaknesses in the design or operation of the Company's internal control over financial reporting that are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information required to be disclosed by the Company in the reports that it files or submits under U.S. federal securities law or applicable Canadian federal and provincial legislation and regulations within the required time periods, and any fraud, whether or not material, involving management or other employees who have a significant role in the Company's internal control over financial reporting.

#### **5. Legal and Regulatory Requirements**

- (a) receive and review timely analysis by management of significant issues relating to public disclosure and reporting;
- (b) review, prior to finalization, periodic public disclosure documents containing financial information, including Management's Discussion and Analysis and the Annual Information Form;
- (c) review disclosures related to the Committee required to be included in the Company's continuous disclosure filings;
- (d) review with the Company's Chief Legal and Regulatory Officer legal compliance matters, significant litigation and other legal matters that could have a significant impact on the Company's financial statements; and
- (e) assist the Board in the oversight of compliance with legal and regulatory requirements.

#### **6. Risk Management**

The Committee will review the Company's:

- (a) annual strategic risk assessment identifying principal risks and their potential impact on the Company's ability to achieve its business objectives;
- (b) processes for identifying, assessing and managing risks;

- (c) major risk exposures and trends from all areas (e.g. information and cyber security, financial, physical security, new business initiatives) and management’s implementation of risk policies and procedures to monitor and control such exposures;
- (d) business continuity plans and disaster recovery plans;
- (e) insurance coverage maintained by the Company at least annually; and
- (f) other risk management matters from time to time as the Committee may consider appropriate or as the Board may specifically direct.

## 7. Additional Responsibilities

- (a) establish procedures and policies for:
  - (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and
  - (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;
- (b) prepare and review with the Board an annual performance evaluation of the Committee;
- (c) review the adequacy of staffing of key financial functions and management’s plans for improvements;
- (d) review earnings guidance provided to stakeholders, including analysts and rating agencies;
- (e) periodically review with senior management the status of significant taxation matters;
- (f) report regularly to the Board, including matters such as the quality or integrity of the Company’s financial statements, compliance with legal or regulatory requirements, the performance of the internal audit function, the performance of the risk management process and the performance and independence of the external auditors; and
- (g) review and reassess the adequacy of the Committee’s Mandate on an annual basis.

## CORPORATE GOVERNANCE COMMITTEE

### Current Members<sup>1</sup>:

Name	Independent
John H. Clappison (Chair)	Yes
Robert Dépatie <sup>2</sup>	Yes
Isabelle Marcoux	Yes

<sup>1</sup> Charles Sirois was a committee member until April 20, 2018.

<sup>2</sup> Robert Dépatie was appointed to the committee on April 20, 2018.

### Our Main Responsibilities:

- reviewing and making recommendations regarding the Board of Director’s (the “Board”) approach to director independence
- developing and, where appropriate, recommending to the Board a set of corporate governance principles, including a code of conduct and ethics, aimed at fostering a healthy governance culture at Rogers Communications Inc. (the “Company”)

- reviewing and recommending the compensation of the directors of the Company
- satisfying itself that the Company communicates effectively with its shareholders, other interested parties and the public through a responsive communication policy
- facilitating the evaluation of the Board and committees of the Board

#### *Purpose of the Corporate Governance Committee*

The Corporate Governance Committee (the “Committee”) shall assist the Board of the Company in fulfilling its oversight responsibilities in the following principal areas:

- (i) developing a set of corporate governance rules, including a code of conduct and ethics;
- (ii) reviewing and recommending the compensation of the Company’s directors; and
- (iii) facilitating the evaluation of the Board and Committees of the Board.

#### *Independence*

Our Committee is composed entirely of independent directors within the meaning of applicable Canadian securities laws and the Company’s Director Material Relationship Standards.

We meet regularly without management present.

We have the authority to engage independent advisors, paid for by the Company, to help us make the best possible decisions on director compensation. We have hired independent advisors since 2006.

#### *Membership*

The Committee shall be comprised of not less than three members of the Board, a majority of whom shall be independent of management in accordance with applicable Canadian securities laws and based on the Company’s Director Material Relationship Standards.

The Chief Executive Officer may attend each meeting of the Committee at the invitation of the Chair of the Committee (the “Chair”).

The Committee shall have the right to appoint an outside consultant to assist it in its deliberations. If such an appointment is made the consultant shall have the right to attend meetings of the Committee at the invitation of the Chair.

Members of the Committee shall be appointed by the Board at the meeting of the Board immediately following the Annual Meeting of Shareholders of the Company (the “Annual Meeting”) and at subsequent meetings of the Board. Members shall serve on the Committee until the next Annual Meeting or until his or her earlier resignation, and can be removed by resolution of the Board.

#### *Chair and Secretary*

The Chair shall be chosen by the Board and shall serve in that capacity until the next Annual Meeting or until his or her earlier resignation or removal by resolution of the Board. The Secretary of the Company shall be the Secretary of the Committee, provided that if the Secretary is not present, the Chair of the meeting may appoint a secretary for the meeting with the consent of the Committee members who are present.

#### *Meetings*

The times and locations of meetings of the Committee, and the calling of and procedures at such meetings, shall be determined from time to time by the Committee, in consultation with

management when necessary, provided that there shall be a minimum of two meetings per year. Subject to the notice provisions of the Articles of the Company, written notice shall be provided no later than 48 hours prior to meetings, unless waived by all members of the Committee.

Agendas for meetings of the Committee shall be developed by the Chair in consultation with management and the corporate secretary, and shall be circulated to Committee members prior to Committee meetings.

A quorum for meetings for the Committee shall be a majority of members.

A member of the Committee may be designated as the liaison member to report on the deliberations of the Committee to the Board.

#### *Resources and Reliance*

The Committee shall have the resources and the authority appropriate to discharge its responsibilities, including the authority to engage, at the expense of the Company, legal counsel and other experts or consultants.

Each member of the Committee shall be entitled to rely, without independent verification, on the integrity of those persons and organizations within and outside the Company from whom he or she receives information or advice and on the accuracy and completeness of the information provided to the Committee by or on behalf of such persons or organizations, absent actual knowledge to the contrary, which shall be reported to the Board.

#### *Remuneration*

The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board may determine from time to time.

#### *Responsibilities*

- (a) develop and recommend to the Board and review the Company's corporate governance practices (including Board Charter and Code of Conduct and Ethics);
- (b) review and make recommendations regarding the Board's approach to director independence;
- (c) recommend to the Board the number and content of meetings, annual work plan and schedules of issues;
- (d) review size of the Board, the committees of the Board and the boards and committees of the Company's affiliates;
- (e) review the mandates of each of the committees of the Board;
- (f) satisfy itself that the Company communicates effectively with its shareholders, other interested parties and the public through a responsive communication policy;
- (g) monitor policies for senior officers accepting outside directorships, minimum share ownership for non-management directors and confidential material information (disclosure, restricted use and insider trading);
- (h) assess the effectiveness of the Board as a whole and the committees of the Board;
- (i) provide an orientation and education program for individuals elected to the Board for the first time; and
- (j) review and recommend to the Board the level and form of compensation of the Board and of committees of the Board.

## PENSION COMMITTEE

### Current Members<sup>1</sup>:

Name	Independent
Alan D. Horn (Chair)	No
Bonnie R. Brooks <sup>2</sup>	Yes
David R. Peterson, P.C., Q.C.	Yes
Melinda M. Rogers	No

<sup>1</sup> John H. Clappison was a committee member until April 20, 2018.

<sup>2</sup> Bonnie R. Brooks was appointed to the committee on April 20, 2018.

### *Our Main Responsibilities:*

- assist Rogers Communications Canada Inc. (“RCCI”) and its affiliates in the administration of the registered pension plans and related trust funds and other funding arrangements sponsored by RCCI and its affiliates (the “Plans”)
- oversee the funding, administration, communication and investment management of the Plans and to select and monitor the performance of all third parties performing duties in respect of the Plans

### *Purpose of the Pension Committee*

The Pension Committee (the “Committee”) shall assist the Board of Directors (the “Board”) of Rogers Communications Inc. (the “Company”) in fulfilling their delegated responsibilities in the following principal areas:

- (i) overseeing the funding, administration, communication, and investment management of the Plans;
- (ii) selecting and monitoring the performance of all third parties performing duties in respect of the Plans;
- (iii) approving amendments to the Plans;
- (iv) adopting amendment of any statement of investment policies and procedures (the “SIP&P”); and
- (v) reviewing reports prepared in respect of the administration of the Plans and unaudited financial statements for the Plans.

### *Membership*

The Committee shall be comprised of not less than three members of the Board and the number of members may be increased or decreased as may be determined from time to time by resolution of the Board. Members of the Committee shall be appointed by the Board at the meeting of the Board immediately following the Annual Meeting of the Shareholders of the Company (the “Annual Meeting”) and at subsequent meetings of the Board. Members shall serve on the Committee until the next Annual Meeting or until his or her earlier resignation, and can be removed by resolution of the Board.

The Chief Executive Officer may attend each meeting of the Committee at the invitation of the Chair of the Committee (the “Chair”).

The Committee shall have the right to appoint outside consultants to assist in its deliberations. If such an appointment is made the consultant shall have the right to attend meetings of the Committee at the invitation of the Chair.

#### *Chair and Secretary*

The Chair shall be chosen by the Board and shall serve in that capacity until the next Annual Meeting or until his or her earlier resignation or removal by resolution of the Board. The Secretary of the Company shall be the Secretary of the Committee, provided that if the Secretary is not present, the Chair of the meeting may appoint a secretary for the meeting with the consent of the Committee members who are present.

#### *Meetings*

The times and locations of meetings of the Committee and the calling of and procedures at such meetings, shall be determined from time to time by the Committee, in consultation with management when necessary. Subject to the notice provisions of the Articles of the Company, written notice shall be provided no later than 48 hours prior to meetings, unless waived by all members of the Committee.

Agendas for meetings of the Committee shall be developed by the Chair in consultation with management and the corporate secretary, and shall be circulated to Committee members prior to Committee meetings. A quorum for meetings for the Committee shall be a majority of members.

A member of the Committee may be designated as the liaison member to report on the deliberations of the Committee to the Board.

#### *Resources and Reliance*

The Committee shall have the resources and the authority appropriate to discharge its responsibilities, including the authority to engage, at the expense of RCCI and its affiliates, outside auditors, counsel, and other experts or consultants.

Each member of the Committee shall be entitled to rely, without independent verification, on the integrity of those persons and organizations within and outside RCCI and its affiliates from whom he or she receives information or advice and on the accuracy and completeness of the financial and other information provided to the Committee by or on behalf of such persons or organizations, absent actual knowledge to the contrary, which shall be reported to the Board.

#### *Remuneration*

The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board may determine from time to time.

#### *Affiliates of RCCI Participating in the Plans*

RCCI and certain of its affiliates are the sponsors and administrators of the Plans. By resolution of their boards of directors and/or pursuant to an amended and restated agency agreement between RCCI and certain of its affiliates, RCCI and these affiliates have delegated the authority and responsibility to administer the Plans to the Board and Committee as described below.

### *Responsibilities of the Board*

The Board has overall responsibility for the prudent administration of the Plans, including, without limitation, the following specific powers, duties, and responsibilities in respect of the Plans:

- (a) assessing the governance structure of the Plans;
- (b) approving the mandate of the Committee and appointing its members;
- (c) approving the adoption of and wind-up of any Plan with active members;
- (d) approving any Plan amendments that significantly [being any Plan changes that increase total funding liabilities for any single Plan by an actuarially calculated present value of \$5,000,000 or more or that relate to pension increases shall be deemed to be a “significant” amendment] alter plan liabilities or that reflect changes in company policy towards retirement benefits;
- (e) receiving reports prepared by the Committee in respect of the administration of the Plans; and
- (f) approving any funding strategy for the Plans which departs from that recommended by the Plans’ actuarial advisors.

### *Responsibilities of the Committee*

The Committee has the following specific powers, duties, and responsibilities in respect of the Plans:

- (a) monitoring and overseeing the administration of the Plans, including duties and responsibilities assigned to certain employees of RCCI and its affiliates, the funding agents [a generic term to describe any third party who holds pension funds on behalf of the various pension plans (i.e. custodian or insurance company)] of the Plans, investment managers, and other actuarial and financial advisors retained by RCCI, as follows:
  - (i) reviewing and approving, where applicable, reports, statements, and valuations required under the Plans pertaining to administration, investment policy and performance, and funded status of the Plans,
  - (ii) monitoring new developments and applicable law with respect to the Plans and compliance with requirements of applicable federal and provincial legislation, rules, and regulations with respect to reporting, filing, and registration,
  - (iii) monitoring the appropriateness of the Plans’ designs and the provision of relevant information to the members of the Plans,
  - (iv) approving the appointment and remuneration and overseeing the performance of the investment manager(s), funding agents, auditors, and other agents and advisors appointed in respect of the Plans,
  - (v) ensuring that contracts, agreements, and mandates, where appropriate, are signed and in place with the investment managers, funding agents, and other agents and advisors in respect of the administration of the Plans, and
  - (vi) overseeing the investment philosophy, policies, and strategies of the investment manager(s) of the Plans. This includes reviews with the investment manager(s) of the investment performance of the funds of the Plans with the assistance of such independent investment review services as the Committee deems appropriate;
- (b) approving amendments to the Plans and related funding/trust agreements not within the exclusive authority of the Board set out above, provided that the Committee advises the Board of all such amendments approved by the Committee;

- (c) adopting annual or more frequent review and amendment of any SIP&P;
- (d) reviewing annual or more frequent reports prepared in respect of the administration of the Plans by officers of RCCL, the auditors of the Plans, and other agents and advisors;
- (e) receiving, reviewing, and approving audited and unaudited financial statements for the Plans;
- (f) reporting to the Board and to the boards of the affiliates on the above matters and on other matters deemed material by the Committee; and
- (g) performing such other duties and responsibilities as are delegated to it by the Board from time to time.

#### *Standard of Care*

Each member of the Board and Committee shall act with the care, diligence, and skill that a person of ordinary prudence would exercise in dealing with the property of another person and shall use all relevant knowledge and skill that a member of the Board or member of the Committee possesses or ought to possess as a member of the Board or the Committee.

#### *Compliance with Plans and Law*

In fulfilling their duties, the Board and the Committee shall act in a manner which is consistent in all material respects with the terms of the Plans, the terms of any funding/trust agreements associated with the Plans, the terms of any applicable collective agreement, and all applicable and relevant legislation, including the federal *Pension Benefits Standards Act, 1985* (pursuant to which all the Plans are currently registered) and all applicable provincial pension benefits standards legislation and all regulations thereunder, as amended from time to time.

## EXECUTIVE COMMITTEE

### Current Members<sup>1</sup>:

Name	Independent
Edward S. Rogers (Chair)	No
John H. Clappison <sup>2</sup>	Yes
Alan D. Horn	No

<sup>1</sup> Charles Sirois was a committee member until April 20, 2018.

<sup>2</sup> John H. Clappison was appointed to the committee on April 20, 2018.

#### *Our Main Responsibilities:*

- approve the final terms of transactions previously approved by the Board of Directors (the “Board”)
- monitor the implementation of policy initiatives adopted by the Board

#### *Purpose of the Executive Committee*

Subject to the *Business Corporations Act* (British Columbia) and the Articles of Rogers Communications Inc. (the “Company”), the Executive Committee (the “Committee”) shall possess and may exercise all the powers, authorities, and discretions vested in or exercisable by the Board of Directors (the “Board”) of the Company.

## *Membership*

The Committee shall be comprised of not less than three members of the Board and the number of members may be increased or decreased from time to time as may be determined by resolution of the Board. Members of the Committee shall be appointed by the Board at the meeting of the Board immediately following the Annual Meeting of Shareholders of the Company (the “Annual Meeting”) and at subsequent meetings of the Board. Members shall serve on the Committee until the next Annual Meeting or until his or her earlier resignation, and can be removed by resolution of the Board.

The Committee shall have the right to appoint an outside consultant to assist in its deliberations. If such an appointment is made, the consultant shall have the right to attend meetings of the Committee at the invitation of the Chair of the Committee (the “Chair”).

## *Chair and Secretary*

The Chair shall be chosen by the Board and shall serve in that capacity until the next Annual Meeting or until his or her earlier resignation or removal by resolution of the Board. The Secretary of the Company shall be the Secretary of the Committee, provided that if the Secretary is not present, the Chair of the meeting may appoint a secretary for the meeting with the consent of the Committee members who are present.

## *Meetings*

The times and locations of meetings of the Committee and the calling of and procedures at such meetings, shall be determined from time to time by the Committee, in consultation with management when necessary. Subject to the notice provisions of the Articles of the Company, written notice shall be provided no later than 48 hours prior to meetings, unless waived by all members of the Committee.

Agendas for meetings of the Executive Committee shall be developed by the Chair of in consultation with management and the corporate secretary, and shall be circulated to Committee members prior to Committee meetings. A quorum for meetings for the Committee shall be a majority of members.

A member of the Committee may be designated as the liaison member to report on the deliberations of the Committee to the Board.

## *Resources and Reliance*

The Committee shall have the resources and the authority appropriate to discharge its responsibilities, including the authority to engage, at the expense of the Company, outside auditors, counsel, and other experts or consultants.

Each member of the Committee shall be entitled to rely, without independent verification, on the integrity of those persons and organizations within and outside the Company from whom he or she receives information or advice and on the accuracy and completeness of the financial and other information provided to the Committee by or on behalf of such persons or organizations, absent actual knowledge to the contrary, which shall be reported to the Board.

## *Remuneration*

The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board may determine from time to time.

## Responsibilities

In addition to any other duties and responsibilities assigned to it from time to time by the Board, the Committee shall, when the Board is not in session, have full power to supervise the management of the business and affairs of the Company and shall have, and may exercise, all or any of the powers vested in and exercisable by the Board, subject only to applicable law.

The responsibilities of the Committee shall include those listed below, where requested by the Board. The enumerated responsibilities are not meant to restrict the Committee from examining any matters related to its purpose:

- (a) approve the final terms of transactions previously approved by the Board; and
- (b) monitor the implementation of policy initiatives adopted by the Board.

## FINANCE COMMITTEE

### Current Members<sup>1</sup>:

Name	Independent
Edward S. Rogers (Chair)	No
Robert J. Gemmell <sup>2</sup>	Yes
Alan D. Horn	No
Melinda M. Rogers	No

<sup>1</sup> Charles Sirois was a committee member until April 20, 2018.

<sup>2</sup> Robert J. Gemmell was appointed to the committee on April 20, 2018.

### Our Main Responsibilities:

Reviewing and reporting to the Board of Directors (the “Board”) or a committee of the Board on certain matters, including:

- financings (including share issuances)
- commitments, in the ordinary course of business, of more than \$200 million
- commitments, outside the ordinary course of business and involving more than \$50 million
- alliance, branding, licence, partnership and joint venture arrangements involving more than \$50 million
- granting or assuming rights of first negotiation, first offer or first refusal involving Company property or assets exceeding \$50 million
- granting or assuming obligations with respect to any non-competition covenant or exclusivity undertaking involving property, assets or revenues exceeding \$50 million and for a term in excess of two years
- consider candidates for appointment of Chief Financial Officer and Chair of the Audit and Risk Committee of the Company and its subsidiaries, as applicable

### Purpose of the Finance Committee

The Finance Committee (the “Committee”) shall assist the Board of Rogers Communications Inc. (the “Company”) in fulfilling its oversight responsibilities in the following principal areas:

- (i) financings (including share issuances);

- (ii) unbudgeted transactions, alliance branding, license, partnership, or joint venture arrangements; and
- (iii) considering candidates for the appointment of Chief Financial Officer and Chair of the Audit and Risk Committee of the Company and its subsidiaries, as applicable.

### *Membership*

The Committee shall be comprised of not less than three members of the Board and the number of members may be increased or decreased as may be determined from time to time by resolution of the Board. Members of the Committee shall be appointed by the Board at the meeting of the Board immediately following the Annual Meeting of Shareholders of the Company (the “Annual Meeting”) and at subsequent meetings of the Board. Members shall serve on the Committee until the next Annual Meeting or until his or her earlier resignation, and can be removed by resolution of the Board.

The Committee shall have the right to appoint an outside consultant to assist it in its deliberations. If such an appointment is made the consultant shall have the right to attend meetings of the Committee at the invitation of the Chair of the Committee (the “Chair”).

### *Chair and Secretary*

The Chair shall be chosen by the Board and shall serve in that capacity until the next Annual Meeting or until his or her earlier resignation or removal by resolution of the Board. The Secretary of the Company shall be the Secretary of the Committee, provided that if the Secretary is not present, the Chair of the meeting may appoint a secretary for the meeting with the consent of the Committee members who are present.

### *Meetings*

The times and locations of meetings of the Committee and the calling of and procedures at such meetings, shall be determined from time to time by the Committee, in consultation with management when necessary, provided that there shall be a minimum of two meetings per year. Subject to the notice provisions of the Articles of the Company, written notice shall be provided no later than 48 hours prior to meetings, unless waived by all members of the Committee.

Agendas for meetings of the Committee shall be developed by the Chair in consultation with management and the corporate secretary, and shall be circulated to Committee members prior to Committee meetings. A quorum for meetings for the Committee shall be a majority of members.

A member of the Committee may be designated as the liaison member to report on the deliberations of the Committee to the Board.

### *Resources and Reliance*

The Committee shall have the resources and the authority appropriate to discharge its responsibilities, including the authority to engage, at the expense of the Company, outside auditors, legal counsel, and other experts or consultants.

Each member of the Committee shall be entitled to rely, without independent verification, on the integrity of those persons and organizations within and outside the Company from whom he or she receives information or advice and on the accuracy and completeness of the financial and other information provided to the Committee by or on behalf of such persons or organizations, absent actual knowledge to the contrary, which shall be reported to the Board.

## *Remuneration*

The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board may determine from time to time.

## *Responsibilities*

Without derogating from the duties, rights, and prerogatives of the Board, the responsibility of the Committee shall be to review and report to the Board or any other committee of the Board on the following matters prior to their submission to the Board or to any other committee of the Board or the execution of filing of any document required to implement any such matter, including with any governmental or regulatory authority. The Committee will endeavour to report to the Board or any other committee of the Board on any matter referred to it within 14 business days.

- (a) financings (including the issuance of securities of the Company or rights to convert or exchange into or acquire securities of the Company, other than employee share options or employee share purchase plans approved by the Board or the Human Resources Committee), credit facilities, the creation, incurrence, or assumption of borrowings from third parties and the granting or assumption of guarantees, commitments, or support agreements, contingent or otherwise (including the refinancing, refunding, extension, amendment, restructuring, novation, or regranting of any of the foregoing, whether currently existing or hereafter incurred), the acceleration or prepayment of debt, and the acquisition, redemption, or repurchase of securities of the Company or any subsidiary;
- (b) commitments (actual or contingent) (other than commitments solely between the Company and its wholly owned subsidiaries or between wholly owned subsidiaries of the Company) that are:
  - (i) in the ordinary course of business of more than \$200 million in the aggregate by one or a series of transactions; or
  - (ii) outside of the ordinary course of business of more than \$50 million in the aggregate by one or a series of transactions, including, without limitation, acquisitions, dispositions, mergers, arrangements and other forms of business combination and investments and loans by the Company or any subsidiary;
- (c) the engagement of financial, investment, or similar advisors by the Company or any of its subsidiaries in connection with transactions with a value in excess of \$100 million in the aggregate;
- (d) alliance, branding, licence, relationship, joint venture, and partnership agreements involving liabilities or commitments, actual or contingent, by the Company or any of its subsidiaries (the “Rogers Companies”) in excess of \$50 million in the aggregate by one or a series of transactions;
- (e) the grant or assumption of rights of first negotiation, first offer, or first refusal, contingent or otherwise, (other than between Rogers Companies) in respect of any property or asset of any Rogers Company that has an estimated fair market value in excess of \$50 million;
- (f) the grant of rights or assumption of obligations by any Rogers Company of any non-competition covenant or exclusivity undertaking in favour of any person (other than a Rogers Company) which is for a term in excess of two years and is in respect of a line of business that had revenues of at least \$50 million in the most recent fiscal year or is in respect of the supply of products or service that involves estimated expenditures of over \$50 million in the aggregate by one or a series of transactions; and
- (g) candidates for appointment as the Chief Financial Officer and Chair of the Audit and Risk Committee of any Rogers Company.

The Board may from time to time delegate additional responsibilities to the Committee.

## NOMINATING COMMITTEE

### Current Members:

Name	Independent
Edward S. Rogers (Chair)	No
Robert Dépatie	Yes
John A. MacDonald	Yes
David R. Peterson	Yes
Melinda M. Rogers	No

### *Our Main Responsibilities:*

- review, consider and/or initiate proposals for nomination of directors to the Board of Directors (the “Board”) and the boards of directors of our wholly owned subsidiaries
- interview proposed nominees, where appropriate
- assess incumbent directors for re-nomination to the Board
- establish criteria for and recommend prospective members for our and our affiliates’ boards

### *Purpose of the Nominating Committee*

The Nominating Committee (the “Committee”) shall assist the Board of Rogers Communications Inc. (the “Company”) in fulfilling its oversight responsibilities in the following principal areas:

- (i) review and consider proposals for nomination of directors to the Board; and
- (ii) assess incumbent directors for re-nomination to the board.

### *Membership*

The Committee shall be comprised of not less than three members of the Board, a majority of whom shall be independent of management in accordance with applicable Canadian securities laws and based on the Company’s Director Material Relationship Standards.

The Chief Executive Officer may attend each meeting of the Committee at the invitation of the Chair of the Committee (the “Chair”).

The Committee shall have the right to appoint an outside consultant to assist it in its deliberations. If such an appointment is made the consultant shall have the right to attend meetings of the Committee at the invitation of the Chair.

Members of the Committee shall be appointed by the Board at the meeting of the Board immediately following the Annual Meeting of Shareholders of the Company (the “Annual Meeting”) and at subsequent meetings of the Board. Members shall serve on the Committee until the next Annual Meeting or until his or her earlier resignation, and can be removed by resolution of the Board.

### *Chair and Secretary*

The Chair shall be chosen by the Board and shall serve in that capacity until the next Annual Meeting or until his or her earlier resignation or removal by resolution of the Board. The Secretary

of the Company shall be the Secretary of the Committee, provided that if the Secretary is not present, the Chair of the meeting may appoint a secretary for the meeting with the consent of the Committee members who are present.

### *Meetings*

The times and locations of meetings of the Committee and the calling of and procedures at such meetings, shall be determined from time to time by the Committee, in consultation with management when necessary, provided that there shall be a minimum of two meetings per year. Subject to the notice provisions of the Articles of the Company, written notice shall be provided no later than 48 hours prior to meetings, unless waived by all members of the Committee.

Agendas for meetings of the Committee shall be developed by the Chair in consultation with management and the corporate secretary, and shall be circulated to Committee members prior to Committee meetings. A quorum for meetings for the Committee shall be a majority of members.

A member of the Committee may be designated as the liaison member to report on the deliberations of the Committee to the Board.

### *Resources and Reliance*

The Committee shall have the resources and the authority appropriate to discharge its responsibilities, including the authority to engage, at the expense of the Company, outside legal counsel and other experts or consultants.

Each member of the Committee shall be entitled to rely, without independent verification, on the integrity of those persons and organizations within and outside the Company from whom he or she receives information or advice and on the accuracy and completeness of the financial and other information provided to the Committee by or on behalf of such persons or organizations, absent actual knowledge to the contrary, which shall be reported to the Board.

### *Remuneration*

The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board may determine from time to time.

### *Responsibilities*

The responsibilities of the Committee shall include those listed below. The enumerated responsibilities are not meant to restrict the Committee from examining any matters related to its purpose:

- (a) receive and/or initiate proposals for nomination of individuals for election to the Board and to the boards of directors of the wholly-owned subsidiaries of the Company, and to review and consider such proposals;
- (b) where appropriate, interview proposed nominees;
- (c) assess incumbent directors for re-nomination to the Board and/or committees of the Board;
- (d) establish criteria for prospective members of the Board and/or committees of the Board and the boards of directors of the Company's affiliates;
- (e) recommend, in a timely fashion, to the Board and to the boards of directors of wholly-owned subsidiaries, the names of individuals to be nominated for election as members of the Board, members of Board committees and members of the boards of directors of wholly-owned subsidiaries, respectively;

- (f) consider and make recommendations for individuals to be nominated for election as members of the boards of directors of corporations that are not wholly-owned and in which the Company may have a controlling or significant interest; and
- (g) develop a three (3) year succession plan for all Board members and review and update annually as necessary.

## HUMAN RESOURCES COMMITTEE

### Current Members:

Name	Independent
Isabelle Marcoux (Chair)	Yes
Bonnie R. Brooks	Yes
Robert Dépatie	Yes
John A. MacDonald	Yes

### Our Main Responsibilities:

- review, approve and, as applicable, recommend for Board of Directors' (the "Board") approval, our executive compensation and severance policies
- review Rogers Communications Inc.'s (the "Company") compensation, benefit, and wealth accumulation programs (design and competitiveness)
- review the Company's senior executives' management development and succession planning
- set performance objectives for the Chief Executive Officer (CEO), which encourage the Company's long-term financial success and regularly measure the CEO's performance against these objectives
- Review and approve, as appropriate, competitive compensation that meets the Company's hiring, retention, and performance objectives, the recommended compensation for the following positions:
  - (i) the CEO;
  - (ii) all officers reporting to the CEO and certain other senior officers; and
  - (iii) Family Members of the above employees and board directors employed by the Company and its affiliates, unless it is in line with Rogers standard compensation practices.
- produce a report on executive compensation for the benefit of shareholders, which is published in the Company's annual proxy circular, and review, as appropriate, any other material public disclosures concerning executive compensation

### Purpose of the Human Resources Committee

The Human Resources Committee (the "Committee") shall review, approve, and, if applicable, recommend changes to the Company's executive compensation and severance policies to ensure that such policies are designed to provide the CEO and the employees of the Company and its subsidiaries with fair and competitive compensation. The Committee shall oversee the design and administration of the Company's total rewards programs, as outlined in the Responsibilities section below. In addition the Committee shall review the Company's human

resources development, succession planning, diversity policy and performance evaluation programs and make recommendations to ensure that such programs are established and operating effectively.

### *Independence*

Our Committee is composed of a majority of independent directors within the meaning of applicable Canadian securities laws and the Company's Director Material Relationship Standards.

We meet regularly without management present.

We have the authority to engage independent advisors, paid for by the Company, to help us make the best possible decisions on executive compensation. We have hired independent advisors since 2006.

### *Membership*

The Committee shall be comprised of not less than three members of the Board, a majority of whom shall be independent of management in accordance with applicable Canadian securities laws and based on the Company's Director Material Relationship Standards.

The CEO may attend each meeting of the Committee at the invitation of the Chair of the Committee (the "Chair").

The Committee shall have the right to appoint an outside compensation advisor to assist it in its deliberations. If such an appointment is made, the consultant shall have the right to attend meetings of the Committee at the invitation of the Chair.

Members of the Committee shall be appointed by the Board at the meeting of the Board immediately following the Annual General Meeting of Shareholders of the Company (the "Annual Meeting") and at subsequent meetings of the Board. Members shall serve on the Committee until the next Annual Meeting or until his or her earlier resignation, and can be removed by resolution of the Board.

### *Chair and Secretary*

The Chair shall be chosen by the Board and shall serve in that capacity until the next Annual Meeting or until his or her earlier resignation or removal by resolution of the Board. The Secretary of the Company shall be the Secretary of the Committee, provided that if the Secretary is not present, the Chair of the meeting may appoint a secretary for the meeting with the consent of the Committee members who are present.

### *Meetings*

The times and locations of meetings of the Committee and the calling of and procedures at such meetings, shall be determined from time to time by the Committee, in consultation with management when necessary, provided that there shall be a minimum of two meetings per year. Subject to the notice provisions of the Articles of the Company, written notice shall be provided no later than 48 hours prior to meetings, unless waived by all members of the Committee.

Agendas for meetings of the Committee shall be developed by the Chair in consultation with management and the corporate secretary, and shall be circulated to Committee members prior to Committee meetings. A quorum for meetings for the Committee shall be a majority of members.

A member of the Committee may be designated as the liaison member to report on the deliberations of the Committee to the Board.

## *Resources and Reliance*

The Committee shall have the resources and the authority appropriate to discharge its responsibilities, including the authority to engage, at the expense of the Company, outside auditors, legal counsel, and other experts or consultants.

Each member of the Committee shall be entitled to rely, without independent verification, on the integrity of those persons and organizations within and outside the Company from whom he or she receives information or advice and on the accuracy and completeness of the financial and other information provided to the Committee by or on behalf of such persons or organizations, absent actual knowledge to the contrary, which shall be reported to the Board.

## *Remuneration*

The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board may determine from time to time.

## *Responsibilities*

The specific responsibilities of the Committee shall include those listed below. The enumerated responsibilities are not meant to restrict the Committee from considering, approving and making recommendations regarding any matters related to its purpose.

- (a) review and, as appropriate, approve any changes to the Company's compensation policies and programmes including short-term incentive plans, long-term incentive plans, benefit plans, perquisite plans, savings plans, and pension plans. With respect to the Company's short-term and long-term incentive plans, this review includes an assessment of their impact on risk-taking to ensure the plans do not incent risk-taking beyond the Company's risk tolerance;
- (b) on an annual basis, review and approve the Company's succession and management development and diversity plans, with respect to those roles currently occupied by Subject Employees, as defined below;
- (c) review and, as appropriate, recommend for Board approval the terms of employment and compensation arrangements for the CEO. With respect to the CEO, the Committee will at least annually:
  - (i) establish performance goals and corresponding incentive compensation award levels;
  - (ii) review actual performance against established goals; and
  - (iii) review and, as appropriate, recommend for Board approval, incentive compensation awards;
- (d) review, based on the recommendations of the CEO, and approve the level of all forms of compensation to be paid to:
  - (i) Named Executive Officers (as defined under applicable Canadian securities laws), excluding the CEO, for the Company and its affiliates;
  - (ii) All Officers reporting to the CEO and all Officers at the E1 and E2 level;
  - (iii) Family Members of the employees in (i) and (ii) above and Board of Directors, who are employed by the Company and its affiliates, at the Director level and above to the extent that there is a deviation from Rogers standard compensation practices for the level or role. "Family Members" means, with respect to a Subject Employee (the individuals referred to in terms (i) and (ii) as well as board members being

collectively referred to as the “Subject Employees”), a person’s spouse, parents, children, siblings, mothers-in-law and fathers-in-law, sons and daughters-in-laws, brothers and sisters-in-law, and anyone who shares such person’s home; and

- (iv) executives at the E3 and E4 levels, to the extent there is a deviation from the approved Executive Compensation Policies and Procedures;
- (e) review and approve the performance objectives and corresponding payout levels under approved incentive plans for Subject Employees, excluding, for greater certainty, the CEO;
- (f) consider and, as appropriate, approve a pool of long-term incentive awards, consistent in terms with the Company’s approved plans, that are available for grant at the discretion of the CEO, subject to the following limitations which are set by the Committee on an annual basis:
  - (i) the maximum number of shares that may be granted under awards to participants within defined salary bands; and
  - (ii) the maximum percentage of the total awards per annum granted to certain groups of individuals (i.e. Named Executive Officers, Key Executives and other participants);
- (g) review and, as appropriate, approve the Company’s standard severance policy, as well as the terms of any severance provision or settlement being contemplated for a current or prospective employee that is included in the group of employees included under the definitions of Subject Employee or Family Member. The Committee is also responsible to review and approve, as appropriate, the terms of severance or any settlement with executives at the E3 and E4 levels, where the severance terms exceed the severance pursuant to the approved Executive Compensation Policies and Procedures;
- (h) monitor the administration of the Company’s long-term incentive plans, employee share accumulation plans, and group savings plans (RRSPs and TFSA) including the approval of grants of options, share units, or other long-term incentives to employees based on the recommendation of the CEO and to ensure that all grants are made in accordance with the terms of the Company’s approved Executive Compensation Policies and Procedures;
- (i) review and approve the executive compensation sections of the Company’s annual proxy circular and other public filings; and
- (j) conduct an annual review of the Committee’s mandate and performance.

## SHAREHOLDER INFORMATION AND INQUIRIES

### CORPORATE HEADQUARTERS

Rogers Communications Inc.  
333 Bloor Street East, 10th Floor  
Toronto, Ontario, Canada M4W 1G9  
416.935.7777 or [rogers.com](http://rogers.com)

### ROGERS CUSTOMER SERVICE

1.888.764.3771 or [rogers.com/support](http://rogers.com/support)

## SHAREHOLDER SERVICES

If you are a registered shareholder and have inquiries regarding your account, wish to change your name or address, or have questions about lost stock certificates, share transfers, estate settlements or dividends, please contact our Transfer Agent and Registrar:

**Transfer Agent: AST Trust Company (Canada)**

### By mail:

P.O. Box 700  
Station B  
Montreal, Quebec, H3B 3K3  
Tel: 1.800.387.0825 (US and Canada) / 416.682.3860  
(Outside North America)  
Fax: 1.888.249.6189  
E-mail: [inquiries@astfinancial.com](mailto:inquiries@astfinancial.com)  
Website: [www.astfinancial.com/ca-en](http://www.astfinancial.com/ca-en)

**Multiple Mailings:** If you receive duplicate shareholder mailings from RCI, please contact AST Trust Company (Canada) as detailed above to consolidate your holdings.

## Investor Relations

Institutional investors, security analysts, and others requiring additional financial information can visit [investors.rogers.com](http://investors.rogers.com) or contact: [investor.relations@rci.rogers.com](mailto:investor.relations@rci.rogers.com) or 647.435.6470.

For media inquiries: 416.935.7777.



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[investors.rogers.com](http://investors.rogers.com)  
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## Online Information

RCI is committed to open and full financial disclosure and best practices in corporate governance. We invite you to visit [investors.rogers.com](http://investors.rogers.com) where you will find additional information about our business including events and presentations, news releases, regulatory filings, governance practices and our continuous disclosure materials including quarterly financial releases, Annual Information Forms and Information Circulars. You may also subscribe to our news by e-mail or RSS feeds to automatically receive RCI's news releases electronically.

## Dividend Reinvestment Plan (DRIP)

AST Trust Company (Canada) administers a dividend reinvestment program for eligible RCI shareholders. To request plan materials or learn more about RCI's DRIP, please visit <https://ca.astfinancial.com/InvestorServices/Search-DRIP>, or contact AST Trust Company (Canada) as detailed earlier on this page.

## Electronic Delivery of Shareholder Materials

Shareholders may elect to receive e-mail notifications of future shareholder meetings and the availability of related financial statements and proxy materials by following the instructions found at the front of this circular. This approach gets information to shareholders more quickly than conventional mail and helps to protect the environment and reduce printing and postage costs.



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