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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 40-F

[Check one]

¨ **REGISTRATION STATEMENT PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934**

OR

x **ANNUAL REPORT PURSUANT TO SECTION 13(a) OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2013 **Commission File Number 001-10805**

Rogers Communications Inc.
(Exact name of Registrant as specified in its charter)

Not Applicable
(Translation of Registrant's name into English (if applicable))

British Columbia
(Province or other jurisdiction of incorporation or organization)

4812, 4813, 4822, 4832, 4833, 4841
(Primary Standard Industrial Classification Code Number (if applicable))

Not Applicable
(I.R.S. Employer Identification Number (if applicable))

333 Bloor Street East, 10th Floor
Toronto, Ontario M4W 1G9 **(416) 935-7777**
(Address and telephone number of Registrant's principal executive offices)

CT Corporation System
111 Eighth Avenue, 13th Floor
New York, New York 10011 **(212) 894-8940**
(Name, address (including zip code) and telephone number (including area code) of agent for service in the United States)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class	Name of each exchange on which registered
Class B Non-Voting	New York Stock Exchange

Securities registered or to be registered pursuant to Section 12(g) of the Act.

Not Applicable
(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

Class B Non-Voting Shares
(Title of Class)

SEC 2285 (01-12) **Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

For annual reports, indicate by check mark the information filed with this Form:

x **Annual information form** ¨ **Audited annual financial statements**

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

112,462,000 Class A Voting shares; 402,281,178 Class B Non-Voting shares.

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

x Yes ¨ No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files).

¨ Yes 82- x No

DISCLOSURE CONTROLS AND PROCEDURES

The report on the Company's internal control over financial reporting as of December 31, 2013 provided under the heading *Disclosure Controls and Procedures* on page 78 of Exhibit 99.2: Management's Discussion and Analysis, is incorporated by reference herein.

MANAGEMENT'S ANNUAL REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The disclosure provided under the heading *Management's Report on Internal Control over Financial Reporting* on page 79 of Exhibit 99.2: Management's Discussion and Analysis, is incorporated by reference herein.

ATTESTATION REPORT OF THE REGISTERED PUBLIC ACCOUNTING FIRM

The disclosure provided under the heading *Report of Independent Registered Public Accounting Firm* of Exhibit 99.2: Management's Discussion and Analysis and annual audited consolidated financial statements, is incorporated by reference herein.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

The disclosure provided under the heading *Changes in Internal Control over Financial Reporting and Disclosure Controls and Procedures* on page 79 of Exhibit 99.2: Management's Discussion and Analysis, is incorporated by reference herein.

AUDIT COMMITTEE FINANCIAL EXPERT

The Board of Directors of Rogers Communications Inc. has determined that the Company has at least two "audit committee financial experts" (as defined in paragraph 8(b) of General Instruction B of Form 40-F) serving on its Audit Committee. The audit committee financial experts are C. William D. Birchall and John H. Clappison. Mr. Birchall has been determined by the Board to be an independent director as such term is defined under the Canadian Securities Administrators' National Instrument 52-110 (Audit Committees) and the standards of the U.S. Securities and Exchange Commission and the New York Stock Exchange relating to the independence of audit committee members. Mr. Clappison's son-in-law is a partner at KPMG LLP, the auditors of the Company, and therefore Mr. Clappison is deemed to be a non-independent director under the New York Stock Exchange Listing Standards. However, Mr. Clappison's son-in-law has no involvement in the audit of the Company and Mr. Clappison has been determined by the Board to be an independent director as such term is defined under National Instrument 52-110, which is the Canadian corporate governance rule that applies to the Company. Under the rules of the U.S. Securities and Exchange Commission and the Public Company Accounting Oversight Board (United States), such relationship does not impair the independence of KPMG LLP. The Board's designation of Mr. Birchall and Mr. Clappison as audit committee financial experts does not impose on them any duties, obligations or liability that are greater than the duties, obligations and liability imposed on them as a members of the Audit Committee and Board of Directors in the absence of such designation or identification. In addition, the designation of Mr. Birchall and Mr. Clappison as "audit committee financial experts" does not affect the duties, obligations or liability of any other member of the Audit Committee or Board of Directors. See also *Item 17 – Audit Committee* on page 26, of the Company's Annual Information Form, attached as Exhibit 99.1 and incorporated by reference herein.

CODE OF CONDUCT AND ETHICS

The Company has adopted a Directors Code of Conduct and Ethics that applies to all directors and Business Conduct Policy that apply to all directors, officers and employees (the Codes). The Codes have been posted on the Rogers website under the Corporate Governance section at rogers.com/investors. A copy of the Codes will also be provided upon request to Investor Relations, 333 Bloor Street East, 10th Floor, Toronto, Ontario, M4W 1G9.

PRINCIPAL ACCOUNTANT FEES AND SERVICES

The following table presents fees for professional services rendered by KPMG LLP to the Company for the audit of the Company's annual financial statements for 2013 and 2012, and fees billed for other services rendered by KPMG LLP, during the period from January 1, 2012 to December 31, 2013.

	2013		2012	
Auditors' Fees	($)	%	($)	%
Audit Fees(1)	$5,914,250	65.3	$6,158,529	64.5
Audit-Related Fees(2)	751,829	8.5	463,044	4.8
Tax Fees(3)	1,418,628	15.6	1,512,418	15.8
All Other Fees(4)	957,571	10.6	1,421,369	14.9
Total	**$**9,042,278	100	**$**9,555,360	100

NOTES:

(1) Consist of fees related to audits in connection with registration statements and other filings with various regulatory authorities, quarterly reviews of interim financial statements and consultations related to accounting matters impacting the consolidated financial statements.
(2) Consist mainly of pension plan audits, audits and reviews of subsidiaries' financial statements for statuatory or regulatory reporting, French translation of certain filings with regulatory authorities and other specified audit procedures engagements.
(3) Consist of fees for tax consultation and compliance services, including indirect taxes.
(4) Consist mainly of fees for operational advisory and risk management services.

For the year ended December 31, 2013, none of the Company's audit-related fees, tax fees or all other fees described in the table above made use of the de minimis exception to pre-approval provisions contained in Rule 2-01 (c)(7)(i)(C) of U.S. Securities and Exchange Commission Regulation S-X or Section 2.4 of the Canadian Securities Administrators' National Instrument 52-110 (Audit Committees).

The following is the pre-approval process:

1. Annually the Company will provide the Audit Committee with a list of the audit-related and non-audit services that may be provided by the auditor during the year to the Company. The Audit Committee will review the services with the auditor and management, considering whether the provision of the service is compatible with maintaining the auditor's independence.

2. Management may engage the auditor for specific engagements that are included in the list of pre-approved services referred to above if the estimated fees do not exceed $500,000 per engagement per quarter.

3. The Audit Committee delegates authority to the Chairman of the Audit Committee to approve requests for services not included in the pre-approved list of services or for services not previously pre-approved by the Audit Committee. Any services approved by the Chairman will be reported to the full Audit Committee at the next meeting.

4. A listing of all audit and non-audit services and fees rendered to the Company and its subsidiaries by KPMG LLP will be reviewed each quarter by the Audit Committee.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements other than those described under the heading *Off-Balance Sheet Arrangements* on page 66 of Exhibit 99.2: Management's Discussion and Analysis, which is incorporated by reference herein.

TABULAR DISCLOSURE OF CONTRACTUAL OBLIGATIONS

The information provided under the heading *Commitments and Other Contractual Obligations* on page 66 of Exhibit 99.2: Management's Discussion and Analysis, which is incorporated by reference herein.

IDENTIFICATION OF THE AUDIT COMMITTEE

Our Board of Directors has established an Audit Committee. The Audit Committee consists of four directors: Birchall, Burch, Clappison and MacDonald, who are appointed annually by our Board of Directors. Further disclosure is provided under *Item 17.2 — Composition of the Audit Committee* of the Company's Annual Information Form, attached as Exhibit 99.1 and incorporated by reference herein.

DISCLOSURE PURSUANT TO REQUIREMENTS OF THE NEW YORK STOCK EXCHANGE

The disclosure provided under the headings "*Composition of the Board*", "*Controlled Company Exemption*", "*Foreign Private Issuer Status*" and "*Corporate Governance Practices*" and "*Ethical Business Conduct*" beginning on pages 23-25 of the Company's Annual Information Form, attached as Exhibit 99.1, is incorporated by reference herein.

UNDERTAKING AND CONSENT TO SERVICE OF PROCESS

Rogers Communications Inc. undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to: the securities registered pursuant to Form 40-F; the securities in relation to which the obligation to file an annual report on Form 40-F arises; or transactions in said securities.

Rogers Communications Inc. has previously filed with the Commission a Form F-X in connection with its securities. Any change to the name or address of the Company's agent for service of process shall be communicated promptly to the Commission by amendment to the Form F-X referencing the file number of the Company.

SIGNATURES

Pursuant to the requirements of the Exchange Act, the registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this annual report to be signed on its behalf by the undersigned, thereto duly authorized.

Registrant: Rogers Communications Inc.

By: "*Jonathan Guy Laurence*"
Jonathan Guy Laurence
Director and President and Chief Executive Officer

"*Anthony Staffieri*"
Anthony Staffieri, FCPA, FCA
Executive Vice President and Chief Financial Officer

Date: February 14, 2014

EXHIBIT INDEX

Exhibit Number	Description
23.1	Consent of Independent Registered Public Accounting Firm
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 †
99.1	Annual Information Form for the fiscal year ended December 31, 2013
99.2	Management's Discussion and Analysis for the fiscal year ended December 31, 2013, and annual audited consolidated financial statements filed with the Securities and Exchange Commission ("SEC") under cover of a Form 6-K dated February 14, 2014.

† This exhibit shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference on any filling under the Securities Act of 1933 or the Securities Exchange Act of 1934, whether made before or after the date hereof and irrespective of any general incorporation language in any filings.

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors of Rogers Communications Inc.

We consent to the use of:

- our Independent Auditors' Report of Registered Public Accounting Firm dated February 11, 2014 on the consolidated financial statements of Rogers Communications Inc. (the "Company") which comprise the consolidated statements of financial position of the Company as at December 31, 2013 and December 31, 2012, and the consolidated statements of income, comprehensive income, changes in shareholders' equity and cash flows for each of the years in the two-year period ended December 31, 2013, and notes, comprising a summary of significant accounting policies and other explanatory information;
- our Report of Independent Registered Public Accounting Firm dated February 11, 2014 on the consolidated statements of financial position of the Company as at December 31, 2013 and December 31, 2012 and the related consolidated statements of income, comprehensive income, changes in shareholders' equity and cash flows for each of the years in the two-year period ended December 31, 2013; and
- our Report of Independent Registered Public Accounting Firm dated February 11, 2014 on the Company's internal control over financial reporting as of December 31, 2013,

each of which is included in this annual report on Form 40-F of the Company for the fiscal year ended December 31, 2013.

We also consent to the incorporation by reference of such reports in Registration Statement No. 333-170234 on Form F-3D of the Company.

/s/ KPMG LLP
Chartered Professional Accountants, Licensed Public Accountants

February 14, 2014
Toronto, Canada

Exhibit 31.1

Section 302 Certification

CERTIFICATIONS

I, Jonathan Guy Laurence, Director and President and Chief Executive Officer, certify that:

1. I have reviewed this annual report on Form 40-F of Rogers Communications Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this report;

4. The issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the issuer and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and

5. The issuer's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the issuer's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the issuer's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal control over financial reporting.

Date: February 14, 2014

"Jonathan Guy Laurence"

Jonathan Guy Laurence
Director and President and Chief Executive Officer

Exhibit 31.2

Section 302 Certification

CERTIFICATIONS

I, Anthony Staffieri, FCPA, FCA, Executive Vice President and Chief Financial Officer, certify that:

1. I have reviewed this annual report on Form 40-F of Rogers Communications Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this report;

4. The issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the issuer and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and

5. The issuer's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the issuer's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the issuer's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal control over financial reporting.

Date: February 14, 2014

"Anthony Staffieri"

Anthony Staffieri, FCPA, FCA
Executive Vice President and Chief Financial Officer

Exhibit 32.1

Certification Pursuant to

18 U.S.C. Section 1350

As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Annual Report on Form 40-F of Rogers Communications Inc., a corporation organized under the laws of British Columbia (the "Company"), for the period ending December 31, 2013 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned officers of the Company certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 that:

1. the Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934; and

2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: February 14, 2014

"Jonathan Guy Laurence"

Jonathan Guy Laurence
Director and President and Chief Executive Officer

Dated: February 14, 2014

"Anthony Staffieri"

Anthony Staffieri, FCPA, FCA
Executive Vice President and Chief Financial Officer

Exhibit 99.1

ROGERS COMMUNICATIONS INC.

ANNUAL INFORMATION FORM
(for the fiscal year ended December 31, 2013)

February 14, 2014

ROGERS COMMUNICATIONS INC.

ANNUAL INFORMATION FORM INDEX

The following is an index of the Annual Information Form ("AIF") of Rogers Communications Inc. referencing the requirements of Form 51-102F2 and Form 52-110F1 of the Canadian Securities Administrators. Certain parts of this Annual Information Form are contained in RCI's Management's Discussion and Analysis for the fiscal year ended December 31, 2013 ("MD&A"), and RCI's 2013 Annual Audited Consolidated Financial Statements, each of which is filed on SEDAR at sedar.com and incorporated herein by reference as noted below.

		Page reference / incorporated by reference from	
		Annual Information Form	2013 MD&A
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ITEM 3 — CORPORATE STRUCTURE

Item 3.1 — Name, Address and Incorporation

Rogers Communications Inc. ("RCI") is a diversified public Canadian communications and media company. RCI was amalgamated under the *Business Corporations Act* (British Columbia). The registered office is located at 2900-550 Burrard Street, Vancouver, British Columbia, V6C 0A3 and the head office is located at 333 Bloor Street East, 10th Floor, Toronto, Ontario, M4W 1G9.

In this AIF, "we", "us", "our", "Rogers" and "the Company" refer to RCI and our subsidiaries.

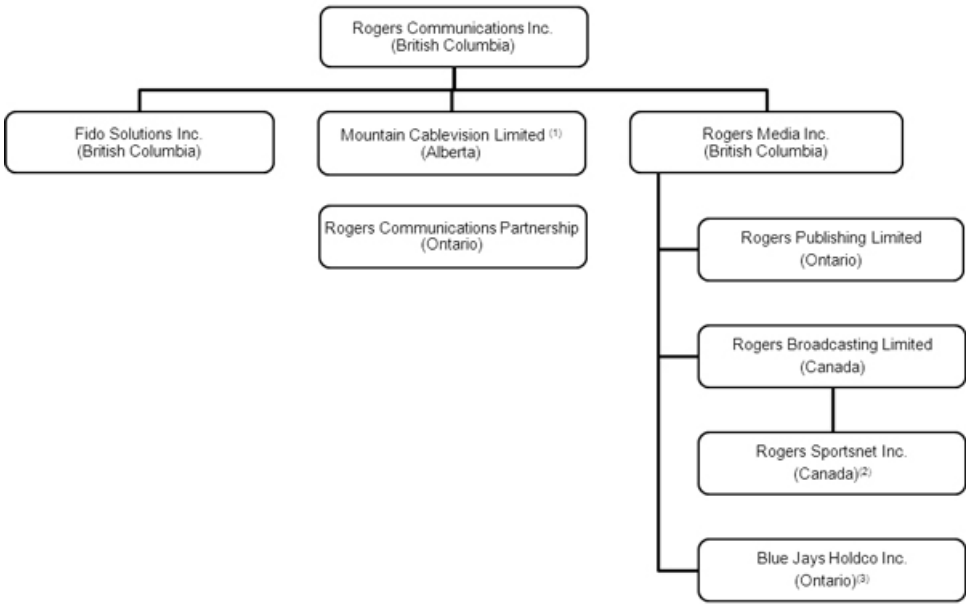
FOUR BUSINESS SEGMENTS

For the purposes of this AIF, we report our results of operations in four segments as at December 31, 2013:

Wireless	Wireless telecommunications operations for consumers and businesses
Cable	Cable telecommunications operations, including cable television, Internet and cable telephony for Canadian consumers and businesses
Business Solutions	Network connectivity through our fibre network assets to support a range of voice, data, networking, data centre and cloud-based services for medium and large Canadian businesses, governments, and other telecommunications providers
Media	A diversified portfolio of media properties, including television and radio broadcasting, digital media, multi-platform shopping, publishing and sports media and entertainment

Item 3.2 — Intercorporate Relationships

The following summary organization chart illustrates the structure of the principal subsidiaries of RCI, and indicates the jurisdiction of organization of each entity shown.



(1) Mountain Cablevision Limited holds an 89% interest in RCP and Fido Solutions Inc. (“Fido”) holds an 11% interest in RCP.
(2) Rogers Broadcasting Limited holds 100% of Rogers Sportsnet Inc. directly and indirectly through its subsidiary Rogers Sports Group Inc.
(3) Blue Jays Holdco Inc., through its subsidiaries, holds a 100% interest in the Toronto Blue Jays Baseball Club (“Blue Jays”) and Rogers Centre.

WIRELESS

Rogers is Canada's Largest Wireless Communications Service Provider

As of December 31, 2013, we had:

- approximately 9.5 million subscribers
- approximately 34% share of the Canadian wireless market.

Products and Services

Rogers is a Canadian leader in innovative new wireless network technologies and services. We provide wireless voice and advanced high-speed data communication services to subscribers across Canada under the Rogers, Fido and Chatr brands, and provide our customers with the best and latest wireless devices and applications including:

- mobile high speed Internet access
- wireless voice and enhanced voice features
- wireless home phone
- device protection
- text messaging
- e-mail
- global voice and data roaming
- machine-to-machine solutions
- advanced business solutions
- Suretap mobile wallet
- Rogers AnyPlace TV
- Rogers One Number
- Rogers First Rewards Loyalty Program.

National Distribution

We distribute our wireless products using various channels including:

- independent dealer networks
- company-owned Rogers, Fido and Chatr retail stores
- customer self serve rogers.com, fido.ca, chatrwireless.com, ecommerce sites
- Rogers call centres and outbound telemarketing
- major retail chains and convenience stores.

CABLE

One of Canada's Largest Providers of Cable Television, High-Speed Internet and Phone Services

At December 31, 2013, we had:

- 2.1 million television subscribers – approximately 31.4% of Canadian cable television subscribers
- 2.0 million high-speed Internet subscribers
- 1.2 million Cable Telephony customers
- a network that passes approximately 4 million homes in Ontario, New Brunswick and Newfoundland.

Products and Services

Our advanced digital two-way hybrid fibre-coaxial network provides a leading and innovative selection of digital television and online viewing, high-speed broadband Internet access, and cable telephony services:

- programming includes high-definition television (HDTV)
- on-demand, including movies, television series and events
- personal video recorders (PVRs) and Whole Home PVR
- time-shifted programming
- digital specialty, multicultural and sports programming
- Rogers Anyplace TV and Anyplace TV Home Edition for viewing on smartphones, tablets and personal computers.

Cable Television generates service revenue from three areas:

- digital cable – includes digital channel service fees, including premium and specialty service subscription fees, pay per view service fees and video on demand service fees
- analog cable – includes basic cable service fees plus extended basic (or tier) service fees and access fees for use of channel capacity by third parties
- rental of digital cable set-top terminals.

Internet revenue includes monthly subscription and additional use service revenues from residential, small business and wholesale Internet access subscribers and modem rental fees.

Cable Telephony revenue includes revenues from residential and small business local telephony service, calling features such as voicemail and call waiting, and long-distance.

Distribution

We distribute our cable products using various channels including:

- company-owned Rogers retail stores,
- customer self-serve rogers.com,
- Rogers call centres, outbound telemarketing, door-to-door agents
- major retail chains
- an extensive network of third party retail locations.

BUSINESS SOLUTIONS

Leading-Edge Communications Services to Canadian Businesses

- sells to medium and large enterprises, governments and financial institutions amongst others
- 7,298 on-net fibre connected buildings
- fibre passes next to an additional 20,014 near-net buildings.

Services that Meet the Increasing Demands of Today's Critical Business Applications

- voice, data networking, Internet protocol (IP) and ethernet services over multiservice customer access devices that allow customers to scale and add services such as private networking, Internet, IP voice (SIP) and cloud solutions which blend seamlessly to grow with their business requirements
- optical wave, Internet, ethernet and multi-protocol label switching (MPLS) services provide scalable and secure metro and wide area private networking that enable and interconnect critical business applications for businesses that have one or many offices, data centres or points of presence (as well as cloud applications) across Canada
- extensive wireless and cable access networks services for primary, bridging and back-up connectivity
- contracts are typically for 1 to 5 year terms, supported by comprehensive service level agreements.

Distribution

Our enterprise and carrier wholesale sales team sells Business Solutions services to Canadian business and public sector telecom customers. An extensive network of third-party channel distributors deal with IT integrators, consultants, local service providers and other indirect sales relationships. This diverse approach gives greater breadth of coverage and sustains strong sales growth for next generation services.

MEDIA

Diversified Canadian Media Company

We have a broad portfolio of media properties, which most significantly includes:

- category-leading television and radio broadcasting properties
- multi-platform shopping
- publishing including Next Issue Canada
- digital media
- sports media and entertainment
- exclusive 12 year licensing agreement with the NHL to broadcast all national live hockey games within Canada in multiple languages on all platforms beginning with the 2014-2015 season.

A Network of Media Assets that Reaches Canadians Coast-to-Coast

Radio	We operate more than 50 AM and FM radio stations in markets across Canada, including popular radio brands such as 98.1 CHFI, 680 News, Sportsnet 590, The FAN, KISS 92.5, JACK FM and SONiC
Television	We operate several conventional and specialty television networks: • City network, which together with affiliated stations, has distribution to over 80% of Canadian households • OMNI multicultural television stations • Specialty channels that include Outdoor Life Network, The Biography Channel (Canada), G4 Canada and FX (Canada) • Sportsnet's four regional networks and Sportsnet One, Sportsnet World and Sportsnet 360 The Shopping Channel, Canada's only national televised shopping channel which generates a significant and growing portion of its revenues from online sales
Publishing	• We publish many well-known consumer magazines such as Maclean's, Chatelaine, Flare, Hello! Canada and Canadian Business • We are a leading publisher of marketing, medical, financial and trade publications • We also have a broad digital presence with a number of online publications, and are extending content across new platforms • We deliver exclusive and unlimited access to a catalogue of more than 100 premium Canadian and US magazine titles through Next Issue Canada digital magazine service offering
Digital Media	Our online and mobile digital media platforms include digital advertising across websites and mobile platforms, digital content subscriptions, and commerce solutions.
Sports Entertainment	We own the Blue Jays, Canada's only Major League Baseball team, and the Rogers Centre event venue, which hosts the Blue Jays' home games and other professional league games, concerts, trade shows and special events.

ITEM 4 — GENERAL DEVELOPMENT OF THE BUSINESS

Item 4.1 — Three Year History

Recent Developments

2014 Year-to-Date Developments

- On January 29, 2014, we announced that one of our wholly-owned subsidiaries commenced cash tender offers for any and all of our US $750 million 6.375% senior notes due 2014 and our US $350 million 5.500% senior notes due 2014. The tender offer consideration will be US$1,000 for each US$1,000 principal amount of notes (plus accrued and unpaid interest to, but not including, the settlement date) and a consent payment equal to US$2.50 per US$1,000 principal amount of notes.
- In February 2014, we announced an increase of 5% in the annual dividend from $1.74 to $1.83 per Class A Voting and Class B Non-Voting share. The new annual dividend of $1.83 per share will be paid in quarterly amounts of $0.4575 per each outstanding Class A Voting and Class B Non-Voting share.
- In February 2014, we filed a notice with the TSX of our intention to renew our normal course issuer bid ("NCIB") for our Class B Non-Voting shares for another year. Subject to acceptance by the TSX, this notice gives us the right to buy up to an aggregate $500 million or 35,780,234 Class B Non-Voting shares of RCI, whichever is less, on the TSX, the NYSE and/or alternate trading systems any time between February 25, 2014 and February 24, 2015. The number of Class B Non-Voting shares we actually buy under the normal course issuer bid, if any, and when we buy them, will

depend upon our evaluation of market conditions, stock prices, our cash position, alternative uses of cash and other factors.

2013 Highlights

For revenue and other financial information on the two most recently completed financial years, see the section entitled 2013 Financial Results in 2013 MD&A.

- Guy Laurence joined Rogers in December 2013, as our new President and Chief Executive Officer, succeeding Nadir Mohamed who retired from Rogers. Mr. Laurence brings 30 years of global experience in the telecommunications and media industries.
- We completed the strategic acquisition of Mountain Cablevision Ltd., Shaw Communications' (Shaw) cable system in Hamilton, Ontario.
- We completed the strategic acquisitions of Blackiron Data ULC and Pivot Data Centres.
- We finalized our purchase of Score Media Inc. ("theScore"), Canada's third largest specialty sports channel, for $167 million. We later rebranded theScore as Sportsnet 360.
- Rogers First Rewards, a new loyalty program allowing customers to earn points on their eligible purchases and redeem them online for a wide selection of Rogers products and services, was launched in the Greater Toronto Area, Ottawa, Kingston, Sudbury and other cities throughout Ontario. We also received regulatory approval to launch a Rogers credit card which augments this loyalty program and will accelerate the rate at which customers earn points.
- We increased our annualized dividend rate in February 2013 by 10% to $1.74 per Class A Voting and Class B Non-Voting share. The annual dividend of $1.74 per share was paid in quarterly amounts of $0.435 per each outstanding Class A Voting and Class B Non-Voting share. We paid $876 million in dividends to shareholders during 2013.
- On February 21, 2013, the Toronto Stock Exchange ("TSX") had accepted a notice of RCI's intention to renew our NCIB for our Class B Non-Voting shares for a further one-year period commencing February 25, 2013 and ending February 24, 2014. The notice provides that during such one-year period we may purchase on the TSX, the New York Stock Exchange ("NYSE"), and/or alternative trading systems up to the lesser of 35.8 million Class B Non-Voting shares and that number of Class B Non-Voting shares that can be purchased under the NCIB for an aggregate purchase price of $500 million. During 2013, we purchased 546,674 Class B Non-Voting shares for cancellation under the NCIB for a purchase price of $22 million, all of which were made through the facilities of the TSX in June 2013.
- We issued and fully hedged US$2.5 billion of ten and thirty year senior notes at some of the lowest coupon rates ever achieved for Rogers corporate debt, in two separate offerings comprising:
  - US$500 million of 3.00% senior notes due 2023 and US$500 million of 4.50% senior notes due 2043
  - US$850 million of 4.10% senior notes due 2023 and US$650 million of 5.45% senior notes due 2043
- Canada's first and fastest wireless LTE 4G broadband network continued its expansion. Our network covered approximately 73% of the Canadian population at December 31, 2013, while continuing to offer the largest selection of LTE devices of any carrier in Canada. We were also the first carrier in North America and one of the first in the world to offer international LTE roaming to wireless customers.
- Our wireless offerings and pricing tiers were simplified, reducing complexity and service times for our sales and support teams and adding customer value. These innovations include Canada's first complete wireless Share Everything plan which allows individuals, families and small businesses to share wireless data, unlimited nationwide talk and text and calling features across 1 to 10 wireless devices.
- Our "worry free" $7.99 per day US wireless data roaming plan was launched, with twice daily the data capacity (50 MB) typically used daily by consumers for wireless Internet, as well as enhanced voice, text and data roaming value packages.

- A hybrid wireless home and small business phone solution was launched, that operates on our national wireless network. The service is available in regions outside Rogers' cable territories and offers a traditional home or office phone service and features without the need for a landline or Internet connection.
- The M2M World Alliance, an organization comprised of eight leading international mobile operators including Rogers, demonstrated a single global SIM card which makes it easier to deploy connected devices in multiple countries and is expected to drive further growth for our machine-to-machine ("M2M") business.
- Next generation TV experience was unveiled with NextBox 3.0 giving viewers access to record up to eight HD programs at one time and store up to 240 hours of HD content. The NextBox 3.0 experience includes whole home PVR capability and becomes a wireless TV experience allowing viewers to navigate their cable guide, use a virtual remote, set PVR recordings and live stream channels all from a tablet or smartphone while at home or away.
- Rogers was named both the fastest broadband Internet service provider and the fastest wireless network in Canada in October 2013 by PCMag.com, a leading US based technology website.
- SamKnows, an independent broadband performance company, stated through in-home testing in May 2013 that we delivered, on average, 100% or more of our advertised download speeds on our most popular Internet packages, better than most providers in the US and Europe that were tested.
- MLB Network, a 24-hour network dedicated exclusively to baseball was launched on Rogers digital television, marking the first time this network is available in Canada. MLB Network's year-round programming features live games, news, highlights, and the game's top analysts.
- Our TV experience was significantly enriched with the launch of our Recommendations App for NextBox, giving customers access to personalized live, rental, on-demand and previously recorded program recommendations displayed on their TV screens. A Canadian cable industry first, the application recommends similar programs based on what customers are viewing, helping Canadians to explore and uncover more programming that appeals to their individual tastes.
- SIP Trunking, a new IP-based voice solution was announced for enterprises designed to complement our fibre-based Internet and WAN connectivity services. Merging voice services with a business data network, SIP Trunking solutions dynamically allocate bandwidth as needed to support voice and/or data needs depending upon capacity requirements during peak hours and also provide a platform for next generation IP-based video, mobile and productivity applications and services.
- Exclusive NHL 12-year licensing agreement to broadcast national NHL games beginning with the 2014-2015 NHL season was signed. The agreement grants Rogers the exclusive distribution of all national regular season and playoff games within Canada, in multiple languages, across all platforms. At the same time, we executed separate agreements to sublicence certain of these broadcasting rights to TVA Sports and CBC.
- Sportsnet announced a 10-year partnership extension with the Vancouver Canucks through the 2022-2023 NHL season, continuing a 14-year network tradition as the regional television broadcaster of Canucks hockey. The new agreement features a comprehensive suite of multimedia rights including television, online and mobile, delivering up to 60 regular season Vancouver Canucks games each season. Sportsnet is also the official regional television broadcast rights holder for the Toronto Maple Leafs, Calgary Flames and Edmonton Oilers.
- Media closed our agreement to acquire Metro 14 Montreal for $10 million on February 4, 2013, and relaunched the station as City Montreal, expanding the City broadcast TV network into the largest market in Quebec and increasing the City television network reach to over 80% of Canadian households.
- Next Issue Canada, an innovative, all-you-can-read subscription digital magazine service that provides consumers with exclusive and unlimited access to a catalogue of more than 100 premium Canadian and US titles was launched. Next Issue Canada delivers access to our leading publishing brands alongside many of the most popular US magazine titles.

- The Shopping Channel launched a brighter, easier, and more engaging multi-channel retail experience and a refreshed on-air and online look, an all-new mobile app, special-themed programming and improved shipping. The leading interactive and only national Canadian multi-channel retailer also added on-air social media engagement, new leading brands and more celebrity guest appearances.
- Sportsnet announced an eight-year multi-platform broadcast rights extension with MLB Properties and MLB Advanced Media to show live and in-progress regular season and playoff baseball games and highlights within Canada.

2012 Highlights

- In October 2012, Media completed the purchase of 100% of the outstanding shares of Score Media Inc. for $167 million. The shares of Score Media were transferred to an interim CRTC-approved trust which is responsible for the independent management of the business in the normal course of operations until CRTC final approval was obtained and we acquired the control of Score Media. Score Media owns theScore Television Network, a national specialty TV service providing sports news, information, highlights and live event programming across Canada.
- On August 22, 2012, along with BCE Inc., we completed the joint acquisition of a net 75% equity interest in Maple Leaf & Sports Entertainment ("MLSE") from the Ontario Teachers' Pension Plan. MLSE is one of Canada's largest sports and entertainment companies which owns and operates the Air Canada Centre, the NHL's Toronto Maple Leafs, the NBA's Toronto Raptors, the MLS' Toronto FC, the AHL's Toronto Marlies and other real estate and entertainment assets. Rogers' net cash investment was $540 million, representing a 37.5% equity interest in MLSE.
- On February 22, 2012, we increased the annualized dividend rate by 11% from $1.42 to $1.58 per Class A Voting and Class B Non-Voting share. The annual dividend of $1.58 per share was paid in quarterly amounts of $0.395 per each outstanding Class A Voting and Class B Non-Voting share. We paid $803 million in dividends to shareholders during 2012.
- On February 22, 2012, we renewed our prior NCIB to repurchase Class B Non-Voting shares of RCI for a further one-year period. This allowed us to purchase up to the lesser of 36.8 million Class B Non-Voting shares, representing approximately 10% of the then-issued and outstanding Class B Non-Voting shares, and that number of Class B Non-Voting shares that could be purchased under the NCIB for an aggregate purchase price of $1.0 billion. During 2012, we purchased for cancellation 9,637,230 Class B Non-Voting shares for $350 million. All of these shares were purchased directly under the NCIB.
- Issued $1.1 billion of debt securities consisting of $500 million of 3.0% Senior Notes due 2017 (the "2017 Notes") and $600 million of 4.0% Senior Notes due 2022 (the "2022 Notes"). The net proceeds from the offering were used to repay amounts outstanding under Rogers' bank credit facility and for general corporate purposes, including funding Rogers' investment in MLSE.
- Entered into an accounts receivable securitization program on December 31, 2012, further supplementing our liquidity and sources of secured funding by up to $900 million and the initial funding was received on January 14, 2013, subsequent to the 2012 year-end.
- Entered into a new, five-year $2.0 billion syndicated bank credit facility that will mature in July 2017. It replaces Rogers' prior bank credit facility that was scheduled to expire in July 2013. At December 31, 2012, there were no advances outstanding under the bank credit facility which, together with our cash and cash equivalents and the committed funding available under the accounts receivable securitization program, provided for $3.1 billion of available liquidity.
- Wireless expanded Canada's first LTE 4G broadband network to cover approximately 60% of the population of the country, and continued to offer the largest selection of LTE devices of any carrier in Canada.
- Together with CIBC, Rogers pioneered the first point-of-sale mobile credit card solution in Canada. The service allows Canadians to pay for purchases with their CIBC credit card wirelessly using the secure SIM card inside an NFC-enabled Rogers BlackBerry. This historic first – enabled by Rogers' innovative network platform – has put Canada on the world stage as a leader in mobile commerce innovation.

- Wireless introduced the “FLEXtab” wireless device upgrade program. It gives postpaid customers more flexibility than ever to opt for an early wireless device upgrade by simply paying a prorated portion of the unamortized subsidy at any point during their contract term.
- Wireless redesigned and simplified its wireless offers and pricing tiers, reducing the complexity and service times for our sales and support teams. These new plans offer unlimited voice and text and a range of wireless data usage and device sharing options to meet the needs of our increasingly data-centric customer base.
- Wireless launched another industry first, Rogers One Number, an IP-based service that allows Canadians to extend their Rogers Wireless phone number to their computer, tablet or home phone. Available exclusively to Rogers Wireless customers, the unique service lets customers text, talk and video chat with other Rogers One Number users from their various devices, all using their Rogers Wireless cellular number. This seamless, easy-to-use solution is simplifying how Canadians connect with family and friends.
- Rogers and Wavefront opened the doors to a new Rogers Wireless Innovation Centre in Vancouver. The Centre will support current and emerging developers to get to market faster with innovative applications for connected devices to strengthen the wireless developer ecosystem in Canada, as well as educate companies about the benefits of M2M technology.
- Wireless announced an alliance with international mobile operators KPN, NTT Docomo, SingTel, Telefónica, Telstra and Vimpelcom to co-operate on global M2M business initiatives. The intent is to support a single, global platform that multinational customers can leverage to enable connected devices in multiple countries to better manage operations and reduce costs. Rogers is Canada’s M2M leader, committed to providing the enterprise tools and platforms for rapid delivery of next generation M2M connectivity across industries and market segments.
- Wireless announced an alliance with Axeda Corporation that will accelerate the deployment and reduce the complexity around the development of M2M solutions in Canada. Rogers and SAP announced plans to deploy enterprise mobile applications that leverage the SAP mobile platform. This exclusive new offering will help simplify the way organizations mobilize their workforce, giving employees real-time access to enterprise mobile applications on tablets and smartphones that are traditionally used on desktop computers.
- Cable unveiled NextBox 2.0, a suite of new features and functionality for the Rogers’ home television entertainment experience that gives customers control over where, when and how they view their favourite live and recorded programming. During the year, Cable further enhanced the NextBox 2.0 platform with the new Rogers Anyplace TV Home edition application for tablets. It provides a seamless TV and internet experience allowing customers to watch TV anywhere in their home, across multiple devices. Rogers is the first Canadian telecommunications company to offer an integrated remote PVR management and live TV streaming experience on tablets.
- Cable demonstrated its commitment to bringing leading Internet experiences to Canadians by increasing speeds across approximately 90% of its footprint, including doubling the speed of our Ultimate tier to 150 Mbps. Cable continues to make significant network investments to deliver the fastest Internet speeds available to the most homes.
- RBS announced the availability of SIP Trunking, a new IP-based voice solution for enterprises designed to complement its fibre-based Internet and WAN connectivity services. By merging voice services with a business data network, SIP Trunking solutions dynamically allocate bandwidth as needed to support voice and/or data needs depending upon capacity requirements during peak hours and also provide a platform for next generation IP-based video, mobile and productivity applications and services.
- Media launched the City Saskatchewan television station following the acquisition of Saskatchewan Communications Network, marking another step in City’s geographic expansion towards a national footprint. Media also announced that City and Jim Pattison Broadcast Group signed long-term affiliate agreements that will deliver City programming to audiences on all three of Pattison’s television stations in western Canada.
- Media advanced Rogers’ strategy of delivering highly sought-after sports content anywhere, anytime, on any platform by strengthening the value of its sports brand, Sportsnet, which is further enhanced by Rogers’ 37.5% investment in MLSE.

2011 Highlights

- On February 16, 2011, we renewed our prior NCIB for repurchases of our Class B Non-Voting shares through the facilities of TSX for a further one-year period ending February 21, 2012. The maximum number of Class B Non-Voting shares which we could purchase pursuant to the NCIB was the lesser of 39.8 million, representing approximately 9% of the then issued and outstanding Class B Non-Voting shares, and that number of Class B Non-Voting shares that could be purchased under the NCIB for an aggregate purchase price of $1.5 billion. Under the NCIB, we purchased for cancellation approximately 31 million Class B Non-Voting shares during 2011 for approximately $1.1 billion.
- On February 16, 2011, we increased the annualized dividend from $1.28 to $1.42 per Class A Voting and Class B Non-Voting share. The annual dividend of $1.42 per share was paid in quarterly amounts of $0.355 per each outstanding Class A Voting and Class B Non-Voting share. We paid $758 million in dividends to shareholders during 2011.
- We issued $1.85 billion aggregate principal amount of investment grade debt offerings during the year, consisting of $400 million of 6.56% Senior Notes due 2041 and $1,450 million of 5.34% Senior Notes due 2021. Among other things, proceeds of the offerings were used to repay bank debt and redeem both of our public debt issues maturing in 2012, including US$470 million of 7.25% Senior Notes and US$350 million of 7.875% Senior Notes. In total, we reduced our weighted average cost of borrowing to 6.22% at December 31, 2011 from 6.68% at December 31, 2010.
- On January 4, 2011, we acquired Atria Networks LP (“Atria”) for cash consideration of $426 million. Atria, based in Kitchener, Ontario, owns and operates one of the largest fibre-optic networks in Ontario, delivering on-net data networking services to business customers in approximately 3,700 buildings in and adjacent to Cable’s service area.
- On February 28, 2011, Cable acquired the assets of Compton Cable T.V. Limited (“Compton”) for cash of $40 million. Compton provides cable television, home phone and Internet services in Central Durham region.
- Rogers turned on Canada’s LTE wireless network services across four of the country’s largest metropolitan areas — Toronto, Ottawa, Montreal and Vancouver — giving more than eight million Canadians access to the world’s fastest mobile network technology as at December 31, 2011. LTE is a next generation wireless technology that enables unparalleled connectivity, capable of speeds that are between three and four times faster than HSPA+.
- Rogers began a $80 million investment to further enhance our wireless voice and data network in the Maritimes, extending the Rogers 4G HSPA+ coverage to almost one million more people across Nova Scotia, New Brunswick and Prince Edward Island, representing a 130% increase over the current population coverage of our network in those provinces.
- During 2011, Rogers introduced and began offering an advanced real-time home monitoring and security service, which allows for remote access, monitoring and control from Internet connected computers and smartphones, as well as real time alerts and remote viewing. This service is marketed under the Rogers Smart Home Monitoring brand.
- Media also launched its reality TV competition series “Canada’s Got Talent” and its new Sportsnet Magazine, Canada’s first national biweekly sports magazine, leveraging the Rogers Sportsnet franchise and brand to connect readers with the premier source for sports features and opinion. Media also launched FX Canada.
- During 2011, the Inukshuk joint venture distributed its 2.4 GHz spectrum to Rogers and Bell Canada, the joint venture partners.

Item 4.2 — Significant Acquisitions

N/A

ITEM 5 — NARRATIVE DESCRIPTION OF THE BUSINESS

PROPERTIES, TRADEMARKS, ENVIRONMENTAL AND OTHER MATTERS

In most instances, the Company, through its subsidiaries, owns the assets essential to its operations. The major fixed assets are transmitters, microwave systems, antennae, buildings and electronic transmission, receiving and processing accessories and other wireless network equipment (including switches, radio channels, base station equipment, microwave facilities and cell equipment); coaxial and fibre optic cables, set-top terminals and cable modems, electronic transmission, receiving, processing, digitizing and distributing equipment, IP routers, data storage servers and network management equipment, microwave equipment and antennae; and radio and television broadcasting equipment (including television cameras, television and radio production facilities and studios). The operating systems and software related to these assets are either owned by the Company or are used under license.

The Company also leases various distribution facilities from third parties, including space on utility poles and underground ducts for the placement of some of the cable system. The Company either owns or leases land for the placement of hub sites and head-ends and space for other portions of the cable distribution system. The Company also leases premises and space on buildings for the placement of antenna towers. The Company either owns or leases the premises on which its switches are located. The Company has highly-clustered and technologically advanced broadband cable networks in the provinces of Ontario, New Brunswick and Newfoundland and Labrador.

The Company operates a North American transcontinental fibre-optic network extending over 41,000 route kilometres providing a significant North American geographic footprint connecting Canada’s largest markets while also reaching key U.S. markets for the exchange of data and voice traffic, also known as peering.

The Company owns or has licensed various brands and trademarks used in its businesses. Various of the Company’s trade names and properties are protected by trademark and/or copyright. The Company maintains customer lists for its businesses. The Company’s intellectual property, including its trade names, brands, properties and customer lists, is important to its operations.

In 2013, the Company spent approximately $401,272 relating to environmental protection and management requirements. Environmental protection and management requirements applicable to the Company’s operations are not expected to have a significant effect on the Company’s property, plant and equipment expenditures, earnings or its competitive position in the current or future fiscal years.

The Company has committed to material obligations under firm contractual arrangements, including commitments for future payments under long-term debt arrangements, capital lease obligations, operating lease arrangements and other commercial commitments. The information under the heading “Commitments and Other Contractual Obligations” contained on page 66 of our Management’s Discussion and Analysis for the year ended December 31, 2013 is incorporated herein by reference.

This section incorporates by reference the following sections contained in our Management's Discussion and Analysis for the year ended December 31, 2013:

Item 5.1 — General — Business Overview

About Rogers Communications Inc.	p.26
Industry Trends	p 31
Seasonality	pgs.55-56
Operating Segment Review:	
Wireless:	
Overview	p.37
Products and Services	p.37
National Distribution	p.37
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Media:	
Overview	p.47
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Competition	p.47
Transactions with Related Parties	p.81

Item 5.2 — Risk Factors

The following section is incorporated by reference herein: "Risks and Uncertainties Affecting our Business", section contained on pages 74 to 78 of our Management's Discussion and Analysis for the year ended December 31, 2013.

ITEM 6 — DIVIDENDS

Item 6.1 — Dividends

This information under the heading "Dividends" contained on page 65 of our Management's Discussion and Analysis for the year ended December 31, 2013 is incorporated herein by reference.

ITEM 7 — DESCRIPTION OF CAPITAL STRUCTURE

Item 7.1 — General Description of Capital Structure

The information required under the heading General Description of Capital Structure is contained in the 2013 Annual Audited Financial Statements, Note 23 and is incorporated herein by reference.

Each Class A Voting share of RCI carries the right to fifty votes on a poll and may be voted at the meetings of shareholders of RCI. Holders of Class B Non-Voting shares and any series of preferred shares of the Company are entitled to receive notice of and to attend meetings of shareholders of RCI but, except as required by law, are not entitled to vote at such meetings. **If an offer is made to purchase outstanding Class A Voting 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 Voting shares and Class B Non-Voting shares, the offer for the Class A Voting shares may be made on different terms than the offer made to the holders of Class B Non-Voting shares.**

Item 7.2 — Constraints

Restrictions on the Transfer, Voting and Issue of Shares

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

- *Broadcasting Act* (Canada)
- *Telecommunications Act* (Canada)
- *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 licencees or authorized entities, and the transfer of licences held by them. Our Articles of Amalgamation 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 cable television, broadcasting or telecommunications 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 considers that our or our subsidiaries' ability 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 of Amalgamation on transfer, voting and issue of our shares.

Item 7.3 — Ratings

Credit ratings provide an independent measure of credit quality of an issue of securities, and can affect our ability to obtain short-term and long-term financing and the terms of the financing. If rating agencies lower the credit ratings on our debt, particularly a downgrade below investment grade, it could adversely affect our cost of financing and access to liquidity and capital.

We have engaged each of Fitch Ratings (Fitch), Moody's Investors Service (Moody's) and Standard & Poor's Ratings Services (Standard & Poor's) to rate our public debt issues. In May 2013, each of Fitch and Standard & Poor's upgraded RCI's senior unsecured debt to BBB+ (from BBB) with a stable outlook. Moody's comparably equivalent rating of Baa1 with a stable outlook has not changed from last year.

The table below shows the credit ratings on our borrowings received from the rating agencies as of December 31, 2013:

2013	Standard & Poor's	Fitch	Moody's
Corporate credit issuer default rating	BBB+ with a stable outlook	BBB+ with a stable outlook	Baa1, stable outlook
Senior unsecured debt	BBB+ with a stable outlook	BBB+ with a stable outlook	Baa1, stable outlook

Ratings for debt instruments across the universe of composite rates range from AAA (Standard & Poor's and Fitch) or Aaa (Moody's) representing the highest quality of securities rated, to D (Standard & Poor's), C (Moody's) and Substantial Risk (Fitch) for the lowest quality of securities rated.

Credit ratings are not recommendations for investors to purchase, hold or sell the rated securities, nor are they a comment on market price or investor suitability. There is no assurance that a rating will remain in effect for a given period of time, or that a rating will not be revised or withdrawn entirely by a rating agency if it believes circumstances warrant it. The ratings on our senior debt provided by Standard & Poor's, Fitch and Moody's are investment grade ratings.

ITEM 8 — MARKET FOR SECURITIES

Class B Non-Voting shares (CUSIP # 775109200) are listed in Canada on the Toronto Stock Exchange under the symbol RCI.B and in the United States on the New York Stock Exchange under the symbol RCI. Class A Voting shares (CUSIP # 775109101) are listed on the Toronto Stock Exchange under the symbol RCI.A.

Item 8.1 — Trading Price and Volume

The following table sets forth, for the periods indicated, the reported high, low and close prices and volume traded on the Toronto Stock Exchange for Class B Non-Voting shares and Class A Voting shares.

RCI.B

Month	High	Low	Close	Volume
2013/01	47.05	44.37	46.35	27,243,919
2013/02	48.98	45.47	48.98	19,268,604
2013/03	51.89	48.98	51.89	22,988,399
2013/04	52.35	49.69	49.69	20,670,363
2013/05	49.92	47.00	47.00	23,149,189
2013/06	46.90	40.35	41.20	45,962,900
2013/07	42.37	40.71	41.04	29,425,805
2013/08	42.45	40.35	41.59	20,946,313
2013/09	45.36	42.95	44.29	20,770,013
2013/10	47.43	43.66	47.32	18,721,312
2013/11	47.38	46.23	47.38	16,246,654
2013/12	48.59	46.36	48.07	14,431,992

RCI.A

Month	High	Low	Close	Volume
2013/01	47.32	44.76	46.91	36,364
2013/02	50.19	45.69	50.19	56,699
2013/03	53.00	50.01	53.00	93,111
2013/04	53.99	51.11	51.11	23,538
2013/05	51.67	48.69	48.69	24,323
2013/06	48.61	42.62	42.62	42,734
2013/07	44.89	42.50	43.01	107,791
2013/08	44.00	42.02	43.40	47,658
2013/09	47.70	44.52	46.66	45,075
2013/10	48.97	45.98	48.00	32,211
2013/11	48.90	47.89	48.90	30,244
2013/12	50.00	48.26	49.49	23,664

Item 8.2 — Prior Sales

N/A

ITEM 9 — ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

N/A

ITEM 10 — DIRECTORS AND OFFICERS

Following is a list of directors and executive officers of the Company as of December 31, 2013, indicating their municipality, province or state and country of residence and their principal occupation(s) within the five preceding years. Each director is elected at the annual meeting of shareholders to serve until the next annual meeting or until a successor is duly elected unless, prior thereto, he or she resigns or his or her office becomes vacant by death or other cause under applicable law. Officers are appointed by, and serve at the discretion of, the Board.

Name	Position
Alan D. Horn, CPA, CA (2)(6)(7)(9)	Director and Chairman and member of the Advisory Committee of the Rogers Control Trust
Philip B. Lind, C.M. (9)	Director and member of the Advisory Committee of the Rogers Control Trust and Executive Vice President, Regulatory and Vice Chairman
J. Guy Laurence	Director and President and Chief Executive Officer
Anthony Staffieri, FCPA, FCA	Executive Vice President and Chief Financial Officer
Robert W. Bruce	President, Communications
Edward S. Rogers (2)(3)(7)(8)(9)	Director, Deputy Chairman and Executive Vice President, Emerging Businesses and Corporate Development and Chair of the Rogers Control Trust
Keith W. Pelley	President, Rogers Media
Robert F. Berner	Executive Vice President, Network and Chief Technology Officer
Linda P. Jojo	Executive Vice-President, Information Technology and Chief Information Officer
David P. Miller	Senior Vice President, General Counsel and Secretary
James M. Reid	Senior Vice President, Human Resources and Chief Human Resources Officer
Melinda M. Rogers (3)(6)(7)(8)(9)	Director, Senior Vice President, Strategy and Development and Vice-Chair of the Rogers Control Trust
C. William D. Birchall (1)(3)(7)	Director
Stephen A. Burch (1)	Director
John H. Clappison, FCPA, FCA (1)(6)	Director
Peter C. Godsoe, O.C., O. Ont. (2)(3)(4)(5)(7)(9)	Director and member of the Advisory Committee of the Rogers Control Trust
Thomas I. Hull (2)(4)(5)(7)(9)	Director and member of the Advisory Committee of the Rogers Control Trust
John A. MacDonald (1)	Director
Isabelle Marcoux (4)(5)	Director
The Hon. David R. Peterson, P.C., Q.C. (6)	Director
Loretta A. Rogers (8)(9)	Director and member of the Advisory Committee of the Rogers Control Trust
Martha L. Rogers (8)(9)	Director and member of the Advisory Committee of the Rogers Control Trust
Charles Sirois (7)	Director
John H. Tory, O. Ont. (3)(4)(5)(9)	Director and member of the Advisory Committee of the Rogers Control Trust

(1) Denotes member of Audit Committee.
(2) Denotes member of Executive Committee.
(3) Denotes member of the Nominating Committee
(4) Denotes member of the Corporate Governance Committee.
(5) Denotes member of the Human Resources Committee.

(6) Denotes member of the Pension Committee.
(7) Denotes member of the Finance Committee.
(8) 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, please see “Outstanding Shares and Main Shareholders” in RCI’s Information Circular available on SEDAR at sedar.com.
(9) Voting control of RCI is held by the Rogers Control Trust. See “Outstanding Shares and Main Shareholders” in RCI’s Information Circular available on SEDAR at sedar.com. Each of the individuals that are noted above as holding positions with the Rogers Control Trust have held such positions since December 2008.

Alan D. Horn, CPA, CA, resides in Toronto, Ontario, Canada and has served as Chairman of the Board of the Corporation and President and Chief Executive Officer of Rogers Telecommunications Limited and certain private companies which control the Corporation since March 2006. In addition, Mr. Horn was appointed a director of Rogers Bank on April 24, 2013. Mr. Horn was Vice President, Finance and Chief Financial Officer of the Corporation from September 1996 to March 2006 and he served as President and Chief Operating Officer of Rogers Telecommunications Limited from 1990 to 1996. Mr. Horn was Acting President and Chief Executive Officer of the Company from October 2008 to March 2009. He is also a director of Fairfax Financial Holdings Limited and CCL Industries Inc. Mr. Horn is a Chartered Accountant (and Chartered Professional Accountant). Mr. Horn received a B.Sc. with First Class Honours in Mathematics from the University of Aberdeen, Scotland.

Philip B. Lind, C.M., resides in Toronto, Ontario, Canada and has been a director of RCI since February 1979. Mr. Lind is Executive Vice President, Regulatory and Vice Chairman of RCI. Mr. Lind joined Rogers in 1969 as Programming Chief and has served as Secretary of the Board and Senior Vice President, Programming and Planning. Mr. Lind is also a director of Brookfield Asset Management Inc., the Council for Business and the Arts, the Vancouver Art Gallery and the Art Gallery of Ontario. Mr. Lind is a former member of the Board of the National Cable Television Association in the U.S. and is a former Chairman of the Canadian Cable Television Association. He is also Chairman of the Board of the CCPTA (Channel 17, WNED) and a director of the Atlantic Salmon Federation and The U.S. 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), University of Rochester. In 2002, he received a Doctor of Laws, honoris causa, from the University of British Columbia. In 2002, Mr. Lind was appointed to the Order of Canada. In 2012 Mr. Lind was inducted into the U.S. Cable Hall of Fame, the 3rd Canadian to be so honoured.

J. Guy Laurence, resides in Toronto, Ontario, Canada and became President and Chief Executive Officer on December 2, 2013. Mr. Laurence joined Rogers from Vodafone where he was Chief Executive Officer of Vodafone UK. Mr. Laurence first joined Vodafone in 2000, holding a number of increasingly senior roles before becoming Chief Executive Officer of Vodafone Netherlands in 2005 and then Chief Executive Officer of Vodafone UK in 2008. Mr. Laurence was recognized by the Prime Minister of the United Kingdom for developing a text donation service that is now used by over 18,000 charities in the UK.

Anthony Staffieri, FCPA, FCA, resides in Maple, Ontario, Canada and has been Executive Vice President and Chief Financial Officer since April 2012. Prior to joining Rogers, Mr. Staffieri was Senior Vice President Finance for Bell Canada Enterprises. He joined BCE in 2005 from Celestica International Inc., where he served in various senior financial roles for the period from 1999 to 2005. Mr. Staffieri was a Partner with PricewaterhouseCoopers, where he began his career, leaving the firm in 1999 to join the executive leadership team of his then client Celestica. Mr. Staffieri serves as a Board Director for several of the Company’s subsidiaries and affiliates including Maple Leaf Sports & Entertainment and Rogers Bank. He also serves as a Board Director for the Mackenzie Health Foundation. He is a Fellow Chartered Accountant (and Fellow Chartered Professional Accountant) and holds a Bachelor of Business Administration degree from the Schulich School of Business.

Robert W. Bruce, resides in Toronto, Ontario, Canada and was appointed President, Communications in September 2009. He served as President, Rogers Wireless from May 2005 to September 2009. Mr. Bruce joined Rogers Wireless in September 2001 as Executive Vice President and Chief Marketing Officer and President, Wireless Data Services. Prior to joining Rogers Wireless, Mr. Bruce was Senior Vice President, Marketing at BCE Mobile Communications. Previously, Mr.

Bruce held senior operating and marketing roles with Pepsi-Cola Canada, Oshawa Foods Limited and Warner Lambert. Mr. Bruce also serves as a director of Cineplex Inc.

Edward S. Rogers, resides in Toronto, Ontario, Canada and has been a director of RCI since May 1997. Mr. Rogers was appointed Executive Vice President, Emerging Business and Corporate Development in September 2009. He previously served as President and Chief Executive Officer of Rogers Cable from 2003 to 2009 and Senior Vice-President, Planning and Strategy of the Company from 2000 to 2002. Mr. Rogers served as Vice President and General Manager, GTA, Rogers Cable Inc. from 1998 to 2000; and served as Vice President and General Manager, Paging, Data and Emerging Technologies of Rogers Wireless Inc. from 1996 to 1998. He worked for Comcast Corporation, Philadelphia from 1993 to 1996. Mr. Rogers is the Deputy Chairman of the Board of Directors for Rogers Communications Inc. and is Chairman of the Finance Committee, the Chairman of the Nominating Committee and the Chairman of the Executive Committee. He is also Chairman of The Toronto Blue Jays and is on the Board of Directors of Rogers Bank, Maple Leaf Sports & Entertainment and CableLabs. He serves on the Economic Council of Canada. Mr. Rogers also sits on the Boards of The Hospital for SickKids Foundation and the ONEXONE Foundation.

Keith W. Pelley, resides in Toronto, Ontario, Canada and has served as President, Rogers Media since September 2010. Prior to joining Rogers, Mr. Pelley was Executive Vice President of Strategic Planning at CTVglobemedia and President of Canada's Olympic Broadcast Media Consortium. Previously, Mr. Pelley was the President and Chief Executive Officer of the Toronto Argonaut CFL team and the President of Canadian sports channel TSN. Mr. Pelley serves on the Board of Own the Podium (OTP), Jays Care Foundation and the Holland Bloorview Kids Rehabilitation Hospital Foundation.

Robert F. Berner, resides in Toronto, Ontario, Canada and has been our Executive Vice President, Network and Chief Technology Officer since April 2006. He was appointed Senior Vice President and Chief Technology Officer of Wireless in 1998, prior to which Mr. Berner served as Vice President and Chief Technology Officer from 1996 to 1998. Mr. Berner has been employed with Rogers since 1985.

Linda P. Jojo, resides in Toronto, Ontario, Canada and was appointed Executive Vice President, Information Technology and Chief Information Officer in July 2011. Prior to joining Rogers, Ms. Jojo was Senior Vice President, Chief Information Officer from 2008 to 2011 at Energy Future Holdings in Dallas, Texas, Senior Vice President, Chief Information Officer with Flowserve Corporation from 2004 to 2008, and from 1991 to 2004 with General Electric in various IT leadership roles, including, Chief Information Officer, GE Silicones.

David P. Miller, resides in Toronto, Ontario, Canada and was appointed our Senior Vice President, General Counsel and Secretary in February 2007. He was previously Vice President, General Counsel of RCI since 1987 and Secretary of RCI since 2002.

James M. Reid, resides in Toronto, Ontario, Canada and was appointed Senior Vice President, Human Resources and Chief Human Resources Officer in August 2011. Prior to joining Rogers, Mr. Reid was Head of Global Human Resources at both Husky Injection Molding Systems and MDS Inc. Mr. Reid also served as an officer and pilot in the Canadian Armed Forces.

Melinda M. Rogers, resides in Toronto, Ontario, Canada and has been a director of RCI since May 2002. Ms. Rogers has served as Senior Vice President, Strategy and Development, Rogers Communications since May 2006 and Founder of Rogers Venture Partners since September 2011. In her role at RCI, Ms. Rogers is not only responsible for leading the group as it finds profitable growth by targeting emerging businesses new to Rogers' existing portfolio but is also accountable for the direction of a range of long-term innovation and strategic initiatives for the Company, in addition to driving Local Digital Services and Strategic Partnerships. Ms. Rogers joined RCI in 2000 as Vice President, Venture Investments and has also served as Vice President, Strategic Planning & Venture Investments from 2004 to 2006. In addition to her role within RCI, Ms. Rogers has served as a board member and advisor for a number of companies. She is currently the Chairman of the Jays Care Foundation, and is a director of The Governing Council of the University of Toronto, and Next Issue Media. Prior to joining Rogers, Ms. Rogers was a Product Manager for Excite@Home, Redwood City, California. Ms. Rogers holds a B.A., University of Western Ontario and an M.B.A. from Joseph L. Rotman School of Business at the University of Toronto.

C. William D. Birchall, resides in Toronto, Ontario, Canada and has been a director of RCI since June 2005. Mr. Birchall serves as a director and Vice Chairman of Barrick Gold Corporation and Chairman of Barrick International Banking Corporation, a subsidiary of Barrick Gold Corporation. Mr. Birchall served as Vice Chairman of TrizecHahn Corporation from 1996 to 2001. Mr. Birchall is a Fellow of the Institute of Chartered Accountants of England and Wales.

Stephen A. Burch, is an American citizen who resides in Owings Mills, Maryland, United States of America and has been a director of RCI since April 2009. Mr. Burch is Chairman of the Board of the University of Maryland Medical Systems. Mr. Burch served as President and Chief Executive Officer of Virgin Media (formerly NTL, Inc.) in the United Kingdom from 2006 to 2007. Mr. Burch served in various capacities at Comcast Cable Communications, most recently as President of the Atlantic Division from 1987 to 2005. Mr. Burch serves on various public service boards and educational institutions. He has a JD from Gonzaga University.

John H. Clappison, FCPA, CPA, resides in Toronto, Ontario, Canada and has been a director of RCI since June 2006. In addition, Mr. Clappison was appointed a director of Rogers Bank on April 24, 2013. Mr. Clappison was associated with PricewaterhouseCoopers from 1968. From 1990 to December 2005, Mr. Clappison was the Greater Toronto Area Managing Partner of PricewaterhouseCoopers. Mr. Clappison serves as a director of Sun Life Financial Inc. and Cameco Corporation. Mr. Clappison is a Chartered Accountant (and Chartered Professional Accountant) and a Fellow of the Institute of Chartered Accountants of Ontario.

Peter C. Godsoe, O.C., O. Ont., resides in Toronto, Ontario, Canada and has been a director of RCI since October 2003 and lead director since March 2006. Mr. Godsoe was the Chief Executive Officer of the Bank of Nova Scotia, a financial services company, until December 2003, and Chairman of the bank until March 2004. Mr. Godsoe serves as a director of Onex Corporation. Mr. Godsoe holds a B.Sc. (Mathematics and Physics) from the University of Toronto and an M.B.A. from the Harvard Business School. He is a Chartered Accountant (and Chartered Professional Accountant) and a Fellow of the Institute of Chartered Accountants of Ontario.

Thomas I. Hull, resides in Toronto, Ontario, Canada and has been a director of RCI since February 1979. Mr. Hull has been Chairman and Chief Executive Officer of The Hull Group of Companies, an insurance brokerage firm, since 1954. Mr. Hull is a graduate of the Insurance Co. of North America College of Insurance and Risk Management. Mr. Hull is a life member of the Canadian Association of Insurance and Financial Advisors and past president of the Life Underwriters' Association of Toronto.

John A. MacDonald, resides in Toronto, Ontario, Canada and has been a director of RCI since April 2012. Mr. MacDonald was President, Enterprise Division of MTS Allstream when he retired in December of 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. Previously Mr. MacDonald served as President and Chief Executive Officer of Leitch Technology Corp. Prior to that, he was with Bell Canada from 1994 to 1999, serving first as Executive Vice President, Business Development and Chief Technology Officer before becoming President and COO in 1998. Mr. MacDonald began his career in 1977 at NBTel, the major supplier of telecommunications services in New Brunswick, rising to the post of President and Chief Executive Officer in 1994. Mr. MacDonald currently is also a director of Magor Corporation. Mr. MacDonald was previously a director of Rogers Cable. Mr. MacDonald holds a B.Sc. in electrical engineering from Dalhousie University and a B.A., Engineering from the Technical University of Nova Scotia.

Isabelle Marcoux, resides in Montreal, Quebec, Canada and has been a director of RCI since April 2008. Ms. Marcoux was appointed Chair of the Board of Transcontinental Inc. on February 16, 2012. Prior to being appointed Chair of the Board, Ms. Marcoux was previously Vice Chair, from 2007, and Vice President, Corporate Development, from 2004. Between 1997 and 2004, Ms. Marcoux held the positions of Director, Mergers and Acquisitions, Legal Counsel and Assistant Secretary also at Transcontinental Inc. Prior to joining Transcontinental Inc., Ms. Marcoux was a lawyer at McCarthy Tétrault LLP. Ms. Marcoux is a member of the Board of George Weston Limited, Power Corporation of Canada and the Board of Trade of Metropolitan Montreal. Ms. Marcoux holds a B.A., Economics and Political Sciences and a B.A., Civil Law, both from McGill University.

The Hon. David R. Peterson, P.C., Q.C., resides in Toronto, Ontario, Canada and has been a director of RCI since April 1991. Mr. Peterson is Chairman of the law firm Cassels Brock & Blackwell LLP. Mr. Peterson also serves as a director of Industrielle-Alliance Insurance and Financial Services Inc. and Franco-Nevada Corporation. Mr. Peterson is Chancellor Emeritus of the University of Toronto, Chairman of the successful Toronto Bid for 2015 Pan Am Games, Chairman of the Organizing Committee for 2015 Pan Am Games and a director of St. Michael's Hospital. 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 and 1990.

Loretta A. Rogers, resides in Toronto, Ontario, Canada and has been a director of RCI since December 1979. Mrs. Rogers is President of the Canadian Lyford Cay Foundation and a member of the American Lyford Cay Foundation. Mrs. Rogers is also a member of the Toronto General & Western Hospital Foundation and The Bateman Foundation. Mrs. Rogers holds a B.A., University of Miami, an honourary Doctorate of Laws, University of Western Ontario, and an honourary Doctor of Laws, Ryerson University.

Martha L. Rogers, resides in Toronto, Ontario, Canada and has been a director of RCI since December 2008. Ms. Rogers 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 previously served as a director of Rogers Wireless Communications Inc. and Rogers Media Inc. Ms. Rogers is a director of the Canadian Lyford Cay Foundation, a member of the Advisory Board of Artists for Peace and Justice, RYOT.org and is Chair of Global Poverty Project Canada.

Charles Sirois, resides in Montreal, Quebec, Canada and has been a director of RCI since April 2012. Mr. Sirois is Chair of the Board of the Canadian Imperial Bank of Commerce and has been a director since 1997. Mr. Sirois is also Chairman of Telesystem Ltd., a private holding company of which he is the founder and principal shareholder, Founding Partner of Tandem Expansion Fund and Founder and Chairman of Enablis Entrepreneurial Network. Mr. Sirois holds a Bachelor's degree in Finance from Université de Sherbrooke, a Masters degree in Finance from Université Laval, as well as honorary doctorates from Université du Québec à Montréal, University of Ottawa, Concordia University, Université Laval and École de technologie supérieure.

John H. Tory, O. Ont., resides in Toronto, Ontario, Canada and has been a director of RCI since April 2009. From 2004 to 2009, Mr. Tory served as Leader of the Official Opposition in Ontario. Mr. Tory served as President and Chief Executive Officer of Rogers Media Inc. from 1995 to 1999 and Rogers Cable Inc. from 1999 to 2003. Prior to joining Rogers, Mr. Tory was a managing partner of Torys LLP. Mr. Tory is Chair of the Greater Toronto Civic Action Alliance (formerly Toronto City Summit Alliance), a broadcaster and also serves as a director of Metro Inc.

As at December 31, 2013, RCI's directors and executive officers as a group owned, directly or indirectly, an aggregate of 103,055,330 Class A Voting shares of RCI, representing approximately 91.6% of the issued and outstanding Class A Voting shares of RCI. Certain directors have positions with the Rogers Control Trust, which holds voting control of the Rogers group of companies for the benefit of successive generations of the Rogers family. See "Outstanding Shares and Main Shareholders" in RCI's Information Circular available on SEDAR at sedar.com.

Composition of the Board

The Board currently has 17 members.

Independent Directors

The Board is responsible for determining whether a director is “independent” within the meaning of National Instrument 58-101 – Disclosure of Corporate Governance Practices.

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 making determinations whether or not a direct or indirect business, commercial, banking, consulting, professional or charitable 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 our Company’s website at rogers.com/investors.

Based on the information provided by each director and the recommendations of the Corporate Governance Committee, the Board has determined that the following directors are independent in accordance with the requirements of NI 58-101 and the standards referred to above. In making this determination, the Board considered all of the relationships that each director 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 director’s independent judgment.

C. William D. Birchall
Stephen A. Burch
John H. Clappison, FCPA, FCA
Peter C. Godsoe, O.C., O. Ont.
Thomas I. Hull
John A. MacDonald
Isabelle Marcoux
The Hon. David R. Peterson, P.C., Q.C.
Charles Sirois
John H. Tory, O. Ont.

As a result, a majority of the Board consists of independent directors.

Lead Director

Pursuant to the Board Charter, the Board has appointed Peter C. Godsoe, O.C., O. Ont. 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. Shareholders wishing to contact the lead director may write to the Lead Director, in care of the Corporate Secretary, at the head office of the Company, 333 Bloor Street East, 10th Floor, Toronto, Ontario M4W 1G9, Canada.

Board Committees

The Board has 7 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 the significant 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 the significant shareholder other than as a director. Charters for the various Board committees can be reviewed in the Corporate Governance section of our Company’s website at rogers.com/investors.

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 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.

(1) Appointment of Auditors

The NYSE listing standards require the audit committee of a U.S. company to 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 British Columbia Business Corporations Act, our auditors are to be appointed by the shareholders at the annual general meeting of the Company. Our audit committee is responsible for evaluating the auditors and advising the Board of its recommendation regarding the appointment of auditors.

(2) 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.

Corporate Governance Practices

The Board endorses the principle that our 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. Our Statement of Corporate Governance Practices can be reviewed in the Corporate Governance section of our Company’s website at rogers.com/investors.

Ethical Business Conduct

The Board has adopted both a Directors Code of Conduct and Ethics and 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 Committee in the case of the 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.

The Codes can be reviewed in the Corporate Governance section of our Company's website at rogers.com/investors.

ITEM 11 — PROMOTERS

N/A

ITEM 12 — LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Item 12.1 – Legal Proceedings

The following section is incorporated by reference herein: "Risks and Uncertainties Affecting our Business", contained on pages 74 to 78 of our Management's Discussion and Analysis for the year ended December 31, 2013.

Item 12.2 – Regulatory Actions

N/A

ITEM 13 — INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

N/A

ITEM 14 — TRANSFER AGENTS AND REGISTRARS

The Canadian Transfer Agent and Registrar is CST Trust Company. 320 Bay Street, 3 rd Floor, Toronto, Ontario M5H 4A6. The United States Transfer Agent and Registrar is American Stock Transfer & Trust Company, LLC, 6201-15th Ave., Brooklyn, NY 11219.

ITEM 15 — MATERIAL CONTRACTS

N/A

ITEM 16 — INTEREST OF EXPERTS

Item 16.1 — Name of Experts

Our auditor is KPMG LLP, Chartered Accountants, Yonge Corporate Centre, 4100 Yonge Street, North York, Ontario, M2P 2H3.

Item 16.2 — Interest of Experts

KPMG LLP are the auditors of the Company and have confirmed that they are independent with respect to the Company within the meaning of the relevant rules and related interpretations prescribed by the relevant professional bodies in Canada and any applicable legislation or regulation and that they are independent accountants with respect to the Company under all relevant U.S. professional and regulatory standards.

ITEM 17 — AUDIT COMMITTEE

Item 17.1 — Audit Committee Mandate

Our Main Responsibilities:

- overseeing of reliable, accurate and clear financial reporting policies and practices to shareholders
- overseeing the design, implementation and review of internal controls – the necessary checks and balances must be in place
- directly responsible for the qualifications, independence, appointment and oversight of the work of the external auditors – the shareholders' auditors report directly to the Committee
- meeting with the Company's 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 the laws and regulations that apply to it as well as its own policies
- receiving reports on and approving, if appropriate, certain transactions with related parties
- review processes to identify major risk exposures and associated risk management policies

Independence is Key:

- our Committee is composed entirely of independent directors within the meaning of applicable 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 the financial reporting, accounting policies and practices, disclosure practices, and internal controls of the Company

Purpose of Audit Committee

The Audit Committee shall assist the Board of Directors (the "Board") of Rogers Communications Inc. (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) the qualifications, independence, appointment and oversight of the work of the external auditors (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) effectiveness of risk assessment policies.

In addition to the responsibilities specifically enumerated in this Mandate, the Board may refer to the Audit Committee such matters and questions relating to the financial position of the Company and its affiliates as the Board may from time to time see fit.

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.

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 which could, in the view of the Board, 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 Audit 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.

(c) **Commitment.** In addition to being a member of the Audit Committee and of any audit committee of any affiliate of the Company, if a member of the Audit 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 Company's Audit Committee.

Chair and Secretary

The Chair of the Committee shall be chosen by the Board and shall serve in that capacity until the next Annual 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 Audit 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 Audit Committee members who are present.

Meetings

The times and locations of meetings of the Audit Committee and the calling of and procedures at such meetings, shall be determined from time to time by the Audit 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 Audit Committee shall be developed by the Chair of the Committee in consultation with management and the corporate secretary, and shall be circulated to Audit 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 Audit Committees to the Board.

Remuneration

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

Resources and Authority

The Audit 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 Audit Committee shall have the authority to conduct any investigation necessary and appropriate to fulfilling its responsibilities, and has direct access to and the authority to communicate directly with the external auditors, internal auditors, the general counsel of the Company and other officers and employees of the Company.

The members of the Audit Committee shall have the right for the purpose of performing their duties 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. Any member of the Audit Committee may require the external or internal auditors to attend any or every meeting of the Audit Committee.

Responsibilities

The Company's management is responsible for preparing the Company's financial statements and the external auditors are responsible for auditing those financial statements. 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 Audit Committee.

It is recognized that members of the Audit Committee are not full-time employees of the Company and do not represent themselves to be accountants or auditors by profession or experts in the fields of accounting or auditing or the preparation of financial statements. It is not the duty or responsibility of the Audit Committee or its members to conduct "field work" or other types of auditing or accounting reviews or procedures. Each member of the Audit 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 Audit Committee by such persons or organizations absent actual knowledge to the contrary.

The specific responsibilities of the Audit Committee shall include those listed below. The enumerated responsibilities are not meant to restrict the Audit 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 Audit Committee otherwise becomes aware;

(b) review all material transactions and material contracts entered into by the Company (and any subsidiary) 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; and

(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 of the Company, including the ramifications of the use 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 annual and interim 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 Discussion and Analysis" for interim periods and interim earnings press releases may be approved by the Audit Committee on behalf of the Board of Directors, provided that such approval is subsequently reported to the Board of Directors at its next meeting.

2. External Auditors

(a) require the external auditors to report directly to the Audit 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 attest services for the Company, and in such regard recommend to the Board the external auditors to be nominated for approval by the shareholders;

(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 Audit 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 Audit Committee will retain the external auditors. The Audit 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 Audit Committee to be provided by the external auditor and the exercise of such delegated pre-approvals shall be presented to the full Audit 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) approve the annual internal audit plan and discuss internal audit's mandate with the head of internal audit, including the staffing, responsibilities and budgets;

(b) obtain periodic reports from the head of internal audit regarding internal audit findings and the Company's progress in remedying any significant audit findings; and

(c) review the scope and responsibilities and effectiveness of the internal audit team, its independence from

management, its credentials, its resources and its working relationship with the external auditors.

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 that have been 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 auditor 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 that have been 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 Audit 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 which 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 the Management's Discussion and Analysis and Annual Information Form;

(c) review disclosures related to the Audit Committee required to be included in the Company's continuous disclosure filings;

(d) review with the Company's General Counsel 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 Audit Committee will review the Company's:

(a) processes for identifying, assessing and managing risks;

(b) major risk exposures and trends from all areas (i.e. financial, security) and management's implementation of risk policies and procedures to monitor and control such exposures;

(c) business continuity plans and disaster recovery plans; and

(d) 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 the following:

(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 Audit Committee;

(c) review earnings guidance provided to analysts and rating agencies;

(d) periodically review with senior management the status of significant taxation matters;

(e) report regularly to the Board, including with regard to 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, and the performance and independence of the external auditors; and

(f) review and reassess the adequacy of the Audit Committee's Mandate on an annual basis.

Item 17.2 — Composition of the Audit Committee

The following individuals are the members of the Audit Committee, each of whom is considered to be independent:

John H. Clappison (Chairman)
C. William D. Birchall
Stephen A. Burch
John A. MacDonald

Item 17.3 — Relevant Education and Experience

Each member of the Audit Committee is financially literate and has the ability to perform his responsibilities as a member of the Audit Committee based on his education and experience as summarized below:

Mr. Clappison (Chair)	—	Chartered Accountant (and Chartered Professional Accountant); former Greater Toronto Area Managing Partner of PricewaterhouseCoopers
Mr. Birchall	—	Chartered Accountant; Director & Vice Chairman of Barrick Gold Corporation; Chairman of Barrick International Banking Corporation
Mr. Burch	—	former President and Chief Executive Officer of Virgin Media; former President of the Atlantic Division of Comcast Cable Communications
Mr. MacDonald	—	former President of Enterprise Division of MTS Allstream; former President and COO of Bell Canada and former CEO of NBTel

Item 17.4 — Reliance on Certain Exemptions

N/A

Item 17.5 — Reliance on the Exemption in Subsection 3.3(2) or Section 3.6

N/A

Item 17.6 — Reliance on Section 3.8

N/A

Item 17.7 — Audit Committee Oversight

N/A

Item 17.8 — Pre-Approval Policies and Procedures

Our policy regarding pre-approval of all audit, audit-related and non-audit services is based upon compliance with the Sarbanes-Oxley Act of 2002, and subsequent implementing rules promulgated by the SEC.

1. Annually management provides the Audit Committee with a list of the audit-related and non-audit services that are anticipated to be provided during the year for pre-approval. The Audit Committee reviews the services with the auditor and management and considers whether the provision of the service is compatible with maintaining the auditor's independence.
2. Management may engage the auditor for specific engagements that are included in the list of pre-approved services referred to above if the estimated fees do not exceed $500,000 per engagement per quarter.
3. The Audit Committee delegates authority to the Chairman of the Audit Committee to approve requests for services not included in the pre-approved list of services or for services not previously pre-approved by the Audit Committee. Any services approved by the Chairman will be reported to the full Audit Committee at the next meeting.
4. A review of all audit and non-audit services and fees rendered to RCI and its subsidiaries by KPMG LLP is reviewed each quarter by the Audit Committee.

The Company's policy regarding pre-approval of all audit, audit-related and non-audit services is based upon compliance with the Sarbanes-Oxley Act of 2002, and subsequent implementing rules promulgated by the SEC. None of the audit related fees, tax fees or all other fees described in the table below were approved by the Audit Committee pursuant to paragraph (c)(7)(i)(C) of Rule 2-01 of Regulation S-X.

Item 17.9 — External Auditors' Fees and Services

The following table presents fees for professional services rendered by KPMG LLP to us for the audit of our annual financial statements for 2013 and 2012, and fees billed for other services rendered by KPMG LLP.

	2013		2012	
Auditors' Fees	($)	%	($)	%
Audit Fees(1)	$5,914,250	65.3	$6,158,529	64.5
Audit-Related Fees(2)	751,829	8.5	463,044	4.8
Tax Fees(3)	1,418,628	15.6	1,512,418	15.8
All Other Fees(4)	957,571	10.6	1,421,369	14.9
Total	**$9,042,278**	100	**$9,555,360**	100

Notes:

(1) Consist of fees related to audits in connection with registration statements and other filings with various regulatory authorities, quarterly reviews of interim financial statements and consultations related to accounting matters impacting the consolidated financial statements.
(2) Consist mainly of pension plan audits, audits and reviews of subsidiaries for statuatory or regulatory reporting, French translation of certain filings with regulatory authorities, and other specified procedures engagements.
(3) Consist of fees for tax consultation and compliance services, including indirect taxes.
(4) Consist mainly of fees for operational advisory and risk management services.

ITEM 18 — ADDITIONAL INFORMATION

Item 18.1 — Additional Information

Additional information including directors and officers remuneration and indebtedness, principal holders of the Company's securities and securities authorized for issuance under equity compensation plans is contained in the Company's management information circular for its most recent annual meeting of shareholders that involved the election of directors. Additional financial information is provided in the Company's comparative financial statements for its most recently completed financial year, including the Notes thereto, and accompanying Management's Discussion and Analysis.

The Secretary of the Company can be contacted at the Company's principal office, located at 333 Bloor Street East, 10th Floor, Toronto, Ontario, M4W 1G9 Canada (telephone: 416.935.7777). Additional information relating to RCI is also available on SEDAR at sedar.com, on EDGAR at sec.gov, or on rogers.com/investors.