PUBLIC

CT-2022-

THE COMPETITION TRIBUNAL

IN THE MATTER OF the *Competition Act*, R.S.C. 1985, c.C-34;

AND IN THE MATTER OF the proposed acquisition by Rogers Communications Inc. of Shaw Communications Inc.; and

AND IN THE MATTER OF an Application by the Commissioner of Competition for an order pursuant to section 92 of the *Competition Act*;

AND IN THE MATTER OF an Application by the Commissioner of Competition for an interim order pursuant to section 104 of the *Competition Act*;

B E T W E E N:

COMMISSIONER OF COMPETITION

Applicant

- and -

ROGERS COMMUNICATIONS INC. AND SHAW COMMUNICATIONS INC.

Respondents

NOTICE OF APPLICATION FOR INTERIM ORDER
Volume 7

CT-2022-

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- and -

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Respondents

AFFIDAVIT OF MATHEW MCCARTHY
(Affirmed April 22, 2022)

I, Mathew McCarthy, a Competition Law Officer with the Competition Bureau (the "**Bureau**"), of the City of Ottawa, in the Province of Ontario, **AFFIRM AND SAY AS FOLLOWS**:

1. I make this affidavit in support of the Commissioner of Competition's (the "**Commissioner**") application for an Interim Order pursuant to section 104 of the *Competition Act*, R.S.C., 1985, c. C-34, as amended.

2. I have been employed as a Competition Law Officer with the Bureau since January 2019. During this time I have been involved in the review of mergers and proposed mergers to determine whether such transactions prevent or lessen or are likely to prevent or lessen competition substantially.

3. I am part of a case team working on a review of the proposed acquisition of Shaw Communications Inc. ("**Shaw**") by Rogers Communications Inc. ("**Rogers**"). Except where otherwise indicated, I have personal knowledge of the matters to which I depose. Where I do not have personal knowledge, I have set out the grounds for my belief.

I. SPECTRUM HELD

4. I have compiled, from various sources listed below, a list of spectrum purchased by Shaw Communications Inc. ("**Shaw**"), Cogeco Communications Inc. ("**Cogeco**"), Quebecor Inc. ("**Vidéotron**"), and Xplornet Communications Inc. ("**Xplornet**") in Eastern Ontario and Outaouais, Southern Ontario, Alberta and British Columbia. This spreadsheet is included as Exhibit A.

II. SOURCES

5. I gathered Shaw's spectrum from its response to specification 9 of the Bureau's Supplementary Information Request ("**SIR**"). The SIR is attached as Exhibit B, Shaw's responses to specification 9 are attached as Exhibit C.

6. The Vice President of Cogeco, Paul Beaudry, made an affidavit in connection with the Commissioner's present application. This affidavit includes Cogeco's spectrum

holdings and is appended as Exhibit D.[1] I used the Cogeco affidavit as the source for Cogeco's spectrum holdings.

7. In assembling spectrum holdings for Vidéotron and Xplornet I used an Innovation, Science and Economic Development Canada ("**ISED**") list of spectrum auctions since 2014 (The 2014 auction of MBS/700MHz are the oldest results available) on ISED's website, an excerpt of which is attached as Exhibit E:[2]

   a. for 700MHz spectrum I used auction results from the 2014 700MHz auction (MBS), attached as Exhibit F,[3] the 2015 auction of residual 700MHz and AWS-3 (1755-1780MHz & 2155-2180MHz) spectrum, attached as Exhibit G[4] and the 2018 auction of residual 700MHz, 2500MHz (BRS), 2300MHz (WCS) and PCS-G (1850 MHz) spectrum, attached as Exhibit H;[5]

   b. for AWS-3 spectrum I used auction results from the 2015 AWS-3 auction, attached as Exhibit I,[6] and the 2015 auction of residual 700MHz and AWS-3 spectrum;[7]

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[1] Exhibit D: Affidavit of Cogeco Communications Inc., sworn February 24, 2022.

[2] Exhibit E: ISED website excerpt, "Auctions" (last modified March 25, 2022), available at: https://www.ic.gc.ca/eic/site/smt-gst.nsf/eng/sf01714.html.

[3] Exhibit F: ISED website excerpt, "Final Results – 700 MHz Auction (2014)" (last modified March 25, 2022), available at: https://www.ic.gc.ca/eic/site/smt-gst.nsf/eng/sf11086.html.

[4] Exhibit G: ISED website excerpt, "Auction of Residual Spectrum Licences in the 700 MHz and AWS-3 Bands – Final Results" (October 22, 2015), available at: https://www.ic.gc.ca/eic/site/smt-gst.nsf/eng/sf11079.html.

[5] Exhibit H: ISED website excerpt, "Auction of Residual Spectrum Licences in the 700 MHz, 2500 MHz, 2300 MHz and PCS-G Bands – Final Results" (June 29, 2018), available at: https://www.ic.gc.ca/eic/site/smt-gst.nsf/eng/sf11400.html

[6] Exhibit I: ISED website excerpt, "AWS-3 – Final Results" (March 6, 2015), available at: https://www.ic.gc.ca/eic/site/smt-gst.nsf/eng/sf10954.html.

[7] *Supra* note 4.

c. for 2500MHz spectrum I used auction results from the 2015 auction of 2500MHz, attached as Exhibit J[8] and the 2018 auction of residual 700MHz, 2500MHz, 2300MHz, and PCS-G spectrum;[9]

d. for 600MHz spectrum I used the auction results from the 2019 auction of 600MHz spectrum, attached as Exhibit L;[10] and

e. for 3500MHz I used the results from the 2021 auction of 3500MHz, attached as Exhibit M.[11]

8. I gathered this information between February and April 2022. I have checked that none of the public sources have changed over this period and the data on ISED's websites reflects what is in Exhibit A as of April 20, 2022.

9. ISED divides spectrum licences into tiers, with tiers covering larger areas having the smallest number. Like provinces and cities within a country, a Tier 4 is a part of a Tier 3 area and a Tier 3 area is part of a Tier 2 area. In order to map licences auctioned at ISED's Tier 2 and Tier 3 areas to relevant Tier 4 areas and associated populations, I used ISED's data titled "Service areas for competitive licensing". Attached as Exhibit N is a screenshot of the website I accessed.[12] By clicking on a given tier I was able to view the respective tiers at a lower level (i.e. Tier 3 or 4 areas within a given Tier 2 or 3 area, respectively). Therefore, for licences auctioned at the Tier 2 level, I was able to map those to their respective Tier 3

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[8] Exhibit J: ISED website excerpt, "2500 MHz Auction – Final Results" (June 25, 2015), available at: https://www.ic.gc.ca/eic/site/smt-gst.nsf/eng/sf11030.html. For the quantity of spectrum in a given 2500 MHz band see: Exhibit K: ISED website excerpt, "Auction of Spectrum Licences for Broadband Radio Service (BRS) – 2500 MHz Band, available at: https://www.ic.gc.ca/eic/site/smt-gst.nsf/eng/sf10939.html.

[9] *Supra* note 5.

[10] Exhibit L: ISED website excerpt, "600 MHz Auction – Final Results" (2019), available at: https://www.ic.gc.ca/eic/site/smt-gst.nsf/eng/sf11499.html.

[11] Exhibit M: ISED website excerpt, "3500 MHz Auction – Final Results" (December 20, 2021), available at: https://www.ic.gc.ca/eic/site/smt-gst.nsf/eng/sf11722.html.

[12] Exhibit N: ISED website excerpt, "Service areas for competitive licensing" (2020), available at: https://www.ic.gc.ca/eic/site/smt-gst.nsf/eng/h_sf01627.html#tierMap.

area, then onward to the relevant Tier 4 area. For licences auctioned at the Tier 3 level I was able to map them to the relevant Tier 4 area.

10. An ISED online document, attached as Exhibit O titled "Transfer of Spectrum Licences Held by Vidéotron s.e.n.c. to Freedom Mobile Inc." that I accessed on ISED's website, states that 700MHz spectrum originally purchased by Vidéotron in the areas of 2-008 Southern Ontario, 2-018 (2-012) Alberta, and 2-013 British Columbia, as well as 2500MHz spectrum originally purchased by Vidéotron in the areas of 3-025 Toronto, 3-044 Edmonton, 3-047 Calgary, and 3-052 Vancouver, were transferred to Shaw (Freedom).[13]

11. An ISED online document, attached as Exhibit P titled "Deemed transfer of spectrum licences held by Corridor Communications Inc. to Xplornet Communications Inc." that I accessed on the ISED website states that spectrum in the 2500MHz band originally purchased by Corridor Communications Inc. ("**Corridor**") in the areas of 3-045 Medicine Hat/Brooks, 3-046 Lethbridge, 3-048 Red Deer was transferred to Xplornet.[14] An ISED online document, attached as Exhibit Q, titled "Transfer of Spectrum Licences Held by Corridor Communications Inc. to Kian Telecom Inc." that I accessed on ISED's website states that that the remainder of spectrum purchased by Corridor in the 2500MHz[15] auction was transferred to Kian Telecom Inc..[16]

12. ISED's results from the 2500MHz and 3500MHz auctions indicate that Bragg Communications (Eastlink) own 2500Mhz spectrum in area 3-049 Grande Prairie[17]

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[13] Exhibit O: ISED website excerpt, "Transfer of Spectrum Licences Held by Vidéotron s.e.n.c. to Freedom Movile Inc.", (July 10, 2017), available at: https://www.ic.gc.ca/eic/site/smt-gst.nsf/eng/sf11311.html.

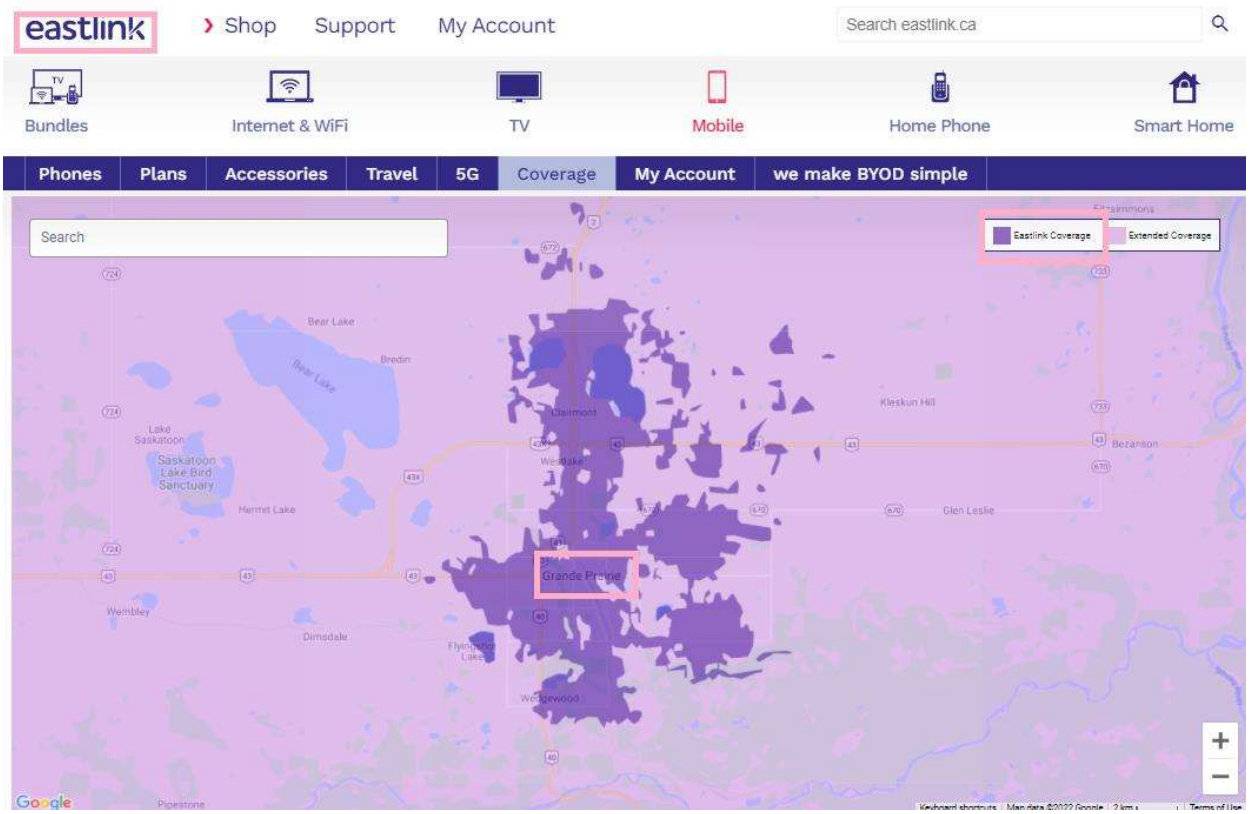
[14] Exhibit P: ISED website excerpt, "Deemed transfer of spectrum licences held by Corridor Communications Inc. to Xplornet Communications Inc." (October 30, 2020), available at: https://www.ic.gc.ca/eic/site/smt-gst.nsf/eng/sf11644.html.

[15] *Supra* note 8.

[16] Exhibit Q: ISED website excerpt, "Transfer of Spectrum Licences Held by Corridor Communications Inc. to Kian Telecom Inc." (June 22, 2017), available at: https://www.ic.gc.ca/eic/site/smt-gst.nsf/eng/sf11305.html.

[17] *Supra* note 8.

and 3500MHz spectrum in area 4-148 Grande Prairie.[18] On February 19th 2022 I accessed Eastlink's coverage map on their website, a screenshot of which is attached as Exhibit R,[19] to confirm that they operate a wireless network in the area of Grande Prairie, Alberta as highlighted below in a screen capture I took from their website:



13. ISED's spectrum auction results, available on the ISED website, indicate that ECOTEL Inc., Comcentric Networking Inc. and Thomas Communications Inc. all have localized spectrum holdings of 2500MHz[20] or 3500MHz[21] in the Overlap Areas as indicated in Exhibit A.

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[18] *Supra* note 11.

[19] Exhibit R: Eastlink website excerpt, "Coverage Map", available at: https://www.eastlink.ca/mobile/coverage

[20] *Supra* note 8.

[21] *Supra* note 11.

III. METHODOLOGY

14. I began this process by constructing a spreadsheet mapping relevant Tier 4 areas back to their respective Tier 3 and Tier 2 areas using the sources described above. I then analyzed each of the sources described in Section II herein to identify the Tier 4 areas, type and quantity of spectrum owned by Shaw, Vidéotron, Xplornet and Cogeco. Using Excel formulas I then tabulated the spectrum owned by each respective company. I have cross referenced these results again with the sources listed in Section II to ensure the results were not altered in any unintended way and to minimize the risk of error.

IV. LIMITATIONS

15. In the auction of 2500MHz[22] and the residual auction of 700MHz, 2500MHz, 2300MHz, and PCS-G[23] spectrum Xplornet acquired spectrum in the "H Block". A page on ISED's website titled "Auction of Spectrum Licences for Broadband Radio Service (BRS) — 2500 MHz Band" explains how the H block is auctioned in the 2500 MHz auction.[24] It states that it is 25MHz but often auctioned in two distinct pieces. For the purposes of my tabulations I have counted any spectrum in the "H block" as 25MHz, likely an overestimation of 10-15MHz.

16. Finally, spectrum holdings for Vidéotron and Xplornet in Exhibit A are based solely on publicly posted auction results and official records of spectrum transfer. This Exhibit therefore does not account for subordination (lease) agreements between carriers which may not be publicly available.

    a. I accessed ISED's spectrum management database,[25] which I understand contains information on spectrum held for various purposes across Canada. The database stated that Vidéotron holds some AWS-1 spectrum in Ontario. It is my understanding that AWS-1 spectrum can be used to provide

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[22] *Supra* note 8.

[23] *Supra* note 5.

[24] *Supra* note 8.

[25] Available at: https://sms-sgs.ic.gc.ca/eic/site/sms-sgs-prod.nsf/eng/h_00010.html

mobile wireless service. However this database is not in a format able to be mapped Exhibit A. Therefore, AWS-1 Spectrum owned by Vidéotron is omitted from Exhibit A given the results of the AWS1 auction are not available on ISED's website.

b. I accessed ISED's spectrum management database,[26] which stated that Xplornet does holds some WCS spectrum in Ontario. It is my understanding that WCS spectrum can be used to provide mobile wireless service but that Xplornet is using this spectrum to provide fixed wireless broadband. Therefore, WCS Spectrum owned by Xplornet is omitted from Exhibit A given the results of the WCS auction are not available on ISED's website.

Affirmed remotely by Mathew McCarthy stated as being located in the City of Ottawa in the Province of Ontario, before me, in the City of Gatineau, in the Province of Quebec on April 22, 2022, in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.	)	
	)	McCArthy, Mathew Digitally signed by McCArthy, Mathew Date: 2022.04.22 11:31:14 -04'00'
Commissioner of Oaths, etc.	)	Mathew McCarthy

Raha Araz Mohammad
Commissioner of Oaths etc.
Province of Ontario
LSO P15816.

[26] *Ibid.*

This is **Exhibit "A"** to the affidavit of Mathew McCarthy, affirmed remotely by Mathew McCarthy stated as being located in the city of Ottawa in the province of Ontario, before me at the city of Gatineau in the province of Quebec, on April 22, 2022, in accordance with O. Reg 431/20, Administering Oath or Declaration Remotely.

Commissioner of Oaths etc.

Raha Araz Mohammad
Commissioner of Oaths etc.
Province of Ontario
LSO P15816.

This is **Exhibit "B"** to the affidavit of Mathew McCarthy, affirmed remotely by Mathew McCarthy stated as being located in the city of Ottawa in the province of Ontario, before me at the city of Gatineau in the province of Quebec, on April 22, 2022, in accordance with O. Reg 431/20, Administering Oath or Declaration Remotely.

____

Commissioner of Oaths etc.

Raha Araz Mohammad
Commissioner of Oaths etc.
Province of Ontario
LSO P15816.

SUPPLEMENTARY INFORMATION REQUEST
Shaw Communications Inc.

A. INSTRUCTIONS

In order to facilitate the handling and orderly maintenance of Records, including data, provided in response to this Supplementary Information Request ("SIR"), the following procedures shall be observed:

1. *General*

(a) Subject to subparagraphs 1(b) and 1(c), unless otherwise specified, this SIR requires the production of all responsive Records, including data, in the possession, custody, or control of the Company on the date that this SIR was issued.

(b) Notwithstanding subparagraph 1(a) above, and subject to subparagraph 1(c) below, the Company may be required to produce information and Records in response to certain paragraphs or subparagraphs of this SIR up to thirty (30) calendar days prior to the date of the Company's full compliance with this SIR, except responsive Records that must be translated into English or French, for which the date is forty-five (45) calendar days prior to the date of the Company's full compliance with this SIR ("Continuing Production Requirement").

(c) Unless otherwise specified,

(i) if the Company's full compliance with this SIR occurs within ninety (90) calendar days of the date of issuance of the SIR, then only paragraph 2 of Part D of this SIR are subject to the Continuing Production Requirement; and

(ii) if the Company's compliance with this SIR is completed more than ninety (90) calendar days after the date of the issuance of the SIR, then the entire SIR is subject to the Continuing Production Requirement.

(d) Unless otherwise specified, each paragraph and subparagraph of Part D of this SIR that requests Records, other than data, requires the Company to submit all responsive Records that were created or received by the Company during the two (2) calendar years immediately preceding the year of issuance of this SIR. The Company shall also submit Records for the period from January 1 of the current year to the later of either: (i) the date of issuance of this SIR, or (ii) such time as specified by a Continuing Production Requirement.

(e) Unless otherwise specified, each paragraph and subparagraph of Part D of this SIR that requests data requires the Company to submit such data for the period of three (3) calendar years immediately preceding the year of issuance of this SIR. The Company shall also submit data for the period from January 1 of the current year to the later of either: (i) the date of issuance of this SIR, or (ii) such time as specified by a Continuing Production Requirement.

(f) All responsive Records are to be produced in their entirety. If any portion of any Record is responsive to any paragraph or subparagraph of Part D of this SIR, then the entire responsive Record, as well as any other stapled or otherwise attached Records, shall be produced with privileged material redacted and recorded in a manner set forth in paragraphs 2(g) and 3(b) of Part A of this SIR.

(g) The Company shall provide an index that shall include an entry for each paragraph and subparagraph of Part D of this SIR, and a corresponding reference to all Records that are responsive to such paragraph or subparagraph. Records that are responsive to a particular paragraph or subparagraph may be referenced as a group. For example, a statement that the Records in "Binder 1", "Tab 1", "Box 1", or "CD 1" are responsive to paragraph 1 of Part D is acceptable. In the alternative, the Company shall provide a list of search terms used to identify potentially responsive documents and information or to eliminate potentially non-responsive documents and information provided in response to each paragraph and subparagraph of Part D of this SIR.

(h) Where a Record is responsive to more than one paragraph or subparagraph of Part D of this SIR, the Company may produce it only once, but must indicate in the index required in subparagraph (g) all paragraphs or subparagraphs to which the Record is responsive.

(i) The Records produced are to be either original Records or certified by affidavit of a duly authorized representative of the Company to be true copies.

(j) Those Records written in a language other than English or French must be translated into either English or French. The foreign language document must be submitted with the English or French translation attached thereto.

2. *Electronic Records*

(a) All electronically stored information ("ESI") (i.e., information readable in a computer system) should be produced free of computer viruses or malware, be accessible, readable and printable, and be devoid of passwords or encryption.

(b) All ESI should be produced in its original electronic format (i.e., native format) except where near-native format is required by subparagraph 2(c)(ii) and paragraph 2(f) of Part A of this SIR. Detailed instructions are set out in Schedule A of Part F for production using computer systems without application export capabilities and in Schedule B of Part F for production using litigation application exports. The Bureau's preference is to receive ESI in accordance with Schedule B of Part F.

(c) Where a Record being produced is part of a family, all parent and child Records should be produced and the parent/child relationship should be preserved. A family is a collection of pages or files produced manually or by a software application, constituting a logical single communication of information, but consisting of more than one single stand-alone Record. Examples include:

(i) a fax cover, the faxed letter, and an attachment to the letter, where the fax cover is the parent and the letter and attachment are each a child;

(ii) email repositories (e.g., Outlook .PST, Lotus .NSF) can contain a variety of Records, including messages, calendars, contacts, and tasks. For purposes of production, all parent Records, both native (e.g., documents, spreadsheets, presentations) and near-native (e.g., email, calendar, contacts, tasks, notes), and child Records (e.g., object linking and embedding items and attachments of files to emails or to other parent records) should be produced with the parent/child relationship preserved. Similar items found and collected outside an email repository (e.g., .MSG, .EML, .HTM, .MHT) should be produced in the same manner; and

(iii) archive file types (e.g., .zip, .rar) should be uncompressed for processing. Each file contained within an archive file should be produced as a child to the parent archive file. If the archive file is itself an attachment, that parent/child relationship should also be preserved.

(d) Hard copy or paper Records produced as ESI should be produced as single page TIFF images with a resolution of 300 dpi (dots per inch) and OCR generated text. The Records should be produced as they are kept, reflecting attachment relationships between Records and information about the file folders within which the Record is found. Where colour is required to interpret the Record, such as hard copy photos, and certain charts, that image should be produced in colour. These colour images are to be produced as .jpg format. Hard copy photographs should be produced as colour .jpg, if originally in colour, or greyscale .tif files if originally in black and white.

The following bibliographic information, if it is available, should also be provided for each Record:

(i) document ID
(ii) date
(iii) author / author organization
(iv) recipient / recipient organization

(e) Each database Record submitted in response to a paragraph or subparagraph of Part D of the SIR:

(i) should be produced whole, in a flat file, in a non-relational format and exported as a delimited text file where fields are separated by the pipe character (|) and a caret (^) is used as the text qualifier (e.g. ^Field1^|^Field2^|^Field3^ etc.); and

(ii) should include a list of field names; a definition for each field as it is used by the Company, including the meanings of all codes that can appear as field values; the format, including variable type and length, of each field; and the primary key in a given table that defines a unique observation.

(f) The Company may use de-duplication or email threading software if the Company provides the Bureau with a written description of the proposed process to be used, including what is considered a duplicate, and the Bureau confirms that the deployment of such processes permits the Company to comply fully with this SIR.

(g) Documents requiring redaction pursuant to any claim of privilege should be produced as single-page TIFF or multi-page PDF images and designated "Redacted" in the field as described in Schedule B of Part F of this SIR. Appropriately redacted searchable text (OCR of the redacted images is acceptable), metadata, and bibliographic information must also be provided. All documents that are part of a document family that includes a document withheld pursuant to any claim of privilege will be designated "Family Member of Privileged Doc" in the field as described in Schedule B for all other documents in its family. Placeholder images with BEGDOC#, FILENAME, FILEPATH and reason withheld (e.g., "Privileged") should be provided in place of the document images of the privileged document.

(h) All ESI should be provided on portable storage media appropriate to the volume of data (e.g., USB/flash drive, CD, DVD, hard drive) and should be identified with a label setting out the matter name, the contents and the date of production. Each medium should contain no more than 250,000 files (e.g., native ESI or images or a combination of both).

(i) In the event that ESI is delivered in a format that is not one of the formats set out in Schedule A or Schedule B of Part F of this SIR, the ESI should be provided along with all available instructions and other materials, including software, as necessary for the retrieval and use of the ESI (subject to any software licensing restrictions, which the Company and the Bureau should discuss in advance of production).

3. *Completeness*

(a) In accordance with section 118 of the *Competition Act*, the information supplied to the Commissioner pursuant to this SIR shall be certified on oath or solemn affirmation by:

(i) an officer of the Company supplying the information or other person duly authorized by the board of directors or other governing body of the Company; or

(ii) in the case of any other person supplying the information, by that person;

as having been examined by that person and as being, to the best of his/her knowledge and belief, correct and complete in all material respects.

(b) For each Record or portion thereof or any other information withheld under a claim pursuant to section 116 of the Competition Act, including:

(i) information that is not known or reasonably obtainable;

(ii) information that cannot be supplied because of the privilege that exists between lawyers and notaries and their clients, or information that cannot be supplied because of a confidentiality requirement established by law;

(iii) information that could not, on any reasonable basis, be considered to be relevant to an assessment by the Commissioner as to whether the Proposed Transaction would or would be likely to prevent or lessen competition substantially; or

(iv) information that has been previously supplied to the Commissioner;

the Company shall inform the Commissioner under oath or solemn affirmation of the reason why the information cannot or has not been supplied, as applicable, and where information has been previously supplied, the date such information was supplied.

B. QUESTIONS RELATING TO THIS SIR

Any questions you have relating to the scope or meaning of anything in this SIR should be directed to Laura Sonley at (819) 639-5839.

Please contact Trevor MacKay, Associate Deputy Commissioner, Mergers Directorate to discuss any objections regarding the scope of this SIR or compliance with this SIR. Where any objections remain unresolved following such discussions, the Company may submit a request to have such objections reviewed in accordance with the appeal procedures outlined in section 3.7 of the Bureau's *Merger Review Process Guidelines*.

C. DEFINITIONS

For the purposes of this SIR, the following definitions shall apply:

a. "5G" means 5th generation technology;

b. "Act" means the Competition Act, R.S.C., 1985, c. C-34, as amended;

c. "Affiliate" has the same meaning as in subsection 2(2) of the Act;

d. "Backhaul" means the infrastructure used to connect wireless cell sites to one another and the core network, including but not limited to fibre and microwave connections;

e. "BDU Services" means the sale of video content to subscribers by a Distribution Undertaking by wireline or direct-to-home satellite;

f. "Broadcasting Act" means the Broadcasting Act, R.S.C. 1991, c. 11, as amended;

g. "Business Wireline Services" means Wireline Services provided to business consumers excluding, where feasible, small office or home office customers who subscribe to Wireline Services offered primarily to residential consumers, for business use;

h. "Bureau" means the Competition Bureau;

i. "Carriage Terms" means all terms and conditions related to an agreement, expired, contemplated, or existing, between any combination of Distribution Undertakings, Program producers, and Programming Undertakings for the right to carry the Programming Undertaking or Program;

j. "Company" means Shaw Communications Inc., its domestic and foreign parents, predecessors, divisions, Affiliates, and all directors, officers, and employees of the foregoing;

k. "Corus Entertainment" means Corus Entertainment Inc.;

l. "CRTC" means the Canadian Radio-television and Telecommunications Commission;

m. "Data Dictionary" means documentation of the organization and structure of databases or data sets, including, for each table of information: the size (number of records and overall volume); a general description; a list of field names; a definition for each field as it is used by the Company, including the meanings of all codes that can appear as field values; the format, including variable type and length, of each field; and the primary key in a given table that defines a unique observation;

n. "Distribution Undertaking" has the same meaning as in subsection 2(1) of the Broadcasting Act, but excludes radio stations;

o. "dollar" means Canadian currency;

p. "ISED" means Innovation Science and Economic Development Canada (Industry Canada);

q. "MVNO" a wireless communications service provider that does not own the Wireless Network over which it provides Wireless Services;

r. "Non-Linear Services" means services for which a subscriber selects the viewing time, such as video-on-demand;

s. "Over-The-Top Platforms" means a transmitter of content directly to a Person without being transmitted or licensed through a Distribution Undertaking (e.g. Netflix, Amazon Prime, Disney+, etc.);

t. “Person” means any individual, partnership, limited partnership, firm, corporation, association, trust, unincorporated organization, or other entity, including Company;

u. “Program” has the same meaning as in subsection 2(1) of the Broadcasting Act, but excludes radio stations;

v. “Programming Undertaking” has the same meaning as in subsection 2(1) of the Broadcasting Act, but excludes radio stations;

w. “Proposed Transaction” means the proposed acquisition of Company by Rogers Communications Inc. as described in the Arrangement Agreement dated March 13, 2021;

x. “RAN” means radio access network;

y. “Record” has the same meaning as in subsection 2(1) of the Act and, for greater certainty, includes any email or other correspondence, mobile phone text messages, messages using third party messaging applications, memorandum, pictorial or graphic work, spreadsheet or other machine readable record and any other documentary material, regardless of physical form or characteristics;

z. “RDU Services” means services provided by a Distribution Undertaking to another Distribution Undertaking for purposes of retransmission to consumers;

aa. “Relevant Area” means (unless otherwise specified in a particular paragraph or subparagraph of this SIR) Canada;

bb. “Relevant Period” means (unless otherwise specified in a particular paragraph or subparagraph of this SIR): in respect of Records, January 1, 2019 to the date of issuance of this SIR, inclusive; and in respect of data, January 1, 2017 to the date of issuance of this SIR, inclusive;

cc. “Relevant Products” means, individually and collectively, Wireless Services, Wireline Services, Business Wireline Services, Transport Services, Wholesale Wireline Services, RDU Services, BDU Services, Programming Undertakings, and Programs;

dd. “RFP” means a request for proposals, requests for bids, requests for quotations, or any other similar solicitations, formal or informal, for the supply of any specified product or service, by any potential or actual customer;

ee. “Senior Officer” means the chairperson, president, chief executive officer, vice-president, secretary, treasurer, chief financial officer, chief operating officer, general manager, managing director, manager, or any individual who performs their functions;

ff. “Set-Top Box Data” means viewership data that is obtained through a set-top box or by comparable means;

gg. "SIR" means this request for additional information made by the Commissioner pursuant to subsection 114(2) of the Act;

hh. "Spectrum License" has the same meaning as in section 2 of the Radiocommunication Act, R.S.C., 1985, c. R-2, as amended;

ii. "Transport Services" means a point-to-point telecommunications service having the same meaning as the term transport in CRTC TRP 2015-326 and for greater certainty does not include services provided over a last mile, access level connection;

jj. "TRP 2021-130" means Telecom Regulatory Policy CRTC 2021-130 issued by the CRTC on April 15, 2021;

kk. "Wholesale Wireline Services" means the provision of a wireline telecommunications service to a service provider for the purpose of resale;

ll. "Wireless Network" means any infrastructure used to provide Wireless Services;

mm. "Wireless Services" means the provision of mobile communication services including voice, text, data, mobile broadband internet, and applications to consumers and business users of mobile devices;

nn. "Wireless Relevant Period" means January 1, 2017 to the date of issuance of this SIR, inclusive;

oo. "Wireline Services" means any wireline telecommunications service including voice services (i.e. telephone), data services, television, internet access, or bundles thereof provided to consumers and excludes Business Wireline Services, Transport Services and Wholesale Wireline Services; and

pp. "Wireline Network" means any infrastructure used to provide Wireline Services.

SPECIFICATIONS

D.1 General

1. Provide a current organizational chart and personnel directory and identify the individuals searched for the purpose of responding to this SIR, including their name, title, and a description of their roles and responsibilities.

2. Provide all Records relating to the Company's assessment of the Proposed Transaction with respect to competition, competitors, market shares, markets, pricing strategies, investment including related to 5G, implications for pre-existing or potential future network sharing agreements, the potential for sales growth or expansion into new products or geographies, and alternatives considered to the Proposed Transaction.

3. Provide descriptions and maps of the Company's existing and planned infrastructure for Wireless Services (distinguishing between 3G, 4G, 5G, or other generation of technology and distinguishing between spectrum frequency bands) and Wireline Services (separating access and transport components and distinguishing between optical fiber, coaxial cable, or other type of network) including actual or potential infrastructure available to the Company through network-sharing or network-leasing agreements (including, for greater certainty, those that route through the United-States or any other country). Where applicable,

   a. include descriptions of build commitments or joint build commitments included in any network-sharing or network-leasing agreement;

   b. indicate which components of this infrastructure are used for Wireline Services, Wireless Services as well as shared infrastructure; and

   c. indicate which components of this infrastructure are uniquely used to serve business customers, and indicate how those components are used for that purpose.

4. Provide all reports, studies, surveys, analyses, strategic, business, and marketing plans prepared or received by a Senior Officer during the Relevant Period with respect to Wireless Services and Wireline Services in the Relevant Area for the purpose of Company's short term and long term network planning and network cost modelling including but not limited to factors like traffic, costs, quality, the introduction of new products and services, and including such reports prepared by equipment vendors.

5. Provide any training materials, scripts, frequently asked questions or other guidance materials provided to Company's sales staff and customer service representatives relating to Wireless Services or Wireline Services during the Relevant Period in the Relevant Area.

D.2 Wireless

6. Provide all Records prepared or received by a Senior Officer during the Wireless Relevant Period, with respect to Wireless Services in the Relevant Area relating to:

   a. the market share of Company or any of its potential or actual competitors;

   b. the strengths, weaknesses, or competitive position of any Person, including but not limited to network capability (e.g. coverage, quality, RAN, spectrum, Backhaul, and 5G deployment), bundling, distribution, pricing, and device offerings;

   c. Company's considered or actual competitive response to any Person;

   d. Company's considered or actual response to outcomes of the CRTC proceeding that resulted in TRP 2021-130;

e. potential or actual introduction of new products or services by any Person, including costs or impediments to the introduction of new services by any Person;

f. promotional activity specific to any region within the Relevant Area including but not limited to geographically targeted promotions, retention offers, and selling tactics;

g. analysis of costs and revenues including average revenue per user, customer acquisition cost, customer variable cost, customer lifetime value, return on investment, number of subscribers, subscriber gross additions, subscriber net additions, and subscriber churn;

h. negotiations regarding actual or potential agreements, including agreement renewals, to share or access any Person's Wireless Network including but not limited to MVNO access, spectrum, towers, Backhaul, or roaming; and

i. price monitoring, pricing policies, pricing lists, pricing forecasts, pricing zones, pricing strategies, pricing analyses, price competition, price matching, and discounts of any Person, including with respect to devices.

7. Provide all reports, studies, surveys, analyses, strategic, business, and marketing plans prepared or received by a Senior Officer during the Wireless Relevant Period with respect to Wireless Services in the Relevant Area relating to:

a. customer segments, customer profiles and brand positioning including but not limited to customer preferences such as technology (3G, 4G, and 5G), network quality, bundling, usage levels, payment type (pre-paid vs. post-paid), and devices; and, customer characteristics such as demographics and geographic location;

b. customer exit surveys or interviews;

c. demographics of customers switching to or from the Company;

d. competition with alternative technology forms (e.g. satellite, Wi-Fi, fixed wireless, wireline, etc.);

e. potential or actual investments in Company's network, including to enter new geographic areas and improve network quality;

f. plans, or existing agreements with manufactures, for the launch of 5G devices, including timelines, expected customer take-up, expected competitive responses;

g. customer complaints, customer retention, and customer switching;

h. potential or actual entry or expansion by any Person including entry or expansion in the provision of home internet using a Wireless Network, and including costs or impediments to entry or expansion by any Person;

i. Company's considered or actual response to changes in market demand or market trends; and

j. responses or anticipated responses of customers to changes in price, quality (including the introduction of 5G), service and innovations by any Person, including any estimated market or firm elasticities.

8. Provide a copy of all agreements in force at any time during the Relevant Period with respect to Wireless Services relating to:

a. actual or potential sharing of any component a Person's Wireless Network;

b. resale of Company's Wireless Network; and/or

c. jointly building or expanding a Wireless Network.

9. For each Spectrum Licence that is currently held by Company, identify:

a. the licence number;

b. the geographic scope of the licence, expressed as the "Service Area ID" assigned by ISED, including maps;

c. the frequency range or ranges in which Company is permitted to provide services;

d. the approved use of the spectrum (e.g. Wireless Network, fixed wireless, radio broadcasting, etc.);

e. the type of mobile wireless network deployed over spectrum (i.e. 3G, 4G or 5G);

f. indicate whether the license is subordinated to or from another carriers, if so which carrier; and

g. indicate if the spectrum is currently in use, if it is not in use indicate if there are plans to deploy it and when.

D.3 Wireline

10. Provide all Records prepared or received by a Senior Officer during the Relevant Period in respect of Wireline Services in the Relevant Area relating to:

a. the market share of Company or any of its potential or actual competitors;

b. price monitoring, pricing policies, pricing lists, pricing forecasts, pricing zones, pricing strategies, pricing analyses, price competition, price matching, and discounts of any Person;

c. the strengths, weaknesses, or competitive position of any Person, including but not limited to network capability, product offering, bundling, and pricing;

d. the geographic service area of any Person;

e. analysis of costs and revenues including average revenue per user, customer acquisition cost, customer variable cost, customer lifetime value, return on investment, number of subscribers, subscriber gross additions, subscriber net additions, and subscriber churn;

f. Company's considered or actual competitive response to any Person;

g. potential or actual customer acquisition or loss, customer retention, or customer switching behavior between any Person; and

h. actual or contemplated use by Company of Wholesale Wireline Services and/or Transport Services to provide services to customers.

11. Provide all Records prepared or received by a Senior Officer during the Relevant Period in respect of Transport Services in the Relevant Area relating to:

a. price monitoring, pricing policies, pricing lists, pricing forecasts, pricing zones, pricing strategies, pricing analyses, price competition, price matching, and discounts of any Person;

b. the strengths, weaknesses, or competitive position of any Person, including but not limited to network capability, product offering, bundling, and pricing;

c. Company's considered or actual competitive response to any Person;

d. the geographic service area of any Person; and

e. actual or contemplated use of the Company's networks by any Person either by commercial agreement (including off-tariff agreements) or by mandated access regimes, including any negotiations for such use and any alternatives to the Company's networks.

12. Provide all Records prepared or received by a Senior Officer during the Relevant Period with respect to Business Wireline Services in the Relevant Area relating to formal and informal RFPs including but not limited to Company's evaluation of, and considered responses to the RFP and any ensuing negotiation.

13. Provide all Records prepared or received by a Senior Officer during the Relevant Period in respect of Wholesale Wireline Services in the Relevant Area relating to actual or contemplated use of the Company's networks by any Person for the provision of Wireline

Services, either by commercial agreement (including off-tariff agreements) or by mandated access regimes, including any negotiations for such use and any alternatives to the Company's networks.

14. Provide all reports, studies, surveys, analyses, strategic, business, and marketing plans prepared or received by a Senior Officer during the Relevant Period with respect to Wireline Services, Transport Services and Wholesale Wireline Services in the Relevant Area relating to any considered or actual entry, expansion, potential entry or potential expansion, potential for sales growth, or expansion into new products, including but not limited to, any acquisition, divestiture, joint venture, alliance, or merger by any Person.

15. Provide all reports, studies, surveys, analyses, strategic, business, and marketing plans prepared or received by a Senior Officer during the Relevant Period with respect to Transport Services and Wholesale Wireline Services in the Relevant Area relating to any considered or actual cessation or severance of supply relationships.

16. Provide all reports, studies, surveys, analyses, strategic, business, and marketing plans prepared or received by a Senior Officer during the Relevant Period with respect to Business Wireline Services in the Relevant Area relating to:

   a. the market share of Company or any of its potential or actual competitors;

   b. price monitoring, pricing policies, pricing lists, pricing forecasts, pricing zones, pricing strategies, pricing analyses, price competition, price matching, and discounts of any Person;

   c. the strengths, weaknesses, or competitive position of any Person, including but not limited to network capability, product offering, bundling, and pricing;

   d. the geographic service area of any Person; and

   e. Company's considered or actual competitive response to any Person.

17. Provide a copy of all agreements in force at any time during the Relevant Period between Company and any other Person related to the sharing, leasing or wholesale access of Wireline Network or related assets used to provide Transport Services, Wireline Services and/or Wireless Services to any customers in Canada.

D.4 Media

18. Provide all Records prepared or received by a Senior Officer during the Relevant Period in respect of Programs, Programming Undertakings, Over-The-Top Platforms, and BDU Services in the Relevant Area relating to:

   a. the market share of Company or any of its potential or actual competitors;

b. the strengths, weaknesses, or competitive position of any Person (including Company, Program creators, owners or vendors, Distribution Undertakings, Over-The-Top Platforms, and Programming Undertakings), including the current competitive position of, and potential future competition from any Person;

c. Company's considered or actual competitive responses to any Person;

d. Company's considered or actual competitive responses to changes in market demand or market trends;

e. Company's considered or actual competitive response to CRTC regulations, policies, notices or decisions;

f. the geographic service area of any Person;

g. analysis of costs and revenues including average revenue per user, customer acquisition cost, customer variable cost, customer lifetime value, return on investment, number of subscribers, subscriber gross additions, subscriber net additions, and subscriber churn;

h. price monitoring, pricing policies, pricing lists, pricing forecasts, pricing zones, pricing strategies, pricing analyses, price competition, price matching, and discounts of any Person;

i. potential or actual customer acquisition or loss, customer retention, or customer switching behavior between any Person (including Company);

j. any considered or actual entry, expansion, potential entry or potential expansion, potential for sales growth, or expansion into new products, including but not limited to, any acquisition, divestiture, joint venture, alliance, or merger by any Person (including Company);

k. negotiations for carriage of any Program or Programming Undertaking between any Program creator, owner or vendor; Programming Undertaking; Distribution Undertaking; or Over-The-Top Platforms, including, but not limited to, impact of CRTC regulations, policies and decisions, Carriage Terms, channel placement, rights for Non-Linear Services, and the use of benchmarks in the course of such negotiations;

l. access to subscriber data (including Set-Top Box Data), including third party access to subscriber data, Company policies regarding access to subscriber data, and the value of subscriber data;

m. past, current or potential withholding or disruption of a Program or Programming Undertaking signal to any Person by any Distribution Undertaking or Programming Undertaking;

n. potential impact to a Distribution Undertaking or a Programming Undertaking if they fail to secure access to a Program, Programming Undertaking or a Distribution Undertaking; and

o. licensing or sublicensing of content rights with respect to Non-Linear Services.

19. Provide all reports, studies, surveys, analyses, strategic, business, and marketing plans prepared or received by a Senior Officer during the Relevant Period in respect of the geographic trade, catchment areas, or network coverage of any Program, Programming Undertaking, and BDU Services in the Relevant Area.

20. Provide all reports, studies, surveys, analyses, strategic, business, and marketing plans prepared or received by a Senior Officer during the Relevant Period in respect of RDU Services in the Relevant Area relating to:

a. the market share of Company or any of its potential or actual competitors;

b. the strengths, weaknesses, or competitive position of any Person, including the current competitive position of, and potential future competition from any Person;

c. Company's considered or actual competitive responses to changes in market demand or market trends;

d. potential or actual customer acquisition or loss, customer retention, or customer switching behavior between any Person (including Company); and

e. formal and informal RFPs including but not limited to Company's evaluation of, and considered responses to the RFP.

21. Provide a copy of all agreements in force at any time during the Relevant Period between the Company and any:

a. Distribution Undertaking;

b. Programming Undertaking;

c. Program creator, owner or vendor;

d. Over-The-Top Platform; and

e. RDU Service customer.

22. For each radio station owned or operated by Company, provide:

a. the address of the physical location of the radio station;

b. a description of the target audience (e.g. demographic or other common characteristics);

c. a description of the category of programming (e.g. rock, alternative, jazz, etc.); and

d. a list of the top 10 advertising customers by annual revenue, including company name, the name of a contact person, telephone number and email address, if available.

23. Provide all reports, studies, surveys, analyses, strategic, business, and marketing plans prepared or received by a Senior Officer from January 1, 2018 to the date of issuance of this SIR relating to Company's sale of its interest in Corus Entertainment.

D.5 Data

24. Provide any managerial accounting report and financial statement (e.g. profit and loss, income statement) that records financial data on Company revenues, costs, margins, and profits for lines of business that include the Relevant Products, except Programs, in the Relevant Area during the Relevant Period at the most disaggregated regional level (e.g. provincial) and national level.

25. Provide any Company data, including all relevant Data Dictionaries, that records the following for each of BDU Services, Wireless Services, and Wireline Services separately in the Relevant Area during the Relevant Period:

a. Average revenue per user;

b. Customer acquisition cost, including a breakdown;

c. Customer variable cost, including a breakdown;

d. Customer lifetime value, including a breakdown;

e. Return on investment, including a breakdown; and

f. Number of subscribers, subscriber gross additions, subscriber net additions, and subscriber churn.

26. Provide any Company data, including all relevant Data Dictionaries, that record sales data related to the Relevant Products, except Programs and Business Wireline Services, in the Relevant Area during the Relevant Period in the most disaggregated form available (e.g. transaction level, if available). The response should contain, but should not be limited to, the information found in Appendices A-1 to A-7.

27. Provide any Company data, including all relevant Data Dictionaries, that record purchase or cost data related to (i) Distribution Undertaking's distribution of a Programming Undertaking's signal, and (ii) a Distribution Undertaking's utilization of RDU Services in

the Relevant Area during the Relevant Period in the most disaggregated form available. The response should contain, but should not be limited to, the information found in Appendices B-1 to B-2.

28. Provide a list of all cellular sites, spectrum, and retail stores that distributed Wireless Services during the Relevant Period in the Relevant Area. The response should contain, but should not be limited to, the information found in Appendices C-1 to C-2.

29. Provide a list of all promotions for each of BDU Services, Wireless Services, and Wireline Services separately in the Relevant Area during the Relevant Period. The response should contain, but should not be limited to, a description of the promotion, the brand under which the promotion was offered, the time the promotion was available, the area the promotion was available, and the number of customers who subscribed to the promotion.

30. Provide any Company data, including all relevant Data Dictionaries, regarding customer opportunities won and lost related to the Relevant Products, except Programs, in the Relevant Area during the Relevant Period in the most disaggregated form available. The response should contain, but should not be limited to, bidding by Company, customer switching to competitors, customer switching to different products within the Company, surveys of exiting customers, demographics of switching customers, cord cutting/shaving, and wireless number porting. The information should contain, but should not be limited to the information found in Appendices D-1 to D-2.

31. Provide any Company data, including all relevant Data Dictionaries, regarding supplier opportunities won and lost related to Programs in the Relevant Area during the Relevant Period in the most disaggregated form available. The response should contain, but should not be limited to, bidding by Company and supplier switching. The information should contain, but should not be limited to the information found in Appendix D-3.

32. Provide any third party data available to Company, including all relevant Data Dictionaries, related to the supply of the Relevant Products in the Relevant Area during the Relevant Period in the most disaggregated form available. Such data should include, but should not be limited to, pricing, revenues, quantities, margins, market shares, porting, switching, costs, capacities, quality, or location of suppliers.

E. <u>FORM OF CERTIFICATE</u>

CERTIFICATE

Pursuant to sections 116 and 118 of the Competition Act, R.S.C., 1985, c. C-34, as amended (the “Act”);

In the matter of the *[insert a description of the proposed transaction]* (the “Proposed Transaction”); and

In the matter of the request for additional information made by the Commissioner of Competition (the “Commissioner”) pursuant to subsection 114(2) of the Act on *[insert date]* in respect of the Proposed Transaction (the “Supplementary Information Request”);

I, *[name of person]*, of the City of *[name of city]*, in the Province of *[name of province]*, make oath and swear (or solemnly affirm and declare) as follows:

1. I am *[position title]* of *[name of Company]*. I have knowledge of the matters set out herein and am duly authorized to execute this Certificate.

2. I have reviewed the information, which is being supplied to the Commissioner in response to the Supplementary Information Request.

[Note: Where information required by subsection 114(2) is not being supplied on the basis of subsection 116(1), 116(2), or 116(2.1), including the following applicable paragraphs. Please refer to the appropriate section or subsection of the Supplementary Information Request when describing the information that has not been supplied.]

3. Pursuant to subsection 116(1) of the Act, the following information has not been supplied for the following reasons:

   (a) With respect to section [ ] of the Supplementary Information Request, information relating to *[insert description of omitted information]* cannot be supplied because *[Indicate which circumstance applies and the reason why information has not been supplied. E.g. it is not known or reasonably obtainable; of the privilege that exists in respect of lawyers and notaries and their clients; or it cannot be obtained without breaching a confidentiality requirement established by law.]*

   (b) With respect to section [ ] of the Supplementary Information Request, etc.

4. Pursuant to subsection 116(2) of the Act, the following information has not been supplied and could not be considered relevant for the following reasons:

5. Pursuant to subsection 116(2.1) of the Act, the following information has not been supplied at this time and was previously supplied at the following time(s):

   (a) With respect to section [ ] of the Supplementary Information Request, information relating to *[insert description of omitted information]* has not been supplied because it has previously been supplied *[insert details of when and the matters in respect of which the information was previously supplied]*;

   (b) With respect to section [ ] of the Supplementary Information Request, etc.

6. In accordance with section 118 of the Act, I have examined the information supplied to the Commissioner under subsection 114(2) of the Act and hereby certify that *[if information has not been supplied pursuant to section 116, then insert ", except as described above,"]* the information so supplied is, to the best of my knowledge and belief, correct and complete in all material respects and the records supplied are certified true copies of the original records.

SWORN BEFORE ME,)
[or SOLEMNLY AFFIRMED BEFORE ME],)
at the City of *[name of city]*,)
in the Province of *[name of province]*,)
this *[number]* day of *[month]*, *[year]*.)
)
)
____) ____________________________
A Commissioner, etc. *[NAME]*

F. PRODUCTION OF ELECTRONIC RECORDS

SCHEDULE A
Computer Systems With No Application Export Capabilities

1. ESI generated by office productivity suite software should be produced in its native format.

2. Emails should be produced in their near-native format. Where an email has attachments, the attachments should be left embedded in the native file and not extracted separately.

SCHEDULE B
Litigation Application Exports

1. A load file (e.g., Opticon (OPT), IPRO (LFP), Summation (DII) or Ringtail (MDB)) and all related ESI should be produced in native format, except where near-native format is required by subparagraph 2(c)(ii) and paragraph 2(f) of Part A of this SIR.

2. Within the delimited metadata file where fields are separated by the pipe character (|) and a caret (^) is used as the text qualifier (e.g. ^Field1^|^Field2^|^Field3^ etc.), and depending on the nature of the ESI, the following fields should be provided:

DOCID
BEGDOC
ENDDOC
BEGATTACH
ENDATTACH
FILEPATH
PARENTBATES (bates number of parent record)
CHILDBATES (bates number(s) of any child records)
MD5HASH (MD5HASH of the native format ESI)
TEXTPATH (link to extracted text on the production media for tiffs only)
NATIVEPATH (link to any files produced in native format on the production media)
CUSTODIAN
ALLCUSTODIAN
TO
FROM
AUTHOR
CC
BCC
SUBJECT/TITLE
FILENAME
DOCDATE
DATESENT
TIMESENT
DATECREATED
TIMECREATED
DATELASTMOD
TIMELASTMOD
DATEACCESSED
TIMEACCESSED
SPECIFICATION
FILEEXTENSION
REDACTED
FAMILYMEMBERPRIVILEGEDDOC

The ESI produced should be indexed by using the ‘SPECIFICATION’ field as being responsive to the paragraphs or subparagraphs of Part D of this SIR. If multiple values exist for the specification, they should be separated by a semi-colon (e.g. 1a;1b;2a, etc.)

APPENDIX A-1: WIRELESS SERVICES

1) Transaction information
   a) Transaction ID
   b) Transaction date
   c) Carrier brand
2) Product information
   a) Product ID
   b) Product description
   c) Sales channel
   d) Sales type (e.g. sale or finance)
   e) Introduction date
   f) Product category and characteristics
3) Plan information
   a) Plan ID
   b) Plan description
   c) Device category (e.g. mobile phone, tablet)
   d) Pre-paid or post-paid indicator
   e) Whether the plan includes a device or device subsidy
   f) Shared plan indicator
   g) First or additional line indicator
   h) Plan limits for each included service (e.g. voice minutes, data, etc.)
   i) Plan speed limited (e.g. “3G” plans)
   j) Additional plan restrictions (e.g. data throttled when roaming or over plan limit)
   k) Any other plan characteristics
4) Bundle information
   a) Indicate the number of any other services bundled with the Wireless Services
   b) Indicate whether any wireline telephony service is bundled with the Wireless Services
   c) Indicate whether any wireline internet service is bundled with the Wireless Services
   d) Indicate whether any wireline television service is bundled with the Wireless Services
5) Usage information
   a) Minutes
   b) Texts
   c) Data
6) Additional service charges
   a) Indicate each additional applicable service charge (e.g. overage, long distance, roaming, etc.)
7) Sales information
   a) Number of units
   b) Unit of measure
   c) Rebates, discounts, promotion
   d) Final price (excluding taxes)
   e) Tax

   f) Cost of goods sold / cost of sales
8) Customer account information
   a) Customer account ID
   b) Customer account name and address
   c) Residential or business indicator
   d) Any other customer characteristics
9) Contract information
   a) Contract ID
   b) Contract start date and term
   c) Remaining balance of device financing plan
   d) Any other contract characteristics

APPENDIX A-2: WIRELINE SERVICES

1) Transaction information
   a) Transaction ID
   b) Transaction date
   c) Carrier brand
2) Plan information
   a) Plan ID
   b) Plan description
   c) Plan technology (e.g. optical fiber, coaxial cable);
   d) Plan limits for each included service (e.g. data)
   e) Plan speed limited (e.g. "50 Mbps down / 10 Mbps up" plans)
   f) Additional plan restrictions (e.g. number of simultaneously supported devices, data throttled when over plan limit)
   g) Any other plan characteristics (e.g. email account offerings, installation type and charges, etc.)
3) Bundle information
   a) Indicate the number of any other services bundled with the internet service
   b) Indicate whether any wireline telephony service is bundled with the internet service
   c) Indicate whether any wireline television service is bundled with the internet service
   d) Indicate whether any wireline wireless service is bundled with the internet service
4) Usage information
   a) Data
5) Additional charges
   a) Indicate each additional applicable charge (e.g. modem or modem rental, overage, installation)
6) Sales information
   a) Number of units
   b) Unit of measure
   c) Rebates, discounts, promotion
   d) Final price (excluding taxes)
   e) Tax
   f) Cost of goods sold / cost of sales
7) Customer account information
   a) Customer account ID
   b) Customer account name and address
   c) Residential or business indicator
   d) Any other customer characteristics
8) Contract information
   a) Contract ID
   b) Contract start date and term
   c) Any other contract characteristics

APPENDIX A-3: TRANSPORT SERVICES

1) Transaction information
   a) Transaction ID
   b) Transaction date
2) Transport Services information
   a) Transport Service ID
   b) Transport Service name and description
   c) Any other Transport Service characteristics
3) Sales information
   a) Number of units
   b) Unit of measure
   c) Final price (excluding taxes)
   d) Tax
   e) Cost of sales
4) Customer information
   a) Customer ID
   b) Customer name and address
   c) Customer category and characteristics
5) Contract information
   a) Contract ID
   b) Contract start date and term
   c) Contract characteristics

APPENDIX A-4: WHOLESALE WIRELINE SERVICES

1) Transaction information
   a) Transaction ID
   b) Transaction date
2) Wholesale Wireline Services information
   a) Wholesale Wireline Service ID
   b) Wholesale Wireline Service name and description
   c) Any other Wholesale Wireline Service characteristics
3) Sales information
   a) Number of units
   b) Unit of measure
   c) Final price (excluding taxes)
   d) Tax
   e) Cost of sales
4) Customer information
   a) Customer ID
   b) Customer name and address
   c) Customer category and characteristics
5) Contract information
   a) Contract ID
   b) Contract start date and term
   c) Contract characteristics

APPENDIX A-5: RDU SERVICES

1) Transaction information
   a) Transaction ID
   b) Transaction date
2) RDU services information
   a) RDU service ID
   b) RDU service name and description
   c) Any other RDU service characteristics
3) Sales information
   a) Number of units
   b) Unit of measure
   c) Final price (excluding taxes)
   d) Tax
   e) Cost of sales
4) Customer information
   a) Customer ID
   b) Customer name and address
   c) Customer category and characteristics
5) Contract information
   a) Contract ID
   b) Contract start date and term
   c) Contract characteristics

APPENDIX A-6: BDU SERVICES

1) Transaction information
   a) Transaction ID
   b) Transaction date
2) Plan information
   a) Plan ID
   b) Plan description
   c) Number of channels included by type of program type (e.g. conventional, discretionary)
   d) Any other plan characteristics
3) Bundle information
   a) Indicate the number of any other services bundled with the television service
   b) Indicate whether any wireline telephony service is bundled with the television service
   c) Indicate whether any wireline internet service is bundled with the television service
   d) Indicate whether any wireless service is bundled with the television service
4) Additional charges
   a) Indicate each additional applicable charge (e.g. pay-per-view, video-on-demand, Over-The-Top Platform)
5) Sales information
   a) Number of units
   b) Unit of measure
   c) Rebates, discounts, promotion
   d) Final price (excluding taxes)
   e) Tax
   f) Cost of goods sold / cost of sales
6) Customer account information
   a) Customer account ID
   b) Customer account name and address
   c) Residential or business indicator
   d) Any other customer characteristics (e.g. customer demographics)
7) Contract information
   a) Contract ID
   b) Contract start date and term
   c) Any other contract characteristics

APPENDIX A-7: PROGRAMMING UNDERTAKINGS

1) Transaction information
    a) Transaction ID
    b) Transaction date
2) Program information
    a) Program ID
    b) Program name and description
    c) Program language
    d) Program type (e.g. conventional, discretionary)
    e) Program penetration rate with BDU
    f) Program tiering or packaging (e.g. basic) with BDU
    g) Any other program characteristics
3) Sales information
    a) Number of units
    b) Unit of measure
    c) Final price (excluding taxes)
    d) Tax
    e) Cost of goods sold / cost of sales
4) Distribution Undertaking information
    a) Distribution Undertaking ID
    b) Distribution Undertaking name and address
    c) Distribution Undertaking category and characteristics
5) Advertising information
    a) Advertising revenue
    b) Advertising costs
    c) Advertising margins
    d) Advertising quantity
6) Contract information
    a) Contract ID
    b) Contract start date and term
    c) Contract characteristics

APPENDIX B-1: PURCHASES OF PROGRAMING UNDERTAKING

1) Transaction information
   a) Transaction ID
   b) Transaction date
2) Programming information
   a) Program ID
   b) Program name and description
   c) Program language
   d) Program type (e.g. conventional, discretionary)
   e) Program penetration rate
   f) Program tiering or packaging (e.g. basic)
   g) Any other program characteristics
3) Supplier information
   a) Supplier ID
   b) Supplier name and address
4) Purchase information
   a) Number of units
   b) Unit of measure
   c) Final price (excluding taxes)
   d) Tax
5) Contract information
   a) Contract ID
   b) Contract start date and term
   c) Contract characteristics

APPENDIX B-2: PURCHASES OF RDU SERVICES

1) Transaction information
   a) Transaction ID
   b) Transaction date
2) RDU Services information
   a) RDU Service ID
   b) RDU Service name and description
   c) Any other RDU Service characteristics
3) Supplier information
   a) Supplier ID
   b) Supplier name and address
4) Purchase information
   a) Number of units
   b) Unit of measure
   c) Final price (excluding taxes)
   d) Tax
5) Contract information
   a) Contract ID
   b) Contract start date and term
   c) Contract characteristics

APPENDIX C-1: CELLULAR SITES AND SPECTRUM

1) A unique identifier for the cellular site;
2) Address;
3) City;
4) Province;
5) Postal Code
6) Latitude;
7) Longitude;
8) The spectrum service areas the cellular site is in;
9) Owner(s);
10) Operator (e.g. Rogers, Shaw, Bell, Telus);
11) Collocated carriers;
12) Number of available spaces including any limits on the spaces (e.g. weight loads);
13) Geography type (e.g. metro, urban, rural, remote);
14) Location type (e.g. tower, building, microcell, indoor);
15) Wireless standard (e.g. HSPA, LTE, 5G);
16) Number of sectors or cells;
17) Backhaul technology (e.g. fiber, microwave);
18) Available spectrum (in MHz) by band (e.g. PCS, AWS) and specific frequency ranges;
19) Deployed spectrum (in MHz) by band (e.g. PCS, AWS), specific frequency ranges, and wireless standard;
20) Backhaul capacity (incoming and outgoing) for each year during the Relevant Period;
21) Latency (e.g. average round-trip latency in milliseconds during the bouncing busy hour) for each year during the Relevant Period;
22) Upload and download speed (e.g. average user speed in Mbps during the bouncing busy hour) for each year during the Relevant Period;
23) Upload and download capacity (e.g. gigabytes per hour during the bouncing busy hour) for each year during the Relevant Period;
24) Upload and download peak traffic (e.g. gigabytes per hour during the bouncing busy hour) for each year during the Relevant Period;
25) Upload and download average traffic (e.g. average gigabytes per hour) for each year during the Relevant Period; and
26) Whether the cellular site started or stopped operations during the Relevant Period and the dates of any beginning or end of operations.

APPENDIX C-2: RETAIL LOCATIONS

1) A unique identifier for the store;
2) Address;
3) City;
4) Province;
5) Postal Code
6) Latitude;
7) Longitude;
8) Carrier brand;
9) Location type (e.g. mall kiosk, standalone)
10) Owner/operator type (e.g. corporate, dealer, franchise)
11) Store size (e.g. square footage)
12) Store revenue for each of wireless, internet, television, and telephony, separately and combined, for each year during the Relevant Period
13) Whether the store opened or was acquired during the Relevant Period or has closed or has been divested, is slated for closure, divestiture, renovation, rebranding, or expansion, and the dates of any opening, closure, expected closure, renovation, rebranding, or expansion.

APPENDIX D-1: RFP BIDS

1) Opportunity information
    a) Opportunity ID
    b) Date
    c) Amount of Company's offer
    d) Actual or estimated total cost
    e) Contract or transaction ID (if winning bid)
2) Customer information
    a) Customer ID
    b) Customer name and address
    c) Customer category and characteristics
3) Product information
    a) Product ID
    b) Product description, category, and characteristics
    c) Number of units
    d) Unit of measure
    e) Product price (excluding taxes)
    f) Tax
    g) Cost of sales
4) Competitor information
    a) Competitors
    b) Incumbent
    c) Prices bid
    d) Identity of winning bidder
5) Reasons for win/loss

APPENDIX D-2: WIRELESS NUMBER PORTABILITY

1) Date
2) Whether the customer is porting in to the Company or porting out from the Company
3) Which other Person the customer is porting from or to
4) Whether the customer is porting from or to a wireless or wireline service
5) Whether the customer is a residential or business customer
6) Whether the customer is a pre-paid or post-paid customer
7) Customer ID
8) Customer address
9) Customer phone number area code
10) Any other customer characteristics

APPENDIX D-3: RFP BIDS FOR PROGRAMS

1) Opportunity information
   a) Opportunity ID
   b) Date
   c) Amount of Company's offer
   d) Actual or estimated total cost
   e) Contract or transaction ID (if winning bid)
2) Supplier information
   a) Supplier ID
   b) Supplier name and address
   c) Supplier category and characteristics
3) Programming information
   a) Program ID
   b) Program name and description
   c) Program language
   d) Program type (e.g. conventional, discretionary)
   e) Program penetration rate
   f) Program tiering or packaging (e.g. basic)
   g) Any other program characteristics
4) Bid information
   a) Number of units
   b) Unit of measure
   c) Final price (excluding taxes)
   d) Tax
   e) Cost of sales
5) Competitor information
   a) Competitors
   b) Incumbent
   c) Prices bid
   d) Identity of winning bidder
6) Reasons for win/loss

This is **Exhibit "C"** to the affidavit of Mathew McCarthy, affirmed remotely by Mathew McCarthy stated as being located in the city of Ottawa in the province of Ontario, before me at the city of Gatineau in the province of Quebec, on April 22, 2022, in accordance with O. Reg 431/20, Administering Oath or Declaration Remotely.

____

Commissioner of Oaths etc.

Raha Araz Mohammad
Commissioner of Oaths etc.
Province of Ontario
LSO P15816.

This is **Exhibit "D"** to the affidavit of Mathew McCarthy, affirmed remotely by Mathew McCarthy stated as being located in the city of Ottawa in the province of Ontario, before me at the city of Gatineau in the province of Quebec, on April 22, 2022, in accordance with O. Reg 431/20, Administering Oath or Declaration Remotely.

Raha Mohammad

____
Commissioner of Oaths etc.

Raha Araz Mohammad
Commissioner of Oaths etc.
Province of Ontario
LSO P15816.

THE COMPETITION TRIBUNAL

IN THE MATTER OF the Competition Act, R.S.C. 1985, c. C-34;

AND IN THE MATTER OF the proposed acquisition by Rogers Communications Inc. or an affiliate thereof of Shaw Communications Inc.;

AND IN THE MATTER OF an application by the Commissioner of Competition for one or more orders pursuant to section 92 of the Competition Act.

AND IN THE MATTER OF an Application by the Commissioner of Competition for an interim order pursuant to section 104 of the Competition Act

BETWEEN:

THE COMMISSIONER OF COMPETITION

Applicant

– and –

ROGERS COMMUNICATIONS INC.

SHAW COMMUNICATIONS INC.

Respondent

AFFIDAVIT OF COGECO COMMUNICATIONS INC.

I, Paul Beaudry, of the city of Westmount, in the Province of Quebec, state as follows:

1. I am the Vice President, Regulatory Affairs for Cogeco Communications Inc. (**"Cogeco"**).

2. My main responsibilities involve representing Cogeco and its subsidiaries in proceedings before the Canadian Radio-television and Telecommunications Commission ("**CRTC**") and other federal departments and agencies with respect to broadcasting and telecommunications matters.

3. I have personal knowledge of the matters in this affidavit, except where I have otherwise indicated that I am relying on information from others, in which case I believe such information to be true.

PURPOSE OF THIS WITNESS STATEMENT

4. I make this affidavit in connection with an application by the Commissioner of Competition (the "**Commissioner**") against Rogers Communications Inc. ("**Rogers**") and Shaw Communications Inc. ("**Shaw**"), relating to their merger (the "**Proposed Transaction**").

OPERATIONS OF COGECO

5. Cogeco is a communications company headquartered in Montreal, Quebec, that provides video, Internet and wireline telephony services in the United States and Canada. Through its affiliate Cogeco Connexion Inc., these services are offered in Ontario and Quebec to retail residential and business customers in addition to wholesale third party Internet access and transport services offered to Internet service-based providers.

COGECO'S ENTRY AS A WIRELESS MVNO

6. In 2021, the CRTC mandated the provision of a wholesale facilities-based Mobile Virtual Network Operator ("**MVNO**") access service by the three national Mobile Network Operators ("**MNOs**") and Sasktel where these MNOs exercise market power, in all areas where regional carriers have secured a spectrum licence at the Tier 4 level or higher (the "**MVNO Access Service**").

7. Terms and conditions for the service are to be filed for approval with the CRTC, while rates are to be commercially negotiated, with final offer arbitration by the CRTC as a recourse if negotiations fail. The MVNO Access Service is mandated to last for a period of seven years. In July 2021, the MNOs filed proposed tariffs to implement the CRTC's facilities-based MVNO Access Service and the CRTC commenced tariff proceedings in connection therewith (the "**Tariff Proceedings**").

8. Cogeco is interested in launching a mobile wireless service using the MVNO Access Service, subject to the approval by the CRTC of reasonable terms and conditions for the service and to Cogeco's ability to negotiate or otherwise secure satisfactory rates with one or several of the MNOs. Cogeco owns spectrum licences in 30 Tier 4 areas in Ontario and 25 in Quebec, which would in principle allow Cogeco to operate as an MVNO in large portions of both provinces. A list of Cogeco's spectrum holdings at the Tier 4 level or higher is attached to this affidavit as Exhibit "**A**".

9. As Cogeco has articulated through the Tariff Proceedings, from a business perspective, there are significant deficiencies in the MNOs' proposed tariffs that, collectively, significantly diminish Cogeco's ability to offer services and effectively compete in any Tier 4 area in Ontario and Quebec where it has spectrum. This, in turn, is likely to have the effect of impeding important investments by Cogeco in these areas.

10. Some of the proposed conditions would require prospective MVNOs like Cogeco to provide wireless services of inferior quality to those offered by the MNOs themselves. In other cases, essential conditions for planning and implementing competitive MVNO services are vague or entirely missing.

11. By undermining the possibility of providing competitively sustainable MVNO services in a timely manner, the proposed tariff conditions will discourage eligible wireless carriers from investing in MVNO services. Specifically:

i) The proposed tariffs do not include service descriptions. This makes it difficult or impossible to determine what service the MNO will actually be providing to prospective MVNOs;

ii) There is no provision for seamless roaming within Tier 4 licensed areas. Seamless roaming involves networks handing off and receiving calls and data sessions to and from other networks without any interruption in service. This is a key omission that would have a significant impact on MVNOs' plans for radio access network deployment. Carriers entering the market for the first time will deploy networks gradually, starting in denser population areas and expanding over the course of several years, much as the MNOs have historically done. As a result, as an MVNO's network is only partially deployed within a particular Tier 4 service area, it will be necessary for the MVNO's customer to seamlessly roam from the MVNO's network to the MNO's network within Tier 4 service areas to enable a mobile wireless service of similar quality as that of the MNO;

iii) Numerous restrictions are proposed on entities' eligibility to receive the MVNO Access Service. For instance, MNOs have designed their terms and conditions so that the mandated MVNO service is only accessible to existing mobile carriers that have an active public mobile network and are actively providing commercial mobile services within a Tier 4 licence area, which, if accepted, would make Cogeco ineligible to use the MVNO service;

iv) There are unnecessary technical restrictions on the availability of the MVNO service. These include, but are not limited to, a requirement to own at least 20 MHz of spectrum as a primary licensee in any given Tier 4 licence area, the MVNO's inability to access an MNO partner's network, no option to enter into direct connection with an MNO; limitations on the types of customers that an MVNO can serve and limitations on the types of end-customer devices the MVNOs can use for their customers. These restrictions limit the ability of prospective MVNOs to provide a service of equal quality to that offered by the MNOs;

v) The proposed tariffs require that MVNOs provide MNOs with precise traffic forecasts, and, in some cases, pay financial penalties for failure to meet such forecasts, which are overly punitive and unjustified;

vi) The proposed tariffs do not include service level details (e.g., latency for data services, percentage of dropped calls, etc.) for services to be provided by the MNO to their MVNO customers. They also include ill-defined requirements around the provision of technical support from MNOs to MVNOs; and

vii) There is an unjustified reduction of the Commission's 7-year mandate for MVNO access. At one end, the proposed tariffs cap user growth one year prior to the expiration of the mandate. At the other end, a number of additional agreements must be negotiated prior to MVNOs being able to offer service, which would unduly shorten the mandated period in which these wholesale services are available to MVNOs.

12. Also, even apart from these issues, the CRTC's recent decision to implement a limited, facilities-based MVNO framework in Canada is unlikely to be sufficient for Cogeco to produce meaningful competition in the wireless market in the short term, because of the following factors:

i) The MVNO Access Service tariffs are still not final, and are not expected to be final, until at least the middle of 2022 at the earliest;

ii) Prospective MVNOs still need to negotiate rates for the MVNO Access Service they receive from the MNOs. It is unclear to Cogeco when such negotiations will occur; and

iii) Cogeco expects that MNOs will attempt to delay the launch of, and frustrate the viability of facilities-based MVNOs at every possible juncture.

SWORN BEFORE ME BY VIDEO CONFERENCE at the City of [MONTREAL], in the Province of Quebec, this 24th day of February 2022.)
)
)
)
)

Marie-France Gaudreau)
Commissioner for Oaths)
[MARIE-FRANCE GAUDREAU])
)

Commissaire à l'assermentation / Commissioner for Oaths
MARIE-FRANCE GAUDREAU
201355
for Québec and outside Québec

Paul Beaudry

THE COMPETITION TRIBUNAL

IN THE MATTER OF the Competition Act, R.S.C. 1985, c. C-34;

AND IN THE MATTER OF the proposed acquisition by Rogers Communications Inc. or an affiliate thereof of Shaw Communications Inc.;

AND IN THE MATTER OF an application by the Commissioner of Competition for one or more orders pursuant to section 92 of the Competition Act.

BETWEEN:

THE COMMISSIONER OF COMPETITION

Applicant

– and –

ROGERS COMMUNICATIONS INC.
SHAW COMMUNICATIONS INC.

Respondent

AFFIDAVIT OF COGECO COMMUNICATIONS INC.

EXHIBIT "A"

List of Tier-4 and Spectrum Ownership of Cogeco in Ontario

Tier 4	Service Area Name	Population (Census 2016)	2500 FDD MHz	2500 TDD MHz	2300 MHz	3500 MHz	Total Bandwidth (MHz)
4-056	Pembroke	82,200		10			10
4-057	Arnprior/Renfrew	31,367		10		20	30
4-067	Cornwall	69,729	20	10		20	50
4-068	Brockville	70,563	20	10		10	40
4-069	Gananoque	13,150	20	10			30
4-070	Kingston	177,314	20	10		20	50
4-071	Napanee	42,993	20	10			30
4-072	Belleville	154,982	20	10		10	40
4-073	Cobourg	65,180	20	10		20	50
4-074	Peterborough	165,516	20	10		20	50
4-075	Lindsay	45,902	20	10		20	50
4-076	Minden	20,813	20	10			30
4-077	Toronto	7,030,750				30	30
4-079	Guelph/Kitchener	707,534	20				20
4-080	Fergus	30,010	20				20
4-082	Listowel/Goderich	84,257	20	10			30
4-083	Fort Erie	31,072	20			30	50
4-084	Niagara-St. Catharines	349,283	20			30	50
4-085	Haldimand/Dunnville	37,398	20				20
4-086	London/Woodstock/ St. Thomas	678,149	20				20
4-087	Brantford	138,535	20				20
4-088	Stratford	51,339	20	10			30
4-089	Chatham	68,885	20	10		20	50
4-090	Windsor/Leamington	401,719	20	10		30	60
4-091	Wallaceburg	30,983	20	10			30
4-092	Sarnia	123,953	20	10	30	30	90
4-093	Strathroy	46,727	20	10			30
4-096	Gravenhurst/Bracebridge	61,892	20	10			30
4-097	North Bay	104,524		10		30	40

4-098	Parry Sound	21,123		10		20	30

List of Tier-4 and Spectrum Ownership of Cogeco in Quebec

Tier 4	Service Area Name	Population (Census 2016)	2500 FDD MHz	2500 TDD MHz	2300 MHz	3500 MHz	Total Bandwidth (MHz)
4-023	Matane	112,039				50	50
4-028	Chicoutimi-Jonquière	218,377		10			10
4-031	Sainte-Marie	53,258				50	50
4-032	Saint-Georges	71,425		10		50	60
4-033	Lac-Mégantic	24,223		10			10
4-034	Thetford Mines	42,019		10			10
4-035	Plessisville	22,772		10			10
4-037	Trois-Rivières	265,152				20	20
4-038	Louiseville	21,708				50	50
4-039	Asbestos	29,744		10		50	60
4-040	Victoriaville	56,684		10		50	60
4-041	Coaticook	12,981		10		50	60
4-042	Sherbrooke	250,227		10		50	60
4-043	Windsor	16,777		10		50	60
4-044	Drummondville	112,390				50	50
4-045	Cowansville	29,083		10		50	60
4-046	Farnham	29,593				50	50
4-047	Granby	105,440				50	50
4-048	St-Hyacinthe	92,092				20	20
4-049	Sorel	58,740				20	20
4-052	Sainte-Agathe-des-Monts	77,087		10			10
4-054	Mont-Laurier/Maniwaki	48,488		10			10
4-063	Roberval/Saint-Félicien	58,438		10			10
4-064	Baie-Comeau	43,675		10		50	60
4-065	Port-Cartier/Sept-Îles	46,983		10	30	60	100

This is **Exhibit "E"** to the affidavit of Mathew McCarthy, affirmed remotely by Mathew McCarthy stated as being located in the city of Ottawa in the province of Ontario, before me at the city of Gatineau in the province of Quebec, on April 22, 2022, in accordance with O. Reg 431/20, Administering Oath or Declaration Remotely.

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Commissioner of Oaths etc.

Raha Araz Mohammad
Commissioner of Oaths etc.
Province of Ontario
LSO P15816.

Auctions

- Auction of spectrum licences in the 3800 MHz band

  Updated on February 25, 2022

- Auction of spectrum licences in the 3500 MHz band

  Updated on December 20, 2021

- Auction of spectrum licences in the 600 MHz band
- Auction of residual spectrum licences in the 700 MHz, 2500 MHz, 2300 MHz and PCS-G Block
- Auction of residual spectrum licences in the 700 MHz and AWS (advanced wireless service)-3 bands
- Auction of spectrum licences for broadband radio services (BRS) in the 2500-2690 MHz band
- Auction of spectrum licences for Advanced wireless services in the bands 1755-1780 MHz and 2155-2180 MHz (AWS-3)
- Auction of spectrum licences for Mobile broadband services (MBS) in the 700 MHz band

What's new

- Consultation on a Policy and Licensing Framework for Spectrum in the 3800 MHz Band

- Comments received on SLPB-006-21

- Decision on a Streamlined Framework for Auctioning Residual Spectrum Licences **August 2021**
- Consultation on a Streamlined Framework for Auctioning Residual Spectrum Licences **March 2021**
- Policy and Licensing Framework for Spectrum in the 3500 MHz Band **March 2020** **Updated on April 23, 2021**
  - Gazette Notice SLPB-001-20 — Policy and Licensing Framework for Spectrum in the 3500 MHz Band **March 2020** **Mis à jour le 23 avril 2021**
  - Table of Key Dates **Revised on June 5, 2020**
  - 3500 MHz Spectrum Licence Maps **March 2020** **Updated on April 23, 2021**
  - Applicants — Auction of Spectrum Licences in the 3500 MHz Band **April 2021**
- Consultation on a Policy and Licensing Framework for Spectrum in the 3500 MHz Band **June 2019**
  - Comments received on Gazette Notice SLBP-002-19 **August 2019**
  - Gazette Notice SLPB-004-19 — Extension to the comment period **June 2019**
  - Gazette Notice SLPB-005-19 — Extension to the reply comment period **September 2019**
- Technical, Policy and Licensing Framework for Spectrum in the 600 MHz Band **March 28, 2018**
  - Gazette Notice SLPB-002-18 **March 28, 2018**
  - Table of Key Dates **March 28, 2018**

- Consultation on a Technical, Policy and Licensing Framework for Spectrum in the 600 MHz Band | **August 4, 2017**
  - Gazette Notice SLPB-005-17 | **August 4,2017**
- Consultation on a Licensing Framework for Residual Spectrum Licences in the 700 MHz, 2500 MHz, 2300 MHz, PCS and 1670-1675 MHz Bands | **July 6, 2017**
- Licensing Framework for Residual Spectrum Licences in the 700 MHz and AWS-3 Bands | **July 10, 2015**
  - Applicants and status of applicants | **August 11, 2015 (Updated August 13, 2015)**
  - Provisional results | **August 27, 2015**
- Consultation on a Licensing Framework for Residual Spectrum Licences in the 700 MHz and AWS-3 Bands | **May 1, 2015**
- Technical, Policy and Licensing Framework for Advanced Wireless Services in the Bands 1755-1780 MHz and 2155-2180 MHz (AWS-3) | **December 18, 2014**
  - Table of Key Dates | **December 18, 2014**
  - Final results | **March 6, 2015**
  - Final results and prices by service area | **December 18, 2014**
- Licensing Framework for Broadband Radio Service (BRS) — 2500 MHz Band | **January 10, 2014**
  - Table of Key Dates | **January 10, 2014**
  - Responses to clarification questions | **August 18, 2014**
  - 2500 MHz spectrum holdings table
  - 2500 MHz Auction — Final results | **September 23, 2013**
- Decision Concerning the Renewal of 2300 MHz and 3500 MHz Licences | **November 14, 2013**

- Licensing Framework for Mobile Broadband Services (MBS) — 700 MHz Band | **March 2013**
  - Table of Key Dates | **March 7, 2012**
  - Mathematical Formulations for Winner and Price Determination in the Combinatorial Clock Auction for Mobile Broadband Services (MBS) — 700 MHz Band | **November 5, 2012 (Updated December 6, 2013)**
  - Clarification questions and responses | **May 21, 2013**
  - Applicants and status of applications | **September 23, 2013 (Updated January 13, 2014)**
- Notice Regarding Spectrum Licences in the 2500 MHz Band | **Updated December 4, 2013**
- Consultation on Renewal Process for 2300 MHz and 3500 MHz Licences | **October 18, 2012**
- Framework Relating to Transfers, Divisions, and Subordinate Licensing of Spectrum Licences for Commercial Mobile Spectrum | **June 28, 2013**
  - CPC-2-1-23 — Licensing Procedure for Spectrum Licences for Terrestrial Services | **Issue 3, August 2013**
- Consultation on a Licensing Framework for Broadband Radio Service (BRS) — 2500 MHz Band | **October 11, 2012**

About auctions

- Decisions on the Revisions to the Framework for Spectrum Auctions in Canada and Other Related Issues
- Band plans
- Service areas for competitive licensing

Licensing procedure

- CPC-2-1-23 — Licensing Procedure for Spectrum Licences for Terrestrial Services **Issue 3, August 2013**

Related sites

- Information on other frequency bands and services

Date modified:
2022-03-25

This is **Exhibit** “**F**” to the affidavit of Mathew McCarthy, affirmed remotely by Mathew McCarthy stated as being located in the city of Ottawa in the province of Ontario, before me at the city of Gatineau in the province of Quebec, on April 22, 2022, in accordance with O. Reg 431/20, Administering Oath or Declaration Remotely.

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Commissioner of Oaths etc.

Raha Araz Mohammad
Commissioner of Oaths etc.
Province of Ontario
LSO P15816.

Government of Canada / Gouvernement du Canada

Final Results — 700 MHz Auction (2014)

PDF

700 MHz Spectrum Auction — Results

129 KB, 1 page

700 MHz Winners

Licence Winners	# of Licences Won	Final Price	Total Population Covered
Feenix	1 Paired + 0 Unpaired	$284,000	107,215
MTS	1 Paired + 0 Unpaired	$8,772,072	1,206,968
Bragg	4 Paired + 0 Unpaired	$20,298,000	3,101,204
TELUS	16 Paired + 14 Unpaired	$1,142,953,484	33,475,915
Vidéotron	7 Paired + 0 Unpaired	$233,328,000	28,030,489
Bell	17 Paired + 14 Unpaired	$565,705,517	33,475,915
Sasktel	1 Paired + 0 Unpaired	$7,556,929	1,030,039

Licence Winners	# of Licences Won	Final Price	Total Population Covered
Rogers	22 Paired + 0 Unpaired	$3,291,738,000	33,368,700

Overview

Results

Service Area	A Tier 2 12 MHz	B Tier 2 12 MHz	C Tier 2 12 MHz	C1 Tier 2 10 MHz	C2 Tier 2 10 MHz	D Tier 2 6 MHz	E Tier 2 6 MHz
Newfoundland & Labrador	Rogers	Rogers	Bell	Bragg	TELUS	Bell	Bell
Nova Scotia & PEI	Rogers	Rogers	Bell	Bragg	TELUS	Bell	Bell
New Brunswick	Rogers	Rogers	Bell	Bragg	TELUS	Bell	Bell
Eastern Quebec	Rogers	Rogers	TELUS	Vidéotron	Bell	TELUS	TELUS
Southern Quebec	Rogers	Rogers	TELUS	Vidéotron	Bell	TELUS	TELUS
Eastern Ontario & Outaouais	Rogers	Rogers	TELUS	Vidéotron	Bell	TELUS	TELUS
Northern Quebec	Bell	Bell	Rogers	Vidéotron	TELUS	Bell	Bell

Southern Ontario	Rogers	Rogers	Bell	Vidéotron	TELUS	Bell	Bell
Northern Ontario	Bell	Bell	Rogers	Bragg	TELUS	Bell	Bell
Manitoba	TELUS	TELUS	Rogers	MTS	Bell	TELUS	TELUS
Saskatchewan	TELUS	TELUS	Rogers	Sasktel	Bell	TELUS	TELUS
Alberta	Rogers	Rogers	TELUS	Vidéotron	Bell	TELUS	TELUS
British Columbia	Rogers	Rogers	TELUS	Vidéotron	Bell	TELUS	TELUS
Yukon, NWT & Nunavut	Bell	Bell	TELUS	IC	Feenix	Bell	Bell

Feenix

Licences	Service Area	Population
2-14C2	Yukon, Northwest Territories & Nunavut	107,215

MTS

Licences	Service Area	Population
2-10C1	Manitoba	1,206,968

Bragg

Licences	Service Area	Population

Licences	Service Area	Population
2-01C1	Newfoundland & Labrador	514,641
2-02C1	Nova Scotia & Prince Edward Island	1,061,846
2-03C1	New Brunswick	749,942
2-09C1	Northern Ontario	774,775

TELUS

Licences	Service Area	Population
2-01C2	Newfoundland & Labrador	514,641
2-02C2	Nova Scotia & Prince Edward Island	1,061,846
2-03C2	New Brunswick	749,942
2-04C	Eastern Quebec	1,668,394
2-04D	Eastern Quebec	1,668,394
2-04E	Eastern Quebec	1,668,394
2-05C	Southern Quebec	5,683,036
2-05D	Southern Quebec	5,683,036
2-05E	Southern Quebec	5,683,036
2-06C	Eastern Ontario & Outaouais	2,347,808
2-06D	Eastern Ontario & Outaouais	2,347,808
2-06E	Eastern Ontario & Outaouais	2,347,808
2-07C2	Northern Quebec	190,605
2-08C2	Southern Ontario	10,090,766

Licences	Service Area	Population
2-09C2	Northern Ontario	774,775
2-10A	Manitoba	1,206,968
2-10B	Manitoba	1,206,968
2-10D	Manitoba	1,206,968
2-10E	Manitoba	1,206,968
2-13C	British Columbia	4,399,939
2-13D	British Columbia	4,399,939
2-13E	British Columbia	4,399,939
2-14C	Yukon & Northwest Territories & Nunavut	107,215
2-17A	Province of Saskatchewan	1,030,039
2-17B	Province of Saskatchewan	1,030,039
2-17D	Province of Saskatchewan	1,030,039
2-17E	Province of Saskatchewan	1,030,039
2-18C	Province of Alberta	3,649,941
2-18D	Province of Alberta	3,649,941
2-18E	Province of Alberta	3,649,941

Vidéotron

Licences	Service Area	Population
2-04C1	Eastern Quebec	1,668,394
2-05C1	Southern Quebec	5,683,036

Licences	Service Area	Population
2-06C1	Eastern Ontario & Outaouais	2,347,808
2-07C1	Northern Quebec	190,605
2-08C1	Southern Ontario	10,090,766
2-13C1	British Columbia	4,399,939
2-18C1	Province of Alberta	3,649,941

Bell

Licences	Service Area	Population
2-01C	Newfoundland & Labrador	514,641
2-01D	Newfoundland & Labrador	514,641
2-01E	Newfoundland & Labrador	514,641
2-02C	Nova Scotia & Prince Edward Island	1,061,846
2-02D	Nova Scotia & Prince Edward Island	1,061,846
2-02E	Nova Scotia & Prince Edward Island	1,061,846
2-03C	New Brunswick	749,942
2-03D	New Brunswick	749,942
2-03E	New Brunswick	749,942
2-04C2	Eastern Quebec	1,668,394
2-05C2	Southern Quebec	5,683,036
2-06C2	Eastern Ontario & Outaouais	2,347,808
2-07A	Northern Quebec	190,605

Licences	Service Area	Population
2-07B	Northern Quebec	190,605
2-07D	Northern Quebec	190,605
2-07E	Northern Quebec	190,605
2-08C	Southern Ontario	10,090,766
2-08D	Southern Ontario	10,090,766
2-08E	Southern Ontario	10,090,766
2-09A	Northern Ontario	774,775
2-09B	Northern Ontario	774,775
2-09D	Northern Ontario	774,775
2-09E	Northern Ontario	774,775
2-10C2	Manitoba	1,206,968
2-13C2	British Columbia	4,399,939
2-14A	Yukon & Northwest Territories & Nunavut	107,215
2-14B	Yukon & Northwest Territories & Nunavut	107,215
2-14D	Yukon & Northwest Territories & Nunavut	107,215
2-14E	Yukon & Northwest Territories & Nunavut	107,215
2-17C2	Province of Saskatchewan	1,030,039
2-18C2	Province of Alberta	3,649,941

Sasktel

Licences	Service Area	Population

Licences	Service Area	Population
2-17C1	Province of Saskatchewan	1,030,039

Rogers

Licences	Service Area	Population
2-01A	Newfoundland & Labrador	514,641
2-01B	Newfoundland & Labrador	514,641
2-02A	Nova Scotia & Prince Edward Island	1,061,846
2-02B	Nova Scotia & Prince Edward Island	1,061,846
2-03A	New Brunswick	749,942
2-03B	New Brunswick	749,942
2-04A	Eastern Quebec	1,668,394
2-04B	Eastern Quebec	1,668,394
2-05A	Southern Quebec	5,683,036
2-05B	Southern Quebec	5,683,036
2-06A	Eastern Ontario & Outaouais	2,347,808
2-06B	Eastern Ontario & Outaouais	2,347,808
2-07C	Northern Quebec	190,605
2-08A	Southern Ontario	10,090,766
2-08B	Southern Ontario	10,090,766
2-09C	Northern Ontario	774,775
2-10C	Manitoba	1,206,968

Licences	Service Area	Population
2-13A	British Columbia	4,399,939
2-13B	British Columbia	4,399,939
2-17C	Province of Saskatchewan	1,030,039
2-18A	Province of Alberta	3,649,941
2-18B	Province of Alberta	3,649,941

Date modified:

2022-03-25

This is **Exhibit "G"** to the affidavit of Mathew McCarthy, affirmed remotely by Mathew McCarthy stated as being located in the city of Ottawa in the province of Ontario, before me at the city of Gatineau in the province of Quebec, on April 22, 2022, in accordance with O. Reg 431/20, Administering Oath or Declaration Remotely.

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Commissioner of Oaths etc.

Raha Araz Mohammad
Commissioner of Oaths etc.
Province of Ontario
LSO P15816.

Government of Canada / Gouvernement du Canada

Auction of Residual Spectrum Licences in the 700 MHz and AWS-3 Bands — Final Results

Posted on Industry Canada website: August 27, 2015

Updated: October 22, 2015

Final Licence Winners

Licence Winners	# of Licences Won	Price	Total Population Covered
Bell Mobility Inc.	9	$ 206,063	107,215
TELUS Communications Company	6	$ 58,303,223	2,236,780

AWS-3 Final Results

Tier Number	Service Area	Block G	Block H	Block I
		10 MHz	10 MHz	10 MHz
2-10	Manitoba	TELUS	TELUS	TELUS
2-11	Saskatchewan	TELUS	TELUS	TELUS
4-170	Yukon	Bell	Bell	Bell

4-171	Nunavut	Bell	Bell	Bell
4-172	Northwest Territories	Bell	Bell	Bell

700 MHz Final Results

Tier Number	Service Area	Block C1
		10 MHz
4-170	Yukon	Industry Canada
4-171	Nunavut	Industry Canada
4-172	Northwest Territories	Industry Canada

Date modified:
2022-03-25

This is **Exhibit "H"** to the affidavit of Mathew McCarthy ,affirmed remotely by Mathew McCarthy stated as being located in the city of Ottawa in the province of Ontario, before me at the city of Gatineau in the province of Quebec, on April 22, 2022, in accordance with O. Reg 431/20, Administering Oath or Declaration Remotely.

Raha Mohammad

Commissioner of Oaths etc.

Raha Araz Mohammad
Commissioner of Oaths etc.
Province of Ontario
LSO P15816.

Government of Canada Gouvernement du Canada

Auction of Residual Spectrum Licences in the 700 MHz, 2500 MHz, 2300 MHz and PCS-G Bands – Final Results

Updated: June 29, 2018

Final Licence Winners

Licence Winners	# of Licences Won	Price	Total Population Covered
Cogeco Connexion Inc.	23	$24,306,308	5,414,935
Écotel Inc.	8	$1,244,894	1,050,730
Freedom Mobile Inc.	11	$8,642,040	2,536,175
Iris Technologies Inc.	1	$100,607	35,928
TELUS Communications Inc.	2	$907,000	1,524,045
Xplornet Communications Inc.	16	$8,235,473	7,497,583

700 MHz Final Results

Tier Number	Service Area	Block C1 10 MHz	Price

4-170	Yukon	Iris	$100,607
4-171	Nunavut	Écotel	$60,750
4-172	Northwest Territories	Écotel	$76,750

2500 MHz Final Results

Tier Number	Service Area	Block	MHz	Licence Winners	Price
3-020	Kingston	A	20 MHz	Cogeco	
3-050	Kootenays	A	20 MHz	Freedom	
3-054	Nanaimo	A	20 MHz	Freedom	
3-055	Courtenay	A	20 MHz	Freedom	
3-056	Thompson/Cariboo	A	20 MHz	Freedom	
3-057	Prince George	A	20 MHz	Freedom	
3-058	Dawson Creek	A	20 MHz	Freedom	
3-027	Guelph/Kitchener	G	20 MHz	Cogeco	
3-029	Niagara-St. Catharines	G	20 MHz	Cogeco	

3-030	London/Woodstock/ St. Thomas	G	20 MHz	Cogeco	
3-051	Okanagan/Columbia	G	20 MHz	ISED	
3-053	Victoria	G	20 MHz	Cogeco	
3-001	Newfoundland and Labrador	H	10 MHz	Xplornet	
3-002	Prince Edward Island	H	10 MHz	Xplornet	
3-003	Mainland Nova Scotia	H	10 MHz	Xplornet	
3-004	Cape Breton	H	10 MHz	Xplornet	
3-005	Southern New Brunswick	H	10 MHz	Xplornet	
3-006	Western New Brunswick	H	10 MHz	Xplornet	
3-007	Eastern New Brunswick	H	10 MHz	Xplornet	
3-010	Chicoutimi-Jonquière	H	10 MHz	Cogeco	
3-011	Eastern Townships	H	10 MHz	Cogeco	
3-014	Upper Outaouais	H	10 MHz	Cogeco	
3-016	Pembroke	H	10 MHz	Cogeco	

3-017	Abitibi	H	10 MHz	Écotel	
3-018	Cornwall	H	10 MHz	Cogeco	
3-019	Brockville	H	10 MHz	Cogeco	
3-020	Kingston	H	10 MHz	Cogeco	
3-021	Belleville	H	10 MHz	Cogeco	
3-022	Cobourg	H	10 MHz	Cogeco	
3-023	Peterborough	H	10 MHz	Cogeco	
3-024	Huntsville	H	10 MHz	Cogeco	
3-028	Listowel/Goderich/Stratford	H	10 MHz	Cogeco	
3-031	Chatham	H	10 MHz	Cogeco	
3-032	Windsor/Leamington	H	10 MHz	Cogeco	
3-033	Strathroy	H	10 MHz	Cogeco	
3-034	North Bay	H	10 MHz	Cogeco	
3-035	Sault Ste. Marie	H	10 MHz	ISED	

3-036	Sudbury	H	10 MHz	Écotel	
3-037	Kirkland Lake	H	10 MHz	Écotel	
3-038	Thunder Bay	H	10 MHz	Écotel	
3-044	Edmonton-Makaoo, AB ** (3-44-007)	H	10 MHz	Xplornet	
3-045	Medicine Hat /Brooks	H	10 MHz	Xplornet	
3-046	Lethbridge	H	10 MHz	Xplornet	
3-047	Calgary	H	10 MHz	Xplornet	
3-048	Red Deer	H	10 MHz	Xplornet	
3-049	Grande Prairie	H	10 MHz	Xplornet	
3-050	Kootenays	H	10 MHz	Freedom	
3-054	Nanaimo	H	10 MHz	Freedom	
3-055	Courtenay	H	10 MHz	Freedom	
3-056	Thompson/Cariboo	H	10 MHz	Freedom	
3-057	Prince George	H	10 MHz	Écotel	

3-058	Dawson Creek	H	10 MHz	Écotel	
4-170	Yukon	H	10 MHz	ISED	
3-044	Edmonton	I1/I2	25 MHz*	Freedom	
4-170	Yukon	I1/I2	25 MHz*	ISED	
4-171	Nunavut	I1/I2	25 MHz*	ISED	
4-172	Northwest Territories	I1/I2	25 MHz*	ISED	
3-039	Winnipeg	I2	15 MHz*	ISED	
3-040	Brandon	I2	15 MHz*	ISED	
3-041	Regina	I2	15 MHz*	Xplornet	
3-042	Moose Jaw	I2	15 MHz*	Xplornet	
3-043	Saskatoon	I2	15 MHz*	Xplornet	
Total Price* **					$41,246,215

* Includes restricted band.

** 3-044-007 is a combination of Tier 3-044 and the Alberta portion of Tier 3-043.

*** Prices for individual licences are not provided due to the combinatorial auction format.

2300 MHz Final Results

Tier Number	Service Area	Block A 30 MHz	Price
4-065	Port-Cartier/Sept-Îles	Cogeco	$423,000
4-092	Sarnia * (4-092-002)	Cogeco	$622,000
4-119	Estevan	ISED	
4-171	Nunavut	ISED	
* 4-092-002 is a subdivision of Tier 4-092 and includes Sarnia, Forest and the immediate vicinity.			

PCS-G Final Results

Tier Number	Service Area	Block G 10 MHz	Price
2-003	New Brunswick	TELUS	$455,000
2-009	Northern Ontario	TELUS	$452,000

Date modified:
2022-03-25

This is **Exhibit "I"** to the affidavit of Mathew McCarthy, affirmed remotely by Mathew McCarthy stated as being located in the city of Ottawa in the province of Ontario, before me at the city of Gatineau in the province of Quebec, on April 22, 2022, in accordance with O. Reg 431/20, Administering Oath or Declaration Remotely.

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Commissioner of Oaths etc.

Raha Araz Mohammad
Commissioner of Oaths etc.
Province of Ontario
LSO P15816.

Government of Canada Gouvernement du Canada

AWS-3 — Final Results

Posted on Industry Canada website: March 6, 2015

(Updated April 30, 2015)

Licence Winners

Licence Winners	# of Licences Won	Price	Total Population Covered
Bell Mobility Inc.	13	$ 499,868,630	13,489,790
Bragg Communications Incorporated	4	$ 9,957,299	3,101,203
TELUS Communications Company	15	$ 1,511,121,133	30,076,890
Vidéotron s.e.n.c.	4	$ 31,800,359	9,889,843
WIND Mobile Corp.	3	$ 56,400,000	18,140,872

Final Results

Service Area	Set-Aside Block	Open Blocks	
	GHI Tier 2 30MHz	J1 Tier 2 10MHz	J2 Tier 2 10MHz

Newfoundland & Labrador	Bragg	Bell	Bell
Nova Scotia & Prince Edward Island	Bragg	Bell	Bell
New Brunswick	Bragg	Bell	Bell
Eastern Quebec	Vidéotron	TELUS	TELUS
Southern Quebec	Vidéotron	TELUS	TELUS
Eastern Ontario & Outaouais	Vidéotron	TELUS	TELUS
Northern Quebec	Vidéotron	Bell	Bell
Southern Ontario	Wind	Bell	TELUS
Northern Ontario	Bragg	Bell	Bell
Manitoba	Industry Canada	TELUS	TELUS
Saskatchewan	Industry Canada	TELUS	TELUS
Alberta	Wind	TELUS	TELUS
British Columbia	Wind	TELUS	TELUS
Yukon, Northwest Territories & Nunavut	Industry Canada	Bell	Bell

Date modified:

2022-03-25

This is **Exhibit "J"** to the affidavit of Mathew McCarthy, affirmed remotely by Mathew McCarthy stated as being located in the city of Ottawa in the province of Ontario, before me at the city of Gatineau in the province of Quebec, on April 22, 2022, in accordance with O. Reg 431/20, Administering Oath or Declaration Remotely.

Raha Mohammad

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Commissioner of Oaths etc.

Raha Araz Mohammad
Commissioner of Oaths etc.
Province of Ontario
LSO P15816.

Government of Canada Gouvernement du Canada

2500 MHz Auction — Final Results

Posted on Industry Canada website: May 12, 2015

(Updated June 25, 2015)

Licence Winners

Licence Winners	Number of Licences Won	Price	Total Population Covered
Bell Mobility Inc.	51	$28,985,000	11,941,378
Bragg Communications Incorporated	11	$4,821,000	2,931,084
Corridor Communications Inc.	13	$2,299,000	2,099,387
MTS Inc.	2	$2,242,000	1,206,968
Rogers Communications Partnership	41	$24,086,270	11,637,606
TBayTel	2	$1,731,000	356,118
TELUS Communications Company	122	$478,819,000	33,475,644
Vidéotron s.e.n.c.	18	$186,952,000	21,283,063
Xplornet Communications Inc.	42	$25,435,731	11,042,945

2500 MHz

			Paired blocks (20 MHz)			
Tier	**Tier Name**	**Reg**	**A/A'**	**B/B'**	**C/C'**	**D/D'**
3-001	Newfoundland & Labrador	A	Bell	Rogers	**Rogers**	**TELUS**
3-002	Prince Edward Island	A	Bell	Rogers	**Rogers**	**TELUS**
3-003	Mainland Nova Scotia	A	Bell	Rogers	**Rogers**	**TELUS**
3-004	Cape Breton	A	Bell	Rogers	**Rogers**	**TELUS**
3-005	Southern New Brunswick	A	Bell	Rogers	**Rogers**	**TELUS**
3-006	Western New Brunswick	A	Bell	Rogers	**Rogers**	**TELUS**
3-007	Eastern New Brunswick	A	Bell	Rogers	**Rogers**	**TELUS**
3-008	Bas du fleuve/Gaspésie	B	Bell	Bell	Rogers	Rogers
3-009	Québec	B	Bell	Bell	Rogers	Rogers
3-010	Chicoutimi-Jonquière	A	Bell	Rogers	**Vidéotron**	**Vidéotron**
3-011	Eastern Townships	A	Bell	Rogers	**Vidéotron**	**Vidéotron**
3-012	Trois-Rivières	B	Bell	Bell	Rogers	Rogers

3-013	Montréal	B	Bell	Bell	Rogers	Rogers
3-014	Upper Outaouais	A	Bell	Rogers	**Vidéotron**	**Vidéotron**
3-015	Ottawa/Outaouais	B	Bell	Bell	Rogers	Rogers
3-016	Pembroke	A	Bell	Rogers	**Rogers**	**TELUS**
3-017	Abitibi	A	Bell	Rogers	**Vidéotron**	**Vidéotron**
3-018	Cornwall	A	Bell	Rogers	**Rogers**	**TELUS**
3-019	Brockville	A	Bell	Rogers	**Rogers**	**TELUS**
3-020	Kingston	A	Bell	Rogers	**Rogers**	**TELUS**
3-021	Belleville	A	Bell	Rogers	**Rogers**	**TELUS**
3-022	Cobourg	A	Bell	Rogers	**Rogers**	**TELUS**
3-023	Peterborough	A	Bell	Rogers	**Rogers**	**TELUS**
3-024	Huntsville	A	Bell	Rogers	**Rogers**	**TELUS**
3-025	Toronto	B	Bell	Bell	Rogers	Rogers
3-026	Barrie	B	Bell	Bell	Rogers	Rogers

3-027	Guelph/Kitchener	B	Bell	Bell	Rogers	Rogers
3-028	Listowel/Goderich/Stratford	A	Bell	Rogers	**Rogers**	**TELUS**
3-029	Niagara-St. Catharines	B	Bell	Bell	Rogers	Rogers
3-030	London/Woodstock/St. Thomas	B	Bell	Bell	Rogers	Rogers
3-031	Chatham	A	Bell	Rogers	**Rogers**	**TELUS**
3-032	Windsor/Leamington	A	Bell	Rogers	**Rogers**	**TELUS**
3-033	Strathroy	A	Bell	Rogers	**Rogers**	**TELUS**
3-034	North Bay	A	Bell	Rogers	**Rogers**	**TELUS**
3-035	Sault Ste. Marie	A	Bell	Rogers	**Rogers**	**TELUS**
3-036	Sudbury	A	Bell	Rogers	**Rogers**	**TELUS**
3-037	Kirkland Lake	A	Bell	Rogers	**Rogers**	**TELUS**
3-038	Thunder Bay	A	Bell	Rogers	**Rogers**	**TELUS**
3-039	Winnipeg	C	**MTS**	**Bell**	Bell	Rogers
3-040	Brandon	C	**MTS**	**Bell**	Bell	Rogers

3-041	Regina	B	Sasktel	Sasktel	Bell	Rogers
3-042	Moose Jaw	B	Sasktel	Sasktel	Bell	Rogers
3-043	Saskatoon	B	Sasktel	Sasktel	Bell	Rogers
3-044	Edmonton	A	Bell	Rogers	**Rogers**	**TELUS**
3-045	Medicine Hat/Brooks	A	Bell	Rogers	**Rogers**	**TELUS**
3-046	Lethbridge	A	Bell	Rogers	**Rogers**	**TELUS**
3-047	Calgary	A	Bell	Rogers	**Rogers**	**TELUS**
3-048	Red Deer	A	Bell	Rogers	**Rogers**	**TELUS**
3-049	Grande Prairie	A	Bell	Rogers	**Rogers**	**TELUS**
3-050	Kootenays	A	Bell	Rogers	**Rogers**	**TELUS**
3-051	Okanagan/Columbia	B	Bell	Bell	Rogers	Rogers
3-052	Vancouver	B	Bell	Bell	Rogers	Rogers
3-053	Victoria	B	Bell	Bell	Rogers	Rogers
3-054	Nanaimo	A	Bell	Rogers	**Rogers**	**TELUS**

3-055	Courtenay	A	Bell	Rogers	**Rogers**	**TELUS**
3-056	Thompson/Cariboo	A	Bell	Rogers	**Rogers**	**TELUS**
3-057	Prince George	A	Bell	Rogers	**Rogers**	**TELUS**
3-058	Dawson Creek	A	Bell	Rogers	**Rogers**	**TELUS**
4-170	Yukon	A	Bell	Rogers	**Bell**	**Bell**
4-171	Nunavut	A	SSI Micro	SSI Micro	**Bell**	**Bell**
4-172	Northwest Territories	A	SSI Micro	SSI Micro	**Bell**	**Bell**

Note: The white background represents spectrum licences held prior to the auction.

Date modified:
2022-03-25

This is **Exhibit "K"** to the affidavit of Mathew McCarthy, affirmed remotely by Mathew McCarthy stated as being located in the city of Ottawa in the province of Ontario, before me at the city of Gatineau in the province of Quebec, on April 22, 2022, in accordance with O. Reg 431/20, Administering Oath or Declaration Remotely.

Raha Mohammad

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Commissioner of Oaths etc.

Raha Araz Mohammad
Commissioner of Oaths etc.
Province of Ontario
LSO P15816.

Auction of Spectrum Licences for Broadband Radio Service (BRS) — 2500 MHz Band

Auction Results

- Bidding Information

  February 11, 2016

- Final Results

  May 12, 2015 (updated June 25, 2015)

- Backgrounder — Provisional Winners in the 2500 MHz Wireless Spectrum Auction

  May 12, 2015

Auction Summary

Start Date	April 14, 2015
Completed Date	May 5, 2015
Licences	300 Tier 3 licences 18 Tier 4

Spectrum	Block A / A' — 20 MHz Block B / B' — 20 MHz Block C / C' — 20 MHz Block D / D' — 20 MHz Block E / E' — 20 MHz Block F / F' — 20 MHz Block G / G' — 20 MHz Block H — 25 MHz Block I — 25 MHz
Applicants	11
Number of Rounds	50
Licences won	302
Final Price	$755,371,001

Applicants

- Applicants and Status of Applications

  February 2, 2015 (updated February 13, 2015)

Policy and Licensing

- Licensing Framework for Broadband Radio Service (BRS) — 2500 MHz Band

  January 10, 2014 (updated April 1, 2015)

  - Table of Key Dates

    January 10, 2014

  - Responses to Clarification Questions

    August 18, 2014

  - 2500 MHz Spectrum Holdings Table

    January 22, 2015

- Consultation on a Licensing Framework for Broadband Radio Service (BRS) — 2500 MHz Band

  October 2013

  - Notice Regarding Spectrum Licences in the 2500 MHz Band

    December 4, 2013

- Policy and Technical Framework: Mobile Broadband Services (MBS) — 700 MHz Band — Broadband Radio Service (BRS) — 2500 MHz Band

  March 2012

- Decisions on a Band Plan for Broadband Radio Service (BRS) and Consultation on a Policy and Technical Framework to License Spectrum in the Band 2500-2690 MHz

  February 10, 2011

Band Plans

- Other Band Plans

Background Information

- Service Areas for Competitive Licensing
- Broadband Radio Service (2500-2690 MHz)

Date modified:
2022-03-25

This is **Exhibit "L"** to the affidavit of Mathew McCarthy, affirmed remotely by Mathew McCarthy stated as being located in the city of Ottawa in the province of Ontario, before me at the city of Gatineau in the province of Quebec, on April 22, 2022, in accordance with O. Reg 431/20, Administering Oath or Declaration Remotely.

Raha Mohammad

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Commissioner of Oaths etc.

Raha Araz Mohammad
Commissioner of Oaths etc.
Province of Ontario
LSO P15816.

600 MHz Auction — Final Results

600 MHz Licence Winners

Licence Winners	# of Licences Won	Final Price ($)	Total Population Covered
Bragg	4	13,046,000	1,812,066
Freedom	11	491,977,000	21,764,443
Iris	7	2,556,000	633,747
Rogers	52	1,725,006,000	35,150,715
SaskTel	3	12,168,000	1,094,705
TBayTel	1	2,802,000	778,449
TELUS	12	931,238,000	19,844,765
Vidéotron	10	255,780,000	10,225,169
Xplornet	4	35,755,000	3,610,258

600 MHz Auction Results

Service Area #	Service Area Name	A 10 MHz	B 10 MHz	C 10 MHz	D 10 MHz	E 10 MHz

Service Area #	Service Area Name	A 10 MHz	B 10 MHz	C 10 MHz	D 10 MHz	E 10 MHz
2-001	**Newfoundland and Labrador**	Rogers	Rogers	Rogers	Rogers	Xplornet
2-002	**Nova Scotia and PEI**	Rogers	Rogers	Rogers	Rogers	Xplornet
2-003	**New Brunswick**	Rogers	Rogers	Rogers	Rogers	Xplornet
2-004	**Eastern Quebec**	Rogers	Rogers	Vidéotron	Vidéotron	Vidéotron
2-005	**Southern Quebec**	Rogers	Rogers	Vidéotron	Vidéotron	Vidéotron
2-006	**Eastern Ontario and Outaouais**	Rogers	Rogers	TELUS	TELUS	Vidéotron
2-007	**Northern Quebec**	Rogers	Rogers	Rogers	Rogers	Vidéotron
2-008	**Southern Ontario**	Rogers	Rogers	Rogers	Rogers	Freedom
2-009	**Northern Ontario**	Rogers	Rogers	Rogers	Rogers	ISED
2-010	**Manitoba**	Rogers	Rogers	Rogers	Rogers	Xplornet
2-011	**Saskatchewan**	Rogers	Rogers	TELUS	TELUS	SaskTel
2-012	**Alberta**	Rogers	Rogers	TELUS	TELUS	Freedom
2-013	**British Columbia**	Rogers	Rogers	TELUS	TELUS	Freedom
4-170	**Yukon**	Rogers	Rogers	Rogers	Rogers	Iris
4-171	**Nunavut**	Rogers	Rogers	Rogers	Rogers	Iris

Service Area #	Service Area Name	A 10 MHz	B 10 MHz	C 10 MHz	D 10 MHz	E 10 MHz
4-172	**Northwest Territories**	Rogers	Rogers	Rogers	Rogers	Iris

Bragg

Service Area #	Service Area Name	Block	Type	Population
2-002	Nova Scotia and PEI	F	Set-aside	1,066,470
2-002	Nova Scotia and PEI	G	Set-aside	1,066,470
2-003	New Brunswick	F	Set-aside	745,596
2-003	New Brunswick	G	Set-aside	745,596

Freedom

Service Area #	Service Area Name	Block	Type	Population
2-006	Eastern Ontario and Outaouais	F	Set-aside	2,435,880
2-006	Eastern Ontario and Outaouais	G	Set-aside	2,435,880
2-008	Southern Ontario	E	Set-aside	10,609,746
2-008	Southern Ontario	F	Set-aside	10,609,746
2-008	Southern Ontario	G	Set-aside	10,609,746
2-012	Alberta	E	Set-aside	4,070,844

Service Area #	Service Area Name	Block	Type	Population
2-012	Alberta	F	Set-aside	4,070,844
2-012	Alberta	G	Set-aside	4,070,844
2-013	British Columbia	E	Set-aside	4,647,973
2-013	British Columbia	F	Set-aside	4,647,973
2-013	British Columbia	G	Set-aside	4,647,973

Iris

Service Area #	Service Area Name	Block	Type	Population
2-001	Newfoundland and Labrador	F	Set-aside	520,176
4-170	Yukon	E	Set-aside	35,928
4-170	Yukon	F	Set-aside	35,928
4-171	Nunavut	E	Set-aside	35,975
4-171	Nunavut	F	Set-aside	35,975
4-172	Northwest Territories	E	Set-aside	41,668
4-172	Northwest Territories	F	Set-aside	41,668

Rogers

Service Area #	Service Area Name	Block	Type	Population
2-001	Newfoundland and Labrador	A	Open	520,176
2-001	Newfoundland and Labrador	B	Open	520,176

Service Area #	Service Area Name	Block	Type	Population
2-001	Newfoundland and Labrador	C	Open	520,176
2-001	Newfoundland and Labrador	D	Open	520,176
2-002	Nova Scotia and PEI	A	Open	1,066,470
2-002	Nova Scotia and PEI	B	Open	1,066,470
2-002	Nova Scotia and PEI	C	Open	1,066,470
2-002	Nova Scotia and PEI	D	Open	1,066,470
2-003	New Brunswick	A	Open	745,596
2-003	New Brunswick	B	Open	745,596
2-003	New Brunswick	C	Open	745,596
2-003	New Brunswick	D	Open	745,596
2-004	Eastern Quebec	A	Open	1,699,378
2-004	Eastern Quebec	B	Open	1,699,378
2-005	Southern Quebec	A	Open	5,895,985
2-005	Southern Quebec	B	Open	5,895,985
2-006	Eastern Ontario and Outaouais	A	Open	2,435,880
2-006	Eastern Ontario and Outaouais	B	Open	2,435,880
2-007	Northern Quebec	A	Open	193,926
2-007	Northern Quebec	B	Open	193,926
2-007	Northern Quebec	C	Open	193,926
2-007	Northern Quebec	D	Open	193,926
2-008	Southern Ontario	A	Open	10,609,746
2-008	Southern Ontario	B	Open	10,609,746

Service Area #	Service Area Name	Block	Type	Population
2-008	Southern Ontario	C	Open	10,609,746
2-008	Southern Ontario	D	Open	10,609,746
2-009	Northern Ontario	A	Open	778,449
2-009	Northern Ontario	B	Open	778,449
2-009	Northern Ontario	C	Open	778,449
2-009	Northern Ontario	D	Open	778,449
2-010	Manitoba	A	Open	1,278,016
2-010	Manitoba	B	Open	1,278,016
2-010	Manitoba	C	Open	1,278,016
2-010	Manitoba	D	Open	1,278,016
2-011	Saskatchewan	A	Open	1,094,705
2-011	Saskatchewan	B	Open	1,094,705
2-012	Alberta	A	Open	4,070,844
2-012	Alberta	B	Open	4,070,844
2-013	British Columbia	A	Open	4,647,973
2-013	British Columbia	B	Open	4,647,973
4-170	Yukon	A	Open	35,928
4-170	Yukon	B	Open	35,928
4-170	Yukon	C	Open	35,928
4-170	Yukon	D	Open	35,928
4-171	Nunavut	A	Open	35,975
4-171	Nunavut	B	Open	35,975

Service Area #	Service Area Name	Block	Type	Population
4-171	Nunavut	C	Open	35,975
4-171	Nunavut	D	Open	35,975
4-172	Northwest Territories	A	Open	41,668
4-172	Northwest Territories	B	Open	41,668
4-172	Northwest Territories	C	Open	41,668
4-172	Northwest Territories	D	Open	41,668

SaskTel

Service Area #	Service Area Name	Block	Type	Population
2-011	Saskatchewan	E	Set-aside	1,094,705
2-011	Saskatchewan	F	Set-aside	1,094,705
2-011	Saskatchewan	G	Set-aside	1,094,705

TBayTel

Service Area #	Service Area Name	Block	Type	Population
2-009	Northern Ontario	F	Set-aside	778,449

TELUS

Service Area #	Service Area Name	Block	Type	Population

Service Area #	Service Area Name	Block	Type	Population
2-004	Eastern Quebec	F	Open	1,699,378
2-004	Eastern Quebec	G	Open	1,699,378
2-005	Southern Quebec	F	Open	5,895,985
2-005	Southern Quebec	G	Open	5,895,985
2-006	Eastern Ontario and Outaouais	C	Open	2,435,880
2-006	Eastern Ontario and Outaouais	D	Open	2,435,880
2-011	Saskatchewan	C	Open	1,094,705
2-011	Saskatchewan	D	Open	1,094,705
2-012	Alberta	C	Open	4,070,844
2-012	Alberta	D	Open	4,070,844
2-013	British Columbia	C	Open	4,647,973
2-013	British Columbia	D	Open	4,647,973

Vidéotron

Service Area #	Service Area Name	Block	Type	Population
2-004	Eastern Quebec	C	Set-aside	1,699,378
2-004	Eastern Quebec	D	Set-aside	1,699,378
2-004	Eastern Quebec	E	Set-aside	1,699,378
2-005	Southern Quebec	C	Set-aside	5,895,985
2-005	Southern Quebec	D	Set-aside	5,895,985

Service Area #	Service Area Name	Block	Type	Population
2-005	Southern Quebec	E	Set-aside	5,895,985
2-006	Eastern Ontario and Outaouais	E	Set-aside	2,435,880
2-007	Northern Quebec	E	Set-aside	193,926
2-007	Northern Quebec	F	Set-aside	193,926
2-007	Northern Quebec	G	Set-aside	193,926

Xplornet

Service Area #	Service Area Name	Block	Type	Population
2-001	Newfoundland and Labrador	E	Set-aside	520,176
2-002	Nova Scotia and PEI	E	Set-aside	1,066,470
2-003	New Brunswick	E	Set-aside	745,596
2-010	Manitoba	E	Set-aside	1,278,016

Date modified:
2022-03-25

This is **Exhibit "M"** to the affidavit of Mathew McCarthy, affirmed remotely by Mathew McCarthy stated as being located in the city of Ottawa in the province of Ontario, before me at the city of Gatineau in the province of Quebec, on April 22,2022, in accordance with O. Reg 431/20, Administering Oath or Declaration Remotely.

Raha Mohammad
____

Commissioner of Oaths etc.

Raha Araz Mohammad
Commissioner of Oaths etc.
Province of Ontario
LSO P15816.

Government of Canada / Gouvernement du Canada

3500 MHz Auction — Final Results

July 29, 2021

Updated December 20, 2021

Downloadable data

Filter items

Showing 1 to 10 of 21 entries

Show 10 **entries**

3500 MHz Licensees

Licensee	Abbreviation	# of Licences Won	# of Transitioned Licences	Clock Price ($)	Assignn Pric
Bell Mobility Inc.	BEL	271	490	2,049,815,820	24,272
Bragg Communications Inc.	BR	50	0	27,918,000	
Broadpoint	BP	0	16	0	
Cogeco Connexion Inc.	COG	38	80	291,236,100	3,855
Comcentric Networking Inc.	COM	0	15	0	
ECOTEL inc	ECO	2	0	692,000	

Licensee	Abbreviation	# of Licences Won	# of Transitioned Licences	Clock Price ($)	Assignn Pric
Innovation, Science and Economic Development Canada / Innovation, Science et Développement économique Canada	**IC**	9	0	0	
Iristel Inc.	**IR**	8	0	483,000	
Rogers Communications Canada Inc.	**RO**	325	509	3,316,732,814	8,867
SSI Micro	**SSI**	0	5	0	

1 2 3 Next

Filter items

Showing 1 to 10 of 172 entries

Show 10 **entries**

3500 MHz Auction Result

Service Area #	Service Area Name	A	B	C	D	E	F	G	H	J

Service Area #	Service Area Name	A	B	C	D	E	F	G	H	J
4-001	St. John's	BELU	BELU	BELU	BELU	BELUT	BELUT	BELUT	XPU-SA	XPU-SA
4-002	Placentia	BELU	BELU	BELU	BELU	BELUT	BELUT	BELUT	**ROU**	**ROU**
4-003	Gander/Grand Falls/Windsor	BELU	BELU	BELU	BELU	BELUT	BELUT	BELUT	**ROU**	**ROU**
4-004	Corner Brook/Stephenville	BELU	BELU	BELU	BELU	BELUT	BELUT	BELUT	**ROU**	**ROU**
4-005	Labrador	BELU	BELU	BELU	BELU	BELUT	BELUT	BELUT	XPU-SA	XPUT
4-006	Charlottetown	BELU	BELU	BELU	BELU	BELUT	BELUT	BELUT	BRU-SA	BRU-SA
4-007	Summerside	BELU	BELU	BELU	BELU	BELUT	BELUT	BELUT	BRU-SA	BRU-SA
4-008	Yarmouth	BELU	BELU	BELU	BELU	BELUT	BELUT	BELUT	BRU-SA	BRU-SA
4-009	Bridgewater/Kentville	BELU	BELU	BELUT	BELUT	BELUT	BRU-SA	BRU-SA	BRU-SA	**ROU**

Service Area #	Service Area Name	A	B	C	D	E	F	G	H	J
4-010	Halifax	BEL U	BEL U	BEL U	BEL U	BEL U	BEL U	BEL UT	BEL UT	BEL UT

1 2 3 4 5 18 Next

* Please note that frequency blocks in the table above are identified as follows:

- U: Unencumbered Auctioned - Open
- U-SA: Unencumbered Auctioned - Set-Aside
- UT: Unencumbered Transitioned
- E(N): Encumbered (Level N) Auctioned - Open
- E(N)-SA: Encumbered (Level N) Auctioned - Set-Aside
- E(N)T: Encumbered (Level N) Transitioned

Information regarding specific encumbrances is available in Annex A of the Policy and Licensing Framework for Spectrum in the 3500 MHz Band.

Filter items Showing 1 to 10 of 286 entries

Show 10 **entries**

Bell Mobility Inc.

Product Number	Type	Service Area Name	Number of Blocks	Population	Blocks
4-001-0	Open	St. John's	4	255,012	ABCD

Product Number	Type	Service Area Name	Number of Blocks	Population	Blocks
4-001-0	Transitioned	St. John's	3	255,012	EFG
4-002-0	Open	Placentia	4	15,304	ABCD
4-002-0	Transitioned	Placentia	3	15,304	EFG
4-003-0	Open	Gander/Grand Falls/Windsor	4	144,229	ABCD
4-003-0	Transitioned	Gander/Grand Falls/Windsor	3	144,229	EFG
4-004-0	Open	Corner Brook/Stephenville	4	77,974	ABCD
4-004-0	Transitioned	Corner Brook/Stephenville	3	77,974	EFG
4-005-0	Open	Labrador	4	27,656	ABCD
4-005-0	Transitioned	Labrador	3	27,656	EFG

1 2 3 4 5 29 Next

Filter items

Showing 1 to 10 of 19 entries

Show 10 **entries**

Bragg Communications Inc.

Product Number	Type	Service Area Name	Number of Blocks	Population	Blocks
4-001-0	Set-Aside	St. John's	3	255,012	TUV

Product Number	Type	Service Area Name	Number of Blocks	Population	Blocks
4-005-0	Set-Aside	Labrador	2	27,656	ST
4-006-0	Set-Aside	Charlottetown	3	95,350	HJK
4-007-0	Set-Aside	Summerside	3	47,557	HJK
4-008-0	Set-Aside	Yarmouth	3	55,609	HJK
4-009-0	Set-Aside	Bridgewater/Kentville	3	139,289	FGH
4-010-0	Set-Aside	Halifax	5	435,820	RSTUV
4-011-0	Set-Aside	Truro	3	56,649	FGH
4-012-0	Set-Aside	Amherst	2	33,373	HJ
4-013-0	Set-Aside	Antigonish/New Glasgow	3	71,445	FGH

1 2 Next

Filter items Showing 1 to 5 of 5 entries**Show** 10 **entries**

Broadpoint

Product Number	Type	Service Area Name	Number of Blocks	Population	Blocks

Product Number	Type	Service Area Name	Number of Blocks	Population	Blocks
4-036-0	Transitioned	La Tuque	2	16,219	MN
4-054-0	Transitioned	Mont-Laurier/Maniwaki	5	48,488	RSTUV
4-060-0	Transitioned	La Sarre	2	19,349	EF
4-066-0	Transitioned	Chibougamau	2	45,730	EF
4-118-0	Transitioned	Thompson	5	50,665	ABCDE

Filter items

Showing 1 to 10 of 36 entries

Show 10 **entries**

Cogeco Connexion Inc.

Product Number	Type	Service Area Name	Number of Blocks	Population	Blocks
4-023-0	Transitioned	Matane	5	112,039	LMNPQ
4-031-0	Transitioned	Sainte-Marie	5	53,258	PQRST
4-032-0	Transitioned	Saint-Georges	5	71,425	PQRST
4-037-0	Set-Aside	Trois-Rivières	2	265,152	MN
4-038-0	Transitioned	Louiseville	5	21,708	KLMNP
4-039-0	Transitioned	Asbestos	5	29,744	FGHJK
4-040-0	Transitioned	Victoriaville	5	56,684	FGHJK
4-041-0	Transitioned	Coaticook	5	12,981	FGHJK
4-042-0	Transitioned	Sherbrooke	5	250,227	FGHJK
4-043-0	Transitioned	Windsor	5	16,777	FGHJK

Filter items

Showing 1 to 3 of 3 entries**Show** 10 **entries**

Comcentric Networking Inc.

Product Number	Type	Service Area Name	Number of Blocks	Population	Blocks
4-081-0	Transitioned	Kincardine	5	185,818	RSTUV
4-082-0	Transitioned	Listowel/Goderich	5	84,257	RSTUV
4-088-0	Transitioned	Stratford	5	51,339	RSTUV

Filter items

Showing 1 to 2 of 2 entries**Show** 10 **entries**

ECOTEL inc

Product Number	Type	Service Area Name	Number of Blocks	Population	Blocks
4-005-0	Set-Aside	Labrador	1	27,656	V
4-146-0	Set-Aside	Fort McMurray	1	73,953	G

Filter items

Showing 1 to 3 of 3 entries**Show** 10 **entries**

Innovation, Science and Economic Development Canada / Innovation, Science et Développement économique Canada

Product Number	Type	Service Area Name	Number of Blocks	Population	Blocks
4-170-0	Open	Yukon	3	35,928	GHJ
4-171-0	Open	Nunavut	3	35,975	RST
4-172-0	Open	Northwest Territories	3	41,668	GHJ

Filter items Showing 1 to 5 of 5 entries**Show** 10 **entries**

Iristel Inc.

Product Number	Type	Service Area Name	Number of Blocks	Population	Blocks
4-004-0	Set-Aside	Corner Brook/Stephenville	1	77,974	P
4-005-0	Set-Aside	Labrador	1	27,656	U
4-170-0	Set-Aside	Yukon	2	35,928	UV
4-171-0	Set-Aside	Nunavut	2	35,975	UV
4-172-0	Set-Aside	Northwest Territories	2	41,668	UV

Filter items Showing 1 to 10 of 332 entries

Show 10 **entries**

Rogers Communications Canada Inc.

Product Number	Type	Service Area Name	Number of Blocks	Population	Blocks
4-001-0	Open	St. John's	3	255,012	MNP
4-001-0	Transitioned	St. John's	3	255,012	QRS
4-002-0	Open	Placentia	3	15,304	HJK
4-002-0	Transitioned	Placentia	3	15,304	LMN
4-003-0	Open	Gander/Grand Falls/Windsor	3	144,229	HJK
4-003-0	Transitioned	Gander/Grand Falls/Windsor	3	144,229	LMN
4-004-0	Open	Corner Brook/Stephenville	3	77,974	HJK
4-004-0	Transitioned	Corner Brook/Stephenville	3	77,974	LMN
4-005-0	Open	Labrador	3	27,656	LMN
4-005-0	Transitioned	Labrador	3	27,656	PQR

1 2 3 4 5 34 Next

Filter items

Showing 1 to 1 of 1 entries**Show** 10 **entries**

SSI Micro

Product Number	Type	Service Area Name	Number of Blocks	Population	Blocks
4-171-0	Transitioned	Nunavut	5	35,975	LMNPQ

Filter items

Showing 1 to 10 of 18 entries

Show 10 **entries**

Saskatchewan Telecommunications

Product Number	Type	Service Area Name	Number of Blocks	Population	Blocks
4-119-0	Set-Aside	Estevan	5	46,006	ABCDE
4-119-1	Set-Aside	Estevan	1	26,595	F
4-119-2	Set-Aside	Estevan	3	26,595	GHJ
4-119-3	Set-Aside	Estevan	2	26,595	KL
4-120-0	Set-Aside	Weyburn	5	22,877	ABCDE
4-120-1	Set-Aside	Weyburn	1	8,945	F
4-120-2	Set-Aside	Weyburn	3	8,945	GHJ
4-120-3	Set-Aside	Weyburn	2	8,945	KL
4-120-4	Set-Aside	Weyburn	1	3,216	M
4-121-0	Set-Aside	Moose Jaw	5	55,141	ABCDE

1 2 Next

Filter items Showing 1 to 9 of 9 entries**Show** **10** **entries**

Sogetel inc.

Product Number	Type	Service Area Name	Number of Blocks	Population	Blocks
4-033-0	Set-Aside	Lac-Mégantic	3	24,223	FGH
4-034-0	Set-Aside	Thetford Mines	3	42,019	FGH
4-035-0	Set-Aside	Plessisville	3	22,772	FGH
4-036-0	Set-Aside	La Tuque	3	16,219	EFG
4-037-0	Transitioned	Trois-Rivières	5	265,152	DEFGH
4-044-0	Set-Aside	Drummondville	1	112,390	F
4-044-1	Set-Aside	Drummondville	2	107,289	GH
4-048-0	Transitioned	St-Hyacinthe	5	92,092	EFGHJ
4-049-0	Set-Aside	Sorel	3	58,740	GHJ

Filter items Showing 1 to 1 of 1 entries**Show** **10** **entries**

Star Solutions International Inc.

Product Number	Type	Service Area Name	Number of Blocks	Population	Blocks
4-129-1	Open	Lloydminster	2	191	TU

Filter items Showing 1 to 5 of 5 entries**Show** **10** **entries**

TBayTel

Product Number	Type	Service Area Name	Number of Blocks	Population	Blocks
4-104-0	Set-Aside	Kenora/Sioux Lookout	2	64,826	FG
4-104-0	Transitioned	Kenora/Sioux Lookout	5	64,826	HJKLM
4-105-0	Set-Aside	Iron Bridge	2	20,162	JK
4-107-0	Transitioned	Marathon	5	24,923	FGHJK
4-108-0	Transitioned	Thunder Bay	5	121,061	FGHJK

Filter items

Showing 1 to 10 of 79 entries

Show 10 **entries**

TELUS Communications Inc.

Product Number	Type	Service Area Name	Number of Blocks	Population	Blocks
4-023-0	Open	Matane	4	112,039	STUV
4-023-1	Open	Matane	1	65,688	R
4-024-0	Open	Mont-Joli	2	37,788	UV
4-025-0	Open	Rimouski	2	56,619	UV
4-027-0	Open	La Malbaie	2	28,193	UV
4-029-0	Open	Montmagny	2	56,808	UV
4-030-0	Open	Québec	4	904,330	STUV
4-031-0	Open	Sainte-Marie	2	53,258	UV
4-032-0	Open	Saint-Georges	2	71,425	UV

Product Number	Type	Service Area Name	Number of Blocks	Population	Blocks
4-050-1	Open	Joliette	4	159,348	STUV

1 2 3 4 5 8 Next

Filter items Showing 1 to 2 of 2 entries**Show** 10 **entries**

Thomas Communications Ltd.

Product Number	Type	Service Area Name	Number of Blocks	Population	Blocks
4-159-0	Set-Aside	Merritt	2	15,649	GH
4-161-0	Set-Aside	Ashcroft	2	15,070	GH

Filter items Showing 1 to 3 of 3 entries**Show** 10 **entries**

Valley Fiber Ltd.

Product Number	Type	Service Area Name	Number of Blocks	Population	Blocks
4-110-0	Set-Aside	Steinbach	2	64,764	UV
4-112-0	Set-Aside	Lac du Bonnet	2	58,076	UV
4-113-0	Set-Aside	Morden/Winkler	2	51,609	UV

Filter items

Showing 1 to 1 of 1 entries**Show** 10 **entries**

Vianet

Product Number	Type	Service Area Name	Number of Blocks	Population	Blocks
4-109-0	Transitioned	Fort Frances	5	20,095	FGHJK

Filter items

Showing 1 to 10 of 112 entries

Show 10 **entries**

Vidéotron ltée

Product Number	Type	Service Area Name	Number of Blocks	Population	Blocks
4-023-0	Set-Aside	Matane	4	112,039	ABCD
4-024-0	Set-Aside	Mont-Joli	4	37,788	QRST
4-025-0	Set-Aside	Rimouski	4	56,619	QRST
4-026-0	Set-Aside	Rivière-du-Loup	3	82,869	FGH
4-027-0	Set-Aside	La Malbaie	4	28,193	QRST
4-028-0	Set-Aside	Chicoutimi-Jonquière	5	218,377	FGHJK
4-029-0	Set-Aside	Montmagny	4	56,808	QRST

Product Number	Type	Service Area Name	Number of Blocks	Population	Blocks
4-030-0	Set-Aside	Québec	5	904,330	ABCDE
4-031-0	Open	Sainte-Marie	1	53,258	D
4-032-0	Open	Saint-Georges	1	71,425	D

1 2 3 4 5 12 Next

Filter items Showing 1 to 1 of 1 entries**Show** 10 **entries**

Wire IE

Product Number	Type	Service Area Name	Number of Blocks	Population	Blocks
4-099-0	Transitioned	Elliot Lake	2	29,520	GH

Filter items Showing 1 to 10 of 251 entries

Show 10 **entries**

Xplornet Communications Inc.

Product Number	Type	Service Area Name	Number of Blocks	Population	Blocks
4-001-0	Set-Aside	St. John's	2	255,012	HJ
4-001-0	Transitioned	St. John's	2	255,012	KL
4-002-0	Set-Aside	Placentia	5	15,304	PQRST
4-002-0	Transitioned	Placentia	2	15,304	UV

Product Number	Type	Service Area Name	Number of Blocks	Population	Blocks
4-003-0	Set-Aside	Gander/Grand Falls/Windsor	5	144,229	PQRST
4-003-0	Transitioned	Gander/Grand Falls/Windsor	2	144,229	UV
4-004-0	Set-Aside	Corner Brook/Stephenville	4	77,974	QRST
4-004-0	Transitioned	Corner Brook/Stephenville	2	77,974	UV
4-005-0	Set-Aside	Labrador	1	27,656	H
4-005-0	Transitioned	Labrador	2	27,656	JK

1 2 3 4 5 26 Next ➔

Date modified:
2022-03-25

This is **Exhibit "N"** to the affidavit of Mathew McCarthy, affirmed remotely by Mathew McCarthy stated as being located in the city of Ottawa in the province of Ontario, before me at the city of Gatineau in the province of Quebec, on April 22, 2022, in accordance with O. Reg 431/20, Administering Oath or Declaration Remotely.

Commissioner of Oaths etc.

Raha Araz Mohammad
Commissioner of Oaths etc.
Province of Ontario
LSO P15816.

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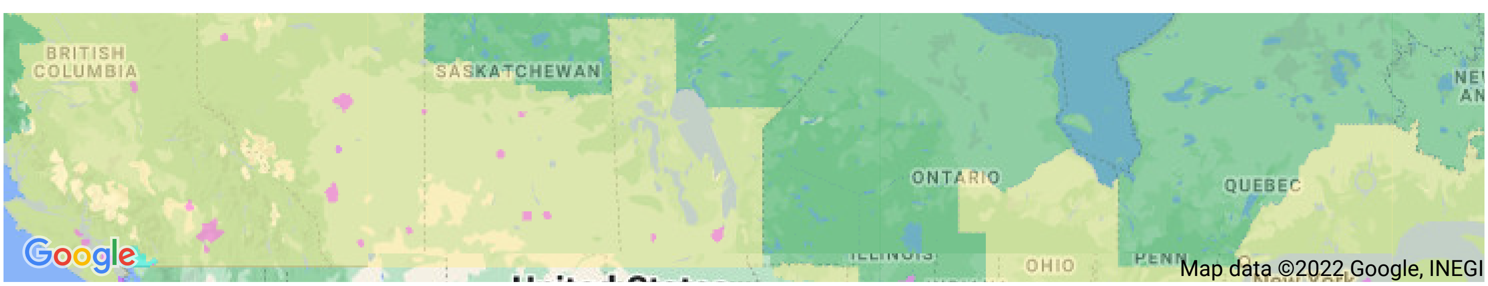
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Showing 1 to 25 of 968 entries

Show 25 entries

Service areas for competitive licensing

Service area	Service area name	Population (2016)	Sub-tiers and Tier 5 categories
1-001	Canada	35150713	2-001, 2-002, 2-003, 2-004, 2-005, 2-006, 2-007, 2-008, 2-009, 2-010, 2-011, 2-012, 2-013, 2-014 (2-017 and 2-018)
2-001	Newfoundland and Labrador | Terre-Neuve-et-Labrador	520176	3-001
2-002	Nova Scotia and Prince Edward Island | Nouvelle-Écosse et L'Île-du-Prince-Édouard	1066470	3-002, 3-003, 3-004
2-003	New Brunswick | Nouveau-Brunswick	745596	3-005, 3-006, 3-007
2-004	Eastern Quebec | Québec-Est	1699378	3-008, 3-009, 3-010
2-005	Southern Quebec | Québec-Sud	5895985	3-011, 3-012, 3-013, 3-014

Service area	Service area name	Population (2016)	Sub-tiers and Tier 5 categories
2-006	Eastern Ontario & Outaouais | Ontario-Est et Outaouais	2435880	3-015, 3-016, 3-018, 3-019, 3-020, 3-021, 3-022, 3-023
2-007	Nothern Quebec | Québec-Nord	193926	3-017
2-008	Southern Ontario | Ontario-Sud	10609746	3-024, 3-025, 3-026, 3-027, 3-028, 3-029, 3-030, 3-031, 3-032, 3-033
2-009	Northern Ontario | Ontario-Nord	778449	3-034, 3-035, 3-036, 3-037, 3-038
2-010	Manitoba	1278016	3-039, 3-040
2-011	Saskatchewan	1094705	3-041, 3-042, 3-043
2-012	Alberta	4070844	3-044, 3-045, 3-046, 3-047, 3-048, 3-049
2-013	British Columbia | Colombie-Britannique	4647973	3-050, 3-051, 3-052, 3-053, 3-054, 3-055, 3-056, 3-057, 3-058

Service area	Service area name	Population (2016)	Sub-tiers and Tier 5 categories
2-014	Yukon, Northwest Territories & Nunavut | Yukon, Territoires du Nord-Ouest et Nunavut	113570	3-059
2-017	Province of Saskatchewan | Province de la Saskatchewan	1094912	N/A | sans objet
2-018	Province of Alberta | Province de l'Alberta	4070637	N/A | sans objet
3-001	Newfoundland and Labrador | Terre-Neuve et Labrador ( )	520176	4-001, 4-002, 4-003, 4-004, 4-005
3-002	Prince Edward Island | Île-du-Prince-Édouard ( )	142907	4-006, 4-007
3-003	Mainland Nova Scotia | Continent de la Nouvelle-Écosse ( )	792184	4-008, 4-009, 4-010, 4-011, 4-012, 4-013
3-004	Cape Breton | Cap-Breton ( )	131379	4-014
3-005	Southern New Brunswick | Nouveau-Brunswick-Sud ( )	167985	4-015, 4-016
3-006	Western New Brunswick | Nouveau-Brunswick-Ouest ( )	216311	4-017, 4-020, 4-021
3-007	Eastern New Brunswick | Nouveau-Brunswick-Est ( )	361300	4-018, 4-019, 4-022

Service area	Service area name	Population (2016)	Sub-tiers and Tier 5 categories
3-008	Bas du fleuve/Gaspésie ( )	289315	4-023, 4-024, 4-025, 4-026

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Notes:

- **Service areas are comprised of ISED grid cells.** ISED grid cells are 1 minute latitude by 1 minute longitude blocks, of which there are almost 8 million (7,976,986) covering the country.
- **Service area boundaries are based on amalgamations of ISED grid cells, defined primarily using Statistics Canada, provincial/territorial, and previous carrier service boundaries.** User-defined licence areas exist in some circumstances based on a single grid cell or amalgamations of grid cells.
- **Current service areas do not cover the entire official Canadian territorial limits.** Some Canadian offshore waters are not covered by service areas and are licensed on a case-by-case basis.
- **Population and dwelling figures may contain portions of people or dwellings – this is normal.** As Statistics Canada census data covering one area is imported into grid cells, this data is divided between the grid cells that cover that same area, resulting in portions of people and dwellings in individual grid cells. Individual grid cell data is then aggregated into totals for each service area.
- **Tier 5 values are to be considered draft** and are subject to change until import to ISED systems is completed.

- **Service areas for spectrum licensing do not extend outside Canada.** Due to the characteristics of grid cell sizes (based on minimum 1-minute latitude by 1-minute longitude), service areas along the border may appear to overlap with the United States, even though they are limited to Canada.
- **If you spot any errors or omissions,** please contact the Spectrum Management Operations Branch.

▸ **Map and table instructions**

▸ **Downloadable files**

▸ **Additional information on service areas**

▸ **Tier relationships**

Date modified:
2020-12-04

This is **Exhibit "O"** to the affidavit of Mathew McCarthy, affirmed remotely by Mathew McCarthy stated as being located in the city of Ottawa in the province of Ontario, before me at the city of Gatineau in the province of Quebec, on April 22, 2022, in accordance with O. Reg 431/20, Administering Oath or Declaration Remotely.

Commissioner of Oaths etc.

Raha Araz Mohammad
Commissioner of Oaths etc.
Province of Ontario
LSO P15816.

Transfer of Spectrum Licences Held by Vidéotron s.e.n.c. to Freedom Mobile Inc.

Transfer decision

Application

1. On June 13, 2017, Innovation, Science and Economic Development Canada (ISED) received an application for the transfer of three spectrum licences in the Mobile Broadband Service (MBS) band and four spectrum licences in the Broadband Radio Service (BRS) band, from Vidéotron s.e.n.c., a Quebecor Media Inc. (Quebecor) affiliate, through a series of Quebecor affiliate companies, [1] to Freedom Mobile Inc. (Freedom Mobile), an affiliate of Shaw Communications Inc. (Shaw). The licences are in Southern Ontario, Alberta and British Columbia and are described in annex A.

2. The application was reviewed under the relevant provisions of Client Procedures Circular CPC-2-1-23, *Licensing Procedure for Spectrum Licences for Terrestrial Services*.

3. Capitalized terms not defined in this decision have the meaning set out in CPC-2-1-23.

Decision

4. The overall transfer of the licences from Vidéotron to Freedom Mobile is **approved**.

Rationale

5. The application was assessed against the policy objectives and criteria set out in section 5.6 of CPC-2-1-23.

6. ISED notes that the requested licence transfers involve spectrum that is currently not being used to provide services and will provide an opportunity to Freedom Mobile to put such spectrum to use for the benefit of Canadians.

7. ISED has determined that the requested licence transfers will not significantly impact the ability of existing or future competitors to provide services given that the transfer will not substantially change the post-transfer concentration of commercial mobile spectrum in the affected licence areas.

Annex A

Licences to be transferred from Vidéotron s.e.n.c. to Freedom Mobile Inc.

Licence	Expiry date	Frequency range (MHz)	Tier	Geographic area	Service	Frequency block
010282987-001	02-Apr-34	746 - 751 / 777 - 782	2-008	Southern Ontario	MBS	Block C1
010283471-001	02-Apr-34	746 - 751 / 777 - 782	2-013	British Columbia	MBS	Block C1
010282989-001	02-Apr-34	746 - 751 / 777 - 782	2-018	Alberta	MBS	Block C1

Licence	Expiry date	Frequency range (MHz)	Tier	Geographic area	Service	Frequency block
010282447-001	23-Jun-35	2540 - 2550 / 2660 - 2670	3-025	Toronto	BRS	Block E
010282973-001	23-Jun-35	2560 - 2570 / 2680 - 2690	3-044	Edmonton	BRS	Block G
010283713-001	23-Jun-35	2560 - 2570 / 2680 - 2690	3-047	Calgary	BRS	Block G
010283991-001	23-Jun-35	2540 - 2550 / 2660 - 2670	3-052	Vancouver	BRS	Block E

Footnotes

1 The application included a series of spectrum licence transfers internal to Quebecor prior to the transfer to Freedom Mobile.

Date modified:
2017-07-10

This is **Exhibit "P"** to the affidavit of Mathew McCarthy, affirmed remotely by Mathew McCarthy stated as being located in the city of Ottawa in the province of Ontario, before me at the city of Gatineau in the province of Quebec, on April 22, 2022, in accordance with O. Reg 431/20, Administering Oath or Declaration Remotely.

____

Commissioner of Oaths etc.

Raha Araz Mohammad
Commissioner of Oaths etc.
Province of Ontario
LSO P15816.

Government of Canada / Gouvernement du Canada

Deemed transfer of spectrum licences held by Corridor Communications Inc. to Xplornet Communications Inc.

Application

1. Innovation, Science and Economic Development Canada (ISED) received an application for the deemed transfer of spectrum licences in the Broadband Radio Services 2500 MHz band and in the Fixed Wireless Access 3500 MHz band in areas across Alberta from Corridor Communications Inc. (CCI) to Xplornet Communications Inc. (Xplornet). The licences are described in the annex.

2. The application was reviewed under the relevant provisions of Client Procedures Circular CPC-2-1-23, *Licensing Procedure for Spectrum Licences for Terrestrial Services*, and in accordance with SLPB-001-19, *Decision on Revisions to the 3500 MHz Band to Accommodate Flexible Use and Preliminary Decisions on Changes to the 3800 MHz Band*.

3. Terms not defined in this decision have the meaning set out in CPC-2-1-23.

Decision

4. The deemed transfer of licences from CCI to Xplornet described above is **approved**.

Rationale

5. The application was assessed against the policy objectives and criteria set out in section 5.6 of CPC-2-1-23.

6. ISED has determined that the requested deemed transfer of licences will not affect the ability of existing or future competitors to provide services in the affected geographic areas.

Annex

Licences to be transferred from Corridor Communications Inc. to Xplornet Communications Inc.

Licence number	Expiry date (YYYY-MM-DD)	Frequency range (MHz)	Tier number and geographic area
010282507-001	2035-06-23	2680-2690 2560-2570	3-045 Medicine Hat/Brooks
010283135-001	2035-06-23	2680-2690 2560-2570	3-046 Lethbridge
010282509-001	2035-06-23	2680-2690 2560-2570	3-048 Red Deer
010287957-005	2021-03-31	3600-3625	4-129-002 Southern portion (Edmonton–Lloydminster)
010287955-005	2021-03-31	3600-3625	4-133-002 Wainwright area (Stettler/Oyen/Wainwright)
010287951-005	2021-03-31	3625-3650	4-140-002 Eastern end (Edmonton–Vegreville)

Date modified:

2020-10-30

This is **Exhibit "Q"** to the affidavit of Mathew McCarthy, affirmed remotely by Mathew McCarthy stated as being located in the city of Ottawa in the province of Ontario, before me at the city of Gatineau in the province of Quebec, on April 22, 2022, in accordance with O. Reg 431/20, Administering Oath or Declaration Remotely.

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Commissioner of Oaths etc.

Raha Araz Mohammad
Commissioner of Oaths etc.
Province of Ontario
LSO P15816.

Transfer of Spectrum Licences Held by Corridor Communications Inc. to Kian Telecom Inc.

Transfer decision

Application

1. On May 8, 2017, Innovation, Science and Economic Development Canada (ISED) received an application for the transfer of ten spectrum licences in the broadband radio service (BRS) band throughout Eastern and Southern Ontario from Corridor Communications Inc. (CCI) to Kian Telecom Inc. (Kian Telecom). The licences are described in annex A.

2. The application was reviewed under the relevant provisions of Client Procedures Circular CPC-2-1-23, *Licensing Procedure for Spectrum Licences for Terrestrial Services*.

3. Terms not defined in this decision have the meaning set out in CPC-2-1-23.

Decision

4. The transfer of the licences from CCI to Kian Telecom is **approved**.

Rationale

5. The application was assessed against the policy objectives and criteria set out in section 5.6 of CPC-2-1-23.

6. ISED notes that the licence transfer will not result in a significant change in spectrum concentration in the licence areas.

7. ISED has determined that the requested licence transfer will not impact the ability of existing or future competitors to provide services given that the transfer will not significantly change the post-transfer concentration of commercial mobile spectrum in the affected licence areas.

Annex A

Licences to be transferred from Corridor Communications Inc. to Kian Telecom Inc.

Licence number	Expiry date	Frequency band (MHz)	Geographic area
010282287-001	June 23, 2035	2560 - 2570 2680 - 2690	3-018 Cornwall
010283129-001	June 23, 2035	2560 - 2570 2680 - 2690	3-019 Brockville
010283131-001	June 23, 2035	2560 - 2570 2680 - 2690	3-021 Belleville
010283617-001	June 23, 2035	2560 - 2570 2680 - 2690	3-022 Cobourg
010283337-001	June 23, 2035	2560 - 2570 2680 - 2690	3-023 Peterborough

Licence number	Expiry date	Frequency band (MHz)	Geographic area
010282671-001	June 23, 2035	2560 - 2570 2680 - 2690	3-024 Huntsville
010283133-001	June 23, 2035	2560 - 2570 2680 - 2690	3-028 Listowel/Goderich/Stratford
010283899-001	June 23, 2035	2560 - 2570 2680 - 2690	3-031 Chatham
010282673-001	June 23, 2035	2560 - 2570 2680 - 2690	3-032 Windsor/Leamington
010282289-001	June 23, 2035	2560 - 2570 2680 - 2690	3-033 Strathroy

Date modified:

2017-06-22

This is **Exhibit "R"** to the affidavit of Mathew McCarthy, affirmed remotely by Mathew McCarthy stated as being located in the city of Ottawa in the province of Ontario, before me at the city of Gatineau in the province of Quebec, on April 22, 2022, in accordance with O. Reg 431/20, Administering Oath or Declaration Remotely.

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Commissioner of Oaths etc.

Raha Araz Mohammad
Commissioner of Oaths etc.
Province of Ontario
LSO P15816.

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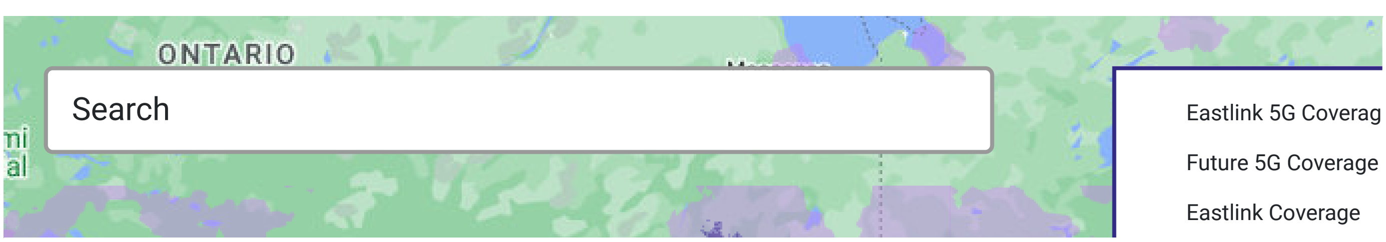

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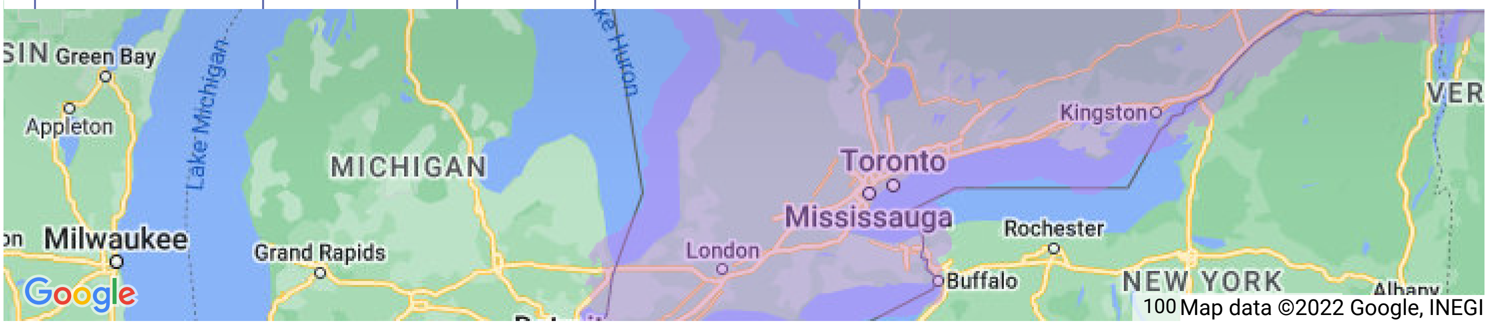

Terms

**Extended coverage represents access to partner networks across the country, including the Bell, Rogers, Telus and Videotron networks.*

The map above is an approximate representation of Eastlink Mobile network coverage. The actual coverage area may vary and is subject to change from time to time. Reception, and access to extended LTE coverage may be affected by various factors, including system availability, signal strength, your device, technical compatibility and environmental conditions.

Usage outside the Eastlink network may not be reflected on your bill until subsequent billing cycles.

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CT-2022-

THE COMPETITION TRIBUNAL

IN THE MATTER OF the *Competition Act*, R.S.C. 1985, c.C-34;

AND IN THE MATTER OF the proposed acquisition by Rogers Communications Inc. of Shaw Communications Inc.; and

AND IN THE MATTER OF an Application by the Commissioner of Competition for an order pursuant to section 92 of the *Competition Act*;

AND IN THE MATTER OF an Application by the Commissioner of Competition for an interim order pursuant to section 104 of the *Competition Act*;

B E T W E E N:

COMMISSIONER OF COMPETITION

Applicant

- and –

ROGERS COMMUNICATIONS INC. AND SHAW COMMUNICATIONS INC.

Respondents

AFFIDAVIT OF DARIAN BAKELAAR
(Affirmed May 7, 2022)

I, DARIAN BAKELAAR, Paralegal at Competition Bureau Legal Services of the Department of Justice, in the City of Gatineau in the Province of Quebec AFFIRM THAT:

1. The Commissioner of Competition entered into an Efficiencies Timing Agreement with the Respondents, effective September 21, 2021 (the "ETA"). A copy of the ETA is attached as **Exhibit A**.

2. Paragraph 1 of the ETA states:

> The Merging Parties shall provide at least 30 days' notice to the Commissioner before closing the Proposed Transaction or any part of the Proposed Transaction, unless the Commissioner has issued a no action

> letter. […] After the Merging Parties have provided such notice, the Commissioner and Competition Bureau shall have no further obligations under this agreement, and apart from observing the notice period before closing the Proposed Transaction, the Merging Parties shall have no further obligations under this agreement.

3. Paragraph 2 of the ETA states:

> The Commissioner shall not file an application under s. 92, s. 100 or s. 104 of the Act in respect of the Proposed Transaction unless the Merging Parties have provided the notice described in paragraph 1 of this agreement or waived compliance with this provision.

4. On February 24, 2022, the Chief Executive Officer of Rogers Communications Inc. ("Rogers"), Anthony Staffieri, wrote to the Commissioner and advised as follows:

> To ensure such time is available, and for other reasons, the Outside Date for the Arrangement Agreement among Rogers and Shaw has extended to June 13". In addition, as you know, the merger cannot close until ISED approval is obtained and the Efficiencies Timing Agreement provides other protections against closing (and which the parties will respect). [Underlining in original.]

5. A copy of Mr. Staffieri's email dated February 24, 2022 is attached as **Exhibit B.**

6. On March 9, 2022 counsel for Rogers wrote to counsel for the Commissioner [redacted] This letter is attached as **Exhibit C.**

7. On March 9, 2022 counsel for the Commissioner wrote to counsel for Rogers. Attached as **Exhibit D** is the Commissioner's letter of March 9, 2022.

8. In a letter dated March 17, 2022, counsel for Rogers repeated that [redacted] This correspondence is attached as **Exhibit E.**

9. In its 2021 Annual Report filed on March 3, 2022, Rogers stated that it "has extended the outside date for closing the Transaction from March 15, 2022 to June

13, 2022 in accordance with the terms of the arrangement agreement".[1] An excerpt of this document is attached as **Exhibit F.**

10. I have reviewed the Arrangement Agreement between Rogers and Shaw Communications Inc. ("Shaw"), and attach an excerpt of the document as **Exhibit G**. The Arrangement Agreement states as follows in paragraph 1.3(a) with respect to the "Outside Date":

> Either the Company or the Purchaser shall have the right to postpone the Outside Date on one or more occasions (by at least 10 days or an integral multiple thereof, as specified by the postponing Party) ***up to a maximum of 90 days*** if one or more of the Key Regulatory Approvals have not been obtained and none of such remaining Key Regulatory Approvals has been denied by a non-appealable decision of a Governmental Entity [emphasis added].

11. "Outside Date" is defined as follows in the defined terms for the Agreement:

> "Outside Date" means March 15, 2022, subject to automatic adjustment in accordance with this Agreement, or such later date as may be agreed in writing by the Parties; provided however that if the Outside Date shall occur on a day that is not a Business Day, the Outside Date shall be deemed to .occur on the next Business Day.

12. June 13, 2022 is 90 days after March 14, 2022.

13. On April 29, 2022, Mr. Staffieri emailed the Commissioner, copying Brad Shaw, Executive Chair and Chief Executive Officer of Shaw. Mr. Staffieri advised as follows:

> Thank you for your time earlier today. [redacted]

14. A copy of Mr. Staffieri's email is attached as **Exhibit H**.

[1] Exhibit F – Rogers Communications Inc., 2021 Annual Report (March 3, 2022), p. 16 [excerpt].

15. On May 2, 2022, counsel to Rogers and Shaw provided copies of [redacted] A copy of [redacted] is attached as **Exhibit I**. A copy of [redacted] is attached as **Exhibit J**.

16. On May 7, 2022, Rogers issued a news release stating that the "Rogers, Shaw and the Shaw Family Living Trust have agreed to extend the outside date of the Transaction to July 31, 2022." This news release is attached as **Exhibit K.**

Affirmed remotely by Darian Bakelaar at the City of Ottawa in the Province of Ontario, before me on May 7, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

Commissioner for Taking Affidavits

Darian Bakelaar

This is **Exhibit "A"** to the affidavit of Darian Bakelaar, affirmed remotely by Darian Bakelaar stated as being located in The City of Ottawa in the Province of Ontario before me in the city of Ottawa in the province of Ontario, on May 7, 2022, in accordance with O. Reg 431/20, Administering Oath or Declaration Remotely.

Commissioner of Oaths etc.

Commissioner for Oaths
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Syed
234915
Quebec and all provinces in Canada

Confidential

Execution Version

This **TIMING AGREEMENT** is made as of September 21, 2021 between Rogers Communications Inc. ("**Purchaser**") and Shaw Communications Inc. ("**Shaw**", collectively with Purchaser, the "**Merging Parties**") and the Commissioner of Competition (the "**Commissioner**").

Recitals

A. Purchaser proposes to acquire all of the issued and outstanding Class A Shares and Class B Shares of Shaw by plan of arrangement (the "**Proposed Transaction**").

B. The Commissioner is of the view that the Proposed Transaction may result in a substantial prevention and/or lessening of competition, and desires to complete his assessment and, if necessary, implement an appropriate remedy, before the Merging Parties close the Proposed Transaction.

C. The Merging Parties expect that the Proposed Transaction will generate efficiencies in Wireless Services (as that term is defined in the SIRs (as hereinafter defined)), among other efficiencies, and desire that the Commissioner assess those efficiencies in Wireless Services for the purpose of s. 96 of the *Competition Act* (the "**Act**") before filing any application under s. 92, s. 100 or s. 104 of the Act.

D. The Merging Parties and the Commissioner desire to establish a schedule for the expeditious resolution of this matter as it concerns Wireless Services with a view to avoiding, or narrowing the scope of litigation if appropriate.

Agreement

In consideration of the terms set out in this agreement, the sufficiency of which is acknowledged, the Parties agree as follows:

1. The Merging Parties shall provide at least 30 days' notice to the Commissioner before closing the Proposed Transaction or any part of the Proposed Transaction, unless the Commissioner has issued a no action letter. The Merging Parties shall not provide such notice until at least 30 days after August 17, 2021, which was the date the Merging Parties certified compliance with the supplementary information requests pursuant to s. 114(2) of the Act (the "**SIRs**"). After the Merging Parties have provided such notice, the Commissioner and Competition Bureau shall have no further obligations under this agreement, and apart from observing the notice period before closing the Proposed Transaction, the Merging Parties shall have no further obligations under this agreement.

2. The Commissioner shall not file an application under s. 92, s. 100 or s. 104 of the Act in respect of the Proposed Transaction unless the Merging Parties have provided the notice described in paragraph 1 of this agreement or waived compliance with this provision.

3. The Merging Parties responded to the data specifications of the SIRs on July 29, 2021.

4. The Mergers case team shall continue to provide regular updates to the Merging Parties on the status of their review as appropriate. The Merging Parties acknowledge that the Mergers case team will prioritize assessment of SIR responses once they have been provided.

5. No later than September 24, 2021, or such other date that may be agreed as between the Merging Parties and the Mergers case team, the Mergers case team shall provide an update to the Merging Parties on its quantitative assessment regarding its assessment of competition in Wireless Services, including a description of the empirical methodology, model and preliminary findings.

6. No later than October 15, 2021, Mergers management and the case team will be available to meet with the Merging Parties (by phone, virtual meeting or, if permitted by current health and safety protocols, at the Bureau's Gatineau office, at the Merging Parties' option) and provide an update on its assessment including:

   (a) its assessment to date in respect of Wireless Services, including its preliminary view of whether a remedy may be required in respect of Wireless Services;

   (b) identifying any additional information or analysis likely to be of assistance in completing its assessment in Wireless Services; and

   (c) a preliminary quantification of the range of deadweight loss in respect of Wireless Services.

7. At any time, the Merging Parties may, on a without prejudice basis, propose remedies to address any or all of the Bureau's concerns. If, following the meeting described in paragraph 6 of this agreement, the Merging Parties request that Mergers provide feedback on its assessment of the sufficiency of one or more proposed remedies, Mergers shall provide its assessment to date of those proposed remedies within 30 days after the request. At the time of the request, the Merging Parties shall identify any confidentiality concerns regarding the proposed remedies, and the Bureau shall consider those concerns in market testing the proposed remedies. The Merging Parties acknowledge that a full assessment of proposed remedies may not be possible without market testing, and that nothing in this agreement restricts the Bureau's ability to communicate confidential information pursuant to section 29 of the *Competition Act*.

8. Following the meeting described in paragraph 6 of this agreement, the Merging Parties shall provide their submission on efficiencies that would be lost if a remedial order were made in respect of the concerns identified by Mergers management, together with all supporting documents and data, as it concerns Wireless Services. The Merging Parties acknowledge that the extent to which the Bureau is prepared to accept claimed efficiencies will depend on the quality of information in support of those claims, and that it is incumbent on them to provide complete information at this stage.

9. No later than 14 days after receiving the information described in paragraph 8 of this agreement, the Mergers case team shall provide a request for information seeking clarifications regarding the claimed efficiencies. The Merging Parties are encouraged to discuss this request for information and their responses, including potential rolling production.

10. No later than 25 days after providing complete responses to the Bureau's request described in paragraph 9 of this agreement, each Merging Party shall identify and make available a

representative to meet with the Mergers case team and be examined under oath on any matter relevant to the claimed efficiencies. Such examinations will be conducted no later than 35 days after the Merging Parties have provided complete responses to the Bureau's request described in paragraph 9.

11. No later than 30 days after the interviews described in paragraph 10 of this agreement, Mergers management and the case team will:

(a) identify the markets in which a remedy is required;

(b) provide an updated anticompetitive effects quantification and

(c) on a without prejudice basis, quantify the efficiencies that Mergers believes have been substantiated as likely to be lost in the event of a remedy.

12. After the information described in paragraph 11 of this agreement has been provided, the Merging Parties may propose a meeting with the Commissioner, and the Parties shall make reasonable efforts to schedule that meeting at a mutually convenient time. The Parties acknowledge that it may be productive to advance settlement negotiations and consent agreement drafting as far as reasonably possible before such meeting.

13. Nothing in this agreement precludes the Parties from communicating more frequently or earlier than required by this agreement. The Parties may amend any time periods in this agreement on consent, such consent not to be unreasonably withheld.

14. For greater certainty, information described in this agreement as being without prejudice is intended to be protected by settlement privilege. Other information exchanged pursuant to this agreement is confidential, but will typically not be subject to settlement privilege. Any positions or conclusions of the Merging Parties or the Commissioner expressed in relation to this agreement may change as they obtain new information or refine their assessments.

15. A day that falls within the period from December 24 to January 4, inclusive, shall not be included in the computation of time under this agreement.

DATED as of the date first written above.

COMMISSIONER OF COMPETITION

Per: ____________________________
Name: Matthew Boswell
Title: Commissioner of Competition

ROGERS COMMUNICATIONS INC.

Per: ____________________________
Name: Lisa Damiani
Title: Chief Legal and Regulatory Officer

I have authority to bind the corporation

SHAW COMMUNICATIONS INC.

Per: ____________________________
Name: Peter A. Johnson
Title: Executive Vice President & Chief Legal and Regulatory Officer

I have authority to bind the corporation

DATED as of the date first written above.

COMMISSIONER OF COMPETITION

Per: ____________________
Name: Matthew Boswell
Title: Commissioner of Competition

ROGERS COMMUNICATIONS INC.

Per: DocuSigned by: Lisa Damiani 21335CB6952C48A...
Name: Lisa Damiani
Title: Chief Legal and Regulatory Officer

I have authority to bind the corporation

SHAW COMMUNICATIONS INC.

Per: DocuSigned by: Peter A. Johnson A56BD0015B3C4FB...
Name: Peter A. Johnson
Title: Executive Vice President & Chief Legal and Regulatory Officer

I have authority to bind the corporation

This is **Exhibit "B"** to the affidavit of Darian Bakelaar, affirmed remotely by Darian Bakelaar stated as being located in The City of Ottawa in the Province of Ontario before me in the city of Ottawa in the province of Ontario, on May 7, 2022, in accordance with O. Reg 431/20, Administering Oath or Declaration Remotely.

____

Commissioner of Oaths etc.

Commissioner for Oaths
Amani
Syed
234915
Quebec and all provinces in Canada

From: Rosner, David <DRosner@goodmans.ca>
Sent: February 25, 2022 2:51 PM
To: Leschinsky, Derek (CB/BC)
Cc: Bodrug, John; Pratt, Jeanne (CB/BC)
Subject: FW: Introduction - Rogers

Hi Derek – I'm forwarding an email that was sent to the Commissioner last night – please see below. John and I weren't aware of this email when we spoke this AM. The email below covers some of the topics we propose to discuss in greater detail with you and Jeanne on Monday. I wanted to make sure you had this email, so that you can be coordinated when speaking with folks internally at the Bureau.

David

David Rosner
Goodmans LLP

Office: 416.597.4415
Mobile: 647.983.2216
Email: drosner@goodmans.ca
www.goodmans.ca

From: Anthony Staffieri [redacted]
Date: Thursday, February 24, 2022 at 7:10 PM
To: matthew.boswell@cb-bc.gc.ca <matthew.boswell@cb-bc.gc.ca>
Cc: Ted Woodhead [redacted]
Subject: Introduction - Rogers

Dear Commissioner Boswell –

As you know, last fall I became CEO of Rogers Communications Inc. While the past few months have been a busy period, I wanted to reach out personally now to express my thanks to the Bureau for its continuing review of the proposed acquisition of Shaw. I also wanted to provide you with some updates about the transaction that will be relevant to the Bureau's review, and invite you to reach out in the coming days so that we can discuss the matters described below in more detail directly. Some of these points have already been communicated to your staff, but others are new:

- Rogers and Shaw have, and will continue to, respect the Bureau's review process and mandate. We recognize the importance of your staff having sufficient time to complete their review. To ensure such time is available, and for other reasons, the Outside Date for the Arrangement Agreement among Rogers and Shaw has extended to June 13. In addition, as you know, the merger cannot close until ISED approval is obtained and the Efficiencies Timing Agreement provides other protections against closing (and which the parties will respect).

- While we respectfully disagree, Rogers understands the concerns articulated to date by the Bureau regarding the transaction's potential effect on competition in wireless. [redacted] Among other things, I note the following:
  - [redacted]
  - [redacted]
  - While timing is fluid, we have [redacted]
- We recognize that the need for efficiencies may depend on the remedy but that the Bureau has signaled that efficiencies may be important to the outcome of the case. The parties will work to recalculate their efficiencies analysis as soon as the remedy has been finally determined, and otherwise respond to the Bureau's remaining questions as soon as possible. One thing that would assist Rogers in this regard is further feedback from the Bureau's case team about aspects of its concerns about the transaction; we would be grateful if your case team would make arrangements for a meeting for these purposes.

Given the significance of this file, I would appreciate the opportunity to meet with you as soon as your schedule permits. As well, I am available to answer any questions you may have.

Regards,

Tony

This is **Exhibit "C"** to the affidavit of Darian Bakelaar, affirmed remotely by Darian Bakelaar stated as being located in The City of Ottawa in the Province of Ontario before me in the city of Ottawa in the province of Ontario, on May 7, 2022, in accordance with O. Reg 431/20, Administering Oath or Declaration Remotely.

Commissioner of Oaths etc.

Commissioner for Oaths
Amani
Syed
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From: Rosner, David <DRosner@goodmans.ca>
Sent: March 9, 2022 7:50 AM
To: Tyhurst, John (CB/BC); Leschinsky, Derek (CB/BC)
Cc: Koch, Michael; Banicevic, Anita; Bodrug, John; Kearney, Elisa
Subject: Rogers / Shaw - Follow up

Protected and Confidential

John and Derek – Thanks again for yesterday's call, which we thought was very helpful. We've had a chance to confer with our clients and can advise as follows:

1. You inquired about the planned closing date. [redacted] We also note that the transaction is conditional upon other regulatory approvals (including ISED), and the parties will keep the Bureau apprised of those other regulatory processes (including the anticipated timing of any approvals).

2. You inquired about the Efficiencies RFI. Rogers intends to provide further responses this week, and then complete its response to the Efficiencies RFI by next Friday. At that time (or in advance, if possible), Rogers will also indicate which questions are, in Rogers' view, no longer relevant on account of the details of the proposed remedy.

3. The parties would appreciate the opportunity to engage with the case team about its substantive concerns, including the matters set out in the February 8 letter and the contents of the Term Sheet, so that the parties can respond in an appropriate and effective manner.

We're available to discuss this morning if you have any questions or if we can assist the Bureau's internal discussions.

Regards,

David Rosner
Goodmans LLP

Office: 416.597.4415
Mobile: 647.983.2216
Email: drosner@goodmans.ca
www.goodmans.ca

This is **Exhibit "D"** to the affidavit of Darian Bakelaar, affirmed remotely by Darian Bakelaar stated as being located in The City of Ottawa in the Province of Ontario before me in the city of Ottawa in the province of Ontario, on May 7, 2022, in accordance with O. Reg 431/20, Administering Oath or Declaration Remotely.

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Ministère de la Justice
Canada

Department of Justice
Canada

Bureau de la concurrence
Services juridiques

Competition Bureau
Legal Services

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50, rue Victoria
Gatineau QC K1A 0C9

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(819) 953-9267

March 9, 2022

BY EMAIL

David Rosner and Michael Koch
Goodmans LLP
Bay Adelaide Centre - West Tower
333 Bay Street, Suite 3400
Toronto, ON M5H 2S7

John Bodrug and Elisa Kearney
Davies Ward Phillips & Vineberg LLP
155 Wellington Street West
Toronto, ON M5V 3J7

Dear Counsel:

Re: The proposed acquisition of Shaw Communications Inc. by Rogers Communications Inc.

This is further to your letter dated March 2, 2022 and email of today. In spite of the assurance in that former that "Rogers intends to perform its obligations under the Efficiencies Timing Agreement ("**ETA**"), which should provide the Bureau with additional comfort that sufficient time remains for it to conduct its review" the email from Jonathan Wall dated March 4, 2022 provided responses only to question 36 (Appendix A) of the Efficiencies RFI (which contained 140 questions). That is inconsistent with your statement that "[t]he merging parties have performed, and will continue to perform, their obligations (including rolling productions) under the ETA". A response to a single question of the Efficiencies RFI in 107 days can hardly be considered "rolling productions".

We have set out in the attached Appendix a list of the correspondence in which we have provided notice to you of the Bureau's concerns with respect to your clients' failure to comply with the Timing Agreement by providing timely responses to the outstanding request for information on the asserted efficiencies. We have explained the reasons for our concerns at some length in that correspondence and will not repeat same here.

[redacted] and your statement that Rogers intends to provide further responses this week, and then "complete" its response to the Efficiencies RFI by next Friday and will on or before that date indicate which questions are, in Rogers' view, "no longer relevant on account of the details of the proposed remedy."

It took a month for the parties to provide this commitment from the latest request for same in our letter of February 8, which followed earlier such requests. The Bureau views this extended delay, without reasonable explanation, as inconsistent with your assurance that the parties intend to live by the ETA.

Please ensure that the "complete" RFI responses on March 18, 2022 include all relevant information, including that related to [redacted] and any updated information concerning all efficiencies that the parties intend to claim as a result of a proposed remedy.

Failure to provide the complete response in accordance with the above time commitment by the end of next week will be interpreted as an indication of your clients' further repudiation of the ETA, and we will govern ourselves accordingly.

Sincerely yours,

Derek Leschinsky
Senior Counsel
Competition Bureau Legal Services

Appendix A

1. On September 24, 2021, pursuant to paragraph 5 of the ETA, the Bureau provided the Respondents with an update on its quantitative assessment respecting Wireless Services, including a description of the empirical methodology, model and preliminary findings.

2. Following a request from counsel to the Respondents on October 6, 2021 to extend the date for receiving an update under paragraph 6 of the ETA to October 18, 2021, the Bureau provided the Respondents with an update on its assessment including: (a) its assessment to date in respect of Wireless Services, including its preliminary view of whether a remedy may be required in respect of Wireless Services; (b) identifying any additional information or analysis likely to be of assistance in completing its assessment in Wireless Services; and (c) a preliminary quantification of the range of deadweight loss in respect of Wireless Services.

3. On November 8, 2021, pursuant to paragraph 8 of the ETA the Respondents provided the Bureau with two expert reports respecting claimed efficiencies, consisting of a report by Andrew C. Harington of the Brattle Group and a report by Yair Eilat et al. of the firm Compass Lexicon.

4. On November 22, 2021, the Bureau issued an RFI to the Respondents pursuant to paragraph 9 of the ETA.

5. On November 30, 2021, counsel to Rogers sent a letter to the Bureau objecting to the breadth of the RFI and that its questions delved into the substantiation of the Respondents' efficiencies claims. Rogers' counsel however advised that the "parties intend to provide rolling production, and are tentatively planning to finalize their productions prior to December 24, 2021".

6. Also on November 30, 2021, counsel to Rogers sent an email in which it declined to provide the Bureau with an economic model [redacted] (RFI question 8).

7. On December 3, 2021, counsel to the Commissioner wrote to counsel to Rogers advising as follows:

> Should the parties proceed to not provide complete responses to the RFI, they must do so with the knowledge that in the Bureau's view they have failed to comply with their commitments under the Timing Agreement and the credibility of their claimed efficiencies will be impacted. Not only will this be so for the Commissioner, but in the event of an application before the Competition Tribunal we reserve the right to bring this letter and the RFI to the attention of the Tribunal to the extent that the issues arising therefrom are relevant. Further, we caution that should the parties fail to cure the deficiencies under paragraph 8 of the Timing Agreement and provide complete responses to the RFI under paragraph 9, the Commissioner reserves his right to

> treat the parties' breaches as ending the agreement and relieving the Commissioner of further obligations thereunder.

8. Counsel to the Commissioner asked the Respondents to identify the questions in the RFI that the parties intend to reply to as described in their general plan for response so that the Bureau could consider its next steps and at the very least the time required to review documentation in advance of scheduling the examinations under the ETA.

9. On December 13, 2021, the Respondents provided a supplemental report from Compass Lexecon respecting claimed efficiencies under paragraph 8 of the ETA.

10. On December 15, 2021, counsel for Rogers responded to the correspondence of December 3, 2021, denying it was in breach of the ETA.

11. Counsel to the Commissioner responded to Rogers' counsel on December 17, 2021. This response noted that the Commissioner had issued a proper RFI under the ETA and one that was proportionate given the size of this transaction, the magnitude of the likely anticompetitive effects that have been conveyed to the Respondents by the Bureau and the efficiencies claims now being asserted by the Respondents as likely to be realized. Noting the Respondents' refusal to provide the Bureau with the [redacted] model, or access to it, counsel to the Commissioner asked Rogers to answer specified questions relating to model so that the Bureau could better understand it.

12. The Respondents provided no further RFI responses at this time and did not answer the questions the Commissioner posed relating to the [redacted] model.

13. Following inquiries from the Bureau about the status of the Respondents' RFI responses, the Respondents provided the following statement to the Bureau on December 23, 2021, the day before their November 30 letter advised they would complete their RFI responses:

> Apologies for the delayed reply. We have decided to take some additional time with our responses, and so won't produce today or tomorrow. We will be back to you on timing after Christmas. In addition, we are not currently planning to produce using physical media.

14. On January 18, 2022, counsel to the Commissioner wrote to the Respondents, noting that the Bureau had not received any material response from them to the RFI and had no indication as to when the Respondents would complete their responses, or even to which questions they will respond, even though the Respondents informed the Bureau that it would receive a response by December 24, 2021. Counsel also noted that the follow-on requests that the Bureau had made to the Respondents on December 3 and 17, 2021 were outstanding. Counsel stated that:

> In our view, continued delay is indicative of failure of the parties to make good faith efforts to comply with their obligations under the

timing agreement and further delay in the receipt of complete responses under paragraph 9 may cause the Commissioner to conclude the Timing Agreement is at an end.

15. On January 24, 2022, counsel for Rogers responded to the above correspondence, indicating that the Parties would be proposing a wireless remedy, and as this remedy will have implications for any efficiencies claims, they intend on advising the Bureau which aspects of the efficiencies reports remain relevant.

16. On January 31, 2022, counsel for the Commissioner wrote to counsel for Rogers seeking information about their proposed closing date as the latest information the Commissioner had regarding the parties' planned closing did not provide enough time to complete the steps outlined in the ETA.

17. On February 3, 2022, counsel for Rogers replied stating that there was no date set for the closing but that "it remained the parties' intention to close their transaction as soon as possible". Rogers' counsel advised that "As the most efficient first step in defining the remedy package, Rogers is engaged in discussions with ISED about which spectral bands Rogers would be permitted to acquire and under what conditions. We intend to bring a proposal to the Bureau shortly".

18. On February 8, 2022, counsel to the Commissioner wrote to the Respondents as follows:

> This letter is further to Mr. Rosner's email of February 3, 2022. The Commissioner has asked us to communicate his serious concern that this correspondence does not even attempt to address the matters set out in my email of January 31, 2022 with respect to the compression of the time frames provided for under the efficiencies timing agreement ("ETA") before the parties' signaled closing date. That timing makes it impossible to ensure completion of the steps contemplated by the ETA to allow the Commissioner to assess the parties' efficiencies submissions. In fact, the parties provide no assurances at all that they will extend the closing date beyond March 15, 2022 to permit the same.
>
> The parties' lack of compliance with the requirements of the ETA is not explained by a need to adjust their submissions to any spectrum transfer limitations imposed by ISED. The risk of these limitations was foreseeable to the parties and the potential impacts of such restrictions could have been anticipated by the parties when they made their efficiencies submissions to the Bureau on November 8, 2021. The parties also have not provided any rolling productions of responses to the Bureau's request for information dated November 22, 2021 ("RFI"), as contemplated by the ETA, on matters which are unrelated to those transfers.

19. Counsel to the Commissioner also provided the Respondents with his update under paragraph 11 of the ETA, providing updates to the Bureau's competitive

assessment, quantification of anticompetitive effects, identification of required remedy and their substantiation of efficiencies. Counsel stated:

> We request a clear response from you on the following two questions which are required to signal to the Commissioner that the parties are prepared to rectify their ongoing breach of the ETA:
>
> (a) Are the parties prepared to extend the closing date to a date that would permit the steps in paragraphs 9-11 of the ETA to occur, and if so to what date?
>
> (b) When will the parties provide a complete response to the outstanding RFI, as the first step in such rectification?

20. On February 10, 2022, counsel for Rogers advised of Rogers' intention to extend the closing date on or prior to March 8, 2022.

21. On February 11, 2022, John Pecman wrote to the Commissioner, stating "I was hoping that Anita Banicevic and I could have a short call with you regarding the proposed transaction further to Derek's letter earlier in the week. I understand David Rosner spoke with Derek earlier today, we thought it best to have a short word with you directly to provide more comfort." The Commissioner directed Mr. Pecman and Ms. Banicevic to communicate with his counsel.

22. On February 18, 2022, counsel for the Commissioner wrote to the Respondents seeking follow up respecting the questions asked on February 8, 2022, which were (a) whether the Respondents were prepared to extend the closing date to a date that would permit the steps of the ETA to occur, and if so, to what date, and (b) when will the parties provide a complete response to the outstanding RFI.

23. On February 24, 2022, the Chief Executive Officer of Rogers, Anthony Staffieri, wrote to the Commissioner and advised as follows:

> To ensure such time is available, and for other reasons, the Outside Date for the Arrangement Agreement among Rogers and Shaw has extended to <u>June 13".</u> In addition, as you know, the merger cannot close until ISED approval is obtained and the Efficiencies Timing Agreement provides other protections against closing (and which the parties will respect). [Underlining in original.]

24. Mr. Staffieri did not provide any information about the date the Respondents were targeting for closing their proposed merger.

25. On February 25, 2022, counsel to the Commissioner wrote to counsel to Rogers and in respect of a confidential sale process underway, requesting documentation.

26. Rogers provided a response to the Commissioner's February 25 request by way of a letter dated March 2, 2022, which promised commencing "rolling production of

responses to the efficiencies information request this week." However, only one RFI question (addressing matters in an Appendix) was responded to that week.

This is **Exhibit "E"** to the affidavit of Darian Bakelaar, affirmed remotely by Darian Bakelaar stated as being located in The City of Ottawa in the Province of Ontario before me in the city of Ottawa in the province of Ontario, on May 7, 2022, in accordance with O. Reg 431/20, Administering Oath or Declaration Remotely.

Commissioner of Oaths etc.

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|March 17, 2022

Protected & Confidential

Via Email

Derek Leschinsky
Competition Bureau
Place du Portage, Phase I
50 Victoria Street
Gatineau, Quebec K1A 0C9

Dear Derek:

Re: Proposed Acquisition of Shaw Communications Inc. by Rogers Communications Inc. Your Letter of March 9, 2022[1]

We are writing in response to your letter of March 9, 2022.

The parties disagree with your letter's assertions that the parties have "failed to comply" with their obligations in the Efficiencies Timing Agreement (the "**Agreement**") and that the parties' alleged breaches of that Agreement amount to a "repudiation" of the Agreement. The parties, who have not breached the Agreement, continue to view themselves and the Commissioner as being bound by their respective obligations under the Agreement. Indeed, the parties have recently gone beyond their obligations under the Agreement, by confirming that they will not close the Transaction before June 1, 2022 without the consent of the Commissioner. This provides the Bureau with the full opportunity contemplated by the Agreement in which to conduct its analysis after receiving the outstanding Efficiencies RFI responses today.

In addition, the parties disagree with the specific allegations made in your letter regarding purported "failures to comply with the Timing Agreement by providing timely responses to the outstanding request for information on the asserted efficiencies." Among other inaccuracies/omissions:

1. You previously asked for further information about the correct counter-factual against which the efficiency claims should be evaluated. Since that time, Rogers has repeatedly indicated its intention to propose a structural "fix-it-first" remedy in wireless (and explained that the wireless efficiency claims would necessarily be impacted), the Minister of Innovation, Science and Industry has issued a press release indicating that there would not be a "wholesale" transfer of Shaw's

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[1] All information contained in and accompanying this letter is subject to footnote 1 of our letter of April 13, 2021 requesting the issuance of an advance ruling certificate ("**ARC Request**"). All capitalized terms in this letter have the meaning ascribed to them in the ARC Request, Derek Leschinsky's letter of March 9, 2022, or are otherwise defined herein.

wireless spectrum and that a "robust fourth competitor" would be required, and Rogers has submitted a Term Sheet describing a proposed divestiture of a wireless business. All of these developments are relevant to your inquiry about the correct counter-factual and will facilitate the evaluation of relevant efficiencies that remain relevant. Your prior inquiries correctly recognize that submitting information about efficiencies that will not be realized in the event of a divestiture would be irrelevant; your most recent letter does not account for this dynamic.

2. Your letter's chronology is incomplete.

For example, at item #6, you indicate that, on November 30, 2021, counsel to Rogers "declined to provide the Bureau with an economic model [redacted] that Rogers' experts had used to estimate spectrum-related efficiencies claims." This description is incomplete. Your letter omits the repeated explanations that were given by Rogers – both in the email of November 30, and in other correspondence and discussions – as to why the "provision" of the [redacted] "model" was technologically impossible, nor do you mention the repeated offers from Rogers, in furtherance of para. 9 of the Agreement, to provide a demonstration of the software, complete with an opportunity to ask questions of the knowledgeable personnel at Rogers.

As a further example, at item #24, you state that, on February 24, 2022, "Mr. Staffieri did not provide any information about the date the Respondents were targeting for closing their proposed merger. [redacted] While your email acknowledges this fact, the chronology makes no mention of it.

3. Your letter indicates that, on March 4, Rogers provided a response to only one of the Bureau's 140 questions, set out in the Efficiencies RFI – namely Question 36. Your letter fails to acknowledge that Question 36 comprises 34 different requests for information.

The parties remain available to engage in productive dialogue with the Bureau.

Yours truly,

Goodmans LLP

Michael Koch and David Rosner

cc: Sorina Sam and John MacGregor – *Competition Bureau*
Steve Sansom – *Competition Bureau Legal Services*
John Bodrug, Elisa Kearney and Joshua Hollenberg – *Davies Ward Phillips & Vineberg LLP*
Anita Banicevic – *Davies Ward Phillips & Vineberg LLP*
Jon Wall – *Goodmans LLP*

This is **Exhibit "F"** to the affidavit of Darian Bakelaar, affirmed remotely by Darian Bakelaar stated as being located in The City of Ottawa in the Province of Ontario before me in the city of Ottawa in the province of Ontario, on May 7, 2022, in accordance with O. Reg 431/20, Administering Oath or Declaration Remotely.

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Rogers 2021 Annual Report

Rogers Communications Inc.

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Shaw Transaction

On March 15, 2021, we announced an agreement with Shaw to acquire all of Shaw's issued and outstanding Class A Participating Shares and Class B Non-Voting Participating Shares (collectively, Shaw Shares) for a price of $40.50 per share. The Shaw Family Living Trust, the controlling shareholder of Shaw, and certain members of the Shaw family and certain related persons (Shaw Family Shareholders) will receive (i) $16.20 in cash and (ii) 0.417206775 Class B Non-Voting Shares of Rogers per Shaw Share held by the Shaw Family Shareholders. The Transaction is valued at approximately $26 billion, including the assumption of approximately $6 billion of Shaw debt.

The Transaction will be implemented through a court-approved plan of arrangement under the *Business Corporations Act (Alberta)*. On May 20, 2021, Shaw shareholders voted to approve the Transaction at a special shareholders meeting. The Court of Queen's Bench of Alberta issued a final order approving the Transaction on May 25, 2021. The Transaction is subject to other customary closing conditions, including receipt of Key Regulatory Approvals. Subject to receipt of all required approvals and satisfaction of other conditions prior to closing, the Transaction is expected to close in the first half of 2022. Rogers has extended the outside date for closing the Transaction from March 15, 2022 to June 13, 2022 in accordance with the terms of the arrangement agreement.

The combined entity will build on the strong legacy of two family-founded Canadian companies. It will have the scale, assets, and capabilities needed to deliver unprecedented wireline and wireless broadband and network investments, innovation, and growth in new telecommunications services, and greater choice for Canadian consumers and businesses.

The combination will also accelerate the delivery of critical 5G service across Western Canada, from rural areas to dense cities, more quickly than either company could achieve on its own, by bringing together the expertise and assets of both companies.

In connection with the Transaction, we entered into a binding commitment letter for a committed credit facility with a syndicate of banks in an original amount up to $19 billion. During the year, we entered into a $6 billion non-revolving credit facility (Shaw term loan facility), which served to reduce the amount available under the committed credit facility to $13 billion. See "Managing our Liquidity and Financial Resources" for more information on the committed credit facility and the Shaw term loan facility. We also expect that RCI will either assume Shaw's senior notes or provide a guarantee of Shaw's payment obligations under those senior notes upon closing the Transaction and, in either case, Rogers Communications Canada Inc. (RCCI) will guarantee Shaw's payment obligations under those senior notes.

In connection with our application for Canadian Radio-Television and Telecommunications Commission (CRTC) approval to acquire Shaw's licensed broadcasting assets, the CRTC held an oral hearing from November 22 to 26, 2021, during which Rogers, Shaw, and 31 intervenors (including Canada Public Affairs Channel Inc. (CPAC) as an interested party) had an opportunity to comment on and respond to questions from the CRTC regarding the application. Final written submissions from intervenors were accepted until December 13, 2021, and Rogers and CPAC submitted final replies on December 20, 2021.

In accordance with the terms of the arrangement agreement, Rogers and Shaw filed pre-merger notifications pursuant to Part IX of the Competition Act to trigger the Competition Bureau's review of the Transaction. Rogers and Shaw have worked cooperatively and constructively to respond to further requests for information, as required under the arrangement agreement. On September 28, 2021, the Competition Bureau issued a public request for information to help further gather and assess facts about the Transaction. The Competition Bureau invited interested parties to share their information or experiences confidentially by October 29, 2021. The Federal Court also issued orders requiring Xplornet Communications Inc., BCE Inc., TELUS Corporation, and Quebecor Inc. to produce records and written information related to mobile wireless services that are relevant to the Competition Bureau's review of the Transaction, which is ongoing.

In accordance with the conditions of Shaw's spectrum licences, Rogers and Shaw filed joint applications with Innovation, Science and Economic Development Canada (ISED Canada) for approval of the indirect transfer of those spectrum licences by the Minister of Innovation, Science and Industry. ISED Canada's review is ongoing.

The Transaction is subject to a number of additional risks. For more information, see "Risks and Uncertainties Affecting our Business – Shaw Transaction".

This is **Exhibit "G"** to the affidavit of Darian Bakelaar, affirmed remotely by Darian Bakelaar stated as being located in The City of Ottawa in the Province of Ontario before me in the city of Ottawa in the province of Ontario, on May 7, 2022, in accordance with O. Reg 431/20, Administering Oath or Declaration Remotely.

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Commissioner of Oaths etc.

Amani
Syed
234915

ARRANGEMENT AGREEMENT

ROGERS COMMUNICATIONS INC.

– and –

SHAW COMMUNICATIONS INC.

March 13, 2021

TABLE OF CONTENTS

"**Misrepresentation**" means an untrue statement of a material fact or an omission to state a material fact required or necessary to make the statements contained therein not misleading in light of the circumstances in which they are made.

"**Money Laundering Laws**" has the meaning specified in paragraph 36 of Schedule C.

"**No-Action Letter**" means a communication in writing from the Commissioner of Competition advising that he or she does not, at that time, intend to make an application to the Competition Tribunal under section 92 of the Competition Act in respect of the transactions contemplated by this Agreement.

"**Notice**" has the meaning specified in Section 8.4.

"**NYSE**" means the New York Stock Exchange.

"**officer**" has the meaning specified in the *Securities Act* (Alberta).

"**Orders**" means all applicable judgments, orders, writs, injunctions, rulings, decisions, assessments and binding directives, protocols, policies and guidelines having the force of law rendered by any Governmental Entity.

"**Ordinary Course**" means, with respect to an action taken by the Company or its Subsidiaries, that such action is consistent with the past practices of such Party or such Subsidiary and is taken in the ordinary course of the normal day-to-day operations of the business of the Company or such Subsidiary, including any commercially reasonable deviations therefrom taken in good faith by the Company as a result of or in response to natural disasters, calamities, emergencies, crises and any COVID-19 Measures.

"**Outside Date**" means March 15, 2022, subject to automatic adjustment in accordance with this Agreement, or such later date as may be agreed in writing by the Parties; provided however that if the Outside Date shall occur on a day that is not a Business Day, the Outside Date shall be deemed to occur on the next Business Day.

"**Owned Real Property**" means the real property owned by the Company or any of its Subsidiaries, together with all buildings, structures, improvements, and appurtenances thereon and thereto.

"**Parties**" means, collectively, the Company and the Purchaser, and "**Party**" means any one of them.

"**Partnership**" has the meaning specified in paragraph 8(d) of Schedule C.

"**Permitted Liens**" means, in respect of the Company or any of its Subsidiaries, any one or more of the following:

(a) Liens or deposits for Taxes or charges for electricity, gas, power, water and other utilities which are not yet due or delinquent or which are being contested in good faith by appropriate proceedings and in respect of which the applicable

(k) **Affiliates and Subsidiaries**. For the purpose of this Agreement, a Person is an "**affiliate**" of another Person if one of them is a Subsidiary of the other or each one of them is controlled, directly or indirectly, by the same Person, provided that in no case shall an "affiliate" of the Company or any of its Subsidiaries include any member of the Shaw Family Group or Corus Entertainment Inc., and in no case shall an "affiliate" of the Purchaser or any of its Subsidiaries include the Rogers Control Trust. A "**Subsidiary**" means a Person that is controlled directly or indirectly by another Person and includes a Subsidiary of that Subsidiary. A Person is considered to "**control**" another Person if: (i) the first Person beneficially owns or directly or indirectly exercises control or direction over securities of the second Person carrying votes which, if exercised, would entitle the first Person to elect a majority of the directors of the second Person, unless that first Person holds the voting securities only to secure an obligation, or (ii) the second Person is a partnership, other than a limited partnership, and the first Person holds more than 50% of the interests of the partnership, or (iii) the second Person is a limited partnership, and the general partner of the limited partnership is the first Person. To the extent any covenants or agreements relate, directly or indirectly, to a Subsidiary of the Company, each such provision shall be construed as a covenant by the Company to cause (to the fullest extent to which it is legally capable) such Subsidiary to perform the required action.

(l) **Consent**. If any provision requires approval or consent of a Party and such approval or consent is not delivered within the specified time limit, the Party whose consent or approval is required shall be conclusively deemed to have withheld its approval or consent. Without limiting any other basis upon which the Purchaser may withhold, condition or delay its consent hereunder, if the Purchaser's consent is requested with respect to any matter with respect to this Agreement, it will not be considered unreasonable for the Purchaser to withhold, delay or condition the Purchaser's consent to such matter if such requested consent, together with any other modifications, amendments or express waivers or consents with respect to this Agreement, individually or in the aggregate: (i) where consent of the Financing Sources is required in connection with the Purchaser's consent to such matter and such matter is materially adverse to the interests of the Financing Sources, and the Financing Sources condition or delay their consent to such matter (to the extent of any such condition or delay), or (ii) such consent would reasonably be expected to adversely impact the Purchaser's ability to participate in any spectrum auction while advancing the transactions contemplated herein.

1.3 Outside Date

(a) Either the Company or the Purchaser shall have the right to postpone the Outside Date on one or more occasions (by at least 10 days or an integral multiple thereof, as specified by the postponing Party) up to a maximum of 90 days if one or more of the Key Regulatory Approvals have not been obtained and none of such remaining Key Regulatory Approvals has been denied by a non-appealable decision of a Governmental Entity.

(b) A postponing Party shall give written notice of any such postponement of the Outside Date permitted in accordance with Section 1.3(a) to the other Party by no later than 5:00 p.m. on the date that is not less than five Business Days prior to the Outside Date (as such Outside Date may have been postponed pursuant to this Section 1.3), or such later date as may be agreed to in writing by the Parties; provided that, notwithstanding the foregoing, a Party shall not be permitted to unilaterally postpone the Outside Date (as such Outside Date may have been postponed pursuant to this Section 1.3) if (a) the failure to obtain a Key Regulatory Approval is the result of such Party's wilful breach of its obligations under this Agreement with respect to obtaining such Key Regulatory Approval, or (b) in the aggregate such postponements would exceed 90 days from the original Outside Date.

1.4 Schedules

The schedules attached to this Agreement form an integral part of this Agreement for all purposes of it.

1.5 Company Disclosure Letter

The Company Disclosure Letter itself and all information contained in it is confidential information and is subject to the terms and conditions of the Confidentiality Agreement.

ARTICLE 2
THE ARRANGEMENT

2.1 Arrangement

The Company and the Purchaser agree that the Arrangement will be implemented in accordance with and subject to the terms and conditions of this Agreement and the Plan of Arrangement.

2.2 Interim Order

As soon as reasonably practicable after the date of this Agreement and, in any event, prior to April 27, 2021 (provided that, if normal Court operations are disrupted in response to the COVID-19 pandemic, the hearing date may be extended until the earliest possible date on which the Court will grant a hearing (whether in person, via telephone or other virtual means) for these purposes), the Company shall apply in a manner reasonably acceptable to the Purchaser pursuant to section 193 of the ABCA and, in cooperation with the Purchaser, prepare, file and diligently pursue an application for the Interim Order, which shall provide, among other things:

(a) for the classes of Persons to whom notice is to be provided in respect of the Arrangement and the Company Meeting and for the manner in which such notice is to be provided;

This is **Exhibit "H"** to the affidavit of Darian Bakelaar, affirmed remotely by Darian Bakelaar stated as being located in The City of Ottawa in the Province of Ontario before me in the city of Ottawa in the province of Ontario, on May 7, 2022, in accordance with O. Reg 431/20, Administering Oath or Declaration Remotely.

Commissioner of Oaths etc.

Commissioner for Oaths
Amani
Syed
234915
Quebec and all provinces in Canada

From: Anthony Staffieri [redacted] Date: 2022-04-29 3:38 p.m. (GMT-05:00)
To: "Boswell, Matthew (CB/BC)" <matthew.boswell@cb-bc.gc.ca>
Cc: Brad Shaw [redacted]
Subject: Follow up

Commissioner Boswell,

Thank you for your time earlier today. [redacted] The parties are also willing to extend the Outside Date of the transaction to July 31, 2022, subject to the approval of our respective Boards. We will secure Board approval to that effect as early as Monday, May 2, 2022.

We also intend to address certain other matters raised on the call by way of a submission over the weekend.

Tony

This is **Exhibit "I"** to the affidavit of Darian Bakelaar, affirmed remotely by Darian Bakelaar stated as being located in The City of Ottawa in the Province of Ontario before me in the city of Ottawa in the province of Ontario, on May 7, 2022, in accordance with O. Reg 431/20, Administering Oath or Declaration Remotely.

____

Commissioner of Oaths etc.

Commissioner for Oaths
Amani
Syed
234915

This is **Exhibit "J"** to the affidavit of Darian Bakelaar, affirmed remotely by Darian Bakelaar stated as being located in The City of Ottawa in the Province of Ontario before me in the city of Ottawa in the province of Ontario, on May 7, 2022, in accordance with O. Reg 431/20, Administering Oath or Declaration Remotely.

Commissioner of Oaths etc.

Commissioner for Oaths
Amani
Syed
234915
Quebec and all provinces in Canada

This is **Exhibit "K"** to the affidavit of Darian Bakelaar, affirmed remotely by Darian Bakelaar stated as being located in The City of Ottawa in the Province of Ontario before me in the city of Ottawa in the province of Ontario, on May 7, 2022, in accordance with O. Reg 431/20, Administering Oath or Declaration Remotely.

Commissioner of Oaths etc.

Commissioner for Oaths
Amani
Syed
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Rogers and Shaw Remain Committed to Merger Following Notification by the Commissioner of Competition

May 7, 2022 • News Releases

Rogers and Shaw to respond to the applications to be made by the Commissioner of Competition to prevent proposed merger

Rogers and Shaw engaged in sale process for full divestiture of Freedom Mobile to maintain strong fourth carrier

TORONTO and CALGARY, Alberta, May 07, 2022 – Rogers Communications Inc. ("Rogers") and Shaw Communications Inc. ("Shaw") were notified this afternoon following the close of trading of the Commissioner of Competition's intention to file applications to the Competition Tribunal opposing Rogers' proposed merger with Shaw (the "Transaction").

Rogers and Shaw remain committed to the Transaction, which is in the best interests of Canada and Canadians because of the significant long-term benefits it will bring for consumers, businesses and the economy. The companies have offered to address concerns regarding the possible impact of the Transaction on Canada's competitive wireless market by proposing the full divesture of Shaw's wireless business, Freedom Mobile. Rogers and Shaw are engaged in a process to sell Freedom Mobile, with a view to addressing concerns raised by the Commissioner of Competition and ISED.

Rogers and Shaw will oppose the application to prevent the Transaction to be made by the Commissioner of Competition, while continuing to engage constructively with the Competition Bureau in an effort to bring this matter to a resolution and ensure that the Transaction's benefits can be realized by all Canadians.

The Transaction will provide a combined Rogers and Shaw with the capabilities necessary to invest in digital infrastructure, create jobs, drive innovation, increase choice, and bridge the digital divide. In addition, the Transaction will foster greater competition by creating Canada's most robust wholly-owned national network, and generating more choice for businesses and consumers so they may realize the full economic and social benefits of next generation networks.

Benefits of the Transaction

- Investing $2.5 billion to build 5G networks across Western Canada over the next five years;
- Establishing a new $1 billion Rogers Rural and Indigenous Connectivity Fund dedicated to connecting rural, remote, and Indigenous communities across Western Canada;
- An additional $3 billion to support further network, services, and technology investments;
- Creating up to 3,000 net new jobs in Western Canada; and
- Extending Rogers Connected for Success program extended across Western Canada to bring the first of its kind low-cost broadband program nationally to help seniors and low-income Canadians in every community where the combined company offers Internet services.

In order to permit continued engagement with the Competition Bureau, Rogers, Shaw and the Shaw Family Living Trust have agreed to extend the outside date of the Transaction to July 31, 2022. In addition, Rogers and Shaw will continue to seek approval of the Transaction from the Ministry of Innovation, Science and Economic Development.

The Transaction has already been approved by the shareholders of Shaw and the Court of Queen's Bench of Alberta, and the Canadian Radio-television and Telecommunications Commission (CRTC) has approved Rogers' acquisition of Shaw's broadcasting services, subject to conditions and safeguards designed to ensure that the Transaction benefits Canadians. In addition, the Transaction remains subject to the approval of the Ministry of Innovation, Science and Economic Development and other customary closing conditions.

Rogers standalone financial guidance for 2022, provided on April 20, 2022, remains unchanged.

Caution Regarding Forward Looking Statements

This news release includes "forward-looking statements" within the meaning of applicable securities laws, including, without limitation, statements about the parties engaging with regulators to resolve the matters described herein, including by opposing the Commissioner of Competition's application, the potential timing and anticipated receipt of required regulatory approvals for the Transaction or any related divestitures, the ability of the parties to satisfy the conditions to the closing of the Transaction (including any related divestiture), the anticipated timing for closing of the Transaction and any related divestitures, the expected continuation of Freedom Mobile as a viable fourth wireless carrier and the anticipated benefits and effects of the Transaction, including the timing thereof. Forward-looking information may in some cases be identified by words such as "will", "anticipates", "expects", "intends" and similar expressions suggesting future events or future performance.

We caution that all forward-looking information is inherently subject to change and uncertainty and that actual results may differ materially from those expressed or implied by the forward-looking information. A number of risks, uncertainties and other factors could cause actual results and events to differ materially from those expressed or implied in the forward-looking information or could cause our current objectives, strategies and intentions to change. Such risks, uncertainties and other factors include, among others, the possibility that the Transaction, or divestitures made in connection with the Transaction, will not be completed in the expected timeframe or at all; the failure to obtain any necessary regulatory approvals, including the approval of the Minister of Innovation, Science and Economic Development and any regulatory approval required in connection with any divestiture, in the expected timeframe or at all; pending or potential litigation associated with the Transaction, including any hearing or proceeding by or involving regulatory authorities, including the above-noted anticipated application; the failure to realize the anticipated benefits of the Transaction in the expected timeframe or at all; and general economic, business and political conditions. Accordingly, we warn investors to exercise caution when considering statements containing forward-looking information and that it would be unreasonable to rely on such statements as creating legal rights regarding our future results or plans. We cannot guarantee that any forward-looking information will materialize and you are cautioned not to place undue reliance on this forward-looking information. Any forward-looking information contained in this news release represent expectations as of the date of this news release and are subject to change after such date. A comprehensive discussion of other risks that impact Rogers and Shaw can also be found in their public reports and filings which are available under their respective profiles at www.sedar.com and www.edgar.com.

Forward-looking information is provided herein for the purpose of giving information about the proposed Transaction, its expected timing and its anticipated benefits, as well as proposed divestitures in connection with the Transaction. Readers are cautioned that such information may not be appropriate for other purposes. The completion of the proposed Transaction is subject to certain closing conditions, termination rights and other risks and uncertainties including, without limitation, regulatory approvals (including the approval of the Minister of Innovation, Science and Economic Development). There can be no assurance that such regulatory approvals will be obtained or that the Transaction will occur, or that it will occur on the terms and conditions previously announced. The Transaction could be modified, restructured or terminated. Similarly, there can be no assurance that Rogers and Shaw, will be successful in any hearing or proceeding related to the Transaction. There can also be no assurance that the outside date of the Transaction will be further extended by the parties. There can be no assurance that any divestiture proposed in connection with the Transaction will be acceptable to regulatory authorities and, if applicable, will be completed in order to permit the Transaction to be consummated. Finally, there can be no assurance that the combined company will achieve the anticipated benefits of the Transaction in the expected timeframe or at all.

All forward-looking statements are made pursuant to the "safe harbour" provisions of the applicable Canadian and United States securities laws. Rogers and Shaw are under no obligation (and Rogers and Shaw expressly disclaim any such obligation) to update or alter any statements containing forward-looking information, the factors or assumptions underlying them, whether as a result of new information, future events or otherwise, except as required by law. All of the forward-looking information in this news release is qualified by the cautionary statements herein.

About Rogers

Rogers is a leading Canadian technology and media company that provides world-class communications services and entertainment to consumers and businesses on our award-winning networks. Our founder, Ted Rogers, purchased his first radio station, CHFI, in 1960. Today, we are dedicated to providing industry-leading wireless, cable, sports, and media to millions of customers across Canada. Our shares are publicly traded on the Toronto Stock Exchange (TSX: RCI.A and RCI.B) and on the New York Stock Exchange (NYSE: RCI). For more information, please visit: www.rogers.com or http://investors.rogers.com.

About Shaw Communications Inc.

Shaw is a leading Canadian connectivity company. The Wireline division consists of Consumer and Business services. Consumer serves residential customers with broadband Internet, Shaw Go WiFi, video and digital phone. Business provides business customers with Internet, data, WiFi, digital phone, and video services. The Wireless division provides wireless voice and LTE data services.

Shaw is traded on the Toronto and New York stock exchanges and is included in the S&P/TSX 60 Index (Symbol: TSX – SJR.B, NYSE – SJR, and TSXV – SJR.A). For more information, please visit www.shaw.ca

For more information:

Rogers Communications media contact

1-844-226-1338

media@rci.rogers.com

Rogers Communications investment community contact

Paul Carpino

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chethan.lakshman@sjrb.ca

TAGS: Financials, Rogers

CT-2022-

THE COMPETITION TRIBUNAL

IN THE MATTER OF the Competition Act, R.S.C. 1985, c. C-34;

AND IN THE MATTER OF the proposed acquisition by Rogers Communications Inc. or an affiliate thereof of Shaw Communications Inc.;

AND IN THE MATTER OF an application by the Commissioner of Competition for one or more orders pursuant to section 92 of the *Competition Act;*

AND IN THE MATTER OF an Application by the Commissioner of Competition for an interim order pursuant to section 104 of the *Competition Act;*

B E T W E E N:

THE COMMISSIONER OF COMPETITION

Applicant

- and -

ROGERS COMMUNICATIONS INC.
SHAW COMMUNICATIONS INC

Respondents

AFFIDAVIT OF DARIAN BAKELAAR
(Affirmed May 7, 2022)

CT-2022-

THE COMPETITION TRIBUNAL

IN THE MATTER OF the Competition Act, R.S.C. 1985, c. C-34, as amended;

AND IN THE MATTER OF the proposed acquisition by Rogers Communications Inc. or an affiliate thereof of Shaw Communications Inc.;

AND IN THE MATTER OF an application by the Commissioner of Competition for one or more orders pursuant to section 92 of the Competition Act; and

AND IN THE MATTER OF an application by the Commissioner of Competition for an interim order pursuant to section 104 of the Competition Act.

BETWEEN:

THE COMMISSIONER OF COMPETITION

Applicant

– and –

ROGERS COMMUNICATIONS INC.

SHAW COMMUNICATIONS INC.

Respondents

AFFIDAVIT OF BLAIK KIRBY

I, Blaik Kirby, of the city of King City, in the Province of Ontario solemnly affirm:

1. I am the Group President, Consumer and Small & Medium Business (SMB) for BCE Inc. (“**Bell**”). In this role I lead the teams responsible for sales, marketing, and product development for Bell’s consumer and SMB wireless and wireline businesses. From 2015 to 2020, I was President of Bell Mobility and prior to that I held a series of progressively senior roles in marketing and sales for Bell Mobility.

2. Throughout this time my main responsibilities have included, among others, understanding and responding to market and competitive dynamics in Canada’s wireless industry, including with respect to the pricing, competitive strategies, and market positioning of Bell and its competitors.

3. I have personal knowledge of the matters in this affidavit, except where I have otherwise indicated that I am relying on information from others, in which case I have stated the source of that information and that I believe such information to be true.

PURPOSE OF THIS AFFIDAVIT

4. I make this affidavit in connection with the application by the Commissioner of Competition (the “**Commissioner**”) under section 104 of the *Competition* Act against Rogers Communications Inc. (“**Rogers**”) and Shaw Communications Inc. (“**Shaw**”) relating to their proposed merger (the “**Proposed Acquisition**”) (“**Application**”).

5. The remainder of this affidavit is organized as follows.

a) First, I briefly describe the operations of Bell and its past integration of acquired companies.

b) Second, I describe how Shaw, operating through both the Freedom and the Shaw Mobile brands, was a successful and disruptive competitor in the Canadian wireless industry up to the announcement of the Proposed Acquisition. In this section I refer to data and documents prepared or received by Bell in the ordinary course of business that address, among other things, Shaw's success in winning customers and influencing the competitive dynamic in the wireless market including through responses from other wireless carriers such as Rogers, Telus, and Bell.

c) Third, I describe a particular feature of the competitive dynamic in the Canadian wireless industry – namely that Rogers and Shaw are usually each other's closest competitors. In this section, I refer to data and documents prepared or received by Bell in the ordinary course of business that address, among other things, the fact that Rogers and Shaw compete for the same customers and are most likely to generate competitive responses from each other.

d) Fourth, I describe my observations, made during the ordinary course of our participation in the wireless market, with respect to Shaw's competitive conduct since the announcement of the Proposed Acquisition.

OPERATIONS OF BELL

6. Bell is a Canadian communications and media company headquartered in Verdun, Québec that offers wireline and wireless telecommunication services, television distribution and media products. Bell offers mobile wireless services nationally through our Bell Mobility, Virgin Plus, and Lucky Mobile brands.

7. Bell has acquired MTS, Aliant, and other companies in the past, and has integrated telecommunications assets, which involves significant integration costs and can take a long time (e.g., five years or more) to complete. For

example, there are interdependencies between the wireless SIM card (i.e., the chip inserted in a wireless device to instruct the device on which wireless networks to communicate with), wireless network, and billing system. As a result, more than five years following Bell's acquisition of MTS, we continue to maintain the separate MTS wireless billing system given the material number of customers that have not yet updated their SIM card (and therefore must still be served by the separate billing system). In our experience, achieving integration efficiencies requires significant management focus and continuity, senior leaders with a long-standing and deep knowledge of the business, and a long-term focus and commitment to an established plan. Without these factors, it is much more difficult to achieve efficiency goals.

SHAW'S ROLE IN THE MOBILE WIRELESS SERVICES MARKET IN CANADA

8. Generally, Shaw had been a strong competitive force in the wireless market in recent years through both its Freedom and Shaw Mobile brands. Shaw's impact on competition is documented in Bell's internal strategic planning documents, [redacted]

9. For example, Bell Mobility's 2019 business plan, produced in 2018, recognized that [redacted]

---

[1] [redacted] produced to the Commissioner of Competition pursuant to the order of Mr. Justice A.D. Little dated August 1, 2021 and varied September 13, 2021, made under section 11 of the *Competition Act* (the "**Section 11 Order**"), [redacted] All Bates numbers cited below in my Affidavit refer to documents produced by Bell pursuant to the Section 11 Order.

[2] [redacted] I note that Industry analysists including TD Securities and Canaccord Genuity Capital Markets have also recognized Freedom's pricing strategy as "aggressive" – See Bell0403345 and Bell0046800, attached to my affidavit as Exhibits "D" and "E", respectively.

[3] [redacted]

[redacted] We specifically identified Freedom's [redacted] as Shaw's competitive strengths. We also identified [redacted]

10. Each spring, Bell Mobility produces a long-range plan (LRP). In those documents, among other things, we review the market, identify trends, risks, and opportunities, and establish a plan to meet our objectives for the coming years. Our recent LRP documents [redacted]

11. In both 2019 and 2020, our LRPs recognized the threat of [redacted] as a potential key development in the market.[7] [redacted] Considering those developments, our LRP documents in these years variously refer to:

---

[4] [redacted]

[5] The third page of [redacted] titled "Competitive Dynamics", reviews each major competitor in the wireless industry. For Shaw, it highlights [redacted] among others. For Rogers, the top competitive weakness it highlights is its [redacted] The fourth page, titled "Key 2019 Challenges", highlights as the number one challenge for Bell Mobility [redacted]

[6] [redacted]

[7] [redacted]

[8] [redacted]

a) [redacted]

b) [redacted] and [redacted]

12. We have observed, directly in our business, that the competitive performance of Shaw's wireless business has consistently increased over time. Our data show that, since at least the acquisition of Wind Mobile by Shaw in 2016, there has been [redacted]

9 [redacted]

10 [redacted]

11 [redacted]

12 [redacted]

Figure 1. [redacted]

[redacted]

Freedom Mobile

13. The Freedom wireless brand operated by Shaw originated as an independent wireless operator, Wind Mobile, which launched in 2009. Wind Mobile was acquired by Shaw in 2016 and subsequently rebranded to Freedom. Following the acquisition, Shaw made significant improvements to the wireless network, secured the ability to offer the iPhone to subscribers, and launched new wireless plans with large data buckets.

14. In response to these "Big Gig" plans launched in 2017, Rogers and the other national wireless carriers introduced significant discounts and promotions on their own wireless plans throughout 2018 and into 2019.[13] In our case, these included 10 GB plans (which was then the largest data bucket typically offered in the Canadian market) launched broadly for a brief time in December 2017 at prices $60 lower than those available before the Big Gig plans had been launched, [redacted]

13 [redacted]

[redacted]

15. According to data Bell obtained in the ordinary course of business from the Canadian Wireless Telecommunications Association ("**CWTA**"), which Bell relies upon as accurate in light of our own internally generated data and the publicly reported data of other companies, Freedom's share of net subscriber additions[15] in Canada's wireless industry climbed from less than 10% nationally in 2017 to 20% in 2020 and 2021 (based on CWTA figures for 2021 that exclude Q4 2021). Because Freedom and Shaw Mobile operate only in Ontario, Alberta, and BC, I believe that its share of net subscriber additions would be significantly higher if calculated specifically for those provinces.[16] The graph below was prepared by Bell using the above-referenced data obtained from the CWTA.

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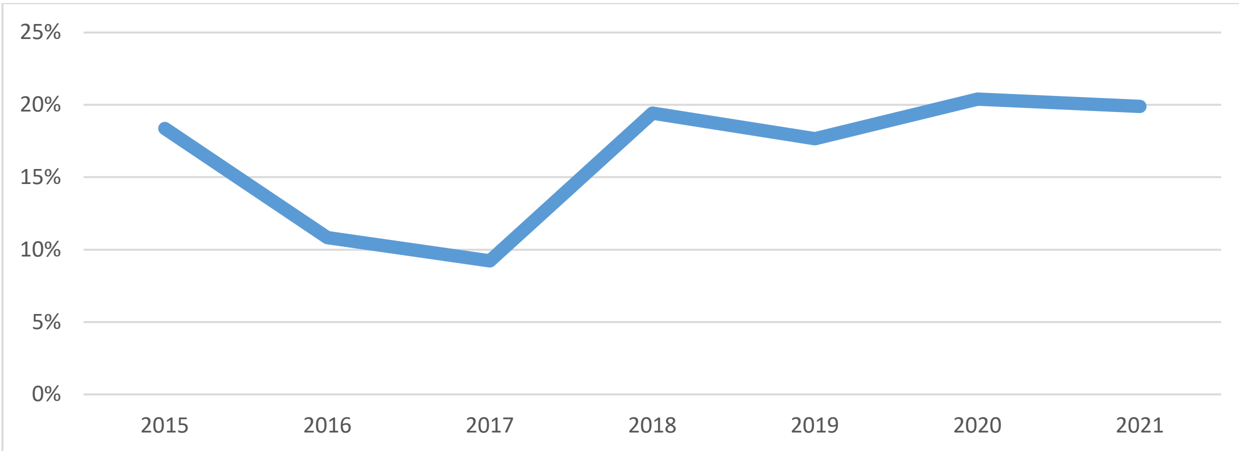
14 [redacted]

15 Net subscriber additions are a metric that is commonly used in the wireless industry to assess competitive performance. A company's net subscriber additions during a period is equal to the total number of subscribers gained by that company (i.e., new subscribers who signed up for service with the company or subscribers who switched to the company from another provider) less the total number of subscribers lost by the company during that period (i.e., subscribers who deactivated their service or switched from the company to another provider). A company's share of net subscriber additions is equal to its net subscriber additions divided by the sum of the net subscriber additions of all competitors in the market.

16 CWTA, "Facts & Figures, Industry Statistics, Canadian wireless subscriber numbers 2015-2021", online: https://www.cwta.ca/facts-figures/.

Figure 2. Freedom's Share of Net Additions (2015 to 2021)



16. Our documents throughout this period (2017 to 2020) consistently [redacted]

17. One of the most significant events in the wireless industry in recent years was the launch of large unlimited data plans by Rogers, and Telus in the summer of 2019. The competitive activity I describe above led to the introduction of these unlimited data plans by Rogers in the summer of 2019.[20] Leading up to the launch of these plans, Bell's internal assessment of these developments was that [redacted]

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17 [redacted]

18 [redacted]

19 [redacted]

20 [redacted]

[redacted] We launched similar unlimited data plans at that time in response to Rogers and Telus.

18. Freedom's aggressive marketing initiatives continued up to the time of the announcement of the Proposed Acquisition. [redacted] This in turn led to competitive responses from others, including Bell[23] and Virgin Plus, which had offers directly identified as [redacted].[24] In 2021 Bell was also [redacted] and planning and targeting [redacted]

19. Our internal porting data demonstrate the impact of Freedom over this period. [redacted] The graph below was prepared by Bell using our internal porting data between 2017 and 2020 in British Columbia, Alberta and Ontario.

---

21 [redacted]

22 [redacted]

23 [redacted]

24 [redacted]

25 [redacted]

26 [redacted]

Figure 3. [redacted]

[redacted]

Shaw Mobile

20. The Shaw Mobile brand was introduced on July 30, 2020, offering discounted wireless plans to Shaw internet customers in British Columbia and Alberta.[27] [redacted] Rogers also immediately launched [redacted]

21. Shaw Mobile's launch was highly successful. As of August 2020, we estimated that it already had approximately [redacted] in British Columbia and Alberta.[30] Shaw Mobile's offerings were highly attractive to all consumer segments including price-conscious consumers and multi-line family households.

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27 [redacted]

28 [redacted]

29 [redacted]

30 [redacted]

22. Shaw Mobile's growth was most prominent in regions where Rogers was the largest competitor, and it was gaining significant subscribers from the Rogers and Fido brands. Our internal analysis based on data obtained from [redacted] showed that [redacted] Our analysis conducted in September 2020 concluded that [redacted]

23. In 2021, Shaw Mobile continued to expand its competitive impact. Our 2021 plan for wireless (prepared in October 2020) identified [redacted] We noted that [redacted]

24. Based on my experience at Bell, operating as an integrated service provider has allowed Bell to spread common costs over a larger base, enhance the value of our brand marketing (which reinforces both our wireline and wireless offerings), creates more points of contact between Bell and our customers, and affords us the opportunity to create bundled offerings that appeal to consumers. My experience at Bell indicates that subscribers of multiple services from a provider (i.e. internet and mobile wireless services) tend to have a lower churn rate and a higher expected lifetime value proposition than

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31 [redacted]

32 [redacted]

33 [redacted]

34 [redacted]

customers who only subscribe to a single service. Without our wireline infrastructure, Bell would not be as effective a wireless competitor as we are today;[35] my experience at Bell indicates that is true for all integrated wireless competitors in Canada, including Shaw/Freedom Mobile. While these factors apply most comprehensively to Shaw Mobile, they also apply to Freedom including in respect of its network build in Alberta and BC. [redacted]

Rogers and Shaw Are Often Each Other's Closest Wireless Competitor

25. Based on my observation of the wireless market in Canada since 2008, I consider that Rogers and Shaw are often each other's closest wireless competitor. By this I mean that Shaw's competitive behaviour (pricing, promotions, etc.) in the wireless market appears to be most heavily influenced by the competitive behaviour of Rogers and, conversely, that Rogers' competitive behaviour appears to be most heavily influenced by the competitive behaviour of Shaw.

26. In the ordinary course of my day to day responsibilities, I am regularly involved in assessing competitive initiatives in the market and, where appropriate, responding to them. This involves, for example, tracking changes to pricing or other changes to the offers of our competitors. In doing so, I have observed and Bell's internal documents reflect that the impact of Shaw on the market has most frequently been seen in the first instance through its impact on Rogers. [redacted] In other words, changes in the offers available in the market (such as the introduction of a particular promotion or a reduction in the cost of a wireless service plan) often

---

35 [redacted]

36 [redacted]

37 [redacted]

result from a change made by Shaw, to which Rogers then responds, [redacted]

27. Indeed, Rogers and Shaw have often [redacted]

28. [redacted]

29. I have also observed that Shaw has targeted areas where Rogers has long been the market leader – in particular, the Greater Toronto Area and the Greater Vancouver Area, where the combined market shares of Shaw and Rogers [redacted] Shaw and Rogers compete closely in other areas of British Columbia, Alberta, and Ontario as well, and I expect competition between them to continue and to increase absent the Proposed Acquisition.

30. In British Columbia and Alberta this increase in the level of competition between Rogers and Shaw would result in particular from the recent launch of Shaw Mobile and its strategy of aggressively selling wireless services to Shaw's existing wireline customer base. In July 2020, Bell estimated that [redacted] Our estimate was [redacted]

---

38 [redacted]

39 [redacted]

40 [redacted]

[redacted] These are the customers that we observe are being targeted by Shaw Mobile.

31. Data obtained from [redacted] which for the reasons set out above I consider to be reliable, indicates that, in the time period from July 1, 2020 to June 30, 2021, the number of customers switching between Shaw and Rogers nationally [redacted] These data are summarized in the graph below, which Bell prepared. They show that nearly [redacted] This leads me to conclude that, across the Shaw footprint, competition between Rogers and Shaw is disproportionately relevant to the competitive dynamic.

Figure 4. Shaw's Porting Activity by Carrier (Q3 2020 to Q2 2021)

[redacted]

41 [redacted]

32. This high level of competition (and customer switching) between Shaw and Rogers is a feature of the competitive dynamic that is well-understood within Bell and is frequently reflected in documents we prepare in the ordinary course of business. For example, a Bell analysis of data on market dynamics in April 2019 indicated that [redacted]

Shaw's Competitive Conduct Since the Announcement of the Proposed Acquisition

33. We have noticed a significant change in Shaw's competitive behaviour in the market since the announcement of the Proposed Acquisition. [redacted]

34. Black Friday (i.e., the day after the U.S. Thanksgiving holiday) and the full five day Black Friday period (i.e., the Tuesday before U.S. Thanksgiving to the Saturday immediately following it) is a key sales period in the wireless industry. Based on our internal data, on Black Friday in 2019 [redacted] In 2020, prior to the announcement of the Proposed Acquisition, [redacted] In 2021, the first Black Friday after the announcement of the Proposed Acquisition, [redacted] Similarly, over the full five day Black Friday period, [redacted]

---

42 [redacted]

35. Net ports are another metric that Bell commonly uses to assess competitive performance and the competitive dynamics in the wireless industry. A company's net ports over a period is equal to the total increase or decline in that company's wireless subscribers that results from customers switching to or from other carriers during the period.

36. According to data Bell obtained from [redacted] (which, as described above, I consider to be reliable), Shaw had net ports of [redacted] This means that [redacted] By Q3 2021 Shaw's net ports for the quarter were [redacted]

37. Rogers has been the largest beneficiary of the reduction in Shaw's competitive efforts following the announcement of the Proposed Acquisition. [redacted]

38. Looking just at the port outflows from Shaw in Q3 2021, Rogers accounts for [redacted]% (i.e., [redacted]% of customers switching to other carriers from Shaw switched to Rogers). Because Rogers typically captures just [redacted]% of wireless net additions, I understand the fact that it accounts for [redacted]% of Shaw's net port swing and captures [redacted]% of port outflows from Shaw to be a consequence of the particularly close competition between Rogers and Shaw prior to the Proposed Acquisition. These data are reflected in the graph below, which Bell prepared based on the data from [redacted].

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[43] In other words, whereas in Q1 Rogers had [redacted]

Figure 5. Shaw Net Ports (Q1 to Q3 2021)

[redacted]

INFORMATION SUPPLIED TO THE COMPETITION BUREAU

39. In response to an order pursuant to section 11 of the *Competition Act*, RSC 1985, c C-34 (the "**Act**") on August 1, 2021, Bell supplied to the Competition Bureau certain records specified by their record numbers and listed in Appendix "A" ("**Records**"),

40. Copies of the Records listed in section a. of Appendix "A" are referred to above and attached to my affidavit as Exhibits "A" to "KK".

41. Copies of the Records listed in section b. of Appendix "A" are attached to my affidavit as Exhibits "LL" to "VV".

42. I am informed by Robert Malcolmson, Chief Legal & Regulatory Officer of Bell and believe that each of the copies of the Records attached as Exhibits "A" to "VV" are true copies of the originals that are in the possession, power, or

control of Bell and that the contents thereof are true to the best of my knowledge, information and belief. A certificate from Robert Malcolmson, Chief Legal & Regulatory Officer of Bell, attesting as to the authenticity of the Records described in paragraphs 40 and 41 above is attached to my affidavit as Exhibit **"KK"**.

43. In response to an order pursuant to section 11 of the Act on August 1, 2021, Bell supplied to the Competition Bureau certain data (**"Data"**) specified in Appendix "B".

44. I am informed by Mark Graham, Vice President, Legal & Regulatory at Bell and verily believe that the Data and any email clarifications sent by Bell to the Competition Bureau in response to questions arising from the section 11 specification responses were based on information collected and maintained by Bell in the usual and ordinary course of business.

SWORN by Blaik Kirby, of the city of King City, in the Province of Ontario before me at the City of Toronto, in the Province of Ontario, on April 28, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

Commissioner for Taking Affidavits
(or as may be)

Blaik Kirby

(Signature of deponent)

Blaik Kirby

APPENDIX "A"

a. Documents contained in this affidavit

Exhibit	Description
A.	Bell0229823
B.	Bell0357226
C.	Bell0041120
D.	Bell0403345
E.	Bell0046800
F.	Bell0400993
G.	Bell0538129
H.	Bell0365765
I.	Bell0856841
J.	Bell0765850
K.	Bell0537518
L.	Bell0244334
M.	Bell0583281
N.	Bell0497033
O.	Bell0348853
P.	Bell0353616
Q.	Bell0353659
R.	Bell0403731
S.	Bell0377969
T.	Bell0407328
U.	Bell0698368
V.	Bell0650623
W.	Bell0551690
X.	Bell0774572
Y.	Bell0698615
Z.	Bell0545066

AA.	Bell0575633
BB.	Bell0664013
CC.	Bell0594070
DD.	Bell0774470
EE.	Bell0773643
FF.	Bell0830544
GG.	Bell0065637
HH.	Bell0347518
II.	Bell0596549
JJ.	Bell0351108
KK.	Section 11 Order

b. Other documents

Exhibit	Description
LL.	Bell0584732
MM.	Bell0005031
NN.	Bell0000880
OO.	Bell0091902
PP.	Bell0000824
QQ.	Bell0000827
RR.	Bell0290091
SS.	Bell0226936
TT.	Bell0226128
UU.	Bell0356197
VV.	Bell0405122

APPENDIX “B”

1. Data from Specification 11
    a. “Postpaid Feature to Feature Desc mapping.xlsx”
    b. “Summary and Data Dictionaries.xlsx”
    c. Files with names in the format “Postpaid [Bell Mobility/Virgin Mobile] Billing Details [Year]” for 2017-2021 (files produced on 11/9/2021 and some corrected files produced by Bell on 11/29/2021, 20 files in total)
    d. Appendix 11 - 1 Usage – 2021, Appendix 11 - 1 Usage - CONS - 2017-2018, Appendix 11 - 1 Usage - CONS - 2019-2020, Appendix 11 - 1 Usage - CORP - 2017-2020 folders: “Usage_extract” files (more than 20 separate files)
    e. “CB_11_PP_v1.12.xlsx”
2. Data from Specification 18
    a. “CB_18_PP.xlsx”
3. Data from Appendix 10
    a. “FO-912 10A Bell Mobility Postpaid”
    b. “FO-912 10A Bell Mobility Prepaid”
    c. “FO-912 10A Virgin Mobile Postpaid”
    d. “FO-912 10A Virgin Mobile Prepaid”
    e. “FO-912 10A Lucky Mobile Prepaid”
4. Data from Appendix 16
    a. “Q16a_EOP_20170101_20210701_NAT_EXCL_MB.txt”
    b. “Q16_b_c_acts_20170101_20210701_NAT_EXC_MB_2017.txt” (20220113_corrected)
    c. “Q16_b_c_acts_20170101_20210701_NAT_EXC_MB_2018.txt” (20220113_corrected)
    d. “Q16_b_c_acts_20170101_20210701_NAT_EXC_MB_2019.txt” (20220113_corrected)
    e. “Q16_b_c_acts_20170101_20210701_NAT_EXC_MB_2020.txt” (20220113_corrected)

f. “Q16_b_c_acts_20170101_20210701_NAT_EXC_MB_2021.txt” (20220113_corrected)

THE COMPETITION TRIBUNAL

IN THE MATTER OF the Competition Act, R.S.C. 1985, c. C-34, as amended;

AND IN THE MATTER OF the proposed acquisition by Rogers Communications Inc. or an affiliate thereof of Shaw Communications Inc.;

AND IN THE MATTER OF an application by the Commissioner of Competition for one or more orders pursuant to section 92 of the Competition Act; and

AND IN THE MATTER OF an application by the Commissioner of Competition for an interim order pursuant to section 104 of the Competition Act.

BETWEEN:

THE COMMISSIONER OF COMPETITION

Applicant

– and –

ROGERS COMMUNICATIONS INC.
SHAW COMMUNICATIONS INC.

Respondents

AFFIDAVIT OF BLAIK KIRBY

This is Exhibit "A" referred to in the Affidavit of Blaik Kirby sworn by Blaik Kirby of the city of King City, in the Province of Ontario, before me at the City of Toronto, in the Province of Ontario, on April 28, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

Commissioner for Taking Affidavits (or as may be)

This is Exhibit "B" referred to in the Affidavit of Blaik Kirby sworn by Blaik Kirby of the city of King City, in the Province of Ontario, before me at the City of Toronto, in the Province of Ontario, on April 28, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

Commissioner for Taking Affidavits (or as may be)

This is Exhibit "C" referred to in the Affidavit of Blaik Kirby sworn by Blaik Kirby of the city of King City, in the Province of Ontario, before me at the City of Toronto, in the Province of Ontario, on April 28, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

Commissioner for Taking Affidavits (or as may be)

This is Exhibit "D" referred to in the Affidavit of Blaik Kirby sworn by Blaik Kirby of the city of King City, in the Province of Ontario, before me at the City of Toronto, in the Province of Ontario, on April 28, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

Commissioner for Taking Affidavits (or as may be)

This is Exhibit "E" referred to in the Affidavit of Blaik Kirby sworn by Blaik Kirby of the city of King City, in the Province of Ontario, before me at the City of Toronto, in the Province of Ontario, on April 28, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

Commissioner for Taking Affidavits (or as may be)

This is Exhibit “F” referred to in the Affidavit of Blaik Kirby sworn by Blaik Kirby of the city of King City, in the Province of Ontario, before me at the City of Toronto, in the Province of Ontario, on April 28, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

Commissioner for Taking Affidavits (or as may be)

This is Exhibit "G" referred to in the Affidavit of Blaik Kirby sworn by Blaik Kirby of the city of King City, in the Province of Ontario, before me at the City of Toronto, in the Province of Ontario, on April 28, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

Commissioner for Taking Affidavits (or as may be)

This is Exhibit "H" referred to in the Affidavit of Blaik Kirby sworn by Blaik Kirby of the city of King City, in the Province of Ontario, before me at the City of Toronto, in the Province of Ontario, on April 28, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

Commissioner for Taking Affidavits (or as may be)

This is Exhibit "I" referred to in the Affidavit of Blaik Kirby sworn by Blaik Kirby of the city of King City, in the Province of Ontario, before me at the City of Toronto, in the Province of Ontario, on April 28, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

Commissioner for Taking Affidavits (or as may be)

This is Exhibit “J” referred to in the Affidavit of Blaik Kirby sworn by Blaik Kirby of the city of King City, in the Province of Ontario, before me at the City of Toronto, in the Province of Ontario, on April 28, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

Commissioner for Taking Affidavits (or as may be)

This is Exhibit "K" referred to in the Affidavit of Blaik Kirby sworn by Blaik Kirby of the city of King City, in the Province of Ontario, before me at the City of Toronto, in the Province of Ontario, on April 28, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

Commissioner for Taking Affidavits (or as may be)

This is Exhibit "L" referred to in the Affidavit of Blaik Kirby sworn by Blaik Kirby of the city of King City, in the Province of Ontario, before me at the City of Toronto, in the Province of Ontario, on April 28, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

Commissioner for Taking Affidavits (or as may be)

This is Exhibit "M" referred to in the Affidavit of Blaik Kirby sworn by Blaik Kirby of the city of King City, in the Province of Ontario, before me at the City of Toronto, in the Province of Ontario, on April 28, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

Commissioner for Taking Affidavits (or as may be)

This is Exhibit "N" referred to in the Affidavit of Blaik Kirby sworn by Blaik Kirby of the city of King City, in the Province of Ontario, before me at the City of Toronto, in the Province of Ontario, on April 28, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

Commissioner for Taking Affidavits (or as may be)

This is Exhibit "O" referred to in the Affidavit of Blaik Kirby sworn by Blaik Kirby of the city of King City, in the Province of Ontario, before me at the City of Toronto, in the Province of Ontario, on April 28, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

Commissioner for Taking Affidavits (or as may be)

This is Exhibit "P" referred to in the Affidavit of Blaik Kirby sworn by Blaik Kirby of the city of King City, in the Province of Ontario, before me at the City of Toronto, in the Province of Ontario, on April 28, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

Commissioner for Taking Affidavits (or as may be)

This is Exhibit "Q" referred to in the Affidavit of Blaik Kirby sworn by Blaik Kirby of the city of King City, in the Province of Ontario, before me at the City of Toronto, in the Province of Ontario, on April 28, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

Commissioner for Taking Affidavits (or as may be)

This is Exhibit "R" referred to in the Affidavit of Blaik Kirby sworn by Blaik Kirby of the city of King City, in the Province of Ontario, before me at the City of Toronto, in the Province of Ontario, on April 28, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

Commissioner for Taking Affidavits (or as may be)

This is Exhibit “S” referred to in the Affidavit of Blaik Kirby sworn by Blaik Kirby of the city of King City, in the Province of Ontario, before me at the City of Toronto, in the Province of Ontario, on April 28, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

Commissioner for Taking Affidavits (or as may be)

This is Exhibit “T” referred to in the Affidavit of Blaik Kirby sworn by Blaik Kirby of the city of King City, in the Province of Ontario, before me at the City of Toronto, in the Province of Ontario, on April 28, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

Commissioner for Taking Affidavits (or as may be)

This is Exhibit "U" referred to in the Affidavit of Blaik Kirby sworn by Blaik Kirby of the city of King City, in the Province of Ontario, before me at the City of Toronto, in the Province of Ontario, on April 28, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

Commissioner for Taking Affidavits (or as may be)

This is Exhibit "V" referred to in the Affidavit of Blaik Kirby sworn by Blaik Kirby of the city of King City, in the Province of Ontario, before me at the City of Toronto, in the Province of Ontario, on April 28, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

Commissioner for Taking Affidavits (or as may be)

This is Exhibit "W" referred to in the Affidavit of Blaik Kirby sworn by Blaik Kirby of the city of King City, in the Province of Ontario, before me at the City of Toronto, in the Province of Ontario, on April 28, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

Commissioner for Taking Affidavits (or as may be)

This is Exhibit “X” referred to in the Affidavit of Blaik Kirby sworn by Blaik Kirby of the city of King City, in the Province of Ontario, before me at the City of Toronto, in the Province of Ontario, on April 28, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

Commissioner for Taking Affidavits (or as may be)

This is Exhibit "Y" referred to in the Affidavit of Blaik Kirby sworn by Blaik Kirby of the city of King City, in the Province of Ontario, before me at the City of Toronto, in the Province of Ontario, on April 28, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

Commissioner for Taking Affidavits (or as may be)

This is Exhibit "Z" referred to in the Affidavit of Blaik Kirby sworn by Blaik Kirby of the city of King City, in the Province of Ontario, before me at the City of Toronto, in the Province of Ontario, on April 28, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

Commissioner for Taking Affidavits (or as may be)

This is Exhibit "AA" referred to in the Affidavit of Blaik Kirby sworn by Blaik Kirby of the city of King City, in the Province of Ontario, before me at the City of Toronto, in the Province of Ontario, on April 28, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

Commissioner for Taking Affidavits (or as may be)

This is Exhibit "BB" referred to in the Affidavit of Blaik Kirby sworn by Blaik Kirby of the city of King City, in the Province of Ontario, before me at the City of Toronto, in the Province of Ontario, on April 28, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

Commissioner for Taking Affidavits (or as may be)

This is Exhibit "CC" referred to in the Affidavit of Blaik Kirby sworn by Blaik Kirby of the city of King City, in the Province of Ontario, before me at the City of Toronto, in the Province of Ontario, on April 28, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

Commissioner for Taking Affidavits (or as may be)

This is Exhibit "DD" referred to in the Affidavit of Blaik Kirby sworn by Blaik Kirby of the city of King City, in the Province of Ontario, before me at the City of Toronto, in the Province of Ontario, on April 28, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

Commissioner for Taking Affidavits (or as may be)

This is Exhibit “EE” referred to in the Affidavit of Blaik Kirby sworn by Blaik Kirby of the city of King City, in the Province of Ontario, before me at the City of Toronto, in the Province of Ontario, on April 28, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

Commissioner for Taking Affidavits (or as may be)

This is Exhibit “FF” referred to in the Affidavit of Blaik Kirby sworn by Blaik Kirby of the city of King City, in the Province of Ontario, before me at the City of Toronto, in the Province of Ontario, on April 28, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

Commissioner for Taking Affidavits (or as may be)

This is Exhibit "GG" referred to in the Affidavit of Blaik Kirby sworn by Blaik Kirby of the city of King City, in the Province of Ontario, before me at the City of Toronto, in the Province of Ontario, on April 28, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

Commissioner for Taking Affidavits (or as may be)

This is Exhibit "HH" referred to in the Affidavit of Blaik Kirby sworn by Blaik Kirby of the city of King City, in the Province of Ontario, before me at the City of Toronto, in the Province of Ontario, on April 28, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

Commissioner for Taking Affidavits (or as may be)

This is Exhibit "II" referred to in the Affidavit of Blaik Kirby sworn by Blaik Kirby of the city of King City, in the Province of Ontario, before me at the City of Toronto, in the Province of Ontario, on April 28, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

Commissioner for Taking Affidavits (or as may be)

This is Exhibit "JJ" referred to in the Affidavit of Blaik Kirby sworn by Blaik Kirby of the city of King City, in the Province of Ontario, before me at the City of Toronto, in the Province of Ontario, on April 28, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

Commissioner for Taking Affidavits (or as may be)

This is Exhibit "KK" referred to in the Affidavit of Blaik Kirby sworn by Blaik Kirby of the city of King City, in the Province of Ontario, before me at the City of Toronto, in the Province of Ontario, on April 28, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

Commissioner for Taking Affidavits (or as may be)

This is Exhibit “LL” referred to in the Affidavit of Blaik Kirby sworn by Blaik Kirby of the city of King City, in the Province of Ontario, before me at the City of Toronto, in the Province of Ontario, on April 28, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

Commissioner for Taking Affidavits (or as may be)

This is Exhibit “MM” referred to in the Affidavit of Blaik Kirby sworn by Blaik Kirby of the city of King City, in the Province of Ontario, before me at the City of Toronto, in the Province of Ontario, on April 28, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

Commissioner for Taking Affidavits (or as may be)

This is Exhibit “NN” referred to in the Affidavit of Blaik Kirby sworn by Blaik Kirby of the city of King City, in the Province of Ontario, before me at the City of Toronto, in the Province of Ontario, on April 28, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

Commissioner for Taking Affidavits (or as may be)

This is Exhibit “OO” referred to in the Affidavit of Blaik Kirby sworn by Blaik Kirby of the city of King City, in the Province of Ontario, before me at the City of Toronto, in the Province of Ontario, on April 28, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

Commissioner for Taking Affidavits (or as may be)

This is Exhibit "PP" referred to in the Affidavit of Blaik Kirby sworn by Blaik Kirby of the city of King City, in the Province of Ontario, before me at the City of Toronto, in the Province of Ontario, on April 28, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

Commissioner for Taking Affidavits (or as may be)

This is Exhibit “QQ” referred to in the Affidavit of Blaik Kirby sworn by Blaik Kirby of the city of King City, in the Province of Ontario, before me at the City of Toronto, in the Province of Ontario, on April 28, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

Commissioner for Taking Affidavits (or as may be)

This is Exhibit “RR” referred to in the Affidavit of Blaik Kirby sworn by Blaik Kirby of the city of King City, in the Province of Ontario, before me at the City of Toronto, in the Province of Ontario, on April 28, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

Commissioner for Taking Affidavits (or as may be)

This is Exhibit “SS” referred to in the Affidavit of Blaik Kirby sworn by Blaik Kirby of the city of King City, in the Province of Ontario, before me at the City of Toronto, in the Province of Ontario, on April 28, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

Commissioner for Taking Affidavits (or as may be)

This is Exhibit “TT” referred to in the Affidavit of Blaik Kirby sworn by Blaik Kirby of the city of King City, in the Province of Ontario, before me at the City of Toronto, in the Province of Ontario, on April 28, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

Commissioner for Taking Affidavits (or as may be)

This is Exhibit "UU" referred to in the Affidavit of Blaik Kirby sworn by Blaik Kirby of the city of King City, in the Province of Ontario, before me at the City of Toronto, in the Province of Ontario, on April 28, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

Commissioner for Taking Affidavits (or as may be)

This is Exhibit “VV” referred to in the Affidavit of Blaik Kirby sworn by Blaik Kirby of the city of King City, in the Province of Ontario, before me at the City of Toronto, in the Province of Ontario, on April 28, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

Commissioner for Taking Affidavits (or as may be)

Court File No.

THE COMPETITION TRIBUNAL

IN THE MATTER OF the Competition Act, R.S.C. 1985, c. C-34;

AND IN THE MATTER OF the proposed acquisition by Rogers Communications Inc. or an affiliate thereof of Shaw Communications Inc.;

AND IN THE MATTER OF an application by the Commissioner of Competition for one or more orders pursuant to section 92 of the *Competition Act;*

AND IN THE MATTER OF an Application by the Commissioner of Competition for an interim order pursuant to section 104 of the *Competition Act;*

B E T W E E N:

THE COMMISSIONER OF COMPETITION

Applicant

- and -

ROGERS COMMUNICATIONS INC.
SHAW COMMUNICATIONS INC

Respondents

AFFIDAVIT OF BLAIK KIRBY
(Affirmed April 28, 2022)

CT-2022-

THE COMPETITION TRIBUNAL

IN THE MATTER OF the Competition Act, R.S.C. 1985, c. C-34;

AND IN THE MATTER OF the proposed acquisition by Rogers Communications Inc. or an affiliate thereof of Shaw Communications Inc.;

AND IN THE MATTER OF an application by the Commissioner of Competition for one or more orders pursuant to section 92 of the Competition Act;

AND IN THE MATTER OF an Application by the Commissioner of Competition for an interim order pursuant to section 104 of the Competition Act;

BETWEEN:

THE COMMISSIONER OF COMPETITION

Applicant

– and –

ROGERS COMMUNICATIONS INC.

SHAW COMMUNICATIONS INC.

Respondent

AFFIDAVIT OF SAMEER DHAMANI

I, **Sameer Dhamani**, of the City of **Calgary** in the province of **Alberta**, state as follows:

BACKGROUND

1. I am an owner of seven Freedom Mobile (“**Freedom**”) retail stores across Alberta. These stores are in the following communities: Calgary; Medicine Hat; Lethbridge; and Airdrie.

2. Prior to my involvement with the Freedom brand, I was a representative of Wind Mobile. Prior to that, I worked in the telecom cell phone industry with WOW! mobile.

3. I am also a member of the Association of Freedom Wireless Dealers (“**F-Branded Association**”). This is an association of all Freedom Mobile retail stores across Canada who wish to join, which was established on April 7, 2021, shortly after Rogers Communications Inc. (“Rogers”) announced that it had agreed to acquire Shaw Communications Inc. (“Shaw”). The F-Branded Association has 22 members, representing 179 Freedom retail locations in Ontario and Alberta. The members represent approximately 80% of Freedom retail stores across Canada, including all Alberta dealers and the majority of Ontario dealers (18 out of 21). Our members, many of whom began operations before Shaw acquired Wind Mobile in 2017, own anywhere from 1 to 22 locations.

4. The F-Branded Association was established to work proactively to discuss collective business issues and concerns between Freedom retail stores and Shaw.

5. I have personal knowledge of the matters in this statement, except where I have indicated that I am relying on information from others, in which case I believe such information to be true.

PURPOSE OF THIS WITNESS STATEMENT

6. I make this Witness Statement in connection with an Application by the Commissioner of Competition (the “**Commissioner**”) against Rogers and Shaw relating to their proposed merger.

FREEDOM WIRELESS DEALERS – TARGET CUSTOMERS AND DEMOGRAPHICS

7. All Freedom retail locations (sometimes described as Freedom dealers) sign contracts with Shaw. Under the contracts, retailers are required to charge prices set by Freedom and must follow certain brand standards in terms of look and feel and design of stores, as set by Freedom.

8. Freedom dealers represent the Freedom brand in the retail distribution channel, carrying exclusively Freedom-branded offerings. Dealers sell Freedom products to retail customers and provide ancillary services such as troubleshooting and managing customer inquiries, as well as addressing issues such as buyer's remorse, warranties and exchanges. Freedom dealers also accept monthly bill payments and sell prepaid top-up vouchers to customers.

UNFAIR COMPETITION BY SHAW TOWARDS FREEDOM ALBERTA DEALERS

9. In Alberta, Shaw has been undercutting the Freedom brand with superior Shaw offers. We consider Shaw to be leveraging unfair advantages over Freedom dealers. Shaw negotiates our agreements and are not required to provide disclosure. At the same time, Freedom dealers are required to provide Shaw with operational data. Shaw has leveraged this information to support the Shaw Mobile brand and have been porting customers from Freedom to Shaw Mobile. For example, every Monday all Alberta dealers are required to submit weekly activation/upgrade reports which includes competitive offerings, described as "Market trends." This information is passed on to Freedom managers, and in turn, Shaw. Shaw has access to all of this data, while Freedom dealers do not.

10. Shaw Mobile was launched on July 30, 2020, just in time for back-to-school promotions. Shaw Mobile initially offered two plans: "By the Gig" and "Unlimited Data." "By the Gig" plans cost $0 per month and included unlimited nationwide talk and text. Under the "By the Gig" plan, customers could buy 1gb of data for $10 if they needed it, and the data would be rolled over for up to 90 days if it was not used. Shaw Mobile's "Unlimited Data" plans cost $45 per month for 25gb of data, followed by unlimited usage at a throttled speed. These wireless plans were bundled with Shaw Internet plans. Attached as Exhibit "**A**" to this affidavit is a copy of a press release from Shaw, dated July 30, 2020.

11. These wireless plans for Shaw Mobile, involving $0 and $45 monthly fees respectively, were more favourable than the monthly fees that we could offer as Freedom Mobile dealers. At the time, Freedom offered a $55 plan with a $10 discount, which was comparable to the $45 Shaw Mobile price. However, this plan could only offer 5-10gb data (the precise amount varied from time to time, depending on promotions), which are not comparable to the 25gb data offered through Shaw Mobile.

12. As a result, Freedom dealers complained to Shaw that they could not compete with these plans. Shaw responded that these offers were special introductory offers that would be time-limited, but Shaw Mobile continues to offer favourable plans that Freedom dealers cannot match. For example, Shaw Mobile offers a $25 per month “unlimited mobile” plan with 25gb LTE data paired with a Fibre+ Gig 1.5 Internet plan. Shaw Mobile aggressively markets its $25/unlimited plan, which appears to consumers to be highly superior to Freedom’s “Big Gig Unlimited” plan, which costs $50 per month. Attached as Exhibit “**B**” to this affidavit are photographs of Black Friday advertisements, comparing Shaw Mobile’s $25/unlimited plan to Freedom’s $50/unlimited plan.

13. Customers also perceive Shaw Mobile to be a discount premium brand, versus Freedom, which is viewed as a discount brand. As a result, customers who are deciding on a cell phone plan are much more likely to gravitate to Shaw Mobile versus Freedom, particularly when Shaw Mobile’s plans are better and cheaper than Freedom’s.

14. While my Freedom stores were growing by leaps and bounds from 2016-2019, this growth hit a roadblock in 2020. Historically, sales targets for my group of stores were approximately [redacted] new activations per quarter. Today, those targets have plummeted to approximately [redacted] The decimation of my business is reflected in plummeting targets for my store. Attached as Exhibit “**C**” to this affidavit are quota targets for my stores for the first quarter of 2020, 2021 and 2022 respectively. For Q1 2020, the target activations were [redacted] for eight stores. These targets dropped to [redacted] in 2021, and dropped further [redacted] in 2022. My business cannot survive on these diminished targets. As a result, due to significant losses, I recently had to close two locations. If Shaw persists in undercutting its franchisees through the Shaw Mobile brand, I will eventually be required to close all of my store locations.

15. Shaw Mobile has been increasing its activations significantly, at the expense of Freedom Mobile dealers. Attached as Exhibit “**D**” to this affidavit is a news release from Shaw, dated October 29, 2021. As described in the news release, Shaw “added approximately 60,500 new Wireless customers” in the fourth quarter of 2021. Of this amount, “postpaid net additions of approximately 48,100 in the quarter were driven by the continued momentum of Shaw Mobile.” This means that only 12,400 of the 60,500 were new Freedom Mobile customers. In turn, only a small percentage of the 12,400 new Freedom Mobile customers would be based in Alberta and B.C., compared to the 48,100 new Shaw Mobile customers,

all of whom would be based in Alberta and B.C. The October 29, 2021 Shaw news release confirms that Shaw Mobile has been increasing its activations on an exponential basis, at the expense of and to the detriment of Freedom Mobile dealers in Alberta and B.C.

SWORN OR AFFIRMED by Sameer Dhamani of the City of Calgary, in the Province of Alberta, before me at the City of Toronto, in the Province of Ontario, on March 3, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

Karen Whibley

Commissioner for Taking Affidavits
(or as may be)

KAREN WHIBLEY

SAMEER DHAMANI

Karen Michelle Whibley, a Commissioner, etc. Province of Ontario, for Sotos LLP, Barristers & Solicitors. Expires October 19, 2024.

This is Exhibit "A" mentioned and referred to in the Affidavit of Sameer Dhamani, sworn remotely this 3rd day of March, 2022.

Karen Whibley

Commissioner for Taking Affidavits (or as may be)

Karen Michelle Whibley, a Commissioner, etc. Province of Ontario, for Sotos LLP, Barristers & Solicitors. Expires October 19, 2024.

Shaw)

Shaw Mobile Has Arrived — Fast LTE and Shaw's Fibre+ Network Combine to Give Customers an Innovative Wireless Experience With Unprecedented Savings

July 30, 2020 06:00 ET | Source: Shaw Communications Inc.

- Shaw Internet customers in B.C. and Alberta can now add wireless to their Shaw Fibre+ Internet to get as many as six lines of unlimited nationwide talk and text for $0 monthly.
- Since everyone uses their smartphones and their wireless data differently, Shaw Mobile also offers an Unlimited Data plan starting at $45 a month with $10 a month US and Mexico roaming options.
- Shaw Mobile customers leverage the power of Shaw's Fast LTE, Shaw's in-home WiFi service and Canada's largest network of WiFi hotspots, powered by Shaw's Fibre+ network.
- Shaw Mobile is available across B.C. and Alberta in 19 Shaw retail stores, including 12 new stores opening in the coming weeks, and over 120 locations of Shaw's largest national retail partners across these two provinces.
- Building on the strength of its Fibre+ network, Shaw introduces the 'Brighter Together' advertising campaign focusing on the powerful combination of Shaw Mobile and Shaw's position as the new leader in gig speed internet in Western Canada.

CALGARY, Alberta, July 30, 2020 (GLOBE NEWSWIRE) -- Shaw Communications Inc. today announced the launch of Shaw Mobile — a new wireless service in Canada that leverages Shaw's Fast LTE and Fibre+ network to provide Shaw Internet customers with an innovative wireless experience that can virtually eliminate their monthly wireless data bill.

Beginning today, Shaw Mobile is available to all Shaw Internet customers who can easily add up to six wireless lines of unlimited nationwide talk and text for $0 a month on the most popular handsets.

Communications. "We are pleased to deliver what Canadians have wanted from their wireless carriers for years — innovation and technology that helps them save money without sacrificing connectivity."

Shaw Mobile customers can leverage the best WiFi experience both at home, with their Shaw Fibre+ Internet, and while on the go, by automatically connecting to any of Shaw's thousands of WiFi hotspots across Western Canada powered by Shaw's Fibre+ network. When customers aren't on WiFi, they can pay only for the data they need and connect to Shaw's Fast LTE network or to any of Shaw's roaming partners nationwide.

Shaw Mobile is designed around the fact that Canadians have been increasingly choosing to reduce their monthly wireless costs by using their smartphones on WiFi rather than cellular data. This long- term trend has been driven by the dramatic growth in the number of WiFi hotspots, the number of devices capable of connecting to WiFi, and more recently, the movement toward working from home.

As the new leader in gig speed internet service in Western Canada, Shaw's gigabit download speeds are available to over a million more homes and businesses than its closest competitor. Shaw's Fibre+ network, including in-home and public WiFi hotspots, provides great speed and coverage both within and outside the home to allow customers to spend more time on WiFi and less time on cellular.

"By leveraging WiFi powered by Shaw's Fibre+ network rather than LTE data, many Shaw Mobile customers can realistically eliminate much of their monthly wireless data expense," Mr. Shaw said. "It's 2020 and Canadians expect to be connected all the time wherever they are. With Shaw Mobile, that doesn't have to mean large wireless data charges.

"To our existing Shaw Internet customers, we're pleased to provide you with unlimited Canada-wide talk and text at no charge as a way of thanking you for your unwavering support and loyalty to our company," Mr. Shaw said. "For B.C. and Alberta residents who don't yet have their internet with Shaw, we invite you to take advantage of our Fibre+ Gig speeds available to more than 99 per cent of our market, and bundle it with a mobile service that will give you unprecedented savings exclusively available for Shaw customers."

experience by deploying new spectrum, expanding its lineup of premium devices, and building out a robust retail distribution network. Shaw has invested nearly $30 billion since fiscal 2013 to build, upgrade, and expand its Fast LTE and Fibre+ networks and services. Shaw's Freedom Mobile, recognized as an industry innovator and champion of wireless affordability, continues to serve almost 1.8 million Canadians.

Shaw Mobile puts customers firmly in control of their mobile data

Because everyone uses their phones and their data differently, in addition to being able to connect to Shaw's WiFi network, Shaw Mobile gives people the ability to customize their mobile data allotment with two rate plans — By The Gig and Unlimited Data — that can be mixed and matched to meet the needs of as many as six household members.

Customers who use only a modest amount of LTE data or who are mostly connected to WiFi can choose a By The Gig option and pay only for additional wireless data they need, starting at $10 per GB for use on the Shaw or Nationwide networks. By The Gig customers also get the benefit of unused data automatically rolling over for up to 90 days.

For those customers who need more data, Shaw Mobile's Unlimited Data plan option includes 25GB of our Fast LTE network data for only $45 per month — an abundance of wireless data at a price that's more than 40 per cent less than similar plans offered by other competitors. Beyond this, customers can choose to top their data up one gig at a time or have access to unlimited data at reduced speeds.

Shaw Mobile's launch comes at a time when Canadians are searching for better value and more features from their wireless provider.

"The launch of Shaw Mobile is the best example yet of how facilities-based providers can compete and innovate to deliver true wireless affordability," said Paul McAleese, President, Shaw Communications. "We are the only provider offering $0 talk and text to internet customers in Canada and our data plans empower them to find an option that fits their unique needs."

"Since the onset of the COVID-19 pandemic, telecom service providers such as Shaw, and its employees, have been working hard to provide high quality telecommunications services to Canadians in these trying times," said Navdeep Bains, Canada's Minister of Innovation, Science and Industry. "Now more than ever, Canadians rely on these services for work, school, finances and further reduce prices. We applaud Shaw for offering innovative options to help Canadians stay connected."

"Expanding our wireless infrastructure will enable economic development, spur job creation, and help get Albertans back to work," said Tanya Fir, Alberta Minister of Economic Development, Trade and Tourism. "Part of our economic recovery plan includes developing plans to support the fastest, most secure use of technology and data by Albertans, and today's announcement is a great step in that direction."

"Affordable wireless services ensure people can stay productive at work, connect with friends and family and unwind after a long day without worrying about unexpected and costly charges at the end of the month," said B.C. Minister of Citizens' Services Anne Kang. "The Province is a vocal advocate for the affordability and availability of mobility services for people in British Columbia. I want to thank Shaw for taking steps to reduce wireless bills for B.C. families."

More information about Shaw Mobile's innovative new plans can be found at www.shawmobile.ca/plans.

Customers can choose Shaw Mobile plans on Canada's most popular handsets

Shaw Mobile will feature premium and popular handsets from the world's top providers, including Apple, Samsung, Google, LG, and Motorola. When a customer switches to Shaw Mobile, they can bring their own device or purchase a new device using Shaw's MyTab program.

More information on compatible handsets is available at shawmobile.ca/devices

Shaw Mobile customers pay no data overage charges in Canada when using the Shaw and Nationwide networks and can leverage WiFi calling features on compatible devices to make calls from any WiFi network anywhere in the world.

While the biggest savings come from bundling Shaw's wireless and internet services, Shaw Mobile is also available as a standalone product at market rate.

locations across Alberta and B.C., including 12 new and enhanced stores in high-traffic shopping centres to be opened by the end of the summer. Shaw Mobile will also be available at over 120 locations of our largest national retail partners across B.C. and Alberta, beginning today, Thursday, July 30.

Shaw stores have been redesigned to provide customers with an immersive destination where they can explore, learn, and interact directly with the latest Shaw products and services, including Shaw's suite of in-home technology. All stores are designed with physical distancing in mind and will continue to adhere to applicable health and safety protocols to keep customers and employees safe.

Building on the strength of its Fibre+ network, the new stores reflect Shaw's "Brighter Together" advertising campaign and new visual identity. Shaw's new creative was produced in collaboration with Shaw's marketing agency of record, Rethink.

Brighter Together is a call to action suggesting that there is a brighter future for Canadians with Shaw. By bringing Shaw's total offering together, consumers get the two-fold benefit of constant high-speed connectivity and the reassuring feeling that they've made the brightest choice. The new visual identity expands the Shaw colour palette and uses fibre imagery as a symbol of connectivity and brightness.

"The language of our industry has changed, with more and more Western Canadians understanding that our value lies in the strength and capacity of our network. Our new refreshed visual identity puts Shaw's Fibre+ network at the forefront and reinforces the technology available to customers through our exciting products," Mr. McAleese said. "This new identity will serve as the foundation for all our new advertising and merchandising in the foreseeable future."

The new imagery will be extended across Shaw-branded business units, expressing a consistent experience across all customer touchpoints, including advertising and digital properties such as shaw.ca and social media accounts.

More information, including a complete list of retail locations, can be found at shaw.ca.

MEDIA LINKS:

High-resolution images related to Shaw Mobile are available at: https://bit.ly/2PdceoR, https://bit.ly/3gbPBNF, https://bit.ly/3gdIAM7, https://bit.ly/2DgNw4w, https://bit.ly/39KLupl

B-roll new Shaw retail locations is available at: https://youtu.be/QTwCPNR7hho

High-resolution images related to Shaw's new retail space are available at: https://bit.ly/2EwWDP8, https://bit.ly/33kcriH, https://bit.ly/2CQN2Cn, https://bit.ly/2P4jK5H

About Shaw

Shaw Communications Inc. is a leading Canadian connectivity company. The Wireline division consists of Consumer and Business services. Consumer serves residential customers with broadband Internet, Shaw Go WiFi, video and digital phone. Business provides business customers with Internet, data, WiFi, digital phone and video services. The Wireless division provides wireless voice and LTE data services through an expanding and improving mobile wireless network infrastructure.

Shaw is traded on the Toronto and New York stock exchanges and is included in the S&P/TSX 60 Index (Symbol: TSX - SJR.B, SJR.PR.A, SJR.PR.B, NYSE – SJR, and TSXV – SJR.A). For more information, please visit www.shaw.ca

Caution Regarding Forward Looking Statements

Statements included in this news release that are not historic constitute forward looking statements within the meaning of applicable securities laws. Such statements include, but are not limited to, statements concerning the availability of handsets and the opening and timing of opening of new retail locations in B.C. and Alberta. These statements are based on assumptions made by Shaw that it believes are appropriate and reasonable in the circumstances, including without limitation, the availability of equipment and devices and the forbearance of governments in implementing any emergency measures or changes in laws or regulations that may impact Shaw Mobile, including retail store closures in response to the ongoing COVID-19 pandemic. Undue reliance should not be placed on any forward-looking statement. Many factors, including those not within Shaw's control, may cause actual results to be materially different reasonable terms; changes in the general economic, market and business conditions; emergency measures implemented by any government; changes in laws, regulations and decisions by regulators that affect Shaw Mobile or the markets in which it operates; and other factors described in Shaw's 2019 Annual Report under the heading "Known events, trends, risks and uncertainties" and in its Management's Discussion and Analysis for the period ended May 31, 2020. The foregoing is not an exhaustive list of all possible factors. Should one or more of these risks materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results may vary materially from those described herein. Any forward-looking statements contained herein speak only as of the date of this news release. Except as required by law, Shaw disclaims any obligation to update any forward-looking statement.

For media inquiries, please contact:

Shaw Communications Inc.

Chethan Lakshman, VP, External Affairs

(403) 930-8448

chethan.lakshman@sjrb.ca

Tags

Shaw Mobile | Fibre+ Network | Shaw Communications | Fibre+ Gig

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This is Exhibit "B" mentioned and referred to
in the Affidavit of Sameer Dhamani, sworn
remotely this 3rd day of March, 2022.

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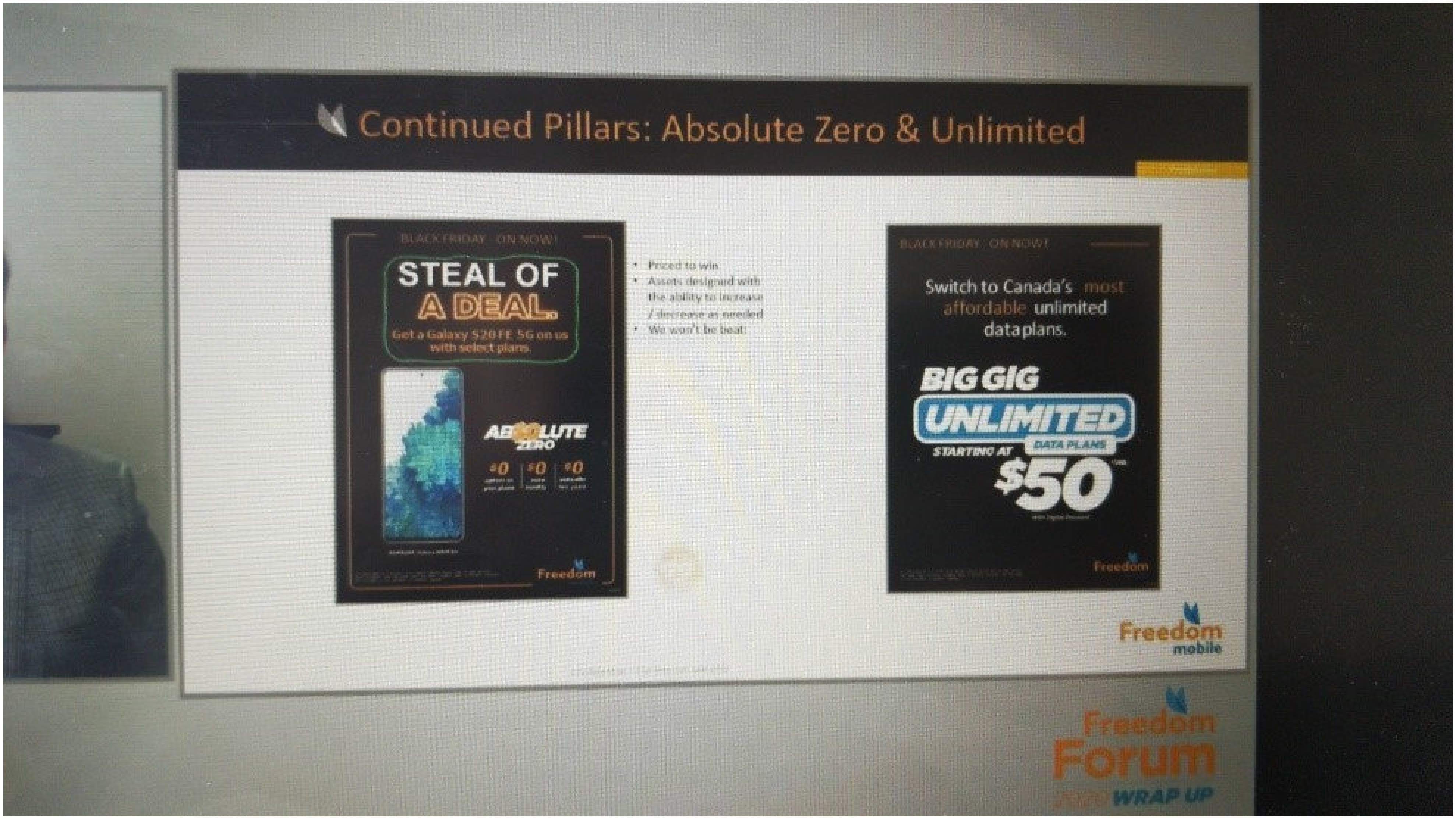
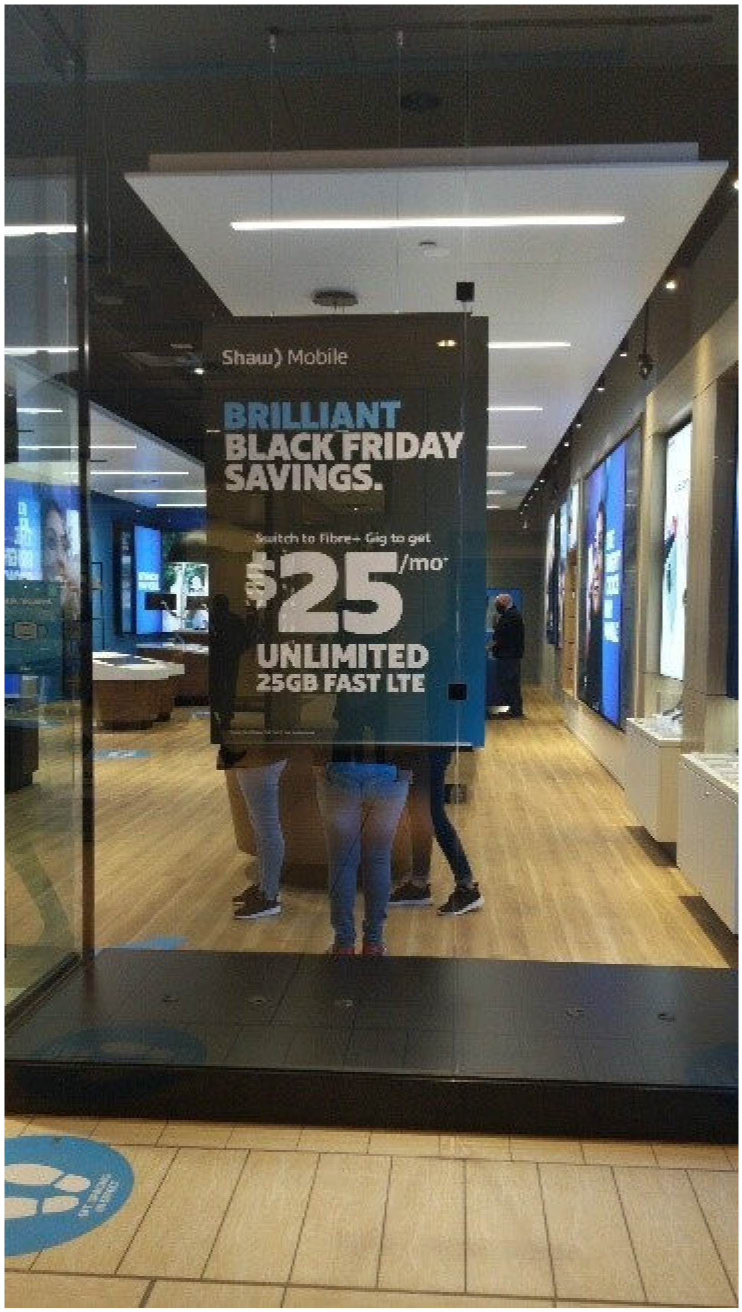
Karen Whibley

Commissioner for Taking Affidavits (or as may be)

Karen Michelle Whibley, a Commissioner,
etc. Province of Ontario, for Sotos LLP,
Barristers & Solicitors. Expires October 19, 2024.


Continued Pillars: Absolute Zero & Unlimited
BLACK FRIDAY · ON NOW!
STEAL OF
A DEAL.
Get a Galaxy S20 FE 5G on us with select plans.
ABSOLUTE ZERO
$0
$0
$0
Freedom
Priced to win
Assets designed with the ability to increase / decrease as needed
We won't be beat:
BLACK FRIDAY · ON NOW!
Switch to Canada's most affordable unlimited data plans.
BIG GIG
UNLIMITED
DATA PLANS
STARTING AT
$50
Freedom
Freedom
mobile
Freedom
Forum
2020 WRAP UP


Shaw) Mobile
BRILLIANT
BLACK FRIDAY
SAVINGS.
Switch to Fibre+ Gig to get
$25/mo
UNLIMITED
25GB FAST LTE

This is Exhibit "C" mentioned and referred to
in the Affidavit of Sameer Dhamani, sworn
remotely this 3rd day of March, 2022 .

Karen Whibley

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Commissioner for Taking Affidavits (or as may be)

Karen Michelle Whibley, a Commissioner,
etc. Province of Ontario, for Sotos LLP,
Barristers & Solicitors. Expires October 19, 2024.

2020 DEALER Q1 QUOTA

			January			February			March			Q1		
			Prepaid	Postpaid	Total	Prepaid	Postpaid	Total	Prepaid	Postpaid	Total	Prepaid	Postpaid	Total
Dealer:	Wireless Boutique	Total	[redacted]											

					January			February			March			Q1		
Channel Code	GL Code	Dealer Name	Common Name	DBM	Prepaid	Postpaid	Total	Prepaid	Postpaid	Total	Prepaid	Postpaid	Total	Prepaid	Postpaid	Total
WD679208	6792	Wireless Boutique	Medicine Hat Mall	Kim Iampen	[redacted]											
WD679209	6792	Wireless Boutique	College Centre Mall	Kim Iampen	[redacted]											
WD679206	6792	Wireless Boutique	Northland Village	Kim Iampen	[redacted]											
WD679205	6792	Wireless Boutique	Forest Lawn	Kim Iampen	[redacted]											
WD679204	6792	Wireless Boutique	36 Riverglen Drive	Kim Iampen	[redacted]											
WD679203	6792	Wireless Boutique	Yankee Valley Crossing	Kim Iampen	[redacted]											
WD679202	6792	Wireless Boutique	London Place West	Kim Iampen	[redacted]											
WD679201	6792	Wireless Boutique	Midnapore Village	Kim Iampen	[redacted]											

2021 DEALER Q1 QUOTA

		January			February			March			Q1		
		Prepaid	Postpaid	Total	Prepaid	Postpaid	Total	Prepaid	Postpaid	Total	Prepaid	Postpaid	Total
Wireless Boutique	Total	[redacted]											

		January			February			March			Q1		
Common Name	DBM	Prepaid	Postpaid	Total	Prepaid	Postpaid	Total	Prepaid	Postpaid	Total	Prepaid	Postpaid	Total
London Place West	Kim Iampen	[redacted]											
Forest Lawn	Kim Iampen												
College Centre Mall	Kim Iampen												
36 Riverglen Drive	Kim Iampen												
Medicine Hat Mall	Kim Iampen												
Yankee Valley Crossing	Kim Iampen												
Midnapore Village	Kim Iampen												

2022 DEALER Q1 QUOTA

				January			February			March			Q1		
				Prepaid	Postpaid	Total	Prepaid	Postpaid	Total	Prepaid	Postpaid	Total	Prepaid	Postpaid	Total
Dealer:	Wireless Boutique		Total	[redacted]											

					January			February			March			Q1		
Channel Code	GL Code	Dealer Name	Common Name	DBM	Prepaid	Postpaid	Total	Prepaid	Postpaid	Total	Prepaid	Postpaid	Total	Prepaid	Postpaid	Total
WD679201	6792	Wireless Boutique	Midnapore Village	Kim Iampen	[redacted]											
WD679202	6792	Wireless Boutique	London Place West	Kim Iampen												
WD679203	6792	Wireless Boutique	Yankee Valley Crossing	Kim Iampen												
WD679204	6792	Wireless Boutique	36 Riverglen Drive	Kim Iampen												
WD679205	6792	Wireless Boutique	Forest Lawn	Kim Iampen												
WD679208	6792	Wireless Boutique	Medicine Hat Mall	Kim Iampen												
WD679209	6792	Wireless Boutique	College Centre Mall	Kim Iampen												

This is Exhibit "D" mentioned and referred to
in the Affidavit of Sameer Dhamani, sworn
remotely this 3rd day of March, 2022 .

Karen Whibley

Commissioner for Taking Affidavits (or as may be)

Karen Michelle Whibley, a Commissioner,
etc. Province of Ontario, for Sotos LLP,
Barristers & Solicitors. Expires October 19, 2024.

Shaw)

NEWS RELEASE

Shaw Announces Fourth Quarter and Full Year Fiscal 2021 Results

- **Shaw delivers fourth quarter and full year financial performance and subscriber activity in line with expectations**
- **Fiscal 2021 consolidated results include adjusted EBITDA[1] growth of 4.6% and free cash flow[1] of $961 million**
- **Fiscal 2022 priorities include supporting the closure of the transaction with Rogers and planning for the benefits that the combined entity will provide to Canadians**

Calgary, Alberta (October 29, 2021) – Shaw Communications Inc. ("Shaw" or the "Company") announces consolidated financial and operating results for the quarter ended August 31, 2021. Consolidated revenue increased 2.1% year-over-year to $1.38 billion, adjusted EBITDA increased 3.4% year-over-year to $614 million and net income increased 44% to $252 million.

Fiscal 2021 consolidated revenue increased 1.9% year-over-year to $5.51 billion and adjusted EBITDA increased 4.6% year-over-year to $2.50 billion. Fiscal 2021 results include incremental Wireline Consumer revenue of approximately $20 million related to the release of a provision following the Canadian Radio-television and Telecommunications Commission (CRTC) decision on final aggregated Third Party Internet Access (TPIA) rates and higher equity-based compensation costs of approximately $24 million due to the significant increase in Shaw's share price following the Rogers Transaction announcement on March 15, 2021. In addition, fiscal 2021 adjusted EBITDA results include a reduction in bad debt expense compared to the prior periods of approximately $10 million in the fourth quarter and approximately $28 million for the year as COVID-19 did not have a significant impact on our customers' ability to pay their bills as expected, combined with an increased focus on collecting aged receivables.

COVID-19 continues to significantly impact Canadians and economies around the world as we experience new waves and variants of the virus. The severity and duration of impacts from the COVID-19 pandemic remain uncertain and management continues to focus on the safety of our people, most of whom continue to work from home, reliable connectivity for our customer base, compliance with guidelines and requirements issued by various health authorities and government organizations, and continuity of other critical business operations. In fiscal 2021, Shaw's networks proved to be resilient and performed well despite the increase in usage and extended peak hours resulting from the impacts of COVID-19.

While the financial impacts from COVID-19 in fiscal 2021 were not material, the situation is still uncertain in terms of its magnitude, outcome, duration, resurgence and/or subsequent waves/variants. Shaw Business, which primarily serves the small and medium sized market, remains particularly vulnerable to COVID-19 related restrictions, including mandated business closures, capacity restrictions or further social distancing measures.

[1] Adjusted EBITDA and free cash flow are non-GAAP financial measures and should not be considered substitutes or alternatives for GAAP measures. These are not defined terms under IFRS and do not have standardized meanings, and therefore may not be a reliable way to compare us to other companies. Additional information about these measures, including quantitative reconciliations to the most directly comparable financial measures in the Company's Consolidated Financial Statements, is included in "Non-GAAP and additional financial measures" in this press release.

"This past year and a half has seen a number of significant events unfold that will undeniably shape and strengthen our industry and communities that we serve. While the COVID-19 pandemic continues across the country, strong and ubiquitous connectivity has never been more essential. Our customers increasingly rely on these services, particularly as technology continues to evolve. To deliver a seamless connectivity experience in the fast-approaching 5G era, we announced our combination with Rogers on March 15, 2021, followed by resounding support from our Class A and Class B shareholders at the special meeting to approve the combination. We recognize that we can do so much more by coming together. Canadians, regardless of where they reside, need access to these vital services which requires significant ongoing investment, supported by a steady regulatory framework. Throughout the extraordinary change we have faced, the entire team at Shaw executed on our fiscal 2021 plan, ensuring that we continue to meet the needs of our customers. In the months ahead, we remain committed to delivering exceptional customer experiences, investing in the strength of our networks and continued focus on execution of our strategic business priorities. As previously stated publicly, we reiterate our continued commitment to work with Rogers to close the transaction and it is not appropriate for Shaw to comment on recent events at Rogers," said Brad Shaw, Executive Chair & Chief Executive Officer.

Shaw and Rogers Transaction

On March 15, 2021, Shaw announced that it entered into an arrangement agreement (the "Arrangement Agreement") with Rogers Communications Inc. ("Rogers"), under which Rogers will acquire all of Shaw's issued and outstanding Class A Participating Shares ("Class A Shares") and Class B Non-Voting Participating Shares ("Class B Shares") in a transaction valued at approximately $26 billion, inclusive of approximately $6 billion of Shaw debt (the "Transaction"). Holders of Class A Shares and Class B Shares (other than the Shaw Family Living Trust, the controlling shareholder of Shaw, and related persons (collectively, the "Shaw Family Shareholders")) will receive $40.50 per share in cash. The Shaw Family Shareholders will receive 60% of the consideration for their shares in the form of Class B Non-Voting Shares of Rogers (the "Rogers Shares") on the basis of the volume-weighted average trading price for the Rogers Shares for the 10 trading days ending March 12, 2021, and the balance in cash. As at March 13, 2021, when the Arrangement Agreement was signed, the value of the consideration attributable to the Class A Shares and Class B Shares held by the Shaw Family Shareholders (calculated using the volume-weighted average trading price for the Rogers Shares for the 10 trading days ending March 12, 2021) was equivalent to $40.50 per share.

The Transaction is being implemented by way of a court-approved plan of arrangement under the *Business Corporations Act* (Alberta). At the special meeting of Shaw shareholders held on May 20, 2021, the Company obtained approval of the plan of arrangement by the holders of Shaw's Class A Shares and Class B Shares in the manner required by the interim order granted by the Court of Queen's Bench of Alberta on April 19, 2021. On May 25, 2021, the Court of Queen's Bench of Alberta issued a final order approving the plan of arrangement.

On June 30, 2021 (the "Redemption Date"), the Company redeemed all of its issued and outstanding Cumulative Redeemable Rate Reset Class 2 Preferred Shares, Series A (the "Series A Shares") and Cumulative Redeemable Floating Rate Class 2 Preferred Shares, Series B (the "Series B Shares" and, together with the Series A Shares, the "Preferred Shares") in accordance with their terms (as set out in the Company's articles) at a price equal to $25.00 per Preferred Share (the "Redemption Price"), less any tax required to be deducted or withheld. On the Redemption Date, there were 10,012,393 Series A Shares and 1,987,607 Series B Shares issued and outstanding. Accordingly, the aggregate Redemption Price paid by Shaw on the Redemption Date to redeem the Preferred Shares was $300 million.

The Transaction remains subject to other customary closing conditions including approvals from certain Canadian regulators. Shaw and Rogers are working cooperatively and constructively with the Competition Bureau, Innovation, Science and Economic Development Canada (ISED) and the CRTC in order to secure the requisite approvals. Subject to receipt of all required approvals and satisfaction of all closing conditions, closing of the Transaction is expected to occur in the first half of 2022.

Further information regarding the Transaction is contained in the management information circular filed April 23, 2021 on Shaw's SEDAR profile at www.sedar.com and EDGAR profile at www.sec.gov/edgar.shtml.

Fourth Quarter Fiscal 2021

In the fourth quarter, the Company added approximately 60,500 new Wireless customers. Postpaid net additions of approximately 48,100 in the quarter were driven by the continued momentum of Shaw Mobile. Wireless service revenue growth of 10.4% is due to continued subscriber growth, partially offset by lower ARPU[2]. As the Company continues to scale its lower revenue Shaw Mobile customer base, fourth quarter Wireless ARPU decreased 5.7% from the prior year period to $37.39; however, an increase in customers signing up for bundled offerings and Internet migration to faster speed tiers continues to support Internet revenue growth. Wireless postpaid churn[3] of 1.49% improved approximately 8-basis points from the fourth quarter of fiscal 2020. In fiscal 2021, the Company added approximately 295,000 Wireless customers bringing its total customer base to over 2.1 million.

In the quarter, Consumer RGU[4] losses of approximately 50,000 improved over the prior year period, led by Internet RGU additions of approximately 5,100 as customers continue to bundle their Internet and Wireless service together. Fourth quarter Wireline revenue was in-line with the prior year at $1.06 billion and Wireline adjusted EBITDA decreased 0.4% to $508 million.

Selected Financial Highlights

	Three months ended August 31,			Year ended August 31,		
(millions of Canadian dollars except per share amounts)	**2021**	2020	Change %	**2021**	2020	Change %
Revenue	**1,377**	1,349	2.1	**5,509**	5,407	1.9
Adjusted EBITDA(1)	**614**	594	3.4	**2,500**	2,391	4.6
Adjusted EBITDA margin(2)	**44.6%**	44.0%	1.4	**45.4%**	44.2%	2.7
Free cash flow(1)	**180**	152	18.4	**961**	747	28.6
Net income	**252**	175	44.0	**986**	688	43.3
Basic and diluted earnings per share	**0.50**	0.34		**1.94**	1.32	

(1) See "Non-GAAP and additional financial measures" for more information about these non-GAAP financial measures.
(2) Adjusted EBITDA margin is a non-GAAP ratio. Adjusted EBITDA margin is not a standardized measure under IFRS and may not be a reliable way to compare us to other companies. Additional information about this measure is included in "Non-GAAP and additional financial measures" in this press release.

Fourth quarter Wireless revenue increased 9.2% to $321 million and adjusted EBITDA of $106 million increased 26.2% year-over-year. Wireless service revenue for the three and twelve-month periods increased 10.4% and 9.3% respectively, to $233 million and $891 million over the comparable periods in fiscal 2020 due to an increased subscriber base, including significant Shaw Mobile additions. Wireless equipment revenue for the three and twelve-month periods increased 6.0% and 8.5% respectively, to $88 million and $381 million over the comparable periods in fiscal 2020. Fourth quarter ARPU decreased 5.7% to $37.39 reflecting Shaw Mobile customer growth. For the full year, ARPU of $37.35 decreased 4.1% over the prior year.

[2] ARPU is a supplementary financial measure which may not be comparable to similar measures presented by other issuers. Additional information about this supplementary financial measure is included in "Key Performance Drivers" in this press release.
[3] Wireless postpaid churn is a metric used to measure the Company's success in retaining Wireless subscribers. Additional information about this metric is included in "Key Performance Drivers" in this press release.
[4] RGUs is a metric used to measure the count of subscribers in the Company's Wireline and Wireless segments. Additional information about this metric is included in "Key Performance Drivers" in this press release.

For the twelve-month period, Wireless revenue grew 9.1% to $1.27 billion and adjusted EBITDA of $393 million improved 16.6%.

Wireline RGUs declined by approximately 45,400 in the quarter compared to a loss of approximately 71,200 in the fourth quarter of fiscal 2020. The current quarter was led by a gain in Consumer Internet RGUs of approximately 5,100 while offset with declines in Video, Satellite and Phone resulting in Consumer RGUs declining by 50,000 in the aggregate, partially offset with the addition of 4,600 Business RGUs. In fiscal 2021, the Company continued to focus on profitable Internet growth and retention, primarily through bundling with its wireless offerings.

Fourth quarter Wireline revenue of $1.06 billion and adjusted EBITDA of $508 million were in-line with the prior year. Consumer revenue of $910 million decreased 0.8% compared to the prior year as growth in Internet revenue was offset by declines in Video, Satellite and Phone subscribers and revenue. Business revenue of $149 million increased 6.4% year-over-year with Internet revenue growth and continued demand for the Smart suite of products, despite the challenging circumstances due to impacts of COVID-19 and considering the majority of Shaw Business revenue comes from the small to medium sized business sector.

For the twelve-month period, Consumer revenue decreased 0.5% to $3.66 billion and Business revenue increased 3.0% to $584 million resulting in Wireline revenue of $4.25 billion, which was approximately flat compared to the prior year. Adjusted EBITDA for the same period of $2.10 billion increased 2.6%.

Capital expenditures in the fourth quarter of $287 million compared to $307 million in the prior year. Wireline capital spending increased by approximately $29 million primarily due to higher investments in combined upgrades, enhancements and replacement categories as well as an increase in new housing development. Wireless spending of $66 million decreased by approximately $49 million year-over-year primarily due to lower planned investment in the quarter. In fiscal 2021, and in aggregate, consolidated capital expenditures of approximately $1 billion decreased 9.7% from the prior year.

Free cash flow for the quarter of $180 million compared to $152 million in the prior year. The increase was largely due to higher adjusted EBITDA and lower capital expenditures. Free cash flow for fiscal 2021 of $961 million was $214 million or approximately 29% higher than the prior year due to growth in adjusted EBITDA, lower capital expenditures and a $35 million reduction of tax related interest expense.

Net income for the fourth quarter of fiscal 2021 of $252 million compared to $175 million in the fourth quarter of fiscal 2020. Net income for fiscal 2021 of $986 million was $298 million higher than the prior year primarily due to the $109 million increase in consolidated adjusted EBITDA and $35 million reduction in interest expense as discussed above and a $133 million decrease in income taxes in fiscal 2021 compared to fiscal 2020. Tax expense declined in fiscal 2021 mainly due to a $125 million revision to liabilities for uncertain tax positions that became statute barred in 2021 as well as the recognition of a $78 million tax benefit associated with previously unrecognized tax losses in the fourth quarter of 2021 driven by management's expectations that sufficient future taxable profit will be available to fully utilize such losses, offset by the effect of higher pre-tax income.

As at the end of fiscal 2021, the net debt leverage ratio was 2.3x[5]. In fiscal 2021, the Company purchased 14,783,974 Class B Shares for cancellation for a total cost of approximately $336 million. In connection with the announcement of the proposed Transaction on March 15, 2021, the Company suspended share buybacks under its normal course issuer bid (NCIB) program.

5 Net debt leverage ratio is a non-GAAP ratio and net debt, which is a component of net debt leverage ratio, is a non-GAAP financial measure. Net debt leverage ratio and net debt are not standardized measures under IFRS and may not be a reliable way to compare us to other companies. See "Non-GAAP and additional financial measures" for more information about this measure and ratio.

Shaw files Year-End Disclosure Documents

Shaw announced today the filing with Canadian securities regulators of its 2021 audited annual consolidated financial statements, related management's discussion and analysis and 2021 annual information form and the filing with the U.S. Securities and Exchange Commission of its 2021 annual report on Form 40-F which includes the Canadian filings.

These documents are available on Shaw's profile on the Canadian Securities Administrators' website (www.sedar.com). The Form 40-F is available on the U.S. Securities and Exchange Commission's website (www.sec.gov). All of these documents are also available on Shaw's website at www.shaw.ca/corporate/investor-relations/financial-reports. Any shareholder wishing to receive a printed copy of the 2021 annual report containing the audited annual consolidated financial statements and related management's discussion and analysis may request one at no charge by e-mail to investor.relations@sjrb.ca.

About Shaw

Shaw Communications Inc. is a leading Canadian connectivity company. The Wireline division consists of Consumer and Business services. Consumer serves residential customers with broadband Internet, Shaw Go WiFi, video, and digital phone. Business provides business customers with Internet, data, WiFi, digital phone, and video services. The Wireless division provides wireless voice and LTE data services.

Shaw is traded on the Toronto and New York stock exchanges and is included in the S&P/TSX 60 Index (Symbol: TSX – SJR.B, NYSE – SJR, and TSXV – SJR.A). For more information, please visit www.shaw.ca.

For more information, please contact:
Shaw Investor Relations
Investor.relations@sjrb.ca

Caution concerning forward-looking statements

Statements included in this press release that are not historic constitute "forward-looking information" within the meaning of applicable securities laws. They can generally be identified by words such as "anticipate," "believe," "expect," "plan," "intend," "target," "goal," and similar expressions (although not all forward-looking statements contain such words). All of the forward-looking statements made in this report are qualified by these cautionary statements. Forward looking statements in this press release include, but are not limited to, statements relating to:

- the expected impact of the COVID-19 pandemic;
- future capital expenditures;
- proposed asset acquisitions and dispositions;
- anticipated benefits of the Transaction to Shaw and its securityholders, including corporate, operational, scale and other synergies and the timing thereof;
- the timing, receipt and conditions of required regulatory or other third-party approvals, including but not limited to the receipt of applicable approvals under the *Broadcasting Act* (Canada), the *Competition Act* (Canada) and the *Radiocommunication Act* (Canada) (collectively, the "Key Regulatory Approvals") related to the Transaction;
- the ability of the Company and Rogers to satisfy the other conditions to the closing of the Transaction and the anticipated timing for closing of the Transaction;
- expected cost efficiencies;
- expectations for future performance;
- business and technology strategies and measures to implement strategies;
- expected growth in subscribers and the products/services to which they subscribe;
- competitive strengths and pressures;

- expected project schedules, regulatory timelines, and completion/in-service dates for the Company's capital and other projects;
- the expected number of retail outlets;
- the expected impact of new accounting standards, recently adopted or expected to be adopted in the future;
- the effectiveness of any changes to the design and performance of the Company's internal controls and procedures;
- the expected impact of changes in laws, regulations, decisions by regulators, or other actions by governments or regulators on the Company's business, operations and/or financial performance or the markets in which the Company operates;
- the expected impact of any emergency measures implemented or withdrawn by governments or regulators;
- timing of new product and service launches;
- the resiliency and performance of the Company's wireline and wireless networks;
- the deployment of (i) network infrastructure to improve capacity and coverage, and (ii) new technologies, including next generation wireless technologies such as 5G;
- expected changes in the Company's market share;
- the ability of Shaw Mobile to drive customer growth;
- the cost of acquiring and retaining subscribers and deployment of new services;
- expansion of and changes in the Company's business and operations and other goals and plans; and
- execution and success of the Company's current and long term strategic initiatives.

Forward-looking statements are based on assumptions and analyses made by the Company in light of its experience and its perception of historical trends, current conditions and expected future developments as well as other factors it believes are appropriate in the circumstances as of the current date. The Company's management believes that its assumptions and analysis in this press release are reasonable and that the expectations reflected in the forward-looking statements contained herein are also reasonable based on the information available on the date such statements are made and the process used to prepare the information. Considering the uncertain and changing circumstances surrounding the COVID-19 pandemic and the related response from the Company, governments (federal, provincial and municipal), regulatory authorities, businesses and customers, there continues to be inherently more uncertainty associated with the Company's assumptions as compared to prior periods. These assumptions, many of which are confidential, include, but are not limited to management expectations with respect to:

- general economic conditions, including the impact on the economy and financial markets resulting from the COVID-19 pandemic and other health risks;
- the impact of the COVID-19 pandemic and other health risks on the Company's business, operations, capital resources, and/or financial results;
- anticipated benefits of the Transaction to the Company and its security holders;
- the timing, receipt and conditions of required regulatory or other third-party approvals, including but not limited to the receipt of the Key Regulatory Approvals related to the Transaction;
- the ability of the Company and Rogers to satisfy the other conditions to closing of the Transaction in a timely manner and the completion of the Transaction on expected terms;
- the ability of Rogers to obtain the debt financing required to complete the Transaction through the satisfaction of the limited conditions of the debt commitment letter for the debt financing and the absence of events that would prevent Rogers from consummating the debt financing;
- the ability to successfully integrate the Company with Rogers in a timely manner;
- the impact of the announcement of the Transaction, and the dedication of substantial Company resources to pursuing the Transaction, on the Company's ability to maintain its current business relationships (including with current and prospective employees, customers and suppliers) and its current and future operations, financial condition and prospects;
- the ability to satisfy the other expectations and assumptions concerning the Transaction and the operations and capital expenditure plans for the Company following completion of the Transaction;
- future interest rates;
- previous performance being indicative of future performance;

- future income tax rates;
- future foreign exchange rates;
- technology deployment;
- future expectations and demands of our customers;
- subscriber growth;
- incremental costs associated with growth in wireless handset sales;
- pricing, usage and churn rates;
- availability and cost of programming, content, equipment and devices;
- industry structure, conditions, and stability;
- regulation, legislation, or other actions by governments or regulators (and the impact or projected impact on the Company's business);
- the implementation or withdrawal of any emergency measures by governments or regulators (and the impact or projected impact on the Company's business, operations, and/or financial results);
- access to key suppliers and third-party service providers and their goods and services required to execute on the Company's current and long term strategic initiatives on commercially reasonable terms;
- key suppliers performing their obligations within the expected timelines;
- retention of key employees;
- the Company being able to successfully deploy (i) network infrastructure required to improve capacity and coverage, and (ii) new technologies, including next generation wireless technologies such as 5G;
- operating expense and capital cost estimates associated with the implementation of enhanced health and safety measures for the Company's offices, retail stores and employees to reduce the spread of COVID-19;
- the Company's access to sufficient retail distribution channels;
- the Company's access to the spectrum resources required to execute on its current and long-term strategic initiatives; and
- the Company being able to execute on its current and long term strategic initiatives.

You should not place undue reliance on any forward-looking statements. Many factors, including those not within the Company's control, may cause the Company's actual results to be materially different from the views expressed or implied by such forward-looking statements, including, but not limited to:

- changes in general economic, market and business conditions, including the impact of the COVID-19 pandemic and other health risks, on the economy and financial markets which may have a material adverse effect on the Company's business, operations, capital resources and/or financial results;
- increased operating expenses and capital costs associated with the implementation of enhanced health and safety measures for the Company's offices, retail stores, and employees in response to the COVID-19 pandemic;
- the failure of the Company and Rogers to receive, in a timely manner and on satisfactory terms, the necessary regulatory or other third-party approvals, including but not limited to the Key Regulatory Approvals required to close the Transaction;
- the ability to satisfy, in a timely manner, the other conditions to the closing of the Transaction;
- the ability to complete the Transaction on the terms contemplated by the Arrangement Agreement;
- the ability to successfully integrate the Company with Rogers in a timely manner;
- the ability of Rogers to obtain the debt financing required to complete the Transaction through the satisfaction of the limited conditions of the debt commitment letter for the debt financing and the absence of events that would prevent Rogers from consummating the debt financing;
- the Company's failure to complete the Transaction for any reason could materially negatively impact the trading price of the Company's securities;
- the announcement of the Transaction and the dedication of substantial Company resources to pursuing the Transaction may adversely impact the Company's current business relationships (including with current and prospective employees, customers and suppliers) and its current and future operations, financial condition and prospects;

- the failure of the Company to comply with the terms of the Arrangement Agreement may, in certain circumstances, result in the Company being required to pay the termination fee to Rogers, the result of which will or could have a material adverse effect on the Company's financial position and results of operations and its ability to fund growth prospects and current operations;
- changes in interest rates, income taxes and exchange rates;
- changes in the competitive environment in the markets in which the Company operates and from the development of new markets for emerging technologies;
- changing industry trends, technological developments and other changing conditions in the entertainment, information, and communications industries;
- changes in laws, regulations and decisions by regulators or other actions by governments or regulators that affect the Company or the markets in which it operates;
- any emergency measures implemented or withdrawn by governments or regulators;
- technology, privacy, cyber security, and reputational risks;
- disruptions to service, including due to network failure or disputes with key suppliers;
- the Company's ability to execute its strategic plans and complete its capital and other projects on a timely basis;
- the Company's ability to grow subscribers and market share;
- the Company's ability to have and/or obtain the spectrum resources required to execute on its current and long-term strategic initiatives;
- the Company's ability to gain sufficient access to retail distribution channels;
- the Company's ability to access key suppliers and third-party service providers required to execute on its current and long-term strategic initiatives on commercially reasonable terms;
- the ability of key suppliers to perform their obligations within expected timelines;
- the Company's ability to retain key employees;
- the Company's ability to achieve cost efficiencies;
- the Company's ability to recognize and adequately respond to climate change concerns or public and governmental expectations on environmental matters;
- the Company's status as a holding company with separate operating subsidiaries; and
- other factors described in the Company's fiscal 2021 annual management's discussion and analysis (MD&A) under the heading "Known Events, Trends, Risks and Uncertainties."

The foregoing is not an exhaustive list of all possible risk factors.

Should one or more of these risks materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results may vary materially from those described in the Company's fiscal 2021 annual MD&A and this press release.

Any forward-looking statement speaks only as of the date on which it was originally made and, except as required by law, the Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statement to reflect any change in related assumptions, events, conditions or circumstances. All forward-looking statements contained in this press release are expressly qualified by this statement.

Key Performance Drivers

Shaw measures the success of its strategies using a number of key performance drivers which are defined and described below, which includes a discussion as to their relevance, definitions, calculation methods and underlying assumptions. The following key performance drivers are not measurements in accordance with IFRS, should not be considered alternatives to revenue, net income or any other measure of performance under IFRS and may not be comparable to similar measures presented by other issuers.

Subscriber (or revenue generating unit (RGU)) highlights

			Change Three months ended		Change Year ended	
	August 31, 2021	August 31, 2020	**August 31, 2021**	August 31, 2020	**August 31, 2021**	August 31, 2020
Wireline – Consumer						
Video – Cable	**1,282,879**	1,390,520	**(25,790)**	(32,989)	**(107,641)**	(87,851)
Video – Satellite	**590,578**	650,727	**(12,193)**	(7,300)	**(60,149)**	(52,496)
Internet	**1,889,752**	1,903,868	**5,094**	(14,452)	**(14,116)**	(7,835)
Phone	**595,580**	672,610	**(17,075)**	(24,762)	**(77,030)**	(95,135)
Total Consumer	**4,358,789**	4,617,725	**(49,964)**	(79,503)	**(258,936)**	(243,317)
Wireline – Business						
Video – Cable	**37,110**	37,512	**(728)**	1,680	**(402)**	(4,331)
Video – Satellite	**40,090**	36,002	**4,928**	1,749	**4,088**	346
Internet	**182,123**	178,270	**1,162**	4,146	**3,853**	4,584
Phone	**390,272**	387,660	**(785)**	685	**2,612**	8,226
Total Business	**649,595**	639,444	**4,577**	8,260	**10,151**	8,825
Total Wireline	**5,008,384**	5,257,169	**(45,387)**	(71,243)	**(248,785)**	(234,492)
Wireless						
Postpaid	**1,739,289**	1,482,175	**48,145**	44,957	**257,114**	168,347
Prepaid	**377,082**	339,339	**12,378**	14,867	**37,743**	(5,018)
Total Wireless	**2,116,371**	1,821,514	**60,523**	59,824	**294,857**	163,329
Total Subscribers	**7,124,755**	7,078,683	**15,136**	(11,419)	**46,072**	(71,163)

Wireless Postpaid Churn

Wireless postpaid subscriber or RGU churn ("postpaid churn") measures success in retaining subscribers. Wireless postpaid churn is a measure of the number of postpaid subscribers that deactivated during a period as a percentage of the average postpaid subscriber base during a period, calculated on a monthly basis. It is calculated by dividing the number of Wireless postpaid subscribers that deactivated (in a month) by the average number of postpaid subscribers during the month. When used or reported for a period greater than one month, postpaid churn represents the sum of the number of subscribers deactivating for each period incurred divided by the sum of the average number of postpaid subscribers of each period incurred.

Postpaid churn of 1.49% in the fourth quarter of fiscal 2021 improved from 1.57% in the fourth quarter of fiscal 2020. For fiscal 2021, postpaid churn of 1.41% was comparable to 1.40% in fiscal 2020.

Wireless average billing per subscriber unit (ABPU)

Wireless ABPU is a supplementary financial measure and industry metric that is useful in assessing the operating performance of a wireless entity. We use ABPU as a measure that approximates the average amount the Company invoices an individual subscriber unit for service on a monthly basis. ABPU helps us to identify trends and measures the Company's success in attracting and retaining higher lifetime value subscribers. Wireless ABPU is calculated as service revenue (excluding allocations to wireless service revenue under IFRS 15) divided by the average number of subscribers on the network during the period and is expressed as a rate per month.

ABPU of $40.29 in the fourth quarter of fiscal 2021 decreased 10% from $44.81 in the fourth quarter of fiscal 2020. In fiscal 2021, ABPU decreased 6.8% to $41.15. The ABPU decrease reflects the increased number of customers that are subscribing to Shaw Mobile as well as reduced roaming revenue due to less travel and roaming outside of the Freedom home network resulting from the impact of the COVID-19 pandemic.

Wireless average revenue per subscriber unit (ARPU)

Wireless ARPU is a supplementary financial measure that is calculated as service revenue divided by the average number of subscribers on the network during the period and is expressed as a rate per month. This measure is an industry metric that is useful in assessing the operating performance of a wireless entity. ARPU also helps to identify trends and measure the Company's success in attracting and retaining higher-value subscribers.

ARPU of $37.39 in the fourth quarter of fiscal 2021 compares to $39.65 in the fourth quarter of fiscal 2020, representing a decrease of 5.7%. In fiscal 2021, ARPU decreased 4.1% to $37.35. The ARPU decrease reflects the increased number of customers that are subscribing to Shaw Mobile as well as reduced roaming revenue due to less travel and roaming outside of the Freedom home network resulting from the impact of the COVID-19 pandemic.

Non-GAAP and additional financial measures

The Company's continuous disclosure documents may provide discussion and analysis of non-GAAP financial measures or ratios. These financial measures or ratios do not have standard definitions prescribed by IFRS and therefore may not be comparable to similar measures disclosed by other companies. The Company's continuous disclosure documents may also provide discussion and analysis of additional financial measures. Additional financial measures include line items, headings and sub-totals included in the financial statements.

The Company utilizes these measures in making operating decisions and assessing its performance. Certain investors, analysts and others utilize these measures in assessing the Company's operational and financial performance and as an indicator of its ability to service debt and return cash to shareholders. The non-GAAP financial measures, ratios and additional financial measures have not been presented as an alternative to revenue, net income or any other measure of performance required by GAAP.

Below is a discussion of the non-GAAP financial measures, ratios and additional financial measures used by the Company and provides a reconciliation to the nearest GAAP measure or provides a reference to such reconciliation.

Adjusted EBITDA

Adjusted earnings before interest, taxes, depreciation and amortization ("adjusted EBITDA") is calculated as revenue less operating, general and administrative expenses. It is intended to indicate the Company's ongoing ability to service and/or incur debt and is therefore calculated before items such as restructuring costs, other gains (losses), amortization (a non-cash expense), taxes and interest. Adjusted EBITDA is one measure used by the investing community to value the business.

Adjusted EBITDA has no directly comparable GAAP financial measure. Alternatively, the following table provides a reconciliation of net income to adjusted EBITDA:

	Three months ended August 31,		Year ended August 31,	
(millions of Canadian dollars)	**2021**	2020	**2021**	2020
Net income	**252**	175	**986**	688
Add back (deduct):				
Restructuring costs	**-**	-	**14**	14
Amortization:				
Deferred equipment revenue	**(2)**	(3)	**(11)**	(16)
Deferred equipment costs	**10**	14	**47**	65
Property, plant and equipment, intangibles and other (1)	**302**	301	**1,183**	1,168
Amortization of financing costs – long-term debt	**-**	1	**2**	3
Interest expense	**67**	68	**231**	274
Other gains (losses)	**6**	1	**2**	16
Current income tax expense	**38**	42	**30**	120
Deferred income tax expense (recovery)	**(59)**	(5)	**16**	59
Adjusted EBITDA	**614**	594	**2,500**	2,391

Adjusted EBITDA Margin

Adjusted EBITDA margin is a non-GAAP ratio that is calculated by dividing adjusted EBITDA by revenue. Adjusted EBITDA margin is also one of the measures used by the investing community to value the business.

	Three months ended August 31,			Year ended August 31,		
	2021	2020	Change %	**2021**	2020	Change %
Wireline	**48.0%**	48.2%	(0.4)	**49.6%**	48.3%	2.7
Wireless	**33.0%**	28.6%	15.4	**30.9%**	28.9%	6.9
Combined Wireline and Wireless	**44.6%**	44.0%	1.4	**45.4%**	44.2%	2.7

Free cash flow

The Company utilizes this measure to assess the Company's ability to repay debt and pay dividends to shareholders.

Free cash flow is comprised of adjusted EBITDA and then deducting capital expenditures (on an accrual basis and net of proceeds on capital dispositions) and equipment costs (net), interest, cash taxes paid or payable, interest on lease liabilities, lease payments relating to lease liabilities, dividends paid on the preferred shares, and recurring cash funding of pension amounts net of pension expense and adjusted to exclude share-based compensation expense or recovery.

Free cash flow has not been reported on a segmented basis. Certain components of free cash flow, including adjusted EBITDA, continue to be reported on a segmented basis. Capital expenditures and equipment costs (net) are also reported on a segmented basis. Other items, including interest and cash taxes, are not generally directly attributable to a segment, and are reported on a consolidated basis.

Free cash flow is calculated as follows:

	Three months ended August 31,			Year ended August 31,		
(millions of Canadian dollars)	**2021**	2020	Change %	**2021**	2020	Change %
Revenue						
Consumer	**910**	917	(0.8)	**3,665**	3,683	(0.5)
Business	**149**	140	6.4	**584**	567	3.0
Wireline	**1,059**	1,057	0.2	**4,249**	4,250	-
Service	**233**	211	10.4	**891**	815	9.3
Equipment	**88**	83	6.0	**381**	351	8.5
Wireless	**321**	294	9.2	**1,272**	1,166	9.1
	1,380	1,351	2.1	**5,521**	5,416	1.9
Intersegment eliminations	**(3)**	(2)	50.0	**(12)**	(9)	33.3
	1,377	1,349	2.1	**5,509**	5,407	1.9
Adjusted EBITDA						
Wireline	**508**	510	(0.4)	**2,107**	2,054	2.6
Wireless	**106**	84	26.2	**393**	337	16.6
	614	594	3.4	**2,500**	2,391	4.6
Capital expenditures and equipment costs (net):[1]						
Wireline	**221**	192	15.1	**723**	815	(11.3)
Wireless	**66**	115	(42.6)	**280**	296	(5.4)
	287	307	(6.5)	**1,003**	1,111	(9.7)
Free cash flow before the following	**327**	287	13.9	**1,497**	1,280	17.0
Less:						
Interest on debt and provisions	**(55)**	(55)	–	**(183)**	(223)	(17.9)
Interest on lease liabilities	**(11)**	(11)	–	**(45)**	(44)	2.3
Cash taxes	**(48)**	(35)	37.1	**(194)**	(148)	31.1
Lease payments relating to lease liabilities	**(28)**	(30)	(6.7)	**(110)**	(112)	(1.8)
Other adjustments:						
Non-cash share-based compensation	**1**	1	–	**2**	2	–
Pension adjustment	**(4)**	(3)	33.3	**2**	1	100.0
Preferred share dividends	**(2)**	(2)	–	**(8)**	(9)	(11.1)
Free cash flow	**180**	152	18.4	**961**	747	28.6

(1) Per Note 26 to the audited annual Consolidated Financial Statements.

Net debt

The Company uses this measure to perform valuation-related analysis and make decisions about the Company's capital structure. We believe this measure aids investors in analyzing the value of the business and assessing our leverage.

Net debt leverage ratio

The Company uses this non-GAAP ratio to determine its optimal leverage ratio.

The Company calculates net debt leverage ratio as follows[(1)]:

(millions of Canadian dollars)	2021	2020
Short-term borrowings	**200**	200
Current portion of long-term debt	**1**	1
Current Portion of Lease Liabilities	**110**	113
Long-term debt	**4,549**	4,547
Lease Liabilities	**1,135**	1,157
50% of outstanding preferred shares	**–**	147
Cash	**(355)**	(763)
(A) Net debt[(2)]	**5,640**	5,402
(B) Adjusted EBITDA[(2)]	**2,500**	2,391
(A/B) Net debt leverage ratio[(3)]	**2.3x**	2.3x

(1) The following contains a breakdown of the components in the calculation of net debt leverage ratio, which is a non-GAAP ratio.

(2) See "Non-GAAP and additional financial measures" for more information about these non-GAAP financial measures.

(3) Net debt leverage ratio is a non-GAAP ratio and should not be considered as a substitute or alternative for a GAAP measure and may not be a reliable way to compare us to other companies.

PUBLIC

Court File No.

THE COMPETITION TRIBUNAL

IN THE MATTER OF the Competition Act, R.S.C. 1985, c. C-34;

AND IN THE MATTER OF the proposed acquisition by Rogers Communications Inc. or an affiliate thereof of Shaw Communications Inc.;

AND IN THE MATTER OF an application by the Commissioner of Competition for one or more orders pursuant to section 92 of the *Competition Act;*

AND IN THE MATTER OF an Application by the Commissioner of Competition for an interim order pursuant to section 104 of the *Competition Act;*

B E T W E E N:

THE COMMISSIONER OF COMPETITION

Applicant

- and -

ROGERS COMMUNICATIONS INC.
SHAW COMMUNICATIONS INC

Respondents

AFFIDAVIT OF SAMEER DHAMANI
(Affirmed March 3, 2022)

CT-2022-

THE COMPETITION TRIBUNAL

IN THE MATTER OF the Competition Act, R.S.C. 1985, c. C-34;

AND IN THE MATTER OF the proposed acquisition by Rogers Communications Inc. or an affiliate thereof of Shaw Communications Inc.;

AND IN THE MATTER OF an application by the Commissioner of Competition for one or more orders pursuant to section 92 of the Competition Act;

AND IN THE MATTER OF an application by the Commissioner of Competition for an interim order pursuant to section 104 of the *Competition Act*;

BETWEEN:

THE COMMISSIONER OF COMPETITION

Applicant

– and –

ROGERS COMMUNICATIONS INC.

SHAW COMMUNICATIONS INC.

Respondents

AFFIDAVIT OF SUDEEP VERMA

I, **Sudeep Verma**, of the City of **Toronto** in the province of **Ontario**, state as follows:

BACKGROUND

1. I am an owner of 17 Freedom Mobile ("**Freedom**") retail stores across Ontario. These stores are in the following communities: Etobicoke, Toronto, Oshawa, Bowmanville, Peterborough, Lindsay, Kanata and Ottawa.

2. Prior to my involvement with the Freedom brand, I was a representative of Bell and Public Mobile.

3. I am also a member of the Association of Freedom Wireless Dealers ("**F-Branded Association**"). This is an association of all Freedom Mobile retail stores across Canada who wish to join, which was established on April 7, 2021, shortly after Rogers Communications Inc. ("**Rogers**") announced that it had agreed to acquire Shaw Communications Inc. ("**Shaw**"). The F-Branded Association has 22 members, representing 179 Freedom retail locations in Ontario and Alberta. The members represent approximately 80% of Freedom retail stores across Canada, including all Alberta dealers and the majority of Ontario dealers (18 out of 21). Our members, many of whom began operations before Shaw acquired Wind Mobile in 2017, own anywhere from 1 to 22 locations.

4. The F-Branded Association was established to work proactively to discuss collective business issues and concerns between Freedom retail stores and Shaw.

5. I have personal knowledge of the matters in this statement, except where I have indicated that I am relying on information from others, in which case I believe such information to be true.

PURPOSE OF THIS WITNESS STATEMENT

6. I make this Witness Statement in connection with an Application by the Commissioner of Competition (the "**Commissioner**") against Rogers and Shaw relating to their proposed merger.

FREEDOM WIRELESS DEALERS – TARGET CUSTOMERS AND DEMOGRAPHICS

7. All Freedom retail locations (sometimes described as Freedom dealers) sign contracts with Shaw. Under the contracts, retailers are required to charge prices set by Freedom and must follow certain brand standards in terms of look and feel and design of stores, as set by Freedom.

8. Freedom dealers represent the Freedom brand in the retail distribution channel, carrying exclusively Freedom-branded offerings. Dealers sell Freedom products to retail customers and provide ancillary services such as troubleshooting and managing customer inquiries, as well as addressing issues such as buyer's remorse, warranties and exchanges. Freedom dealers also accept monthly bill payments and sell prepaid top-up vouchers to customers.

9. Freedom dealers, including myself, started their businesses because we saw a market opportunity. We viewed Bell, Rogers and TELUS as focusing revenue growth on selling upgrades to existing customers. By contrast, Freedom dealers saw a chance to target an underserved market by gaining market share with new Canadians or customers who were first-time cell phone purchasers. Freedom dealers position their retail stores within local communities in which these opportunities are thought to exist.

10. Based on market research by the F-Branded Association and our knowledge of the in-store experience, the primary customer segments that rely on Freedom retail services are mid-to-low income earners, new Canadians, visible minorities, students and seniors.

11. Based on data from our customer postal codes and StatsCan, our customers live in areas with mid-to-low average incomes, with high concentrations of new Canadians and high concentrations of visible minority populations. Attached as Exhibit "**A**" to this affidavit is an analysis prepared by the F-Branded Association, which compares the postal codes of its customers in the GTA area and compares those postal codes to information from the City of Toronto as to average family income, concentration of new immigrants, and concentration of visible minority population.

12. The F-Branded Association reviewed marketing spend by its members, which suggested that 63% of average dealer advertising spend is through ethnic media channels such as booths at ethnic outdoor festival events and advertisements in foreign languages such as

Chinese or Punjabi. Attached as Exhibit "**B**" to this affidavit are examples of ethnic advertising by Freedom dealers, including marketing initiatives to international students.

13. Freedom also targets students with its advertising. Attached as Exhibit "**C**" to this affidavit is a sample Back-to-School promotional campaign dated July 25, 2019, which focuses on affordable plans for students and provides sample talking points to Freedom dealers to favourably compare Freedom plans to Rogers. Freedom stands for affordability in the marketplace, which resonates with student customer groups.

14. Attached as Exhibit "**D**" to this affidavit is an analysis prepared by the F-Branded Association to show the percentage of prepaid customers, versus postpaid. Based on this sales data, prepaid users make up 43.1% of F-Branded Association customers, a rate which has steadily increased since 2018 when they made up 22.9% of our customers. In my experience, prepaid plans are attractive for financial reasons and because customers may not qualify for post-paid, for example, due to poor credit ratings, and for customers with low phone usage requirements, such as seniors. The source of this data in the analysis is actual sales recorded in the point-of-sale software at the store level and an average across the membership of the association.

FREEDOM WIRELESS DEALERS - OPERATIONS AND COMPETITIVE BACKGROUND

15. Freedom competes with other wireless service retailers in many aspects that consumers care about such as price, talk and text, data, long-distance minutes, customer service, available devices, warranties, no surprises, no bill shocks, no data overages, and the ability to obtain the same plans on postpaid and prepaid. Attached as Exhibit "**E**" to this affidavit is a training document dated March 21, 2018, entitled "A Success Attitude – Pride in Freedom Mobile, and belief in the strength and future of the brand." The Exhibit describes certain core aspects of Freedom's brand and marketing, including unlimited and affordable wireless services; no data overage charges; and no fixed-term contracts.

16. Since the inception of Wind Mobile, and subsequently Freedom Mobile, the objective of the brand has been to be an innovator and a disrupter in the wireless industry, offering better plans to consumers at affordable prices and forcing incumbents to match Freedom's competitive offers. Attached as Exhibit "**F**" to this affidavit is an e-mail enclosing a message

from Alek Krstajic, the former CEO of Freedom Mobile, which states in part that Freedom has succeeded "against all odds as underdogs in an industry dominated by the Big Three – by providing an affordable, high-value alternative service for wireless customers." The e-mail further refers to the fact that Freedom "continues to upgrade our network […] and continue to provide customers with freedom from data overages, freedom from price-gouging, flat monthly fees – affordable everything."

17. Wind Mobile did not sell new iPhones because its network did not qualify for iPhone use. However, after Shaw acquired Wind in 2016, Shaw invested in network upgrades that eventually allowed Freedom to begin offering iPhones to its customers, in or about December 8, 2017. Giving Freedom dealers the ability to offer iPhones to its customers was a significant development which put Freedom on the same competitive footing as other wireless brands.

18. Wind/Freedom is a pioneer in industry-leading reforms, which the incumbents ultimately matched, helping Canadian consumers. Some examples of these disruptions include: (a) unbundling device pricing from rate plans, which meant customers did not have to continue paying for their hardware once devices were paid off (in a two-year term), and (b) introducing "Big Gig data" on rate plans, which meant consumers had abundant data as compared to incumbents who did not offer these plans, but which ultimately forced incumbents to follow suit. A summary of some of Freedom's pioneering competitive initiatives is described below.

19. In 2017, Freedom reduced deposit requirements, allowing customers that did not previously qualify for post-paid plans due to their credit score to enter plans with little to no deposit.

20. In 2017, Freedom introduced Big Gig, giving customers more data than previous plans at a reasonable price. Attached as Exhibit "**G**" to this affidavit is a Freedom publication dated October 16, 2017, which summarizes the details of this plan.

21. Attached as Exhibit "**H**" to this affidavit is a chart entitled "Big Gig – Steep Discounts Establish Freedom as Value Leader" dated November 1, 2017, which shows Freedom's positioning in the market by comparing the "Big Gig" price and data allotment for Freedom, compared to competing brands. Attached as Exhibit "**I**" to this affidavit is an e-mail from Paul McAleese, who was then President of Freedom Mobile Communications, dated

August 1, 2018. The e-mail discusses the launch of Big Gig data plans with no overage fees and describes "taking aim at the practices that charge wireless users astronomical fees when they go over their data limit" by promoting "our data-rich Big Gig plans."

22. Freedom heavily invested in advertising the new Big Gig promotion, which received favourable media coverage. A sampling of these advertisements and media coverage can be found at: https://strategyonline.ca/2018/08/07/freedom-mobile-tells-customers-they-deserve-to-be-free-from-fees/.

23. Freedom marketed a similar promotion in November 2018, called "Big Binge Bonus." This was a plan that offered up to 100gb of additional LTE data for customers who signed up to a Big Gig plan and a new smartphone on a two-year term. This promotion was not as successful as Freedom's prior year Big Gig campaign because in 2018, Bell, Telus and Rogers were engaged in a form of price war, in which these incumbents offered $60 monthly plans with unlimited data for both new and existing customers. Many prospective customers viewed Bell, Telus and Rogers' plans as superior to the Freedom "Big Binge Bonus."

24. Throughout our history as Freedom dealers, we have strived to make Freedom the most attractive choice for customers moving over from the "big 3" incumbent providers. Attached as Exhibit "**J**" to this affidavit is a chart from the F-Branded Association, which reflects that 61% of total Freedom activations are port-ins from Rogers, Fido and Chatr. The source for this data is a member dealer operating more than 10 locations in the GTA and who has been tracking port-in at the store level via the point-of-sale software. There has been a conscious effort on part of Freedom to position itself as an alternative to the "Big Three". Attached as Exhibit "**K**" to this affidavit is a "Freedom Mobile Competitor Comparison" document prepared by Freedom.

25. To communicate these advantages to customers, dealers use marketing and purchase advertisements and engage with customers in-store.

RIVALRY BETWEEN ROGERS AND SHAW

26. Freedom dealers view Rogers and its flanker brands as our primary competitors. As described in Exhibit "**J**", F-Branded Association data indicates that 61% of Freedom port-

ins come from Rogers, Fido and Chatr, with the remainder coming from Bell, TELUS and their respective flanker brands. Further, as described in Exhibit "**L**", 70% of Freedom retail store locations are within 1km of a Rogers, Fido or Chatr store. The source for this data is the F-Branded Association.

CHANGES AT SHAW SINCE THE ANNOUNCEMENT OF THE MERGER

27. F-Branded Association dealers have already felt impacts on our competitive position since the announcement of the acquisition on March 15th, 2021 (the "**Announcement**").

28. Since the Announcement, sales quotas from Shaw have decreased. Year-over-year quotas dropped in the first quarter of 2022 compared to the same period in 2021. Quota decreases vary by dealer, but range from 12-38% decreases for pre-paid plans and 28-70% for post-paid plans. Attached as Exhibit "**M**" are communications and quota numbers for the year 2020-22 (using Connexion as an example). Attached as Exhibit "**N**" is a summary of F-Branded Association data, showing the percentage range decreases described above.

29. For a dealer, the consequences of not meeting the quota are two-fold: (a) a loss of bonus payments and (b) it is considered an "Event of Default" under the dealer agreement.

30. From a competitive perspective, quotas have been decreasing because Freedom has not been as competitive with other brands, compared to its historical record as a market disruptor. Historically, Freedom's plans were between 25-30% cheaper than the "big three" and their flanker brands. This is no longer the case, and Freedom's plans are not perceived to be as attractive as they once were. Further, since the merger announcement, sourcing adequate amounts of inventory of sought-after cellphones has been a constant challenge for myself and other Freedom dealers. Although Freedom attributes these inventory shortages to issues like microchip shortages and supply chain issues, we know that our competitors have adequate levels of inventory. If dealers do not have adequate amounts of inventory, we can only offer BYOD plans with limited benefits to dealers. Further, when limited amounts of inventory are received, Freedom is no longer offering attractive subsidies on phones which it had historically offered. As a result, since the announcement of the proposed merger, the combination of (i) limited inventory, (ii) limited

subsidies and (iii) unfavourable wireless plans have led to a scenario in which Freedom and its dealers are no longer perceived as an attractive alternative to the “big three” cell phone companies and their flanker brands. The diminished attractiveness of the Freedom brand has led to reduced demand and reduced dealer quotas as a result.

31. Before the Announcement, Shaw had provided the Freedom dealers with promotional and training materials related to the upcoming launch of 5G. After the Announcement, on April 12, 2021, Shaw sent us a communication informing us that the 5G launch was paused indefinitely and requesting that we return the promotional materials. Attached as Exhibit “**O**” to this affidavit is a memo from Freedom Mobile dated April 8, 2021 with announcements about the rolling-out of 5G plans for Freedom Mobile. Attached as Exhibit “**P**” to this affidavit is a memo from Freedom Mobile dated April 21, 2021, which describes the indefinite pausing of the launch of the 5G network for Freedom.

32. Before the Announcement, Shaw had requested that Freedom dealers renovate their locations for a reimaging at a cost of $100,000 per store. After the Announcement, F-Branded Association dealers pushed back, due to uncertainty for the future in light of the acquisition. Shaw responded by proposing a reduced scope of renovations to $15,000 per store. F-Branded Association dealers have not agreed, and these discussions are ongoing. Attached as Exhibit “**Q**” to this affidavit is a memo from Shaw dated April 8, 2021 described as “Dealer Reno Program 2021.” Attached as Exhibit “**R**” to this affidavit is an e-mail from myself to Freedom Mobile dated May 12, 2021, stating in part that “on numerous occasions and calls (post Rogers/Shaw merger) we have been told to go month to month or 1 year” with respect to our store leases.

33. Freedom dealers are uncertain about long-term decisions given the uncertainty surrounding the acquisition. Many members have moved their leases to month-to-month contracts, increasing our costs. Attached as Exhibit “**S**” to this affidavit is an example of my store location that is month-to-month, in which the landlord has posted a large “for lease” sign on the window. This has impacted the business adversely and employee sentiment. This is an ongoing concern, as store leases come up for renewal and landlords expect clear communication.

EFFECT OF THE ANNOUNCEMENT ON THE DEALER BUSINESS

34. On December 31st 2021, two Ontario dealers collectively shut down five stores and two Alberta dealers shut down a total of four stores. Also, three more stores were shut down January 31st 2022. Apart from these permanent store closures, there are a few store locations (approximately five) that have been shut down temporarily, pending the outcome of the merger.

SWORN OR AFFIRMED by Sudeep Verma of the City of Toronto, before me at the City of Toronto, in the Province of Ontario, on February 24, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

Karen Whibley

Commissioner for Taking Affidavits
(or as may be)

KAREN WHIBLEY

SUDEEP VERMA

Karen Michelle Whibley, a Commissioner, etc.
Province of Ontario, for Sotos LLP, Barristers & Solicitors. Expires October 19, 2024.

This is Exhibit **"A"** referred to in the
Affidavit of Sudeep Verma sworn remotely this
24th day of February, 2022

Karen Whibley

A Commissioner for taking Affidavits

Karen Michelle Whibley, a Commissioner, etc.
Province of Ontario, for Sotos LLP, Barristers &
Solicitors. Expires October 19, 2024.

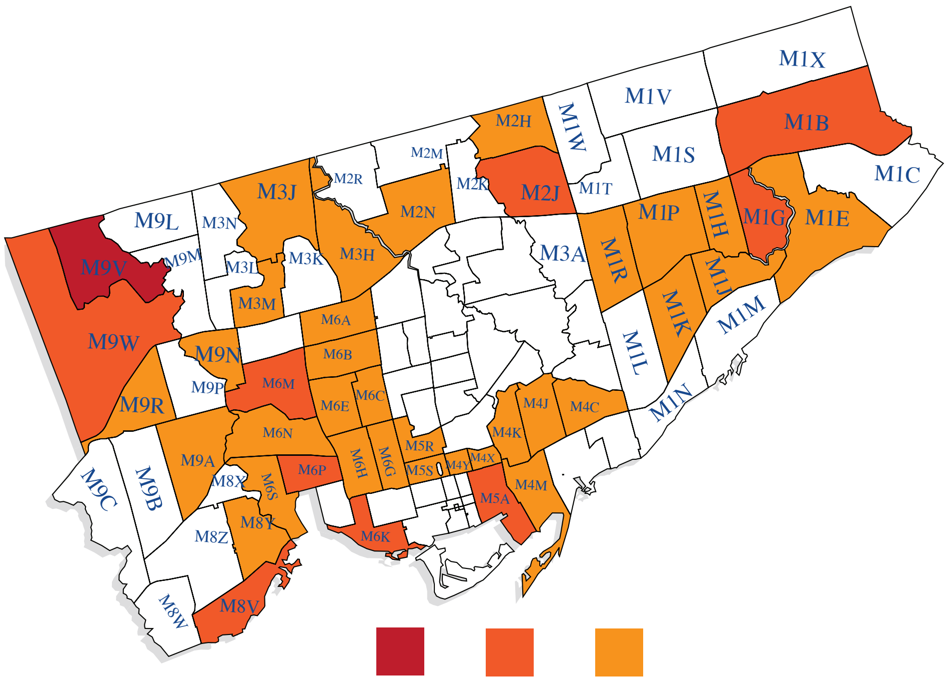
PUBLIC

11482

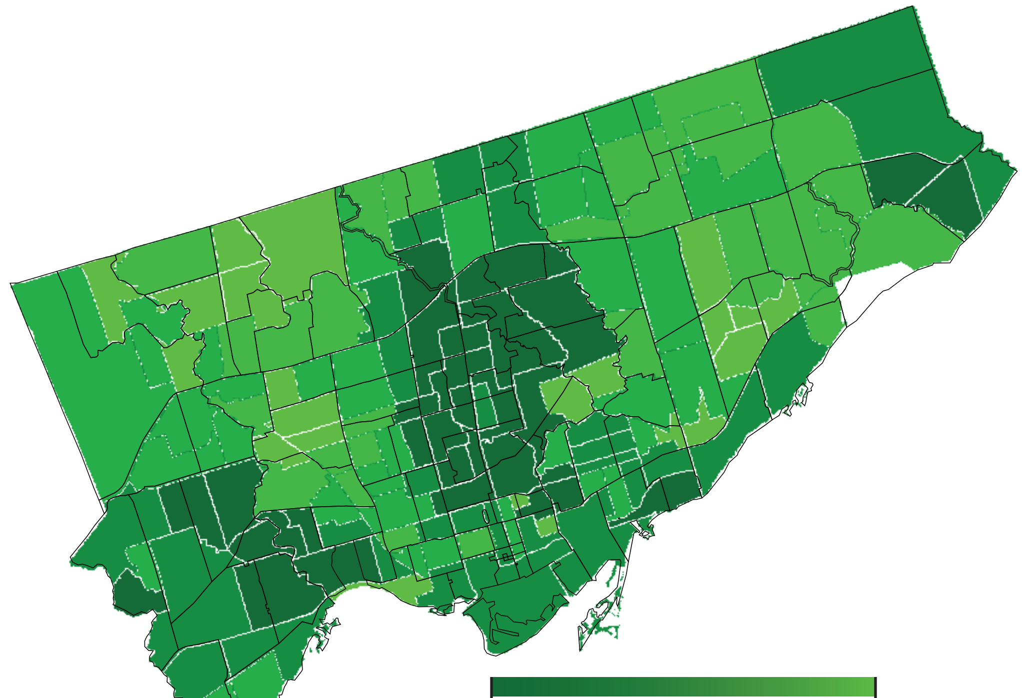
Customer Hotspots

AVERAGE FAMILY INCOME

Freedom Mobile is the choice for most mid-low income earners



VOLUME OF CUSTOMERS BY FSA
CITY OF TORONTO



AVERAGE FAMILY INCOME
CITY OF TORONTO

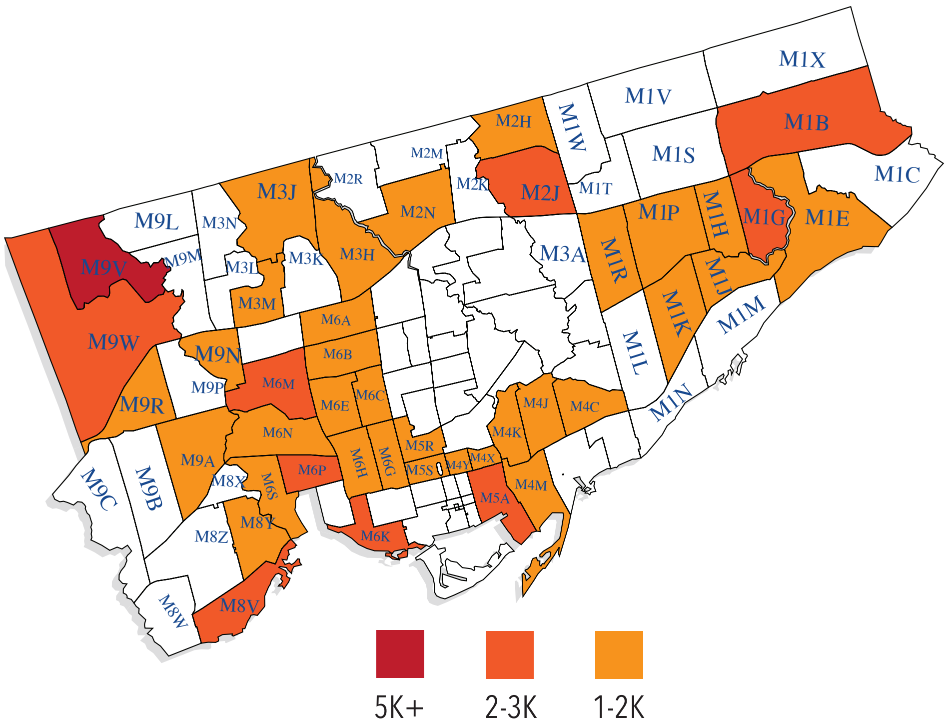
ASSOCIATION OF F-BRANDED WIRELESS DEALERS

PUBLIC

Customer Hotspots

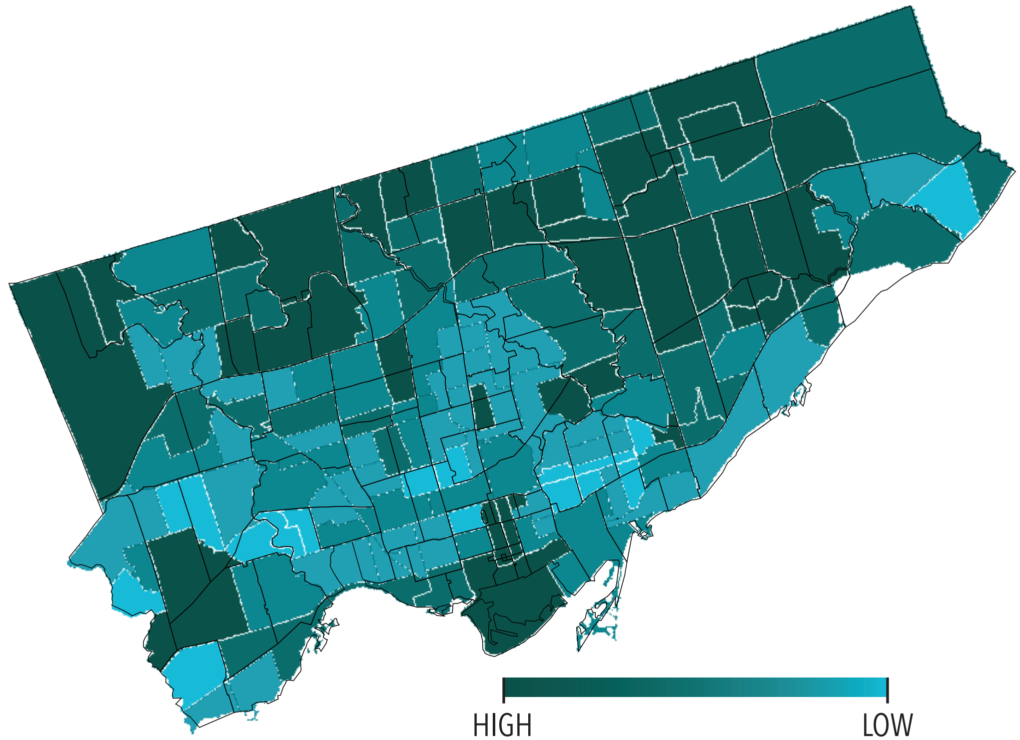
RECENT IMMIGRANTS

Majority of new immigrants rely on Freedom Mobile to get connected



VOLUME OF CUSTOMERS BY FSA

CITY OF TORONTO



CONCENTRATION OF NEW IMMIGRANTS

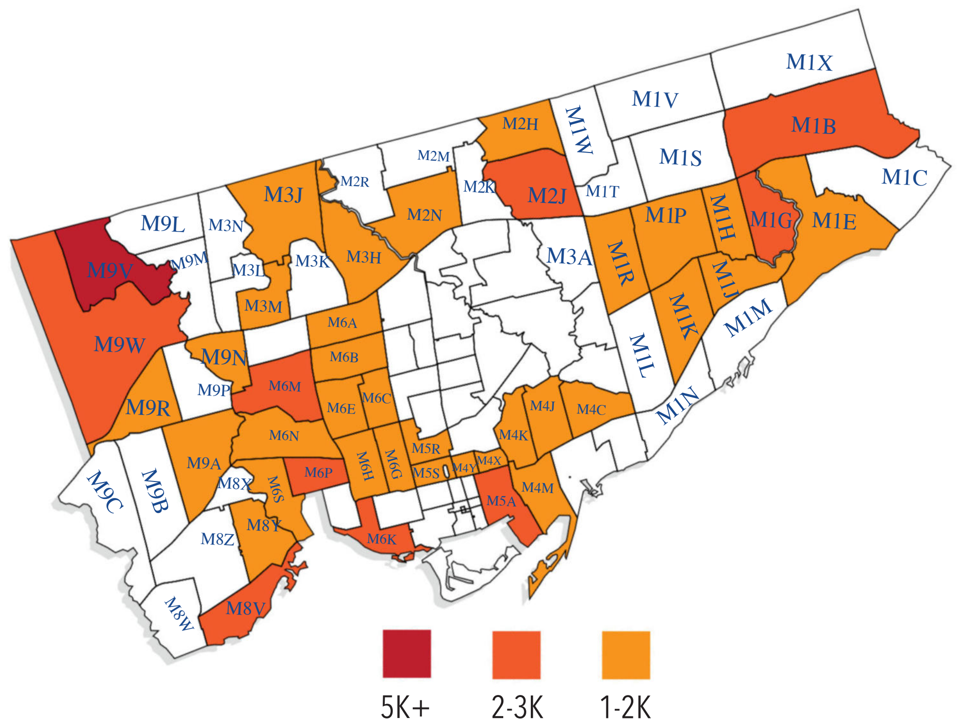
CITY OF TORONTO

ASSOCIATION OF F-BRANDED WIRELESS DEALERS

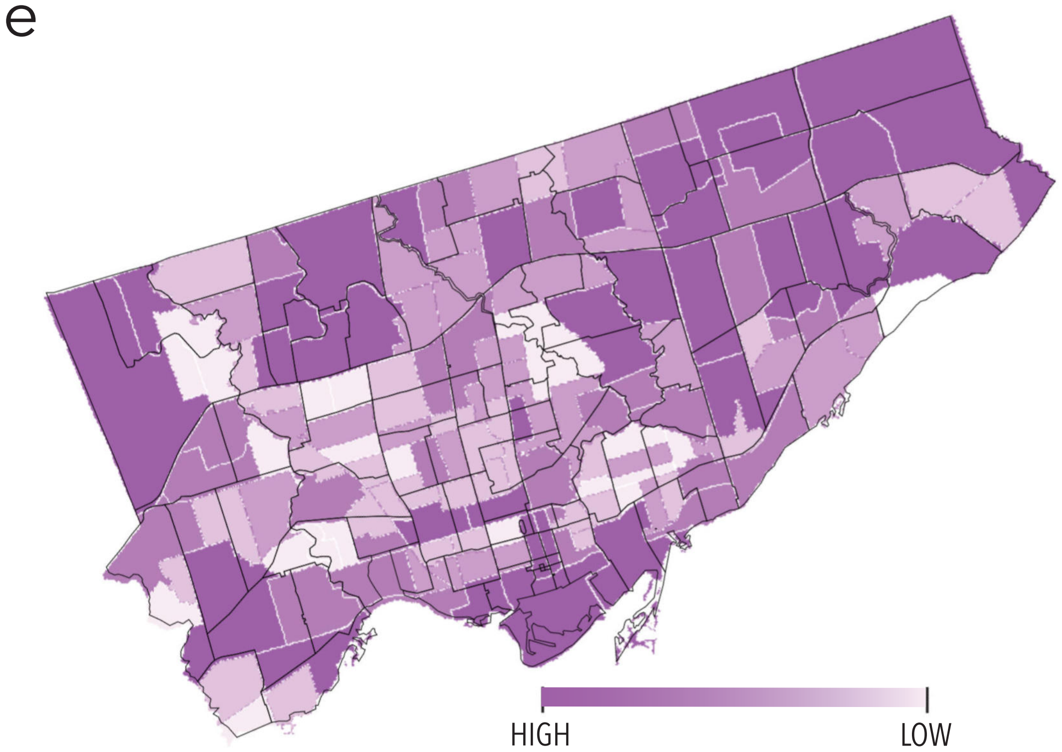
Customer Hotspots

VISIBLE MINORITY

Members belonging to visible minority groups rely heavily on the offerings of Freedom Mobile



VOLUME OF CUSTOMERS BY FSA
CITY OF TORONTO



CONCENTRATION OF VISIBLE MINORITY POPULATION
CITY OF TORONTO

ASSOCIATION OF F-BRANDED WIRELESS DEALERS

This is Exhibit **"B"** referred to in the
Affidavit of Sudeep Verma sworn remotely this
24th day of February, 2022

Karen Whibley

A Commissioner for taking Affidavits

Karen Michelle Whibley, a Commissioner, etc.
Province of Ontario, for Sotos LLP, Barristers &
Solicitors. Expires October 19, 2024.

Names of Ethnic Media Used/Marketing to Intl Students

Radio	Apna Radio
	G98.7 Fm
	Parvasi Radio (1320-CJMR)
	CINA Radio (1650 AM)
	Gaunda Punjab
	South Asian Unlimited-AM 530 Radio Remote
	Radio SHON aired on CMR & CINA
	Frontline Radio 530 AM
	Sarang Radio
	Masti ki Railgadi (CMR Radio)
	RED FM
	South Asian Unlimited

Newsprint	Candian Immigrant Magazine
	South Asian Focus
	Punjabi Post
	Gujarat Express
	Urdu Post
	Canadian Pravasi
	Can-India

Ethnic Events	Garba -Maa Ambe Entertainment Inc.
	Garba - Diversity Cultural Association
	Garba -Festival Of Life
	Navratri Garba
	Navrang Navratri
	Atul Purohit Navratri Garba
	Rung De One
	Fusion of Taste (Albion BIA)
	Ukrainian Festival

College Events	Fresher's Party-Fleming College
	On site activation booth - Fleming College
	Ryerson University
Other Advertising at Colleges	University Calendars-Grad Media (UOIT, Trent & Fleming College

Few Pictures of the Ethnic Events

Fusion of Taste Event-2019

South Asian Garba Events -2019

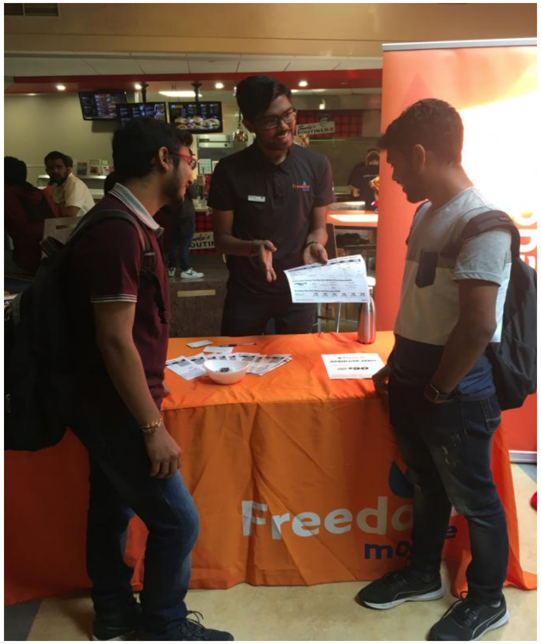
Ukranian Festival -2019

Few Pictures of the Ethnic Radio Remotes

CINA 1650AM (South Asian Radio)

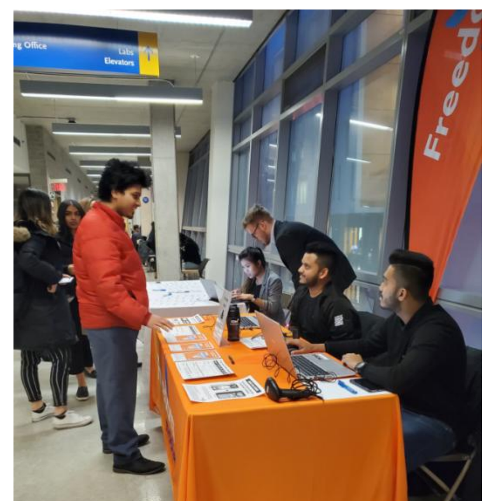
G98.7FM (Caribbean Radio)

Marketing Activities to Reach College Students

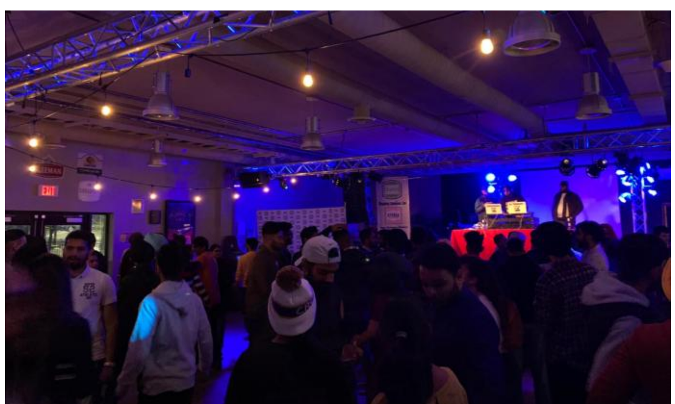


Fleming College On Site Booth-2019

Premium position ad in Resident Students' Planner- UOIT-2019



Onsite booth, Ryerson University- Feb, 2020



Sponsored - International Students Fresher's Party, Fleming College -2019


This Vaisakhi bring home the celebrations
NEW! Exclusive to WIND
Buy a Nokia C7 $350
Get a Nokia 5230 FREE
$120
Nokia C7
Nokia 5230
ਜੱਟਾ ਬਈ ਆਈ ਵਿਸਾਖੀ,
ਕਣਕਾਂ ਦੀ ਮੁੱਕੀ ਰਾਖੀ।
$45 month
· Unlimited data
· Unlimited 24/7 Canada-wide talk + global text
· Unlimited CA/US picture messaging
· Includes voicemail
· Add unlimited calling to India for only $20/month
From any WIND Zone. Conditions apply. See WINDmobile.ca for complete details.
Port in your number and get up to $100 WIND credits.
Limited time only
Happy Vaisakhi from WINDmobile!
WIND™
The Power of Conversation™
WINDmobile.ca
WIND STORES
BRAMPTON
Bramalea City Centre
60 Cottrell Blvd
BURLINGTON
Burlington Mall
Walker Place
ETOBICOKE
Woodbine Centre
270 The Kingsway
HAMILTON
Lime Ridge Mall
Jackson Square
MARKHAM
Pacific Mall
MISSISSAUGA
Meadowvale Town Centre
Sheridan Mall
Erin Mills Town Centre
OAKVILLE
Oakville Smart Centre
Oakville Place
OSHAWA
Oshawa Centre
PICKERING
Pickering Town Centre
SCARBOROUGH
Scarborough Town Centre
STONEY CREEK
Eastgate Square
THORNHILL
Promenade
Coulters Mall
TORONTO
Queen's Quay Terminal
Queen West
Rio Can Marketplace
Yorkdale Shopping Centre
Holt Renfrew Centre
Yonge Eglinton Centre
Shops at Don Mills
10 Dundas St E
College Park Shops
Center Point Mall
Eglinton & Oakwood
Jane & Sheppard Mall
Dufferin Mall
Main & Danforth
44A Rexdale Blvd
Shoppers World Danforth
1632 Jane St
2049 Weston Rd
VAUGHAN
Colossus Shopping Centre
BLOCKBUSTER® KIOSKS
AJAX
310 Harwood Ave N
BRAMPTON
320 Main St N
BURLINGTON
450 Appleby Line
MISSISSAUGA
1151 Dundas St W
1629 Lakeshore Rd W
OAKVILLE
1289 Marlborough Ct
PICKERING
1360 Kingston Rd
RICHMOND HILL
8750 Bayview Ave
TORONTO
837 Danforth Ave
2940 Finch Ave E
2432 Eglinton Ave E
75 Hanna Ave
125 The Queensway
5825 Yonge St
WHITBY
1615 Dundas St E
You may activate this plan for a limited time only and its availability is subject to change or cancellation without notice. Handset sale prices are only valid with an activation of a plan of $25/month or higher. Offer is available only while quantities last. Both the Nokia C7 and Nokia 5230 must be activated at the time of purchase. Activation must be on a Pay Before plan of $25/m or higher and also include a minimum top-up equal to 1 month of plan fees. The regular price will apply to purchases of the sale devices using WINDtab; "buy one, get one" offer is not eligible with WINDtab. This offer may be combined with the port-in credit. All services subject to WIND's Terms of Service and are for personal use by an individual. WIND, WIND MOBILE, WINDtab™ are trademarks of Wind Telecommunicazioni S.p.A. and are used under license in Canada by Globalive Wireless Management Corp. THE POWER OF CONVERSATION is a trademark of Globalive Wireless Management Corporation. © 2011 WIND Mobile. Nokia is a registered trademark of Nokia Corporation. © 2010 Nokia. All other trademarks are the property of their respective owners.

Learn more at WINDmobile.ca. Offer is valid as of April 12, 2016 and is subject to change or cancellation without notice. All plan features in Canada are from anywhere on our network, otherwise long distance and roaming rates apply. Add-on features can be used from anywhere on our network. Service credits available to customers who purchase a device at full retail price or provide their own compatible phone and activate on a monthly plan. All services subject to WIND's Terms of Service, Fair Usage Policy and Internet Traffic Management Policy and are for personal use by an individual. Applicable taxes extra. Additional terms and conditions apply. Samsung and Samsung Galaxy S7 edge are trademarks of Samsung Electronics Canada, Inc. and/ or its related entities used with permission. LG and the LG logos are registered trademarks of LG Corp. and its affiliates. Screen images simulated. WIND, WIND MOBILE and TRUE MOBILE FREEDOM are trademarks of Wind Telecomunicazioni S.p.A and are used under licence in Canada by WIND Mobile Corp. © 2016 WIND Mobile.

Ethnic Admats Provided by Freedom
(For Punjabi & Chinese Ad/Admats for Print Ads)

*The promotion is available for a limited time at participating Freedom Mobile retail locations only, and is subject to change or cancellation without notice. To be eligible for the promotion, you must activate a new line during the promotion period on an Eligible Plan. Eligible plans: Postpaid or Prepaid Freedom 5GB, Promo Freedom 6GB, Big Gig Unlimited 10GB, Big Gig Unlimited + Talk 10GB/12GB/15GB/25GB and Promo Big Gig Unlimited + Talk 11GB/16GB/20GB, Big Gig Unlimited + Talk 10GB + 3GB Canada-U.S., and Big Gig Unlimited + Talk 30GB + 5GB Canada-U.S plans. The promotion may not be combined with any other in-market offer, with the exception of any qualifying bonus data offers, and the Refer a Friend program. Your service will no longer be eligible for the promotion if you: a) Downgrade your rate plan to a non-eligible plan; b) Sign up for MyTab; or c) Port your number away from Freedom Mobile. If you are not eligible for the promotion during any month, that credit will be entirely forfeited and cannot be made up. If you qualify for the credit in the months following the ineligible month, you will continue to receive the credit as applicable. You'll receive: A $10 monthly credit applied to your account for up to 12 months to a maximum of $120. The credits will start to be applied to your account as a top-up credit before tax on your 2nd top-up date (for Prepaid customers), or as a bill adjustment before tax on your 2nd bill (for Postpaid customers). The credits will be applied as long as your account is in good standing (not suspended or cancelled) and as long as you continue to be eligible. All services subject to Freedom Mobile's Terms of Service, Internet Traffic Management Policy, Fair Usage Policy, and Privacy Policy.

*Freedom Mobile's Big Gig Unlimited data plans include (depending on your selected plan) from 10GB to 25GB of Fast LTE (full-speed) data on the Freedom Network, as well as from 500MB to 2GB of Fast LTE (full-speed) data on the Freedom Nationwide Network (see freedommobile.ca/coverage). Freedom Mobile's Big Gig Unlimited data Canada-U.S. plan includes 30GB of Fast LTE (full-speed) data on the Freedom Network, as well as 5GB of Fast LTE (full-speed) data on the Freedom Nationwide Network or in the U.S. Once your Fast LTE (full-speed) allotment is depleted, you will continue to have access to data services, with no data overage fees, but at a slower speed – of up to 256 kilobits per second (for downloads) and 128 kilobits per second (for uploads) on the Freedom Network, and up to 128 kilobits per second (for downloads) and 64 kilobits per second (for uploads) on the Nationwide Network or, in the case of the Big Gig Unlimited data Canada-U.S. plan, in the U.S. – until the end of your current billing cycle. Applications such as web browsing, email, instant messaging, voice over IP services, or low-quality audio streaming will continue to work, but at a slower speed. Applications that normally require greater bandwidth, such as video streaming or peer-to-peer file sharing will also continue to work, but the slower speed may affect application performance. We will send you a text message notifying you when you have used 70% and 100% of the Fast LTE (full-speed) allotment included in your plan, at which point you may choose to purchase a Fast LTE (full-speed) add-on to add more full-speed data to your plan. In all cases, usage is subject to the Freedom Mobile Terms of Service and Fair Usage Policy.


解除束缚
告别
超贵流量。
BIG GIG
UNLIMITED
大 流 量 无 限 计 划
$50
/月*
WITH
DIGITAL
DISCOUNT
起
Freedom™
mobile
Authorized Dealer
freedommobile.ca

A one-time connection fee may apply on new activations or hardware upgrades.

*Speeds reduced beyond Fast LTE data amounts. For Digital Discount program details and how to redeem your $5 monthly discount, visit freedommobile.ca/digitaldiscount. All Freedom Mobile services are subject to our Terms of Service, Internet Traffic Management Policy, Fair Usage Policy, and Privacy Policy located at freedommobile.ca. The Freedom Mobile name and logos and other words, titles, phrases, marks, logos, icons, graphics are trademarks of, or used under license by, Freedom Mobile Inc. All rights reserved.

This is Exhibit **"C"** referred to in the
Affidavit of Sudeep Verma sworn remotely this
24th day of February, 2022

Karen Whibley

A Commissioner for taking Affidavits

Karen Michelle Whibley, a Commissioner, etc.
Province of Ontario, for Sotos LLP, Barristers &
Solicitors. Expires October 19, 2024.

Date Published: July 25, 2019
Date Updated: July 25, 2019
Serial Number: N2097-GE
Category: Marketing – Acquisition

Freedom mobile

Welcome to Freedom's Back-to-School Season!

Marketing - Acquisition

Another year and another Back-to-School season is upon us.

Last month, the incumbents launched new plans, copying Freedom's long-existing unlimited plans. But despite their efforts, our rate plans remain to be the most affordable plans available in the market. We're still the original Home of the Big Gig, and for this year's Back-to-School, Freedom is going even BIGGER!

"Unlimited" Rate Plans

We will adopt the word "Unlimited" on rate plans with 10GB of data or more.
So, when customers come to stores asking, "Do you have those Unlimited Plans like Rogers?" or Retail teams can proudly respond with: "Yes we do! And ours are better priced too."

For more details on rate plan suite changes, check out:
N2098-GE - Rate Plan Refresh - Introducing Big Gig Unlimited

Amazing Deals on Devices

Our Unlimited Plans ….**INCLUDE A PHONE** !
Customers signing up for one of our new Unlimited Rate Plans will have a choice of devices for absolutely zero dollars.

For more details, check out: N2099-GE – Introducing Freedom's Absolute Zero Promo

Date Published: July 25, 2019
Date Updated: July 25, 2019
Serial Number: N2097-GE
Category: Marketing – Acquisition

11498

Freedom mobile

Training & Learning

To ensure our customer-facing teams are ready to position our awesome Back-to-School offers to customers, the following training materials are available effective July 25:

Retail
Training materials are available on Fusion. To access, follow the path below: *Learner Zone> Discover> Selling our Products & Services community >* Freedom Mobile Back to School 2019
Customer Care
Training materials are available on the Learning Site. To access, follow the path below: *Find Learning> search for the "Freedom Back to School 2019" course*

Customer Messaging

To support our Back-to-School campaign, the following customer messaging will be deployed on July 25:

Update Type	Details
Website Updates	Home page, Special Offers page, and Samsung/Apple pages on freedommobile.ca will be updated with new rate plans and device offers.
Advertising	In our biggest Back-to-School advertising campaign to date, Will Arnett will continue throwing shade at the incumbents.
Media Relations	An official media release is available here: Freedom Mobile Lowers Monthly Bills With Absolute Zero Phone-Included Offers and More Affordable Unlimited Plans
Customer Base Messaging	Our Customer Base Management (CBM) team will be deploying multiple customer base communications to support our Back-to-School offers. For more details, check out: R168-GE - Freedom Mobile's Customer Base Initiatives

Merchandising

Merchandising materials for our Back-to-School campaigns will arrive in-stores starting July 25. Store teams are expected to install these items as soon as they arrive:

Arriving on July 25
Surface Signs Window Poster Dealer Poster New Kiosk Poster

Date Published: July 25, 2019
Date Updated: July 25, 2019
Serial Number: N2097-GE
Category: Marketing – Acquisition

Rates Poster Freedom Frame Poster Square Kiosk Poster Backlit poster New Store Wall Panel New Concept Kiosk Posters New Concept Inline- Backlit Riser graphics SmartCircle Campaign (Select locations)	
Arriving after July 25	
All Stores	• Absolute Zero Phone Stickers (will arrive with the following week's replenishment) • Uniform Pins • Hours of Operation Signs
New Concept Inline Stores	• Big Gig Wall • Updated Fabric Backlit Poster **Note:** Install schedule for these items will be communicated to stores directly.

There will be no new brochures at this time.

- Stores must discard the current brochures as they are no longer relevant.
- 10GB/50 poster can also be discarded.

References

N2098-GE - Rate Plan Refresh - Introducing Big Gig Unlimited
N2099-GE – Introducing Freedom's Absolute Zero Promo

Contacts

If you have any questions or concerns, contact:

- Retail – ChannelExperience@FreedomMobile.ca
- Care – CareProcessSupport@FreedomMobile.ca

This is Exhibit **"D"** referred to in the
Affidavit of Sudeep Verma sworn remotely this
24th day of February, 2022

Karen Whibley

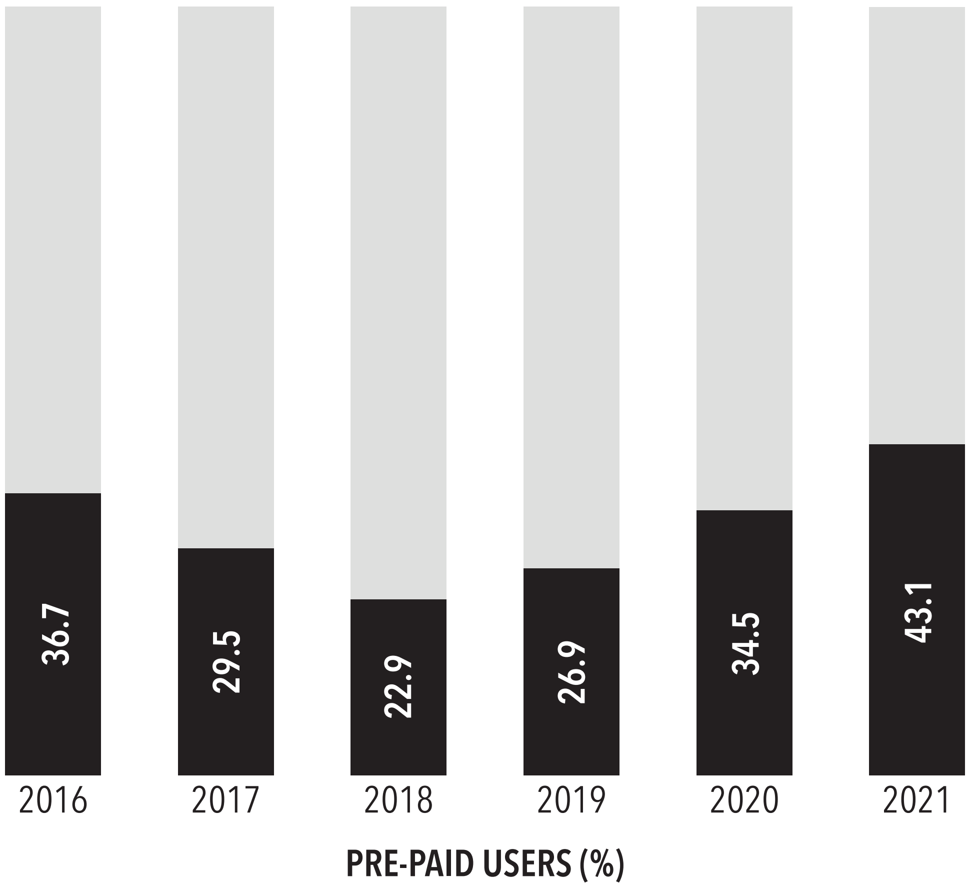
A Commissioner for taking Affidavits

Karen Michelle Whibley, a Commissioner, etc.
Province of Ontario, for Sotos LLP, Barristers &
Solicitors. Expires October 19, 2024.

Prepaid vs. Postpaid

Freedom mobile catered to the underserved consumer communities

Prepaid
- Poor Credit
- No Credit
- Seniors
- Students
- New Immigrants
- Low Income Families
- Talk Only



This is Exhibit **"E"** referred to in the
Affidavit of Sudeep Verma sworn remotely this
24th day of February, 2022

Karen Whibley

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Karen Michelle Whibley, a Commissioner, etc.
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BREAKTHROUGH PERFORMANCE
our commitment to sales excellence

Date: 3/21/18 | Source: Sharepoint2013 | File Created Date: 05/24/2017

A Success Attitude

Pride in Freedom Mobile, and belief in the strength and future of the brand

Introduction

It's always an exciting time to be a Retail Specialist at Freedom Mobile: we are not just another wireless company but one that endeavors to truly meet the needs of all our customers. With that being said, we not only offer our customers great service and plans but also a great brand. A brand we can be proud of; one we represent and protect. Our brand should mean something – firstly to us then our customers – and by Retail Specialists having a sense of pride in the brand, it should be no surprise why our customers will as well.

Objective

Explain the Freedom Mobile brand: what it means and how it benefits customers.

How It Works:

Step	Action
1	The activity leader should begin by asking the Retail Specialist to quickly list some of positive things that they tell customers when it comes to the Freedom Mobile brand. **Reponses could include:** • Unbeatable value for the money paid for service • Truly unlimited and affordable wireless services • No data overage charges • No fixed-term contracts • Wide local coverage • Constantly growing and expanding • Flexible savings options for every customer type • A true change-agent in the wireless market place etc.
2	The activity leader will follow-up the previous question by asking the Retail Specialist to list the "four fixes" that make up the Freedom Mobile brand and then summarize how these points benefit our customers. **Reponses could include:** • Freedom from data overages. • Freedom from price-gouging.

	• Flat monthly fees. • Affordable everything. *“Gone are the days when customers get dinged with excessive data overage charges or monthly plans that just gouge people’s wallets. At Freedom Mobile, we offer our customers flat monthly rates that are not just affordable to some, but all our customers.”* *“Essentially, our commitment is to keep our service rates as low and affordable as we can, with no surprises or changes that would hurt the overall customer experience.”* *“Canadians deserve the freedom to communicate and at Freedom Mobile, we believe everyone should be just that – free! They should be free to communicate and keep in contact with their loved ones without having to worry about high costs or other barriers. No one should feel left behind!"*
3	The activity leader will then ask the Retail Specialist to summarize reasons for why it is important to have pride in the Freedom Mobile brand. **Responses to look for:** • Having pride in the brand shows the customer that we not only believe in what we offer but that we are willing to stand behind our products and services – now and in the future! • Having pride in the brand shows that we are confident about our offerings and that our customers can trust what we are presenting them will truly be beneficial to them. • Having pride in the brand can provide our customers comfort whenever they have concerns or hesitations.
4	The store leader can then celebrate and reinforce any specific wins Freedom Mobile has achieved in recent times with the learner. Furthermore, the store leader should gain commitment from the Retail Specialist to incorporate demonstrations of their belief in the Freedom Mobile brand their sale pitch. Discussions about the impact it has on their sales presentations will be done in their next coaching session.
5	The activity leader will ask the Retail Specialist if they have any remaining questions or concerns and then thank them for their participation.

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Karen Michelle Whibley, a Commissioner, etc.
Province of Ontario, for Sotos LLP, Barristers &
Solicitors. Expires October 19, 2024.

Gmail

Sudeep Verma <sudeep@connexions.ws>

Message from Alek

FreedomMobile Communications <Communications@freedommobile.ca> Wed, Apr 12, 2017 at 2:39 PM
To: FreedomMobile Communications <Communications@freedommobile.ca>

<<This message has been sent to Dealer Principals and Off Shore Care Sites>>

Message from Alek

Communicated: April 12, 2017

Dealer & Off Shore Care Channel

This morning, Freedom Mobile's CEO Alek Krstajic shared that he will be stepping down as CEO of Freedom Mobile. See below for a message from Alek:

"What an amazing journey we've been on together. We've continued to grow our customer base to well over a million customers -- against all odds as underdogs in an industry dominated by the Big Three -- by providing an affordable, high-value alternative service for wireless consumers. We couldn't be happier with the confidence and resources provided by Shaw, and their support to your work has helped our value proposition resonate with Canadians. The future of Freedom Mobile is bright.

I'm honoured to have shared this experience with all of you and it's time for me to proudly pass the baton to my friend and wireless industry veteran, Paul McAleese. I will be retiring at the end of this month.

Paul brings to Freedom over two decades of experience in mobile communications in the U.S., U.K., and Canada. Reporting directly to Shaw's President, Jay Mehr, Paul will continue to apply his experience and expertise to leading Freedom Mobile into the future as a major player in the Canadian wireless industry for years to come.

Over the coming weeks, Paul and the Shaw senior leadership team will take key steps to further integrate Freedom and Shaw as we continue down the path to one converged wireless and wireline network that delivers seamless connectivity for customers.

It's been an honour to work alongside all of you over the past two years and it's your outstanding dedication, creativity and teamwork that have made Freedom Mobile the company it is today. You're ready to take the next step under Paul's leadership as we continue to upgrade our network, further integrate Freedom and Shaw and continue to provide customers with freedom from data overages, freedom from price-gouging, flat monthly fees—affordable everything.

Thank you for your hard work, commitment and friendship—I wish you all the best.

Alek"

Freedom Mobile Communications

Freedom Mobile 207 Queen's Quay West, Suite 710 Toronto, ON M5J 1A7

Email: Communications@FreedomMobile.ca

LM

This is Exhibit **"G"** referred to in the Affidavit of Sudeep Verma sworn remotely this 24th day of February, 2022

Karen Whibley

A Commissioner for taking Affidavits

Karen Michelle Whibley, a Commissioner, etc. Province of Ontario, for Sotos LLP, Barristers & Solicitors. Expires October 19, 2024.

New Consumer Rate Plan Suite Coming October 19

Type:	News	**ID:**	N1280-GE
Category:	Product and Service	**Published:**	October 16, 2017
Target Audience:	General Employee	**Last Updated:**	October 16, 2017

KEY DATES

Effective Date: Thursday, October 19, 2017

DETAILS

Summary

- Freedom Mobile has always offered great choices for customers; effective **October 19** we are going to continue that tradition, but in a new and **BIG** way.
- We're completely overhauling our rate plans and MyTab structure in a way that introduces more great ways for our customers to:
  - get more data to access our fast LTE network, and
  - save more on the phones they know and love.
- Building on the success of MyTab Bonus, we are offering more great savings on phones to our customers depending on the plan they choose. **This means more $0 phones**!
- See the sections below for a high level summary of the changes, then review the following resources for more details:
  - For a full breakdown of our 10 new rate plans' specifications/inclusions, review:
    - R042-GE - Standard Consumer Rate Plan Offering
  - For updated MyTab program policy and eligibility, review:
    - Retail: S139-RS – MyTab and MyTab Boost Program – Retail
    - Care: S271-L1 - MyTab Program – Including MyTab Bonus and Boost
  - For MyTab eligibility groups, review the second tab in:
    - R032-GE – Rate Plan and MyTab Matrix

RATE PLAN CHANGES

We're building value in Freedom with 10 new, affordable, feature rich plans:

Plan Type	Plan Name	Details
Big Gig	Big Gig 50 ***Best Value***	Freedom Mobile's newest plans! Access our fast LTE network with more gigabytes than ever before – all at affordable rates that let you stream, snap, surf, post, tweet, and upload without worrying about data overage charges. Ideal plans for someone prioritizing data and savings.
	Big Gig 70	
	Big Gig 90	
Big Gig + Everywhere	Everywhere Canada 50	Get the Big Gig benefit and the added plus of Everywhere Canada talk, text & data. Ideal plans for someone wanting to stay connected in Home & Away Canada.
	Everywhere Canada 60 ***Best Value***	
	Everywhere Canada 75	
	Everywhere Canada 100	
Home Only	Home 25	Entry-level plans with good value and features that work within the Freedom Mobile Home network. Ideal plans for someone looking for Home only use plus good features.
	Home 30	
	Home 40 ***Best Value***	

For a full breakdown of each plan, review *R042-GE - Standard Consumer Rate Plan Offering*.

Grandfathered Plans

As part of this rate plan suite update, the following plans are grandfathered effective October 19: Talk and Text 25, Smartphone 30, Smartphone 40 (2GB and 4GB), Everywhere 49 6GB, and Everywhere 59 8GB.

MYTAB CHANGES

- Starting October 19, we are opening up more ways for customers to pay for their phones over time.
- Depending on the customer's phone and rate plan selection, they may be eligible for a MyTab Bonus (up front phone subsidy) for $0/month, no MyTab Boost required.
- Plus, by introducing two new MyTab Boost options ($40 & $50 tiers), MyTab now includes more options to pay off a portion of the phone cost (between $120 and $1,200) over 24 months instead of up front.
  - That's a $360 increase enabling;
    1. More customers to spread the cost of more expensive phones over time
    2. Stores to close more sales on the phones our customers know and love.
- **Important:**
  - MyTab Boost tier availability will now vary depending on the rate plan selected (i.e. higher Boost tiers are only available on higher priced rate plans), and
  - MyTab Bonus will vary based on both the rate plan and phone selected.

	Bonus	Boost							
MyTab Tier (cost per month)	$0	$5	$10	$15	$20	$25	$35	$40	$50
MyTab Amount (up front phone discount)	Varies based on phone	Bonus + $120	Bonus + $240	Bonus + $360	Bonus + $480	Bonus + $600	Bonus + $840	Bonus + $960	Bonus + $1200
	↓	↓	↓	↓	↓	↓	↓	↓	↓

Rate Plan	MyTab Eligibility								
Home 25	N/A								
Home 30	✓	✓	✓	✓	✓	N/A	N/A	N/A	N/A
Home 40	✓	✓	✓	✓	✓	✓	N/A	N/A	N/A
Everywhere Canada 50	✓	✓	✓	✓	✓	✓	✓	N/A	N/A
Everywhere Canada 60	✓	✓	✓	✓	✓	✓	✓	✓	✓
Everywhere Canada 75	✓	✓	✓	✓	✓	✓	✓	✓	✓
Everywhere Canada 100	✓	✓	✓	✓	✓	✓	✓	✓	✓
Big Gig 50	✓	✓	✓	✓	✓	✓	✓	N/A	N/A
Big Gig 70	✓	✓	✓	✓	✓	✓	✓	✓	✓
Big Gig 90	✓	✓	✓	✓	✓	✓	✓	✓	✓

Based on the MyTab tier option the customer selects, they can get their phone for a lower cost or even $0 up front! Customers will continue to pay off their phone over a 24 month period.

MyTab Fee for Rate Plan Downgrades

Available MyTab amounts are directly associated with the rate plan a customer subscribes to. Changes to a customer's rate plan may in turn cause a change to their MyTab Bonus and/or Boost eligibility. The chart below outlines the potential implications in a rate plan change scenario:

If a customer…	Then…
Upgrades their plan	No charge will apply
Downgrades their plan	The customer will; 1. default to the next highest MyTab tier that they are eligible for (if applicable) 2. be billed the difference between their current MyTab balance and 24x their new monthly Boost fee. i.e.: a. A customer who activates on Big Gig 70 with a $40 Boost, who then downgrades to Big Gig 50 will • default to a $35 Boost, • be charged a MyTab fee: [their current MyTab balance] – [$840] b. A customer who activates on Big Gig 70 with a $40 Boost, who then downgrades to Home 40 will • default to $25 Boost, • be charged a MyTab fee: [their current MyTab balance] – [$600] **Note:** Singl.eView, CAP and My Account will display the amount due prior to completing the rate plan change.
Changes their rate plan from a MyTab eligible plan to a non-MyTab eligible plan	The customer will be billed their full remaining MyTab balance

GRANDFATHERED PLAN MYTAB CHANGES

- We are also simplifying MyTab for grandfathered rate plans, and making MyTab Boost available for more customers.
- This means, beginning October 19, it will be easier to
  - identify the MyTab that an existing customer qualifies for if they remain on a grandfathered rate plan, and
  - compare existing MyTab with that available with one of the new rate plans
- The table below shows how to determine which grandfathered plans are eligible for MyTab Bonus and MyTab Boost as of October 19:

	Grandfathered Rate Plan MRC		
	$0-$25	$26-$35	$36+
MyTab Bonus Eligibility	$0	$0	$100
MyTab Boost Eligibility	No	Yes	Yes

- Existing MyTab balances are not affected.

Note: Refer to the second tab of *R032-GE – Rate Plan Matrix* to see the new MyTab structure as of October 19.

TRAINING

eLearning (All Employees)

- The following new eLearning course has been created to help all customer facing employees (Care and Retail) understand how the upcoming rate plan and MyTab changes offer value to our customers.
- All employees must complete the course below **before** the changes take effect on **October 19:**

Step	Action
1	Login to The Learning Site: https://learn.freedommobile.ca/
2	From the top banner, click ‘Find Learning’ and select ‘Courses’
3	Search for and select ‘**Our Rate Plans & MyTab**’
4	Scroll down to find the eLearning course titled ‘**Our MyTab Program and How it Serves our Customers**’ **Note:** Training will take approximately 40 minutes to complete

Infographic

- Also available on The Learning Site alongside the eLearning module is a new *Apps and Data Usage Infographic* for employees to reference for at-a-glance support. Follow the directions above to access this tool on The Learning Site.
- **Note:** this tool is intended for internal use only and must not be printed or shown to customers.

Store Team Meeting (Retail Only)

Stores are expected to conduct a team meeting at the store level with all staff between Thursday, October 19 and Sunday, October 22 to discuss the new rate plan suite and MyTab changes. (Store leaders will receive the Team Meeting Package in a separate communication this week).

Care Huddles (Care Only)

Team Huddle Agendas will be provided to Customer Care Leaders at each Site on October 16. All Customer Care Agents are expected to complete a Team Huddle between October 16 and October 22. The Team Huddles will reiterate the high-level changes, and provide an opportunity for questions and discussion surrounding the changes with all Customer Care teams.

MERCHANDISING

- New Price Cards will be available on RMS by end of day October 18 for printing and merchandising in store on October 19.
- All stores will receive new Rate Plan Brochures and Rate Plan Posters to support the launch of our new rate plan suite.
  - Shipment dates for these materials will be shared at a later date.
  - In the interim, stores must **remove** all old Rate Plan Brochures and Rate Plan Posters from the sales floor for disposal **before store opening on October 19**.

DEALER SOC CODES Dealer Principals must update their POS with the new Rate Plans' SOC Codes prior to opening on October 19 to ensure activations function in Carrier Integration.

Rate Plan Name	Pay Before	Pay After
Home 25	2000344 | 1000387	2000384 | 1000387
Home 30	2000344 | 1000388	2000384 | 1000388
Home 40	2000344 | 1000389	2000384 | 1000389
Everywhere Canada 50	2000344 | 1000390	2000384 | 1000390
Everywhere Canada 60	2000344 | 1000391	2000384 | 1000391
Everywhere Canada 75	2000344 | 1000392	2000384 | 1000392
Everywhere Canada 100	2000344 | 1000393	2000384 | 1000393
Big Gig 50	2000344 | 1000394	2000384 | 1000394
Big Gig 70	2000344 | 1000395	2000384 | 1000395
Big Gig 90	2000344 | 1000396	2000384 | 1000396

MyTab SOC Codes
The SOC code for the new $40 and $50 MyTab tier option is as follows:

MyTab Tier	SOC Code
$40	2002997 | 1000367
$50	2002997 | 1000397

REFERENCE

Rate Plans
The following documents reflect the new Rate Plan Line-up as of October 19:
- R042-GE - Standard Consumer Rate Plan Offering
- R032-GE – Rate Plan and MyTab Matrix

MyTab
The following SOPs have been updated to reflect the MyTab Changes effective October 19:
- Retail: S139-RS – MyTab Program – Retail
- Care: S271-L1 - MyTab Program – Including MyTab Bonus and Boost

Corporate Stores:
The following document has been updated with the new Corporate Retail commission structure for our 10 new rate plans as well as an increase in commission earned for MyTab upgrades:
- R057-CE - Retail Commission Structure - 2017

CONTACT

If you have any questions or concerns, contact:
- **Retail –** ChannelSupport@FreedomMobile.ca
- **Care –** CareProcessSupport@FreedomMobile.ca

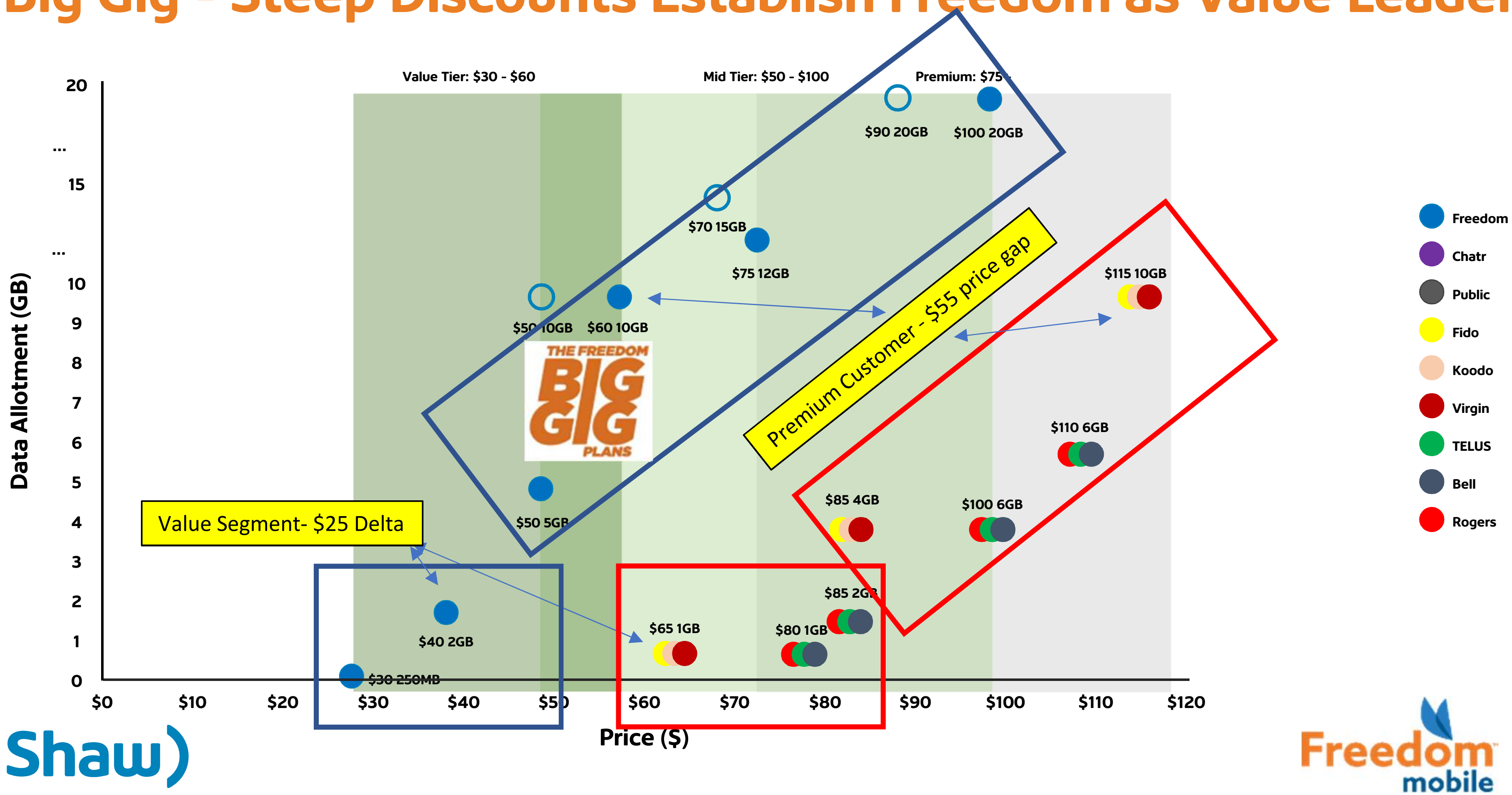
This is Exhibit **"H"** referred to in the Affidavit of Sudeep Verma sworn remotely this 24th day of February, 2022

Karen Whibley

A Commissioner for taking Affidavits

Karen Michelle Whibley, a Commissioner, etc. Province of Ontario, for Sotos LLP, Barristers & Solicitors. Expires October 19, 2024.

Big Gig - Steep Discounts Establish Freedom as Value Leader



Plans effective November 1st, 2017. Includes BYOD data, plus text (and talk).

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Province of Ontario, for Sotos LLP, Barristers &
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Annexure 2

FreedomMobile Communications <Communications@freedommobile.ca> Aug 1, 2018, 11:01 AM
to FreedomMobile

<<This message has been sent on behalf of Paul McAleese, President, Wireless >>

Hi Team,

We're so excited to share our bold new advertising campaign with you today.

This campaign challenges the conventions of Canadian wireless industry by taking aim at the practices that charge wireless users astronomical fees when they go over their data limit. For context, data overage fees in Canada have recently hit new levels, with prices now reaching as much as $100/GB.

With this campaign, we're building on the tremendous momentum from our data-rich Big Gig plans, and now targeting the problems consumers face when exceeding their data limits. We have an opportunity be the ***only*** brand offering the value everyone deserves and that's exactly what we want to demonstrate with this new campaign.

Equally as exciting is our partnership with Will Arnett, Emmy-nominated Canadian actor, who will be acting as our spokesperson and champion for the average wireless consumer in Canada. Will's self-assured style, irreverence and impeccable sense of comedic timing makes him a perfect fit as our hero character. We expect his voice and character in this campaign will hit home with Canadians.

Check out his debut campaign <**here**>**.**

A huge shout out to the team who made this possible – we're so lucky to work with such incredible folks across the country. Thank you for all you do.

Here's to a great month, and a successful campaign.

Until next time,

Paul

Freedom Mobile Communications
Freedom Mobile 207 Queen's Quay West, Suite 710 Toronto, ON M5J 1A7
Email: Communications@FreedomMobile.ca

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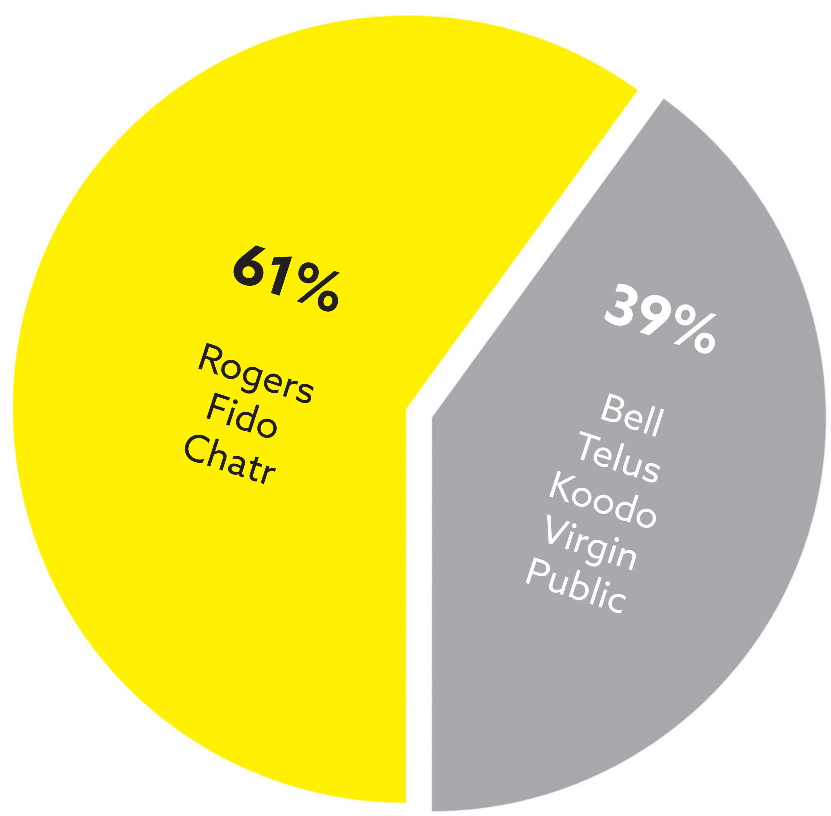
Port-ins

Rogers and it's flanker brands has been the major source of port-ins.



ASSOCIATION OF F-BRANDED WIRELESS DEALERS

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Karen Whibley

ACommissioner for taking Affidavits

Karen Michelle Whibley, a Commissioner, etc.
Province of Ontario, for Sotos LLP, Barristers &
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FREEDOM MOBILE
Competitor Comparison

We continue to drive value to Canadians with our BIG GIG Unlimited data plans.

BIG GIG UNLIMITED

BIG GIG
UNLIMITED DATA PLANS

On select BIG GIG Unlimited data plans and select devices, customers have the option of getting a device on ABSOLUTE ZERO.

AB$OLUTE ZERO
DEVICES

$0

Our customers now have a range of phones they can get for AB$OLUTELY ZERO.

$0 Upfront. $0 Extra/Month. $0 After 2 Years...and the phone is yours to keep!

Some of the great devices available include:


iPhone 11


iPhone XR


Samsung Galaxy S9


Samsung Galaxy A70

LG G8 ThinQ


Google Pixel 3

PUBLIC

11521

$0 PHONES

THEM VS FREEDOM MOBILE

HOW THE COMPETITION POSITIONS IT...

ROGERS

Device Financing:
FINANCING

- Monthly payments on device amount.
- Taxes are payable with your monthly device payments over 24 months.

Reduce device cost:
UPFRONT EDGE

- Taxes paid monthly over 24 months
- "Return your phone in good working condition to a Rogers store in the final month of your 2-year term or keep your phone and the Upfront EdgeTM amount will be charged to your next bill.

TELUS

Device Financing:
EASY PAYMENT

- Monthly payments on device amount.
- Taxes paid up-front on full device amount.

Reduce device cost:
BRING-IT-BACK?

- Taxes paid up-front on the amount prior to the Bring-It-Back program amount being removed.
- Return your smartphone in good working condition at the end of your 2-year term or keep it and **pay back the Device Return Option deferral amount you saved.**

Bell

Device Financing:
SMART PAY

- Monthly payments on device amount.
- Taxes are payable with your monthly device payments over 24 months.

Reduce device cost:
DEVICE RETURN OPTION

- Taxes paid monthly over 24 months
- Return your smartphone in good working condition at the end of your 2-year term or keep it and **pay back the Device Return Option deferral amount you saved, including tax.**

fido

Device Financing:
THE FIDO PAYMENT PROGRAM

- Full cost of the device is spread out over 24 equal monthly payments.
- Taxes on full device cost are paid over 24 equal monthly payments.
- Some high-end devices will require a deposit up-front plus applicable taxes.
- The device is yours after 24 months.

Reduce device cost:
Trade in

- You may trade-in an eligible device to reduce applicable up-front costs.

Freedom mobile

ABSOLUTE ZERO

Freedom is the only carrier offering a true $0 price point on eligible plans & devices!

OUR OFFER...

$0 Upfront

$0 Monthly MyTab Charge

$0 at the end of 24 months

$0 Tax

&

The customer gets to keep their $0 phone too!

PUBLIC 11522

THE TRUE COST

THEM VS FREEDOM MOBILE

iPhone 11 (64 GB)

Pricing accurate as of 02/06/2020 and subject to change.
For most accurate pricing keep up-to-date on each carrier's respective website.

*taxes included, based on 13% ON HST and will vary by province.

ROGERS

MSRP: $1005

UPFRONT EDGE™

- **$0* down** on a 24-month term
- **Plus $34.12** monthly for 24 months with Upfront Edge**.

OR

- **$0 down** on a 2-year financing
- **Plus $47.31 monthly for 24 months with** Financing.

**Phone must be returned during Month 24 or $280 + tax will be charged to the customer's account for the discounted Upfront Edge amount.

Bell

MSRP: $1005

SMARTPAY

- **$0 down** on a 24-month term.
- **Plus $47.33** monthly for 24 months

OR

- **0$ down** for 24 months
- **Plus $35.66** for 24 months **on** Bell SmartPay + Device Return**.

**Phone must be returned during Month 24 or $280 + tax will be charged to the customer's account for Bell SmartPay + Device Return.

TELUS

MSRP: $1003

EASY PAYMENT®

- **$0 down** on a **24-month term** with **$130.39** for taxes due upfront.
- **Plus $41.79** per month for 24 months.

OR

- **$0 down** with $130.39 for taxes due upfront.
- **Plus $32.31** for 24 months with Bring-It-Back™**.

**Phone must be returned during Month 24 or $230 + tax will be charged to the customer's account for the Bring-It-Back™ discounted amount.

fido

MSRP: $1005

THE FIDO PAYMENT PROGRAM

- $231.65 down
- Plus $37.73 per month for 24 months

Freedom mobile

MSRP: $979

$0 device (Up-front cost for the phone)

$0 (taxes* for the phone)

$0 ($0/month x 24 months)

AND OUR CUSTOMER GETS TO KEEP THE PHONE TOO!

This is Exhibit **"L"** referred to in the
Affidavit of Sudeep Verma sworn remotely this
24th day of February, 2022

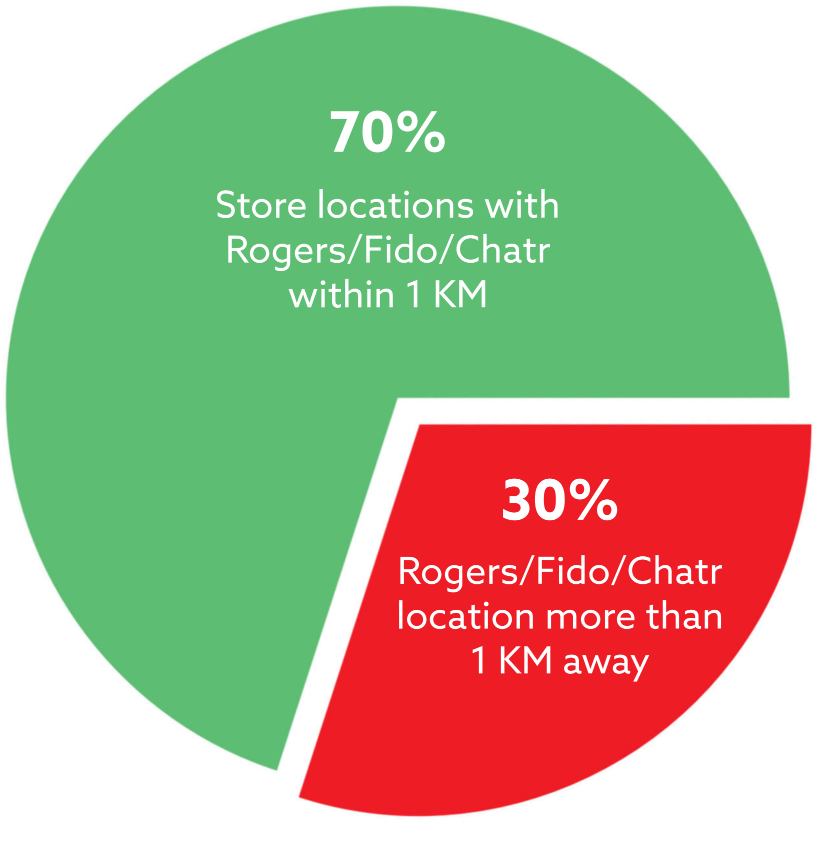
Karen Whibley

A Commissioner for taking Affidavits

Karen Michelle Whibley, a Commissioner, etc.
Province of Ontario, for Sotos LLP, Barristers &
Solicitors. Expires October 19, 2024.

Locations

Given the choice, the more vulnerable segment of the wireless consumers rely heavily on Freedom Mobile.



ASSOCIATION OF F-BRANDED WIRELESS DEALERS

This is Exhibit **"M"** referred to in the Affidavit of Sudeep Verma sworn remotely this 24th day of February, 2022

Karen Whibley

A Commissioner for taking Affidavits

Karen Michelle Whibley, a Commissioner, etc. Province of Ontario, for Sotos LLP, Barristers & Solicitors. Expires October 19, 2024.

Gmail

Sudeep Verma <sudeep@connexions.ws>

Your Q1 2021 Sales Target

FreedomMobile Communications <Communications@freedommobile.ca> Wed, Dec 23, 2020 at 3:02 PM
To: "sudeep@connexions.ws" <sudeep@connexions.ws>

Freedom mobile

Connexions Q1 2021 Sales Targets

Dealer Store

December 23, 2020

Hi, Sudeep:

Your Q1 2021 Sales Target is now available through this link: https://sjrb.sharepoint.com/:x:/t/ChannelCommunications/EZdvS3ms5TNBohMhvTmnagoBaonufiWh6w-tSFMnPxw63Q?e=s7Fbx4.

IMPORTANT:

Moving forward, your sales targets will be sent via a Sharepoint link, instead of being attached to an email, to provide more security to your data. You will be asked to enter a verification code when you click on the link. This code will be sent to your email address on file. Make sure to check your Spam Folder for the email. If you are having trouble finding the code or accessing your report, please reach out to your DBM.

For your convenience, the targets include a monthly breakdown of Prepaid and Postpaid activations.

Bonus Payment Schedule

- Overall quota bonus will be paid out as follows:
  - Postpaid paid with December commissions in January
  - Prepaid paid in March to allow 60 full days to collect second MRC
- For Dealer Quarterly Volume Bonus, refer to your Freedom Mobile Dealer Agreement – Schedule “A” for full program details.

Q1 2021 Bonus Criteria

Bonus Type	Details

Customer Experience Bonus	The following metrics will be used to establish a stack rank of customer experience based on your store performance:

Measure	Definition	Weighting
Fusion Participation Frequency %	Average number of Fusion login per month for the Dealership divided by the number of days in a month	40%
Customer Sentiment Survey	Of all responses to the survey, the percent of respondents with a response of “4” or “5” on a 5-point scale.	40%
Valid Email Collection	Valid emails (in the determination of Freedom) vs. total activations.	20%

Qualifications:

- A Dealer must be in operation the entire quarter to qualify.
- A Dealer must pass the SVR (>85%) in order to qualify.

Payment:

Dealer Percentile	Payment per qualifying activation
Top 25^{th}	$15
Top 75^{th} up to the top 25^{th}	$5
Bottom 25^{th}	$0

Policy

- Dealer sales targets are set solely at the discretion of Freedom Mobile.
- Dealers are paid quarterly bonus on their entire Dealer activation results, and not per store.

Contact

For any questions or concerns, reach out to:

- your Dealer Business Manager
- ChannelReporting@FreedomMobile.ca

Freedom Mobile Channel Communications

Gmail

Sudeep Verma <sudeep@connexions.ws>

Q1 2022 Dealer Targets - Connexions

FreedomMobile Communications <Communications@freedommobile.ca> Tue, Dec 21, 2021 at 10:18 AM
To: FreedomMobile Communications <Communications@freedommobile.ca>, "sudeep@connexions.ws" <sudeep@connexions.ws>

Freedom™

Q1 2022 Dealer Targets: Connexions

Dealer Principals
December 21, 2021

Hi Sudeep,

Your Q1 2022 Sales Targets are now available. For your convenience, the targets include a monthly breakdown of Prepaid and Postpaid activations.

Bonus Payment Schedule

- Overall quota bonus will be paid out as follows:
  - Postpaid paid with March commissions in April
  - Prepaid paid in June to allow 60 full days to collect second MRC
- For Dealer Quarterly Volume Bonus, refer to your Freedom Mobile Dealer Agreement – Schedule “A” for full program details.

Bonus Criteria

<table>
<tr><th>Bonus Type</th><th>Details</th></tr>
<tr><td>Customer Experience Bonus</td><td>The following metrics will be used to establish a stack rank of customer experience based on your store performance:
<table>
<tr><th>Measure</th><th>Definition</th><th>Weighting</th></tr>
<tr><td>Fusion Participation</td><td>Average number of Fusion login per month for the Dealership divided by the</td><td>40%</td></tr>
</table>
</td></tr>
</table>

Frequency %	number of days in a month	
Customer Sentiment Survey	Of all responses to the survey, the percent of respondents with a response of "4" or "5" on a 5-point scale.	40%
Valid Email Collection	Valid emails (in the determination of Freedom) vs. total activations.	20%

Qualifications:

- A Dealer must be in operation the entire quarter to qualify.
- A Dealer must pass the SVR (>85%) in order to qualify.
    - Temporarily suspended due to the pandemic

Payment:

Dealer Percentile	Payment per qualifying activation
Top 25th	$15
Top 75th up to the top 25th	$5
Bottom 25th	$0

Policy

- Dealer sales targets are set solely at the discretion of Freedom Mobile.
- Dealers are paid quarterly bonus on their entire Dealer activation results, and not per store.

Contact

For any questions or concerns, reach out to:

- your Dealer Business Manager
- ChannelReporting@FreedomMobile.ca

Freedom Mobile Channel Communications

Distributed to Dealer Business Managers & Dealer Principals

Freedom mobile

2021 DEALER Q1 QUOTA

			January			February			March			Q1		
			Prepaid	Postpaid	Total	Prepaid	Postpaid	Total	Prepaid	Postpaid	Total	Prepaid	Postpaid	Total
Dealer:	**Connexions**	**Total**	[redacted]											

					January			February			March			Q1		
Channel Cod	**GL Code**	**Dealer Name**	**Common Name**	**DBM**	**Prepaid**	**Postpaid**	**Total**	**Prepaid**	**Postpaid**	**Total**	**Prepaid**	**Postpaid**	**Total**	**Prepaid**	**Postpaid**	**Total**
WD209023	2090	Connexions	Woodroffe	Jeremy Biden	[redacted]											
WD209025	2090	Connexions	Market Square Shopping	Jeremy Biden	[redacted]											
WD209020	2090	Connexions	Lindsay Square	Jeremy Biden	[redacted]											
WD209022	2090	Connexions	Hogs Back Plaza	Jeremy Biden	[redacted]											
WD209024	2090	Connexions	Clyde	Jeremy Biden	[redacted]											
WD209021	2090	Connexions	Bank Street	Jeremy Biden	[redacted]											
WD209019	2090	Connexions	79D King Street W	Jeremy Biden	[redacted]											
WD209006	2090	Connexions	Rowntree Plaza	Jeremy Biden	[redacted]											
WD209010	2090	Connexions	Peterboro Mews	Jeremy Biden	[redacted]											
WD209002	2090	Connexions	Parkdale	Jeremy Biden	[redacted]											
WD209012	2090	Connexions	Lansdowne Place	Jeremy Biden	[redacted]											
WD209017	2090	Connexions	Kipling Queensway Mall	Jeremy Biden	[redacted]											
WD209013	2090	Connexions	Kingsway Village Shopping	Jeremy Biden	[redacted]											
WD209004	2090	Connexions	Islington Village	Jeremy Biden	[redacted]											
WD209014	2090	Connexions	Clarington Centre	Jeremy Biden	[redacted]											
WD209007	2090	Connexions	Bloor West Village	Jeremy Biden	[redacted]											
WD209008	2090	Connexions	Albion Centre	Jeremy Biden	[redacted]											
WD209018	2090	Connexions	862 Eglinton Avenue West	Jeremy Biden	[redacted]											
WD209016	2090	Connexions	Broadview and Queen	Jeremy Biden	[redacted]											

This is Exhibit **"N"** referred to in the
Affidavit of Sudeep Verma sworn remotely this
24th day of February, 2022

Karen Whibley

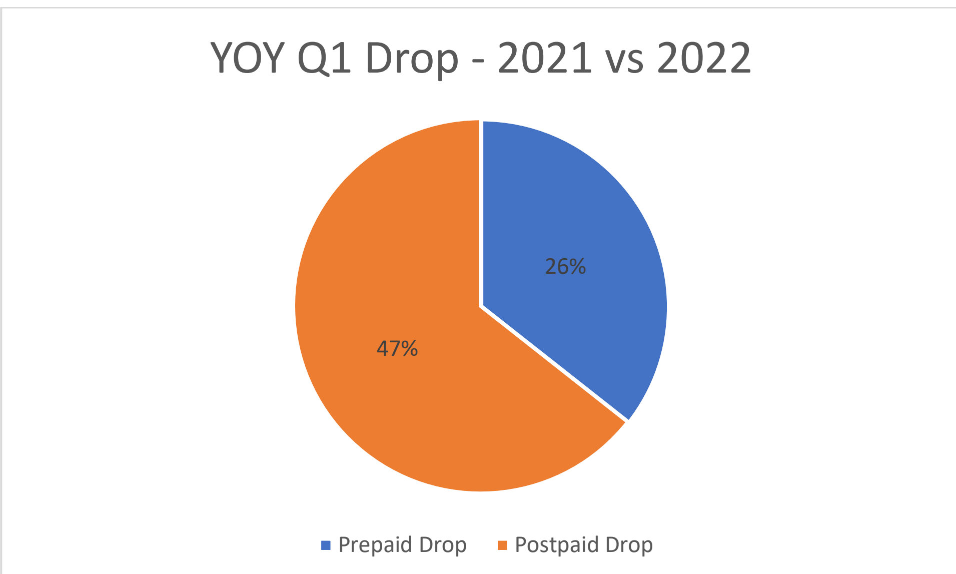
A Commissioner for taking Affidavits

Karen Michelle Whibley, a Commissioner, etc.
Province of Ontario, for Sotos LLP, Barristers &
Solicitors. Expires October 19, 2024.

Freedom Dealer's Year Over Year Q1 Quota Dropped (2022 vs 2021)

Dealers	# of Locations	Prepaid Drop	Postpaid Drop
Dealer - 1	19	33%	40%
Dealer - 2	11	12%	31%
Dealer - 3	16	38%	28%
Dealer - 4	3	30%	52%
Dealer - 5	2	22%	70%
Dealer - 6	15	25%	41%
Dealer - 7	7	23%	44%
Dealer - 8	5	18%	45%
Dealer - 9	7	37%	66%
Dealer - 10	6	28%	53%
Dealer - 11	13	25%	46%

Average Chart:



This is Exhibit **"O"** referred to in the Affidavit of Sudeep Verma sworn remotely this 24th day of February 2022

Karen Whibley

A Commissioner for taking Affidavits

Karen Michelle Whibley, a Commissioner, etc. Province of Ontario, for Sotos LLP, Barristers & Solicitors. Expires October 19, 2024.

MEMO

To: Corporate and Dealer 5G stores only

Date: April 8th, 2021

Subject: Window poster for April 8th 5G launch

You will find 2 window posters enclosed. One will be placed in the window on April 8th and the other will be updated at a later date. Always check RMS for the correct planogram placement of merchandise. Please ensure that the below *"5G it's Happening"* poster is displayed in the store window on April 8th as per your planogram.

Place the remaining iPhone 12 5G poster in a safe place in your store until further notice.

[Window Poster for April 8th]

This is Exhibit **"P"** referred to in the
Affidavit of Sudeep Verma sworn remotely this
24th day of February, 2022

Karen Whibley

A Commissioner for taking Affidavits

Karen Michelle Whibley, a Commissioner, etc.
Province of Ontario, for Sotos LLP, Barristers &
Solicitors. Expires October 19, 2024.

Date Published: April 21, 2021
Date Updated: April 21, 2021
Serial Number: N2871-GE
Category: News

5G Launch Update

We have put a pause on our launch of 5G.

Details

We have made the decision to indefinitely pause the launch of our 5G network. While we know that this news is disappointing, this is the right decision for our customers and company at this time.

We operate in an extremely competitive marketplace. To launch our initial phase 5G service, we require a clear path forward for the later phases, including spectrum and infrastructure. At this time, this path is not certain. Our decision today stands by our commitment of transparency with our teams and customers of what products and services we can offer now and in the near term.

Merchandising

All stores will need to RMA back all merchandising material delivered on April 7. Please print RMA number **#RMAMERCH0421** along with your channel code on a piece of paper and include it in with the shipment for easy identification upon receipt at the warehouse.

Contacts

For any questions or concerns, reach out to:

- **Retail:** GotoMarket@freedommobile.ca
- **Care:** CareProcessSupport@freedommobile.ca

This is Exhibit **"Q"** referred to in the Affidavit of Sudeep Verma sworn remotely this 24th day of February 2022

Karen Whibley

A Commissioner for taking Affidavits

Karen Michelle Whibley, a Commissioner, etc.
Province of Ontario, for Sotos LLP, Barristers &
Solicitors. Expires October 19, 2024.

Dealer Reno Program 2021

Update

April 8, 2021

Option A – Turnkey
Interior Cosmetic Upgrade

- Work timeline:
    - 8 to 12 days.
- SoW includes removal of existing fixtures, painting walls, install vinyl flooring, update lighting, install new fixtures/merch displays, other works TBD per site ie relocation of sprinklers.
    - Excludes – HVAC, façade, external signage, removing/building walls, upgrades/repairs to back of house and washroom.
- Dealer cost will not exceed $50K
- No permit


YOU DESERVE FREEDOM.


YOU DESERVE FREEDOM.

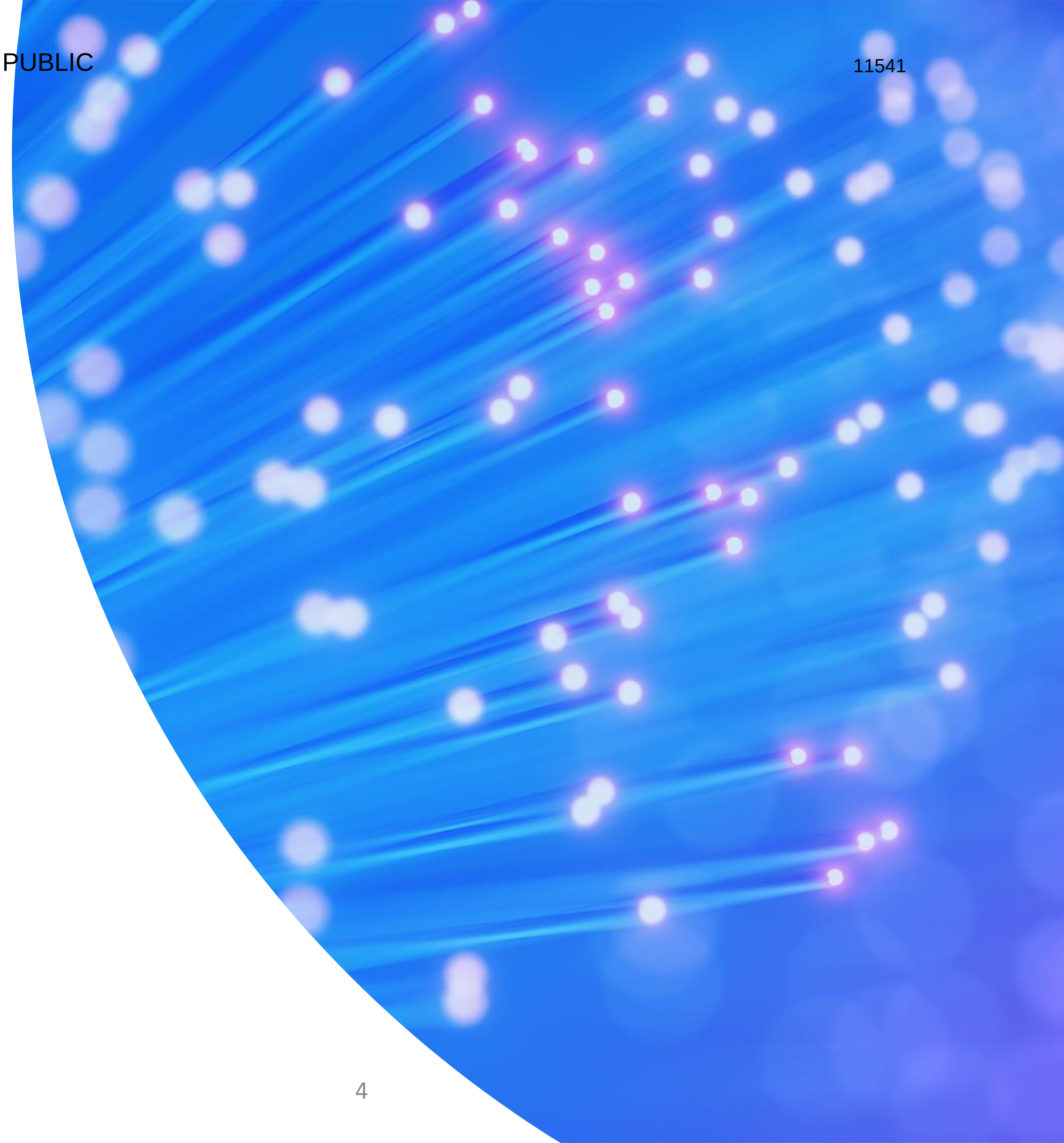

SAMSUNG
Galaxy S10
Pixel
Freedom


HOME OF
BIG GIG
UNLIMITED

Option B – Phased Reno

P1 – Fixture Refresh + Vinyl Wrap
P2 – Interior Upgrade

- Work timeline:
  - Phase 1 - 3 to 5 days.
  - Phase 2 - 7 to 12 days
- SoW:
  - Phase 1 – remove old fixtures, install Freedom branded interior vinyl wrap, install new fixtures and merch displays
  - Phase 2 – remove wrap, paint walls, install flooring, update lighting, other works TBD per site i.e., relocation of sprinklers.
  - Excludes – HVAC, façade, external signage, removing/building walls, upgrades/repairs to back of house and washroom.
  - No permit
- Dealer costs:
  - Phase 1 - $12K -$15K site dependent
  - Phase 2 - $25 - $35K site dependent
  - *Dealer cost will not exceed $50K in this phased approach.*



Sample graphic for demo purposes only.
Flooring/lighting not included in Option B Phase I

Sample graphic for demo purposes only. Flooring/lighting
not included in Option B Phase I

Cost Comparison – *Forecast Only*

PUBLIC

11544

Store Name - 500 Sq Ft				
Address Line 1				
Address Line 2				
	OPTION A	OPTION B		ADD ON*
Capex	**Freedom Build "turnkey"**	**PHASE I - Fixture + Frames + Vinyl**	**PHASE II - Interior refresh**	**EXTERIOR SIGNAGE**
Fxtures and frames (gross up)	$ 30,000.00	$ 30,000.00	$ -	$ -
Fixture installation	$ 10,000.00	$ 8,500.00	$ -	$ -
Get Wrapped Vinyl graphics	$ -	$ 9,200.00	$ -	$ -
Exterior signage	$ -	$ -	$ -	$ 10,000.00
Freedom CAPEX	**$ 40,000.00**	**$ 47,700.00**	**$ -**	**$ 10,000.00**
Opex				
Leasehold improvements - Sales Area only	$ 40,005.56	$ 13,500.00	$27,000.00	$ -
Freedom OPEX	**$ 40,005.56**	**$ 13,500.00**	**$27,000.00**	**$ -**
Total Project Cost	**$ 80,005.56**	**$ 61,200.00**	**$27,000.00**	**$ 10,000.00**
Net Freedom TOTAL	**$ 40,000.00**	**$ 47,700.00**	**$ -**	**$ 5,000.00**
Dealer OPEX	**$ 40,005.26**	**$ 13,500.00**	**$27,000.00**	**$ 5,000.00**

*replacing exterior sign is an option, approved on a store by store bases, permitting required

Dealer Checklist of Responsibilities – All Programs

Item #	Pre-Construction:	Key Stakeholders	Completion/Effective Date
	All dealer owned TVs/Digital, audio speakers and equipment disconnected and removed from fixtures. Ceiling equipment leave as-is	Dealer Principal	Day prior to construction start
	Physical security systems (alarms, cameras) disconnected, removed from sales floor Ceiling equipment leave as-is	Dealer Principal	Day prior to construction start
	Safes on sales floor empty and unlocked	Dealer Principal	Day prior to construction start
	POS terminals/IT equipment/printers disconnected and removed from sales floor	Dealer Principal	Day prior to construction start
	Merchandise and product removed from sales floor secured in back of house safes or off-site	Dealer Principal	Day prior to construction start
	Personal/misc items removed/purged from sales floor prior to construction start	Dealer Principal	Day prior to construction start
	Access to back of house/electrical panels during entire build	Dealer Principal	Day prior to construction start
	Post-Construction:		
	Internet and phone services reconnected	Dealer Principal	Post Handover
	All dealer owned TVs /Digital, audio speakers and equipment installed and reconnected	Dealer Principal	Post Handover
	Engage Stingray to activate screens and enable live content for screens installed in millwork	Dealer Principal	Post internet re-installation
	Physical security systems (alarms, cameras) installed and reconnected	Dealer Principal	Post Handover
	POS terminals /IT equipment/printers installed and reconnected	Dealer Principal	Post Handover
	Merchandise items installed as per RMS planogram and product put back on display and/or re-secured in safes	Dealer Principal	Post Handover

This is Exhibit **"R"** referred to in the
Affidavit of Sudeep Verma sworn remotely this
24th day of February, 2022

Karen Whibley

A Commissioner for taking Affidavits

Karen Michelle Whibley, a Commissioner, etc.
Province of Ontario, for Sotos LLP, Barristers &
Solicitors. Expires October 19, 2024.

Gmail

Sudeep Verma <sudeep@connexions.ws>

Store renovation(s)

Sudeep Verma <sudeep@connexions.ws> Wed, May 12, 2021 at 11:05 AM
To: "Jeremy Biden (Freedom Mobile)" <JBiden@freedommobile.ca>
Cc: Vidhi Mehta <vidhi@connexions.ws>, Anggza Matharoo <anggzarahi@connexions.ws>
Bcc: Sudeep Verma <sudeep@connexions.ws>

Good Morning Sir,

With reference to your text regarding a cheaper option for store renovation(s) we would definitely be interested in knowing more about it.

However, to make an informed decision we need the following information alongside;

1. What is the current policy on store lease renewals? On numerous occasions and calls (post Rogers/Shaw merger) we have been told to go month to month or 1 year.
2. Considering the above scenario how would the ROI on this store upgrade work out?
3. If the Freedom brand ceases to exist post merger what would happen to this cost ?

Also, we are reaching out to our dealer association's legal counsel for further guidance.

Thanks,

Sudeep Verma
Connexions Telecom Ltd.
1123 Albion Road, Toronto ON M9V 1A9
Office: (416) 741-9555
Cell: (647) 231-3514
Email: sudeep@connexions.ws

Connexions new logo

---

connexions mobiles and more... **image002.jpg**
3K

This is Exhibit **"S"** referred to in the
Affidavit of Sudeep Verma sworn remotely
this 24th day of February, 2022

Karen Whibley

A Commissioner for taking Affidavits

Karen Michelle Whibley, a Commissioner, etc.
Province of Ontario, for Sotos LLP, Barristers &
Solicitors. Expires October 19, 2024.

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SLEIGH OVERPRICED DATA.
BIG GIG UNLIMITED 15GB
$50
DISCOVER FREED


DATA.
BIG GIG UNLIMITED 15GB
$50
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FOR LEASE
David Nehme
613.797.1258
COMMERCIAL

PUBLIC

Court File No.

THE COMPETITION TRIBUNAL

IN THE MATTER OF the Competition Act, R.S.C. 1985, c. C-34;

AND IN THE MATTER OF the proposed acquisition by Rogers Communications Inc. or an affiliate thereof of Shaw Communications Inc.;

AND IN THE MATTER OF an application by the Commissioner of Competition for one or more orders pursuant to section 92 of the *Competition Act;*

AND IN THE MATTER OF an Application by the Commissioner of Competition for an interim order pursuant to section 104 of the *Competition Act;*

B E T W E E N:

THE COMMISSIONER OF COMPETITION

Applicant

- and -

ROGERS COMMUNICATIONS INC.
SHAW COMMUNICATIONS INC

Respondents

AFFIDAVIT OF SUDEEP VERMA
(Affirmed February 24, 2022)

THE COMPETITION TRIBUNAL

IN THE MATTER OF the Competition Act, R.S.C. 1985, c. C-34;

AND IN THE MATTER OF the proposed acquisition by Rogers Communications Inc. or an affiliate thereof of Shaw Communications Inc.;

AND IN THE MATTER OF an application by the Commissioner of Competition for one or more orders pursuant to section 92 of the Competition Act;

AND IN THE MATTER OF an application by the Commissioner of Competition for an interim order pursuant to section 104 of the Competition Act;

BETWEEN:

THE COMMISSIONER OF COMPETITION

Applicant

– and –

ROGERS COMMUNICATIONS INC.

SHAW COMMUNICATIONS INC.

Respondents

AFFIDAVIT OF JAMES SENKO
Affirmed March 4, 2022

I, James Senko, of the City of Toronto, in the Province of Ontario state as follows:

1. I am the Executive Vice-president and President, Mobility Solutions of TELUS Corporation (“**TELUS**”). Since joining TELUS in 2001, I have held a variety of leadership positions in the TELUS wireless business spanning channel distribution, marketing, and product development. I am currently responsible for the overall management of TELUS’ consumer wireless business.

2. I have personal knowledge of the matters in this affidavit, except where I have otherwise indicated that I am relying on information from others, in which case I believe such information to be true.

PURPOSE OF THIS AFFIDAVIT

3. I make this affidavit in connection with the applications under sections 92 and 104 of the *Competition Act* made by the Commissioner of Competition (the “Commissioner”) against Rogers Communications Inc. (“Rogers”) and Shaw Communications Inc. (“Shaw”), relating to their merger (the “Proposed Transaction”).

OPERATIONS OF TELUS

4. TELUS is a communications company that provides wireless and wireline services to individual subscribers, governments, and businesses across Canada. TELUS’ mobile wireless business includes TELUS’ 3G, 4G LTE, and 5G network through which it offers subscribers voice, data transmission and messaging services across Canada and worldwide delivered on subscribers’ mobile devices, as well as TELUS’ smartphone, tablet, and mobile devices offered to subscribers across the country. TELUS also offers a number of other services, including Internet access, TV, and virtual health care.

COMLINK DATA

5. As of October 2020, TELUS commenced subscribing to Commiscent Technologies Inc. ("Comlink") for porting data and analytics for the Canadian wireless industry. TELUS believes Comlink is a reliable source of porting data and analytics for the Canadian wireless industry.

6. TELUS provides its porting data to Comlink. For context, a port occurs when a subscriber switches from one wireless carrier (e.g., Shaw) or a landline carrier to another wireless carrier (e.g., TELUS) and keeps their phone number. The term "net ports" refers to number of ports into a carrier minus the number of ports out from the carrier during the same defined time period. For purposes of my affidavit, unless I specifically indicate otherwise, references to Shaw relate to Shaw's wireless business which operates under the Shaw Mobile and Freedom Mobile brands. Comlink uses the term "Freedom" to cover both Shaw Mobile and Freedom Mobile.

7. TELUS utilizes the porting data and analytics provided by Comlink (via an electronic portal which TELUS can access at any time) in its regular course of business, together with other information, to better inform its competitive response. Most importantly, the Comlink data and analytics provides TELUS with directional insights on:

   a) TELUS' wireless performance relative to our principal wireless competitors (Bell, Rogers, Shaw, Videotron, SaskTel, Eastlink and Xplore Mobile) by, for example, identifying which competitors are gaining or losing subscribers on a daily, weekly, monthly or quarterly basis nationally and by province; and

   b) the competitive impact of promotional and advertising activities undertaken by TELUS and/or our wireless competitors (as listed above) in terms of which competitors lost subscribers and which competitors gained subscribers during the period where such activities were undertaken.

8. The types of business decisions impacted by the insight provided by the Comlink data and reports include, for example:

   a) During Black Friday 2021, TELUS used the porting data to understand how TELUS was performing relative to competitors after promotions were launched, and whether or not TELUS would match the promotions of its competitors.

   b) Post-Black Friday 2021, TELUS undertook a detailed post-mortem analysis using porting data to understand how TELUS performed during the Black Friday promotion period and more specifically what type of promotions worked and what did not work (i.e., did not drive the desired performance). This analysis informed TELUS' December 2021 Boxing Week promotional strategy.

   c) The data regularly informs TELUS' determination to undertake competitor-targeted campaigns and promotional activity to increase share and win back subscribers and it informs TELUS' actions during the time period of such campaigns. For example, in Q3 and Q4 2020 TELUS launched Operation Freedom which included: (a) win back offers targeting subscribers who ported out from TELUS to Shaw; and (b) promotions to win share against Shaw by offering Shaw subscribers incentives to port-in (i.e., switch) to TELUS.

CHANGES IN SHAW'S COMPETITIVE INTENSITY SINCE ROGERS ANNOUNCED ITS PROPOSED ACQUISITION OF SHAW

9. I believe that Shaw's competitive intensity in Alberta, British Columbia and in Ontario has decreased materially since the announcement of the Proposed Transaction on March 15, 2021. My belief is based on a number of data points and observations, including the following:

   a) The Comlink data: Attached to my affidavit as Exhibit A are true copies of three Comlink reports which show the net ports for Shaw on a monthly basis for the period commencing January 1, 2021 and ending December 31, 2021 on a national basis, on a combined Alberta and British Columbia basis; and on an

Ontario only basis. [redacted] More specifically,

i. The national report shows that Shaw gained [redacted] net ports in April 2021 and lost [redacted] net ports in December 2021. This is an approximate 235% decrease in the number of net ports.

ii. The combined Alberta and British Columbia report shows that Shaw gained [redacted] net ports in April 2021 and lost [redacted] net ports in December 2021. This is an approximate 103% decrease in net ports.

iii. [redacted] since the Proposed Transaction was announced. Shaw lost [redacted] net ports in April 2021 and lost [redacted] net ports in December 2021. This is an approximate 374% decrease in net ports.

b) TELUS' review of Shaw's First Quarter Results for the three-month period ending November 30, 2021 (Q1 2022) and comparison to Shaw's First Quarter Results for the three-month period ending November 30, 2020 (Q1 2021) and which shows, among other matters, that:

i. Shaw's total wireless net adds (i.e., the total number of new wireless subscribers minus the total number of lost wireless subscribers) has decreased substantially with only 55,600 net adds Q1 2022 versus 101,000 for Q1 2021;

ii. Shaw's Q1 2022 postpaid net adds were 40% below its net adds in Q1 2021 (Q1 2022 postpaid net adds of 36,100 versus Q1 2021 net adds of 87,300); and

iii. Shaw stated that its Q1 wireless net adds were driven by Shaw Mobile, not Freedom, which suggests to TELUS that Shaw is focussed on bundling their existing subscriber base (i.e., selling Shaw Mobile to their internet subscribers) and not on acquiring net new wireless subscribers.

all of which is occurring despite the fact that the number of wireless subscribers in each of British Columbia, Alberta, and Ontario (being the provinces in which Shaw competes) increased in Q1 2022 relative to Q2 2021.

c) TELUS' own internal porting data shows that in the three quarters between April 1, 2020 and December 31, 2020 Shaw won [redacted] net ports from TELUS and in the three quarters following the announcement of the Proposed Transaction, being April 1 2021 to December 31, 2021, Shaw only won [redacted] net ports from TELUS. This represents a 91% decrease in net ports ([redacted]) won from TELUS.

d) I have observed that Shaw's promotional activity has substantially decreased since the Proposed Transaction was announced. TELUS monitors the media and other public sources daily to gather information about its competitors' pricing promotional activity and monitors these sources even more frequently during the heavy price promotional periods which occur in the third and fourth quarters of the year, specifically the Back-to-School period (mid-August to mid-September), the Black Friday-Cyber Monday period (late November) and the Boxing Week period (late December). Until 2021 Shaw was a price aggressor through heavy price promotional periods which occur in the third and fourth quarters of the year, specifically the Back-to-School period (mid-August to mid-September), the Black Friday-Cyber Monday period (late November) and the Boxing Week period (late December). In the third and fourth quarters of 2020 TELUS lost [redacted] net ports to Shaw. In the third and fourth quarters of 2021 (following the announcement of the Proposed Transaction) not only did TELUS not lose any net ports to Shaw, TELUS won [redacted] net ports from Shaw.

INFORMATION SUPPLIED PURSUANT TO SECTION 11 ORDER

10. In response to an order the Federal Court issued under section 11 of the *Competition Act*, R.S.C. 1985, c. C-34 on August 1, 2021 (the "Order"), TELUS supplied data, records and information to Laura Sonley at the Competition Bureau relating to its wireless business and such production was completed November 29, 2021 ("Records").

11. The Records were reviewed by Andrea Wood, Chief Legal and Governance Officer of TELUS, who certified that the information so supplied is, to the best of her knowledge and belief, correct and complete in all material respects. Following this certification TELUS provided clarifications to the Bureau about certain data aspects of the Records. Andrea Wood, Chief Legal and Governance Officer of TELUS, has certified that these such clarifications are to the best of her knowledge and belief, correct and complete in all material respects.

12. Included with the Records TELUS produced to the Competition Bureau, and pursuant to the Order, TELUS provided the Competition Bureau with internal company data and access to Comlink's porting data and analytics.

13. Attached to my affidavit as Appendix 1 is a list of certain of the Records TELUS produced to the Competition Bureau pursuant to the Order identified by the unique numbers TELUS assigned to them. I attest that each of the Records listed in Appendix 1**:**

    a) are true copies of the originals that are in the possession, power, or control of TELUS.

    b) were prepared by TELUS employees in the ordinary course of business and the facts stated therein are to the best of my knowledge, information, and belief, true.

14. Attached to my affidavit as Appendix 2 is a list of certain data sets included in the Records TELUS produced to the Competition Bureau pursuant to the

Specifications 11, 17 and 19 of the Order (the “Data”). I attest that the Data was collected and maintained by TELUS in the usual and ordinary course of business.

Affirmed remotely by James Senko of the City of Toronto in the Province of Ontario, before me at the City of Toronto in the Province of Ontario, on March 4, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

Daniel Stern Director, Regulatory Law and Policy	James Senko Executive Vice-president and President, Mobility Solutions
TELUS Corporation	TELUS Corporation

This is Exhibit A to the Affidavit of James Senko

Affirmed on March 4, 2022

Monthly Freedom Net Ports - National

[redacted]

[redacted]

<u>Chart Parameters:</u>

Measurement: Net Ports (Net Additions)

Time Period: January 2021 to December 2021

Time Interval: Monthly

Carrier: Freedom/Shaw Mobile

Region: National

Monthly Freedom Net Ports - Ontario

[redacted]

[redacted]

Chart Parameters:

Measurement: Net Ports (Net Additions)

Time Period: January 2021 to December 2021

Time Interval: Monthly

Carrier: Freedom/Shaw Mobile

Region: Ontario

Monthly Freedom Net Ports – Alberta & British Columbia

[redacted]

[redacted]

Chart Parameters:

Measurement: Net Ports (Net Additions)

Time Period: January 2021 to December 2021

Time Interval: Monthly

Carrier: Freedom/Shaw Mobile

Region: Alberta & British Columbia

Appendix 1 - Records

1. TELUS00256412
2. TELUS00016068
3. TELUS00048482
4. TELUS00125110
5. TELUS00066833
6. TELUS00066137
7. TELUS00067741
8. TELUS00122714
9. TELUS00067777
10. TELUS00097459
11. TELUS00054838
12. TELUS00125741
13. TELUS00073804
14. TELUS00221094
15. TELUS00233600
16. TELUS00071611
17. TELUS00221650
18. TELUS00221329
19. TELUS00113128
20. TELUS00255236
21. TELUS00251459

Appendix 2 - Data

- Specification 11
  - "Specification 11- Response (Final- September 10, 2021).XLSX"
- Specification 17
  - NON_MB_SUMMARY_201701.xlsx- NON_MB_SUMMARY_201712.xlsx (replacement files received on 10/7/2021)
  - NON_MB_SUMMARY_201801.xlsx-NON_MB_SUMMARY_202107.xlsx (original files received on 9/29/2021)
- Specification 19
  - Specification 19- Response (Final) edited.XLSX
  - Spec_19_Plans_part2.xlsx

THE COMPETITION TRIBUNAL

IN THE MATTER OF the Competition Act, R.S.C. 1985, c. C-34;

AND IN THE MATTER OF the proposed acquisition by Rogers Communications Inc. or an affiliate thereof of Shaw Communications Inc.;

AND IN THE MATTER OF an application by the Commissioner of Competition for one or more orders pursuant to section 92 of the Competition Act;

AND IN THE MATTER OF an application by the Commissioner of Competition for an interim order pursuant to section 104 of the Competition Act;

BETWEEN:

THE COMMISSIONER OF COMPETITION

Applicant

– and –

ROGERS COMMUNICATIONS INC.
SHAW COMMUNICATIONS INC.

Respondents

AFFIDAVIT OF JAMES SENKO
Affirmed March 4, 2022

CT-2022-

THE COMPETITION TRIBUNAL

IN THE MATTER OF the Competition Act, R.S.C. 1985, c. C-34;

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BETWEEN:

THE COMMISSIONER OF COMPETITION

Applicant

– and –

ROGERS COMMUNICATIONS INC.

SHAW COMMUNICATIONS INC.

Respondent

AFFIDAVIT OF COGECO COMMUNICATIONS INC.

I, Paul Beaudry, of the city of Westmount, in the Province of Quebec, state as follows:

1. I am the Vice President, Regulatory Affairs for Cogeco Communications Inc. (“**Cogeco**”).

2. My main responsibilities involve representing Cogeco and its subsidiaries in proceedings before the Canadian Radio-television and Telecommunications Commission ("**CRTC**") and other federal departments and agencies with respect to broadcasting and telecommunications matters.

3. I have personal knowledge of the matters in this affidavit, except where I have otherwise indicated that I am relying on information from others, in which case I believe such information to be true.

PURPOSE OF THIS WITNESS STATEMENT

4. I make this affidavit in connection with an application by the Commissioner of Competition (the "**Commissioner**") against Rogers Communications Inc. ("**Rogers**") and Shaw Communications Inc. ("**Shaw**"), relating to their merger (the "**Proposed Transaction**").

OPERATIONS OF COGECO

5. Cogeco is a communications company headquartered in Montreal, Quebec, that provides video, Internet and wireline telephony services in the United States and Canada. Through its affiliate Cogeco Connexion Inc., these services are offered in Ontario and Quebec to retail residential and business customers in addition to wholesale third party Internet access and transport services offered to Internet service-based providers.

COGECO'S ENTRY AS A WIRELESS MVNO

6. In 2021, the CRTC mandated the provision of a wholesale facilities-based Mobile Virtual Network Operator ("**MVNO**") access service by the three national Mobile Network Operators ("**MNOs**") and Sasktel where these MNOs exercise market power, in all areas where regional carriers have secured a spectrum licence at the Tier 4 level or higher (the "**MVNO Access Service**").

7. Terms and conditions for the service are to be filed for approval with the CRTC, while rates are to be commercially negotiated, with final offer arbitration by the CRTC as a recourse if negotiations fail. The MVNO Access Service is mandated to last for a period of seven years. In July 2021, the MNOs filed proposed tariffs to implement the CRTC's facilities-based MVNO Access Service and the CRTC commenced tariff proceedings in connection therewith (the "**Tariff Proceedings**").

8. Cogeco is interested in launching a mobile wireless service using the MVNO Access Service, subject to the approval by the CRTC of reasonable terms and conditions for the service and to Cogeco's ability to negotiate or otherwise secure satisfactory rates with one or several of the MNOs. Cogeco owns spectrum licences in 30 Tier 4 areas in Ontario and 25 in Quebec, which would in principle allow Cogeco to operate as an MVNO in large portions of both provinces. A list of Cogeco's spectrum holdings at the Tier 4 level or higher is attached to this affidavit as Exhibit "**A**".

9. As Cogeco has articulated through the Tariff Proceedings, from a business perspective, there are significant deficiencies in the MNOs' proposed tariffs that, collectively, significantly diminish Cogeco's ability to offer services and effectively compete in any Tier 4 area in Ontario and Quebec where it has spectrum. This, in turn, is likely to have the effect of impeding important investments by Cogeco in these areas.

10. Some of the proposed conditions would require prospective MVNOs like Cogeco to provide wireless services of inferior quality to those offered by the MNOs themselves. In other cases, essential conditions for planning and implementing competitive MVNO services are vague or entirely missing.

11. By undermining the possibility of providing competitively sustainable MVNO services in a timely manner, the proposed tariff conditions will discourage eligible wireless carriers from investing in MVNO services. Specifically:

i) The proposed tariffs do not include service descriptions. This makes it difficult or impossible to determine what service the MNO will actually be providing to prospective MVNOs;

ii) There is no provision for seamless roaming within Tier 4 licensed areas. Seamless roaming involves networks handing off and receiving calls and data sessions to and from other networks without any interruption in service. This is a key omission that would have a significant impact on MVNOs' plans for radio access network deployment. Carriers entering the market for the first time will deploy networks gradually, starting in denser population areas and expanding over the course of several years, much as the MNOs have historically done. As a result, as an MVNO's network is only partially deployed within a particular Tier 4 service area, it will be necessary for the MVNO's customer to seamlessly roam from the MVNO's network to the MNO's network within Tier 4 service areas to enable a mobile wireless service of similar quality as that of the MNO;

iii) Numerous restrictions are proposed on entities' eligibility to receive the MVNO Access Service. For instance, MNOs have designed their terms and conditions so that the mandated MVNO service is only accessible to existing mobile carriers that have an active public mobile network and are actively providing commercial mobile services within a Tier 4 licence area, which, if accepted, would make Cogeco ineligible to use the MVNO service;

iv) There are unnecessary technical restrictions on the availability of the MVNO service. These include, but are not limited to, a requirement to own at least 20 MHz of spectrum as a primary licensee in any given Tier 4 licence area, the MVNO's inability to access an MNO partner's network, no option to enter into direct connection with an MNO; limitations on the types of customers that an MVNO can serve and limitations on the types of end-customer devices the MVNOs can use for their customers. These restrictions limit the ability of prospective MVNOs to provide a service of equal quality to that offered by the MNOs;

v) The proposed tariffs require that MVNOs provide MNOs with precise traffic forecasts, and, in some cases, pay financial penalties for failure to meet such forecasts, which are overly punitive and unjustified;

vi) The proposed tariffs do not include service level details (e.g., latency for data services, percentage of dropped calls, etc.) for services to be provided by the MNO to their MVNO customers. They also include ill-defined requirements around the provision of technical support from MNOs to MVNOs; and

vii) There is an unjustified reduction of the Commission's 7-year mandate for MVNO access. At one end, the proposed tariffs cap user growth one year prior to the expiration of the mandate. At the other end, a number of additional agreements must be negotiated prior to MVNOs being able to offer service, which would unduly shorten the mandated period in which these wholesale services are available to MVNOs.

12. Also, even apart from these issues, the CRTC's recent decision to implement a limited, facilities-based MVNO framework in Canada is unlikely to be sufficient for Cogeco to produce meaningful competition in the wireless market in the short term, because of the following factors:

i) The MVNO Access Service tariffs are still not final, and are not expected to be final, until at least the middle of 2022 at the earliest;

ii) Prospective MVNOs still need to negotiate rates for the MVNO Access Service they receive from the MNOs. It is unclear to Cogeco when such negotiations will occur; and

iii) Cogeco expects that MNOs will attempt to delay the launch of, and frustrate the viability of facilities-based MVNOs at every possible juncture.

SWORN BEFORE ME BY VIDEO CONFERENCE at the City of [MONTREAL], in the Province of Quebec, this 24th day of February 2022.)

Commissioner for Oaths)

[MARIE-FRANCE GAUDREAU])

Commissaire à l'assermentation
Commissioner for Oaths
MARIE-FRANCE GAUDREAU
201355
for Quebec and outside Quebec

Paul Beaudry

THE COMPETITION TRIBUNAL

IN THE MATTER OF the Competition Act, R.S.C. 1985, c. C-34;

AND IN THE MATTER OF the proposed acquisition by Rogers Communications Inc. or an affiliate thereof of Shaw Communications Inc.;

AND IN THE MATTER OF an application by the Commissioner of Competition for one or more orders pursuant to section 92 of the Competition Act.

BETWEEN:

THE COMMISSIONER OF COMPETITION

Applicant

– and –

ROGERS COMMUNICATIONS INC.
SHAW COMMUNICATIONS INC.

Respondent

AFFIDAVIT OF COGECO COMMUNICATIONS INC.

EXHIBIT "A"

List of Tier-4 and Spectrum Ownership of Cogeco in Ontario

Tier 4	Service Area Name	Population (Census 2016)	2500 FDD MHz	2500 TDD MHz	2300 MHz	3500 MHz	Total Bandwidth (MHz)
4-056	Pembroke	82,200		10			10
4-057	Amprior/Renfrew	31,367		10		20	30
4-067	Cornwall	69,729	20	10		20	50
4-068	Brockville	70,563	20	10		10	40
4-069	Gananoque	13,150	20	10			30
4-070	Kingston	177,314	20	10		20	50
4-071	Napanee	42,993	20	10			30
4-072	Belleville	154,982	20	10		10	40
4-073	Cobourg	65,180	20	10		20	50
4-074	Peterborough	165,516	20	10		20	50
4-075	Lindsay	45,902	20	10		20	50
4-076	Minden	20,813	20	10			30
4-077	Toronto	7,030,750				30	30
4-079	Guelph/Kitchener	707,534	20				20
4-080	Fergus	30,010	20				20
4-082	Listowel/Goderich	84,257	20	10			30
4-083	Fort Erie	31,072	20			30	50
4-084	Niagara-St. Catharines	349,283	20			30	50
4-085	Haldimand/Dunnville	37,398	20				20
4-086	London/Woodstock/ St. Thomas	678,149	20				20
4-087	Brantford	138,535	20				20
4-088	Stratford	51,339	20	10			30
4-089	Chatham	68,885	20	10		20	50
4-090	Windsor/Leamington	401,719	20	10		30	60
4-091	Wallaceburg	30,983	20	10			30
4-092	Sarnia	123,953	20	10	30	30	90
4-093	Strathroy	46,727	20	10			30
4-096	Gravenhurst/Bracebridge	61,892	20	10			30
4-097	North Bay	104,524		10		30	40

4-098	Parry Sound	21,123		10		20	30

List of Tier-4 and Spectrum Ownership of Cogeco in Quebec

Tier 4	Service Area Name	Population (Census 2016)	2500 FDD MHz	2500 TDD MHz	2300 MHz	3500 MHz	Total Bandwidth (MHz)
4-023	Matane	112,039				50	50
4-028	Chicoutimi-Jonquière	218,377		10			10
4-031	Sainte-Marie	53,258				50	50
4-032	Saint-Georges	71,425		10		50	60
4-033	Lac-Mégantic	24,223		10			10
4-034	Thetford Mines	42,019		10			10
4-035	Plessisville	22,772		10			10
4-037	Trois-Rivières	265,152				20	20
4-038	Louiseville	21,708				50	50
4-039	Asbestos	29,744		10		50	60
4-040	Victoriaville	56,684		10		50	60
4-041	Coaticook	12,981		10		50	60
4-042	Sherbrooke	250,227		10		50	60
4-043	Windsor	16,777		10		50	60
4-044	Drummondville	112,390				50	50
4-045	Cowansville	29,083		10		50	60
4-046	Farnham	29,593				50	50
4-047	Granby	105,440				50	50
4-048	St-Hyacinthe	92,092				20	20
4-049	Sorel	58,740				20	20
4-052	Sainte-Agathe-des-Monts	77,087		10			10
4-054	Mont-Laurier/Maniwaki	48,488		10			10
4-063	Roberval/Saint-Félicien	58,438		10			10
4-064	Baie-Comeau	43,675		10		50	60
4-065	Port-Cartier/Sept-Îles	46,983		10	30	60	100

PUBLIC

Court File No.

THE COMPETITION TRIBUNAL

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AND IN THE MATTER OF the proposed acquisition by Rogers Communications Inc. or an affiliate thereof of Shaw Communications Inc.;

AND IN THE MATTER OF an application by the Commissioner of Competition for one or more orders pursuant to section 92 of the *Competition Act;*

AND IN THE MATTER OF an Application by the Commissioner of Competition for an interim order pursuant to section 104 of the *Competition Act;*

B E T W E E N:

THE COMMISSIONER OF COMPETITION

Applicant

- and -

ROGERS COMMUNICATIONS INC.
SHAW COMMUNICATIONS INC

Respondents

AFFIDAVIT OF COGECO COMMUNICATIONS.
(Affirmed February 24, 2022)

CT-2022-

THE COMPETITION TRIBUNAL

IN THE MATTER OF the *Competition Act*, R.S.C. 1985, c. C-34;

AND IN THE MATTER OF the proposed acquisition by Rogers Communications Inc. or an affiliate thereof of Shaw Communications Inc.;

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AND IN THE MATTER OF an Application by the Commissioner of Competition for an interim order pursuant to section 104 of the Competition Act

BETWEEN:

THE COMMISSIONER OF COMPETITION

Applicant

– and –

ROGERS COMMUNICATIONS INC.

SHAW COMMUNICATIONS INC.

Respondents

AFFIDAVIT OF CHRISTOPHER HICKEY

I, Christopher Hickey, of the City of Oakville, in the Province of Ontario state as follows:

1. I am the Director, Regulatory Affairs at Distributel Communications Limited. I am responsible for the regulatory activities and functions of the Distributel group of companies, which includes Distributel Communications Limited, Primus

Management ULC, Navigata Communications Limited, and TotalTV Inc. (“Distributel”), that relate to Distributel’s operations as an Internet service provider, a telecommunications service provider, and a broadcasting distribution undertaking.

2. I have been employed by Distributel since August 2018. During the period of October 2014 to August 2018, I was employed by the Competitive Network Operators of Canada (“CNOC") as Director, Industry Affairs. In my role at CNOC I was responsible for CNOC’s participation in regulatory activities and proceedings on behalf of its membership comprised of Internet and telecommunication service providers. Prior to my employment at CNOC, I was employed by Primus Telecommunications Canada Inc., now Primus Management ULC (“Primus”), as Analyst, Regulatory Affairs and responsible for the regulatory activities associated with Primus’ operations as an Internet and telecommunications service provider.

3. I have personal knowledge of the matters in this affidavit, except where I have otherwise indicated that I am relying on information from others, in which case I believe such information to be true.

PURPOSE OF THIS WITNESS STATEMENT

4. I make this affidavit in connection with an application by the Commissioner of Competition (the “**Commissioner**”) against Rogers Communications Inc. (“**Rogers**”) and Shaw Communications Inc. (“**Shaw**”), relating to their merger (the “**Proposed Transaction**”).

OPERATIONS OF DISTRIBUTEL

5. Distributel is a leading, independent service and facilities-based telecommunications provider that offers wireline high-speed Internet, home phone, Internet Protocol television, and mobile wireless services to residential subscribers and voice, data, and Internet services to small business, enterprise, and wholesale customers in markets throughout Canada.

6. To provide telecommunication services in the retail market, Distributel utilizes both regulated and unregulated services and facilities. Regulated services are those that Bell Canada (inclusive of its operations in Ontario and Quebec, in the former Bell Aliant territory, and in its Bell MTS territory), Northwestel Inc., Saskatchewan Telecommunications, TELUS Communications Inc. ("TELUS"), Cogeco Communications Inc., Bragg Communications Incorporated, operating as Eastlink, Rogers, Shaw, and Videotron Inc. (together, "incumbent telephone and cable companies") are required to provide at regulated rates, terms, and conditions by the Canadian Radio-television and Telecommunications Commission ("CRTC").

7. The unregulated services that Distributel purchases and invests in include, but are not limited to, servers, routers, switches, a national fibre backbone network, backhaul facilities and services, transport facilities and services, Internet transiting, IP address resources, peering arrangements and network points of presence.

8. Distributel markets its Internet and telecommunication services in direct retail competition with the incumbent telephone and cable companies.

9. Distributel has more than [redacted] subscribers across Canada.

SHAW REPORTS THAT OFFERING WIRELINE INTERNET AND WIRELESS BUNDLES IS A PROFITABLE STRATEGY

10. Shaw currently offers bundles that include wireline Internet and mobile wireless services. Shaw's financial reports underscore the importance of these bundled offerings as evidenced by the following statements made by Shaw:

    a. with respect to growing wireline EBITDA: "Wireline adjusted EBITDA growth is due to the early favorable impacts of the additional Internet tiers and pricing changes in Consumer implemented on May 27, 2020, strong cost management including reduced promotional investment, <u>and a focus on retention using Shaw Mobile in the bundle</u>" (underlining added for emphasis). A copy of Shaw's Q4 2020 Fiscal Report is attached as **Exhibit A**;

b. with respect to increasing household account value and improving profitability: "In fiscal 2020, we continued the focus on our 2-year ValuePlans, which provide customers with price certainty over the term and have resulted in lower churn rates on those plans. This approach, combined with the strength of our Fibre+ network, our focus on improving execution, and providing additional bundle value when adding Shaw Mobile, is resulting in higher value household accounts with improved overall customer account profitability" (underlining added for emphasis). A copy of Shaw's 2020 Annual Report is attached as **Exhibit B**;

c. with respect to accelerating the adoption of higher speed wireline Internet services: "Since the launch of faster Internet speeds, combined with the Shaw Mobile bundle, a greater portion of new and existing Shaw Internet customers are choosing Fibre+ Gig plans" (underlining added for emphasis). A copy of Shaw's Q1 2021 Report is attached as **Exhibit C**;

d. with respect to increasing Internet revenue and stemming consumer revenue generating unit losses:

   i. "…an increase in customers signing up for our bundled offerings and Internet migration to faster speed tiers continues to accelerate which led to Internet revenue growth" and "In the quarter, Consumer RGU losses of approximately 36,300 continued its improving trend, led by Internet RGU additions of approximately 1,300 as customers continue to bundle their Internet and Wireless service together" (underlining added for emphasis). A copy of Shaw's Q3 2021 Fiscal Report is attached as **Exhibit D**;

   ii. "an increase in customers signing up for bundled offerings and Internet migration to faster speed tiers continues to support Internet revenue growth" and "In the quarter, Consumer RGU losses of approximately 50,000 improved over the prior year period, led by Internet RGU additions of approximately 5,100 as customers continue to bundle their Internet and Wireless service together" (underlining added for emphasis). A copy of Shaw's Q4 2021 Fiscal Report is attached as **Exhibit E**;

iii. "an increase in customers signing up for bundled offerings and Internet migration to faster speed tiers continues to support Internet revenue growth" and "Consumer Wireline RGU losses of approximately 76,200 improved over the prior year period, led by positive Internet additions as customers continue to bundle their Internet and Wireless service together" (underlining added for emphasis). A copy of Shaw's Q1 2022 Fiscal Report is attached as **Exhibit F**; and

e. with respect to continuing to grow Shaw Mobile's presence in the market for bundled wireline and wireless services in British Columbia and Alberta: "In fiscal 2021, Shaw Mobile continued its growth among consumers in British Columbia and Alberta who want to bundle their Shaw Wireline Internet services with mobile services" (underlining added for emphasis). A copy of Shaw's 2021 Annual Report is attached as **Exhibit G**.

REPLICATING SHAW'S WIRELINE INTERNET AND WIRELESS SERVICE BUNDLE PRICES WOULD RESULT IN LOW OR NEGATIVE MARGINS FOR DISTRIBUTEL

11. Distributel could not sustain bundled offerings of retail wireline and wireless services comparable to those offered by Shaw in Alberta and British Columbia unless it were profitable for Distributel to do so.

12. If Distributel were to be the divestiture buyer for Shaw's wireless assets, Distributel would have to offer wireline Internet services in Alberta and British Columbia to replicate the wireline Internet and wireless service bundles currently offered by Shaw. To do so, Distributel, as a company that does not own all of the facilities required to connect to its customers' homes, would need to:

a) build a wireline broadband network equivalent to Shaw's existing wireline broadband network in Alberta and British Columbia;

b) utilize regulated wholesale services that the incumbent telephone and cable companies are mandated by the CRTC to provide; and/or

c) enter into a bilateral negotiated agreement (known as “off-tariff” agreements) with the party acquiring Shaw or the incumbent telephone company operating in Alberta and British Columbia to obtain wholesale services at rates, terms, or conditions different from those regulated by the CRTC.

13. Distributel does not view duplicating Shaw’s existing wireline broadband network as practical or feasible.

14. As we demonstrate below, it is not feasible to use Shaw’s regulated wholesale services to offer the wireline Internet service component of a wireline Internet and wireless service bundle similar to Shaw’s current bundled offering as doing so would result in insufficient or negative margins. The limited number of off-tariff agreements that Rogers has entered into also suggests that it is not interested in such arrangements and, or does not see it in its interest to enter into such arrangements.

i. The regulated wholesale services available via the CRTC’s regulatory framework for wholesale wireline services

15. Pursuant to the CRTC’s regulatory framework for wholesale wireline services, incumbent telephone and cable companies are required to provide wholesale services and facilities that satisfy the definition of an essential service at regulated rates, terms, and conditions.

16. The specific regulated wholesale services that Distributel and other service-based Internet service providers (“service-based competitors”) purchase to provide retail Internet services are referred to as wholesale high-speed access (“HSA") services. The HSA services currently available from all incumbent telephone and cable companies are “aggregated” HSA services, which include last-mile access facilities and transport facilities and allow service-based competitors to access the incumbent’s wireline network serving area via a single or limited number of points of interconnection. Aggregated HSA services do not provide access to incumbent telephone and cable company last-mile fibre-to-the-premise access facilities. The

final rates for aggregate HSA services were recently established by the Commission in Telecom Decision CRTC 2021-181.

17. In Telecom Regulatory Policy CRTC 2015-326 the Commission determined that aggregated HSA services should be phased-out and replaced with “disaggregated” HSA services, which include last-mile access facilities but not all of the transport facilities that are part of aggregated HSA services. Disaggregated HSA services allow service-based competitors access to all of the incumbent telephone and cable companies’ last-mile access facilities, including fibre-to-the-premise access facilities.

18. The industry is currently waiting for the Commission to issue its determinations on the appropriate configuration for disaggregated HSA services. A copy of Telecom Notice of Consultation 2020-187 is attached as **Exhibit H.** That determination is expected to be followed by costing proceedings to establish the appropriate regulated rates for disaggregated HSA services and other proceedings to address implementation and other related matters.

i. Using regulated aggregated HSA services would not allow Distributel to sustain bundles of wireline and wireless services comparable to those offered by Shaw

19. A spreadsheet setting out Distributel’s estimated costs to provide wireline Internet and wireless bundles in Alberta and British Columbia similar to those currently offered by Shaw is attached as **Exhibit I.**

20. The spreadsheet sets out the regulated and unregulated costs that Distributel incurs on a recurring and one-time basis to provide retail Internet service in Shaw’s serving areas in Alberta and British Columbia via the use of Shaw’s regulated aggregated HSA services. The costs in the spreadsheet are specific to those incurred when using Shaw’s aggregated HSA services to provide retail Internet services in Alberta and British Columbia. They include selling, general, and administration costs,

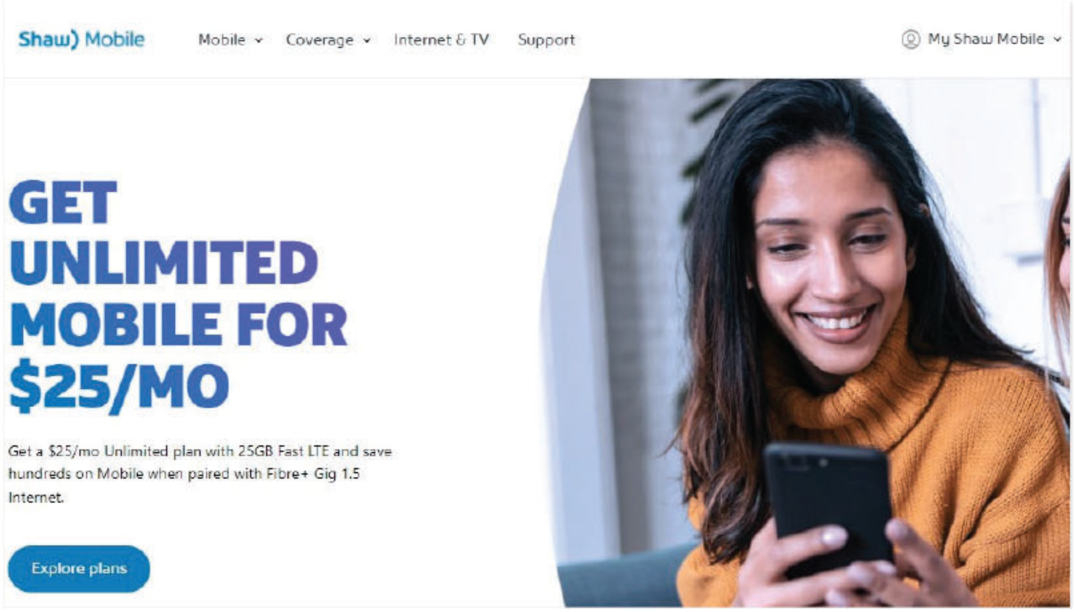
customer acquisition costs, and all regulated and non-regulated one-time costs converted to a monthly recurring cost (see columns A to S of Exhibit I).

21. The spreadsheet only includes the costs that we incur when providing retail Internet services via the use of Shaw's aggregated HSA services. We cannot offer retail Internet services at speeds similar to those available in Shaw's retail wireline Internet and wireless service bundles via the use of TELUS' aggregated HSA services. While Shaw's retail wireline Internet and wireless service bundles offer Internet services at speeds up to 1.5Gbps, we can only use TELUS' aggregated HSA services to provide retail wireline Internet services at speeds up to 150Mbps. By contrast, we can use Shaw's aggregated HSA services to provide retail Internet services at speeds up to 1.5Gbps. Copies of Shaw and TELUS' aggregated HSA service tariff pages are attached as **Exhibit J and Exhibit K**.

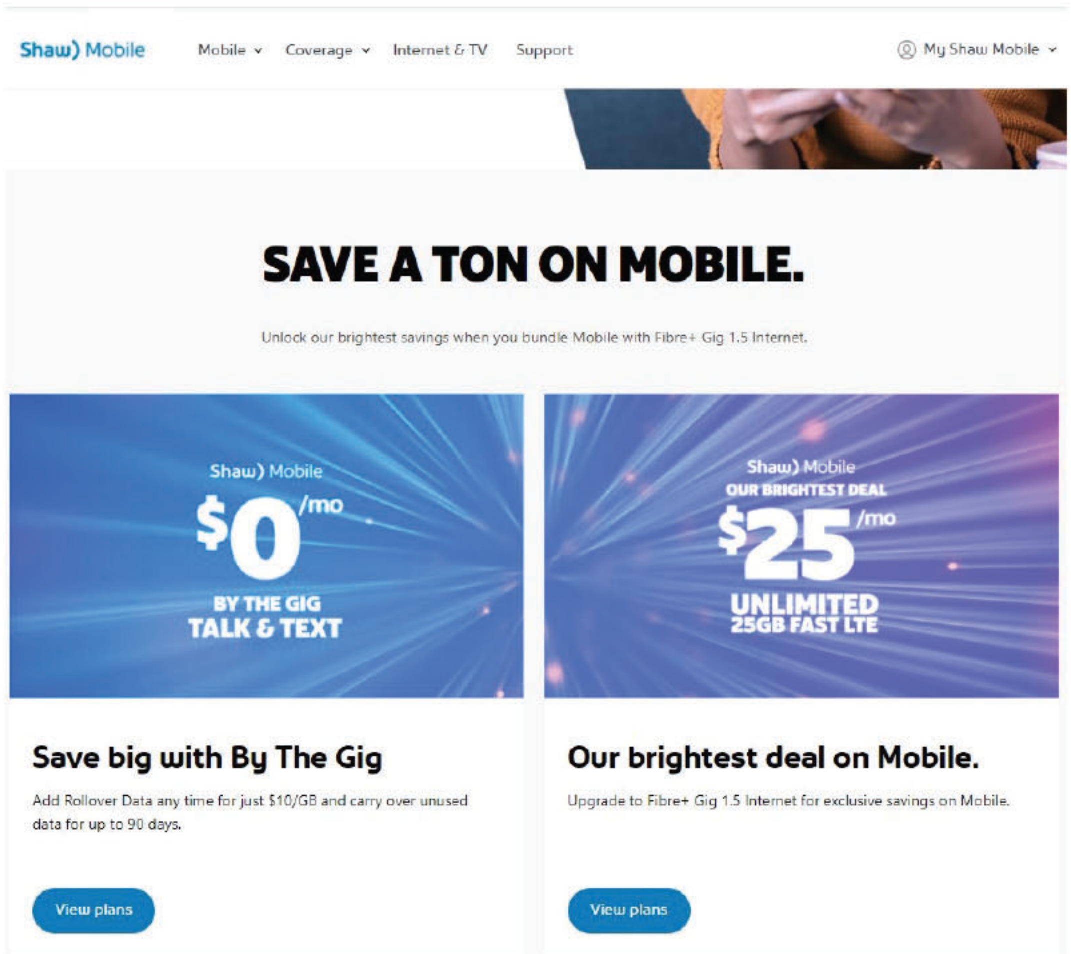
22. The spreadsheet also sets out the additional costs that we would expect to incur to offer a wireless service similar to the 'Unlimited' 25Gb wireless plan that Shaw offers in its wireline Internet and wireless service bundles (see column T of Exhibit I). These expected costs are based on discussions that Distributel has held with [redacted] regarding commercial arrangements to support Distributel's operations if Distributel were to be the divestiture buyer of Shaw's wireless assets. The costs include a contribution towards selling, general, and administrative expenses.

23. Shaw actively promotes bundling wireless and wireline Internet services. Screenshots from the main page and 'Plans' page of the Shaw Mobile website taken on April 6, 2022 are reproduced below:

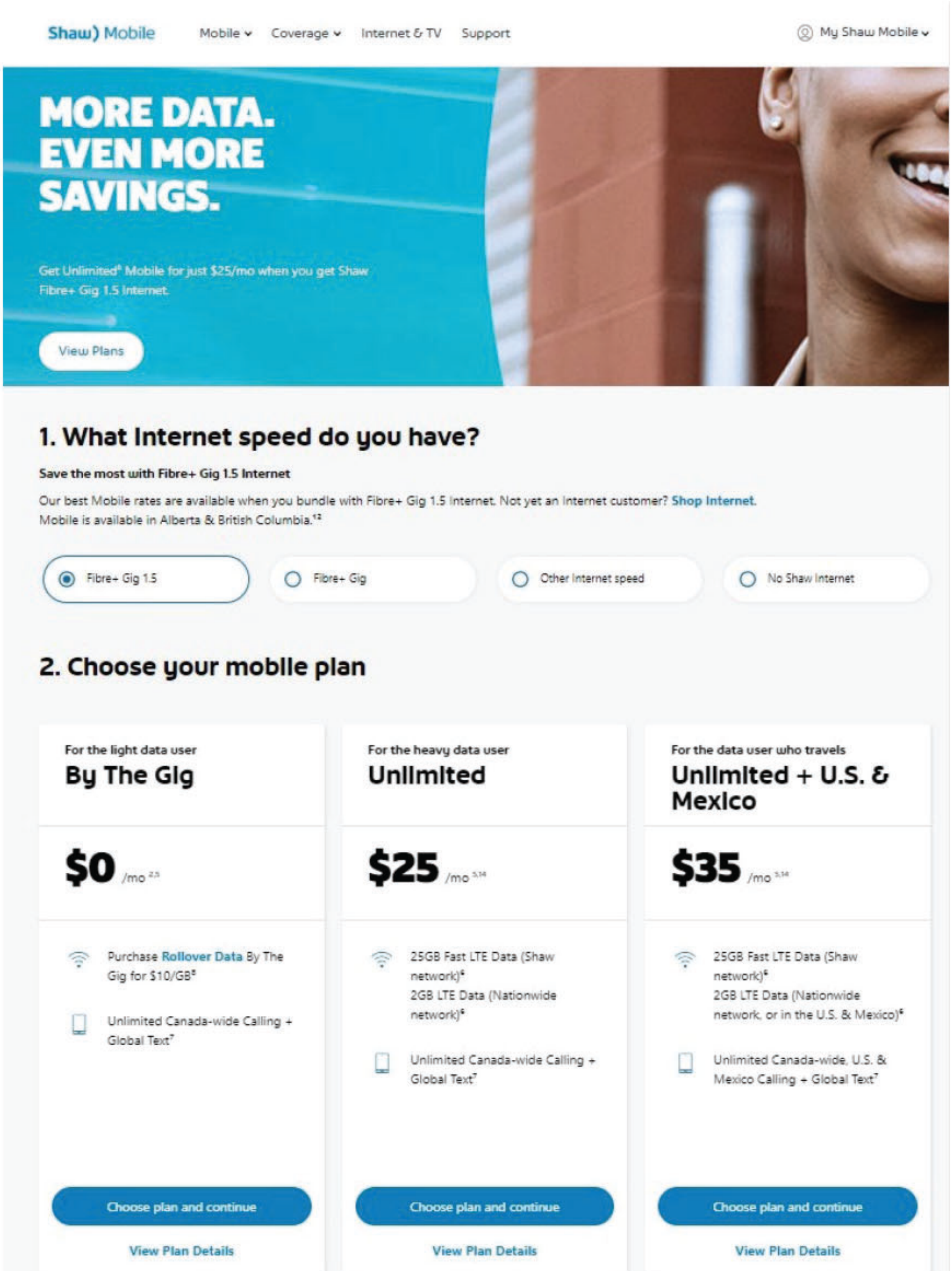
Screenshot 1: Shaw Mobile Website (https://www.shawmobile.ca/en-CA)



Screenshot 2: Shaw Mobile Website (https://www.shawmobile.ca/en-CA)



Screenshot 3: Shaw Mobile Website (https://shop.shawmobile.ca/en-CA/plans)



24. If the Tribunal were to order the divestiture of the Freedom Mobile wireless business and if Distributel were to be the divestiture buyer, Distributel would not be able to feasibly replicate Shaw's wireline Internet and wireless service bundle pricing using regulated HSA services.

25. To demonstrate, the following table provides a comparison between Shaw's in-market wireline Internet and wireless service bundle prices, the costs that Distributel would incur to offer a similar bundle, and the retail price that Distributel would have to charge to obtain a minimally sufficient profit margin of 15%.

Table 1: Shaw Bundle Pricing vs. Distributel Bundle Pricing and Costs

Shaw Internet Service Plan	Shaw 'Unlimited' 25GB Wireless Service Standalone Price: $85		Total Shaw Wireline + Wireless Bundle Price	Distributel Cost to Offer a Similar Wireline Internet and Wireless Bundle	Distributel Retail Price Required to Obtain a 15% Profit Margin
Speed	Standalone Price	Bundled Cost of Shaw 'Unlimited' 25GB Wireless Service			
A	B	C	D	E	F
75 Mbps	$85.00	$45	$130	[redacted]	[redacted]
150 Mbps	$95.00	$45	$140	[redacted]	[redacted]
500 Mbps	$79.00	$45	$124	[redacted]	[redacted]
750 Mbps	$110.00	$45	$155	[redacted]	[redacted]
1000 Mbps	$115.00	$40	$155	[redacted]	[redacted]
1500 Mbps	$135.00	$25	$160	[redacted]	[redacted]

26. Columns A and B of the table provide the current prices for Shaw's wireline Internet services. The prices include two-year term promotional pricing and were posted on Shaw's website (https://www.shaw.ca/internet/plans) as of 6 April 2022.

27. Column C provides the discounted price of Shaw's 'Unlimited' 25GB wireless service if bundled with a Shaw wireline Internet service. These prices were posted on Shaw Mobile's website (https://shop.shawmobile.ca/en-CA/plans) as of 6 April 2022.

28. Column D provides the total price of a Shaw wireline Internet and Shaw 'Unlimited' 25GB wireless service bundle.

29. Column E provides the costs that Distributel would incur to offer a retail wireline Internet and wireless service bundle similar to the bundle offered by Shaw. These costs are set out in Exhibit I and described in paragraphs 19 to 22 above.

30. Column F provides the retail rate that Distributel would have to charge to obtain a minimally sufficient profit margin of 15%.

31. As demonstrated in Table 1 and with the exception of a bundle that includes a 75Mbps wireline Internet service, to obtain a profit margin of 15%, Distributel would have to charge a retail price equal to or higher than the retail rate that Shaw currently offers in the market today.

32. It is not realistic to expect that Distributel would be able to command equivalent or higher retail rates relative to those currently offered by Shaw if it were to enter Alberta and British Columbia as a new entrant in the wireline and wireless service market. As determined by the CRTC in Telecom Regulatory Policy CRTC 2015-326, new entrants in a market do not enjoy the benefit of, "decades of incumbency… with all the associated advantages, including established brands and customer bases" that Shaw currently enjoys. Further, if Distributel were to enter the Alberta and British Columbia market as a wireline and wireless service provider, it would be competing against both TELUS and Rogers and operating in a market comprised of three wireline and wireless service providers (i.e., Rogers, TELUS, and Distributel). In such a market, Distributel would have to distinguish itself from both Rogers and TELUS and would expect to do so, in part, by offering competitive prices. Distributel's retail rates would therefore need to be significantly lower than Shaw's current retail prices.

33. Table 2 below provides a demonstration of the profit margins that Distributel could achieve if it were to sell retail wireline Internet and wireless bundles at prices that factor in the average price difference of $18.80 that currently exists between Shaw

and Distributel's standalone in-market retail Internet service offerings in Alberta and British Columbia (see **Exhibit L**). The values in Column E represent Distributel's retail prices for wireline Internet and wireless service bundles similar to those offered by Shaw if this current average price difference of $18.80 is subtracted from Shaw's retail prices. The values in Column F are the costs that Distributel would incur to offer a retail wireline Internet and wireless service bundle similar to the bundle offered by Shaw. These costs are set out in Exhibit I and described in paragraphs 19 to 22 above.

Table 2 – Shaw Bundle Pricing vs. Distributel Bundle Pricing Factoring in the Current Average Difference Between Shaw and Distributel Retail Wireline Internet Service Prices

Shaw Internet Service Plan	Shaw 'Unlimited' 25GB Wireless Service Standalone Price: $85		Total Shaw Wireline + Wireless Bundle Price	Distributel Retail Price for Similar Wireline Internet and Wireless Bundle Factoring in the Current Average Difference between Shaw and Distributel Retail Wireline Internet Service Prices	Distributel Cost to Offer Similar Wireline Internet and Wireless Bundle	Distributel Profit Margin
Speed	Standalone Price	Bundled Cost of Shaw 'Unlimited' 25GB Wireless Service				
A	B	C	D	E	F	G
75 Mbps	$85.00	$45	$130	$111	[redacted]	[redacted]
150 Mbps	$95.00	$45	$140	$121	[redacted]	[redacted]
500 Mbps	$79.00	$45	$124	$105	[redacted]	[redacted]
750 Mbps	$110.00	$45	$155	$136	[redacted]	[redacted]
1000 Mbps	$115.00	$40	$155	$136	[redacted]	[redacted]
1500 Mbps	$135.00	$25	$160	$141	[redacted]	[redacted]

34. In this more realistic scenario, Distributel would incur minimal or negative profit margins in all but one case if it were to offer wireline Internet and wireless service bundles similar to those available from Shaw using Shaw's regulated aggregated HSA services.

35. As stated in paragraphs 17 to 18 above, the CRTC has a stated objective of transitioning from the current aggregated HSA service framework to a disaggregated framework that will allow service-based competitors to use the incumbent telephone and cable companies' last-mile fibre access facilities.

36. The proposed disaggregated HSA service framework may help mitigate costs for Wholesale-based Competitors, thereby improving the profitability of wireline Internet and wireless service. However, the timeline for implementation and details, including costs, of the new disaggregated HSA framework remain unclear. Furthermore, implementation of the HSA framework will require substantial capital investment by any competitor, including significant payments to the incumbent telephone and cable companies.

iii. Off-tariff arrangements

37. A buyer of the divested Freedom Mobile wireless business could also seek to offer wireline Internet services by entering into a bilateral negotiated off-tariff agreement with Rogers or TELUS to obtain HSA services at rates that differ from those available via current aggregated HSA Service tariffs.

38. However, the ability of a buyer of the divested wireless business, as well as service-based competitors in general, to obtain a negotiated off-tariff agreement is subject to the willingness of the incumbent telephone or cable company (i.e., Rogers) to enter into such an arrangement.

39. Following Telecom Regulatory Policies CRTC 2009-19 and CRTC 2012-359, I understand that the CRTC requires incumbent telephone and cable carriers to file general summaries of the off-tariff agreements that they enter into on the public record.

40. A review of the public record off-tariff agreement disclosures required by the CRTC shows that Rogers has disclosed entering into off-tariff agreements for HSA services on four occasions and in a limited fashion in each case:

a) In 2018, Rogers provided notice that it entered into an off-tariff agreement with other parties and that the agreement was "in effect from March 1, 2018 to June 30, 2018 and discounts certain wholesale customers' rates depending on subscriber volumes". Rogers subsequently provided notice that the off-tariff agreement was extended until December 31, 2018; and

b) In 2019, Rogers provided notice that it entered into an off-tariff agreement with other parties and that the agreement was "is in effect from April 1, 2019 to June 30, 2019. The agreement discounted certain wholesale customers' monthly rates and/or one-time charges depending on subscriber volume targets for the quarter."

c) In 2019, Rogers provided notice that it entered into an off-tariff agreement with other parties and that the agreement was "in effect from July 1, 2019 to September 30, 2019. The agreement discounts certain wholesale customers' monthly rates and/or one-time charges depending on subscriber volume targets for the quarter."

41. A list of all of the off-tariff agreements posted on the CRTC website is attached as **Exhibit M.** The public record general summaries of the off-tariff agreements entered into by Rogers is attached as **Exhibit N**.

42. The fact that Rogers has entered into off-tariff agreements on only four occasions over the twelve-year period that it has been permitted to do so suggests that Rogers is not interested in such arrangements and, or does not see it in its interest to enter into such arrangements.

43. Distributel does not currently have an off-tariff agreement to provide HSA Services at rates that would allow it, as a buyer of a divested wireless business, to profitably offer wireline Internet and wireless service bundles similar to those currently offered by Shaw.

44. Distributel approached Rogers as a potential divestiture buyer for Shaw's wireless assets. In order to offer competitive wireline and wireless bundles, Distributel

proposed an arrangement that would include an off-tariff agreement for HSA services between Distributel and Rogers that would allow Distributel to profitably offer wireline Internet and wireless service bundles similar to those currently offered by Shaw. Rogers did not accept this offer.

45. Distributel also approached [redacted] in order to secure an off-tariff arrangement for HSA services, as well as a network sharing agreement, to support Distributel's operations if it were to be the divestiture buyer for Shaw's wireless assets. However, Rogers effectively ceased communications after we informed them that we were partnering with [redacted].

Affirmed remotely at the Town of Oakville in the Province of Ontario, before me on April 22, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.	)	
DocuSigned by: 309360C325E3434...	)	DocuSigned by: 09950FA87C74486...
Commissioner for Taking Affidavits	)	Christopher Hickey
Geoff Batstone	)	

This is **Exhibit A** in support of the
Affidavit of Christopher Hickey,
solemnly affirmed before me on April 22, 2022
in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely

DocuSigned by:
Geoff Batstone
3D9360C325E3434...

Commissioner for Taking Affidavits
Geoff Batstone

Shaw)

NEWS RELEASE

Shaw Announces Fourth Quarter and Full Year Fiscal 2020 Results and provides Outlook on Fiscal 2021

- **Fiscal 2020 consolidated results were resilient and in line with guidance, including adjusted EBITDA growth of 3.7% (pre-IFRS 16) and free cash flow[1] of $747 million, notwithstanding the significant uncertainty arising from the COVID-19 pandemic**
- **Despite the intense wireless competitive environment, the launch of Shaw Mobile resonated with western Canadians, contributing to strong fourth quarter Wireless net additions of approximately 60,000**
- **Sustained wireless momentum with fourth quarter service revenue growth of 14.7% and ABPU[2] and ARPU[2] growth of 6.6% and 4.2%, respectively; fiscal 2020 Wireless service revenue grew 17.4% to approximately $815 million**
- **Stable Wireline financial performance with focus on profitable subscriber interactions resulted in adjusted EBITDA[1] growth of 1.4% and margin[1] expansion in the fourth quarter (pre-IFRS 16) compared to prior year; fiscal 2020 Wireline adjusted EBITDA increased approximately 1% (pre-IFRS 16)**
- **Company expects continued positive adjusted EBITDA growth, capital investment of approximately $1.0 billion, and free cash flow of approximately $800 million in fiscal 2021; fiscal 2021 includes renewed normal course issuer bid (NCIB) for up to 5% of issued and outstanding Class B Shares**

Calgary, Alberta (October 30, 2020) – Shaw Communications Inc. ("Shaw" or the "Company") announces consolidated financial and operating results for the quarter ended August 31, 2020, including the impact of adopting IFRS 16, *Leases* (IFRS 16). Consolidated revenue was comparable year-over-year at $1.35 billion and adjusted EBITDA increased 11.2% year-over-year to $594 million. Fiscal 2020 consolidated revenue increased by 1.3% to $5.41 billion and adjusted EBITDA increased 11.0% year-over-year to $2.39 billion. Removing the $40 million impact from IFRS 16 in the fourth quarter and $158 million for the full year period, adjusted EBITDA increased approximately 3.7% for both the fourth quarter and the twelve-month period.

"Fiscal 2020 was a unique and challenging year as every aspect of our lives was upended with the emergence of COVID-19. From the onset of the pandemic our priority remains focused on the health and safety of our employees and continuing to support our customers and communities," said Brad Shaw, Executive Chair and Chief Executive Officer. "As COVID-19 unfolded, it cast a dark shadow around the world, however, it also highlighted the critical nature of highly capable facilities-based connectivity services, where Shaw's Fibre+ network performance was amongst the very best. In fact, Ookla named Shaw the fastest and most consistent internet provider in western Canada. Across British Columbia, Alberta, Manitoba, and Saskatchewan, Shaw's Fibre+ network was reported as the fastest. It is because of our significant long-term investments in our facilities-based networks that we could meet the surge in demand from our customers, while at the same time, expand our product suite with innovative and affordable wireline and wireless options for Canadians during their greatest time of need, including our Fibre+ Gig

[1] Free cash flow, adjusted EBITDA, and adjusted EBITDA margin are non-GAAP measures and should not be considered substitutes or alternatives for GAAP measures. These are not defined terms under IFRS and do not have a standard meaning, and therefore may not be a reliable way to compare us to other companies. See "Key Performance Drivers" in the Company's fiscal 2020 Annual MD&A and "Non-IFRS and additional GAAP measures" in this press release for information about these measures, including how we calculate them.

[2] Refer to "Key Performance Drivers" section for definition and explanation.

Internet speeds and a momentous achievement with the launch of Shaw Mobile. While no business is completely immune to the impacts from COVID-19, we have shown that we are resilient, agile and can deliver growth to our stakeholders in even the direst of circumstances, including significant free cash flow growth of nearly 40%, exceeding our target in fiscal 2020."

Shaw Mobile launched on July 30, 2020, enabling Shaw Internet customers in British Columbia and Alberta to add wireless to their Fibre+ Internet service and get as many as six lines of unlimited nationwide talk and text for $0 a month. Customers then choose to pay for only the wireless data they use with the By The Gig option, starting at $10 per GB and includes unused data automatically rolling over for up to 90 days, or opt for more data with the Unlimited Data plan that includes 25 GB of LTE data for $45 per month. Shaw Mobile is now available in 24 Shaw retail stores and, combined with our national retail partners, over 140 locations in British Columbia and Alberta. Freedom Mobile continues to be available in over 700 retail locations.

Fourth quarter Wireless subscriber net additions of approximately 60,000 reflect several dynamics in the market including increased retail traffic compared to the third quarter and strong demand from western Canadians for Shaw Mobile, partially hampered by intensifying competitive activity and a less active back-to-school season due to the COVID-19 environment. Although price competition continues to reach new levels, wireless ABPU and ARPU growth increased 6.6% to $44.81 and 4.2% to $39.65, respectively over the prior year. Fourth quarter postpaid churn[3] was 1.57%, a 10-basis point increase over the prior year due primarily to targeted competitive win-back offers in the market.

In the Wireline segment, subscriber activity was soft due to both the COVID-19 environment as well as reduced promotional investment on driving new subscribers in the quarter, as the Company focused on stabilizing Wireline pricing and improving retention through the launch of Shaw Mobile to existing Shaw Internet customers. Consumer RGUs declined 79,500 in the quarter, including Internet net losses of approximately 14,500, partially offset with Business RGU additions of approximately 8,300. While new acquisition activity remains lower than the prior year, disconnects are also lower as a result of COVID-19. The ability to self-install broadband services in this environment is a strategic advantage and customer adoption continues to increase, reaching 79% in the quarter.

Wireline financial performance continues to be stable, with fourth quarter Wireline adjusted EBITDA growth of 5.6% compared to the prior year, or approximately 1.4% after removing the $20 million impact of IFRS 16. Wireline adjusted EBITDA growth is due to the early favorable impacts of the additional Internet tiers and pricing changes in Consumer implemented on May 27, 2020, strong cost management including reduced promotional investment, and a focus on retention using Shaw Mobile in the bundle. These positive variances were partially offset by lower RGUs compared to the prior year and the pause in Business revenue growth due to COVID-19. Excluding the $10 million charge related to CRTC regulatory matters that was recorded in the fourth quarter of fiscal 2019, Wireline adjusted EBITDA in the current quarter was comparable. In a response to the dynamic environment from the pandemic, Shaw Business launched Smart Remote Office and Smart Target, adding to its unique line-up of 'Smart' products and services. These new services enable businesses to offer their employees a secure, reliable connection while working from home as well as an all-in-one digital marketing and advanced insights solution that provides business owners a deeper understanding of their customers.

Mr. Shaw continued, "Despite the unprecedented level of uncertainty that emerged in 2020, our sound business strategy and focus on execution has enabled us to navigate through this new environment without significant disruption. As demand for connectivity surged, we provided the critical lifeline for Canadians to continue to work, access education, and connect with family and friends during a difficult time for all. Not only was our network performance exceptional, but we introduced even faster Internet services and completed our largest product launch ever, with the introduction of Shaw Mobile, all while still primarily working from home – a remarkable feat. Although the COVID-19 pandemic has impacted certain areas of

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[3] Refer to "Key Performance Drivers" section for definition and explanation.

our business, we continued to make the appropriate investments and still delivered growth, meeting our financial commitments in fiscal 2020, including substantial free cash flow of almost $750 million."

Selected Financial Highlights

Fiscal 2020 results include the impact of adopting IFRS 16 using the modified retrospective approach. Under the modified retrospective approach, fiscal 2019 results have not been restated and are not comparable to fiscal 2020 results. Supplementary information is provided in the Company's fiscal 2020 Annual Management's Discussion and Analysis (MD&A), under the heading "New Accounting Standards," which discusses our previous accounting policies and the changes on adoption of the new standard.

	Three months ended August 31,			Year ended August 31,		
(millions of Canadian dollars except per share amounts)	**2020**	2019	Change %	**2020**	2019	Change %
Revenue	**1,349**	1,349	-	**5,407**	5,340	1.3
Adjusted EBITDA[(1)(2)]	**594**	534	11.2	**2,391**	2,154	11.0
Adjusted EBITDA margin[(1)(2)]	**44.0%**	39.6%	11.1	**44.2%**	40.3%	9.7
Free cash flow[(1)]	**152**	42	261.9	**747**	538	38.8
Net income	**175**	166	5.4	**688**	733	(6.1)
Basic and diluted earnings per share	**0.34**	0.32		**1.32**	1.41	

(1) Adjusted EBITDA, adjusted EBITDA margin, and free cash flow are non-GAAP measures and should not be considered substitutes or alternatives for GAAP measures. These are not defined terms under IFRS and do not have a standard meaning, and therefore may not be a reliable way to compare us to other companies. See "Key Performance Drivers" in the Company's fiscal 2020 Annual MD&A and "Non-IFRS and additional GAAP measures" in this press release for information about these measures, including how we calculate them.

(2) Adjusted EBITDA and adjusted EBITDA margin for the three and twelve months ended August 31, 2020 reflect the adoption of IFRS 16 Leases. As permitted under IFRS 16, we have not restated amounts for the three and twelve months ended August 31, 2019 which are not comparable to the same periods in fiscal 2020. Free cash flow was not affected by the adoption of IFRS 16.

In the fourth quarter, the Company added approximately 60,000 net Wireless RGUs, consisting of approximately 45,000 postpaid and 15,000 prepaid additions. The increase in the subscriber base reflects improved in-store traffic after the re-opening of wireless retail locations as well as the launch of Shaw Mobile in British Columbia and Alberta, partially offset with increased competitive activity and a less active back-to-school season compared to the prior year. In fiscal 2020, the Company added over 160,000 new Wireless customers bringing its total customer base to over 1.8 million.

Wireless service revenue for the three and twelve-month periods increased 14.7% and 17.4% respectively, to $211 million and $815 million over the comparable periods in fiscal 2019 due to an increased subscriber base and growing penetration of Big Gig and Absolute Zero pricing plans. Wireless equipment revenue decreased in the fourth quarter by 13.5% to $83 million due to lower subscriber activity and the temporary retail closures as a result of COVID-19, while twelve-month equipment revenue of $351 million was comparable to the prior year. Fourth quarter ABPU grew approximately 6.6% year-over-year to $44.81 and ARPU grew 4.2% to $39.65 reflecting continued customer growth. For the full year, ABPU of $44.13 increased 5.9% and ARPU of $38.95 increased 2.7% over the prior year.

Fourth quarter Wireless adjusted EBITDA of $84 million increased 64.7% year-over-year, or approximately 25% after removing the $20 million impact resulting from the adoption of IFRS 16. For the twelve-month period, Wireless adjusted EBITDA of $337 million improved 69.3%, or approximately 31% after removing the $76 million impact resulting from the adoption of IFRS 16.

Wireline RGUs declined by approximately 71,200 in the quarter compared to a loss of approximately 54,400 in the fourth quarter of fiscal 2019. The current quarter includes a decline in Consumer Internet RGUs of approximately 14,500 due to continued lower customer activity in the COVID-19 environment, limited university and college activations and reduced promotions for new customer acquisitions.

Combined with declines in Video, Satellite and Phone, Consumer RGUs declined by 79,500 in the aggregate, partially offset with the addition of 8,300 Business RGUs. The Company remains focused on profitable Internet growth and retention, primarily through bundling with its recently launched Shaw Mobile wireless product.

Fourth quarter Wireline revenue of $1.06 billion decreased 1.3% and adjusted EBITDA of $510 million increased 5.6% year-over-year. After removing the $20 million impact resulting from the adoption of IFRS 16, adjusted EBITDA increased 1.4% compared to the prior year. Consumer revenue of $917 million decreased 1.4% compared to the prior year as growth in Internet revenue was offset by declines in Video, Satellite and Phone subscribers and revenue. Business revenue of $140 million decreased 0.7% year-over-year and was comparable to the third quarter, reflecting the impacts from COVID-19 on the small and medium sized business market.

For the twelve-month period, Consumer revenue decreased 1.6% to $3.68 billion and Business revenue increased 1.8% to $567 million resulting in Wireline revenue of $4.25 billion, a decrease of 1.2% compared to the prior year. Adjusted EBITDA for the same period of $2.05 billion increased 5.1%, or approximately 0.9% after removing the $82 million impact from the adoption of IFRS 16, resulting in a Wireline operating margin of 46.4% (pre-IFRS 16), an improvement of approximately 90-basis points over fiscal 2019.

Capital expenditures in the fourth quarter of $307 million compared to $382 million a year ago. Wireline capital spending decreased by approximately $42 million primarily due to lower success-based capital and investments in new housing development. Wireless spending decreased by approximately $33 million due to investments related to market expansion in the prior year. Wireless investments include the deployment of 700 MHz spectrum, which is approximately 70% complete across our operating footprint and substantially complete in western Canada, as well as preparations for 600 MHz deployment in the coming year. Consolidated fiscal 2020 capital expenditures of $1.11 billion decreased by approximately $100 million compared to the previous year.

Free cash flow for the quarter of $152 million compared to $42 million in the prior year. The increase was largely due to higher adjusted EBITDA and lower capital expenditures and interest costs. Free cash flow for fiscal 2020 of $747 million was $209 million or nearly 40% higher than the prior year due to growth in adjusted EBITDA and lower capital expenditures in fiscal 2020.

Net income for the fourth quarter of fiscal 2020 of $175 million compared to $166 million in the fourth quarter of fiscal 2019. Net income for fiscal 2020 of $688 million was $45 million lower than the prior year primarily due to the $102 million impact of a tax rate change on deferred taxes recorded in the prior year and restructuring charges that were $23 million higher in fiscal 2020 compared to 2019. These reductions were offset by $79 million in adjusted EBITDA growth, excluding the impact of IFRS 16, and the net impact of gains on fixed asset disposals and losses related to the ownership of Corus Entertainment Inc. in the prior year.

Fiscal 2021 Guidance

The Company is introducing its fiscal 2021 guidance, which includes adjusted EBITDA growth over fiscal 2020, consolidated capital investments of approximately $1.0 billion and free cash flow of approximately $800 million.

The severity and duration of impacts from the COVID-19 pandemic remain uncertain and management continues to focus on the safety of our people, most of whom continue to work from home, connectivity of our customer base, compliance with guidelines and requirements issued by various health authorities and government organizations, and continuity of other critical business operations. During the second half of fiscal 2020, the Company experienced a reduction in overall Wireline and Wireless subscriber activity, reduced wireless equipment sales, an improvement in Wireless postpaid churn, an increase of approximately 50% in wireline network usage as well as extended peak hours, increased demand for Wireless voice services by approximately 25%, a decrease in Wireless roaming and overage revenue, an increase in bad debt expense and the suspension, cancellation, or reduction of Business customer accounts, impacting Business revenue.

While the financial impacts from COVID-19 in the second half of fiscal 2020 were not material, the situation is still uncertain in terms of its magnitude, outcome, duration, resurgence and/or subsequent waves. Consumer behavior impacts remain uncertain and could still change materially, including the potential downward migration of services, acceleration of cord-cutting and reduced ability to pay their bills, all due to the challenging economic situation. Shaw Business primarily serves the small and medium sized market, who are also particularly vulnerable to the economic impacts of commodity price challenges and COVID-19, including mandated closures, self-quarantines or further social distancing restrictions.

We believe our business and facilities-based networks provide critical and essential services to Canadians and will continue to remain resilient in this dynamic and uncertain environment. Management continues to actively monitor the impacts to the business and make the appropriate adjustments to operating and capital expenditures to reflect the evolving environment. Considering the ongoing presence of COVID-19, the speed at which it develops and/or changes, and the continued uncertainty of the magnitude, outcome, duration, resurgence and/or second wave of the pandemic, compounded by the commodity price challenges, the current estimates of our operational and financial results which underlie our outlook for fiscal 2021 are subject to a significantly higher degree of uncertainty. Any estimate of the length and severity of these developments is therefore subject to uncertainty, as are our estimates of the extent to which the COVID-19 pandemic may, directly or indirectly, materially and adversely affect our operations, financial results, and condition in future periods.

As at the end of fiscal 2020, our net debt leverage ratio[4] was 2.3x compared to the Company's target leverage range of 2.5 to 3.0x. During the year, the Company repurchased approximately 5.6 million Class B Non-Voting Participating Shares ("Class B Shares") under its normal course issuer bid (NCIB) program for approximately $140 million before pausing in April 2020 due to COVID-19 uncertainty. Considering the stable performance of the Company throughout fiscal 2020, its current leverage position along with its strengthening free cash flow profile, Shaw is pleased to announce that it intends to renew its NCIB program to purchase up to 24,532,404 Class B Shares, representing 5% of all of the issued and outstanding Class B Shares as of October 22, 2020. The NCIB program has been approved by the Board of Directors but remains subject to approval by the Toronto Stock Exchange (TSX) and, if accepted, will be conducted in accordance with the applicable rules and policies of the TSX and applicable Canadian securities law.

"Our fiscal 2020 performance was strong considering the elevated level of uncertainty surrounding COVID-19 and I am confident in our continued ability to deliver growth in the future. Our expanding range of products and services have never been more relevant for consumers and businesses, and the launch of Shaw Mobile will continue to drive wireless growth while further deepening our existing relationship with our Wireline customers. We maintain our focus on delivering a stable Wireline performance while scaling our Wireless business, investing to future-proof our networks and on delivering significant free cash flow, which remains a key tenet of our strategy. While we felt it was prudent to pause our NCIB activity in April to preserve liquidity, we still returned approximately $750 million to our shareholders through dividends and buybacks in fiscal 2020. With a substantial and growing free cash flow profile expected in fiscal 2021, combined with significant balance sheet strength, we expect to enhance our already strong capital return profile through our current dividend commitments and an additional share buyback program of up to 5% of currently outstanding Class B Shares. We believe that our balanced capital return initiatives are appropriate considering numerous factors, including the continued macro environment uncertainty due to the ongoing COVID-19 pandemic," said Brad Shaw.

[4] Net debt leverage ratio is a non-GAAP measure and should not be considered a substitute or alternative for GAAP measures. This is not a defined term under IFRS and does not have a standard meaning, and therefore may not be a reliable way to compare us to other companies. See "Key Performance Drivers" in the Company's fiscal 2020 Annual MD&A for information about this measure, including how we calculate it.

Shaw files Year-End Disclosure Documents

Shaw announced today the filing with Canadian securities regulators of its 2020 audited annual consolidated financial statements, related management's discussion and analysis and 2020 annual information form and the filing with the U.S. Securities and Exchange Commission of its 2020 annual report on Form 40-F which includes the Canadian filings.

These documents are available on Shaw's profile on the Canadian Securities Administrators' website (www.sedar.com). The Form 40-F is available on the U.S. Securities and Exchange Commission's website (www.sec.gov). All of these documents are also available on Shaw's website at www.shaw.ca/corporate/investor-relations/financial-reports. Any shareholder wishing to receive a printed copy of the 2020 annual report containing the audited annual consolidated financial statements and related management's discussion and analysis may request one at no charge by e-mail to investor.relations@sjrb.ca.

About Shaw

Shaw Communications Inc. is a leading Canadian connectivity company. The Wireline division consists of Consumer and Business services. Consumer serves residential customers with broadband Internet, Shaw Go WiFi, video and digital phone. Business provides business customers with Internet, data, WiFi, digital phone and video services. The Wireless division provides wireless voice and LTE data services through an expanding and improving mobile wireless network infrastructure.

Shaw is traded on the Toronto and New York stock exchanges and is included in the S&P/TSX 60 Index (Symbol: TSX – SJR.B, SJR.PR.A, SJR.PR.B, NYSE – SJR, and TSXV – SJR.A). For more information, please visit www.shaw.ca

For more information, please contact:
Shaw Investor Relations
Investor.relations@sjrb.ca

Caution concerning forward-looking statements

Statements included in this press release that are not historic constitute "forward-looking information" within the meaning of applicable securities laws. They can generally be identified by words such as "anticipate," "believe," "expect," "plan," "intend," "target," "goal" and similar expressions (although not all forward-looking statements contain such words). Forward looking statements in this press release include, but are not limited to statements relating to:

- future capital expenditures;
- proposed asset acquisitions and dispositions;
- expected cost efficiencies;
- financial guidance and expectations for future performance;
- business and technology strategies and measures to implement strategies;
- the Company's equity investments, joint ventures, and partnership arrangements;
- expected growth in subscribers and the products/services to which they subscribe;
- competitive strengths and pressures;
- expected project schedules, regulatory timelines, completion/in-service dates for the Company's capital and other projects;
- the expected number of retail outlets;
- the expected impact of new accounting standards, recently adopted or expected to be adopted in the future;
- the effectiveness of any changes to the design and performance of the Company's internal controls and procedures;

- the expected impact of changes in laws, regulations, decisions by regulators or other actions by governments or regulators on the Company's business, operations and/or financial performance or the markets in which the Company operates;
- the expected impact of any emergency measures implemented by governments or regulators;
- timing of new product and service launches;
- the deployment of: (i) network infrastructure to improve capacity and coverage and (ii) new technologies, including but not limited to next generation wireless and wireline technologies such as 5G and IPTV, respectively;
- the expected growth in the Company's market share;
- the cost of acquiring and retaining subscribers and deployment of new services;
- the sustainability of results/objectives and cost reductions achieved through the Total Business Transformation (TBT) initiative and Voluntary Departure Program (VDP);
- the impact that the employee exits in connection with VDP will have on Shaw's business operations;
- the expansion and growth of the Company's business and operations and other goals and plans; and
- the expected impact of the ongoing commodity price challenges and the COVID-19 pandemic.

All of the forward-looking statements made in this press release are qualified by these cautionary statements.

Forward-looking statements are based on assumptions and analyses made by the Company in light of its experience and its perception of historical trends, current conditions and expected future developments as well as other factors it believes are appropriate in the circumstances as of the current date. The Company's management believes that its assumptions and analysis in this press release are reasonable and that the expectations reflected in the forward-looking statements contained herein are also reasonable based on the information available on the date such statements are made and the process used to prepare the information. Considering the ongoing presence of commodity price challenges and the uncertain and changing circumstances surrounding the COVID-19 pandemic and the related response from the Company, governments (federal, provincial and municipal), regulatory authorities, businesses and customers, there continues to be inherently more uncertainty associated with the Company's assumptions as compared to prior periods. These assumptions, many of which are confidential, include but are not limited to management expectations with respect to:

- general economic conditions, which includes the impact on the economy and financial markets of (i) fluctuations in commodity prices, and (ii) the COVID-19 pandemic and other health risks;
- the impact of (i) fluctuations in commodity prices, and (ii) the COVID-19 pandemic and other health risks on the Company's business, operations, capital resources and/or financial results;
- future interest rates;
- previous performance being indicative of future performance;
- future income tax rates;
- future foreign exchange rates;
- technology deployment;
- future expectations and demands of our customers;
- subscriber growth;
- incremental costs associated with growth in wireless handset sales;
- pricing, usage and churn rates;
- availability and cost of programming, content, equipment, and devices;
- the completion of proposed transactions;
- industry structure, conditions and stability;
- regulation, legislation or other actions by governments or regulators (and the impact or projected impact on the Company's business);
- the implementation of any emergency measures by governments or regulators (and the impact or projected impact on the Company's business, operations, and/or financial results);

- access to key suppliers and third-party service providers and their goods and services required to execute on the Company's current and long-term strategic initiatives on commercially reasonable terms;
- key suppliers performing their obligations within the expected timelines;
- retention of key employees;
- the Company being able to successfully deploy (i) network infrastructure required to improve capacity and coverage, and (ii) new technologies, including but not limited to next generation wireless and wireline technologies such as 5G and IPTV, respectively;
- the TBT initiative yielding the expected results and benefits, including (i) resulting in a leaner, more integrated and agile company with improved efficiencies and execution to better meet Shaw's consumers' needs and expectations (including the products and services offered to its customers), and (ii) sustainability of cost reductions achieved through VDP;
- the cost estimates for any outsourcing requirements and new roles in connection with the VDP;
- operating expense and capital cost estimates associated with the implementation of enhanced health and safety measures for the Company's offices, retail stores and employees to reduce the spread of COVID-19;
- the Company can gain access to sufficient retail distribution channels; and
- the Company can access the spectrum resources required to execute on its current and long-term strategic initiatives.

You should not place undue reliance on any forward-looking statements. Many risk factors, including those not within the Company's control, may cause the Company's actual results to be materially different from the views expressed or implied by such forward-looking statements, including but not limited to:

- changes in general economic, market and business conditions including the impact of (i) fluctuations in commodity prices, and (ii) the COVID-19 pandemic and other health risks, on the economy and financial markets which may have a material adverse effect on the Company's business, operations, capital resources and/or financial results;
- increased operating expenses and capital costs associated with the implementation of enhanced health and safety measures for the Company's offices, retail stores and employees in response to the COVID-19 pandemic;
- changes in interest rates, income taxes and exchange rates;
- changes in the competitive environment in the markets in which the Company operates and from the development of new markets for emerging technologies;
- changing industry trends, technological developments and other changing conditions in the entertainment, information and communications industries;
- changes in laws, regulations and decisions by regulators, or other actions by governments or regulators, that affect the Company or the markets in which it operates;
- any emergency measures implemented by governments or regulators;
- technology, privacy, cyber security and reputational risks;
- disruptions to service, including due to network failure or disputes with key suppliers;
- the Company's ability to execute its strategic plans and complete its capital and other projects by the completion date;
- the Company's ability to grow subscribers and market share;
- the Company's ability to close key transactions;
- the Company's ability to have and/or obtain the spectrum resources required to execute on its current and long-term strategic initiatives;
- the Company's ability to gain sufficient access to retail distribution channels;
- the Company's ability to access key suppliers and third-party service providers and their goods and services required to execute on its current and long-term strategic initiatives on commercially reasonable terms;
- the ability of key suppliers to perform their obligations within expected timelines;
- the Company's ability to retain key employees;
- the Company's ability to achieve cost efficiencies;

- the Company's ability to sustain the results/objectives and cost reductions achieved through TBT initiative and VDP
- the Company's ability to complete the employee exits in connection with VDP with minimal impact on operations;
- the Company's ability to complete the deployment of (i) network infrastructure required to improve capacity and coverage and (ii) new technologies, including but not limited to next generation wireless and wireline technologies such as 5G and IPTV, respectively;
- opportunities that may be presented to and pursued by the Company;
- the Company's ability to recognize and adequately respond to climate change concerns or public and governmental expectations on environmental matters;
- the Company's status as a holding company with separate operating subsidiaries; and
- other factors described in the Company's fiscal 2020 Annual MD&A under the heading "Known Events, Trends, Risks and Uncertainties."

The foregoing is not an exhaustive list of all possible risk factors.

Should one or more of these risks materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results may vary materially from those described in the Company's fiscal 2020 Annual MD&A and this press release.

This press release provides certain future-oriented financial information or financial outlook (as such terms are defined in applicable securities laws), including the financial guidance and assumptions disclosed under "Fiscal 2021 Guidance." Shaw discloses this information because it believes that certain investors, analysts and others utilize this and other forward-looking information to assess Shaw's expected operational and financial performance, and as an indicator of its ability to service debt and pay dividends to shareholders. The Company cautions that such financial information may not be appropriate for this or other purposes.

Any forward-looking statement speaks only as of the date on which it was originally made and, except as required by law, the Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statement to reflect any change in related assumptions, events, conditions or circumstances. All forward-looking statements contained in this press release are expressly qualified by this statement.

Key Performance Drivers

Shaw measures the success of its strategies using a number of key performance drivers which are defined and described below, which includes a discussion as to their relevance, definitions, calculation methods and underlying assumptions. The following key performance drivers are not measurements in accordance with IFRS, should not be considered alternatives to revenue, net income or any other measure of performance under IFRS and may not be comparable to similar measures presented by other issuers.

Subscriber (or revenue generating unit (RGU)) highlights

			Change Three months ended		Change Year ended	
	August 31, 2020	August 31, 2019	**August 31, 2020**	August 31, 2019	**August 31, 2020**	August 31, 2019
Wireline – Consumer						
Video – Cable	**1,390,520**	1,478,371	**(32,989)**	(29,837)	**(87,851)**	(106,861)
Video – Satellite	**650,727**	703,223	**(7,300)**	(11,794)	**(52,496)**	(47,180)
Internet	**1,903,868**	1,911,703	**(14,452)**	11,401	**(7,835)**	34,759
Phone	**672,610**	767,745	**(24,762)**	(27,712)	**(95,135)**	(86,102)
Total Consumer	**4,617,725**	4,861,042	**(79,503)**	(57,942)	**(243,317)**	(205,384)
Wireline – Business						
Video – Cable	**37,512**	41,843	**1,680**	(1,743)	**(4,331)**	(7,763)
Video – Satellite	**36,002**	35,656	**1,749**	63	**346**	825
Internet	**178,270**	173,686	**4,146**	592	**4,584**	827
Phone	**387,660**	379,434	**685**	4,669	**8,226**	24,522
Total Business	**639,444**	630,619	**8,260**	3,581	**8,825**	18,411
Total Wireline	**5,257,169**	5,491,661	**(71,243)**	(54,361)	**(234,492)**	(186,973)
Wireless						
Postpaid	**1,482,175**	1,313,828	**44,957**	75,913	**168,347**	287,929
Prepaid	**339,339**	344,357	**14,867**	14,831	**(5,018)**	(21,688)
Total Wireless	**1,821,514**	1,658,185	**59,824**	90,744	**163,329**	266,241
Total Subscribers	**7,078,683**	7,149,846	**(11,419)**	36,383	**(71,163)**	79,268

Wireless Postpaid Churn

Wireless postpaid subscriber or RGU churn ("postpaid churn") measures success in retaining subscribers. Wireless postpaid churn is a measure of the number of postpaid subscribers that deactivated during a period as a percentage of the average postpaid subscriber base during a period, calculated on a monthly basis. It is calculated by dividing the number of Wireless postpaid subscribers that deactivated (in a month) by the average number of postpaid subscribers during the month. When used or reported for a period greater than one month, postpaid churn represents the sum of the number of subscribers deactivating for each period incurred divided by the sum of the average number of postpaid subscribers of each period incurred.

Postpaid churn of 1.57% in the fourth quarter of fiscal 2020 compares to 1.47% in the fourth quarter of fiscal 2019. The increase in churn of approximately 10-basis points over the prior year is due primarily to targeted competitive win-back offers in the market. For fiscal 2020, postpaid churn of 1.40% was marginally higher than 1.32% in fiscal 2019.

Wireless average billing per subscriber unit (ABPU)

Wireless ABPU is an industry metric that is useful in assessing the operating performance of a wireless entity. We use ABPU as a measure that approximates the average amount the Company invoices an individual subscriber unit on a monthly basis. ABPU helps us to identify trends and measures the Company's success in attracting and retaining higher lifetime value subscribers. Wireless ABPU is calculated as service revenue (excluding the allocation of the device subsidy attributable to service revenue under IFRS 15) plus the monthly re-payments of the outstanding device balance owing from customers on contract, divided by the average number of subscribers on the network during the period and is expressed as a rate per month.

ABPU of $44.81 in the fourth quarter of fiscal 2020 compares to $42.05 in the fourth quarter of fiscal 2019, representing an increase of 6.6%. In fiscal 2020, ABPU grew 5.9% to $44.13. ABPU growth reflects the increased number of customers that are subscribing to higher value service plans, partially offset by reduced roaming revenue due to less travel and roaming outside of the Freedom home network resulting from the impact of the COVID-19 pandemic.

Wireless average revenue per subscriber unit (ARPU)

Wireless ARPU is calculated as service revenue divided by the average number of subscribers on the network during the period and is expressed as a rate per month. This measure is an industry metric that is useful in assessing the operating performance of a wireless entity. ARPU also helps to identify trends and measure the Company's success in attracting and retaining higher-value subscribers.

ARPU of $39.65 in the fourth quarter of fiscal 2020 compares to $38.06 in the fourth quarter of fiscal 2019, representing an increase of 4.2%. In fiscal 2020, ARPU grew 2.7% to $38.95. ARPU growth reflects the increased number of wireless customers subscribing to higher service plans, partially offset by lower roaming revenue in the last two quarters of the year due to less travel and roaming outside of the Freedom home network resulting from the impact of the COVID-19 pandemic.

Non-IFRS and additional GAAP measures

The Company's continuous disclosure documents may provide discussion and analysis of non-IFRS financial measures. These financial measures do not have standard definitions prescribed by IFRS and therefore may not be comparable to similar measures disclosed by other companies. The Company's continuous disclosure documents may also provide discussion and analysis of additional GAAP measures. Additional GAAP measures include line items, headings, and sub-totals included in the financial statements.

The Company utilizes these measures in making operating decisions and assessing its performance. Certain investors, analysts and others utilize these measures in assessing the Company's operational and financial performance and as an indicator of its ability to service debt and return cash to shareholders. The non-IFRS financial measures and additional GAAP measures have not been presented as an alternative to revenue, net income or any other measure of performance required by IFRS.

Below is a discussion of the non-IFRS financial measures and additional GAAP measures used by the Company and provides a reconciliation to the nearest IFRS measure or provides a reference to such reconciliation.

Adjusted EBITDA

Adjusted earnings before interest, taxes, depreciation and amortization ("adjusted EBITDA") (previously referred to as "Operating income before restructuring costs and amortization") is calculated as revenue less operating, general and administrative expenses. It is intended to indicate the Company's ongoing ability to service and/or incur debt and is therefore calculated before items such as restructuring costs, equity income/loss of an associate or joint venture, amortization (a non-cash expense), taxes and interest. Adjusted EBITDA is one measure used by the investing community to value the business.

Adjusted EBITDA has no directly comparable IFRS financial measure. Alternatively, the following table provides a reconciliation of net income to adjusted EBITDA:

	Three months ended August 31,		Year ended August 31,	
(millions of Canadian dollars)	**2020**	2019	**2020**	2019
Net income [1]	**175**	166	**688**	733
Add back (deduct):				
Restructuring costs	**-**	(10)	**14**	(9)
Amortization:				
Deferred equipment revenue	**(3)**	(5)	**(16)**	(21)
Deferred equipment costs	**14**	19	**65**	85
Property, plant and equipment, intangibles and other [1]	**301**	236	**1,168**	974
Amortization of financing costs – long-term debt	**1**	1	**3**	3
Interest expense	**68**	66	**274**	258
Equity income (loss) of an associate or joint venture	**-**	-	**-**	(46)
Loss on disposal of an associate or joint venture	**-**	-	**-**	109
Other gains (losses)	**1**	(2)	**16**	(50)
Current income tax expense	**42**	29	**120**	114
Deferred income tax expense (recovery)	**(5)**	34	**59**	4
Adjusted EBITDA	**594**	534	**2,391**	2,154

(1) Fiscal 2020 figures reflect the impact of the adoption and application of IFRS 16 while Fiscal 2019 figures do not and are not comparable.

Adjusted EBITDA Margin

Adjusted EBITDA margin (previously referred to as "Operating margin") is calculated by dividing adjusted EBITDA by revenue. Adjusted EBITDA margin is also one of the measures used by the investing community to value the business. Adjusted EBITDA margin has no directly comparable IFRS financial measure.

	Three months ended August 31,			Year ended August 31,		
	2020	2019	Change %[1]	**2020**	2019	Change %[1]
Wireline	**48.2%**	45.1%	7.0	**48.3%**	45.5%	6.2
Wireless	**28.6%**	18.2%	57.1	**28.9%**	19.0%	52.1
Combined Wireline and Wireless	**44.0%**	39.6%	11.1	**44.2%**	40.3%	9.7

(1) Fiscal 2020 figures reflect the impact of the adoption and application of IFRS 16 while Fiscal 2019 figures do not and are not comparable.

Free cash flow

The Company utilizes this measure to assess the Company's ability to repay debt and pay dividends to shareholders.

Free cash flow is comprised of operating income before restructuring costs and amortization, adding dividends from equity accounted associates, changes in receivable related balances with respect to wireline customer equipment financing transactions as a cash item and deducting capital expenditures (on an accrual basis and net of proceeds on capital dispositions) and equipment costs (net), interest, cash taxes paid or payable, dividends paid on the preferred shares, recurring cash funding of pension amounts net of pension expense and adjusted to exclude share-based compensation expense.

Free cash flow has not been reported on a segmented basis. Certain components of free cash flow from continuing operations, including operating income before restructuring costs and amortization continue to be reported on a segmented basis. Capital expenditures and equipment costs (net) are also reported on a segmented basis. Other items, including interest and cash taxes, are not generally directly attributable to a segment, and are reported on a consolidated basis.

Free cash flow is calculated as follows:

(millions of Canadian dollars)	Three months ended August 31, 2020	2019	Change %	Year ended August 31, 2020	2019	Change %
Revenue						
Consumer	**917**	930	(1.4)	**3,683**	3,743	(1.6)
Business	**140**	141	(0.7)	**567**	557	1.8
Wireline	**1,057**	1,071	(1.3)	**4,250**	4,300	(1.2)
Service	**211**	184	14.7	**815**	694	17.4
Equipment	**83**	96	(13.5)	**351**	353	(0.6)
Wireless	**294**	280	5.0	**1,166**	1,047	11.4
	1,351	1,351	–	**5,416**	5,347	1.3
Intersegment eliminations	**(2)**	(2)	–	**(9)**	(7)	28.6
	1,349	1,349	–	**5,407**	5,340	1.3
Adjusted EBITDA(2)						
Wireline	**510**	483	5.6	**2,054**	1,955	5.1
Wireless	**84**	51	64.7	**337**	199	69.3
	594	534	11.2	**2,391**	2,154	11.0
Capital expenditures and equipment costs (net):(1)						
Wireline	**192**	234	(17.9)	**815**	827	(1.5)
Wireless	**115**	148	(22.3)	**296**	385	(23.1)
	307	382	(19.6)	**1,111**	1,212	(8.3)
Free cash flow before the following	**287**	152	88.8	**1,280**	942	35.9
Less:						
Interest on debt	**(55)**	(66)	(16.7)	**(223)**	(256)	(12.9)
Interest on lease liabilities(2)	**(11)**	–	>(100.0)	**(44)**	–	>(100.0)
Cash taxes	**(35)**	(41)	(14.6)	**(148)**	(160)	(7.5)
Lease payments relating to lease liabilities(2)	**(30)**	–	>(100.0)	**(112)**	–	>(100.0)
Other adjustments:						
Dividends from equity accounted associates	**–**	–	–	**–**	10	(100.0)
Non-cash share-based compensation	**1**	1	–	**2**	3	(33.3)
Pension adjustment	**(3)**	(2)	50.0	**1**	7	(85.7)
Customer equipment financing	**–**	–	–	**–**	1	(100.0)
Preferred share dividends	**(2)**	(2)	–	**(9)**	(9)	–
Free cash flow	152	42	>100.0	747	538	38.8

(1) Per Note 26 to the audited annual Consolidated Financial Statements.

(2) Fiscal 2020 figures reflect the impact of the adoption and application of IFRS 16 while Fiscal 2019 figures do not and are not comparable.

This is **Exhibit B** in support of the

Affidavit of Christopher Hickey,

solemnly affirmed before me on April 22, 2022

in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely

DocuSigned by:

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Commissioner for Taking Affidavits

Geoff Batstone

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Shaw

2020 ANNUAL REPORT

Dear Fellow Shareholders:

Fiscal 2020 marked an unprecedented year for our Company, our country and for people around the world with the emergence of the COVID-19 pandemic. While it caused significant uncertainty and brought about rapid change in virtually every aspect of our lives, it also highlighted the resiliency and financial strength of our Company as well as the critical nature of our highly capable facilities-based infrastructure, which exists today because of our long history of significant investments in our network for the benefit of Canadians and our economy.

As the pandemic intensified throughout 2020, our priority was the safety of our employees and customers and supporting the communities in which we serve. We quickly transitioned the majority of our employees to work from home, where they remain productive, engaged and focused on providing a continuous high-quality connectivity experience for our customers, even as data traffic and peak usage soared. As a responsible corporate citizen, we took decisive action to provide additional free services, financial resources as well as devices and connectivity to our communities and those most impacted by the pandemic.

We entered this crisis from a position of strength and the strategic plan that we have been executing over several years was key to our solid performance over this rapidly evolving and uncertain period. Our purpose is in connecting customers to the world through a best-in-class seamless connectivity experience and this year was no exception. While managing through a global pandemic, we also introduced new products and services for our customers by leveraging our converging wireline and wireless networks which are innovative, affordable and stay ahead of customer expectations. Despite the unique and challenging environment, our consistent focus on this strategy and continued significant capital investments in excess of $1 billion, supported year-over-year growth in our business and a nearly 40% increase in free cash flow, exceeding our financial commitments for the year.

Wireless

Our efforts continue to focus on scaling our Wireless business through driving an overall enhanced customer experience and delivering Canadians better value. Fiscal 2020 saw the continued investments in vital areas such as spectrum deployment, foundational investments for the delivery of 5G services, further expansion of our retail presence and the exciting launch of Shaw Mobile, despite the challenging background.

The COVID-19 pandemic caused the temporary closure of the vast majority of our retail network, impacting Wireless customer growth, resulting in approximately 160,000 new Wireless customers in fiscal 2020; however, it also showcased our strong operating leverage as we delayed new customer acquisition investments during this lower growth period. Wireless service revenue grew an impressive 17.4% to $815 million, a key factor supporting our improved Wireless margin in the year. Our wireless strategy continues to focus on increasing our market share, particularly in western Canada with the addition of Shaw Mobile, and improving Wireless profitability.

The launch of Shaw Mobile on July 30, 2020 was a significant milestone that will fuel the next chapter of our wireless growth story. Shaw Mobile provides Shaw Internet customers with bundling opportunities to take advantage of unprecedented savings, combined with the ability to customize their mobile data requirements through two rate plans – By The Gig and Unlimited Data. Shaw Mobile is a powerful example of how facilities-based service providers can compete and innovate to deliver true wireless affordability. As we expand our retail presence, Shaw Mobile is now available in 24 Shaw retail locations and, combined with our national retail partner stores, over 140 locations in Alberta and British Columbia. Freedom Mobile continues to be available in over 700 retail locations.

Wireline

Our Wireline business delivered another year of consistent and stable performance, including margin improvement in the face of COVID-19 adversity. As customers moved their offices and classrooms home, our extensive Fibre+ network was the true workhorse maintaining these critical connections, without interruption. In the second half of fiscal 2020, we experienced a dramatic increase in data traffic by up to 50% and extended peak hours of usage; however, years of network related investments, including Shaw's industry leading Mid-Split program, had us well prepared to handle the surge in demand. In fact, not only did we maintain our high-quality network performance in fiscal 2020, we introduced even faster Internet speeds to our customers with the launch of Shaw Fibre+ Gig Internet to over 99% of our Wireless customer footprint in western Canada.

Long before we entered this new environment, where we must practice social distancing, we recognized that we needed to evolve towards becoming a digital-first organization and we continued to advance initiatives that quickly became a strategic differentiator for Shaw. A key tenet of this strategy was to drive the adoption of customer self-install, which increased significantly, reaching 79% in the last quarter of fiscal 2020 compared to 45% in the prior year, allowing new and existing customers to get the latest broadband technology from Shaw without having to schedule an appointment.

Shaw Business encountered new challenges this year as businesses across the country were faced with a difficult environment due to the pandemic. Our role as a trusted advisor along with the strength of our network and Smart suite product offering, including new services to meet the demands for more robust work from home solutions, reinforce our strong position in the market.

Looking ahead

We have successfully demonstrated the resilient nature of our business, our agility in operating in this environment and our ability to deliver growth throughout one of the most unique and challenging years in our history. In addition to navigating a new environment brought forth by the COVID-19 pandemic, we are also sadly forging ahead without our Company founder, JR Shaw, who passed in March of this year. His stewardship, guidance, and insight have been missed over this difficult period; however, his unwavering commitment and passion to provide an exceptional customer experience remains forever engrained in our culture.

As we embrace a new year, we will continue to enhance the customer experience by leveraging our new and innovative Shaw Mobile wireless service to deepen our relationship with existing customers and welcome new ones. We will deliver better and faster services through new technology, expanded distribution, and additional digital capabilities. These developments are made possible through the continued investment in our critical infrastructure to stay ahead of customer expectations, including the deployment of 600 MHz spectrum and advancing our 5G capabilities in fiscal 2021.

While we still face elevated levels of uncertainty, including COVID-19 related impacts, commodity pricing related challenges, key regulatory decisions, and an intensifying competitive environment, we are uniquely positioned to drive better value for all our stakeholders. This includes additional transparency into our environmental, social, and governance (ESG) initiatives in our forthcoming ESG report and the critical role it plays in shaping our strategy. By more formally addressing the needs of all our stakeholders, we can thrive in this new environment. Our strong balance sheet enables us to continue making critical investments and our focus on ‘brighter together’ growth opportunities will drive further efficiencies and contribute to strong and sustainable free cash flow growth and capital return initiatives.

In closing, I would like to extend my gratitude to our Board of Directors, for their invaluable leadership and insight, as well as the entire Shaw team of approximately 9,500 employees for their unwavering dedication throughout this truly exceptional year.

[Signed]

Bradley S. Shaw
Executive Chair & Chief Executive Officer

MANAGEMENT'S DISCUSSION & ANALYSIS

Contents

Forward

Tabular dollar amounts are in millions of Canadian dollars, except per share amounts or unless otherwise indicated. This Management's Discussion and Analysis (MD&A) should be read in conjunction with the Consolidated Financial Statements. The terms "we," "us," "our," "Shaw" and "the Company" refer to Shaw Communications Inc. or, as applicable, Shaw Communications Inc. and its direct and indirect subsidiaries as a group. This MD&A is current as at October 30, 2020 and was approved by Shaw's Board of Directors.

Caution Concerning Forward Looking Statements

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- expected number of retail outlets;
- the expected impact of new accounting standards, recently adopted or expected to be adopted in the future;
- the effectiveness of any changes to the design and performance of the Company's internal controls and procedures;
- the expected impact of changes in laws, regulations, decisions by regulators, or other actions by governments or regulators on the Company's business, operations, and/or financial performance or the markets in which the Company operates;
- the expected impact of any emergency measures implemented by governments or regulators;
- timing of new product and service launches;
- Private LTE network offerings, initiatives, and partnerships as well as the performance and capability of such Private LTE networks and their ability to meet the needs of Shaw's customers, including the future provision of 5G services;
- the deployment of: (i) network infrastructure to improve capacity and coverage, and (ii) new technologies, including next generation wireless and wireline technologies such as 5G and Internet protocol television, or IPTV, respectively;
- the expected growth in the Company's market share;
- the ability of Shaw Mobile to drive customer growth;
- the cost of acquiring and retaining subscribers and deployment of new services;
- the sustainability of results/objectives and cost reductions achieved through the Total Business Transformation (TBT) initiative and Voluntary Departure Program (VDP);
- the impact that the employee exits in connection with VDP will have on Shaw's business operations;
- the expansion and growth of Shaw's business and operations and other goals and plans; and
- the expected impact of the ongoing commodity price challenges and the COVID-19 pandemic.

Forward-looking statements are based on assumptions and analyses made by the Company in light of its experience and its perception of historical trends, current conditions and expected future developments as well as other factors it believes are appropriate in the circumstances as of the current date. The Company's management believes that its assumptions and analysis in this MD&A are reasonable and that the expectations reflected in the forward-looking statements contained herein are also reasonable based on the information available on the date such statements are made and the process used to prepare the information. Considering the ongoing presence of commodity price challenges and the uncertain and changing circumstances surrounding the COVID-19 pandemic and the related response from the Company, governments (federal, provincial, and municipal), regulatory authorities, businesses, and customers, there continues to be inherently more uncertainty associated with the Company's assumptions as compared to prior periods. These assumptions, many of which are confidential, include, but are not limited to management expectations with respect to:

- general economic conditions, which includes the impact on the economy and financial markets of (i) fluctuations in commodity prices, and (ii) the COVID-19 pandemic and other health risks;

- the impact of (i) fluctuations in commodity prices, and (ii) the COVID-19 pandemic and other health risks on the Company's business, operations, capital resources, and/or financial results;
- future interest rates;
- previous performance being indicative of future performance;
- future income tax rates;
- future foreign exchange rates;
- technology deployment;
- future expectations and demands of our customers;
- subscriber growth;
- incremental costs associated with growth in Wireless handset sales;
- pricing, usage, and churn rates;
- availability and cost of programming, content, equipment, and devices;
- the completion of proposed transactions;
- the integration of acquisitions;
- industry structure, conditions, and stability;
- regulation, legislation, or other actions by governments or regulators (and the impact or projected impact on the Company's business);
- the implementation of any emergency measures by governments or regulators (and the impact or projected impact on the Company's business, operations, and/or financial results);
- access to key suppliers and third party service providers and their goods and services required to execute on the Company's current and long term strategic initiatives on commercially reasonable terms;
- key suppliers performing their obligations within the expected timelines;
- retention of key employees;
- the Company being able to successfully deploy (i) network infrastructure required to improve capacity and coverage, and (ii) new technologies, including but not limited to next generation wireless and wireline technologies such as 5G and IPTV, respectively;
- the TBT initiative yielding the expected results and benefits, including: (i) resulting in a leaner, more integrated and agile company with improved efficiencies and execution to better meet Shaw's consumers' needs and expectations (including the products and services offered to its customers), and (ii) sustainability of cost reductions achieved through VDP;
- the cost estimates for any outsourcing requirements and new roles in connection with VDP;
- operating expense and capital cost estimates associated with the implementation of enhanced health and safety measures for the Company's offices, retail stores, and employees to reduce the spread of COVID-19;
- the Company can gain access to sufficient retail distribution channels; and
- the Company can access the spectrum resources required to execute on its current and long-term strategic initiatives.

You should not place undue reliance on any forward-looking statements. Many factors, including those not within the Company's control, may cause the Company's actual results to be materially different from the views expressed or implied by such forward-looking statements, including, but not limited to:

- changes in general economic, market, and business conditions including the impact of (i) fluctuations in commodity prices, and (ii) the COVID-19 pandemic and other health risks, on the economy and financial markets which may have a material adverse effect on the Company's business, operations, capital resources, and/or financial results;
- increased operating expenses and capital costs associated with the implementation of enhanced health and safety measures for the Company's offices, retail stores, and employees in response to the COVID-19 pandemic;
- changes in interest rates, income taxes, and exchange rates;
- changes in the competitive environment in the markets in which the Company operates and from the development of new markets for emerging technologies;
- changing industry trends, technological developments, and other changing conditions in the entertainment, information, and communications industries;
- changes in laws, regulations, and decisions by regulators or other actions by governments or regulators that affect the Company or the markets in which it operates;
- any emergency measures implemented by governments or regulators;
- technology, privacy, cyber security, and reputational risks;
- disruptions to service, including due to network failure or disputes with key suppliers;

- the Company's ability to execute its strategic plans and complete its capital and other projects by the completion date;
- the Company's ability to grow subscribers and market share;
- the Company's ability to close key transactions;
- the Company's ability to have and/or obtain the spectrum resources required to execute on its current and long-term strategic initiatives;
- the Company's ability to gain sufficient access to retail distribution channels;
- the Company's ability to access key suppliers and third party service providers required to execute on its current and long term strategic initiatives on commercially reasonable terms;
- the ability of key suppliers to perform their obligations within expected timelines;
- the Company's ability to retain key employees;
- the Company's ability to achieve cost efficiencies;
- the Company's ability to sustain the results/objectives and cost reductions achieved through the TBT initiative and VDP;
- the Company's ability to complete the employee exits in connection with VDP with minimal impact on operations;
- the Company's ability to complete the deployment of (i) network infrastructure required to improve capacity and coverage, and (ii) new technologies, including but not limited to next generation wireless and wireline technologies such as 5G and IPTV, respectively;
- the Company's ability to recognize and adequately respond to climate change concerns or public and governmental expectations on environmental matters;
- the Company's status as a holding company with separate operating subsidiaries; and
- other factors described in this MD&A under the heading "Known Events, Trends, Risks and Uncertainties."

The foregoing is not an exhaustive list of all possible factors. Should one or more of these risks materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results may vary materially from those described in this MD&A.

The Company provides certain financial guidance for future performance as the Company believes that certain investors, analysts, and others utilize this and other forward-looking information in order to assess the Company's expected operational and financial performance and as an indicator of its ability to service debt and pay dividends to shareholders. The Company's financial guidance may not be appropriate for this or other purposes.

This MD&A provides certain future-oriented financial information or financial outlook (as such terms are defined in applicable securities laws), including the financial guidance and assumptions disclosed under "Fiscal 2021 Guidance." Shaw discloses this information because it believes that certain investors, analysts, and others utilize this and other forward-looking information to assess Shaw's expected operational and financial performance, and as an indicator of its ability to service debt and pay dividends to shareholders. The Company cautions that such financial information may not be appropriate for this or other purposes.

Any forward-looking statement speaks only as of the date on which it was originally made and, except as required by law, the Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statement to reflect any change in related assumptions, events, conditions or circumstances. All forward-looking statements contained in this MD&A are expressly qualified by this statement.

ABOUT OUR BUSINESS

At Shaw, we focus on delivering sustainable long-term growth and connecting customers to the world through a best-in-class seamless connectivity experience by leveraging our world class converged network. This includes driving operational efficiencies and executing on our strategic priorities through the delivery of an exceptional customer experience and more agile operating model. Combined with significant facilities-based investments, our powerful and robust networks serve as the foundation for connectivity and innovation. With the onset of the global COVID-19 pandemic in 2020, connectivity rapidly became a critical lifeline for Canadians and our economy. During this unprecedented period, our network performance was exceptional, and we remain focused on supporting our employees, customers, and communities. While the COVID-19 pandemic does impact our business, Shaw continues to be resilient and we believe that we are well positioned to meet the rapidly changing and increasing demands of our customers.

WIRELINE

Shaw is one of the largest providers of residential communication services in Canada.

Our Consumer division connects people and families in British Columbia, Alberta, Saskatchewan, Manitoba, and northern Ontario through our Fibre+ network.

Shaw Direct is one of two licensed satellite Video services available across Canada.

WIRELESS

Shaw is the fourth largest wireless provider in Canada, offering both postpaid and prepaid services.

Shaw Mobile currently operates in British Columbia and Alberta. Freedom Mobile currently operates in Ontario, British Columbia and Alberta.

Over 19 million Canadians reside within our current mobile wireless network service area.

BUSINESS

Our Business division leverages our network infrastructure with a product suite targeting businesses of all sizes.

In the following sections we provide selected financial highlights and additional details with respect to our strategy, our Wireline and Wireless divisions, our network and our presence in the communities in which we operate and serve.

Shaw trades on the Toronto and New York stock exchanges and is included in the S&P/TSX 60 Index (Trading Symbols: TSX – SJR.B, SJR.PR.A, SJR.PR.B, NYSE – SJR, and TSXV – SJR.A). For more information, please visit www.shaw.ca.

Select Financial and Operational Highlights

Through an evolving operating and competitive landscape our consolidated business delivered stable and profitable results in fiscal 2020.

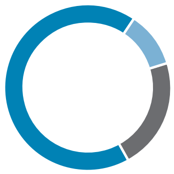
Basis of presentation

Fiscal 2020 results are reported in accordance with the newly adopted IFRS 16, *Leases* ("IFRS 16"). Supplementary information is provided in "New Accounting Standards," reflecting the previous leases policy and the changes from the adoption of the new standard. The adoption of IFRS 16 had a significant effect on our reported results. We adopted IFRS 16 using a modified retrospective approach whereby the financial statements of prior periods presented were not restated and continue to be reported under International Accounting Standard (IAS) 17 – *Leases*, as permitted by the specific transition provisions of IFRS 16. The cumulative effect of the initial adoption of IFRS 16 was reflected as an adjustment to the impacted balance sheet accounts as at September 1, 2019.

In conjunction with the adoption of IFRS 16, we also updated certain of our non-GAAP and additional GAAP measures including renaming the previously disclosed "Operating income before restructuring costs and amortization" measure as "adjusted EBITDA" to better align with language used by various stakeholders of the Company. We also amended our free cash flow definition to reflect the impact of IFRS 16 to account for lease payments that are no longer classified as operating expenses under the new standard. See the definitions and discussion under "Key Performance Drivers" for more details.

On September 15, 2017, the Company sold a group of assets comprising the operations of Shaw Tracking, a fleet tracking operation within the Company's Business segment, to Omnitracs Canada. Accordingly, the operating results and operating cash flows for the previously reported Shaw Tracking business (an operating segment within the Business division) are presented as discontinued operations separate from the Company's continuing operations. This MD&A reflects the results of continuing operations, unless otherwise noted.

2020 Total Revenue

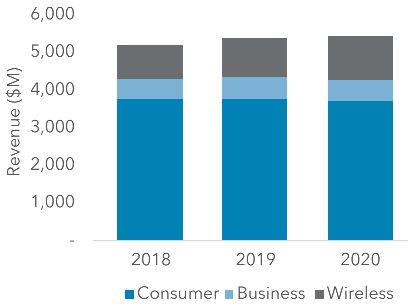


$5.4 BILLION

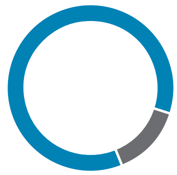
22% Wireless

68% Wireline - Consumer

10% Wireline - Business



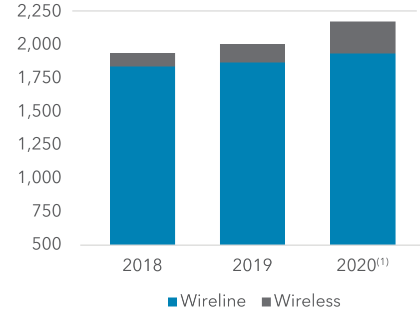
2020 Adjusted EBITDA



$2.4 BILLION

14% Wireless

86% Wireline



	Year ended August 31,			Change	
(millions of Canadian dollars except per share amounts)	**2020 (1)**	**2019**	**2018**	**2020 %**	**2019 %**
Operations:					
Revenue	**5,407**	5,340	5,189	1.3	2.9
Adjusted EBITDA (2)	**2,391**	2,154	2,057	11.0	4.7
Adjusted EBITDA margin (2)	**44.2%**	40.3%	39.6%	9.7	1.8
Net income from continuing operations	**688**	733	39	(6.1)	>100.0
Income (loss) from discontinued operations, net of tax	**–**	–	(6)	–	(100)
Net income	**688**	733	33	(6.1)	>100.0
Per share data:					
Earnings per share					
Basic and diluted					
Continuing operations	**1.32**	1.41	0.06		
Discontinued operations	**–**	–	(0.01)		
	1.32	1.41	0.05		
Weighted average participating shares outstanding during period (millions)	**515**	511	502		
Funds flow from continuing operations (3)	**1,989**	1,777	1,177	11.9	51.0
Free cash flow (2)	**747**	538	385	38.8	39.7

(1) Fiscal 2020 figures reflect the impact of the adoption and application of IFRS 16 while Fiscal 2019 and Fiscal 2018 figures do not and are not comparable. Refer to “New Accounting Standards” for additional details on the changes for fiscal 2020 as well as discussions under “Results of Operations” and “Segmented Operations Review.”

(2) Adjusted EBITDA, adjusted EBITDA margin, and free cash flow are non-GAAP measures and should not be considered substitutes or alternatives for GAAP measures. These are not defined terms under IFRS and do not have a standard meaning, and therefore may not be a reliable way to compare us to other companies. See “Key Performance Drivers” for information about these measures, including how we calculate them.

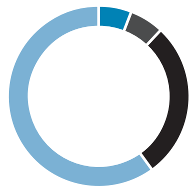
(3) Funds flow from operations is before changes in non-cash working capital balances related to operations as presented in the Consolidated Statements of Cash Flows.

Subscriber highlights:

Wireline – Consumer

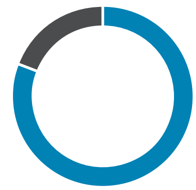
41% Internet
30% Video - Cable
14% Video - Satellite
15% Phone

Wireline – Business



28% Internet
6% Video - Cable
6% Video - Satellite
60% Phone

Wireless



81% Postpaid
19% Prepaid

Subscriber highlights:	August 31, 2020	August 31, 2019	Change
Wireline – Consumer			
Video – Cable	**1,390,520**	1,478,371	(87,851)
Video – Satellite	**650,727**	703,223	(52,496)
Internet	**1,903,868**	1,911,703	(7,835)
Phone	**672,610**	767,745	(95,135)
Total Consumer	**4,617,725**	4,861,042	(243,317)
Wireline – Business			
Video – Cable	**37,512**	41,843	(4,331)
Video – Satellite	**36,002**	35,656	346
Internet	**178,270**	173,686	4,584
Phone	**387,660**	379,434	8,226
Total Business	**639,444**	630,619	8,825
Total Wireline	**5,257,169**	5,491,661	(234,492)
Wireless			
Postpaid	**1,482,175**	1,313,828	168,347
Prepaid	**339,339**	344,357	(5,018)
Total Wireless	**1,821,514**	1,658,185	163,329
Total Subscribers	**7,078,683**	7,149,846	(71,163)

Our Strategy

At Shaw, we focus on delivering sustainable long-term growth by connecting customers to the world through a best-in-class seamless connectivity experience by leveraging our world class converged network. This includes driving operational efficiencies and executing on our strategic priorities through the delivery of an exceptional customer experience and a more agile operating model. Combined with significant facilities-based investments, our powerful and robust networks serve as the foundation for connectivity and innovation. With the onset of the global COVID-19 pandemic in 2020, connectivity rapidly became a critical lifeline for Canadians and our economy. During this unprecedented period, our network performance was exceptional, and we remain focused on supporting our employees, customers, and communities. While the pandemic has had an impact on our business, Shaw continues to be resilient and we believe that we are well positioned to meet the rapidly changing and increasing demands of our customers.

In a year like none other, fiscal 2020 included another exciting milestone for our Wireless business with the launch of Shaw Mobile in Alberta and British Columbia, complementing our existing Freedom Mobile brand. Shaw Mobile is a new wireless service that leverages our LTE and Fibre+ networks, along with Canada's largest WiFi network, to provide Shaw Internet customers with an innovative wireless experience that offers customers unprecedented savings. The introduction of Shaw Mobile will enable the Company to acquire new customers by leveraging bundling opportunities. Our new 'Brighter Together' advertising campaign highlights customers' ability to customize their mobile data allotment with two rate plans – By The Gig and Unlimited Data – and is the best example yet of how facilities-based providers can compete and innovate to deliver true wireless affordability.

Through continued thoughtful and strategic investments, spectrum deployment, and a growing number of distribution points, we continue to create a stronger, higher quality wireless network that enables us to deliver an improving customer experience that balances profitability and customer growth. Our Wireless operating footprint now covers over 19 million people, or approximately 50% of the Canadian population, in some of Canada's largest urban centres, as well as many smaller communities throughout British Columbia, Alberta, and Ontario.

During fiscal 2020, we delivered Wireless subscriber growth of over 160,000 (net additions), ABPU[1] improvement of 5.9% (to $44.13) and service revenue growth of approximately 17.4% (to over $815 million) in the year. Since the acquisition of Freedom Mobile in 2016, our Wireless subscriber base has grown by approximately 80% to over 1.8 million subscribers at the end of fiscal 2020, which is a true testament to our differentiated and sustainable value proposition to customers.

[1] Refer to "Key Performance Drivers" section for definition and explanation.

In our Wireline division, with approximately 5.3 million RGUs,[2] we continue to leverage our Fibre+ network by introducing new and improved services to our residential and business customers that align with our focus on profitable growth and stability. In fiscal 2020, and in the midst of the COVID-19 pandemic, we introduced our Fibre+ Gig Internet service, which represents the largest deployment of up to gigabit download speeds to residential Internet customers in western Canada.

In addition to rolling out the fastest speeds ever available to our customers, Shaw launched a new entry-level Internet plan as part of a new lineup of Internet tiers, providing customers a full range of choices depending on their connectivity needs.

In response to the changing business environment due to the COVID-19 pandemic, Shaw Business introduced Smart Remote Office, providing business owners peace-of-mind in knowing their company data is protected while giving their employees greater ability to seamlessly work from anywhere.

With the majority of Canadians relying more than ever on video and voice interactions to remain connected for social and business purposes, to access education, and enjoy entertainment, fiscal 2020 saw significant increases in traffic on our wireline network. Due to substantial facilities-based investments, our network performance continues to be exceptional even with the more recent pandemic-related surge in demand, which increased by as much as 50% and included peak period usage extending to over 12 hours a day, 7 days a week. In fact, Ookla named Shaw the fastest and most consistent internet provider in western Canada. Across British Columbia, Alberta, Manitoba, and Saskatchewan, Shaw's Fibre+ network was reported as the fastest. Furthermore, a growing number of customers elected to self-install their services with up to 79% of our customers choosing this option in the last quarter of fiscal 2020. We remain committed to building and transitioning into a new digital operating service model and improving the customer experience with a focus on continued reductions to our cost structure in the Wireline division.

In addition to strengthening the long-term strategic positioning of the Company over the last several years, we have maintained a solid balance sheet that along with a growing free cash flow profile support the significant, albeit moderating in intensity, level of investment required for long-term sustainable growth. We remain committed to the maintenance of our investment grade credit rating and focus on free cash flow growth. Despite the significant uncertainty arising from the COVID-19 pandemic and commodity price challenges, our business demonstrated its resilience thus allowing us to deliver pre-IFRS 16 adjusted EBITDA growth of 3.7%, fund our planned capital investments of over $1 billion, and achieve free cash flow growth of almost 40% in fiscal 2020. Moreover, during the same period, we returned approximately $750 million to our shareholders as part of our enhanced return of capital initiatives, consisting of regular monthly dividends and share repurchases under our normal course issuer bid (NCIB) program, the latter of which was introduced during fiscal 2020 and resulted in the repurchase for cancellation of approximately 5.6 million Class B Non-Voting Participating Shares ("Class B Non-Voting Shares") for a total cost of approximately $140 million and which we believe is synergistic with our now 100% cash-funded dividend program.

Fiscal 2021 Guidance

The Company is introducing its fiscal 2021 guidance, which includes adjusted EBITDA growth over fiscal 2020, consolidated capital investments of approximately $1.0 billion, and free cash flow of approximately $800 million. We believe our business and facilities-based networks provide critical and essential services to Canadians and will continue to remain resilient in this dynamic and uncertain environment. Management continues to actively monitor the impacts to the business and make the appropriate adjustments to operating and capital expenditures to reflect the evolving environment. Considering the ongoing presence of COVID-19, the speed at which it develops and/or changes, and the continued uncertainty of the magnitude, outcome, duration, resurgence, and/or subsequent waves of the pandemic, compounded by commodity price challenges, the current estimates of our operational and financial results which underlie our outlook for fiscal 2021 are subject to a significantly higher degree of uncertainty. Any estimate of the length and severity of these developments is therefore subject to significant uncertainty, as are our estimates of the extent to which the COVID-19 pandemic may, directly or indirectly, materially and adversely affect our operations, financial results, and condition in future periods.

As at the end of fiscal 2020, our net debt leverage ratio[3] was 2.3x compared to the Company's target leverage range of 2.5 to 3.0x. Considering the current leverage position along with its strengthening free cash flow profile, Shaw is announcing that it intends to renew its NCIB program to purchase up to 24,532,404 Class B Non-Voting Shares,

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[2] Refer to "Key Performance Drivers" section for definition and explanation.

[3] Net debt leverage ratio is a non-GAAP measure and should not be considered a substitute or alternative for GAAP measures. This is not a defined term under IFRS and does not have a standard meaning, and therefore may not be a reliable way to compare us to other companies. See "Key Performance Drivers" for information about this measure, including how we calculate it.

representing 5% of all of the issued and outstanding Class B Non-Voting Shares as of October 22, 2020. The NCIB program has been approved by the Board of Directors but remains subject to approval by the Toronto Stock Exchange (TSX) and, if accepted, will be conducted in accordance with the applicable rules and policies of the TSX and applicable Canadian securities law.

Impact of Coronavirus (COVID-19) Pandemic

During the second half of fiscal 2020, the Company experienced the following key impacts related to COVID-19:

- a reduction in overall Wireline and Wireless subscriber activity,
- reduced Wireless equipment sales and an improvement in Wireless postpaid churn,
- an increase of approximately 50% in wireline network usage as well as extended peak hours,
- increased demand for Wireless voice services by approximately 25%,
- a decrease in Wireless roaming and overage revenue,
- customer payments substantially in-line with historical trends,
- an increase in bad debt expense, and
- the suspension or cancellation of a number of Business customer accounts, impacting Business revenue.

In the second quarter of fiscal 2020, through the implementation of our detailed business continuity plan, we transitioned a significant portion of our employee base to work from home and temporarily closed retail locations across Canada (except for a limited number of street front stores providing urgent customer support). Throughout these challenging circumstances, the Company has continued to serve its customers, quickly adapting to the dynamic and evolving environment.

While the financial impacts from COVID-19 in fiscal 2020 were not material, the situation remains uncertain in terms of its magnitude, outcome, and duration. Consumer behaviors could still change materially, including the potential downward migration of services, acceleration of cord-cutting, and reduced ability of customers to pay their bills, all due to the challenging economic situation. Shaw Business primarily serves the small and medium sized market, which is particularly vulnerable to the economic impacts of commodity price challenges and COVID-19, including mandated business closures or further social distancing restrictions.

Despite the challenging and uncertain economic environment created by the ongoing impact of the COVID-19 pandemic, our business delivered solid results while demonstrating its resiliency and the critical nature of the connectivity services it provides. Our robust facilities-based network, the result of years of significant investment, has showcased its strength in addressing our customers' need to stay connected to family, friends, and colleagues throughout the COVID-19 pandemic.

As the COVID-19 pandemic continues to evolve, the Company's focus continues to be on the safety and health of its employees, the reliability of its facilities-based network, and the responsiveness to our customers. We continue to be in constant contact with public safety and government officials at all levels, as well as key suppliers, partners, and customers. The Company's business resumption plan, designed for the gradual and safe re-introduction of employees to the workplace, is being implemented in phases as government-imposed restrictions on businesses and individuals are lifted. As of the date of this MD&A, all of our retail stores have re-opened.

As an ongoing risk, the magnitude, outcome, duration, resurgence and/or subsequent waves of the COVID-19 pandemic is still unknown and subject to a significant amount of uncertainty at this time, as is the efficacy and duration of the government interventions. For further detail, see "Known Events, Trends, Risks and Uncertainties – Coronavirus (COVID-19)."

Total Business Transformation

In fiscal 2020, the Company completed VDP, which was a key component of the Company's multi-year TBT initiative, introduced in the second quarter of 2018. The TBT was designed to reinvent Shaw's operating model to better meet the evolving needs and expectations of consumers and businesses by optimizing the use of resources, maintaining and ultimately improving customer service, and by reducing staff. As part of the TBT initiative, we reduced input costs, consolidated functions, and streamlined processes, which has led to operational improvements across the business, allowing us to evolve into a more efficient organization. We have become a more focused, agile, and accountable organization ready to evolve from being product-focused to more purposeful and fully integrated, focusing on satisfying the unique needs of our customers. With the completion of VDP, approximately 3,140 employees exited the Company between the second quarter of fiscal 2018 and the end of fiscal 2020.

For the twelve months ended August 31, 2020, no additional restructuring charges related to the Company's TBT initiative have been recorded, with a total of $437 million in restructuring charges recorded since the beginning of the program, of which $425 million has been paid to date. On March 5, 2020, the Company announced the substantial completion of the TBT initiative with fiscal 2020 annualized savings related to VDP substantially in-line with the previous estimates. See also "Caution Concerning Forward Looking Statements" and "Known Events, Trends, Risks and Uncertainties – Total Business Transformation" for a discussion of the TBT initiative, VDP, and the risks and assumptions associated with each.

People and Culture

As a leading Canadian connectivity company, we are transforming our culture and making purposeful investments in our people which enable us to deliver on our corporate and operational strategy. Building off a foundation of strong leadership and talent, our commitment to a diverse employee base ensures business decisions are made with our customers' needs at the forefront to create a seamless connectivity experience.

Our people and culture strategy is rooted in a people-first approach that empowers and develops our people to deliver break-through results and provides them with the tools they need to deliver on our strategic priorities through the delivery of exceptional employee and customer experiences in a more agile operating model. Through various inputs and interactions, as well as listening to our employees regularly, we are focused on the following four imperatives to achieve our people and culture objectives:

1) **Talent** – Elevating our people by giving them personalized development tools, skills, and the knowledge they need to succeed today and in the future. We proactively build skills while keeping an eye on emerging talent needs.

2) **Leadership** – Investing in our leaders by enhancing their capabilities to drive performance, support our culture, and inspire our people.

3) **Culture** – A key driver of our success and competitive advantage stems from our corporate culture and putting our people first to ensure we deliver on our strategic priorities through the delivery of exceptional employee and customer experiences.

   In support of our ongoing strategies to create a more diverse and inclusive culture, we continue to support our employee-led resource groups (i.e., Spectrum@Shaw, Pride@Shaw, and Women@Shaw). In fiscal 2020, we also launched an internal survey as part of our regular employee listening to gain a deeper understanding of how diverse and inclusive our people feel Shaw is and to help us grow and reflect their needs and the needs of our customers. This information not only helps inform our evolving priorities, but also reveals areas of opportunity to ensure we are reflective of our employee base and the communities we serve. We are proud recipients of Canada's Best Diversity Employers award for 2020.

   As well as paying attention to our internal needs, we are also focused on our external environment. Our unwavering commitment to sustainability and our environment ensures we are delivering value in the best ways that are also connected to our culture.

4) **Well-Being** – Foundational to the growth of our employees and their ability to deliver winning results has been a focus on holistic well-being. As an organization we are proud to play an expanded role in employees' financial, physical, and psychological well-being to ensure they have the resources they need to feel safe and supported – both during the COVID-19 pandemic and beyond. We are putting the health and safety of our people and customers first, ensuring all employees have the flexibility, support, tools, and resources (e.g., virtual healthcare, fitness, leadership development) to navigate how we work and lead during these uncertain and evolving times.

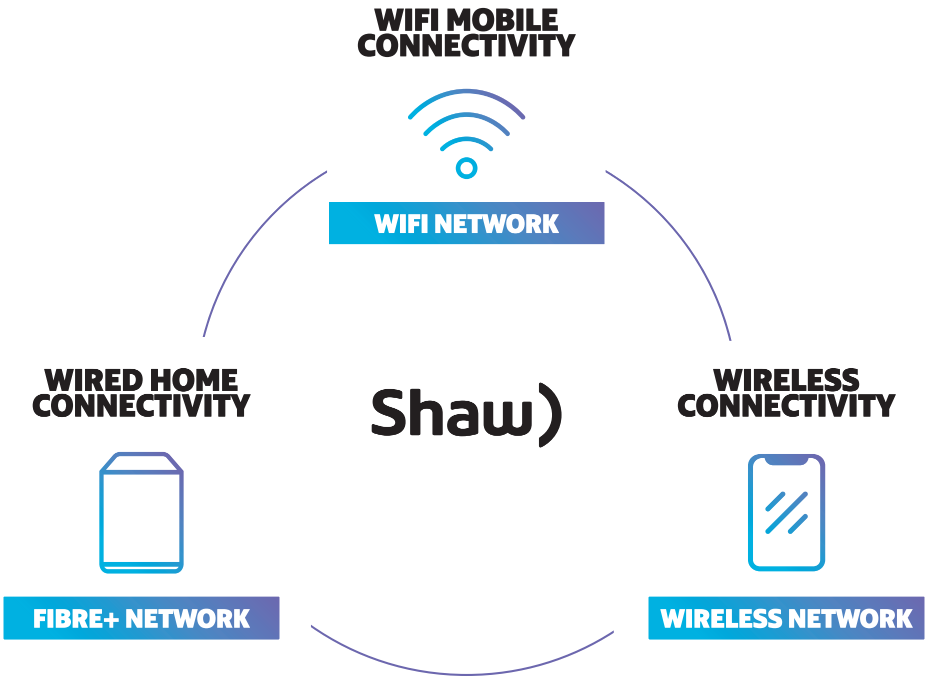
Global Technology Leaders

In order to efficiently secure and deliver leading technology for our customers – both for today and tomorrow – we recognize that we must participate in global scale initiatives through partnerships with best-in-class service providers. This ensures that the technology we adopt and invest in is, and continues to be, leading-edge in the global communications industry.

This approach allows us to leverage our existing assets, where we have strength and expertise, while also ensuring our investments are aligned with industry leaders to support the development, maintenance, and advancement of new technology where it is impractical for us to do so on a standalone basis. This allows us to direct our capital resources and further our commitment to continue the advances in innovation, performance, and reliability of our products and services. In addition, this strategic approach to our business gives us the opportunity to better manage costs by participating in opportunities on a global scale.

We have a series of significant and strong relationships with global leaders on the following initiatives:

- Shaw BlueCurve, a technology that provides customers with greater control over their home WiFi experience (through the BlueCurve Home app and Pods) and supports IPTV, is powered by the BlueCurve Gateway (XB6) Data over Cable Interface Specification (DOCSIS) version 3.1 advanced WiFi modem ("BlueCurve Gateway modem") developed by Comcast (see discussion under "Consumer Services")
- the deployment of our wireless LTE network, which was designed, planned, and deployed by NOKIA, a global leader in mobile wireless technology and solutions (see discussion under "Wireless")
- our "Smart" suite of business services that includes SmartWiFi, SmartTarget, SmartSecurity, SmartSurveillance, and Smart Remote Office, each in collaboration with Cisco Meraki, as well as SmartVoice in collaboration with Broadsoft (see discussion under "Business Services")



WIRELESS

Our Wireless division, through Shaw Mobile and Freedom Mobile, provides wireless voice and data services through an expanding and improving wireless network.

WIRELINE
Consumer

Our Wireline – Consumer division connects consumers in their homes and on the go with broadband Internet, Shaw Go WiFi, Video, and traditional home phone services.

WIRELINE
Business

Our Wireline – Business division provides business customers with a full suite of connectivity and managed services, including Internet, data, security, WiFi, and phone, which enables them to focus on building their business.

Wireless and Wireline Performance

Despite the challenging and uncertain economic environment created by the ongoing impact of the COVID-19 pandemic in the second half of fiscal 2020, our business delivered solid results while demonstrating its resiliency and the critical nature of the connectivity services it provides. Our robust facilities-based network, the result of years of significant investment, has showcased its strength in addressing our customers' need to stay connected to family, friends, and colleagues throughout the COVID-19 pandemic.

While the financial impacts from COVID-19 in the second half of fiscal 2020 were not material, the situation remains uncertain in terms of its magnitude, outcome, and duration. Consumer behaviors could still change materially, including the potential downward migration of services, acceleration of cord-cutting, and reduced ability of customers to pay their bills, all due to the challenging economic situation. Shaw Business primarily serves the small and medium sized market, which is also particularly vulnerable to the economic impacts of commodity price challenges and COVID-19, including mandated closures or further social distancing restrictions.

Throughout these challenging circumstances, the Company has continued to serve its customers, quickly adapting to the dynamic and evolving environment. In fiscal 2020, we completed our TBT initiative by improving the customer experience across both our Wireline and Wireless divisions while, at the same time, removing significant operating and capital costs from the business. Through our focus on execution, we are growing our Wireless customers, identifying sustainable cost savings in our core Wireline business, and making the appropriate investments to capitalize on future growth. Our launch of Shaw Mobile, a new wireless service in western Canada that leverages our LTE and Fibre+ networks, along with Canada's largest WiFi service, further complements our Freedom Mobile brand and deepens our existing relationships with our Wireline customers. We continue our transformation into an agile, lean and digital-first organization that is focused on providing a seamless connectivity experience that meets the needs of its customers now and into the future. As deployment of our 700 MHz spectrum is virtually complete in western Canada and approximately 70% complete nationwide, our focus turns to deploying our 600 MHz spectrum across our Wireless operating footprint, and continuing to improve our LTE experience, providing affordable options for our customers, and laying the foundation for 5G services.

WIRELESS

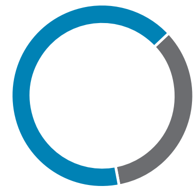
2020 Wireless Revenue

$1,166 MILLION

70% Service

30% Equipment and other

2019 Wireless Revenue



$1,047 MILLION

66% Service

34% Equipment and other

(millions of Canadian dollars)	2020 $	2020 Increase	2019 $	2019 Increase
Service	**815**	**17.4%**	694	23.0%
Equipment and other	**351**	**(0.6%)**	353	4.7%
Wireless revenue	**1,166**	**11.4%**	1,047	16.2%
Adjusted EBITDA (1)(2)	**337**	**69.3%**	199	40.1%

(1) Fiscal 2020 figures reflect the impact of the adoption and application of IFRS 16 while Fiscal 2019 figures do not and are not comparable. Refer to "New Accounting Standards" for additional details on the changes for fiscal 2020 as well as discussions under "Results of Operations" and "Segmented Operations Review."

(2) Adjusted EBITDA is a non-GAAP measure and should not be considered a substitute or alternative for GAAP measures. This is not a defined term under IFRS and does not have a standard meaning, and therefore may not be a reliable way to compare us to other companies. See "Key Performance Drivers" for information about this measure, including how we calculate it.

Our Wireless division was formed following the acquisition of Freedom Mobile in March 2016. This acquisition transformed Shaw into a leading Canadian connectivity company, adding the critical wireless component to our converged network. Our Wireless division currently operates in Ontario, Alberta, and British Columbia, positioned as the leading alternative for mobile services to the three national wireless incumbent carriers.

Launch of Shaw Mobile

On July 30, 2020, the Company launched Shaw Mobile, a new wireless service in western Canada that leverages Shaw's LTE and Fibre+ networks, along with Canada's largest WiFi service, to provide Shaw Internet customers with an innovative wireless experience. Shaw Mobile provides Shaw Internet customers with bundling opportunities to take advantage of unprecedented savings, combined with the ability to customize their mobile data requirements through two rate plans – By The Gig and Unlimited Data.

Shaw Mobile is a powerful example of how facilities-based service providers can compete and innovate to deliver true wireless affordability for Canadians. With its Fibre+ network and Canada's largest WiFi network, Shaw Mobile capitalizes on the long-term trend that shows the vast majority of Canadians' smart device data usage occurs on WiFi networks, a fact amplified by recent work-from-home trends.

Freedom Mobile Big Gig Unlimited, Absolute Zero, and Prepaid Plans

In fiscal 2019, Freedom Mobile launched the Big Gig Unlimited and Absolute Zero campaigns in response to the competitive and dynamic wireless environment. Paired with the most popular devices, and ongoing improvements in the strength and capacity of our network, our Big Gig Unlimited and Absolute Zero plans continue to disrupt the wireless market by providing Canadians with a better, more affordable option when choosing a wireless service provider.

Freedom Mobile customers can either bring their own device to the network or participate in one of Freedom Mobile's discretionary wireless handset discount plans – MyTab or Absolute Zero. MyTab allows Freedom Mobile customers to pay a discounted price for a handset upfront and a predetermined monthly Tab charge in addition to the rate plan cost. Absolute Zero allows Freedom Mobile customers to receive an eligible handset for $0 upfront, $0 extra per month, and $0 owing after 24 months.

In the third quarter of fiscal 2020, Freedom Mobile introduced new prepaid-by-the-year plans to address a need in the current economic environment.

Wireless Distribution Network

In fiscal 2019, Freedom Mobile remodeled its most prominent corporate branded stores and finalized agreements with multiple new national retail partners.

In fiscal 2020, Freedom Mobile continued to modernize more than 20 Freedom-branded stores across the country with the key focus on maximizing customer experience and the safety of both our customers and employees. Freedom Mobile's full suite of products continue to be available in over 700 locations across Ontario, Alberta, and British Columbia through our corporate, dealer, and retail partners. In addition, we have added over 300 "countertop" and "grab & go" locations in independent retail outlets and store-within-a-store environments, catering specifically to the growing prepaid market.

During fiscal 2020, the Shaw Mobile-branded retail presence expanded by adding 12 locations to our corporate network for a total of 21 as August 31, 2020, with another 6 stores set to open in the first quarter of fiscal 2021. Combined with our national retail partners, Walmart and Loblaws, Shaw Mobile is now available at over 140 retail locations in Alberta and British Columbia.

Wireless Network Upgrades

Supporting our Wireless revenue growth are the significant investments in our wireless network and customer service capabilities. We are executing on our operating plan to improve our network and deploy spectrum in the most efficient way to enhance our LTE service and prepare for the delivery of 5G services. Wireless network investments to improve the customer experience continue to be a priority in the areas in which we operate and serve Wireless customers.

Through years of thoughtful and strategic capital investing, we continue to expand and improve our facilities-based wireless network to meet the evolving needs of our customers and continue to fuel Freedom Mobile's momentum. See "Shaw's Wireless Network" for further details on Shaw's wireless network upgrades.

5G Preparation

Shaw has been actively trialing 5G technology starting with pre-commercial trials in the 3.5 GHz and 28 GHz spectrum bands in 2018. In fiscal 2020, we continued conducting 5G trials in two key areas: (i) 600 MHz spectrum band and (ii) backhaul over DOCSIS and ethernet passive optical networks (EPON).

Unlike our previous 5G trials, the 600 MHz spectrum band trial was conducted using commercially available 5G network equipment and end-user devices. This trial, carried out in collaboration with NOKIA, successfully demonstrated 5G operation from the core network to the end-user device and paves the way for future 5G commercial deployments, which are expected to provide lower latency, improved device connectivity, and higher speeds compared to LTE.

In preparation for 5G, Shaw teams have also been strategically planning for future requirements throughout the wireless network, all the way from our core network to the radio sites. In fiscal 2019, the Company migrated its core network to the CloudBased Infrastructure Software platform, the latest generation of cloud core architecture from NOKIA and a key building block of 5G. In addition, 600 MHz radio and antenna designs were implemented by our radio access network teams at new and existing sites in preparation for 5G service. These planning initiatives led to our first 5G call in April 2020 and successful tests with commercially available handsets in June 2020.

In fiscal 2020, in collaboration with NOKIA, Shaw conducted field testing on 5G backhaul over DOCSIS and EPON. The test results successfully demonstrated that 5G backhaul traffic can be reliably transported over existing DOCSIS and EPON technologies, which offers the prospect of significantly reducing the time and cost to deploy our 5G networks.

As part of its converged network strategy, the Company continues to leverage the coaxial cable (which transports both power and multi-gigabit data speeds) in its Fibre+ network for the rapid and flexible deployment of small cells, which will support densification efforts in preparation for 5G.

Subscriber and ABPU Growth

As a result of the impact of the COVID-19 pandemic, in the second half of fiscal 2020, the Wireless division experienced a reduction in overall subscriber activity, a decrease in equipment sales, improved postpaid churn, a decrease in roaming and overage revenue, and an increase of approximately 25% in voice traffic on our network.

In fiscal 2020, our Wireless division delivered solid, high quality subscriber growth while continuing to improve operating margins and lower churn. Over 19 million Canadians, or approximately 50% of the Canadian population, reside within our current wireless network service area. Our Wireless division's customer base continues to grow, with over 1.8 million customers, including over 160,000 net new customers added in fiscal 2020. The growth of our subscriber base was complemented, on an annual basis, by an ABPU improvement of 5.9% (to $44.13) over fiscal 2019 due to the increased subscriber base and growing penetration of Big Gig and Absolute Zero plans.

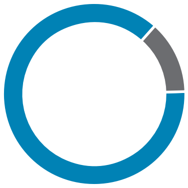
Since the acquisition of Freedom Mobile, we have made significant investments and improvements to scale the business. We have firmly established Freedom Mobile as the industry innovator and recognized champion of wireless affordability for Canadians. Through years of thoughtful and strategic capital investing, we are expanding and improving our facilities-based wireless network to meet the evolving needs of our customers. The introduction of Shaw Mobile, a new wireless service that leverages our LTE and Fibre+ networks, along with Canada's largest WiFi service, is the latest example of the innovation and affordability that our Wireless business brings to market. Through the flexible design of Shaw Mobile, we expect to further deepen our relationship with existing Wireline customers as we continue to scale our Wireless business.

Seasonality in Wireless Subscriber Activity

Wireless subscriber activity is influenced by the launch of popular new mobile devices, seasonal promotional periods, and the level of competitive intensity. Our first and fourth quarters typically experience higher volumes of wireless competitive activity as a result of back to school and holiday season-related consumer behaviour. Aggressive promotional offers are often advertised during these periods which can impact our Wireless subscriber metrics. Shaw's Wireless business does not depend on any single customer or concentration of customers.

WIRELINE

2020 Wireline Revenue

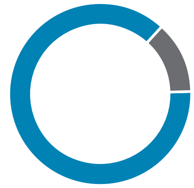


$4.3 BILLION

87% Consumer

13% Business

2019 Wireline Revenue



$4.3 BILLION

87% Consumer

13% Business

	2020		2019	
(millions of Canadian dollars)	**$**	**Increase / (Decrease)**	**$**	**Increase / (Decrease)**
Consumer	**3,683**	**(1.6%)**	3,743	(0.5%)
Business	**567**	**1.8%**	557	5.3%
Wireline revenue	**4,250**	**(1.2%)**	4,300	0.2%
Adjusted EBITDA [(1)(2)]	**2,054**	**5.1%**	1,955	2.1%

(1) Fiscal 2020 figures reflect the impact of the adoption and application of IFRS 16 while Fiscal 2019 figures do not and are not comparable. Refer to "New Accounting Standards" for additional details on the changes for fiscal 2020 as well as discussions under "Results of Operations" and "Segmented Operations Review."

(2) Adjusted EBITDA is a non-GAAP measure and should not be considered a substitute or alternative for GAAP measures. This is not a defined term under IFRS and does not have a standard meaning, and therefore may not be a reliable way to compare us to other companies. See "Key Performance Drivers" for information about this measure, including how we calculate it.

In our Wireline business, we have cemented our status as a technology leader with our Fibre+ network and BlueCurve and Smart suite products. Through our digital transformation, we have made it easier to interact with our customers and are leveraging insights from customer data to better understand their preferences so we can provide them with the services they want. We are shifting customer interactions to digital platforms and driving more self-help, self-install and self-service. In the fourth quarter of fiscal 2020, up to 79% of our customers were electing to self-install their services. We continue to streamline and simplify manual processes that improve the customer experience and day-to-day operations for our employees.

Despite the unprecedented impact that the COVID-19 pandemic had on the lives of our customers this past year, and the corresponding impacts to the way we serve our customers, our focus remains on the execution and delivery of stable and profitable Wireline results. This includes growth in higher quality Internet subscribers and improving overall customer account profitability by attracting and retaining higher value households with our best value proposition on 2-year ValuePlans for those who want faster Internet with a better customer experience in addition to Video and Wireless services. Through our introduction of Shaw Mobile, we expect to further deepen our relationship with existing Wireline customers with our bundled offering to Internet customers as we continue to scale our Wireless business.

Consumer Services

Shaw is one of the largest providers of residential communications services in Canada. Our Consumer division provides residential customers with leading connectivity experiences on two platforms:

- **Wireline Services** – we provide broadband Internet, Shaw Go WiFi, Video, and Phone services to customers that are connected to our local and regional Fibre+ network in British Columbia, Alberta, Saskatchewan, Manitoba, and northern Ontario
- **Satellite Services** – we provide satellite Video services through Shaw Direct to customers across Canada

Wireline Internet, Video, and Phone Services

As our customers' needs evolve, we continue to focus on innovative value-added service offerings. Our customer-centric strategy is designed to deliver quality service experiences, value, and choice for our customers.

Internet

As a leading Canadian connectivity company, we believe that the Internet plays a fundamental role in connecting our customers to the world and everything in it. We recognize the importance of providing reliable, affordable, and worry-free connectivity to meet the ever-increasing appetite of our customers for discovery, social connectivity, and streaming. With our continued commitment to making strategic investments in our powerful Shaw Fibre+ network, not only did we meet the unprecedented demands for Internet access from our customers in fiscal 2020, but we also introduced new services that align with our strategic focus on profitable growth and stability.

In fiscal 2020, we continued to deploy our BlueCurve Gateway modem, powered by Comcast, which enables faster Internet speeds, supports more devices, and provides a stronger in-home WiFi connection. For our customers with harder to reach areas in their homes, BlueCurve Pods create a mesh WiFi network to improve the overall customer experience. BlueCurve Pods can easily be self-installed through the BlueCurve Home app, plugged directly into indoor electrical outlets, and can be moved around to suit each customer's distinct coverage needs. Building on our network advantage and the success of our Internet offerings, in May 2020 we introduced a new portfolio of Internet plans with two new higher speeds: the 750 Mbps tier and our Shaw Fibre+ Gig tier, which offers up to gigabit download speeds to 99% of our residential customers located in our western Canadian Wireline operating footprint. Recently, we more than tripled upload speeds for our three highest speed tiers.

Leveraging our strategic partnership with Comcast, we continued to roll out an advanced series of technologies catered to serve an increasingly connected Canadian population. This includes feature enhancements to the BlueCurve Home app which provides our customers a simple way to control their Internet and WiFi experience, including on-boarding as a new customer, adding new devices to the network, managing device and user access, and monitoring usage. Enhancements to the BlueCurve Home app include a WiFi downtime scheduler, a new self-help section with links to chat for additional support, and integration with our BlueCurve TV experience by enabling WiFi password retrieval through the voice remote and display on-screen.

In May 2020, Shaw also introduced an enhanced Internet network security service that protects our customers' devices against cyber threats. This service brings together our new Advanced Network security feature (accessed through the BlueCurve Home app) designed to protect all devices in the home at the network layer, including game consoles, cameras, and any "smart" product, with McAfee Multi-Access Network Security, which provides an additional layer of end-point cyber protection for up to 10 of our customers' devices while at home and on the go.

In addition to our reliable Internet service enhanced by our BlueCurve experience, a key differentiator for our customers continues to be the access they receive to our carrier-grade Shaw Go WiFi network. With over 3.7 million devices authenticated on our network and over 117,000 public access points covering locations from British Columbia to Ontario, we continue to see growth in usage of our Shaw Go WiFi network for Shaw Internet and Freedom Mobile customers, and now Shaw Mobile customers. As an added value proposition, Wireless customers have access to over 350,000 additional "hotspots" by way of our home hotspot deployment.

In late July 2020, Shaw Mobile was launched in western Canada, bringing together Shaw's LTE and Fibre+ networks, along with Canada's largest WiFi service, to provide Shaw Internet customers with unprecedented savings on wireless plans when they bundle with Internet service. With the best of WiFi connectivity at home and the wide availability of Shaw Fibre+ powered WiFi hotspots, Shaw Mobile customers can reduce their monthly wireless data costs even further by connecting more often to WiFi.

In fiscal 2020, we continued the focus on our 2-year ValuePlans, which provide customers with price certainty over the term and have resulted in lower churn rates on those plans. This approach, combined with the strength of our Fibre+ network, our focus on improving execution, and providing additional bundle value when adding Shaw Mobile, is resulting in higher value household accounts with improved overall customer account profitability.

Video

Our Wireline Video services continue to offer a wide selection of standard definition (SD) and high definition (HD) television channels with access to one of western Canada's largest selection of on-demand titles, including access to both free and paid movies, television shows, and music content.

Our Video customers can choose pre-selected packages with the most popular channels or start with a basic primary package and then add additional channels from a variety of sports, family, and other theme specialty packages, as well as individual channels offered on a channel-by-channel basis.

Leveraging our strategic partnership with Comcast, we continued to deploy our flagship all-IP Video services, which is available across 80% of our western Canadian Wireline operating footprint. In November 2019, we added Amazon Prime to the list of apps integrated into the BlueCurve platform, joining Netflix, YouTube, and Crave. With the launch of BlueCurve Total TV in the same month – a new package that has pre-selected all of our most popular channels and content – customers will have the best of TV and over-the-top (OTT) streaming content in one place and accessible with a single voice command. We also simplified the ability to add channels to a customer's subscription through a "click to add" option directly on the screen.

Our customers also have access to the BlueCurve TV app, which is free for all Shaw Video (Cable and Shaw Direct) customers and makes their TV subscription available over the Internet and on mobile devices. This includes access to live TV, video-on-demand, up to 200 hours of a customer's personal video recordings (PVR) from the cloud, and the ability to download any recordings to take on the go.

Phone

Our Phone service offers a full-featured residential digital telephone service through our wireline network as a complement to our broadband Internet and Video services.

Broadcast Services

Shaw Broadcast Services utilizes our satellite network to manage one of North America's largest full-service commercial signal distribution networks. Shaw Broadcast Services currently provides distribution of English, French, third-language, Canadian, US, and International television and radio programming services to hundreds of multichannel operators.

As we continue to improve overall efficiency and provide a seamless connectivity experience to our customers, the Company announced that commencing in fiscal 2020, the Wholesale Wireline Network Services and Broadcast Services will be reported as part of the Consumer division (previously reported under the Shaw Business division).

Satellite Services

Shaw Direct connects families across Canada with Video and audio programming by satellite. Shaw Direct customers have access to over 370 digital video channels (including over 350 HD channels) and thousands of on-demand, pay-per-view (PPV) and subscription movie and television titles. In May 2020 we completed network upgrades which allow us to provide all available English and French services in HD – the first Canadian satellite provider to do so.

Our satellite customers receive choice with each of our current primary TV packages, which include a base set of channels and tiered customization options depending on the size of the TV package. Shaw Direct customers can further customize their TV packages by adding additional theme packs, premium packages, and individual channels.

Shaw Direct is one of two licensed satellite Video services currently available across Canada. While Shaw Direct has many customers in urban centres, market penetration for satellite Video is generally stronger in rural areas. The service is marketed through Shaw Direct and a nation-wide distribution network of third party retailers.

We are committed to securing and delivering leading technology for our customers. Currently, we have access to three satellites that enable us to enhance our offerings with nearly all HD programming and improved service quality. One of our satellites, Anik F1R, is currently being decommissioned as it approaches the end of its life. Decommissioning activities will continue through August 2021 and the Company expects to replace Anik F1R satellite capacity through further service consolidation on Anik G1 as well as the introduction of new leased satellite capacity on Anik F3 in fiscal 2021.

A listing of our satellite capacity is provided below as at August 31, 2020.

Shaw Satellite Transponders

Transponders	Interest	Nature of Satellite
Anik G1	16 xKu-band	Leased
Anik F2 [(1)]	22 Ku-band	Leased[(2)]
Anik F1R [(3)]	6 Ku-band[(2)] 1 C-band	Leased Leased

(1) On September 15, 2017, the Company sold a group of assets comprising the operations of Shaw Tracking, a fleet tracking operation, to Omnitracs Canada. As part of the transaction, the leases to access the Anik F2 2 Ku-band (partial) and the Intelsat Galaxy 16 1 Ku-band (partial) were assigned to Omnitracs Canada.

(2) Effective October 1, 2019, the Company transferred its interest in 16 Anik F2 transponders, which it previously owned, back to Telesat Canada ("Telesat"), adjusted its satellite traffic on the Anik F1R and Anik F2 satellites, and renewed its capacity service agreements on 6 Anik F1R Ku-band transponders and 16 Anik F2 Ku-band transponders until the effective end-of-life date of such satellites.

(3) Anik F1R is undergoing decommissioning activities through August 2021 and the Company expects to replace Anik F1R's satellite capacity through further service consolidation and the introduction of new leased satellite capacity on Anik F3 in fiscal 2021.

Seasonality in Consumer Subscriber Activity

While financial results for the Consumer division are generally not subject to significant seasonal fluctuations, subscriber activity may fluctuate from one quarter to another. Subscriber activity may also be affected by competition and Shaw's promotional activity. Further, satellite subscriber activity is modestly higher around the summertime when more subscribers have second homes in use. Our Consumer Video business does not depend on any single customer or concentration of customers.

As a result of the impact of the COVID-19 pandemic, in the second half of fiscal 2020, the Consumer division experienced a reduction in overall subscriber activity and increase of approximately 50% in wireline network usage as well as extended peak hours.

PUBLIC 11634

BUSINESS

Business Services

Shaw Business provides connectivity solutions to business customers of all sizes, from home offices to medium and large-scale enterprises, by leveraging our business grade Fibre+ and fibre-to-the-premise (FTTP) networks.

The range of services offered by Shaw Business includes:

Fibre Internet

Our scalable, symmetrical fibre Internet solutions offer download speeds that range from up to 10 Mbps to more than 10 Gbps.

Business Internet

Shaw Business customers can choose from four packages with download speeds ranging from up to 75 Mbps to 1 Gbps. Each package comes with unlimited data usage as well as one dynamic and one static IP address.

In fiscal 2020, Shaw Business launched LTE Backup on January 20, 2020 – a simple, $25 per month, add-on service for Business Internet and SmartWiFi customers that auto-connects, via LTE networks, to the critical systems and applications that our customers want to keep online during an outage (and when the outage is over, everything switches back to the customer's primary Internet connection).

In the first quarter of fiscal 2021, we began increasing upload speeds for certain Business Internet packages. We also upgraded our 600 Mbps plan to 750 Mbps and introduced a new speed tier – up to 300 Mbps download by up to 125 Mbps upload.

Data Connectivity

Shaw Business provides secure private connectivity for business customers operating at multiple locations or connecting branch locations to a head office. Our enhanced data service, Ethernet over DOCSIS (EoD), offers symmetrical data speeds of up to 100 Mbps.

Voice Solutions

Shaw Business offers a range of voice solutions from traditional analog to digital Business Phone and robust, fully-managed voice systems with unified communications functionality.

In addition to competitive long-distance rates across the globe and month-to-month uncontracted rates, Shaw Business Phone customers have 2, 3, and 5-year contract options to provide cost consistency for their business.

Video

Shaw Business provides Video and audio services for public viewing. Similar to our Consumer Video service, Business cable and satellite customers can choose from a selection of primary channel packages and may add from a variety of sports, family, and other theme specialty packages, and a number of individual channels that we offer on a channel-by-channel basis.

In August 2019, Shaw Business launched a Video Casting solution for hospitality customers, providing their guests the ability to securely and seamlessly cast video content from their personal devices to a guest room television. This property management solution streamlines the guest authentication experience and enables hoteliers to monetize their WiFi solution.

In February 2020, Shaw Business launched new Video packaging that provides enhanced choice and flexibility for its hospitality customers, giving guests an improved Video experience during their stay.

Broadcast Video

Shaw Business delivers high-quality Video to service providers across North America in real time.

Collaboration Tools

To build out a more robust collaboration offering, on June 25, 2020 Shaw Business launched Microsoft 365 – our first software as a service product – to small and medium sized businesses. The solution includes Microsoft 365 Business Basic and Business Standard products intended to help Shaw business customers boost productivity and collaborate seamlessly.

Smart Suite Services

Shaw Business has positioned itself as a trusted business advisor by taking care of all aspects of its customers' increasingly complex always-on connectivity requirements so they can focus on growing their businesses. As part of this strategy, Shaw collaborates with global scale technology leaders to offer its "Smart" suite of easy-to-use and flexible managed business communications solutions. The Smart suite of services provides cost-effective enterprise grade managed IT and communications solutions that are increasingly valued by businesses of all sizes as the digital economy grows in scope and complexity.

The Smart suite of services includes:

SmartVoice

SmartVoice is a unified communications solution that integrates instant messaging, presence, email, video conferencing, and a mobile application that is built on Broadsoft's BroadWorks platform. From comprehensive traditional phone features such as auto-attendant, hunt groups, and call recording to collaboration tools such as instant messenger and screen sharing, SmartVoice gives businesses the flexibility to work in a modern way.

SmartVoice offers three different levels of packaging based on business needs and is available on 2, 3, or 5-year contract terms.

SmartWiFi

SmartWiFi is a fully-managed Internet solution deployed over Cisco Meraki's platform that enables seamless and secure wireless connectivity for employees, customers, and guests in the office. SmartWiFi also enables access to a cloud portal where customers can easily manage their service, configure their set service identifiers (SSIDs) to gain insight from network analytics, and create a custom dashboard.

Available at download speeds of up to 75 Mbps, 300 Mbps, 750 Mbps, and 1 Gbps, and including wireless access points, SmartWiFi provides our Shaw Business customers with exceptional WiFi coverage on 1, 2, 3, or 5-year contract terms.

In the first quarter of fiscal 2021, we began increasing upload speeds for certain SmartWiFi packages. We also upgraded our 600 Mbps plan to up to 750 Mbps, and introduced a new speed tier – up to 300 Mbps download by up to 125 Mbps upload.

Smart Remote Office

Launched on August 11, 2020 as a timely response to the COVID-19 pandemic that forced many Canadians to work from home, this new product allows business customers' employees to securely connect to the head office from anywhere. Smart Remote Office is a plug-and-play, no-touch provisioning solution that provides security and virtual private network (VPN) tunneling for employees working remotely.

SmartSecurity

SmartSecurity is a fully-managed network security platform deployed over Cisco Meraki's platform that protects a wired and WiFi network at the edge with access control, virus protection, the ability to control which applications run on the network, content filtering, and the connection of branch locations. A SmartSecurity premium package also includes the ability to set-up a secure VPN.

Shaw Business also offers LTE Backup, an add-on service for SmartSecurity which provides redundancy through a secondary Internet connection that ensures seamless and automatic failover in case of an outage.

SmartSecurity is available when bundled with SmartWiFi or Business Internet on 3 or 5-year contract terms.

SmartSurveillance

SmartSurveillance is a fully-managed, enterprise-grade security camera solution deployed over Cisco Meraki's platform. Managed through a cloud-portal, SmartSurveillance enables business owners to view footage and manage their cameras from anywhere using an intuitive on-line dashboard.

Sophisticated features, such as motion-based search and heat mapping, allow owners to quickly find footage of interest and identify activity patterns. SmartSurveillance can be bundled with SmartWiFi or Business Internet 75 and above on a 3 or 5-year contract term.

SmartTarget

On September 21, 2020, Shaw Business launched SmartTarget, an all-in-one marketing and advanced insights solution that leverages the power of SmartWiFi and a new technology to give business owners a better understanding of their customers' wants and needs to help increase traffic at their physical locations, boost revenue, and build relationships with their customers.

With SmartTarget available as an add-on service to Shaw's SmartWiFi, business owners can get customer demographic insights when visitors join the business owner's guest WiFi network. Once their visitors/customers have opted-in, business owners can use the SmartTarget solution to create targeted emails, surveys, and coupons to help increase customer loyalty, build relationships, and boost store revenues.

Software Defined Wide Area Network (SD-WAN)

SD-WAN provides businesses with a better way to connect multiple offices in a scalable and cost-effective manner on a cloud-managed platform. With integrated security, multiple Internet links, seamless LTE failover, and intelligent path control, SD-WAN enables companies to deploy a resilient, cost-effective, and high-bandwidth connectivity solution.

Powered in partnership with Cisco Meraki, SD-WAN sites are connected by Internet links secured by our SmartSecurity service which provides network protection and cloud-based security policy updates to protect businesses from the latest vulnerabilities and network threats.

Session Initiation Protocol (SIP) Trunking

Our next-generation SIP Trunking solution, on the Broadsoft platform, delivers a centralized voice solution managed in an easy-to-use cloud portal. SIP allows customers to pay only for what they need with the ability to scale the system quickly as their businesses grow.

The integration with Broadsoft's platform provides businesses with access to unified communications features such as video conferencing, call queuing, and auto-attendant as well as the ability to join offices with SmartVoice and SIP into the same environment to reduce costs and increase efficiency.

Wholesale Wireline Network Services

Using our national and regional access wireline networks, we provide services to Internet service providers (ISPs), other communications companies, broadcasters, governments, and other businesses and organizations that require end-to-end Internet and data connectivity in Canada and the United States. We also engage in public and private peering arrangements with high speed connections to major North American, European, and Asian networks and other tier-one backbone carriers. All service solutions are sold on 1, 3, or 5-year contract terms and pricing is negotiated based on the specific solution provided to the customer.

Business Subscriber Activity

Beginning in the second half of fiscal 2020, the COVID-19 pandemic, as well as the commodity price challenges in western Canada, impacted the Business division by causing the suspension or cancellation of a number of Business customer accounts and slowing revenue growth.

Prior to the pandemic, the Business division was on track to deliver another solid year of revenue growth. Despite the difficult market circumstances and the fact that 70% of Business revenue comes from the highly impacted small to medium sized business sector, Shaw Business still managed to achieve year-over-year revenue growth of approximately 2%.

In order to continue to meet the evolving needs of our customers, we are executing our plan to ensure that our Fibre+ wireline network keeps pace with our customers' expectations for bandwidth, speed, and reliability. See "Shaw's Wireline Network" for a description of our wireline network and the advances that we are undertaking.

Our World-Class Converged Network

The severity and duration of impacts related to the COVID-19 pandemic remain uncertain and management continues to focus on the safety of our people (most of whom continue to work from home), connectivity of our customer base, compliance with guidelines and requirements issued by various health authorities and government organizations, and continuity of other critical business operations. Throughout this challenging and unprecedented time, we are proud of the strength of our facilities-based networks, which are not just the core of our digital infrastructure – they are the backbone of our social and economic wellbeing. We have invested billions on building and improving our network and services and the benefits of these investments have never been more critical for Canadians during this crisis.

Shaw's Wireline Network

At Shaw, we are proud of our advanced Fibre+ network, which combines the power of fibre, coax, and WiFi and consists of our:

- North American fibre backbone;
- regional fibre optic and co-axial distribution networks; and
- local Shaw Go WiFi connectivity.

This fiscal year, Shaw's Fibre+ network demonstrated its strength with the launch of our Fibre+ Gig speed tier to over 99% of our western Canadian Wireline operating footprint, while expanding the availability of our 1 Gbps download/125 Mbps upload speed tier (currently the fastest broadly available upload speed tier of any North American cable operator) to all businesses in our major markets. Both of these upgrades were enabled by the deployment of DOCSIS 3.1 and Shaw's industry leading Mid-Split program, which significantly expands usable spectrum on the coaxial "last-mile" of Shaw's Fibre+ network.

The challenges and disruptions associated with the COVID-19 pandemic caused an increase of approximately 50% in wireline network usage as well as extended peak hours. Despite the unprecedented increase in network demands, Shaw was able to maintain our virtually congestion free Internet experience, regardless of the time of day. The investments in our network infrastructure, and our Mid-Split upgrade in particular, allowed Shaw to quickly and seamlessly activate additional capacity. The design and highly resilient nature of Shaw's metro and backbone networks also ensured our services remained stable during this time. Ultimately, the COVID-19 pandemic has highlighted the importance and critical nature of advanced facilities-based broadband networks and demonstrated the strength of Shaw's network infrastructure and our technology roadmap. The strength and performance of our Fibre+ network was further recognized when Ookla named Shaw the fastest and most consistent Internet provider in western Canada. Across British Columbia, Alberta, Manitoba, and Saskatchewan, Shaw's Fibre+ network was reported as the fastest.

Wireline Backbone

The backbone of Shaw's wireline network includes terabits of capacity over multiple fibres on two diverse cross-North America routes. The southern route principally consists of approximately 7,000 route kilometres of fibre located on routes between Seattle and New York City (via Vancouver, Calgary, Regina, Winnipeg, Toronto, Chicago, and Buffalo). The northern route consists of approximately 5,000 route kilometres of fibre between Prince George and Montreal (via Edmonton, Saskatoon, Winnipeg, Thunder Bay, Toronto, and Ottawa). Current fibre construction to extend our northern route from Prince George to North Vancouver is underway in collaboration with the federal government's Connect to Innovate and Connecting British Columbia programs. A third secured capacity backbone route for advanced redundancy is located from Vancouver to Edmonton to Calgary and Calgary to Toronto through Dallas and New York. These routes, along with a number of other secured capacity routes, provide redundancy for the network. Shaw also uses a marine route consisting of approximately 330 route kilometres from Seattle to Vancouver (via Victoria), and has secured additional capacity on routes between a number of cities, including (i) Vancouver and Calgary, (ii) Seattle and San Jose, (iii) Seattle and Calgary, (iv) Seattle and Vancouver, (v) Toronto and New York City, (vi) Toronto and Montreal, (vii) Edmonton and Fort McMurray, and (viii) Denver and Calgary.

During fiscal 2020, Shaw rapidly increased the capacity on numerous backbone links to stay ahead of COVID-19 related growth in traffic.

Regional Distribution Network

We connect our backbone network to residential and business customers through our extensive regional fibre optic and Fibre+ distribution networks.

Over the past decade, Shaw has driven fibre optic cable into every neighborhood we serve. Today, our customers' Internet traffic runs over a route comprising over 99.9% fibre optic cable. In the last few hundred metres between our fibre nodes in customers' neighborhoods and the home or business we serve, we leverage our highly robust and future proof coaxial cable to deliver our fastest speeds to over 99% of our residential customers located in our western Canadian Wireline operating footprint. This fiscal year, we officially rebranded our broadband tiers to "Fibre+" to reflect the true nature of our network and to better articulate the strength of our access network technology and strategy.

In fiscal 2020, we continued to leverage our DOCSIS 3.1 technology and advanced BlueCurve Gateway modem to launch our Fibre+ Gig speed tier to over 99% of homes across our western Canadian Wireline operating footprint. To expand the capacity of our Fibre+ network we are continually increasing the spectrum usable on our cable plant, which enables increased upstream and downstream capacities. In fiscal 2020, we completed our industry leading Mid-Split program in our major markets. This upgrade has allowed us to significantly increase the upstream and downstream capacity available on our Fibre+ distribution network. Shaw was also able to quickly leverage this capacity during the COVID-19 pandemic to not only prevent network congestion, but to also launch our new Fibre+ Gig speed tier to virtually every home we serve. We expect that efficient spectrum expansion upgrades, such as our Mid-Split program and other future technologies, will continue to allow cable technology to achieve fibre equivalent performance.

Shaw continues to optimize the capacity and efficiency of our wireline network and has virtually eliminated network congestion by deploying fibre optic cable deeper into our access networks and closer to where our customers reside. We continue to increase the number of optical serving areas or "nodes" in the wireline network. This is a continuous process that we apply year-over-year to increase fibre optic usage in our wireline network. Driving fibre deeper into our network also supports wireless and business service deployments, as well as future services such as 5G, FTTP, or the newly released DOCSIS 4.0 specification, which are all potential building blocks for multi-gigabit symmetrical services over our existing infrastructure.

Additionally, Shaw continues to leverage our converged network to enable the rapid and flexible deployment of small cells in support of our wireless network and preparations for 5G, due to the ability of our Fibre+ network to transport both power and multi-gigabit data speeds on one cable.

Shaw Go WiFi

Shaw has created Canada's most extensive WiFi network, Shaw Go WiFi. Shaw Go WiFi broadens a Shaw Internet customer's broadband experience beyond the home as a valuable extension of our customer wireline network experience. Over 3.7 million devices have authenticated to our carrier-grade Shaw Go WiFi network and there are over 117,000 public access points used by our customers in coffee shops, restaurants, gyms, malls, public transit, and other public spaces covering locations from British Columbia to Ontario. In addition to these public access points, Wireless customers can seamlessly access more than 350,000 home hotspots across western Canada, making it easier to stream and download at a friend's or relative's home.

We have made several investments to further enhance the Shaw Go WiFi services. In fiscal 2020, we began offering download speeds of up to 100 Mbps, tuned the network to provide customers better performance at the edge of the coverage range, and simplified the login process.

Shaw's Wireless Network

Supporting our Wireless revenue growth are the significant investments in our wireless network and customer service capabilities. We are executing on our operating plan to improve our network and deploy spectrum in an efficient manner. Wireless network investments to improve the customer experience continue to be a priority in the areas in which we operate and serve customers.

Shaw partnered with NOKIA to roll-out our next generation LTE wireless network in our existing markets in Ontario, Alberta, and British Columbia. In fiscal 2020, we continued to deploy our Extended Range LTE network, which leverages our 700 MHz wireless spectrum, to provide customers with improved in-building coverage as well as extending coverage. At the end of fiscal 2020, the deployment of our 700 MHz spectrum was virtually complete in western Canada and approximately 70% complete nationwide, with the remaining deployment expected to continue throughout fiscal 2021. In fiscal 2020, Shaw started to deploy its 600 MHz spectrum, which is expected to continue throughout fiscal 2021.

In fiscal 2020, the Company continued to deploy small cell technologies (low powered wireless antennas and receivers with a range of 100m – 200m) designed to enhance coverage and performance in dense urban locations. As high-power towers keep the network signal strong across large distances, small cells suit more densely developed areas like city centres and popular venues by providing LTE/VoLTE quality speed, capacity, and coverage improvements in these high traffic areas. The deployment of small cell technology was further enhanced by the activation of additional macrosites and the recent upgrades to our Fibre+ network that provide the ability to power and backhaul network traffic. With the completion of the Mid-Split program in major markets in fiscal 2020, the additional capacity created can be leveraged to improve our wireless network, highlighting the synergies of Shaw's converged network strategy in building out its wireline and wireless networks.

Through years of thoughtful and strategic capital investing, we continue to expand and improve our facilities-based wireless network to meet the evolving needs of our customers and continue to fuel our wireless momentum. In fiscal 2020, our operational support systems were enhanced to streamline activation capabilities and provide proactive monitoring and assurance capabilities to assist our operational teams with awareness of potential service issues.

Shaw Mobile

On July 30, 2020, Shaw launched Shaw Mobile, a new wireless service in western Canada that leverages our LTE and Fibre+ networks, along with Canada's largest WiFi network, to provide Shaw Internet customers with an innovative wireless experience that can help reduce their monthly wireless data bill. To support the Shaw Mobile launch, all supporting network features were activated, new models of wireless handsets were certified, and new support services were activated. Our back-office systems were modernized to provide our frontline teams with a modern and intuitive interface to help streamline our internal processes. These upgraded systems also enable the Company to rely on cloud first technologies rather than traditional proprietary systems, which provide for enhanced and improved scaling, resiliency, and agility as we continue to grow Shaw Mobile's business.

Private LTE

Shaw is a leader in developing and delivering Private LTE technology solutions for Canada's mining and energy industries. Private LTE is a complete, standalone cellular network that is used exclusively by the end customer for their business operations. In fiscal 2020, Shaw, in collaboration with Teck Resources Limited ("Teck") and NOKIA, deployed Canada's first Private LTE network using commercial mobile spectrum at Teck's Elkview steelmaking coal mine located in the Elk Valley region of British Columbia. The wireless network deployment at Elkview will generate significant operational value for Teck, providing significantly greater coverage and connectivity. This network will carry many of Teck's current mission critical applications and is built to also enable future Internet-of-things (IoT) and 5G requirements.

Shaw continues to work with other industry partners to develop and deploy Private LTE networks.

Spectrum holdings

In April 2019, the Company successfully acquired 11 paired blocks of 20-year 600 MHz spectrum across its Wireless operating footprint, for a total purchase price of $492 million, or $0.78 per MHz-Pop. The spectrum licences secured through the 600 MHz spectrum auction include 30 MHz across each of British Columbia, Alberta, and southern Ontario as well as 20 MHz in eastern Ontario. This spectrum, and the incremental network investment to deploy the spectrum, is expected to materially improve our long-term Wireless customer experience and further enable our ability to offer converged network solutions.

In addition to the 600 MHz spectrum acquired in April 2019, our Wireless division currently holds 50 MHz of AWS spectrum, 10 MHz of 700 MHz spectrum and 20-40 MHz of 2500 MHz spectrum in the main service areas of southern Ontario, Alberta, and British Columbia. We also hold 20-60 MHz of AWS spectrum, 0-10 MHz of 700 MHz spectrum, and 0-30 MHz of 2500 MHz spectrum in other markets within southern Ontario, eastern Ontario, Alberta, and British Columbia.

As discussed below, Innovation, Science and Economic Development Canada's (ISED) 3500 MHz spectrum auction is scheduled for June 2021 with up to 200 MHz of spectrum available and a set aside of 50 MHz in most Tier 4 service areas. ISED has also undertaken a consultation regarding the policy framework for the 3800 MHz spectrum band that proposes to reallocate a sizeable portion of the C-band (3700-4200 MHz) for flexible use (i.e., fixed and mobile) services. For further detail see "Government Regulations and Regulatory Developments – Radiocommunication Act – Wireless Spectrum Licences."

The Company expects that its spectrum assets will continue to support anticipated growth in Wireless subscribers, as well as geographic expansion and scale opportunities in the provinces in which we operate.

Community Investment

Shaw's community investment activities continue to build brand awareness and affinity, deepen employee engagement, drive revenue, and advance government and investor relationships while having demonstrable impacts in our communities.

In fiscal 2020, Shaw's Community Investments were valued at over $40 million, supporting over 750 community organizations and 850,000 low income and vulnerable youth across the country. In the past year, our employees came together and contributed over $1.25 million and thousands of volunteer hours to hundreds of charities across the country through our employee giving programs.

Notably, the COVID-19 pandemic changed our world in profound and challenging ways, with major implications for how we gather, work, learn, travel, and connect. For the most vulnerable in our society, the pandemic had an immediate and profound impact.

In the early stages of the crisis, we took decisive action to launch the #ShawHelps initiative to help Canadians feel connected, safe, and engaged as they navigated through the unpredictable challenges brought on by the pandemic. These steps included:

- helping address the dramatic increase in food insecurity and social isolation with a $1 million donation to Community Food Centres Canada;
- opened Shaw Go WiFi across western Canada, giving access to the country's largest network of WiFi hotspots;
- provided two months of free Internet service to low-income families who are part of the Government of Canada's "Connecting Families" program;
- provided all Shaw Cable and Shaw Direct customers access to several TV channels at no additional cost;
- provided Freedom Mobile customers with a rate plan of 3GB of data or less with an extra 2GB of data for free;
- confirmed no data caps on our Internet plans and not limiting our customers' Internet data use;
- collaborated with core partners to create a K-12 virtual education platform available for all Canadians to assist families as their kids schooling moved remotely;
- provided devices and connectivity to support hundreds of students, families, seniors, marginalized Indigenous groups, and victims of domestic violence to help ensure they could continue to learn, stay connected, and access critical social services and support; and
- supported over 75 grassroots organizations in over 50 communities with relief and recovery grants.

Our signature sponsorship, the Shaw Charity Classic, has raised over $50 million for more than 200 charities supporting Alberta youth since 2013. While pandemic-related restrictions forced the event's cancellation in 2020, we recognized it had critical importance to the fundraising activities of local charities and were pleased to donate $1.15 million in fiscal 2020 to support the kids' charities that benefitted from the event.

In fiscal 2021, we will continue to evolve our community investment approach to better meet the needs of our stakeholders through continued cross-functional execution, operational integration, and modernization. By sharpening the focus of our large and grassroots charitable donations and doing more to integrate philanthropic activities with our marketing tactics, Shaw's community investments can continue to help elevate the Company's profile as a community leader committed to enabling a better future for Canadians.

Climate Change and Environmental Responsibility

Shaw is committed to delivering a seamless connectivity experience to Canadians in an environmentally responsible and sustainable manner. A key focus area for the Company involves efficiency and innovation, which includes:

- **Reducing Consumption** – we support efforts to reduce employee, customer, and enterprise consumption of:

  a) Energy – through the use of energy efficient technologies,

  b) Water – by reducing water consumption in Shaw owned buildings, and

  c) Paper – by continuing to promote e-bill and efficient printing behaviours amongst employees and customers to reduce paper use by shifting interactions to digital platforms as part of the Company's digital transformation.

- **Waste Reduction** – to reduce employee, customer, and enterprise waste we have implemented waste diversion and e-waste recycling programs and reduced single-use items in our marketing campaigns and packaging.

- **Reducing Carbon Emissions** – to reduce Shaw's carbon footprint through reduction (e.g., LED lighting, high-efficiency boilers, e-billing, reduced truck rolls due to increased consumer self-install of customer premises equipment (CPE)) and market-based instruments (e.g., renewable energy, offsets);

- **Engagement and Awareness** – to continuously drive employee, customer, and enterprise awareness of Shaw's environmental initiatives. Engaging employees in our journey – through the establishment of green teams, earth week, and waste reduction initiatives – to advance our goals of educating and sharing common beliefs and values around environmental sustainability.

The Company participated in the Society of Cable Telecommunications Engineers' (SCTE) Energy 2020 program, which set goals for reducing power consumption, energy costs, and grid dependency. Shaw contributed to these goals through initiatives such as optimizing network equipment sizing and controls, renegotiating power costs, and participating in demand response programs.

Shaw is also a signatory of the Canadian Energy Efficiency Voluntary Agreement (CEEVA) with respect to Set-Top Boxes (STBs) and Small Network Equipment (SNE). CEEVA aims to significantly reduce the total annual energy consumption used by STBs and SNEs in Canada, cutting the annual carbon emissions by over 100,000 tons – the equivalent of taking 44,000 cars off the road (i.e., subcompact cars driving 15,000 km per year).

Environmental and Social Governance

In fiscal 2020, we continued to make progress on our environmental, social, and governance (ESG) initiatives and expect to provide additional transparency and details in our forthcoming ESG report, which will include, among other things, the critical role it plays in shaping our strategy.

GOVERNMENT REGULATIONS AND REGULATORY DEVELOPMENTS

Substantially all of the Company's Canadian business activities are subject to regulations and policies established under various pieces of legislation, including the *Broadcasting Act* (Canada) ("*Broadcasting Act*"), the *Telecommunications Act* (Canada) ("*Telecommunications Act*"), the *Radiocommunication Act* (Canada) ("*Radiocommunication Act*"), and the *Copyright Act* (Canada) ("*Copyright Act*"). Broadcasting and telecommunications are generally administered by the Canadian Radio-television and Telecommunications Commission (CRTC or the "Commission") under the supervision of the Department of Canadian Heritage ("Canadian Heritage") and ISED, respectively. The allocation and use of wireless spectrum in Canada are governed by spectrum licences issued by, and radio authorization conditions set by, ISED pursuant to the *Radiocommunication Act*.

In June 2018, ISED and Canadian Heritage launched the Broadcasting and Telecommunications Legislative Review (BTLR), which also included a review of the *Radiocommunication Act*. The BTLR was conducted by a panel of external experts (the "Expert Panel") tasked with studying the legislation. On January 29, 2020, the Expert Panel issued its final report making recommendations to the Ministers of Innovation, Science and Industry and Canadian Heritage for modernizing Canada's *Broadcasting Act*, *Telecommunications Act*, and *Radiocommunication Act* (the "BTLR Final Report"), including certain recommendations for legislative and regulatory changes that could impact the business practices of the Company and/or result in new fees for the Company if implemented by the federal government (see "Potential Legislative Changes" in the *Broadcasting Act* and *Telecommunications Act* sections, below). Although the BTLR was initiated – and the Expert Panel was instituted – by the federal government, the Expert Panel was independent of the federal government and its recommendations may or may not be reflected in any legislative reform introduced by the federal government.

Limits on Non-Canadian Ownership and Control

Neither a holding company that has a subsidiary operating company licensed under the *Broadcasting Act*, nor any such licensee, may be controlled in fact by non-Canadians, the determination of which is a question of fact within the jurisdiction of the CRTC. Pursuant to the Direction to the CRTC (Ineligibility of Non-Canadians) (the "Direction"), non-Canadians are permitted to own and control, directly or indirectly, up to 33.3% of the voting shares and 33.3% of the votes of a holding company that has a subsidiary operating company licensed under the *Broadcasting Act*. In addition, up to 20% of the voting shares and 20% of the votes of a licensee may be owned and controlled, directly or indirectly, by non-Canadians. As well, the chief executive officer (CEO) and not less than 80% of the board of directors of the licensee must be resident Canadians. There are no restrictions on the number of non-voting shares that may be held by non-Canadians at either the holding company or licensee level. If a holding company of a licensee does not satisfy the requirement that 80% of its board of directors be resident Canadians, it must have a CRTC-approved Independent Programming Committee (IPC) in place to ensure that neither the holding company nor its directors exercise control or influence over the programming decisions of its subsidiary licensee. With CRTC approval, Shaw has implemented an IPC to comply with the Direction.

Similar restrictions apply to certain Canadian carriers pursuant to the *Telecommunications Act*, the *Radiocommunication Act* and associated regulations, except that there is no requirement that the CEO be a resident Canadian of a company operating pursuant to those Acts. Instead, the *Telecommunications Act*, the *Radiocommunication Act* and associated regulations require only that 80% of the voting shares of such entities be held by resident Canadians. The Canadian ownership requirements do not apply to wireline and wireless telecommunications carriers that have annual revenues from the provision of telecommunications services in Canada that represent less than 10% of the total annual revenues for the sector.

The Company's Articles contain measures to ensure the Company continues to comply with applicable Canadian ownership requirements and its ability to obtain, amend, or renew a license to carry on any business. Shaw must file a compliance report annually with the CRTC confirming that it is eligible to operate in Canada as a telecommunications common carrier.

Broadcasting Act

Pursuant to the *Broadcasting Act*, the CRTC is mandated to regulate and supervise all aspects of the broadcasting system in a flexible manner. The *Broadcasting Act* requires broadcast distribution undertakings (BDUs) to give priority to the carriage of Canadian services; to provide efficient delivery of programming services at affordable rates; to provide reasonable terms for the carriage, packaging and retailing of those programming services; and provides the option to operate a community channel. Under the *Broadcasting Act*, the Governor in Council (GiC) may issue broad policy directions of general application on matters with respect to the objectives of Canada's broadcasting policy and related regulatory policy.

The *Broadcasting Act* also sets out requirements for television broadcasters with respect to Canadian content. The Company's broadcasting distribution business and on-demand programming services depend on licences (or operate under an exemption order) granted and issued by the CRTC under the *Broadcasting Act*. Pursuant to CRTC regulations, the Company is required to contribute 5% of its cable and direct-to-home (DTH) BDUs' gross revenues to the production of Canadian programming.

Licensing and Ownership

In August 2018, the Commission renewed the Company's cable licences for a five-year term from September 1, 2018 to August 31, 2023. In November 2019, the Company's DTH and Satellite Relay Distribution Undertaking (SRDU) licences were each renewed for seven-year terms from December 1, 2019 to August 31, 2026.

In May 2017, the Company's video-on-demand licence was renewed for a five-year term from September 1, 2017 to August 31, 2022. In August 2019, the Company's terrestrial PPV and DTH PPV licences were renewed for five-year terms from September 1, 2019 to August 31, 2024.

New Media

The CRTC has issued a digital media exemption order requiring that Internet-based and mobile point-to-point broadcasting services not offer television programming on an exclusive or preferential basis in a manner that depends on subscription to a specific mobile or retail Internet service and not confer an undue preference or disadvantage. The CRTC has not imposed any levy on the revenue of exempt digital media undertakings to support Canadian new media content.

Potential Legislative Changes

Pursuant to the Ministerial mandate letters issued December 13, 2019, the Minister of Canadian Heritage and the Minister of Innovation, Science and Industry were directed to: "modernize the *Broadcasting Act* and *Telecommunications Act*, examining how best to support Canadian content in English and French […]"; and "introduce legislation by the end of 2020 that will take appropriate measures to ensure that all content providers, including internet giants, offer meaningful levels of Canadian content in their catalogues, contribute to the creation of Canadian content in both official languages, promote this content and make it easily accessible on their platforms."

Pursuant to the BTLR Final Report, issued on January 29, 2020, the Expert Panel recommended maintaining the existing 5% levy on the gross revenues of BDUs to support the production of Canadian content, while introducing an expanded regulatory regime, in which, among other things, new categories of online digital media offerings would become subject to regulatory obligations and Canadian contribution requirements. The Minister of Canadian Heritage previously indicated in July 2019 that the federal government intends to take appropriate measures swiftly, when it receives the BTLR Final Report, to ensure that "all players, including the Internet giants" offer meaningful levels of Canadian content, contribute to the creation of Canadian content, and promote Canadian content and make it easily accessible on platforms.

Any changes to the *Broadcasting Act* pursuant to the BTLR Final Report or Ministerial mandates could impact the business practices of the Company, or result in new fees payable by the Company's cable, DTH or digital media services; new competition in the provision of broadcasting distribution services; and/or negative impacts to the Company's financial results from broadcasting.

Other Potential New or Increased Fees

New fees could also be imposed pursuant to CRTC regulation, with or without legislative changes. The Commission indicated that in 2020-2021 it will consider whether to examine new mechanisms to support television news production. If the CRTC were to consider and implement support for television news production through increased access by broadcasters to subscription revenue, it would increase costs for the Company. Additionally, the Commission indicated that in 2021-2022 it will "examine options for the appropriate measures needed to ensure that all content providers on all platforms contribute to the creation of Canadian content in both official languages, that Canadian content is promoted and given appropriate prominence, and that it is easily accessible by Canadians." Implementation of new regulatory measures with the foregoing objectives could result in new fees payable by the Company's cable, DTH or digital media services; impact the business practices of the Company, including through new distribution and promotion requirements, with increased costs payable by the Company's cable, DTH, or digital media services; and/or negatively impact the Company's financial results from broadcasting.

Sections 21 and 49 of the CRTC's *Broadcasting Distribution Regulations* (the "BDU Regulations") currently state that a cable BDU must obtain the consent of an over-the-air (OTA) broadcaster in order to distribute its signal in a distant market. In the case of DTH BDUs, the BDU Regulations permit the distribution of local OTA television signals on a distant basis without consent within the province of origin, but the BDU Regulations state that DTH BDUs must obtain broadcaster consent to deliver an OTA television signal out-of-province unless the DTH BDU is required to carry the signal out-of-province on its basic service. There are questions as to the jurisdictional validity of sections 21 and 49 of the BDU Regulations, which are currently being considered by the CRTC pursuant to an application by Rogers Media Inc. (RMI), posted by the Commission on February 21, 2020, asking the Commission to enforce those sections. Based on the current language of sections 21 and 49 of the BDU Regulations and depending on the outcome of RMI's application, broadcasters may seek to limit distribution of distant signals or remuneration for their distribution by the Company, which could increase costs for the Company and limit its offerings to consumers (including pursuant to demands for signal take-down or program blackouts). In addition, any confirmation by the CRTC of the validity of television broadcast licensees' right of authorization regarding the retransmission of their signals in distant markets could lead to similar demands by non-Canadian broadcasters. Any such impacts or demands could significantly impact the Company's costs and negatively impact the Company's financial results.

Telecommunications Act

Under the *Telecommunications Act*, the CRTC is responsible for ensuring that Canadians in all regions of Canada have access to reliable and affordable high-quality telecommunication services. The CRTC has the authority to forbear from regulating one or more services or classes of services provided by a carrier if the CRTC finds that there is sufficient competition for those services to protect the interests of users. Retail Internet, home phone services and mobile wireless services have been forborne from price regulation. However, regulations do affect certain terms and conditions under which Shaw's retail services are provided. As described further below under "Third Party Internet Access," certain Shaw wholesale services are regulated.

Under the *Telecommunications Act*, the GiC may issue broad policy directions of general application to the CRTC with regard to the telecommunications policy directives set out in the *Telecommunications Act* (each a "Telecommunications Policy Direction"). As described below under "Government Policy Direction to CRTC Concerning Telecommunications," a recent Telecommunications Policy Direction was issued by the GiC with the intention of guiding the CRTC's decision-making on telecommunications matters, including in its recently completed review of mobile wireless services (see below under "CRTC Wireless Review").

The CRTC and ISED can also impose monetary penalties on companies that contravene the *Telecommunications Act*, the *Radiocommunication Act*, and the regulations and rules promulgated thereunder.

ISED is responsible for the allocation, issuance and management of radio spectrum pursuant to the *Radiocommunication Act*. As well, the technical operating aspects of the Company's businesses are regulated by technical requirements and performance standards established by ISED, primarily under the *Telecommunications Act* and the *Radiocommunication Act*.

Potential Legislative Changes

The Minister of Canadian Heritage and the Minister of Innovation, Science and Industry were directed, pursuant to the Ministerial mandate letters issued December 13, 2019, to "modernize the *Broadcasting Act* and *Telecommunications Act*, examining how best to [...] ensure quality affordable internet, mobile and media access." The Minister of Innovation, Science and Industry was also directed to reduce mobile prices by 25% within two years, and failing that, to further expand mobile virtual network operators (MVNOs) in Canada and the CRTC's mandate on affordable pricing. In accordance with this mandate, on March 5, 2020, the Minister of Innovation, Science and Industry announced the expectation that the national carriers (Bell Canada, Rogers Communications Canada and TELUS Communications) reduce their prices for mid-range data plans (2-6 GB) by 25% over the next two years, and indicated that if "these targets are not met within two years, the Federal Government will take action with other regulatory tools to further increase competition and help reduce prices."

In the BTLR Final Report, issued on January 29, 2020, the Expert Panel made recommendations that may lead to increased regulatory oversight of retail and wholesale telecommunications services with an emphasis on affordable access to advanced networks. If adopted, the BTLR Panel's recommendations could result in new regulatory obligations applicable to the Company's Wireless or Wireline services.

Implementation of the foregoing Ministerial mandates (assuming that they remain applicable during the second session of the 43rd Parliament) whether or not in reliance upon the recommendations of the BTLR Final Report, could result in: the introduction of new regulatory measures that negatively impact the business practices of the Company and our ability to serve customers and related costs; and/or negative impacts on the Company's financial results and competitiveness in the wireless and wireline market.

Third Party Internet Access

Shaw is mandated by the CRTC to provide a wholesale high-speed access (HSA) service at regulated rates to independent ISPs ("Resellers"), who use the wholesale HSA services to provide their own retail Internet services to their end-users ("Third Party Internet Access" or "TPIA").

Telecom Order CRTC 2019-288

On August 15, 2019, the CRTC issued Telecom Order 2019-288 (the "Order"), which set Shaw's final wholesale HSA service rates. The final rates are significantly lower than the interim rates set in October 2016, and retroactive to January 31, 2017. The Order, if upheld or insufficiently varied, will significantly reduce the amount that the Company can charge for aggregated HSA services and negatively impact its broadband Wireline revenues and investments as well as its ability to compete with Resellers and other facilities-based HSA providers.

Shaw, jointly with Cogeco, Eastlink, Rogers and Videotron (the "Cable Carriers"), pursued all three routes of appeal of the Order permitted under the *Telecommunications Act*, each with a distinct focus:

- On September 13, 2019, the Cable Carriers filed a motion for leave to appeal the Order with the Federal Court of Appeal (FCA), as well as a motion to stay the Order, pending the final judgment on the appeal (if leave was granted). On November 22, 2019, the motion for leave to appeal the Order, as well as the motion to stay the Order pending final judgment on the appeal was granted. The Cable Carriers' appeal was heard by the FCA on June 25-26, 2020.
- On November 13, 2019, the Cable Carriers filed a Petition to federal Cabinet requesting that Cabinet order the CRTC to: (1) reconsider the Order in conjunction with a review of the regulatory framework for wholesale wireline services, while taking into account telecommunications policy objectives including the need to encourage innovation and investment in networks; and (2) vary the Order by cancelling the retroactivity.
- On December 13, 2019, the Cable Carriers filed an application with the CRTC to review and vary the rate-setting methodology and the resulting rates, as well as the requirement to make retroactive payments (the "R&V Proceeding"). The Cable Carriers also requested that the CRTC stay the Order in the event that the FCA stay of the Order is no longer in effect in advance of the CRTC's disposition of the R&V Proceeding.

On August 15, 2020, pursuant to the Petition to federal Cabinet, the GiC determined that the "final rates set by the decision do not, in all instances, appropriately balance the objectives of the wholesale services framework recognized in Order in Council P.C. 2016-332 of May 10, 2016 and that they will, in some instances, undermine investment in high-quality networks." However, the GiC determined that varying or referring the Order back to the CRTC for reconsideration "is premature pending a decision from the Commission with respect to the applications" in the R&V Proceeding. Instead, the GiC "will monitor the public proceeding in respect of the applications and await the Commission's decision."

On September 10, 2020, the FCA dismissed the Cable Carriers' appeal of the Order, which was based on questions of law and jurisdiction, with the effect that the FCA stay of the Order is no longer in effect.

On September 28, 2020, the CRTC granted a stay of the Order while the R&V Proceeding is underway and the Commission considers the Cable Carriers' application to review and vary the rates.

Any of the following developments could significantly reduce the amount that the Company can charge for aggregated HSA services and negatively impact the Company's broadband Wireline revenues and investments as well as its ability to compete with Resellers and other facilities-based HSA providers: a CRTC decision to maintain the final rates set by the Order, or any variance of the Order by the CRTC (most likely pursuant to the existing R&V Proceeding, or further direction from the GiC) that does not result in a material increase in the rates set by the Order.

Distinction between residential and business wholesale HSA services

On March 3, 2020, the Commission initiated a proceeding to examine wholesale HSA tariff provisions that differentiate between residential and business end-users. The Company's tariffs do not limit or restrict reselling to business end-users. If the Commission's decision goes beyond addressing existing tariff provisions that place restrictions on Resellers based on market segmentation, and mandates new wholesale access requirements applicable to the Company's Consumer or Business Internet services, the Company's broadband revenues and investments, as well as its ability to compete, could be negatively impacted.

Disaggregated Wholesale Services Framework

In 2015, the CRTC completed a review of the wholesale wireline policy framework, including TPIA, and: (i) extended mandated wholesale access services to include FTTP facilities; and (ii) initiated a shift to a new disaggregated wholesale HSA service model. On June 11, 2020, the Commission initiated a new proceeding to consider the appropriate network configuration for disaggregated wholesale HSA services across the country, and suspended the proceeding to set final rates, terms, and conditions for the disaggregated wholesale HSA services in Ontario and Quebec, which had previously been reviewed and approved by the CRTC in 2016. The disaggregated wholesale service configuration that is mandated by the Commission could require significant and costly modifications to the Company's broadband network architecture. The final mandated rates and the terms of disaggregated HSA services could negatively impact the Company's broadband revenues and investments as well as its ability to compete with Resellers and other facilities-based disaggregated HSA providers.

Review of the approach to rate setting for wholesale telecommunications services

On April 24, 2020, the Commission initiated a proceeding to review its approach to rate setting for wholesale telecommunications services. The methodology that is selected will impact the amount that the Company can charge for wholesale HSA service and, if the methodology fails to adequately compensate the Company for the costs associated with provisioning HSA services as well as a reasonable return on investment, it will negatively impact the Company's broadband Wireline revenues and investments and our ability to compete with Resellers and other facilities-based HSA providers. The chosen methodology could also potentially apply to wholesale wireless services, including mandated roaming and any service provisioned pursuant to any mandated MVNO regime imposed by the Commission in its review of mobile wireless services (see below under "CRTC Wireless Review"). The deadline for the submission of replies is currently scheduled for December 7, 2020.

CRTC Wireless Review

In March 2018, the CRTC declined to extend the mandated roaming regime to include public WiFi providers. The Commission subsequently undertook a consultation to investigate the availability and pricing of low cost data-only packages, including whether wireless carriers should be required to offer low-cost data-only packages. In December 2018, the CRTC determined that it would refrain from mandating specific low-cost data-only plans and instead opted to direct the three incumbent national wireless carriers to make available proposed low-cost plans and to keep those plans in the market at least until a decision is issued in its 2019-20 review of mobile wireless services.

In February 2019, the CRTC initiated its review of the regulatory framework for mobile wireless services and held a public hearing in February 2020. The Commission is reviewing competition in the retail market, including potential regulatory intervention, such as new retail policies and mandated low-cost data-only plans, and wholesale wireless regulation, including wholesale access for MVNOs.

The three incumbent national wireless carriers are required by CRTC regulation to provide domestic wholesale roaming services to Shaw and other facilities-based wireless competitors at regulated rates. In March 2018, the CRTC finalized the regulated rates for the mandated wholesale roaming service. As part of its Wireless Review, the CRTC sought comments on whether there is any need to make changes to the wholesale roaming policy, but the Notice of Consultation indicated that the CRTC would not be reviewing the regulated roaming rates.

At the outset of the proceeding, the Commission conveyed its preliminary view that it would be appropriate to mandate wholesale MVNO access to the networks of the national incumbents. Its Notice of Consultation included a series of questions regarding the possible eligibility requirements and other terms and conditions of a possible mandated MVNO regime. The Telecommunications Policy Direction to the CRTC regarding telecommunications, described below, applies to this proceeding. Final submissions were filed July 15, 2020, bringing the proceeding to a close. The CRTC's determinations in this proceeding could negatively impact the Company's financial results, growth prospects, and operational flexibility.

36-Month Device Financing

On August 2, 2019, following the introduction by the national incumbent wireless carriers of equipment installment plans (EIPs) ranging from 24- to 36-months, the Commission ordered all wireless service providers to cease offering EIPs longer than 24-months, and initiated a proceeding to examine whether 36-month EIPs are compliant with the Wireless Code. The proceeding closed in October 2019, and a decision is outstanding. If 36-month EIPs are permitted, it could impact our Wireless division's ability to gain market-share.

Government Policy Direction to CRTC Regarding Telecommunications

On June 16, 2019, the GiC published a finalized Policy Direction (following its publication of a proposed Policy Direction on March 9, 2019) that provides general guidance to the CRTC on all telecommunications regulatory measures, including those affecting Shaw's Consumer and Business Internet and Phone services, wholesale telecommunications services, and Shaw's Wireless services. The Telecommunications Policy Direction directs the CRTC to consider how measures can promote all forms of competition and investment, as well as affordability, consumer interests and innovation. The impact of the new Policy Direction will depend on how the CRTC interprets it in the context of specific matters and proceedings.

Retail Sales Practices

In June 2018, the GiC issued an order to the CRTC, directing it to investigate the retail sales practices used by Canada's large telecommunications carriers and report back to the GiC with its findings on the prevalence of such practices and how existing consumer protections could be expanded, or new protections developed, to ensure consumers are empowered and treated fairly by their service providers.

On February 20, 2019, the CRTC published its Report on Misleading or Aggressive Communications Retail Sales Practices and found that "a significant portion of Canadians are experiencing misleading or aggressive sales practices through all types of sales channels" in connection with their purchase of telecommunications and broadcasting services. While the Report did not result in new rules or regulatory obligations, the Report's findings, coupled with a planned Commission examination of activities undertaken in 2020-2021 to address those findings, could lead to new measures implemented in the context of current or future proceedings. The introduction of any such measures could negatively impact our ability to serve our customers, result in cost increases for the Company and negatively impact the Company's revenue.

Access for Wireline Network

For its wireline network Shaw requires access to support structures, such as poles, strand and conduits of telecommunication carriers and electric utilities, in order to deploy cable facilities. Under the *Telecommunications Act*, the CRTC has jurisdiction over support structures of telecommunication carriers, including rates for third party use. The CRTC's jurisdiction does not extend to electrical utility support structures, which are regulated by provincial utility authorities. Shaw's wireline network also requires access to construct facilities in roadways and other public places. Under the *Telecommunications Act*, Shaw may access such places with the consent of the municipality or other public authority having jurisdiction.

On December 10, 2019, the Commission initiated a review to examine "potential barriers and/or regulatory solutions to building new facilities or interconnecting to existing facilities in order to extend broadband-capable networks more efficiently into underserved areas […]." The Commission specifically requested comments on barriers such as access to affordable transport services and efficient use of support structures; how and to what extent these barriers are preventing carriers from extending transport networks and offering services in underserved regions; and proposals on potential regulatory measures to address the barriers. Due to delays caused by the COVID-19 pandemic, this proceeding is still ongoing. The introduction of regulatory requirements applicable to the provision of wholesale transport services in rural or remote areas could negatively impact the Company's financial results.

Radiocommunication Act

Our Wireless division holds licences for the use of radiofrequency spectrum required to operate its mobile wireless business. Those spectrum licences are administered by ISED under the *Radiocommunication Act*. Spectrum use is governed by conditions of license, including license term, transferability/divisibility, technical compliance requirements, lawful interception, research and development, and mandated antenna site sharing and domestic roaming services.

Any changes to the *Radiocommunications Act* pursuant to the BTLR (see "Government Regulations and Regulatory Developments") could impact the business practices of the Company and/or the processes governing its acquisition of new spectrum for purposes of building its wireless networks.

Wireless Spectrum Licences

The Company's AWS-1 spectrum licences were renewed in 2019 for a new 20-year term. The Company's AWS-3 spectrum licences were issued in April 2015 and have a term of 20 years. The 700 MHz and 2500 MHz spectrum licences that the Company purchased from Quebecor were initially issued in February 2014 and May 2015, respectively for a term of 20 years. The Company also holds other 2500 MHz licences, including those acquired at ISED's 2018 residual auction, which were issued for a 20-year term. The Company also acquired 600 MHz licences at ISED's 2019 auction, which were issued for a 20-year term.

The Company's licences come with conditions, including a variety of deployment conditions. In July 2019, ISED issued a decision in response to its consultation on a new set of smaller service areas for spectrum licensing ("Tier 5 Service Areas") to complement ISED's existing service areas. ISED has created Tier 5 Service Areas with the objective of encouraging additional access to spectrum within rural areas pursuant to its licensing process. Currently, none of the Company's licences are subject to Tier 5 deployment requirements, but future licences may incorporate a requirement for deployment in such new service areas.

In June 2019, ISED released its decision on revisions to the 3500 MHz (3450-3650 MHz) band, which enabled existing holders to retain a portion of their 3500 MHz spectrum to convert to mobile spectrum, with the remaining spectrum to be made available for auction. In March 2020, ISED released its policy and licensing framework (the "Framework") for the upcoming 3500 MHz (3450-3650 MHz) auction, following a public consultation process in 2019. The Framework adopted a spectrum set-aside for eligible entities, the amount of which differs by area depending on the amount of spectrum available for auction and whether the area includes a large population centre. The auction is scheduled to commence in June 2021.

In August 2020, ISED commenced a public consultation on proposed revisions to the 3800 MHz band (3650-4200 MHz). The consultation seeks comments on, among other things, whether and how the band should be repurposed to include mobile use and the treatment of existing users in the band.

Following a consultation in 2018, ISED released a decision allowing future mobile use in the millimetre wave bands, including 26 GHz, 28 GHz, and 38 GHz bands, as well as licence-exempt use in the 64-71 GHz bands. The details of the licensing framework for these bands will be the subject of a future proceeding.

Access for Wireless Network

Our Wireless division's operations depend on being able to locate and construct wireless antenna sites, which in some cases requires certain authorizations or approvals from municipalities, which vary from one municipality to another but are also subject to federal oversight. The process for such approvals can include a comprehensive consultation process related to local land use priorities and new antenna site design parameters.

The Wireless division also uses arrangements whereby it co-locates its antennae equipment on towers and/or sites owned and operated by third party tower and/or sites providers and the three national wireless incumbent carriers. Pursuant to the conditions of their spectrum licences and the CRTC's policy framework for wholesale wireless services, the three national wireless incumbent carriers must allow competitors, including Freedom Mobile and Shaw Mobile, to co-locate equipment at these locations. However, the application and approval process for the sharing of towers is lengthy, and the ISED and CRTC processes that are available to enforce the existing rules can also be challenging and time consuming. The CRTC's review of mobile wireless services included a focus on reducing barriers to infrastructure deployment and whether any further regulatory measures are required to reduce barriers to the deployment of wireless infrastructure.

Copyright Act

Canada's *Copyright Act* accords the creators and owners of content various rights to authorize or be remunerated for the use of their works and performances, including, in some instances, by broadcast distribution undertakings. In addition, the *Copyright Act* creates certain exceptions that permit the use of copyrighted works without the authorization or remuneration of rights holders.

New or Potential Legislative Changes

On December 17, 2018, Bill C-86, the Budget Implementation Act (BIA), received Royal Assent and contains several amendments to the *Copyright Act* which came into force on April 1, 2019. The amendments create the potential for increased fees as well as risk of copyright infringement. Changes to the *Copyright Act* introduced by the BIA include the elimination of the *Copyright Act's* mandatory tariff-setting regime for tariffs applicable to the public performance of works, providing performance rights collectives the option of negotiating payments on a user-by-user basis through direct licensing. A direct licensing approach, if undertaken by a collective to which Shaw remits tariff payments, could increase royalties as well as the transactional costs associated with clearing copyrights. The BIA also potentially increases risk of claims (and associated liability) in connection with unrepresented repertoire, by removing a provision that had prevented infringement proceedings by unrepresented rightsholders in situations where no tariff was filed. Finally, pursuant to the *Copyright Act*, the Copyright Board of Canada (the "Copyright Board") oversees the collective administration of copyright royalties in Canada, including the review and approval of copyright tariff royalties payable to copyright collectives by BDUs, television broadcasters and online content services. The Copyright Board may also make rulings on the interpretation of the *Copyright Act* in the course of issuing copyright tariff decisions.

The Minister of Canadian Heritage and the Minister of ISED were directed, pursuant to their mandate letters issued December 13, 2019, to work together in reviewing the *Copyright Act*. Any amendments to the *Copyright Act* that modify the terms and conditions applicable to the use of content, including new rights and/or the scope of flexibility pursuant to exceptions under the *Copyright Act*, could create increased fees and negatively impact the business practices of the Company, as well as the ability to serve our customers.

Potential for New or Increased Fees

In August 2017, the Copyright Board issued a decision interpreting the scope and meaning of the "making available" provision (section 2.4(1.1) of the *Copyright Act*). The Copyright Board determined that as a result of section 2.4(1.1), the mere making available of a work on a server for the purpose of later streaming or download by the public is an event for which a tariff was payable, expanding the scope of the performance right and the Society of Composers, Authors and Music Publishers of Canada's (SOCAN) entitlement to royalties. In September 2017, the Company, along with a number of other broadcasting and Internet companies, filed an application for judicial review, arguing that the Copyright Board's interpretation of the "making available" provision was erroneous. In June 2020, the FCA overturned the Copyright Board's interpretation. The deadline to file an application for leave to appeal to the Supreme Court of Canada (SCC) is November 12, 2020. If leave is sought and granted and the SCC restores the Copyright Board's interpretation, it could lead to new claims by rights holders in connection with Company technologies that facilitate downloading.

On December 18, 2018, the Copyright Board released a rate decision for the Distant Signal Retransmission Tariff for the past tariff period of 2014-2018, inclusive, which introduced a rate increase that applied retroactively, and established an interim tariff for 2019 based on the 2018 rate. Both the Copyright Collective of Canada (the "Collectives") and Objectors filed a Notice of Application for judicial review with the FCA on November 4, 2019. If the Collectives succeed in the judicial review, the Company could become subject to significantly increased royalty rates for the 2014-208 period, pursuant to either the FCA's decision in the judicial review or any redetermination of the rates by the Copyright Board.

Privacy and Anti-Spam Legislation

Privacy Legislation

The Personal Information Protection and Electronic Documents Act (Canada) (PIPEDA)

is Canada's federal privacy law regulating the collection, use, and disclosure of personal information in Canada by a federally regulated organization in the private sector. The Company has established a privacy policy and its internal privacy processes in accordance with PIPEDA.

The Company has implemented the necessary processes to comply with the PIPEDA provisions requiring mandatory reporting of serious privacy breaches, which came into effect on November 1, 2018. These provisions require companies to: (i) track all breaches of security safeguards that involve personal information under their control, and (ii) report to affected individuals and to the Office of the Privacy Commissioner of Canada (OPC) serious breaches of personal information that create a real risk of significant harm. Failure to report in accordance with these provisions could result in fines.

Consent Guidelines issued by the OPC came into effect on January 1, 2019. These guidelines set out principles for organizations to follow in order to obtain meaningful consent and require that organizations provide more interactive, easy-to-understand privacy disclosures to their users. The Company maintains internal practices and policies to facilitate compliance with these Consent Guidelines.

Global policy developments and heightened public attention on privacy issues have prompted reviews of privacy legislation and regulations in Canada. Any changes to privacy laws and regulations applicable to Shaw could require the Company to adjust its policies and practices in key areas including data anonymization, consent, and data portability.

Such changes could result in new costs payable by the Company, impede the Company's ability to provide services efficiently to its customers, and expose the Company to increased penalties and claims in connection with any non-compliance.

Canada's Anti-Spam Legislation (CASL)

CASL sets out a comprehensive regulatory regime regarding online commerce, including requirements to obtain consent prior to sending commercial electronic messages and installing computer programs. CASL is administered primarily by the CRTC, and non-compliance may result in fines of up to $10 million. The Company maintains internal practices and policies to facilitate compliance with CASL.

On June 5, 2020, the FCA dismissed an appeal filed by CompuFinder, in which the appellant challenged the constitutionality of CASL. In addition to upholding the constitutionality of CASL, the FCA provided guidance on the business to business relationship exemption as well as the conspicuous publication rules and the CASL requirements for a functional unsubscribe mechanism.

Environmental matters

Shaw's operations are subject to environmental regulations, including those related to electronic waste, printed paper and packaging. A number of provinces have enacted regulations providing for the diversion of certain types of electronic and other waste through product stewardship programs (PSP). Under a PSP, companies who supply designated products in or into a province are required to participate in or develop an approved program for the collection and recycling of designated materials and, in some cases, pay a per item fee. Such regulations have not had, and are not expected to have, a material effect on the Company's earnings or competitive position.

KEY PERFORMANCE DRIVERS

Shaw measures the success of its strategies using a number of key performance drivers which are outlined below, including a discussion as to their relevance, definitions, calculation methods and underlying assumptions.

Financial Measures

Revenue

Revenue is a measurement determined in accordance with International Financial Reporting Standards (IFRS). It represents the inflow of cash, receivables or other consideration arising from the sale of products and services. Revenue is net of items such as trade or volume discounts, agency commissions, and certain excise and sales taxes. It is the base on which free cash flow, a key performance driver, is determined; therefore, it measures the potential to deliver free cash flow as well as indicating growth in a competitive market place.

The Company's continuous disclosure documents may provide discussion and analysis of non-GAAP financial measures. These financial measures do not have standard definitions prescribed by IFRS and therefore may not be comparable to similar measures disclosed by other companies. The Company's continuous disclosure requirements may also provide discussion and analysis of additional GAAP measures. Additional GAAP measures include line items, headings, and sub-totals included in financial statements. The Company utilizes these measures in making operating decisions and assessing its performance. Certain investors, analysts and others utilize these measures in assessing the Company's operational and financial performance and as an indicator of its ability to service debt and return cash to shareholders. These non-GAAP measures and additional GAAP measures have not been presented as an alternative to net income or any other measure of performance or liquidity prescribed by IFRS. The following contains a description of the Company's use of non-GAAP financial measures and additional GAAP measures and provides a reconciliation to the nearest IFRS measure or provides a reference to such reconciliation.

Adjusted EBITDA

Adjusted earnings before interest, taxes, depreciation, and amortization ("adjusted EBITDA") (previously referred to as "Operating income before restructuring costs and amortization") is calculated as revenue less operating, general and administrative expenses. It is intended to indicate the Company's ongoing ability to service and/or incur debt and is therefore calculated before items such as restructuring costs, equity income/loss of an associate or joint venture, amortization (a non-cash expense), taxes, and interest. Adjusted EBITDA is one measure used by the investing community to value the business.

Adjusted EBITDA has no directly comparable IFRS financial measure. Alternatively, the following table provides a reconciliation of net income to adjusted EBITDA:

	Year ended August 31,		
(millions of Canadian dollars)	2020 (1)	2019	Change %
Net Income	**688**	733	(6.1)
Add back (deduct):			
Restructuring costs	**14**	(9)	>(100.0)
Amortization:			
Deferred equipment revenue	**(16)**	(21)	(23.8)
Deferred equipment costs	**65**	85	(23.5)
Property, plant and equipment, intangibles and other	**1,168**	974	19.9
Amortization of financing costs – long-term debt	**3**	3	–
Interest expense	**274**	258	6.2
Equity income (loss) of an associate or joint venture	**–**	(46)	(100.0)
Loss on disposal of an associate or joint venture	**–**	109	(100.0)
Other gains (losses)	**16**	(50)	>(100.0)
Current income tax expense	**120**	114	5.3
Deferred income tax expense (recovery)	**59**	4	>100.0
Adjusted EBITDA	**2,391**	2,154	11.0

(1) Fiscal 2020 figures reflect the impact of the adoption and application of IFRS 16 while Fiscal 2019 figures do not and are not comparable. See "New Accounting Standards" as well as discussions under "Results of Operations" and "Segmented Operations Review."

Adjusted EBITDA margin

Adjusted EBITDA margin (previously referred to as "Operating margin") is calculated by dividing adjusted EBITDA by revenue. Adjusted EBITDA margin is also one of the measures used by the investing community to value the business. Adjusted EBITDA margin has no directly comparable IFRS financial measure.

	Year ended August 31,		
	2020 (1)	2019	Change %
Wireline	**48.3%**	45.5%	6.2
Wireless	**28.9%**	19.0%	52.1
Combined Wireline and Wireless	**44.2%**	40.3%	9.7

(1) Fiscal 2020 figures reflect the impact of the adoption and application of IFRS 16 while Fiscal 2019 figures do not and are not comparable. See "New Accounting Standards" as well as discussions under "Results of Operations" and "Segmented Operations Review."

Net debt

The Company uses this measure to perform valuation-related analysis and make decisions about the Company's capital structure. We believe this measure aids investors in analyzing the value of the business and assessing our leverage. Refer to "Liquidity and Capital Resources" for further detail.

Net debt leverage ratio

The Company uses this ratio to determine its optimal leverage ratio. Refer to "Liquidity and Capital Resources" for further detail.

Free cash flow

The Company utilizes this measure to assess the Company's ability to repay debt and pay dividends to shareholders.

In conjunction with the adoption of IFRS 16, we have amended our definition of free cash flow to remove the increase to adjusted EBITDA attributable to IFRS 16 to ensure a consistent focus on free cash flow generation.

Free cash flow consists of adjusted EBITDA, adding dividends from equity accounted associates, changes in receivable related balances with respect to Wireline customer equipment financing transactions as a cash item and deducting capital expenditures (on an accrual basis and net of proceeds on capital dispositions) and equipment costs (net), interest, cash taxes paid or payable, interest on lease liabilities and payments relating to lease liabilities, dividends paid on the preferred shares, recurring cash funding of pension amounts net of pension expense and adjusted to exclude share-based compensation expense.

Free cash flow has not been reported on a segmented basis. Certain components of free cash flow, including adjusted EBITDA, continue to be reported on a segmented basis. Capital expenditures and equipment costs (net) are also reported on a segmented basis. Other items, including interest and cash taxes, are not generally directly attributable to a segment, and are reported on a consolidated basis.

Free cash flow is calculated as follows:

	Year ended August 31,		
(millions of Canadian dollars)	**2020**	**2019**	**Change %**
Revenue			
Consumer	**3,683**	3,743	(1.6)
Business	**567**	557	1.8
Wireline	**4,250**	4,300	(1.2)
Service	**815**	694	17.4
Equipment	**351**	353	(0.6)
Wireless	**1,166**	1,047	11.4
	5,416	5,347	1.3
Intersegment eliminations	**(9)**	(7)	28.6
	5,407	5,340	1.3
Adjusted EBITDA (1)(3)			
Wireline	**2,054**	1,955	5.1
Wireless	**337**	199	69.3
	2,391	2,154	11.0
Capital expenditures and equipment costs (net): (2)			
Wireline	**815**	827	(1.5)
Wireless	**296**	385	(23.1)
	1,111	1,212	(8.3)
Free cash flow before the following	**1,280**	942	35.9
Less:			
Interest	**(223)**	(256)	(12.9)
Interest on lease liabilities (3)	**(44)**	–	>100.0
Cash taxes	**(148)**	(160)	(7.5)
Lease payments relating to lease liabilities (3)	**(112)**	–	>100.0
Other adjustments:			
Dividends from equity accounted associates	**–**	10	(100.0)
Non-cash share-based compensation	**2**	3	(33.3)
Pension adjustment	**1**	7	(85.7)
Customer equipment financing	**–**	1	(100.0)
Preferred share dividends	**(9)**	(9)	–
Free cash flow (1)	**747**	538	38.8

(1) Adjusted EBITDA and free cash flow are non-GAAP measures and should not be considered substitutes or alternatives for GAAP measures. These are not defined terms under IFRS and do not have a standard meaning, and therefore may not be a reliable way to compare us to other companies. See "Key Performance Drivers" for information about these measures.
(2) Per Note 26 to the audited Consolidated Financial Statements.
(3) Fiscal 2020 figures reflect the impact of the adoption and application of IFRS 16 while Fiscal 2019 figures do not and are not comparable. See "New Accounting Standards" as well as discussions under "Results of Operations" and "Segmented Operations Review."

Statistical Measures

Subscriber counts (or Revenue Generating Units (RGUs))

The Company measures the count of its subscribers in its Consumer, Business, and Wireless divisions.

In the Consumer and Business divisions, Wireline Video subscribers include residential customers, multiple dwelling units (MDUs) and commercial customers. A residential subscriber who receives at a minimum, basic cable service, is counted as one subscriber. In the case of MDUs, such as apartment buildings, each tenant with a minimum of basic cable service is counted as one subscriber, regardless of whether invoiced individually or having services included in his or her rent. Each building site of a commercial customer (e.g., hospitals, hotels or retail franchises) that is receiving at a minimum, basic cable service, is counted as one subscriber. Video satellite subscribers are counted in the same manner as Wireline Video customers except that it also includes seasonal customers who have indicated their intention to reconnect within 180 days of disconnection.

Internet customers include all modems on billing and Phone includes all phone lines on billing. All subscriber counts exclude complimentary accounts but include promotional accounts.

Consumer and Business divisions' RGUs represent the number of products sold to customers and includes Video (cable and Satellite subscribers), Internet customers, and Phone lines. As at August 31, 2020 these combined divisions had approximately 5.3 million RGUs.

In the Wireless division, a recurring subscriber or RGU (e.g., cellular phone, smartphone, tablet, mobile Internet device) has access to the wireless network for voice and/or data communications, whether prepaid or postpaid. Prepaid subscribers include RGUs where the account is within 90 days of the prepaid credits expiring. As at August 31, 2020 the Wireless division had approximately 1.8 million RGUs.

Wireless Postpaid Churn

Wireless postpaid subscriber or RGU churn ("postpaid churn") measures success in retaining subscribers. Wireless postpaid churn is a measure of the number of postpaid subscribers that deactivated during a period as a percentage of the average postpaid subscriber base during a period, calculated on a monthly basis. It is calculated by dividing the number of Wireless postpaid subscribers that deactivated (in a month) by the average number of postpaid subscribers during the month. When used or reported for a period greater than one month, postpaid churn represents the sum of the number of subscribers deactivating for each period incurred divided by the sum of the average number of postpaid subscribers of each period incurred. Refer to "Segmented Operations Review" for postpaid churn details and description.

Postpaid churn increased 8-basis points in fiscal 2020 to 1.40% from 1.32% in fiscal 2019, reflecting the increased competitive environment experienced during the year.

Wireless average billing per subscriber unit (ABPU)

Wireless ABPU is an industry metric that is useful in assessing the operating performance of a wireless entity. We use ABPU as a measure that approximates the average amount the Company invoices an individual subscriber unit on a monthly basis. ABPU helps us to identify trends and measures the Company's success in attracting and retaining higher lifetime value subscribers. Wireless ABPU is calculated as service revenue (excluding the allocation of the device subsidy attributable to service revenue under IFRS 15) plus the monthly re-payments of the outstanding device balance owing from customers on contract, divided by the average number of subscribers on the network during the period and is expressed as a rate per month. Refer to "Segmented Operations Review" for ABPU details and description.

In fiscal 2020, ABPU grew 5.9% to $44.13 compared to $41.67 in the prior year. ABPU growth reflects the increased number of customers that are subscribing to higher value service plans, partially offset by reduced roaming revenue due to less travel and roaming outside of the Company's wireless home network resulting from the impact of the COVID-19 pandemic.

Wireless average revenue per subscriber unit per month (ARPU)

Wireless ARPU is calculated as service revenue divided by the average number of subscribers on the network during the period and is expressed as a rate per month. This measure is an industry metric that is useful in assessing the operating performance of a wireless entity, but does not have a standardized meaning under IFRS. Refer to "Segmented Operations Review" for ARPU details and description.

In fiscal 2020, ARPU grew 2.7% to $38.95 compared to $37.92 in the prior year. ARPU growth reflects the increased number of Wireless customers subscribing to higher service plans, partially offset by lower roaming revenue in the last two quarters of the year due to less travel and roaming outside of the Company's wireless home network resulting from the impact of the COVID-19 pandemic.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The Company prepared its Consolidated Financial Statements in accordance with IFRS as issued by the International Accounting Standards Board (IASB). An understanding of the Company's accounting policies is necessary for a complete analysis of results, financial position, liquidity, and trends. Refer to Note 2 to the Consolidated Financial Statements for additional information on accounting policies. The following section discusses key estimates and assumptions that management has made under IFRS and how they affect the amounts reported in the Consolidated Financial Statements and accompanying notes. The following is a discussion of the Company's critical accounting policies.

Revenue and expense recognition

The identification of performance obligations within a contract and the timing of satisfaction of performance obligations under long-term contracts requires judgment. For bundled arrangements, we account for individual products and services when they are separately identifiable, and the customer can benefit from the product or service on its own or with other readily available resources. The Company has multiple deliverable arrangements consisting of upfront fees (subscriber connection fee revenue and/or customer premise equipment revenue) and related subscription revenue. The Company determined that the upfront fees charged to customers do not constitute separate performance obligations; therefore, these revenue streams are assessed as an integrated package.

Revenue is considered earned as services are performed, provided that at the time of performance, ultimate collection is reasonably assured. Such performance is regarded as having been achieved when reasonable assurance exists regarding the measurement of the consideration that will be derived from rendering the service. Revenue from Video, Internet, Phone, DTH, and Wireless customers includes subscriber revenue earned as services are provided. The revenue is considered earned as the period of service relating to the customer billing elapses. In addition to monthly service plans, the Company also offers multi-year service plans in which the total amount of the contractual service revenue is accounted for on a straight-line basis over the term of the plan.

When a customer can modify their contract within predefined terms such that we are not able to enforce the transaction price agreed to, but can only contractually enforce a lower amount, we allocate revenue between performance obligations using the minimum enforceable rights and obligations and any excess amount is recognized as revenue as its earned.

Subscriber connection fee revenue

Connection fees have no standalone value to the customer separate and independent of the Company providing additional subscription services, therefore the connection fee revenue must be deferred as contract liabilities and recognized systematically over the periods that the subscription services are earned. There is no specified term for which the customer will receive the related subscription service, therefore the Company has considered its customer churn rate and other factors, such as competition from new entrants, to determine the deferral period of three years for Wireline customers and two years for Wireless customers.

Subscriber connection and installation costs

The costs of physically connecting a new home are capitalized as part of the Company's distribution system as the service potential of the distribution system is enhanced by the ability to generate future subscriber revenue. Costs of disconnections are expensed as incurred as the activity does not generate future revenue.

Costs incurred to obtain or fulfill a contract

The incremental costs to obtain or fulfill a contract with a customer are deferred and amortized into operating expenses over their expected period of benefit to the extent they are recoverable. These costs include certain commissions paid to internal and external representatives that we expect to be recoverable. Determining the deferral criteria for these costs requires us to make significant judgments.

Customer premise equipment revenue and costs

Customer premise equipment available for sale, which generally includes DTH equipment, has no standalone value to the customer separate and independent of the Company providing additional subscription services. Therefore, the equipment revenue is deferred and recognized systematically over the periods that the subscription services are earned. As the equipment sales and the related subscription revenue are considered one transaction, recognition of the equipment revenue commences once the subscriber service is activated. There is no specified term for which the customer will receive the related subscription service, therefore the Company has considered various factors including customer churn, competition from new entrants, and technology changes to determine the deferral period of three years.

In conjunction with equipment revenue, the Company also incurs incremental direct costs which include equipment and related installation costs. These direct costs cannot be separated from the undelivered subscription service included in the multiple deliverable arrangement. Under IAS 2 "Inventories," these costs represent inventoriable costs and are deferred and amortized over the period of three years, consistent with the recognition of the related equipment revenue. The equipment and installation costs generally exceed the amounts received from customers on the sale of equipment (the equipment is sold to the customer at a subsidized price). The Company defers the entire cost of the equipment, including the subsidy portion, as it has determined that this excess cost will be recovered from future subscription revenues and that the investment by the customer in the equipment creates value through increased retention.

Shaw Business installation revenue and expenses

The Company also receives installation revenues in its Shaw Business operation on contracts with commercial customers which are deferred and recognized as revenue on a straight-line basis over the related service contract, generally spanning two to ten years. Direct and incremental costs associated with the service contract, in an amount not exceeding the upfront installation revenue, are deferred and recognized as an operating expense on a straight-line basis over the same period.

Wireless equipment revenue

Revenue for performance obligations satisfied at a point in time is recognized when control of the item or service transfers to the customer. Revenue from the direct sale of equipment to subscribers or dealers is recognized when the equipment is delivered and accepted by the subscribers or dealers.

For bundled arrangements (i.e., wireless handsets and voice and data services), items are accounted for as separate performance obligations if the item meets the definition of a distinct good or service. Stand-alone selling prices are determined using observable prices adjusted for market conditions and other factors, as appropriate. The Company offers a discretionary wireless handset discount program, whereby the subscriber earns the applicable discount by maintaining services with the Company, such that the receivable relating to the discount at inception of the transaction is reduced over a period of time. This discount is allocated proportionately between the equipment and service revenue, with the equipment discount recognized when the handset is delivered and the corresponding service discount is classified as a contract asset. The contract asset is reduced on a straight-line basis over the period which the discount is forgiven to a maximum of two years with an offsetting reduction to service revenue.

The Company also offers a plan allowing customers to receive a larger up-front handset discount than they would otherwise qualify for if they pay a predetermined incremental charge to their existing service plan on a monthly basis. The charge is billed on a monthly basis but is recognized as revenue when the handset is delivered and accepted by the subscriber. The amount receivable is classified as part of other current or non-current receivables, as applicable, in the Consolidated Statements of Financial Position.

Income statement classification

The Company distinguishes amortization of deferred equipment revenue and deferred equipment costs from the revenue and expenses recognized from ongoing service activities on its income statement. Equipment revenue and costs are deferred and recognized over the anticipated term of the related future revenue (i.e., the monthly service revenue) with the period of recognition spanning three to five years. As a result, the amortization of deferred equipment revenue and deferred equipment costs are non-cash items on the income statement, similar to the Company's amortization of deferred indefeasible right to use (IRU) revenue, which the Company also segregates from ongoing revenue. Further, within the lifecycle of a customer relationship, the customer generally purchases customer premise equipment at the commencement of the customer relationship, whereas the subscription revenue represents a continuous revenue stream throughout that customer relationship. Therefore, the segregated presentation provides a clearer distinction within the income statement between cash and non-cash activities and between up-front and continuous revenue streams, which assists financial statement readers to predict future cash flows from operations.

Allowance for doubtful accounts

A significant portion of the Company's revenues are earned from selling on credit to individual subscribers. Because there are some customers who do not pay their debts, selling on credit necessarily involves credit losses. The Company is required to make an estimate of an appropriate allowance for doubtful accounts on its receivables. In determining its estimate, the Company considers factors such as the number of days the account is past due, whether or not the customer continues to receive service, the Company's past collection history and changes in business circumstances. The estimated allowance required is a matter of judgment and the actual loss eventually sustained may be more or less than the estimate, depending on events which have yet to occur and which cannot be foreseen, such as future business, personal and economic conditions. Conditions causing deterioration or improvement in the aging of accounts receivable and collections will increase or decrease bad debt expense.

Leases

The application of IFRS 16 requires the Company to make judgments that affect the valuation of the lease liabilities and the valuation of right-of-use assets.

In determining whether a contract contains a lease, the Company makes judgments in determining whether the contract involves the use of an identified asset, whether the Company has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use, and whether the Company has the right to direct the use of the identified asset.

In determining the contract term, the Company makes judgments in determining the non-cancellable period of the lease and the impact to the term of any options in the contract including options to extend or terminate the lease and whether or not the Company is reasonably certain to exercise these options.

When determining the interest rate used for discounting future cash flows the Company uses the incremental borrowing rate unless the rate implicit in the lease is readily determinable. The determination of the incremental borrowing rate is derived from publicly available rates and adjusted for lease terms. A single incremental borrowing rate is applied to a portfolio of leases with similar characteristics.

Property, plant and equipment and other intangibles – capitalization of direct labour and overhead

The cost of property, plant and equipment and other intangibles includes direct construction or development costs (such as materials and labour) and overhead costs directly attributable to the construction or development activity. The Company capitalizes direct labour and direct overhead incurred to construct new assets, upgrade existing assets and connect new subscribers. These costs are capitalized as they are directly attributable to the acquisition, construction, development or betterment of the networks or other intangibles. Repairs and maintenance expenditures are charged to operating expenses as incurred.

Direct labour and overhead costs are capitalized in three principal areas:

1. **Corporate departments such as Technology, Operations, Products, and Supply Chain (TOPS):** TOPS is involved in overall planning and development of the Video/Internet/Phone/Wireless infrastructure. Labour and overhead costs directly related to these activities are capitalized as the activities directly relate to the planning and design of the construction of the distribution system. In addition, TOPS devotes considerable efforts towards the development of systems to support Phone, WiFi, and projects related to new customer management, billing, and operating support systems. Labour costs directly related to these and other projects are capitalized.

2. **Cable regional construction departments, which are principally involved in constructing, rebuilding and upgrading the Cable/Internet/Phone infrastructure:** Labour and overhead costs directly related to the construction activity are capitalized as the activities directly relate to the construction or upgrade of the distribution system. Capital projects include, but are not limited to, new subdivision builds, increasing network capacity by reducing the number of homes fed from each node, and upgrades of plant capacity and the WiFi build.

3. **Subscriber-related activities such as installation of new drops and Internet and Phone services:** The labour and overhead directly related to the installation of new services are capitalized as the activity involves the installation of capital assets (e.g., wiring, software) which enhance the service potential of the distribution system through the ability to earn future revenues. Costs associated with service calls, collections, disconnects, and reconnects that do not involve the installation of a capital asset are expensed.

Amounts of direct labour and direct overhead capitalized fluctuate from year to year depending on the level of customer growth and plant upgrades for new services. In addition, the level of capitalization fluctuates depending on the proportion of internal labour versus external contractors used in construction projects.

The percentage of direct labour capitalized in many cases is determined by the nature of employment in a specific department. For example, a significant portion of labour and direct overhead of the cable regional construction departments is capitalized as a result of the nature of the activity performed by those departments. Capitalization is also based on piece rate work performed by unit-based employees which is tracked directly. In some cases, the amount of capitalization depends on the level of maintenance versus capital activity that a department performs. In these cases, an analysis of work activity is applied to determine this percentage split.

Amortization policies and useful lives

The Company amortizes the cost of property, plant and equipment and other intangibles over the estimated useful service lives of the items. These estimates of useful lives involve considerable judgment. In determining these estimates, the Company takes into account industry trends and company-specific factors, including changing technologies and expectations for the in-service period of these assets. On an annual basis, the Company reassesses its existing estimates of useful lives to ensure they match the anticipated life of the technology from a revenue-producing perspective. If technological change happens more quickly or in a different way than the Company has anticipated, the Company may have to shorten the estimated life of certain property, plant and equipment or other intangibles which could result in higher amortization expense in future periods or an impairment charge to write down the value of property, plant and equipment or other intangibles.

Intangibles

The excess of the cost of acquiring cable, satellite, data centre, and wireless businesses over the fair value of related net identifiable tangible and intangible assets acquired is allocated to goodwill. Net identifiable intangible assets acquired consist of amounts allocated to broadcast rights and licences, wireless spectrum licences, trademarks, brands, customer relationships, and software assets. Broadcast rights and licences, wireless spectrum licences, trademarks, and brands represent identifiable assets with indefinite useful lives.

Customer relationships represent the value of customer contracts and relationships acquired in a business combination and are amortized on a straight-line basis over their estimated useful lives ranging from 4 – 15 years.

Software that is not an integral part of the related hardware is classified as an intangible asset. Internally developed software assets are recorded at historical cost and include direct material and labour costs as well as borrowing costs on qualifying assets. Software assets are amortized on a straight-line basis over estimated useful lives ranging from 3 – 10 years. The Company reviews the estimates of lives and useful lives on a regular basis.

Asset impairment

The Company tests goodwill and indefinite-life intangibles for impairment annually (as at February 1) and when events or changes in circumstances indicate that the carrying value may be impaired. The recoverable amount of each cash-generating unit (CGU) is determined based on the higher of the CGU's fair value less costs to sell and its value in use. A CGU is the smallest identifiable group of assets that generate cash flows that are independent of the cash inflows from other assets or groups of assets. The Company's cash generating units are Cable, Satellite, and Wireless. Where the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognized. Impairment losses relating to goodwill cannot be reversed in future periods. The results of the impairment tests are provided in Note 9 to the Consolidated Financial Statements.

Asset retirement obligations

The Company recognizes the fair value of a liability for an asset retirement obligation in the period in which it is incurred, on a discounted basis, with a corresponding increase to the carrying amount of property and equipment, primarily in respect of wireless and transmitter sites. This cost is amortized on the same basis as the related asset. The timing or amount of the outflow is subject to estimation and judgment. The liability is subsequently increased for the passage of time and the accretion is recorded in the income statement as interest expense. The discount rates applied are subsequently adjusted to current rates as required at the end of reporting periods. Revisions due to the estimated timing of cash flows or the amount required to settle the obligation may result in an increase or decrease in the liability. Actual costs incurred upon settlement of the obligation are charged against the liability to the extent recorded.

Employee benefit plans

As at August 31, 2020, Shaw had non-registered defined benefit pension plans for key senior executives and designated executives. The amounts reported in the financial statements relating to the defined benefit pension plans are determined using actuarial valuations that are based on several assumptions including the discount rate and rate of compensation increase. While the Company believes these assumptions are reasonable, differences in actual results or changes in assumptions could affect employee benefit obligations and the related income statement impact. The differences between actual and assumed results are immediately recognized in other comprehensive income/loss. The most significant assumption used to calculate the net employee benefit plan expense is the discount rate. The discount rate is the interest rate used to determine the present value of the future cash flows that is expected to be needed to settle employee benefit obligations and is also used to calculate the interest income on plan assets. It is based on the yield of long-term, high-quality corporate fixed income investments closely matching the term of the estimated future cash flows and is reviewed and adjusted as changes are required. The following table illustrates the increase on the accrued benefit obligation and pension expense of a 1% decrease in the discount rate:

(millions of Canadian dollars)	Accrued Benefits Obligation at End of Fiscal 2020	Pension Expense Fiscal 2020
Weighted Average Discount Rate – Non-registered Plans	2.70%	2.90%
Impact of: 1% decrease – Non-registered Plans	$ 81	$ 3

Deferred income taxes

The Company has recognized deferred income tax assets and liabilities for the future income tax consequences attributable to differences between the financial statement carrying amounts of assets and liabilities and their respective tax bases. Deferred tax assets are also recognized in respect of losses of certain of the Company's subsidiaries. The deferred income tax assets and liabilities are measured using enacted or substantially enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to reverse or the tax losses are expected to be utilized. Realization of deferred income tax assets is dependent upon generating sufficient taxable income during the period in which the temporary differences are deductible. The Company has evaluated the likelihood of realization of deferred income tax assets based on forecasts of taxable income of future years, existing tax laws and tax planning strategies. Significant changes in assumptions with respect to internal forecasts or the inability to implement tax planning strategies could result in future impairment of these assets.

Commitments and contingencies

The Company is subject to various claims and contingencies related to lawsuits, taxes and commitments under contractual and other commercial obligations. Contingent losses are recognized by a charge to income when it is likely that a future event will confirm that an asset has been impaired or a liability incurred at the date of the financial statements and the amount can be reasonably estimated. Significant changes in assumptions as to the likelihood and estimates of the amount of a loss could result in recognition of additional liabilities. Contractual and other commercial obligations primarily relate to network fees and agreements for use of transmission facilities in the normal course of business.

RELATED PARTY TRANSACTIONS

Related party transactions are reviewed by Shaw's Corporate Governance and Nominating Committee, consisting of independent directors. The following sets forth certain transactions in which the Company is involved.

Corus

The Company and Corus Entertainment Inc. ("Corus") are subject to common voting control. During 2016, the Company sold its wholly owned subsidiary Shaw Media to Corus in exchange for cash and an equity interest. The transaction closed on April 1, 2016. In fiscal 2019, the Company received dividends from Corus related to its Corus Class B non-voting participating shareholdings representing 38% of the total issued equity of Corus. On May 31, 2019, the Company completed its secondary offering of its 80,630,383 Class B non-voting participating shares of Corus at a price of $6.80 per share for net proceeds to the Company of approximately $526 million. In fiscal 2019 and fiscal 2020, network, advertising, and programming fees were paid to various Corus subsidiaries. The Company also provided uplink of television signals, programming content, Internet services and lease of circuits to various Corus subsidiaries.

Shaw no longer holds any equity interest in Corus.

Burrard Landing Lot 2 Holdings Partnership

The Company has a 33.33% interest in Burrard Landing Lot 2 Holdings Partnership (the "Partnership"). During fiscal 2020, the Company paid the Partnership for lease of office space in Shaw Tower. Shaw Tower, located in Vancouver, British Columbia, is the Company's headquarters for its lower mainland British Columbia operations.

Sale of Real Property

On May 15, 2019, the Company completed the sale of a non-core parcel of land and the building located thereon (the "Property"), to an affiliate of Shaw Family Living Trust (SFLT) (the "Purchaser"), for total net proceeds of approximately $45 million (for further detail about SFLT see "Known Events, Trends, Risks and Uncertainties — Control of the Company"). The Property had a net book value of approximately $4 million, resulting in a gain on disposition of approximately $41 million. The purchase price was determined based on appraisals performed by two independent valuators. As part of the transaction, the Purchaser agreed to lease back the Property to the Company for a term of three years at market rental rates (which were also based on appraisals from the two independent valuators) allowing the Company to monetize a non-core asset. The transaction was approved by the independent Board members of the Company.

Key management personnel and Board of Directors

Key management personnel consist of the most senior executive team and along with the Board of Directors have the authority and responsibility for directing and controlling the activities of the Company. In addition to compensation provided to key management personnel and the Board of Directors for services rendered, the Company transacts with companies related to certain Board members primarily for the purchase of remote control units, network programming, and installation of equipment.

Refer to Note 29 to the Consolidated Financial Statements for further related party transaction detail.

NEW ACCOUNTING STANDARDS

Shaw has adopted or will adopt a number of new accounting policies as a result of recent changes in IFRS as issued by the IASB. The ensuing discussion provides additional information as to the date that Shaw is or was required to adopt the new standards, the methods of adoption permitted by the standards, the method chosen by Shaw, and the effect on the financial statements as a result of adopting the new policies. The adoption or future adoption of these accounting policies has not and is not expected to result in changes to the Company's current business practices.

Adoption of recent accounting pronouncements

We adopted the following new accounting standards effective September 1, 2019:

- IFRS 16 Leases was issued on January 2016 and replaces IAS 17 Leases. The new standard requires entities to recognize lease assets and lease obligations on the balance sheet. For lessees, IFRS 16 removes the classification of leases as either operating leases or finance leases, instead requiring that leases be capitalized by recognizing the present value of the lease payments and showing them as lease assets (right-of-use assets) and representing the right to use the underlying leased asset. If lease payments are made over time, the Company would recognize a lease liability representing its obligation to make future lease payments. Certain short-term leases (less than 12 months) and leases of low value may be exempted from the requirements and may continue to be treated as operating leases if certain elections are made. Lessors will continue with a dual lease classification model. Classification will determine how and when a lessor will recognize lease revenue, and what assets would be recorded.

  As a result of adopting IFRS 16, the Company recognized a significant increase to both assets and liabilities on our Consolidated Statements of Financial Position as well as a decrease to operating costs, as a result of removing the lease expense; an increase to depreciation and amortization, due to the depreciation of the right-of-use asset; and an increase to finance costs, due to the accretion of the lease liability. Relative to the results of applying the previous standard, although actual cash flows are unaffected, the Company's Consolidated Statements of Cash Flows will reflect increases in cash flows from operating activities offset equally by decreases in cash flows from financing activities.

  Implementation

  We adopted IFRS 16 using a modified retrospective approach whereby the financial statements of prior periods presented are not restated. We recognized lease liabilities at September 1, 2019 for leases previously classified as operating leases, measured at the present-value of the lease payments using our incremental borrowing rate at that date, with the corresponding right-of-use asset generally measured at an equal amount, adjusted for any prepaid or accrued rent outstanding as at August 31, 2019. Refer to "Transition adjustments" below for details.

  As permitted by IFRS 16, we applied certain practical expedients to facilitate the initial adoption and ongoing application of IFRS 16, including the following:

  - not separate fixed non-lease components from lease components for certain classes of underlying assets. Each lease component and any associated non-lease components will be accounted for as a single lease component;
  - apply a single discount rate to a portfolio of leases with similar characteristics;
  - exclude initial direct costs from measuring the right-of-use asset as at September 1, 2019; and
  - use hindsight in determining the lease term where the contract contains purchase, extension, or termination options.

  On transition, we have not elected the recognition exemptions on short-term leases or low-value leases; however, we may choose to elect these recognition exemptions on a class-by-class basis for new classes and on a lease-by-lease basis, respectively, in the future.

  There was no significant impact for contracts in which we are the lessor.

- IFRIC 23 Uncertainty over Income Tax Treatments was issued in 2017 to clarify how to apply the recognition and measurement requirements in IAS 12 when there is uncertainty over income tax treatments. It was required to be applied for annual periods commencing January 1, 2019, which for the Company was the annual period commencing September 1, 2019. The cumulative effect of the initial application of the new standard has been reflected as an adjustment to retained earnings at September 1, 2019. Refer to "Transition adjustments" below for details.

Below is the effect of transition to IFRS 16 and the adoption of IFRIC 23 on our condensed Consolidated Statements of Financial Position as at September 1, 2019.

(millions of Canadian dollars)	As reported at August 31, 2019	Effect of IFRS 16 transition	Effect of IFRIC 23 Transition	Subsequent to transition as at September 1, 2019
ASSETS				
Current				
Cash	1,446	–	–	1,446
Accounts receivable	287	–	–	287
Inventories	86	–	–	86
Other current assets	291	(16)	–	275
Current portion of contract assets	106	–	–	106
	2,216	(16)	–	2,200
Investments and other assets	37	–	–	37
Property, plant and equipment	4,883	1,338	–	6,221
Other long-term assets	195	–	–	195
Deferred income tax assets	4	–	–	4
Intangibles	7,979	–	–	7,979
Goodwill	280	–	–	280
Contract assets	52	–	–	52
	15,646	1,322	–	16,968
LIABILITIES AND SHAREHOLDERS' EQUITY				
Current				
Short-term borrowings	40	–	–	40
Accounts payable and accrued liabilities	1,015	–	–	1,015
Provisions	224	–	(5)	219
Income taxes payable	82	–	(11)	71
Current portion of contract liabilities	223	–	–	223
Current portion of long-term debt	1,251	–	–	1,251
Current portion of lease liabilities	–	113	–	113
	2,835	113	(16)	2,932
Long-term debt	4,057	–	–	4,057
Lease liabilities	–	1,211	–	1,211
Other long-term liabilities	75	(2)	–	73
Provisions	79	–	–	79
Deferred credits	425	–	–	425
Contract liabilities	15	–	–	15
Deferred income tax liabilities	1,875	–	38	1,913
	9,361	1,322	22	10,705
Shareholders' equity				
Common and preferred shareholders	6,282	–	(22)	6,260
Non-controlling interests in subsidiaries	3	–	–	3
	6,285	–	(22)	6,263
	15,646	1,322	–	16,968

Prior to adopting IFRS 16, our total minimum operating lease commitments as at August 31, 2019 were $919 million. The weighted average discount rate applied to the total lease liabilities was 3.50% at September 1, 2019. The difference between the total of the minimum lease payments set out in Note 27 to our 2019 Consolidated Financial Statements and the total lease liability recognized on transition was a result of:

- the inclusion of lease payments beyond minimum commitments relating to reasonably certain renewal periods or extension options that had not yet been exercised as at August 31, 2019;
- the effect of discounting on the minimum lease payments; and
- certain costs to which we are contractually committed under lease contracts, but which do not qualify to be accounted for as a lease liability, such as variable lease payments not tied to an index or rate.

RISK MANAGEMENT

In the normal course of our business activities, the Company is subject to risks. The purpose of risk management is to manage and mitigate risk, rather than to eliminate risk. The Company is committed to continually strengthening our risk management capabilities to protect and enhance value.

Risk Governance and Oversight

The Board of Directors has overall risk governance and oversight responsibilities. Specifically, the Board is responsible for identifying and assessing the principal risks inherent in the business activities of the Company and ensuring that management takes all reasonable steps to implement appropriate systems to manage such risks. The Board of Directors has delegated elements of its risk oversight responsibilities to specific Board committees. The Audit Committee is responsible for: (1) overseeing the Company's processes for identifying, assessing, and managing risks; and (2) ensuring that management implements and maintains effective internal controls and procedures for identifying, assessing and managing the principal risks to the Corporation and its business. In addition, the Human Resources and Compensation Committee is responsible for ensuring that the Company's short, medium and long-term incentive plans do not incent risk-taking beyond the Company's risk tolerance.

Responsibilities for Risk Management

Responsibility for risk management is shared across our organization. Each department's operating management, led by the Company's executive team, have integrated controls and risk management practices into day-to-day activities and decision-making processes. We have risk management and compliance functions across the organization such as Finance, Privacy, Security and Risk, Legal and Regulatory, and Technology Risk Governance. The Internal Audit and Advisory Services (IA&AS) department provides independent and objective audit and advisory services to evaluate and improve the effectiveness of the Company's governance, internal controls, disclosure processes, and risk management activities. The Audit Committee oversees the work of the IA&AS department and all reports issued by the IA&AS department. In addition, the IA&AS department's annual plan is reviewed and approved by the Audit Committee.

Enterprise Risk Management

As part of its role in risk governance and oversight, the Audit Committee oversees the Enterprise Risk Management (ERM) program. The ERM program is a performance focused process designed to identify, monitor, and manage significant corporate level risks that could impact the achievement of our strategic objectives. The Company's executives meet periodically to: (1) review and update significant corporate level risks, (2) assess such corporate level risks in terms of likelihood and magnitude of impact, (3) review the response strategy, and (4) monitor progress. The latest ERM update was provided to the Audit Committee in October 2020, with updates to be provided to the Board at least annually. The significant risks and uncertainties affecting the Company and its business are discussed under "Known Events, Trends, Risks and Uncertainties."

KNOWN EVENTS, TRENDS, RISKS AND UNCERTAINTIES

The discussion in this MD&A addresses only what management has determined to be the most significant known events, trends, risks, and uncertainties relevant to the Company, its operations, and/or its financial results. This discussion is not exhaustive. The discussion of these matters should be considered in conjunction with the "Caution Concerning Forward-Looking Statements."

Competition and Technological Change

Shaw operates in an open and competitive marketplace. Our businesses face competition from regulated and unregulated entities using existing or new communications technologies and from illegal services. In addition, the rapid deployment of new technologies, services, and products has blurred the traditional lines between telecommunications, Internet, and distribution services and further expands the competitive landscape. Shaw may also face competition from platforms that may gain advantages through regulatory processes. In addition, the industry has experienced a general reduction in barriers to entry due to technological substitution, the development of IP networks, and certain recent regulatory decisions.

While Shaw continually seeks to strengthen its competitive position through investments in infrastructure, technology, and customer service and through acquisitions, there can be no assurance that these investments will maintain Shaw's market share or performance in the future. New technologies in the industry may evolve faster than the historical investment cycle, potentially resulting in additional capital investments not currently planned and shorter useful lives for certain of Shaw's existing assets. New products or services introduced into the marketplace may reduce demand for Shaw's existing products and services or exert downward pricing pressure on Shaw's offerings.

The following competitive events, trends, risks and/or uncertainties specific to areas of our business may have a material adverse effect on Shaw and its reputation, as well as its operations and/or its financial results. In each case, the competitive events, trends, risks, and/or uncertainties may increase or continue to increase. Competition for new subscribers and retention of existing subscribers (churn reduction) may require substantial promotional activity and increase our cost of customer acquisition, decrease our ABPU, ARPU or all of these metrics. We expect that competition, including aggressive discounting practices by competitors to gain market share, is likely to continue to increase for all our businesses.

Consumer Internet

Shaw competes with different types of ISPs offering residential Internet access including traditional telephone companies, wireless providers and independent ISPs making use of wholesale services to provide Internet access in various markets.

Shaw expects that consumer demand for higher Internet access speeds and greater bandwidth will continue to be driven by bandwidth-intensive applications including streaming video, digital downloading, Internet-of-Things (IOT), interactive gaming, and cloud based services. As described further under "Shaw's Wireline Network," Shaw continues to expand the capacity and efficiency of its wireline network to handle the anticipated increases in consumer demand for higher Internet access speeds and greater bandwidth. However, there can be no assurance that our investments in network capacity will continue to meet this increasing demand. In addition, unprecedented situations such as the COVID-19 pandemic highlighted the unpredictable nature of network traffic growth and consumer behavior.

Consumer Video

Shaw's Consumer Video services, delivered through both our wireline and satellite platforms, compete with other distributors of video and audio signals. We also compete increasingly with unregulated OTT and offerings available over Internet connections. Continued improvements in the quality of streaming video over the Internet and the increasing availability of television shows and movies online will continue to increase competition to Shaw's Consumer Video services. Our Video services also compete with illegal services including grey and black market satellite offerings as well as OTT video piracy services. As a result, we continue to experience cord cutting and cord shaving in our traditional cable services and packages.

Consumer Phone

Shaw's competitors for Consumer Wireline Phone services include traditional telephone companies, other wireline carriers, Voice over Internet Protocol (VoIP) providers and wireless providers. In addition, households increasingly rely on wireless services in place of wireline phone services which negatively affects the business and prospects of our Consumer Wireline Phone services.

Wireless

Freedom Mobile and Shaw Mobile are new entrants in the highly competitive Canadian wireless market which is characterized by three national wireless incumbent carriers and regional participants. The national wireless incumbent carriers have larger, and more diverse spectrum holdings than Shaw, as well as larger operational and financial resources than Shaw and are well established in the market. Freedom Mobile and Shaw Mobile's ability to continue to offer and improve Wireless services and to offer new services depends on, among other factors, continued access to, and deployment of, adequate spectrum, including the ability to both renew current spectrum licences and acquire new spectrum licences (in various spectrum bands). If Freedom Mobile and Shaw Mobile cannot acquire and retain required spectrum, they may not be able to continue to offer and improve current Wireless services and deploy new services on a timely basis, including providing competitive data speeds their customers want. For example, the development and utilization of 5G technology requires additional spectrum licenses. While the 5G ecosystems are expected to work on multiple frequency bands, including 600 MHz spectrum, 3.5 GHz spectrum is becoming the primary band for 5G mobile coverage. There is a risk that Shaw may not be able to acquire the 3.5 GHz spectrum required to compete with other wireless carriers. As a result, Freedom Mobile and Shaw Mobile's ability to attract and retain customers could be adversely affected. In addition, an inability to acquire and retain required spectrum could affect network quality and result in higher capital expenditures.

Our Wireless division may face increased competition from other facilities based or non-facilities based new entrants or alternate technologies, including as a result of regulatory decisions or government policies that favour certain competitive platforms. For further detail see "Government Regulations and Regulatory Developments – Telecommunications Act – CRTC Wireless Review."

Business Services

Shaw Business competes with other telecommunications carriers in providing high-speed data and video transport and Internet connectivity services to businesses, ISPs and other telecommunications providers. The telecommunications services industry in Canada is highly competitive, rapidly evolving and subject to constant change. Shaw Business' competitors include traditional telephone companies, competitive access providers, competitive local exchange carriers, ISPs, private networks built by large end users, and other telecommunications companies. In addition, the development and implementation of new technologies by others could give rise to significant additional competition. Competitors for the delivery of voice and unified communication services include traditional telecommunications companies, resellers and new entrants to the market leveraging new technologies to deliver services. Shaw Broadcast Services also competes in industries that are highly competitive, rapidly evolving and subject to constant change.

Impact of Regulation

As discussed under "Government Regulations and Regulatory Developments," a majority of our Canadian business activities are subject to: (i) government legislation, (ii) regulations and policies administered by ISED and/or the CRTC, and (iii) conditions of licence imposed by ISED and/or the CRTC. Shaw's operations, financial results, and future prospects are affected by changes in legislation, regulations, policies, and conditions of licence, including pursuant to changes in the interpretation of existing legislation, regulations and requirements contained in such conditions of licence by courts, governments, or the regulators, in particular the CRTC, ISED, Competition Bureau, and Copyright Board. These changes relate to, and may have an impact on, among other things, licensing and licence renewal, spectrum holdings, products and services, competition, programming carriage and terms of carriage, strategic transactions, infrastructure access, and the potential for new or increased fees or costs. All such changes in the regulatory regime may have a material adverse effect on the Company and its operations, reputation, investment capability, ability to compete, as well as the Company's financial results and/or future prospects.

Coronavirus (COVID-19)

The outbreak of the novel strain of coronavirus, specifically identified as "COVID-19," has resulted in governments worldwide enacting emergency measures to contain the spread of the virus. These measures, which include the implementation of border closures, travel bans, self-imposed quarantine periods, self-isolation, physical and social distancing, and the closure of non-essential businesses, have caused material disruption to businesses in Canada and globally which has resulted in an uncertain and challenging economic environment.

Global debt and equity capital markets have experienced significant volatility, causing governments and central banks to react with significant monetary and fiscal interventions designed to stabilize economic conditions.

As an ongoing risk, the duration, impact, and potential resurgence of the COVID-19 pandemic is unknown at this time, as is the efficacy and duration of the government interventions. Any estimate of the length and severity of these developments is therefore subject to significant uncertainty, and accordingly estimates of the extent to which the COVID-19 pandemic may, directly or indirectly, materially and adversely affect the Company's operations, financial results, and condition in future periods are also subject to significant uncertainty. Such risks include, but are not limited to:

- uncertainty associated with the costs and availability of resources required to provide the appropriate/required levels of service to our customers through our on-line platforms, self-help, and self-install programs;
- impacts on the availability of, and therefore our ability to provide, the content and programming our customers expect;
- a material reduction in demand for, or profitability of, our products or services, acceleration in cord cutting or cord shaving by our customers, or increase in delinquent or unpaid bills, due to job losses and associated financial hardship;
- issues delivering the Company's products and services due to illness, Company or government-imposed isolation programs, restrictions on the movement of personnel, retail store closures/re-openings, and supply chain disruptions;
- significant additional capital expenditures and the availability of resources required to maintain, upgrade or expand our networks in order to accommodate substantially increased network usage while large numbers of our customers continue working from home;
- uncertainty associated with costs, delays and availability of resources required to complete major maintenance and expansion projects on time and budget;
- significant lost revenue in our Shaw Business segment due to the significant economic challenges that our enterprise, small and medium sized business customers are facing due to the impact of the COVID-19 pandemic;
- the impact of additional legislation, regulation and other government interventions in response to the COVID-19 pandemic;
- the negative impact on global debt and equity capital markets, including the trading price of the Company's securities;

- the ability to access capital markets at a reasonable cost; and
- the potential impairment of long-lived assets.

Any of these risks, and others, could have a material adverse effect on our business, operations, capital resources, and/or financial results of operations.

The severity and duration of impacts from the COVID-19 pandemic remain uncertain and management continues to focus on the safety of our people, most of whom continue to work from home, connectivity of our customer base, compliance with guidelines and requirements issued by various health authorities and government organizations, and continuity of other critical business operations. We called into action our robust business continuity plan in the early stages of this crisis to restrict business travel, enable a significant portion of our employee base to work from the safety of their own homes and temporarily close retail locations nationally (with the exception of a limited number of street front stores that remained open to provide urgent customer support).

COVID-19 pandemic continues to evolve and governments reduce, lift, or reimpose emergency measures and interventions, the Company's focus continues to be on the safety and health of its employees, the reliability of its facilities-based network and responsiveness to its customers. The Company's business resumption plan, designed to effect the gradual and safe re-introduction of employees to the workplace and the re-opening of retail stores, is being implemented in phases as government-imposed restrictions on businesses and individuals are lifted. As of the date of this MD&A, substantially all of the Company's retail stores are once again open for business. In order to address the health and safety of its employees returning to work, the Company has put in place many new protocols, including enhanced cleaning measures, sanitization stations, and daily health and wellness self-assessments. The Company is updating employees on a frequent basis to provide information on the situation and on necessary precautions to take. We will continue to have an open dialogue with public safety and government officials at all levels, as well as key suppliers, partners, and customers.

Customer Experience

Shaw's customer loyalty, retention, and likelihood to recommend Shaw all depend on our ability to provide a seamless connectivity experience that meets or exceeds their expectations. As part of the digital transformation, the Company modernized several aspects of its Wireline operations to better meet the needs of today's customer, including shifting customer interactions to digital platforms and driving more self-help, self-install, and self-service. The Company continues to streamline and simplify manual processes that improve its customers overall connectivity experience and day-to-day operations for our employees.

The complexity in our operations due to the use of multiple technology platforms, billing systems, sales channels, marketing databases as well as different rate plans, promotions, and product offerings may limit the Company's ability to respond quickly to market changes and lead to billing, service, or other errors, which may adversely affect customer satisfaction and retention. The failure to sustain and expand customer relationships through quality products and customer service could have a material adverse effect on our business, financial condition, reputation, and/or results of operations.

Shaw uses data analytics tools to perform customer segmentation, improve our offerings to customers, and support corporate decision-making. If the data behind these tools is poor or our analytical tools are not well designed, there is a risk they will not be effective in predicting our customers' needs and wants. The realization of these risks could negatively impact our business and/or reputation.

Network Failure

Shaw's business may be interrupted by wireline or wireless network failures, including its own or third party networks. Such network failures may be caused by fire damage, natural disaster, power loss, cyber attacks, human error, disabling devices, acts of war or terrorism, physical climate change impacts, and other events which may be beyond Shaw's control.

As insurance premium costs are uneconomic relative to the risk of failure, Shaw self-insures its plant (underground and aerial infrastructure) in its Fibre+ network. It is likely that wireline or wireless network damage caused by any one incident would be limited by geographic area and the resulting business interruption and financial damages would also be limited. In addition, with respect to a wireline network failure, we expect the risk of loss to be mitigated as most of the backbone fibre network and much of the hybrid fibre coax (HFC) access network is located underground.

Shaw protects its wireline and wireless networks through a number of measures, including physical and information technology security, redundancy, and ongoing maintenance and placement of insurance on our network equipment and data centres. In the past, the Company has successfully recovered from network damage caused by natural disasters without significant cost or disruption of service.

Despite the steps Shaw takes to reduce the risk of wireline and wireless network failure, failures may still occur, and such failures could negatively affect levels of customer service and relationships which may have a material adverse effect on Shaw and its reputation, as well as its operations and/or financial results.

Shaw's networks may also experience unexpected capacity pressures as a result of the impact of the COVID-19 pandemic which could negatively affect network performance and the Company's ability to provide services. Negative impacts on network availability, speed, and consistency could have a material adverse effect on Shaw and its reputation, as well as Shaw's operations and/or financial results.

Information Systems and Internal Business Processes

Many aspects of the Company's businesses depend to a large extent on various information technology (IT) systems and software, and on internal business processes. Shaw regularly undertakes initiatives to update and improve these systems and processes. Although the Company has taken steps to reduce the risks of failure of these systems and processes, there can be no assurance that potential failures of, or deficiencies in, these systems, processes or change initiatives will not have a material adverse effect on Shaw and its reputation, as well as Shaw's operations and/or financial results.

Acquisitions, business combinations and the development and launch of new services typically require significant integration and system development efforts. The Company faces the risk that proposed IT systems or process change initiatives will not be implemented successfully, on budget, or on time. As the complexity of the Company's systems increases, system stability and availability may be affected. Failure to implement and maintain appropriate IT systems could negatively impact Shaw's reputation, operations and/or financial results.

Cyber Security Risks

Cyber attacks are becoming more frequent and sophisticated in nature with an increased potential for damage. Although Shaw's systems and network architecture are designed and operated to be secure, they are vulnerable to the risks of an unauthorized third party accessing these systems or its network. This could lead to a number of adverse consequences, including the unavailability, disruption or loss of Shaw's services or key functionalities within Shaw's technology systems or software; the unauthorized disclosure, corruption or loss of sensitive Company, customer or personal information; litigation, investigations, fines, and liability for failure to comply with privacy and information security laws; increased fraud; increased cyber security protection costs; and higher insurance premiums. Shaw is also exposed to information security threats as a result of actions by our customers, suppliers, third party service providers, employees and business partners – whether maliciously or otherwise. Our insurance may not cover or be adequate to fully reimburse us for any associated costs and losses.

We continue to assess and enhance our cyber security within Shaw while we are monitoring the risks of cyber attacks and implement appropriate security policies, procedures and information technology systems to mitigate the risk of cyber attacks.

External threats to our network are constantly changing, and there is no assurance that Shaw will be able to protect its network from all future threats which may have a material adverse effect on Shaw and its reputation, as well as Shaw's operations and/or financial results.

Satellite

Shaw uses three satellites (Anik F2, Anik F1R, and Anik G1) owned by Telesat to provide satellite services in our Consumer division. In connection with the Company's digital network upgrade (DNU) program initiated in 2017, the Company has effectively optimized satellite traffic on the Anik F1R and Anik F2 satellites, enabling a reduction in the total number of transponders required by the Company to conduct its business. Effective October 1, 2019, the Company transferred its ownership interest in the 16 Anik F2 transponders, adjusted its satellite traffic on the Anik F1R and Anik F2 satellites, and renewed its capacity service agreements in place on Anik F1R, Anik F2, and Anik G1 until the effective end-of-life dates of such satellites. While the Company intends to negotiate and enter into new capacity service agreements to meet its long term satellite capacity requirements, there can be no assurance that replacement transponder capacity will be available or that such agreements will be entered into on favourable terms, which may have a material adverse effect on customer service and customer relationships, as well as the Company's reputation, operations and/or financial results.

The Company does not maintain any insurance coverage for the transponders on Anik F1R, Anik F2 and Anik G1 as it believes the costs are uneconomic relative to the benefit which could be otherwise derived through an arrangement with Telesat. As collateral for the transponder capacity pre-payments that were made by the Company to facilitate the construction of the satellites, the Company maintains a security interest in the transponder capacity and any related insurance proceeds that Telesat recovers in connection with an insured loss event.

The Company does not maintain business interruption insurance covering damage related to the loss of use of one or more of the transponders on the satellites as it believes that the insurance premium costs are uneconomic relative to the risk of transponder and/or satellite failure. The majority of transponder capacity is available to the Company on an unprotected, non-pre-emptible basis. The Company has the option to contract transponders with excess capacities on Anik F2, subject to availability. In the event of satellite failure, service will be restored as capacity becomes available. Restoration of satellite service on another satellite may require repositioning or re-pointing of customers' receiving dishes, an upgrade to their video receivers or customers may require a larger dish. The Anik G1 satellite has a switch feature that allows whole channel services (transponders and available spares) to be switched from extended Ku-band to Ku-band, which provides the Company with limited back-up to restore failed whole channel services of Anik F1R. The Company has reserved limited access to Ku band frequencies in the 107.3 orbital location to enable the switching feature, subject to availability. Satellite failure could negatively affect levels of customer service and customer relationships and may have a material adverse effect on Shaw and its reputation, as well as Shaw's operations and/or financial results.

Reliance on Suppliers and Third Party Service Providers

Shaw is connected to or relies on other telecommunication carriers and certain utilities to conduct its business. Any disruption to the services provided by these suppliers, including labour strikes and other work disruptions, bankruptcies, technical difficulties or other events affecting the business operations of these carriers or utilities may affect Shaw's ability to operate and, therefore may have a material adverse effect on Shaw and its reputation, as well as Shaw's operations and/or financial results.

The Company sources its customer premise, capital equipment, and capital builds as well as portions of its service offerings, including network, video delivery and IT functions from certain key suppliers. While the Company has alternate sources for many of these purchases, the loss of a key supplier may require us to incur additional capital expenditures for the substitution of existing products and services which could adversely affect the Company's ability to operate, and therefore may have a material adverse effect on Shaw, its operations and/or its financial results. In the course of fulfilling service arrangements, third party service providers must ensure our information is appropriately protected and safeguarded. Failure to do so may affect Shaw through increased regulatory risk, reputational damage, and damage to customer experience.

There are a limited number of suppliers of popular mobile devices and there is a risk that the Company will not be able to maintain contracts for its existing supply of mobile devices and/or contract for the supply of new devices on commercially reasonable terms.

Shaw participates in global scale initiatives through partnerships with best-in-class service providers such as Comcast, Cisco Meraki, and Nokia to ensure that the technology we adopt and invest in is leading-edge in the global communications industry. There is a risk that the Company's participation in such partnerships ends or that the technology roadmap of Shaw and its partners diverges, resulting in disparate strategic approaches. Such divergence may result in higher capital requirements, prolonged development timelines of new products and services, and suboptimal performance of new products and services introduced by Shaw.

Programming Expenses

Expenses for video programming continue to be one of our most significant operating expenses. Costs continue to increase, particularly for sports programming. In addition, as we add programming or distribute existing programming to more of our subscriber base, programming expenses increase. Although we have been successful at reducing the impact of these cost increases through the sale of additional services or increasing subscriber rates, there can be no assurance that we will continue to be able to do so and this may have a material adverse effect on Shaw, its operations and/or its financial results.

Roaming Agreements

Shaw (and/or its wholly owned subsidiaries) has entered into roaming agreements with multiple carriers in Canada and around the world to extend its national and worldwide coverage. If the Company is unable to extend its national and worldwide wireless coverage, or renew or substitute for those roaming agreements at their respective existing terms or on commercially reasonable terms, the Company may be placed at a competitive disadvantage, which could adversely affect its ability to operate its Wireless business, as well as its reputation and customer experience. In addition, if the Company is unable to renew, or substitute for, these roaming agreements on a timely basis and at an acceptable cost, its cost structure could materially increase, and, consequently, its business, prospects, revenues, financial condition, and results of Wireless operations could be adversely affected.

The three incumbent national wireless carriers are required by CRTC regulation to provide domestic wholesale roaming services to Shaw and other facilities-based wireless competitors at regulated rates. Changes to the regulated rates or other terms in the wholesale roaming policy could negatively impact the Company's wireless financial results, growth prospects, and operational flexibility. For further detail see "Government Regulations and Regulatory Developments – Telecommunications Act – CRTC Wireless Review."

Economic Conditions

The Canadian economy is affected by uncertainty in global financial and equity markets, slowdowns in national and/or global economic growth, and commodity price challenges. Changes in economic conditions, which may differ across our regional footprint, may affect discretionary consumer and business spending, resulting in increased or decreased demand for Shaw's product offerings. Current or future events caused by volatility in domestic or international economic conditions or a decline in economic growth may have a material adverse effect on Shaw, its operations and/or financial results. The advent of the COVID-19 pandemic has exacerbated both the uncertainty and volatility in global financial and equity markets, in addition to negatively impacting economic growth rates.

Talent Management and Succession Planning

Our success is substantially dependent upon the retention and the continued performance of our executive officers. Many of these executive officers are uniquely qualified in their areas of expertise, making it difficult to replace their services in the short to medium term. The loss of the services of any key executives and/or employees in critical roles or inadequate processes designed to attract, develop, motivate, and retain productive and engaged employees could have a material adverse effect on Shaw, its operations and/or financial results. To mitigate this risk, the Company's comprehensive compensation program is designed to attract, retain, motivate, and reward the executive team and key employees through aligning management's interest with our business objectives and performance. Furthermore, the Company conducts annual succession planning to identify and develop key leaders to build capabilities and experiences required for the future.

Total Business Transformation and Voluntary Departure Program

In the second quarter of fiscal 2018, the Company introduced TBT, a multi-year initiative designed to reinvent Shaw's operating model to better meet the changing tastes and expectations of consumers and businesses by optimizing the use of resources, maintaining and ultimately improving customer service, and by reducing staff. Three key elements of TBT were to: 1) shift customer interactions to digital platforms; 2) drive more self-install and self-serve; and 3) streamline the organization that builds and services our network.

On March 5, 2020, the Company announced the substantial completion of the TBT initiative with fiscal 2020 annualized savings related to VDP substantially in line with the previous estimates. A total of $437 million in restructuring charges was recorded since the beginning of the program, of which $425 million has been paid to date. As part of the TBT initiative, we reduced input costs, consolidated functions, and streamlined processes, which has led to operational improvements across the business, allowing us to evolve into a more efficient organization. We have become a more focused, agile, and accountable organization ready to evolve from being product-focused to more purposeful and fully integrated, focusing on satisfying the unique needs of our customers. See also "Total Business Transformation" and "Caution Concerning Forward Looking Statements" for further discussion of the TBT initiative and the VDP.

There is an overall risk that the leaner, more integrated and agile Company resulting from the TBT initiative and the VDP may not be sustainable. Specifically, there is a risk that the Company may not be able to (i) maintain sustainable digital platforms that will continue to effectively engage customers; (ii) maintain sustainable digital platforms that continue to meet or exceed our customers' service level expectations, protect the security of customer information, and coordinate the delivery of product and service offerings; (iii) maintain sustainable programs that will result in customers continuing to use the self-serve and self-help functions, and electing to self-install the Company's products and services; and (iv) continue to consolidate and streamline the functions and processes of the divisions responsible for building and servicing its networks.

Despite the Company's mitigation efforts (including outsourcing certain functions, reassigning/repurposing employees, and the increased customer use of our self-serve, self-help, and self-installation functions), there is still a risk that the Company may not be able to (i) replace or outsource the functions performed by certain key employees that exited the Company in connection with the VDP; (ii) continue to operate the business in the normal course and maintain or improve customer service levels; (iii) maintain employee morale as a result of the organizational changes and staff and cost reductions; and (iv) ensure that the staff reductions will result in sustained cost reductions and achieve the financial goals of the TBT initiative. The realization of any of these risks may have a material adverse effect on Shaw, its reputation, operations, and/or financial results.

Labour Relations

As of August 31, 2020, approximately 5% of our employees are represented by unions under collective bargaining agreements. While the Company strives to maintain positive labour relations, we can neither predict the outcome of current or future negotiations relating to labour disputes, union representation, or renewal of collective bargaining agreements, nor be able to avoid future work stoppages, strikes, or other forms of labour protests pending the outcome of any current or future negotiations. A prolonged work stoppage, strike or other form of labour protest could have a material adverse effect on our businesses, operations, and reputation. Even if the Company does not experience strikes or other forms of labour protests, the outcome of labour negotiations could adversely affect our businesses and results of operations. In addition, our ability to make short-term adjustments to control compensation and benefits costs could be limited by the terms of such collective bargaining agreements. To support all leaders and employees, we continually listen to remove barriers and respond in real-time to needs and concerns. We also continue to provide support for leaders on how to manage change and maintain positive employee engagement and relations.

Interest Rates, Foreign Exchange Rates and Capital Markets

Shaw has the following financial risks in its day-to-day operations:

(a) **Interest rates:** Due to the capital-intensive nature of Shaw's operations, the Company uses long-term financing extensively in its capital structure. The primary components of this structure include banking facilities and various Canadian denominated senior notes and debentures with varying maturities issued in the public markets. These are more fully described in Note **13** to the Consolidated Financial Statements.

Interest on bank indebtedness is based on floating rates while the senior notes are all fixed-rate obligations. If required, Shaw uses its credit facility to finance day-to-day operations and, depending on market conditions, periodically converts the bank loans to fixed-rate instruments through public market debt issues. Increases in interest rates may have a material adverse effect on Shaw, its operations and/or its financial results.

(b) **Capital markets:** Shaw requires ongoing access to capital markets to support its operations. Changes in capital market conditions, including significant changes in market interest rates or lending practices, or changes in Shaw's credit ratings, may adversely affect our ability to raise or refinance short-term or long-term debt and therefore may have a material adverse effect on Shaw, its operations and/or its financial results.

Shaw manages its exposure to floating interest rates by maintaining a mix of fixed and floating rate debt. Interest on the Company's unsecured credit facility and accounts receivable securitization program are based on floating rates, while the senior notes are all fixed rate obligations.

As at August 31, 2020, virtually all of Shaw's consolidated long-term debt was fixed with respect to interest rates.

The Company may also enter into derivative contracts, primarily forward contracts, to mitigate its exposure to foreign exchange and interest rate risks. While hedging and other efforts to manage these risks are intended to mitigate Shaw's risk exposure, because of the inherent nature and risk of such transactions, those activities can result in losses. For instance, if Shaw hedges its floating interest rate exposure, it may forego the benefits that may otherwise be experienced if rates were to fall and it is subject to credit risks associated with the counterparties with whom it contracts. In order to minimize the risk of counterparty default under its derivatives agreements, Shaw assesses the creditworthiness of its derivative counterparties. Further information concerning the policy and use of derivative financial instruments is contained in Notes 2 and 30 to the Consolidated Financial Statements.

Inventory

Our Wireless division's inventory balance consists of devices which generally have short product lifecycles due to frequent new device introductions. The failure to effectively manage inventory levels based on product demand may increase the risk of inventory obsolescence, which could negatively impact Shaw's operations and/or financial results.

Similar to other wireless service providers, Shaw subsidizes the cost of subscriber devices to attract customers to sign a term contract with Freedom Mobile or Shaw Mobile. Shaw also commits to a minimum subsidy per unit with certain suppliers of devices. There is a risk that Shaw may be unable to recover the costs of subsidies over the term of the customer contract which could negatively impact our business, operations, or financial results.

Climate Change

Climate change risks are important considerations for Shaw. These risks have been classified as two main types – physical risks and transition risks – which are described in further detail below.

Physical Risks

In accordance with the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD), we recognize that climate change may increase the severity, duration, and frequency of natural hazards and weather-related events. These in turn may negatively impact our business, which may require us to protect, test, maintain, repair, and replace our networks, IT systems, equipment and other infrastructure. For example:

- increased temperatures could impact our networks, IT systems, equipment and other infrastructure which could require the installation of additional cooling devices;
- acute risks (e.g., ice storms, extreme precipitation, flooding, fires, hurricanes, tornados, tsunamis) and chronic risks (e.g., sea-level rise) could impact or destroy our facilities or network, equipment, and other infrastructure, and affect our employees' ability to safely perform work. These impacts may increase our insurance related expenses, and affect our ability to deliver products and services; and
- climate change related impacts to our key suppliers could adversely affect their ability to supply us with required products and services.

The occurrence of any of these events could have a material adverse effect on our operations and/or financial results. See also "Network Failure" risks above which could increase in severity and/or frequency as a result of climate change related natural disasters.

With the exception of our network equipment and data centres, we self-insure our Fibre+ network and, as a result, have limited insurance coverage against the losses resulting from natural disasters affecting our Fibre+ network. For further detail see “Network Failure” above.

Although we have business continuity/resumption plans and disaster recovery plans and strategies in place, the failure of any of our climate change mitigation and adaptation efforts (including response strategies and business continuity protocols) may affect our business through potential disruption of our operations, damage to our facilities and infrastructure, and affect the communities that we operate in and serve, which may have a material adverse effect on Shaw and its reputation, as well as its operations, prospects and/or financial results.

Transition Risks

Climate change is drawing more attention through evolving public interest as well as government regulation and policy.

- **Policy & legal risk:** Many aspects of our operations are subject to evolving and increasingly stringent federal, provincial, and local environmental, health, and safety laws and regulations. These laws and regulations impose requirements with respect to matters such as fuel storage, the recovery and recycling of end-of-life electronic products, greenhouse gas emissions, the release of substances into the environment, corrective and remedial action concerning such releases, and the proper handling, management and disposal of substances. These evolving considerations and more stringent laws and regulations could lead to increased costs for compliance, which could be material. For example, we may be required to incur additional capital expenditures from substituting existing products and services with lower emissions options. The Company may also incur increased operational costs due to higher fuel and energy prices resulting from carbon taxes and/or cap and trade programs.
- **Reputational Risk:** Failure to recognize and adequately respond to changing environmental matters and expectations, or to comply with environmental laws and regulations, could result in fines, new regulatory obligations and associated costs, or damage to our reputation or brand any of which could have a material adverse effect on our operations and/or financial results.

In fiscal 2020, we continued to make progress on the development of our ESG program. Key areas of focus of the ESG program include the resiliency and sustainability of our converged network and products, including climate change resilience. Through the development of the ESG program, we are considering and integrating climate-related considerations into our governance and risk management practices.

Litigation

Shaw and its subsidiaries are involved in litigation matters arising in the ordinary course and conduct of its business. Although management does not expect that the outcome of these matters will have a material adverse effect on the Company, there can be no assurance that these matters, or other legal matters that arise in the future, will not have a material adverse effect on Shaw and its reputation, as well as Shaw’s operations and/or financial results.

Shaw is a public company with shares trading on the Toronto and New York stock exchanges. As a result, the Company may be subject to civil liability under Canadian and US securities laws for alleged misrepresentations by the Company in its public disclosure documents and/or oral statements.

Legal and Ethical Compliance

Shaw expects and relies on its employees, officers, Board of Directors, contractors, suppliers, and other business partners to act in accordance with applicable legal and ethical standards in all jurisdictions in which we operate, including, but not limited to, anti-bribery, anti-corruption, and anti-money laundering laws and regulations. Situations where Shaw’s employees, officers, Board of Directors, contractors, suppliers, and other business partners do not adhere to applicable laws and regulations, the Company’s policies or its contractual obligations, whether inadvertently or intentionally, may expose the Company to litigation and the possibility of damages, sanctions, and fines, or of being disqualified from bidding on contracts, which may have a material adverse effect on Shaw and its reputation, as well as its operations, prospects, and/or financial results.

Taxes

Shaw’s business is subject to various tax laws, changes to tax laws and the adoption of new tax laws, regulations thereunder and interpretations thereof, which may have adverse tax consequences to Shaw.

While Shaw believes it has adequately provided for all income and commodity taxes based on information that is currently available, the calculation and the applicability of taxes in many cases require significant judgment in interpreting tax rules and regulations. In addition, Shaw’s tax filings are subject to government audits which could result in material changes in the amount of current and deferred income tax assets and liabilities and other liabilities which may, in certain circumstances, result in the assessment of interest and penalties.

Concerns about Alleged Health Risks relating to Radiofrequency Emissions

Concerns about alleged health risks relating to radiofrequency emissions may adversely affect our Wireless division and our Shaw Go WiFi operations. Some studies have alleged that links exist between radiofrequency emissions from certain wireless devices and cell sites and various health problems or possible interference with electronic medical devices, including hearing aids and pacemakers. The Company complies with all applicable laws and regulations. Further, the Company relies on suppliers of wireless network equipment and customer equipment to meet or exceed all applicable regulatory and safety requirements. No definitive evidence exists of harmful effects from exposure to radiofrequency emissions when legal limits are complied with. Additional studies of radiofrequency emissions are ongoing and we cannot be certain of results, which could result in additional or more restrictive regulation or exposure to potential litigation.

Acquisitions, Dispositions and Other Strategic Transactions

Shaw may from time to time make acquisitions to expand its existing businesses or to enter into sectors in which Shaw does not currently operate, dispositions to focus on core offerings or enter into other strategic transactions. Such acquisitions, dispositions and/or strategic transactions may fail to realize the anticipated benefits, result in unexpected costs, result in unexcepted liabilities that were not uncovered through the due diligence process and/or Shaw may have difficulty incorporating or integrating the acquired business, any of which may have a material adverse effect on Shaw, its operations and/or financial results.

Dividend Payments are not Guaranteed

Shaw currently pays monthly common share and quarterly preferred share dividends in amounts approved on a quarterly basis by the Board of Directors. Over the long term, Shaw expects to continue to pay dividends from its free cash flow; however, balance sheet cash and/or credit facilities may be used to fund dividends from time to time. Although Shaw intends to make regular dividend payments, dividends are not guaranteed as actual results may differ from expectations and there can be no assurance that the Company will continue common or preferred share dividend payments at the current level. In addition to the standard legislated solvency and liquidity tests that must be met, the Company would not be able to declare and pay dividends if there was an event of default or a pending event of default would result (as a consequence of declaring and paying dividends) under its credit facilities.

Holding Company Structure

Substantially all of Shaw's business activities are operated by its subsidiaries. As a holding company, our ability to meet our financial obligations is dependent primarily upon the receipt of interest and principal payments on intercompany advances, management fees, cash dividends and other payments from our subsidiaries together with proceeds raised by the Company through the issuance of equity and the incurrence of debt, and from proceeds received on the sale of assets. The payment of dividends and the making of loans, advances and other payments to Shaw by its subsidiaries may be subject to statutory or contractual restrictions, are contingent upon the earnings of those subsidiaries and are subject to various business and other considerations.

Control of the Company

Voting control of the Company is held by SFLT and its subsidiaries. As at October 30, 2020, SFLT and its subsidiaries held 17,562,400 Class A Shares, representing approximately 79% of the issued and outstanding Class A Shares, for the benefit of the descendants of the late JR Shaw and Carol Shaw. The sole trustee of SFLT is a private company controlled by a board consisting of seven directors, including as at October 30, 2020, Bradley S. Shaw, four other members of his family, and two independent directors.

The Class A Shares are the only shares entitled to vote in all circumstances. Accordingly, SFLT and its subsidiaries are able to elect a majority of the Board of Directors of the Company and to control the vote on matters submitted to a vote of the Company's Class A Shares.

SUMMARY OF QUARTERLY RESULTS

Below is a summary of the Company's consolidated financial results and selected key performance drivers for fiscal 2020 and 2019.

	2020[1]				2019			
(millions of Canadian dollars except per share amounts)	**Q4**	**Q3**	**Q2**	**Q1**	**Q4**	**Q3**	**Q2**	**Q1**
Revenue	**1,349**	**1,312**	**1,363**	**1,383**	1,349	1,322	1,315	1,354
Adjusted EBITDA [2]	**594**	**609**	**600**	**588**	534	528	548	544
Restructuring costs	**—**	**(14)**	**—**	**—**	10	—	—	(1)
Amortization []	**(312)**	**(302)**	**(300)**	**(303)**	(250)	(263)	(264)	(262)
Amortization of financing costs	**(1)**	**—**	**(1)**	**(1)**	(1)	(1)	—	(1)
Interest expense [1]	**(68)**	**(67)**	**(68)**	**(71)**	(66)	(62)	(68)	(62)
Other income (expense)	**(1)**	**7**	**(19)**	**(3)**	2	(36)	(1)	23
Income taxes	**(37)**	**(49)**	**(45)**	**(48)**	(63)	61	(61)	(55)
Net income [1][3]	**175**	**184**	**167**	**162**	166	227	154	186
Net income attributable to equity shareholders	**175**	**184**	**167**	**162**	166	225	154	186
Net income attributable to non-controlling interests	**—**	**—**	**—**	**—**	—	2	—	—
Earnings per share [1]								
Basic and diluted	**0.34**	**0.35**	**0.32**	**0.31**	0.32	0.43	0.30	0.36
Other Information								
Cash flows from operating activities	**632**	**588**	**361**	**339**	435	432	410	291
Free cash flow [2]	**152**	**221**	**191**	**183**	42	174	159	163
Capital expenditures and equipment costs	**307**	**268**	**276**	**260**	382	280	279	271

(1) Fiscal 2020 figures reflect the impact of the adoption and application of IFRS 16 while Fiscal 2019 figures do not and are not comparable. See "New Accounting Standards" as well as discussions below and under "Results of Operations" and "Segmented Operations Review."

(2) Adjusted EBITDA and free cash flow are non-GAAP measures and should not be considered substitutes or alternatives for GAAP measures. These are not defined terms under IFRS and do not have a standard meaning, and therefore may not be a reliable way to compare us to other companies. See "Key Performance Drivers" for information about these measures, including how we calculate them.

(3) Net income attributable to both equity shareholders and non-controlling interests.

F20 Q4 **VS** F20 Q3	In the fourth quarter of fiscal 2020, net income decreased $9 million compared to the third quarter of fiscal 2020 mainly due to an $15 million decrease in adjusted EBITDA and a $23 million increase in current taxes in the fourth quarter as well an $8 million decrease in other gains as a result of an insurance claim recovery in the third quarter partially offset by a $35 million decrease in deferred taxes and a $14 million decrease in restructuring costs in the fourth quarter.
F20 Q3 **VS** F20 Q2	In the third quarter of fiscal 2020, net income increased $17 million compared to the second quarter of fiscal 2020 mainly due to a $26 million increase in other gains/losses, which includes the impact of the $17 million payment related to the early redemption of $800 million in senior notes in the second quarter, a $6 million insurance claim recovery, a $9 million increase in adjusted EBITDA in the third quarter and a $4 million decrease in current taxes, offset by a $14 million restructuring cost and an $8 million increase in deferred taxes, also in the third quarter.
F20 Q2 **VS** F20 Q1	In the second quarter of fiscal 2020, net income increased $5 million compared to the first quarter of fiscal 2020 mainly due to a $13 million decrease in current taxes, a $12 million increase in adjusted EBITDA and a $3 million decrease in interest expense, all in the second quarter, partially offset by a $17 million payment related to the early redemption of $800 million in senior notes and a $10 million increase in deferred taxes, also in the second quarter.
F20 Q1 **VS** F19 Q4	In the first quarter of fiscal 2020, net income decreased $4 million compared to the fourth quarter of fiscal 2019 mainly due to a $23 million decrease in deferred taxes in the first quarter. This was partially offset by a $7 million increase in current taxes in the first quarter as well as the net impact of the adoption of IFRS 16 which resulted in a decrease to operating, general and administrative costs that was more than offset by increases to amortization of property, plant and equipment, intangibles and other and interest expense.

F19 Q4 **vs** F19 Q3	In the fourth quarter of fiscal 2019, net income decreased $63 million compared to the third quarter of fiscal 2019 mainly due to a $21 million increase in current taxes in the fourth quarter, a $41 million gain on the disposal of property, plant and equipment to a related party, a $15 million gain on the sale of a portfolio investment and the $102 million impact of a tax rate change on deferred taxes, partially offset by a $109 million loss on the disposal of the Company's entire equity investment in Corus, all recorded in the third quarter.
F19 Q3 **vs** F19 Q2	In the third quarter of fiscal 2019, net income increased $74 million compared to the second quarter of fiscal 2019 mainly due to a $41 million gain on the disposal of property, plant and equipment to a related party, a $15 million gain on the sale of a portfolio investment and the $102 million impact of a tax rate change on deferred taxes, partially offset by a $109 million loss on the disposal of the Company's entire equity investment in Corus, all recorded in the third quarter.
F19 Q2 **vs** F19 Q1	In the second quarter of fiscal 2019, net income decreased $32 million compared to the first quarter of fiscal 2019 mainly due to a $20 million decrease in equity income related to the Company's investment in Corus in the quarter and higher income taxes.
F19 Q1 **vs** F18 Q4	In the first quarter of fiscal 2019, net income decreased $10 million compared to the fourth quarter of fiscal 2018 mainly due to a $12 million decrease in adjusted EBITDA and a decrease in other gains mainly related to a $16 million gain on the sale of certain wireless spectrum licences in the fourth quarter of fiscal 2018. These decreases were partially offset by a $10 million increase in equity income related to the Company's investment in Corus in the first quarter.

Fourth Quarter 2020 Highlights

The following discusses the results for the fourth quarter of fiscal 2020 (three-month period ended August 31, 2020) as compared with the results from the fourth quarter of fiscal 2019 (three-month period ended August 31, 2019).

Revenue

Consolidated revenue was comparable year-over-year at $1.35 billion.

- Wireless revenue of $294 million for the fourth quarter of fiscal 2020 increased $14 million, or 5.0%, over the fourth quarter of fiscal 2019. The increase was driven mainly by higher service revenues which contributed an incremental $27 million to consolidated revenue primarily due to higher postpaid RGUs and a 6.6% and 4.2% year-over-year increase in ABPU to $44.81 and ARPU to $39.65, respectively, reflecting the increased number of Wireless customers subscribing to higher service plans, partially offset by lower roaming revenue in the quarter due to less travel and roaming outside of the Company's wireless home network resulting from the impact of the COVID-19 pandemic. Equipment revenue decreased $13 million, or 13.5%, over the previous year due to lower subscriber activations.
- Consumer division revenue decreased $13 million, or 1.4%, to $917 million as growth in Internet revenue was offset by declines in Video, Satellite, and Phone subscribers and revenue.
- Business division revenue of $140 million was essentially flat in comparison to the fourth quarter of fiscal 2019 as impacted Business customers temporarily reduced, suspended, or cancelled their accounts due to the challenging economic environment facing businesses stemming from the COVID-19 pandemic.

Adjusted EBITDA

Adjusted EBITDA for the fourth quarter of $594 million increased $60 million, or 11.2%, from $534 million in the comparable prior year quarter. Removing the $40 million impact from IFRS 16 in the fourth quarter, adjusted EBITDA increased approximately 3.7% over the prior year quarter.

- Wireless adjusted EBITDA of $84 million for the fourth quarter of fiscal 2020 improved by $33 million, or 64.7%, over the fourth quarter of fiscal 2019. The increase reflects the impact of the adoption of IFRS 16 which contributed $20 million, or 39.2%, to the increase while the remaining increase was mainly due to postpaid RGU growth, an increase in margins due to lower equipment sales and lower acquisition related costs, and continued ARPU growth of 4.2% in the quarter.
- Wireline adjusted EBITDA for the fourth quarter of fiscal 2020 of $510 million increased 5.6%, or $27 million, from $483 million in the fourth quarter of fiscal 2019. The increase primarily reflects the impact of the adoption of IFRS 16 which contributed $20 million, or 4.1%, to the increase as well as the impact of the $10 million charge related to CRTC regulatory matters in the fourth quarter of fiscal 2019.

Adjusted EBITDA margin

Adjusted EBITDA margin for the fourth quarter of 44.0% increased 440-basis points compared to 39.6% in the fourth quarter of fiscal 2019. Excluding the impact of IFRS 16, adjusted EBITDA margin of 41.1% increased 150-basis points in comparison to the fourth quarter of fiscal 2019.

Capital expenditures and equipment

In the fourth quarter of fiscal 2020, capital investment of $307 million decreased $75 million from the comparable period in fiscal 2019. Total Wireline capital spending of $192 million decreased by approximately $42 million year-over-year primarily due to lower success-based capital and investments in new housing development. Wireless spending of $115 million decreased by approximately $33 million year-over-year primarily due to the timing of expenditures and lower planned investment in the quarter.

Amortization

Amortization of $312 million increased 24.8% compared to the fourth quarter of 2019. The increase in amortization reflects the impact of the adoption of IFRS 16 which contributed an additional $37 million, or 14.8%, in amortization related to the newly recognized right-of-use assets as well as the amortization of new expenditures exceeding the amortization of assets that became fully amortized during the period.

Interest

Interest expense of $68 million for the fourth quarter increased $2 million over the comparable prior year quarter and reflects the impact of the adoption of IFRS 16 which resulted in an additional $11 million in interest expense related to lease liabilities, partially offset by the lower average outstanding debt balances in the period.

Free cash flow

Free cash flow for the quarter of $152 million compared to $42 million in the comparable prior year quarter. The increase was largely due to higher adjusted EBITDA and lower capital expenditures and interest costs.

Income taxes

Income taxes were lower in the quarter compared to the fourth quarter of fiscal 2019 due mainly to the decrease in net income and the recognition of previously unrecognized tax losses.

Seasonality and Trends

While financial results for the Company are generally not subject to significant seasonal fluctuations, subscriber activity may fluctuate from one quarter to another. Subscriber activity may also be affected by competition and Shaw's promotional activity. Our Video subscriber activity is influenced by cord shaving and cord cutting trends, which has resulted in fewer subscribers watching traditional cable TV, as well as a lower number of TV subscribers. In addition, trends in the use of wireless products and Internet or social media as substitutes for traditional home phone products have resulted in fewer Phone subscribers. Satellite subscriber activity is modestly higher around the summertime when more subscribers have second homes in use. Wireless subscriber activity is influenced by the launch of popular new mobile devices, seasonal promotional periods, and the level of competitive intensity. Our first and fourth quarters typically experience higher volumes of wireless competitive activity as a result of back to school and holiday season-related consumer behavior. Aggressive promotional offers are often advertised during these periods which can impact our Wireless subscriber metrics. Shaw's Wireline and Wireless businesses do not depend on any single customer or concentration of customers.

Subscriber Statistics

Growth (losses) in subscriber statistics as follows:

Subscriber Statistics	2020 Opening	First	Second	Third	Fourth	Ending
Video – Cable	1,478,371	(13,948)	(19,310)	(21,604)	(32,989)	1,390,520
Video – Satellite	703,223	(31,875)	(13,211)	(110)	(7,300)	650,727
Internet	1,911,703	5,648	6,072	(5,103)	(14,452)	1,903,868
Phone	767,745	(26,178)	(23,547)	(20,648)	(24,762)	672,610
Total Consumer	4,861,042	(66,353)	(49,996)	(47,465)	(79,503)	4,617,725
Video – Cable	41,843	1,622	(2,779)	(4,854)	1,680	37,512
Video – Satellite	35,656	2,333	1,099	(4,835)	1,749	36,002
Internet	173,686	694	(338)	82	4,146	178,270
Phone	379,434	4,253	1,509	1,779	685	387,660
Total Business	630,619	8,902	(509)	(7,828)	8,260	639,444
Total Wireline	5,491,661	(57,451)	(50,505)	(55,293)	(71,243)	5,257,169
Wireless – Postpaid	1,313,828	66,865	54,289	2,236	44,957	1,482,175
Wireless – Prepaid	344,357	(8,954)	(3,230)	(7,701)	14,867	339,339
Total Wireless	1,658,185	57,911	51,059	(5,465)	59,824	1,821,514
Total Subscribers	7,149,846	460	554	(60,758)	(11,419)	7,078,683

Subscriber Statistics	2019 Opening	First	Second	Third	Fourth	Ending
Video – Cable	1,585,232	(23,768)	(28,953)	(24,303)	(29,837)	1,478,371
Video – Satellite	750,403	(28,893)	(9,627)	3,134	(11,794)	703,223
Internet	1,876,944	5,606	11,105	6,647	11,401	1,911,703
Phone	853,847	(15,957)	(20,916)	(21,517)	(27,712)	767,745
Total Consumer	5,066,426	(63,012)	(48,391)	(36,039)	(57,942)	4,861,042
Video – Cable	49,606	(254)	(1,465)	(4,301)	(1,743)	41,843
Video – Satellite	34,831	558	830	(626)	63	35,656
Internet	172,859	1,248	(1,440)	427	592	173,686
Phone	354,912	8,649	5,836	5,368	4,669	379,434
Total Business	612,208	10,201	3,761	868	3,581	630,619
Total Wireline	5,678,634	(52,811)	(44,630)	(35,171)	(54,361)	5,491,661
Wireless – Postpaid [(1)]	1,029,720	86,067	64,670	61,279	75,913	1,313,828
Wireless – Prepaid [(1)]	373,138	(20,452)	(16,887)	820	14,831	344,357
Total Wireless	1,402,858	65,615	47,783	62,099	90,744	1,658,185
Total Subscribers	7,081,492	12,804	3,153	26,928	36,383	7,149,846

(1) The Company reduced the August 31, 2019 ending balance by 10,914 due to account cancellations dating back to 2016 previously not reported. The cancellations consisted of 3,821 postpaid and 7,093 prepaid subscribers. In the Company's view, the cancellations were not significant in relation to previously reported amounts.

RESULTS OF OPERATIONS

OVERVIEW OF FISCAL 2020 CONSOLIDATED RESULTS

(millions of Canadian dollars except per share amounts)	2020 (1)	2019	2018	Change 2020 %	Change 2019 %
Operations:					
Revenue	**5,407**	5,340	5,189	1.3	2.9
Adjusted EBITDA (2)	**2,391**	2,154	2,057	11.0	4.7
Adjusted EBITDA margin (2)	**44.2%**	40.3%	39.6%	9.7	1.8
Funds flow from continuing operations (3)	**1,989**	1,777	1,177	11.9	51.0
Net income from continuing operations	**688**	733	39	(6.1)	>100.0
Income (loss) from discontinued operations, net of tax	**–**	–	(6)	–	(100.0)
Net income	**688**	733	33	(6.1)	>100.0
Free cash flow (2)	**747**	538	385	38.8	39.7
Balance sheet:					
Total assets	**16,165**	15,646	14,431		
Long-term financial liabilities					
Long-term debt (including current portion)	**4,548**	5,308	4,311		
Other financial liabilities	**–**	–	–		
Per share data:					
Basic and diluted earnings per share					
Continuing operations	**1.32**	1.41	0.06		
Discontinued operations	**–**	–	(0.01)		
	1.32	1.41	0.05		
Weighted average number of participating shares outstanding during period (millions)	**515**	511	502		
Cash dividends declared per share					
Class A	**1.1825**	1.1825	1.1825		
Class B	**1.1850**	1.1850	1.1850		

(1) Fiscal 2020 figures reflect the impact of the adoption and application of IFRS 16 while Fiscal 2019 figures do not and are not comparable. See "New Accounting Standards" as well as discussions below and under "Segmented Operations Review."

(2) Adjusted EBITDA, adjusted EBITDA margin and free cash flow are non-GAAP measures and should not be considered substitutes or alternatives for GAAP measures. These are not defined terms under IFRS and do not have a standard meaning, and therefore may not be a reliable way to compare us to other companies. See "Key Performance Drivers" for information about these measures, including how we calculate them.

(3) Funds flow from operations is presented before changes in non-cash working capital as presented in the Consolidated Statements of Cash Flows.

Revenue and Adjusted EBITDA

Fiscal 2020 consolidated results were resilient and in line with guidance despite significant uncertainty arising from the COVID-19 pandemic and commodity price challenges. Adjusted EBITDA of $2,391 million in fiscal 2020 increased 11.0% over fiscal 2019. Removing the $158 million impact from IFRS 16 in the year, adjusted EBITDA increased approximately 3.7%. For further discussion of divisional performance see "Segmented Operations Review."

Consolidated revenue of $5.41 billion for fiscal 2020 improved 1.3% over $5.34 billion for fiscal 2019. Revenue improved primarily due to the Wireless division contributing revenues of $1,166 million in fiscal 2020 as compared to $1,047 million in the prior year. The year-over-year improvement in Wireless revenue of $119 million, or 11.4%, reflects higher service revenues of $121 million driven primarily by added postpaid RGUs, higher ARPU, and higher ABPU partially offset by lower equipment revenues of $2 million, reflecting the impact of COVID-19 on consumer activity in the second half of fiscal 2020. Wireline division revenue was down $50 million, or 1.2%. Business division revenues increased $10 million, or 1.8%, and reflect the impacts from COVID-19 on the small and medium sized business market in the second half of the year while

Consumer division revenues decreased $60 million, or 1.6%, compared to fiscal 2019 as contributions from rate adjustments and growth in Internet revenue were offset by declines in Video, Satellite, and Phone subscribers and revenue.

Adjusted EBITDA of $2.39 billion for the twelve-month period improved 11.0% compared to $2.15 billion for fiscal 2019. The improvement was primarily due to the Wireless division contributing $337 million over the twelve-month period as compared to $199 million in fiscal 2019 while the Wireline division contributed $2,054 million over the twelve-month period as compared to $1,955 million in fiscal 2019. The Wireless increase of $138 million, or 69.3%, over the comparable period reflects an increase in underlying performance of $62 million, or 31.2%, and an increase of $76 million, or 38.2%, relating to the impact of the adoption of IFRS 16. The increase in underlying performance was driven primarily by subscriber and ARPU growth. Wireline adjusted EBITDA of $2,054 million for fiscal 2020 increased 5.1%, or approximately 0.9% after removing the $82 million impact from the adoption of IFRS 16, resulting in a Wireline operating margin of 46.4%, an improvement of 90-basis points over fiscal 2019 (on pre-IFRS 16 basis). The increase also reflects the impact of the $10 million provision related primarily to the CRTC decision to reduce wholesale broadband rates available to third party Internet providers from 2016 onwards and the impact of a $15 million payment to address certain IP licensing matters, both recorded in fiscal 2019.

Restructuring costs

Restructuring costs generally include severance, employee related costs and other costs directly associated with a restructuring program. During the third quarter of fiscal 2020, the Company restructured certain operations within the Wireline segment and announced a realignment of the senior leadership team. In connection with the restructuring, the Company recorded costs of $14 million, primarily related to severance and employee related costs.

Amortization

(millions of Canadian dollars)	2020	2019	Change %
Amortization revenue (expense)			
Deferred equipment revenue	**16**	21	(23.8)
Deferred equipment costs	**(65)**	(85)	(23.5)
Property, plant and equipment, intangibles and other [(1)]	**(1,168)**	(974)	19.9

(1) Fiscal 2020 figures reflect the impact of the adoption and application of IFRS 16 while Fiscal 2019 figures do not and are not comparable. See “New Accounting Standards” as well as discussion below.

Amortization of property, plant and equipment, intangibles and other increased 19.9% for the year ended August 31, 2020. The increase in amortization reflects the impact of the adoption of IFRS 16 which resulted in an additional $141 million in amortization related to the newly recognized right-of-use assets as well as the amortization of new expenditures exceeding the amortization of assets that became fully amortized during the period.

Amortization of financing costs and Interest expense

(millions of Canadian dollars)	2020	2019	Change %
Amortization of financing costs – long-term debt	**3**	3	–
Interest expense [(1)]	**274**	258	6.2

(1) Fiscal 2020 figures reflect the impact of the adoption and application of IFRS 16 while Fiscal 2019 figures do not and are not comparable. See “New Accounting Standards” as well as discussion below.

Interest expense for the year ended August 31, 2020 increased over the comparable period and reflects the impact of the adoption of IFRS 16, which resulted in an additional $44 million in interest expense related to lease liabilities, partially offset by the lower average outstanding debt balances and interest rates in fiscal 2020 in comparison to fiscal 2019.

Other income and expenses

(millions of Canadian dollars)	2020	2019	Increase / (decrease)
Equity income of an associate or joint venture	–	46	(46)
Loss on disposal of an associate or joint venture	–	(109)	109
Other gains (losses)	**(16)**	50	(66)
	(16)	(13)	(3)

On May 31, 2019, the Company sold all of its 80,630,383 Corus Class B non-voting participating shares at a price of $6.80 per share. Proceeds, net of transaction costs, were $526 million, which resulted in a loss of $109 million for fiscal 2019. In fiscal 2019, the Company also recorded equity income of $46 million related to its investment in Corus. As the Company no longer had an equity investment in Corus for fiscal 2020, there was no income or loss recorded.

Other gains (losses) generally include realized and unrealized foreign exchange gains and losses on US dollar denominated current assets and liabilities, gains and losses on disposal of property, plant and equipment and minor investments, and the Company's share of the operations of Burrard Landing Lot 2 Holdings Partnership. In fiscal 2020, the category includes a net $2 million loss related to the disposal of property, plant and equipment and a $17 million debt redemption penalty related to the early redemption of $800 million in senior notes in December 2019 partially offset by a $6 million insurance claim recovery. In the prior year, the category includes a net $32 million gain on the disposal of property, plant and equipment, a $6 million gain on the disposal of a non-core business, as well as a $15 million gain on the disposal of a minor portfolio investment.

Earnings per share

(millions of Canadian dollars except per share amounts)	2020	2019	Change %
Net income [1]	**688**	733	(6.1)
Weighted average number of participating shares outstanding during period (millions)	**515**	511	
Earnings per share			
Basic and diluted	**1.32**	1.41	

(1) Fiscal 2020 figures reflect the impact of the adoption and application of IFRS 16 while Fiscal 2019 figures do not and are not comparable. See "New Accounting Standards" as well as discussions under "Results of Operations" and "Segmented Operations Review."

Net income

Net income was $688 million in 2020 compared to $733 million in 2019. The year-over-year changes are summarized in the table below.[1]

(millions of Canadian dollars)	
Increased adjusted EBITDA [1][2]	**237**
Increased restructuring costs	**(23)**
Increased amortization [1]	**(179)**
Increased interest expense [1]	**(16)**
Decreased equity income of an associate or joint venture	**(46)**
Change in other net costs and revenue [3]	**43**
Increased income taxes	**(61)**
	(45)

(1) Fiscal 2020 figures reflect the impact of the adoption and application of IFRS 16 while Fiscal 2019 figures do not and are not comparable. See "New Accounting Standards" as well as discussions under "Results of Operations" and "Segmented Operations Review."

(2) Adjusted EBITDA is a non-GAAP measure and should not be considered a substitute or alternative for GAAP measures. This is not a defined term under IFRS and does not have a standard meaning, and therefore may not be a reliable way to compare us to other companies. See "Key Performance Drivers" for information about this measure, including how we calculate it.

(3) Net other costs and revenue include gains and losses on disposals of fixed assets and intangibles, accretion of long-term liabilities and provisions, debt retirement costs, realized and unrealized foreign exchange differences and other losses as detailed in the Consolidated Statements of Income.

Net other costs and revenues had a $45 million favourable impact on net income primarily due to the impact of a $109 million loss related to the Company's disposal of its investment in Corus Class B non-voting participating shares recorded in the prior year, partially offset by a $15 million gain on the disposal of a minor portfolio investment and a $32 million net gain on the disposal of fixed assets and intangibles in the prior year and a $17 million debt redemption penalty in fiscal 2020.

SEGMENTED OPERATIONS REVIEW

WIRELINE

(millions of Canadian dollars)	2020[(1)]	2019	Change %
Consumer	**3,683**	3,743	(1.6)
Business	**567**	557	1.8
Wireline revenue	**4,250**	4,300	(1.2)
Adjusted EBITDA [(2)]	**2,054**	1,955	5.1
Adjusted EBITDA margin [(2)]	**48.3%**	45.5%	6.2

(1) Fiscal 2020 figures reflect the impact of the adoption and application of IFRS 16 while Fiscal 2019 figures do not and are not comparable. See "New Accounting Standards" and discussion below.

(2) Adjusted EBITDA and adjusted EBITDA margin are non-GAAP measures and should not be considered substitutes or alternatives for GAAP measures. These are not defined terms under IFRS and do not have a standard meaning, and therefore may not be a reliable way to compare us to other companies. See "Key Performance Drivers" for information about these measures, including how we calculate them.

Wireline RGUs decreased by 234,492 in the current fiscal year, compared to net losses of 186,973 RGUs in fiscal 2019. Total Business RGU gains of 8,825 were more than fully offset by total Consumer RGU losses of 243,317 in the year which included net losses in cable Video of 87,851, Phone of 95,135, satellite Video of 52,496, and Internet of 7,835.

Consumer revenue for the year of $3.7 billion decreased 1.6% compared to the prior year as growth in Internet revenues were more than fully offset by declines in mature products, including Video, Satellite, and Phone subscribers and revenues. Business revenue for the year of $567 million was 1.8% higher over the prior year with the modest growth reflecting the impacts from COVID-19 on the small and medium sized business market in the second half of fiscal 2020.

Adjusted EBITDA of $2.1 billion increased 5.1% over the comparable period and reflects an increase of $82 million, or 4.2%, relating to the impact of the adoption of IFRS 16 while the underlying performance increased approximately 0.9%, resulting in a Wireline operating margin of 46.4%, an improvement of 90-basis points over fiscal 2019 (on a pre-IFRS 16 basis).

WIRELESS

(millions of Canadian dollars)	2020[(1)]	2019	Change %
Service	**815**	694	17.4
Equipment and other	**351**	353	(0.6)
Wireless revenue	**1,166**	1,047	11.4
Adjusted EBITDA [(2)]	**337**	199	69.3
Adjusted EBITDA margin [(2)]	**28.9%**	19.0%	52.1

(1) Fiscal 2020 figures reflect the impact of the adoption and application of IFRS 16 while Fiscal 2019 figures do not and are not comparable. See "New Accounting Standards" and discussion below.

(2) Adjusted EBITDA and adjusted EBITDA margin are non-GAAP measures and should not be considered substitutes or alternatives for GAAP measures. These are not defined terms under IFRS and do not have a standard meaning, and therefore may not be a reliable way to compare us to other companies. See "Key Performance Drivers" for information about these measures, including how we calculate them.

In Wireless, the Company gained 163,329 net postpaid and prepaid subscribers in the year, consisting of 168,347 postpaid additions offset by 5,018 prepaid losses. The increase in the customer base reflects continued customer demand for the Big Gig data-centric pricing and packaging options, including Absolute Zero, as well as the launch of Shaw Mobile in British Columbia and Alberta on July 30, 2020.

Wireless revenue for the year of $1,166 million increased $119 million, or 11.4%, over the prior year. The increase in revenue was driven primarily by year-over-year growth in service revenue while equipment revenue was essentially flat as a result of a decrease in subscriber activity relating to the temporary closure of a number of retail locations amid the COVID-19 pandemic in the second half of fiscal 2020. The increase in service revenue was driven by RGU, ABPU, and ARPU growth in which a net 168,347 postpaid subscribers were added, representing a 12.8% increase, while ABPU of $44.13 and ARPU of $38.95 in fiscal 2020 compared to $41.67 and $37.92, respectively, in the prior year.

Adjusted EBITDA for the year of $337 million increased $138 million, or 69.3%, over the prior year and reflects an increase in underlying performance of $62 million, or 31.2%, and an increase of $76 million, or 38.2%, relating to the impact of the adoption of IFRS 16. The increase in underlying performance is driven primarily by subscriber and ARPU growth.

Capital Expenditures and Equipment Costs

(millions of Canadian dollars)	Year ended August 31, 2020	2019	Change %
Wireline			
New housing development	**120**	138	(13.0)
Success based	**243**	256	(5.1)
Upgrades and enhancements	**331**	346	(4.3)
Replacement	**26**	28	(7.1)
Buildings and other	**95**	59	61.0
Total as per Note 26 to the audited annual consolidated financial statements	**815**	827	(1.5)
Wireless			
Total as per Note 26 to the audited annual consolidated financial statements	**296**	385	(23.1)
Consolidated total as per Note 26 to the audited annual consolidated financial statements	**1,111**	1,212	(8.3)

Capital investment was $1,111 million in fiscal 2020 compared to $1,212 million in fiscal 2019. The decrease was driven primarily by a decrease in the Wireless division as a result of lower planned capital expenditures in the year due to increased investments related to market expansion in the prior year while Wireline investment decreased primarily due to lower system network infrastructure spending.

Wireline

Success-based capital for fiscal 2020 of $243 million was $13 million lower than fiscal 2019. The current year decrease in success-based capital was due primarily to lower equipment purchases in the year and an increase in customer self-installs.

Capital spend on the combined upgrades and enhancement, and replacement categories was $357 million for the year, a $17 million decrease over fiscal 2019 driven primarily by lower planned Wireline spend on system network infrastructure.

Capital spend on new housing development of $120 million in the year was $18 million lower than the prior fiscal year, driven by a decrease in residential and commercial customer network growth and acquisition.

Investment in buildings and other of $95 million in fiscal 2020 increased $36 million over fiscal 2019 primarily related to higher corporate related costs in the period as well as the impact of proceeds on disposal of corporate assets received in the comparable period.

Wireless

Capital investment of $296 million in fiscal 2020 decreased $89 million compared to fiscal 2019, primarily due to the planned decrease in Wireless spending in the year as a result of lower costs relating to the continued deployment of 700 MHz spectrum. In fiscal 2020, the Company continued its investment in its wireless network and infrastructure, specifically in the deployment of 600 MHz spectrum and development of 5G capabilities. Enhancements to the back-office systems including the billing system and digital transformation continued along with an increased spend in the area of retail due primarily to the launch of Shaw Mobile.

FINANCIAL POSITION

Effective September 1, 2019, the Company adopted IFRS 16 and IFRIC 23 and has not restated comparatives for fiscal 2019. For the purposes of this analysis, the Company will therefore use September 1, 2019 figures for comparative purposes. See "New Accounting Standards" for more information.

Total assets were $16.2 billion at August 31, 2020, compared to $17.0 billion at September 1, 2019. The following is a discussion of significant changes in the Consolidated Statements of Financial Position since September 1, 2019.

Current assets decreased $700 million primarily due to decreases in cash of $683 million, accounts receivable of $19 million, and inventories of $26 million. These decreases were partially offset by an increase in current portion of contract assets of $26 million and other current assets of $2 million. Cash decreased primarily due to the repayment of $2.05 billion of senior notes offset by the issuance of senior notes totaling $1.30 billion and other financing activities as well as cash outlays for investing activities partially offset by funds flow from continuing operations. Refer to "Liquidity and Capital Resources" for more information.

The current portion of contract assets increased during the year mainly due to the prior year increase in Wireless subscribers participating in the Company's discretionary wireless handset discount program. Under IFRS 15, the portion of this discount relating to the handset is applied against equipment revenue at the point in time that the handset is transferred to the customer while the portion relating to service revenue is recorded as a contract asset and amortized over the life of the contract against future service revenues.

Property, plant and equipment decreased $79 million as the amortization of capital and right-of-use assets exceeded the capital investments and additions to right-of-use assets in the year.

Contract assets decreased $12 million during the year mainly due to a decrease in Wireless subscribers participating in the Company's discretionary wireless handset discount program in the second half of fiscal 2020 primarily due to lower activity associated with the temporary closure of a significant number of retail stores in response to the COVID-19 pandemic.

Current liabilities decreased $1.24 billion during the year primarily due to a decrease in the current portion of long-term debt of $1.25 billion due to the repayment of senior notes in October 2019, a decrease in accounts payable and accrued liabilities of $16 million, a decrease in current provisions of $118 million, a decrease in income taxes payable of $14 million and a $12 million decrease in the current portion of contract liabilities. This was partially offset by an increase in short-term borrowings of $160 million.

Accounts payable and accruals decreased due to the timing of payment and fluctuations in various payables including capital expenditures, interest, and programming costs. The decrease in current provisions was mainly due to the payment of restructuring costs of $130 million related to the TBT in fiscal 2020.

Short-term borrowings increased due to the draw of an additional $160 million under the Company's accounts receivable securitization program.

Long-term debt increased $490 million primarily due to the issuance of senior notes totaling $1.3 billion, partially offset by the early redemption of other senior notes totaling $800 million.

Shareholders' equity decreased $30 million mainly due to a decrease in retained earnings. Retained earnings decreased as the current period income of $688 million was more than fully offset by dividends of $617 million and shares repurchased under the NCIB program of $91 million. Share capital decreased $3 million due to the impact of 5,614,672 shares repurchased under the terms of the Company's NCIB program which was partially offset by the issuance of 1,857,734 Class B Non-Voting Shares under the Company's stock option plan and Dividend Reinvestment Plan (DRIP). Accumulated other comprehensive loss increased $5 million.

As at October 15, 2020, share capital is as reported at August 31, 2020 with the exception of the issuance of a total 14,250 Class B Non-Voting Shares upon exercise of options under the Company's option plan.

CONSOLIDATED CASH FLOW ANALYSIS

Operating activities

(millions of Canadian dollars)	2020	2019	Change %
Funds flow from continuing operations	**1,989**	1,777	11.9
Net change in non-cash working capital balances related to continuing operations	**(69)**	(209)	(67.0)
	1,920	1,568	22.4

Funds flow from operations in fiscal 2020 increased over the comparable period primarily due to an increase in the funds flow from operations which reflects the impact of the adoption of IFRS 16 where payments related to lease liabilities are reflected under financing activities for the period and an increase in the net change in non-cash balances related to operations. The net change in non-cash balances related to operations fluctuated over the comparative period due to changes in accounts receivable, inventory, and other current asset balances, and the timing of payment of current income taxes payable and accounts payable and accrued liabilities.

Investing activities

(millions of Canadian dollars)	2020	2019	Increase
Cash flow used in investing activities	**(1,154)**	(1,133)	21

In fiscal 2020, cash used in investing activities increased over the comparable period primarily due to proceeds of $551 million received from the sale of our investment in Corus and other investments and $90 million in proceeds generated from the disposal of a non-core business and property, plant and equipment all in the prior year partially offset by lower outlays for capital expenditures in the year as compared to the prior year and a $492 million decrease year-over-year in spectrum purchases.

Financing activities

The changes in financing activities during 2020 and 2019 were as follows:

(millions of Canadian dollars)	2020	2019
Increase in short-term borrowings	**160**	–
Issuance of long-term debt	**1,300**	1,000
Repayment of long-term debt	**(2,068)**	–
Bank facility and long-term debt costs	**(14)**	(9)
Payment of lease liabilities	**(112)**	–
Issuance of Class B Non-Voting Shares	**9**	35
Purchase of Class B Non-Voting Shares	**(140)**	–
Dividends paid on Class A Shares and Class B Non-Voting Shares	**(573)**	(389)
Dividends paid on Preferred Shares	**(9)**	(9)
Payment of distributions to non-controlling interests	**(2)**	–
Other	**–**	(1)
	(1,449)	627

The increase in the payment of lease liabilities in fiscal 2020 reflects the impact of the adoption of IFRS 16 in the current year with these outflows reflected in operating activities in fiscal 2019. See "New Accounting Standards" for further detail.

LIQUIDITY AND CAPITAL RESOURCES

In fiscal 2020, the Company generated $747 million of free cash flow. Shaw used its free cash flow along with cash of $763 million, $1,286 million net proceeds from senior note issuances, $160 million net proceeds from its accounts receivable securitization program, and proceeds from the issuance of Class B Non-Voting Shares of $9 million to fund the net working capital change of $34 million, pay common share dividends of $573 million, repay at maturity $1.25 billion 5.65% senior notes, repurchase $140 million of Class B Non-Voting Shares under the Company's NCIB program, and pay $143 million for amounts related to restructuring costs.

The Company issued Class B Non-Voting Shares from treasury under its DRIP which resulted in cash savings and incremental Class B Non-Voting Shares of $37 million during fiscal 2020.

Debt structure and financial policy

Shaw structures its borrowings generally on an unsecured and standalone basis. While certain non-wholly owned subsidiaries are subject to contractual restrictions which may prevent the transfer of funds to Shaw, there are no similar restrictions with respect to wholly-owned subsidiaries of the Company.

The Company issued Class B Non-Voting Shares from treasury under its DRIP and incremental Class B Non-Voting Shares of $37 million during the year ended August 31, 2020. On October 25, 2019, and in accordance with the terms of its DRIP, the Company announced that in lieu of issuing shares from treasury, it will satisfy its share delivery obligations under the DRIP by purchasing Class B Non-Voting Shares on the open market. In addition, the Company reduced its discount from 2% to 0% for the Class B Non-Voting Shares delivered under the DRIP. These changes to the DRIP were first applied to the dividends payable on November 28, 2019 to shareholders of record on November 15, 2019.

The Company has an accounts receivable securitization program with a Canadian financial institution which allows it to sell certain trade receivables into the program. As at August 31, 2020, the proceeds of the sales were committed up to a maximum of $200 million (with $200 million drawn under the program as at August 31, 2020). The Company continues to service and retain substantially all of the risks and rewards relating to the trade receivables sold, and therefore, the trade receivables remain recognized on the Company's Consolidated Statements of Financial Position and the funding received is recorded as a current liability (revolving floating rate loans) secured by the trade receivables. The buyer's interest in the accounts receivable ranks ahead of the Company's interest and the program restricts it from using the trade receivables as collateral for any other purpose. The buyer of the trade receivables has no claim on any of our other assets.

As at August 31, 2020, the net debt leverage ratio for the Company was 2.3x. Considering the prevailing competitive, operational and capital market conditions, the Board of Directors has determined that having this ratio in the range of 2.5x to 3.0x would be optimal leverage for the Company in the current environment. This target was updated from 2.0x to 2.5x in November 2019 based on the impact of IFRS 16. Should the ratio fall below this, other than on a temporary basis, the Board may choose to recapitalize back into this optimal range. The Board may also determine to increase the Company's debt above these levels to finance specific strategic opportunities such as a significant acquisition or repurchase of Class B Non-Voting Shares in the event that pricing levels were to drop precipitously.

The Company calculates net debt leverage ratio as follows [(1)]:

(millions of Canadian dollars)	2020	2019
Short-term borrowings	**200**	40
Current portion of long-term debt	**1**	1,251
Current Portion of Lease Liabilities	**113**	–
Long-term debt	**4,547**	4,057
Lease Liabilities	**1,157**	–
50% of outstanding preferred shares	**147**	147
Cash	**(763)**	(1,446)
(A) Net debt [(2)]	**5,402**	4,049
Adjusted EBITDA [(2)(3)]	**2,391**	2,154
Corus dividends	**–**	10
(B) Adjusted EBITDA [(2)(3)] **including Corus dividends**	**2,391**	2,164
(A/B) Net debt leverage ratio [(2)(3)]	**2.3x**	1.9x

(1) The following contains a description of the Company's use of non-GAAP financial measures, provides a reconciliation to the nearest IFRS measure or provides a reference to such reconciliation.

(2) Net debt, adjusted EBITDA, and net debt leverage ratio are non-GAAP measures and should not be considered substitutes or alternatives for GAAP measures. These are not defined terms under IFRS and do not have a standard meaning, and therefore may not be a reliable way to compare us to other companies. See "Key Performance Drivers" for information about these measures.

(3) Fiscal 2020 figures reflect the impact of the adoption and application of IFRS 16 while Fiscal 2019 figures do not and are not comparable. See "New Accounting Standards" as well as discussions under "Results of Operations" and "Segmented Operations Review."

On October 29, 2019, the Company announced that it had received approval from the TSX to establish a NCIB program. The NCIB program commenced on November 1, 2019 and remains in effect until October 31, 2020. As approved by the TSX, the Company has the ability to purchase for cancellation up to

24,758,127 Class B Non-Voting Shares representing 5% of all of the issued and outstanding Class B Non-Voting Shares as at October 18, 2019.

During the year ended August 31, 2020, the Company purchased 5,614,672 Class B Non-Voting Shares for cancellation for a total cost of approximately $140 million under the NCIB program. The Company suspended share repurchases under its NCIB program in April 2020.

On October 1, 2019, the Company repaid the $1.25 billion of 5.65% senior notes at maturity with cash on hand.

On December 9, 2019, the Company issued $800 million of senior notes, consisting of $500 million principal amount of 3.30% senior notes due 2029 and $300 million principal amount of 4.25% senior notes due 2049. The net proceeds of the offering of $792 million, along with cash on hand, were used to fund the redemption of the $500 million principal amount of 5.50% senior notes due 2020 and the $300 million principal amount of 3.15% senior notes due 2021 as noted below.

On December 12, 2019, the Company drew an additional $80 million under its accounts receivable securitization program, bringing the total amount drawn under the program to $200 million. The program is now fully drawn.

On December 24, 2019, the Company redeemed the $500 million principal amount of 5.50% senior notes due December 7, 2020 and the $300 million principal amount of 3.15% senior notes due February 19, 2021. In conjunction with the redemption, the Company paid make whole premiums of $17 million and accrued interest of $5 million. The Company has no senior note maturities until November 2023.

On April 22, 2020, the Company issued $500 million principal amount of 2.90% senior notes due December 9, 2030.

Shaw's credit facilities are subject to customary covenants which include maintaining minimum or maximum financial ratios. At August 31, 2020, Shaw is in compliance with these covenants and, based on current business plans, the Company is not aware of any condition or event that would give rise to non-compliance with the covenants over the life of the borrowings.

	Covenant as at August 31, 2020	Covenant Limit
Shaw Credit Facilities		
Total Debt to Operating Cash Flow (1) Ratio	1.82:1	< 5.00:1
Operating Cash Flow (1) to Fixed Charges (2) Ratio	9.84:1	> 2.00:1

(1) Operating Cash Flow, for the purposes of the covenants, is calculated as net earnings before interest expense, depreciation, amortization, restructuring, and current and deferred income taxes, excluding profit or loss from investments accounted for on an equity basis, less payments made with regards to lease liabilities for the most recently completed fiscal quarter multiplied by four, plus cash dividends and other cash distributions received in the most recently completed four fiscal quarters from investments accounted for on an equity basis.

(2) Fixed Charges are defined as the aggregate interest expense, excluding the interest related to lease liabilities, for the most recently completed fiscal quarter multiplied by four.

Subsequent to year-end, on October 29, 2020, the Company's Board of Directors approved the renewal of the NCIB program to purchase up to 24,532,404 Class B Non-Voting Shares, representing 5% of all of the issued and outstanding Class B Non-Voting Shares as of October 22, 2020. The NCIB program remains subject to approval by the TSX and, if accepted, will be conducted in accordance with the applicable rules and policies of the TSX and applicable Canadian securities law.

Preferred Share Dividends

On June 30, 2016, 1,987,607 of the Company's Cumulative Redeemable Rate Reset Class 2 Preferred Shares, Series A ("Series A Shares") were converted into an equal number of Cumulative Redeemable Floating Rate Class 2 Preferred Shares, Series B ("Series B Shares") in accordance with the notice of conversion right issued on May 31, 2016. As a result of the conversion, the Company has 10,012,393 Series A Shares and 1,987,607 Series B Shares issued and outstanding. The Series A Shares will continue to be listed on the TSX under the symbol SJR.PR.A. The Series B Shares began trading on the TSX on June 30, 2016 under the symbol SJR.PR.B. The annual fixed dividend rate for the Series A Shares, payable quarterly, was reset to 2.791% for the five-year period from and including June 30, 2016 to but excluding June 30, 2021. The floating quarterly dividend rates for the Series B Shares were set as follows:

Period	Annual Dividend Rate
June 30, 2016 to September 29, 2016	2.539%
September 30, 2016 to December 30, 2016	2.512%
December 31, 2016 to March 30, 2017	2.509%
March 31, 2017 to June 29, 2017	2.480%
June 30, 2017 to September 29, 2017	2.529%
September 30, 2017 to December 30, 2017	2.742%
December 31, 2017 to March 30, 2018	2.872%
March 31, 2018 to June 29, 2018	3.171%
June 30, 2018 to September 29, 2018	3.300%
September 30, 2018 to December 30, 2018	3.509%
December 31, 2018 to March 30, 2019	3.713%
March 31, 2019 to June 29, 2019	3.682%
June 30, 2019 to September 29, 2019	3.687%
September 30, 2019 to December 30, 2019	3.638%
December 31, 2019 to March 30, 2020	3.652%
March 31, 2020 to June 29, 2020	3.638%
June 30, 2020 to September 29, 2020	2.255%
September 30, 2020 to December 30, 2020	2.149%

The floating quarterly dividend rate will be reset quarterly.

Based on the aforementioned financing activities, available credit facilities and forecasted free cash flow, the Company expects to have sufficient liquidity to fund operations and obligations, including maturing debt, during the upcoming fiscal year. On a longer-term basis, Shaw expects to generate free cash flow and have borrowing capacity sufficient to finance foreseeable future business plans and refinance maturing debt.

Off-balance sheet arrangement and guarantees

Guarantees

Generally, it is not the Company's policy to issue guarantees to non-controlled affiliates or third parties; however, it has entered into certain agreements as more fully described in Note 27 to the Consolidated Financial Statements. As disclosed therein, Shaw believes it is remote that these agreements would require any cash payment.

Contractual obligations

The amounts of estimated future payments under the Company's contractual obligations at August 31, 2020 are detailed in the following table.

	Payments due by period				
(millions of Canadian dollars)	Total	Within 1 year	2 – 3 years	4 – 5 years	More than 5 years
Short-term borrowings	200	200	–	–	–
Long-term debt (1)	7,549	219	938	910	5,482
Lease liabilities	1,631	154	288	273	916
Purchase obligations (2)	1,158	501	311	232	114
Property, plant and equipment	217	184	30	3	–
	10,755	1,258	1,567	1,418	6,512

(1) Includes principal repayments and interest payments.
(2) Includes contractual obligations under service, product, and wireless device contracts, program related agreements and exclusive rights to use intellectual property in Canada.

Share Capital and Listings

The Company is authorized to issue a limited number of Class A Shares; an unlimited number of Class B Non-Voting Shares; an unlimited number of Class 1 Preferred Shares issuable in series; and an unlimited number of Class 2 Preferred Shares issuable in series, of which 12,000,000 were designated the Series A Shares and 12,000,000 were designated the Series B Shares. The authorized number of Class A Shares is limited, subject to certain exceptions, to the lesser of that number of such shares (i) currently issued and outstanding; and (ii) that may be outstanding after any conversion of Class A Shares into Class B Non-Voting Shares.

As at October 15, 2020, there are 22,372,064 Class A Shares, 490,647,083 Class B Non-Voting Shares, 10,012,393 Series A Shares, and 1,987,607 Series B Shares issued and outstanding. There were also 7,212,880 options to purchase Class B Non-Voting Shares and 14,281 RSUs that will settle in Class B Non-Voting Shares issued from treasury outstanding. Shaw is traded on the Toronto and New York stock exchanges and is included in the S&P/TSX 60 Index (Trading Symbols: TSX – SJR.B, SJR.PR.A, SJR.PR.B, NYSE – SJR, and TSXV – SJR.A). For more information, please visit www.shaw.ca.

The following table sets forth, for each month during the fiscal year ending August 31, 2020, the monthly price range and volume traded for the Class A Shares on the TSX Venture Exchange (TSXV) and for the Class B Non-Voting Shares, Series A Shares, and Series B Shares on the TSX.

	Class A Shares(1) TSX Venture-SJR.A			Class B Non-Voting Shares(1) TSX-SJR.B			Series A Shares(1) TSX-SJR.PR.A			Series B Shares(1) TSX-SJR.PR.B		
	High	Low	Volume	High	Low	Volume	High	Low	Volume	High	Low	Volume
Sep 2019	27.25	26.25	6,172	26.92	25.24	17,860,072	13.40	12.81	134,343	13.74	12.99	47,020
Oct 2019	27.84	25.90	3,002	26.98	24.68	23,287,051	13.21	12.60	127,065	13.51	12.96	46,482
Nov 2019	28.33	27.53	3,378	27.69	26.47	28,062,196	13.68	12.95	103,121	13.75	13.10	70,077
Dec 2019	30.92	26.21	6,842	27.51	26.23	20,287,578	14.34	13.27	77,152	14.38	13.49	48,892
Jan 2020	27.50	26.11	11,938	26.90	25.74	26,392,854	14.87	13.60	124,485	14.61	14.00	33,774
Feb 2020	29.99	23.51	18,237	26.64	23.07	24,293,776	13.99	12.93	47,960	14.42	13.50	15,249
Mar 2020	26.74	18.23	14,615	24.37	17.77	64,180,416	13.07	8.50	155,840	13.49	9.00	30,737
Apr 2020	26.80	21.90	20,981	24.00	21.70	27,615,497	12.01	10.10	156,256	11.80	9.58	33,586
May 2020	24.95	22.25	2,828	23.42	21.39	38,574,933	11.98	10.50	61,615	12.18	10.83	29,614
Jun 2020	25.35	22.75	15,482	24.42	21.85	25,841,412	11.60	10.99	72,115	11.66	10.24	25,452
Jul 2020	24.99	22.27	6,361	24.75	21.78	24,012,477	12.24	10.65	322,645	11.80	10.50	8,792
Aug 2020	26.50	25.16	4,267	25.48	24.36	18,258,103	12.48	11.64	231,439	12.00	11.31	168,675

(1) Trading price and volume data is obtained from the TMX group

Share Splits

There have been four splits of the Company's Class A and Class B Non-Voting Shares: July 30, 2007 (2 for 1); February 7, 2000 (2 for 1); May 18, 1994 (2 for 1); and September 23, 1987 (3 for 1). In addition, as a result of the Arrangement referred to in the Management Information Circular dated July 22, 1999, a Shareholder's Adjusted Cost Base was reduced for tax purposes.

ADDITIONAL INFORMATION

Additional information relating to Shaw, including the Company's 2020 Annual Information Form, can be found on SEDAR at www.sedar.com.

COMPLIANCE WITH NYSE CORPORATE GOVERNANCE LISTING STANDARDS

Disclosure of the Company's corporate governance practices which differ from the New York Stock Exchange (NYSE) corporate governance listing standards are posted on Shaw's website, www.shaw.ca (under Investor Relations, Corporate Governance, Compliance with NYSE Corporate Governance Listing Standards).

CERTIFICATION

The Company's Executive Chair & Chief Executive Officer and Executive Vice President, Chief Financial & Corporate Development Officer have filed certifications regarding Shaw's disclosure controls and procedures and internal control over financial reporting (ICFR).

As at August 31, 2020, the Company's management, together with its Executive Chair & Chief Executive Officer and Executive Vice President, Chief Financial & Corporate Development Officer, has evaluated the effectiveness of the design and operation of each of the Company's disclosure controls and procedures and ICFR. Based on these evaluations, the Chief Executive Officer and Executive Vice President, Chief Financial & Corporate Development Officer have concluded that the Company's disclosure controls and procedures and the Company's ICFR are effective.

Other than the items described below, there have been no changes in the Company's ICFR during the fiscal year that have materially affected, or are reasonably likely to materially affect, Shaw's ICFR.

On September 1, 2019, the Company adopted IFRS 16 *Leases* and implemented a new lease accounting system that enabled it to comply with the IFRS 16 requirements. As a result, certain additions and modifications have been made to the Company's ICFR. Notably, the Company has:

- updated its policies and procedures related to leases; and
- implemented controls surrounding the recently implemented lease accounting system to ensure the inputs, processes and outputs are accurate

The design of any system of controls and procedures is based in part upon certain assumptions about the likelihood of certain events. There can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions, regardless of how remote.

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Reports

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING AND REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

October 30, 2020

Management's Responsibility for Financial Reporting

The accompanying consolidated financial statements of Shaw Communications Inc. and all the information in this annual report are the responsibility of management and have been approved by the Board of Directors.

The financial statements have been prepared by management in accordance with International Financial Reporting Standards (IFRS). When alternative accounting methods exist, management has chosen those it deems most appropriate in the circumstances. Financial statements are not precise since they include certain amounts based on estimates and judgments. Management has determined such amounts on a reasonable basis in order to ensure that the financial statements are presented fairly, in all material respects. Management has prepared the financial information presented elsewhere in the annual report and has ensured that it is consistent with the financial statements.

Management has a system of internal controls designed to provide reasonable assurance that the financial statements are accurate and complete in all material respects. The internal control system includes an internal audit function and an established business conduct policy that applies to all employees. Management believes that the systems provide reasonable assurance that transactions are properly authorized and recorded, financial information is relevant, reliable and accurate and that the Company's assets are appropriately accounted for and adequately safeguarded.

The Board of Directors is responsible for ensuring management fulfils its responsibilities for financial reporting and is ultimately responsible for reviewing and approving the financial statements. The Board carries out this responsibility through its Audit Committee.

The Audit Committee is appointed by the Board and its directors are unrelated and independent. The Committee meets periodically with management, as well as the external auditors, to discuss internal controls over the financial reporting process, auditing matters and financial reporting issues; to satisfy itself that each party is properly discharging its responsibilities; and, to review the annual report, the financial statements and the external auditors' report. The Audit Committee reports its findings to the Board for consideration when approving the financial statements for issuance to the shareholders. The Committee also considers, for review by the Board and approval by the shareholders, the engagement or re-appointment of the external auditors.

The financial statements have been audited by Ernst & Young LLP, the external auditors, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB")" on behalf of the shareholders. Ernst & Young LLP has full and free access to the Audit Committee.

Management's Report on Internal Control over Financial Reporting

Management is responsible for establishing and maintaining an adequate system of internal control over financial reporting. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the financial statements for external purposes in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

Due to its inherent limitations, internal control over financial reporting may not prevent or detect misstatements on a timely basis. Also, projections of any of the effectiveness of internal control are subject to the risk that the controls may become inadequate because of changes in conditions or that the degree of compliance with the policies and procedures may deteriorate. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to the financial statement preparation and presentation.

Management conducted an evaluation of the effectiveness of the system of internal control over financial reporting based on the framework in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this evaluation, management concluded that the Company's system of internal control over financial reporting was effective as at August 31, 2020.

[Signed]

Brad Shaw
Executive Chair & Chief Executive Officer

[Signed]

Trevor English
Executive Vice President, Chief Financial & Corporate Development Officer

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Board of Directors of Shaw Communications Inc.:

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated statements of financial position of Shaw Communications Inc. (the "Company") as of August 31, 2020 and 2019, the related consolidated statements of income, comprehensive income, changes in shareholders' equity and cash flows for the years then ended, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at August 31, 2020 and 2019, and its financial performance and its cash flows for the years then ended, in accordance with International Financial Reporting Standards ("IFRSs") as issued by the International Accounting Standards Board.

Adoption of IFRS 16

As discussed in Note 2 to the consolidated financial statements, the Company changed its method of accounting for leases in 2020 due to the adoption of *IFRS 16 – Leases.*

Report on internal control over financial reporting

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the Company's internal control over financial reporting as of August 31, 2020, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission framework (2013) and our report dated October 30, 2020 expressed an unqualified opinion thereon.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved especially challenging, subjective or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing a separate opinion on the critical audit matters or on the accounts or disclosures to which it relates.

Key Audit Matter	***Valuation of the Wireless cash generating unit's indefinite-life intangibles***
Description of the Matter	As more fully described in Note 9 to the consolidated financial statements, the Company conducted its annual impairment test on goodwill and indefinite-life intangibles as at February 1, 2020 and the recoverable amount of the cash generating units exceeds their carrying value. Management performed an assessment of indicators of impairment as at August 31, 2020. Auditing management's impairment test is complex and judgmental due to the estimation required in determining the recoverable amount of the cash generating units. The recoverable amount was estimated using a discounted cash flow and is sensitive to assumptions such as revenue growth rate, earnings growth rate, earnings before interest, tax and amortization margin, terminal operating discount rate, terminal growth rate and terminal operating income before restructuring costs and amortization multiple.
How We Addressed the Matter in Our Audit	We obtained an understanding of management's process for performing their impairment assessment. We evaluated the design and tested the operating effectiveness of controls over the Company's processes to determine the recoverable amount. For example, we tested controls over the Company's strategic planning process as well as controls over the review of the significant assumptions in estimating the recoverable amount of the cash generating units. To test the estimated recoverable amount of the goodwill and indefinite-life intangible assets, our audit procedures included, among others, assessing the methodology used and testing the significant assumptions discussed above and the underlying data used by the Company in its analysis. We also involved an EY valuation specialist to assist us. We compared the significant assumptions used by management to historical and current trends. We audited the forecasted revenue by evaluating future subscriber growth, expected customer churn, and average rate per subscriber unit. We assessed the historical accuracy of management's estimates and performed sensitivity analyses on significant assumptions to evaluate changes in the recoverable amount of the cash generating units that would result from changes in the assumptions. We obtained management's assessment of indicators of impairment as at August 31, 2020 and evaluated management's assessment through review of actual results and the updated revenue forecast. We assessed the adequacy of the Company's disclosure in the consolidated financial statements.
Key Audit Matter	***Adoption of International Financial Reporting Standard 16 – Leases***
Description of the Matter	As more fully described in Note 2 to the consolidated financial statements, the Company's adoption of International Financial Reporting Standard 16 – Leases (IFRS 16), resulted in a transition adjustment as at September 1, 2019 to the opening balance sheet of $1,322 million increasing both property, plant and equipment and lease liabilities. The Company leases a significant number of assets which were previously classified as operating leases under IAS 17 Leases and held off balance sheet. Ensuring that all the leases subject to IFRS 16 are appropriately recorded in the consolidated financial statements is complex, primarily due to the large number of leases held by the Company. There is a risk that the lease data is incomplete or inaccurate. The application of IFRS 16 requires judgement in determining the lease term, including whether or not to exercise a renewal or termination option. The lease liability in each case needs to be discounted using an appropriate rate, the determination of which requires management judgement.
How We Addressed the Matter in Our Audit	We tested controls that address the risk of material misstatement related to the measurement of the transitional adjustment. For example, we tested controls over management's review of contract terms, including whether to exercise a renewal or termination option, and determining the discount rate used for discounting future cash flows. We also tested controls over management's procedures to ensure completeness of the population of contracts. We tested completeness of the lease data by reconciling to the Company's operating lease commitments as reported in the prior year's financial statements and reconciling to cash outflows during the year. We verified the accuracy of the underlying lease data by agreeing a representative sample of leases to original contracts and checked the integrity and mechanical accuracy of the IFRS 16 calculations for each lease sampled through recalculation of the expected IFRS 16 adjustment, including the application of an appropriate discount rate. We tested management's determination of the lease terms through review of historical practices and review of management's future plans. Our EY valuation specialist assisted us to review management's methodology and the application of the discount rate by evaluating the inputs through the use of market data.

Ernst & Young LLP

Chartered Professional Accountants

We have served as the Company's auditor since 1966.

Calgary, Canada
October 30, 2020

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Board of Directors of Shaw Communications Inc.:

Opinion on Internal Control over Financial Reporting

We have audited Shaw Communications Inc.'s internal control over financial reporting as of August 31, 2020, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (the "COSO criteria"). In our opinion, Shaw Communications Inc. (the "Company") maintained, in all material respects, effective internal control over financial reporting as of August 31, 2020, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the consolidated statements of financial position as at August 31, 2020 and 2019, the related consolidated statements of income, comprehensive income, changes in shareholders' equity and cash flows for the years then ended, and the related notes and our report dated October 30, 2020 expressed an unqualified opinion thereon.

Basis of Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Controls over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Ernst & Young LLP

Chartered Professional Accountants
Calgary, Canada

October 30, 2020

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(millions of Canadian dollars)	August 31, 2020	August 31, 2019
ASSETS		
Current		
Cash	**763**	1,446
Accounts receivable (note 3)	**268**	287
Inventories (note 4)	**60**	86
Other current assets (note 5)	**277**	291
Current portion of contract assets (note 22)	**132**	106
	1,500	2,216
Investments and other assets (notes 6 and 30)	**42**	37
Property, plant and equipment (note 7 and 14)	**6,142**	4,883
Other long-term assets (note 8)	**163**	195
Deferred income tax assets (note 25)	**1**	4
Intangibles (note 9)	**7,997**	7,979
Goodwill (note 9)	**280**	280
Contract assets (note 22)	**40**	52
	16,165	15,646
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current		
Short-term borrowings (note 10)	**200**	40
Accounts payable and accrued liabilities (note 11)	**999**	1,015
Provisions (note 12)	**101**	224
Income taxes payable	**57**	82
Current portion of contract liabilities (note 22)	**211**	223
Current portion of long-term debt (notes 13 and 30)	**1**	1,251
Current portion of lease liabilities (notes 2 and 14)	**113**	–
Current portion of derivatives	**6**	–
	1,688	2,835
Long-term debt (notes 13 and 30)	**4,547**	4,057
Lease liabilities (notes 2 and 14)	**1,157**	–
Other long-term liabilities (notes 15 and 28)	**72**	75
Provisions (note 12)	**80**	79
Deferred credits (note 16)	**406**	425
Contract liabilities (note 22)	**14**	15
Deferred income tax liabilities (note 25)	**1,968**	1,875
	9,932	9,361
Commitments and contingencies (notes 12, 27 and 28)		
Shareholders' equity		
Common and preferred shareholders	**6,233**	6,282
Non-controlling interests in subsidiaries	**–**	3
	6,233	6,285
	16,165	15,646

See accompanying notes

On behalf of the Board:

[Signed]
Brad Shaw
Director

[Signed]
Michael O'Brien
Director

CONSOLIDATED STATEMENTS OF INCOME

Years ended August 31, (millions of Canadian dollars except per share amounts)	2020 $	2019 $
Revenue (notes 22 and 26)	**5,407**	5,340
Operating, general and administrative expenses (note 23)	**(3,016)**	(3,186)
Restructuring costs (notes 12 and 23)	**(14)**	9
Amortization:		
Deferred equipment revenue (note 16)	**16**	21
Deferred equipment costs (note 8)	**(65)**	(85)
Property, plant and equipment, intangibles and other (notes 7, 9, and 14)	**(1,168)**	(974)
Operating income	**1,160**	1,125
Amortization of financing costs – long-term debt (note 13)	**(3)**	(3)
Interest expense (notes 13, 14, and 26)	**(274)**	(258)
Equity income of an associate or joint venture (note 6)	**–**	46
Loss on disposal of an associate or joint venture (note 6)	**–**	(109)
Other (losses) gains (note 24)	**(16)**	50
Income before income taxes	**867**	851
Current income tax expense (note 25)	**120**	114
Deferred income tax expense (note 25)	**59**	4
Net income	**688**	733
Net income attributable to:		
Equity shareholders	**688**	731
Non-controlling interests	**–**	2
	688	733
Earnings per share (note 19)		
Basic and diluted	**1.32**	1.41

See accompanying notes

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

Years ended August 31, (millions of Canadian dollars)	2020 $	2019 $
Net income	**688**	733
Other comprehensive income (loss) (note 21)		
Items that may subsequently be reclassified to income:		
Change in unrealized fair value of derivatives designated as cash flow hedges	**(4)**	2
Adjustment for hedged items recognized in the period	**(2)**	(2)
Share of other comprehensive income of associates	**–**	(13)
Reclassification of accumulated gain to income related to the sale of an associate	**–**	(3)
	(6)	(16)
Items that will not be subsequently reclassified to income:		
Remeasurements on employee benefit plans	**1**	(39)
	(5)	(55)
Comprehensive income	**683**	678
Comprehensive income attributable to:		
Equity shareholders	**683**	676
Non-controlling interests	**–**	2
	683	678

See accompanying notes

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

Year ended August 31, 2020

(millions of Canadian dollars)	Share capital	Contributed surplus	Retained earnings	Accumulated other comprehensive loss	Total	Equity attributable to non-controlling interests	Total equity
	Attributable to equity shareholders						
September 1, 2019, as previously reported	**4,605**	**26**	**1,745**	**(94)**	**6,282**	**3**	**6,285**
Transition adjustments – IFRIC 23 (note 2)	–	–	(22)	–	(22)	–	(22)
Restated balance at September 1, 2019	**4,605**	**26**	**1,723**	**(94)**	**6,260**	**3**	**6,263**
Net income	–	–	688	–	688	–	688
Other comprehensive loss	–	–	–	(5)	(5)	–	(5)
Comprehensive income (loss)	–	–	688	(5)	683	–	683
Dividends	–	–	(580)	–	(580)	–	(580)
Dividend reinvestment plan	37	–	(37)	–	–	–	–
Distributions declared to non-controlling interest	–	–	–	–	–	(3)	(3)
Shares issued under stock option plan	9	(1)	–	–	8	–	8
Shares repurchased (note 17)	(49)	–	(91)	–	(140)	–	(140)
Share-based compensation	–	2	–	–	2	–	2
Balance as at August 31, 2020	**4,602**	**27**	**1,703**	**(99)**	**6,233**	**–**	**6,233**

Year ended August 31, 2019

(millions of Canadian dollars)	Share capital	Contributed surplus	Retained earnings	Accumulated other comprehensive loss	Total	Equity attributable to non-controlling interests	Total equity
	Attributable to equity shareholders						
Balance at September 1, 2018	4,349	27	1,632	(39)	5,969	1	5,970
Net income	–	–	731	–	731	2	733
Other comprehensive loss	–	–	–	(55)	(55)	–	(55)
Comprehensive income (loss)	–	–	731	(55)	676	2	678
Dividends	–	–	(401)	–	(401)	–	(401)
Dividend reinvestment plan	217	–	(217)	–	–	–	–
Shares issued under stock option plan	39	(4)	–	–	35	–	35
Share-based compensation	–	3	–	–	3	–	3
Balance as at August 31, 2019	4,605	26	1,745	(94)	6,282	3	6,285

See accompanying notes

CONSOLIDATED STATEMENTS OF CASH FLOWS

Years ended August 31, (millions of Canadian dollars)	2020 $	2019 $
OPERATING ACTIVITIES		
Funds flow from operations (note 31)	**1,989**	1,777
Net change in non-cash balances	**(69)**	(209)
	1,920	1,568
INVESTING ACTIVITIES		
Additions to property, plant and equipment (note 26)	**(970)**	(1,109)
Additions to equipment costs (net) (note 26)	**(31)**	(42)
Additions to other intangibles (note 26)	**(150)**	(147)
Proceeds on sale of non-core business	**–**	40
Spectrum acquisitions	**–**	(492)
Proceeds on sale of investments	**–**	551
Net additions to investments and other assets	**(5)**	7
Proceeds on disposal of property, plant and equipment (notes 26 and 31)	**2**	59
	(1,154)	(1,133)
FINANCING ACTIVITIES		
Increase in short-term borrowings (note 10)	**160**	–
Issuance of long-term debt	**1,300**	1,000
Repayment of long-term debt	**(2,068)**	–
Debt arrangement costs	**(14)**	(9)
Payment of lease liabilities	**(112)**	–
Issue of Class B Non-Voting Shares	**9**	35
Purchase of Class B Non-Voting Shares (note 17)	**(140)**	–
Dividends paid on Class A Shares and Class B Non-Voting Shares	**(573)**	(389)
Dividends paid on Series A Preferred Shares	**(9)**	(9)
Payment of distributions to non-controlling interests	**(2)**	–
Other	**–**	(1)
	(1,449)	627
(Decrease) increase in cash	**(683)**	1,062
Cash, beginning of year	**1,446**	384
Cash, end of year	**763**	1,446

See accompanying notes

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(all amounts in millions of Canadian dollars except share and per share amounts)

1. CORPORATE INFORMATION

Shaw Communications Inc. (the "Company") is a diversified Canadian connectivity company whose core operating business is providing: Cable telecommunications, Satellite video services and data networking to residential customers, business and public-sector entities ("Wireline"); and wireless services for voice and data communications ("Wireless").

The Company was incorporated under the laws of the Province of Alberta on December 9, 1966 under the name Capital Cable Television Co. Ltd. and was subsequently continued under the Business Corporations Act (Alberta) on March 1, 1984 under the name Shaw Cablesystems Ltd. Its name was changed to Shaw Communications Inc. on May 12, 1993. The Company's shares are listed on the Toronto Stock Exchange (TSX), TSX Venture Exchange and New York Stock Exchange (NYSE) (Symbol: TSX – SJR.B, SJR.PR.A, SJR.PR.B, NYSE – SJR, and TSXV – SJR.A). The registered office of the Company is located at Suite 900, 630 – 3rd Avenue S.W., Calgary, Alberta, Canada T2P 4L4.

2. BASIS OF PRESENTATION AND ACCOUNTING POLICIES

Statement of compliance

These consolidated financial statements of the Company have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

The consolidated financial statements of the Company for the years ended August 31, 2020 and 2019, were approved by the Board of Directors on October 29, 2020 and authorized for issue.

Basis of presentation

These consolidated financial statements have been prepared primarily under the historical cost convention and are expressed in millions of Canadian dollars unless otherwise indicated. Other measurement bases used are outlined below and in the applicable notes. The consolidated statements of income are presented using the nature classification for expenses.

Certain comparative figures have been reclassified to conform to the current year's presentation.

Basis of consolidation

(i) Subsidiaries

The consolidated financial statements include the accounts of the Company and those of its subsidiaries, which are entities over which the Company has control. Control exists when the Company has power over an investee, is exposed to or has rights to variable returns from its involvement and has the ability to affect those returns. Intercompany transactions and balances are eliminated on consolidation. The results of operations of subsidiaries acquired during the period are included from their respective dates of acquisition, being the time at which the Company obtains control. Consolidation of a subsidiary ceases when the Company loses control. A change in ownership interests of a subsidiary, without a loss of control, is accounted for as an equity transaction. The Company assesses control through share ownership and voting rights.

Non-controlling interests arise from business combinations in which the Company acquires less than 100% ownership interest. At the time of acquisition, non-controlling interests are measured at either fair value or their proportionate share of the fair value of the acquiree's identifiable assets. The Company determines the measurement basis on a transaction by transaction basis. Subsequent to acquisition, the carrying amount of non-controlling interests is increased or decreased for their share of changes in equity.

(ii) Joint operations

A joint operation is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets and obligations for the liabilities, relating to the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control. The consolidated financial statements include the Company's proportionate share of the assets, liabilities, revenues, and expenses of its interests in joint operations.

The Company's joint operations consist of a 33.33% interest in the Burrard Landing Lot 2 Holdings Partnership (the "Partnership"). The Partnership owns and leases commercial space in Shaw Tower in Vancouver, BC, which is the Company's headquarters for its lower mainland operations. In classifying its 33.33% interest in the Partnership as a joint operation, the Company considered the terms and conditions of the partnership agreement and other facts and circumstances including the primary purpose of Shaw Tower which is to provide lease space to the partners.

Investments in associates

Associates are entities over which the Company has significant influence. Significant influence is the power to participate in the operating and financial policies of the investee, but is not control or joint control.

Investments in associates are accounted for using the equity method. Investments of this nature are recorded at original cost and adjusted periodically to recognize the Company's proportionate share of the associate's or joint venture's net income/loss and other comprehensive income/loss after the date of investment, additional contributions made and dividends received.

The Company classified its approximate 38% participating interest in Corus Entertainment Inc. ("Corus") as an investment in an associate after considering both companies are subject to common control and the ability of the Company to appoint directors to Corus' Board of Directors. On May 31, 2019, the Company sold all of its interest in Corus.

Revenue and expenses

The Company has multiple deliverable arrangements comprised of upfront fees (subscriber connection and installation fee revenue, customer premise equipment revenue, handset equipment revenue) and related subscription and service revenue. Upfront fees charged to customers do not constitute separate units of accounting, therefore these revenue streams are assessed as an integrated package.

(i) Revenue

The Company records revenue from contracts with customers in accordance with the following five steps:

(1) identify the contract(s) with a customer;

(2) identify the performance obligations in the contract;

(3) determine the transaction price;

(4) allocate the transaction price to the performance obligations in the contract; and,

(5) recognize revenue when (or as) we satisfy a performance obligation.

Revenue for each performance obligation is recognized either over time or at a point in time. For performance obligations satisfied over time, revenue is recognized as the services are provided. Revenues on certain long-term contracts are recognized using output methods based on products delivered, performance completed to date and time elapsed. Revenue from Cable, Internet, Phone, Direct-to-Home (DTH) and Wireless customers includes subscriber revenue earned as services are provided. Satellite distribution services and telecommunications service revenue is recognized in the period in which the services are rendered to customers. In addition to monthly service plans, the Company also offers multi-year service plans in which the total amount of the contractual service revenue is accounted for on a straight-line basis over the term of the plan. Fees for wireless voice, text and data services on a pay-per-use basis are recognized in the period that the service is provided.

Revenue from data centre customers includes colocation and other services revenue, including managed infrastructure revenue. Colocation revenue is recognized on a straight-line line basis over the term of the customer contract. Other services revenue, including managed infrastructure revenue, is recognized as the services are provided.

Revenue for performance obligations satisfied at a point in time is recognized when control of the item or service transfers to the customer. Revenue from the direct sale of equipment to wireless subscribers or dealers is recognized when the equipment is delivered and accepted by the subscribers or dealers.

For bundled arrangements (e.g. wireless handsets, voice and data services, internet services), items are accounted for as separate performance obligations if the item meets the definition of a distinct good or service. Stand-alone selling prices are determined using observable prices adjusted for market conditions and other factors, as appropriate. The Company offers a discretionary wireless handset discount program, whereby the subscriber earns the applicable discount by maintaining services with the Company, such that the receivable relating to the discount at inception of the transaction is reduced over a period of time. This discount is allocated proportionately between the equipment and service revenues, with the equipment discount recognized when the handset is delivered and the corresponding service discount is classified as a contract asset. The contract asset is reduced on a straight-line basis over the period which the discount is forgiven to a maximum of two years with an offsetting reduction to service revenue. The Company also offers a plan allowing customers to receive a larger up-front handset discount than they would otherwise qualify for if they pay a predetermined incremental charge to their existing service plan on a monthly basis. The charge is billed on a monthly basis but is recognized as revenue when the handset is delivered and accepted by the subscriber. The amount receivable is classified as part of other current or other long-term assets, as applicable, in the consolidated statement of financial position. When wireless equipment and services are bundled with wireline services, revenue is allocated across the Company's segments based on the relative stand-alone selling prices of the goods and services delivered.

When a customer can modify their contract within predefined terms such that we are not able to enforce the transaction price agreed to, but can only contractually enforce a lower amount, we allocate revenue between performance obligations using the minimum enforceable rights and obligations and any excess amount is recognized as revenue as its earned.

(ii) Contract assets and liabilities

We record a contract asset when we have provided goods and services to our customer but our right to related consideration for the performance obligation is conditional on satisfying other performance obligations. Contract assets are transferred to trade receivables when our right to consideration becomes conditional only as to the passage of time. A contract liability is recognized when we receive consideration in advance of the transfer of products or services to the customer. We account for contract assets and liabilities on a contract-by-contract basis, with each contract presented as either a net contract asset or a net contract liability accordingly.

Subscriber connection fees received from Cable, Internet, Phone and Wireless customers are deferred as contract liabilities and recognized as revenue on a straight-line basis over two to three years. The costs of physically connecting a new home are capitalized as part of the distribution system and costs of disconnections are expensed as incurred.

Initial setup fees related to the installation of data centre services and installation revenue received on contracts with commercial business customers are deferred as contract liabilities and recognized as revenue on a straight-line basis over the related service contract, which generally span two to ten years. Direct and incremental costs associated with the installation of services or service contract, in an amount not exceeding the upfront revenue, are deferred as contract assets and recognized as an operating expense on a straight-line basis over the same period.

(iii) Deferred commission cost assets

We defer the incremental cost to obtain or fulfill a contract with a customer over their expected period of benefit to the extent they are recoverable. These costs include certain commissions paid to internal and external representatives. We defer them as deferred commission cost assets in other assets and amortize them to operating costs over the pattern of the transfer of goods and services to the customer, which is typically evenly over either 24 or 36 consecutive months.

Direct and incremental initial selling, administrative and connection costs, including commissions related to subscriber acquisitions are deferred and recognized as an operating expense on a straight-line basis over three years.

(iv) Deferred equipment revenue and deferred equipment costs

Revenue from sales of DTH equipment is deferred and recognized on a straight-line basis over three years commencing when subscriber service is activated. The total cost of the equipment, including installation, represents an inventoriable cost which is deferred and recognized on a straight-line basis over the same period. The DTH equipment is generally sold to customers at cost or a subsidized price in order to expand the Company's customer base.

Recognition of deferred equipment revenue and deferred equipment costs is recorded as deferred equipment revenue amortization and deferred equipment costs amortization, respectively.

(v) Deferred IRU revenue

Prepayments received under indefeasible right to use (IRU) agreements are amortized on a straight-line basis into income over the term of the agreement and included in amortization of property, plant and equipment, intangibles and other in the consolidated statements of income.

Cash

Cash is presented net of outstanding cheques. When the amount of outstanding cheques and the amount drawn under the Company's revolving term facility are greater than the amount of cash, the net amount is presented as bank indebtedness.

Securitization of trade receivables

Sales of trade receivables in securitization transactions are recognized as collateralized short-term borrowings as we do not transfer control and substantially all the risks and rewards of ownership to another entity and thus do not result in our de-recognition of the trade receivables sold.

Allowance for doubtful accounts

The Company maintains an allowance for doubtful accounts for the estimated expected credit losses resulting from the inability of its customers to make required payments. In determining the allowance, the Company considers factors such as the number of days the account is past due, whether or not the customer continues to receive service, the Company's past collection history and changes in business circumstances.

Inventories

Inventories include subscriber equipment such as DTH receivers, which are held pending rental or sale at cost or at a subsidized price and wireless handsets, accessories and SIM cards. When subscriber DTH equipment is sold, the equipment revenue and equipment costs are deferred and amortized over three years. When the subscriber equipment is rented, it is transferred to property, plant and equipment and amortized over its useful life. Inventories are determined on a first-in, first-out basis, and are stated at cost due to the eventual capital nature as either an addition to property, plant and equipment or deferred equipment costs.

Inventories of wireless handsets, accessories and SIM cards are carried at the lower of cost and net realizable value. Cost is determined using the weighted average method and includes expenditures incurred in acquiring the inventories and bringing them to their existing condition and location. Net realizable value is the estimated selling price in the ordinary course of business, less selling expenses.

Property, plant and equipment

Property, plant and equipment are recorded at purchase cost. Direct labour and other directly attributable costs incurred to construct new assets, upgrade existing assets and connect new subscribers are capitalized as well as borrowing costs on qualifying assets. In addition, any asset removal and site restoration costs in connection with the retirement of assets are capitalized. Repairs and maintenance expenditures are charged to operating expense as incurred. Amortization is recorded on a straight-line basis over the estimated useful lives of assets as follows:

Asset	Estimated useful life
Cable, Wireless and telecommunications distribution system	3 – 20 years
Digital cable terminals and modems	3 – 5 years
Satellite audio, video and data network equipment and DTH receiving equipment	3 – 15 years
Buildings	15 – 40 years
Data processing	4 – 10 years
Other	4 – 20 years

The Company reviews the estimates of useful lives on a regular basis.

Leases

The Company adopted IFRS 16 as of September 1, 2019. The company continues to apply IAS 17 in its comparative financial statements.

(i) IFRS 16

Leases are typically entered into for network infrastructure and equipment, including transponders, and land and buildings relating to the Company's wireless and wireline networks, office space and retail stores. At inception of a contract, the Company assesses whether the contract contains a lease. A lease contract conveys the right to control the use of an identified asset for a period in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- the contract involves the use of an identified asset;
- the Company has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- the Company has the right to direct the use of the identified asset.

Lease liabilities are initially measured at the present value of future lease payments at the commencement date, discounted using the interest rate implicit in the lease or, if not readily determinable, the Company's incremental borrowing rate. A single incremental borrowing rate is applied to a portfolio of leases with similar characteristics.

Lease payments included in the measurement of the lease liability consist of:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or rate;
- amounts expected to be payable under a residual value guarantee; and
- payments relating to purchase options and renewal option periods that are reasonably certain to be exercised, or periods subject to termination options that are not reasonably certain to be exercised.

The initial lease term included in the measurement of the lease liability consists of:

- the non-cancellable period of the lease;
- periods covered by options to extend the lease, where the Company is reasonably certain to exercise the option; and
- periods covered by options to terminate the lease, where the Company is reasonably certain not to exercise the option.

Lease liabilities are subsequently measured at amortized cost. Lease liabilities are remeasured when there is a lease modification, and a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero. The interest expense for lease liabilities is recorded in *Interest expense* in the Consolidated Statements of Income.

Variable lease payments that do not depend on an index or rate are not included in the measurement of lease liabilities and right-of-use assets. The related payments are expensed in *Operating, general and administrative expenses* in the period in which the event or condition that triggers those payments occurs.

Right-of-use assets are initially measured at cost, which comprises the initial amount of the lease obligation adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred, plus an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The Company presents right-of-use assets in *Property, plant and equipment.*

If the Company obtains ownership of the leased asset by the end of the lease term or the costs of the right-of-use asset reflects the exercise of a purchase option, we depreciate the right-of-use asset from the lease commencement date to the end of the useful life of the underlying asset. Otherwise, right-of-use assets are depreciated on a straight-line basis from the commencement date to the earlier of the end of the useful life or the end of the lease term. Right-of-use assets are periodically reduced by impairment losses, if any, and adjusted for certain remeasurements on the related lease liability. The depreciation charge for right-of-use assets is recorded in *Amortization – Property, plant and equipment*.

(ii) IAS 17

Operating leases - Rent expense for real estate leases that have escalating lease payments is recorded on a straight-line basis over the term of the lease. The difference between the expense recorded and the amount paid is recorded as deferred rent and included in deferred credits in the statement of financial position.

Finance leases - Leases of property and equipment that transfer substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalized at the commencement of the lease at the fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between interest expense and reduction of the lease liability. The property and equipment acquired under finance leases is depreciated over the shorter of the useful life of the asset and the lease term.

Other long-term assets

Other long-term assets primarily include (i) equipment costs, as described in the revenue and expenses accounting policy, deferred and amortized on a straight-line basis over three to five years, (ii) the non-current portion of wireless handset discounts receivable as described in the revenue and expenses accounting policy, (iii) credit facility arrangement fees amortized on a straight-line basis over the term of the facility, (iv) long-term receivables, (v) network capacity leases, (vi) the non-current portion of prepaid maintenance and support contracts, and (vii) direct costs in connection with initial setup fees and installation of services, as described in the revenue and expenses accounting policy, deferred and amortized on a straight-line basis over two to ten years.

Intangibles

The excess of the cost of acquiring cable, satellite, media, data centre and wireless businesses over the fair value of related net identifiable tangible and intangible assets acquired is allocated to goodwill. Net identifiable intangible assets acquired consist of amounts allocated to broadcast rights and licences, wireless spectrum licences, trademarks, brands, program rights, customer relationships and software assets. Broadcast rights and licences, wireless spectrum licences, trademarks and brands represent identifiable assets with indefinite useful lives.

Customer relationships represent the value of customer contracts and relationships acquired in a business combination and are amortized on a straight-line basis over their estimated useful lives ranging from 4 – 15 years.

Software that is not an integral part of the related hardware is classified as an intangible asset. Internally developed software assets are recorded at historical cost and include direct material and labour costs as well as borrowing costs on qualifying assets. Software assets are amortized on a straight-line basis over estimated useful lives ranging from 3 – 10 years. The Company reviews the estimates of lives and useful lives on a regular basis.

Borrowing costs

The Company capitalizes borrowing costs on qualifying assets that take more than one year to construct or develop using the Company's weighted average cost of borrowing which approximated 5% (2019 – 5%).

Impairment

(i) Goodwill and indefinite-life intangibles

The Company tests goodwill and indefinite-life intangibles for impairment annually (as at February 1) and when events or changes in circumstances indicate that the carrying value may be impaired. The recoverable amount of each cash-generating unit (CGU) is determined based on the higher of the CGU's fair value less costs to sell (FVLCS) and its value in use (VIU). A CGU is the smallest identifiable group of assets that generate cash flows that are independent of the cash inflows from other assets or groups of assets. The Company's cash generating units are Cable, Satellite, and Wireless. Where the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognized. Impairment losses relating to goodwill cannot be reversed in future periods.

(ii) Non-financial assets with finite useful lives

For non-financial assets, such as property, plant and equipment and finite-life intangible assets, an assessment is made at each reporting date as to whether there is an indication that an asset may be impaired. If any indication exists, the recoverable amount of the asset is determined based on the higher of FVLCS and VIU. Where the carrying amount of the asset exceeds its recoverable amount, the asset is considered impaired and written down to its recoverable amount. Previously recognized impairment losses are reviewed for possible reversal at each reporting date and all or a portion of the impairment is reversed if the asset's value has increased.

Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The timing or amount of the outflow may still be uncertain. Provisions are measured using the best estimate of the expenditure required to settle the present obligation at the end of the reporting period, taking into account risks and uncertainties associated with the obligation. Provisions are discounted where the time value of money is considered material.

(i) Asset retirement obligations

The Company recognizes the fair value of a liability for an asset retirement obligation in the period in which it is incurred, on a discounted basis, with a corresponding increase to the carrying amount of property and equipment, primarily in respect of wireless and transmitter sites. This cost is amortized on the same basis as the related asset. The liability is subsequently increased for the passage of time and the accretion is recorded in the income statement as accretion of long-term liabilities and provisions. The discount rates applied are subsequently adjusted to current rates as required at the end of reporting periods. Revisions due to the estimated timing of cash flows or the amount required to settle the obligation may result in an increase or decrease in the liability. Actual costs incurred upon settlement of the obligation are charged against the liability to the extent recorded.

(ii) Restructuring provisions

Restructuring provisions, primarily in respect of employee termination benefits, are recognized when a detailed plan for the restructuring exists and a valid expectation has been raised to those affected that the plan will be carried out.

(iii) Other provisions

Provisions for disputes, legal claims and contingencies are recognized when an outflow to settle the matter is probable. The Company establishes provisions after taking into consideration legal assessments (if applicable), expected availability of insurance or other recourse and other available information.

Deferred credits

Deferred credits primarily include: (i) prepayments received under IRU agreements amortized on a straight-line basis into income over the term of the agreement, (ii) equipment revenue, as described in the revenue and expenses accounting policy, deferred and amortized over three to five years, and (iii) a deposit on a future fibre sale.

Income taxes

The Company accounts for income taxes using the liability method, whereby deferred income tax assets and liabilities are determined based on differences between the financial reporting and tax bases of assets and liabilities measured using substantively enacted tax rates and laws that will be in effect when the differences are expected to reverse. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset and they relate to income taxes levied by the same authority in the same taxable entity. Income tax expense for the period is the tax payable for the period using tax rates substantively enacted at the reporting date, any adjustments to taxes payable in respect of previous years and any change during the period in deferred income tax assets and liabilities, except to the extent that they relate to a business combination or divestment, items recognized directly in equity or in other comprehensive income. The Company records interest and penalties related to income taxes in interest expense.

Tax credits and government grants

The Company receives tax credits primarily related to its research and development activities. Government financial assistance is recognized when management has reasonable assurance that the conditions of the government programs are met and accounted for as a reduction of related costs, whether capitalized and amortized or expensed in the period the costs are incurred.

Foreign currency translation

Transactions originating in foreign currencies are translated into Canadian dollars at the exchange rate at the date of the transaction. Monetary assets and liabilities are translated at the period-end rate of exchange and non-monetary items are translated at historic exchange rates. The net foreign exchange gain/(loss) recognized on the translation and settlement of current monetary assets and liabilities was $5 (2019 – $5) and is included in other gains/(losses).

Financial instruments other than derivatives

Financial instruments have been classified and measured at amortized cost, fair value through other comprehensive income (FVOCI) or fair value through profit or loss (FVTPL). Cash and financial instruments have been classified as FVTPL and are recorded at fair value with any change in fair value immediately recognized in income (loss). Investments in equity securities are classified and measured at FVTPL. Loans and receivables and financial liabilities are carried at amortized cost. None of the Company's financial liabilities are classified as FVTPL.

Finance costs and discounts associated with the issuance of debt securities are netted against the related debt instrument and amortized to income using the effective interest rate method. Accordingly, long-term debt accretes over time to the principal amount that will be owing at maturity.

Derivative financial instruments and hedging activities

The Company uses derivative financial instruments, such as foreign currency forward purchase contracts, to manage risks from fluctuations in foreign exchange rates. All derivative financial instruments are recorded at fair value in the statement of financial position. The Company may elect to apply hedge accounting to certain derivative instruments. With hedge accounting, changes in the fair value of derivative financial instruments designated as cash flow hedges are recorded in other comprehensive income (loss) until the variability of cash flows relating to the hedged asset or liability is recognized in income (loss). When an anticipated transaction is subsequently recorded as a non-financial asset, the amounts recognized in other comprehensive income (loss) are reclassified to the initial carrying amount of the related asset. Where hedge accounting is not permissible or derivatives are not designated in a hedging relationship, they are classified as held-for-trading and the changes in fair value are immediately recognized in income (loss).

Instruments that have been entered into by the Company to hedge exposure to foreign currency risk are reviewed on a regular basis to ensure the hedges are still effective and that hedge accounting continues to be appropriate.

Fair value measurements

Fair value estimates are made at a specific point in time, based on relevant market information and information about the underlying asset or liability. These estimates are subjective in nature and involve uncertainties and matters of significant judgement and, therefore, cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable. Observable inputs reflect assumptions market participants would use in pricing an asset or liability based on market data obtained from independent sources while unobservable inputs reflect a reporting entity's pricing based upon their own market assumptions.

The fair value hierarchy consists of the following three levels:

Level 1 Inputs are quoted prices in active markets for identical assets or liabilities.

Level 2 Inputs for the asset or liability are based on observable market data, either directly or indirectly, other than quoted prices.

Level 3 Inputs for the asset or liability are not based on observable market data.

The Company determines whether transfers have occurred between levels in the fair value hierarchy by assessing the impact of events and changes in circumstances that could result in a transfer at the end of each reporting period.

Employee benefits

The Company accrues its obligations under its employee benefit plans, net of plan assets. The cost of pensions and other retirement benefits earned by certain employees is actuarially determined using the projected benefit method pro-rated on service and management's best estimate of salary escalation and retirement ages of employees. Past service costs from plan initiation and amendments are recognized immediately in the income statement. Remeasurements include actuarial gains or losses and the return on plan assets (excluding interest income). Actuarial gains and losses occur because assumptions about benefit plans relate to a long time frame and differ from actual experiences. These assumptions are revised based on actual experience of the plans such as changes in discount rates, expected retirement ages and projected salary increases. Remeasurements are recognized in other comprehensive income (loss) on an annual basis, at a minimum, and on an interim basis when there are significant changes in assumptions.

August 31 is the measurement date for the Company's employee benefit plans. The last actuarial valuations for funding purposes for the various plans were performed effective August 31, 2020 and the next actuarial valuations for funding purposes are effective August 31, 2021.

Share-based compensation

The Company has a stock option plan for directors, officers, employees, and consultants to the Company. The exercise price of options to purchase Class B Non-Voting Participating Shares ("Class B Non-Voting Shares") is determined by the Board, or a committee thereof, at a price not less than the closing price of the Class B Non-Voting Shares on the TSX on the trading day immediately preceding the date on which the options are granted. Any consideration paid on the exercise of stock options, together with any contributed surplus recorded at the date the options vested, is credited to share capital. The Company calculates the fair value of share-based compensation awarded to employees using the Black-Scholes option pricing model. The fair value of options are expensed and credited to contributed surplus over the vesting period of the options using the graded vesting method.

The Company has a restricted share unit (RSU) and performance share unit (PSU) plan which provides that RSUs may be granted to officers, employees and directors of the Company, and PSUs may be granted to officers and employees of the Company. RSUs vest on either the first, second and third anniversary of the grant date or 100% on the third anniversary of the grant date and compensation is recognized on a straight-line basis over the three-year vesting period. PSUs vest 100% on the third anniversary of the grant date. RSUs and PSUs will be settled in either cash or Class B Non-Voting Shares as determined by the Human Resources and Compensation Committee at the time of the grant and the obligation for RSUs and PSUs is measured at the end of each period at fair value using the Black-Scholes option pricing model and the number of outstanding RSUs and PSUs. For PSUs, the performance criteria is set by the by the Human Resources and Compensation Committee at the time of the grant, and typically requires the achievement of a minimum level of performance, otherwise the payout is zero, while maximum performance is capped at 150%. On settlement of vested PSUs, the number of Class B Non-Voting Shares issued or delivered, or the amount of cash payment will be multiplied by the applicable performance factor.

The Company has a deferred share unit (DSU) plan for its Board of Directors. Compensation cost is recognized immediately as DSUs vest when granted. DSUs will be settled in cash and the obligation is measured at the end of each period at fair value using the Black-Scholes option pricing model and the number of outstanding DSUs.

Directors may elect to receive their compensation in cash, RSUs, DSUs, or a combination thereof. Any director who has not met their share ownership guidelines is generally required to elect to receive at least 50% of their annual compensation in DSUs and/or RSUs.

The Company has an employee share purchase plan (the “ESPP”) under which eligible employees may contribute to a maximum of 5% of their monthly base compensation. The Company contributes an amount equal to 25% of the participant’s contributions, increasing to 33% once an employee reaches 10 years of continuous service, and records such amounts as compensation expense.

Earnings per share

Basic earnings per share is based on net income attributable to equity shareholders adjusted for dividends on preferred shares and is calculated using the weighted average number of Class A Participating Shares (“Class A Shares”) and Class B Non-Voting Shares outstanding during the period. Diluted earnings per share is calculated by considering the effect of all potentially dilutive instruments. In calculating diluted earnings per share, any proceeds from the exercise of stock options and other dilutive instruments are assumed to be used to purchase Class B Non-Voting Shares at the average market price during the period.

Guarantees

The Company discloses information about certain types of guarantees that it has provided, including certain types of indemnities, without regard to whether it will have to make any payments under the guarantees.

Estimation uncertainty and critical judgments

The preparation of consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the period. Actual results could differ from those estimates and significant changes in assumptions could cause an impairment in assets. The following require the most difficult, complex or subjective judgments which result from the need to make estimates about the effects of matters that are inherently uncertain.

Estimation uncertainty

The following are key assumptions concerning the future and other key sources of estimation uncertainty that could impact the carrying amount of assets and liabilities and results of operations in future periods.

(i) Allowance for doubtful accounts

The Company is required to make an estimate of expected credit losses on its receivables. The estimated allowance required is a matter of judgment and the actual loss eventually sustained may be more or less than the estimate, depending on events which have yet to occur and which cannot be foretold, such as future business, personal and economic conditions.

(ii) Contractual service revenue

The Company is required to make judgments and estimates that affect the amount and timing of revenue from contracts with customers, including estimates of the stand-alone selling prices of wireline and wireless products and services, the identification of performance obligations within a contract and the timing of satisfaction of performance obligations under long-term contracts.

Determining the deferral criteria for the costs incurred to obtain or fulfill a contract requires us to make significant judgments. We expect incremental commission fees paid to internal and external representatives as a result of obtaining contracts with customers to be recoverable.

(iii) Property, plant and equipment

The Company is required to estimate the expected useful lives of its property, plant and equipment. These estimates of useful lives involve significant judgment. In determining these estimates, the Company takes into account industry trends and company-specific factors, including changing technologies and expectations for the in-service period of these assets. Management's judgment is also required in determination of the amortization method, the residual value of assets and the capitalization of labour and overhead.

(iv) Leases

The application of IFRS 16 requires the Company to make judgments that affect the valuation of the lease liabilities and the valuation of right-of-use assets. These include determining whether a contract contains a lease, determining the contract term, including whether or not to exercise renewal or termination options, and determining the interest rate used for discounting future cash flows.

(v) Business combinations – purchase price allocation

Purchase price allocations involve uncertainty because management is required to make assumptions and judgments to estimate the fair value of the identifiable assets acquired and liabilities assumed in business combinations. Fair value estimates are based on quoted market prices and widely accepted valuation techniques, including discounted cash flow (DCF) analysis. Such estimates include assumptions about inputs to the valuation techniques, industry economic factors and business strategies.

(vi) Impairment

The Company estimates the recoverable amount of its CGUs using a FVLCS calculation based on a DCF analysis or market approach or a VIU calculation based on a DCF analysis. Where a DCF analysis is used, significant judgments are inherent in this analysis including estimating the amount and timing of the cash flows attributable to the broadcast rights and licences, the selection of an appropriate discount rate, and the identification of appropriate terminal growth rate assumptions. In this analysis the Company estimates the discrete future cash flows associated with the intangible asset for five years and determines a terminal value. The future cash flows are based on the Company's estimates of future operating results, economic conditions and the competitive environment. The terminal value is estimated using both a perpetuity growth assumption and a multiple of operating income before restructuring costs and amortization. The discount rates used in the analysis are based on the Company's weighted average cost of capital and an assessment of the risk inherent in the projected cash flows. In analyzing the FVLCS determined by a DCF analysis, the Company also considers a market approach determining a recoverable amount for each unit and total entity value determined using a market capitalization approach. Recent market transactions are taken into account, when available. The key assumptions used to determine the recoverable amounts, including a sensitivity analysis, are included in Note 9. A DCF analysis uses significant unobservable inputs and is therefore considered a level 3 fair value measurement.

(vii) Employee benefit plans

The amounts reported in the financial statements relating to the defined benefit pension plans are determined using actuarial valuations that are based on several assumptions including the discount rate and rate of compensation increase. While the Company believes these assumptions are reasonable, differences in actual results or changes in assumptions could affect employee benefit obligations and the related income statement impact. The most significant assumption used to calculate the net employee benefit plan expense is the discount rate. The discount rate is the interest rate used to determine the present value of the future cash flows that is expected will be needed to settle employee benefit obligations. It is based on the yield of long-term, high-quality corporate fixed income investments closely matching the term of the estimated future cash flows and is reviewed and adjusted as changes are required.

(viii) Income taxes

The Company is required to estimate income taxes using substantively enacted tax rates and laws in effect or that will be in effect when the temporary differences are expected to reverse. In determining the measurement of tax uncertainties, the Company recognizes an income tax benefit only when it is probable that the tax benefit will be realized. Realization of deferred income tax assets is dependent on generating sufficient taxable income during the period in which the temporary differences are deductible. Although realization is not assured, management believes it is more likely than not that all recognized deferred income tax assets will be realized based on reversals of deferred income tax liabilities, projected operating results and tax planning strategies available to the Company and its subsidiaries.

(ix) Contingencies

The Company is subject to various claims and contingencies related to lawsuits, taxes and commitments under regulatory, contractual and other commercial obligations. Contingent losses are recognized by a charge to income when it is likely that a future event will confirm that an asset has been impaired or a liability incurred at the date of the financial statements and the amount can be reasonably estimated. Significant changes in assumptions as to the likelihood and estimates of the amount of a loss could result in recognition of additional liabilities.

Critical judgements

The following are critical judgements apart from those involving estimation:

(i) Determination of a CGU

Management's judgement is required in determining the Company's cash generating units (CGU) for the impairment assessment of its indefinite-life intangible assets. The CGUs have been determined considering operating activities and asset management and are Cable, Satellite, and Wireless.

(ii) Broadcast rights and licences and spectrum licences – indefinite-life assessment

A number of the Company's businesses are dependent upon broadcast licences (or operate pursuant to an exemption order) granted and issued by the CRTC or wireless spectrum licences issued by the Department of Innovation, Science and Economic Development. While these licences must be renewed from time to time, the Company has never failed to do so. In addition, there are currently no legal, regulatory or competitive factors that limit the useful lives of these assets.

Adoption of recent accounting pronouncements

We adopted the following new accounting standards effective September 1, 2019.

- IFRS 16 Leases was issued on January 2016 and replaces IAS 17 Leases. The new standard requires entities to recognize lease assets and lease obligations on the balance sheet. For lessees, IFRS 16 removes the classification of leases as either operating leases or finance leases, instead requiring that leases be capitalized by recognizing the present value of the lease payments and showing them as lease assets (right-of-use assets) and representing the right to use the underlying leased asset. If lease payments are made over time, the Company recognizes a lease liability representing its obligation to make future lease payments. Certain short-term leases (less than 12 months) and leases of low-value may be exempted from the requirements and may continue to be treated as operating leases if certain elections are made. Lessors will continue with a dual lease classification model. Classification will determine how and when a lessor will recognize lease revenue, and what assets would be recorded.

  Implementation

  We adopted IFRS 16 using a modified retrospective approach whereby the financial statements of prior periods presented are not restated. We recognized lease liabilities at September 1, 2019 for leases previously classified as operating leases, measured at the present-value of the lease payments using our incremental borrowing rate at that date, with the corresponding right-of-use asset generally measured at an equal amount, adjusted for any prepaid or accrued rent outstanding as at August 31, 2019.

As permitted by IFRS 16, we applied certain practical expedients to facilitate the initial adoption and ongoing application of IFRS 16 including the following:

- not separate fixed non-lease components from lease components for certain classes of underlying assets. Each lease component and any associated non-lease components will be accounted for as a single lease component;
- apply a single discount rate to a portfolio of leases with similar characteristics;
- exclude initial direct costs from measuring the right-of-use asset as at September 1, 2019; and
- use hindsight in determining the lease term where the contract contains purchase, extension, or termination options.

On transition, we have not elected the recognition exemptions on short-term leases or low-value leases; however, we may choose to elect these recognition exemptions on a class-by-class basis for new classes and lease-by-lease basis, respectively, in the future.

There was no significant impact for contracts in which we are the lessor.

- IFRIC 23 Uncertainty over Income Tax Treatments was issued in 2017 to clarify how to apply the recognition and measurement requirements in IAS 12 Income Taxes when there is uncertainty over income tax treatments. It was required to be applied for annual periods commencing January 1, 2019, which for the Company was the annual period commencing September 1, 2019. The cumulative effect of the initial application of the new standard has been reflected as an adjustment to retained earnings at September 1, 2019. Refer to “Transition adjustments” below for details.

Transition adjustments

Below is the effect of transition to IFRS 16 and the adoption of IFRIC 23 on our Consolidated Statements of Financial Position as at September 1, 2019.

(millions of Canadian dollars)	As reported as at August 31, 2019	Effect of IFRS 16 transition	Effect of IFRIC 23 transition	Subsequent to transition as at September 1, 2019
ASSETS				
Current				
Cash	1,446	–	–	1,446
Accounts receivable	287	–	–	287
Inventories	86	–	–	86
Other current assets	291	(16)	–	275
Current portion of contract assets	106	–	–	106
	2,216	(16)	–	2,200
Investments and other assets	37	–	–	37
Property, plant and equipment	4,883	1,338	–	6,221
Other long-term assets	195	–	–	195
Deferred income tax assets	4	–	–	4
Intangibles	7,979	–	–	7,979
Goodwill	280	–	–	280
Contract assets	52	–	–	52
	15,646	1,322	–	16,968
LIABILITIES AND SHAREHOLDERS' EQUITY				
Current				
Short-term borrowings	40	–	–	40
Accounts payable and accrued liabilities	1,015	–	–	1,015
Provisions	224	–	(5)	219
Income taxes payable	82	–	(11)	71
Current portion of contract liabilities	223	–	–	223
Current portion of long-term debt	1,251	–	–	1,251
Current portion of lease liabilities	–	113	–	113
	2,835	113	(16)	2,932
Long-term debt	4,057	–	–	4,057
Lease Liabilities	–	1,211	–	1,211
Other long-term liabilities	75	(2)	–	73
Provisions	79	–	–	79
Deferred credits	425	–	–	425
Contract liabilities	15	–	–	15
Deferred income tax liabilities	1,875	–	38	1,913
	9,361	1,322	22	10,705
Shareholders' equity				
Common and preferred shareholders	6,282	–	(22)	6,260
Non-controlling interests in subsidiaries	3	–	–	3
	6,285	–	(22)	6,263
	15,646	1,322	–	16,968

Prior to adopting IFRS 16, our total minimum operating lease commitments as at August 31, 2019 were $919 million. The weighted average discount rate applied to the total lease liabilities was 3.50% at September 1, 2019. The difference between the total of the minimum lease payments set out in Note 27 in our 2019 Consolidated Financial Statements and the total lease liability recognized on transition was a result of:

- the inclusion of lease payments beyond minimum commitments relating to reasonably certain renewal periods or extension options that had not yet been exercised as at August 31, 2019;
- the effect of discounting on the minimum lease payments; and
- certain costs to which we are contractually committed under lease contracts, but which do not qualify to be accounted for as a lease liability, such as variable lease payments not tied to an index or rate.

3. ACCOUNTS RECEIVABLE

	2020 $	2019 $
Subscriber and trade receivables [(1)]	**326**	335
Due from related parties (note 29)	**1**	–
Miscellaneous receivables	**15**	15
	342	350
Less allowance for doubtful accounts [(1)] (note 30)	**(74)**	(63)
	268	287

(1) In 2020 the Company removed subscriber and trade receivables and the associated allowance for doubtful accounts for certain amounts that were fully provisioned and greater than 12 months. Prior year amounts have also been adjusted to reflect this change.

Included in operating, general and administrative expenses is a provision for doubtful accounts of $60 (2019 – $40).

4. INVENTORIES

	2020 $	2019 $
Wireless devices and accessories	**40**	53
DTH subscriber equipment	**20**	33
	60	86

5. OTHER CURRENT ASSETS

	2020 $	2019 $
Prepaid expenses	**89**	108
Costs incurred to obtain or fulfill a contract with a customer	**61**	59
Wireless handset receivables	**127**	124
	277	291

6. INVESTMENTS AND OTHER ASSETS

	2020 $	2019 $
Investments in private entities	**42**	37

The Company has a portfolio of minor investments in various private entities. In the third quarter of fiscal 2019, the Company disposed of one of these investments with a book value of $10 for proceeds of $25.

Corus Entertainment Inc.

Corus is a leading media and content company that creates and delivers high quality brands and content across platforms for audiences around the world. Corus' portfolio of multimedia offerings encompasses 35 specialty television services, 39 radio stations, 15 conventional television stations, a global content business, digital assets, live events, children's book publishing, animation software, technology and media services. Corus is headquartered in Canada, and its stock is listed on the TSX under the symbol CJR.B.

In connection with the sale of the Media division to Corus in 2016, the Company received 71,364,853 Corus Class B non-voting participating shares (the "Corus Class B Shares") representing approximately 37% of Corus' total issued equity of Class A and Class B shares at that time. Although the Corus Class B Shares did not have voting rights, the Company was considered to have significant influence due to Board representation. The Company agreed to retain approximately one-third of its Corus Class B Shares for 12 months post-closing, a second one-third for 18 months post-closing, and the final one-third for 24 months post-closing, until March 31, 2018.

On May 31, 2019, the Company sold all of its 80,630,383 Corus Class B Shares at a price of $6.80 per share. Proceeds, net of transaction costs, were $526, which resulted in a loss of $109. The Company's weighted average ownership of Corus for the nine months ended May 31, 2019 was 38%. For the nine months ended August 31, 2019, the Company received dividends of $10 from Corus.

Summary financial information for Corus through the disposal date is as follows:

	Nine months ended May 31, 2019
Revenue	**1,310**
Net income attributable to:	
Shareholders	**133**
Non-controlling interest	**19**
	152
Other comprehensive income, attributable to shareholders	**(40)**
Comprehensive income	**112**
Equity income from associates [(1)]	**46**
Other comprehensive income from equity accounted associates [(1)]	**(13)**
	33

(1) The Company's share of income and other comprehensive income reflect the weighted average proportion of Corus net income and other comprehensive income attributable to shareholders for the nine-month period ended May 31, 2019.

Carrying amount at August 31, 2018	**615**
Share of equity at disposition date	**46**
Share of other comprehensive loss of associate	**(13)**
Dividends received to disposition date	**(10)**
Carrying value at disposition date	**638**
Proceeds on disposal, net of transaction costs	**526**
Reclassification of accumulated gain from other comprehensive income related to the sale of an associate	**(3)**
Loss on sale of investment	**109**

7. PROPERTY, PLANT AND EQUIPMENT

	August 31, 2020			August 31, 2019		
	Cost $	Accumulated amortization $	Net book value $	Cost $	Accumulated amortization $	Net book value $
Cable and telecommunications distribution system	**7,297**	**3,699**	**3,598**	6,876	3,456	3,420
Digital cable terminals and modems	**937**	**579**	**358**	980	612	368
Satellite audio, video and data network and DTH receiving equipment	**114**	**68**	**46**	116	56	60
Land and buildings	**645**	**293**	**352**	640	265	375
Data centre infrastructure, data processing and other	**638**	**408**	**230**	597	398	199
Assets under construction	**312**	**–**	**312**	461	–	461
Property, plant and equipment excluding right-of-use assets	**9,943**	**5,047**	**4,896**	9,670	4,787	4,883
Right-of-use assets (note 14)	**1,387**	**141**	**1,246**	–	–	–
Property, plant and equipment	**11,330**	**5,188**	**6,142**	9,670	4,787	4,883

Changes in the net carrying amounts of property, plant and equipment for 2020 and 2019 are summarized as follows:

	August 31, 2019						August 31, 2020
	Net book value $	Additions $	Transfers $	Amortization $	Disposals and writedown $	Divestment $	Net book value $
Cable and telecommunications distribution system	**3,420**	**393**	**373**	**(585)**	**(3)**	**–**	**3,598**
Digital cable terminals and modems	**368**	**214**	**–**	**(223)**	**(1)**	**–**	**358**
Satellite audio, video and data network and DTH receiving equipment	**60**	**6**	**(1)**	**(17)**	**(2)**	**–**	**46**
Land and buildings	**375**	**6**	**1**	**(30)**	**–**	**–**	**352**
Data centre infrastructure, data processing and other	**199**	**63**	**29**	**(54)**	**(7)**	**–**	**230**
Assets under construction	**461**	**257**	**(406)**	**–**	**–**	**–**	**312**
	4,883	**939**	**(4)**	**(909)**	**(13)**	**–**	**4,896**

	August 31, 2018						August 31, 2019
	Net book value $	Additions $	Transfers $	Amortization $	Disposals and writedown $	Divestment $	Net book value $
Cable and telecommunications distribution system	3,364	306	295	(540)	(1)	(4)	3,420
Digital cable terminals and modems	386	218	–	(236)	–	–	368
Satellite audio, video and data network and DTH receiving equipment	65	11	–	(16)	–	–	60
Land and buildings	403	2	4	(30)	(4)	–	375
Data centre infrastructure, data processing and other	269	9	18	(50)	(17)	(30)	199
Assets under construction	215	563	(317)	–	–	–	461
	4,702	1,109	–	(872)	(22)	(34)	4,883

In 2020, the Company recognized a net loss of $3 (2019 – net gain of $43) on the disposal of property, plant and equipment.

8. OTHER LONG-TERM ASSETS

	2020 $	2019 $
Equipment costs subject to a deferred revenue arrangement	**67**	93
Long-term Wireless handset receivables	**35**	45
Costs incurred to obtain or fulfill a contract with a customer	**37**	35
Credit facility arrangement fees	**4**	4
Other	**20**	18
	163	195

Amortization provided in the accounts for 2020 amounted to $65 (2019 – $85) and was recorded as amortization of deferred equipment costs.

9. INTANGIBLES AND GOODWILL

	2020 $	2019 $
Broadcast rights and licences		
Cable systems	**4,016**	4,016
DTH and satellite services	**1,013**	1,013
	5,029	5,029
Wireless spectrum licences	**2,445**	2,445
Other intangibles		
Software	**479**	451
Customer relationships	**44**	54
	7,997	7,979
Goodwill		
Cable and telecommunications systems	**79**	79
Wireless	**201**	201
	280	280
Net book value	**8,277**	8,259

Broadcast rights and licences, trademark, brands and wireless spectrum licences have been assessed as having indefinite useful lives. While licences must be renewed from time to time, the Company has never failed to do so. In addition, there are currently no legal, regulatory, competitive or other factors that limit the useful lives of these assets.

The changes in the carrying amount of intangibles with indefinite useful lives, and therefore not subject to amortization, are as follows:

	Broadcast rights and licences $	Goodwill $	Wireless spectrum licences $
September 1, 2018	5,029	280	1,953
Additions	–	–	492
Disposition	–	–	–
August 31, 2019	**5,029**	**280**	**2,445**
Additions	**–**	**–**	**–**
Disposition	**–**	**–**	**–**
August 31, 2020	**5,029**	**280**	**2,445**

Intangibles subject to amortization are as follows:

	August 31, 2020			August 31, 2019		
	Cost	Accumulated amortization	Net book value	Cost	Accumulated amortization	Net book value
Software	**806**	**335**	**471**	697	257	440
Software under construction	**8**	**–**	**8**	11	–	11
Customer relationships	**114**	**70**	**44**	114	60	54
	928	**405**	**523**	822	317	505

The changes in the carrying amount of intangibles subject to amortization are as follows:

	Software $	Software under construction $	Customer relationships $	Total $
September 1, 2018	412	22	66	500
Additions	112	11	–	123
Transfers	22	(22)	–	–
Dispositions	(6)	–	–	(6)
Amortization	**(100)**	**–**	**(12)**	**(112)**
August 31, 2019	**440**	**11**	**54**	**505**
Additions	**144**	**–**	**–**	**144**
Transfers	**7**	**(3)**	**–**	**4**
Dispositions	**–**	**–**	**–**	**–**
Amortization	**(120)**	**–**	**(10)**	**(130)**
August 31, 2020	**471**	**8**	**44**	**523**

Impairment testing of indefinite-life intangibles and goodwill

The Company conducted its annual impairment test on goodwill and indefinite-life intangibles as at February 1, 2020 and the recoverable amount of the CGUs exceeded their carrying value.

A hypothetical decline of 10% in the recoverable amount of the Cable CGU as at February 1, 2020 would not result in any impairment loss. A hypothetical decline of 10% in the recoverable amount of the Satellite CGU as at February 1, 2020 would not result in an impairment loss. A hypothetical decline of 10% in the recoverable amount of the Wireless CGU as at February 1, 2020 would not result in any impairment loss.

Any changes in economic conditions since the impairment testing conducted as at February 1, 2020 do not represent events or changes in circumstance that would be indicative of impairment at August 31, 2020.

Significant estimates inherent to this analysis include discount rates and the terminal value. At February 1, 2020, the estimates that have been utilized in the impairment tests reflect any changes in market conditions and are as follows:

		Terminal value	
	Post-tax discount rate	Terminal growth rate	Terminal operating income before restructuring costs and amortization multiple
Cable	6.0%	0.5%	8.0x
Satellite	7.0%	-4.0%	6.7x
Wireless	7.0%	1.0%	5.3x

A sensitivity analysis of significant estimates is conducted as part of every impairment test. With respect to the impairment tests performed in the second quarter, the estimated decline in recoverable amount for the sensitivity of significant estimates is as follows:

	Estimated decline in recoverable amount		
		Terminal value	
	1% increase in discount rate	1% decrease in terminal growth rate	0.5 times decrease in terminal operating income before restructuring costs and amortization multiple
Cable	15.0%	12.5%	6.2%
Satellite	7.8%	5.6%	7.4%
Wireless	18.2%	10.1%	9.4%

10. SHORT-TERM BORROWINGS

On June 19, 2018 the Company established an accounts receivable securitization program with a Canadian financial institution which will allow it to sell certain trade receivables into the program up to a maximum of $100. The Company continues to service and retain substantially all of the risks and rewards relating to the trade receivables sold, and therefore, the trade receivables are recognized on the Company's Consolidated Statements of Financial Position and the funding received is recorded as a current liability (revolving floating rate loans) secured by the trade receivables. The buyer's interest in the accounts receivable ranks ahead of the Company's interest and the program restricts it from using the trade receivables as collateral for any other purpose. The buyer of the trade receivables has no claim on any of the Company's other assets.

On May 29, 2019, the Company amended the terms of its accounts receivable securitization program to extend the term of the program to May 29, 2022 and increase the sales committed up to a maximum of $200.

A summary of our accounts receivable securitization program as at August 31, 2020 is as follows:

	2020 $	2019 $
Accounts receivable securitization program, beginning of period	**40**	40
Proceeds received from accounts receivable securitization	**160**	–
Repayment of accounts receivable securitization	**–**	–
Accounts receivable securitization program, end of period	**200**	40

	2020 $	2019 $
Trade accounts receivable sold to buyer as security	**446**	434
Short-term borrowings from buyer	**(200)**	(40)
Overcollateralization	**246**	394

11. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	2020 $	2019 $
Trade	**82**	114
Program rights	**4**	5
Accrued liabilities	**541**	482
Accrued network fees	**129**	155
Interest and dividends	**217**	244
Related parties (note 29)	**26**	15
	999	1,015

12. PROVISIONS

	Asset retirement obligations $	Restructuring[1][2] $	Other $	Total $
September 1, 2019, as previously reported	78	142	83	303
Transition adjustments	–	–	(5)	(5)
Restated balance as at September 1, 2019	78	142	78	298
Additions	**–**	**14**	**23**	**37**
Accretion	**1**	**–**	**–**	**1**
Reversal	**–**	**–**	**(1)**	**(1)**
Payments	**–**	**(143)**	**(11)**	**(154)**
Balance as at August 31, 2020	**79**	**13**	**89**	**181**
Current	–	141	83	224
Long-term	78	1	–	79
Balance as at August 31, 2019	**78**	**142**	**83**	**303**
Current	**–**	**13**	**88**	**101**
Long-term	**79**	**–**	**1**	**80**
Balance as at August 31, 2020	**79**	**13**	**89**	**181**

(1) During fiscal 2018, the Company offered a voluntary departure program to a group of eligible employees as part of a total business transformation initiative. A total of $130 has been paid in fiscal 2020. The remaining costs are expected to be paid out within the next 5 months.

(2) During fiscal 2020, the Company restructured certain operations within the Wireline segment and announced a realignment of the senior leadership team. In connection with the restructuring, the Company recorded $14 in the third quarter primarily related to severance and employee related costs, of which $13 has been paid as at August 31, 2020. The remaining costs are expected to be paid within the next 3 months.

13. LONG-TERM DEBT

		2020			2019		
	Effective interest rates %	Long-term debt at amortized cost (1) $	Adjustment for finance costs (1) $	Long-term debt repayable at maturity $	Long-term debt at amortized cost (1) $	Adjustment for finance costs (1) $	Long-term debt repayable at maturity $
Corporate							
Cdn fixed rate senior notes-							
5.65% due October 1, 2019	5.69	–	–	–	1,250	–	1,250
5.50% due December 7, 2020	5.55	–	–	–	499	1	500
3.15% due February 19, 2021	3.17	–	–	–	299	1	300
3.80% due November 2, 2023	3.80	**498**	**2**	**500**	498	2	500
4.35% due January 31, 2024	4.35	**499**	**1**	**500**	498	2	500
3.80% due March 1, 2027	3.84	**298**	**2**	**300**	298	2	300
4.40% due November 2, 2028	4.40	**496**	**4**	**500**	496	4	500
3.30% due December 10, 2029	3.41	**495**	**5**	**500**	–	–	–
2.90% due December 9, 2030	2.92	**496**	**4**	**500**	–	–	–
6.75% due November 9, 2039	6.89	**1,421**	**29**	**1,450**	1,420	30	1,450
4.25% due December 9, 2049	4.33	**296**	**4**	**300**	–	–	–
		4,499	**51**	**4,550**	5,258	42	5,300
Other							
Burrard Landing Lot 2 Holdings Partnership	Various	**49**	**–**	**49**	50	–	50
Total consolidated debt		**4,548**	**51**	**4,599**	5,308	42	5,350
Less current portion (2)		**1**	**–**	**1**	1,251	1	1,252
		4,547	**51**	**4,598**	4,057	41	4,098

(1) Long-term debt is presented net of unamortized discounts and finance costs.
(2) Current portion of long-term debt includes amounts due within one year in respect of senior notes due October 1, 2019 and the Burrard Landing loans.

Corporate

Bank loans

During 2012, a syndicate of banks provided the Company with an unsecured $1 billion credit facility which includes a maximum revolving term or swingline facility of $50. During 2016, the Company elected to increase its borrowing capacity by $500 under the terms of the amended facility.

On November 21, 2019, the Company amended the terms of its bank credit facility to extend the maturity date to December 2024. The facility can be used for working capital and general corporate purposes.

Funds are available to the Company in both Canadian and US dollars. At August 31, 2020, $3 (2019 – $3) has been drawn as committed letters of credit against the revolving term facility. Interest rates fluctuate with Canadian prime and bankers' acceptance rates, US bank base rates and LIBOR rates. Excluding the revolving term facility, the effective interest rate on actual borrowings under the credit facility during 2020 was 2.81% (2019 – nil). The effective interest rate on the revolving term facility for 2020 was 4.05% (2019 – nil).

Senior notes

The senior notes are unsecured obligations and rank equally and ratably with all existing and future senior indebtedness. The fixed rate notes are redeemable at the Company's option at any time, in whole or in part, prior to maturity at 100% of the principal amount plus a make-whole premium.

On October 1, 2019, the Company repaid $1,250 of 5.65% senior notes at their maturity.

On December 9, 2019, the Company issued $800 of senior notes, consisting of $500 principal amount of 3.30% senior notes due 2029 and $300 principal amount of 4.25% senior notes due 2049. The net proceeds of the offering of $792, along with cash on hand, were used to fund the redemption of the $500 principal amount of 5.50% senior notes due 2020 and the $300 principal amount of 3.15% senior notes due 2021.

On December 24, 2019, the Company redeemed the $500 principal amount of 5.50% senior notes due December 7, 2020 and the $300 principal amount of 3.15% senior notes due February 19, 2021. In conjunction with the redemption, the Company paid make whole premiums of $17 and accrued interest of $5.

On April 22, 2020, the Company issued $500 principal amount of senior notes at a rate of 2.90% due December 9, 2030.

Other

Burrard Landing Lot 2 Holdings Partnership

The Company has a 33.33% interest in the Partnership which built the Shaw Tower project with office/retail space and living/working space in Vancouver, BC. In the fall of 2004, the commercial construction of the building was completed and at that time, the Partnership issued ten year 6.31% secured mortgage bonds in respect of the commercial component of the Shaw Tower. In February 2014, the Partnership refinanced its debt. The Partnership received a mortgage loan and used the proceeds to prepay the outstanding balance of the previous mortgage and loan excess funds to each of its partners. The mortgage loan matures on November 1, 2024 and bears interest at 4.683% compounded semi-annually with interest only payable for the first five years. Interest and principal payments commenced on April 1, 2019. The mortgage loan is collateralized by the property and the commercial rental income from the building with no recourse to the Company.

In February 2018, the Partnership received an additional mortgage loan of $30 and used the proceeds to loan excess funds to each of its partners, of which the Company received $10. The additional loan matures on November 1, 2024 and bears interest at 4.14% compounded semi-annually. Monthly mortgage payments consist of both principal and interest components.

Debt covenants

The Company and its subsidiaries have undertaken to maintain certain covenants in respect of the credit agreements and trust indentures described above. The Company and its subsidiaries were in compliance with these covenants at August 31, 2020.

Long-term debt repayments

Mandatory principal repayments on all long-term debt in each of the next five years and thereafter are as follows:

	$
2021	1
2022	1
2023	1
2024	1,001
2025	45
Thereafter	3,550
	4,599

Interest expense

	2020 $	2019 $
Interest expense – long-term debt	**224**	280
Amortization of senior notes discounts	**1**	1
Interest income – short-term (net)	**(7)**	(29)
Interest on lease liabilities (note 14)	**44**	–
Interest expense – other	**12**	6
	274	258

14. LEASES

Below is a summary of the activity related to the Company's right-of-use assets for the year ended August 31, 2020.

	2020 $
Net book value as at September 1, 2019	**1,340**
Additions	**59**
Amortization	**(141)**
Lease terminations and other	**(12)**
Net book value as at August 31, 2020	**1,246**

Below is a summary of the activity related to the Company's lease liabilities for the year ended August 31, 2020.

	2020 $
Balance as at September 1, 2019	**1,324**
Net additions	**55**
Interest on lease liabilities	**44**
Interest payments on lease liabilities	**(44)**
Principal payments of lease liabilities	**(112)**
Other	**3**
Balance as at August 31, 2020	**1,270**
Current	113
Long-term	1,211
Balance as at September 1, 2019	1,324
Current	**113**
Long-term	**1,157**
Balance as at August 31, 2020	**1,270**

Lease liabilities are subject to amortization schedules, which results in the principal being repaid over various periods, including reasonably expected renewals. The weighted average interest rate on lease liabilities was approximately 3.50% as at August 31, 2020. Refer to Note 30 for a maturity analysis of the Company's lease liabilities.

The Company leases Ku-band and C-band transponders on the Anik F1R, Anik F2 and Anik G1 satellites. As part of the Ku-band transponder agreements with Telesat Canada, the Company is committed to paying annual transponder maintenance and licence fees for each transponder from the time the satellite becomes operational for a period of 15 years. As at August 31, 2020, the Company has recorded lease liabilities of $306 relating to these transponders. Included in operating, general and administrative expenses are transponder maintenance expenses of $nil (2019 – $84).

Below is a summary of the Company's other expenses related to leases included in operating, general and administrative expenses.

	2020 $	2019 $
Rental expense related to operating leases	–	164
Expenses related to variable lease components not included in lease liabilities	**20**	–
Expenses related to low-value leases	**32**	–
	52	164

15. OTHER LONG-TERM LIABILITIES

	2020 $	2019 $
Pension liabilities (note 28)	**68**	69
Post retirement liabilities (note 28)	**4**	4
Other	**–**	2
	72	75

16. DEFERRED CREDITS

	2020 $	2019 $
IRU prepayments	**387**	400
Equipment revenue	**17**	23
Deposit on future fibre sale	**2**	2
	406	425

Amortization of deferred credits for 2020 amounted to $29 (2019 – $34) and was recorded in the accounts as described below.

IRU agreements are in place for periods ranging from 21 to 60 years and are being amortized to income over the agreement periods. Amortization in respect of the IRU agreements for 2020 amounted to $13 (2019 – $13) and was recorded as other amortization. Amortization of equipment revenue for 2020 amounted to $16 (2019 – $21).

17. SHARE CAPITAL

Authorized

The Company is authorized to issue a limited number of Class A Shares of no par value, as described below; an unlimited number of Class B Non-Voting Shares of no par value; an unlimited number of Class 1 Preferred Shares issuable in series; and an unlimited number of Class 2 Preferred Shares issuable in series, of which 12,000,000 were designated Cumulative Redeemable Rate Reset Class 2 Preferred Shares, Series A ("Series A Preferred Shares") and 12,000,000 were designated Cumulative Redeemable Floating Rate Class 2 Preferred Shares, Series B ("Series B Preferred Shares").

The authorized number of Class A Shares is limited, subject to certain exceptions, to the lesser of that number of shares (i) currently issued and outstanding and (ii) that may be outstanding after any conversion of Class A Shares into Class B Non-Voting Shares.

Issued and outstanding

2020	2019		2020 $	2019 $
Number of securities				
22,372,064	22,372,064	Class A Shares	**2**	2
490,632,833	494,389,771	Class B Non-Voting Shares	**4,307**	4,310
10,012,393	10,012,393	Series A Preferred Shares	**245**	245
1,987,607	1,987,607	Series B Preferred Shares	**48**	48
525,004,897	528,761,835		**4,602**	4,605

Class A Shares and Class B Non-Voting Shares

Class A Shares are convertible at any time into an equivalent number of Class B Non-Voting Shares. In the event that a take-over bid is made for Class A Shares, in certain circumstances, the Class B Non-Voting Shares are convertible into an equivalent number of Class A Shares.

Changes in Class A Share capital and Class B Non-Voting Share capital in 2020 and 2019 are as follows:

	Class A Shares		Class B Non-Voting Shares	
	Number	$	Number	$
September 1, 2018	22,420,064	2	484,194,344	4,054
Stock option exercises	–	–	1,658,465	39
Dividend reinvestment plan	–	–	8,488,962	217
Class A conversion to Class B	(48,000)	–	48,000	–
August 31, 2019	**22,372,064**	**2**	**494,389,771**	**4,310**
Stock option exercises	**–**	**–**	**407,733**	**9**
Dividend reinvestment plan	**–**	**–**	**1,445,494**	**37**
Restricted Share Units	**–**	**–**	**4,507**	**–**
Shares Repurchased	**–**	**–**	**(5,614,672)**	**(49)**
Class A conversion to Class B	**–**	**–**	**–**	**–**
August 31, 2020	**22,372,064**	**2**	**490,632,833**	**4,307**

Series A and B Preferred Shares

The Series A Preferred Shares and Series B Preferred Shares represent series of Class 2 Preferred Shares and are classified as equity since redemption, at $25.00 per Series A Preferred Share and Series B Preferred Share, is at the Company's option and payment of dividends is at the Company's discretion.

Share transfer restriction

The Articles of the Company empower the directors to refuse to issue or transfer any share of the Company that would jeopardize or adversely affect the right of Shaw Communications Inc. or any subsidiary to obtain, maintain, amend or renew a licence to operate a broadcasting undertaking pursuant to the Broadcasting Act (Canada).

Normal Course Issuer Bid

On October 29, 2019, the Company announced that it had received approval from the TSX to establish a normal course issuer bid (NCIB) program. The program commenced on November 1, 2019 and will remain in effect until October 31, 2020. As approved by the TSX, the Company has the ability to purchase for cancellation up to 24,758,127 Class B Non-Voting Shares representing 5% of all of the issued and outstanding Class B Non-Voting Shares as at October 18, 2019.

During the year ended August 31, 2020, the Company purchased 5,614,672 Class B Non-Voting Shares for cancellation for a total cost of approximately $140 under the NCIB. The average book value of the shares repurchased was $8.77 per share and was charged to share capital. The excess of the market price over the average book value, including transaction costs, was approximately $91 and was charged to retained earnings. The Company suspended the program in April 2020.

Subsequent to year-end, on October 29, 2020, the Company's Board of Directors approved the renewal of the NCIB program to purchase up to 24,532,404 Class B Non-Voting Shares representing 5% of all of the issued and outstanding Class B Non-Voting Shares. The NCIB program remains subject to approval by the TSX and, if accepted, will be conducted in accordance with the applicable rules and policies of the TSX and applicable Canadian securities law.

Dividend Reinvestment Plan

On October 24, 2019, in accordance with the terms of our Dividend Reinvestment Plan (DRIP), the Company announced that in lieu of issuing shares from treasury, it will satisfy its share delivery obligations under the DRIP by purchasing Class B Non-Voting Shares on the open market. In addition, the Company reduced its discount from 2% to 0% for the Class B Non-Voting Shares delivered under the DRIP. These changes to the DRIP were applied to the dividends payable on November 28, 2019 to shareholders of record on November 15, 2019.

18. SHARE-BASED COMPENSATION AND AWARDS

Stock option plan

Under the Company's stock option plan, directors, officers, employees, and consultants are eligible to receive stock options to acquire Class B Non-Voting Shares with terms not to exceed ten years from the date of grant and for such number of Class B Non-Voting Shares as the Board, or a committee thereof, determines in its discretion. An option is not immediately exercisable, but rather is exercisable on vesting dates determined by the Board from time to time. The Company's current practice is to award options for terms of ten years with 20% of the options in a grant vesting on each of the first through fifth anniversaries of the grant date. The Board, or a committee thereof, may grant options at an exercise price not less than the closing price of the Class B Non-Voting Shares on the TSX on the trading day immediately preceding the date on which the options are granted. The maximum number of Class B Non-Voting Shares issuable under the plan may not exceed 62,000,000. As at August 31, 2020, 39,637,412 Class B Non-Voting Shares have been issued under the plan.

The changes in options are as follows:

	2020		2019	
	Number	Weighted average exercise price $	Number	Weighted average exercise price $
Outstanding, beginning of year	**8,363,031**	**26.11**	9,378,966	25.18
Granted	**84,000**	**26.88**	1,540,000	26.36
Forfeited	**(681,168)**	**26.65**	(897,470)	26.66
Exercised (1)	**(407,733)**	**21.57**	(1,658,465)	20.76
Outstanding, end of year	**7,358,130**	**26.36**	8,363,031	26.11

(1) The weighted average Class B Non-Voting Share price for the options exercised was $25.60.

The following table summarizes information about the options outstanding at August 31, 2020:

	Options outstanding			Options exerciseable	
Range of prices	Number outstanding	Weighted average remaining contractual life	Weighted average exercise price	Number exercisable	Weighted average exercise price
$19.75 to $24.86	1,438,320	4.74	23.68	1,149,620	23.55
$24.87 to $26.31	1,531,075	5.88	25.93	1,069,575	25.83
$26.32 to $26.83	1,614,100	7.97	26.49	454,350	26.55
$26.84 to $27.71	1,142,135	5.75	27.31	811,235	27.35
$27.72 to $30.87	1,632,500	6.44	28.35	980,750	28.51

The weighted average estimated fair value at the date of the grant for common share options granted for the year ended August 31, 2020 was $1.83 (2019 – $2.07) per option. The fair value of each option granted was estimated on the date of the grant using the Black-Scholes option pricing model with the following weighted-average assumptions:

	2020	2019
Dividend yield	**4.41%**	4.50%
Risk-free interest rate	**1.45%**	2.08%
Expected life of options	**7 years**	7 years
Expected volatility factor of the future expected market price of Class B Non-Voting Shares	**15.90%**	16.30%

Expected volatility has been estimated based on the historical share price volatility of the Company's Class B Non-Voting Shares.

Restricted share unit plan and Performance share unit plan

The Company has an RSU/PSU plan which provides that RSUs may be granted to directors, officers and employees of the Company and PSUs may be granted to officers and employees of the Company. Vested RSUs and PSUs will be settled in either cash or Class B Non-Voting Shares as determined by the Human Resources and Compensation Committee at the time of the grant. The cash payout will be based on the market value of a Class B Non-Voting Share at the time of the payout. When cash dividends are paid on Class B Non-Voting Shares, holders are credited with additional RSUs or PSUs, as applicable, equal to the dividend.

For PSUs, the performance criteria is set by the Human Resources and Compensation Committee at the time of the grant, and typically requires the achievement of a minimum level of performance, otherwise the payout is zero, while maximum performance is capped at 150%. On settlement of vested PSUs, the number of Class B Non-Voting Shares issued or delivered, or the amount of cash payment will be multiplied by the applicable performance factor.

During 2020, $9 was recognized as compensation expense (2019 – $5). The carrying value and intrinsic value of combined RSUs and PSUs at August 31, 2020 was $12 and $12, respectively (August 31, 2019 – $7 and $7, respectively).

Deferred share unit plan

The Company has a DSU plan for its Board of Directors whereby directors may elect to receive their annual cash compensation, or a portion thereof, in DSUs and/or RSUs, provided that any director who has not met the applicable share ownership guideline is generally required to elect to receive at least 50% of his or her annual compensation in DSUs and/or RSUs. In addition, the Company may adjust and/or supplement directors' compensation with periodic grants of DSUs. A DSU is a right that tracks the value of one Class B Non-Voting Share. Holders will be entitled to a cash payout when they cease to be a director. The cash payout will be based on market value of a Class B Non-Voting Share at the time of payout. When cash dividends are paid on Class B Non-Voting Shares, holders are credited with DSUs equal to the dividend. DSUs do not have voting rights as there are no shares underlying the plan.

During 2020, $2 was recognized as compensation expense (2019 – $ nil). The carrying value and intrinsic value of DSUs at August 31, 2020 was $24 and $20, respectively (August 31, 2019 – $24 and $20, respectively).

Employee share purchase plan

The Company's ESPP provides employees with an incentive to increase the profitability of the Company and a means to participate in that increased profitability. Generally, all Canadian, non-unionized, full time or part time employees of the Company are eligible to enroll in the ESPP. Under the ESPP, eligible employees may contribute to a maximum of 5% of their monthly base compensation. The Company contributes an amount equal to 25% of the employee's contributions, increasing to 33% once an employee reaches 10 years of continuous service.

During 2020, $5 was recorded as compensation expense (2019 – $6).

19. EARNINGS PER SHARE

Earnings per share calculations are as follows:

	2020	2019
Numerator for basic and diluted earnings per share ($)		
Net income	**688**	733
Deduct: net income attributable to non-controlling interests in subsidiaries	**–**	(2)
Deduct: dividends on Preferred Shares	**(9)**	(9)
Net income attributable to common shareholders	**679**	722
Denominator (millions of shares)		
Weighted average number of Class A Shares and Class B Non-Voting Shares for basic earnings per share	**515**	511
Effect of dilutive securities (1)	**–**	–
Weighted average number of Class A Shares and Class B Non-Voting Shares for diluted earnings per share	**515**	511
Basic and diluted earnings per share ($)	**1.32**	1.41

(1) The earnings per share calculation does not take into consideration the potential dilutive effect of certain stock options since their impact is anti-dilutive. For the year ended August 31, 2020, 6,380,558 options were excluded from the diluted earnings per share calculation (2019 – 6,126,210).

20. DIVIDENDS

Common share dividends

The holders of Class A Shares and Class B Non-Voting Shares are entitled to receive such dividends as the Board of Directors determines to declare on a share-for-share basis, as and when any such dividends are declared or paid. The holders of Class B Non-Voting Shares are entitled to receive during each dividend period, in priority to the payment of dividends on the Class A Shares, an additional dividend amount of $0.0025 per share per annum. This additional dividend amount is subject to proportionate adjustment in the event of future consolidations or subdivisions of shares and in the event of any issue of shares by way of stock dividend. After payment or setting aside for payment of the additional non-cumulative dividends on the Class B Non-Voting Shares, holders of Class A Shares and Class B Non-Voting Shares participate equally, share for share, as to all subsequent dividends declared.

Preferred share dividends

Holders of the Series A Preferred Shares were entitled to receive, as and when declared by the Company's Board of Directors, a cumulative quarterly fixed dividend yielding 4.50% annually for the initial period ending June 30, 2016. Commencing June 30, 2016, the dividend rate was reset to 2.791% for the five year period ending June 30, 2021. Thereafter, the dividend rate will be reset every five years at a rate equal to the then current 5-year Government of Canada bond yield plus 2.00%. Holders of Series A Preferred Shares had the right, at their option, to convert their shares into Series B Preferred Shares, subject to certain conditions, on June 30, 2016 and on June 30 every five years thereafter, with the next conversion date being June 30, 2021.

On June 30, 2016, 1,987,607 Series A Preferred Shares were converted into an equal number of Series B Preferred Shares. The Series B Preferred Shares also represent a series of Class 2 preferred shares and holders will be entitled to receive cumulative quarterly dividends, as and when declared by the Company's Board of Directors, at a rate set quarterly equal to the then current three-month Government of Canada Treasury Bill yield plus 2.00%. The floating quarterly dividend rate for the Series B Preferred Shares were set as follows:

Period	Annual Dividend Rate
June 30, 2016 to September 29, 2016	2.539%
September 30, 2016 to December 30, 2016	2.512%
December 31, 2016 to March 30, 2017	2.509%
March 31, 2017 to June 29, 2017	2.480%
June 30, 2017 to September 29, 2017	2.529%
September 30, 2017 to December 30, 2017	2.742%
December 31, 2017 to March 30, 2018	2.872%
March 31, 2018 to June 29, 2018	3.171%
June 30, 2018 to September 29, 2018	3.300%
September 30, 2018 to December 30, 2018	3.509%
December 31, 2018 to March 30, 2019	3.713%
March 31, 2019 to June 29, 2019	3.682%
June 30, 2019 to September 29, 2019	3.687%
September 30, 2019 to December 30, 2019	3.638%
December 31, 2019 to March 30, 2020	3.652%
March 31, 2020 to June 29, 2020	3.638%
June 30, 2020 to September 29, 2020	2.255%
September 30, 2020 to December 30, 2020	2.149%

Dividend reinvestment plan

The Company has a DRIP that allows holders of Class A Shares and Class B Non-Voting Shares who are residents of Canada and, effective December 16, 2016, the United States, to automatically reinvest monthly cash dividends to acquire additional Class B Non-Voting Shares. As at and for the year ended August 31, 2019 and for the two-month period ended October 30, 2019, Class B Non-Voting Shares distributed under the Company's DRIP were new shares issued from treasury at a 2% discount from the 5 day weighted average market price immediately preceding the applicable dividend payment date.

On October 25, 2019, in accordance with the terms of its DRIP, the Company announced that in lieu of issuing shares from treasury, it will satisfy its share delivery obligations under the DRIP by purchasing Class B Non-Voting Shares on the open market. In addition, the Company reduced its discount from 2% to 0% for the Class B Non-Voting Shares delivered under the DRIP. These changes to the DRIP applied to the dividends payable on November 28, 2019 to shareholders of record on November 15, 2019 and all other dividends payable thereafter.

Dividends declared

The dividends per share recognized as distributions to common shareholders for dividends declared during the year ended August 31, 2020 and 2019 are as follows:

2020		2019	
Class A Voting Share	Class B Non-Voting Share	Class A Voting Share	Class B Non-Voting Share
1.1825	1.1850	1.1825	1.1850

The dividends per share recognized as distributions to preferred shareholders for dividends declared during the year ended August 31, 2020 and 2019 are as follows:

2020		2019	
Series A Preferred Share	Series B Preferred Share	Series A Preferred Share	Series B Preferred Share
0.6978	0.8240	0.6978	0.9119

On July 10, 2020, the Company declared dividends of $0.17444 per Series A Preferred Share and $0.14094 per Series B Preferred Share which were paid on September 30, 2020. The total amount paid was $2 of which $1 was not recognized as at August 31, 2020.

On October 30, 2020, the Company declared dividends of $0.098542 per Class A Share and $0.09875 per Class B Non-Voting Share payable on each of December 30, 2020, January 28, 2021 and February 25, 2021 to shareholders of record at the close of business on December 15, 2020, January 15, 2021 and February 15, 2021, respectively.

On October 30, 2020, the Company declared dividends of $0.17444 per Series A Preferred Share and $0.13431 per Series B Preferred Share payable on December 31, 2020 to holders of record at the close of business on December 15, 2020.

21. OTHER COMPREHENSIVE INCOME (LOSS) AND ACCUMULATED OTHER COMPREHENSIVE LOSS

Components of other comprehensive income and the related income tax effects for 2020 are as follows:

	Amount $	Income taxes $	Net $
Items that may subsequently be reclassified to income			
Change in unrealized fair value of derivatives designated as cash flow hedges	(5)	1	(4)
Adjustment for hedged items recognized in the period	(3)	1	(2)
	(8)	2	(6)
Items that will not be subsequently reclassified to income			
Remeasurements on employee benefit plans:	2	(1)	1
	(6)	1	(5)

Components of other comprehensive income and the related income tax effects for 2019 are as follows:

	Amount $	Income taxes $	Net $
Items that may subsequently be reclassified to income			
Change in unrealized fair value of derivatives designated as cash flow hedges	3	(1)	2
Adjustment for hedged items recognized in the period	(3)	1	(2)
Share of other comprehensive income of associates	(13)	–	(13)
Reclassification of accumulated loss to income related to the sale of an associate	(3)	–	(3)
	(16)	–	(16)
Items that will not be subsequently reclassified to income			
Remeasurements on employee benefit plans	(52)	13	(39)
	(68)	13	(55)

Accumulated other comprehensive loss is comprised of the following:

	2020 $	2019 $
Items that may subsequently be reclassified to income		
Change in unrealized fair value of derivatives designated as cash flow hedges	**(5)**	1
Share of other comprehensive income of associates	**–**	18
Reclassification of accumulated loss to income related to the sale of an associate	**–**	(18)
Items that will not be subsequently reclassified to income		
Remeasurements on employee benefit plans:	**(94)**	(95)
	(99)	(94)

22. REVENUE

Contract assets and liabilities

The table below provides a reconciliation of the significant changes to the current and long-term portion of contract assets and liabilities balances during the year.

	Contract Assets	Contract Liabilities
August 31, 2018	135	244
Increase in contract assets from revenue recognized during the period	179	–
Contract assets transferred to trade receivables	(145)	–
Contract terminations transferred to trade receivables	(11)	–
Revenue recognized included in contract liabilities at the beginning of the year	–	(236)
Increase in contract liabilities during the period	–	230
August 31, 2019	158	238
Increase in contract assets from revenue recognized during the period	**200**	**–**
Contract assets transferred to trade receivables	**(170)**	**–**
Contract terminations transferred to trade receivables	**(16)**	**–**
Revenue recognized included in contract liabilities at the beginning of the year	**–**	**(231)**
Increase in contract liabilities during the period	**–**	**218**
August 31, 2020	**172**	**225**

	Contract Assets	Contract Liabilities
Current	106	223
Long-term	52	15
Balance as at August 31, 2019	158	238
Current	**132**	**211**
Long-term	**40**	**14**
Balance as at August 31, 2020	**172**	**225**

Deferred commission cost assets

The table below provides a summary of the changes in the deferred commission cost assets recognized from the incremental costs incurred to obtain contracts with customers during the year ended August 31, 2020 and 2019. We believe these amounts to be recoverable through the revenue earned from the related contracts. The deferred commission cost assets are presented within other current assets (when they will be amortized into net income within twelve months of the date of the financial statements) or other long-term assets.

August 31, 2018	75
Additions to deferred commission cost assets	85
Amortization recognized on deferred commission cost assets	(66)
August 31, 2019	94
Additions to deferred commission cost assets	**84**
Amortization recognized on deferred commission cost assets	**(80)**
August 31, 2020	**98**
Current	59
Long-term	35
Balance as at August 31, 2019	94
Current	**61**
Long-term	**37**
Balance as at August 31, 2020	**98**

Commission costs are amortized over a period ranging from 24 to 36 months.

Disaggregation of revenue

	2020 $	2019 $
Services		
Wireline – Consumer	**3,683**	3,743
Wireline – Business	**567**	557
Wireless	**815**	694
	5,065	4,994
Equipment and other		
Wireless	**351**	353
	351	353
Intersegment eliminations	**(9)**	(7)
Total revenue	**5,407**	5,340

Remaining performance obligations

The following table includes revenues expected to be recognized in the future related to performance obligations that are unsatisfied (or partially unsatisfied) as at August 31, 2020:

	Within 1 year	Within 2 years	Within 3 years	Within 4 years	Within 5 years	Thereafter	Total
Wireline	1,504	614	162	92	33	1	2,406
Wireless	418	116	–	–	–	–	534
Total	**1,922**	**730**	**162**	**92**	**33**	**1**	**2,940**

When estimating minimum transaction prices allocated to the remaining unfilled, or partially unfulfilled, performance obligations, Shaw applied the practical expedient to not disclose information about remaining performance obligations that have original expected duration of one year or less and for those contracts where we bill the same value as that which is transferred to the customer. The estimated amounts disclosed are based upon contractual terms and maturities. Revenues recognized based on actual minimum transaction price, and the timing thereof, will differ from these estimates due to the frequency with which the actual durations of contracts with customers do not match their contractual maturities.

23. OPERATING, GENERAL AND ADMINISTRATIVE EXPENSES AND RESTRUCTURING COSTS

	2020 $	2019 $
Employee salaries and benefits (1)	**657**	663
Purchases of goods and services	**2,373**	2,514
	3,030	3,177

(1) For the year ended August 31, 2020, employee salaries and benefits include restructuring costs of $14 compared to a recovery of $9 in restructuring costs for the year ended August 31, 2019.

24. OTHER GAINS (LOSSES)

	2020 $	2019 $
(Loss) gain on disposal of fixed assets and intangibles	**(3)**	32
Gain on disposal of non-core business	**–**	6
Debt Redemption Penalty	**(17)**	–
Gain on disposal of investment	**–**	15
Other (1)	**4**	(3)
	(16)	50

(1) Other gains (losses) generally includes realized and unrealized foreign exchange gains and losses on US dollar denominated current assets and liabilities and the Company's share of the operations of Burrard Landing Lot 2 Holdings Partnership.

25. INCOME TAXES

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. The Company's net deferred tax liability consists of the following:

	2020 $	2019 $
Deferred tax assets	**1**	4
Deferred tax liabilities	**(1,968)**	(1,875)
Net deferred tax liability	**(1,967)**	(1,871)

Significant changes recognized to deferred income tax assets (liabilities) are as follows:

	Property, plant and equipment and software assets $	Broadcast rights, licences, customer relationships, trademark and brands $	Partnership income $	Non-capital loss carry-forwards $	Accrued charges $	Total $
Balance at August 31, 2018	(287)	(1,733)	29	68	43	(1,880)
Recognized in statement of income	(12)	107	(61)	25	(63)	(4)
Recognized in other comprehensive income	–	–	–	–	13	13
Balance at August 31, 2019	(299)	(1,626)	(32)	93	(7)	(1,871)
Recognized in statement of income	**(51)**	**(10)**	**21**	**13**	**(32)**	**(59)**
Effect of IFRS 16 adoption (note 2)	**(4)**	**–**	**–**	**–**	**4**	**–**
Effect of IFRIC 23 adoption (note 2)	**(40)**	**2**	**–**	**–**	**–**	**(38)**
Recognized in other comprehensive income	**–**	**–**	**–**	**–**	**1**	**1**
Balance at August 31, 2020	**(394)**	**(1,634)**	**(11)**	**106**	**(34)**	**(1,967)**

The Company has capital loss carryforwards of approximately $46 for which no deferred income tax asset has been recognized in the accounts. These capital losses can be carried forward indefinitely.

The Company has non-capital loss carryforwards of approximately $301 for which no deferred income tax asset has been recognized in the accounts. The balance expires in varying annual amounts from 2034 to 2036.

The Company has taxable temporary differences associated with its investment in its subsidiaries. No deferred tax liabilities have been provided with respect to such temporary differences as the Company is able to control the timing of the reversal and such reversal is not probable in the foreseeable future.

The income tax expense differs from the amount computed by applying the statutory rates to income before income taxes for the following reasons:

	2020	2019
Current statutory income tax rate	**26.3%**	26.8%
Income tax expense at current statutory rates	**228**	228
Net increase (decrease) in taxes resulting from:		
Effect of tax rate change	**–**	(102)
Recognition of previously unrecognized tax losses	**(22)**	(5)
Equity (income) loss of an associate not recognized	**–**	(12)
Other	**(27)**	9
Income tax expense	**179**	118

The statutory income tax rate for the Company decreased from 26.8% in 2019 to 26.3% in 2020 as a result of provincial tax rate changes.

The components of income tax expense are as follows:

	2020 $	2019 $
Current income tax expense	**120**	114
Deferred tax expense related to temporary differences	**81**	111
Deferred tax recovery from the recognition of previously unrecognized tax losses	**(22)**	(5)
Deferred tax recovery from tax rate change	**–**	(102)
Income tax expense	**179**	118

26. BUSINESS SEGMENT INFORMATION

The Company's chief operating decision makers are the Executive Chair & Chief Executive Officer, the President and the Executive Vice President, Chief Financial & Corporate Development Officer and they review the operating performance of the Company by segments, which consist of Wireline and Wireless. The chief operating decision makers utilize adjusted earnings before interest, income taxes, depreciation and amortization ("adjusted EBITDA") for each segment as a key measure in making operating decisions and assessing performance.

The Wireline segment provides Cable telecommunications services including Video, Internet, WiFi, Phone, Satellite Video, and data networking through a national fibre-optic backbone network to Canadian consumers, North American businesses and public-sector entities. The Wireless segment provides wireless services for voice and data communications serving customers in Ontario, British Columbia and Alberta through Freedom Mobile and in British Columbia and Alberta through Shaw Mobile.

Both of the Company's reportable segments are substantially located in Canada. Information on operations by segment is as follows:

	2020 $	2019 $
Revenue		
Wireline	**4,250**	4,300
Wireless	**1,166**	1,047
	5,416	5,347
Intersegment eliminations	**(9)**	(7)
	5,407	5,340
Adjusted EBITDA [1]		
Wireline	**2,054**	1,955
Wireless	**337**	199
	2,391	2,154
Restructuring costs	**(14)**	9
Amortization	**(1,217)**	(1,038)
Operating income	**1,160**	1,125
Interest		
Operating	**267**	255
Other/non-operating	**7**	2
	274	257
Current taxes		
Operating	**113**	114
Other/non-operating	**7**	–
	120	114

[1] Adjusted EBITDA does not have any standardized meaning prescribed by IFRS and is therefore unlikely to be comparable to similar measures presented by other issuers; the Company defines adjusted EBITDA as revenues less operating, general and administrative expenses. We previously referred to this measure as "Operating income before restructuring and amortization" but have renamed it to better align with language used by various stakeholders of the Company.

Capital expenditures

	2020 $	2019 $
Capital expenditures accrual basis		
Wireline	**784**	784
Wireless	**296**	385
	1,080	1,169
Equipment costs (net of revenue)		
Wireline	**31**	43
Capital expenditures and equipment costs (net)		
Wireline	**815**	827
Wireless	**296**	385
	1,111	1,212
Reconciliation to Consolidated Statements of Cash Flows		
Additions to property, plant and equipment	**970**	1,109
Additions to equipment costs (net)	**31**	42
Additions to other intangibles	**150**	147
Total of capital expenditures and equipment costs (net) per Consolidated Statements of Cash Flows	**1,151**	1,298
Increase (decrease) in working capital and other liabilities related to capital expenditures	**(38)**	(28)
Decrease in customer equipment financing receivables	**–**	1
Less: Proceeds on disposal of property, plant and equipment	**(2)**	(59)
Total capital expenditures and equipment costs (net) reported by segments	**1,111**	1,212

27. COMMITMENTS AND CONTINGENCIES

Commitments

The Company has the following future minimum payments for their contractual commitments that are not recognized as liabilities as at August 31, 2020:

	Purchase Obligations (1)	Property, Plant and Equipment
Within one year	501	184
1 to 3 years	311	30
3 to 5 years	232	3
Over 5 years	114	–
	1,158	217

(1) Includes contractual obligations under service, product, and wireless device contracts, program related agreements and exclusive rights to use intellectual property in Canada.

Contingencies

The Company and its subsidiaries are involved in litigation matters arising in the ordinary course and conduct of its business. Although resolution of such matters cannot be predicted with certainty, management does not consider the Company's exposure to litigation to be material to these consolidated financial statements.

Guarantees

In the normal course of business the Company enters into indemnification agreements and has issued irrevocable standby letters of credit and commercial surety bonds with and to third parties.

Indemnities

Many agreements related to acquisitions and dispositions of business assets include indemnification provisions where the Company may be required to make payment to a vendor or purchaser for breach of contractual terms of the agreement with respect to matters such as litigation, income taxes payable or refundable or other ongoing disputes. The indemnification period usually covers a period of two to four years. Also, in the normal course of business, the Company has provided indemnifications in various commercial agreements, customary for the telecommunications industry, which may require payment by the Company for breach of contractual terms of the agreement. Counterparties to these agreements provide the Company with comparable indemnifications. The indemnification period generally covers, at maximum, the period of the applicable agreement plus the applicable limitations period under law.

The maximum potential amount of future payments that the Company would be required to make under these indemnification agreements is not reasonably quantifiable as certain indemnifications are not subject to limitation. However, the Company enters into indemnification agreements only when an assessment of the business circumstances would indicate that the risk of loss is remote. At August 31, 2020, management believes it is remote that the indemnification provisions would require any material cash payment.

The Company indemnifies its directors and officers against any and all claims or losses reasonably incurred in the performance of their service to the Company to the extent permitted by law.

Irrevocable standby letters of credit and commercial surety bonds

The Company and certain of its subsidiaries have granted irrevocable standby letters of credit and commercial surety bonds, issued by high rated financial institutions, to third parties to indemnify them in the event the Company does not perform its contractual obligations. As of August 31, 2020, such instruments amounted to $5. The Company has not recorded any additional liability with respect to these instruments, as the Company does not expect to make any payments in excess of what is recorded on the Company's consolidated financial statements. The instruments mature at various dates during fiscal 2021 to fiscal 2022.

28. EMPLOYEE BENEFIT PLANS

Defined contribution pension plans

The Company has defined contribution pension plans for its non-union employees and, for the majority of these employees, contributes 5% of eligible earnings to the maximum amount deductible under the Income Tax Act. Effective January 1, 2019, the Company introduced a voluntary pension contribution matching program whereby, in addition to the 5% of Company contributions, employees who make voluntary contributions will receive a 25% match on contributions up to 5% of their eligible earnings. For union employees, the Company contributes amounts up to 9.8% of earnings to the individuals' registered retirement savings plans. Total pension costs in respect of these plans were $31 (2019 – $31) of which $24 (2019 – $23) was expensed and the remainder capitalized.

Defined benefit pension plans

The Company has two non-registered retirement plans for designated executives and senior executives. The following is a summary of the accrued benefit liabilities recognized in the statement of financial position.

	2020	2019
Non-registered plans		
Accrued benefit obligation	**513**	505
Fair value of plan assets	**445**	436
Accrued benefit liabilities and deficit	**68**	69

The plans expose the Company to a number of risks, of which the most significant are as follows:

(i) Volatility in market conditions: The accrued benefit obligations are calculated using discount rates with reference to bond yields closely matching the term of the estimated cash flows while many of the assets are invested in other types of assets. If plan assets underperform these yields, this will result in a deficiency. Changing market conditions in conjunction with discount rate volatility will result in volatility of the accrued benefit liabilities. To mitigate some of the investment risk, the Company has established long-term funding targets where the time horizon and risk tolerance are specified.

(ii) Selection of accounting assumptions: The calculation of the accrued benefit obligations involves projecting future cash flows of the plans over a long time frame. This means that assumptions used can have a material impact on the statements of financial position and comprehensive income because in practice, future experience of the plans may not be in line with the selected assumptions.

Non-registered pension plans

The Company provides a supplemental executive retirement plan (SERP) for certain of its senior executives and retirees. Benefits under this plan are based on the employees' length of service and their highest three-year average rate of eligible pensionable earnings during their years of service. In 2012, the Company closed the plan to new participants and amended the plan to freeze base salary levels at August 31, 2012 for purposes of determining eligible pensionable earnings. Employees are not required to contribute to this plan.

The Company provides an executive retirement plan (ERP) for certain executives not covered by the SERP. Benefits under this plan are comprised of defined contribution and defined benefit components and are based on the employees' length of service as well as final average earnings during their years of service. Employees are not required to contribute to this plan.

The table below shows the change in benefit obligation and funding status and the fair value of plan assets.

	SERP $	ERP $	2020 Total $	SERP $	ERP $	2019 Total $
Accrued benefit obligation, beginning of year	**478**	**27**	**505**	429	17	446
Current service cost	**2**	**9**	**11**	5	6	11
Interest cost	**14**	**1**	**15**	16	1	17
Payment of benefits to employees	**(19)**	**(2)**	**(21)**	(17)	(1)	(18)
Transfer from DC plan	**–**	**1**	**1**	–	1	1
Remeasurements:						
Effect of changes in demographic assumptions	**16**	**–**	**16**	(4)	–	(4)
Effect of changes in financial assumptions	**13**	**1**	**14**	53	3	56
Effect of experience adjustments	**(27)**	**(1)**	**(28)**	(4)	–	(4)
Accrued benefit obligation, end of year	**477**	**36**	**513**	478	27	505
Fair value of plan assets, beginning of year	**417**	**19**	**436**	421	15	436
Employer contributions	**–**	**12**	**12**	–	5	5
Interest income	**12**	**1**	**13**	15	1	16
Transfer from DC plan	**–**	**1**	**1**	–	1	1
Payment of benefits	**(19)**	**(2)**	**(21)**	(17)	(2)	(19)
Return on plan assets, excluding interest income	**5**	**(1)**	**4**	(2)	(1)	(3)
Fair value of plan assets, end of year	**415**	**30**	**445**	417	19	436
Accrued benefit liability and plan deficit, end of year	**62**	**6**	**68**	61	8	69

The weighted average duration of the defined benefit obligation of the SERP and ERP at August 31, 2020 is 15.6 years and 17.9 years, respectively.

The underlying plan assets of the SERP and ERP at August 31, 2020 are invested in the following:

	SERP	ERP
Cash and cash equivalents	**201**	**21**
Fixed income securities	**73**	**3**
Equity securities – Canadian	**41**	**3**
Equity securities – Foreign	**100**	**3**
	415	**30**

All fixed income and equity securities have a quoted price in active market.

The tables below show the significant weighted-average assumptions used to measure the pension obligation and cost for the plans.

Accrued benefit obligation	**2020 SERP %**	**2020 ERP %**	**2019 SERP %**	**2019 ERP %**
Discount rate	**2.70**	**2.70**	2.90	2.90
Rate of compensation increase	**3.00**[(1)]	**3.00**	3.00[(1)]	3.00

Benefit cost for the year	**2020 SERP %**	**2020 ERP %**	**2019 SERP %**	**2019 ERP %**
Discount rate	**2.90**	**2.90**	3.70	3.70
Rate of compensation increase	**3.00**[(1)]	**3.00**	3.00[(1)]	3.00

(1) Applies only to incentive compensation component of eligible pensionable earnings.

The calculation of the accrued benefit obligation is sensitive to the assumptions above. A one percentage point decrease in the discount rate would have increased the accrued benefit obligation at August 31, 2020 by $81. A one percentage point increase in the rate of compensation increase would have increased the accrued benefit obligation by $4.

When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions, the present value of the defined benefit obligation has been calculated using the projected benefit method which is the same method that is applied in calculating the defined benefit liability recognized in the statement of financial position. The sensitivity analysis presented above may not be representative of the actual change in the accrued benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some assumptions may be correlated.

The net pension benefit plan expense, which is included in employee salaries and benefits expense, is comprised of the following components:

	SERP	**ERP**	**2020 Total**	**SERP**	**ERP**	**2019 Total**
Current service cost	**2**	**9**	**11**	5	6	11
Interest cost	**14**	**1**	**15**	16	1	17
Interest income	**(12)**	**(1)**	**(13)**	(15)	(1)	(16)
Pension expense	**4**	**9**	**13**	6	6	12

Other benefit plans

The Company has post-employment benefits plans that provide post-retirement health and life insurance coverage to certain executive level retirees and are funded on a pay-as-you-go basis. The table below shows the change in the accrued post-retirement obligation which is recognized in the statement of financial position.

	2020	2019
Accrued benefit obligation and plan deficit, beginning of year	**4**	3
Current service cost	**–**	–
Interest cost	**–**	–
Payment of benefits to employees	**–**	–
Remeasurements:		
Effect of changes in demographic assumptions	**–**	1
Accrued benefit obligation and plan deficit, end of year	**4**	4

The weighted average duration of the benefit obligation at August 31, 2020 is 17.6 years.

The post-retirement benefit plan expense, which is included in employee salaries and benefits expense, is $nil (2019 – $nil) and is comprised of current service and interest cost.

The discount rates used to measure the post-retirement benefit cost for the year and the accrued benefit obligation as at August 31, 2020 were 2.70% and 2.90%, respectively (2019 – 3.70% and 2.90%, respectively). A one percentage point decrease in the discount rate would have increased the accrued benefit obligation at August 31, 2020 by $1.

Employer contributions

The Company's estimated contributions to the defined benefit plans in fiscal 2021 is $3.

29. RELATED PARTY TRANSACTIONS

Controlling shareholder

Voting control of the Company is held by Shaw Family Living Trust (SFLT) and its subsidiaries. As at August 31, 2020, SFLT and its subsidiaries held 17,562,400 Class A Shares, representing approximately 79% of the issued and outstanding Class A Shares, for the benefit of the descendants of the late JR Shaw and Carol Shaw. The sole trustee of SFLT is a private company controlled by a board consisting of seven directors, including as at August 31, 2020, Bradley S. Shaw, four other members of his family, and two independent directors.

The Class A Shares are the only shares entitled to vote in all circumstances. Accordingly, SFLT and its subsidiaries are able to elect a majority of the Board of Directors of the Company and to control the vote on matters submitted to a vote of the Company's Class A Shares.

Significant investments in subsidiaries

The following are the significant subsidiaries of the Company, all of which are incorporated or partnerships in Canada.

	Ownership Interest	
	August 31, 2020	August 31, 2019
Shaw Cablesystems Limited	**100%**	100%
Shaw Cablesystems G.P.	**100%**	100%
Shaw Envision Inc.	**100%**	100%
Shaw Telecom Inc.	**100%**	100%
Shaw Telecom G.P.	**100%**	100%
Shaw Satellite Services Inc.	**100%**	100%
Star Choice Television Network Incorporated	**100%**	100%
Shaw Satellite G.P.	**100%**	100%
Freedom Mobile Inc.	**100%**	100%

Key management personnel and Board of Directors

Key management personnel consist of the most senior executive team and along with the Board of Directors, and have the authority and responsibility for planning, directing and controlling the activities of the Company.

Compensation

The compensation expense of key management personnel and Board of Directors is as follows:

	2020 $	2019 $
Short-term employee benefits	**17**	29
Post-employment pension benefits	**3**	9
Termination benefits	**11**	–
Share-based compensation	**6**	2
	37	40

Transactions

The Company paid $2 (2019 – $2) for collection, installation, and maintenance services to a company controlled by a Director of the Company.

During the year, the Company paid $10 (2019 – $12) for remote control units to a supplier where Directors of the Company hold positions on the supplier's board of directors.

At August 31, 2020, the Company had $1 owing in respect of these transactions (2019 - $nil).

During the year, network fees of $27 (2019 – $27) were paid to a programmer where a Director of the Company holds a position on the programmer's board of directors.

At August 31, 2020, the Company had $4 owing in respect of these transactions (2019 – $4).

In the prior year, the Company completed the sale of a non-core parcel of land and the building located thereon (the "Property"), to an affiliate of SFLT (the "Purchaser"), for total net proceeds of approximately $45. The Property had a net book value of approximately $4 resulting in a gain on disposition of approximately $41. The purchase price was determined based on appraisals performed by two independent valuators. As part of the transaction, the Purchaser agreed to lease back the Property to the Company for a term of three years at market rental rates (which was also based on appraisals from the two independent valuators) allowing the Company to monetize a non-core asset. The transaction was approved by the independent Board members of the Company. At August 31, 2020, the Company had a remaining lease liability of $1 in respect of this lease which is included in the amounts disclosed in Note 14.

Other related parties

The Company has entered into certain transactions and agreements in the normal course of business with certain of its related parties. These transactions are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

Corus

The Company and Corus are subject to common voting control. During the year, network fees of $121 (2019 – $127), advertising fees of $6 (2019 – $5), and administrative fees of $1 (2019 – $1) were paid to various Corus subsidiaries and entities subject to significant influence. In addition, the Company provided administrative, advertising and other services for $1 (2019 – $1), uplink of television signals for $5 (2019 – $8), and Internet services and lease of circuits for $6 (2019 – $6). At August 31, 2020, the Company had a net of $21 owing in respect of these transactions (2019 – $11).

As part of a regulatory requirement where Shaw pays Corus in lieu of either providing the news coverage directly or contributing into a fund managed by the CRTC, Shaw paid $13 (2019 - $14) as part of the Local News Community Investment program.

The Company provided Corus with advertising spots in return for radio and television advertising. No monetary consideration was exchanged for these transactions and no amounts were recorded in the accounts.

Burrard Landing Lot 2 Holdings Partnership

During the year, the Company paid $11 (2019 – $10) to the Partnership for lease of office space in Shaw Tower. Shaw Tower, located in Vancouver, BC, is the Company's headquarters for its lower mainland operations. At August 31, 2020, the Company had a remaining lease liability of $67 in respect of the office space lease which is included in the amounts disclosed in Note 14.

30. FINANCIAL INSTRUMENTS

Fair values

The fair value of financial instruments has been determined as follows:

(i) Current assets and current liabilities

The fair value of financial instruments included in current assets and current liabilities approximates their carrying value due to their short-term nature.

(ii) Investments and other assets and Other long-term assets

The fair value of publicly traded investments is determined by quoted market prices. Investments in private entities which do not have quoted market prices in an active market and whose fair value cannot be readily measured are carried at approximate fair value. No published market exists for such investments. These equity investments have been made as they are considered to have the potential to provide future benefit to the Company and accordingly, the Company has no current intention to dispose of these investments in the near term. The fair value of long-term receivables approximates their carrying value as they are recorded at the net present values of their future cash flows, using an appropriate discount rate.

(iii) Long-term debt

The carrying value of long-term debt is at amortized cost based on the initial fair value as determined at the time of issuance. The fair value of publicly traded notes is based upon current trading values. The fair value of finance lease obligations is determined by discounting future cash flows using a rate for loans with similar terms, conditions and maturity dates. The carrying value of bank credit facilities approximates fair value as the debt bears interest at rates that fluctuate with market rates. Other notes and debentures are valued based upon current trading values for similar instruments.

(iv) Derivative financial instruments

The fair value of US currency forward purchase contracts is determined using an estimated credit-adjusted mark-to-market valuation using observable forward exchange rates at the end of reporting periods and contract forward rates.

The carrying value and estimated fair value of long-term debt are as follows:

	August 31, 2020		August 31, 2019	
	Carrying value	Estimated fair value	Carrying value	Estimated fair value
Liabilities				
Long-term debt (including current portion) (1)	**4,548**	**5,613**	5,308	6,014

(1) Level 2 fair value – determined by valuation techniques using inputs based on observable market data, either directly or indirectly, other than quoted prices.

Risk management

The Company is exposed to various market risks including currency risk and interest rate risk, as well as credit risk and liquidity risk associated with financial assets and liabilities. The Company has designed and implemented various risk management strategies, discussed further below, to ensure the exposure to these risks is consistent with its risk tolerance and business objectives.

Market risk

Market risk is the risk that the fair value or cash flows of a financial instrument will fluctuate as a result of changes in market prices, including foreign exchange and interest rates, the Company's share price and market price of publicly traded investments.

Currency risk

Certain of the Company's capital expenditures and operating costs are incurred in US dollars, while its revenue is primarily denominated in Canadian dollars. Decreases in the value of the Canadian dollar relative to the US dollar could have an adverse effect on the Company's cash flows. To mitigate some of the uncertainty in respect to capital expenditures and operating costs, the Company regularly enters into forward contracts in respect of US dollar commitments. With respect to 2020, the Company entered into forward contracts to purchase US $72 over a period of 12 months commencing in September 2019 at an average exchange rate of 1.3115 Cdn. At August 31, 2020 the Company had forward contracts to purchase US $132 over a period of 12 months commencing September 2020 at an average exchange rate of 1.3544 Cdn in respect of US dollar commitments.

Interest rate risk

Due to the capital-intensive nature of its operations, the Company utilizes long-term financing extensively in its capital structure. The primary components of this structure are a banking facility and various Canadian senior notes with varying maturities issued in the public markets as more fully described in Note 13. The Company also has an accounts receivable securitization program as described in Note 10.

Interest on the Company's unsecured banking facility and accounts receivable securitization program are based on floating rates, while the senior notes are fixed-rate obligations. When drawn, the Company utilizes its credit facility to finance day-to-day operations and, depending on market conditions, periodically converts the bank loans to fixed-rate instruments through public market debt issues. As at August 31, 2020, 100% of the Company's consolidated long-term debt was fixed with respect to interest rates.

Sensitivity analysis

The sensitivity to currency risk has been determined based on a hypothetical change in Canadian dollar to US dollar foreign exchange rates of 10%. Foreign exchange forward contracts would be impacted by this hypothetical change resulting in a change to other comprehensive income by $13 net of tax (2019 – $7). A portion of the Company's accounts receivables and accounts payable and accrued liabilities is denominated in US dollars; however, due to their short-term nature, there is no significant market risk arising from fluctuations in foreign exchange rates.

Interest on the Company's banking facility and accounts receivable securitization program are based on floating rates. As at August 31, 2020 there is no significant market risk arising from interest rate fluctuations within a reasonably contemplated range from their actual amounts.

At August 31, 2020, a one dollar change in the Company's Class B Non-Voting Shares would have had an impact on net income of $1 (August 31, 2019 – $1) in respect of the Company's DSU, RSU, and PSU plans.

Credit risk

Accounts receivable in respect of the Consumer, Business and Wireless divisions are not subject to any significant concentrations of credit risk due to the Company's large and diverse customer base. As at August 31, 2020, the Company had accounts receivable of $268 (August 31, 2019 – $287), net of the allowance for doubtful accounts of $74 (August 31, 2019 – $63). The Company maintains an allowance for doubtful accounts for the expected credit losses resulting from the inability of its customers to make required payments.

	2020 $	2019 $
Balance, beginning of period	63	38
Additions (doubtful accounts expense)	60	40
Net usage	(49)	(15)
Balance, end of period	**74**	**63**

In determining the allowance, the Company considers factors such as the number of days the customer account is past due, whether or not the customer continues to receive service, the Company's past collection history and changes in business circumstances. As at August 31, 2020, $105 (August 31, 2019 – $123) of accounts receivable is considered to be past due, defined as amounts outstanding past normal credit terms and conditions. Uncollectible accounts receivable are charged against the allowance account based on the age of the account and payment history. The Company believes that its allowance for doubtful accounts is sufficient to reflect the related credit risk.

The Company mitigates credit risk of subscriber receivables through advance billing and procedures to downgrade or suspend services on accounts that have exceeded agreed credit terms and routinely assesses the financial strength of its business customers through periodic review of payment practices.

Credit risks associated with US currency contracts arise from the inability of counterparties to meet the terms of the contracts. In the event of non-performance by the counterparties, the Company's accounting loss would be limited to the net amount that it would be entitled to receive under the contracts and agreements. In order to minimize the risk of counterparty default under its swap agreements, the Company assesses the creditworthiness of its swap counterparties.

Liquidity risk

Liquidity risk is the risk that the Company will experience difficulty in meeting obligations associated with financial liabilities. The Company manages its liquidity risk by monitoring cash flow generated from operations, available borrowing capacity, and by managing the maturity profiles of its long-term debt.

The Company's undiscounted contractual maturities as at August 31, 2020 are as follows:

	Short-term borrowings	Accounts payable and accrued liabilities[1]	Long-term debt repayable at maturity	Leases (note 14)	Interest payments
Within one year	200	999	1	154	218
1 to 3 years	–	–	502	288	436
3 to 5 years	–	–	546	273	365
Over 5 years	–	–	3,550	916	1,932
	200	999	4,599	1,631	2,951

[1] Includes accrued interest and dividends of $217.

31. CONSOLIDATED STATEMENTS OF CASH FLOWS

(i) Funds flow from continuing operations

	2020 $	2019 $
Net income from continuing operations	**688**	733
Adjustments to reconcile net income to funds flow from operations:		
Amortization	**1,220**	1,041
Deferred income tax expense (recovery)	**59**	4
Share-based compensation	**2**	3
Defined benefit pension plans	**1**	7
Equity (income)/ loss of an associate or joint venture	**–**	(46)
Loss on disposal of an associate or joint venture	**–**	109
Gain on disposal of investments	**–**	(15)
Net change in contract asset balances	**(14)**	(23)
Loss (gain) on disposal of fixed assets and intangibles	**3**	(32)
Loss on write-down of assets	**7**	–
Other	**23**	(4)
Funds flow from continuing operations	**1,989**	1,777

(ii) Interest and income taxes paid and interest received and classified as operating activities are as follows:

	2020 $	2019 $
Interest paid	**287**	230
Income taxes paid (net of refunds)	**134**	166
Interest received	**7**	29

Included in interest paid is interest on lease liabilities of $44 for the year ended August 31, 2020 (2019 – $nil).

(iii) Non-cash transactions

The Consolidated Statements of Cash Flows exclude the following non-cash transactions:

	2020 $	2019 $
Issuance of Class B Non-Voting Shares:		
Dividend reinvestment plan (note 20)	**37**	217

32. CAPITAL STRUCTURE MANAGEMENT

The Company's objectives when managing capital are:

(i) to maintain a capital structure which optimizes the cost of capital, provides flexibility and diversity of funding sources and timing of debt maturities, and adequate anticipated liquidity for organic growth and strategic acquisitions;

(ii) to maintain compliance with debt covenants; and

(iii) to manage a strong and efficient capital base to maintain investor, creditor and market confidence.

The Company defines capital as comprising all components of shareholders' equity (other than non-controlling interests and amounts in accumulated other comprehensive income/loss), long-term debt (including the current portion thereof), lease liabilities (including the current portion thereof), short-term borrowings and bank indebtedness less cash and cash equivalents.

	2020 $	2019 $
Cash	**(763)**	(1,446)
Short-term borrowings	**200**	40
Long-term debt repayable at maturity	**4,599**	5,350
Lease liabilities	**1,270**	–
Share capital	**4,602**	4,605
Contributed surplus	**27**	26
Retained earnings	**1,703**	1,745
	11,638	10,320

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of underlying assets. The Company may also from time to time change or adjust its objectives when managing capital in light of the Company's business circumstances, strategic opportunities, or the relative importance of competing objectives as determined by the Company. There is no assurance that the Company will be able to meet or maintain its currently stated objectives.

The Company's credit facilities are subject to covenants which include maintaining minimum or maximum financial ratios, including total debt to operating cash flow/adjusted earnings before interest, taxes, depreciation and amortization, and operating cash flow to fixed charges. At August 31, 2020, the Company is in compliance with these covenants and based on current business plans and economic conditions, the Company is not aware of any condition or event that would give rise to non-compliance with the covenants.

The Company's overall capital structure management strategy remains unchanged from the prior year.

33. SUBSEQUENT EVENT

Subsequent to year-end, on October 29, 2020, the Company's Board of Directors approved the renewal of the NCIB program to purchase up to 24,532,404 Class B Non-Voting Shares representing 5% of all of the issued and outstanding Class B Non-Voting Shares. The NCIB program remains subject to approval by the TSX and, if accepted, will be conducted in accordance with the applicable rules and policies of the TSX and applicable Canadian securities law.

Corporate Information

DIRECTORS

Brad Shaw[4]
Executive Chair & Chief Executive Officer
Shaw Communications Inc.

Peter J. Bissonnette[2]
Corporate Director

Adrian L. Burns[2] [4]
Corporate Director

Christy Clark[3]
Corporate Director

Dr. Richard R. Green[1]
Corporate Director

Gregory John Keating[3]
Chairman and Chief Executive Officer
Altimax Venture Capital

Michael W. O'Brien[1] [4]
Corporate Director

Paul K. Pew[3] [4]
Co-Founder and Co-CEO
G3 Capital Corp.

Jeffrey C. Royer[1]
Private Investor

Mike Sievert
President, Chief Executive Officer and Director of T-Mobile

Carl E. Vogel[1] [2]
Private Investor; Senior Advisor to DISH Network

Sheila C. Weatherill[3]
Corporate Director

Willard (Bill) H. Yuill[2]
Chairman and Chief Executive Officer
The Monarch Corporation

(1) Audit Committee
(2) Human Resources and Compensation Committee
(3) Corporate Governance and Nominating Committee
(4) Executive Committee

SENIOR OFFICERS

Bradley S. Shaw
Executive Chair & Chief Executive Officer

Paul McAleese
President, Shaw Communications Inc.

Trevor English
Executive Vice President, Chief Financial & Corporate Development Officer

Zoran Stakic
Chief Operating Officer & Chief Technology Officer

Peter Johnson
Executive Vice President, Chief Legal and Regulatory Officer

Katherine Emberly
President, Business

Dan Markou
Executive Vice President, Chief People and Culture Officer

Paul Deverell
President, Consumer

CORPORATE OFFICE

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Website: *www.shaw.ca*

CORPORATE GOVERNANCE

Information concerning Shaw's corporate governance policies is contained in the Proxy Circular and is also available on Shaw's website, *www.shaw.ca.*

Information concerning Shaw's compliance with the corporate governance listing standards of the New York Stock Exchange is available in the Investor Relations section on Shaw's website, *www.shaw.ca.*

INTERNET HOME PAGE

Shaw's Annual Report, Annual Information Form, Quarterly Reports, Press Releases and other relevant investor information are available electronically on the Internet at *www.shaw.ca.*

AUDITORS

Ernst & Young LLP

PRIMARY BANKER

The Toronto-Dominion Bank

TRANSFER AGENTS

AST Trust Company
600, 333 – 7th Ave SW
Calgary, Alberta, T2P 2Z1
Phone: 1-800-387-0825

DEBENTURE TRUSTEE

Computershare Trust Company of Canada
100 University Avenue, 9th Floor
Toronto, Ontario, M5J 2Y1
Phone: 1-800-564-6253

FURTHER INFORMATION

Financial analysts, portfolio managers, other investors and interested parties may contact the Company at (403) 750-4500 or visit Shaw's website at *www.shaw.ca* for further information.

To receive additional copies of this Annual Report, please fax your request to (403) 750-7469 or email *investor.relations@sjrb.ca.*

Shaw)

This is **Exhibit C** in support of the
Affidavit of Christopher Hickey,
solemnly affirmed before me on April 22, 2022
in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely

DocuSigned by:
309360C325E3434...

Commissioner for Taking Affidavits
Geoff Batstone

Shaw)

NEWS RELEASE

Shaw Announces First Quarter Fiscal 2021 Results

- **Success of Shaw Mobile leads to record Wireless net additions of approximately 101,000 in the quarter, including a 31% year-over-year increase in postpaid net additions to 87,300, and continued Wireless service revenue growth of approximately 10%**
- **Strong Wireline adjusted EBITDA margin[1] of 50.4%, an increase of 190-basis points over prior year, reflects focus on profitable customer interactions and effective cost management**
- **Stable financial performance as COVID-19 pandemic and uncertainty persists with consolidated adjusted EBITDA[2] growth of 3.2% and free cash flow[2] growth of 23% compared to the prior year**
- **Repurchased approximately 6.5 million Class B Non-Voting Shares since the commencement of NCIB program in November for approximately $150 million**

Calgary, Alberta (January 13, 2021) – Shaw Communications Inc. ("Shaw" or the "Company") announces consolidated financial and operating results for the quarter ended November 30, 2020. Consolidated revenue decreased by 0.9% to $1.37 billion, consolidated net income increased 0.6% to $163 million, and adjusted EBITDA increased 3.2% year-over-year to $607 million.

"Since our entry into the wireless business almost five years ago, our strategy has been focused on scaling our Wireless subscriber base and improving the overall customer experience. Throughout this period, we have made significant investments that have enabled us to be innovative and disruptive, while providing tremendous value for Canadians, particularly as we continue to face uncertainties from the ongoing COVID-19 pandemic. In this environment, we have demonstrated our flexible and nimble approach with our go-to-market strategies and strong execution. Connectivity matters more than ever, and our Shaw Mobile bundling strategy is a powerful combination of high quality, affordable wireless services with our robust Fibre+ Internet offering which is clearly resonating with our Internet customers. Our bundling initiatives, combined with a sharp focus on effective cost management across our entire organization, delivered record Wireless customers and a Wireline adjusted EBITDA margin that exceeded 50% in the quarter," said Brad Shaw, Executive Chair & Chief Executive Officer.

The Company achieved record Wireless subscriber growth in the first quarter with approximately 101,000 new Wireless customers, including 87,300 postpaid net additions and 13,700 prepaid net additions, and continued growth in Wireless service revenue of approximately 10% year-over-year. First quarter ARPU[3] decreased by approximately 1.3% as the Company executes on its bundled growth strategy through the acquisition of lower revenue Shaw Mobile customers. Continued aggressive price competition, primarily impacting the Freedom Mobile brand, caused postpaid churn[3] to increase in the first quarter to 1.81% compared to 1.50% a year ago. Since the launch of Shaw Mobile on July 30, 2020, the Company continues to expand its premium retail experience to more communities and advance its digital capabilities to serve its customers safely and effectively. During the first quarter, the Company opened five additional Shaw-branded retail locations in new communities throughout British Columbia and Alberta, bringing the total number of wireless retail locations offering Shaw Mobile to approximately 150 stores.

In Wireline, the Company remained focused on profitable customer interactions, building awareness for its Shaw Mobile bundle, and implementing further broadband product and distribution enhancements. First quarter Consumer Internet RGUs[3] declined by approximately 15,100 as strong early demand for Shaw Mobile was driven primarily by existing Shaw Internet subscribers, combined with continued lower Internet sales activity due to the COVID-19 environment. The competitive environment continues to be robust and the Company's efforts are on securing the connectivity needs of the household through its bundling initiatives instead of aggressive discounts on stand-alone products.

Since May 2020, the Company has expanded its portfolio of Internet products and more than doubled the top speed Internet tier, providing more choice for its customers. Following the launch of Fibre+ Gig Internet in the spring, the Company launched Fibre+ Gig 1.5 in early November, a premium Internet tier that delivers the speed and capacity needed for data-heavy customers. Since the launch of faster Internet speeds, combined with the Shaw Mobile bundle, a greater portion of new and existing Shaw Internet customers are choosing Fibre+ Gig plans. The Company also secured approximately 50 additional Internet retail locations through its existing relationships with national third-party retailers.

During the quarter Wireline revenue remained stable with Consumer decreasing 1.4% to $911 million and Business revenue increasing 1.4% to $145 million compared to the prior year. Wireline adjusted EBITDA increased 2.9% and adjusted EBITDA margin increased 190-basis points to 50.4% due to proactive base management and strong cost discipline, partially offset by lower Consumer revenue.

Mr. Shaw continued, "We have successfully navigated the last ten months of pandemic-related challenges, including the launch of Shaw Mobile, providing a strong bundled value proposition for customers and we are proud of the strength of our facilities-based networks, which are not just the core of our digital infrastructure – they are the backbone of our social and economic well-being. While there has been positive news related to the potential efficacy and the timeframe for availability of COVID-19 vaccines in our country, we are still faced with a period of uncertainty, particularly the impacts regarding the most recent restrictions on several areas of our business. However, we continue to believe that connectivity is critical and we remain focused on growing our bundled customers and effectively managing costs in this environment."

Selected Financial Highlights

	Three months ended November 30,		
(millions of Canadian dollars except per share amounts)	**2020**	2019	Change %
Revenue	**1,370**	1,383	(0.9)
Adjusted EBITDA[(1)]	**607**	588	3.2
Adjusted EBITDA margin[(1)]	**44.3%**	42.5%	4.2
Free cash flow[(1)]	**225**	183	23.0
Net income	**163**	162	0.6
Basic and diluted earnings per share	**0.31**	0.31	

(1) Adjusted EBITDA, adjusted EBITDA margin and free cash flow are non-GAAP financial measures or non-GAAP ratios and should not be considered substitutes or alternatives for GAAP measures. These are not defined terms under GAAP and do not have a standard meaning, and therefore may not be a reliable way to compare us to other companies. See definitions and discussion under "Non-GAAP and additional financial measures" in the accompanying MD&A.

In the quarter, the Company added approximately 101,000 net Wireless RGUs, consisting of 87,300 postpaid additions and 13,700 prepaid additions. The 31% year-over-year increase in the postpaid subscriber additions reflects strong demand for Shaw Mobile from existing Shaw Internet customers.

Wireless service revenue for the three-month period increased 9.7% to $215 million over the comparable period in fiscal 2020 due to an increased subscriber base, including significant Shaw Mobile additions in the quarter. First quarter ARPU decreased 1.3% to $38.25 compared to the prior year, reflecting the successful onboarding of bundled Shaw Mobile customers. Wireless equipment revenue for the three-month period decreased 16.4% to $102 million as Shaw Mobile benefited from the vast majority of customers bringing their own device. First quarter Wireless adjusted EBITDA of $75 million improved 5.6% year-over-year, due to service revenue growth partially offset by lower roaming revenue and investments in the Shaw Mobile launch, including the expansion of Shaw's retail footprint.

Wireline RGUs declined by approximately 100,900 in the quarter compared to a loss of approximately 57,500 in the first quarter of fiscal 2020. The current quarter includes Consumer Internet RGU decline of approximately 15,100. The mature products within the Consumer division, including Video, Satellite and Phone declined in the aggregate by 91,800 RGUs. Through continued broadband product and distribution enhancements and Shaw Mobile bundling initiatives, the Company is focused on profitable subscriber growth and reducing household churn.

First quarter Wireline revenue of $1,056 million decreased 1.0% while adjusted EBITDA of $532 million increased 2.9% year-over-year, resulting in a strong Wireline adjusted EBITDA margin of 50.4%. Consumer revenue of $911 million decreased 1.4% compared to the prior year as growth in Internet revenue was offset by declines in Video, Satellite and Phone subscribers and revenue. Business revenue increased approximately 1.4% year-over-year to $145 million, reflecting Internet revenue growth and demand for the Smart suite of business products, partially offset by lower video revenue primarily related to the COVID-19 impacts, particularly in the hospitality sector. Wireline adjusted EBITDA growth was due to proactive base management and decreased operating expenses, including lower employee related costs, travel expenses and advertising and sponsorship costs compared to the prior year.

Capital expenditures in the first quarter of $234 million compared to $260 million a year ago. Wireline capital spending decreased by approximately $44 million compared to the previous year due to lower success-based capital, capitalized labor and new housing development. Wireless spending increased by approximately $18 million year-over-year due to continued network expansion, spectrum deployment and higher IT related spending to support Shaw Mobile launch and digital initiatives.

Free cash flow for the quarter of $225 million compared to $183 million in the prior year. The increase was due to higher adjusted EBITDA and lower capital expenditures partially offset by increased cash taxes.

Net income for the first quarter of fiscal 2021 of $163 million is compared to $162 million in the first quarter of fiscal 2020 as higher adjusted EBITDA and lower interest expense is partially offset with restructuring costs of $12 million and $10 million in higher income taxes.

Fiscal 2021 Guidance

The Company confirms that it remains on track to meet its fiscal 2021 guidance of adjusted EBITDA growth over fiscal 2020, consolidated capital investments of approximately $1.0 billion and free cash flow of approximately $800 million.

The severity and duration of impacts from the COVID-19 pandemic remain uncertain and management continues to focus on the safety of our people, most of whom continue to work from home, connectivity of our customer base, compliance with guidelines and requirements issued by various health authorities and government organizations, and continuity of other critical business operations. During the first quarter of fiscal 2021, the Company experienced a continued reduction in Wireline subscriber activity, an increase in wireline network usage as well as extended peak hours, reduced Wireless equipment sales, increased demand for Wireless voice services, a decrease in Wireless roaming and overage revenue, and an increase in the suspension, cancellation, or reduction of Business customer accounts, impacting Business revenue.

While the financial impacts from COVID-19 in the first quarter of fiscal 2021 were not material, the situation is still uncertain in terms of its magnitude, outcome, duration, resurgence and/or subsequent waves. Consumer behavior impacts remain uncertain and could still change materially, including the potential downward migration of services, acceleration of cord-cutting and reduced ability to pay their bills, all due to the challenging economic situation. Shaw Business primarily serves the small and medium sized market, who are also particularly vulnerable to the economic impacts of challenges in the energy sector and COVID-19, including mandated closures, capacity restrictions, self-quarantines or further social distancing restrictions.

The Company believes its business and facilities-based networks provide critical and essential services to Canadians which remained resilient throughout fiscal 2020 and will continue to be resilient in this dynamic and uncertain environment. Management continues to actively monitor the impacts to the business and make the appropriate adjustments to operating and capital expenditures to reflect the evolving environment. Considering the ongoing presence of COVID-19, the speed at which it develops and/or changes, and the continued uncertainty of the magnitude, outcome, duration, resurgence and/or subsequent waves of the pandemic or the potential efficacy and time frame for the availability of any COVID-19 vaccines, compounded by the continued uncertainty in the energy sector, the current estimates of our operational and financial results which underlie our outlook for fiscal 2021 are subject to a significantly higher degree of uncertainty. Any estimate of the length and severity of these developments is therefore subject to uncertainty, as are our estimates of the extent to which the COVID-19 pandemic may, directly or indirectly, materially and adversely affect our operations, financial results, and condition in future periods.

As at November 30, 2020, the Company's net debt leverage ratio[1] of 2.3x was below its target leverage range of 2.5x to 3.0x. On November 2, 2020, the Company received approval from the Toronto Stock Exchange (TSX) to renew its normal course issuer bid (NCIB) program to purchase up to 24,532,404 Class B Non-Voting Participating Shares (Class B Non-Voting Shares), representing 5% of all the issued and outstanding Class B Non-Voting Shares. As of December 31, 2020, and since renewal of the NCIB in early November, the Company repurchased approximately 6.5 million Class B Non-Voting Shares for approximately $150 million or $22.93 per Class B Non-Voting Share.

"We are pleased with our first quarter performance which clearly demonstrates our commitment to growing our wireless customer base through a strong bundled offering. While the ongoing COVID-19 pandemic will continue to have impacts to certain areas of our business, we believe that connectivity remains critical and our business is resilient. Supported by free cash flow growth, ample liquidity and a strong balance sheet, we are on track to meet our commitments for fiscal 2021, including returning substantial capital to our shareholders through our dividend payments and our NCIB program that commenced in the quarter," said Brad Shaw.

Shaw Communications Inc. is a leading Canadian connectivity company. The Wireline division consists of Consumer and Business services. Consumer serves residential customers with broadband Internet, Shaw Go WiFi, video and digital phone. Business provides business customers with Internet, data, WiFi, digital phone and video services. The Wireless division provides wireless voice and LTE data services through an expanding and improving mobile wireless network infrastructure.

Shaw is traded on the Toronto and New York stock exchanges and is included in the S&P/TSX 60 Index (Symbol: TSX – SJR.B, SJR.PR.A, SJR.PR.B, NYSE – SJR, and TSXV – SJR.A). For more information, please visit www.shaw.ca

The accompanying MD&A forms part of this news release and the "Caution concerning forward-looking statements" applies to all the forward-looking statements made in this news release.

For more information, please contact:
Shaw Investor Relations
Investor.relations@sjrb.ca

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1 Adjusted EBITDA margin and net debt leverage ratio are non-GAAP ratios that are calculated by dividing adjusted EBITDA by revenue and by dividing net debt by adjusted EBITDA, respectively. Adjusted EBITDA and net debt are non-GAAP financial measures. Adjusted EBITDA margin and net debt leverage ratio should not be considered as substitutes or alternatives for GAAP measures and may not be a reliable way to compare us to other companies. See "Non-GAAP and additional financial measures" and "Liquidity and capital resources" in the accompanying MD&A for information about these ratios, including how they are calculated.

2 Adjusted EBITDA and free cash flow are non-GAAP financial measures and should not be considered substitutes or alternatives for GAAP measures. These are not defined terms under GAAP and do not have a standard meaning, and therefore may not be a reliable way to compare us to other companies. See "Non-GAAP and additional financial measures" in the accompanying MD&A for information about these measures, including how we calculate them.

3 See definitions and discussion of ARPU, RGUs and Wireless postpaid churn under "Key Performance Drivers" in the accompanying MD&A.

MANAGEMENT'S DISCUSSION AND ANALYSIS
For the three months ended November 30, 2020

January 13, 2021

Contents

Advisories

The following Management's Discussion and Analysis (MD&A) of Shaw Communications Inc. is dated January 13, 2021 and should be read in conjunction with the condensed interim Consolidated Financial Statements and Notes thereto for the quarter ended November 30, 2020 and the 2020 Annual Consolidated Financial Statements, the Notes thereto and related MD&A included in the Company's 2020 Annual Report. The financial information presented herein has been prepared on the basis of International Financial Reporting Standards (IFRS) for interim financial statements and is expressed in Canadian dollars unless otherwise indicated. References to "Shaw," the "Company," "we," "us" or "our" mean Shaw Communications Inc. and its subsidiaries and consolidated entities, unless the context otherwise requires.

Caution concerning forward-looking statements

Statements included in this MD&A that are not historic constitute "forward-looking information" within the meaning of applicable securities laws. They can generally be identified by words such as "anticipate," "believe," "expect," "plan," "intend," "target," "goal" and similar expressions (although not all forward-looking statements contain such words). Forward looking statements in this MD&A may include, but are not limited to statements relating to:

- future capital expenditures;
- proposed asset acquisitions and dispositions;
- expected cost efficiencies;
- financial guidance and expectations for future performance;
- business and technology strategies and measures to implement strategies;
- the Company's equity investments, joint ventures, and partnership arrangements;
- expected growth in subscribers and the products/services to which they subscribe;
- competitive strengths and pressures;

- expected project schedules, regulatory timelines, completion/in-service dates for the Company's capital and other projects;
- the expected number of retail outlets;
- the expected impact of new accounting standards, recently adopted or expected to be adopted in the future;
- the effectiveness of any changes to the design and performance of the Company's internal controls and procedures;
- the expected impact of changes in laws, regulations, decisions by regulators or other actions by governments or regulators on the Company's business, operations and/or financial performance or the markets in which the Company operates;
- the expected impact of any emergency measures implemented by governments or regulators;
- timing of new product and service launches;
- the deployment of: (i) network infrastructure to improve capacity and coverage and (ii) new technologies, including but not limited to next generation wireless and wireline technologies such as 5G and IPTV, respectively;
- the expected growth in the Company's market share;
- the cost of acquiring and retaining subscribers and deployment of new services;
- the expansion and growth of the Company's business and operations and other goals and plans;
- execution and success of the Company's current and long term strategic initiatives; and
- the expected impact of the continued uncertainty in the energy sector and the COVID-19 pandemic.

All of the forward-looking statements made in this MD&A are qualified by these cautionary statements.

Forward-looking statements are based on assumptions and analyses made by the Company in light of its experience and its perception of historical trends, current conditions and expected future developments as well as other factors it believes are appropriate in the circumstances as of the current date. The Company's management believes that its assumptions and analysis in this MD&A are reasonable and that the expectations reflected in the forward-looking statements contained herein are also reasonable based on the information available on the date such statements are made and the process used to prepare the information. Considering the ongoing uncertainty faced by the energy sector and the uncertain and changing circumstances surrounding the COVID-19 pandemic and the related response from the Company, governments (federal, provincial and municipal), regulatory authorities, businesses and customers, there continues to be inherently more uncertainty associated with the Company's assumptions as compared to prior periods.

These assumptions, many of which are confidential, include but are not limited to management expectations with respect to:

- general economic conditions, which includes the impact on the economy and financial markets of (i) uncertainty in the energy sector, and (ii) the COVID-19 pandemic and other health risks;
- the impact of (i) uncertainty in the energy sector, and (ii) the COVID-19 pandemic and other health risks on the Company's business, operations, capital resources and/or financial results;
- future interest rates;
- previous performance being indicative of future performance;
- future income tax rates;
- future foreign exchange rates;
- technology deployment;
- future expectations and demands of our customers;
- subscriber growth;
- incremental costs associated with growth in wireless handset sales;
- pricing, usage and churn rates;
- availability and cost of programming, content, equipment, and devices;
- the completion of proposed transactions;
- industry structure, conditions and stability;

- regulation, legislation or other actions by governments or regulators (and the impact or projected impact on the Company's business);
- the implementation of any emergency measures by governments or regulators (and the impact or projected impact on the Company's business, operations, and/or financial results);
- access to key suppliers and third-party service providers and their goods and services required to execute on the Company's current and long-term strategic initiatives on commercially reasonable terms;
- key suppliers performing their obligations within the expected timelines;
- retention of key employees;
- the Company being able to successfully deploy (i) network infrastructure required to improve capacity and coverage, and (ii) new technologies, including but not limited to next generation wireless and wireline technologies such as 5G and IPTV, respectively;
- the sustainability of results and objectives and cost reductions achieved through the Total Business Transformation (TBT) initiative and Voluntary Departure Program (VDP);
- operating expense and capital cost estimates associated with the implementation of enhanced health and safety measures for the Company's offices, retail stores and employees to reduce the spread of COVID-19;
- the Company can gain access to sufficient retail distribution channels;
- the Company can access the spectrum resources required to execute on its current and long-term strategic initiatives; and
- the Company being able to execute on its current and long term strategic initiatives.

You should not place undue reliance on any forward-looking statements. Many risk factors, including those not within the Company's control, may cause the Company's actual results to be materially different from the views expressed or implied by such forward-looking statements, including but not limited to:

- changes in general economic, market and business conditions including the impact of (i) uncertainty in the energy sector, and (ii) the COVID-19 pandemic and other health risks, on the economy and financial markets which may have a material adverse effect on the Company's business, operations, capital resources and/or financial results;
- increased operating expenses and capital costs associated with the implementation of enhanced health and safety measures for the Company's offices, retail stores and employees in response to the COVID-19 pandemic;
- changes in interest rates, income taxes and exchange rates;
- changes in the competitive environment in the markets in which the Company operates and from the development of new markets for emerging technologies;
- changing industry trends, technological developments and other changing conditions in the entertainment, information and communications industries;
- changes in laws, regulations and decisions by regulators, or other actions by governments or regulators, that affect the Company or the markets in which it operates;
- any emergency measures implemented by governments or regulators;
- technology, privacy, cyber security and reputational risks;
- disruptions to service, including due to network failure or disputes with key suppliers;
- the Company's ability to execute its strategic plans and complete its capital and other projects by the completion date;
- the Company's ability to grow subscribers and market share;
- the Company's ability to close key transactions;
- the Company's ability to have and/or obtain the spectrum resources required to execute on its current and long-term strategic initiatives;
- the Company's ability to gain sufficient access to retail distribution channels;
- the Company's ability to access key suppliers and third-party service providers and their goods and services required to execute on its current and long-term strategic initiatives on commercially reasonable terms;
- the ability of key suppliers to perform their obligations within expected timelines;

- the Company's ability to retain key employees;
- the Company's ability to achieve cost efficiencies;
- the Company's ability to sustain the results/objectives and cost reductions achieved through the TBT initiative and VDP;
- the Company's ability to complete the deployment of (i) network infrastructure required to improve capacity and coverage and (ii) new technologies, including but not limited to next generation wireless and wireline technologies such as 5G and IPTV, respectively;
- opportunities that may be presented to and pursued by the Company;
- the Company's ability to recognize and adequately respond to climate change concerns or public and governmental expectations on environmental matters;
- the Company's status as a holding company with separate operating subsidiaries; and
- other factors described in the Company's fiscal 2020 Annual MD&A under the heading "Known Events, Trends, Risks and Uncertainties."

The foregoing is not an exhaustive list of all possible risk factors. Should one or more of these risks materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results may vary materially from those described in the Company's fiscal 2020 Annual MD&A and this MD&A. This MD&A provides certain future-oriented financial information or financial outlook (as such terms are defined in applicable securities laws), including the financial guidance and assumptions disclosed under "Outlook." Shaw discloses this information because it believes that certain investors, analysts and others utilize this and other forward-looking information to assess Shaw's expected operational and financial performance, and as an indicator of its ability to service debt and pay dividends to shareholders. The Company cautions that such financial information may not be appropriate for this or other purposes.

Any forward-looking statement speaks only as of the date on which it was originally made and, except as required by law, the Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statement to reflect any change in related assumptions, events, conditions or circumstances. All forward-looking statements contained in this MD&A are expressly qualified by this statement.

Additional Information

Additional information concerning the Company, including the Company's Annual Information Form, is available through the Internet on SEDAR which may be accessed at www.sedar.com. Copies of such information may also be obtained on the Company's website at www.shaw.ca, or on request and without charge from the Corporate Secretary of the Company, Suite 900, 630 – 3rd Avenue S.W., Calgary, Alberta, Canada T2P 4L4, telephone (403) 750-4500.

Non-GAAP and additional financial measures

Certain measures in this MD&A do not have standard meanings prescribed by GAAP and are therefore considered non-GAAP financial measures. These measures are provided to enhance the reader's overall understanding of our financial performance or current financial condition. They are included to provide investors and management with an alternative method for assessing our operating results in a manner that is focused on the performance of our ongoing operations and to provide a more consistent basis for comparison between periods. These measures are not in accordance with, or an alternative to, GAAP and do not have standardized meanings. Therefore, they are unlikely to be comparable to similar measures presented by other entities.

Please refer to "Non-GAAP and additional financial measures" in this MD&A for a discussion and reconciliation of non-GAAP financial measures, including adjusted EBITDA, free cash flow and net debt as well as net debt leverage ratio and adjusted EBITDA margin, which are non-GAAP ratios.

Introduction

At Shaw, we focus on delivering sustainable long-term growth by connecting customers to the world through a best-in-class seamless connectivity experience by leveraging our world class converged network. This includes driving operational efficiencies and executing on our strategic priorities through the delivery of an exceptional customer experience and a more agile operating model. Our strategic priorities include growing our wireless and broadband relationships, with a focus on bundling Shaw Mobile and Internet customers, identifying sustainable cost savings in our core Wireline business and making the appropriate investments to capitalize on future growth, including network related investments to support continued broadband product enhancements and deliver a 5G wireless experience.

With the onset of the global COVID-19 pandemic in 2020, connectivity rapidly became a critical lifeline for Canadians and our economy. During this unprecedented period, our network performance was exceptional, and we remain focused on supporting our employees, customers and communities. Our robust facilities-based network, the result of years of significant investment, has showcased its strength in addressing our customers' need to stay connected to family, friends and colleagues and work from home throughout the COVID-19 pandemic. During the first quarter, the Company experienced the following key impacts related to COVID-19:

- a reduction in overall wireline subscriber activity,
- an increase in wireline network usage as well as extended peak hours,
- reduced wireless equipment sales,
- increased demand for wireless voice services,
- a decrease in wireless roaming and overage revenue,
- customer payments substantially in-line with historical trends, and
- the suspension, reduction, or cancellation of, Shaw Business customer accounts

While the pandemic has had an impact on our business, Shaw continues to be resilient, delivering solid financial and operating results, and we believe that we are well positioned to meet the rapidly changing and increasing demands of our customers. The financial impacts from COVID-19 in the first quarter were not material; however, the situation remains uncertain in terms of: (i) its magnitude, outcome, duration, resurgences and/or subsequent waves, and (ii) the potential efficacy and time frame for the availability of any COVID-19 vaccines. Consumer behaviors could still change materially, including the potential downward migration of services, acceleration of cord-cutting and reduced ability of customers to pay their bills, all due to the challenging economic situation. Shaw Business primarily serves the small and medium sized market, who are also particularly vulnerable to the economic impacts of the volatile energy sector and COVID-19, including mandated closures or further social distancing restrictions.

As an ongoing risk, the duration and impact of the COVID-19 pandemic is still unknown, as is the efficacy and duration of the government interventions. Any estimate of the length and severity of these developments is therefore subject to significant uncertainty, and accordingly estimates of the extent to which the COVID-19 pandemic may materially and adversely affect the Company's operations, financial results and condition in future periods are also subject to significant uncertainty.

Wireless

Our Wireless division currently operates in Ontario, Alberta and British Columbia, covering approximately 50% of the Canadian population, and is positioned as the leading alternative for mobile services to the three national wireless incumbent carriers.

On July 30, 2020, the Company launched Shaw Mobile, a new wireless service in western Canada that leverages Shaw's LTE and Fibre+ networks, along with Canada's largest WiFi service, to provide Shaw Internet customers with an innovative wireless experience. Shaw Mobile provides Shaw Internet customers with bundling opportunities to take advantage of unprecedented savings, combined with the ability to customize their mobile data requirements through two rate plans – By The Gig and Unlimited Data. Shaw Mobile is a powerful example of how facilities-based service providers can compete and innovate to deliver true wireless affordability for Canadians. Shaw Mobile capitalizes on the long-term trend that shows the vast majority of Canadians' smart device data usage occurs on WiFi networks, a fact amplified by recent work-from-home trends.

Freedom Mobile continues to promote its Big Gig Unlimited and Absolute Zero offers. Paired with the most popular devices, and ongoing improvements in the strength and capacity of its network, the Big Gig Unlimited and Absolute Zero plans continue to disrupt the wireless market by providing Canadians with a better, more affordable option when choosing a wireless service provider.

First quarter fiscal 2021 results include record Wireless net additions of approximately 101,000, due to strong demand for Shaw Mobile from existing Internet customers, bringing the total Wireless customer base to over 1.9 million subscribers. Wireless service revenue increased 9.7% to $215 million and adjusted EBITDA increased 5.6% to $75 million compared to the first quarter of fiscal 2020 as the Company continues to scale its business, partially offset by reduced roaming revenue and Shaw Mobile investments.

Supporting its wireless growth are significant investments in its wireless network and customer service capabilities. The Company continues to modernize and expand its retail presence. Since the launch of Shaw Mobile, which included 19 locations, an additional 5 were added in the first quarter. Total wireless retail locations across its operating footprint, including corporate, dealer and national retail, have grown to approximately 720, where Shaw Mobile is available in approximately 150 locations. The Company also continues to prioritize network investments that enhance its existing LTE service and prepare for the delivery of 5G services.

The Company has completed several successful 5G trials, the most recent using the 600 MHz spectrum band. In addition, 600 MHz radio and antenna designs were implemented at new and existing sites in preparation for a 5G service and the Company has completed the migration of its core network to the CloudBased Infrastructure Software platform, the latest generation of cloud core architecture from NOKIA. As part of its converged network strategy, the Company continues to leverage the coaxial cable (which transports both power and multi-gigabit data speeds) in its Fibre+ network for the rapid and flexible deployment of small cells, which will support densification efforts in preparation for 5G.

Wireline

In our Wireline business, we have cemented our status as a technology leader and Western Canada's leader in gig speed Internet underpinned by our Fibre+ network. Through our digital transformation, we have made it easier to interact with our customers and are leveraging insights from customer data to better understand their preferences so we can provide them with the services they want. We continue to streamline and simplify manual processes that improve the customer experience and day-to-day operations for our employees.

Despite the unprecedented impact that the COVID-19 pandemic had on the lives of our customers this past year, and the corresponding impacts to the way we serve our customers, our focus remains on the execution and delivery of stable and profitable Wireline results. This includes growth in high quality Internet subscribers and improving overall customer account profitability by attracting and retaining higher value households with our best value proposition on 2-year ValuePlans for those who want faster Internet with a better customer experience in addition to Video and Wireless services. Through our introduction of Shaw Mobile, we expect to further strengthen our relationship with existing Wireline customers with our bundled offering to Internet customers as we continue to scale our Wireless business.

The Company continues to deploy its Shaw Gateway modem, powered by Comcast, which enables faster Internet speeds, supports more devices, and provides a stronger in-home WiFi connection. For customers with harder to reach areas in their homes, the new Fibre+ Pods work as an extension of the Shaw Gateway modem to deliver WiFi to all corners of the home, including places where it is difficult to get coverage because of signal blocking building materials or home design.

Building on its network advantage, the Company continues to enhance its broadband product with a new portfolio of Internet plans, including the 750 Mbps tier and its Shaw Fibre+ Gig tier, each available to 99% of residential customers located in our western Canadian Wireline operating footprint. The Company introduced Shaw Fibre+ Gig 1.5 in November, designed to provide gamers, streamers and other heavy data users the speed and bandwidth they need for the many connected devices and data-heavy applications they use every day at home. The Company also secured approximately 50 additional Internet retail locations through its existing relationship with national third-party retailers. In the first quarter, Wireline RGUs declined by approximately 100,900 compared to a decline of 57,500 in the prior year, including Consumer Internet losses of 15,100 in the current quarter. Wireline revenue remained stable, decreasing 1.0% while our focus on profitable customer interactions and effective cost management resulted in adjusted EBITDA growth of 2.9% and a strong Wireline adjusted EBITDA margin of 50.4%.

Our Wireline Business division provides connectivity solutions to its customers by leveraging our Smart suite products which provides cost-effective enterprise grade managed IT and communications solutions that are increasingly valued by businesses of all sizes as the digital economy grows in scope and complexity. The COVID-19 pandemic, as well as continued uncertainty facing the energy sector in western Canada, impacted the Business division by causing the suspension, reduction or cancellation of a number of Business customer accounts and slowing revenue growth. In response to the changing needs of its customers during the pandemic, Shaw Business added a suite of collaboration tools and new Smart products, such as Microsoft 365, Smart Remote Office, SmartSecurity and SmartTarget. Despite the challenging environment, first quarter Business revenue increased 1.4% to $145 million over the prior year.

Selected financial and operational highlights

Financial Highlights

(millions of Canadian dollars except per share amounts)	Three months ended November 30,		
	2020	2019	Change %
Operations:			
Revenue	**1,370**	1,383	(0.9)
Adjusted EBITDA(1)	**607**	588	3.2
Adjusted EBITDA margin(1)	**44.3%**	42.5%	4.2
Funds flow from operations(2)	**488**	450	8.4
Free cash flow(1)	**225**	183	23.0
Net income	**163**	162	0.6
Per share data:			
Earnings per share			
Basic and diluted	**0.31**	0.31	
Weighted average participating shares for basic earnings per share outstanding during period (millions)	**513**	518	

(1) Adjusted EBITDA, adjusted EBITDA margin and free cash flow are non-GAAP financial measures or non-GAAP ratios and should not be considered substitutes or alternatives for GAAP measures. These are not defined terms under GAAP and do not have a standard meaning, and therefore may not be a reliable way to compare us to other companies. See definitions and discussion under "Non-GAAP and additional financial measures" for information about these measures including how we calculate them.

(2) Funds flow from operations is before changes in non-cash balances related to operations as presented in the condensed interim Consolidated Statements of Cash Flows.

Key Performance Drivers

The Company measures the success of its strategies using a number of key performance drivers which are defined and described under "Key Performance Drivers – Statistical Measures" in the 2020 Annual MD&A and in this MD&A below, which includes a discussion as to their relevance, definitions, calculation methods and underlying assumptions. The following key performance indicators are not measurements in accordance with GAAP, should not be considered alternatives to revenue, net income or any other measure of performance under GAAP and may not be comparable to similar measures presented by other issuers.

Subscriber (or revenue generating unit (RGU)) highlights

The Company measures the count of its subscribers in its Consumer, Business, and Wireless divisions. For further details and discussion on subscriber counts for RGUs see "Key Performance Drivers – Statistical Measures – Subscriber Counts for RGUs" in the MD&A for the year ended August 31, 2020.

			Change Three months ended	
	November 30, 2020	August 31, 2020	**November 30, 2020**	November 30, 2019
Wireline – Consumer				
Video – Cable	**1,356,083**	1,390,520	**(34,437)**	(13,948)
Video – Satellite	**617,140**	650,727	**(33,587)**	(31,875)
Internet	**1,888,800**	1,903,868	**(15,068)**	5,648
Phone	**648,850**	672,610	**(23,760)**	(26,178)
Total Consumer	**4,510,873**	4,617,725	**(106,852)**	(66,353)
Wireline – Business				
Video – Cable	**37,479**	37,512	**(33)**	1,622
Video – Satellite	**38,367**	36,002	**2,365**	2,333
Internet	**179,461**	178,270	**1,191**	694
Phone	**390,082**	387,660	**2,422**	4,253
Total Business	**645,389**	639,444	**5,945**	8,902
Total Wireline	**5,156,262**	5,257,169	**(100,907)**	(57,451)
Wireless				
Postpaid	**1,569,471**	1,482,175	**87,296**	66,865
Prepaid	**353,072**	339,339	**13,733**	(8,954)
Total Wireless	**1,922,543**	1,821,514	**101,029**	57,911
Total Subscribers	**7,078,805**	7,078,683	**122**	460

In Wireless, the Company gained 101,029 net postpaid and prepaid subscribers in the quarter, consisting of 87,296 postpaid additions and 13,733 prepaid additions. The 31% year-over-year increase in the postpaid subscriber additions reflects strong demand for Shaw Mobile from existing Shaw Internet customers.

Wireline RGUs decreased by 100,907 compared to a 57,451 RGU loss in the first quarter of fiscal 2020. The current quarter includes a Consumer Internet RGU decline of 15,068, which compares to net additions of 5,648 a year ago. The mature products within the Consumer division, including Video, Satellite and Phone, declined in the aggregate by 91,784 RGUs. Through continued broadband product and distribution enhancements and Shaw Mobile bundling initiatives, the Company is focused on profitable subscriber growth and reducing household churn.

Wireless Postpaid Churn

Wireless postpaid subscriber or RGU churn (“postpaid churn”) measures success in retaining subscribers. Wireless postpaid churn is a measure of the number of postpaid subscribers that deactivated during a period as a percentage of the average postpaid subscriber base during a period, calculated on a monthly basis. It is calculated by dividing the number of Wireless postpaid subscribers that deactivated (in a month) by the average number of postpaid subscribers during the month. When used or reported for a period greater than one month, postpaid churn represents the sum of the number of subscribers deactivating for each period incurred divided by the sum of the average number of postpaid subscribers of each period incurred.

Postpaid churn of 1.81% in the first quarter of fiscal 2021 compares to 1.50% in the first quarter of fiscal 2020 due to continued aggressive price competition in the quarter, primarily impacting the Freedom Mobile brand.

Wireless average billing per subscriber unit (ABPU)

Wireless ABPU is an industry metric that is useful in assessing the operating performance of a wireless entity. We use ABPU as a measure that approximates the average amount the Company invoices an individual subscriber unit for service on a monthly basis. ABPU helps us to identify trends and measures the Company’s success in attracting and retaining higher lifetime value subscribers. Wireless ABPU is calculated as service revenue (excluding allocations to wireless service revenue under IFRS 15) divided by the average number of subscribers on the network during the period and is expressed as a rate per month.

ABPU of $42.66 in the first quarter of fiscal 2021 compares to $43.60 in the first quarter of fiscal 2020, representing a decrease of 2.2%. The decrease in ABPU year over year reflects the execution of the Company’s bundled growth strategy through the acquisition of lower revenue Shaw Mobile customers.

Wireless average revenue per subscriber unit (ARPU)

Wireless ARPU is calculated as service revenue divided by the average number of subscribers on the network during the period and is expressed as a rate per month. This measure is an industry metric that is useful in assessing the operating performance of a wireless entity. ARPU also helps to identify trends and measure the Company’s success in attracting and retaining higher-value subscribers.

ARPU of $38.25 in the first quarter of fiscal 2021 compares to $38.76 in the first quarter of fiscal 2020, representing a decrease of 1.3%. The decrease in ARPU year over year reflects the execution of the Company’s bundled growth strategy through the acquisition of lower revenue Shaw Mobile customers.

Overview

For detailed discussion of divisional performance see "Discussion of operations." Highlights of the consolidated first quarter financial results are as follows:

Revenue

Revenue for the **first quarter** of fiscal 2021 of $1.37 billion decreased $13 million, or 0.9%, from $1.38 billion for the first quarter of fiscal 2020, highlighted by the following:

- The year-over-year decrease in consolidated revenue included a $13 million, or 1.4%, decrease in the Consumer division as the growth in Internet revenue was offset by declines in Video, Satellite and Phone subscribers and revenue.
- The Wireless division contributed $317 million and included a $1 million, or 0.3%, decline over the first quarter of fiscal 2020 reflecting a $19 million increase in service revenue more than fully offset by a decrease in equipment revenue of $20 million primarily due to the impact of Shaw Mobile with the vast majority of customers bringing their own devices in the current quarter.
- The Business division had growth of $2 million, or 1.4%, in comparison to the first quarter of fiscal 2020 reflecting Internet revenue growth and demand for the Smart suite of business products, partially offset by lower video revenue primarily related to the COVID-19 impacts, particularly in the hospitality sector.

Compared to the fourth quarter of fiscal 2020, consolidated revenue for the quarter increased 1.6%, or $21 million. The increase in revenue over the prior quarter primarily relates to a $19 million increase in equipment revenue in the Wireless division combined with a $4 million increase in service revenue in the Wireless division. Wireline revenue remained comparable quarter-over-quarter.

Adjusted EBITDA

Adjusted EBITDA for the **first quarter** of fiscal 2021 of $607 million increased by $19 million, or 3.2%, from $588 million for the first quarter of fiscal 2020, highlighted by the following:

- The year-over-year improvement in the Wireless division of $4 million, or 5.6%, is mainly due to service revenue growth partially offset by lower roaming revenue and investments in the Shaw Mobile launch, including the expansion of Shaw's retail footprint.
- The year-over-year increase in the Wireline division of $15 million, or 2.9%, was primarily due to proactive base management and decreased operating expenses, including lower employee related costs, travel expenses and advertising and sponsorship costs compared to the prior year.

Consistent with the variances noted above, adjusted EBITDA margin for the **first quarter** of 44.3% increased 180-basis points compared to 42.5% in the first quarter of fiscal 2020.

Compared to the **fourth quarter** of fiscal 2020, adjusted EBITDA for the current quarter increased $13 million, or 2.2%, primarily due to a $22 million increase in the Wireline division as a result of proactive base management and decreased operating expenses, including lower employee related costs, travel expenses and advertising and sponsorship costs compared to the prior year. This was partially offset by a $9 million decrease in the Wireless division as the $23 million increase in revenue was more than fully offset by the impact of lower margins due to higher equipment sales and investments in the Shaw Mobile launch, including the expansion of Shaw's retail footprint.

Free cash flow

Free cash flow for the **first quarter** of fiscal 2021 of $225 million increased $42 million from $183 million in the first quarter of fiscal 2020, mainly due to a $26 million decrease in capital expenditures, a $19 million increase in adjusted EBITDA and lower interest on debt partially offset by a $7 million increase in cash taxes.

Net income (loss)

Net income of $163 million for the three months ended November 30, 2020, compared to a net income of $162 million for the same period in fiscal 2020. The changes in net income are outlined in the following table:

	November 30, 2020 net income compared to:	
	Three months ended	
(millions of Canadian dollars)	August 31, 2020	November 30, 2019
Increased adjusted EBITDA[(1)]	13	19
Increased restructuring costs[(3)]	(12)	(12)
Decreased (increased) amortization	7	(2)
Change in net other costs and revenue[(2)]	1	6
Increased income taxes	(21)	(10)
	(12)	1

(1) Adjusted EBITDA is a non-GAAP financial measure and should not be considered a substitute or alternative for GAAP measures. This is not a defined term under GAAP and does not have a standard meaning, and therefore may not be a reliable way to compare us to other companies. See "Non-GAAP and additional financial measures" for information about this measure, including how we calculate it.

(2) Net other costs and revenue include accretion of long-term liabilities and provisions, interest, debt retirement costs, realized and unrealized foreign exchange differences and other losses as detailed in the unaudited Consolidated Statements of Income.

(3) During the first quarter of fiscal 2021, the Company made a number of changes to its organizational structure in an effort to streamline the business, consolidate certain functions, and reduce redundancies between the Wireless and Wireline segments. In connection with the restructuring, the Company recorded costs of $12 million, primarily related to severance and employee related costs.

Outlook

The Company confirms that it remains on track to meet its fiscal 2021 guidance of adjusted EBITDA growth over fiscal 2020, consolidated capital investments of approximately $1.0 billion and free cash flow of approximately $800 million.

The severity and duration of impacts from the COVID-19 pandemic remain uncertain and management continues to focus on the safety of our people, most of whom continue to work from home, connectivity of our customer base, compliance with guidelines and requirements issued by various health authorities and government organizations, and continuity of other critical business operations. During the first quarter of fiscal 2021, the Company experienced a continued reduction in Wireline subscriber activity, an increase in wireline network usage as well as extended peak hours, reduced Wireless equipment sales, increased demand for Wireless voice services, a decrease in Wireless roaming and overage revenue, and an increase in the suspension, cancellation, or reduction of Business customer accounts, impacting Business revenue.

While the financial impacts from COVID-19 in the first quarter of fiscal 2021 were not material, the situation is still uncertain in terms of its magnitude, outcome, duration, resurgence and/or subsequent waves. Consumer behavior impacts remain uncertain and could still change materially, including the potential downward migration of services, acceleration of cord-cutting and reduced ability to pay their bills, all due to the challenging economic situation. Shaw Business primarily serves the small and medium sized market, who are also particularly vulnerable to the economic impacts of challenges in the energy sector and COVID-19, including mandated closures, capacity restrictions, self-quarantines or further social distancing restrictions.

The Company believes its business and facilities-based networks provide critical and essential services to Canadians which remained resilient throughout fiscal 2020 and will continue to be resilient in this dynamic and uncertain environment. Management continues to actively monitor the impacts to the business and make the appropriate adjustments to operating and capital expenditures to reflect the evolving environment. Considering the ongoing presence of COVID-19, the speed at which it develops and/or changes, and the continued uncertainty of the magnitude, outcome, duration, resurgence and/or subsequent waves of the pandemic or the potential efficacy and time frame for the availability of any COVID-19 vaccines, compounded by the continued uncertainty in the energy sector, the current estimates of our operational and financial results which underlie our outlook for fiscal 2021 are subject to a significantly higher degree of uncertainty. Any estimate of the length and severity of these developments is therefore subject to uncertainty, as are our estimates of the extent to which the COVID-19 pandemic may, directly or indirectly, materially and adversely affect our operations, financial results, and condition in future periods.

See “Caution concerning forward-looking statements.”

Non-GAAP and additional financial measures

The Company’s continuous disclosure documents may provide discussion and analysis of non-GAAP financial measures or ratios. These financial measures do not have standard definitions prescribed by GAAP and therefore may not be comparable to similar measures disclosed by other companies. The Company’s continuous disclosure documents may also provide discussion and analysis of additional financial measures. Additional financial measures include line items, headings and sub-totals included in the financial statements.

The Company utilizes these measures in making operating decisions and assessing its performance. Certain investors, analysts and others utilize these measures in assessing the Company’s operational and financial performance and as an indicator of its ability to service debt and return cash to shareholders. The non-

GAAP financial measures, ratios, and additional financial measures have not been presented as an alternative to revenue, net income or any other measure of performance required by GAAP.

Below is a discussion of the non-GAAP financial measures, ratios, and additional financial measures used by the Company and provides a reconciliation to the nearest GAAP measure or provides a reference to such reconciliation.

Adjusted EBITDA

Adjusted earnings before interest, taxes, depreciation and amortization ("adjusted EBITDA") is calculated as revenue less operating, general and administrative expenses. It is intended to indicate the Company's ongoing ability to service and/or incur debt and is therefore calculated before items such as restructuring costs, equity income/loss of an associate or joint venture, amortization (a non-cash expense), taxes and interest. Adjusted EBITDA is one measure used by the investing community to value the business. Adjusted EBITDA has no directly comparable GAAP financial measure. Alternatively, the following table provides a reconciliation of net income to adjusted EBITDA:

	Three months ended November 30,	
(millions of Canadian dollars)	**2020**	2019
Net income	**163**	162
Add back (deduct):		
Restructuring costs	**12**	-
Amortization:		
Deferred equipment revenue	**(3)**	(4)
Deferred equipment costs	**13**	18
Property, plant and equipment, intangibles and other	**295**	289
Amortization of financing costs – long-term debt	**1**	1
Interest expense	**66**	71
Other losses	**2**	3
Current income tax expense	**36**	36
Deferred income tax expense	**22**	12
Adjusted EBITDA	**607**	**588**

Adjusted EBITDA margin

Adjusted EBITDA margin is a non-GAAP ratio that is calculated by dividing adjusted EBITDA by revenue. Adjusted EBITDA margin is also one of the measures used by the investing community to value the business.

	Three months ended November 30,		
	2020	2019	Change %
Wireline	**50.4%**	48.5%	3.9
Wireless	**23.7%**	22.3%	6.3
Combined Wireline and Wireless	**44.3%**	42.5%	4.2

Net debt

The Company uses this measure to perform valuation-related analysis and make decisions about the Company's capital structure. We believe this measure aids investors in analyzing the value of the business and assessing our leverage. Refer to "Liquidity and capital resources" for further detail.

Net debt leverage ratio

The Company uses this non-GAAP ratio to determine its optimal leverage ratio. Refer to "Liquidity and capital resources" for further detail.

Free cash flow

The Company utilizes this measure to assess the Company's ability to repay debt and pay dividends to shareholders.

Free cash flow is comprised of adjusted EBITDA and then deducting capital expenditures (on an accrual basis and net of proceeds on capital dispositions) and equipment costs (net), interest, cash taxes paid or payable, interest on lease liabilities, lease payments relating to lease liabilities, dividends paid on the preferred shares, and recurring cash funding of pension amounts net of pension expense and adjusted to exclude share-based compensation expense or recovery.

Free cash flow has not been reported on a segmented basis. Certain components of free cash flow, including adjusted EBITDA, continue to be reported on a segmented basis. Capital expenditures and equipment costs (net) are also reported on a segmented basis. Other items, including interest and cash taxes, are not generally directly attributable to a segment, and are reported on a consolidated basis.

Free cash flow is calculated as follows:

(millions of Canadian dollars)	Three months ended November 30, 2020	2019	Change %
Revenue			
Consumer	**911**	924	(1.4)
Business	**145**	143	1.4
Wireline	**1,056**	1,067	(1.0)
Service	**215**	196	9.7
Equipment	**102**	122	(16.4)
Wireless	**317**	318	(0.3)
	1,373	1,385	(0.9)
Intersegment eliminations	**(3)**	(2)	50.0
	1,370	1,383	(0.9)
Adjusted EBITDA[1]			
Wireline	**532**	517	2.9
Wireless	**75**	71	5.6
	607	588	3.2
Capital expenditures and equipment costs (net):[2]			
Wireline	**161**	205	(21.5)
Wireless	**73**	55	32.7
	234	260	(10.0)
Free cash flow[1] **before the following**	**373**	328	13.7
Less:			
Interest on debt	**(55)**	(58)	(5.2)
Interest on lease liabilities	**(11)**	(11)	–
Cash taxes	**(49)**	(42)	16.7
Lease payments relating to lease liabilities	**(31)**	(30)	3.3
Other adjustments:			
Pension adjustment	**-**	(2)	(100.0)
Preferred share dividends	**(2)**	(2)	–
Free cash flow[1]	**225**	183	23.0

(1) Adjusted EBITDA and free cash flow are non-GAAP financial measures and should not be considered substitutes or alternatives for GAAP measures. These are not defined terms under GAAP and do not have a standard meaning, and therefore may not be a reliable way to compare us to other companies. See “Non-GAAP and additional financial measures” for information about these measures, including how we calculate them.

(2) Per Note 3 to the unaudited interim Consolidated Financial Statements.

Discussion of operations

Wireline

(millions of Canadian dollars)	Three months ended November 30, 2020	2019	Change %
Consumer	**911**	924	(1.4)
Business	**145**	143	1.4
Wireline revenue	**1,056**	1,067	(1.0)
Adjusted EBITDA[(1)]	**532**	517	2.9
Adjusted EBITDA margin[(1)]	**50.4%**	48.5%	3.9

(1) Adjusted EBITDA and adjusted EBITDA margin are non-GAAP financial measures or non-GAAP ratios and should not be considered substitutes or alternatives for GAAP measures. These are not defined terms under GAAP and do not have a standard meaning, and therefore may not be a reliable way to compare us to other companies. See "Non-GAAP and additional financial measures" for information about these measures, including how we calculate them.

Revenue highlights include:

- Consumer revenue for the **first quarter** of fiscal 2021 decreased by $13 million, or 1.4%, compared to the first quarter of fiscal 2020 as the growth in Internet revenue was offset by declines in Video, Satellite and Phone subscribers and revenue.
  - As **compared to the fourth quarter** of fiscal 2020, the current quarter revenue decreased by $6 million, or 0.7%.
- Business revenue of $145 million for the **first quarter** of fiscal 2021 increased $2 million, or 1.4%, compared to the first quarter of fiscal 2020, reflecting Internet revenue growth and demand for the Smart suite of business products, partially offset by lower video revenue primarily related to the COVID-19 impacts, particularly in the hospitality sector.
  - As **compared to the fourth quarter** of fiscal 2020, the current quarter revenue increased $5 million, or 3.6%.

Adjusted EBITDA highlights include:

- Adjusted EBITDA for the **first quarter** of fiscal 2021 of $532 million increased 2.9%, or $15 million from $517 million in the first quarter of fiscal 2020. The increase was primarily due to proactive base management and decreased operating expenses, including lower employee related costs, travel expenses and advertising and sponsorship costs compared to the prior year.
  - As **compared to the fourth quarter** of fiscal 2020, Wireline adjusted EBITDA for the current quarter increased by $22 million, or 4.3%.

Wireless

(millions of Canadian dollars)	Three months ended November 30, 2020	2019	Change %
Service	**215**	196	9.7
Equipment and other	**102**	122	(16.4)
Wireless revenue	**317**	318	(0.3)
Adjusted EBITDA[(1)]	**75**	71	5.6
Adjusted EBITDA margin[(1)]	**23.7%**	22.3%	6.3

(1) Adjusted EBITDA and adjusted EBITDA margin are non-GAAP financial measures or non-GAAP ratios and should not be considered substitutes or alternatives for GAAP measures. These are not defined terms under GAAP and do not have a standard meaning, and therefore may not be a reliable way to compare us to other companies. See "Non-GAAP and additional financial measures" for information about these measures, including how we calculate them.

Revenue highlights include:

- Revenue of $317 million for the **first quarter** of fiscal 2021 decreased $1 million or 0.3% over the first quarter of fiscal 2020. An increase in service revenues of $19 million, or 9.7%, mainly due to an increased subscriber base, including significant Shaw Mobile additions in the quarter, was more than fully offset by a decrease in equipment revenue of $20 million, or 16.4% as Shaw Mobile benefited from the vast majority of customers bringing their own device. The 2.2% and 1.3% year-over-year decrease in ABPU to $42.66 and ARPU to $38.25, respectively, reflects the impact as the Company executes on its bundled growth strategy through the acquisition of lower revenue Shaw Mobile customers.
  - As **compared to the fourth quarter** of fiscal 2020, the current quarter revenue increased $23 million or 7.8% due to increased equipment sales of $19 million combined with $4 million in higher service revenues, while ABPU of $42.66 decreased by $2.15 or 4.8% (ABPU of $44.81 in the fourth quarter of fiscal 2020), and ARPU of $38.25 decreased by $1.40 or 3.5% (ARPU of $39.65 in the fourth quarter of fiscal 2020).

Adjusted EBITDA highlights include:

- Adjusted EBITDA of $75 million for the **first quarter** of fiscal 2021 improved by $4 million, or 5.6% over the first quarter of fiscal 2020. The increase is primarily due to service revenue growth partially offset by lower roaming revenue and investments in the Shaw Mobile launch, including the expansion of Shaw's retail footprint.
  - As **compared to the fourth quarter** of fiscal 2020, adjusted EBITDA for the current quarter decreased $9 million or 10.7%, mainly due to a decrease in margins due to higher equipment sales and additional costs associated with higher subscriber activity and the expansion of the Shaw retail footprint partially offset by a slight increase in service revenues.

Capital expenditures and equipment costs

	Three months ended November 30,		
(millions of Canadian dollars)	**2020**	2019	Change %
Wireline			
New housing development	**23**	35	(34.3)
Success-based	**44**	62	(29.0)
Upgrades and enhancements	**81**	80	1.3
Replacement	**7**	8	(12.5)
Building and other	**6**	20	(70.0)
Total as per Note 3 to the unaudited interim consolidated financial statements	**161**	205	(21.5)
Wireless			
Total as per Note 3 to the unaudited interim consolidated financial statements	**73**	55	32.7
Consolidated total as per Note 3 to the unaudited interim consolidated financial statements	**234**	260	(10.0)

In the **first quarter** of fiscal 2021, capital investment of $234 million decreased $26 million from the comparable period in fiscal 2020. Total Wireline capital spending of $161 million decreased $44 million compared to the prior year period primarily due to lower success-based capital, capitalized labour, and new housing development. Wireless spending increased by approximately $18 million year-over-year primarily due to continued network expansion, spectrum deployment and higher IT related spending to support Shaw Mobile launch and digital initiatives.

Wireline highlights include:

- For the quarter, investment in combined upgrades, enhancements and replacement categories was $88 million which is on par with the prior year.
- Investments in new housing development were $23 million, a $12 million, or 34.3%, decrease over the prior year, driven by lower residential and commercial customer network growth and acquisition in the current year.
- Success-based capital for the quarter of $44 million was $18 million lower than the first quarter of fiscal 2020 primarily due to lower equipment purchases in the period and decreased labour costs related to the increase in customer self-installation.
- Investments in buildings and other in the amount of $6 million was $14 million lower year-over year primarily related to the impact of proceeds on disposal of non-core corporate assets received in the current period.

Wireless highlights include:

- Capital investment of $73 million in the first quarter increased relative to the first quarter of fiscal 2020 by $18 million, primarily due to continued network expansion, spectrum deployment and higher IT related spending to support Shaw Mobile launch and digital initiatives. In fiscal 2021, the Company continues to focus on investment in the Wireless network and infrastructure, specifically the continued deployment of 700 MHz spectrum, 600 MHz spectrum, LTE and small cells and increased investment in 5G as well as enhancements to the back-office systems, new retail locations and other corporate initiatives.

Other income and expense items

Restructuring costs

Restructuring costs generally include severance, employee related costs and other costs directly associated with a restructuring program. During the first quarter of fiscal 2021, the Company made a number of changes to its organizational structure in an effort to streamline the business, consolidate certain functions, and reduce redundancies between the Wireless and Wireline segments. In connection with the restructuring, the Company recorded costs of $12 million, primarily related to severance and employee related costs.

Amortization

	Three months ended November 30,		
(millions of Canadian dollars)	**2020**	2019	Change %
Amortization revenue (expense)			
Deferred equipment revenue	**3**	4	(25.0)
Deferred equipment costs	**(13)**	(18)	(27.8)
Property, plant and equipment, intangibles and other	**(295)**	(289)	2.1

Amortization of property, plant and equipment, intangibles and other increased 2.1% for the three months ended November 30, 2020 when compared to the same period in fiscal 2020. The increase in amortization reflects the amortization of new expenditures exceeding the amortization of assets that became fully amortized during the period.

Amortization of financing costs and interest expense

	Three months ended November 30,		
(millions of Canadian dollars)	**2020**	2019	Change %
Amortization of financing costs – long-term debt	**1**	1	-
Interest expense	**66**	71	(7.0)

Interest expense for the three months ended November 30, 2020 decreased 7.0% over the comparable period which primarily reflects the lower average outstanding debt balances in the period and the decrease in the weighted average interest rate.

Other gains/losses

This category generally includes realized and unrealized foreign exchange gains and losses on U.S. dollar denominated current assets and liabilities, gains and losses on disposal of property, plant and equipment and minor investments, and the Company's share of the operations of Burrard Landing Lot 2 Holdings Partnership.

Income taxes

Income taxes are higher in the quarter compared to the first quarter of fiscal 2020 due mainly to the increase in net income and the recognition of previously unrecognized tax losses in fiscal 2020.

Supplementary quarterly financial information

(millions of Canadian dollars except per share amounts)	2021[3]	2020[3]				2019		
	Q1	Q4	Q3	Q2	Q1	Q4	Q3	Q2
Revenue	**1,370**	1,349	1,312	1,363	1,383	1,349	1,322	1,315
Adjusted EBITDA[1]	**607**	594	609	600	588	534	528	548
Restructuring costs	**(12)**	–	(14)	–	–	10	–	–
Amortization	**(305)**	(312)	(302)	(300)	(303)	(250)	(263)	(264)
Amortization of financing costs	**(1)**	(1)	–	(1)	(1)	(1)	(1)	–
Interest expense	**(66)**	(68)	(67)	(68)	(71)	(66)	(62)	(68)
Other income (expense)	**(2)**	(1)	7	(19)	(3)	2	(36)	(1)
Income taxes	**(58)**	(37)	(49)	(45)	(48)	(63)	61	(61)
Net income[2]	**163**	175	184	167	162	166	227	154
Net income attributable to equity shareholders	**163**	175	184	167	162	166	225	154
Net income attributable to non-controlling interests	**–**	–	–	–	–	–	2	–
Earnings per share								
Basic and diluted	**0.31**	0.34	0.35	0.32	0.31	0.32	0.43	0.30
Other Information								
Cash flows from operating activities	**300**	632	588	361	339	435	432	410
Free cash flow[1]	**225**	152	221	191	183	42	174	159
Capital expenditures and equipment costs	**234**	307	268	276	260	382	280	279

(1) Adjusted EBITDA and free cash flow are non-GAAP financial measures and should not be considered substitutes or alternatives for GAAP measures. These are not defined terms under GAAP and do not have a standard meaning, and therefore may not be a reliable way to compare us to other companies. See "Non-GAAP and additional financial measures" for information about these measures, including how we calculate them.

(2) Net income attributable to both equity shareholders and non-controlling interests.

(3) Fiscal 2021 and 2020 figures reflect the impact of the adoption and application of IFRS 16 while Fiscal 2019 figures do not and are not comparable. See "New Accounting Standards" as well as "Results of Operations" and "Segmented Operations Review" in the Annual Report for the year ended August 31, 2020.

F21 Q1 vs F20 Q4	In the first quarter of fiscal 2021, net income decreased $12 million compared to the fourth quarter of fiscal 2020 mainly due to a $12 million increase in restructuring costs in the first quarter and a $27 million increase in deferred taxes partially offset by a $13 million increase in adjusted EBITDA and a $6 million decrease in current taxes, all in the first quarter.
F20 Q4 vs F20 Q3	In the fourth quarter of fiscal 2020, net income decreased $9 million compared to the third quarter of fiscal 2020 mainly due to an $15 million decrease in adjusted EBITDA and a $23 million increase in current taxes in the fourth quarter as well an $8 million decrease in other gains (losses) as a result of an insurance claim recovery in the third quarter partially offset by a $35 million decrease in deferred taxes and a $14 million decrease in restructuring costs in the fourth quarter.
F20 Q3 vs F20 Q2	In the third quarter of fiscal 2020, net income increased $17 million compared to the second quarter of fiscal 2020 mainly due to a $26 million increase in other gains (losses), which includes the impact of the $17 million payment related to the early redemption of $800 million in senior notes in the second quarter, a $6 million insurance claim recovery, a $9 million increase in adjusted EBITDA in the third quarter and a $4 million decrease in current taxes, partially offset by an $8 million increase in deferred taxes, also in the third quarter.

F20 Q2 vs F20 Q1	In the second quarter of fiscal 2020, net income increased $5 million compared to the first quarter of fiscal 2020 mainly due to a $13 million decrease in current taxes, a $12 million increase in adjusted EBITDA and a $3 million decrease in interest expense, all in the second quarter, partially offset by a $17 million payment related to the early redemption of $800 million in senior notes and a $10 million increase in deferred taxes, also in the second quarter.
F20 Q1 vs F19 Q4	In the first quarter of fiscal 2020, net income decreased $3 million compared to the fourth quarter of fiscal 2019 mainly due to a $23 million decrease in deferred taxes in the first quarter. This was partially offset by a $7 million increase in current taxes in the first quarter as well as the net impact of the adoption of IFRS 16 which resulted in a decrease to operating, general and administrative costs that was more than offset by increases to amortization of property, plant and equipment, intangibles and other and interest expense.
F19 Q4 vs F19 Q3	In the fourth quarter of fiscal 2019, net income decreased $63 million compared to the third quarter of fiscal 2019 mainly due to a $21 million increase in current taxes in the fourth quarter, a $41 million gain on the disposal of property, plant and equipment to a related party, a $15 million gain on the sale of a portfolio investment and the $102 million impact of a tax rate change on deferred taxes, partially offset by a $109 million loss on the disposal of the Company's entire equity investment in Corus, all recorded in the third quarter.
F19 Q3 vs F19 Q2	In the third quarter of fiscal 2019, net income increased $74 million compared to the second quarter of fiscal 2019 mainly due to a $41 million gain on the disposal of property, plant and equipment to a related party, a $15 million gain on the sale of a portfolio investment and the $102 million impact of a tax rate change on deferred taxes, partially offset by a $109 million loss on the disposal of the Company's entire equity investment in Corus, all recorded in the third quarter.

Financial position

Total assets were $16.0 billion at November 30, 2020, compared to $16.2 billion at August 31, 2020. The following is a discussion of significant changes in the Consolidated Statements of Financial Position since August 31, 2020.

Current assets decreased $156 million primarily due to decreases in cash of $192 million, which was partially offset by increases in accounts receivables of $9 million, inventories of $5 million, other current assets of $14 million and current portion of contract assets of $6 million. Cash decreased primarily due to the payment of $154 million in dividends, $75 million for share repurchases as described below, as well as cash outlays for investing activities partially offset by funds flow from operations. Refer to "Liquidity and capital resources" for more information.

The current portion of contract assets increased over the period mainly due to an increase in Wireless subscribers participating in the Company's discretionary wireless handset discount program. Under IFRS 15, the portion of this discount relating to the handset is applied against equipment revenue at the point in time that the handset is transferred to the customer while the portion relating to service revenue is recorded as a contract asset and amortized over the life of the contract against future service revenues.

Property, plant and equipment decreased $11 million as the amortization of capital and right-of-use assets exceeded the capital investments and additions to right-of-use assets in the period.

Current liabilities decreased $157 million during the period primarily due to a decrease in accounts payable of $107 million and income taxes payable of $57 million, partially offset by an increase in current provisions of $12 million.

Accounts payable and accrued liabilities decreased due to the timing of payment and fluctuations in various payables including capital expenditures, interest and programming costs. The increase in current provisions was mainly due to the impact of restructuring activities in the period.

Lease liabilities increased $41 million mainly due to $72 million in new lease liabilities partially offset by principal repayments of $31 million in the period.

Shareholders' equity decreased $68 million mainly due to a decrease in retained earnings. Retained earnings decreased as the current period income of $163 million was more than fully offset by dividends of $151 million and the impact of shares repurchased under the NCIB program of $46 million. Share capital decreased $29 million due to the impact of 3,269,444 shares that were repurchased under the terms of the Company's NCIB program which was partially offset by the issuance of 153,999 Class B Non-Voting Shares under the Company's stock option plan. Accumulated other comprehensive loss increased $5 million due to the re-measurement recorded on employee benefit plans.

As at December 31, 2020, there were 484,386,878 Class B Non-Voting Shares, 10,012,393 Cumulative Redeemable Rate Reset Class 2 Preferred Shares, Series A, 1,987,607 Cumulative Redeemable Floating Rate Class 2 Preferred Shares, Series B and 22,372,064 Class A Participating Shares ("Class A Shares") issued and outstanding. As at December 31, 2020, 8,338,370 Class B Non-Voting Shares were issuable on exercise of outstanding options. Shaw is traded on the Toronto and New York stock exchanges and is included in the S&P/TSX 60 Index (Trading Symbols: TSX – SJR.B, SJR.PR.A, SJR.PR.B, NYSE – SJR, and TSXV – SJR.A). For more information, please visit www.shaw.ca.

Liquidity and capital resources

In the three-month period ended November 30, 2020, the Company generated $225 million of free cash flow. Shaw used its free cash flow along with cash of $192 million and proceeds from the issuance of Class B Non-Voting Shares of $1 million to fund the net working capital change of $181 million, pay common share dividends of $151 million, repurchase $76 million in shares under the Company's NCIB program and pay $2 million in restructuring costs.

Debt structure and financial policy

The Company has an accounts receivable securitization program with a Canadian financial institution which allows it to sell certain trade receivables into the program. As at November 30, 2020, the proceeds of the sales were committed up to a maximum of $200 million (with $200 million drawn under the program as at November 30, 2020). The Company continues to service and retain substantially all of the risks and rewards relating to the trade receivables sold, and therefore, the trade receivables remain recognized on the Company's Consolidated Statements of Financial Position and the funding received is recorded as a current liability (revolving floating rate loans) secured by the trade receivables. The buyer's interest in the accounts receivable ranks ahead of the Company's interest and the program restricts it from using the trade receivables as collateral for any other purpose. The buyer of the trade receivable has no claim on any of our other assets.

As at November 30, 2020, the net debt leverage ratio for the Company was 2.3x. Considering the prevailing competitive, operational and capital market conditions, the Board of Directors has determined that having this ratio in the range of 2.5x to 3.0x would be appropriate for the Company in the current environment. Should the ratio fall below this, other than on a temporary basis, the Board may choose to recapitalize back into this range. The Board may also determine to increase the Company's debt above these levels to finance specific strategic opportunities such as a significant acquisition or repurchase of Class B Non-Voting Shares.

The Company calculates net debt leverage ratio as follows[(1)]:

(millions of Canadian dollars)	**November 30, 2020**	August 31, 2020
Short-term borrowings	**200**	200
Current portion of long-term debt	**1**	1
Current portion of lease liabilities	**109**	113
Long-term debt	**4,548**	4,547
Lease liabilities	**1,202**	1,157
50% of outstanding preferred shares	**147**	147
Cash and cash equivalents	**(571)**	(763)
(A) Net debt[(2)]	**5,636**	5,402
(B) Adjusted EBITDA[(2)]	**2,410**	2,391
(A/B) Net debt leverage ratio [(3)]	**2.3x**	2.3x

(1) The following contains a description of the Company's use of non-GAAP financial measures in the calculation of net debt leverage ratio, which is a non-GAAP ratio, provides a reconciliation to the nearest GAAP measure or provides a reference to such reconciliation.

(2) Net debt and adjusted EBITDA are non-GAAP financial measures and should not be considered substitutes or alternatives for GAAP measures. These are not defined terms under GAAP and do not have a standard meaning, and therefore may not be a reliable way to compare us to other companies. See "Non-GAAP and additional financial measures" for information about these measures.

(3) Net debt leverage ratio is a non-GAAP ratio and should not be considered as a substitute or alternative for a GAAP measure and may not be a reliable way to compare us to other companies. See "Non-GAAP and additional financial measures" for further information about this ratio.

On November 2, 2020, the Company announced that it had received approval from the TSX to establish an NCIB program. The program commenced on November 5, 2020 and will remain in effect until November 4, 2021. As approved by the TSX, the Company has the ability to purchase for cancellation up to 24,532,404 Class B Non-Voting Shares representing approximately 5% of all of the issued and outstanding Class B Non-Voting Shares as at October 22, 2020.

During the three months ended November 30, 2020, the Company purchased 3,269,444 Class B Non-Voting Shares for cancellation for a total cost of approximately $76 million under the NCIB program.

From December 1, 2020 to December 31, 2020, the Company purchased an additional 3,273,356 Class B Non-Voting Shares for cancellation for a total cost of approximately $75 million under the NCIB program.

Shaw's credit facilities are subject to customary covenants which include maintaining minimum or maximum financial ratios.

	Covenant as at November 30, 2020	**Covenant Limit**
Shaw Credit Facilities		
Total Debt to Operating Cash Flow[(1)] Ratio	1.86:1	< 5.00:1
Operating Cash Flow[(1)] to Fixed Charges[(2)] Ratio	10.25:1	> 2.00:1

(1) Operating Cash Flow, for the purposes of the covenants, is calculated as net earnings before interest expense, depreciation, amortization, restructuring, and current and deferred income taxes, excluding profit or loss from investments accounted for on an equity basis, less payments made with regards to lease liabilities for the most recently completed fiscal quarter multiplied by four, plus cash dividends and other cash distributions received in the most recently completed four fiscal quarters from investments accounted for on an equity basis.

(2) Fixed Charges are defined as the aggregate interest expense, excluding the interest related to lease liabilities, for the most recently completed fiscal quarter multiplied by four.

As at November 30, 2020, Shaw is in compliance with these covenants and based on current business plans, the Company is not aware of any condition or event that would give rise to non-compliance with the covenants over the life of the borrowings which currently mature in December of 2024.

Based on the aforementioned financing activities, available credit facilities and forecasted free cash flow, the Company expects to have sufficient liquidity to fund operations, obligations and working capital requirements, including maturing debt, during the upcoming fiscal year. On a longer-term basis, Shaw expects to generate free cash flow and have borrowing capacity sufficient to finance foreseeable future business plans and refinance maturing debt.

As at November 30, 2020, the Company had $571 million of cash on hand and its $1.5 billion bank credit facility was fully undrawn.

Cash Flow

Operating Activities

	Three months ended November 30,		
(millions of Canadian dollars)	**2020**	2019	Change %
Funds flow from operations	**488**	450	8.4
Net change in non-cash balances related to operations	**(188)**	(111)	(69.4)
	300	339	(11.5)

For the three months ended November 30, 2020, funds flow from operating activities decreased over the comparable period in fiscal 2020 primarily due to a larger decrease in the net change in non-cash balances related to operations which was partially offset by an increase in the funds flow from operations. The net change in non-cash balances related to operations fluctuated over the comparative period due to changes in accounts receivable, inventory and other current asset balances, and the timing of payment of current income taxes payable and accounts payable and accrued liabilities.

Investing Activities

	Three months ended November 30,		
(millions of Canadian dollars)	**2020**	2019	Increase
Cash used in investing activities	**(232)**	(310)	(78)

For the three months ended November 30, 2020, the cash used in investing activities decreased over the comparable period in fiscal 2020 due primarily to a decrease in additions to property, plant and equipment of $74 million and proceeds on disposal of property, plant and equipment of $14 million received in the current period partially offset by an increase in additions to intangible assets of $14 million.

Financing Activities

The changes in financing activities during the comparative periods were as follows:

	Three months ended November 30,	
(millions of Canadian dollars)	**2020**	2019
Increase in short-term borrowings [note 6]	**-**	80
Repayment of long-term debt	**-**	(1,250)
Debt arrangement costs	**-**	(1)
Payment of lease liabilities [note 5]	**(31)**	(30)
Issue of Class B Non-Voting Shares [note 12]	**-**	3
Purchase of Class B Non-Voting Shares	**(75)**	(25)
Dividends paid on Class A Shares and Class B Non-Voting Shares	**(152)**	(116)
Dividends paid on Preferred Shares	**(2)**	(2)
Payment of distributions to non-controlling interests	**-**	(2)
	(260)	(1,343)

Contractual Obligations

There has been no material change in the Company's contractual obligations, including commitments for capital expenditures, between August 31, 2020 and November 30, 2020.

Accounting standards

The MD&A included in the Company's August 31, 2020 Annual Report outlined critical accounting policies, including key estimates and assumptions that management has made under these policies, and how they affect the amounts reported in the 2020 Annual Consolidated Financial Statements. The MD&A also describes significant accounting policies where alternatives exist. See "Critical Accounting Policies and Estimates" in the Company's MD&A for the year ended August 31, 2020. The condensed interim Consolidated Financial Statements follow the same accounting policies and methods of application as the 2020 Annual Consolidated Financial Statements.

Related party transactions

The Company's transactions with related parties are discussed in its MD&A for the year ended August 31, 2020 under "Related Party Transactions" and under Note 29 of the Consolidated Financial Statements of the Company for the year ended August 31, 2020.

There has been no material change in the Company's transactions with related parties between August 31, 2020 and November 30, 2020.

Financial instruments

There has been no material change in the Company's risk management practices with respect to financial instruments between August 31, 2020 and November 30, 2020. See "Known Events, Trends, Risks and Uncertainties – Interest Rates, Foreign Exchange Rates and Capital Markets" in the Company's MD&A for the year ended August 31, 2020 and the section entitled "Financial Instruments" under Note 30 of the Consolidated Financial Statements of the Company for the year ended August 31, 2020.

Internal controls and procedures

Details relating to disclosure controls and procedures, and internal control over financial reporting (ICFR), are discussed in the Company's MD&A for the year ended August 31, 2020 under "Certification." As at November 30, 2020, there have been no changes in the Company's ICFR that have materially affected, or are reasonably likely to materially affect, the Company's ICFR in fiscal 2021.

Risks and uncertainties

The significant risks and uncertainties affecting the Company and its business are discussed in the Company's MD&A for the year ended August 31, 2020 under "Known Events, Trends, Risks and Uncertainties." There have been no material changes in the significant risks and uncertainties since that date.

Government regulations and regulatory developments

See our MD&A in the Annual Report for the year ended August 31, 2020 for a discussion of the significant regulations that affected our operations as of October 30, 2020. The following is a list of the significant regulatory developments since that date.

Broadcasting Act

Potential for new or increased fees

On November 3, 2020, the Minister of Heritage introduced a bill to amend the *Broadcasting Act* (Bill C-10). Bill C-10 does not introduce material new obligations applicable to or fees payable by the Company's cable, Direct-to-Home (DTH), Satellite Relay Distribution services or digital media services. However, the Bill remains subject to amendment, pursuant to the parliamentary process, prior to its passage. In addition, the Canadian Radiotelevision and Telecommunications Commission's ("CRTC" or "Commission") will, subsequent to any royal assent to Bill C-10, engage in one or more proceedings to align Canadian broadcasting regulation with the amended *Broadcasting Act.* Furthermore, the Minister of Heritage has indicated that the Commission's subsequent regulatory processes will be subject to a Direction by the Governor-in-Council that sets out Government's expectations with respect to how the newly-incorporated amendments to the *Broadcasting Act* should be reflected in regulation, which Direction may also specify the requirement that new regulations be brought into force in a relatively short timeframe. The implementation of new regulatory measures in connection with Bill C-10 could result in new fees payable by or new costs applicable to the Company's cable, DTH or digital media services and new competition with the Company's cable and DTH services, and could impact the business practices of the Company, including through new distribution and promotion requirements, any or all of which could impact the Company's financial results in connection with broadcasting.

Telecommunications Act

Telecom Order CRTC 2019-288

On August 15, 2019, the CRTC issued Telecom Order 2019-288 (the "Order"), which set Shaw's final wholesale high-speed access (HSA) service rates. The final rates are significantly lower than the interim rates set in October 2016, and retroactive to January 31, 2017. For a detailed summary regarding all proceedings and decisions issued between August 15, 2019 and October 30, 2020 related to the Company's multiple routes of appeal of the Order, see "Government Relations and Regulatory Developments – Third Party Internet Access" of the Company's Annual Report for the year ended August 31, 2020.

On November 12, 2020, the Company, together with Cogeco, Eastlink, Rogers and Videotron (collectively, the "Cable Carriers"), filed an application with the Supreme Court of Canada (SCC), seeking leave to appeal the Federal Court of Appeal's decision dated September 10, 2020 denying the Company's appeal of the Order.

If any of the various routes of appeal do not ultimately result in a sufficient increase in the rates set by the Order, this could significantly reduce the amount that the Company can charge for aggregated HSA services and negatively impact the Company's broadband Wireline revenues and investments, as well as its ability to compete with Resellers and other facilities-based HSA providers.

Copyright Act

In June 2020, the Federal Court of Appeal overturned the Copyright Board's interpretation of the scope and meaning of the "making available" provision (section 2.4(1.1) of the *Copyright Act*). The Copyright Board determined that section 2.4(1.1) expands the scope of the performance right and the Society of Composers, Authors and Music Publishers of Canada's (SOCAN) entitlement to royalties. On November 12, 2020, SOCAN filed an application for leave to appeal to the SCC. If leave is sought and granted and the SCC restores the Copyright Board's interpretation, it could lead to new claims by rights holders in connection with Company technologies that facilitate downloading.

Personal Information Protection and Electronic Documents Act (PIPEDA)

On November 17, 2020, the Minister of Innovation, Science and Industry introduced Bill C-11 – *the Digital Charter Implementation Act* ("DCIA"), which, when passed and brought into force, will repeal and replace PIPEDA. Bill C-11 which is comprised of two parts: (1) the *Consumer Privacy Protection Act* (the "CCPA"), which establishes protections and parameters for the collection, use and disclosure of personal information (PI), including enhanced rights for individuals with respect to their privacy and data; enhanced accountabilities for organizations with respect to consent gathering and data usage; and significant penalties (up to 5% of an organization's gross revenue the previous year) for breaches of rights and responsibilities; and (2) the *Personal Information and Data Protection Tribunal Act* (the "PIDPTA"), which creates a new administrative tribunal to oversee enforcement of the CCPA.

Changes to privacy laws and regulations resulting from the passage of Bill C-11 will require Shaw to incur costs to adjust its policies and practices related to privacy, as well as data collection and management. Such changes could: result in significant new costs payable by the Company to ensure compliance; limit the Company's ability to utilize data in support of its business, as well as preserve and expand its customer base; and expose the Company to the risk of significant penalties and claims (including pursuant to a proposed right of private action) in connection with any non-compliance. The Government will be consulting on Bill C-11, and the timing of its coming into force will be set at the time the legislation is passed.

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(unaudited)

(millions of Canadian dollars)	**November 30, 2020**	**August 31, 2020**
ASSETS		
Current		
Cash and cash equivalents	**571**	763
Accounts receivable	**277**	268
Income taxes recoverable	**2**	-
Inventories	**65**	60
Other current assets *[note 4]*	**291**	277
Current portion of contract assets *[note 11]*	**138**	132
	1,344	1,500
Investments and other assets *[note 15]*	**42**	42
Property, plant and equipment	**6,131**	6,142
Other long-term assets	**164**	163
Contract assets *[note 11]*	**39**	40
Deferred income tax assets	**2**	1
Intangibles	**8,008**	7,997
Goodwill	**280**	280
	16,010	16,165
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current		
Short-term borrowings *[note 6]*	**200**	200
Accounts payable and accrued liabilities	**892**	999
Provisions *[note 7]*	**113**	101
Income taxes payable	**-**	57
Current portion of contract liabilities *[note 11]*	**210**	211
Current portion of long-term debt *[notes 8 and 15]*	**1**	1
Current portion of lease liabilities *[note 5]*	**109**	113
Current portion of derivatives	**6**	6
	1,531	1,688
Long-term debt *[notes 8 and 15]*	**4,548**	4,547
Lease liabilities *[note 5]*	**1,202**	1,157
Other long-term liabilities	**79**	72
Provisions *[note 7]*	**80**	80
Deferred credits	**402**	406
Contract liabilities *[note 11]*	**14**	14
Deferred income tax liabilities	**1,989**	1,968
	9,845	9,932
Shareholders' equity *[notes 9 and 13]*		
Common and preferred shareholders	**6,165**	6,233
	16,010	16,165

See accompanying notes.

CONSOLIDATED STATEMENTS OF INCOME
(unaudited)

(millions of Canadian dollars)	Three months ended November 30, 2020	2019
Revenue *[notes 3 and 11]*	**1,370**	1,383
Operating, general and administrative expenses *[note 12]*	**(763)**	(795)
Restructuring costs *[notes 7 and 12]*	**(12)**	-
Amortization:		
Deferred equipment revenue	**3**	4
Deferred equipment costs	**(13)**	(18)
Property, plant and equipment, intangibles and other	**(295)**	(289)
Operating income	**290**	285
Amortization of financing costs – long-term debt	**(1)**	(1)
Interest expense	**(66)**	(71)
Other gains (losses)	**(2)**	(3)
Income before income taxes	**221**	210
Current income tax expense *[note 3]*	**36**	36
Deferred income tax expense	**22**	12
Net income	**163**	162
Net income attributable to:		
Equity shareholders	**163**	**162**
Earnings per share: *[note 10]*		
Basic and diluted	**0.31**	**0.31**

See accompanying notes.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(unaudited)

	Three months ended November 30,	
(millions of Canadian dollars)	**2020**	2019
Net income	**163**	162
Other comprehensive income *[note 13]*		
Items that may subsequently be reclassified to income:		
Change in unrealized fair value of derivatives designated as cash flow hedges	**(1)**	-
Adjustment for hedged items recognized in the period	**1**	-
	-	-
Items that will not subsequently be reclassified to income:		
Remeasurements on employee benefit plans	**(5)**	5
	(5)	5
Comprehensive income	**158**	167
Comprehensive income attributable to:		
Equity shareholders	**158**	167

See accompanying notes.

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(unaudited)

Three months ended November 30, 2020

	Attributable to equity shareholders						
(millions of Canadian dollars)	Share capital	Contributed surplus	Retained earnings	Accumulated other comprehensive loss	Total	Equity attributable to non controlling interest	Total equity
Balance as at September 1, 2020	**4,602**	**27**	**1,703**	**(99)**	**6,233**	**-**	**6,233**
Net income	**-**	**-**	**163**	**-**	**163**	**-**	**163**
Other comprehensive income	**-**	**-**	**-**	**(5)**	**(5)**	**-**	**(5)**
Comprehensive income	**-**	**-**	**163**	**(5)**	**158**	**-**	**158**
Dividends	**-**	**-**	**(151)**	**-**	**(151)**	**-**	**(151)**
Shares issued under stock option plan	**1**	**-**	**-**	**-**	**1**	**-**	**1**
Shares repurchased *[note 9]*	**(30)**	**-**	**(46)**	**-**	**(76)**	**-**	**(76)**
Share-based compensation	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Balance as at November 30, 2020	**4,573**	**27**	**1,669**	**(104)**	**6,165**	**-**	**6,165**

Three months ended November 30, 2019

	Attributable to equity shareholders						
(millions of Canadian dollars)	Share capital	Contributed surplus	Retained earnings	Accumulated other comprehensive loss	Total	Equity attributable to non controlling interest	Total equity
Balance as at September 1, 2019	4,605	26	1,723	(94)	6,260	3	6,263
Net income	-	-	162	-	162	-	162
Other comprehensive income	-	-	-	5	5	-	5
Comprehensive income	-	-	162	5	167	-	167
Dividends	-	-	(118)	-	(118)	-	(118)
Dividend reinvestment plan	37	-	(37)	-	-	-	-
Distributions declared to non-controlling interest	-	-	-	-	-	(3)	(3)
Shares issued under stock option plan	3	-	-	-	3	-	3
Shares repurchased	(8)	-	(17)	-	(25)	-	(25)
Balance as at November 30, 2019	4,637	26	1,713	(89)	6,287	-	6,287

See accompanying notes.

CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)

(millions of Canadian dollars)	Three months ended November 30, **2020**	2019
OPERATING ACTIVITIES		
Funds flow from operations *[note 14]*	**488**	450
Net change in non-cash balances	**(188)**	(111)
	300	339
INVESTING ACTIVITIES		
Additions to property, plant and equipment *[note 3]*	**(196)**	(270)
Additions to equipment costs (net) *[note 3]*	**(7)**	(11)
Additions to other intangibles *[note 3]*	**(42)**	(28)
Net additions to investments and other assets	**(1)**	(1)
Proceeds on disposal of property, plant and equipment	**14**	-
	(232)	(310)
FINANCING ACTIVITIES		
Increase in short-term borrowings *[note 6]*	**-**	80
Repayment of long-term debt	**-**	(1,250)
Debt arrangement costs	**-**	(1)
Payment of lease liabilities *[note 5]*	**(31)**	(30)
Issue of Class B Non-Voting Shares *[note 9]*	**-**	3
Purchase of Class B Non-Voting Shares *[note 9]*	**(75)**	(25)
Dividends paid on Class A Shares and Class B Non-Voting Shares	**(152)**	(116)
Dividends paid on Preferred Shares	**(2)**	(2)
Payment of distributions to non-controlling interests	**-**	(2)
	(260)	(1,343)
Increase (decrease) in cash	**(192)**	(1,314)
Cash, beginning of the period	**763**	1,446
Cash, end of the period	**571**	132

See accompanying notes.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

November 30, 2020 and November 30, 2019
[all amounts in millions of Canadian dollars, except share and per share amounts]

1. CORPORATE INFORMATION

Shaw Communications Inc. (the "Company") is a diversified Canadian connectivity company whose core operating business is providing: Cable telecommunications, Satellite video services and data networking to residential customers, businesses and public-sector entities ("Wireline"); and wireless services for voice and data communications ("Wireless"). The Company's shares are listed on the Toronto Stock Exchange (TSX), TSX Venture Exchange (TSXV) and New York Stock Exchange (NYSE) (Symbol: TSX - SJR.B, SJR.PR.A, SJR.PR.B, NYSE - SJR, and TSXV - SJR.A).

2. BASIS OF PRESENTATION AND ACCOUNTING POLICIES

Statement of compliance

These condensed interim consolidated financial statements of the Company have been prepared in accordance with International Financial Reporting Standards (IFRS) and in compliance with International Accounting Standard (IAS) 34 *Interim Financial Reporting* as issued by the International Accounting Standards Board (IASB).

The condensed interim consolidated financial statements of the Company for the three months ended November 30, 2020 were authorized for issue by the Audit Committee on January 12, 2021.

Basis of presentation

These condensed interim consolidated financial statements have been prepared primarily under the historical cost convention except as detailed in the significant accounting policies disclosed in the Company's consolidated financial statements for the year ended August 31, 2020 and are expressed in millions of Canadian dollars unless otherwise indicated. The condensed interim consolidated statements of income are presented using the nature classification for expenses.

The notes presented in these condensed interim consolidated financial statements include only significant events and transactions occurring since the Company's last fiscal year end and are not fully inclusive of all matters required to be disclosed by IFRS in the Company's annual consolidated financial statements. As a result, these condensed interim consolidated financial statements should be read in conjunction with the Company's consolidated financial statements for the year ended August 31, 2020.

The condensed interim consolidated financial statements follow the same accounting policies and methods of application as the most recent annual consolidated financial statements.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

November 30, 2020 and November 30, 2019
[all amounts in millions of Canadian dollars, except share and per share amounts]

3. BUSINESS SEGMENT INFORMATION

The Company's chief operating decision makers are the Executive Chair & Chief Executive Officer, the President, and the Executive Vice President, Chief Financial & Corporate Development Officer and they review the operating performance of the Company by segments, which are comprised of Wireline and Wireless. The chief operating decision makers utilize adjusted earnings before interest, income taxes, depreciation and amortization ("adjusted EBITDA") for each segment as a key measure in making operating decisions and assessing performance.

The Wireline segment provides Cable telecommunications services including Video, Internet, WiFi, Phone, Satellite Video and data networking through a national fibre-optic backbone network to Canadian consumers, North American businesses and public-sector entities. The Wireless segment provides wireless services for voice and data communications serving customers in Ontario, British Columbia and Alberta through Freedom Mobile and in British Columbia and Alberta through Shaw Mobile.

Both of the Company's reportable segments are substantially located in Canada. Information on operations by segment is as follows:

Operating information

	Three months ended November 30,	
	2020	2019
Revenue		
Wireline	**1,056**	1,067
Wireless	**317**	318
	1,373	1,385
Intersegment eliminations	**(3)**	(2)
	1,370	1,383
Adjusted EBITDA[(1)]		
Wireline	**532**	517
Wireless	**75**	71
	607	588
Restructuring costs	**(12)**	-
Amortization	**(305)**	(303)
Operating income	**290**	285
Current taxes		
Operating	**35**	32
Other/non-operating	**1**	4
	36	36

(1) Adjusted EBITDA does not have any standardized meaning prescribed by IFRS and is therefore unlikely to be comparable to similar measures presented by other issuers; the Company defines adjusted EBITDA as revenues less operating, general and administrative expenses.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

November 30, 2020 and November 30, 2019
[all amounts in millions of Canadian dollars, except share and per share amounts]

Capital expenditures

	Three months ended November 30,	
	2020	2019
Capital expenditures accrual basis		
Wireline	**154**	194
Wireless	**73**	55
	227	249
Equipment costs (net of revenue)		
Wireline	**7**	11
Capital expenditures and equipment costs (net)		
Wireline	**161**	205
Wireless	**73**	55
	234	260
Reconciliation to Consolidated Statements of Cash Flows		
Additions to property, plant and equipment	**196**	270
Additions to equipment costs (net)	**7**	11
Additions to other intangibles	**42**	28
Total of capital expenditures and equipment costs (net) per Consolidated Statements of Cash Flows	**245**	309
Increase/(decrease) in working capital and other liabilities related to capital expenditures	**3**	(49)
Less: Proceeds on disposal of property, plant and equipment	**(14)**	-
Total capital expenditures and equipment costs (net) reported by segments	**234**	260

4. OTHER CURRENT ASSETS

	November 30, 2020	August 31, 2020
Prepaid expenses	**105**	89
Deferred commission costs(1)	**62**	61
Wireless handset receivables(2)	**124**	127
	291	277

(1) Costs incurred to obtain or fulfill a contract with a customer are capitalized and subsequently amortized as an expense over the average life of a customer.

(2) As described in the revenue and expenses accounting policy detailed in the significant accounting policies disclosed in the Company's consolidated financial statements for the year ended August 31, 2020, these amounts relate to the current portion of wireless handset receivables.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

November 30, 2020 and November 30, 2019
[all amounts in millions of Canadian dollars, except share and per share amounts]

5. LEASE LIABILITIES

Below is a summary of the activity related to the Company's lease liabilities.

August 31, 2020	1,270
Net additions	72
Interest on lease liabilities	11
Interest payments on lease liabilities	(11)
Principal payments of lease liabilities	(31)
Other	-
Balance as at November 30, 2020	**1,311**
Current	113
Long-term	1,157
Balance as at August 31, 2020	1,270
Current	**109**
Long-term	**1,202**
Balance as at November 30, 2020	**1,311**

6. SHORT-TERM BORROWINGS

A summary of our accounts receivable securitization program is as follows:

	Three months ended November 30,	
	2020	2019
Accounts receivable securitization program, beginning of period	**200**	40
Proceeds received from accounts receivable securitization	**-**	80
Repayment of accounts receivable securitization	**-**	-
Accounts receivable securitization program, end of period	**200**	120

	November 30, 2020	August 31, 2020
Trade accounts receivable sold to buyer as security	**492**	446
Short-term borrowings from buyer	**(200)**	(200)
Over-collateralization	**292**	246

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

November 30, 2020 and November 30, 2019
[all amounts in millions of Canadian dollars, except share and per share amounts]

7. PROVISIONS

	Asset retirement obligations $	Restructuring (1)(2) $	Other $	Total $
Balance as at August 31, 2020	79	13	89	181
Additions	-	12	4	16
Accretion	1	-	-	1
Reversal	-	-	(3)	(3)
Payments	-	(2)	-	(2)
Balance as at November 30, 2020	**80**	**23**	**90**	**193**
Current	-	13	88	101
Long-term	79	-	1	80
Balance as at August 31, 2020	79	13	89	181
Current	-	23	90	113
Long-term	80	-	-	80
Balance as at November 30, 2020	**80**	**23**	**90**	**193**

(1) During fiscal 2018 the Company offered a voluntary departure program to a group of eligible employees as part of a total business transformation initiative and in fiscal 2020 restructured certain operations within the Wireline segment and announced a realignment of the senior leadership team. A total of $nil has been paid in fiscal 2021 relating to these initiatives. The remaining costs are expected to be paid out within the next 2 months.

(2) During fiscal 2021, the Company made a number of changes to its organizational structure in an effort to streamline the business, consolidate certain functions, and reduce redundancies between the Wireless and Wireline segments. In connection with the restructuring, the Company recorded $12 in the first quarter primarily related to severance and employee related costs, of which $2 has been paid as at November 30, 2020. The remaining costs are expected to be paid within the next 14 months.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
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[all amounts in millions of Canadian dollars, except share and per share amounts]

8. LONG-TERM DEBT

	November 30, 2020				August 31, 2020		
	Effective interest rates	Long-term debt at amortized cost(1)	Adjustment for finance costs (1)	Long-term debt repayable at maturity	Long-term debt at amortized cost(1)	Adjustment for finance costs (1)	Long-term debt repayable at maturity
	%	$	$	$	$	$	$
Corporate							
Cdn fixed rate senior notes-							
3.80% due November 2, 2023	3.80	**498**	**2**	**500**	498	2	500
4.35% due January 31, 2024	4.35	**499**	**1**	**500**	499	1	500
3.80% due March 1, 2027	3.84	**299**	**1**	**300**	298	2	300
4.40% due November 2, 2028	4.40	**496**	**4**	**500**	496	4	500
3.30% due December 10, 2029	3.41	**495**	**5**	**500**	495	5	500
2.90% due December 9, 2030	2.92	**496**	**4**	**500**	496	4	500
6.75% due November 9, 2039	6.89	**1,421**	**29**	**1,450**	1,421	29	1,450
4.25% due December 9, 2049	4.33	**296**	**4**	**300**	296	4	300
		4,500	**50**	**4,550**	4,499	51	4,550
Other							
Burrard Landing Lot 2 Holdings Partnership	Various	**49**	**-**	**49**	49	-	49
Total consolidated debt		**4,549**	**50**	**4,599**	4,548	51	4,599
Less current portion(2)		**1**	**-**	**1**	1	-	1
		4,548	**50**	**4,598**	4,547	51	4,598

(1) Long-term debt is presented net of unamortized discounts and finance costs.
(2) Current portion of long-term debt includes amounts due within one year in respect of the Burrard Landing loans.

9. SHARE CAPITAL

Changes in share capital during the three months ended November 30, 2020 are as follows:

	Class A Shares		Class B Non-Voting Shares		Series A Preferred Shares		Series B Preferred Shares	
	Number	$	Number	$	Number	$	Number	$
August 31, 2020	22,372,064	2	490,632,833	4,307	10,012,393	245	1,987,607	48
Issued upon stock option plan exercises	-	-	153,999	1	-	-	-	-
Issued upon restricted share unit exercises	-	-	-	-	-	-	-	-
Shares repurchased	-	-	(3,269,444)	(30)	-	-	-	-
November 30, 2020	**22,372,064**	**2**	**487,517,388**	**4,278**	**10,012,393**	**245**	**1,987,607**	**48**

Normal Course Issuer Bid

On November 2, 2020, the Company announced that it had received approval from the TSX to establish a normal course issuer bid (NCIB) program. The program commenced on November 5, 2020 and will remain in effect until November 4, 2021. As approved by the TSX, the Company has the ability to purchase for cancellation up to 24,532,404 Class B Non-Voting Participating Shares ("Class B Non-Voting Shares") representing approximately 5% of all of the issued and outstanding Class B Non-Voting Shares as at October 22, 2020.

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[all amounts in millions of Canadian dollars, except share and per share amounts]

During the three months ended November 30, 2020, the Company purchased 3,269,444 Class B Non-Voting Shares for cancellation for a total cost of approximately $76 under the NCIB program. The average book value of the shares repurchased was $8.78 per share and was charged to share capital. The excess of the market price over the average book value, including transaction costs, was approximately $46 and was charged to retained earnings.

From December 1, 2020 to December 31, 2020, the Company purchased an additional 3,273,356 Class B Non-Voting Shares for cancellation for a total cost of approximately $75 under the NCIB program.

10. EARNINGS PER SHARE

Earnings per share calculations are as follows:

	Three months ended November 30,	
	2020	2019
Numerator for basic and diluted earnings per share ($)		
Net income	**163**	162
Deduct: dividends on Preferred Shares	**(2)**	(2)
Net income attributable to common shareholders	**161**	160
Denominator (millions of shares)		
Weighted average number of Class A Shares and Class B Non-Voting Shares for basic earnings per share	**513**	518
Effect of dilutive securities [(1)]	**-**	-
Weighted average number of Class A Shares and Class B Non-Voting Shares for diluted earnings per share	**513**	518
Basic earnings per share ($)		
Basic and diluted	**0.31**	0.31

(1) The earnings per share calculation does not take into consideration the potential dilutive effect of certain stock options since their impact is anti-dilutive. For the three months ended November 30, 2020, 6,736,626 (November 30, 2019 – 4,966,252) options were excluded from the diluted earnings per share calculation.

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11. REVENUE

Contract assets and liabilities

The table below provides a reconciliation of the significant changes to the current and long-term portion of contract assets and liabilities balances during the year.

	Contract Assets	Contract Liabilities
Balance as at August 31, 2020	172	225
Increase in contract assets from revenue recognized during the year	**51**	**-**
Contract assets transferred to trade receivables	**(41)**	**-**
Contract terminations transferred to trade receivables	**(5)**	**-**
Revenue recognized included in contract liabilities at the beginning of the year	**-**	**(213)**
Increase in contract liabilities during the year	**-**	**212**
Balance as at November 30, 2020	**177**	**224**

	Contract Assets	Contract Liabilities
Current	132	211
Long-term	40	14
Balance as at August 31, 2020	172	225
Current	**138**	**210**
Long-term	**39**	**14**
Balance as at November 30, 2020	**177**	**224**

Deferred commission cost assets

The table below provides a summary of the changes in the deferred commission cost assets recognized from the incremental costs incurred to obtain contracts with customers during the three months ended November 30, 2020. We believe these amounts to be recoverable through the revenue earned from the related contracts. The deferred commission cost assets are presented within other current assets (when they will be amortized into net income within twelve months of the date of the financial statements) or other long-term assets.

August 31, 2020	98
Additions to deferred commission cost assets	**20**
Amortization recognized on deferred commission cost assets	**(20)**
Balance as at November 30, 2020	**98**

Current	61
Long-term	37
Balance as at August 31, 2020	98
Current	**62**
Long-term	**36**
Balance as at November 30, 2020	**98**

Commission costs are amortized over a period ranging from 24 to 36 months.

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[all amounts in millions of Canadian dollars, except share and per share amounts]

Disaggregation of revenue

	Three months ended November 30,	
	2020	2019
Services		
Wireline - Consumer	**911**	924
Wireline - Business	**145**	143
Wireless	**215**	196
	1,271	1,263
Equipment and other		
Wireless	**102**	122
	102	122
Intersegment eliminations	**(3)**	(2)
Total revenue	**1,370**	1,383

Remaining performance obligations

The following table includes revenues expected to be recognized in the future related to performance obligations that are unsatisfied (or partially unsatisfied) as at November 30, 2020.

	Within 1 year	**Within 2 years**	**Within 3 years**	**Within 4 years**	**Within 5 years**	**Thereafter**	**Total**
Wireline	1,501	596	151	87	26	-	2,361
Wireless	414	118	-	-	-	-	532
Total	**1,915**	**714**	**151**	**87**	**26**	**-**	**2,893**

When estimating minimum transaction prices allocated to the remaining unfilled, or partially unfulfilled, performance obligations, Shaw applied the practical expedient to not disclose information about remaining performance obligations that have original expected duration of one year or less and for those contracts where we bill the same value as that which is transferred to the customer. The estimated amounts disclosed are based upon contractual terms and maturities. Revenues recognized based on actual minimum transaction price, and the timing thereof, will differ from these estimates due to the frequency with which the actual durations of contracts with customers do not match their contractual maturities.

12. OPERATING, GENERAL AND ADMINISTRATIVE EXPENSES AND RESTRUCTURING COSTS

	Three months ended November 30,	
	2020	2019
Employee salaries and benefits(1)	**153**	157
Purchase of goods and services	**622**	638
	775	795

(1) For the three months ended November 30, 2020, employee salaries and benefits include $12 (2019 - $nil) in restructuring costs.

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13. OTHER COMPREHENSIVE INCOME AND ACCUMULATED OTHER COMPREHENSIVE LOSS

Components of other comprehensive income and the related income tax effects for the three months ended November 30, 2020 are as follows:

	Amount	Income taxes	Net
Items that may subsequently be reclassified to income			
Change in unrealized fair value of derivatives designated as cash flow hedges	**(1)**	**-**	**(1)**
Adjustment for hedged items recognized in the period	**1**	**-**	**1**
	-	**-**	**-**
Items that will not be subsequently reclassified to income			
Remeasurements on employee benefit plans	**(7)**	**2**	**(5)**
	(7)	**2**	**(5)**

Components of other comprehensive income and the related income tax effects for the three months ended November 30, 2019 are as follows:

	Amount	Income taxes	Net
Items that may subsequently be reclassified to income			
Change in unrealized fair value of derivatives designated as cash flow hedges	-	-	-
Adjustment for hedged items recognized in the period	-	-	-
	-	-	-
Items that will not be subsequently reclassified to income			
Remeasurements on employee benefit plans	7	(2)	5
	7	(2)	5

Accumulated other comprehensive loss is comprised of the following:

	November 30, 2020	August 31, 2020
Items that may subsequently be reclassified to income		
Change in unrealized fair value of derivatives designated as cash flow hedges	**(5)**	(5)
Items that will not be subsequently reclassified to income		
Remeasurements on employee benefit plans	**(99)**	(94)
	(104)	(99)

14. CONSOLIDATED STATEMENTS OF CASH FLOWS

(i) Funds flow from operations

	Three months ended November 30,	
	2020	2019
Net income from operations	**163**	162
Adjustments to reconcile net income to funds flow from operations:		
Amortization	**306**	304
Deferred income tax expense	**22**	12
Defined benefit pension plans	**-**	(2)
Net change in contract asset balances	**(5)**	(28)
Other	**2**	2
Funds flow from operations	**488**	450

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
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November 30, 2020 and November 30, 2019
[all amounts in millions of Canadian dollars, except share and per share amounts]

(ii) Interest and income taxes paid and interest received and classified as operating activities are as follows:

	Three months ended November 30,	
	2020	2019
Interest paid	**75**	109
Income taxes paid (net of refunds)	**94**	34
Interest received	**2**	4

(iii) Non-cash transactions:

The Consolidated Statements of Cash Flows exclude the following non-cash transactions:

	Three months ended November 30,	
	2020	2019
Issuance of Class B Non-Voting Shares:		
Dividend reinvestment plan	**-**	37

15. FAIR VALUE

Fair value estimates are made at a specific point in time, based on relevant market information and information about the financial instrument. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and, therefore, cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

Financial instruments

The fair value of financial instruments has been determined as follows:

(i) Current assets and current liabilities

The fair value of financial instruments included in current assets and current liabilities approximates their carrying value due to their short-term nature.

(ii) Investments and other assets and other long-term assets

The fair value of publicly traded investments is determined by quoted market prices. Investments in private entities which do not have quoted market prices in an active market and whose fair value cannot be readily measured are carried at approximate fair value. No published market exists for such investments. These equity investments have been made as they are considered to have the potential to provide future benefit to the Company and accordingly, the Company has no current intention to dispose of these investments in the near term. The fair value of long-term receivables approximates their carrying value as they are recorded at the net present values of their future cash flows, using an appropriate discount rate.

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(iii) Long-term debt

The carrying value of long-term debt is at amortized cost based on the initial fair value as determined at the time of issuance or at the time of a business acquisition. The fair value of publicly traded notes is based upon current trading values. The fair value of finance lease obligations is determined by discounting future cash flows using a rate for loans with similar terms, conditions and maturity dates. The carrying value of bank credit facilities approximates fair value as the debt bears interest at rates that fluctuate with market values. Other notes and debentures are valued based upon current trading values for similar instruments.

The carrying value and estimated fair value of long-term debt are as follows:

	November 30, 2020		August 31, 2020	
	Carrying value	**Estimated fair value**	Carrying value	Estimated fair value
Liabilities				
Long-term debt (including current portion)(1)	**4,549**	**5,561**	4,548	5,613

(1) Level 2 fair value – determined by valuation techniques using inputs based on observable market data, either directly or indirectly, other than quoted prices.

(iv) Other long-term liabilities

The fair value of contingent consideration arising from a business acquisition is determined by calculating the present value of the probability weighted assessment of the likelihood that revenue targets will be met and the estimated timing of such payments.

(v) Derivative financial instruments

The fair value of US currency forward purchase contracts is determined by an estimated credit-adjusted mark-to-market valuation using observable forward exchange rates at the end of reporting periods and contract forward rates.

This is **Exhibit D** in support of the

Affidavit of Christopher Hickey,

solemnly affirmed before me on April 22, 2022

in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely

DocuSigned by:

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Commissioner for Taking Affidavits

Geoff Batstone

Shaw)

NEWS RELEASE

Shaw Announces Third Quarter and Year-to-Date Fiscal 2021 Results

- **Shaw delivers third quarter financial and subscriber performance in line with expectations and confirms the Company remains on track to achieve its current fiscal 2021 guidance**
- **Shaw shareholders overwhelmingly voted in favour of the proposed business combination with Rogers Communications at special meeting of shareholders held on May 20, 2021**
- **The Company redeemed all its issued and outstanding preferred shares on June 30, 2021 for an aggregate redemption price of $300 million**

Calgary, Alberta (June 30, 2021) – Shaw Communications Inc. ("Shaw" or the "Company") announces consolidated financial and operating results for the quarter ended May 31, 2021. Consolidated revenue increased by 4.8% to $1.38 billion, adjusted EBITDA[1] increased 5.4% year-over-year to $642 million and net income increased 92.4% to $354 million. Third quarter results include incremental Wireline Consumer revenue of approximately $20 million related to the release of a provision following the Canadian Radio-television and Telecommunications Commission (CRTC) decision on final aggregated Third Party Internet Access (TPIA) rates, substantially offset by approximately $25 million higher employee related costs primarily driven by equity-based compensation due to the significant increase in Shaw's share price and adjustments to employee benefit provisions. Excluding the aforementioned items, consolidated revenue and adjusted EBITDA increased approximately 3.3% and 6.2%, respectively.

"Following nearly two years of regulatory uncertainty impacting our industry, the recent decisions by the CRTC have restored confidence in the regulatory framework and provided the necessary certainty to make the generational facilities–based investments that are required and critical in support of the latest technologies, strong competition and choice for more Canadians. By Shaw and Rogers coming together, the combined entity will have the scale, assets and capabilities to confidently invest billions of dollars that will serve future generations, help to close the digital divide and deliver coast-to-coast 5G service throughout Canada," said Brad Shaw, Executive Chair & Chief Executive Officer.

Shaw and Rogers Transaction

On March 15, 2021, Shaw announced that it entered into an arrangement agreement (the "Arrangement Agreement") with Rogers Communications Inc. ("Rogers"), under which Rogers will acquire all of Shaw's issued and outstanding Class A Participating Shares ("Class A Shares") and Class B Non-Voting Participating Shares ("Class B Shares") in a transaction valued at approximately $26 billion, inclusive of approximately $6 billion of Shaw debt (the "Transaction"). Holders of Class A Shares and Class B Shares (other than the Shaw Family Living Trust, the controlling shareholder of Shaw, and related persons (collectively, the "Shaw Family Shareholders")) will receive $40.50 per share in cash. The Shaw Family Shareholders will receive 60% of the consideration for their shares in the form of Class B Non-Voting Shares of Rogers ("Rogers Shares") on the basis of the volume-weighted average trading price for the

[1] Adjusted EBITDA is a non-GAAP financial measure and should not be considered a substitute or alternative for GAAP measures. This is not a defined term under IFRS and does not have a standardized meaning, and therefore may not be a reliable way to compare us to other companies. Additional information about this measure, including a quantitative reconciliation to the most directly comparable financial measure in the Company's Consolidated Financial Statements, is incorporated by reference to "Non-GAAP and additional financial measures" in the management's discussion and analysis (MD&A) dated June 30, 2021 for the three-month period ending May 31, 2021, available on SEDAR at www.sedar.com.

Rogers Shares for the 10 trading days ending March 12, 2021, and the balance in cash. As at March 13, 2021, when the Arrangement Agreement was signed, the value of the consideration attributable to the Class A Shares and Class B Shares held by the Shaw Family Shareholders (calculated using the volume-weighted average trading price for the Rogers Shares for the 10 trading days ending March 12, 2021) was equivalent to $40.50 per share.

The Transaction is being implemented by way of a court-approved plan of arrangement under the *Business Corporations Act* (Alberta). At the special meeting of Shaw shareholders held on May 20, 2021, the Company obtained approval of the plan of arrangement by the holders of Shaw's Class A Shares and Class B Shares in the manner required by the interim order granted by the Court of Queen's Bench of Alberta on April 19, 2021. On May 25, 2021, the Court of Queen's Bench of Alberta issued a final order approving the plan of arrangement.

The Transaction remains subject to other customary closing conditions including approvals from certain Canadian regulators. Shaw and Rogers are working cooperatively and constructively with the Competition Bureau, Innovation, Science and Economic Development Canada (ISED) and the CRTC in order to secure the requisite approvals. Subject to receipt of all required approvals and satisfaction of all closing conditions, closing of the Transaction is expected to occur in the first half of 2022.

On May 28, 2021, the Company announced the redemption of all of its issued and outstanding Cumulative Redeemable Rate Reset Class 2 Preferred Shares, Series A (the "Series A Shares") and Cumulative Redeemable Floating Rate Class 2 Preferred Shares, Series B (the "Series B Shares" and, together with the Series A Shares, the "Preferred Shares") in accordance with their terms (as set out in the Company's articles) on June 30, 2021 (the "Redemption Date") at a price equal to $25.00 per Preferred Share (the "Redemption Price"), less any tax required to be deducted or withheld.

On the Redemption Date, there were 10,012,393 Series A Shares and 1,987,607 Series B Shares issued and outstanding. Accordingly, the aggregate Redemption Price paid by Shaw on the Redemption Date to redeem the Preferred Shares was $300 million.

On April 14, 2021, the Company's Board of Directors declared a dividend of $0.17444 per Series A Share and $0.12956 per Series B Share, each payable on June 30, 2021 to holders of record on June 15, 2021. These were the final dividends on the Preferred Shares, which were paid separately from the aggregate Redemption Price and in the usual manner. Following payment of the June 30, 2021 dividends, there were no accrued and unpaid dividends on the Preferred Shares.

Further information regarding the Transaction is contained in the management information circular filed April 23, 2021 on Shaw's SEDAR profile at www.sedar.com and EDGAR profile at www.sec.gov/edgar.shtml.

Third Quarter Fiscal 2021

In the third quarter, the Company added approximately 51,000 new Wireless customers. Postpaid net additions of approximately 46,600 in the quarter were driven by the continued momentum of Shaw Mobile. Wireless service revenue growth of 9.2% is due to subscriber growth, partially offset by lower ARPU[2]. As the Company continues to scale its lower revenue Shaw Mobile customer base, third quarter Wireless ARPU decreased 5.1% from the prior year period to $36.94; however, an increase in customers signing up for our bundled offerings and Internet migration to faster speed tiers continues to accelerate which led to Internet revenue growth. Wireless postpaid churn[3] of 1.07% improved approximately 18-basis points from

[2] ARPU is a supplementary financial measure which may not be comparable to similar measures presented by other issuers. Additional information about this supplementary financial measure is incorporated by reference to "Key Performance Drivers" in the MD&A dated June 30, 2021 for the three-month period ending May 31, 2021, available on SEDAR at www.sedar.com.

[3] Wireless postpaid churn is a metric used to measure the Company's success in retaining Wireless subscribers. Additional information about this metric is incorporated by reference to "Key Performance Drivers" in the MD&A dated June 30, 2021 for the three-month period ending May 31, 2021, available on SEDAR at www.sedar.com.

the second quarter of fiscal 2021 and marginally increased from the record low churn of 0.96% in the third quarter of fiscal 2020.

In the quarter, Consumer RGU[4] losses of approximately 36,300 continued its improving trend, led by Internet RGU additions of approximately 1,300 as customers continue to bundle their Internet and Wireless service together. Third quarter Wireline revenue increased 1.6% year-over-year to $1.08 billion and adjusted EBITDA increased 3.7% to $527 million. Third quarter Wireline financial results include approximately $20 million of incremental revenue due to the release of a provision following the CRTC decision on final aggregated TPIA rates, substantially offset by approximately $25 million higher employee related costs primarily driven by equity-based compensation due to the significant increase in Shaw's share price and adjustments to employee benefit provisions. Excluding the aforementioned items, Wireline revenue decreased 0.3% and adjusted EBITDA increased 4.7%, resulting in adjusted EBITDA margin[5] of 50.2% compared to 47.8% in the prior year period.

Selected Financial Highlights

	Three months ended May 31,			Nine months ended May 31,		
(millions of Canadian dollars except per share amounts)	**2021**	2020	Change %	**2021**	2020	Change %
Revenue	**1,375**	1,312	4.8	**4,132**	4,058	1.8
Adjusted EBITDA(1)	**642**	609	5.4	**1,886**	1,797	5.0
Adjusted EBITDA Margin(1)	**46.7%**	46.4%	0.6	**45.6%**	44.3%	2.9
Free Cash Flow(2)	**307**	221	38.9	**781**	595	31.3
Net income	**354**	184	92.4	**734**	513	43.1
Earnings per share						
Basic	**0.71**	0.35		**1.44**	0.98	
Diluted	**0.70**	0.35		**1.44**	0.98	

(1) See "Non-GAAP and additional financial measures" in the accompanying MD&A.

(2) Free cash flow is a non-GAAP financial measure and should not be considered a substitute or alternative for GAAP measures. This is not a defined term under IFRS and does not have a standardized meaning, and therefore may not be a reliable way to compare us to other companies. Additional information about this measure, including a quantitative reconciliation to the most directly comparable financial measure in the Company's Consolidated Financial Statements, is incorporated by reference to "Non-GAAP and additional financial measures" in the MD&A dated June 30, 2021 for the three-month period ending May 31, 2021, available on SEDAR at www.sedar.com.

In the quarter, the Company added approximately 51,000 net Wireless RGUs, consisting of approximately 46,600 postpaid additions and 4,400 prepaid additions. Wireless service revenue for the three-month period increased 9.2% to $225 million over the comparable period in fiscal 2020 due to the increased subscriber base, including significant Shaw Mobile additions in the quarter. Third quarter ARPU decreased 5.1% year-over-year to $36.94. Wireless equipment revenue for the three-month period increased 58.7% to $73 million mainly due to increased device sales. Third quarter Wireless adjusted EBITDA of $115 million grew 13.9% year-over-year, primarily due to continued service revenue growth and improved equipment margins partially offset by higher IT, network and advertising costs relative to the prior year. Wireless adjusted EBITDA margin of 38.6% compared to 40.1% in the prior year primarily due to equipment sales being a higher proportion of wireless revenues in the current period.

Consumer RGUs declined by approximately 36,300 in the quarter compared to a loss of approximately 47,500 in the third quarter of fiscal 2020. The current quarter includes an improvement in Internet RGUs with a gain of approximately 1,300 compared to a loss of 5,100 in the same period last year. The mature

[4] RGUs is a metric used to measure the count of subscribers in the Company's Wireline and Wireless segments. Additional information about this metric is incorporated by reference to "Key Performance Drivers" in the MD&A dated June 30, 2021 for the three-month period ending May 31, 2021, available on SEDAR at www.sedar.com.

[5] Adjusted EBITDA margin is a non-GAAP ratio. Adjusted EBITDA margin is not a standardized measure under IFRS and may not be a reliable way to compare us to other companies. Additional information about this measure is incorporated by reference to "Non-GAAP and additional financial measures" in the MD&A dated June 30, 2021 for the three-month period ending May 31, 2021, available on SEDAR at www.sedar.com.

products within the Consumer division, including Video, Satellite and Phone declined in the aggregate by 37,600 RGUs. During the quarter, the Company introduced Shaw Gig WiFi, leveraging the best in-home technology to give customers the faster speeds, lower latency and more consistent WiFi signal they need to connect all their devices. Through continued broadband product enhancements and Shaw Mobile bundling initiatives, the Company is focused on profitable subscriber growth and reducing household churn.

Third quarter Wireline revenue of $1.08 billion increased 1.6% and adjusted EBITDA of $527 million increased 3.7% year-over-year. Consumer revenue of $935 million increased 1.3% compared to the prior year period due to the incremental $20 million in revenue related to the final aggregated TPIA rates that date back to August 2019. Excluding the TPIA adjustment, Consumer revenue decreased 0.9% as growth in Internet revenue was offset by declines in Video, Satellite and Phone subscribers and revenue. Business revenue increased 3.6% to $145 million with Internet revenue growth and continued demand for the Smart suite of products, partially offset by lower Video revenue primarily related to the impacts of COVID-19 on the hospitality sector. Third quarter Wireline adjusted EBITDA increased 3.7% year-over-year due to higher Wireline revenue, including the TPIA adjustment, proactive base management, and lower bad debt expense, partially offset by increased employee related costs primarily driven by equity-based compensation due to the significant increase in Shaw's share price and adjustments to employee benefit provisions, as well as increased advertising and customer care expenses in the quarter. Excluding the $20 million TPIA adjustment and the higher employee related costs of approximately $25 million, Wireline adjusted EBITDA increased 4.7% compared to the prior year period.

Capital expenditures in the third quarter of $233 million were $35 million, or 13.1%, lower than the prior year period. Wireline capital spending decreased $32 million compared to the third quarter of fiscal 2020 primarily due to a decrease in success-based capital while Wireless spending was relatively flat compared to the prior year period.

Free cash flow for the quarter of $307 million compared to $221 million in the prior year period. The increase was primarily due to higher adjusted EBITDA, lower capital spending, and a $35 million reduction of tax related interest expense.

Net income for the third quarter of fiscal 2021 of $354 million compared to $184 million in the third quarter of fiscal 2020. The increase of $170 million was due mainly to an increase in adjusted EBITDA of $33 million and a revision to liabilities for uncertain tax positions that became statute barred in the period, which reduced income tax expense by $125 million and interest expense by $35 million. These increases in net income were offset by $18 million of non-operating costs related to the Transaction.

Fiscal 2021 Guidance

The Company confirms that it remains on track to meet its fiscal 2021 guidance of adjusted EBITDA growth over fiscal 2020, consolidated capital investments of approximately $1.0 billion. In light of the Company's performance to date, the Company now expects free cash flow will exceed $800 million in fiscal 2021.

The severity and duration of impacts from the COVID-19 pandemic remain uncertain and management continues to focus on the safety of our people, most of whom continue to work from home, connectivity of our customer base, compliance with guidelines and requirements issued by various health authorities and government organizations, and continuity of other critical business operations. During the third quarter of fiscal 2021, the Company continued to experience a reduction in overall Wireline subscriber activity, an increase in wireline network usage as well as extended peak hours, increased demand for Wireless voice services, a decrease in Wireless roaming revenue, customer payments substantially in-line with historical trends, and an increase in credits provided for, as well as the reduction or cancellation of Shaw Business customer accounts.

While the financial impacts from COVID-19 in the third quarter of fiscal 2021 were not material, the situation is still uncertain in terms of its magnitude, outcome, duration, resurgence, emergence of variants, and/or subsequent waves. Consumer behavior impacts remain uncertain and could still change materially, including the potential downward migration of services, acceleration of cord-cutting and reduced ability of certain customers to pay their bills. Shaw Business primarily serves the small and medium sized market, which is also particularly vulnerable to COVID-19 related restrictions, including mandated closures, capacity restrictions, self-quarantines or further social distancing requirements.

The Company believes its business and facilities-based networks provide critical and essential services to Canadians which remained resilient throughout the pandemic and will continue to be resilient in this dynamic and uncertain environment. Management continues to actively monitor the impacts to the business and make the appropriate adjustments to operating and capital expenditures to reflect the evolving environment. Considering the ongoing presence of COVID-19, the speed at which it develops and/or changes, and the continued uncertainty of the magnitude, outcome, duration, resurgence, emergence of variants, and/or subsequent waves of the pandemic or the potential efficacy and continued availability and distribution of any COVID-19 vaccines, the current estimates of our operational and financial results which underlie our outlook for fiscal 2021 are subject to a significantly higher degree of uncertainty. Any estimate of the length and severity of these developments is therefore subject to uncertainty, as are our estimates of the extent to which the COVID-19 pandemic may, directly or indirectly, materially and adversely affect our operations, financial results, and condition in future periods.

The Transaction could cause the attention of management of the Company to be diverted from the day-to-day operations of the Company. These disruptions could be exacerbated by a delay in the completion of the Transaction and could have an adverse effect on the current and future business, operations, results of operations, financial condition and prospects of the Company. Because the completion of the Transaction is subject to significant uncertainty, officers and employees of the Company may experience uncertainty about their future roles with the Company, which may adversely affect the Company's ability to attract or retain key management and personnel in the period until the completion or termination of the Arrangement Agreement.

In addition, third parties with which the Company currently has business relationships or may have business relationships in the future, including industry partners, regulators, customers and suppliers, may experience uncertainty associated with the Transaction, including with respect to current or future relationships with the Company or Rogers. Such uncertainty could have a material and adverse effect on the current and future business, operations, results of operations, financial condition and prospects of the Company.

As at the end of May 31, 2021, the Company's net debt leverage ratio[6] of 2.4x was below its target leverage range of 2.5x to 3.0x. In the third quarter, Shaw repurchased 1,559,202 Class B Shares for approximately $36 million. For the nine months ended May 31, 2021, the Company purchased 14,783,974 Class B Shares for cancellation for a total cost of approximately $336 million. In connection with the announcement of the proposed Transaction on March 15, 2021, the Company suspended share buybacks under its normal course issuer bid (NCIB) program.

Mr. Shaw concluded, "Our third quarter and year-to-date results reflect our balanced approach to profitable subscriber growth, improved customer experience, and solid execution throughout the organization. While we continue to navigate the COVID-19 pandemic, I am optimistic that returning to our normal routine is imminent and that connectivity will remain just as important to Canadians. As significant network investments we have made in the past enabled us to provide critical connectivity during their time of need through COVID, our combination with Rogers will serve future generations with a robust 5G service and by reaching deeper into rural, remote and Indigenous communities. With a successful shareholder vote completed and court approval obtained, we turn our focus to working closely with Rogers to obtain the required regulatory approvals to close the Transaction."

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[6] Net debt leverage ratio is a non-GAAP ratio and net debt, which is a component of net debt leverage ratio, is a non-GAAP financial measure. Net debt leverage ratio and net debt are not standardized measures under IFRS and may not be a reliable way to compare us to other companies. Additional information about these measures is incorporated by reference to "Non-GAAP and additional financial measures" in the MD&A dated June 30, 2021 for the three-month period ending May 31, 2021, available on SEDAR at www.sedar.com.

Shaw Communications Inc. is a leading Canadian connectivity company. The Wireline division consists of Consumer and Business services. Consumer serves residential customers with broadband Internet, Shaw Go WiFi, video and digital phone. Business provides business customers with Internet, data, WiFi, digital phone and video services. The Wireless division provides wireless voice and LTE data services.

Shaw is traded on the Toronto and New York stock exchanges and is included in the S&P/TSX 60 Index (Symbol: TSX – SJR.B, NYSE – SJR, and TSXV – SJR.A). For more information, please visit www.shaw.ca

The accompanying MD&A forms part of this news release and the "Caution concerning forward-looking statements" applies to all the forward-looking statements made in this news release.

For more information, please contact:
Shaw Investor Relations
Investor.relations@sjrb.ca

Shaw Communications Inc.

MANAGEMENT'S DISCUSSION AND ANALYSIS
For the three and nine months ended May 31, 2021

June 30, 2021

Contents

Advisories

The following Management's Discussion and Analysis (MD&A) of Shaw Communications Inc. is dated June 30, 2021 and should be read in conjunction with the condensed interim Consolidated Financial Statements and Notes thereto for the three and nine-month periods ended May 31, 2021 and the 2020 Annual Consolidated Financial Statements, the Notes thereto and related MD&A included in the Company's 2020 Annual Report. The financial information presented herein has been prepared on the basis of International Financial Reporting Standards (IFRS) for interim financial statements and is expressed in Canadian dollars unless otherwise indicated. References to "Shaw," the "Company," "we," "us" or "our" mean Shaw Communications Inc. and its subsidiaries and consolidated entities, unless the context otherwise requires.

Caution concerning forward-looking statements

Statements included in this MD&A that are not historic constitute "forward-looking information" within the meaning of applicable securities laws. They can generally be identified by words such as "anticipate," "believe," "expect," "plan," "intend," "target," "goal" and similar expressions (although not all forward-looking statements contain such words). Forward looking statements in this MD&A may include, but are not limited to statements relating to:

- the expected impact of the COVID-19 pandemic;
- future capital expenditures;
- proposed asset acquisitions and dispositions;
- anticipated benefits of the Transaction (as defined below) to Shaw and its securityholders, including corporate, operational, scale and other synergies and the timing thereof;
- the timing, receipt and conditions of required regulatory or other third party approvals, including but not limited to the receipt of applicable approvals under the *Broadcasting Act* (Canada), the

Competition Act (Canada) and the *Radiocommunication Act* (Canada) (collectively, the "Key Regulatory Approvals") related to the Transaction;
- the ability of the Company and Rogers to satisfy the other conditions to the closing of the Transaction and the anticipated timing for closing of the Transaction;
- expected cost efficiencies;
- financial guidance and expectations for future performance;
- business and technology strategies and measures to implement strategies;
- the Company's equity investments, joint ventures, and partnership arrangements;
- expected growth in subscribers and the products/services to which they subscribe;
- competitive strengths and pressures;
- expected project schedules, regulatory timelines, completion/in-service dates for the Company's capital and other projects;
- the expected number of retail outlets;
- the expected impact of new accounting standards, recently adopted or expected to be adopted in the future;
- the effectiveness of any changes to the design and performance of the Company's internal controls and procedures;
- the expected impact of changes in laws, regulations, decisions by regulators or other actions by governments or regulators on the Company's business, operations and/or financial performance or the markets in which the Company operates;
- the expected impact of any emergency measures implemented or withdrawn by governments or regulators;
- timing of new product and service launches;
- the resiliency and performance of the Company's wireline and wireless networks;
- the deployment of: (i) network infrastructure to improve capacity and coverage and (ii) new technologies, including but not limited to next generation wireless and wireline technologies such as 5G and IPTV, respectively;
- expected changes in the Company's market share;
- the cost of acquiring and retaining subscribers and deployment of new services;
- expansion of and changes in the Company's business and operations and other goals and plans; and
- execution and success of the Company's current and long term strategic initiatives.

All of the forward-looking statements made in this MD&A are qualified by these cautionary statements.

Forward-looking statements are based on assumptions and analyses made by the Company in light of its experience and its perception of historical trends, current conditions and expected future developments as well as other factors it believes are appropriate in the circumstances as of the current date. The Company's management believes that its assumptions and analysis in this MD&A are reasonable and that the expectations reflected in the forward-looking statements contained herein are also reasonable based on the information available on the date such statements are made and the process used to prepare the information. Considering the uncertain and changing circumstances surrounding the COVID-19 pandemic and the related response from the Company, governments (federal, provincial and municipal), regulatory authorities, businesses and customers, there continues to be inherently more uncertainty associated with the Company's assumptions as compared to prior periods.

These assumptions, many of which are confidential, include but are not limited to management expectations with respect to:
- general economic conditions, which includes the impact on the economy and financial markets of the COVID-19 pandemic and other health risks;
- the impact of the COVID-19 pandemic and other health risks on the Company's business, operations, capital resources and/or financial results;
- anticipated benefits of the Transaction to the Company and its security holders;

- the timing, receipt and conditions of required regulatory or other third-party approvals, including but not limited to the receipt of the Key Regulatory Approvals related to the Transaction;
- the ability of the Company and Rogers to satisfy the other conditions to closing of the Transaction in a timely manner and the completion of the Transaction on expected terms;
- the ability of Rogers to obtain the debt financing required to complete the Transaction through the satisfaction of the limited conditions of the debt commitment letter for the debt financing and the absence of events that would prevent Rogers from consummating the debt financing;
- the ability to successfully integrate the Company with Rogers in a timely manner;
- the impact of the announcement of the Transaction and the dedication of substantial Company resources to pursuing the Transaction on the Company's ability to maintain its current business relationships (including with current and prospective employees, customers and suppliers) and its current and future operations, financial condition and prospects;
- the ability to satisfy the other expectations and assumptions concerning the Transaction and the operations and capital expenditure plans for the Company following completion of the Transaction;
- future interest rates;
- previous performance being indicative of future performance;
- future income tax rates;
- future foreign exchange rates;
- technology deployment;
- future expectations and demands of our customers;
- subscriber growth;
- incremental costs associated with growth in wireless handset sales;
- pricing, usage and churn rates;
- availability and cost of programming, content, equipment, and devices;
- industry structure, conditions and stability;
- regulation, legislation or other actions by governments or regulators (and the impact or projected impact on the Company's business);
- the implementation or withdrawal of any emergency measures by governments or regulators (and the impact or projected impact on the Company's business, operations, and/or financial results);
- access to key suppliers and third-party service providers and their goods and services required to execute on the Company's current and long-term strategic initiatives on commercially reasonable terms;
- key suppliers performing their obligations within the expected timelines;
- retention of key employees;
- the Company being able to successfully deploy (i) network infrastructure required to improve capacity and coverage, and (ii) new technologies, including but not limited to next generation wireless and wireline technologies such as 5G and IPTV, respectively;
- operating expenses and capital cost estimates associated with the implementation of enhanced health and safety measures for the Company's offices, retail stores and employees to reduce the spread of COVID-19;
- the Company's access to sufficient retail distribution channels;
- the Company's access to the spectrum resources required to execute on its current and long-term strategic initiatives; and
- the Company being able to execute on its current and long term strategic initiatives.

You should not place undue reliance on any forward-looking statements. Many risk factors, including those not within the Company's control, may cause the Company's actual results to be materially different from the views expressed or implied by such forward-looking statements, including but not limited to:

- changes in general economic, market and business conditions including the impact of the COVID-19 pandemic and other health risks, on the economy and financial markets which may have a material adverse effect on the Company's business, operations, capital resources and/or financial results;

- increased operating expenses and capital costs associated with the implementation of enhanced health and safety measures for the Company's offices, retail stores and employees in response to the COVID-19 pandemic;
- the failure of the Company and Rogers to receive, in a timely manner and on satisfactory terms, the necessary regulatory or other third-party approvals, including but not limited to the Key Regulatory Approvals required to close the Transaction;
- the ability to satisfy, in a timely manner, the other conditions to the closing of the Transaction;
- the ability to complete the Transaction on the terms contemplated by the arrangement agreement (the "Arrangement Agreement") between the Company and Rogers;
- the ability to successfully integrate the Company with Rogers in a timely manner;
- the ability of Rogers to obtain the debt financing required to complete the Transaction through the satisfaction of the limited conditions of the debt commitment letter for the debt financing and the absence of events that would prevent Rogers from consummating the debt financing;
- the Company's failure to complete the Transaction for any reason could materially negatively impact the trading price of the Company's securities;
- the announcement of the Transaction and the dedication of substantial Company resources to pursuing the Transaction may adversely impact the Company's current business relationships (including with current and prospective employees, customers and suppliers) and its current and future operations, financial condition and prospects;
- the failure of the Company to comply with the terms of the Arrangement Agreement may, in certain circumstances, result in the Company being required to pay the termination fee to Rogers, the result of which will or could have a material adverse effect on the Company's financial position and results of operations and its ability to fund growth prospects and current operations;
- changes in interest rates, income taxes and exchange rates;
- changes in the competitive environment in the markets in which the Company operates and from the development of new markets for emerging technologies;
- changing industry trends, technological developments and other changing conditions in the entertainment, information and communications industries;
- changes in laws, regulations and decisions by regulators, or other actions by governments or regulators, that affect the Company or the markets in which it operates;
- any emergency measures implemented or withdrawn by governments or regulators;
- technology, privacy, cyber security and reputational risks;
- disruptions to service, including due to network failure or disputes with key suppliers;
- the Company's ability to execute its strategic plans and complete its capital and other projects by the completion date;
- the Company's ability to grow subscribers and market share;
- the Company's ability to have and/or obtain the spectrum resources required to execute on its current and long-term strategic initiatives;
- the Company's ability to gain sufficient access to retail distribution channels;
- the Company's ability to access key suppliers and third-party service providers and their goods and services required to execute on its current and long-term strategic initiatives on commercially reasonable terms;
- the ability of key suppliers to perform their obligations within expected timelines;
- the Company's ability to retain key employees;
- the Company's ability to achieve cost efficiencies;
- the Company's ability to complete the deployment of (i) network infrastructure required to improve capacity and coverage and (ii) new technologies, including but not limited to next generation wireless and wireline technologies such as 5G and IPTV, respectively;
- opportunities that may be presented to and pursued by the Company;
- the Company's ability to recognize and adequately respond to climate change concerns or public and governmental expectations on environmental matters;
- the Company's status as a holding company with separate operating subsidiaries; and

- other factors described in the Company's fiscal 2020 Annual MD&A under the heading "Known Events, Trends, Risks and Uncertainties."

The foregoing is not an exhaustive list of all possible risk factors. Should one or more of these risks materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results may vary materially from those described in the Company's fiscal 2020 Annual MD&A and this MD&A. This MD&A provides certain future-oriented financial information or financial outlook (as such terms are defined in applicable securities laws), including the financial guidance and assumptions disclosed under "Outlook." Shaw discloses this information because it believes that certain investors, analysts and others utilize this and other forward-looking information to assess Shaw's expected operational and financial performance, and as an indicator of its ability to service debt and pay dividends to shareholders. The Company cautions that such financial information may not be appropriate for this or other purposes.

Any forward-looking statement speaks only as of the date on which it was originally made and, except as required by law, the Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statement to reflect any change in related assumptions, events, conditions or circumstances. All forward-looking statements contained in this MD&A are expressly qualified by this statement.

Additional Information

Additional information concerning the Company, including the Company's Annual Information Form, is available through the Internet on SEDAR which may be accessed at www.sedar.com. Copies of such information may also be obtained on the Company's website at www.shaw.ca, or on request and without charge from the Corporate Secretary of the Company, Suite 900, 630 – 3rd Avenue S.W., Calgary, Alberta, Canada T2P 4L4, telephone (403) 750-4500.

Non-GAAP and additional financial measures

Certain measures in this MD&A do not have standard meanings prescribed by GAAP and are therefore considered non-GAAP financial measures. These measures are provided to enhance the reader's overall understanding of our financial performance or current financial condition. They are included to provide investors and management with an alternative method for assessing our operating results in a manner that is focused on the performance of our ongoing operations and to provide a more consistent basis for comparison between periods. These measures are not in accordance with, or an alternative to, GAAP and do not have standardized meanings. Therefore, they are unlikely to be comparable to similar measures presented by other entities.

Please refer to "Non-GAAP and additional financial measures" in this MD&A for a discussion and reconciliation of non-GAAP financial measures, including adjusted EBITDA, free cash flow and net debt as well as net debt leverage ratio and adjusted EBITDA margin, which are non-GAAP ratios.

Introduction

At Shaw, we focus on delivering sustainable long-term growth by connecting customers to the world through a best-in-class seamless connectivity experience by leveraging our world class converged network. This includes driving operational efficiencies and executing on our strategic priorities through the delivery of an exceptional customer experience and a more agile operating model. Our strategic priorities include growing our customer relationships, identifying sustainable cost savings in our core Wireline business, and making the appropriate investments to capitalize on future growth, including network related investments to support continued broadband product enhancements and improve the wireless experience.

With the onset of the global COVID-19 pandemic in 2020, connectivity rapidly became a critical lifeline for Canadians and our economy. During this unprecedented period, our network performance was exceptional, and we remain focused on supporting our employees, customers and communities. Our robust facilities-based network, the result of years of significant investment, has showcased its strength in addressing our customers' need to stay connected to family, friends and colleagues and work from home throughout the COVID-19 pandemic. During the third quarter, the Company continued to experience the following key impacts related to COVID-19:

• a reduction in overall wireline subscriber activity,
• an increase in wireline network usage as well as extended peak hours,
• increased demand for wireless voice services,
• a decrease in wireless roaming revenue,
• customer payments substantially in-line with historical trends, and
• an increase in credits provided for, as well as the reduction or cancellation of, Shaw Business customer accounts.

While the pandemic has had an impact on our business, Shaw continues to be resilient, delivering solid financial and operating results, and we believe that we are well positioned to meet the rapidly changing and increasing demands of our customers. The financial impacts from COVID-19 in the third quarter were not material; however, the situation remains uncertain in terms of (i) its magnitude, outcome, duration, resurgences, emergence of variants, and/or subsequent waves, and (ii) the continued availability and distribution of any COVID-19 vaccines. Consumer behavior impacts remain uncertain and could still change materially, including the potential downward migration of services, acceleration of cord-cutting and reduced ability of certain customers to pay their bills. Shaw Business primarily serves the small and medium sized market, which is also particularly vulnerable to COVID-19 related restrictions, including mandated closures or further social distancing requirements.

As an ongoing risk, the duration and impact of the COVID-19 pandemic is still unknown, as is the efficacy and duration of the government interventions. Any estimate of the length and severity of these developments is therefore subject to significant uncertainty, and accordingly estimates of the extent to which the COVID-19 pandemic may materially and adversely affect the Company's operations, financial results and condition in future periods are also subject to significant uncertainty.

Shaw and Rogers Transaction

On March 15, 2021, Shaw announced that it entered into an arrangement agreement (the "Arrangement Agreement") with Rogers Communications Inc. ("Rogers"), under which Rogers will acquire all of Shaw's issued and outstanding Class A Participating Shares ("Class A Shares") and Class B Non-Voting Participating Shares ("Class B Shares") in a transaction valued at approximately $26 billion, inclusive of approximately $6 billion of Shaw debt (the "Transaction"). Holders of Class A Shares and Class B Shares (other than the Shaw Family Living Trust, the controlling shareholder of Shaw, and related persons (collectively, the "Shaw Family Shareholders")) will receive $40.50 per share in cash. The Shaw Family

Shareholders will receive 60% of the consideration for their shares in the form of Class B Non-Voting Shares of Rogers (the "Rogers Shares") on the basis of the volume-weighted average trading price for the Rogers Shares for the 10 trading days ending March 12, 2021, and the balance in cash. As at March 13, 2021, when the Arrangement Agreement was signed, the value of the consideration attributable to the Class A Shares and Class B Shares held by the Shaw Family Shareholders (calculated using the volume-weighted average trading price for the Rogers Shares for the 10 trading days ending March 12, 2021) was equivalent to $40.50 per share.

The Transaction is being implemented by way of a court-approved plan of arrangement under the *Business Corporations Act* (Alberta). At the special meeting of Shaw shareholders held on May 20, 2021, the Company obtained approval of the plan of arrangement by the holders of Shaw's Class A Shares and Class B Shares in the manner required by the interim order granted by the Court of Queen's Bench of Alberta on April 19, 2021. On May 25, 2021, the Court of Queen's Bench of Alberta issued a final order approving the plan of arrangement.

The Transaction remains subject to other customary closing conditions including approvals from certain Canadian regulators. Shaw and Rogers are working cooperatively and constructively with the Competition Bureau, Innovation, Science and Economic Development Canada (ISED) and the Canadian Radio-television and Telecommunications Commission (CRTC) in order to secure the requisite approvals. Subject to receipt of all required approvals and satisfaction of all closing conditions, closing of the Transaction is expected to occur in the first half of 2022.

On May 28, 2021, the Company announced the redemption of all of its issued and outstanding Cumulative Redeemable Rate Reset Class 2 Preferred Shares, Series A (the "Series A Shares") and Cumulative Redeemable Floating Rate Class 2 Preferred Shares, Series B (the "Series B Shares", and together with the Series A Shares, the "Preferred Shares") in accordance with their terms (as set out in the Company's articles) on June 30, 2021 (the "Redemption Date") at a price equal to $25.00 per Preferred Share (the "Redemption Price"), less any tax required to be deducted or withheld.

On the Redemption Date, there were 10,012,393 Series A Shares and 1,987,607 Series B Shares issued and outstanding. Accordingly, the aggregate Redemption Price paid by Shaw on the Redemption Date to redeem the Preferred Shares was $300 million.

On April 14, 2021, the Company's Board of Directors declared a dividend of $0.17444 per Series A Share and $0.12956 per Series B Share, each payable on June 30, 2021 to holders of record on June 15, 2021. These were the final dividends on the Preferred Shares, which were paid separately from the aggregate Redemption Price and in the usual manner. Following payment of the June 30, 2021 dividends, there were no accrued and unpaid dividends on the Preferred Shares.

Further information regarding the Transaction is contained in the management information circular filed April 23, 2021 on Shaw's SEDAR profile at www.sedar.com and EDGAR profile at www.sec.gov/edgar.shtml.

Wireless

Our Wireless division currently operates in Ontario, Alberta and British Columbia, covering approximately 50% of the Canadian population.

On July 30, 2020, the Company launched Shaw Mobile, a new wireless service in western Canada that leverages Shaw's LTE and Fibre+ networks, along with Canada's largest WiFi service, to provide Shaw Internet customers with an innovative wireless experience. Shaw Mobile provides Shaw Internet customers with bundling opportunities to take advantage of unprecedented savings, combined with the ability to customize their mobile data requirements through two rate plans – By The Gig and Unlimited Data. Shaw

Mobile is a powerful example of how facilities-based service providers can compete and innovate. Shaw Mobile capitalizes on the long-term trend that shows the vast majority of Canadians' smart device data usage occurs on WiFi networks, a fact amplified by recent work-from-home trends. Freedom Mobile continues to promote its Big Gig Unlimited and Absolute Zero offers.

Third quarter fiscal 2021 results include Wireless net additions of approximately 51,000. Wireless service revenue increased 9.2% to $225 million and adjusted EBITDA[1] increased 13.9% to $115 million compared to the third quarter of fiscal 2020, primarily due to continued service revenue growth and improved equipment margins partially offset by higher IT, network and advertising costs relative to the prior year. Wireless adjusted EBITDA margin of 38.6% compared to 40.1% in the prior year primarily due to equipment sales being a higher proportion of wireless revenues in the current period.

The Company made significant investments in its wireless network and customer service capabilities. Total wireless retail locations across its operating footprint, including corporate, dealer and national retail, are approximately 740, where Shaw Mobile is available in approximately 150 locations.

The Company continues to prioritize network investments as part of its converged network strategy and leverages the coaxial cable (which transports both power and multi-gigabit data speeds) in its Fibre+ network for the rapid and flexible deployment of small cells, which will support densification efforts.

Wireline

In our Wireline business, we continue to be a technology leader and western Canada's leader in gig speed Internet underpinned by our Fibre+ network. Through our digital transformation, we have made it easier to interact with our customers and are leveraging insights from customer data to better understand their preferences so we can provide them with the services they want. We continue to streamline and simplify manual processes to improve the customer experience and day-to-day operations for our employees.

Despite the unprecedented impact that the COVID-19 pandemic has had on the lives of our customers, and the corresponding impacts to the way we serve our customers, our focus remains on the execution and delivery of stable and profitable Wireline results. This includes growth in high quality Internet subscribers and improving overall customer account profitability by attracting and retaining higher value households with our best value proposition on 2-year ValuePlans for those who want faster Internet with a better customer experience in addition to Video and Wireless services.

During the quarter, the Company introduced Shaw Gig WiFi, leveraging the best in-home technology to give customers the faster speeds, lower latency and more consistent WiFi signal they need to connect all their devices. Through continued broadband product enhancements and Shaw Mobile bundling initiatives, the Company is focused on profitable subscriber growth and reducing household churn.

In the quarter, Consumer RGU[2] losses of approximately 36,300 continued its improving trend, led by Internet RGU additions of approximately 1,300 as customers bundled their Internet and Wireless service together. Third quarter Wireline revenue increased 1.6% year-over-year to $1.08 billion and adjusted EBITDA increased 3.7% to $527 million. Third quarter Wireline financial results include approximately $20 million of incremental revenue related to the release of a provision following the CRTC decision on final aggregated TPIA rates, substantially offset by approximately $25 million higher employee related costs primarily driven by equity-based compensation due to the significant increase in Shaw's share price

[1] Adjusted EBITDA is a non-GAAP financial measure and should not be considered a substitute or alternative for GAAP measures. Adjusted EBITDA is not a defined term under IFRS and does not have a standard meaning, and therefore may not be a reliable way to compare us to other companies. See "Non-GAAP and additional financial measures" for more information about this measure, including a quantitative reconciliation to the most directly comparable financial measure in the Company's Consolidated Financial Statements.

[2] See "Key Performance Drivers."

and adjustments to employee benefit provisions. Excluding the aforementioned items, Wireline revenue decreased 0.3% and adjusted EBITDA increased 4.7%, resulting in an adjusted EBITDA margin[3] of 50.2% compared to 47.8% in the prior year period.

Our Wireline Business division provides connectivity solutions to its customers by leveraging our Smart suite products which provide cost-effective enterprise grade managed IT and communications solutions that are increasingly valued by businesses of all sizes as the digital economy grows in scope and complexity. The COVID-19 pandemic impacted the Business division by causing the crediting, as well as the reduction or cancellation, of a number of Business customer accounts and slowing revenue growth. In response to the changing needs of its customers during the pandemic, Shaw Business added a suite of collaboration tools and new Smart products, such as Microsoft 365, Smart Remote Office, SmartSecurity and SmartTarget and launched a 1.5 Gig Internet speed tier providing businesses of all sizes the speed and bandwidth to leverage data-heavy applications and cloud services. Despite the continued uncertain environment, Shaw Business revenue grew 3.6% to $145 million year-over-year.

[3] Adjusted EBITDA margin is a non-GAAP ratio that is calculated by dividing adjusted EBITDA by revenue. Adjusted EBITDA margin is not a standardized measure under IFRS and may not be a reliable way to compare us to other companies. See “Non-GAAP and additional financial measures” for more information about this non-GAAP ratio.

Selected financial and operational highlights

Financial Highlights

(millions of Canadian dollars except per share amounts)	Three months ended May 31, 2021	2020	Change %	Nine months ended May 31, 2021	2020	Change %
Operations:						
Revenue	**1,375**	1,312	4.8	**4,132**	4,058	1.8
Adjusted EBITDA[1]	**642**	609	5.4	**1,886**	1,797	5.0
Adjusted EBITDA margin[1]	**46.7%**	46.4%	0.6	**45.6%**	44.3%	2.9
Funds flow from operations[2]	**708**	541	30.9	**1,735**	1,487	16.7
Free cash flow[1]	**307**	221	38.9	**781**	595	31.3
Net income	**354**	184	92.4	**734**	513	43.1
Per share data:						
Earnings per share						
Basic	**0.71**	0.35		**1.44**	0.98	
Diluted	**0.70**	0.35		**1.44**	0.98	
Weighted average participating shares for basic earnings per share outstanding during period (millions)	**499**	513		**505**	516	

(1) Adjusted EBITDA, adjusted EBITDA margin and free cash flow are non-GAAP financial measures or non-GAAP ratios and should not be considered substitutes or alternatives for GAAP measures. These are not defined terms under IFRS and do not have standardized meanings, and therefore may not be a reliable way to compare us to other companies. See “Non-GAAP and additional financial measures” for more information about these measures including quantitative reconciliations to the most directly comparable financial measures in the Company’s Consolidated Financial Statements.

(2) Funds flow from operations is before changes in non-cash balances related to operations as presented in the condensed interim Consolidated Statements of Cash Flows.

Key Performance Drivers

The Company measures the success of its strategies using a number of key performance drivers which are defined and described under “Key Performance Drivers – Statistical Measures” in the 2020 Annual MD&A and in this MD&A below, which includes a discussion as to their relevance, definitions, calculation methods and underlying assumptions. The following key performance indicators are not measurements in accordance with GAAP, should not be considered alternatives to revenue, net income or any other measure of performance under GAAP and may not be comparable to similar measures presented by other issuers.

Subscriber (or revenue generating unit (RGU)) highlights

The Company measures the count of its subscribers in its Consumer, Business, and Wireless divisions. For further details and discussion on subscriber counts for RGUs see "Key Performance Drivers – Statistical Measures – Subscriber Counts for RGUs" in the MD&A for the year ended August 31, 2020.

			Change Three months ended		Change Nine months ended	
	May 31, 2021	August 31, 2020	**May 31, 2021**	May 31, 2020	**May 31, 2021**	May 31, 2020
Wireline – Consumer						
Video – Cable	**1,308,669**	1,390,520	**(20,917)**	**(21,604)**	**(81,851)**	(54,862)
Video – Satellite	**602,771**	650,727	**(861)**	**(110)**	**(47,956)**	(45,196)
Internet	**1,884,658**	1,903,868	**1,283**	**(5,103)**	**(19,210)**	6,617
Phone	**612,655**	672,610	**(15,777)**	**(20,648)**	**(59,955)**	(70,373)
Total Consumer	**4,408,753**	4,617,725	**(36,272)**	**(47,465)**	**(208,972)**	(163,814)
Wireline – Business						
Video – Cable	**37,838**	37,512	**29**	**(4,854)**	**326**	(6,011)
Video – Satellite	**35,162**	36,002	**(1,302)**	**(4,835)**	**(840)**	(1,403)
Internet	**180,961**	178,270	**1,131**	**82**	**2,691**	438
Phone	**391,057**	387,660	**(47)**	**1,779**	**3,397**	7,541
Total Business	**645,018**	639,444	**(189)**	**(7,828)**	**5,574**	565
Total Wireline	**5,053,771**	5,257,169	**(36,461)**	**(55,293)**	**(203,398)**	(163,249)
Wireless						
Postpaid	**1,691,144**	1,482,175	**46,604**	**2,236**	**208,969**	123,390
Prepaid	**364,704**	339,339	**4,404**	**(7,701)**	**25,365**	(19,885)
Total Wireless	**2,055,848**	1,821,514	**51,008**	**(5,465)**	**234,334**	103,505
Total Subscribers	**7,109,619**	7,078,683	**14,547**	**(60,758)**	**30,936**	(59,744)

In Wireless, the Company gained 51,008 net postpaid and prepaid subscribers in the quarter, consisting of 46,604 postpaid additions and 4,404 prepaid additions.

Wireline RGUs decreased by 36,461 compared to a 55,293 RGU loss in the third quarter of fiscal 2020. The current quarter includes an improvement in Internet RGUs with a gain of 1,283 compared to a loss of 5,103 in the same period last year. The mature products within the Consumer division, including Video, Satellite and Phone, declined in the aggregate by 37,555 RGUs.

Wireless Postpaid Churn

Wireless postpaid subscriber or RGU churn ("postpaid churn") measures success in retaining subscribers. Wireless postpaid churn is a measure of the number of postpaid subscribers that deactivated during a period as a percentage of the average postpaid subscriber base during a period, calculated on a monthly basis. It is calculated by dividing the number of Wireless postpaid subscribers that deactivated (in a month) by the average number of postpaid subscribers during the month. When used or reported for a period greater than one month, postpaid churn represents the sum of the number of subscribers deactivating for each period incurred divided by the sum of the average number of postpaid subscribers of each period incurred.

Postpaid churn of 1.07% in the third quarter of fiscal 2021 increased 11-basis points from 0.96% in the third quarter of fiscal 2020.

Wireless average billing per subscriber unit (ABPU)

Wireless ABPU is an industry metric that is useful in assessing the operating performance of a wireless entity. We use ABPU as a measure that approximates the average amount the Company invoices an individual subscriber unit for service on a monthly basis. ABPU helps us to identify trends and measures the Company's success in attracting and retaining higher lifetime value subscribers. Wireless ABPU is calculated as service revenue (excluding allocations to wireless service revenue under IFRS 15) divided by the average number of subscribers on the network during the period and is expressed as a rate per month.

ABPU of $40.56 in the third quarter of fiscal 2021 compares to $44.27 in the third quarter of fiscal 2020, representing a decrease of 8.4%.

Wireless average revenue per subscriber unit (ARPU)

Wireless ARPU is calculated as service revenue divided by the average number of subscribers on the network during the period and is expressed as a rate per month. This measure is an industry metric that is useful in assessing the operating performance of a wireless entity. ARPU also helps to identify trends and measure the Company's success in attracting and retaining higher-value subscribers.

ARPU of $36.94 in the third quarter of fiscal 2021 compares to $38.94 in the third quarter of fiscal 2020, representing a decrease of 5.1%.

Overview

For detailed discussion of divisional performance see "Discussion of operations." Highlights of the consolidated third quarter financial results are as follows:

Revenue

Revenue for the **third quarter** of fiscal 2021 of $1.38 billion increased $63 million, or 4.8%, from $1.31 billion for the third quarter of fiscal 2020, highlighted by the following:

- Revenues in the Consumer division of $935 million increased $12 million, or 1.3%, compared to the prior year period due to the incremental $20 million in revenue related to the release of a provision following the CRTC decision on the final aggregated TPIA rates that date back to August 2019. Excluding the TPIA adjustment, Consumer revenue decreased 0.9% as growth in Internet revenue was offset by declines in Video, Satellite and Phone subscribers and revenue.
- The Wireless division contributed $298 million and included a $46 million, or 18.3%, increase over the third quarter of fiscal 2020 reflecting a $19 million increase in service revenue due to the increased subscriber base, including significant Shaw Mobile additions in the quarter and an increase in equipment revenue of $27 million mainly due to increased device sales.
- The Business division had growth of $5 million, or 3.6%, in comparison to the third quarter of fiscal 2020 reflecting Internet revenue growth and continued demand for the Smart suite of products, partially offset by lower video revenue primarily related to impacts of COVID-19 on the hospitality sector.

Compared to the second quarter of fiscal 2021, consolidated revenue for the quarter decreased 0.9%, or $12 million. The decrease in revenue over the prior quarter includes a $38 million decrease in the Wireless division driven by a $45 million decrease in equipment revenue partially offset by a $7 million increase in service revenue which reflects the impact of the increased subscriber base partially mitigated by a decrease in ABPU (down from $40.98 in the second quarter of fiscal 2021 to $40.56 in the current quarter). Meanwhile, ARPU increased quarter-over-quarter (from $36.82 in the second quarter of fiscal 2021 to $36.94 in the current quarter). The decrease in Wireless was partially offset by Wireline as revenues increased by $26 million over the prior quarter primarily due to the incremental $20 million in revenue related to the release of a provision following the CRTC decision on the final aggregated TPIA rates that date back to August 2019.

Revenue for the **nine-month period** ended May 31, 2021 of $4.13 billion increased $74 million, or 1.8%, from $4.06 billion for the comparable period in fiscal 2020.

- The year-over-year improvement in revenue was primarily due to a $79 million increase in the Wireless division as revenues increased to $951 million mainly due to an increase in service revenue of $54 million, or 8.9%, and equipment revenue of $25 million, or 9.3%, compared to the comparable nine-month period of fiscal 2020.
- The Business division contributed $8 million, or 1.9%, to the consolidated revenue improvements for the nine-month period driven primarily by customer growth.
- Consumer division revenues decreased $11 million, or 0.4%, compared to the comparable nine-month period of fiscal 2020 as the incremental $20 million in revenue related to the release of a provision following the CRTC decision on the final aggregated TPIA rates that date back to August 2019 recorded in the current period and growth in Internet revenues were fully offset by declines in Video, Satellite and Phone subscribers and revenues.

Adjusted EBITDA

Adjusted EBITDA for the **third quarter** of fiscal 2021 of $642 million increased by $33 million, or 5.4%, from $609 million for the third quarter of fiscal 2020, highlighted by the following:

- The year-over-year improvement in the Wireless division of $14 million, or 13.9%, is mainly due to continued service revenue growth and improved equipment margins partially offset by higher IT, network and advertising costs relative to the prior year. Wireless adjusted EBITDA margin of 38.6% compared to 40.1% in the prior year primarily due to equipment sales being a higher proportion of wireless revenues in the current period.
- The year-over-year increase in the Wireline division of $19 million, or 3.7%, was primarily due to higher Wireline revenue, including the TPIA adjustment, proactive base management, and lower bad debt expense, partially offset by increased employee related costs primarily driven by equity-based compensation due to the significant increase in Shaw's share price and adjustments to employee benefit provisions, as well as increased advertising and customer care expenses in the quarter. Excluding the $20 million TPIA adjustment and the higher employee related costs of approximately $25 million, Wireline adjusted EBITDA increased 4.7% compared to the prior year.

Consistent with the variances noted above, adjusted EBITDA margin for the **third quarter** of 46.7% increased 30-basis points compared to 46.4% in the third quarter of fiscal 2020.

Compared to the **second quarter** of fiscal 2021, adjusted EBITDA for the current quarter increased $5 million, or 0.8%, primarily due to an $18 million increase in the Wireless division largely due to a $7 million increase in service revenues and the impact of higher margins due to equipment sales being a lower proportion of wireless revenues in the current quarter, partially offset by a $13 million decrease in the Wireline division as the impact of the incremental $20 million in revenue related to the release of a provision following the CRTC decision on the final aggregated TPIA rates that date back to August 2019 recorded in the current period was more than fully offset by the $25 million increase of various employee related costs primarily driven by equity-based compensation due to the significant increase in Shaw's share price in the current quarter and the $8 million employee benefits provision release in the prior quarter.

For the **nine-month period** ended May 31, 2021, adjusted EBITDA of $1.89 billion increased $89 million, or 5.0%, from $1.80 billion for the comparable prior year period.

- Wireless adjusted EBITDA for the nine-month period increased $34 million, or 13.4%, over the comparable period mainly due to an increase in service revenues, partially offset by additional costs in connection with the expansion of the Shaw retail footprint in the current year.

- Wireline adjusted EBITDA for the nine-month period increased $55 million, or 3.6%, over the comparable period mainly due to decreased operating costs, including lower employee related costs, travel expenses, and advertising, partially offset by a decrease in Consumer revenue as noted above.

Free cash flow

Free cash flow for the **third quarter** of fiscal 2021 of $307 million increased $86 million from $221 million in the third quarter of fiscal 2020, mainly due to a $33 million increase in adjusted EBITDA, a $35 million decrease in capital expenditures and a $35 million reduction of tax related interest expense, partially offset by an $18 million increase in cash taxes.

Net income (loss)

Net income of $354 million and $734 million for the three and nine months ended May 31, 2021 respectively, compared to a net income of $184 and $513 million for the same periods in fiscal 2020. The changes in net income are outlined in the following table:

	May 31, 2021 net income compared to:		
	Three months ended		Nine months ended
(millions of Canadian dollars)	February 28, 2021	May 31, 2020	May 31 , 2020
Increased adjusted EBITDA[(1)]	5	33	89
Decreased restructuring costs[(2)]	-	13	-
Decreased (increased) amortization	2	1	(4)
Change in net other costs and revenue[(3)]	(11)	8	61
Decreased income taxes	141	115	75
	137	170	221

(1) See “Non-GAAP and additional financial measures.”

(2) During the first, second, and third quarters of fiscal 2021, the Company made a number of changes to its organizational structure in an effort to streamline the business, consolidate certain functions and reduce redundancies between the Wireless and Wireline segments. In connection with the restructuring, the Company recorded costs of $12 million in the first quarter of fiscal 2021, $1 million in the second quarter of fiscal 2021, and $1 million in the third quarter of fiscal 2021, in each case primarily related to severance and employee related costs.

(3) Net other costs and revenue include accretion of long-term liabilities and provisions, interest, debt retirement costs, realized and unrealized foreign exchange differences and other losses as detailed in the unaudited Consolidated Statements of Income. In the second quarter of fiscal 2021, the Company recorded a $27 million fair value gain on private investments in this category while in the third quarter of fiscal 2021, the Company recorded $18 million in Transaction-related advisory, legal, financial, and other professional costs.

Outlook

The Company confirms that it remains on track to meet its fiscal 2021 guidance of adjusted EBITDA growth over fiscal 2020, consolidated capital investments of approximately $1.0 billion. In light of the Company’s performance to date, the Company now expects free cash flow will exceed $800 million in fiscal 2021.

The severity and duration of impacts from the COVID-19 pandemic remain uncertain and management continues to focus on the safety of our people, most of whom continue to work from home, connectivity of our customer base, compliance with guidelines and requirements issued by various health authorities and government organizations, and continuity of other critical business operations. During the third quarter of fiscal 2021, the Company continued to experience a reduction in overall Wireline subscriber activity, an increase in wireline network usage as well as extended peak hours, increased demand for Wireless voice services, a decrease in Wireless roaming revenue, customer payments substantially in-line with historical trends, and an increase in credits provided for, as well as the reduction or cancellation of Shaw Business customer accounts.

While the financial impacts from COVID-19 in the third quarter of fiscal 2021 were not material, the situation is still uncertain in terms of its magnitude, outcome, duration, resurgence, emergence of variants, and/or subsequent waves. Consumer behavior impacts remain uncertain and could still change materially, including the potential downward migration of services, acceleration of cord-cutting and reduced ability of certain customers to pay their bills. Shaw Business primarily serves the small and medium sized market, which is also particularly vulnerable to COVID-19 related restrictions, including mandated closures, capacity restrictions, self-quarantines or further social distancing requirements.

The Company believes its business and facilities-based networks provide critical and essential services to Canadians which remained resilient throughout the pandemic and will continue to be resilient in this dynamic and uncertain environment. Management continues to actively monitor the impacts to the business and make the appropriate adjustments to operating and capital expenditures to reflect the evolving environment. Considering the ongoing presence of COVID-19, the speed at which it develops and/or changes, and the continued uncertainty of the magnitude, outcome, duration, resurgence, emergence of variants, and/or subsequent waves of the pandemic or the potential efficacy and continued availability and distribution of any COVID-19 vaccines, the current estimates of our operational and financial results which underlie our outlook for fiscal 2021 are subject to a significantly higher degree of uncertainty. Any estimate of the length and severity of these developments is therefore subject to uncertainty, as are our estimates of the extent to which the COVID-19 pandemic may, directly or indirectly, materially and adversely affect our operations, financial results, and condition in future periods.

The Transaction could cause the attention of management of the Company to be diverted from the day-to-day operations of the Company. These disruptions could be exacerbated by a delay in the completion of the Transaction and could have an adverse effect on the current and future business, operations, results of operations, financial condition and prospects of the Company. Because the completion of the Transaction is subject to significant uncertainty, officers and employees of the Company may experience uncertainty about their future roles with the Company, which may adversely affect the Company's ability to attract or retain key management and personnel in the period until the completion or termination of the Arrangement Agreement.

In addition, third parties with which the Company currently has business relationships or may have business relationships in the future, including industry partners, regulators, customers and suppliers, may experience uncertainty associated with the Transaction, including with respect to current or future relationships with the Company or Rogers. Such uncertainty could have a material and adverse effect on the current and future business, operations, results of operations, financial condition and prospects of the Company.

Under the Arrangement Agreement, the Company must generally use its reasonable best efforts to conduct its business in the Ordinary Course (as such term is defined in the Arrangement Agreement) and, prior to the completion of the Transaction or the termination of the Arrangement Agreement, the Company is subject to certain covenants which restrict it from taking certain actions without the prior consent of Rogers and which require it to take certain other actions. In either case, such covenants may delay or prevent the Company from pursuing business opportunities that may arise or preclude actions that would otherwise be advisable if the Company were to remain a standalone entity. The entering into of the Arrangement Agreement may also preclude the Company from participating in any auction by ISED for wireless spectrum licensing.

On April 6, 2021, ISED published its list of applicants to participate in the 3500 MHz spectrum auction, which commenced on June 15, 2021. The list confirms that Shaw has elected not to participate in the auction.

See "Caution concerning forward-looking statements."

Non-GAAP and additional financial measures

The Company's continuous disclosure documents may provide discussion and analysis of non-GAAP financial measures or ratios. These financial measures or ratios do not have standard definitions prescribed by IFRS and therefore may not be comparable to similar measures disclosed by other companies. The Company's continuous disclosure documents may also provide discussion and analysis of additional financial measures. Additional financial measures include line items, headings and sub-totals included in the financial statements.

The Company utilizes these measures in making operating decisions and assessing its performance. Certain investors, analysts and others utilize these measures in assessing the Company's operational and financial performance and as an indicator of its ability to service debt and return cash to shareholders. The non-GAAP financial measures, ratios and additional financial measures have not been presented as an alternative to revenue, net income or any other measure of performance required by GAAP.

Below is a discussion of the non-GAAP financial measures, ratios and additional financial measures used by the Company and provides a reconciliation to the nearest GAAP measure or provides a reference to such reconciliation.

Adjusted EBITDA

Adjusted earnings before interest, taxes, depreciation and amortization ("adjusted EBITDA") is calculated as revenue less operating, general and administrative expenses. It is intended to indicate the Company's ongoing ability to service and/or incur debt and is therefore calculated before items such as restructuring costs, equity income/loss of an associate or joint venture, amortization (a non-cash expense), taxes and interest. Adjusted EBITDA is one measure used by the investing community to value the business. Adjusted EBITDA has no directly comparable GAAP financial measure. Alternatively, the following table provides a reconciliation of net income to adjusted EBITDA:

	Three months ended May 31,		Nine months ended May 31,	
(millions of Canadian dollars)	**2021**	2020	**2021**	2020
Net income	**354**	184	**734**	513
Add back (deduct):				
Restructuring costs	**1**	14	**14**	14
Amortization:				
Deferred equipment revenue	**(3)**	(4)	**(9)**	(13)
Deferred equipment costs	**11**	16	**37**	51
Property, plant and equipment, intangibles and other	**292**	290	**881**	867
Amortization of financing costs – long-term debt	**1**	-	**2**	2
Interest expense	**31**	67	**164**	206
Other losses (gains)	**21**	(7)	**(4)**	15
Current income tax expense	**(88)**	19	**(8)**	78
Deferred income tax expense	**22**	30	**75**	64
Adjusted EBITDA	**642**	609	**1,886**	1,797

Adjusted EBITDA margin

Adjusted EBITDA margin is a non-GAAP ratio that is calculated by dividing adjusted EBITDA by revenue. Adjusted EBITDA margin is also one of the measures used by the investing community to value the business.

	Three months ended May 31,			Nine months ended May 31,		
	2021	2020	Change %	**2021**	2020	Change %
Wireline	**48.8%**	47.8%	2.1	**50.1%**	48.4%	3.5
Wireless	**38.6%**	40.1%	(3.7)	**30.2%**	29.0%	4.1
Combined Wireline and Wireless	**46.7%**	46.4%	0.6	**45.6%**	44.3%	2.9

Net debt

The Company uses this measure to perform valuation-related analysis and make decisions about the Company's capital structure. We believe this measure aids investors in analyzing the value of the business and assessing our leverage. Refer to "Liquidity and capital resources" for further detail.

Net debt leverage ratio

The Company uses this non-GAAP ratio to determine its optimal leverage ratio. Refer to "Liquidity and capital resources" for further detail.

Free cash flow

The Company utilizes this measure to assess the Company's ability to repay debt and pay dividends to shareholders.

Free cash flow is comprised of adjusted EBITDA and then deducting capital expenditures (on an accrual basis and net of proceeds on capital dispositions) and equipment costs (net), interest, cash taxes paid or payable, interest on lease liabilities, lease payments relating to lease liabilities, dividends paid on the preferred shares, and recurring cash funding of pension amounts net of pension expense and adjusted to exclude share-based compensation expense or recovery.

Free cash flow has not been reported on a segmented basis. Certain components of free cash flow, including adjusted EBITDA, continue to be reported on a segmented basis. Capital expenditures and equipment costs (net) are also reported on a segmented basis. Other items, including interest and cash taxes, are not generally directly attributable to a segment, and are reported on a consolidated basis.

Free cash flow is calculated as follows:

(millions of Canadian dollars)	Three months ended May 31, 2021	2020	Change %	Nine months ended May 31, 2021	2020	Change %
Revenue						
Consumer	**935**	923	1.3	**2,755**	2,766	(0.4)
Business	**145**	140	3.6	**435**	427	1.9
Wireline	**1,080**	1,063	1.6	**3,190**	3,193	(0.1)
Service	**225**	206	9.2	**658**	604	8.9
Equipment	**73**	46	58.7	**293**	268	9.3
Wireless	**298**	252	18.3	**951**	872	9.1
	1,378	1,315	4.8	**4,141**	4,065	1.9
Intersegment eliminations	**(3)**	(3)	–	**(9)**	(7)	28.6
	1,375	1,312	4.8	**4,132**	4,058	1.8
Adjusted EBITDA						
Wireline	**527**	508	3.7	**1,599**	1,544	3.6
Wireless	**115**	101	13.9	**287**	253	13.4
	642	609	5.4	**1,886**	1,797	5.0
Capital expenditures and equipment costs (net):[1]						
Wireline	**163**	195	(16.4)	**502**	623	(19.4)
Wireless	**70**	73	(4.1)	**214**	181	18.2
	233	268	(13.1)	**716**	804	(10.9)
Free cash flow before the following	**409**	341	19.9	**1,170**	993	17.8
Less:						
Interest on debt and provisions	**(19)**	(54)	(64.8)	**(128)**	(168)	(23.8)
Interest on lease liabilities	**(12)**	(11)	9.1	**(34)**	(33)	3.0
Cash taxes	**(48)**	(30)	60.0	**(146)**	(113)	29.2
Lease payments relating to lease liabilities	**(24)**	(25)	(4.0)	**(82)**	(82)	–
Other adjustments:						
Non-cash share-based compensation	**–**	–	–	**1**	1	–
Pension adjustment	**3**	3	–	**6**	4	50.0
Preferred share dividends	**(2)**	(3)	(33.3)	**(6)**	(7)	(14.3)
Free cash flow	**307**	221	38.9	**781**	595	31.3

(1) Per Note 3 to the unaudited interim Consolidated Financial Statements.

Discussion of operations

Wireline

	Three months ended May 31,			Nine months ended May 31,		
(millions of Canadian dollars)	**2021**	2020	Change %	**2021**	2020	Change %
Consumer	**935**	923	1.3	**2,755**	2,766	(0.4)
Business	**145**	140	3.6	**435**	427	1.9
Wireline revenue	**1,080**	1,063	1.6	**3,190**	3,193	(0.1)
Adjusted EBITDA(1)	**527**	508	3.7	**1,599**	1,544	3.6
Adjusted EBITDA margin(1)	**48.8%**	47.8%	2.1	**50.1%**	48.4%	3.5

(1) See "Non-GAAP and additional financial measures."

In the **third quarter** of fiscal 2021, Wireline RGUs decreased by 36,461 compared to a 55,293 RGU loss in the third quarter of fiscal 2020. The current quarter includes an improvement in Internet RGUs with a gain of 1,283 compared to a loss of 5,103 in the same period last year. The mature products within the Consumer division, including Video, Satellite and Phone, declined in the aggregate by 37,555 RGUs.

Revenue highlights include:

- Consumer revenue for the **third quarter** of fiscal 2021 increased by $12 million, or 1.3%, compared to the third quarter of fiscal 2020 primarily due to the incremental $20 million in revenue related to the release of a provision following the CRTC decision on the final aggregated TPIA rates that date back to August 2019. Excluding the TPIA adjustment, Consumer revenue decreased 0.9% as growth in Internet revenue was offset by declines in Video, Satellite and Phone subscribers and revenue.
  - As **compared to the second quarter** of fiscal 2021, the current quarter revenue increased by $26 million, or 2.9%. Excluding the $20 million TPIA adjustment, Consumer revenue increased 0.7%
- Business revenue of $145 million for the **third quarter** of fiscal 2021 increased $5 million, or 3.6%, compared to the third quarter of fiscal 2020, reflecting Internet revenue growth and continued demand for the Smart suite of products, partially offset by lower video revenue primarily related to impacts of COVID-19 on the hospitality sector.
  - As **compared to the second quarter** of fiscal 2021, the current quarter revenue remained unchanged.
- Wireline revenue for the **first nine months** of fiscal 2021 decreased $3 million, or 0.1%, compared to the first nine months of fiscal 2020, primarily due to a $11 million decrease in Consumer revenue as the incremental $20 million in revenue related to the release of a provision following the CRTC decision on the final aggregated TPIA rates that date back to August 2019 recorded in the current period and growth in Internet revenues were fully offset by declines in Video, Satellite and Phone subscribers and revenues. This was partially offset by a $8 million increase in Business revenue.

Adjusted EBITDA highlights include:

- Adjusted EBITDA for the **third quarter** of fiscal 2021 of $527 million increased 3.7%, or $19 million, from $508 million in the third quarter of fiscal 2020. The increase was primarily due to higher Wireline revenue, including the TPIA adjustment, proactive base management, and lower bad debt expense, partially offset by increased employee related costs primarily driven by equity-based compensation due to the significant increase in Shaw's share price and adjustments to employee benefit provisions, as well as increased advertising and customer care expenses in the quarter. Excluding the $20 million TPIA adjustment and the higher employee related costs of approximately $25 million, Wireline adjusted EBITDA increased 4.7% compared to the prior year period.

- As **compared to the second quarter** of fiscal 2021, Wireline adjusted EBITDA for the current quarter decreased by $13 million, or 2.4%, as the impact of the incremental $20 million in revenue related to the release of a provision following the CRTC decision on the final aggregated TPIA rates that date back to August 2019 recorded in the current period was more than fully offset by the $25 million increase of various employee related costs primarily driven by equity-based compensation due to the significant increase in Shaw's share price in the current quarter and the $8 million employee benefits provision release in the prior quarter.

- Adjusted EBITDA for the **first nine months** of fiscal 2021 increased $55 million, or 3.6%, compared to the first nine months of fiscal 2020, mainly due to decreased operating costs, including lower employee related costs, travel expenses, and advertising, partially offset by a decrease in Consumer revenue as noted above.

Wireless

	Three months ended May 31,			Nine months ended May 31,		
(millions of Canadian dollars)	**2021**	2020	Change %	**2021**	2020	Change %
Service	**225**	206	9.2	**658**	604	8.9
Equipment and other	**73**	46	58.7	**293**	268	9.3
Wireless revenue	**298**	252	18.3	**951**	872	9.1
Adjusted EBITDA[(1)]	**115**	101	13.9	**287**	253	13.4
Adjusted EBITDA margin[(1)]	**38.6%**	40.1%	(3.7)	**30.2%**	29.0%	4.1

(1) See "Non-GAAP and additional financial measures."

The Wireless division added 51,008 RGUs in the **third quarter** of fiscal 2021 as compared to 5,465 RGUs lost in the third quarter of fiscal 2020. The net additions in the quarter consisted of 46,604 postpaid and 4,404 prepaid additions.

Revenue highlights include:

- Revenue of $298 million for the **third quarter** of fiscal 2021 increased $46 million, or 18.3%, over the third quarter of fiscal 2020. This was primarily due to an increase in service revenues of $19 million, or 9.2%, due to the increased subscriber base, including significant Shaw Mobile additions in the quarter and an increase in equipment revenue of $27 million, or 58.7%, mainly due to increased device sales. There was an 8.4% and 5.1% year-over-year decrease in ABPU to $40.56 and ARPU to $36.94, respectively.
  - As **compared to the second quarter** of fiscal 2021, the current quarter revenue decreased $38 million, or 11.3%, due to a $45 million decrease in equipment revenue partially offset by a $7 million increase in service revenue which reflects the impact of the increased subscriber base partially mitigated by a decrease in ABPU (down from $40.98 in the second quarter of fiscal 2021 to $40.56 in the current quarter). Meanwhile, ARPU increased quarter-over-quarter (from $36.82 in the second quarter of fiscal 2021 to $36.94 in the current quarter).
- Revenue of $951 million for the **first nine months** of fiscal 2021 increased $79 million, or 9.1%, over the first nine months of fiscal 2020 mainly due to an increase in service revenue of $54 million, or 8.9%, due to the increased subscriber base, along with an increase in equipment revenue of $25 million, or 9.3%.

Adjusted EBITDA highlights include:

- Adjusted EBITDA of $115 million for the **third quarter** of fiscal 2021 improved by $14 million, or 13.9%, over the third quarter of fiscal 2020. The increase is primarily due to continued service revenue growth and improved equipment margins partially offset by higher IT, network and advertising costs relative to the prior year. Wireless adjusted EBITDA margin of 38.6% compared to 40.1% in the prior year primarily due to equipment sales being a higher proportion of wireless revenues in the current period.
  - As **compared to the second quarter** of fiscal 2020, adjusted EBITDA for the current quarter increased $18 million, or 18.6%, mainly due to a $7 million increase in service revenues and the impact of higher margins due to equipment sales being a lower proportion of wireless revenues in the current quarter.
- Adjusted EBITDA for the **first nine months** of fiscal 2021 increased $34 million, or 13.4%, compared to the first nine months of fiscal 2020, primarily due to an increase in service revenues partially offset by additional costs in connection with the expansion of the Shaw retail footprint in the current year.

Capital expenditures and equipment costs

	Three months ended May 31,			Nine months ended May 31,		
(millions of Canadian dollars)	**2021**	2020	Change %	**2021**	2020	Change %
Wireline						
New housing development	**29**	31	(6.5)	**79**	97	(18.6)
Success-based	**35**	57	(38.6)	**113**	185	(38.9)
Upgrades and enhancements	**75**	81	(7.4)	**248**	244	1.6
Replacement	**8**	6	33.3	**23**	21	9.5
Building and other	**16**	20	(20.0)	**39**	76	(48.7)
Total as per Note 3 to the unaudited interim consolidated financial statements	**163**	195	(16.4)	**502**	623	(19.4)
Wireless						
Total as per Note 3 to the unaudited interim consolidated financial statements	**70**	73	(4.1)	**214**	181	18.2
Consolidated total as per Note 3 to the unaudited interim consolidated financial statements	**233**	268	(13.1)	**716**	804	(10.9)

In the **third quarter** of fiscal 2021, capital investment of $233 million decreased $35 million from the comparable period in fiscal 2020. Total Wireline capital spending of $163 million decreased $32 million compared to the prior year period primarily due to lower success-based capital, capitalized labour, and upgrades and enhancements. Wireless spending decreased by approximately $3 million year-over-year primarily due to lower network and IT related investment in the quarter, mainly due to timing, partially offset by increased spending related to retail and office space in the current year.

Wireline highlights for the quarter include:

- For the quarter, investment in combined upgrades, enhancements and replacement categories was $83 million which is a decrease of $4 million, or 4.6%, over the prior year period.
- Investments in new housing development were $29 million, a $2 million, or 6.5%, decrease over the prior year period, driven by lower residential and commercial customer network growth and acquisition in the current year.
- Success-based capital for the quarter of $35 million was $22 million, or 38.6%, lower than the third quarter of fiscal 2020 primarily due to lower equipment purchases in the period.
- Investments in buildings and other in the amount of $16 million was $4 million lower year-over year primarily due to higher corporate related costs in the comparable period.

Wireless highlights for the quarter include:

- Capital investment of $70 million in the third quarter decreased relative to the third quarter of fiscal 2020 by $3 million, primarily due to lower network and IT related investment in the quarter, mainly due to timing, partially offset by increased spending related to retail and office space in the current year. In fiscal 2021, the Company continues to focus on investment in the Wireless network and infrastructure, specifically the continued deployment of 700 MHz spectrum, 600 MHz spectrum, LTE and small cells as well as enhancements to the back-office systems, retail locations and other corporate initiatives.

Other income and expense items

Restructuring costs

Restructuring costs generally include severance, employee related costs and other costs directly associated with a restructuring program. During the first, second and third quarters of fiscal 2021, the Company made a number of changes to its organizational structure in an effort to streamline the business, consolidate certain functions, and reduce redundancies between the Wireless and Wireline segments. In connection with the restructuring, the Company recorded costs of $12 million in the first quarter of fiscal 2021, $1 million in the second quarter, and $1 million in the third quarter of fiscal 2021 primarily related to severance and employee related costs.

Amortization

	Three months ended May 31,			Nine months ended May 31,		
(millions of Canadian dollars)	**2021**	2020	Change %	**2021**	2020	Change %
Amortization revenue (expense)						
Deferred equipment revenue	**3**	4	(25.0)	**9**	13	(30.8)
Deferred equipment costs	**(11)**	(16)	(31.3)	**(37)**	(51)	(27.5)
Property, plant and equipment, intangibles and other	**(292)**	(290)	0.7	**(881)**	(867)	1.6

Amortization of property, plant and equipment, intangibles and other increased 0.7% for the three months ended May 31, 2021 and increased 1.6% for the nine months ended May 31, 2021, when compared to the same periods in fiscal 2020. The increase in amortization reflects the amortization of new expenditures exceeding the amortization of assets that became fully amortized during the period.

Amortization of financing costs and interest expense

	Three months ended May 31,			Nine months ended May 31,		
(millions of Canadian dollars)	**2021**	2020	Change %	**2021**	2020	Change %
Amortization of financing costs – long-term debt	**1**	-	100.0	**2**	2	-
Interest expense	**31**	67	(53.7)	**164**	206	(20.4)

Interest expense for the three and nine months ended May 31, 2021 decreased $36 million, or 53.7%, and $42 million, or 20.4%, respectively, over the comparable periods which primarily reflects a $35 million reduction of tax related interest expense in the quarter as well as a lower average outstanding debt balances in the period and the decrease in the weighted average interest rate.

Other gains/losses

This category generally includes realized and unrealized foreign exchange gains and losses on U.S. dollar denominated current assets and liabilities, gains and losses on disposal of property, plant and equipment, realized and unrealized gains and losses on private investments, and the Company's share of the operations of Burrard Landing Lot 2 Holdings Partnership. In the second quarter of fiscal 2021, the Company recorded a $27 million fair value gain on private investments in this category while in the third quarter of fiscal 2021, the Company recorded $18 million in Transaction-related advisory, legal, financial, and other professional costs.

Income taxes

Income taxes are lower in the quarter compared to the third quarter of fiscal 2020 due mainly to a revision to liabilities for uncertain tax positions that became statute barred in the period, which decreased income tax expense by $125 million.

Supplementary quarterly financial information

	2021(3)			2020(3)				2019
(millions of Canadian dollars except per share amounts)	**Q3**	**Q2**	**Q1**	**Q4**	**Q3**	**Q2**	**Q1**	**Q4**
Revenue	**1,375**	1,387	1,370	1,349	1,312	1,363	1,383	1,349
Adjusted EBITDA(1)	**642**	637	607	594	609	600	588	534
Restructuring costs	**(1)**	(1)	(12)	–	(14)	–	–	10
Amortization	**(300)**	(303)	(305)	(312)	(302)	(300)	(303)	(250)
Amortization of financing costs	**(1)**	–	(1)	(1)	–	(1)	(1)	(1)
Interest expense	**(31)**	(67)	(66)	(68)	(67)	(68)	(71)	(66)
Other income (expense)	**(21)**	26	(2)	(1)	7	(19)	(3)	2
Income taxes	**66**	(75)	(58)	(37)	(49)	(45)	(48)	(63)
Net income(2)	**354**	217	163	175	184	167	162	166
Net income attributable to equity shareholders	**354**	217	163	175	184	167	162	166
Earnings per share								
Basic	**0.71**	0.43	0.31	0.34	0.35	0.32	0.31	0.32
Diluted	**0.70**	0.43	0.31	0.34	0.35	0.32	0.31	0.32
Other Information								
Cash flows from operating activities	**560**	473	300	632	588	361	339	435
Free cash flow(1)	**307**	248	225	152	221	191	183	42
Capital expenditures and equipment costs	**233**	250	234	307	268	276	260	382

(1) See "Non-GAAP and additional financial measures."
(2) Net income attributable to both equity shareholders and non-controlling interests.
(3) Fiscal 2021 and 2020 figures reflect the impact of the adoption and application of IFRS 16 while Fiscal 2019 figures do not and are not comparable. See "New Accounting Standards" as well as "Results of Operations" and "Segmented Operations Review" in the MD&A for the year ended August 31, 2020.

F21 Q3 vs F21 Q2	In the third quarter of fiscal 2021, net income increased $137 million compared to the second quarter of fiscal 2021 mainly due to a $131 million decrease in current income taxes expense and a $36 million decrease in interest expense mainly due to a revision to liabilities for uncertain tax positions that became statute barred in the period, which reduced these expenses by $125 million and $35 million respectively, a $9 million decrease in deferred taxes, and a $5 million increase in adjusted EBITDA, partially offset by $18 million in Transaction related advisory, legal, financial, and other professional fees in the quarter and

	the impact of the $27 million fair value gain on private investments recorded in the second quarter.
F21 Q2 vs F21 Q1	In the second quarter of fiscal 2021, net income increased $54 million compared to the first quarter of fiscal 2021 mainly due to a $30 million increase in adjusted EBITDA, an $11 million decrease in restructuring costs, and a $27 million fair value gain on private investments recorded in the second quarter, partially offset by a $9 million increase in deferred taxes and an $8 million increase in current taxes, all in the second quarter.
F21 Q1 vs F20 Q4	In the first quarter of fiscal 2021, net income decreased $12 million compared to the fourth quarter of fiscal 2020 mainly due to a $12 million increase in restructuring costs in the first quarter and a $27 million increase in deferred taxes, partially offset by a $13 million increase in adjusted EBITDA and a $6 million decrease in current taxes, all in the first quarter.
F20 Q4 vs F20 Q3	In the fourth quarter of fiscal 2020, net income decreased $9 million compared to the third quarter of fiscal 2020 mainly due to an $15 million decrease in adjusted EBITDA and a $23 million increase in current taxes in the fourth quarter as well an $8 million decrease in other gains (losses) as a result of an insurance claim recovery in the third quarter, partially offset by a $35 million decrease in deferred taxes and a $14 million decrease in restructuring costs in the fourth quarter.
F20 Q3 vs F20 Q2	In the third quarter of fiscal 2020, net income increased $17 million compared to the second quarter of fiscal 2020 mainly due to a $26 million increase in other gains (losses), which includes the impact of the $17 million payment related to the early redemption of $800 million in senior notes in the second quarter, a $6 million insurance claim recovery, a $9 million increase in adjusted EBITDA in the third quarter and a $4 million decrease in current taxes, partially offset by an $8 million increase in deferred taxes, also in the third quarter.
F20 Q2 vs F20 Q1	In the second quarter of fiscal 2020, net income increased $5 million compared to the first quarter of fiscal 2020 mainly due to a $13 million decrease in current taxes, a $12 million increase in adjusted EBITDA and a $3 million decrease in interest expense, all in the second quarter, partially offset by a $17 million payment related to the early redemption of $800 million in senior notes and a $10 million increase in deferred taxes, also in the second quarter.
F20 Q1 vs F19 Q4	In the first quarter of fiscal 2020, net income decreased $3 million compared to the fourth quarter of fiscal 2019 mainly due to a $23 million decrease in deferred taxes in the first quarter. This was partially offset by a $7 million increase in current taxes in the first quarter as well as the net impact of the adoption of IFRS 16 which resulted in a decrease to operating, general and administrative costs that was more than offset by increases to amortization of property, plant and equipment, intangibles and other and interest expense.

Financial position

Total assets were $16.0 billion at May 31, 2021 compared to $16.2 billion at August 31, 2020. The following is a discussion of significant changes in the Consolidated Statements of Financial Position since August 31, 2020.

Current assets decreased $92 million primarily due to a decrease in cash of $272 million and a decrease in the current portion of contract assets of $24 million, partially offset by increases in accounts receivables of $38 million, inventories of $4 million, other current assets of $36 million, and income taxes recoverable of $126 million. Cash decreased primarily due to the payment of $455 million in dividends, $336 million for share repurchases, as described below, and cash outlays for investing activities, partially offset by funds flow from operations. Refer to "Liquidity and capital resources" for more information.

Accounts receivable increased $38 million mainly due to timing, as the Company continues to migrate customers from two-month advance billing to one-month advance billing, and the impact of an $18 million capital project reimbursement accrual recorded in the period.

The current portion of contract assets decreased $24 million over the period due to a $12 million decrease in deferred Wireline costs as a result of lower onboarding promotional activity for new subscribers over the past year and a $12 million decrease due to a decrease in Wireless subscribers participating in the Company's discretionary wireless handset discount program over the past year. Under IFRS 15, up-front promotional offers, such as onboarding or switch credits, offered to new two-year value-plan customers are recorded as a contract asset and amortized over the life of the contract against future service revenues while the portion of the Wireless discount relating to the handset is applied against equipment revenue at the point in time that the handset is transferred to the customer while the portion relating to service revenue is recorded as a contract asset and amortized over the life of the contract against future service revenues.

Property, plant and equipment decreased $102 million as the amortization of capital and right-of-use assets exceeded the capital investments and additions to right-of-use assets in the period.

Current liabilities increased $72 million during the period primarily due to the reclassification of $300 million in Preferred Shares from equity to current liabilities as a result of the Company providing notice to holders of the Preferred Shares on May 28, 2021 that the Preferred Shares would be redeemed on June 30, 2021. Refer to "Liquidity and capital resources" for more information. This increase was partially offset by a $112 million decrease in accounts payable, a decrease in income taxes payable of $57 million, and a decrease of $59 million in current provisions.

Accounts payable and accrued liabilities decreased due to the timing of payments and fluctuations in various payables including capital expenditures and tax remittances. The decrease in current provisions was mainly due to a $35 million reduction to the interest expense provision, a $20 million provision release related to the CRTC decision on final aggregated TPIA rates and the payment of outstanding restructuring costs in the period.

Lease liabilities increased $9 million mainly due to $91 million in new lease liabilities, partially offset by principal repayments of $82 million in the period.

Shareholders' equity decreased $313 million mainly due to the reclassification of $300 million in Preferred Shares to a current liability as noted above. Retained earnings increased as the current period income of $734 million was greater than the dividends of $451 million and the impact of shares repurchased under the normal course issuer bid (NCIB) program of $207 million. Share capital decreased $406 million due to the impact of 14,783,974 Class B Shares repurchased under the terms of the Company's NCIB program, and the reclassification of all 12,000,000 issued and outstanding Preferred Shares to current liability, which were partially offset by the issuance of 569,213 Class B Shares under the Company's stock option plan. Accumulated other comprehensive loss decreased $24 million due to the remeasurement recorded on employee benefit plans in the period.

As at June 15, 2021, there were 476,449,262 Class B Shares, 10,012,393 Series A Shares, 1,987,607 Series B Shares, and 22,372,064 Class A Shares issued and outstanding. As at June 15, 2021, 2021, 7,597,890 Class B Shares were issuable on exercise of outstanding options. On June 30, 2021, all 12,000,000 issued and outstanding Preferred Shares were redeemed by the Company as noted above. Shaw is traded on the Toronto and New York stock exchanges and is included in the S&P/TSX 60 Index (Trading Symbols: TSX – SJR.B, NYSE – SJR, and TSXV – SJR.A). For more information, please visit www.shaw.ca.

Liquidity and capital resources

In the nine-month period ended May 31, 2021, the Company generated $781 million of free cash flow. Shaw used its free cash flow along with cash of $272 million and proceeds from the issuance of Class B Shares of $15 million to pay common share dividends of $449 million, repurchase $336 million in Class B Shares under the Company's NCIB program, pay $25 million in restructuring costs, and fund the net working capital change.

Debt structure and financial policy

The Company has an accounts receivable securitization program with a Canadian financial institution which allows it to sell certain trade receivables into the program. As at May 31, 2021, the proceeds of the sales were committed up to a maximum of $200 million (with $200 million drawn under the program as at May 31, 2021). The Company continues to service and retain substantially all of the risks and rewards relating to the trade receivables sold, and therefore, the trade receivables remain recognized on the Company's Consolidated Statements of Financial Position and the funding received is recorded as a current liability (revolving floating rate loans) secured by the trade receivables. The buyer's interest in the accounts receivable ranks ahead of the Company's interest and the program restricts it from using the trade receivables as collateral for any other purpose. The buyer of the trade receivable has no claim on any of the Company's other assets.

As at May 31, 2021, the net debt leverage ratio for the Company was 2.4x. Considering the prevailing competitive, operational and capital market conditions, the Board of Directors has determined that having this ratio in the range of 2.5x to 3.0x would be appropriate for the Company in the current environment. In addition, the terms of the Arrangement Agreement require Shaw to obtain Rogers' consent prior to incurring certain types of indebtedness.

The Company calculates net debt leverage ratio as follows(1):

(millions of Canadian dollars)	**May 31, 2021**	August 31, 2020
Short-term borrowings	**200**	200
Preferred shares classified as current liabilities	**300**	-
Current portion of long-term debt	**1**	1
Current portion of lease liabilities	**110**	113
Long-term debt	**4,549**	4,547
Lease liabilities	**1,169**	1,157
50% of outstanding preferred shares classified as equity	**-**	147
Cash and cash equivalents	**(491)**	(763)
(A) Net debt(2)	**5,838**	5,402
(B) Adjusted EBITDA(2)	**2,480**	2,391
(A/B) Net debt leverage ratio(3)	**2.4x**	2.3x

(1) The following contains a breakdown of the components in the calculation of net debt leverage ratio, which is a non-GAAP ratio.

(2) See “Non-GAAP and additional financial measures.”

(3) Net debt leverage ratio is a non-GAAP ratio and should not be considered as a substitute or alternative for a GAAP measure and may not be a reliable way to compare us to other companies. See “Non-GAAP and additional financial measures” for further information about this ratio.

On November 2, 2020, the Company announced that it had received approval from the TSX to establish an NCIB program. The program commenced on November 5, 2020 and will remain in effect until November 4, 2021. As approved by the TSX, the Company has the ability to purchase for cancellation up to 24,532,404 Class B Shares representing approximately 5% of all of the issued and outstanding Class B Shares as at October 22, 2020.

During the three and nine months ended May 31, 2021, the Company purchased 1,559,202 and 14,783,974 Class B Shares for cancellation for a total cost of approximately $36 million and $336 million, respectively, under the NCIB program. In connection with the announcement of the Transaction on March 15, 2021, the Company suspended share buybacks under its NCIB program.

Shaw’s credit facilities are subject to customary covenants which include maintaining minimum or maximum financial ratios.

	Covenant as at May 31, 2021	**Covenant Limit**
Shaw Credit Facilities		
Total Debt to Operating Cash Flow(1) Ratio	1.89:1	< 5.00:1
Operating Cash Flow(1) to Fixed Charges(2) Ratio	11.17:1	> 2.00:1

(1) Operating Cash Flow, for the purposes of the covenants, is calculated as net earnings before interest expense, depreciation, amortization, restructuring, and current and deferred income taxes, excluding profit or loss from investments accounted for on an equity basis, less payments made with regards to lease liabilities for the most recently completed fiscal quarter multiplied by four, plus cash dividends and other cash distributions received in the most recently completed four fiscal quarters from investments accounted for on an equity basis.

(2) Fixed Charges are broadly defined as the aggregate interest expense, excluding the interest related to lease liabilities, for the most recently completed fiscal quarter multiplied by four.

As at May 31, 2021, Shaw is in compliance with these covenants and based on current business plans, the Company is not aware of any condition or event that would give rise to non-compliance with the covenants over the life of the borrowings which currently mature in December of 2024.

On May 28, 2021, the Company announced the redemption of all of its issued and outstanding Preferred Shares in accordance with their terms (as set out in the Company’s articles) on the Redemption Date at a price equal to $25.00 per Preferred Share, less any tax required to be deducted or withheld.

On the Redemption Date, there were 10,012,393 Series A Shares and 1,987,607 Series B Shares issued and outstanding. Accordingly, the aggregate Redemption Price paid by Shaw on the Redemption Date to redeem the Preferred Shares was $300 million.

On April 14, 2021, the Company's Board of Directors declared a dividend of $0.17444 per Series A Share and $0.12956 per Series B Share, each payable on June 30, 2021 to holders of record on June 15, 2021. These were the final dividends on the Preferred Shares, which were paid separately from the aggregate Redemption Price and in the usual manner. Following payment of the June 30, 2021 dividends, there were no accrued and unpaid dividends on the Preferred Shares.

As at May 31, 2021, the Company had $491 million of cash on hand and its $1.5 billion bank credit facility was fully undrawn.

Based on the aforementioned financing activities, available credit facilities and forecasted free cash flow, the Company expects to have sufficient liquidity to fund operations, obligations and working capital requirements, including maturing debt, during the upcoming year. The terms of the Arrangement Agreement require that the Company maintain sufficient liquidity to pay an $800 million termination fee payable by Shaw in certain circumstances.

Cash Flow

Operating Activities

	Three months ended May 31,			Nine months ended May 31,		
(millions of Canadian dollars)	**2021**	2020	Change %	**2021**	2020	Change %
Funds flow from operations	**708**	541	30.9	**1,735**	1,487	16.7
Net change in non-cash balances related to operations	**(148)**	47	>(100.0)	**(402)**	(199)	>(100.0)
	560	588	(4.8)	**1,333**	1,288	3.5

For the three months ended May 31, 2021, funds flow from operating activities decreased over the comparable period in fiscal 2020 primarily due to a large decrease in the net change in non-cash balances related to operations partially offset by an increase in the funds flow from operations. The net change in non-cash balances related to operations fluctuated over the comparative period due to changes in accounts receivable, inventory and other current asset balances, and the timing of payments of current income taxes payable and accounts payable and accrued liabilities.

Investing Activities

	Three months ended May 31,			Nine months ended May 31,		
(millions of Canadian dollars)	**2021**	2020	Decrease	**2021**	2020	Decrease
Cash used in investing activities	**(260)**	(261)	(1)	**(746)**	(865)	(119)

For the three months ended May 31, 2021, the cash used in investing activities was consistent with the comparable period in fiscal 2020.

Financing Activities

The changes in financing activities during the comparative periods were as follows:

(millions of Canadian dollars)	Three months ended May 31, 2021	Three months ended May 31, 2020	Nine months ended May 31, 2021	Nine months ended May 31, 2020
Increase in short-term borrowings [note 7]	**-**	(5)	**-**	210
Issuance of long-term debt	**-**	500	**-**	1,300
Repayment of long-term debt	**(1)**	-	**(1)**	(2,068)
Debt arrangement costs	**-**	(4)	**-**	(14)
Payment of lease liabilities [note 6]	**(24)**	(25)	**(82)**	(82)
Issue of Class B Shares [note 10]	**14**	1	**15**	6
Purchase of Class B Shares	**(36)**	(35)	**(336)**	(140)
Dividends paid on Class A Shares and Class B Shares	**(148)**	(152)	**(449)**	(421)
Dividends paid on Preferred Shares	**(2)**	(3)	**(6)**	(7)
Payment of distributions to non-controlling interests	**-**	-	**-**	(2)
	(197)	277	**(859)**	(1,218)

Contractual Obligations

There has been no material change in the Company’s contractual obligations, including commitments for capital expenditures, between August 31, 2020 and May 31, 2021.

Accounting standards

The MD&A included in the Company’s August 31, 2020 Annual Report outlined critical accounting policies, including key estimates and assumptions that management has made under these policies, and how they affect the amounts reported in the 2020 Annual Consolidated Financial Statements. The MD&A also describes significant accounting policies where alternatives exist. See “Critical Accounting Policies and Estimates” in the Company’s MD&A for the year ended August 31, 2020. The condensed interim Consolidated Financial Statements follow the same accounting policies and methods of application as the 2020 Annual Consolidated Financial Statements.

Related party transactions

The Company’s transactions with related parties are discussed in its MD&A for the year ended August 31, 2020 under “Related Party Transactions” and under Note 29 of the Consolidated Financial Statements of the Company for the year ended August 31, 2020.

There has been no material change in the Company’s transactions with related parties between August 31, 2020 and May 31, 2021.

Financial instruments

There has been no material change in the Company’s risk management practices with respect to financial instruments between August 31, 2020 and May 31, 2021. See “Known Events, Trends, Risks and Uncertainties – Interest Rates, Foreign Exchange Rates and Capital Markets” in the Company’s MD&A for the year ended August 31, 2020 and the section entitled “Financial Instruments” under Note 30 of the Consolidated Financial Statements of the Company for the year ended August 31, 2020.

Internal controls and procedures

Details relating to disclosure controls and procedures, and internal control over financial reporting (ICFR), are discussed in the Company's MD&A for the year ended August 31, 2020 under "Certification." As at May 31, 2021, there have been no changes in the Company's ICFR that have materially affected, or are reasonably likely to materially affect, the Company's ICFR in fiscal 2021.

Risks and uncertainties

The significant risks and uncertainties affecting the Company and its business are discussed in the Company's MD&A for the year ended August 31, 2020 under "Known Events, Trends, Risks and Uncertainties." The following is a list of the significant risks and uncertainties since that date.

Risks Related to the Transaction

The completion of the Transaction is subject to the satisfaction or waiver of several conditions precedent

The completion of the Transaction is subject to a number of conditions precedent, some of which are outside of the control of the Company and Rogers, including receipt of the Key Regulatory Approvals, there not having occurred a Material Adverse Effect or Purchaser Material Adverse Effect (as such terms are defined in the Arrangement Agreement), and the satisfaction of certain other customary closing conditions. There can be no certainty, nor can the Company or Rogers provide any assurance, that all conditions precedent to the Transaction will be satisfied or waived, nor can there be any certainty of the timing of their satisfaction or waiver. In addition, shareholders are advised that the condition relating to the occurrence of a Purchaser Material Adverse Effect is enforceable by, and is for the benefit of, the Shaw Family Living Trust. Accordingly, the Shaw Family Living Trust, which may have interests in the Transaction different from, or in addition to, those of other shareholders, has the right to prevent or delay the completion of the Transaction should it determine that a Purchaser Material Adverse Effect has occurred.

If, for any reason, the Transaction is not completed or its completion is materially delayed and/or the Arrangement Agreement is terminated, the market price of the Shares may be materially adversely affected. In such circumstances, the Company's business, financial condition or results of operations could also be subject to various material adverse consequences. In addition, if the Transaction is not completed, in certain circumstances, the Company may be required to pay a termination fee of $800 million to Rogers, the result of which could have a material adverse effect on the Company's business, financial position and results of operations and its ability to fund growth prospects and current operations.

The Key Regulatory Approvals necessary to complete the Transaction may not be obtained or may only be obtained after substantial delay

To complete the Transaction, each of the Company and Rogers must make certain filings with and obtain certain consents and approvals from certain governmental and regulatory authorities. In particular, the Company and Rogers have not yet obtained the Key Regulatory Approvals, all of which are required to complete the Transaction. In addition, governmental or regulatory agencies could deny permission for, or seek to block or challenge the Transaction or the transfer or deemed transfer of specific assets, including spectrum licenses, or impose material conditions relating to the Arrangement or any such transfer. If any one of the Key Regulatory Approvals is not obtained or any applicable law is in effect which makes the consummation of the Transaction illegal, the Transaction will not be completed.

In addition, a substantial delay in obtaining the Key Regulatory Approvals could result in the Transaction not being completed. In particular, if the Transaction is not completed by March 15, 2022 (subject to an extension of up to 90 days if required to obtain the Key Regulatory Approvals), either Shaw or Rogers may terminate the Arrangement Agreement, in which case the Transaction will not be completed.

Under certain circumstances, if the Key Regulatory Approvals are not obtained or any law (that relates to one or more of the Key Regulatory Approvals or the *Competition Act* (Canada)) is in effect which would make the consummation of the Transaction illegal and the failure to obtain the Key Regulatory Approvals is not caused by, and is not a result of, the failure by the Company to perform in all material respects any of its covenants or agreements under the Arrangement Agreement, then Rogers is obligated to pay the $1.2 billion reverse termination amount and holders of the Class A Shares and Class B Shares will not receive the consideration under the Arrangement Agreement (as the Transaction will not be completed).

Federal election could impact the regulatory reviews of the Transaction

The potential for a federal election to be called before the expected closing of the Transaction may have an unpredictable impact on the timing and outcome of the regulatory reviews of the Transaction.

The Arrangement Agreement may be terminated in certain circumstances

The Transaction may be terminated by the Company or Rogers in certain circumstances, in which case the Transaction will not be completed. Accordingly, there is no certainty, nor can the Company provide any assurance, that the Arrangement Agreement will not be terminated by the Company or Rogers prior to the completion of the Transaction. The failure to complete the Transaction could materially negatively impact the market price of Shaw's securities. Moreover, if the Arrangement Agreement is terminated and the Company's Board determines to pursue another merger or business combination, there is no assurance that the Company's Board will be able to find a party willing to pay an equivalent or greater price for all of Shaw's issued and outstanding Class A Shares and Class B Shares than the price to be paid by Rogers pursuant to the Transaction.

The failure to complete the Transaction could negatively impact the Company and have a material adverse effect on the current and future operations, financial condition and prospects of the Company

If the Transaction is not completed for any reason, there are risks that the announcement of the Transaction and the dedication of substantial resources of the Company to the completion thereof could have a negative impact on the Company's current business relationships (including with future and prospective employees, customers, suppliers and partners) and could have a material adverse effect on the current and future business, operations, results of operations, financial condition and prospects of the Company. In addition, failure to complete the Transaction for any reason could materially negatively impact the market price of Shaw's securities.
The entering into of the Arrangement Agreement may also preclude the Company from participating in any auction by ISED for wireless spectrum licenses.

On April 6, 2021, ISED published its list of applicants to participate in the 3500 MHz spectrum auction, which commenced on June 15, 2021. The list confirms that Shaw has elected not to participate in the auction.

If the Transaction is not completed, the inability of the Company to participate in any wireless spectrum auction and to acquire licenses thereunder could have a material adverse effect on the current and future operations, financial condition and prospects of the Company.

The Company will incur significant costs and, in certain circumstances, may be required to pay a Termination Fee

Certain costs relating to the Transaction, such as legal, accounting, tax and financial advisory fees, must be paid by the Company even if the Transaction is not completed. In addition, if the Transaction is not completed for certain reasons, the Company may be required to pay a termination fee of $800 million to Rogers, the result of which could have a material adverse effect on the Company's business, financial position and results of operations and its ability to fund growth prospects and current operations.

The Transaction may divert the attention of management of the Company, impact the Company's ability to attract or retain key personnel or impact the Company's third party business relationships

The Transaction could cause the attention of the Company's management to be diverted from the day-to-day operations of the Company. These disruptions could be exacerbated by a delay in the completion of the Transaction and could have an adverse effect on the current and future business, operations, results of operations, financial condition and prospects of the Company. Because the completion of the Transaction is subject to uncertainty, officers and employees of the Company may experience uncertainty about their future roles with the Company, which may adversely affect the Company's ability to attract or retain key management and personnel in the period until the completion or termination of the Transaction.

In addition, third parties with which the Company currently has business relationships or may have business relationships in the future, including industry partners, regulators, customers and suppliers, may experience uncertainty associated with the Transaction, including with respect to current or future relationships with the Company or Rogers. Such uncertainty could have a material and adverse effect on the current and future business, operations, results of operations, financial condition and prospects of the Company.

The Arrangement Agreement contains certain restrictions on the ability of the Company to conduct its business

Under the Arrangement Agreement, the Company must generally use its reasonable best efforts to conduct its business in the ordinary course and, prior to the completion of the Transaction or the termination of the Arrangement Agreement, the Company is subject to certain covenants which restrict it from taking certain actions without the prior consent of Rogers and which require it to take certain other actions. In either case, such covenants may delay or prevent the Company from pursuing business opportunities that may arise or preclude actions that would otherwise be advisable if the Company were to remain a standalone entity.

The financing of the Transaction

Although the Arrangement Agreement does not contain a financing condition and Rogers has received the debt commitment letter to provide for the debt financing in order to finance the Transaction, the obligation of the lenders under the debt commitment letter to provide the debt financing is subject to certain limited conditions. In the event that the Transaction cannot be completed due to the failure of Rogers to obtain financing required to close the Transaction either because the limited conditions to the financing are not satisfied or other events arise which prevent Rogers from consummating the Debt Financing, the Company expects that Rogers may be unable to fund the Consideration required to complete the Arrangement, in which case Rogers will be required to pay a reverse termination fee of $1.2 billion to the Company and the holders of the Class A Shares and Class B Shares will not receive the consideration under the Arrangement Agreement (as the Transaction will not be completed).

Government regulations and regulatory developments

See our MD&A in the Annual Report for the year ended August 31, 2020 for a discussion of the significant regulations that affected our operations as of October 30, 2020. The following is a list of the significant regulatory developments since that date.

For a discussion of the regulatory approval processes related to the Transaction, see "Introduction – Shaw and Rogers Transaction" and "Risks and uncertainties – Risks Related to the Transaction – *The Key Regulatory Approvals necessary to complete the Transaction may not be obtained or may only be obtained after substantial delay* and a *Federal election could impact the regulatory reviews of the Transaction*" of this MD&A.

Broadcasting Act

Potential for requirements that entrench or augment regulatory asymmetry

On November 3, 2020, the Minister of Heritage introduced a bill to amend the *Broadcasting Act* ("Bill C-10"). Bill C-10 will form the basis of a new regulatory regime applicable to various classes of service providers, including cable and direct-to-home satellite (DTH) services, as well as online broadcasting services. Bill C-10, while subject to amendment pursuant to the parliamentary process, does not currently introduce material new obligations applicable to or fees payable by the Company's cable, DTH, Satellite Relay Distribution or digital media services. It would, however, establish a regulatory framework for online services that does not require licensing and may ultimately lead to a lighter set of regulatory obligations for such services as compared to licensees (including cable and DTH services). The details with respect to regulatory obligations applicable to both licensees and online undertakings will be determined by the CRTC, which will – subsequent to any royal assent to Bill C-10 – engage in one or more proceedings to align Canadian broadcasting regulation with the amended *Broadcasting Act.* Furthermore, the Minister of Heritage has indicated that the CRTC's subsequent regulatory processes will be subject to a Direction by the Governor-in-Council that sets out the Government's expectations with respect to how the newly-incorporated amendments to the *Broadcasting Act* should be reflected in regulation, which Direction may also specify the requirement that new regulations be brought into force within a relatively short timeframe. On February 16, 2021, Bill C-10 passed Second Reading and was referred to the Standing Committee on Canadian Heritage for study. On June 14, 2021, the Standing Committee presented its report on Bill C-10 with amendments in the House of Commons, and on June 22, 2021, the House of Commons passed the Bill, which is now before, and requires passing by, the Senate. The implementation of new regulatory measures in connection with Bill C-10, alone or in combination with the maintenance of existing regulatory measures applicable to the Company's cable and DTH services, could impact the Company's cable and DTH services if regulatory fees and obligations are not applied symmetrically as between licensed and unlicensed entities.

Telecommunications Act

Telecom Order CRTC 2019-288

On August 15, 2019, the CRTC issued Telecom Order 2019-288 (the "Order"), which set Shaw's final wholesale high-speed access (HSA) service rates. The final rates were significantly lower than the interim rates set in October 2016, and retroactive to January 31, 2017. For a detailed summary regarding all proceedings and decisions issued between August 15, 2019 and October 30, 2020 related to the Company's multiple routes of appeal of the Order, see "Government Relations and Regulatory Developments – Third Party Internet Access" of the Company's Annual Report for the year ended August 31, 2020.

On November 12, 2020, the Company, together with Cogeco, Eastlink, Rogers and Videotron (collectively, the "Cable Carriers"), filed an application with the Supreme Court of Canada (SCC), seeking leave to appeal the Federal Court of Appeal's (FCA) decision dated September 10, 2020 denying the Company's appeal of the Order. On February 25, 2021, the application for leave to appeal was dismissed.

On May 27, 2021, the CRTC released its decision in the Cable Carriers' application to review and vary the rates set by the Order ("TD 2021-181"). The CRTC determined that there was substantial doubt as to the correctness of the aggregated wholesale HSA service rates set by the Order and approved on a final basis the interim rates set in October 2016. On May 28, 2021, TekSavvy Solutions Inc. ("TekSavvy") petitioned to the Governor in Council (GIC) to vary TD 2021-181, asking the GIC to finalize the rates set by the Order and direct all facilities-based wholesale service providers to immediately remit all retroactive payments in connection with the Order's rates. On June 28, TekSavvy also filed a motion for leave to appeal TD 2021-181 to the FCA and has requested that the appeal be heard on an expedited basis. If leave is granted, TekSavvy will seek an order from the FCA that TD 2021-181 is quashed, and the 2019 Order is reinstated or, in the alternative, that the matter is remitted to the CRTC for redetermination. If the GIC or the FCA were to intervene in any way with the effect of decreasing the aggregated wholesale HSA service rates set by TD 2021-181, this could significantly reduce the amount that the Company can charge for aggregated wholesale HSA services and negatively impact the Company's broadband Wireline revenues and investments, as well as its ability to compete with Resellers and other facilities-based HSA providers.

CRTC Wireless Review

In February 2019, the CRTC initiated its review of the regulatory framework for mobile wireless services and held a public hearing in February 2020. The Commission reviewed competition in the retail market, including potential regulatory intervention, such as new retail policies and mandated low-cost data-only plans, and wholesale wireless regulation, including wholesale access for mobile virtual network operators (MVNOs), and whether there is any need to make changes to the wholesale roaming policy.

In April 2021, the CRTC issued Wireless Review decision, Telecom Regulatory Policy CRTC 2021-130 ("TRP 2021-130"). In it, the CRTC rejected a broad MVNO regime and instead mandated wholesale MVNO access on the incumbent national carriers' networks only for carriers holding a spectrum licence in a given service area. The CRTC directed the incumbents to file proposed terms and conditions for the MVNO service by July 14, 2021. Rates will be determined through commercial negotiation, with recourse to CRTC Final Offer Arbitration if negotiations reach an impasse. The CRTC also held that the incumbent carriers would be required to provide seamless roaming as part of their mandated domestic wholesale roaming services used by the Company and other carriers as of April 15, 2022 and confirmed that the wholesale roaming policy applies to 5G networks. The incumbents' wholesale roaming tariffs will be reviewed to ensure the rates reflect the underlying costs associated with seamless roaming following its implementation. At that time, the CRTC will also assess the underlying costs of wholesale roaming on 5G networks. TRP 2021-130 did not mandate specific retail services but set clear expectations for the offer and promotion by the incumbent national carriers of low-cost, emergency use, and occasional use plans at specified rates. The CRTC expects these plans to be offered by July 14, 2021. Finally, the CRTC determined that the *Telecommunications Act* does not give it the jurisdiction to adjudicate disputes concerning access to public places for the purpose of constructing, maintaining and operating mobile wireless transmission facilities. On May 14, 2021, TELUS filed for leave to appeal the CRTC's determinations related to seamless roaming and jurisdiction over access to public places relating to wireless facilities.

Compliance and Enforcement and Telecom Notice of Consultation CRTC 2021-9

On January 13, 2021, the CRTC initiated a proceeding to develop a network-level blocking framework to limit botnet traffic targeting Canadians. Shaw has recommended a limited role for the CRTC. If, however, the CRTC implements more onerous obligations, this could introduce additional costs to the Company and a risk of penalties in connection with any non-compliance.

36-Month Device Financing

On March 4, 2021, the CRTC released its decision regarding 36-month device financing plans (also referred to as equipment installment plans), in which it confirmed that plans longer than 24-months violate the Wireless Code. The CRTC also ordered all wireless service providers to update their contracts, sales, training material and any other documentation, to ensure that the offering of device financing plans complies with the Wireless Code's limitation on rules applicable to contract length and early cancellation fees. The Company has never offered device financing plans longer than 24-months.

Radiocommunication Act

Wireless Spectrum Licences

In May 2021, ISED released its decision allowing future mobile use in the 3800 MHz band (3650-3900 MHz). The band is currently used primarily to provide fixed satellite services. Existing satellite users of the spectrum in remote, satellite dependent areas of the country will be permitted to continue to operate across the band, while those in urban areas will be consolidated in the 4000-4200 MHz spectrum range and subject to a transition process that will be complete in March 2025. The details of the licensing framework for the band will be the subject of a future proceeding.

In May 2021, ISED also released a decision confirming its intention to make 1200 MHz of spectrum in the 6 GHz band (5925-7125 MHz) available for Wi-Fi and other unlicensed uses. Technical standards for equipment operating in the band must be developed before the spectrum becomes available for use.

Copyright Act

Interpretation of s.2.4(1.1)

In June 2020, the Federal Court of Appeal overturned the Copyright Board's interpretation of the scope and meaning of the "making available" provision (section 2.4(1.1) of the *Copyright Act*). The Copyright Board determined that section 2.4(1.1) expands the scope of the performance right and the Society of Composers, Authors and Music Publishers of Canada's (SOCAN) entitlement to royalties. On November 12, 2020, SOCAN and Music Canada (collectively, the "Applicants") filed an application for leave to appeal to the SCC. On April 21, 2021, leave to appeal was granted to the Applicants. If the SCC restores the Copyright Board's interpretation, it could lead to new claims by rights holders in connection with Company technologies that facilitate downloading.

Judicial Review of the Distant Signal Retransmission Tariff Rates (2014-2018)

On December 18, 2018, the Copyright Board released a rate decision for the Distant Signal Retransmission Tariff for the past tariff period of 2014-2018, inclusive, which introduced a rate increase that applied retroactively, and established an interim tariff for 2019 based on the 2018 rate. Both the Copyright Collective of Canada (the "Collectives") and Objectors filed a Notice of Application for judicial review with the FCA on November 4, 2019. The FCA hearing in the judicial review was held on March 1-2, 2021. If the Collectives succeed in the judicial review, the Company could become subject to significantly increased royalty rates for the 2014-2018 period, pursuant to either the FCA's decision in the judicial review or any redetermination of the rates by the Copyright Board.

Personal Information Protection and Electronic Documents Act (PIPEDA)

On November 17, 2020, the Minister of Innovation, Science and Industry introduced Bill C-11 – *the Digital Charter Implementation Act* ("DCIA"), which, if passed and brought into force, will repeal and replace PIPEDA. Bill C-11 is comprised of two parts: (1) the *Consumer Privacy Protection Act* (the "CPPA"), which establishes protections and parameters for the collection, use and disclosure of personal information ("PI"), including enhanced rights for individuals with respect to their privacy and data; enhanced accountabilities for organizations with respect to consent gathering and data usage; and significant penalties (up to 5% of an organization's gross revenue the previous year) for breaches of rights and responsibilities; and (2) the *Personal Information and Data Protection Tribunal Act* (the "PIDPTA"), which creates a new administrative tribunal to oversee enforcement of the CPPA. As of June 17, 2021, Bill C-11 remains in Second Reading before the House of Commons.

Changes to privacy laws and regulations resulting from the passage of Bill C-11 will require the Company to incur costs to adjust its policies and practices related to privacy, as well as data collection, management, disposal and access practices. Such changes could: result in significant new costs payable by the Company to ensure compliance; limit the Company's ability to utilize data in support of its business, as well as preserve and expand its customer base; and expose the Company to the risk of significant penalties and claims (including pursuant to a proposed right of private action) in connection with any non-compliance. The Government will be consulting on Bill C-11, and the timing of its coming into force will be set at the time the legislation is passed.

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(unaudited)

(millions of Canadian dollars)	May 31, 2021	August 31, 2020
ASSETS		
Current		
Cash and cash equivalents	**491**	763
Accounts receivable	**306**	268
Income taxes recoverable	**126**	-
Inventories	**64**	60
Other current assets *[note 4]*	**313**	277
Current portion of contract assets *[note 12]*	**108**	132
	1,408	1,500
Investments and other assets *[note 5 & 17]*	**70**	42
Property, plant and equipment	**6,040**	6,142
Other long-term assets	**149**	163
Contract assets *[note 12]*	**30**	40
Deferred income tax assets	**2**	1
Intangibles *[note 18]*	**8,001**	7,997
Goodwill *[note 18]*	**280**	280
	15,980	16,165
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current		
Short-term borrowings *[note 7]*	**200**	200
Accounts payable and accrued liabilities	**887**	999
Provisions *[note 8]*	**42**	101
Income taxes payable	**-**	57
Preferred shares *[note 10]*	**300**	-
Current portion of contract liabilities *[note 12]*	**209**	211
Current portion of long-term debt *[notes 9 and 17]*	**1**	1
Current portion of lease liabilities *[note 6]*	**110**	113
Current portion of derivatives	**11**	6
	1,760	1,688
Long-term debt *[notes 9 and 17]*	**4,549**	4,547
Lease liabilities *[note 6]*	**1,169**	1,157
Other long-term liabilities	**42**	72
Provisions *[note 8]*	**81**	80
Deferred credits	**393**	406
Contract liabilities *[note 12]*	**14**	14
Deferred income tax liabilities	**2,052**	1,968
	10,060	9,932
Shareholders' equity *[notes 10 and 15]*		
Common and preferred shareholders	**5,920**	6,233
	15,980	16,165

See accompanying notes.

CONSOLIDATED STATEMENTS OF INCOME
(unaudited)

	Three months ended May 31,		Nine months ended May 31,	
(millions of Canadian dollars)	**2021**	2020	**2021**	2020
Revenue *[notes 3 and 12]*	**1,375**	1,312	**4,132**	4,058
Operating, general and administrative expenses *[note 13]*	**(733)**	(703)	**(2,246)**	(2,261)
Restructuring costs *[notes 8 and 13]*	**(1)**	(14)	**(14)**	(14)
Amortization:				
Deferred equipment revenue	**3**	4	**9**	13
Deferred equipment costs	**(11)**	(16)	**(37)**	(51)
Property, plant and equipment, intangibles and other	**(292)**	(290)	**(881)**	(867)
Operating income	**341**	293	**963**	878
Amortization of financing costs – long-term debt	**(1)**	-	**(2)**	(2)
Interest expense *[note 9]*	**(31)**	(67)	**(164)**	(206)
Other gains (losses) *[note 14]*	**(21)**	7	**4**	(15)
Income before income taxes	**288**	233	**801**	655
Current income tax expense (recovery)*[note 3]*	**(88)**	19	**(8)**	78
Deferred income tax expense	**22**	30	**75**	64
Net income	**354**	184	**734**	513
Net income attributable to:				
Equity shareholders	**354**	**184**	**734**	**513**
Earnings per share: *[note 11]*				
Basic	**0.71**	**0.35**	**1.44**	**0.98**
Diluted	**0.70**	**0.35**	**1.44**	**0.98**

See accompanying notes.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(unaudited)

	Three months ended May 31,		Nine months ended May 31,	
(millions of Canadian dollars)	**2021**	2020	**2021**	2020
Net income	**354**	184	**734**	513
Other comprehensive income *[note 15]*				
Items that may subsequently be reclassified to income:				
Change in unrealized fair value of derivatives designated as cash flow hedges	**(5)**	(1)	**(6)**	2
Adjustment for hedged items recognized in the period	**2**	1	**3**	(1)
	(3)	-	**(3)**	1
Items that will not subsequently be reclassified to income:				
Remeasurements on employee benefit plans	**4**	40	**27**	34
	1	40	**24**	35
Comprehensive income	**355**	224	**758**	548
Comprehensive income attributable to:				
Equity shareholders	**355**	224	**758**	548

See accompanying notes.

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(unaudited)

Nine months ended May 31, 2021

(millions of Canadian dollars)	Share capital	Contributed surplus	Retained earnings	Accumulated other comprehensive loss	Total	Equity attributable to non controlling interest	Total equity
	Attributable to equity shareholders						
Balance as at September 1, 2020	**4,602**	**27**	**1,703**	**(99)**	**6,233**	**-**	**6,233**
Net income	**-**	**-**	**734**	**-**	**734**	**-**	**734**
Other comprehensive income	**-**	**-**	**-**	**24**	**24**	**-**	**24**
Comprehensive income	**-**	**-**	**734**	**24**	**758**	**-**	**758**
Dividends	**-**	**-**	**(451)**	**-**	**(451)**	**-**	**(451)**
Shares issued under stock option plan	**16**	**(1)**	**-**	**-**	**15**	**-**	**15**
Shares repurchased *[note 10]*	**(129)**	**-**	**(207)**	**-**	**(336)**	**-**	**(336)**
Preferred shares reclassified to current liabilities *[note 10]*	**(293)**	**-**	**(7)**	**-**	**(300)**	**-**	**(300)**
Share-based compensation	**-**	**1**	**-**	**-**	**1**	**-**	**1**
Balance as at May 31, 2021	**4,196**	**27**	**1,772**	**(75)**	**5,920**	**-**	**5,920**

Nine months ended May 31, 2020

(millions of Canadian dollars)	Share capital	Contributed surplus	Retained earnings	Accumulated other comprehensive loss	Total	Equity attributable to non controlling interest	Total equity
	Attributable to equity shareholders						
Balance as at September 1, 2019	4,605	26	1,723	(94)	6,260	3	6,263
Net income	-	-	513	-	513	-	513
Other comprehensive income	-	-	-	35	35	-	35
Comprehensive income	-	-	513	35	548	-	548
Dividends	-	-	(426)	-	(426)	-	(426)
Dividend reinvestment plan	37	-	(37)	-	-	-	-
Distributions declared to non-controlling interest	-	-	-	-	-	(3)	(3)
Shares issued under stock option plan	6	-	-	-	6	-	6
Shares repurchased	(49)	-	(91)	-	(140)	-	(140)
Share-based compensation	-	1	-	-	1	-	1
Balance as at May 31, 2020	4,599	27	1,682	(59)	6,249	-	6,249

See accompanying notes.

CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)

(millions of Canadian dollars)	Three months ended May 31, **2021**	Three months ended May 31, 2020	Nine months ended May 31, **2021**	Nine months ended May 31, 2020
OPERATING ACTIVITIES				
Funds flow from operations *[note 16]*	**708**	541	**1,735**	1,487
Net change in non-cash balances	**(148)**	47	**(402)**	(199)
	560	588	**1,333**	1,288
INVESTING ACTIVITIES				
Additions to property, plant and equipment *[note 3]*	**(227)**	(224)	**(641)**	(742)
Additions to equipment costs (net) *[note 3]*	**(4)**	(5)	**(16)**	(23)
Additions to other intangibles *[note 3]*	**(31)**	(32)	**(107)**	(96)
Net additions to investments and other assets	**-**	-	**(1)**	(5)
Proceeds on disposal of property, plant and equipment	**2**	-	**19**	1
	(260)	(261)	**(746)**	(865)
FINANCING ACTIVITIES				
Increase (decrease) in short-term borrowings *[note 7]*	**-**	(5)	**-**	210
Issuance of long-term debt	**-**	500	**-**	1,300
Repayment of long-term debt	**(1)**	-	**(1)**	(2,068)
Debt arrangement costs	**-**	(4)	**-**	(14)
Payment of lease liabilities *[note 6]*	**(24)**	(25)	**(82)**	(82)
Issue of Class B Shares *[note 10]*	**14**	1	**15**	6
Purchase of Class B Shares *[note 10]*	**(36)**	(35)	**(336)**	(140)
Dividends paid on Class A Shares and Class B Shares	**(148)**	(152)	**(449)**	(421)
Dividends paid on Preferred Shares	**(2)**	(3)	**(6)**	(7)
Payment of distributions to non-controlling interests	**-**	-	**-**	(2)
	(197)	277	**(859)**	(1,218)
Increase (decrease) in cash	**103**	604	**(272)**	(795)
Cash, beginning of the period	**388**	47	**763**	1,446
Cash, end of the period	**491**	651	**491**	651

See accompanying notes.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

May 31, 2021 and May 31, 2020
[all amounts in millions of Canadian dollars, except share and per share amounts]

1. CORPORATE INFORMATION

Shaw Communications Inc. (the "Company") is a diversified Canadian connectivity company whose core operating business is providing: Cable telecommunications, Satellite video services and data networking to residential customers, businesses and public-sector entities ("Wireline"); and wireless services for voice and data communications ("Wireless"). The Company's shares are listed on the Toronto Stock Exchange (TSX), TSX Venture Exchange (TSXV) and New York Stock Exchange (NYSE) (Symbol: TSX - SJR.B, NYSE - SJR, and TSXV - SJR.A).

On March 15, 2021, the Company announced that it had entered into an arrangement agreement (the "Arrangement Agreement") with Rogers Communications Inc. ("Rogers"), under which Rogers will acquire all of Shaw's issued and outstanding Class A Participating Shares ("Class A Shares") and Class B Non-Voting Participating Shares ("Class B Shares") in a transaction valued at approximately $26 billion, inclusive of approximately $6 billion of Shaw debt (the "Transaction"). Holders of Shaw Class A Shares and Class B Shares (other than the Shaw Family Living Trust, the controlling shareholder of Shaw, and related persons (collectively the "Shaw Family Shareholders")) will receive $40.50 per share in cash. The Shaw Family Shareholders will receive 60% of the consideration for their shares in the form of Class B Non-Voting Shares of Rogers (the "Rogers Shares") on the basis of the volume-weighted average trading price for the Rogers Shares for the 10 trading days ending March 12, 2021, and the balance in cash.

The Transaction is being implemented by way of a court-approved plan of arrangement under the *Business Corporations Act* (Alberta). At the special meeting of Shaw shareholders held on May 20, 2021, the Company obtained approval of the plan of arrangement by the holders of Shaw's Class A Shares and Class B Shares in the manner required by the interim order granted by the Court of Queen's Bench of Alberta on April 19, 2021. On May 25, 2021, the Court of Queen's Bench of Alberta issued a final order approving the plan of arrangement.

The Transaction remains subject to other customary closing conditions including approvals from certain Canadian regulators, including the Competition Bureau, Innovation, Science and Economic Development Canada (ISED) and the Canadian Radio-television and Telecommunications Commission (CRTC). Subject to the receipt of all required approvals, and the satisfaction of all closing conditions, the Transaction is expected to close in the first half of 2022.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

May 31, 2021 and May 31, 2020
[all amounts in millions of Canadian dollars, except share and per share amounts]

2. BASIS OF PRESENTATION AND ACCOUNTING POLICIES

Statement of compliance

These condensed interim consolidated financial statements of the Company have been prepared in accordance with International Financial Reporting Standards (IFRS) and in compliance with International Accounting Standard (IAS) 34 *Interim Financial Reporting* as issued by the International Accounting Standards Board (IASB).

The condensed interim consolidated financial statements of the Company for the three and nine months ended May 31, 2021 were authorized for issue by the Board of Directors on June 30, 2021.

Basis of presentation

These condensed interim consolidated financial statements have been prepared primarily under the historical cost convention except as detailed in the significant accounting policies disclosed in the Company's consolidated financial statements for the year ended August 31, 2020 and are expressed in millions of Canadian dollars unless otherwise indicated. The condensed interim consolidated statements of income are presented using the nature classification for expenses.

The notes presented in these condensed interim consolidated financial statements include only significant events and transactions occurring since the Company's last fiscal year end and are not fully inclusive of all matters required to be disclosed by IFRS in the Company's annual consolidated financial statements. As a result, these condensed interim consolidated financial statements should be read in conjunction with the Company's consolidated financial statements for the year ended August 31, 2020.

The condensed interim consolidated financial statements follow the same accounting policies and methods of application as the most recent annual consolidated financial statements.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

May 31, 2021 and May 31, 2020
[all amounts in millions of Canadian dollars, except share and per share amounts]

3. BUSINESS SEGMENT INFORMATION

The Company's chief operating decision makers are the Executive Chair & Chief Executive Officer, the President, and the Executive Vice President, Chief Financial & Corporate Development Officer and they review the operating performance of the Company by segments, which are comprised of Wireline and Wireless. The chief operating decision makers utilize adjusted earnings before interest, income taxes, depreciation and amortization ("adjusted EBITDA") for each segment as a key measure in making operating decisions and assessing performance.

The Wireline segment provides Cable telecommunications services including Video, Internet, WiFi, Phone, Satellite Video and data networking through a national fibre-optic backbone network to Canadian consumers, North American businesses and public-sector entities. The Wireless segment provides wireless services for voice and data communications serving customers in Ontario, British Columbia and Alberta through Freedom Mobile and in British Columbia and Alberta through Shaw Mobile.

Both of the Company's reportable segments are substantially located in Canada. Information on operations by segment is as follows:

Operating information

	Three months ended May 31,		Nine months ended May 31,	
	2021	2020	**2021**	2020
Revenue				
Wireline	**1,080**	1,063	**3,190**	3,193
Wireless	**298**	252	**951**	872
	1,378	1,315	**4,141**	4,065
Intersegment eliminations	**(3)**	(3)	**(9)**	(7)
	1,375	1,312	**4,132**	4,058
Adjusted EBITDA[(1)]				
Wireline	**527**	508	**1,599**	1,544
Wireless	**115**	101	**287**	253
	642	609	**1,886**	1,797
Restructuring costs	**(1)**	(14)	**(14)**	(14)
Amortization	**(300)**	(302)	**(909)**	(905)
Operating income	**341**	293	**963**	878
Current taxes[(2)]				
Operating	**39**	18	**117**	72
Other/non-operating	**(127)**	1	**(125)**	6
	(88)	19	**(8)**	78

(1) Adjusted EBITDA does not have any standardized meaning prescribed by IFRS and is therefore unlikely to be comparable to similar measures presented by other issuers; the Company defines adjusted EBITDA as revenues less operating, general and administrative expenses.

(2) Current taxes are lower for the three and nine months ended May 31, 2021 due mainly to a revision to liabilities for uncertain tax positions that became statute barred in the period of $125.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

May 31, 2021 and May 31, 2020
[all amounts in millions of Canadian dollars, except share and per share amounts]

Capital expenditures

	Three months ended May 31,		Nine months ended May 31,	
	2021	2020	**2021**	2020
Capital expenditures accrual basis				
Wireline	**158**	190	**486**	599
Wireless	**70**	73	**214**	181
	228	263	**700**	780
Equipment costs (net of revenue)				
Wireline	**5**	5	**16**	24
Capital expenditures and equipment costs (net)				
Wireline	**163**	195	**502**	623
Wireless	**70**	73	**214**	181
	233	268	**716**	804
Reconciliation to Consolidated Statements of Cash Flows				
Additions to property, plant and equipment	**227**	224	**641**	742
Additions to equipment costs (net)	**4**	5	**16**	23
Additions to other intangibles	**31**	32	**107**	96
Total of capital expenditures and equipment costs (net) per Consolidated Statements of Cash Flows	**262**	261	**764**	861
Increase/(decrease) in working capital and other liabilities related to capital expenditures	**(27)**	7	**(29)**	(56)
Less: Proceeds on disposal of property, plant and equipment	**(2)**	-	**(19)**	(1)
Total capital expenditures and equipment costs (net) reported by segments	**233**	268	**716**	804

4. OTHER CURRENT ASSETS

	May 31, 2021	August 31, 2020
Prepaid expenses	**98**	89
Deferred commission costs(1)	**59**	61
Wireless handset receivables(2)	**156**	127
	313	277

(1) Costs incurred to obtain or fulfill a contract with a customer are capitalized and subsequently amortized as an expense over the average life of a customer.

(2) As described in the revenue and expenses accounting policy detailed in the significant accounting policies disclosed in the Company's consolidated financial statements for the year ended August 31, 2020, these amounts relate to the current portion of wireless handset receivables.

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5. INVESTMENTS AND OTHER ASSETS

	May 31, 2021	August 31, 2020
Investments in private entities	**70**	42

The Company has a portfolio of investments in various private entities. In the second quarter of fiscal 2021, the Company recorded a net fair value adjustment of $27 relating to these investments. This gain is included in other gains (losses) on the Consolidated Statements of Income for the nine months ended May 31, 2021.

6. LEASE LIABILITIES

Below is a summary of the activity related to the Company's lease liabilities.

August 31, 2020	1,270
Net additions	91
Interest on lease liabilities	34
Interest payments on lease liabilities	(34)
Principal payments of lease liabilities	(82)
Other	-
Balance as at May 31, 2021	**1,279**
Current	113
Long-term	1,157
Balance as at August 31, 2020	1,270
Current	**110**
Long-term	**1,169**
Balance as at May 31, 2021	**1,279**

7. SHORT-TERM BORROWINGS

A summary of our accounts receivable securitization program is as follows:

	Three months ended May 31,		Nine months ended May 31,	
	2021	2020	**2021**	2020
Accounts receivable securitization program, beginning of period	**200**	200	**200**	40
Proceeds received from accounts receivable securitization	**-**	-	**-**	160
Repayment of accounts receivable securitization	**-**	-	**-**	-
Accounts receivable securitization program, end of period	**200**	200	**200**	200

	May 31, 2021	August 31, 2020
Trade accounts receivable sold to buyer as security	**432**	446
Short-term borrowings from buyer	**(200)**	(200)
Over-collateralization	**232**	246

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8. PROVISIONS

	Asset retirement obligations $	Restructuring [1][2] $	Other $	Total $
Balance as at August 31, 2020	79	13	89	181
Additions	-	14	9	23
Accretion	3	-	-	3
Reversal [3]	-	-	(58)	(58)
Payments	(1)	(25)	-	(26)
Balance as at May 31, 2021	**81**	**2**	**40**	**123**
Current	-	13	88	101
Long-term	79	-	1	80
Balance as at August 31, 2020	79	13	89	181
Current	-	2	40	42
Long-term	81	-	-	81
Balance as at May 31, 2021	**81**	**2**	**40**	**123**

(1) During fiscal 2018 the Company offered a voluntary departure program to a group of eligible employees as part of a total business transformation initiative and in fiscal 2020 restructured certain operations within the Wireline segment and announced a realignment of the senior leadership team. A total of $12 has been paid in fiscal 2021 relating to these initiatives. The remaining costs are expected to be paid out within the next 8 months.

(2) During fiscal 2021, the Company made a number of changes to its organizational structure in an effort to streamline the business, consolidate certain functions, and reduce redundancies between the Wireless and Wireline segments. In connection with the restructuring, the Company recorded $1 in the third quarter, $1 in the second quarter and $12 in the first quarter primarily related to severance and employee related costs, of which $13 has been paid as at May 31, 2021. The remaining costs are expected to be paid within the next 8 months.

(3) During the third quarter of fiscal 2021, the Company recorded a $20 reversal following the CRTC decision on final aggregated Third Party Internet Access rates and a $35 reduction of tax related interest expense.

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9. LONG-TERM DEBT

	May 31, 2021				August 31, 2020		
	Effective interest rates	Long-term debt at amortized cost(1)	Adjustment for finance costs (1)	Long-term debt repayable at maturity	Long-term debt at amortized cost(1)	Adjustment for finance costs (1)	Long-term debt repayable at maturity
	%	$	$	$	$	$	$
Corporate							
Cdn fixed rate senior notes-							
3.80% due November 2, 2023	3.80	**499**	**1**	**500**	498	2	500
4.35% due January 31, 2024	4.35	**499**	**1**	**500**	499	1	500
3.80% due March 1, 2027	3.84	**299**	**1**	**300**	298	2	300
4.40% due November 2, 2028	4.40	**496**	**4**	**500**	496	4	500
3.30% due December 10, 2029	3.41	**496**	**4**	**500**	495	5	500
2.90% due December 9, 2030	2.92	**496**	**4**	**500**	496	4	500
6.75% due November 9, 2039	6.89	**1,421**	**29**	**1,450**	1,421	29	1,450
4.25% due December 9, 2049	4.33	**296**	**4**	**300**	296	4	300
		4,502	**48**	**4,550**	4,499	51	4,550
Other							
Burrard Landing Lot 2 Holdings Partnership	Various	**48**	**-**	**48**	49	-	49
Total consolidated debt		**4,550**	**48**	**4,598**	4,548	51	4,599
Less current portion(2)		**1**	**-**	**1**	1	-	1
		4,549	**48**	**4,597**	4,547	51	4,598

(1) Long-term debt is presented net of unamortized discounts and finance costs.
(2) Current portion of long-term debt includes amounts due within one year in respect of the Burrard Landing loans.

Interest Expense

	Three months ended May 31,		Nine months ended May 31,	
	2021	2020	**2021**	2020
Interest expense – long-term debt	**55**	55	**166**	168
Amortization of senior notes discounts	**-**	-	**1**	1
Interest income – short-term (net)	**(1)**	(1)	**(4)**	(5)
Interest on lease liabilities (note 6)	**12**	11	**34**	33
Interest expense – other (1)	**(35)**	2	**(33)**	9
	31	**67**	**164**	**206**

(1) Interest expense - other includes a $35 million reduction of tax related interest expense resulting from a revision of liabilities for uncertain tax provisions that became statute barred in the period.

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10. PREFERRED SHARES LIABILITY AND SHARE CAPITAL

Changes in share capital during the nine months ended May 31, 2021 are as follows:

	Class A Shares		Class B Shares		Series A Preferred Shares		Series B Preferred Shares	
	Number	$	Number	$	Number	$	Number	$
August 31, 2020	22,372,064	2	490,632,833	4,307	10,012,393	245	1,987,607	48
Issued upon stock option plan exercises	-	-	569,217	16	-	-	-	-
Issued upon restricted share unit exercises	-	-	6,423	-	-	-	-	-
Preferred shares reclassified to current liabilities	-	-	-	-	(10,012,393)	(245)	(1,987,607)	(48)
Shares repurchased	-	-	(14,783,974)	(129)	-	-	-	-
May 31, 2021	**22,372,064**	**2**	**476,424,499**	**4,194**	**-**	**-**	**-**	**-**

Series A and B Preferred Shares

On May 28, 2021, the Company announced that it intends to redeem all of its issued and outstanding Cumulative Redeemable Rate Reset Class 2 Preferred Shares, Series A (the "Series A Shares") and Cumulative Redeemable Floating Rate Class 2 Preferred Shares, Series B (the "Series B Shares", and together with the Series A Shares, the "Preferred Shares") in accordance with their terms (as set out in the Company's articles) on June 30, 2021 (the "Redemption Date") at a price equal to $25.00 per Preferred Share (the "Redemption Price"), less any tax required to be deducted or withheld.

As at May 31, 2021, there are 10,012,393 Series A Shares and 1,987,607 Series B Shares issued and outstanding. Accordingly, the aggregate Redemption Price payable by Shaw to redeem the Preferred Shares will be $300 million. As notice was provided to the holders of the Series A Shares and Series B Shares on May 28, 2021, these amounts have been reclassified from share capital to current liabilities as at May 31, 2021.

On April 14, 2021, the Company's Board of Directors declared a dividend of $0.17444 per Series A Share and $0.12956 per Series B Share, each payable on June 30, 2021 to holders of record on June 15, 2021. These will be the final dividends on the Preferred Shares. Upon payment of the June 30, 2021 dividends, there will be no accrued and unpaid dividends on the Preferred Shares as at the Redemption Date.

Subsequent to quarter-end, both the aggregate Redemption Price of $300 and the final dividends on the Preferred Shares were paid by Shaw on the Redemption Date.

Normal Course Issuer Bid

On November 2, 2020, the Company announced that it had received approval from the TSX to establish a normal course issuer bid (NCIB) program. The program commenced on November 5, 2020 and will remain in effect until November 4, 2021. As approved by the TSX, the Company has the ability to purchase for cancellation up to 24,532,404 Class B Shares representing approximately 5% of all of the issued and outstanding Class B Shares as at October 22, 2020.

During the nine months ended May 31, 2021, the Company purchased 14,783,974 Class B Shares for cancellation for a total cost of approximately $336 under the NCIB program. The average book value of the shares repurchased was $8.77 per share and was charged to share capital. The excess of the market price over the average book value, including transaction costs, was approximately $207 and was charged to retained earnings.

In connection with the announcement of the Transaction on March 15, 2021 (as discussed in more detail in Note 1), the Company suspended share buybacks under its NCIB program.

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11. EARNINGS PER SHARE

Earnings per share calculations are as follows:

	Three months ended May 31,		Nine months ended May 31,	
	2021	2020	**2021**	2020
Numerator for basic and diluted earnings per share ($)				
Net income	**354**	184	**734**	513
Deduct: dividends on Preferred Shares	**(2)**	(3)	**(6)**	(7)
Net income attributable to common shareholders	**352**	181	**728**	506
Denominator (millions of shares)				
Weighted average number of Class A Shares and Class B Shares for basic earnings per share	**499**	513	**505**	516
Effect of dilutive securities [(1)]	**2**	-	**-**	-
Weighted average number of Class A Shares and Class B Shares for diluted earnings per share	**501**	513	**505**	516
Basic earnings per share ($)				
Basic	**0.71**	0.35	**1.44**	0.98
Diluted	**0.70**	0.35	**1.44**	0.98

(1) The earnings per share calculation does not take into consideration the potential dilutive effect of certain stock options since their impact is anti-dilutive. For the three and nine months ended May 31, 2021, nil (May 31, 2020 – 7,523,834) and 4,072,443 (May 31, 2020 – 6,619,109) options were excluded from the diluted earnings per share calculation, respectively.

12. REVENUE

Contract assets and liabilities

The table below provides a reconciliation of the significant changes to the current and long-term portion of contract assets and liabilities balances during the year.

	Contract Assets	Contract Liabilities
Balance as at August 31, 2020	172	225
Increase in contract assets from revenue recognized during the year	**108**	**-**
Contract assets transferred to trade receivables	**(129)**	**-**
Contract terminations transferred to trade receivables	**(13)**	**-**
Revenue recognized included in contract liabilities at the beginning of the year	**-**	**(217)**
Increase in contract liabilities during the year	**-**	**215**
Balance as at May 31, 2021	**138**	**223**

	Contract Assets	Contract Liabilities
Current	132	211
Long-term	40	14
Balance as at August 31, 2020	172	225
Current	**108**	**209**
Long-term	**30**	**14**
Balance as at May 31, 2021	**138**	**223**

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Deferred commission cost assets

The table below provides a summary of the changes in the deferred commission cost assets recognized from the incremental costs incurred to obtain contracts with customers during the nine months ended May 31, 2021. We believe these amounts to be recoverable through the revenue earned from the related contracts. The deferred commission cost assets are presented within other current assets (when they will be amortized into net income within twelve months of the date of the financial statements) or other long-term assets.

August 31, 2020	98
Additions to deferred commission cost assets	**54**
Amortization recognized on deferred commission cost assets	**(61)**
Balance as at May 31, 2021	**91**

Current	61
Long-term	37
Balance as at August 31, 2020	98
Current	**59**
Long-term	**32**
Balance as at May 31, 2021	**91**

Commission costs are amortized over a period ranging from 24 to 36 months.

Disaggregation of revenue

	Three months ended May 31,		Nine months ended May 31,	
	2021	2020	**2021**	2020
Services				
Wireline - Consumer	**935**	923	**2,755**	2,766
Wireline - Business	**145**	140	**435**	427
Wireless	**225**	206	**658**	604
	1,305	1,269	**3,848**	3,797
Equipment and other				
Wireless	**73**	46	**293**	268
	73	46	**293**	268
Intersegment eliminations	**(3)**	(3)	**(9)**	(7)
Total revenue	**1,375**	1,312	**4,132**	4,058

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Remaining performance obligations

The following table includes revenues expected to be recognized in the future related to performance obligations that are unsatisfied (or partially unsatisfied) as at May 31, 2021.

	Within 1 year	Within 2 years	Within 3 years	Within 4 years	Within 5 years	Thereafter	Total
Wireline	1,644	716	136	71	22	2	2,591
Wireless	373	114	-	-	-	-	487
Total	**2,017**	**830**	**136**	**71**	**22**	**2**	**3,078**

When estimating minimum transaction prices allocated to the remaining unfilled, or partially unfulfilled, performance obligations, Shaw applied the practical expedient to not disclose information about remaining performance obligations that have original expected duration of one year or less and for those contracts where we bill the same value as that which is transferred to the customer. The estimated amounts disclosed are based upon contractual terms and maturities. Revenues recognized based on actual minimum transaction price, and the timing thereof, will differ from these estimates due to the frequency with which the actual durations of contracts with customers do not match their contractual maturities.

13. OPERATING, GENERAL AND ADMINISTRATIVE EXPENSES AND RESTRUCTURING COSTS

	Three months ended May 31,		Nine months ended May 31,	
	2021	2020	**2021**	2020
Employee salaries and benefits[1]	**183**	166	**490**	483
Purchase of goods and services	**551**	551	**1,770**	1,792
	734	717	**2,260**	2,275

(1) For the three and nine months ended May 31, 2021, employee salaries and benefits include $1 (2020 - $14) and $14 (2020 - $14) in restructuring costs respectively.

14. OTHER GAINS (LOSSES)

	Three months ended May 31,		Nine months ended May 31,	
	2021	2020	**2021**	2020
Gain/(loss) on disposal of fixed assets	**1**	–	**3**	(2)
Fair value adjustment for private investments	**–**	–	**27**	–
Transaction costs [1]	**(18)**	–	**(18)**	–
Debt redemption penalty	**–**	–	**–**	(17)
Other [2]	**(4)**	7	**(8)**	4
	(21)	7	**4**	(15)

(1) The Company has incurred a number of Transaction related advisory, legal, financial, and other professional fees in connection with the proposed acquisition of Shaw by Rogers. As these costs do not relate to ongoing operations, they have been classified as non-operating expenses. Please refer to Note 1 for further details on the Transaction.

(2) Other gains (losses) generally includes realized and unrealized foreign exchange gains and losses on US dollar denominated current assets and liabilities and the Company's share of the operations of Burrard Landing Lot 2 Holdings Partnership.

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15. OTHER COMPREHENSIVE INCOME AND ACCUMULATED OTHER COMPREHENSIVE LOSS

Components of other comprehensive income and the related income tax effects for the three months ended May 31, 2021 are as follows:

	Amount	Income taxes	Net
Items that may subsequently be reclassified to income			
Change in unrealized fair value of derivatives designated as cash flow hedges	**(6)**	**1**	**(5)**
Adjustment for hedged items recognized in the period	**2**	**-**	**2**
	(4)	**1**	**(3)**
Items that will not be subsequently reclassified to income			
Remeasurements on employee benefit plans	**5**	**(1)**	**4**
	1	**-**	**1**

Components of other comprehensive income and the related income tax effects for the nine months ended May 31, 2021 are as follows:

	Amount	Income taxes	Net
Items that may subsequently be reclassified to income			
Change in unrealized fair value of derivatives designated as cash flow hedges	**(8)**	**2**	**(6)**
Adjustment for hedged items recognized in the period	**4**	**(1)**	**3**
	(4)	**1**	**(3)**
Items that will not be subsequently reclassified to income			
Remeasurements on employee benefit plans	**36**	**(9)**	**27**
	32	**(8)**	**24**

Components of other comprehensive income and the related income tax effects for the three months ended May 31, 2020 are as follows:

	Amount	Income taxes	Net
Items that may subsequently be reclassified to income			
Change in unrealized fair value of derivatives designated as cash flow hedges	2	(1)	1
Adjustment for hedged items recognized in the period	(2)	1	(1)
	-	-	-
Items that will not be subsequently reclassified to income			
Remeasurements on employee benefit plans	54	(14)	40
	54	(14)	40

Components of other comprehensive income and the related income tax effects for the nine months ended May 31, 2020 are as follows:

	Amount	Income taxes	Net
Items that may subsequently be reclassified to income			
Change in unrealized fair value of derivatives designated as cash flow hedges	2	-	2
Adjustment for hedged items recognized in the period	(2)	1	(1)
	-	1	1
Items that will not be subsequently reclassified to income			
Remeasurements on employee benefit plans	47	(13)	34
	47	(12)	35

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Accumulated other comprehensive loss is comprised of the following:

	May 31, 2021	August 31, 2020
Items that may subsequently be reclassified to income		
Change in unrealized fair value of derivatives designated as cash flow hedges	**(8)**	(5)
Items that will not be subsequently reclassified to income		
Remeasurements on employee benefit plans	**(67)**	(94)
	(75)	(99)

16. CONSOLIDATED STATEMENTS OF CASH FLOWS

(i) Funds flow from operations

	Three months ended May 31,		Nine months ended May 31,	
	2021	2020	**2021**	2020
Net income from continuing operations	**354**	184	**734**	513
Adjustments to reconcile net income to funds flow from operations:				
Amortization	**301**	302	**911**	907
Deferred income tax expense	**22**	30	**75**	64
Share-based compensation	**-**	-	**1**	1
Defined benefit pension plans	**3**	3	**6**	4
Net change in contract asset balances	**26**	20	**34**	(25)
Fair value adjustments for private investments	**-**	-	**(27)**	-
Other	**2**	2	**1**	23
Funds flow from operations	**708**	541	**1,735**	1,487

(ii) Interest and income taxes paid and interest received and classified as operating activities are as follows:

	Three months ended May 31,		Nine months ended May 31,	
	2021	2020	**2021**	2020
Interest paid	**76**	77	**186**	217
Income taxes paid (net of refunds)	**17**	13	**175**	115
Interest received	**1**	1	**4**	6

(iii) Non-cash transactions:

The Consolidated Statements of Cash Flows exclude the following non-cash transactions:

	Nine months ended May 31,	
	2021	2020
Issuance of Class B Non-Voting Shares:		
Dividend reinvestment plan	**-**	37

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17. FAIR VALUE

Fair value estimates are made at a specific point in time, based on relevant market information and information about the financial instrument. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and, therefore, cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

Financial instruments

The fair value of financial instruments has been determined as follows:

(i) Current assets and current liabilities

The fair value of financial instruments included in current assets and current liabilities approximates their carrying value due to their short-term nature.

(ii) Investments and other assets and other long-term assets

The fair value of publicly traded investments is determined by quoted market prices. Investments in private entities which do not have quoted market prices in an active market and whose fair value cannot be readily measured are carried at approximate fair value. No published market exists for such investments. These equity investments have been made as they are considered to have the potential to provide future benefit to the Company and accordingly, the Company has no current intention to dispose of these investments in the near term. The fair value of long-term receivables approximates their carrying value as they are recorded at the net present values of their future cash flows, using an appropriate discount rate.

(iii) Long-term debt

The carrying value of long-term debt is at amortized cost based on the initial fair value as determined at the time of issuance or at the time of a business acquisition. The fair value of publicly traded notes is based upon current trading values. The fair value of finance lease obligations is determined by discounting future cash flows using a rate for loans with similar terms, conditions and maturity dates. The carrying value of bank credit facilities approximates fair value as the debt bears interest at rates that fluctuate with market values. Other notes and debentures are valued based upon current trading values for similar instruments.

The carrying value and estimated fair value of long-term debt are as follows:

	May 31, 2021		August 31, 2020	
	Carrying value	**Estimated fair value**	Carrying value	Estimated fair value
Liabilities				
Long-term debt (including current portion)(1)	**4,550**	**5,215**	4,548	5,613

(1) Level 2 fair value – determined by valuation techniques using inputs based on observable market data, either directly or indirectly, other than quoted prices.

(iv) Derivative financial instruments

The fair value of US currency forward purchase contracts is determined by an estimated credit-adjusted mark-to-market valuation using observable forward exchange rates at the end of reporting periods and contract forward rates.

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18. INTANGIBLES AND GOODWILL

Impairment testing of indefinite-life intangibles and goodwill

The Company conducted its annual impairment test on goodwill and indefinite-life intangibles as at February 1, 2021 and the recoverable amount of the cash generating units exceeded their carrying value.

A hypothetical decline of 10% in the recoverable amount of the broadcast rights and licences for the Cable cash generating unit as at February 1, 2021 would not result in any impairment loss. A hypothetical decline of 10% in the recoverable amount of the broadcast rights and licences for the Satellite cash generating unit as at February 1, 2021 would not result in an impairment loss. A hypothetical decline of 10% in the recoverable amount of the Wireless generating unit as at February 1, 2021 would not result in any impairment loss.

Any changes in economic conditions since the impairment testing conducted as at February 1, 2021 do not represent events or changes in circumstance that would be indicative of impairment at May 31, 2021.

Significant estimates inherent to this analysis include discount rates and the terminal value. At February 1, 2021, the estimates that have been utilized in the impairment tests reflect any changes in market conditions and are as follows:

		Terminal value	
	Post-tax discount rate	Terminal growth rate	Terminal adjusted EBITDA multiple
Cable	5.0%	0.0%	9.7x
Satellite	6.0%	-8.0%	6.5x
Wireless	6.0%	1.0%	6.1x

A sensitivity analysis of significant estimates is conducted as part of every impairment test. With respect to the impairment tests performed in the second quarter, the estimated decline in recoverable amount for the sensitivity of significant estimates is as follows:

	Estimated decline in recoverable amount		
		Terminal value	
	1% increase in discount rate	1% decrease in terminal growth rate	0.5 times decrease in terminal adjusted EBITDA multiple
Cable	16.4%	13.8%	1.9%
Satellite	6.5%	4.2%	3.6%
Wireless	21.9%	13.5%	2.1%

This is **Exhibit E** in support of the

Affidavit of Christopher Hickey,

solemnly affirmed before me on April 22, 2022

in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely

DocuSigned by:

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Commissioner for Taking Affidavits

Geoff Batstone

Shaw

NEWS RELEASE

Shaw Announces Fourth Quarter and Full Year Fiscal 2021 Results

- **Shaw delivers fourth quarter and full year financial performance and subscriber activity in line with expectations**
- **Fiscal 2021 consolidated results include adjusted EBITDA[1] growth of 4.6% and free cash flow[1] of $961 million**
- **Fiscal 2022 priorities include supporting the closure of the transaction with Rogers and planning for the benefits that the combined entity will provide to Canadians**

Calgary, Alberta (October 29, 2021) – Shaw Communications Inc. ("Shaw" or the "Company") announces consolidated financial and operating results for the quarter ended August 31, 2021. Consolidated revenue increased 2.1% year-over-year to $1.38 billion, adjusted EBITDA increased 3.4% year-over-year to $614 million and net income increased 44% to $252 million.

Fiscal 2021 consolidated revenue increased 1.9% year-over-year to $5.51 billion and adjusted EBITDA increased 4.6% year-over-year to $2.50 billion. Fiscal 2021 results include incremental Wireline Consumer revenue of approximately $20 million related to the release of a provision following the Canadian Radio-television and Telecommunications Commission (CRTC) decision on final aggregated Third Party Internet Access (TPIA) rates and higher equity-based compensation costs of approximately $24 million due to the significant increase in Shaw's share price following the Rogers Transaction announcement on March 15, 2021. In addition, fiscal 2021 adjusted EBITDA results include a reduction in bad debt expense compared to the prior periods of approximately $10 million in the fourth quarter and approximately $28 million for the year as COVID-19 did not have a significant impact on our customers' ability to pay their bills as expected, combined with an increased focus on collecting aged receivables.

COVID-19 continues to significantly impact Canadians and economies around the world as we experience new waves and variants of the virus. The severity and duration of impacts from the COVID-19 pandemic remain uncertain and management continues to focus on the safety of our people, most of whom continue to work from home, reliable connectivity for our customer base, compliance with guidelines and requirements issued by various health authorities and government organizations, and continuity of other critical business operations. In fiscal 2021, Shaw's networks proved to be resilient and performed well despite the increase in usage and extended peak hours resulting from the impacts of COVID-19.

While the financial impacts from COVID-19 in fiscal 2021 were not material, the situation is still uncertain in terms of its magnitude, outcome, duration, resurgence and/or subsequent waves/variants. Shaw Business, which primarily serves the small and medium sized market, remains particularly vulnerable to COVID-19 related restrictions, including mandated business closures, capacity restrictions or further social distancing measures.

[1] Adjusted EBITDA and free cash flow are non-GAAP financial measures and should not be considered substitutes or alternatives for GAAP measures. These are not defined terms under IFRS and do not have standardized meanings, and therefore may not be a reliable way to compare us to other companies. Additional information about these measures, including quantitative reconciliations to the most directly comparable financial measures in the Company's Consolidated Financial Statements, is included in "Non-GAAP and additional financial measures" in this press release.

"This past year and a half has seen a number of significant events unfold that will undeniably shape and strengthen our industry and communities that we serve. While the COVID-19 pandemic continues across the country, strong and ubiquitous connectivity has never been more essential. Our customers increasingly rely on these services, particularly as technology continues to evolve. To deliver a seamless connectivity experience in the fast-approaching 5G era, we announced our combination with Rogers on March 15, 2021, followed by resounding support from our Class A and Class B shareholders at the special meeting to approve the combination. We recognize that we can do so much more by coming together. Canadians, regardless of where they reside, need access to these vital services which requires significant ongoing investment, supported by a steady regulatory framework. Throughout the extraordinary change we have faced, the entire team at Shaw executed on our fiscal 2021 plan, ensuring that we continue to meet the needs of our customers. In the months ahead, we remain committed to delivering exceptional customer experiences, investing in the strength of our networks and continued focus on execution of our strategic business priorities. As previously stated publicly, we reiterate our continued commitment to work with Rogers to close the transaction and it is not appropriate for Shaw to comment on recent events at Rogers," said Brad Shaw, Executive Chair & Chief Executive Officer.

Shaw and Rogers Transaction

On March 15, 2021, Shaw announced that it entered into an arrangement agreement (the "Arrangement Agreement") with Rogers Communications Inc. ("Rogers"), under which Rogers will acquire all of Shaw's issued and outstanding Class A Participating Shares ("Class A Shares") and Class B Non-Voting Participating Shares ("Class B Shares") in a transaction valued at approximately $26 billion, inclusive of approximately $6 billion of Shaw debt (the "Transaction"). Holders of Class A Shares and Class B Shares (other than the Shaw Family Living Trust, the controlling shareholder of Shaw, and related persons (collectively, the "Shaw Family Shareholders")) will receive $40.50 per share in cash. The Shaw Family Shareholders will receive 60% of the consideration for their shares in the form of Class B Non-Voting Shares of Rogers (the "Rogers Shares") on the basis of the volume-weighted average trading price for the Rogers Shares for the 10 trading days ending March 12, 2021, and the balance in cash. As at March 13, 2021, when the Arrangement Agreement was signed, the value of the consideration attributable to the Class A Shares and Class B Shares held by the Shaw Family Shareholders (calculated using the volume-weighted average trading price for the Rogers Shares for the 10 trading days ending March 12, 2021) was equivalent to $40.50 per share.

The Transaction is being implemented by way of a court-approved plan of arrangement under the *Business Corporations Act* (Alberta). At the special meeting of Shaw shareholders held on May 20, 2021, the Company obtained approval of the plan of arrangement by the holders of Shaw's Class A Shares and Class B Shares in the manner required by the interim order granted by the Court of Queen's Bench of Alberta on April 19, 2021. On May 25, 2021, the Court of Queen's Bench of Alberta issued a final order approving the plan of arrangement.

On June 30, 2021 (the "Redemption Date"), the Company redeemed all of its issued and outstanding Cumulative Redeemable Rate Reset Class 2 Preferred Shares, Series A (the "Series A Shares") and Cumulative Redeemable Floating Rate Class 2 Preferred Shares, Series B (the "Series B Shares" and, together with the Series A Shares, the "Preferred Shares") in accordance with their terms (as set out in the Company's articles) at a price equal to $25.00 per Preferred Share (the "Redemption Price"), less any tax required to be deducted or withheld. On the Redemption Date, there were 10,012,393 Series A Shares and 1,987,607 Series B Shares issued and outstanding. Accordingly, the aggregate Redemption Price paid by Shaw on the Redemption Date to redeem the Preferred Shares was $300 million.

The Transaction remains subject to other customary closing conditions including approvals from certain Canadian regulators. Shaw and Rogers are working cooperatively and constructively with the Competition Bureau, Innovation, Science and Economic Development Canada (ISED) and the CRTC in order to secure the requisite approvals. Subject to receipt of all required approvals and satisfaction of all closing conditions, closing of the Transaction is expected to occur in the first half of 2022.

Further information regarding the Transaction is contained in the management information circular filed April 23, 2021 on Shaw's SEDAR profile at www.sedar.com and EDGAR profile at www.sec.gov/edgar.shtml.

Fourth Quarter Fiscal 2021

In the fourth quarter, the Company added approximately 60,500 new Wireless customers. Postpaid net additions of approximately 48,100 in the quarter were driven by the continued momentum of Shaw Mobile. Wireless service revenue growth of 10.4% is due to continued subscriber growth, partially offset by lower ARPU[2]. As the Company continues to scale its lower revenue Shaw Mobile customer base, fourth quarter Wireless ARPU decreased 5.7% from the prior year period to $37.39; however, an increase in customers signing up for bundled offerings and Internet migration to faster speed tiers continues to support Internet revenue growth. Wireless postpaid churn[3] of 1.49% improved approximately 8-basis points from the fourth quarter of fiscal 2020. In fiscal 2021, the Company added approximately 295,000 Wireless customers bringing its total customer base to over 2.1 million.

In the quarter, Consumer RGU[4] losses of approximately 50,000 improved over the prior year period, led by Internet RGU additions of approximately 5,100 as customers continue to bundle their Internet and Wireless service together. Fourth quarter Wireline revenue was in-line with the prior year at $1.06 billion and Wireline adjusted EBITDA decreased 0.4% to $508 million.

Selected Financial Highlights

	Three months ended August 31,			Year ended August 31,		
(millions of Canadian dollars except per share amounts)	**2021**	2020	Change %	**2021**	2020	Change %
Revenue	**1,377**	1,349	2.1	**5,509**	5,407	1.9
Adjusted EBITDA(1)	**614**	594	3.4	**2,500**	2,391	4.6
Adjusted EBITDA margin(2)	**44.6%**	44.0%	1.4	**45.4%**	44.2%	2.7
Free cash flow(1)	**180**	152	18.4	**961**	747	28.6
Net income	**252**	175	44.0	**986**	688	43.3
Basic and diluted earnings per share	**0.50**	0.34		**1.94**	1.32	

(1) See "Non-GAAP and additional financial measures" for more information about these non-GAAP financial measures.
(2) Adjusted EBITDA margin is a non-GAAP ratio. Adjusted EBITDA margin is not a standardized measure under IFRS and may not be a reliable way to compare us to other companies. Additional information about this measure is included in "Non-GAAP and additional financial measures" in this press release.

Fourth quarter Wireless revenue increased 9.2% to $321 million and adjusted EBITDA of $106 million increased 26.2% year-over-year. Wireless service revenue for the three and twelve-month periods increased 10.4% and 9.3% respectively, to $233 million and $891 million over the comparable periods in fiscal 2020 due to an increased subscriber base, including significant Shaw Mobile additions. Wireless equipment revenue for the three and twelve-month periods increased 6.0% and 8.5% respectively, to $88 million and $381 million over the comparable periods in fiscal 2020. Fourth quarter ARPU decreased 5.7% to $37.39 reflecting Shaw Mobile customer growth. For the full year, ARPU of $37.35 decreased 4.1% over the prior year.

[2] ARPU is a supplementary financial measure which may not be comparable to similar measures presented by other issuers. Additional information about this supplementary financial measure is included in "Key Performance Drivers" in this press release.
[3] Wireless postpaid churn is a metric used to measure the Company's success in retaining Wireless subscribers. Additional information about this metric is included in "Key Performance Drivers" in this press release.
[4] RGUs is a metric used to measure the count of subscribers in the Company's Wireline and Wireless segments. Additional information about this metric is included in "Key Performance Drivers" in this press release.

For the twelve-month period, Wireless revenue grew 9.1% to $1.27 billion and adjusted EBITDA of $393 million improved 16.6%.

Wireline RGUs declined by approximately 45,400 in the quarter compared to a loss of approximately 71,200 in the fourth quarter of fiscal 2020. The current quarter was led by a gain in Consumer Internet RGUs of approximately 5,100 while offset with declines in Video, Satellite and Phone resulting in Consumer RGUs declining by 50,000 in the aggregate, partially offset with the addition of 4,600 Business RGUs. In fiscal 2021, the Company continued to focus on profitable Internet growth and retention, primarily through bundling with its wireless offerings.

Fourth quarter Wireline revenue of $1.06 billion and adjusted EBITDA of $508 million were in-line with the prior year. Consumer revenue of $910 million decreased 0.8% compared to the prior year as growth in Internet revenue was offset by declines in Video, Satellite and Phone subscribers and revenue. Business revenue of $149 million increased 6.4% year-over-year with Internet revenue growth and continued demand for the Smart suite of products, despite the challenging circumstances due to impacts of COVID-19 and considering the majority of Shaw Business revenue comes from the small to medium sized business sector.

For the twelve-month period, Consumer revenue decreased 0.5% to $3.66 billion and Business revenue increased 3.0% to $584 million resulting in Wireline revenue of $4.25 billion, which was approximately flat compared to the prior year. Adjusted EBITDA for the same period of $2.10 billion increased 2.6%.

Capital expenditures in the fourth quarter of $287 million compared to $307 million in the prior year. Wireline capital spending increased by approximately $29 million primarily due to higher investments in combined upgrades, enhancements and replacement categories as well as an increase in new housing development. Wireless spending of $66 million decreased by approximately $49 million year-over-year primarily due to lower planned investment in the quarter. In fiscal 2021, and in aggregate, consolidated capital expenditures of approximately $1 billion decreased 9.7% from the prior year.

Free cash flow for the quarter of $180 million compared to $152 million in the prior year. The increase was largely due to higher adjusted EBITDA and lower capital expenditures. Free cash flow for fiscal 2021 of $961 million was $214 million or approximately 29% higher than the prior year due to growth in adjusted EBITDA, lower capital expenditures and a $35 million reduction of tax related interest expense.

Net income for the fourth quarter of fiscal 2021 of $252 million compared to $175 million in the fourth quarter of fiscal 2020. Net income for fiscal 2021 of $986 million was $298 million higher than the prior year primarily due to the $109 million increase in consolidated adjusted EBITDA and $35 million reduction in interest expense as discussed above and a $133 million decrease in income taxes in fiscal 2021 compared to fiscal 2020. Tax expense declined in fiscal 2021 mainly due to a $125 million revision to liabilities for uncertain tax positions that became statute barred in 2021 as well as the recognition of a $78 million tax benefit associated with previously unrecognized tax losses in the fourth quarter of 2021 driven by management's expectations that sufficient future taxable profit will be available to fully utilize such losses, offset by the effect of higher pre-tax income.

As at the end of fiscal 2021, the net debt leverage ratio was 2.3x[5]. In fiscal 2021, the Company purchased 14,783,974 Class B Shares for cancellation for a total cost of approximately $336 million. In connection with the announcement of the proposed Transaction on March 15, 2021, the Company suspended share buybacks under its normal course issuer bid (NCIB) program.

5 Net debt leverage ratio is a non-GAAP ratio and net debt, which is a component of net debt leverage ratio, is a non-GAAP financial measure. Net debt leverage ratio and net debt are not standardized measures under IFRS and may not be a reliable way to compare us to other companies. See "Non-GAAP and additional financial measures" for more information about this measure and ratio.

Shaw files Year-End Disclosure Documents

Shaw announced today the filing with Canadian securities regulators of its 2021 audited annual consolidated financial statements, related management's discussion and analysis and 2021 annual information form and the filing with the U.S. Securities and Exchange Commission of its 2021 annual report on Form 40-F which includes the Canadian filings.

These documents are available on Shaw's profile on the Canadian Securities Administrators' website (www.sedar.com). The Form 40-F is available on the U.S. Securities and Exchange Commission's website (www.sec.gov). All of these documents are also available on Shaw's website at www.shaw.ca/corporate/investor-relations/financial-reports. Any shareholder wishing to receive a printed copy of the 2021 annual report containing the audited annual consolidated financial statements and related management's discussion and analysis may request one at no charge by e-mail to investor.relations@sjrb.ca.

About Shaw

Shaw Communications Inc. is a leading Canadian connectivity company. The Wireline division consists of Consumer and Business services. Consumer serves residential customers with broadband Internet, Shaw Go WiFi, video, and digital phone. Business provides business customers with Internet, data, WiFi, digital phone, and video services. The Wireless division provides wireless voice and LTE data services.

Shaw is traded on the Toronto and New York stock exchanges and is included in the S&P/TSX 60 Index (Symbol: TSX – SJR.B, NYSE – SJR, and TSXV – SJR.A). For more information, please visit www.shaw.ca.

For more information, please contact:
Shaw Investor Relations
Investor.relations@sjrb.ca

Caution concerning forward-looking statements

Statements included in this press release that are not historic constitute "forward-looking information" within the meaning of applicable securities laws. They can generally be identified by words such as "anticipate," "believe," "expect," "plan," "intend," "target," "goal," and similar expressions (although not all forward-looking statements contain such words). All of the forward-looking statements made in this report are qualified by these cautionary statements. Forward looking statements in this press release include, but are not limited to, statements relating to:

- the expected impact of the COVID-19 pandemic;
- future capital expenditures;
- proposed asset acquisitions and dispositions;
- anticipated benefits of the Transaction to Shaw and its securityholders, including corporate, operational, scale and other synergies and the timing thereof;
- the timing, receipt and conditions of required regulatory or other third-party approvals, including but not limited to the receipt of applicable approvals under the *Broadcasting Act* (Canada), the *Competition Act* (Canada) and the *Radiocommunication Act* (Canada) (collectively, the "Key Regulatory Approvals") related to the Transaction;
- the ability of the Company and Rogers to satisfy the other conditions to the closing of the Transaction and the anticipated timing for closing of the Transaction;
- expected cost efficiencies;
- expectations for future performance;
- business and technology strategies and measures to implement strategies;
- expected growth in subscribers and the products/services to which they subscribe;
- competitive strengths and pressures;

- expected project schedules, regulatory timelines, and completion/in-service dates for the Company's capital and other projects;
- the expected number of retail outlets;
- the expected impact of new accounting standards, recently adopted or expected to be adopted in the future;
- the effectiveness of any changes to the design and performance of the Company's internal controls and procedures;
- the expected impact of changes in laws, regulations, decisions by regulators, or other actions by governments or regulators on the Company's business, operations and/or financial performance or the markets in which the Company operates;
- the expected impact of any emergency measures implemented or withdrawn by governments or regulators;
- timing of new product and service launches;
- the resiliency and performance of the Company's wireline and wireless networks;
- the deployment of (i) network infrastructure to improve capacity and coverage, and (ii) new technologies, including next generation wireless technologies such as 5G;
- expected changes in the Company's market share;
- the ability of Shaw Mobile to drive customer growth;
- the cost of acquiring and retaining subscribers and deployment of new services;
- expansion of and changes in the Company's business and operations and other goals and plans; and
- execution and success of the Company's current and long term strategic initiatives.

Forward-looking statements are based on assumptions and analyses made by the Company in light of its experience and its perception of historical trends, current conditions and expected future developments as well as other factors it believes are appropriate in the circumstances as of the current date. The Company's management believes that its assumptions and analysis in this press release are reasonable and that the expectations reflected in the forward-looking statements contained herein are also reasonable based on the information available on the date such statements are made and the process used to prepare the information. Considering the uncertain and changing circumstances surrounding the COVID-19 pandemic and the related response from the Company, governments (federal, provincial and municipal), regulatory authorities, businesses and customers, there continues to be inherently more uncertainty associated with the Company's assumptions as compared to prior periods. These assumptions, many of which are confidential, include, but are not limited to management expectations with respect to:

- general economic conditions, including the impact on the economy and financial markets resulting from the COVID-19 pandemic and other health risks;
- the impact of the COVID-19 pandemic and other health risks on the Company's business, operations, capital resources, and/or financial results;
- anticipated benefits of the Transaction to the Company and its security holders;
- the timing, receipt and conditions of required regulatory or other third-party approvals, including but not limited to the receipt of the Key Regulatory Approvals related to the Transaction;
- the ability of the Company and Rogers to satisfy the other conditions to closing of the Transaction in a timely manner and the completion of the Transaction on expected terms;
- the ability of Rogers to obtain the debt financing required to complete the Transaction through the satisfaction of the limited conditions of the debt commitment letter for the debt financing and the absence of events that would prevent Rogers from consummating the debt financing;
- the ability to successfully integrate the Company with Rogers in a timely manner;
- the impact of the announcement of the Transaction, and the dedication of substantial Company resources to pursuing the Transaction, on the Company's ability to maintain its current business relationships (including with current and prospective employees, customers and suppliers) and its current and future operations, financial condition and prospects;
- the ability to satisfy the other expectations and assumptions concerning the Transaction and the operations and capital expenditure plans for the Company following completion of the Transaction;
- future interest rates;
- previous performance being indicative of future performance;

- future income tax rates;
- future foreign exchange rates;
- technology deployment;
- future expectations and demands of our customers;
- subscriber growth;
- incremental costs associated with growth in wireless handset sales;
- pricing, usage and churn rates;
- availability and cost of programming, content, equipment and devices;
- industry structure, conditions, and stability;
- regulation, legislation, or other actions by governments or regulators (and the impact or projected impact on the Company's business);
- the implementation or withdrawal of any emergency measures by governments or regulators (and the impact or projected impact on the Company's business, operations, and/or financial results);
- access to key suppliers and third-party service providers and their goods and services required to execute on the Company's current and long term strategic initiatives on commercially reasonable terms;
- key suppliers performing their obligations within the expected timelines;
- retention of key employees;
- the Company being able to successfully deploy (i) network infrastructure required to improve capacity and coverage, and (ii) new technologies, including next generation wireless technologies such as 5G;
- operating expense and capital cost estimates associated with the implementation of enhanced health and safety measures for the Company's offices, retail stores and employees to reduce the spread of COVID-19;
- the Company's access to sufficient retail distribution channels;
- the Company's access to the spectrum resources required to execute on its current and long-term strategic initiatives; and
- the Company being able to execute on its current and long term strategic initiatives.

You should not place undue reliance on any forward-looking statements. Many factors, including those not within the Company's control, may cause the Company's actual results to be materially different from the views expressed or implied by such forward-looking statements, including, but not limited to:

- changes in general economic, market and business conditions, including the impact of the COVID-19 pandemic and other health risks, on the economy and financial markets which may have a material adverse effect on the Company's business, operations, capital resources and/or financial results;
- increased operating expenses and capital costs associated with the implementation of enhanced health and safety measures for the Company's offices, retail stores, and employees in response to the COVID-19 pandemic;
- the failure of the Company and Rogers to receive, in a timely manner and on satisfactory terms, the necessary regulatory or other third-party approvals, including but not limited to the Key Regulatory Approvals required to close the Transaction;
- the ability to satisfy, in a timely manner, the other conditions to the closing of the Transaction;
- the ability to complete the Transaction on the terms contemplated by the Arrangement Agreement;
- the ability to successfully integrate the Company with Rogers in a timely manner;
- the ability of Rogers to obtain the debt financing required to complete the Transaction through the satisfaction of the limited conditions of the debt commitment letter for the debt financing and the absence of events that would prevent Rogers from consummating the debt financing;
- the Company's failure to complete the Transaction for any reason could materially negatively impact the trading price of the Company's securities;
- the announcement of the Transaction and the dedication of substantial Company resources to pursuing the Transaction may adversely impact the Company's current business relationships (including with current and prospective employees, customers and suppliers) and its current and future operations, financial condition and prospects;

- the failure of the Company to comply with the terms of the Arrangement Agreement may, in certain circumstances, result in the Company being required to pay the termination fee to Rogers, the result of which will or could have a material adverse effect on the Company's financial position and results of operations and its ability to fund growth prospects and current operations;
- changes in interest rates, income taxes and exchange rates;
- changes in the competitive environment in the markets in which the Company operates and from the development of new markets for emerging technologies;
- changing industry trends, technological developments and other changing conditions in the entertainment, information, and communications industries;
- changes in laws, regulations and decisions by regulators or other actions by governments or regulators that affect the Company or the markets in which it operates;
- any emergency measures implemented or withdrawn by governments or regulators;
- technology, privacy, cyber security, and reputational risks;
- disruptions to service, including due to network failure or disputes with key suppliers;
- the Company's ability to execute its strategic plans and complete its capital and other projects on a timely basis;
- the Company's ability to grow subscribers and market share;
- the Company's ability to have and/or obtain the spectrum resources required to execute on its current and long-term strategic initiatives;
- the Company's ability to gain sufficient access to retail distribution channels;
- the Company's ability to access key suppliers and third-party service providers required to execute on its current and long-term strategic initiatives on commercially reasonable terms;
- the ability of key suppliers to perform their obligations within expected timelines;
- the Company's ability to retain key employees;
- the Company's ability to achieve cost efficiencies;
- the Company's ability to recognize and adequately respond to climate change concerns or public and governmental expectations on environmental matters;
- the Company's status as a holding company with separate operating subsidiaries; and
- other factors described in the Company's fiscal 2021 annual management's discussion and analysis (MD&A) under the heading "Known Events, Trends, Risks and Uncertainties."

The foregoing is not an exhaustive list of all possible risk factors.

Should one or more of these risks materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results may vary materially from those described in the Company's fiscal 2021 annual MD&A and this press release.

Any forward-looking statement speaks only as of the date on which it was originally made and, except as required by law, the Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statement to reflect any change in related assumptions, events, conditions or circumstances. All forward-looking statements contained in this press release are expressly qualified by this statement.

Key Performance Drivers

Shaw measures the success of its strategies using a number of key performance drivers which are defined and described below, which includes a discussion as to their relevance, definitions, calculation methods and underlying assumptions. The following key performance drivers are not measurements in accordance with IFRS, should not be considered alternatives to revenue, net income or any other measure of performance under IFRS and may not be comparable to similar measures presented by other issuers.

Subscriber (or revenue generating unit (RGU)) highlights

			Change Three months ended		Change Year ended	
	August 31, 2021	August 31, 2020	**August 31, 2021**	August 31, 2020	**August 31, 2021**	August 31, 2020
Wireline – Consumer						
Video – Cable	**1,282,879**	1,390,520	**(25,790)**	(32,989)	**(107,641)**	(87,851)
Video – Satellite	**590,578**	650,727	**(12,193)**	(7,300)	**(60,149)**	(52,496)
Internet	**1,889,752**	1,903,868	**5,094**	(14,452)	**(14,116)**	(7,835)
Phone	**595,580**	672,610	**(17,075)**	(24,762)	**(77,030)**	(95,135)
Total Consumer	**4,358,789**	4,617,725	**(49,964)**	(79,503)	**(258,936)**	(243,317)
Wireline – Business						
Video – Cable	**37,110**	37,512	**(728)**	1,680	**(402)**	(4,331)
Video – Satellite	**40,090**	36,002	**4,928**	1,749	**4,088**	346
Internet	**182,123**	178,270	**1,162**	4,146	**3,853**	4,584
Phone	**390,272**	387,660	**(785)**	685	**2,612**	8,226
Total Business	**649,595**	639,444	**4,577**	8,260	**10,151**	8,825
Total Wireline	**5,008,384**	5,257,169	**(45,387)**	(71,243)	**(248,785)**	(234,492)
Wireless						
Postpaid	**1,739,289**	1,482,175	**48,145**	44,957	**257,114**	168,347
Prepaid	**377,082**	339,339	**12,378**	14,867	**37,743**	(5,018)
Total Wireless	**2,116,371**	1,821,514	**60,523**	59,824	**294,857**	163,329
Total Subscribers	**7,124,755**	7,078,683	**15,136**	(11,419)	**46,072**	(71,163)

Wireless Postpaid Churn

Wireless postpaid subscriber or RGU churn ("postpaid churn") measures success in retaining subscribers. Wireless postpaid churn is a measure of the number of postpaid subscribers that deactivated during a period as a percentage of the average postpaid subscriber base during a period, calculated on a monthly basis. It is calculated by dividing the number of Wireless postpaid subscribers that deactivated (in a month) by the average number of postpaid subscribers during the month. When used or reported for a period greater than one month, postpaid churn represents the sum of the number of subscribers deactivating for each period incurred divided by the sum of the average number of postpaid subscribers of each period incurred.

Postpaid churn of 1.49% in the fourth quarter of fiscal 2021 improved from 1.57% in the fourth quarter of fiscal 2020. For fiscal 2021, postpaid churn of 1.41% was comparable to 1.40% in fiscal 2020.

Wireless average billing per subscriber unit (ABPU)

Wireless ABPU is a supplementary financial measure and industry metric that is useful in assessing the operating performance of a wireless entity. We use ABPU as a measure that approximates the average amount the Company invoices an individual subscriber unit for service on a monthly basis. ABPU helps us to identify trends and measures the Company's success in attracting and retaining higher lifetime value subscribers. Wireless ABPU is calculated as service revenue (excluding allocations to wireless service revenue under IFRS 15) divided by the average number of subscribers on the network during the period and is expressed as a rate per month.

ABPU of $40.29 in the fourth quarter of fiscal 2021 decreased 10% from $44.81 in the fourth quarter of fiscal 2020. In fiscal 2021, ABPU decreased 6.8% to $41.15. The ABPU decrease reflects the increased number of customers that are subscribing to Shaw Mobile as well as reduced roaming revenue due to less travel and roaming outside of the Freedom home network resulting from the impact of the COVID-19 pandemic.

Wireless average revenue per subscriber unit (ARPU)

Wireless ARPU is a supplementary financial measure that is calculated as service revenue divided by the average number of subscribers on the network during the period and is expressed as a rate per month. This measure is an industry metric that is useful in assessing the operating performance of a wireless entity. ARPU also helps to identify trends and measure the Company's success in attracting and retaining higher-value subscribers.

ARPU of $37.39 in the fourth quarter of fiscal 2021 compares to $39.65 in the fourth quarter of fiscal 2020, representing a decrease of 5.7%. In fiscal 2021, ARPU decreased 4.1% to $37.35. The ARPU decrease reflects the increased number of customers that are subscribing to Shaw Mobile as well as reduced roaming revenue due to less travel and roaming outside of the Freedom home network resulting from the impact of the COVID-19 pandemic.

Non-GAAP and additional financial measures

The Company's continuous disclosure documents may provide discussion and analysis of non-GAAP financial measures or ratios. These financial measures or ratios do not have standard definitions prescribed by IFRS and therefore may not be comparable to similar measures disclosed by other companies. The Company's continuous disclosure documents may also provide discussion and analysis of additional financial measures. Additional financial measures include line items, headings and sub-totals included in the financial statements.

The Company utilizes these measures in making operating decisions and assessing its performance. Certain investors, analysts and others utilize these measures in assessing the Company's operational and financial performance and as an indicator of its ability to service debt and return cash to shareholders. The non-GAAP financial measures, ratios and additional financial measures have not been presented as an alternative to revenue, net income or any other measure of performance required by GAAP.

Below is a discussion of the non-GAAP financial measures, ratios and additional financial measures used by the Company and provides a reconciliation to the nearest GAAP measure or provides a reference to such reconciliation.

Adjusted EBITDA

Adjusted earnings before interest, taxes, depreciation and amortization ("adjusted EBITDA") is calculated as revenue less operating, general and administrative expenses. It is intended to indicate the Company's ongoing ability to service and/or incur debt and is therefore calculated before items such as restructuring costs, other gains (losses), amortization (a non-cash expense), taxes and interest. Adjusted EBITDA is one measure used by the investing community to value the business.

Adjusted EBITDA has no directly comparable GAAP financial measure. Alternatively, the following table provides a reconciliation of net income to adjusted EBITDA:

	Three months ended August 31,		Year ended August 31,	
(millions of Canadian dollars)	**2021**	2020	**2021**	2020
Net income	**252**	175	**986**	688
Add back (deduct):				
Restructuring costs	**-**	-	**14**	14
Amortization:				
Deferred equipment revenue	**(2)**	(3)	**(11)**	(16)
Deferred equipment costs	**10**	14	**47**	65
Property, plant and equipment, intangibles and other (1)	**302**	301	**1,183**	1,168
Amortization of financing costs – long-term debt	**-**	1	**2**	3
Interest expense	**67**	68	**231**	274
Other gains (losses)	**6**	1	**2**	16
Current income tax expense	**38**	42	**30**	120
Deferred income tax expense (recovery)	**(59)**	(5)	**16**	59
Adjusted EBITDA	**614**	594	**2,500**	2,391

Adjusted EBITDA Margin

Adjusted EBITDA margin is a non-GAAP ratio that is calculated by dividing adjusted EBITDA by revenue. Adjusted EBITDA margin is also one of the measures used by the investing community to value the business.

	Three months ended August 31,			Year ended August 31,		
	2021	2020	Change %	**2021**	2020	Change %
Wireline	**48.0%**	48.2%	(0.4)	**49.6%**	48.3%	2.7
Wireless	**33.0%**	28.6%	15.4	**30.9%**	28.9%	6.9
Combined Wireline and Wireless	**44.6%**	44.0%	1.4	**45.4%**	44.2%	2.7

Free cash flow

The Company utilizes this measure to assess the Company's ability to repay debt and pay dividends to shareholders.

Free cash flow is comprised of adjusted EBITDA and then deducting capital expenditures (on an accrual basis and net of proceeds on capital dispositions) and equipment costs (net), interest, cash taxes paid or payable, interest on lease liabilities, lease payments relating to lease liabilities, dividends paid on the preferred shares, and recurring cash funding of pension amounts net of pension expense and adjusted to exclude share-based compensation expense or recovery.

Free cash flow has not been reported on a segmented basis. Certain components of free cash flow, including adjusted EBITDA, continue to be reported on a segmented basis. Capital expenditures and equipment costs (net) are also reported on a segmented basis. Other items, including interest and cash taxes, are not generally directly attributable to a segment, and are reported on a consolidated basis.

Free cash flow is calculated as follows:

(millions of Canadian dollars)	Three months ended August 31, **2021**	2020	Change %	Year ended August 31, **2021**	2020	Change %
Revenue						
Consumer	**910**	917	(0.8)	**3,665**	3,683	(0.5)
Business	**149**	140	6.4	**584**	567	3.0
Wireline	**1,059**	1,057	0.2	**4,249**	4,250	-
Service	**233**	211	10.4	**891**	815	9.3
Equipment	**88**	83	6.0	**381**	351	8.5
Wireless	**321**	294	9.2	**1,272**	1,166	9.1
	1,380	1,351	2.1	**5,521**	5,416	1.9
Intersegment eliminations	**(3)**	(2)	50.0	**(12)**	(9)	33.3
	1,377	1,349	2.1	**5,509**	5,407	1.9
Adjusted EBITDA						
Wireline	**508**	510	(0.4)	**2,107**	2,054	2.6
Wireless	**106**	84	26.2	**393**	337	16.6
	614	594	3.4	**2,500**	2,391	4.6
Capital expenditures and equipment costs (net):[(1)]						
Wireline	**221**	192	15.1	**723**	815	(11.3)
Wireless	**66**	115	(42.6)	**280**	296	(5.4)
	287	307	(6.5)	**1,003**	1,111	(9.7)
Free cash flow before the following	**327**	287	13.9	**1,497**	1,280	17.0
Less:						
Interest on debt and provisions	**(55)**	(55)	–	**(183)**	(223)	(17.9)
Interest on lease liabilities	**(11)**	(11)	–	**(45)**	(44)	2.3
Cash taxes	**(48)**	(35)	37.1	**(194)**	(148)	31.1
Lease payments relating to lease liabilities	**(28)**	(30)	(6.7)	**(110)**	(112)	(1.8)
Other adjustments:						
Non-cash share-based compensation	**1**	1	–	**2**	2	–
Pension adjustment	**(4)**	(3)	33.3	**2**	1	100.0
Preferred share dividends	**(2)**	(2)	–	**(8)**	(9)	(11.1)
Free cash flow	**180**	152	18.4	**961**	747	28.6

(1) Per Note 26 to the audited annual Consolidated Financial Statements.

Net debt

The Company uses this measure to perform valuation-related analysis and make decisions about the Company's capital structure. We believe this measure aids investors in analyzing the value of the business and assessing our leverage.

Net debt leverage ratio

The Company uses this non-GAAP ratio to determine its optimal leverage ratio.

The Company calculates net debt leverage ratio as follows[(1)]:

(millions of Canadian dollars)	2021	2020
Short-term borrowings	**200**	200
Current portion of long-term debt	**1**	1
Current Portion of Lease Liabilities	**110**	113
Long-term debt	**4,549**	4,547
Lease Liabilities	**1,135**	1,157
50% of outstanding preferred shares	**–**	147
Cash	**(355)**	(763)
(A) Net debt[(2)]	**5,640**	5,402
(B) Adjusted EBITDA[(2)]	**2,500**	2,391
(A/B) Net debt leverage ratio[(3)]	**2.3x**	2.3x

(1) The following contains a breakdown of the components in the calculation of net debt leverage ratio, which is a non-GAAP ratio.

(2) See "Non-GAAP and additional financial measures" for more information about these non-GAAP financial measures.

(3) Net debt leverage ratio is a non-GAAP ratio and should not be considered as a substitute or alternative for a GAAP measure and may not be a reliable way to compare us to other companies.

This is **Exhibit F** in support of the

Affidavit of Christopher Hickey,

solemnly affirmed before me on April 22, 2022

in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely

DocuSigned by:

3D9360C325E3434...

Commissioner for Taking Affidavits

Geoff Batstone

Shaw)

NEWS RELEASE

Shaw Announces First Quarter Fiscal 2022 Results

- **First quarter consolidated financial results include adjusted EBITDA[1] growth of 4.3% and free cash flow[1] of $236 million**
- **The Company continues to focus on balancing growth and profitability and delivering an improved customer experience while also ensuring the continued safety of employees and customers from the ongoing COVID-19 pandemic**
- **Shaw remains committed to supporting the closure of the transaction with Rogers and planning for the benefits that the combined entity will provide to Canadians**

Calgary, Alberta (January 12, 2022) – Shaw Communications Inc. ("Shaw" or the "Company") announces consolidated financial and operating results for the quarter ended November 30, 2021. On a year-over-year basis, consolidated revenue increased by 1.2% to $1.39 billion, adjusted EBITDA increased 4.3% to $633 million and net income increased 20.2% to $196 million.

While we continue to experience new waves and variants of the COVID-19 virus, management remains focused on the safety of our people, most of whom continue to work from home, compliance with guidelines and requirements issued by various health authorities and government organizations as well as fast and ubiquitous connectivity for our customer base.

"Since the beginning of the COVID-19 pandemic and continuing today, strong and reliable connectivity plays a critical role in the lives of our customers, our economy and its recovery. We remain committed to delivering exceptional customer experiences, investing in the strength of our networks and continued focus on execution of our strategic business priorities. Our combination with Rogers will do more for the future prosperity of Canada than either company could achieve on its own. Together, Rogers and Shaw can build a national next-generation network that will offer robust and effective competition over the long-term, and bridge Canada's digital divide benefiting rural, remote and indigenous communities. The resources and network of the combined company will help accelerate Canada's digital economy and stimulate greater economic diversification in Western Canada. We recognize that we can do so much more by coming together and reiterate our continued commitment to work with Rogers to close the transaction while delivering the benefits that the combined entity will provide Canadians," said Brad Shaw, Executive Chair & Chief Executive Officer.

Shaw and Rogers Transaction

On March 15, 2021, Shaw announced that it entered into an arrangement agreement (the "Arrangement Agreement") with Rogers Communications Inc. ("Rogers"), under which Rogers will acquire all of Shaw's issued and outstanding Class A Participating Shares ("Class A Shares") and Class B Non-Voting Participating Shares ("Class B Shares") in a transaction valued at approximately $26 billion, inclusive of

[1] Adjusted EBITDA and free cash flow are non-GAAP financial measures and should not be considered substitutes or alternatives for GAAP measures. These are not defined terms under IFRS and do not have standardized meanings, and therefore may not be a reliable way to compare us to other companies. Additional information about these measures, including quantitative reconciliations to the most directly comparable financial measures in the Company's Consolidated Financial Statements, is included in "Non-GAAP and additional financial measures" in the management's discussion and analysis (MD&A) dated January 12, 2022 for the three-month period ending November 30, 2021, which section is incorporated by reference herein and is available on SEDAR at www.sedar.com.

approximately $6 billion of Shaw debt (the "Transaction"). Holders of Class A Shares and Class B Shares (other than the Shaw Family Living Trust, the controlling shareholder of Shaw, and related persons (collectively, the "Shaw Family Shareholders")) will receive $40.50 per share in cash. The Shaw Family Shareholders will receive 60% of the consideration for their shares in the form of Class B Non-Voting Shares of Rogers (the "Rogers Shares") on the basis of the volume-weighted average trading price for the Rogers Shares for the 10 trading days ending March 12, 2021, and the balance in cash.

The Transaction is being implemented by way of a court-approved plan of arrangement under the *Business Corporations Act* (Alberta). At the special meeting of Shaw shareholders held on May 20, 2021, the Company obtained approval of the plan of arrangement by the holders of Shaw's Class A Shares and Class B Shares in the manner required by the interim order granted by the Court of Queen's Bench of Alberta on April 19, 2021. On May 25, 2021, the Court of Queen's Bench of Alberta issued a final order approving the plan of arrangement.

The Transaction remains subject to other customary closing conditions including approvals from certain Canadian regulators. Shaw and Rogers are working cooperatively and constructively with the Competition Bureau, Innovation, Science and Economic Development Canada (ISED) and the Canadian Radio-television and Telecommunications Commission (CRTC) in order to secure the requisite approvals. Subject to receipt of all required approvals and satisfaction of all closing conditions, closing of the Transaction is expected to occur in the first half of 2022.

Further information regarding the Transaction is contained in the management information circular filed April 23, 2021 on Shaw's SEDAR profile at www.sedar.com and EDGAR profile at www.sec.gov/edgar.shtml.

First Quarter Fiscal 2022

In the first quarter, the Company added approximately 55,600 new Wireless customers. Postpaid net additions of approximately 36,100 in the quarter were driven by the continued momentum of Shaw Mobile. Wireless service revenue grew 11.2% due to continued subscriber growth, partially offset by lower ARPU[2] as the Company continues to scale its lower revenue Shaw Mobile customer base. First quarter Wireless ARPU decreased 3.4% from the prior year period to $36.95; however, an increase in customers signing up for bundled offerings and Internet migration to faster speed tiers continues to support Internet revenue growth. Wireless postpaid churn[3] of 1.70% improved approximately 11-basis points from the first quarter of fiscal 2021.

Consumer Wireline RGU[4] losses of approximately 76,200 improved over the prior year period, led by positive Internet additions as customers continue to bundle their Internet and Wireless service together. First quarter Wireline revenue was in-line with the prior year at $1.06 billion and Wireline adjusted EBITDA decreased 1.5% year-over-year to $524 million.

[2] ARPU is a supplementary financial measure which may not be comparable to similar measures presented by other issuers. Additional information about this supplementary financial measure is included in "Key Performance Drivers" in the MD&A dated January 12, 2022 for the three-month period ending November 30, 2021, which section is incorporated by reference herein and is available on SEDAR at www.sedar.com.

[3] Wireless postpaid churn is a metric used to measure the Company's success in retaining Wireless subscribers. Additional information about this metric is included in "Key Performance Drivers" in the MD&A dated January 12, 2022 for the three-month period ending November 30, 2021, which section is incorporated by reference herein and is available on SEDAR at www.sedar.com.

[4] RGUs is a metric used to measure the count of subscribers in the Company's Wireline and Wireless segments. Additional information about this metric is included in "Key Performance Drivers" in this press release.

Selected Financial Highlights

	Three months ended November 30,		
(millions of Canadian dollars except per share amounts)	**2021**	2020	Change %
Revenue	**1,386**	1,370	1.2
Adjusted EBITDA[(1)]	**633**	607	4.3
Adjusted EBITDA Margin[(2)]	**45.7%**	44.3%	3.2
Free Cash Flow[(1)]	**236**	225	4.9
Net income	**196**	163	20.2
Earnings per share			
Basic and diluted	**0.39**	0.31	

(1) See "Non-GAAP and additional financial measures" in the accompanying MD&A.

(2) Adjusted EBITDA margin is a non-GAAP ratio and should not be considered a substitute or alternative for GAAP measures. Adjusted EBITDA margin is not a defined term under IFRS and does not have a standardized meaning, and therefore may not be a reliable way to compare us to other companies. Additional information about this ratio is included in "Non-GAAP and additional financial measures" in the MD&A dated January 12, 2022 for the three-month period ending November 30, 2021, which section is incorporated by reference herein and is available on SEDAR at www.sedar.com.

First quarter Wireless revenue increased 4.7% to $332 million and adjusted EBITDA of $109 million increased 45.3% year-over-year. Wireless service revenue increased 11.2% to $239 million due to an increased subscriber base, while Wireless equipment revenue decreased 8.8% to $93 million as more consumers took advantage of bring their own device plans. The increase in adjusted EBITDA is mainly due to continued service revenue growth and improved equipment margins as well as the favorable margin impact from lower equipment sales relative to total wireless revenues in the current quarter.

Wireline RGUs declined by approximately 78,100 in the quarter compared to a loss of approximately 100,900 in the first quarter of fiscal 2021. The current quarter was led by a modest gain in Consumer Internet, offset with declines in Video, Satellite and Phone resulting in Consumer RGUs declining by 76,200 in the aggregate. In Business, positive Internet RGUs were offset by declines in Video, Satellite and Phone resulting in Business RGUs declining by approximately 1,900.

First quarter Wireline revenue of $1.06 billion was in-line with the prior year while adjusted EBITDA of $524 million decreased 1.5% year-over-year. Consumer revenue of $896 million decreased 1.6% compared to the prior year as growth in Internet revenue was offset by declines in Video, Satellite and Phone subscribers and revenue. Business revenue of $161 million increased 11.0% year-over-year with Internet revenue growth and continued demand for the Smart suite of products, despite the challenging circumstances due to impacts of COVID-19 and considering the majority of Shaw Business revenue comes from the small to medium sized business sector. First quarter Business revenue included approximately $9 million of revenue related to a financing lease arrangement involving a facility that was designed and built to customer specifications. This item also had a $1 million favourable impact on adjusted EBITDA in the quarter.

Capital expenditures in the first quarter of $229 million compared to $234 million in the prior year. Wireline capital spending increased by approximately $29 million primarily due to higher investments in combined upgrades, enhancements and replacement categories as well as an increase in new housing development. Wireless spending of $39 million decreased by approximately $34 million year-over-year primarily due to lower planned investment in the quarter.

Free cash flow for the quarter of $236 million compared to $225 million in the prior year. The increase was due to higher adjusted EBITDA and lower capital expenditures, partially offset by increased cash taxes.

Net income for the first quarter of fiscal 2022 of $196 million increased $33 million compared to the first quarter of fiscal 2021 primarily as a result of $26 million in incremental adjusted EBITDA as described above, and a $12 million reduction in restructuring charges, partially offset by a $9 million increase in income tax expense.

As at the end of November 30, 2021, the Company's net debt leverage ratio was 2.2x[5].

About Shaw

Shaw Communications Inc. is a leading Canadian connectivity company. The Wireline division consists of Consumer and Business services. Consumer serves residential customers with broadband Internet, Shaw Go WiFi, video and digital phone. Business provides business customers with Internet, data, WiFi, digital phone and video services. The Wireless division provides wireless voice and LTE data services.

Shaw is traded on the Toronto and New York stock exchanges and is included in the S&P/TSX 60 Index (Symbol: TSX – SJR.B, NYSE – SJR, and TSXV – SJR.A). For more information, please visit www.shaw.ca

The accompanying MD&A forms part of this news release and the "Caution concerning forward-looking statements" applies to all the forward-looking statements made in this news release.

For more information, please contact:
Shaw Investor Relations
Investor.relations@sjrb.ca

[5] Net debt leverage ratio is a non-GAAP ratio and net debt, which is a component of net debt leverage ratio, is a non-GAAP financial measure. Net debt leverage ratio and net debt are not standardized measures under IFRS and may not be a reliable way to compare us to other companies. For more information about this measure and ratio see "Non-GAAP and additional financial measures" in the management's discussion and analysis (MD&A) dated January 12, 2022 for the three-month period ending November 30, 2021, which section is incorporated by reference herein and is available on SEDAR at www.sedar.com.

MANAGEMENT'S DISCUSSION AND ANALYSIS
For the three months ended November 30, 2021

January 12, 2022

Contents

Advisories

The following Management's Discussion and Analysis (MD&A) of Shaw Communications Inc. is dated January 12, 2022 and should be read in conjunction with the condensed interim Consolidated Financial Statements and Notes thereto for the quarter ended November 30, 2021 and the 2021 Annual Consolidated Financial Statements, the Notes thereto and related MD&A included in the Company's 2021 Annual Report. The financial information presented herein has been prepared on the basis of International Financial Reporting Standards (IFRS) for interim financial statements and is expressed in Canadian dollars unless otherwise indicated. References to "Shaw," the "Company," "we," "us" or "our" mean Shaw Communications Inc. and its subsidiaries and consolidated entities, unless the context otherwise requires.

Caution concerning forward-looking statements

Statements included in this MD&A that are not historic constitute "forward-looking information" within the meaning of applicable securities laws. They can generally be identified by words such as "anticipate," "believe," "expect," "plan," "intend," "target," "goal," and similar expressions (although not all forward-looking statements contain such words). All of the forward-looking statements made in this report are qualified by these cautionary statements. Forward looking statements in this MD&A include, but are not limited to, statements relating to:

- the expected impact of the COVID-19 pandemic;
- future capital expenditures;
- proposed asset acquisitions and dispositions;
- anticipated benefits of the Transaction (as defined below) to Shaw and its securityholders, including corporate, operational, scale and other synergies and the timing thereof;

- the timing, receipt and conditions of required regulatory or other third-party approvals, including but not limited to the receipt of applicable approvals under the Broadcasting Act (Canada), the Competition Act (Canada) and the Radiocommunication Act (Canada) (collectively, the "Key Regulatory Approvals") related to the Transaction;
- the ability of the Company and Rogers (as defined below) to satisfy the other conditions to the closing of the Transaction and the anticipated timing for closing of the Transaction;
- expected cost efficiencies;
- expectations for future performance;
- business and technology strategies and measures to implement strategies;
- expected growth in subscribers and the products/services to which they subscribe;
- competitive strengths and pressures;
- expected project schedules, regulatory timelines, and completion/in-service dates for the Company's capital and other projects;
- the expected number of retail outlets;
- the expected impact of new accounting standards, recently adopted or expected to be adopted in the future;
- the effectiveness of any changes to the design and performance of the Company's internal controls and procedures;
- the expected impact of changes in laws, regulations, decisions by regulators, or other actions by governments or regulators on the Company's business, operations and/or financial performance or the markets in which the Company operates;
- the expected impact of any emergency measures implemented or withdrawn by governments or regulators;
- timing of new product and service launches;
- the resiliency and performance of the Company's wireline and wireless networks;
- the deployment of (i) network infrastructure to improve capacity and coverage, and (ii) new technologies, including next generation wireless technologies such as 5G;
- expected changes in the Company's market share;
- the ability of Shaw Mobile to drive customer growth;
- the cost of acquiring and retaining subscribers and deployment of new services;
- expansion of and changes in the Company's business and operations and other goals and plans; and
- execution and success of the Company's current and long term strategic initiatives.

Forward-looking statements are based on assumptions and analyses made by the Company in light of its experience and its perception of historical trends, current conditions and expected future developments as well as other factors it believes are appropriate in the circumstances as at the current date. The Company's management believes that its assumptions and analysis in this MD&A are reasonable and that the expectations reflected in the forward-looking statements contained herein are also reasonable based on the information available on the date such statements are made and the process used to prepare the information. Considering the uncertain and changing circumstances surrounding the COVID-19 pandemic and the related response from the Company, governments (federal, provincial and municipal), regulatory authorities, businesses and customers, there continues to be inherently more uncertainty associated with the Company's assumptions as compared to prior periods.

These assumptions, many of which are confidential, include but are not limited to management expectations with respect to:

- general economic conditions, including the impact on the economy, financial markets, and sources of supply, resulting from the COVID-19 pandemic and other health risks;
- the impact of the COVID-19 pandemic and other health risks on the Company's business, operations, capital resources, and/or financial results;
- anticipated benefits of the Transaction to the Company and its security holders;
- the timing, receipt and conditions of required regulatory or other third-party approvals, including but not limited to the receipt of the Key Regulatory Approvals related to the Transaction;

- the ability of the Company and Rogers to satisfy the other conditions to closing of the Transaction in a timely manner and the completion of the Transaction on expected terms;
- the ability of Rogers to obtain the debt financing required to complete the Transaction through the satisfaction of the limited conditions of the debt commitment letter for the debt financing and the absence of events that would prevent Rogers from consummating the debt financing;
- the ability to successfully integrate the Company with Rogers in a timely manner;
- the impact of the announcement of the Transaction, and the dedication of substantial Company resources to pursuing the Transaction, on the Company's ability to maintain its current business relationships (including with current and prospective employees, customers and suppliers) and its current and future operations, financial condition and prospects;
- the ability to satisfy the other expectations and assumptions concerning the Transaction and the operations and capital expenditure plans for the Company following completion of the Transaction;
- future interest rates;
- previous performance being indicative of future performance;
- future income tax rates;
- future foreign exchange rates;
- technology deployment;
- future expectations and demands of our customers;
- subscriber growth;
- incremental costs associated with growth in wireless handset sales;
- pricing, usage and churn rates;
- availability and cost of programming, content, equipment and devices;
- industry structure, conditions, and stability;
- regulation, legislation, or other actions by governments or regulators (and the impact or projected impact on the Company's business);
- the implementation or withdrawal of any emergency measures by governments or regulators (and the impact or projected impact on the Company's business, operations, and/or financial results);
- access to key suppliers and third-party service providers and their goods and services required to execute on the Company's current and long term strategic initiatives on commercially reasonable terms;
- key suppliers performing their obligations within the expected timelines;
- retention of key employees;
- the Company being able to successfully deploy (i) network infrastructure required to improve capacity and coverage, and (ii) new technologies, including next generation wireless technologies such as 5G;
- the Company's operations not being subject to material disruptions in service or material failures in its networks, systems or equipment;
- operating expense and capital cost estimates associated with the implementation of enhanced health and safety measures for the Company's offices, retail stores and employees to reduce the spread of COVID-19;
- the Company's access to sufficient retail distribution channels;
- the Company's access to the spectrum resources required to execute on its current and long-term strategic initiatives; and
- the Company being able to execute on its current and long term strategic initiatives.

You should not place undue reliance on any forward-looking statements. Many factors, including those not within the Company's control, may cause the Company's actual results to be materially different from the views expressed or implied by such forward-looking statements, including, but not limited to:

- changes in general economic, market and business conditions, including the impact of the COVID-19 pandemic and other health risks, on the economy and financial markets which may have a material adverse effect on the Company's business, operations, capital resources and/or financial results;

- impacts on the availability of components and electronics due to global silicon (microprocessor) supply shortages and logistical/transport issues;
- increased operating expenses and capital costs associated with the implementation of enhanced health and safety measures for the Company's offices, retail stores, and employees in response to the COVID-19 pandemic;
- the failure of the Company and Rogers to receive, in a timely manner and on satisfactory terms, the necessary regulatory or other third-party approvals, including but not limited to the Key Regulatory Approvals required to close the Transaction;
- the ability to satisfy, in a timely manner, the other conditions to the closing of the Transaction;
- the ability to complete the Transaction on the terms contemplated by the Arrangement Agreement (as defined below) between the Company and Rogers;
- the ability to successfully integrate the Company with Rogers in a timely manner;
- the ability of Rogers to obtain the debt financing required to complete the Transaction through the satisfaction of the limited conditions of the debt commitment letter for the debt financing and the absence of events that would prevent Rogers from consummating the debt financing;
- the Company's failure to complete the Transaction for any reason could materially negatively impact the trading price of the Company's securities;
- the announcement of the Transaction and the dedication of substantial Company resources to pursuing the Transaction may adversely impact the Company's current business relationships (including with current and prospective employees, customers and suppliers) and its current and future operations, financial condition and prospects;
- the failure of the Company to comply with the terms of the Arrangement Agreement may, in certain circumstances, result in the Company being required to pay the termination fee to Rogers, the result of which will or could have a material adverse effect on the Company's financial position and results of operations and its ability to fund growth prospects and current operations;
- changes in interest rates, income taxes and exchange rates;
- changes in the competitive environment in the markets in which the Company operates and from the development of new markets for emerging technologies;
- changing industry trends, technological developments and other changing conditions in the entertainment, information, and communications industries;
- changes in laws, regulations and decisions by regulators or other actions by governments or regulators that affect the Company or the markets in which it operates;
- any emergency measures implemented or withdrawn by governments or regulators;
- technology, privacy, cyber security, and reputational risks;
- disruptions to service, including due to network, system, or equipment failure or disputes with key suppliers;
- the Company's ability to execute its strategic plans and complete its capital and other projects on a timely basis;
- the Company's ability to grow subscribers and market share;
- the Company's ability to have and/or obtain the spectrum resources required to execute on its current and long-term strategic initiatives;
- the Company's ability to gain sufficient access to retail distribution channels;
- the Company's ability to access key suppliers and third-party service providers required to execute on its current and long-term strategic initiatives on commercially reasonable terms;
- the ability of key suppliers to perform their obligations within expected timelines;
- the Company's ability to retain key employees;
- the Company's ability to achieve cost efficiencies;
- the Company's ability to recognize and adequately respond to climate change concerns or public and governmental expectations on environmental matters;
- the Company's status as a holding company with separate operating subsidiaries; and
- other factors described in the Company's fiscal 2021 annual management's discussion and analysis (MD&A) under the heading "Known Events, Trends, Risks and Uncertainties."

The foregoing is not an exhaustive list of all possible risk factors.

Should one or more of these risks materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results may vary materially from those described in the Company's fiscal 2021 Annual MD&A and this first quarter fiscal 2022 MD&A.

Any forward-looking statement speaks only as of the date on which it was originally made and, except as required by law, the Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statement to reflect any change in related assumptions, events, conditions or circumstances. All forward-looking statements contained in this MD&A are expressly qualified by this statement.

Additional Information

Additional information concerning the Company, including the Company's Annual Information Form, is available through the Internet on SEDAR which may be accessed at www.sedar.com. Copies of such information may also be obtained on the Company's website at www.shaw.ca, or on request and without charge from the Corporate Secretary of the Company, Suite 900, 630 – 3rd Avenue S.W., Calgary, Alberta, Canada T2P 4L4, telephone (403) 750-4500.

Non-GAAP and additional financial measures

Certain measures in this MD&A do not have standard meanings prescribed by GAAP and are therefore considered non-GAAP financial measures. These measures are provided to enhance the reader's overall understanding of our financial performance or current financial condition. They are included to provide investors and management with an alternative method for assessing our operating results in a manner that is focused on the performance of our ongoing operations and to provide a more consistent basis for comparison between periods. These measures are not in accordance with, or an alternative to, GAAP and do not have standardized meanings. Therefore, they are unlikely to be comparable to similar measures presented by other entities.

Please refer to "Non-GAAP and additional financial measures" in this MD&A for a discussion and reconciliation of non-GAAP financial measures, including adjusted EBITDA, free cash flow and net debt as well as net debt leverage ratio and adjusted EBITDA margin, which are non-GAAP ratios.

Introduction

At Shaw, we focus on delivering sustainable long-term growth by connecting customers to the world through a seamless connectivity experience by leveraging our converged network.

With the onset of the global COVID-19 pandemic in 2020, connectivity rapidly became a critical lifeline for Canadians and our economy. During this unprecedented period, our network performance was exceptional, and we remain focused on supporting our employees, customers and communities. Our robust facilities-based network, the result of years of significant investment, has showcased its strength in addressing our customers' need to stay connected to family, friends and colleagues and work from home throughout the COVID-19 pandemic. Despite the absence of material financial impacts, the pandemic affected the Company by causing increased wireline network usage as well as extended peak hours. The Company also experienced increased demand for wireless voice services and a decrease in wireless roaming revenue.

While the pandemic has had an impact on our business, Shaw continues to be resilient, delivering solid financial and operating results, and we believe that we are well positioned to meet the rapidly changing and increasing demands of our customers. The financial impacts from COVID-19 in the first quarter were not material; however, the situation remains uncertain in terms of its magnitude, outcome, duration, resurgences, emergence of variants, and/or subsequent waves. Consumer behavior impacts remain uncertain and could still change materially, including the potential downward migration of services, acceleration of cord-cutting and reduced ability of certain customers to pay their bills. Shaw Business primarily serves the small and medium sized market, which is also particularly vulnerable to COVID-19 related restrictions, including mandated closures, capacity restrictions or further social distancing requirements.

As an ongoing risk, the duration and impact of the COVID-19 pandemic is still unknown, as is the efficacy and duration of the government interventions. Any estimate of the length and severity of these developments is therefore subject to significant uncertainty, and accordingly estimates of the extent to which the COVID-19 pandemic may materially and adversely affect the Company's operations, financial results and condition in future periods are also subject to significant uncertainty.

Shaw and Rogers Transaction

On March 15, 2021, Shaw announced that it entered into an arrangement agreement (the "Arrangement Agreement") with Rogers Communications Inc. ("Rogers"), under which Rogers will acquire all of Shaw's issued and outstanding Class A Participating Shares ("Class A Shares") and Class B Non-Voting Participating Shares ("Class B Shares") in a transaction valued at approximately $26 billion, inclusive of approximately $6 billion of Shaw debt (the "Transaction"). Holders of Class A Shares and Class B Shares (other than the Shaw Family Living Trust, the controlling shareholder of Shaw, and related persons (collectively, the "Shaw Family Shareholders")) will receive $40.50 per share in cash. The Shaw Family Shareholders will receive 60% of the consideration for their shares in the form of Class B Non-Voting Shares of Rogers (the "Rogers Shares") on the basis of the volume-weighted average trading price for the Rogers Shares for the 10 trading days ending March 12, 2021, and the balance in cash.

The Transaction is being implemented by way of a court-approved plan of arrangement under the *Business Corporations Act* (Alberta). At the special meeting of Shaw shareholders held on May 20, 2021, the Company obtained approval of the plan of arrangement by the holders of Shaw's Class A Shares and Class B Shares in the manner required by the interim order granted by the Court of Queen's Bench of Alberta on April 19, 2021. On May 25, 2021, the Court of Queen's Bench of Alberta issued a final order approving the plan of arrangement.

The Transaction remains subject to other customary closing conditions including approvals from certain Canadian regulators. Shaw and Rogers are working cooperatively and constructively with the Competition Bureau, Innovation, Science and Economic Development Canada (ISED) and the Canadian Radio-television and Telecommunications Commission (CRTC) in order to secure the requisite approvals.

In connection with Rogers' application filed in April 2021 for CRTC approval to acquire Shaw's licensed broadcasting assets, public interventions were filed September 13, 2021, with Rogers' reply to interventions filed September 23, 2021. The CRTC held an oral hearing from November 22 to 26, 2021, during which Rogers, Shaw, and 31 interveners (including Canada Public Affairs Channel Inc. (CPAC) as an interested party) had an opportunity to comment on and respond to questions from the CRTC regarding the application. Final written submissions from interveners were accepted until December 13, 2021, and Rogers and CPAC submitted final replies on December 20, 2021.

In accordance with the terms of the Arrangement Agreement, Rogers and Shaw filed pre-merger notifications pursuant to Part IX of the *Competition Act* (Canada) in April 2021 to trigger the Competition Bureau's review of the Transaction. Since that time, Rogers and Shaw have worked cooperatively and constructively to respond to further requests for information, as required under the Arrangement Agreement. On September 28, 2021, the Competition Bureau issued a public request for information to help further gather and assess facts about the Transaction. The Competition Bureau invited interested parties to share their information confidentially with the Bureau by October 29, 2021. The Federal Court also issued orders requiring Xplornet Communications Inc., BCE Inc., TELUS Corporation and Quebecor Inc. to produce records and written information related to mobile wireless services that are relevant to the Competition Bureau's review of the Transaction. The Competition Bureau's review of the Transaction is ongoing.

In accordance with the conditions of the spectrum licences held by the Company, Rogers and Shaw filed joint applications in April 2021 with ISED for approval of the indirect transfer of those spectrum licences by the Minister of Innovation, Science and Industry. ISED's review is ongoing.

Subject to receipt of all required approvals and satisfaction of all closing conditions, closing of the Transaction is expected to occur in the first half of 2022.

Further information regarding the Transaction is contained in the management information circular filed April 23, 2021 on Shaw's SEDAR profile at www.sedar.com and EDGAR profile at www.sec.gov/edgar.shtml.

Wireless

Our Wireless division currently operates in Ontario, Alberta and British Columbia, covering approximately 50% of the Canadian population.

On July 30, 2020, the Company launched Shaw Mobile, a new wireless service in western Canada that leverages Shaw's LTE and Fibre+ networks, along with Canada's largest WiFi service, to provide Shaw Internet customers with an innovative wireless experience. Shaw Mobile provides Shaw Internet customers with bundling opportunities, combined with the ability to customize their mobile data requirements, and is a powerful example of how facilities-based service providers can compete and innovate. Shaw Mobile capitalizes on the long-term trend that shows the vast majority of Canadians' smart device data usage occurs on WiFi networks, a fact amplified by recent work-from-home trends.

First quarter fiscal 2022 results include Wireless net additions of approximately 55,600. Wireless service revenue increased 11.2% to $239 million and adjusted EBITDA increased 45.3% to $109 million compared to the first quarter of fiscal 2021, primarily due to continued service revenue growth and improved equipment margins as well as the favorable margin impact from lower equipment sales relative to total wireless revenues in the current quarter.

We have approximately 850 wireless retail locations across our operating footprint, including corporate, dealer and national retail, with Shaw Mobile being available in approximately 200 locations.

Wireline

In our Wireline business, gig speed Internet is underpinned by our Fibre+ network. Through our digital transformation, we have made it easier to interact with our customers and are leveraging insights from customer data to better understand their preferences so we can provide them with the services they want. We continue to streamline and simplify manual processes to improve the customer experience and day-to-day operations for our employees.

Despite the unprecedented impact that the COVID-19 pandemic has had on the lives of our customers, and the corresponding impacts to the way we serve our customers, our focus remains on the execution and delivery of stable and profitable Wireline results. This includes growth in high quality Internet subscribers and improving overall customer account profitability by attracting and retaining higher value households with our 2-year ValuePlans.

Wireline RGUs declined by approximately 78,100 in the quarter compared to a loss of approximately 100,900 in the first quarter of fiscal 2021. The current quarter was led by a modest gain in Consumer Internet, offset with declines in Video, Satellite and Phone resulting in Consumer RGUs declining by 76,200 in the aggregate. In Business, positive Internet RGUs were offset by declines in Video, Satellite and Phone resulting in Business RGUs declining by approximately 1,900.

First quarter Wireline revenue of $1.06 billion was in-line with the prior year while adjusted EBITDA[1] of $524 million decreased 1.5% year-over-year. Consumer revenue of $896 million decreased 1.6% compared to the prior year as growth in Internet revenue was offset by declines in Video, Satellite and Phone subscribers and revenue. Business revenue of $161 million increased 11.0% year-over-year with Internet revenue growth and continued demand for the Smart suite of products. First quarter Business revenue included approximately $9 million of revenue related to a financing lease arrangement involving a facility that was designed and built to customer specifications. This item also had a $1 million favourable impact on adjusted EBITDA in the quarter.

Our Wireline Business division provides connectivity solutions to its customers by leveraging our Smart suite products which provide cost-effective enterprise grade managed IT and communications solutions that are increasingly valued by businesses of all sizes as the digital economy grows in scope and complexity. The COVID-19 pandemic impacted the Business division by causing the crediting, as well as the reduction or cancellation, of a number of Business customer accounts and slowing revenue growth. In response to the changing needs of its customers during the pandemic, Shaw Business added a suite of collaboration tools and new Smart products, such as Microsoft 365, Smart Remote Office, SmartSecurity and SmartTarget and launched a 1.5 Gig Internet speed tier providing businesses of all sizes the speed and bandwidth to leverage data-heavy applications and cloud services.

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[1] Adjusted EBITDA is a non-GAAP financial measure and should not be considered a substitute or alternative for GAAP measures. This is not a defined term under IFRS and does not have a standardized meaning, and therefore may not be a reliable way to compare us to other companies. See “Non-GAAP and additional financial measures” for more information about this measure including a quantitative reconciliation to the most directly comparable financial measure in the Company’s Consolidated Financial Statements.

Selected financial and operational highlights

Financial Highlights

(millions of Canadian dollars except per share amounts)	Three months ended November 30, **2021**	2020	Change %
Operations:			
Revenue	**1,386**	1,370	1.2
Adjusted EBITDA(1)	**633**	607	4.3
Adjusted EBITDA margin(1)	**45.7%**	44.3%	3.2
Funds flow from operations(2)	**491**	488	0.6
Free cash flow(1)	**236**	225	4.9
Net income	**196**	163	20.2
Per share data:			
Earnings per share			
Basic and diluted	**0.39**	0.31	
Weighted average participating shares for basic earnings per share outstanding during period (millions)	**499**	513	

(1) Adjusted EBITDA, adjusted EBITDA margin and free cash flow are non-GAAP financial measures or non-GAAP ratios and should not be considered substitutes or alternatives for GAAP measures. These are not defined terms under IFRS and do not have standardized meanings, and therefore may not be a reliable way to compare us to other companies. See "Non-GAAP and additional financial measures" for more information about these measures and ratios including quantitative reconciliations to the most directly comparable financial measures in the Company's Consolidated Financial Statements.

(2) Funds flow from operations is before changes in non-cash balances related to operations as presented in the condensed interim Consolidated Statements of Cash Flows.

Key Performance Drivers

The Company measures the success of its strategies using a number of key performance drivers which are defined and described under "Key Performance Drivers – Statistical Measures" in the 2021 Annual MD&A and in this MD&A below, which includes a discussion as to their relevance, definitions, calculation methods and underlying assumptions. The following key performance indicators are not measurements in accordance with GAAP, should not be considered alternatives to revenue, net income or any other measure of performance under GAAP and may not be comparable to similar measures presented by other issuers.

Subscriber (or revenue generating unit (RGU)) highlights

The Company measures the count of its subscribers in its Consumer, Business, and Wireless divisions. For further details and discussion on subscriber counts for RGUs see "Key Performance Drivers – Statistical Measures – Subscriber Counts for RGUs" in the MD&A for the year ended August 31, 2021.

			Change Three months ended	
	November 30, 2021	August 31, 2021	**November 30, 2021**	November 30, 2020
Wireline – Consumer				
Video – Cable	**1,256,954**	1,282,879	**(25,925)**	(34,437)
Video – Satellite	**557,294**	590,578	**(33,284)**	(33,587)
Internet	**1,890,260**	1,889,752	**508**	(15,068)
Phone	**578,037**	595,580	**(17,543)**	(23,760)
Total Consumer	**4,282,545**	4,358,789	**(76,244)**	(106,852)
Wireline – Business				
Video – Cable	**36,508**	37,110	**(602)**	(33)
Video – Satellite	**39,642**	40,090	**(448)**	2,365
Internet	**182,623**	182,123	**500**	1,191
Phone	**388,968**	390,272	**(1,304)**	2,422
Total Business	**647,741**	649,595	**(1,854)**	5,945
Total Wireline	**4,930,286**	5,008,384	**(78,098)**	(100,907)
Wireless				
Postpaid	**1,775,378**	1,739,289	**36,089**	87,296
Prepaid	**396,575**	377,082	**19,493**	13,733
Total Wireless	**2,171,953**	2,116,371	**55,582**	101,029
Total Subscribers	**7,102,239**	7,124,755	**(22,516)**	122

In Wireless, the Company added 55,582 net postpaid and prepaid subscribers in the quarter, consisting of 36,089 postpaid additions and 19,493 prepaid additions. Postpaid net additions were driven by the continued momentum of Shaw Mobile.

Wireline RGUs declined by 78,098 in the quarter compared to a loss of 100,907 in the first quarter of fiscal 2021. The current quarter was led by a modest gain in Consumer Internet RGUs, offset with declines in Video, Satellite and Phone resulting in Consumer RGUs declining by 76,244 in the aggregate. In Business, positive Internet RGUs were offset by declines in Video, Satellite and Phone resulting in Business RGUs declining by 1,854.

Wireless Postpaid Churn

Wireless postpaid subscriber churn ("postpaid churn") measures success in retaining subscribers. Wireless postpaid churn is a measure of the number of postpaid subscribers that deactivated during a period as a percentage of the average postpaid subscriber base during a period, calculated on a monthly basis. It is calculated by dividing the number of Wireless postpaid subscribers that deactivated (in a month) by the average number of postpaid subscribers during the month. When used or reported for a period greater than one month, postpaid churn represents the sum of the number of subscribers deactivating for each period incurred divided by the sum of the average number of postpaid subscribers of each period incurred.

Postpaid churn of 1.70% in the first quarter of fiscal 2022 improved 11-basis points from 1.81% in the first quarter of fiscal 2021.

Wireless average billing per subscriber unit (ABPU)

Wireless ABPU is an industry metric that is useful in assessing the operating performance of a wireless entity. We use ABPU as a measure that approximates the average amount the Company invoices an individual subscriber unit for service on a monthly basis. ABPU helps us to identify trends and measures the Company's success in attracting and retaining higher lifetime value subscribers. Wireless ABPU is calculated as service revenue (excluding allocations to wireless service revenue under IFRS 15) divided by the average number of subscribers on the network during the period and is expressed as a rate per month.

ABPU of $38.67 in the first quarter of fiscal 2022 decreased by 9.4% from $42.66 in the first quarter of fiscal 2021 as the Company continues to scale its lower revenue Shaw Mobile customer base.

Wireless average revenue per subscriber unit (ARPU)

Wireless ARPU is calculated as service revenue divided by the average number of subscribers on the network during the period and is expressed as a rate per month. This measure is an industry metric that is useful in assessing the operating performance of a wireless entity. ARPU also helps to identify trends and measure the Company's success in attracting and retaining higher-value subscribers.

ARPU of $36.95 in the first quarter of fiscal 2022 compares to $38.25 in the first quarter of fiscal 2021, representing a decrease of 3.4% as the Company continues to scale its lower revenue Shaw Mobile customer base.

Overview

For detailed discussion of divisional performance see "Discussion of operations." Highlights of the consolidated first quarter financial results are as follows:

Revenue

Revenue for the first **quarter** of fiscal 2022 of $1.39 billion increased $16 million, or 1.2%, from $1.37 billion for the first quarter of fiscal 2021, highlighted by the following:

- Consumer division revenues of $896 million decreased $15 million, or 1.6%, compared to the prior year period as the growth in Internet revenue was offset by declines in Video, Satellite and Phone subscribers and revenue.
- The Wireless division contributed $332 million and included a $15 million, or 4.7%, increase over the first quarter of fiscal 2021 reflecting a $24 million, or 11.2%, increase in service revenue due to an increased subscriber base, partially offset by a $9 million, or 8.8%, decrease in equipment revenue as more consumers took advantage of bring their own device plans.
- The Business division had growth of $16 million, or 11.0%, in comparison to the first quarter of fiscal 2021 with Internet revenue growth and continued demand for the Smart suite of products, despite the challenging circumstances due to impacts of COVID-19 and considering the majority of Shaw Business revenue comes from the small to medium sized business sector. First quarter Business revenue included approximately $9 million of revenue related to a financing lease arrangement involving a facility that was designed and built to customer specifications.

Compared to the fourth quarter of fiscal 2021, consolidated revenue for the quarter increased 0.7%, or $9 million. The increase in revenue over the prior quarter includes a $11 million increase in the Wireless division driven by a $6 million increase in service revenue and a $5 million increase in equipment revenue which reflects the impact of the increased subscriber base partially mitigated by a decrease in ABPU (down from $40.29 in the fourth quarter of fiscal 2021 to $38.67 in the current quarter). Meanwhile, ARPU decreased quarter-over-quarter (from $37.39 in the fourth quarter of fiscal 2021 to $36.95 in the current quarter). The increase from Wireless was partially offset by Wireline as revenues decreased by $2 million over the prior quarter. This was driven by a $14 million decrease in the Consumer division partially offset by a $12 million increase in the Business division which included approximately $9 million of revenue related to a financing lease arrangement involving a facility that was designed and built to customer specifications.

Adjusted EBITDA

Adjusted EBITDA for the **first quarter** of fiscal 2022 of $633 million increased by $26 million, or 4.3%, from $607 million for the first quarter of fiscal 2021, highlighted by the following:

- The year-over-year improvement in the Wireless division of $34 million, or 45.3%, is mainly due to continued service revenue growth and improved equipment margins as well as the favorable margin impact from lower equipment sales relative to total wireless revenues in the current quarter. Wireless adjusted EBITDA margin of 32.8% compared to 23.7% in the prior year.
- The year-over-year decrease in the Wireline division of $8 million, or 1.5%, was primarily due to higher Wireline costs including the impact of employee benefit provisions in the prior year, partially offset by lower costs due to proactive base management and lower bad debt expense in the quarter.

Consistent with the variances noted above, adjusted EBITDA margin for the **first quarter** of 45.7% increased 140-basis points compared to 44.3% in the first quarter of fiscal 2021.

Compared to the **fourth quarter** of fiscal 2021, adjusted EBITDA for the current quarter increased $19 million, or 3.1%, primarily due to a $16 million increase in the Wireline division driven by proactive base management and decreased operating expenses, including lower employee related costs and sponsorship costs in the current period. Adjusted EBITDA for the Wireless division increased $3 million, or 2.8%, primarily due to a $6 million increase in service revenues partially offset by the impact of lower margins due to equipment sales being a higher proportion of wireless revenues in the current quarter.

Free cash flow

Free cash flow for the **first quarter** of fiscal 2022 of $236 million increased $11 million from $225 million in the first quarter of fiscal 2021, mainly due to a $26 million increase in adjusted EBITDA, a $5 million decrease in capital expenditures and a $2 million decrease in preferred share dividends, partially offset by a $27 million increase in cash taxes.

Net income (loss)

Net income of $196 million for the three months ended November 30, 2021, compared to a net income of $163 for the same period in fiscal 2021. The changes in net income are outlined in the following table:

	November 30, 2021 net income compared to:	
	Three months ended	
(millions of Canadian dollars)	August 31, 2021	November 30, 2020
Increased adjusted EBITDA[(1)]	19	26
Decreased restructuring costs[(2)]	-	12
Decreased amortization	9	5
Change in net other costs and revenue[(3)]	4	(1)
Decreased (increased) income taxes[(4)]	(88)	(9)
	(56)	33

(1) See "Non-GAAP and additional financial measures."

(2) During the first quarter of fiscal 2021, the Company made a number of changes to its organizational structure in an effort to streamline the business, consolidate certain functions, and reduce redundancies between the Wireless and Wireline segments. In connection with the restructuring, the Company recorded costs of $12 million in the first quarter of fiscal 2021 related to severance and employee related costs. There were no restructuring activities in the first quarter of fiscal 2022.

(3) Net other costs and revenue include accretion of long-term liabilities and provisions, interest, debt retirement costs, realized and unrealized foreign exchange differences and other losses as detailed in the unaudited Consolidated Statements of Income. In the first quarter of fiscal 2022, the Company recorded $2 million in Transaction-related advisory, legal, financial, and other professional costs.

(4) Income taxes were higher in the first quarter of fiscal 2022 compared to the fourth quarter of fiscal 2021 due mainly to the recognition of a $78 million tax benefit associated with previously unrecognized tax losses in the fourth quarter driven by management's expectations that sufficient future taxable profit will be available to fully utilize such losses.

Non-GAAP and additional financial measures

The Company's continuous disclosure documents may provide discussion and analysis of non-GAAP financial measures or ratios. These financial measures or ratios do not have standard definitions prescribed by IFRS and therefore may not be comparable to similar measures disclosed by other companies. The Company's continuous disclosure documents may also provide discussion and analysis of additional financial measures. Additional financial measures include line items, headings and sub-totals included in the financial statements.

The Company utilizes these measures in making operating decisions and assessing its performance. Certain investors, analysts and others utilize these measures in assessing the Company's operational and financial performance and as an indicator of its ability to service debt and return cash to shareholders. The non-

GAAP financial measures, ratios and additional financial measures have not been presented as an alternative to revenue, net income or any other measure of performance required by GAAP.

Below is a discussion of the non-GAAP financial measures, ratios and additional financial measures used by the Company and provides a reconciliation to the nearest GAAP measure or provides a reference to such reconciliation.

Adjusted EBITDA

Adjusted earnings before interest, income taxes, depreciation and amortization ("adjusted EBITDA") is calculated as revenue less operating, general and administrative expenses. It is intended to indicate the Company's ongoing ability to service and/or incur debt and is therefore calculated before items such as restructuring costs, equity income/loss of an associate or joint venture, amortization (a non-cash expense), income taxes and interest. Adjusted EBITDA is one measure used by the investing community to value the business. Adjusted EBITDA has no directly comparable GAAP financial measure. Alternatively, the following table provides a reconciliation of net income to adjusted EBITDA:

	Three months ended November 30,	
(millions of Canadian dollars)	**2021**	2020
Net income	**196**	163
Add back (deduct):		
Restructuring costs	**-**	12
Amortization:		
Deferred equipment revenue	**(2)**	(3)
Deferred equipment costs	**10**	13
Property, plant and equipment, intangibles and other	**292**	295
Amortization of financing costs – long-term debt	**1**	1
Interest expense	**65**	66
Other losses (gains)	**4**	2
Current income tax expense	**90**	36
Deferred income tax expense	**(23)**	22
Adjusted EBITDA	**633**	607

Adjusted EBITDA margin

Adjusted EBITDA margin is a non-GAAP ratio that is calculated by dividing adjusted EBITDA by revenue. Adjusted EBITDA margin is also one of the measures used by the investing community to value the business.

	Three months ended November 30,		
	2021	2020	Change %
Wireline	**49.6%**	50.4%	(1.6)
Wireless	**32.8%**	23.7%	38.4
Combined Wireline and Wireless	**45.7%**	44.3%	3.2

Net debt

The Company uses this measure to perform valuation-related analysis and make decisions about the Company's capital structure. We believe this measure aids investors in analyzing the value of the business and assessing our leverage. Refer to "Liquidity and capital resources" for further detail.

Net debt leverage ratio

The Company uses this non-GAAP ratio to determine its optimal leverage ratio. Refer to "Liquidity and capital resources" for further detail.

Free cash flow

The Company utilizes this measure to assess the Company's ability to repay debt and pay dividends to shareholders.

Free cash flow is comprised of adjusted EBITDA and then deducting capital expenditures (on an accrual basis and net of proceeds on capital dispositions) and equipment costs (net), interest, cash taxes paid or payable, interest on lease liabilities, lease payments relating to lease liabilities, dividends paid on the preferred shares, and recurring cash funding of pension amounts net of pension expense and adjusted to exclude share-based compensation expense or recovery.

Free cash flow has not been reported on a segmented basis. Certain components of free cash flow, including adjusted EBITDA, continue to be reported on a segmented basis. Capital expenditures and equipment costs (net) are also reported on a segmented basis. Other items, including interest and cash taxes, are not generally directly attributable to a segment, and are reported on a consolidated basis.

Free cash flow is calculated as follows:

	Three months ended November 30,		
(millions of Canadian dollars)	**2021**	2020	Change %
Revenue			
Consumer	**896**	911	(1.6)
Business	**161**	145	11.0
Wireline	**1,057**	1,056	0.1
Service	**239**	215	11.2
Equipment and other	**93**	102	(8.8)
Wireless	**332**	317	4.7
	1,389	1,373	1.2
Intersegment eliminations	**(3)**	(3)	–
	1,386	1,370	1.2
Adjusted EBITDA			
Wireline	**524**	532	(1.5)
Wireless	**109**	75	45.3
	633	607	4.3
Capital expenditures and equipment costs (net): (1)			
Wireline	**190**	161	18.0
Wireless	**39**	73	(46.6)
	229	234	(2.1)
Free cash flow before the following	**404**	373	8.3
Less:			
Interest on debt and provisions	**(54)**	(55)	(1.8)
Interest on lease liabilities	**(11)**	(11)	–
Cash taxes	**(76)**	(49)	55.1
Lease payments relating to lease liabilities	**(30)**	(31)	(3.2)
Other adjustments:			
Pension adjustment	**3**	–	>100.0
Preferred share dividends	**–**	(2)	(100.0)
Free cash flow	**236**	225	4.9

(1) Per Note 3 to the unaudited interim Consolidated Financial Statements.

Discussion of operations

Wireline

(millions of Canadian dollars)	Three months ended November 30, 2021	2020	Change %
Consumer	**896**	911	(1.6)
Business	**161**	145	11.0
Wireline revenue	**1,057**	1,056	0.1
Adjusted EBITDA[(1)]	**524**	532	(1.5)
Adjusted EBITDA margin[(1)]	**49.6%**	50.4%	(1.6)

(1) See "Non-GAAP and additional financial measures."

In the **first quarter** of fiscal 2022, Wireline RGUs declined by 78,098 compared to a loss of 100,907 in the first quarter of fiscal 2021. The current quarter was led by a modest gain in Consumer Internet RGUs, while offset with declines in Video, Satellite and Phone resulting in Consumer RGUs declining by 76,244 in the aggregate. In Business, positive Internet RGUs were offset by declines in Video, Satellite and Phone resulting in Business RGUs declining by 1,854.

Revenue highlights include:

- Consumer revenue for the **first quarter** of fiscal 2022 decreased by $15 million, or 1.6%, compared to the first quarter of fiscal 2021 as the growth in Internet revenue was offset by declines in Video, Satellite and Phone subscribers and revenue.
  - As **compared to the fourth quarter** of fiscal 2021, the current quarter revenue decreased by $14 million, or 1.5%.
- Business revenue of $161 million for the **first quarter** of fiscal 2022 increased $16 million, or 11.0%, compared to the first quarter of fiscal 2021, with Internet revenue growth and continued demand for the Smart suite of products, despite the challenging circumstances due to impacts of COVID-19 and considering the majority of Shaw Business revenue comes from the small to medium sized business sector. First quarter Business revenue included approximately $9 million of revenue related to a financing lease arrangement involving a facility that was designed and built to customer specifications.
  - As **compared to the fourth quarter** of fiscal 2021, the current quarter revenue increased by $12 million, or 8.1%, including approximately $9 million of revenue related to a financing lease arrangement involving a facility that was designed and built to customer specifications.

Adjusted EBITDA highlights include:

- Adjusted EBITDA for the **first quarter** of fiscal 2022 of $524 million decreased 1.5%, or $8 million, from $532 million in the first quarter of fiscal 2021. The decrease was primarily due to higher Wireline costs including the impact of adjustments to employee benefit provisions in the prior year, partially offset by lower costs due to proactive base management and lower bad debt expense in the quarter.
  - As **compared to the fourth quarter** of fiscal 2021, Wireline adjusted EBITDA for the current quarter increased by $16 million, or 3.1%, driven by proactive base management and decreased operating expenses, including lower employee related costs and sponsorship costs in the current period.

Wireless

(millions of Canadian dollars)	Three months ended November 30, **2021**	2020	Change %
Service	**239**	215	11.2
Equipment and other	**93**	102	(8.8)
Wireless revenue	**332**	317	4.7
Adjusted EBITDA(1)	**109**	75	45.3
Adjusted EBITDA margin(1)	**32.8%**	23.7%	38.4

(1) See "Non-GAAP and additional financial measures."

The Wireless division added 55,582 net postpaid and prepaid subscribers in the quarter, consisting of 36,089 postpaid additions and 19,493 prepaid additions. Postpaid net additions were driven by the continued momentum of Shaw Mobile.

Revenue highlights include:

- Revenue of $332 million for the **first quarter** of fiscal 2022 increased $15 million, or 4.7%, over the first quarter of fiscal 2021. This was primarily due to a $24 million, or 11.2%, increase in service revenue due to an increased subscriber base, partially offset by a $9 million, or 8.8%, decrease in equipment revenue as more consumers took advantage of bring their own device plans. There was a 9.4% and 3.4% year-over-year decrease in ABPU to $38.67 and ARPU to $36.95, respectively.
  - As **compared to the fourth quarter** of fiscal 2021, the current quarter revenue increased by $11 million, or 3.4%, due to a $6 million increase in service revenue and a $5 million increase in equipment revenue which reflects the impact of the increased subscriber base partially mitigated by a decrease in ABPU (down from $40.29 in the fourth quarter of fiscal 2021 to $38.67 in the current quarter). Meanwhile, ARPU decreased quarter-over-quarter (from $37.39 in the fourth quarter of fiscal 2021 to $36.95 in the current quarter).

Adjusted EBITDA highlights include:

- Adjusted EBITDA of $109 million for the **first quarter** of fiscal 2022 improved by $34 million, or 45.3%, over the first quarter of fiscal 2021. The increase is mainly due to continued service revenue growth and improved equipment margins as well as the favorable margin impact from lower equipment sales relative to total wireless revenues in the current quarter. Wireless adjusted EBITDA margin of 32.8% compared to 23.7% in the prior year.
  - As **compared to the fourth quarter** of fiscal 2021, adjusted EBITDA for the current quarter increased $3 million, or 2.8%, primarily due to a $6 million increase in service revenues partially offset by the impact of lower margins due to equipment sales being a higher proportion of wireless revenues in the current quarter.

Capital expenditures and equipment costs

(millions of Canadian dollars)	Three months ended November 30, 2021	2020	Change %
Wireline			
New housing development	**29**	23	26.1
Success-based	**48**	44	9.1
Upgrades and enhancements	**88**	81	8.6
Replacement	**8**	7	14.3
Building and other	**17**	6	>100.0
Total as per Note 3 to the unaudited interim consolidated financial statements	**190**	161	18.0
Wireless			
Total as per Note 3 to the unaudited interim consolidated financial statements	**39**	73	(46.6)
Consolidated total as per Note 3 to the unaudited interim consolidated financial statements	**229**	234	(2.1)

In the **first quarter** of fiscal 2022, capital investment of $229 million decreased $5 million from the comparable period in fiscal 2021. The decrease was driven primarily by lower planned capital expenditures in the Wireless division, partially offset by an increase in total Wireline capital spending due to higher investments in combined upgrades, enhancements and replacement categories as well as an increase in new housing development and success-based capital.

Wireline highlights for the quarter include:

- For the quarter, investment in combined upgrades, enhancements and replacement categories was $96 million which is an increase of $8 million, or 9.1%, over the prior year period.
- Investments in new housing development were $29 million, a $6 million, or 26.1%, increase over the prior year period, driven by higher residential and commercial customer network growth and acquisition in the current year.
- Success-based capital for the quarter of $48 million was $4 million, or 9.1%, higher than the first quarter of fiscal 2021 primarily due to higher capitalized labour, partially offset by lower equipment purchases in the period.
- Investments in buildings and other in the amount of $17 million was $11 million higher year-over year primarily related to the impact of proceeds on disposal of non-core corporate assets received in the prior period.

Wireless highlights for the quarter include:

- Capital investment of $39 million in the first quarter decreased relative to the first quarter of fiscal 2021 by $34 million, primarily due to lower planned network related investment in the quarter.

Other income and expense items

Restructuring costs

Restructuring costs generally include severance, employee related costs and other costs directly associated with a restructuring program. During the first quarter of fiscal 2021, the Company made a number of changes to its organizational structure in an effort to streamline the business, consolidate certain functions, and reduce redundancies between the Wireless and Wireline segments. In connection with the restructuring, the Company recorded costs of $12 million in the first quarter of fiscal 2021 related to severance and employee related costs. There were no restructuring activities in the first quarter of fiscal 2022.

Amortization

	Three months ended November 30,		
(millions of Canadian dollars)	**2021**	2020	Change %
Amortization revenue (expense)			
Deferred equipment revenue	**2**	3	(33.3)
Deferred equipment costs	**(10)**	(13)	(23.1)
Property, plant and equipment, intangibles and other	**(292)**	(295)	(1.0)

Amortization of $300 million decreased 1.6% for the three months ended November 30, 2021, when compared to the same period in fiscal 2021. The decrease in amortization is mainly due to a decrease in deferred equipment costs in the quarter and the amortization of those assets that became fully amortized during the period exceeding the amortization of new expenditures of property, plant and equipment and intangibles.

Amortization of financing costs and interest expense

	Three months ended November 30,		
(millions of Canadian dollars)	**2021**	2020	Change %
Amortization of financing costs – long-term debt	**1**	1	-
Interest expense	**65**	66	(1.5)

Interest expense for the three months ended November 30, 2021 decreased $1 million compared to the prior year quarter mainly due to the lower average outstanding debt balances in the period.

Other gains/losses

This category generally includes realized and unrealized foreign exchange gains and losses on U.S. dollar denominated current assets and liabilities, gains and losses on disposal of property, plant and equipment, realized and unrealized gains and losses on private investments, and the Company's share of the operations of Burrard Landing Lot 2 Holdings Partnership. In the first quarter of fiscal 2022, the Company recorded $2 million in Transaction-related advisory, legal, financial, and other professional costs.

Income taxes

Income taxes are higher in the quarter compared to the first quarter of fiscal 2021 due mainly to the increase in net income.

Supplementary quarterly financial information

(millions of Canadian dollars except per share amounts)	2022 Q1	2021 Q4	2021 Q3	2021 Q2	2021 Q1	2020 Q4	2020 Q3	2020 Q2
Revenue	**1,386**	1,377	1,375	1,387	1,370	1,349	1,312	1,363
Adjusted EBITDA[1]	**633**	614	642	637	607	594	609	600
Restructuring costs	**–**	–	(1)	(1)	(12)	–	(14)	–
Amortization	**(300)**	(310)	(300)	(303)	(305)	(312)	(302)	(300)
Amortization of financing costs	**(1)**	–	(1)	–	(1)	(1)	–	(1)
Interest expense	**(65)**	(67)	(31)	(67)	(66)	(68)	(67)	(68)
Other income (expense)	**(4)**	(6)	(21)	26	(2)	(1)	7	(19)
Income taxes	**(67)**	21	66	(75)	(58)	(37)	(49)	(45)
Net income[2]	**196**	252	354	217	163	175	184	167
Earnings per share								
Basic and diluted	**0.39**	0.50	0.70	0.43	0.31	0.34	0.35	0.32
Other Information								
Cash flows from operating activities	**362**	590	560	473	300	632	588	361
Free cash flow[1]	**236**	180	308	248	225	152	221	191
Capital expenditures and equipment costs	**229**	287	233	250	234	307	268	276

(1) See "Non-GAAP and additional financial measures."
(2) Net income attributable to both equity shareholders and non-controlling interests.

F22 Q1 vs F21 Q4	In the first quarter of fiscal 2022, net income decreased $56 million compared to the fourth quarter of fiscal 2021 mainly due to an $88 million increase in taxes in the first quarter as a result of the recognition of a tax benefit associated with previously unrecognized tax losses in the fourth quarter partially offset by a $19 million increase in adjusted EBITDA and a $10 million decrease in amortization expense, all in the first quarter.
F21 Q4 vs F21 Q3	In the fourth quarter of fiscal 2021, net income decreased $102 million compared to the third quarter of fiscal 2021 mainly due to a $36 million increase in interest expense and a $126 million increase in current taxes in the fourth quarter as a result of a revision to liabilities for uncertain tax positions which reduced these expenses by $35 million and $125 million respectively in the third quarter as well as a $28 million decrease in adjusted EBITDA partially offset by an $81 million decrease in deferred taxes resulting mainly from the recognition of a tax benefit associated with previously unrecognized tax losses and a decrease of $15 million in other expenses mainly due to lower Transaction-related costs, all in the fourth quarter.
F21 Q3 vs F21 Q2	In the third quarter of fiscal 2021, net income increased $137 million compared to the second quarter of fiscal 2021 mainly due to a $131 million decrease in current income taxes expense and a $36 million decrease in interest expense mainly due to a revision to liabilities for uncertain tax positions that became statute barred in the period, which reduced these expenses by $125 million and $35 million respectively, a $9 million decrease in deferred taxes, and a $5 million increase in adjusted EBITDA, partially offset by $18 million in Transaction-related advisory, legal, financial, and other professional fees in the quarter and the impact of the $27 million fair value gain on private investments recorded in the second quarter.

F21 Q2 vs F21 Q1	In the second quarter of fiscal 2021, net income increased $54 million compared to the first quarter of fiscal 2021 mainly due to a $30 million increase in adjusted EBITDA, an $11 million decrease in restructuring costs, and a $27 million fair value gain on private investments recorded in the second quarter, partially offset by a $9 million increase in deferred taxes and an $8 million increase in current taxes, all in the second quarter.
F21 Q1 vs F20 Q4	In the first quarter of fiscal 2021, net income decreased $12 million compared to the fourth quarter of fiscal 2020 mainly due to a $12 million increase in restructuring costs in the first quarter and a $27 million increase in deferred taxes, partially offset by a $13 million increase in adjusted EBITDA and a $6 million decrease in current taxes, all in the first quarter.
F20 Q4 vs F20 Q3	In the fourth quarter of fiscal 2020, net income decreased $9 million compared to the third quarter of fiscal 2020 mainly due to an $15 million decrease in adjusted EBITDA and a $23 million increase in current taxes in the fourth quarter as well an $8 million decrease in other gains (losses) as a result of an insurance claim recovery in the third quarter, partially offset by a $35 million decrease in deferred taxes and a $14 million decrease in restructuring costs in the fourth quarter.
F20 Q3 vs F20 Q2	In the third quarter of fiscal 2020, net income increased $17 million compared to the second quarter of fiscal 2020 mainly due to a $26 million increase in other gains (losses), which includes the impact of the $17 million payment related to the early redemption of $800 million in senior notes in the second quarter, a $6 million insurance claim recovery, a $9 million increase in adjusted EBITDA in the third quarter and a $4 million decrease in current taxes, partially offset by an $8 million increase in deferred taxes, also in the third quarter.
F20 Q2 vs F20 Q1	In the second quarter of fiscal 2020, net income increased $5 million compared to the first quarter of fiscal 2020 mainly due to a $13 million decrease in current taxes, a $12 million increase in adjusted EBITDA and a $3 million decrease in interest expense, all in the second quarter, partially offset by a $17 million payment related to the early redemption of $800 million in senior notes and a $10 million increase in deferred taxes, also in the second quarter.

Financial position

Total assets were $15.7 billion at November 30, 2021 compared to $15.8 billion at August 31, 2021. The following is a discussion of significant changes in the Consolidated Statements of Financial Position since August 31, 2021.

Current assets decreased $77 million primarily due to decreases in cash of $63 million, income taxes recoverable of $36 million, the current portion of contract assets of $12 million, and inventories of $9 million, partially offset by increases in accounts receivables of $12 million and other current assets of $31 million. Cash decreased primarily due to the payment of $148 million in dividends and cash outlays for investing activities, partially offset by funds flow from operations. Refer to "Liquidity and capital resources" for more information.

Accounts receivable increased $12 million mainly due to timing and the impact of the Company continuing to migrate customers from two-month advance billing to one-month advance billing.

The current portion of contract assets decreased $12 million over the period due to a $3 million decrease in deferred Wireline costs as a result of lower onboarding promotional activity for new subscribers over the past year and a $9 million decrease due to a decrease in Wireless subscribers participating in the Company's discretionary wireless handset discount program over the past year. Under IFRS 15, up-front promotional offers, such as onboarding or switch credits, offered to new two-year value-plan customers are recorded as a contract asset and amortized over the life of the contract against future service revenues while the portion of the Wireless discount relating to the handset is applied against equipment revenue at the point in time that the handset is transferred to the customer while the portion relating to service revenue is recorded as a contract asset and amortized over the life of the contract against future service revenues.

Property, plant and equipment decreased $83 million as the amortization of capital and right-of-use assets exceeded the capital investments and additions to right-of-use assets in the period.

Current liabilities decreased $137 million during the period primarily due to a decrease in accounts payable of $136 million, current portion of contract liabilities of $1 million, and current portion of derivatives of $2 million. This decrease was partially offset by a $1 million increase in current portion of lease liabilities and a $1 million increase in current provisions.

Accounts payable and accrued liabilities decreased due to the timing of payments and fluctuations in various payables including capital expenditures, interest and employee incentive plans.

Lease liabilities decreased $31 million mainly due to principal repayments of $30 million in the period and a reduction of $1 million in net new lease liabilities.

Shareholders' equity increased $67 million mainly due to an increase in retained earnings. Retained earnings increased as the current period net income of $196 million was greater than the dividends of $148 million. Share capital increased $4 million due to the issuance of 128,158 Class B Shares under the Company's stock option plan. Accumulated other comprehensive loss decreased $15 million primarily due to the remeasurement recorded on employee benefit plans.

As at December 31, 2021, there were 476,732,030 Class B Shares and 22,372,064 Class A Shares issued and outstanding. As at December 31, 2021, 7,283,022 Class B Shares were issuable on exercise of outstanding options. Shaw is traded on the Toronto and New York stock exchanges and is included in the S&P/TSX 60 Index (Trading Symbols: TSX – SJR.B, NYSE – SJR, and TSXV – SJR.A). For more information, please visit www.shaw.ca.

Liquidity and capital resources

In the three-month period ended November 30, 2021, the Company generated $236 million of free cash flow. Shaw used its free cash flow along with cash of $63 million and proceeds from the issuance of Class B Shares of $4 million to pay common share dividends of $148 million, pay $2 million in Transaction-related costs, and fund the net working capital change.

Debt structure and financial policy

The Company has an accounts receivable securitization program with a Canadian financial institution which allows it to sell certain trade receivables into the program. As at November 30, 2021, the proceeds of the sales were committed up to a maximum of $200 million (with $200 million drawn under the program as at November 30, 2021). The Company continues to service and retain substantially all of the risks and rewards relating to the trade receivables sold, and therefore, the trade receivables remain recognized on the Company's Consolidated Statements of Financial Position and the funding received is recorded as a current liability (revolving floating rate loans) secured by the trade receivables. The buyer's interest in the accounts receivable ranks ahead of the Company's interest and the program restricts it from using the trade receivables as collateral for any other purpose. The buyer of the trade receivable has no claim on any of the Company's other assets.

As at November 30, 2021, the net debt leverage ratio for the Company was 2.2x. The terms of the Arrangement Agreement require Shaw to obtain Rogers' consent prior to incurring certain types of indebtedness.

The Company calculates net debt leverage ratio as follows[1]:

(millions of Canadian dollars)	**November 30, 2021**	August 31, 2021
Short-term borrowings	**200**	200
Current portion of long-term debt	**1**	1
Current portion of lease liabilities	**111**	110
Long-term debt	**4,550**	4,549
Lease liabilities	**1,103**	1,135
Cash and cash equivalents	**(292)**	(355)
(A) Net debt[2]	**5,673**	5,640
(B) Adjusted EBITDA[2]	**2,526**	2,500
(A/B) Net debt leverage ratio[3]	**2.2x**	2.3x

(1) The following contains a breakdown of the components in the calculation of net debt leverage ratio, which is a non-GAAP ratio.
(2) See "Non-GAAP and additional financial measures."
(3) Net debt leverage ratio is a non-GAAP ratio and should not be considered as a substitute or alternative for a GAAP measure and may not be a reliable way to compare us to other companies. See "Non-GAAP and additional financial measures" for further information about this ratio.

On November 2, 2020, the Company announced that it had received approval from the TSX to establish an NCIB program. The program commenced on November 5, 2020 and ended November 4, 2021. As approved by the TSX, the Company had the ability to purchase for cancellation up to 24,532,404 Class B Shares representing approximately 5% of all of the issued and outstanding Class B Shares as at October 22, 2020. In connection with the announcement of the Transaction on March 15, 2021, the Company suspended share buybacks under its NCIB program.

Shaw's credit facilities are subject to customary covenants which include maintaining minimum or maximum financial ratios.

	Covenant as at November 30, 2021	Covenant Limit
Shaw Credit Facilities		
Total Debt to Operating Cash Flow[(1)] Ratio	1.89:1	< 5.00:1
Operating Cash Flow[(1)] to Fixed Charges[(2)] Ratio	10.91:1	> 2.00:1

(1) Operating Cash Flow, for the purposes of the covenants, is calculated as net earnings before interest expense, depreciation, amortization, restructuring, and current and deferred income taxes, excluding profit or loss from investments accounted for on an equity basis, less payments made with regards to lease liabilities for the most recently completed fiscal quarter multiplied by four, plus cash dividends and other cash distributions received in the most recently completed four fiscal quarters from investments accounted for on an equity basis.

(2) Fixed Charges are broadly defined as the aggregate interest expense, excluding the interest related to lease liabilities, for the most recently completed fiscal quarter multiplied by four.

As at November 30, 2021, Shaw is in compliance with these covenants and based on current business plans, the Company is not aware of any condition or event that would give rise to non-compliance with the covenants over the life of the borrowings which currently mature in December of 2024.

As at November 30, 2021, the Company had $292 million of cash on hand and its $1.5 billion bank credit facility was fully undrawn.

Based on the aforementioned financing activities, available credit facilities and forecasted free cash flow, the Company expects to have sufficient liquidity to fund operations, obligations and working capital requirements, including maturing debt, during the upcoming year. The terms of the Arrangement Agreement require that the Company maintain sufficient liquidity to pay an $800 million termination fee payable by Shaw in certain circumstances.

Cash Flow

Operating Activities

	Three months ended November 30,		
(millions of Canadian dollars)	**2021**	2020	Change %
Funds flow from operations	**491**	488	0.6
Net change in non-cash balances related to operations	**(129)**	(188)	31.4
	362	300	20.7

For the three months ended November 30, 2021, funds flow from operating activities increased over the comparable period in fiscal 2021 primarily due to a large increase in the net change in non-cash balances related to operations and a slight increase in the funds flow from operations. The net change in non-cash balances related to operations fluctuated over the comparative period due to changes in accounts receivable, inventory and other current asset balances, and the timing of payments of current income taxes payable and accounts payable and accrued liabilities.

Investing Activities

	Three months ended November 30,		
(millions of Canadian dollars)	**2021**	2020	Decrease
Cash used in investing activities	**(250)**	(232)	18

For the three months ended November 30, 2021, the cash used in investing activities increased over the comparable period in fiscal 2021 due primarily to an increase in additions to property, plant and equipment of $11 million and a decrease in proceeds on disposal of property, plant and equipment of $13 million received in the current period partially offset by a decrease in additions to equipment costs of $3 million and intangible assets of $2 million.

Financing Activities

The changes in financing activities during the comparative periods were as follows:

	Three months ended November 30,	
(millions of Canadian dollars)	**2021**	2020
Payment of lease liabilities [note 5]	**(30)**	(31)
Issue of Class B Shares [note 9]	**3**	-
Purchase of Class B Shares	**-**	(75)
Dividends paid on Class A Shares and Class B Shares	**(148)**	(152)
Dividends paid on Preferred Shares	**-**	(2)
	(175)	(260)

Contractual Obligations

There has been no material change in the Company's contractual obligations, including commitments for capital expenditures, between August 31, 2021 and November 30, 2021.

Accounting standards

The MD&A included in the Company's Annual Report for the year ended August 31, 2021 outlined critical accounting policies, including key estimates and assumptions that management has made under these policies, and how they affect the amounts reported in the 2021 Annual Consolidated Financial Statements. The MD&A also describes significant accounting policies where alternatives exist. See "Critical Accounting Policies and Estimates" in the Company's MD&A for the year ended August 31, 2021. The condensed interim Consolidated Financial Statements follow the same accounting policies and methods of application as the 2021 Annual Consolidated Financial Statements.

Related party transactions

The Company's transactions with related parties are discussed in its MD&A for the year ended August 31, 2021 under "Related Party Transactions" and under Note 29 of the Consolidated Financial Statements of the Company for the year ended August 31, 2021.

There has been no material change in the Company's transactions with related parties between August 31, 2021 and November 30, 2021.

Financial instruments

There has been no material change in the Company's risk management practices with respect to financial instruments between August 31, 2021 and November 30, 2021. See "Known Events, Trends, Risks and Uncertainties – Interest Rates, Foreign Exchange Rates and Capital Markets" in the Company's MD&A for the year ended August 31, 2021 and the section entitled "Financial Instruments" under Note 30 of the Consolidated Financial Statements of the Company for the year ended August 31, 2021.

Internal controls and procedures

Details relating to disclosure controls and procedures, and internal control over financial reporting (ICFR), are discussed in the Company's MD&A for the year ended August 31, 2021 under "Certification." As at November 30, 2021, there have been no changes in the Company's ICFR that have materially affected, or are reasonably likely to materially affect, the Company's ICFR in fiscal 2022.

Risks and uncertainties

The significant risks and uncertainties affecting the Company and its business are discussed in the Company's MD&A for the year ended August 31, 2021 under "Known Events, Trends, Risks and Uncertainties." There have been no material changes in the significant risks and uncertainties since that date.

Government regulations and regulatory developments

See the Company's MD&A for the year ended August 31, 2021 for a discussion of the significant regulations that affected our operations as of October 29, 2021. The following is a list of the significant regulatory developments since that date.

For a discussion of the regulatory approval processes related to the Transaction, see "Introduction – Shaw and Rogers Transaction" and "Known Events, Trends, Risks and Uncertainties – Risks Related to the Transaction" in the Company's MD&A for the year ended August 31, 2021 and "Introduction – Shaw Rogers Transaction" in this MD&A.

Broadcasting Act

Legislative Changes and Other Government Actions

On December 16, 2021, the Federal Government issued Ministerial mandate letters. The Minister of Canadian Heritage has been directed to "reintroduce legislation to reform the Broadcasting Act to ensure foreign web giants contribute to the creation and promotion of Canadian stories and music." The fulfillment of the foregoing Ministerial mandate could lead to legislative changes and the introduction of new regulatory measures that result in new costs and fees payable by the Company in connection with its provision of digital media services, result in new competition in the provision of broadcasting distribution services, and/or negatively impact the Company's financial results from broadcasting.

Radiocommunication Act

Consultation on a Policy and Licensing Framework for Spectrum in the 3800 MHz Band

In December 2021, Innovation, Science and Economic Development Canada (ISED) commenced a consultation on the policy and licensing framework for the 3800 MHz spectrum band (3650-4200 MHz). The consultation considers the implementation of pro-competitive measures, in the form of a set-aside, a cap, or combination of both, in the 3800 MHz auction. ISED also seeks comments on, among other things, licence tier sizes and conditions, and auction format and rules. The auction is anticipated to take place in early 2023. The outcome of this auction could increase competition in the wireless sector.

Copyright Act

Legislative Changes and Other Government Actions

The Minister of Canadian Heritage and the Minister of Innovation, Science and Industry were directed, pursuant to mandate letters issued December 16, 2021, "to amend the *Copyright Act* to further protect artists, creators and copyright holders, including to allow resale rights for artists." Any amendments to the *Copyright Act* that modify the terms and conditions applicable to the use of content, including new rights and/or the scope of flexibility pursuant to exceptions under the *Copyright Act*, could create increased fees and negatively impact the business practices of the Company, as well as the ability to serve our customers.

Privacy and Anti-Spam Legislation

The Minister of Innovation, Science and Industry was directed, pursuant to a mandate letter issued December 16, 2021, to introduce legislation to advance the Digital Charter, strengthen privacy protections for consumers and provide a clear set of rules that ensure fair competition in the online marketplace.

Changes to privacy laws and regulations resulting from the reinstatement and passage of Bill C-11 or the introduction of a new privacy bill will require the Company to incur costs to adjust its policies and practices related to privacy, as well as data collection, management, disposal and access practices. Such changes could: result in significant new costs payable by the Company to ensure compliance; limit the Company's ability to utilize data in support of its business, as well as preserve and expand its customer base; and expose the Company to the risk of significant penalties and claims (including pursuant to a proposed right of private action) in connection with any non-compliance.

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(unaudited)

(millions of Canadian dollars)	**November 30, 2021**	**August 31, 2021**
ASSETS		
Current		
Cash and cash equivalents	**292**	355
Accounts receivable	**313**	301
Income taxes recoverable	**51**	87
Inventories	**54**	63
Other current assets *[note 4]*	**362**	331
Current portion of contract assets *[note 11]*	**85**	97
	1,157	1,234
Investments and other assets *[note 16]*	**70**	70
Property, plant and equipment	**5,936**	6,019
Other long-term assets	**177**	163
Deferred income tax assets	**2**	2
Intangibles	**8,007**	7,996
Goodwill	**280**	280
Contract assets *[note 11]*	**27**	28
	15,656	15,792
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current		
Short-term borrowings *[note 6]*	**200**	200
Accounts payable and accrued liabilities	**852**	988
Provisions *[note 7]*	**47**	46
Current portion of contract liabilities *[note 11]*	**212**	213
Current portion of long-term debt *[notes 8 and 16]*	**1**	1
Current portion of lease liabilities *[note 5]*	**111**	110
Current portion of derivatives	**-**	2
	1,423	1,560
Long-term debt *[notes 8 and 16]*	**4,550**	4,549
Lease liabilities *[note 5]*	**1,103**	1,135
Other long-term liabilities	**12**	26
Provisions *[note 7]*	**77**	77
Deferred credits	**385**	389
Contract liabilities *[note 11]*	**16**	15
Deferred income tax liabilities	**1,980**	1,998
	9,546	9,749
Shareholders' equity *[notes 9 and 14]*		
Common and preferred shareholders	**6,110**	6,043
	15,656	15,792

See accompanying notes.

CONSOLIDATED STATEMENTS OF INCOME
(unaudited)

(millions of Canadian dollars)	Three months ended November 30, **2021**	2020
Revenue *[notes 3 and 11]*	**1,386**	1,370
Operating, general and administrative expenses *[note 12]*	**(753)**	(763)
Restructuring costs *[notes 7 and 12]*	**-**	(12)
Amortization:		
Deferred equipment revenue	**2**	3
Deferred equipment costs	**(10)**	(13)
Property, plant and equipment, intangibles and other	**(292)**	(295)
Operating income	**333**	290
Amortization of financing costs – long-term debt	**(1)**	(1)
Interest expense *[note 8]*	**(65)**	(66)
Other (losses) *[note 13]*	**(4)**	(2)
Income before income taxes	**263**	221
Current income tax expense *[note 3]*	**90**	36
Deferred income tax (recovery) expense	**(23)**	22
Net income	**196**	163
Net income attributable to:		
Equity shareholders	**196**	**163**
Earnings per share: *[note 10]*		
Basic and diluted	**0.39**	**0.31**

See accompanying notes.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(unaudited)

	Three months ended November 30,	
(millions of Canadian dollars)	**2021**	2020
Net income	**196**	163
Other comprehensive income *[note 14]*		
Items that may subsequently be reclassified to income:		
Change in unrealized fair value of derivatives designated as cash flow hedges	**2**	(1)
Adjustment for hedged items recognized in the period	**1**	1
	3	-
Items that will not subsequently be reclassified to income:		
Remeasurements on employee benefit plans	**12**	(5)
	15	(5)
Comprehensive income	**211**	158
Comprehensive income attributable to:		
Equity shareholders	**211**	158

See accompanying notes.

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(unaudited)

Three months ended November 30, 2021

(millions of Canadian dollars)	Share capital	Contributed surplus	Retained earnings	Accumulated other comprehensive loss	Total equity
	Attributable to equity shareholders				
Balance as at September 1, 2021	**4,199**	**27**	**1,876**	**(59)**	**6,043**
Net income	**-**	**-**	**196**	**-**	**196**
Other comprehensive income	**-**	**-**	**-**	**15**	**15**
Comprehensive income	**-**	**-**	**196**	**15**	**211**
Dividends	**-**	**-**	**(148)**	**-**	**(148)**
Shares issued under stock option plan	**4**	**-**	**-**	**-**	**4**
Balance as at November 30, 2021	**4,203**	**27**	**1,924**	**(44)**	**6,110**

Three months ended November 30, 2020

(millions of Canadian dollars)	Share capital	Contributed surplus	Retained earnings	Accumulated other comprehensive loss	Total equity
	Attributable to equity shareholders				
Balance as at September 1, 2020	4,602	27	1,703	(99)	6,233
Net income	-	-	163	-	163
Other comprehensive income	-	-	-	(5)	(5)
Comprehensive income	-	-	163	(5)	158
Dividends	-	-	(151)	-	(151)
Shares issued under stock option plan	1	-	-	-	1
Shares repurchased	(30)	-	(46)	-	(76)
Balance as at November 30, 2020	4,573	27	1,669	(104)	6,165

See accompanying notes.

CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)

	Three months ended November 30,	
(millions of Canadian dollars)	**2021**	2020
OPERATING ACTIVITIES		
Funds flow from operations *[note 15]*	**491**	488
Net change in non-cash balances	**(129)**	(188)
	362	300
INVESTING ACTIVITIES		
Additions to property, plant and equipment *[note 3]*	**(207)**	(196)
Additions to equipment costs (net) *[note 3]*	**(4)**	(7)
Additions to other intangibles *[note 3]*	**(40)**	(42)
Net additions to investments and other assets	**-**	(1)
Proceeds on disposal of property, plant and equipment	**1**	14
	(250)	(232)
FINANCING ACTIVITIES		
Payment of lease liabilities *[note 5]*	**(30)**	(31)
Issue of Class B Shares *[note 9]*	**3**	-
Purchase of Class B Shares	**-**	(75)
Dividends paid on Class A Shares and Class B Shares	**(148)**	(152)
Dividends paid on Preferred Shares	**-**	(2)
	(175)	(260)
(Decrease) in cash	**(63)**	(192)
Cash, beginning of the period	**355**	763
Cash, end of the period	**292**	571

See accompanying notes.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

November 30, 2021 and November 30, 2020
[all amounts in millions of Canadian dollars, except share and per share amounts]

1. CORPORATE INFORMATION

Shaw Communications Inc. (the "Company") is a diversified Canadian connectivity company whose core operating business is providing: Cable telecommunications, Satellite video services and data networking to residential customers, businesses and public-sector entities ("Wireline"); and wireless services for voice and data communications ("Wireless"). The Company's shares are listed on the Toronto Stock Exchange (TSX), TSX Venture Exchange (TSXV) and New York Stock Exchange (NYSE) (Symbol: TSX - SJR.B, NYSE - SJR, and TSXV - SJR.A).

On March 15, 2021, the Company announced that it had entered into an arrangement agreement (the "Arrangement Agreement") with Rogers Communications Inc. ("Rogers"), under which Rogers will acquire all of Shaw's issued and outstanding Class A Participating Shares ("Class A Shares") and Class B Non-Voting Participating Shares ("Class B Shares") in a transaction valued at approximately $26 billion, inclusive of approximately $6 billion of Shaw debt (the "Transaction"). Holders of Shaw Class A Shares and Class B Shares (other than the Shaw Family Living Trust, the controlling shareholder of Shaw, and related persons (collectively the "Shaw Family Shareholders")) will receive $40.50 per share in cash. The Shaw Family Shareholders will receive 60% of the consideration for their shares in the form of Class B Non-Voting Shares of Rogers (the "Rogers Shares") on the basis of the volume-weighted average trading price for the Rogers Shares for the 10 trading days ending March 12, 2021, and the balance in cash.

The Transaction is being implemented by way of a court-approved plan of arrangement under the *Business Corporations Act* (Alberta). At the special meeting of Shaw shareholders held on May 20, 2021, the Company obtained approval of the plan of arrangement by the holders of Shaw's Class A Shares and Class B Shares in the manner required by the interim order granted by the Court of Queen's Bench of Alberta on April 19, 2021. On May 25, 2021, the Court of Queen's Bench of Alberta issued a final order approving the plan of arrangement.

The Transaction remains subject to other customary closing conditions including approvals from certain Canadian regulators, including the Competition Bureau, Innovation, Science and Economic Development Canada (ISED) and the Canadian Radio-television and Telecommunications Commission (CRTC). Subject to the receipt of all required approvals, and the satisfaction of all closing conditions, the Transaction is expected to close in the first half of 2022.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
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[all amounts in millions of Canadian dollars, except share and per share amounts]

2. BASIS OF PRESENTATION AND ACCOUNTING POLICIES

Statement of compliance

These condensed interim consolidated financial statements of the Company have been prepared in accordance with International Financial Reporting Standards (IFRS) and in compliance with International Accounting Standard (IAS) 34 *Interim Financial Reporting* as issued by the International Accounting Standards Board (IASB).

The condensed interim consolidated financial statements of the Company for the three months ended November 30, 2021 were authorized for issue by the Audit Committee on January 11, 2022.

Basis of presentation

These condensed interim consolidated financial statements have been prepared primarily under the historical cost convention except as detailed in the significant accounting policies disclosed in the Company's consolidated financial statements for the year ended August 31, 2021 and are expressed in millions of Canadian dollars unless otherwise indicated. The condensed interim consolidated statements of income are presented using the nature classification for expenses.

The notes presented in these condensed interim consolidated financial statements include only significant events and transactions occurring since the Company's last fiscal year end and are not fully inclusive of all matters required to be disclosed by IFRS in the Company's annual consolidated financial statements. As a result, these condensed interim consolidated financial statements should be read in conjunction with the Company's consolidated financial statements for the year ended August 31, 2021.

The condensed interim consolidated financial statements follow the same accounting policies and methods of application as the most recent annual consolidated financial statements.

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3. BUSINESS SEGMENT INFORMATION

The Company's chief operating decision makers are the Executive Chair & Chief Executive Officer, the President, and the Executive Vice President, Chief Financial & Corporate Development Officer and they review the operating performance of the Company by segments, which are comprised of Wireline and Wireless. The chief operating decision makers utilize adjusted earnings before interest, income taxes, depreciation and amortization ("adjusted EBITDA") for each segment as a key measure in making operating decisions and assessing performance.

The Wireline segment provides Cable telecommunications services including Video, Internet, WiFi, Phone, Satellite Video and data networking through a national fibre-optic backbone network to Canadian consumers, North American businesses and public-sector entities. The Wireless segment provides wireless services for voice and data communications serving customers in Ontario, British Columbia and Alberta through Freedom Mobile and in British Columbia and Alberta through Shaw Mobile.

Both of the Company's reportable segments are substantially located in Canada. Information on operations by segment is as follows:

Operating information

	Three months ended November 30,	
	2021	2020
Revenue		
Wireline	**1,057**	1,056
Wireless	**332**	317
	1,389	1,373
Intersegment eliminations	**(3)**	(3)
	1,386	1,370
Adjusted EBITDA[(1)]		
Wireline	**524**	532
Wireless	**109**	75
	633	607
Restructuring costs	**-**	(12)
Amortization	**(300)**	(305)
Operating income	**333**	290
Current taxes		
Operating	**87**	35
Other/non-operating	**3**	1
	90	36

(1) Adjusted EBITDA does not have any standardized meaning prescribed by IFRS and is therefore unlikely to be comparable to similar measures presented by other issuers; the Company defines adjusted EBITDA as revenues less operating, general and administrative expenses.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
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November 30, 2021 and November 30, 2020
[all amounts in millions of Canadian dollars, except share and per share amounts]

Capital expenditures

	Three months ended November 30,	
	2021	2020
Capital expenditures accrual basis		
Wireline	**186**	154
Wireless	**39**	73
	225	227
Equipment costs (net of revenue)		
Wireline	**4**	7
Capital expenditures and equipment costs (net)		
Wireline	**190**	161
Wireless	**39**	73
	229	234
Reconciliation to Consolidated Statements of Cash Flows		
Additions to property, plant and equipment	**207**	196
Additions to equipment costs (net)	**4**	7
Additions to other intangibles	**40**	42
Total of capital expenditures and equipment costs (net) per Consolidated Statements of Cash Flows	**251**	245
Increase/(decrease) in working capital and other liabilities related to capital expenditures	**(21)**	3
Less: Proceeds on disposal of property, plant and equipment	**(1)**	(14)
Total capital expenditures and equipment costs (net) reported by segments	**229**	234

4. OTHER CURRENT ASSETS

	November 30, 2021	August 31, 2021
Prepaid expenses	**116**	103
Costs incurred to obtain or fulfill a contract with a customer(1)	**61**	59
Wireless handset receivables(2)	**185**	168
Current Portion of Derivatives	**-**	1
	362	331

(1) Costs incurred to obtain or fulfill a contract with a customer are capitalized and subsequently amortized as an expense over the average life of a customer.

(2) As described in the revenue and expenses accounting policy detailed in the significant accounting policies disclosed in the Company's consolidated financial statements for the year ended August 31, 2021, these amounts relate to the current portion of wireless handset receivables.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
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[all amounts in millions of Canadian dollars, except share and per share amounts]

5. LEASE LIABILITIES

Below is a summary of the activity related to the Company's lease liabilities.

August 31, 2021	1,245
Net additions	(1)
Interest on lease liabilities	11
Interest payments on lease liabilities	(11)
Principal payments of lease liabilities	(30)
Balance as at November 30, 2021	**1,214**

Current	110
Long-term	1,135
Balance as at August 31, 2021	1,245
Current	**111**
Long-term	**1,103**
Balance as at November 30, 2021	**1,214**

6. SHORT-TERM BORROWINGS

A summary of our accounts receivable securitization program is as follows:

	Three months ended November 30,	
	2021	2020
Accounts receivable securitization program, beginning of period	**200**	200
Accounts receivable securitization program, end of period	**200**	200

	November 30, 2021	August 31, 2021
Trade accounts receivable sold to buyer as security	**412**	416
Short-term borrowings from buyer	**(200)**	(200)
Over-collateralization	**212**	216

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
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7. PROVISIONS

	Asset retirement obligations $	Restructuring [(1)] $	Other $	Total $
Balance as at August 31, 2021	77	2	44	123
Additions	-	-	1	1
Accretion	-	-	-	-
Payments	-	-	-	-
Balance as at November 30, 2021	**77**	**2**	**45**	**124**
Current	-	2	44	46
Long-term	77	-	-	77
Balance as at August 31, 2021	77	2	44	123
Current	**-**	**2**	**45**	**47**
Long-term	**77**	**-**	**-**	**77**
Balance as at November 30, 2021	**77**	**2**	**45**	**124**

(1) During fiscal 2018 the Company offered a voluntary departure program to a group of eligible employees as part of a total business transformation initiative and in fiscal 2021 made a number of changes to its organizational structure in an effort to streamline the business, consolidate certain functions, and reduce redundancies between the Wireless and Wireline segments. A total of $nil has been paid in fiscal 2022 relating to these initiatives. The remaining costs are expected to be paid out within the next 2 months.

8. LONG-TERM DEBT

	November 30, 2021				August 31, 2021		
	Effective interest rates %	**Long-term debt at amortized cost[(1)]** $	**Adjustment for finance costs [(1)]** $	**Long-term debt repayable at maturity** $	Long-term debt at amortized cost[(1)] $	Adjustment for finance costs [(1)] $	Long-term debt repayable at maturity $
Corporate							
Cdn fixed rate senior notes-							
3.80% due November 2, 2023	3.80	**499**	**1**	**500**	499	1	500
4.35% due January 31, 2024	4.35	**499**	**1**	**500**	499	1	500
3.80% due March 1, 2027	3.84	**299**	**1**	**300**	299	1	300
4.40% due November 2, 2028	4.40	**497**	**3**	**500**	497	3	500
3.30% due December 10, 2029	3.41	**496**	**4**	**500**	496	4	500
2.90% due December 9, 2030	2.92	**496**	**4**	**500**	496	4	500
6.75% due November 9, 2039	6.89	**1,422**	**28**	**1,450**	1,421	29	1,450
4.25% due December 9, 2049	4.33	**296**	**4**	**300**	296	4	300
		4,504	**46**	**4,550**	4,503	47	4,550
Other							
Burrard Landing Lot 2 Holdings Partnership	Various	**47**	**-**	**47**	47	-	47
Total consolidated debt		**4,551**	**46**	**4,597**	4,550	47	4,597
Less current portion[(2)]		**1**	**-**	**1**	1	-	1
		4,550	**46**	**4,596**	4,549	47	4,596

(1) Long-term debt is presented net of unamortized discounts and finance costs.
(2) Current portion of long-term debt includes amounts due within one year in respect of the Burrard Landing loans.

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Interest Expense

	Three months ended November 30,	
	2021	2020
Interest expense – long-term debt	**55**	55
Interest income – short-term (net)	**(1)**	-
Interest on lease liabilities (note 5)	**11**	11
	65	66

9. SHARE CAPITAL

Changes in share capital during the three months ended November 30, 2021 are as follows:

	Class A Shares		Class B Shares	
	Number	$	Number	$
August 31, 2021	22,372,064	2	476,537,262	4,197
Issued upon stock option plan exercises	-	-	128,158	4
November 30, 2021	**22,372,064**	**2**	**476,665,420**	**4,201**

Normal Course Issuer Bid

On November 2, 2020, the Company announced that it had received approval from the TSX to establish a normal course issuer bid (NCIB) program. The program commenced on November 5, 2020 and ended November 4, 2021. As approved by the TSX, the Company had the ability to purchase for cancellation up to 24,532,404 Class B Shares representing approximately 5% of all of the issued and outstanding Class B Shares as at October 22, 2020. In connection with the announcement of the Transaction on March 15, 2021 (as discussed in more detail in Note 1), the Company suspended share buybacks under its NCIB program.

10. EARNINGS PER SHARE

Earnings per share calculations are as follows:

	Three months ended November 30,	
	2021	2020
Numerator for basic and diluted earnings per share ($)		
Net income	**196**	163
Deduct: dividends on Preferred Shares	**-**	(2)
Net income attributable to common shareholders	**196**	161
Denominator (millions of shares)		
Weighted average number of Class A Shares and Class B Shares for basic earnings per share	**499**	513
Effect of dilutive securities [(1)]	**2**	-
Weighted average number of Class A Shares and Class B Shares for diluted earnings per share	**501**	513
Basic and diluted earnings per share ($)	**0.39**	0.31

(1) The earnings per share calculation does not take into consideration the potential dilutive effect of certain stock options since their impact is anti-dilutive. For the three months ended November 30, 2021, nil (November 30, 2020 – 6,736,626) options were excluded from the diluted earnings per share calculation.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
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11. REVENUE

Contract assets and liabilities

The table below provides a reconciliation of the significant changes to the current and long-term portion of contract assets and liabilities balances during the year.

	Contract Assets	Contract Liabilities
Balance as at August 31, 2021	125	228
Increase in contract assets from revenue recognized during the year	**27**	**-**
Contract assets transferred to trade receivables	**(35)**	**-**
Contract terminations transferred to trade receivables	**(5)**	**-**
Revenue recognized included in contract liabilities at the beginning of the year	**-**	**(215)**
Increase in contract liabilities during the year	**-**	**215**
Balance as at November 30, 2021	**112**	**228**

	Contract Assets	Contract Liabilities
Current	97	213
Long-term	28	15
Balance as at August 31, 2021	125	228
Current	**85**	**212**
Long-term	**27**	**16**
Balance as at November 30, 2021	**112**	**228**

Deferred commission cost assets

The table below provides a summary of the changes in the deferred commission cost assets recognized from the incremental costs incurred to obtain contracts with customers during the three months ended November 30, 2021. We believe these amounts to be recoverable through the revenue earned from the related contracts. The deferred commission cost assets are presented within other current assets (when they will be amortized into net income within twelve months of the date of the financial statements) or other long-term assets.

August 31, 2021	92
Additions to deferred commission cost assets	**25**
Amortization recognized on deferred commission cost assets	**(20)**
Balance as at November 30, 2021	**97**

Current	59
Long-term	33
Balance as at August 31, 2021	92
Current	**61**
Long-term	**36**
Balance as at November 30, 2021	**97**

Commission costs are amortized over a period ranging from 24 to 36 months.

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[all amounts in millions of Canadian dollars, except share and per share amounts]

Disaggregation of revenue

	Three months ended November 30,	
	2021	2020
Services		
Wireline - Consumer	**896**	911
Wireline - Business	**161**	145
Wireless	**239**	215
	1,296	1,271
Equipment and other		
Wireless	**93**	102
	93	102
Intersegment eliminations	**(3)**	(3)
Total revenue	**1,386**	1,370

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
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Remaining performance obligations

The following table includes revenues expected to be recognized in the future related to performance obligations that are unsatisfied (or partially unsatisfied) as at November 30, 2021.

	Within 1 year	Within 2 years	Within 3 years	Within 4 years	Within 5 years	Thereafter	Total
Wireline	1,711	824	183	98	34	5	2,855
Wireless	352	104	-	-	-	-	456
Total	**2,063**	**928**	**183**	**98**	**34**	**5**	**3,311**

When estimating minimum transaction prices allocated to the remaining unfilled, or partially unfulfilled, performance obligations, Shaw applied the practical expedient to not disclose information about remaining performance obligations that have original expected duration of one year or less and for those contracts where we bill the same value as that which is transferred to the customer. The estimated amounts disclosed are based upon contractual terms and maturities. Revenues recognized based on actual minimum transaction price, and the timing thereof, will differ from these estimates due to the frequency with which the actual durations of contracts with customers do not match their contractual maturities.

12. OPERATING, GENERAL AND ADMINISTRATIVE EXPENSES AND RESTRUCTURING COSTS

	Three months ended November 30,	
	2021	2020
Employee salaries and benefits[1]	**164**	153
Purchase of goods and services	**589**	622
	753	775

[1] For the three months ended November 30, 2021, employee salaries and benefits include $nil (November 30, 2020 - $12) in restructuring costs.

13. OTHER GAINS (LOSSES)

	Three months ended November 30,	
	2021	2020
Transaction costs [1]	**(2)**	–
Other [2]	**(2)**	(2)
	(4)	(2)

[1] The Company has incurred a number of Transaction-related advisory, legal, financial, and other professional fees in connection with the proposed acquisition of Shaw by Rogers. As these costs do not relate to ongoing operations, they have been classified as non-operating expenses. Please refer to Note 1 for further details on the Transaction.

[2] Other gains (losses) generally includes realized and unrealized foreign exchange gains and losses on US dollar denominated current assets and liabilities and the Company's share of the operations of Burrard Landing Lot 2 Holdings Partnership.

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14. OTHER COMPREHENSIVE INCOME AND ACCUMULATED OTHER COMPREHENSIVE LOSS

Components of other comprehensive income and the related income tax effects for the three months ended November 30, 2021 are as follows:

	Amount	Income taxes	Net
Items that may subsequently be reclassified to income			
Change in unrealized fair value of derivatives designated as cash flow hedges	**3**	**(1)**	**2**
Adjustment for hedged items recognized in the period	**1**	**-**	**1**
	4	**(1)**	**3**
Items that will not be subsequently reclassified to income			
Remeasurements on employee benefit plans	**16**	**(4)**	**12**
	20	**(5)**	**15**

Components of other comprehensive income and the related income tax effects for the three months ended November 30, 2020 are as follows:

	Amount	Income taxes	Net
Items that may subsequently be reclassified to income			
Change in unrealized fair value of derivatives designated as cash flow hedges	(1)	-	(1)
Adjustment for hedged items recognized in the period	1	-	1
	-	-	-
Items that will not be subsequently reclassified to income			
Remeasurements on employee benefit plans	(7)	2	(5)
	(7)	2	(5)

Accumulated other comprehensive loss is comprised of the following:

	November 30, 2021	August 31, 2021
Items that may subsequently be reclassified to income		
Change in unrealized fair value of derivatives designated as cash flow hedges	**2**	(1)
Items that will not be subsequently reclassified to income		
Remeasurements on employee benefit plans	**(46)**	(58)
	(44)	(59)

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15. CONSOLIDATED STATEMENTS OF CASH FLOWS

(i) Funds flow from operations

	Three months ended November 30,	
	2021	2020
Net income from operations	**196**	163
Adjustments to reconcile net income to funds flow from operations:		
Amortization	**301**	306
Deferred income tax expense (recovery)	**(23)**	22
Defined benefit pension plans	**3**	-
Net change in contract asset balances	**13**	(5)
Other	**1**	2
Funds flow from operations	**491**	488

(ii) Interest and income taxes paid and interest received and classified as operating activities are as follows:

	Three months ended November 30,	
	2021	2020
Interest paid	**78**	75
Income taxes paid (net of refunds)	**54**	94
Interest received	**1**	2

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[all amounts in millions of Canadian dollars, except share and per share amounts]

16. FAIR VALUE

Fair value estimates are made at a specific point in time, based on relevant market information and information about the financial instrument. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and, therefore, cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

Financial instruments

The fair value of financial instruments has been determined as follows:

(i) Current assets and current liabilities

The fair value of financial instruments included in current assets and current liabilities approximates their carrying value due to their short-term nature.

(ii) Investments and other assets and other long-term assets

The fair value of publicly traded investments is determined by quoted market prices. Investments in private entities which do not have quoted market prices in an active market and whose fair value cannot be readily measured are carried at approximate fair value. No published market exists for such investments. These equity investments have been made as they are considered to have the potential to provide future benefit to the Company and accordingly, the Company has no current intention to dispose of these investments in the near term. The fair value of long-term receivables approximates their carrying value as they are recorded at the net present values of their future cash flows, using an appropriate discount rate.

(iii) Long-term debt

The carrying value of long-term debt is at amortized cost based on the initial fair value as determined at the time of issuance or at the time of a business acquisition. The fair value of publicly traded notes is based upon current trading values. The fair value of finance lease obligations is determined by discounting future cash flows using a rate for loans with similar terms, conditions and maturity dates. The carrying value of bank credit facilities approximates fair value as the debt bears interest at rates that fluctuate with market values. Other notes and debentures are valued based upon current trading values for similar instruments.

The carrying value and estimated fair value of long-term debt are as follows:

	November 30, 2021		August 31, 2021	
	Carrying value	**Estimated fair value**	Carrying value	Estimated fair value
Liabilities				
Long-term debt (including current portion)[1]	**4,551**	**5,110**	4,550	5,263

(1) Level 2 fair value – determined by valuation techniques using inputs based on observable market data, either directly or indirectly, other than quoted prices.

(iv) Derivative financial instruments

The fair value of US currency forward purchase contracts is determined by an estimated credit-adjusted mark-to-market valuation using observable forward exchange rates at the end of reporting periods and contract forward rates.

This is **Exhibit G** in support of the

Affidavit of Christopher Hickey,

solemnly affirmed before me on April 22, 2022

in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely

DocuSigned by:

309360C325E3434...

Commissioner for Taking Affidavits

Geoff Batstone

PUBLIC 11924

Dear Fellow Shareholders:

I am incredibly proud of our Company and our employees as I reflect on over 50 years of providing exceptional products and services to Canadians. Shaw's culture has enabled and powered the innovative and vital services we provide to our customers and communities. We have built a powerful combination of assets, from our extensive Fibre+ infrastructure and strengthening wireless network, to our 9,400 engaged and passionate employees. For over five decades, we have created and nurtured an organization that centres around our customers and connects our communities.

The benefits of our relentless customer focus and facilities-based investments have never been more clear with the emergence of COVID-19. While collectively we are still dealing with the evolving impacts nearly two years on, the pandemic has highlighted the essential role of strong and ubiquitous connectivity services, which will only become more critical as economic shifts and technology advancements accelerate Canada's digital transformation. When Canadians have needed us most, we delivered faster speeds, better value and outstanding customer service.

In our communities, we continue to identify and support emerging needs that were accentuated by the pandemic and important social movements impacting employees, customers, and Canadians. We were delighted that our signature sponsorship, the Shaw Charity Classic, was able to return after being cancelled last year due to the pandemic. This Calgary-based event has now raised $75 million for more than 200 charities supporting Alberta youth since 2013.

Despite the significant uncertainty over the last 18-months, we stayed focused on our near-term priorities, including balanced and profitable results, delivering consolidated adjusted EBITDA growth of 4.6% and free cash flow of approximately $961 million in fiscal 2021.

Our fiscal 2021 results reflect continued strong execution, but also mark the beginning of a bold new path for Shaw with the announcement of our combination with Rogers on March 15, 2021. This critical next step in our evolution was taken with our customers' best interests at the forefront. A technology revolution is clearly upon us, with next-generation networks, like 5G, breaking down the boundaries of what's possible, but also requiring significant scale and investment. Tomorrow's networks need to be even stronger, more expansive and more capable in order to compete vigorously and to meet the needs of Canada's emerging connected society.

Wireless

In fiscal 2021, we welcomed approximately 295,000 wireless customers to the Shaw and Freedom network. With the launch of Shaw Mobile in July 2020, we focused on bundling Shaw Mobile wireless with our Internet offerings, enhancing the value proposition for our customers.

Supporting our wireless growth has been the continued investment in our network and distribution channels to elevate the overall customer experience. We are investing in the deployment of our 700 MHz and 600 MHz spectrum to further enhance our existing LTE service, in small cell technology, and additional retail capacity, where Shaw Mobile and Freedom Mobile can now be found in over 200 and 800 locations, respectively. Not only did we modernize and expand our retail presence, but we also improved our digital capabilities, shifting to digital self-serve and online fulfillment of wireless services, ensuring a safe environment for our employees and customers in the face of ongoing COVID uncertainty.

Wireline

With unprecedented demand for Internet access from our customers, our Wireline business continues to be resilient. Investments in network infrastructure have been a cornerstone throughout our history. Not only have we handled the increased Internet usage with ease, but we also introduced even faster service tiers, such as Fibre+ Gig 1.5, designed to provide even the heaviest users the bandwidth they need. With our new Fibre+ Gateway 2.0 modem we introduced the latest WiFi technology and enabled the launch of Shaw Gig WiFi to most of our major markets in western Canada. Outside of our customers' homes, we continue to provide them with access to Canada's largest WiFi network.

Small businesses continue to be the heart of our economy and our Shaw Business division was there to support them throughout the challenges with COVID-19. By collaborating with global scale technology leaders, our growing "Smart" suite of managed services provide businesses of all sizes the tools they need to grow their business and actively participate in the growing digital economy. While Shaw Business was not immune to the challenging backdrop caused by the pandemic, strong relationships with our customers and flexible solutions enabled modest revenue growth in an otherwise difficult environment throughout fiscal 2021.

Looking ahead

As history has shown, network investment is the foundation for connecting Canadians. Continued investment in world-leading network infrastructure, at scale, has never been so critical to Canada's future as it is now. It is fundamental to delivering leading and innovative services and to compete on the global stage. With a stronger, national network presence, the combined entity that will emerge from the proposed arrangement with Rogers will provide significantly more benefits to Canadians much sooner than would otherwise be possible. We look forward to working closely with the Rogers team to support the close of the transaction, expected to occur in the first half of 2022.

In closing, I would like to send my sincerest appreciation to our Board of Directors, for providing a clear vision and stewardship of the Company. Also, to our shareholders, for your overwhelming support for the combination with Rogers. To all of our valued Shaw customers – thank you for inspiring us to always look to the future, to be better, and to be bold. Finally, to all Shaw employees, past and present – your dedication and contributions are invaluable. Thank you for your strong leadership.

[Signed]

Bradley S. Shaw
Executive Chair & Chief Executive Officer

Contents

FORWARD

Tabular dollar amounts are in millions of Canadian dollars, except per share amounts or unless otherwise indicated. This Management's Discussion and Analysis (MD&A) should be read in conjunction with the Consolidated Financial Statements. The terms "we," "us," "our," "Shaw" and "the Company" refer to Shaw Communications Inc. or, as applicable, Shaw Communications Inc. and its direct and indirect subsidiaries as a group. This MD&A is current as at October 29, 2021 and was approved by Shaw's Board of Directors.

CAUTION CONCERNING FORWARD LOOKING STATEMENTS

Statements included in this MD&A that are not historic constitute "forward-looking information" within the meaning of applicable securities laws. They can generally be identified by words such as "anticipate," "believe," "expect," "plan," "intend," "target," "goal," and similar expressions (although not all forward-looking statements contain such words). All of the forward-looking statements made in this report are qualified by these cautionary statements. Forward looking statements in this MD&A include, but are not limited to, statements relating to:

- the expected impact of the COVID-19 pandemic;
- future capital expenditures;
- proposed asset acquisitions and dispositions;
- anticipated benefits of the Transaction (as defined below) to Shaw and its securityholders, including corporate, operational, scale and other synergies and the timing thereof;
- the timing, receipt and conditions of required regulatory or other third-party approvals, including but not limited to the receipt of applicable approvals under the *Broadcasting Act* (Canada), the *Competition Act* (Canada) and the *Radiocommunication Act* (Canada) (collectively, the "Key Regulatory Approvals") related to the Transaction;
- the ability of the Company and Rogers (as defined below) to satisfy the other conditions to the closing of the Transaction and the anticipated timing for closing of the Transaction;
- expected cost efficiencies;
- expectations for future operating performance;
- business and technology strategies and measures to implement strategies;
- expected growth in subscribers and the products/services to which they subscribe;
- competitive strengths and pressures;
- expected project schedules, regulatory timelines, and completion/in-service dates for the Company's capital and other projects;
- the expected number of retail outlets;
- the expected impact of new accounting standards, recently adopted or expected to be adopted in the future;
- the effectiveness of any changes to the design and performance of the Company's internal controls and procedures;
- the expected impact of changes in laws, regulations, decisions by regulators, or other actions by governments or regulators on the Company's business, operations and/or financial performance or the markets in which the Company operates;
- the expected impact of any emergency measures implemented or withdrawn by governments or regulators;
- timing of new product and service launches;
- the resiliency and performance of the Company's wireline and wireless networks;
- the deployment of (i) network infrastructure to improve capacity and coverage, (ii) and new technologies, including next generation wireless technologies such as 5G;
- expected changes in the Company's market share;
- the ability of Shaw Mobile to drive customer growth;
- the cost of acquiring and retaining subscribers and deployment of new services;
- expansion of and changes in the Company's business and operations and other goals and plans; and
- execution and success of the Company's current and long term strategic initiatives.

Forward-looking statements are based on assumptions and analyses made by the Company in light of its experience and its perception of historical trends, current conditions and expected future developments as well as other factors it believes are appropriate in the circumstances as at the current date. The Company's management believes that its assumptions and analysis in this MD&A are reasonable and that the expectations reflected in the forward-looking statements contained herein are also reasonable based on the information available on the date such statements are made and the process used to prepare the information.

Considering the uncertain and changing circumstances surrounding the COVID-19 pandemic and the related response from the Company, governments (federal, provincial and municipal), regulatory authorities, businesses and customers, there continues to be inherently more uncertainty associated with the Company's assumptions as compared to prior periods. These assumptions, many of which are confidential, include, but are not limited to management expectations with respect to:

- general economic conditions, including the impact on the economy and financial markets resulting from the COVID-19 pandemic and other health risks;
- the impact of the COVID-19 pandemic and other health risks on the Company's business, operations, capital resources, and/or financial results;
- anticipated benefits of the Transaction to the Company and its security holders;
- the timing, receipt and conditions of required regulatory or other third-party approvals, including but not limited to the receipt of the Key Regulatory Approvals related to the Transaction;
- the ability of the Company and Rogers to satisfy the other conditions to closing of the Transaction in a timely manner and the completion of the Transaction on expected terms;
- the ability of Rogers to obtain the debt financing required to complete the Transaction through the satisfaction of the limited conditions of the debt commitment letter for the debt financing and the absence of events that would prevent Rogers from consummating the debt financing;
- the ability to successfully integrate the Company with Rogers in a timely manner;
- the impact of the announcement of the Transaction, and the dedication of substantial Company resources to pursuing the Transaction, on the Company's ability to maintain its current business relationships (including with current and prospective employees, customers and suppliers) and its current and future operations, financial condition and prospects;
- the ability to satisfy the other expectations and assumptions concerning the Transaction and the operations and capital expenditure plans for the Company following completion of the Transaction;
- future interest rates;
- previous performance being indicative of future performance;
- future income tax rates;
- future foreign exchange rates;
- technology deployment;
- future expectations and demands of our customers;
- subscriber growth;
- incremental costs associated with growth in wireless handset sales;
- pricing, usage and churn rates;
- availability and cost of programming, content, equipment and devices;
- industry structure, conditions, and stability;
- regulation, legislation, or other actions by governments or regulators (and the impact or projected impact on the Company's business);
- the implementation or withdrawal of any emergency measures by governments or regulators (and the impact or projected impact on the Company's business, operations, and/or financial results);
- access to key suppliers and third-party service providers and their goods and services required to execute on the Company's current and long term strategic initiatives on commercially reasonable terms;
- key suppliers performing their obligations within the expected timelines;
- retention of key employees;
- the Company being able to successfully deploy (i) network infrastructure required to improve capacity and coverage, and (ii) new technologies, including next generation wireless technologies such as 5G;
- operating expense and capital cost estimates associated with the implementation of enhanced health and safety measures for the Company's offices, retail stores and employees to reduce the spread of COVID-19;
- the Company's access to sufficient retail distribution channels;
- the Company's access to the spectrum resources required to execute on its current and long-term strategic initiatives; and
- the Company being able to execute on its current and long term strategic initiatives.

You should not place undue reliance on any forward-looking statements. Many factors, including those not within the Company's control, may cause the Company's actual results to be materially different from the views expressed or implied by such forward-looking statements, including, but not limited to:

- changes in general economic, market and business conditions, including the impact of the COVID-19 pandemic and other health risks, on the economy and financial markets which may have a material adverse effect on the Company's business, operations, capital resources and/or financial results;
- increased operating expenses and capital costs associated with the implementation of enhanced health and safety measures for the Company's offices, retail stores, and employees in response to the COVID-19 pandemic;
- the failure of the Company and Rogers to receive, in a timely manner and on satisfactory terms, the necessary regulatory or other third-party approvals, including but not limited to the Key Regulatory Approvals, required to close the Transaction;
- the ability to satisfy, in a timely manner, the other conditions to the closing of the Transaction;
- the ability to complete the Transaction on the terms contemplated by the Arrangement Agreement (as defined below) between the Company and Rogers;
- the ability to successfully integrate the Company with Rogers in a timely manner;
- the ability of Rogers to obtain the debt financing required to complete the Transaction through the satisfaction of the limited conditions of the debt commitment letter for the debt financing and the absence of events that would prevent Rogers from consummating the debt financing;
- the Company's failure to complete the Transaction for any reason could materially negatively impact the trading price of the Company's securities;
- the announcement of the Transaction and the dedication of substantial Company resources to pursuing the Transaction may adversely impact the Company's current business relationships (including with current and prospective employees, customers and suppliers) and its current and future operations, financial condition and prospects;
- the failure of the Company to comply with the terms of the Arrangement Agreement may, in certain circumstances, result in the Company being required to pay the termination fee to Rogers, the result of which will or could have a material adverse effect on the Company's financial position and results of operations and its ability to fund growth prospects and current operations;
- changes in interest rates, income taxes and exchange rates;
- changes in the competitive environment in the markets in which the Company operates and from the development of new markets for emerging technologies;
- changing industry trends, technological developments and other changing conditions in the entertainment, information, and communications industries;
- changes in laws, regulations and decisions by regulators or other actions by governments or regulators that affect the Company or the markets in which it operates;
- any emergency measures implemented or withdrawn by governments or regulators;
- technology, privacy, cyber security, and reputational risks;
- disruptions to service, including due to network failure or disputes with key suppliers;
- the Company's ability to execute its strategic plans and complete its capital and other projects on a timely basis;
- the Company's ability to grow subscribers and market share;
- the Company's ability to have and/or obtain the spectrum resources required to execute on its current and long-term strategic initiatives;
- the Company's ability to gain sufficient access to retail distribution channels;
- the Company's ability to access key suppliers and third-party service providers required to execute on its current and long-term strategic initiatives on commercially reasonable terms;
- the ability of key suppliers to perform their obligations within expected timelines;
- the Company's ability to retain key employees;
- the Company's ability to achieve cost efficiencies;
- the Company's ability to recognize and adequately respond to climate change concerns or public and governmental expectations on environmental matters;
- the Company's status as a holding company with separate operating subsidiaries; and
- other factors described in this MD&A under the heading "Known Events, Trends, Risks and Uncertainties."

The foregoing is not an exhaustive list of all possible factors.

Should one or more of these risks materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results may vary materially from those described in this MD&A.

Any forward-looking statement speaks only as of the date on which it was originally made and, except as required by law, the Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statement to reflect any change in related assumptions, events, conditions or circumstances. All forward-looking statements contained in this MD&A are expressly qualified by this statement.

ABOUT OUR BUSINESS

CONSUMER

Our Consumer division connects people and families in British Columbia, Alberta, Saskatchewan, Manitoba, and northern Ontario through our Fibre+ network.

Shaw Direct is one of two licensed satellite Video services available across Canada.

WIRELESS

Shaw Mobile currently operates in British Columbia and Alberta. Freedom Mobile currently operates in Ontario, British Columbia and Alberta.

Over 19 million Canadians reside within our current mobile wireless network service area.

BUSINESS

Our Business division leverages our network infrastructure with a product suite targeting businesses of all sizes.

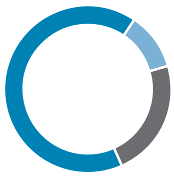
In the following sections we provide selected financial highlights and additional details with respect to our Wireline and Wireless divisions as well as our network.

Select Financial and Operational Highlights

Basis of presentation

We adopted IFRS 16, Leases ("IFRS 16") effective September 1, 2019. The adoption of IFRS 16 had a significant effect on our reported results and we adopted IFRS 16 using a modified retrospective approach whereby the financial statements of prior periods presented were not restated and continue to be reported under International Accounting Standard (IAS) 17 – Leases ("IAS 17"), as permitted by the specific transition provisions of IFRS 16. The cumulative effect of the initial adoption of IFRS 16 was reflected as an adjustment to the impacted balance sheet accounts as at September 1, 2019. Accordingly, fiscal 2021 and fiscal 2020 operating results are reported in accordance with IFRS 16 while fiscal 2019 operating results are reported in accordance with IAS 17 and are therefore not comparable.

2021 Total Revenue

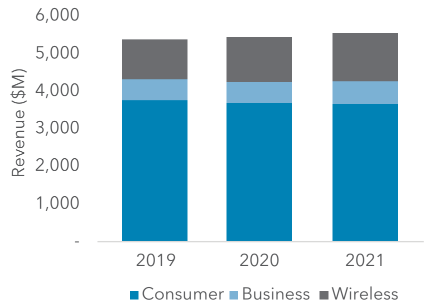


$5.5 BILLION

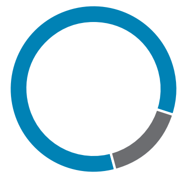
23% Wireless

66% Wireline - Consumer

11% Wireline - Business



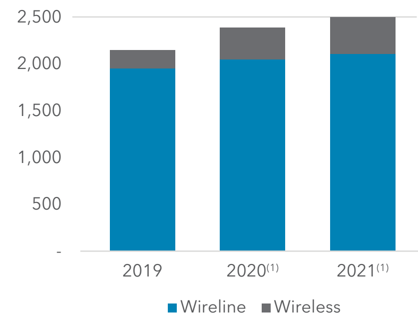
2021 Adjusted EBITDA



$2.5 BILLION

16% Wireless

84% Wireline



	Year ended August 31,				
				Change	
(millions of Canadian dollars except per share amounts)	**2021 (1)**	**2020 (1)**	**2019**	**2021 %**	**2020 %**
Operations:					
Revenue	**5,509**	5,407	5,340	1.9	1.3
Adjusted EBITDA (2)	**2,500**	2,391	2,154	4.6	11.0
Adjusted EBITDA margin (2)	**45.4%**	44.2%	40.3%	2.7	9.7
Net income	**986**	688	733	43.3	(6.1)
Per share data:					
Earnings per share					
Basic and diluted	**1.94**	1.32	1.41		
Weighted average participating shares outstanding during period (millions)	**504**	515	511		
Funds flow from operations (3)	**2,249**	1,989	1,777	13.1	11.9
Free cash flow (2)	**961**	747	538	28.6	38.8

(1) Fiscal 2021 and 2020 figures reflect the impact of the adoption and application of IFRS 16 while fiscal 2019 figures do not and are not comparable.

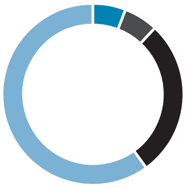
(2) Adjusted EBITDA, adjusted EBITDA margin, and free cash flow are non-GAAP financial measures or non-GAAP ratios and should not be considered substitutes or alternatives for GAAP measures. These are not defined terms under IFRS and do not have standardized meanings, and therefore may not be a reliable way to compare us to other companies. See "Key Performance Drivers" for more information about these measures and ratio, including quantitative reconciliations to the most directly comparable financial measures in the Company's Consolidated Financial Statements.

(3) Funds flow from operations is before changes in non-cash working capital balances related to operations as presented in the Consolidated Statements of Cash Flows.

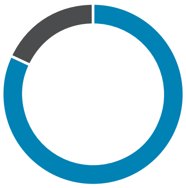
Subscriber highlights:

Wireline – Consumer

Wireline – Business



Wireless



Subscriber highlights:	August 31, 2021	August 31, 2020	Change
Wireline – Consumer			
Video – Cable	**1,282,879**	1,390,520	(107,641)
Video – Satellite	**590,578**	650,727	(60,149)
Internet	**1,889,752**	1,903,868	(14,116)
Phone	**595,580**	672,610	(77,030)
Total Consumer	**4,358,789**	4,617,725	(258,936)
Wireline – Business			
Video – Cable	**37,110**	37,512	(402)
Video – Satellite	**40,090**	36,002	4,088
Internet	**182,123**	178,270	3,853
Phone	**390,272**	387,660	2,612
Total Business	**649,595**	639,444	10,151
Total Wireline	**5,008,384**	5,257,169	(248,785)
Wireless			
Postpaid	**1,739,289**	1,482,175	257,114
Prepaid	**377,082**	339,339	37,743
Total Wireless	**2,116,371**	1,821,514	294,857
Total Subscribers	**7,124,755**	7,078,683	46,072

Shaw and Rogers Transaction

On March 15, 2021, Shaw announced that it entered into an arrangement agreement (the "Arrangement Agreement") with Rogers Communications Inc. ("Rogers"), under which Rogers will acquire all of Shaw's issued and outstanding Class A Participating Shares ("Class A Shares") and Class B Non-Voting Participating Shares ("Class B Shares") in a transaction valued at approximately $26 billion, inclusive of approximately $6 billion of Shaw debt (the "Transaction").

Holders of Class A Shares and Class B Shares (other than the Shaw Family Living Trust, the controlling shareholder of Shaw, and related persons (collectively, the "Shaw Family Shareholders")) will receive $40.50 per share in cash. The Shaw Family Shareholders will receive 60% of the consideration for their shares in the form of Class B Non-Voting Shares of Rogers (the "Rogers Shares") on the basis of the volume-weighted average trading price for the Rogers Shares for the 10 trading days ending March 12, 2021, and the balance in cash. As at March 13, 2021, when the Arrangement Agreement was signed, the value of the consideration attributable to the Class A Shares and Class B Shares held by the Shaw Family Shareholders (calculated using the volume-weighted average trading price for the Rogers Shares for the 10 trading days ending March 12, 2021) was equivalent to $40.50 per share.

The Transaction is being implemented by way of a court-approved plan of arrangement under the *Business Corporations Act* (Alberta). At the special meeting of Shaw shareholders held on May 20, 2021, the Company obtained approval of the plan of arrangement by the holders of Shaw's Class A Shares and Class B Shares in the manner required by the interim order granted by the Court of Queen's Bench of Alberta on April 19, 2021. On May 25, 2021, the Court of Queen's Bench of Alberta issued a final order approving the plan of arrangement.

The Transaction remains subject to other customary closing conditions including approvals from certain Canadian regulators. Shaw and Rogers are working cooperatively and constructively with the Competition Bureau, Innovation, Science and Economic Development Canada (ISED) and the Canadian Radio-television and Telecommunications Commission (CRTC) in order to secure the requisite approvals. Subject to receipt of all required approvals and satisfaction of all closing conditions, closing of the Transaction is expected to occur in the first half of 2022.

Redemption of Shaw's Preferred Shares

Pursuant to the terms of the Arrangement Agreement, on May 20, 2021, Rogers exercised its right to require the Company to redeem all of its issued and outstanding Cumulative Redeemable Rate Reset Class 2 Preferred Shares, Series A (the "Series A Shares") and Cumulative Redeemable Floating Rate Class 2 Preferred Shares, Series B (the "Series B Shares", and together with the Series A Shares, the "Preferred Shares") at the redemption price of $25.00 per share (the "Redemption Price") plus any accrued and unpaid dividends up to but excluding the redemption date of June 30, 2021 (the "Redemption Date").

On June 30, 2021, the Company redeemed all of its issued and outstanding Preferred Shares in accordance with their terms (as set out in the Company's articles) at the Redemption Price, less any tax required to be deducted or withheld.

On the Redemption Date, there were 10,012,393 Series A Shares and 1,987,607 Series B Shares issued and outstanding. Accordingly, the aggregate Redemption Price paid by Shaw on the Redemption Date to redeem the Preferred Shares was $300 million.

Further information regarding the Transaction is contained in the management information circular filed April 23, 2021 on Shaw's SEDAR profile at www.sedar.com and EDGAR profile at www.sec.gov/edgar.shtml.

Impact of Coronavirus (COVID-19) Pandemic

COVID-19 continues to significantly impact Canadians and economies around the world as we experience new waves and variants of the virus. The severity and duration of impacts from the COVID-19 pandemic remain uncertain and management continues to focus on the safety of our people, most of whom continue to work from home, connectivity of our customer base, compliance with guidelines and requirements issued by various health authorities and government organizations, and continuity of other critical business operations. In fiscal 2021, Shaw's networks have proven their resiliency and performed well despite the increase in usage and extended peak hours resulting from the impacts of COVID-19.

While the financial impacts from COVID-19 in fiscal 2021 were not material, the situation is still uncertain in terms of its magnitude, outcome, duration, resurgence and/or subsequent waves/variants. Consumer behavior impacts remain uncertain and could still change materially, including the potential downward migration of services, acceleration of cord-cutting and reduced ability to pay their bills, all due to the challenging economic situation. Shaw Business, which primarily serves the small and medium sized market, continues to be particularly vulnerable to COVID-19 related restrictions, including mandated business closures, capacity restrictions or further social distancing measures.

Despite the absence of material financial impacts, the pandemic affected the Company causing increased wireline network usage as well as extended peak hours. The Company also experienced increased demand for wireless voice services and a decrease in wireless roaming revenue.

The Company's business resumption plan, designed for the gradual and safe re-introduction of employees to the workplace, is being implemented in phases based on the current risks posed by the pandemic and in response to government-imposed restrictions on businesses and individuals. We continue to be in constant contact with public safety and government officials at all levels, as well as key suppliers, partners and customers. As at the date of this MD&A, the majority of our employees continue to work from home, but our retail stores have re-opened, albeit some in a reduced capacity.

The environment remains uncertain in terms of the pandemic's magnitude, outcome and duration. Consumer behaviors could still change materially, including the potential downward migration of services, acceleration of cord cutting and reduced ability of customers to pay their bills, all due to an unpredictably challenging economic situation. Shaw Business primarily serves the small and medium sized market, which is particularly vulnerable to COVID-19 related restrictions, including mandated business closures, capacity restrictions or further social distancing and/or vaccination verification measures.

As the COVID-19 pandemic continues to evolve, the Company's focus continues to be on the safety and health of its employees, the reliability of its network infrastructure, and the nimble responsiveness to our customers' needs.

As an ongoing risk, the magnitude, outcome, duration, resurgence and/or subsequent waves and variants of the COVID-19 pandemic is still unknown and subject to a significant amount of uncertainty at this time, as is the efficacy and duration of the government interventions. For further detail, see "Known Events, Trends, Risks and Uncertainties – Coronavirus (COVID-19)."

Fiscal 2021 Highlights

Despite the continued challenging environment created by the ongoing impact of the COVID-19 pandemic throughout the year, in fiscal 2021, our business delivered consolidated adjusted EBITDA growth of 4.6% year-over-year and free cash flow of approximately $961 million while demonstrating the resiliency and the critical nature of the connectivity services we provide.

To deliver a seamless connectivity experience in the fast-approaching 5G era, we announced our combination with Rogers on March 15, 2021, followed by resounding support from holders of the Class A Shares and Class B Shares at the special meeting to approve the combination held on May 20, 2021. Rogers and Shaw recognize that we can do so much more by coming together. Canadians, regardless of where they reside, need access to these vital services which requires significant ongoing investment, supported by a stable regulatory framework. Throughout the extraordinary change we have faced, the entire team at Shaw executed on its fiscal 2021 plan, ensuring that we continue to meet the needs of our customers. In the months ahead, we will collectively work in support of closing the transaction with Rogers.

In fiscal 2021, wireless investments included the deployment of 700 MHz spectrum, which is virtually complete in western Canada and 80% complete nationwide, and 600 MHz spectrum, which reached 80% in Calgary and 60% in Vancouver and the greater Toronto area (the "GTA"). While the network enhancements have contributed to improving postpaid churn results, the increased competitive activity, including the launch of unlimited plans and other aggressive offers in the market, resulted in postpaid churn of 1.41% in fiscal 2021, which is comparable to the previous fiscal year.

On April 6, 2021, ISED published its list of applicants to participate in the 3500 MHz spectrum auction, confirming that Shaw elected not to participate in the auction. The auction commenced in June 2021 and provisional results were published on July 29, 2021.

In fiscal 2021, Shaw Mobile continued its growth among consumers in British Columbia and Alberta who want to bundle their Shaw Wireline Internet services with mobile services.

Freedom Mobile continued to provide stable results in fiscal 2021 in the face of persistent competition in the wireless market and significant challenges with retail closures during the pandemic.

In fiscal 2021, the Company built upon its consumer Wireline offerings with the introduction of a new speed tier – Fibre+ Gig 1.5 – to the majority of its western Canadian Wireline operating footprint, specifically targeting heavy data users who require ultrafast speeds. The Company subsequently announced Shaw Gig WiFi with the release of the WiFi 6-certified Shaw Fibre+ Gateway 2.0 modem. Lastly, the Company completed the roll-out of its IPTV services to 99.5% of its Wireline operating footprint in western Canada.

Our Business division also continued to grow despite challenging economic and social circumstances. The introduction in February 2021 of a 1.5 gigabits-per-second (Gbps) speed tier addresses the growing demand of businesses for faster speeds and more bandwidth.

In fiscal 2021, the Company purchased 14,783,974 Class B Shares for cancellation for a total cost of approximately $336 million. In connection with the announcement of the proposed Transaction on March 15, 2021, the Company suspended share buybacks under its normal course issuer bid (NCIB) program. As at the end of fiscal 2021, the net debt leverage ratio was 2.3x[1].

[1] Net debt leverage ratio is a non-GAAP ratio and net debt, which is a component of net debt leverage ratio, is a non-GAAP financial measure. Net debt leverage ratio and net debt are not standardized measures under IFRS and may not be a reliable way to compare us to other companies. See "Key Performance Drivers" for further information about this measure and ratio.

Global Technology Partnerships

Shaw has access to global-scale technology initiatives through partnerships with best-in-class service and equipment providers and innovation leaders. This approach allows us to leverage our existing assets, where we have strength and expertise, while also ensuring our investments are aligned with industry leaders to support the development, maintenance and advancement of new technology where it is impractical, or we lack scale, for us to do so on a standalone basis. This allows us to efficiently deploy capital resources, and manage our costs, while advancing the innovation, performance and reliability of our products and services.

We have a series of significant and strategic relationships with global leaders on the following initiatives:

- Shaw BlueCurve, a technology that provides customers with greater control over their home WiFi experience (through the BlueCurve Home app and Pods) and supports IPTV, is powered by the Fibre+ Gateway (XB6) and Fibre+ Gateway 2.0 (XB7) Data over Cable Interface Specification (DOCSIS) version 3.1 advanced WiFi modems developed by Comcast (see discussion under "Consumer Services");
- the deployment of our wireless LTE network, which was designed, planned, and deployed in partnership with NOKIA, a global leader in mobile wireless technology and solutions (see discussion under "Wireless"); and
- our "Smart" suite of business services that includes SmartWiFi, SmartTarget, SmartSecurity, SmartSurveillance, and Smart Remote Office, each in collaboration with Cisco Meraki, as well as SmartVoice in collaboration with Broadsoft (see discussion under "Business Services").

WIRELESS

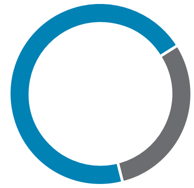
2021 Wireless Revenue

$1,272 MILLION

70% Service

30% Equipment and other

2020 Wireless Revenue



$1,166 MILLION

70% Service

30% Equipment and other

	2021		2020	
(millions of Canadian dollars)	**$**	**Increase**	**$**	**Increase**
Service	**891**	**9.3%**	815	17.4%
Equipment and other	**381**	**8.5%**	351	(0.6%)
Wireless revenue	**1,272**	**9.1%**	1,166	11.4%
Adjusted EBITDA [1]	**393**	**16.6%**	337	69.3%

[1] See "Key Performance Drivers" for more information about this non-GAAP financial measure.

Our Wireless division provides wireless voice and data services with the option of postpaid or prepaid billing. Our Wireless division was formed following the acquisition of Wind Mobile (now Freedom Mobile) in March 2016. Our Wireless division covers approximately 50% of the Canadian population with Shaw Mobile currently operating in British Columbia and Alberta markets and Freedom Mobile providing services in British Columbia, Alberta, and Ontario markets.

Freedom Mobile Big Gig Unlimited, Absolute Zero and Prepaid Plans

In fiscal 2021, Freedom Mobile continued its Big Gig Unlimited and Absolute Zero campaigns. Paired with popular devices and the strength and capacity of our LTE network, our Big Gig Unlimited and Absolute Zero plans continue to be available to Canadians.

Freedom Mobile customers can either bring their own device to the network or participate in one of Freedom Mobile's discretionary wireless handset discount plans – MyTab or Absolute Zero. MyTab allows Freedom Mobile customers to pay a discounted price for a handset upfront and a predetermined monthly Tab charge in addition to the rate plan cost. Absolute Zero allows Freedom Mobile customers to receive an eligible handset for $0 upfront, $0 extra per month and $0 owing after 24 months.

Growth of Shaw Mobile

On July 30, 2020, the Company launched Shaw Mobile in western Canadian markets. Leveraging Shaw's LTE and Fibre+ networks, along with Canada's largest WiFi service, Shaw Mobile provides Shaw Internet customers with an innovative, more valuable connectivity experience.

Through fiscal 2021, western Canadians have enjoyed the value that Shaw Mobile paired with Shaw's Fibre+ network delivers. Shaw Mobile provides Shaw Internet customers with attractive bundling opportunities, combined with the ability to customize their mobile data requirements through two rate plans – By The Gig and Unlimited Data.

Wireless Distribution Network

In fiscal 2021, Freedom Mobile continued to modernize Freedom-branded stores across the country with the key focus on maximizing customer experience and the safety of both our customers and employees considering the COVID-19 environment. Freedom Mobile's full suite of products continue to be available in over 800 locations across Ontario, Alberta, and British Columbia through our corporate, dealer, and retail partners. In addition, we have over 300 "countertop" and "grab & go" locations in independent retail outlets and store-within-a-store environments, catering specifically to the prepaid market.

During fiscal 2021, the Shaw Mobile retail presence expanded by adding 11 net new locations to our corporate network for a total of 32 as at August 31, 2021. Combined with our national retail partners, Walmart and Loblaws and a new partnership launched in August 2021 with Best Buy, Shaw Mobile is now available at over 200 retail locations in Alberta and British Columbia.

During the lockdowns and store closures in response to COVID-19, the Company fostered the continued growth of its total Wireless subscriber base by introducing self-serve options and activations: Shaw Mobile, through SIM card distribution to existing customers and Freedom Mobile through online ordering of prepaid services and online chat to order postpaid services.

Wireless Network Upgrades

Supporting our Wireless revenue growth are the investments we made in our wireless LTE network and customer service capabilities. Wireless network investments to improve the customer experience continue to be a priority in the areas in which we operate and serve Wireless customers. Through years of thoughtful and strategic capital investing, we have evolved our facilities-based wireless network to meet the needs of our Shaw Mobile and Freedom Mobile customers. See “Shaw’s Wireless Network” for further details on Shaw’s wireless network upgrades.

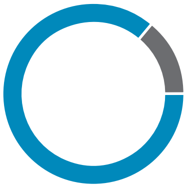
Seasonality in Wireless Subscriber Activity

Wireless subscriber activity is influenced by the launch of popular new mobile devices, seasonal promotional periods and the level of competitive intensity. Our first and fourth quarters typically experience higher volumes of wireless competitive activity as a result of back to school and holiday season-related consumer behaviour. Aggressive promotional offers are often advertised during these periods which can impact our Wireless subscriber metrics. Shaw’s Wireless business does not depend on any single customer or concentration of customers.

Furthermore, due to uncertainties relating to the severity, duration, and continuing impact of the COVID-19 pandemic, it is difficult at this time to estimate the impacts of the COVID-19 pandemic on our Wireless business and future financial results. Therefore, the trends experienced during the COVID-19 pandemic, including impacts on consumer demand and spending, may not fully reflect the typical seasonal variations experienced by our Wireless business. Accordingly, it is difficult at this time to evaluate the impacts of the COVID-19 pandemic on the seasonality trends that normally characterize our Wireless business.

WIRELINE

2021 Wireline Revenue

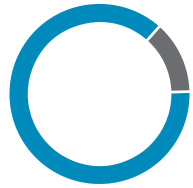


$4,249 MILLION

86% Consumer

14% Business

2020 Wireline Revenue



$4,250 MILLION

87% Consumer

13% Business

	2021		2020	
(millions of Canadian dollars)	**$**	**Increase / (Decrease)**	**$**	**Increase / (Decrease)**
Consumer	**3,665**	**(0.5%)**	3,683	(1.6%)
Business	**584**	**3.0%**	567	1.8%
Wireline revenue	**4,249**	**—**	4,250	(1.2%)
Adjusted EBITDA [1]	**2,107**	**2.6%**	2,054	5.1%

(1) See "Key Performance Drivers" for more information about this non-GAAP financial measure.

In our Wireline business, we have focused on enhancing our Fibre+ network and the in-home WiFi experience with Gig WiFi. In fiscal 2021, we continued to streamline and simplify manual processes that improve the customer experience and day-to-day operations for our employees, while still providing the necessary in-person engagements to support the customer experience.

In fiscal 2021, our focus remained on profitable growth and stable Wireline results. This included growth in higher quality Internet subscribers and improving overall customer account profitability by attracting and retaining higher value households with our 2-year ValuePlans for those who want faster Internet with a better customer experience in addition to Video and Wireless services. Through our introduction of Shaw Mobile and the bundling opportunities it provides, in fiscal 2021, more customers migrated to our higher tier Fibre+ Internet offerings which resulted in lower Internet churn.

Consumer Services

Our Consumer division provides residential customers with connectivity experiences on two platforms:

- **Wireline Services** – we provide broadband Internet, Shaw Go WiFi, Video and Phone services to customers connected to our local and regional Fibre+ network in British Columbia, Alberta, Saskatchewan, Manitoba and northern Ontario
- **Satellite Services** – we provide satellite Video services through Shaw Direct to customers across Canada

Internet

Shaw's residential Internet service offering is segmented into the following three tiers:

1. Fibre+ Max;
2. Fibre+ Essentials; and
3. Fibre+ Basics

to provide our consumers with a choice of download speeds ranging from up to 10 megabits-per-second (Mbps) to up to 1.5 Gbps.

In fiscal 2021, we continued to make investments in our Shaw Fibre+ network to meet the unprecedented demands for Internet access from our customers in fiscal 2021. We also introduced new services that respond to these rapidly evolving demands, while also aligning with our focus on profitable growth and stability.

In November 2020, the Company announced the launch of Fibre+ Gig 1.5 – a new Internet plan designed to provide gamers, streamers and other heavy data users with the speed and bandwidth they need for the many connected devices and data-heavy applications they use every day at home.

For our customers with harder to reach areas in their homes, Shaw's Fibre+ WiFi Pods create a mesh WiFi network to improve the overall customer experience. In September 2020, the Company introduced its next generation Fibre+ WiFi Pods to customers in Manitoba and Ontario, and to all customers in our Wireline operating footprint in December 2020. The new Pods are faster and have more range than the first generation which allows the Fibre+ Gateway modem to provide even more consistent WiFi coverage throughout the home by reducing WiFi dead spots.

In April 2021, the Company deployed its next generation Fibre+ Gateway 2.0 modem, powered by Comcast, which, as the first WiFi 6-certified modem in Canada, paved the way for the launch of Shaw Gig WiFi to most of our major markets in western Canada. Shaw Gig WiFi delivers WiFi download speeds across multiple devices of up to 1 Gbps, with reduced latency and a more consistent WiFi signal for our customers to connect all their devices at home. The Fibre+ Gateway 2.0 modem also includes a 2.5 Gbps port and can enable speeds beyond 1 Gbps to a wired device and/or multiple wireless devices in aggregate.

With over 3.6 million devices authenticated on our network and over 110,000 public access points covering locations from British Columbia to Ontario, we continue to see growth in usage of our Shaw Go WiFi network for Shaw Internet and Wireless customers. As an added value proposition, Wireless customers have access to over 950,000 additional "hotspots" by way of our Home Hotspot deployment.

In fiscal 2021, we continued to focus on our 2-year ValuePlans, which provide customers with price certainty over the term and resulted in lower churn rates on those plans.

Video

Our Wireline Video services offer a wide selection of standard definition (SD) and high definition (HD) television channels with access to a large selection of on-demand titles, including both free and paid movies, television shows, and music content.

Our Video customers can choose pre-selected packages with the most popular channels or start with a basic primary package and then add additional channels from a variety of sports, family, and other theme specialty packages, as well as individual channels offered on a channel-by-channel basis.

Leveraging our strategic partnership with Comcast, in fiscal 2021, we completed the deployment of our all-IP Video services, which are now available across 99.5% of our western Canadian Wireline operating footprint. We also continued to add new over-the-top (OTT) apps, including StingRay Music, Hayu, and Fite TV.

Our customers also have access to the BlueCurve TV app, which is free for all Shaw Video (Cable and Shaw Direct) customers and makes their TV subscription available over the Internet and on mobile devices. This includes access to live TV, video-on-demand, up to 200 hours of a customer's personal video recordings (PVR) from the cloud, and the ability to download any recordings to take on the go. In fiscal 2021, we enhanced Shaw TV by enabling customers to cast content from the BlueCurve TV app to their Chromecast-enabled devices.

Phone

Our Phone service offers a full-featured residential digital telephone service through our wireline network as a complement to our broadband Internet and Video services.

Broadcast Services

Shaw Broadcast Services utilizes our satellite network to provide distribution of English, French, third-language, Canadian, US, and International television and radio programming services to hundreds of multichannel operators.

Wholesale Wireline Network Services

Using our national and regional access wireline networks, we provide services to Internet service providers (ISPs), other communications companies, broadcasters, governments, and other businesses and organizations that require end-to-end Internet and data connectivity in Canada and the United States. We also engage in public and private peering arrangements with high-speed connections to major North American, European, and Asian networks and other tier-one backbone carriers. All service solutions are sold on 1, 3, or 5-year contract terms and pricing is negotiated based on the specific solution provided to the customer.

Satellite Services

Shaw Direct connects families across Canada with video and audio programming by satellite. Shaw Direct customers have access to over 370 digital video channels (including over 350 HD channels) and thousands of on-demand, pay-per-view (PPV) and subscription movie and television titles. In May 2020, the Company completed network upgrades which provided the ability for us to deliver English and French services in HD where available.

Our satellite customers are offered flexibility with each of our current primary TV packages, which include a base set of channels and tiered customization options depending on the size of the TV package. Shaw Direct customers can further customize their TV packages by adding additional theme packs, premium packages, and individual channels.

Shaw Direct is one of two licensed satellite Video services currently available across Canada. While Shaw Direct has many customers in urban centres, market penetration for satellite Video is generally stronger in rural areas. The service is marketed through Shaw Direct and a nationwide distribution network of third-party retailers.

During fiscal 2021, Anik F1R reached the end of its serviceable life and was decommissioned. The Company consolidated all Shaw Direct services onto two satellites, Anik G1 and Anik F2. Additional capacity was secured on Anik F3 to support C-band distribution provided by Shaw Broadcast Services.

A listing of our satellite capacity is provided below as at August 31, 2021:

Shaw Satellite Transponders

Transponders	Interest	Nature of Satellite
Anik G1	16 xKu-band	Leased
Anik F2	22 Ku-band	Leased(1)
Anik F3 (2)	1 C-band	Leased

(1) Effective October 1, 2019, the Company transferred its interest in 16 Anik F2 transponders, which it previously owned, back to Telesat Canada ("Telesat"), adjusted its satellite traffic on the Anik F1R and Anik F2 satellites, and renewed its capacity service agreements on 6 Anik F1R Ku-band transponders and 16 Anik F2 Ku-band transponders until the effective end-of-life date of such satellites.

(2) With Anik F1R reaching its end of serviceable life in fiscal 2021, Shaw leased capacity on Anik F3 to continue to provide distribution for a Shaw Broadcast Services customer on C-band to enable the customer to distribute its signals primarily throughout the arctic.

Seasonality in Consumer Subscriber Activity

While financial results for the Consumer division are generally not subject to significant seasonal fluctuations, subscriber activity may fluctuate from one quarter to another. Subscriber activity may also be affected by competition and Shaw's promotional activity. Further, satellite subscriber activity is modestly higher around the summertime when more subscribers have second homes in use. Our Consumer Video business does not depend on any single customer or concentration of customers.

Furthermore, due to uncertainties relating to the severity, duration and continuing impact of the COVID-19 pandemic, it is difficult at this time to estimate the impacts of the COVID-19 pandemic on our business and future financial results. Therefore, the trends experienced during the COVID-19 pandemic, including impacts on consumer demand and spending, may not fully reflect the typical seasonal variations experienced by our Consumer Wireline business. Accordingly, it is difficult at this time to evaluate the impacts of the COVID-19 pandemic on the seasonality trends that normally characterize our Consumer Wireline business.

BUSINESS

Business Services

Shaw Business provides connectivity solutions to business customers of all sizes, from home offices to medium and large-scale enterprises, by leveraging our business grade Fibre+ and fibre-to-the-premise (FTTP) networks.

The range of services offered by Shaw Business includes:

Fibre Internet

Our scalable, symmetrical fibre Internet solutions offer download speeds that range from up to 10 Mbps to more than 10 Gbps.

Business Internet

Shaw Business customers can choose from four packages with download speeds ranging from up to 75 Mbps to up to 1.5 Gbps. Each package comes with unlimited data usage as well as one dynamic and one static IP address.

In fiscal 2021, we announced the launch of a new 1.5 Gbps speed tier designed to give businesses of all sizes the speeds and bandwidth they need to use the data-heavy applications and cloud services required to manage and grow their operations. This new speed tier allows both new and existing customers to access download speeds up to 1.5 Gbps through one of two plans – Business Internet Gig 1.5 and SmartWiFi Gig 1.5.

Data Connectivity

Shaw Business provides secure private connectivity for business customers operating at multiple locations or connecting branch locations to a head office. Our Ethernet over DOCSIS (EoD) data service offers our customers symmetrical data speeds of up to 100 Mbps.

Voice Solutions

Shaw Business offers voice solutions from traditional analog to digital Business Phone and robust, fully-managed voice systems with unified communications functionality.

In addition to competitive long-distance rates across the globe and month-to-month uncontracted rates, Shaw Business Phone customers have 2, 3, and 5-year contract options to provide cost consistency for their business.

Video

Shaw Business provides Video and audio services for public viewing. Similar to our Consumer Video service, Business cable and satellite customers can choose from a selection of primary channel packages and may add from a variety of sports, family, and other theme specialty packages, and a number of individual channels that we offer on a channel-by-channel basis.

In February 2021, Shaw Business launched Community Living WiFi. Similar to our Hotel WiFi Casting product, Community Living WiFi provides a new market, independent senior facilities, with connectivity that allows their residents to cast video content from their personal devices to the television in their suite. This property management solution streamlines the guest authentication experience and is an entirely cloud-based solution that gives property owners the ability to monitor usage and network status.

Broadcast Video

Shaw Business delivers high-quality Video to service providers across North America in real time.

Collaboration Tools

Shaw Business offers a robust collaboration product offering, including Microsoft 365 to small and medium sized businesses. The solution includes Microsoft 365 Business Basic and Business Standard products.

Smart Suite Services

Shaw Business collaborates with global scale technology leaders to offer its "Smart" suite of managed business communications solutions. The Smart suite of services provides cost-effective enterprise grade managed IT and communications solutions for businesses of all sizes.

The Smart suite of services includes:

SmartVoice

SmartVoice is a unified communications solution that integrates instant messaging, presence, email, video conferencing, and a mobile application that is built on Broadsoft's BroadWorks platform. From comprehensive traditional phone features such as auto-attendant, hunt groups, and call recording to collaboration tools such as instant messenger and screen sharing, SmartVoice gives businesses the flexibility to work in innovative and efficient ways.

SmartVoice offers three different levels of packaging based on business needs and is available on 2, 3, or 5-year contract terms.

SmartWiFi

SmartWiFi is a fully-managed Internet solution deployed over Cisco Meraki's platform that provides wireless connectivity for employees, customers, and guests in the business location. SmartWiFi also enables access to a cloud portal where customers can manage their service, configure their set service identifiers (SSIDs) to gain insight from network analytics, and create a custom dashboard.

Available at download speeds of up to 75 Mbps, 300 Mbps, 750 Mbps, 1 Gbps, and 1.5 Gpbs and including wireless access points, SmartWiFi provides our Shaw Business customers with WiFi coverage on 1, 2, 3, or 5-year contract terms.

In the first quarter of fiscal 2021, we began increasing upload speeds for certain SmartWiFi packages. We also upgraded our 600 Mbps speed tier to 750 Mbps and introduced a new tier – SmartWiFi 300 with download speeds of up to 300 Mbps paired with upload speeds of up to 125 Mbps.

Smart Remote Office

Smart Remote Office allows business customers' employees to securely connect to their head office from anywhere. Smart Remote Office is a plug-and-play, no-touch provisioning solution that provides security and virtual private network (VPN) tunneling for employees working remotely.

SmartSecurity

SmartSecurity is a fully-managed network security platform deployed over Cisco Meraki's platform that protects a wired and WiFi network at the edge with access control, virus protection, the ability to control which applications run on the network, content filtering, and the connection of branch locations. A SmartSecurity premium package also includes the ability to set-up a secure VPN.

Shaw Business also offers LTE Backup, an add-on service for SmartSecurity which provides redundancy through a secondary Internet connection that ensures seamless and automatic failover in case of an outage.

SmartSecurity is available when bundled with SmartWiFi or Business Internet on 3 or 5-year contract terms.

SmartSurveillance

SmartSurveillance is a fully-managed, enterprise-grade security camera solution deployed over Cisco Meraki's platform. Managed through a cloud-portal, SmartSurveillance enables business owners to view footage and manage their cameras from anywhere using an intuitive on-line dashboard.

Sophisticated features, such as motion-based search and heat mapping, allow owners to quickly find footage of interest and identify activity patterns. SmartSurveillance can be bundled with SmartWiFi or Business Internet 75 and above on a 3 or 5-year contract term.

SmartTarget

SmartTarget is an all-in-one marketing and advanced insights solution that leverages the power of SmartWiFi and a new technology to give business owners a better understanding of their customers' wants and needs to help increase traffic at their physical locations, boost revenue, and build relationships with their customers.

With SmartTarget available as an add-on service to Shaw's SmartWiFi, business owners can get customer demographic insights when visitors join the business owner's guest WiFi network. Once their visitors/customers have opted-in, business owners can use the SmartTarget solution to create targeted emails, surveys, and coupons to help increase customer loyalty, build relationships, and boost store revenues.

Software Defined Wide Area Network (SD-WAN)

SD-WAN provides businesses with a better way to connect multiple offices in a scalable and cost-effective manner on a cloud-managed platform. With integrated security, multiple Internet links, seamless LTE failover, and intelligent path control, SD-WAN enables companies to deploy a resilient, cost-effective, and high-bandwidth connectivity solution.

Powered in partnership with Cisco Meraki, SD-WAN sites are connected by Internet links secured by our SmartSecurity service which provides network protection and cloud-based security policy updates to protect businesses from the latest vulnerabilities and network threats.

Session Initiation Protocol (SIP) Trunking

Our next-generation SIP Trunking solution, on the Broadsoft platform, delivers a centralized voice solution managed in an easy-to-use cloud portal. SIP allows customers to pay only for what they need with the ability to scale the system quickly as their businesses grow.

The integration with Broadsoft's platform provides businesses with access to unified communications features such as video conferencing, call queuing, and auto-attendant as well as the ability to join offices with SmartVoice and SIP into the same environment to reduce costs and increase efficiency.

Business Subscriber Activity

Despite the challenging circumstances due to the impacts of COVID-19 and the fact that 70% of Shaw Business revenue comes from the highly impacted small to medium sized business sector, Shaw Business still managed to achieve year-over-year revenue growth of approximately 3%. The majority of growth came from our small to medium sized business channel which demonstrates the resilience of this sector, the strength of our Smart suite of products, targeted "back to business promotions" and our sales efforts.

Our Converged Network

Throughout the challenging and unprecedented events brought about by the COVID-19 pandemic, we are proud of the strength of our converged networks, which are not just the core of our digital infrastructure – they are the backbone of our country's social and economic wellbeing. Connectivity has never been more critical for Canadians, and the importance of converged networks will only grow with Canada's accelerating digital transformation.

Shaw's Wireline Network

Our Fibre+ network combines the power of fibre, coaxial cable, and WiFi, and consists of our:

- North American fibre backbone;
- regional fibre optic and co-axial distribution networks; and
- local Shaw Go WiFi connectivity.

In fiscal 2021, Shaw launched its Fibre+ 1.5 Gigabit speed tier to the majority of its western Canadian Wireline operating footprint, while also increasing the upload speed of its Fibre+ 300, 750, Gig and 1.5 Gig tiers to up to 100 Mbps. Both of these upgrades were enabled by the deployment of DOCSIS 3.1 and Shaw's industry leading Mid-Split program, which significantly expands usable spectrum on the coaxial "last-mile" of Shaw's Fibre+ network.

The challenges and disruptions associated with the COVID-19 pandemic continued to drive increased network usage and extended peak hours in fiscal 2021. Despite the unprecedented and sustained increase in network demands, Shaw was able to maintain our virtually congestion free Internet experience, regardless of the time of day. Prior investments in our network infrastructure, and our Mid-Split upgrade in particular, allowed Shaw to quickly and seamlessly activate additional capacity. The design and resilient nature of Shaw's regional distribution and backbone networks also ensured our services remained stable during this time. The COVID-19 pandemic highlighted the critical importance of efficient, ongoing investment in facilities-based broadband networks.

Wireline Backbone

The backbone of Shaw's wireline network includes terabits of capacity over multiple fibres on two diverse cross-North America routes. The southern route principally consists of approximately 7,000 route kilometres of fibre located on routes between Seattle and New York City (via Vancouver, Calgary, Regina, Winnipeg, Toronto, Chicago, and Buffalo). The northern route consists of approximately 5,000 route kilometres of fibre between Prince George and Montreal (via Edmonton, Saskatoon, Winnipeg, Thunder Bay, Toronto, and Ottawa). Current fibre construction to extend our northern route from Prince George to North Vancouver is underway in collaboration with the federal government's Connect to Innovate and Connecting British Columbia programs.

These routes, along with a number of other secured capacity routes, provide redundancy for the network. Shaw also uses a marine route consisting of approximately 330 route kilometres from Seattle to Vancouver (via Victoria), and has secured additional capacity on routes between a number of cities, including (i) Vancouver and Calgary, (ii) Seattle and San Jose, (iii) Seattle and Calgary, (iv) Seattle and Vancouver, (v) Toronto and New York City, (vi) Toronto and Montreal, (vii) Edmonton and Fort McMurray, and (viii) Denver and Calgary.

During fiscal 2021, Shaw continued to increase the capacity on numerous backbone links to stay ahead of COVID-19 related growth in traffic.

Regional Distribution Network

We connect our backbone network to residential and business customers through our regional fibre optic and Fibre+ distribution networks.

Over the past decade, Shaw has driven fibre optic cable into every neighborhood we serve. Today, our customers' Internet traffic runs over a route comprising over 99.9% fibre optic cable. In the last few hundred metres between our fibre nodes in customers' neighborhoods and the home or business we serve, we leverage coaxial cable to deliver gigabit speeds to over 99% of our residential customers located in our western Canadian Wireline operating footprint. In 2020, we officially rebranded our broadband tiers to "Fibre+" to reflect the true nature of our network and to better articulate the strength of our network technology and strategy.

In fiscal 2021, we continued to leverage our DOCSIS 3.1 technology and Fibre+ Gateway 2.0 modem to launch our Fibre+ 1.5 Gig speed tier to the majority of homes and businesses across our western Canadian Wireline operating footprint. In fiscal 2021, we completed our Mid-Split program in our top 5 markets, and as of the date of this MD&A, the Mid-Split program was substantially completed across our western Canadian operating footprint. This upgrade allowed us to increase the upstream and downstream capacity available on our Fibre+ distribution network. Shaw was also able to quickly leverage this capacity during the COVID-19 pandemic to not only prevent network congestion, but to also launch our new Fibre+ Gig and 1.5 Gig speed tiers to virtually every home we serve in our western Canadian Wireline operating footprint.

In fiscal 2021, Shaw continued to optimize the capacity and efficiency of our wireline network by deploying fibre optic cable deeper into our access networks and closer to where our customers reside. We continue to increase the number of optical serving areas or "nodes" in the wireline network. This is a continuous process that we apply year-over-year to increase fibre optic usage in our wireline network. Driving fibre deeper into our network also supports wireless and business service deployments, as well as future services such as 5G, FTTP, or the newly released DOCSIS 4.0 specification, which are all potential building blocks for multi-gigabit symmetrical services over our existing infrastructure.

Additionally, in fiscal 2021, Shaw continued to leverage our converged network to enable the rapid and flexible deployment of small cells in support of our wireless network and preparations for 5G, due to the ability of our Fibre+ network to transport both power and multi-gigabit data speeds on one cable.

Shaw Go WiFi

Shaw has built Canada's most extensive WiFi network, Shaw Go WiFi. Shaw Go WiFi broadens a Shaw Internet customer's broadband experience beyond the home as a valuable extension of our customer wireline network experience. Over 3.6 million devices have authenticated to our carrier-grade Shaw Go WiFi network and there are over 110,000 public access points used by our customers in coffee shops, restaurants, gyms, malls, public transit, and other public spaces covering locations from British Columbia to Ontario. In addition to these public access points, Wireless customers can seamlessly access more than 950,000 Home Hotspots across western Canada, making it easier to stream and download at a friend's or relative's home.

In fiscal 2021, we continued investing in Shaw Go WiFi by upgrading some of the core elements and significantly increasing the number of Home Hotspots available for Wireless customers.

Shaw's Wireless Network

Supporting our Wireless revenue growth are the significant investments in our wireless network and customer service capabilities. We continued to execute on our operating plan to improve our network and deploy spectrum in an efficient manner. Wireless network investments to improve the customer experience continued to be a priority in the areas in which we operate and serve customers.

Shaw partnered with NOKIA to roll-out our next generation LTE wireless network in our existing markets in Ontario, Alberta, and British Columbia. In fiscal 2021, we continued to deploy our Extended Range LTE network, which leverages our 700 MHz wireless spectrum, to provide customers with improved in-building coverage as well as extending coverage. At the end of fiscal 2021, the deployment of our 700 MHz spectrum was virtually complete in western Canada and approximately 80% complete nationwide.

In fiscal 2021, Shaw continued to deploy its 600 MHz spectrum. At the end of fiscal 2021, the deployment of 600 MHz reached 80% coverage in Calgary and 60% coverage in Vancouver and the GTA.

In fiscal 2021, the Company continued to deploy small cell technologies (low powered wireless antennas and receivers with a range of 100m – 200m) designed to enhance coverage and performance in dense urban locations. As high-power towers keep the network signal strong across large distances, small cells suit more densely developed areas like city centres and popular venues by providing LTE/VoLTE quality speed, capacity, and coverage improvements in these high traffic areas. The deployment of small cell technology was further enhanced by the activation of additional macro sites and the recent upgrades to our Fibre+ network that provide the ability to power and backhaul network traffic.

In fiscal 2021, our operational support systems were enhanced to streamline customer activation capabilities and provide proactive monitoring capabilities to assist our operational teams with awareness of potential service issues in order to address them before they arise or to mitigate customer impact.

Private Wireless Networks

Shaw continues to provide Canadian market leadership in the Private Wireless Network space and build on its momentum, specifically within the mining industry. A Private Wireless Network (previously referred to as "Private LTE") is a complete, standalone cellular network that is used exclusively by the end customer for their business operations. In fiscal 2021, our first customer, Teck Resources Limited ("Teck"), moved to the production phase in their Private Wireless Network, enabling Autonomous Haulage Services at their Elkview operations in Sparwood, British Columbia. Contracts were also awarded for Teck's Highland Valley Copper Operations near Logan Lake, British Columbia in 2021.

Shaw continues to work with other industry partners to develop and deploy Private Wireless Networks.

Spectrum Holdings

Our Wireless division holds spectrum licences in British Columbia, Alberta, southern Ontario, and eastern Ontario. In some cases, licences are issued on a Tier 2 basis, which cover the relevant province or a large region within the relevant province. In other cases, licences are issued on a Tier 3 basis, which cover smaller regions within a province. On a Tier 2 basis, the Wireless division currently holds 40-50 MHz of AWS-1 and AWS-3 spectrum, 30 MHz of 600 MHz spectrum, and 10 MHz of 700 MHz spectrum in each of British Columbia, Alberta, and southern Ontario. In the Tier 2 area of eastern Ontario, the Wireless division holds 20 MHz of 600 MHz spectrum and 10 MHz of AWS-1 spectrum. In some Tier 3 regions within British Columbia, Alberta, southern Ontario, and eastern Ontario, the Wireless division holds an additional 0-40 MHz of 2500 MHz spectrum and 0-10 MHz of AWS-1 spectrum.

Climate Change and Environmental Responsibility

Shaw is committed to delivering a seamless connectivity experience to Canadians in an environmentally responsible and sustainable manner. A key focus area for the Company involves efficiency and innovation, which includes:

- **Reducing Consumption** – we support efforts to reduce employee, customer and enterprise consumption of:
  - a) Energy – through the use of energy efficient technologies;
  - b) Water – by reducing water consumption in Shaw owned buildings; and
  - c) Paper – by continuing to promote e-bill and efficient printing behaviours amongst employees and customers to reduce paper use by shifting interactions to digital platforms as part of the Company's digital transformation.
- **Waste Reduction** – to reduce employee, customer and enterprise waste we have implemented waste diversion and e-waste recycling programs and reduced single-use items in our marketing campaigns and packaging.
- **Reducing Carbon Emissions** – to reduce Shaw's carbon footprint through reduction (e.g., LED lighting, high-efficiency boilers, e-billing, reduced truck rolls due to increased consumer self-install of customer premises equipment (CPE)) and market-based instruments (e.g., renewable energy, offsets);
- **Engagement and Awareness** – to continuously drive employee, customer and enterprise awareness of Shaw's environmental initiatives. Engaging employees in our journey – through the establishment of green teams, earth week, and waste reduction initiatives – to advance our goals of educating and sharing common beliefs and values around environmental sustainability.

Shaw is also a signatory of the Canadian Energy Efficiency Voluntary Agreement (CEEVA) with respect to Set-Top Boxes (STBs) and Small Network Equipment (SNE). CEEVA aims to significantly reduce the total annual energy consumption used by STBs and SNEs in Canada.

Environmental and Social Governance

On December 7, 2020, Shaw issued its inaugural environmental, social and governance (ESG) report to provide stakeholders (i.e., customers, employees, investors, supply chain partners and regulators) with an overview of our ESG program, including Shaw's goals and actions. Shaw's ESG report can be found at https://www.shaw.ca/corporate/environmental-social-governance.

GOVERNMENT REGULATIONS AND REGULATORY DEVELOPMENTS

Substantially all of the Company's Canadian business activities are subject to regulations and policies established under various pieces of legislation, including the *Broadcasting Act* (Canada) ("*Broadcasting Act*"), the *Telecommunications Act* (Canada) ("*Telecommunications Act*"), the *Radiocommunication Act* (Canada) ("*Radiocommunication Act*"), and the *Copyright Act* (Canada) ("*Copyright Act*"). Regulation of broadcasting and telecommunications is generally administered by the Canadian Radio-television and Telecommunications Commission (CRTC or the "Commission") under the supervision of the Department of Canadian Heritage ("Canadian Heritage") and ISED, respectively. The allocation and use of wireless spectrum in Canada are governed by spectrum licences issued by, and radio authorization conditions set by, ISED pursuant to the *Radiocommunication Act*.

Limits on Non-Canadian Ownership and Control

Neither a holding company that has a subsidiary operating company licensed under the *Broadcasting Act*, nor any such licensee, may be controlled in fact by non-Canadians, the determination of which is a question of fact within the jurisdiction of the CRTC. Pursuant to the Direction to the CRTC (Ineligibility of Non-Canadians) (the "Direction"), non-Canadians are permitted to own and control, directly or indirectly, up to 33.3% of the voting shares and 33.3% of the votes of a holding company that has a subsidiary operating company licensed under the *Broadcasting Act*. In addition, up to 20% of the voting shares and 20% of the votes of a licensee may be owned and controlled, directly or indirectly, by non-Canadians. As well, the chief executive officer (CEO) and not less than 80% of the board of directors of the licensee must be resident Canadians. There are no restrictions on the number of non-voting shares that may be held by non-Canadians at either the holding company or licensee level. If a holding company of a licensee does not satisfy the requirement that 80% of its board of directors be resident Canadians, it must have a CRTC-approved Independent Programming Committee (IPC) in place to ensure that neither the holding company nor its directors exercise control or influence over the programming decisions of its subsidiary licensee. With CRTC approval, Shaw has implemented an IPC to comply with the Direction.

Limits on non-Canadian ownership apply to certain Canadian carriers pursuant to the *Telecommunications Act*, the *Radiocommunication Act* and associated regulations, except that there is no requirement that the CEO be a resident Canadian of a company operating pursuant to those Acts. Instead, the *Telecommunications Act*, the *Radiocommunication Act* and associated regulations require only that 80% of the voting shares of such entities be held by resident Canadians. The Canadian ownership requirements do not apply to wireline and wireless telecommunications carriers that have annual revenues from the provision of telecommunications services in Canada that represent less than 10% of the total annual revenues for the sector.

The Company's Articles contain measures to ensure the Company continues to comply with applicable Canadian ownership requirements and its ability to obtain, amend, or renew a license to carry on any business. Shaw must file a compliance report annually with the CRTC confirming that it is eligible to operate in Canada as a telecommunications common carrier.

Broadcasting Act

Pursuant to the *Broadcasting Act*, the CRTC is mandated to regulate and supervise all aspects of the broadcasting system in a flexible manner. The *Broadcasting Act* requires broadcast distribution undertakings (BDUs) to give priority to the carriage of Canadian services; to provide efficient delivery of programming services at affordable rates; to provide reasonable terms for the carriage, packaging and retailing of those programming services; and provides the option to operate a community channel. Under the *Broadcasting Act*, the Governor in Council (GIC) may issue broad policy directions of general application on matters with respect to the objectives of Canada's broadcasting policy and related regulatory policy.

The *Broadcasting Act* also sets out requirements for programming services with respect to Canadian content. The Company's broadcasting distribution business and on-demand programming services depend on licences (or operate under an exemption order) granted and issued by the CRTC under the *Broadcasting Act*. Pursuant to CRTC regulations, the Company is required to contribute 5% of its cable and direct-to-home (DTH) BDUs' gross revenues to support the production of Canadian programming.

Licensing and Ownership

The Company's cable licences are subject to a five-year term, expiring August 31, 2023. The Company's DTH and Satellite Relay Distribution Undertaking (SRDU) licences are subject to a seven-year term, expiring August 31, 2026.

The Company's on-demand licence is subject to a five-year term expiring August 31, 2022. The Company's terrestrial and DTH PPV licences are both subject to five-year terms expiring August 31, 2024.

New Media

The CRTC has issued a digital media exemption order requiring that Internet-based and mobile point-to-point broadcasting services not offer television programming on an exclusive or preferential basis in a manner that depends on subscription to a specific mobile or retail Internet service and not confer an undue preference or disadvantage. The CRTC has not imposed any levy on the revenue of exempt digital media undertakings to support Canadian content.

Potential Legislative Changes

On November 3, 2020, the Minister of Heritage introduced a bill to amend the *Broadcasting Act* ("Bill C-10"). Bill C-10 provided the basis for a new legislative regime that would recognize that new classes of service providers, including Canadian and non-Canadian online broadcasting services and platforms, are part of Canada's broadcasting system, in addition to current classes that include terrestrial and DTH BDUs and programmers. On June 14, 2021, the Standing Committee presented its report on Bill C-10 with amendments in the House of Commons, and on June 22, 2021, the House of Commons passed the Bill. As of the prorogation of the 43rd Parliament, on August 15, 2021, Bill C-10 remained before the Senate. The Liberal Party, which secured a minority government in the 2021 federal election, indicated in its election platform that they would introduce legislation to reform the *Broadcasting Act* within the first 100 days following re-election, and modernize funding tools that support Canada's audio-visual sector.

Any changes to the *Broadcasting Act* and related regulations – pursuant to the introduction of a bill that is substantially similar to Bill C-10 or that proposes different or additional provisions – alone or in combination with the maintenance of existing regulatory measures applicable to the Company's cable and DTH services could impact the business practices of the Company; result in the imposition of new fees and costs on the Company's cable, DTH, or digital media services; allow for the introduction of new competition in the provision of broadcasting distribution services; and/or negatively impact the Company's financial results from broadcasting.

Other Potential New or Increased Fees and Costs

New fees and costs could also be imposed pursuant to CRTC regulation, with or without legislative changes. The Commission indicated that in 2020-2021 it will consider whether to examine new mechanisms to support television news production. If the CRTC were to implement support for television news production through increased access by broadcasters to subscription revenue, it would increase costs for the Company. Additionally, the Commission indicated that in 2021-2022 it will "examine options for the appropriate measures needed to ensure that all content providers on all platforms contribute to the creation of Canadian content in both official languages, that Canadian content is promoted and given appropriate prominence, and that it is easily accessible by Canadians." Implementation of new regulatory measures with the foregoing objectives could result in new fees payable by the Company's cable, DTH or digital media services; impact the business practices of the Company, including through new distribution and promotion requirements, with increased costs payable by the Company's cable, DTH, or digital media services; and/or negatively impact the Company's financial results from broadcasting.

Sections 21 and 49 of the CRTC's *Broadcasting Distribution Regulations* (the "BDU Regulations") currently state that a cable BDU must obtain the consent of an over-the-air (OTA) broadcaster in order to distribute its signal in a distant market. In the case of DTH BDUs, the BDU Regulations permit the distribution of local OTA television signals on a distant basis without consent within the province of origin, but the BDU Regulations state that DTH BDUs must obtain broadcaster consent to deliver an OTA television signal out-of-province, unless the DTH BDU is required to carry the signal out-of-province on its basic service. There are questions as to the jurisdictional validity of sections 21 and 49 of the BDU Regulations, which are currently being considered by the CRTC pursuant to an application by Rogers Media Inc. (RMI), posted by the Commission on February 21, 2020, asking the Commission to enforce those sections. Based on the current language of sections 21 and 49 of the BDU Regulations and depending on the outcome of RMI's application, broadcasters may seek to limit distribution of distant signals or remuneration for their distribution by the Company, which could increase costs for the Company and limit its offerings to consumers (including pursuant to demands for signal take-down or program blackouts). In addition, any confirmation by the CRTC of the validity of television broadcast licensees' right of authorization regarding the retransmission of their signals in distant markets could lead to similar demands by non-Canadian broadcasters. Any such impacts or demands could significantly impact the Company's costs and negatively impact the Company's financial results.

Telecommunications Act

Under the *Telecommunications Act*, the CRTC is responsible for ensuring that Canadians in all regions of Canada have access to reliable and affordable high-quality telecommunication services. The CRTC has the authority to forbear from regulating one or more services or classes of services provided by a carrier if the CRTC finds that there is sufficient competition for those services to protect the interests of users. Retail Internet, home phone services and mobile wireless services have been forborne from price regulation. However, regulations do affect certain terms and conditions under which Shaw's retail services are provided. As described further below under "Third Party Internet Access," certain Shaw wholesale services are regulated.

Under the *Telecommunications Act*, the GIC may issue broad policy directions of general application to the CRTC with regard to the telecommunications policy directives set out in the *Telecommunications Act* (each a "Telecommunications Policy Direction"). As described below under "Government Policy Direction to CRTC Concerning Telecommunications," a Telecommunications Policy Direction was issued by the GIC with the intention of guiding the CRTC's decision-making on telecommunications matters.

The CRTC and ISED can also impose monetary penalties on companies that contravene the *Telecommunications Act*, the *Radiocommunication Act*, and the regulations and rules promulgated thereunder.

ISED is responsible for the allocation, issuance and management of radio spectrum pursuant to the *Radiocommunication Act*. As well, the technical operating aspects of the Company's businesses are regulated by technical requirements and performance standards established by ISED, primarily under the *Telecommunications Act* and the *Radiocommunication Act*.

Potential Legislative Changes

The Minister of Canadian Heritage and the Minister of Innovation, Science and Industry were directed, pursuant to the Ministerial mandate letters issued December 13, 2019, to "modernize the *Broadcasting Act* and *Telecommunications Act*, examining how best to [...] ensure quality affordable internet, mobile and media access." The Minister of Innovation, Science and Industry was also directed to reduce mobile prices by 25% within two years, and failing that, to further expand mobile virtual network operators (MVNOs) in Canada and the CRTC's mandate on affordable pricing. In accordance with this mandate, on March 5, 2020, the Minister of Innovation, Science and Industry announced the expectation that the national wireless carriers (BCE Inc., Rogers Communications Canada and TELUS Communications) reduce their prices for mid-range data plans (2-6 GB) by 25% over the next two years, and indicated that if "these targets are not met within two years, the Federal Government will take action with other regulatory tools to further increase competition and help reduce prices."

Implementation of the foregoing Ministerial mandates (assuming that they remain applicable during the next session of Parliament) could result in: the introduction of new regulatory measures that negatively impact the business practices of the Company and our ability to serve customers and related costs; and/or negative impacts on the Company's financial results and competitiveness in the wireless and wireline market.

Third Party Internet Access

Shaw is mandated by the CRTC to provide a wholesale high-speed access (HSA) service at regulated rates to independent ISPs ("Resellers"), who use the wholesale HSA services to provide their own retail Internet services to consumers ("Third Party Internet Access" or "TPIA").

Telecom Orders CRTC 2019-288 and 2021-181

On August 15, 2019, the CRTC issued Telecom Order 2019-288 (the "Order"), which set Shaw's aggregated wholesale HSA service rates. The rates imposed by the Order were significantly lower than the interim rates set in October 2016, and retroactive to January 31, 2017. Shaw, jointly with Cogeco, Eastlink, Rogers and Videotron (the "Cable Carriers"), pursued all three routes of appeal of the Order: appeal to the Federal Court of Appeal (FCA); Petition to federal Cabinet; and application with the CRTC to review and vary the Order. On May 27, 2021, the CRTC released its decision in the Cable Carriers' application to review and vary the rates set by the Order ("TD 2021-181"), in which it determined that there was substantial doubt as to the correctness of the aggregated wholesale HSA service rates set by the Order and approved on a final basis the interim rates set in October 2016. TekSavvy Solutions Inc. ("TekSavvy"), Competitive Network Operators of Canada ("CNOC"), and National Capital FreeNet Inc. ("NCF") have petitioned to the GIC to vary TD 2021-181 (the "Petitions"), asking the GIC to finalize the rates set by the 2019 Order. TekSavvy and CNOC are also asking the GIC to direct all facilities-based wholesale service providers to immediately remit all retroactive payments in connection with the Order's rates. On September 22, 2021, the Cable Carriers filed a response to the TekSavvy and CNOC Petitions, asking Cabinet to deny the requested relief. The reply to the NCF Petition is due November 1, 2021. On June 28, 2021, TekSavvy also filed a motion for leave to appeal TD 2021-181 to the FCA and has requested that the appeal be heard on an expedited basis. The FCA granted leave on September 15, 2021. In its appeal, TekSavvy will seek an order from the FCA that TD 2021-181 is quashed, and the 2019 Order is reinstated or, in the alternative, that the matter is returned to the CRTC for redetermination. If the GIC or the FCA were to intervene in any way with the effect of decreasing the aggregated wholesale HSA service rates set by TD 2021-181, this could significantly reduce the amount that the Company can charge for aggregated wholesale HSA services and negatively impact the Company's broadband Wireline revenues and investments, as well as its ability to compete with Resellers and other facilities-based HSA providers.

Distinction between residential and business wholesale HSA services

On March 3, 2020, the Commission initiated a proceeding to examine wholesale HSA tariff provisions that differentiate between residential and business end-users. Final replies were filed on February 11, 2021, and a decision is pending. The Company's tariffs do not limit or restrict reselling to business end-users. If the Commission's decision goes beyond addressing existing tariff provisions that place restrictions on Resellers based on market segmentation, and mandates new wholesale access requirements applicable to the Company's Consumer or Business Internet services, the Company's broadband revenues and investments, as well as its ability to compete, could be negatively impacted.

Disaggregated Wholesale Services Framework

In 2015, the CRTC completed a review of the wholesale wireline policy framework, including TPIA, and: (i) extended mandated wholesale access services to include FTTP facilities; and (ii) initiated a shift to a new disaggregated wholesale HSA service model. On June 11, 2020, the Commission initiated a new proceeding to consider the appropriate network configuration for disaggregated wholesale HSA services across the country, and suspended the proceeding to set final rates, terms, and conditions for the disaggregated wholesale HSA services in Ontario and Quebec, for which network configurations had previously been reviewed and approved by the CRTC in 2016. The disaggregated wholesale service configuration that is mandated by the Commission could require significant and costly modifications to the Company's broadband network architecture. The final mandated rates and the terms of disaggregated HSA services could negatively impact the Company's broadband revenues and investments as well as its ability to compete with Resellers and other facilities-based disaggregated HSA providers.

Review of the approach to rate setting for wholesale telecommunications services

On April 24, 2020, the Commission initiated a proceeding to review its approach to rate setting for wholesale telecommunications services. Replies were filed on November 27, 2020, and a decision is pending. The methodology that is selected will impact the amount that the Company can charge for wholesale HSA service. If the methodology fails to adequately compensate the Company for the costs associated with provisioning HSA services as well as a reasonable return on investment, it will negatively impact the Company's broadband Wireline revenues and investments and our ability to compete with Resellers and other facilities-based HSA providers. The chosen methodology could also potentially apply to wholesale wireless services, including mandated roaming.

CRTC Wireless Review

In February 2019, the CRTC initiated its review of the regulatory framework for mobile wireless services and held a public hearing in February 2020. The Commission reviewed competition in the retail market, including potential regulatory intervention, such as new retail policies and mandated low-cost data-only plans, and wholesale wireless regulation, including wholesale access for mobile virtual network operators (MVNOs), and whether there is any need to make changes to the wholesale roaming policy.

In April 2021, the CRTC issued Wireless Review decision, Telecom Regulatory Policy CRTC 2021-130 ("TRP 2021-130"). In it, the CRTC rejected a broad MVNO regime and instead mandated facilities-based MVNO service, whereby the national wireless carriers as well as SaskTel are mandated to provision wholesale MVNO access services only to carriers holding a spectrum licence in a given service area. The terms and conditions of the facilities-based wholesale MVNO access service are still under consideration by the Commission. Rates will be determined through commercial negotiation, with recourse to CRTC Final Offer Arbitration if negotiations reach an impasse. The CRTC also held that the national wireless carriers would be required to provide seamless roaming as part of their mandated domestic wholesale roaming services used by the Company and other carriers as of April 15, 2022 and confirmed that the wholesale roaming policy applies to 5G networks. The national wireless carriers' wholesale roaming tariffs will be reviewed to ensure the rates reflect the underlying costs associated with seamless roaming following its implementation. At that time, the CRTC will also assess the underlying costs of wholesale roaming on 5G networks. TRP 2021-130 did not mandate specific retail services but set clear expectations for the offer and promotion by the national carriers of low-cost, emergency use, and occasional use plans at specified rates. Finally, the CRTC determined that the *Telecommunications Act* does not give it the jurisdiction to adjudicate disputes concerning access to public places for the purpose of constructing, maintaining, and operating mobile wireless transmission facilities. On May 14, 2021, TELUS filed for leave to appeal the CRTC's determinations related to seamless roaming and jurisdiction over access to public places relating to wireless facilities. On August 11, 2021, the FCA granted TELUS leave. Additionally, Data On Tap Inc., an MVNO operating as dotmobile, has petitioned the GIC to vary TRP 2021-130, asking it to broaden mandated MVNO access by, among other things, removing the spectrum requirements and set a maximum allowable wholesale rate.

Compliance and Enforcement and Telecom Notice of Consultation CRTC 2021-9

On January 13, 2021, the CRTC initiated a proceeding to develop a network-level blocking framework to limit botnet traffic targeting Canadians. Shaw has recommended a limited role for the CRTC. If, however, the CRTC implements more onerous obligations, this could introduce additional costs to the Company and a risk of penalties in connection with any non-compliance.

Retail Sales Practices

On February 20, 2019, the CRTC published its Report on Misleading or Aggressive Communications Retail Sales Practices and found that "a significant portion of Canadians are experiencing misleading or aggressive sales practices through all types of sales channels" in connection with their purchase of telecommunications and broadcasting services. While the Report did not result in new rules or regulatory obligations, the Report's findings, coupled with a planned Commission examination of activities undertaken in 2020-2021 to address those findings, could lead to new measures implemented in the context of current or future proceedings. The introduction of any such measures could negatively impact our ability to serve our customers, result in cost increases for the Company and negatively impact the Company's revenue.

Access for Wireline Network

Shaw requires access to support structures, such as poles, strand and conduits of telecommunication carriers and electric utilities, in order to deploy wireline network facilities. Under the *Telecommunications Act*, the CRTC has jurisdiction over support structures of telecommunication carriers, including rates for third party use. The CRTC's jurisdiction does not extend to electrical utility support structures, which are regulated by provincial utility authorities. Shaw's wireline network also requires access to construct facilities in roadways and other public places. Under the *Telecommunications Act*, Shaw may access such places with the consent of the municipality or other public authority having jurisdiction.

On December 10, 2019, the Commission initiated a review to examine "potential barriers and/or regulatory solutions to building new facilities or interconnecting to existing facilities in order to extend broadband-capable networks more efficiently into underserved areas [...]." The Commission specifically requested comments on barriers such as access to affordable transport services and efficient use of support structures; how and to what extent these barriers are preventing carriers from extending transport networks and offering services in underserved regions; and proposals on potential regulatory measures to address the barriers. Final submissions were filed in March 2021, and a decision has not yet been issued. The introduction of regulatory requirements applicable to the provision of wholesale transport services in rural or remote areas could negatively impact the Company's financial results.

Radiocommunication Act

Our Wireless division holds licences for the use of radiofrequency spectrum required to operate its mobile wireless business. Those spectrum licences are administered by ISED under the *Radiocommunication Act*. Spectrum use is governed by conditions of license, including license term, transferability/divisibility, technical compliance requirements, lawful interception, research and development, and mandated antenna site sharing and domestic roaming services.

Any changes to the *Radiocommunications Act* could impact the business practices of the Company and/or the processes governing its acquisition of new spectrum for purposes of building its wireless networks.

Wireless Spectrum Licences

The Company's AWS-1 spectrum licences were renewed in 2019 for a 20-year term. The Company's AWS-3 spectrum licences were issued in 2015 for a 20-year term. The 700 MHz and 2500 MHz spectrum licences that the Company purchased from Quebecor were initially issued in February 2014 and May 2015, respectively for a term of 20 years. The Company also holds other 2500 MHz licences, including those acquired at ISED's 2018 residual auction, which were issued for a 20-year term, and the Company also acquired 600 MHz licences at ISED's 2019 auction, which were issued for a 20-year term.

The Company's licences come with conditions, including a variety of deployment conditions. In July 2019, ISED issued a decision in response to its consultation on a new set of smaller service areas for spectrum licensing ("Tier 5 Service Areas") to complement ISED's existing service areas. ISED has created Tier 5 Service Areas with the objective of encouraging additional access to spectrum within rural areas pursuant to its licensing process. Currently, none of the Company's licences are subject to Tier 5 deployment requirements, but future licences may incorporate a requirement for deployment in such new service areas, which could lead to additional future network costs.

In March 2020, ISED released its policy and licensing framework (the "Framework") for the 3500 MHz (3450-3650 MHz) auction, following a public consultation process in 2019. The auction commenced in June 2021, and provisional results were published on July 29, 2021. Shaw did not participate in the auction.

In May 2021, following a public consultation in 2020 on proposed revisions to the 3800 MHz band (3650-4200 MHz), ISED released its decision allowing future mobile use in the band. The band is currently used primarily to provide fixed satellite services. Existing satellite users of the spectrum in remote, satellite dependent areas of the country will be permitted to continue to operate across the band, while those in urban areas will be consolidated in the 4000-4200 MHz spectrum range and subject to a transition process that will be complete in March 2025. The details of the licensing framework for the band will be the subject of a future proceeding.

In June 2019, following a consultation in 2018, ISED released a decision allowing future mobile use in the millimetre wave bands, including 26 GHz, 28 GHz, and 38 GHz bands, as well as licence-exempt use in the 64-71 GHz bands. The details of the licensing framework for these bands will be the subject of a future proceeding.

In May 2021, ISED also released a decision confirming its intention to make 1200 MHz of spectrum in the 6 GHz band (5925-7125 MHz) available for WiFi and other unlicensed uses. Technical standards for equipment operating in the band must be developed before the spectrum becomes available for use.

In August 2021, ISED commenced a consultation on the potential introduction of a new "access licensing framework" to facilitate access to unused spectrum in rural and remote areas. ISED proposes to issue Tier 5 licences on a first-come, first-served basis in areas where existing licensees have not deployed services. ISED proposes to apply this initially to the PCS (1900 MHz) and Cellular (800 MHz) bands. Among other things, the consultation also proposes to streamline the approval process for certain subordination arrangements. Although Shaw does not have spectrum in the PCS or Cellular spectrum bands, these consultations could lead to future spectrum proceedings, or future opportunities for other parties to gain access to spectrum, which could impact the Company's competitiveness or its spectrum licences.

Access for Wireless Network

Our Wireless division's operations depend on being able to locate and construct wireless antenna sites, which in some cases requires certain authorizations or approvals from municipalities, which vary from one municipality to another but are also subject to federal oversight. The process for such approvals can include a comprehensive consultation process related to local land use priorities and new antenna site design parameters. As noted above, the CRTC determined that the *Telecommunications Act* does not give it the jurisdiction to adjudicate disputes concerning access to public places for the purpose of constructing, maintaining, and operating mobile wireless transmission facilities and TELUS is appealing that aspect of the decision at the FCA.

The Wireless division also uses arrangements whereby it co-locates its antennae equipment on towers and/or sites owned and operated by third party tower and/or site providers and the three national wireless carriers. Pursuant to the conditions of their spectrum licences and the CRTC's policy framework for wholesale wireless services, the three national wireless carriers must allow competitors, including Freedom Mobile and Shaw Mobile, to co-locate equipment at these locations. However, the application and approval process for the sharing of towers is lengthy, and the ISED and CRTC processes that are available to enforce the existing rules can also be challenging and time consuming. The CRTC's review of mobile wireless services included a focus on reducing barriers to infrastructure deployment and whether any further regulatory measures are required to reduce barriers to the deployment of wireless infrastructure. In the CRTC's review of mobile wireless services, the Commission indicated that it would examine issues associated with access to various types of infrastructure in order to deploy wireless networks and whether changes should be made to the Commission's existing rules to facilitate such access. In its Wireless Review decision (TRP 2021-130), the CRTC determined that it did not need to take any additional action in relation to tower and site sharing at this time.

Copyright Act

Canada's *Copyright Act* accords the creators and owners of content various rights to authorize and/or be remunerated for the use and performance of their works, including, in some instances, by BDUs. In addition, the *Copyright Act* creates certain exceptions that permit the use of copyrighted works without the authorization or remuneration of rights holders.

New or Potential Legislative Changes

Any amendments to the *Copyright Act* that modify the terms and conditions applicable to the use of content, including new rights or the scope of flexibility pursuant to existing exceptions; or impose new obligations on intermediaries, such as telecommunications service providers, could create increased fees and negatively impact the business practices of the Company, as well as the Company's ability to serve its customers.

Potential for New or Increased Fees

In August 2017, the Copyright Board issued a decision interpreting the scope and meaning of the "making available" provision (section 2.4(1.1) of the *Copyright Act*). The Copyright Board determined that as a result of section 2.4(1.1), the mere making available of a work on a server for the purpose of later streaming or downloading of the work by the public is an event for which a tariff is payable, expanding the scope of the performance right and the Society of Composers, Authors and Music Publishers of Canada's (SOCAN) entitlement to royalties. In September 2017, the Company, along with a number of other broadcasting and Internet companies, filed an application for judicial review, arguing that the Copyright Board's interpretation of the "making available" provision was erroneous. In June 2020, the FCA overturned the Copyright Board's interpretation. On November 12, 2020, SOCAN and Music Canada (collectively, the "Applicants") filed an application for leave to appeal to the Supreme Court of Canada (SCC). On April 21, 2021, leave to appeal was granted to the Applicants. If the SCC restores the Copyright Board's interpretation, it could lead to new claims by rights holders in connection with Company technologies that facilitate downloading.

Judicial Review of the Distant Signal Retransmission Tariff Rates (2014-2018)

On December 18, 2018, the Copyright Board released a rate decision for the Distant Signal Retransmission Tariff for the past tariff period of 2014-2018, inclusive, which introduced a rate increase that applied retroactively, and established an interim tariff for 2019 based on the 2018 rate. Both the Copyright Collective of Canada (the "Collectives") and Objectors filed a Notice of Application for judicial review with the FCA on November 4, 2019. On July 23, 2021, the FCA dismissed the Objectors' application on all grounds, and granted the Collectives' application on two grounds, for the years 2016-2018. The SCC application for leave to appeal the FCA decision was filed on September 29, 2021. If the FCA's decision is upheld, the Company could become subject to significantly increased royalty rates for the 2016-2018 period, pursuant to a redetermination of the rates by the Copyright Board.

Privacy and Anti-Spam Legislation

Privacy Legislation

The Personal Information Protection and Electronic Documents Act (Canada) (PIPEDA) is Canada's federal privacy law regulating the collection, use, and disclosure of personal information in Canada by a federally regulated organization in the private sector. The Company has established a privacy policy and its internal privacy processes in accordance with PIPEDA.

On November 17, 2020, the Minister of Innovation, Science and Industry introduced Bill C-11 – the Digital Charter Implementation Act ("DCIA"), which was intended to replace PIPEDA. Bill C-11 was comprised of two parts: (1) the Consumer Privacy Protection Act (the "CPPA"), which established protections and parameters for the collection, use and disclosure of personal information ("PI"), including enhanced rights for individuals with respect to their privacy and data; enhanced accountabilities for organizations with respect to consent gathering and data usage; and significant penalties (up to 5% of an organization's gross revenue the previous year) for breaches of rights and responsibilities; and (2) the Personal Information and Data Protection Tribunal Act (the "PIDPTA"), which created a new administrative tribunal to oversee enforcement of the CPPA. As of the prorogation of the 43rd Parliament on August 15, 2021, Bill C-11 remained in Second Reading before the House of Commons. The Liberals' election platform indicated that if re-elected, they would move forward with legislation to implement Canada's Digital Charter, strengthen privacy protections for consumers and introduce new rules applicable to the online marketplace.

Changes to privacy laws and regulations resulting from the reinstatement and passage of Bill C-11 or introduction of a new privacy bill, will require the Company to incur costs to adjust its policies and practices related to privacy, as well as data collection, management, disposal and access practices. Such changes could: result in significant new costs payable by the Company to ensure compliance; limit the Company's ability to utilize data in support of its business, as well as preserve and expand its customer base; and expose the Company to the risk of significant penalties and claims (including pursuant to a proposed right of private action) in connection with any non-compliance.

Canada's Anti-Spam Legislation (CASL)

CASL sets out a comprehensive regulatory regime regarding online commerce, including requirements to obtain consent prior to sending commercial electronic messages and installing computer programs. CASL is administered primarily by the CRTC, and non-compliance may result in fines of up to $10 million. The Company maintains internal practices and policies to facilitate compliance with CASL.

Environmental matters

Shaw's operations are subject to environmental regulations, including those related to electronic waste, printed paper and packaging. A number of provinces have enacted regulations providing for the diversion of certain types of electronic and other waste through product stewardship programs (PSP). Under a PSP, companies who supply designated products in or into a province are required to participate in or develop an approved program for the collection and recycling of designated materials and, in some cases, pay a per item fee. Such regulations have not had, and are not expected to have, a material effect on the Company's earnings or competitive position.

KEY PERFORMANCE DRIVERS

Shaw measures the success of its strategies using a number of key performance drivers which are outlined below, including a discussion as to their relevance, definitions, calculation methods and underlying assumptions.

Financial Measures

Revenue

Revenue is a measurement determined in accordance with International Financial Reporting Standards (IFRS). It represents the inflow of cash, receivables or other consideration arising from the sale of products and services. Revenue is net of items such as trade or volume discounts, agency commissions, and certain excise and sales taxes. It is the base on which free cash flow, a key performance driver, is determined; therefore, it measures the potential to deliver free cash flow as well as indicating growth in a competitive market place.

The Company's continuous disclosure documents may provide discussion and analysis of non-GAAP financial measures. These financial measures do not have standard definitions prescribed by IFRS and therefore may not be comparable to similar measures disclosed by other companies. The Company's continuous disclosure requirements may also provide discussion and analysis of additional GAAP measures. Additional GAAP measures include line items, headings, and sub-totals included in financial statements. The Company utilizes these measures in making operating decisions and assessing its performance. Certain investors, analysts and others utilize these measures in assessing the Company's operational and financial performance and as an indicator of its ability to service debt and return cash to shareholders. These non-GAAP measures and additional GAAP measures have not been presented as an alternative to net income or any other measure of performance or liquidity prescribed by IFRS. The following contains a description of the Company's use of non-GAAP financial measures and additional GAAP measures and provides a reconciliation to the nearest IFRS measure or provides a reference to such reconciliation.

Adjusted EBITDA

Adjusted earnings before interest, taxes, depreciation and amortization ("adjusted EBITDA") is calculated as revenue less operating, general and administrative expenses. It is intended to indicate the Company's ongoing ability to service and/or incur debt and is therefore calculated before items such as restructuring costs, other gains (losses), amortization (a non-cash expense), taxes and interest. Adjusted EBITDA is one measure used by the investing community to value the business.

Adjusted EBITDA has no directly comparable GAAP financial measure. Alternatively, the following table provides a reconciliation of net income to adjusted EBITDA:

	Year ended August 31,		
(millions of Canadian dollars)	2021	2020	Change%
Net Income	**986**	688	43.3
Add back (deduct):			
Restructuring costs	**14**	14	—
Amortization:			
Deferred equipment revenue	**(11)**	(16)	(31.3)
Deferred equipment costs	**47**	65	(27.7)
Property, plant and equipment, intangibles and other	**1,183**	1,168	1.3
Amortization of financing costs – long-term debt	**2**	3	(33.3)
Interest expense	**231**	274	(15.7)
Other gains (losses)	**2**	16	(87.5)
Current income tax expense	**30**	120	(75.0)
Deferred income tax expense (recovery)	**16**	59	(72.9)
Adjusted EBITDA	**2,500**	2,391	4.6

Adjusted EBITDA margin

Adjusted EBITDA margin is a non-GAAP ratio that is calculated by dividing adjusted EBITDA by revenue. Adjusted EBITDA margin is also one of the measures used by the investing community to value the business.

	Year ended August 31,		
	2021	2020	Change%
Wireline	**49.6%**	48.3%	2.7
Wireless	**30.9%**	28.9%	6.9
Combined Wireline and Wireless	**45.4%**	44.2%	2.7

Net debt

The Company uses this measure to perform valuation-related analysis and make decisions about the Company's capital structure. We believe this measure aids investors in analyzing the value of the business and assessing our leverage. Refer to "Liquidity and Capital Resources" for further detail.

Net debt leverage ratio

The Company uses this non-GAAP ratio to determine its optimal leverage ratio. Refer to "Liquidity and Capital Resources" for further detail.

Free cash flow

The Company utilizes this measure to assess the Company's ability to repay debt and pay dividends to shareholders.

Free cash flow is comprised of adjusted EBITDA and then deducting capital expenditures (on an accrual basis and net of proceeds on capital dispositions) and equipment costs (net), interest, cash taxes paid or payable, interest on lease liabilities, lease payments relating to lease liabilities, dividends paid on the preferred shares, and recurring cash funding of pension amounts net of pension expense and adjusted to exclude share-based compensation expense or recovery.

Free cash flow has not been reported on a segmented basis. Certain components of free cash flow, including adjusted EBITDA, continue to be reported on a segmented basis. Capital expenditures and equipment costs (net) are also reported on a segmented basis. Other items, including interest and cash taxes, are not generally directly attributable to a segment, and are reported on a consolidated basis.

Free cash flow is calculated as follows:

(millions of Canadian dollars)	Year ended August 31, 2021	2020	Change %
Revenue			
Consumer	**3,665**	3,683	(0.5)
Business	**584**	567	3.0
Wireline	**4,249**	4,250	—
Service	**891**	815	9.3
Equipment	**381**	351	8.5
Wireless	**1,272**	1,166	9.1
	5,521	5,416	1.9
Intersegment eliminations	**(12)**	(9)	33.3
	5,509	5,407	1.9
Adjusted EBITDA			
Wireline	**2,107**	2,054	2.6
Wireless	**393**	337	16.6
	2,500	2,391	4.6
Capital expenditures and equipment costs (net):(1)			
Wireline	**723**	815	(11.3)
Wireless	**280**	296	(5.4)
	1,003	1,111	(9.7)
Free cash flow before the following	**1,497**	1,280	17.0
Less:			
Interest on debt and provisions	**(183)**	(223)	(17.9)
Interest on lease liabilities	**(45)**	(44)	2.3
Cash taxes	**(194)**	(148)	31.1
Lease payments relating to lease liabilities	**(110)**	(112)	(1.8)
Other adjustments:			
Non-cash share-based compensation	**2**	2	–
Pension adjustment	**2**	1	100.0
Preferred share dividends	**(8)**	(9)	(11.1)
Free cash flow	**961**	747	28.6

(1) Per Note 26 to the audited Consolidated Financial Statements.

Statistical Measures

Subscriber counts (or Revenue Generating Units (RGUs))

The Company measures the count of its subscribers in its Consumer, Business, and Wireless divisions.

In the Consumer and Business divisions, Wireline Video subscribers include residential customers, multiple dwelling units (MDUs) and commercial customers. A residential subscriber who receives at a minimum, basic cable service, is counted as one subscriber. In the case of MDUs, such as apartment buildings, each tenant with a minimum of basic cable service is counted as one subscriber, regardless of whether invoiced individually or having services included in the individual's rent. Each building site of a commercial customer (e.g., hospitals, hotels or retail franchises) that is receiving at a minimum, basic cable service, is counted as one subscriber. Video satellite subscribers are counted in the same manner as Wireline Video customers except that it also includes seasonal customers who have indicated their intention to reconnect within 180 days of disconnection. Internet customers include all modems on billing and Phone includes all phone lines on billing. All subscriber counts exclude complimentary accounts but include promotional accounts.

Consumer and Business divisions' RGUs represent the number of products sold to customers and includes Video (cable and Satellite subscribers), Internet customers, and Phone lines. As at August 31, 2021 these combined divisions had approximately 5.0 million RGUs.

In the Wireless division, a recurring subscriber or RGU (e.g., cellular phone, smartphone, tablet, mobile Internet device) has access to the wireless network for voice and/or data communications, whether prepaid or postpaid. Prepaid subscribers include RGUs where the account is within 90 days of the prepaid credits expiring. As at August 31, 2021 the Wireless division had approximately 2.1 million RGUs.

Refer to "Subscriber Highlights" on page 11 for more information on this measure.

Wireless Postpaid Churn

Wireless postpaid subscriber or RGU churn ("postpaid churn") measures success in retaining subscribers. Wireless postpaid churn is a measure of the number of postpaid subscribers that deactivated during a period as a percentage of the average postpaid subscriber base during a period, calculated on a monthly basis. It is calculated by dividing the number of Wireless postpaid subscribers that deactivated (in a month) by the average number of postpaid subscribers during the month. When used or reported for a period greater than one month, postpaid churn represents the sum of the number of subscribers deactivating for each period incurred divided by the sum of the average number of postpaid subscribers of each period incurred.

Postpaid churn of 1.41% in fiscal 2021 was comparable to 1.40% in fiscal 2020.

Wireless average billing per subscriber unit (ABPU)

Wireless ABPU is a supplementary financial measure and industry metric that is useful in assessing the operating performance of a wireless entity. We use ABPU as a measure that approximates the average amount the Company invoices an individual subscriber unit for service on a monthly basis. ABPU helps us to identify trends and measures the Company's success in attracting and retaining higher lifetime value subscribers. Wireless ABPU is calculated as service revenue (excluding allocations to wireless service revenue under IFRS 15) divided by the average number of subscribers on the network during the period and is expressed as a rate per month.

In fiscal 2021, ABPU decreased 6.8% to $41.15 compared to $44.13 in the prior year. The ABPU decrease reflects the increased number of customers that are subscribing to Shaw Mobile as well as reduced roaming revenue due to less travel and roaming outside of the Freedom home network resulting from the impact of the COVID-19 pandemic.

Wireless average revenue per subscriber unit per month (ARPU)

Wireless ARPU is a supplementary financial measure that is calculated as service revenue divided by the average number of subscribers on the network during the period and is expressed as a rate per month. This measure is an industry metric that is useful in assessing the operating performance of a wireless entity. ARPU also helps to identify trends and measure the Company's success in attracting and retaining higher-value subscribers.

In fiscal 2021, ARPU decreased 4.1% to $37.35 compared to $38.95 in the prior year. The ARPU decrease reflects the increased number of customers that are subscribing to Shaw Mobile as well as reduced roaming revenue due to less travel and roaming outside of the Freedom home network resulting from the impact of the COVID-19 pandemic.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The Company prepared its Consolidated Financial Statements in accordance with IFRS as issued by the International Accounting Standards Board (IASB). An understanding of the Company's accounting policies is necessary for a complete analysis of results, financial position, liquidity, and trends. Refer to Note 2 to the Consolidated Financial Statements for additional information on accounting policies. The following section discusses key estimates and assumptions that management has made under IFRS and how they affect the amounts reported in the Consolidated Financial Statements and accompanying notes. The following is a discussion of the Company's critical accounting policies.

Revenue and expense recognition

The identification of performance obligations within a contract and the timing of satisfaction of performance obligations under long-term contracts requires judgment. For bundled arrangements, we account for individual products and services when they are separately identifiable, and the customer can benefit from the product or service on its own or with other readily available resources. The Company has multiple deliverable arrangements consisting of upfront fees (subscriber connection fee revenue and/or customer premise equipment revenue) and related subscription revenue. The Company determined that the upfront fees charged to customers do not constitute separate performance obligations; therefore, these revenue streams are assessed as an integrated package.

Revenue is considered earned as services are performed, provided that at the time of performance, ultimate collection is reasonably assured. Such performance is regarded as having been achieved when reasonable assurance exists regarding the measurement of the consideration that will be derived from rendering the service. Revenue from Video, Internet, Phone, DTH, and Wireless customers includes subscriber revenue earned as services are provided. The revenue is considered earned as the period of service relating to the customer billing elapses. In addition to monthly service plans, the Company also offers multi-year service plans in which the total amount of the contractual service revenue is accounted for on a straight-line basis over the term of the plan.

When a customer can modify their contract within predefined terms such that we are not able to enforce the transaction price agreed to, but can only contractually enforce a lower amount, we allocate revenue between performance obligations using the minimum enforceable rights and obligations and any excess amount is recognized as revenue as its earned.

Subscriber connection fee revenue

Connection fees have no standalone value to the customer separate and independent of the Company providing additional subscription services, therefore the connection fee revenue must be deferred as contract liabilities and recognized systematically over the periods that the subscription services are earned. There is no specified term for which the customer will receive the related subscription service, therefore the Company has considered its customer churn rate and other factors, such as competition from new entrants, to determine the deferral period of three years for Wireline customers and two years for Wireless customers.

Subscriber connection and installation costs

The costs of physically connecting a new home are capitalized as part of the Company's distribution system as the service potential of the distribution system is enhanced by the ability to generate future subscriber revenue. Costs of disconnections are expensed as incurred as the activity does not generate future revenue.

Costs incurred to obtain or fulfill a contract

The incremental costs to obtain or fulfill a contract with a customer are deferred and amortized into operating expenses over their expected period of benefit to the extent they are recoverable. These costs include certain commissions paid to internal and external representatives that we expect to be recoverable. Determining the deferral criteria for these costs requires us to make significant judgments.

Customer premise equipment revenue and costs

Customer premise equipment available for sale, which generally includes DTH equipment, has no standalone value to the customer separate and independent of the Company providing additional subscription services. Therefore, the equipment revenue is deferred and recognized systematically over the periods that the subscription services are earned. As the equipment sales and the related subscription revenue are considered one transaction, recognition of the equipment revenue commences once the subscriber service is activated. There is no specified term for which the customer will receive the related subscription service, therefore the Company has considered various factors including customer churn, competition from new entrants, and technology changes to determine the deferral period of three years.

In conjunction with equipment revenue, the Company also incurs incremental direct costs which include equipment and related installation costs. These direct costs cannot be separated from the undelivered subscription service included in the multiple deliverable arrangement. Under IAS 2 "Inventories," these costs represent inventoriable costs and are deferred and amortized over the period of three years, consistent with the recognition of the related equipment revenue. The equipment and installation costs generally exceed the amounts received from customers on the sale of equipment (the equipment is sold to the customer at a subsidized price). The Company defers the entire cost of the equipment, including the subsidy portion, as it has determined that this excess cost will be recovered from future subscription revenues and that the investment by the customer in the equipment creates value through increased retention.

Shaw Business installation revenue and expenses

The Company also receives installation revenues in its Shaw Business operation on contracts with commercial customers which are deferred and recognized as revenue on a straight-line basis over the related service contract, generally spanning two to ten years. Direct and incremental costs associated with the service contract, in an amount not exceeding the upfront installation revenue, are deferred and recognized as an operating expense on a straight-line basis over the same period.

Wireless equipment revenue

Revenue for performance obligations satisfied at a point in time is recognized when control of the item or service transfers to the customer. Revenue from the direct sale of equipment to subscribers or dealers is recognized when the equipment is delivered and accepted by the subscribers or dealers.

For bundled arrangements (i.e., wireless handsets and voice and data services), items are accounted for as separate performance obligations if the item meets the definition of a distinct good or service. Stand-alone selling prices are determined using observable prices adjusted for market conditions and other factors, as appropriate. The Company offers a discretionary wireless handset discount program, whereby the subscriber earns the applicable discount by maintaining services with the Company, such that the receivable relating to the discount at inception of the transaction is reduced over a period of time. This discount is allocated proportionately between the equipment and service revenue, with the equipment discount recognized when the handset is delivered and the corresponding service discount is classified as a contract asset. The contract asset is reduced on a straight-line basis over the period which the discount is forgiven to a maximum of two years with an offsetting reduction to service revenue.

The Company also offers a plan allowing customers to receive a larger up-front handset discount than they would otherwise qualify for if they pay a predetermined incremental charge to their existing service plan on a monthly basis. The charge is billed on a monthly basis but is recognized as revenue when the handset is delivered and accepted by the subscriber. The amount receivable is classified as part of other current or non-current receivables, as applicable, in the Consolidated Statements of Financial Position.

Income statement classification

The Company distinguishes amortization of deferred equipment revenue and deferred equipment costs from the revenue and expenses recognized from ongoing service activities on its income statement. Equipment revenue and costs are deferred and recognized over the anticipated term of the related future revenue (i.e., the monthly service revenue) with the period of recognition spanning three to five years. As a result, the amortization of deferred equipment revenue and deferred equipment costs are non-cash items on the income statement, similar to the Company's amortization of deferred indefeasible right to use (IRU) revenue, which the Company also segregates from ongoing revenue. Further, within the lifecycle of a customer relationship, the customer generally purchases customer premise equipment at the commencement of the customer relationship, whereas the subscription revenue represents a continuous revenue stream throughout that customer relationship. Therefore, the segregated presentation provides a clearer distinction within the income statement between cash and non-cash activities and between up-front and continuous revenue streams, which assists financial statement readers to predict future cash flows from operations.

Allowance for doubtful accounts

A significant portion of the Company's revenues are earned from selling on credit to individual subscribers. Because there are some customers who do not pay their debts, selling on credit necessarily involves credit losses. The Company is required to make an estimate of an appropriate allowance for doubtful accounts on its receivables. In determining its estimate, the Company considers factors such as the number of days the account is past due, whether or not the customer continues to receive service, the Company's past collection history and changes in business circumstances. The estimated allowance required is a matter of judgment and the actual loss eventually sustained may be more or less than the estimate, depending on events which have yet to occur and which cannot be foreseen, such as future business, personal and economic conditions. Conditions causing deterioration or improvement in the aging of accounts receivable and collections will increase or decrease bad debt expense.

Leases

The application of IFRS 16 requires the Company to make judgments that affect the valuation of the lease liabilities and the valuation of right-of-use assets.

In determining whether a contract contains a lease, the Company makes judgments in determining whether the contract involves the use of an identified asset, whether the Company has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use, and whether the Company has the right to direct the use of the identified asset.

In determining the contract term, the Company makes judgments in determining the non-cancellable period of the lease and the impact to the term of any options in the contract including options to extend or terminate the lease and whether or not the Company is reasonably certain to exercise these options.

When determining the interest rate used for discounting future cash flows the Company uses the incremental borrowing rate unless the rate implicit in the lease is readily determinable. The determination of the incremental borrowing rate is derived from publicly available rates and adjusted for lease terms. A single incremental borrowing rate is applied to a portfolio of leases with similar characteristics.

Property, plant and equipment and other intangibles – capitalization of direct labour and overhead

The cost of property, plant and equipment and other intangibles includes direct construction or development costs (such as materials and labour) and overhead costs directly attributable to the construction or development activity. The Company capitalizes direct labour and direct overhead incurred to construct new assets, upgrade existing assets and connect new subscribers. These costs are capitalized as they are directly attributable to the acquisition, construction, development or betterment of the networks or other intangibles. Repairs and maintenance expenditures are charged to operating expenses as incurred.

Direct labour and overhead costs are capitalized in three principal areas:

1. **Corporate departments such as Technology, Operations, Products, and Supply Chain (TOPS):** TOPS is involved in overall planning and development of the Video/Internet/Phone/Wireless infrastructure. Labour and overhead costs directly related to these activities are capitalized as the activities directly relate to the planning and design of the construction of the distribution system. In addition, TOPS devotes considerable efforts towards the development of systems to support Phone, WiFi, and projects related to new customer management, billing, and operating support systems. Labour costs directly related to these and other projects are capitalized.
2. **Cable regional construction departments, which are principally involved in constructing, rebuilding and upgrading the Cable/Internet/Phone infrastructure:** Labour and overhead costs directly related to the construction activity are capitalized as the activities directly relate to the construction or upgrade of the distribution system. Capital projects include, but are not limited to, new subdivision builds, increasing network capacity by reducing the number of homes fed from each node, and upgrades of plant capacity and the WiFi build.
3. **Subscriber-related activities such as installation of new drops and Internet and Phone services:** The labour and overhead directly related to the installation of new services are capitalized as the activity involves the installation of capital assets (e.g., wiring, software) which enhance the service potential of the distribution system through the ability to earn future revenues. Costs associated with service calls, collections, disconnects, and reconnects that do not involve the installation of a capital asset are expensed.

Amounts of direct labour and direct overhead capitalized fluctuate from year to year depending on the level of customer growth and plant upgrades for new services. In addition, the level of capitalization fluctuates depending on the proportion of internal labour versus external contractors used in construction projects.

The percentage of direct labour capitalized in many cases is determined by the nature of employment in a specific department. For example, a significant portion of labour and direct overhead of the cable regional construction departments is capitalized as a result of the nature of the activity performed by those departments. Capitalization is also based on piece rate work performed by unit-based employees which is tracked directly. In some cases, the amount of capitalization depends on the level of maintenance versus capital activity that a department performs. In these cases, an analysis of work activity is applied to determine this percentage split.

Amortization policies and useful lives

The Company amortizes the cost of property, plant and equipment and other intangibles over the estimated useful service lives of the items. These estimates of useful lives involve considerable judgment. In determining these estimates, the Company takes into account industry trends and company-specific factors, including changing technologies and expectations for the in-service period of these assets. On an annual basis, the Company reassesses its existing estimates of useful lives to ensure they match the anticipated life of the technology from a revenue-producing perspective. If technological change happens more quickly or in a different way than the Company has anticipated, the Company may have to shorten the estimated life of certain property, plant and equipment or other intangibles which could result in higher amortization expense in future periods or an impairment charge to write down the value of property, plant and equipment or other intangibles.

Intangibles

The excess of the cost of acquiring cable, satellite, and wireless businesses over the fair value of related net identifiable tangible and intangible assets acquired is allocated to goodwill. Net identifiable intangible assets acquired consist of amounts allocated to broadcast rights and licences, wireless spectrum licences, trademarks, brands, customer relationships, and software assets. Broadcast rights and licences, wireless spectrum licences, trademarks, and brands represent identifiable assets with indefinite useful lives.

Customer relationships represent the value of customer contracts and relationships acquired in a business combination and are amortized on a straight-line basis over their estimated useful lives ranging from 4 – 15 years.

Software that is not an integral part of the related hardware is classified as an intangible asset. Internally developed software assets are recorded at historical cost and include direct material and labour costs as well as borrowing costs on qualifying assets. Software assets are amortized on a straight-line basis over estimated useful lives ranging from 3 – 10 years. The Company reviews the estimates of lives and useful lives on a regular basis.

Asset impairment

The Company tests goodwill and indefinite-life intangibles for impairment annually (as at February 1) and when events or changes in circumstances indicate that the carrying value may be impaired. The recoverable amount of each cash-generating unit (CGU) is determined based on the higher of the CGU's fair value less costs to sell and its value in use. A CGU is the smallest identifiable group of assets that generate cash flows that are independent of the cash inflows from other assets or groups of assets. The Company's cash generating units are Cable, Satellite, and Wireless. Where the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognized. Impairment losses relating to goodwill cannot be reversed in future periods. The results of the impairment tests are provided in Note 9 to the Consolidated Financial Statements.

Asset retirement obligations

The Company recognizes the fair value of a liability for an asset retirement obligation in the period in which it is incurred, on a discounted basis, with a corresponding increase to the carrying amount of property and equipment, primarily in respect of wireless and transmitter sites. This cost is amortized on the same basis as the related asset. The timing or amount of the outflow is subject to estimation and judgment. The liability is subsequently increased for the passage of time and the accretion is recorded in the income statement as interest expense. The discount rates applied are subsequently adjusted to current rates as required at the end of reporting periods. Revisions due to the estimated timing of cash flows or the amount required to settle the obligation may result in an increase or decrease in the liability. Actual costs incurred upon settlement of the obligation are charged against the liability to the extent recorded.

Employee benefit plans

As at August 31, 2021, Shaw had non-registered defined benefit pension plans for key senior executives and designated executives. The amounts reported in the financial statements relating to the defined benefit pension plans are determined using actuarial valuations that are based on several assumptions including the discount rate and rate of compensation increase. While the Company believes these assumptions are reasonable, differences in actual results or changes in assumptions could affect employee benefit obligations and the related income statement impact. The differences between actual and assumed results are immediately recognized in other comprehensive income/loss. The most significant assumption used to calculate the net employee benefit plan expense is the discount rate. The discount rate is the interest rate used to determine the present value of the future cash flows that is expected to be needed to settle employee benefit obligations and is also used to calculate the interest income on plan assets. It is based on the yield of long-term, high-quality corporate fixed income investments closely matching the term of the estimated future cash flows and is reviewed and adjusted as changes are required. The following table illustrates the increase on the accrued benefit obligation and pension expense of a 1% decrease in the discount rate:

(millions of Canadian dollars)	Accrued Benefits Obligation at End of Fiscal 2021	Pension Expense Fiscal 2021
Weighted Average Discount Rate – Non-registered Plans	3.10%	2.70%
Impact of: 1% decrease – Non-registered Plans	$ 72	$ 2

Deferred income taxes

The Company has recognized deferred income tax assets and liabilities for the future income tax consequences attributable to differences between the financial statement carrying amounts of assets and liabilities and their respective tax bases. Deferred tax assets are also recognized in respect of losses of certain of the Company's subsidiaries. The deferred income tax assets and liabilities are measured using enacted or substantially enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to reverse or the tax losses are expected to be utilized. Realization of deferred income tax assets is dependent upon generating sufficient taxable income during the period in which the temporary differences are deductible. The Company has evaluated the likelihood of realization of deferred income tax assets based on forecasts of taxable income of future years, existing tax laws and tax planning strategies. Significant changes in assumptions with respect to internal forecasts or the inability to implement tax planning strategies could result in future impairment of these assets.

Commitments and contingencies

The Company is subject to various claims and contingencies related to lawsuits, taxes and commitments under contractual and other commercial obligations. Contingent losses are recognized by a charge to income when it is likely that a future event will confirm that an asset has been impaired or a liability incurred at the date of the financial statements and the amount can be reasonably estimated. Significant changes in assumptions as to the likelihood and estimates of the amount of a loss could result in recognition of additional liabilities. Contractual and other commercial obligations primarily relate to network fees and agreements for use of transmission facilities in the normal course of business.

RELATED PARTY TRANSACTIONS

Related party transactions are reviewed by Shaw's Corporate Governance and Nominating Committee, consisting of independent directors. The following sets forth certain transactions in which the Company is involved.

Corus

The Company and Corus Entertainment Inc. ("Corus") are subject to common voting control. In fiscal 2020 and fiscal 2021, network, advertising, and programming fees were paid to various Corus subsidiaries. The Company also provided uplink of television signals, programming content, Internet services and lease of circuits to various Corus subsidiaries.

Burrard Landing Lot 2 Holdings Partnership

The Company has a 33.33% interest in Burrard Landing Lot 2 Holdings Partnership (the "Partnership"). During fiscal 2021, the Company paid the Partnership for lease of office space in Shaw Tower. Shaw Tower, located in Vancouver, British Columbia, is the Company's headquarters for its lower mainland British Columbia operations.

Key management personnel and Board of Directors

Key management personnel consist of the most senior executive team and along with the Board of Directors have the authority and responsibility for directing and controlling the activities of the Company. In addition to compensation provided to key management personnel and the Board of Directors for services rendered, the Company transacts with companies related to certain Board members primarily for the purchase of remote control units, network programming, collections, and installation of equipment.

Refer to Note 29 to the Consolidated Financial Statements for further related party transaction detail.

NEW ACCOUNTING STANDARDS

Shaw has adopted or will adopt a number of new accounting policies as a result of recent changes in IFRS as issued by the IASB. The ensuing discussion provides additional information as to the date that Shaw is or was required to adopt the new standards, the methods of adoption permitted by the standards, the method chosen by Shaw, and the effect on the financial statements as a result of adopting the new policies. The adoption or future adoption of these accounting policies has not and is not expected to result in changes to the Company's current business practices.

Standards, interpretations and amendments to standards issued but not yet effective

The Company has not yet adopted certain standards and interpretations that have been issued but are not yet effective. The following pronouncements are being assessed to determine the impact on the Company's results and financial position but the impacts are not expected to be material:

- *Proceeds before Intended Use* (Amendments to IAS 16, *Property, Plant and Equipment*) was amended to prohibit deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing the asset to capable operations. These amendments are required to be applied for annual periods commencing on or after January 1, 2022, however earlier application is permitted.

- *Onerous Contracts – Costs of Fulfilling a Contract* (Amendments to IAS 37, Provisions, Contingent Liabilities and Contingent Assets) was amended to clarify which costs should be included in determining the cost of fulfilling a potential onerous contract. These amendments are required to be applied for annual periods commencing on or after January 1, 2022, however earlier application is permitted.

- *Classification of Liabilities as Current or Non-Current (Amendments to IAS 1, Presentation of Financial Statements)* was amended to clarify that the classification of liabilities as current or non-current is based on rights that are in existence at the end of the reporting period and specifies that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability. The amendments are effective January 1, 2023 with early application permitted. The amendments are required to be adopted retrospectively.

RISK MANAGEMENT

In the normal course of our business activities, the Company is subject to risks. The purpose of risk management is to manage and mitigate risk, rather than to eliminate risk. The Company is committed to continually strengthening our risk management capabilities to protect and enhance value.

Risk Governance and Oversight

The Board of Directors has overall risk governance and oversight responsibilities. Specifically, the Board is responsible for identifying and assessing the principal risks inherent in the business activities of the Company and ensuring that management takes all reasonable steps to implement appropriate systems to manage such risks. The Board of Directors has delegated elements of its risk oversight responsibilities to specific Board committees. The Audit Committee is responsible for: (1) overseeing the Company's processes for identifying, assessing, and managing risks; and (2) ensuring that management implements and maintains effective internal controls and procedures for identifying, assessing and managing the principal risks to the Corporation and its business. In addition, the Human Resources and Compensation Committee is responsible for ensuring that the Company's short, medium and long-term incentive plans do not incent risk-taking beyond the Company's risk tolerance.

Responsibilities for Risk Management

Responsibility for risk management is shared across our organization. Each department's operating management, led by the Company's executive team, have integrated controls and risk management practices into day-to-day activities and decision-making processes. We have risk management and compliance functions across the organization such as Finance, Privacy, Security and Risk, Legal and Regulatory, and Technology Risk and Compliance. The Internal Audit and Advisory Services (IA&AS) department provides independent and objective audit and advisory services to evaluate and improve the effectiveness of the Company's governance, internal controls, disclosure processes, and risk management activities. The Audit Committee oversees the work of the IA&AS department and all reports issued by the IA&AS department. In addition, the IA&AS department's annual plan is reviewed and approved by the Audit Committee.

Enterprise Risk Management

As part of its role in risk governance and oversight, the Audit Committee oversees the Enterprise Risk Management (ERM) program. The ERM program is a performance focused process designed to identify, monitor, and manage significant corporate level risks that could impact the achievement of our strategic objectives. The Company's executives meet periodically to: (1) review and update significant corporate level risks, (2) assess such corporate level risks in terms of likelihood and magnitude of impact, (3) review the response strategy, and (4) monitor progress. The latest ERM update was provided to the Audit Committee in October 2021, with updates to be provided to the Board at least annually. The significant risks and uncertainties affecting the Company and its business are discussed under "Known Events, Trends, Risks and Uncertainties."

KNOWN EVENTS, TRENDS, RISKS AND UNCERTAINTIES

The discussion in this MD&A addresses only what management has determined to be the most significant known events, trends, risks, and uncertainties relevant to the Company, its operations, and/or its financial results. This discussion is not exhaustive. The discussion of these matters should be considered in conjunction with the "Caution Concerning Forward-Looking Statements."

Risks Related to the Transaction

The completion of the Transaction is subject to the satisfaction or waiver of several conditions precedent

The completion of the Transaction is subject to a number of conditions precedent, some of which are outside of the control of the Company and Rogers, including receipt of the Key Regulatory Approvals, there not having occurred a Material Adverse Effect or Purchaser Material Adverse Effect (as such terms are defined in the Arrangement Agreement) and the satisfaction of certain other customary closing conditions. There can be no certainty, nor can the Company or Rogers provide any assurance, that all conditions precedent to the Transaction will be satisfied or waived, nor can there be any certainty of the timing of their satisfaction or waiver. In addition, shareholders are advised that the condition relating to the occurrence of a Purchaser Material Adverse Effect is enforceable by, and is for the benefit of, the Shaw Family Living Trust. Accordingly, the Shaw Family Living Trust, which may have interests in the Transaction different from, or in addition to, those of other shareholders, has the right to prevent or delay the completion of the Transaction should it determine that a Purchaser Material Adverse Effect has occurred.

If, for any reason, the Transaction is not completed or its completion is materially delayed and/or the Arrangement Agreement is terminated, the market price of the Company's securities may be materially adversely affected. In such circumstances, the Company's business, financial condition or results of operations could also be subject to various material adverse consequences. In addition, if the Transaction is not completed, in certain circumstances, the Company may be required to pay a termination fee of $800 million to Rogers, the result of which could have a material adverse effect on the Company's business, financial position and results of operations and its ability to fund growth prospects and current operations.

The Key Regulatory Approvals necessary to complete the Transaction may not be obtained or may only be obtained after substantial delay

To complete the Transaction, each of the Company and Rogers must make certain filings with and obtain certain consents and approvals from certain governmental and regulatory authorities. In particular, the Company and Rogers have not yet obtained the Key Regulatory Approvals, all of which are required to complete the Transaction. In addition, governmental or regulatory agencies could deny permission for, or seek to block or challenge the Transaction or the transfer or deemed transfer of specific assets, including spectrum licenses, or impose material conditions relating to the Arrangement or any such transfer. If any one of the Key Regulatory Approvals is not obtained or any applicable law is in effect which makes the consummation of the Transaction illegal, the Transaction will not be completed.

In addition, a substantial delay in obtaining the Key Regulatory Approvals could result in the Transaction not being completed. In particular, if the Transaction is not completed by March 15, 2022 (subject to an extension of up to 90 days if required to obtain the Key Regulatory Approvals), either Shaw or Rogers may terminate the Arrangement Agreement, in which case the Transaction will not be completed.

Under certain circumstances, if the Key Regulatory Approvals are not obtained or any law (that relates to one or more of the Key Regulatory Approvals or the *Competition Act* (Canada)) is in effect which would make the consummation of the Transaction illegal and the failure to obtain the Key Regulatory Approvals is not caused by, and is not a result of, the failure by the Company to perform in all material respects any of its covenants or agreements under the Arrangement Agreement, then Rogers is obligated to pay the $1.2 billion reverse termination amount and certain costs amounting to approximately $120 million relating to Rogers' exercise of its right to require Shaw to redeem all of its issued and outstanding Preferred Shares on June 30, 2021. In addition, the holders of the Class A Shares and Class B Shares will not receive the consideration under the Arrangement Agreement (as the Transaction will not be completed).

The Arrangement Agreement may be terminated in certain circumstances

The Transaction may be terminated by the Company or Rogers in certain circumstances, in which case the Transaction will not be completed. Accordingly, there is no certainty, nor can the Company provide any assurance, that the Arrangement Agreement will not be terminated by the Company or Rogers prior to the completion of the Transaction. The failure to complete the Transaction could materially negatively impact the market price of Shaw's securities. Moreover, if the Arrangement Agreement is terminated and the Company's Board determines to pursue another merger or business combination, there is no assurance that the Company's Board will be able to find a party willing to pay an equivalent or greater price for all of Shaw's issued and outstanding Class A Shares and Class B Shares than the price to be paid by Rogers pursuant to the Transaction.

The failure to complete the Transaction could negatively impact the Company and have a material adverse effect on the current and future operations, financial condition and prospects of the Company

If the Transaction is not completed for any reason, there are risks that the announcement of the Transaction and the dedication of substantial resources of the Company to the completion thereof could have a negative impact on the Company's current business relationships (including with future and prospective employees, customers, suppliers and partners) and could have a material adverse effect on the current and future business, operations, results of operations, financial condition and prospects of the Company. In addition, failure to complete the Transaction for any reason could materially negatively impact the market price of Shaw's securities.

The entering into of the Arrangement Agreement may also preclude the Company from participating in any auction by ISED for wireless spectrum licenses. If the Transaction is not completed, the inability of the Company to participate in any wireless spectrum auction and to acquire licenses thereunder could have a material adverse effect on the current and future operations, financial condition and prospects of the Company.

The Company will incur significant costs and, in certain circumstances, may be required to pay a Termination Fee

Certain costs relating to the Transaction, such as legal, accounting, tax and financial advisory fees, must be paid by the Company even if the Transaction is not completed. In addition, if the Transaction is not completed for certain reasons, the Company may be required to pay a termination fee of $800 million to Rogers, the result of which could have a material adverse effect on the Company's business, financial position and results of operations and its ability to fund growth prospects and current operations.

The Transaction may divert the attention of management of the Company, impact the Company's ability to attract or retain key personnel or impact the Company's third-party business relationships

The Transaction could cause the attention of the Company's management to be diverted from the day-today operations of the Company. These disruptions could be exacerbated by a delay in the completion of the Transaction and could have an adverse effect on the current and future business, operations, results of operations, financial condition and prospects of the Company. Because the completion of the Transaction is subject to uncertainty, officers and employees of the Company may experience uncertainty about their future roles with the Company, which may adversely affect the Company's ability to attract or retain key management and personnel in the period until the completion or termination of the Transaction.

In addition, third parties with which the Company currently has business relationships or may have business relationships in the future, including industry partners, regulators, customers and suppliers, may experience uncertainty associated with the Transaction, including with respect to current or future relationships with the Company or Rogers. Such uncertainty could have a material and adverse effect on the current and future business, operations, results of operations, financial condition and prospects of the Company.

The Arrangement Agreement contains certain restrictions on the ability of the Company to conduct its business

Under the Arrangement Agreement, the Company must generally use its reasonable best efforts to conduct its business in the ordinary course and, prior to the completion of the Transaction or the termination of the Arrangement Agreement, the Company is subject to certain covenants which restrict it from taking certain actions without the prior consent of Rogers and which require it to take certain other actions. In either case, such covenants may delay or prevent the Company from pursuing business opportunities that may arise or preclude actions that would otherwise be advisable if the Company were to remain a standalone entity.

The financing of the Transaction

Although the Arrangement Agreement does not contain a financing condition and Rogers has received the debt commitment letter to provide for the debt financing in order to finance the Transaction, the obligation of the lenders under the debt commitment letter to provide the debt financing is subject to certain limited conditions. In the event that the Transaction cannot be completed due to the failure of Rogers to obtain financing required to close the

Transaction either because the limited conditions to the financing are not satisfied or other events arise which prevent Rogers from consummating the debt financing, the Company expects that Rogers may be unable to fund the consideration required to complete the Transaction, in which case Rogers will be required to pay a reverse termination fee of $1.2 billion to the Company and certain costs amounting to approximately $120 million relating to Rogers' exercise of its right to require Shaw to redeem all of its issued and outstanding Preferred Shares on June 30, 2021. In addition, the holders of the Class A Shares and Class B Shares will not receive the consideration under the Arrangement Agreement (as the Transaction will not be completed).

Coronavirus (COVID-19)

The outbreak of the novel strain of coronavirus, specifically identified as "COVID-19," continues to have worldwide impacts. Since being recognized by the World Health Organization as a pandemic on March 11, 2020, governments worldwide have enacted emergency measures to contain the spread of the virus. These measures, which include the implementation of border closures, travel bans, self-imposed quarantine periods, self-isolation, physical and social distancing, vaccine passports and the closure (or capacity reduction) of businesses, have caused material disruption to businesses in Canada and globally which has resulted in an uncertain and challenging economic environment. The pandemic's impact on the global debt and equity capital markets caused governments and central banks to react with significant monetary and fiscal interventions designed to stabilize economic conditions. While certain interventions have been lifted, others remain in place, have been re-instated or may yet be re-instated as the pandemic continues to threaten the health of Canadians.

It is unknown at this time as to the long-term efficacy of COVID-19 vaccines and the duration of government interventions against the COVID-19 virus and potential variants. Any estimate of the length and severity of these developments is therefore subject to significant uncertainty, and accordingly estimates of the extent to which the COVID-19 pandemic may, directly or indirectly, materially and adversely affect the Company's operations, financial results, and condition in future periods are also subject to significant uncertainty. Such risks include, but are not limited to:

- issues delivering the Company's products and services due to employee illness, Company or government-imposed isolation programs, restrictions on the movement of personnel, retail store closures/re-openings and supply chain disruptions;
- impacts on the availability of components and electronics due to global silicon (microprocessor) supply shortages and logistical/transport issues, impacting our ability to obtain inventory, including customer premise and network equipment;
- significant additional capital expenditures and the availability of resources required to maintain, upgrade or expand our networks in order to accommodate substantially increased network usage while large numbers of our customers continue working from home;
- uncertainty associated with costs, delays and availability of resources required to complete major maintenance and expansion projects on time and budget;
- significant lost revenue in our Shaw Business segment due to the significant economic challenges that our enterprise, small and medium sized business customers are facing due to the impact of the COVID-19 pandemic;
- impacts on the availability of, and therefore our ability to provide, the content and programming our customers expect;
- uncertainty associated with the costs and availability of resources required to provide the appropriate/required levels of service to our customers through our digital and self-serve platforms;
- a material reduction in demand for, or profitability of, our products or services, acceleration in cord cutting or cord shaving by our customers, or increase in delinquent or unpaid bills, due to job losses and associated financial hardship;
- the impact of additional legislation, regulation and other government interventions in response to the COVID-19 pandemic;
- the impact of the withdrawal of COVID-19 related government support programs on customers' demand or ability to pay for our products and services;
- the negative impact on global debt and equity capital markets, including the trading price of the Company's securities;
- the inability to access capital markets at a reasonable cost; and
- the potential impairment of long-lived assets.

Any of these risks, and others, could have a material adverse effect on our business, operations, capital resources, and/or financial results of operations.

The severity and duration of impacts from the COVID-19 pandemic remain uncertain and management continues to focus on the safety of our people, most of whom continue to work from home, providing reliable connectivity to our customer base, compliance with guidelines and requirements issued by various health authorities and government organizations, and continuity of other critical business operations. In fiscal 2020, we temporarily closed retail locations nationally (with the exception of a limited number of street front stores that remained open to provide urgent customer support). As at the date of this MD&A, substantially all of the Company's retail stores are open for business

The COVID-19 pandemic continues to evolve and as governments reduce, lift or reimpose emergency measures and interventions, the Company's focus continues to be on the safety and health of its employees, the reliability of its facilities-based network and responsiveness to its customers. The Company's return to workplace plan, designed to effect the gradual and safe re-introduction of employees to the workplace, continues to be evaluated and will be implemented in phases as government-imposed restrictions on businesses and individuals are lifted.

In order to address the health and safety of its employees returning to work, the Company has or will put in place many new protocols, including vaccination requirements, enhanced cleaning measures, sanitization stations, and daily health and wellness self-assessments. The Company is updating employees on a frequent basis to provide information on the situation and on necessary precautions to take. We will continue to have an open dialogue with our employees and public safety and government officials at all levels, as well as key suppliers, partners, and customers.

Competition and Technological Change

Shaw operates in an open and competitive marketplace. Our businesses face competition from regulated and unregulated entities using existing or new technologies and from illegal services. In addition, the rapid deployment of technologies, services, and products has blurred the traditional lines between telecommunications, Internet and distribution services and further expands the competitive landscape. Shaw may also face competition from platforms that may gain advantages through regulatory processes. In addition, the industry has experienced a general reduction in barriers to entry due to technological substitution, the development of IP networks and certain recent regulatory decisions.

While Shaw continually seeks to strengthen its competitive position through investments in infrastructure, technology and customer service and through acquisitions, there can be no assurance that these investments will maintain Shaw's market share or performance in the future. New technologies in the industry may evolve faster than the historical investment cycle, potentially resulting in additional capital investments not currently planned and shorter useful lives for certain of Shaw's existing assets. New products or services introduced into the marketplace may reduce demand for Shaw's existing products and services or exert downward pricing pressure on Shaw's offerings.

The following developments in the competitive environment, trends, risks and/or uncertainties specific to areas of our business may have a material adverse effect on Shaw and its reputation, as well as its operations and/or its financial results. In each case, the competitive events, trends, risks and/or uncertainties may increase or continue to increase. Competition for new subscribers and retention of existing subscribers (churn reduction) may require substantial promotional activity and increase our cost of customer acquisition, decrease our ABPU, ARPU or all of these metrics. We expect that competition, including aggressive discounting practices by competitors to gain market share, is likely to continue to increase for all our businesses.

Consumer Internet

Shaw competes with different types of ISPs offering residential Internet access including traditional telephone companies, wireless providers and independent ISPs making use of wholesale services to provide Internet access in various markets. In urban areas competition from traditional telephone companies is increasing as they near completion on their FTTP builds, while in rural areas, new entrants leveraging Low Earth Orbit (LEO) satellite technology are offering additional connectivity options. Wireless technology, both LTE and 5G, is also becoming more broadly used for fixed wireless services, as well as through mobile hotspot or tethering features. While Shaw continues to invest in technology and infrastructure to improve its consumer Internet offerings, there can be no assurance that such investments will be sufficient to maintain or enhance the Company's competitive position with respect to new or emerging technologies.

Shaw expects that consumer demand for higher Internet access speeds and greater bandwidth will continue to be driven by bandwidth-intensive applications including streaming video, digital downloading, Internet-of-Things (IOT), remote work, video collaboration technology, interactive gaming, and cloud-based services. As described further under "Shaw's Wireline Network," Shaw continues to expand the capacity and efficiency of its wireline network to handle the anticipated increases in consumer demand for higher Internet access speeds and greater bandwidth. However, there can be no assurance that our investments in network capacity will continue to meet this increasing demand. In addition, unprecedented situations such as the COVID-19 pandemic highlighted the unpredictable nature of network traffic growth and consumer behavior.

Consumer Video

Shaw's Consumer Video services, delivered through both our wireline and satellite platforms, compete with other distributors of video and audio signals. We also compete increasingly with unregulated OTT and offerings available over Internet connections. Continued improvements in the quality of streaming video over the Internet and the increasing availability of television shows and movies online will continue to increase competition to Shaw's Consumer Video services. As a result, we continue to experience cord cutting and cord shaving in our traditional cable services and packages.

Consumer Phone

Shaw's competitors for Consumer Wireline Phone services include traditional telephone companies, other wireline carriers, and Voice over Internet Protocol (VoIP) providers. In addition, households increasingly rely on wireless services in place of wireline phone services which negatively affects the business and prospects of our Consumer Wireline Phone services.

Wireless

Freedom Mobile and Shaw Mobile are relatively new entrants in the highly competitive Canadian wireless market which is characterized by three national wireless incumbent carriers and regional participants. The national wireless incumbent carriers have larger, and more diverse spectrum holdings than Shaw, as well as larger operational and financial resources than Shaw and are well established in the market. Freedom Mobile and Shaw Mobile's ability to continue to offer and improve Wireless services and to offer new services depends on, among other factors, continued access to, and deployment of, adequate spectrum, including the ability to both renew current spectrum licences and acquire new spectrum licences (in various spectrum bands). If Freedom Mobile and Shaw Mobile cannot acquire and retain required spectrum, they may not be able to continue to offer and improve current wireless services and deploy new services on a timely basis, including providing competitive data speeds their customers want. For example, the development and utilization of 5G technology requires additional spectrum licenses. While the 5G ecosystems are expected to work on multiple frequency bands, including 600 MHz spectrum, 3500 MHz spectrum is becoming the primary band for 5G mobile coverage. Our decision not to participate in the recent 3500 MHz spectrum auction may place Shaw's wireless business at a competitive disadvantage if Shaw is unable to acquire the spectrum resources required to launch a 5G service. As a result, Freedom Mobile and Shaw Mobile's ability to attract and retain customers could be adversely affected. In addition, an inability to acquire and retain required spectrum could affect network quality and result in higher capital expenditures. See "Risks Related to the Transaction – The failure to complete the Transaction could negatively impact the Company and have a material adverse effect on the current and future operations, financial condition and prospects of the Company" for more information.

Our Wireless division may face increased competition from other facilities based or non-facilities based new entrants or alternate technologies, including as a result of regulatory decisions or government policies that favour certain competitive platforms. For further detail see "Government Regulations and Regulatory Developments – Telecommunications Act – CRTC Wireless Review."

Business Services

Shaw Business competes with other telecommunications carriers in providing high-speed data and video transport and Internet connectivity services to businesses, ISPs and other telecommunications providers. The telecommunications industry in Canada is highly competitive, rapidly evolving and subject to constant change. Shaw Business' competitors include traditional telephone companies, competitive access providers, competitive local exchange carriers, ISPs, private networks built by large end users, and other telecommunications companies. In addition, the development and implementation of new technologies by others could give rise to significant additional competition. Competitors for the delivery of voice and unified communication services include traditional telecommunications companies, resellers and new entrants to the market leveraging new technologies to deliver services. Shaw Broadcast Services also competes in industries that are highly competitive, rapidly evolving and subject to constant change.

Information Systems and Internal Business Processes

Many aspects of the Company's businesses depend to a large extent on various information technology (IT) systems and software, and on internal business processes. Shaw regularly undertakes initiatives to update and improve these systems and processes. Although the Company has taken steps to reduce the risks of failure of these systems and processes, there can be no assurance that potential failures of, or deficiencies in, these systems, processes or change initiatives will not have a material adverse effect on Shaw and its reputation, as well as Shaw's operations and/or financial results.

Acquisitions, business combinations and the development and launch of new services typically require significant integration and system development efforts. The Company faces the risk that proposed IT systems or process change initiatives will not be implemented successfully, on budget, or on time. As the complexity of the Company's systems increases, system stability and availability may be affected. Failure to implement and maintain appropriate IT systems could negatively impact Shaw's reputation, operations and/or financial results.

Cyber Security Risks

Cyber attacks continue to become more frequent and sophisticated in nature with a recent increase in telecom attacks globally. Although Shaw's systems and network architecture are designed and operated to be secure, they are vulnerable to the risks of an unauthorized third party accessing these systems or its network. This could lead to a number of adverse consequences, including the unavailability, disruption or loss of Shaw's services or key functionalities within Shaw's technology systems or software; the unauthorized disclosure, corruption or loss of sensitive Company, customer or personal information; litigation, investigations, fines, and liability for failure to comply with privacy and information security laws; increased fraud; increased cyber security protection costs; and higher insurance premiums. Shaw is also exposed to information security threats as a result of actions by our customers, suppliers, third-party service providers, employees and business partners – whether maliciously or otherwise. Our insurance may not cover or be adequate to fully reimburse us for any associated costs and losses.

We continue to assess and enhance our cyber security within Shaw while we are monitoring the risks of cyber attacks and implement appropriate security policies, procedures and information technology systems to mitigate the risk of cyber attacks.

External threats to our network are constantly changing, and there is no assurance that Shaw will be able to protect its network from all future threats which may have a material adverse effect on Shaw and its reputation, as well as Shaw's operations and/or financial results.

Privacy

As part of regular business activities, Shaw collects and manages personal information in compliance with applicable laws. In order to minimize privacy risk, Shaw carries out privacy impact assessments (PIAs) and Threat Risk Vulnerability Assessments (TRVAs) on new initiatives and vendor selection processes, and we regularly conduct privacy training for all Shaw employees. Despite these practices, privacy threats continue to evolve quickly, and the Company is at risk of a breach or compromise of employee or customer data or personal information, which may have a material adverse effect on Shaw and its reputation, as well as Shaw's operations and/or financial results. The Company may also face regulatory penalties and legal claims in connection with non-compliance with federal and/or provincial legislation or regulations. See "Government Regulations & Regulatory Developments – Privacy and Anti-Spam Legislation – Privacy Legislation" for more information.

Impact of Regulation

As discussed under "Government Regulations and Regulatory Developments," a majority of our Canadian business activities are subject to: (i) government legislation, (ii) regulations and policies administered by various government departments and regulators, particularly ISED, Canadian Heritage and the CRTC, and (iii) conditions of licence imposed by ISED and/or the CRTC. Shaw's operations, financial results, and future prospects are affected by changes in legislation, regulations, policies, and conditions of licence, including pursuant to changes in the interpretation of existing legislation, regulations and requirements contained in such conditions of licence by courts, governments, or the regulators, in particular the CRTC, ISED, Canadian Heritage, the Competition Bureau, and the Copyright Board. These changes relate to, and may have an impact on, among other things, licensing and licence renewal, spectrum holdings, products and services, operations, competition, programming carriage and terms of carriage, strategic transactions, infrastructure access, and the potential for new or increased fees or costs. All such changes in the regulatory regime may have a material adverse effect on the Company and its operations, reputation, investment capability, ability to compete, as well as the Company's financial results and/or future prospects.

Reliance on Suppliers and Third Party Service Providers

Shaw is connected to or relies on other telecommunication carriers and certain utilities to conduct its business. Any disruption to the services provided by these suppliers, including labour strikes and other work disruptions, bankruptcies, component sourcing challenges, technical difficulties or other events affecting the business operations of these carriers or utilities may affect Shaw's ability to operate and, therefore may have a material adverse effect on Shaw and its reputation, as well as Shaw's operations and/or financial results. The advent of the COVID-19 pandemic has caused disruption to global supply chains, including those on which Shaw relies to conduct its business.

The Company sources its customer premise, capital equipment, and capital builds as well as portions of its service offerings, including network, video delivery and IT functions from certain key suppliers. While the Company has alternate sources for many of these purchases, the loss of a key supplier (or the inability of a key supplier to provide such products or services for any reason) may require us to incur additional capital expenditures for the substitution of existing products and services which could adversely affect the Company's ability to operate, and therefore may have a material adverse effect on Shaw, its reputation, operations and/or its financial results. Additionally, our ability to obtain customer premise and network equipment is impacted by the availability of components and electronics. Shortages of these materials, such as global silicon (microprocessor), or logistical/transport issues, such as those caused by the ongoing COVID-19 pandemic, may also have a material adverse effect on Shaw or its operations.

In the course of fulfilling service arrangements, third-party service providers must ensure our information is appropriately protected and safeguarded. Failure to do so may affect Shaw through increased regulatory risk, reputational damage, and damage to customer experience.

There are a limited number of suppliers of popular mobile devices and there is a risk that the Company will not be able to maintain contracts for its existing supply of mobile devices and/or contract for the supply of new devices on commercially reasonable terms.

Shaw has access to global scale initiatives through partnerships with best-in-class service providers such as Comcast, Cisco Meraki, and Nokia to ensure that the technology we adopt and invest in is leading-edge in the global communications industry. There is a risk that the Company's participation in such partnerships ends or that the technology roadmap of Shaw and its partners diverges, resulting in disparate strategic approaches. Such divergence may result in higher capital requirements, prolonged development timelines of new products and services, and suboptimal performance of new products and services introduced by Shaw.

Inventory

Our Wireless division's inventory consists of devices which generally have short product lifecycles due to frequent new device introductions. The failure to effectively manage inventory levels based on product demand may increase the risk of inventory obsolescence, which could negatively impact Shaw's operations and/or financial results.

Similar to other wireless service providers, Shaw subsidizes the cost of subscriber devices to attract customers to sign a term contract with Freedom Mobile or Shaw Mobile. Shaw also commits to a minimum subsidy per unit with certain suppliers of devices. There is a risk that Shaw may be unable to recover the costs of subsidies over the term of the customer contract which could negatively impact our business, operations, or financial results.

Network Failure

Shaw's business may be interrupted by wireline or wireless network failures, including its own or third-party networks. Such network failures may be caused by fire damage, natural disaster, power loss, cyber attacks, human error, disabling devices, acts of war or terrorism, physical climate change impacts and other events which may be beyond Shaw's control. In recent years we have seen an increase in the number of severe weather events, such as forest fires (including those occurring in British Columbia during the summer of 2021) and floods, that impact our network. The Company is taking steps to mitigate the consequences of the rise in severe weather events on its networks. Despite these efforts, the Company is still subject to an increased risk of damages to its wireline and wireless networks.

As insurance premium costs are uneconomic relative to the risk of failure, Shaw self-insures its plant (underground and aerial infrastructure) in its Fibre+ network. It is likely that wireline or wireless network damage caused by any one incident would be limited by geographic area and the resulting business interruption and financial damages would also be limited. In addition, with respect to a wireline network failure, we expect the risk of loss to be mitigated as most of the backbone fibre network and much of the hybrid fibre coax, or HFC, access network is located underground.

Shaw protects its wireline and wireless networks through a number of measures, including physical and information technology security, redundancy, and ongoing maintenance and placement of insurance on our network equipment and data centres. In the past, the Company has successfully recovered from network damage caused by natural disasters without significant cost or disruption of service. To further mitigate this risk, Shaw is nearing completion on the build of multiple new diverse fibre routes across British Columbia, as well as other provinces. Additionally, to further increase the resiliency of our fibre infrastructure in areas that are prone to fire and wind damage, we are shifting construction to underground builds, where possible, rather than aerial. The new routes and underground builds, along with ongoing investments to increase the resiliency of critical infrastructure sites and the build of a hub on wheels to allow for rapid restoration from the total loss of a hubsite, will continue to increase the resiliency of Shaw's backbone network.

Despite the steps Shaw takes to reduce the risk of wireline and wireless network failure, failures may still occur, and such failures could negatively affect levels of customer service and relationships which may have a material adverse effect on Shaw and its reputation, as well as its operations and/or financial results.

Shaw's networks may also experience unexpected capacity pressures as a result of the impact of the COVID-19 pandemic which could negatively affect network performance and the Company's ability to provide services. Negative impacts on network availability, speed, and consistency could have a material adverse effect on Shaw and its reputation, as well as Shaw's operations and/or financial results.

Customer Experience

Shaw's customer loyalty, retention, and likelihood to recommend Shaw all depend on our ability to provide a seamless connectivity experience that meets or exceeds their expectations. To meet customer's needs, the Company has modernized several aspects of its Wireline operations to better serve today's customer, including shifting some self-serve interactions to digital platforms, while maintaining professional install and in-person technical support for customer touchpoints that improve overall satisfaction. The Company continues to simplify manual processes that improve its customers overall connectivity experience and day-to-day operations for our employees.

The complexity in our operations due to the use of multiple technology platforms, billing systems, sales channels, marketing databases as well as different rate plans, promotions, and product offerings may limit the Company's ability to respond quickly to market changes and lead to billing, service, or other errors, which may adversely affect customer satisfaction and retention. The failure to sustain and expand customer relationships through quality products/services, and customer service could have a material adverse effect on our business, financial condition, reputation, and/or results of operations.

Shaw uses data analytics tools to perform customer segmentation, improve our offerings to customers, and support corporate decision-making. If the data behind these tools is poor or our analytical tools are not well designed, there is a risk they will not be effective in predicting our customers' needs and wants. The realization of these risks could negatively impact our business and/or reputation.

Satellite

Shaw uses three satellites (Anik F2, Anik F3 and Anik G1) owned by Telesat to provide satellite services in our Consumer division. Effective October 1, 2019, the Company transferred its ownership interest in the 16 Anik F2 transponders, adjusted its satellite traffic on the Anik F1R and Anik F2 satellites, and renewed its capacity service agreements in place on Anik F1R, Anik F2, and Anik G1 until the effective end-of-life dates of such satellites. In connection with the Company's digital network upgrade (DNU) program, the Company has effectively optimized satellite traffic, enabling a reduction in the total number of transponders required by the Company to conduct its business and absorbing the previous capacity leased on Anik F1R prior to this satellite reaching the end of its serviceable life in August 2021. The Company continues to assess its long term satellite capacity requirements with no assurance that replacement transponder capacity will be available or that agreements for such capacity will be entered into on favourable terms. This may have a material adverse effect on customer service and customer relationships, as well as the Company's reputation, operations and/or financial results.

The Company does not maintain any insurance coverage for the transponders on Anik F2, Anik F3 and Anik G1 as it believes the costs are uneconomic relative to the benefit which could be otherwise derived through an arrangement with Telesat. As collateral for the transponder capacity pre-payments that were made by the Company to facilitate the construction of the satellites, the Company maintains a security interest in the transponder capacity and any related insurance proceeds that Telesat recovers in connection with an insured loss event.

The Company does not maintain business interruption insurance covering damage related to the loss of use of one or more of the transponders on the satellites as it believes that the insurance premium costs are uneconomic relative to the risk of transponder and/or satellite failure. The majority of transponder capacity is available to the Company on an unprotected, non-pre-emptible basis. The Company has the option to contract transponders with excess capacities on Anik F2, subject to availability. In the event of satellite failure, service will be restored as capacity becomes available. Restoration of satellite service on another satellite may require repositioning or re-pointing of customers' receiving dishes, an upgrade to their video receivers or customers may require a larger dish. The Anik G1 satellite has a switch feature that allows whole channel services (transponders and available spares) to be switched from extended Ku-band to Ku-band, which provides the Company with limited back-up to restore failed whole channel services of Anik F2 or augment overall Ku-band capacity if the need arises. The Company has reserved limited access to Ku band frequencies in the 107.3 orbital location to enable the switching feature, subject to availability. Satellite failure could negatively affect levels of customer service and customer relationships and may have a material adverse effect on Shaw and its reputation, as well as Shaw's operations and/or financial results.

The provision of Internet connectivity in rural areas by new entrants leveraging LEO satellite technology may accelerate cord cutting and/or cord shaving trends among Shaw Direct customers.

Economic Conditions

The Canadian economy is affected by uncertainty in global financial and equity markets, and slowdowns in national and/or global economic growth. Changes in economic conditions, which may differ across our regional footprint, may affect discretionary consumer and business spending, resulting in increased or decreased demand for Shaw's product offerings. Current or future events caused by volatility in domestic or international economic conditions or a decline in economic growth may have a material adverse effect on Shaw, its operations and/or financial results. The advent of the COVID-19 pandemic has exacerbated both the uncertainty and volatility in economic growth rates.

Programming Expenses

Expenses for video programming continue to be one of our most significant operating expenses. Costs may continue to increase, particularly for sports programming. In addition, as we add programming or distribute existing programming to more of our subscriber base, programming expenses increase. Although we have been successful at reducing the impact of these cost increases through the sale of additional services or increasing subscriber rates, there can be no assurance that we will continue to be able to do so and this may have a material adverse effect on Shaw, its operations and/or its financial results.

Roaming Agreements

Shaw and/or its wholly owned subsidiaries have entered into roaming agreements with multiple carriers in Canada and around the world to extend its national and worldwide coverage. If the Company is unable to extend its national and worldwide wireless coverage, or renew or substitute for those roaming agreements at their respective existing terms or on commercially reasonable terms, the Company may be placed at a competitive disadvantage, which could adversely affect its ability to operate its Wireless business, as well as its reputation and customer experience. In addition, if the Company is unable to renew, or substitute for, these roaming agreements on a timely basis and at an acceptable cost, its cost structure could materially increase, and, consequently, its business, prospects, revenues, financial condition, and results of Wireless operations could be adversely affected.

The three incumbent national wireless carriers are required by CRTC regulation to provide domestic wholesale roaming services to Shaw and other facilities-based wireless competitors at regulated rates. Changes to the regulated rates or other terms in the wholesale roaming policy could negatively impact the Company's wireless financial results, growth prospects, and operational flexibility. For further detail see "Government Regulations and Regulatory Developments – Telecommunications Act – CRTC Wireless Review."

Talent Management and Succession Planning

Shaw's success is substantially dependent upon the retention and the continued performance of our executive officers. Many of these executive officers are uniquely qualified in their areas of expertise, making it difficult to replace their services in the short to medium term. The loss of the services of any key executives and/or employees in critical roles or inadequate processes designed to attract, develop, motivate, and retain productive and engaged employees could have a material adverse effect on Shaw, its operations and/or financial results. To mitigate this risk, the Company's comprehensive compensation program is designed to attract, retain, motivate, and reward the executive team and key employees through aligning management's interest with our business objectives and performance.

Furthermore, in light of the announcement of the Transaction, the Company has provided retention packages for members of the senior leadership team as well as key employees to ensure cooperation and appropriate motivation and alignment of interests of employees in connection with the Arrangement, to retain them during the interim period between the signing of the Arrangement Agreement and the closing of the Transaction, and to compensate them for additional work they will be required to perform as a result of the Transaction (in addition to the full time work they perform for the Company on a daily basis).

Labour Relations

As at August 31, 2021, approximately 5% of our employees are represented by unions under collective bargaining agreements. While the Company strives to maintain positive labour relations, we can neither predict the outcome of current or future negotiations relating to labour disputes, union representation, or renewal of collective bargaining agreements, nor be able to avoid future work stoppages, strikes, or other forms of labour protests pending the outcome of any current or future negotiations. A prolonged work stoppage, strike or other form of labour protest could have a material adverse effect on our businesses, operations, and reputation. Even if the Company does not experience strikes or other forms of labour protests, the outcome of labour negotiations could adversely affect our businesses and results of operations. In addition, our ability to make short-term adjustments to control compensation and benefits costs could be limited by the terms of such collective bargaining agreements. To support all leaders and employees, we continually listen to remove barriers and respond in real-time to needs and concerns. We also continue to provide support for leaders on how to manage change and maintain positive employee engagement and relations.

Climate Change

Climate change risks are important considerations for Shaw. These risks have been classified as two main types – physical risks and transition risks – which are described in further detail below.

Physical Risks

In accordance with the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD), we recognize that climate change may increase the severity, duration, and frequency of natural hazards and weather-related events. These in turn may negatively impact our business, which may require us to protect, test, maintain, repair, and replace our networks, IT systems, equipment and other infrastructure. For example:

- increased temperatures could impact our networks, IT systems, equipment and other infrastructure which could require the installation of additional cooling devices;

- acute risks (e.g., ice storms, extreme precipitation, flooding, fires, hurricanes, tornados, tsunamis) and chronic risks (e.g., sea-level rise) could impact or destroy our facilities or network, equipment, and other infrastructure, and affect our employees' ability to safely perform work. These impacts may increase our insurance related expenses, and affect our ability to deliver products and services; and
- climate change related impacts to our key suppliers could adversely affect their ability to supply us with required products and services.

The occurrence of any of these events could have a material adverse effect on our operations and/or financial results. See also "Network Failure" risks above which could increase in severity and/or frequency as a result of climate change related natural disasters.

With the exception of our network equipment and data centres, we self-insure our Fibre+ network and, as a result, have limited insurance coverage against the losses resulting from natural disasters affecting our Fibre+ network. For further detail see "Network Failure" above.

Although we have business continuity/resumption plans and disaster recovery plans and strategies in place, the failure of any of our climate change mitigation and adaptation efforts (including response strategies and business continuity protocols) may affect our business through potential disruption of our operations, damage to our facilities and infrastructure, and affect the communities that we operate in and serve, which may have a material adverse effect on Shaw and its reputation, as well as its operations, prospects and/or financial results.

Transition Risks

Climate change is drawing more attention through evolving public interest as well as government regulation and policy.

- **Policy & legal risk:** Many aspects of our operations are subject to evolving and increasingly stringent federal, provincial, and local environmental, health, and safety laws and regulations. These laws and regulations impose requirements with respect to matters such as fuel storage, the recovery and recycling of end-of-life electronic products, greenhouse gas emissions, the release of substances into the environment, corrective and remedial action concerning such releases, and the proper handling, management and disposal of substances. These evolving considerations and more stringent laws and regulations could lead to increased costs for compliance, which could be material. For example, we may be required to incur additional capital expenditures from substituting existing products and services with lower emissions options. The Company may also incur increased operational costs due to higher fuel and energy prices resulting from carbon taxes and/or cap and trade programs.
- **Reputational Risk:** Failure to recognize and adequately respond to changing environmental matters and expectations, or to comply with environmental laws and regulations, could result in fines, new regulatory obligations and associated costs, or damage to our reputation or brand any of which could have a material adverse effect on our operations and/or financial results.

On December 7, 2020, Shaw issued its inaugural ESG report to provide stakeholders (i.e. customers, employees, investors, supply chain partners and regulators) with an overview of our ESG program, including Shaw's goals and actions. Shaw's ESG report can be found at https://www.shaw.ca/corporate/environmental-social-governance.

As part of the development of the ESG program, we integrated climate-related considerations into our governance and risk management practices.

Interest Rates, Foreign Exchange Rates and Capital Markets

Shaw has the following financial risks in its day-to-day operations:

(a) **Interest rates**: Due to the capital-intensive nature of Shaw's operations, the Company uses long-term financing extensively in its capital structure. The primary components of this structure include banking facilities and various Canadian denominated senior notes and debentures with varying maturities issued in the public markets. These are more fully described in Note 13 to the Consolidated Financial Statements.

Interest on bank indebtedness is based on floating rates while the senior notes are all fixed-rate obligations. If required, Shaw uses its credit facility to finance day-to-day operations and, depending on market conditions, periodically converts the bank loans to fixed-rate instruments through public market debt issues. Increases in interest rates may have a material adverse effect on Shaw, its operations and/or its financial results.

(b) **Capital markets**: Shaw requires or may require ongoing access to capital markets to support its operations. Changes in capital market conditions, including significant changes in market interest rates or lending practices, or changes in Shaw's credit ratings, may adversely affect our ability to raise or refinance short-term or long-term debt and therefore may have a material adverse effect on Shaw, its operations and/or its financial results.

Shaw manages its exposure to floating interest rates by maintaining a mix of fixed and floating rate debt. Interest on the Company's unsecured credit facility and accounts receivable securitization program are based on floating rates, while the senior notes are all fixed rate obligations.

As at August 31, 2021, virtually all of Shaw's consolidated long-term debt was fixed with respect to interest rates.

The Company may also enter into derivative contracts, primarily forward contracts, to mitigate its exposure to foreign exchange and interest rate risks. While hedging and other efforts to manage these risks are intended to mitigate Shaw's risk exposure, because of the inherent nature and risk of such transactions, those activities can result in losses. For instance, if Shaw hedges its floating interest rate exposure, it may forego the benefits that may otherwise be experienced if rates were to fall and it is subject to credit risks associated with the counterparties with whom it contracts. In order to minimize the risk of counterparty default under its derivatives agreements, Shaw assesses the creditworthiness of its derivative counterparties. Further information concerning the policy and use of derivative financial instruments is contained in Notes 2 and 30 to the Consolidated Financial Statements.

Litigation

Shaw and its subsidiaries are involved in litigation matters arising in the ordinary course and conduct of its business. Although management does not expect that the outcome of these matters will have a material adverse effect on the Company, there can be no assurance that these matters, or other legal matters that arise in the future, will not have a material adverse effect on Shaw and its reputation, as well as Shaw's operations and/or financial results.

Shaw is a public company with shares trading on the Toronto and New York stock exchanges. As a result, the Company may be subject to civil liability under Canadian and US securities laws for alleged misrepresentations by the Company in its public disclosure documents and/or oral statements.

Legal and Ethical Compliance

Shaw expects and relies on its employees, officers, Board of Directors, contractors, suppliers, and other business partners to act in accordance with applicable legal and ethical standards in all jurisdictions in which we operate, including, but not limited to, anti-bribery, anti-corruption, and anti-money laundering laws and regulations. Situations where Shaw's employees, officers, Board of Directors, contractors, suppliers, and other business partners do not adhere to applicable laws and regulations, the Company's policies or its contractual obligations, whether inadvertently or intentionally, may expose the Company to litigation and the possibility of damages, sanctions, and fines, or of being disqualified from bidding on contracts, which may have a material adverse effect on Shaw and its reputation, as well as its operations, prospects, and/or financial results.

Taxes

Shaw's business is subject to various tax laws, changes to tax laws and the adoption of new tax laws, regulations thereunder and interpretations thereof, which may have adverse tax consequences to Shaw.

While Shaw believes it has adequately provided for all income and commodity taxes based on information that is currently available, the calculation and the applicability of taxes in many cases require significant judgment in interpreting tax rules and regulations. In addition, Shaw's tax filings are subject to government audits which could result in material changes in the amount of current and deferred income tax assets and liabilities and other liabilities which may, in certain circumstances, result in the assessment of interest and penalties.

Concerns about Alleged Health Risks relating to Radiofrequency Emissions

Concerns about alleged health risks relating to radiofrequency emissions may adversely affect our Wireless division and our Shaw Go WiFi operations. Some studies have alleged that links exist between radiofrequency emissions from certain wireless devices and cell sites and various health problems or possible interference with electronic medical devices, including hearing aids and pacemakers. The Company complies with all applicable laws and regulations. Further, the Company relies on suppliers of wireless network equipment and customer equipment to meet or exceed all applicable regulatory and safety requirements. No definitive evidence exists of harmful effects from exposure to radiofrequency emissions when legal limits are complied with. Additional studies of radiofrequency emissions are ongoing and we cannot be certain of results, which could result in additional or more restrictive regulation or exposure to potential litigation.

Acquisitions, Dispositions and Other Strategic Transactions

Shaw may from time to time make acquisitions to expand its existing businesses or to enter into sectors in which Shaw does not currently operate, dispositions to focus on core offerings or enter into other strategic transactions. Such acquisitions, dispositions and/or strategic transactions may fail to realize the anticipated benefits, result in unexpected costs, result in unexcepted liabilities that were not uncovered through the due diligence process and/or Shaw may have difficulty incorporating or integrating the acquired business, any of which may have a material adverse effect on Shaw, its operations and/or financial results. Under the terms of the Arrangement Agreement, and prior to the completion of the Transaction or the termination of the Arrangement Agreement, the Company is subject to covenants which restrict it from making certain acquisitions, dispositions or other strategic transactions without Rogers' consent. For further detail, refer to the Arrangement Agreement and the management information circular, filed March 15, 2021 and April 23, 2021, respectively, on Shaw's SEDAR profile at www.sedar.com and EDGAR profile at www.sec.gov/edgar.shtml.

Dividend Payments are not Guaranteed

Shaw currently pays monthly common share dividends in amounts approved on a quarterly basis by the Board of Directors. Over the long term, Shaw expects to continue to pay dividends from its free cash flow; however, balance sheet cash and/or credit facilities may be used to fund dividends from time to time. Although Shaw intends to make regular dividend payments, dividends are not guaranteed as actual results may differ from expectations and there can be no assurance that the Company will continue common share dividend payments at the current level. In addition to the standard legislated solvency and liquidity tests that must be met, the Company would not be able to declare and pay dividends if there was an event of default or a pending event of default would result (as a consequence of declaring and paying dividends) under its credit facilities.

Under the terms of the Arrangement Agreement entered into with Rogers, the Company is restricted in its ability to increase the amount of the dividend payments prior to the completion of the Transaction without Rogers' consent.

Holding Company Structure

Substantially all of Shaw's business activities are operated by its subsidiaries. As a holding company, our ability to meet our financial obligations is dependent primarily upon the receipt of interest and principal payments on intercompany advances, management fees, cash dividends and other payments from our subsidiaries together with proceeds raised by the Company through the issuance of equity and the incurrence of debt, and from proceeds received on the sale of assets. The payment of dividends and the making of loans, advances and other payments to Shaw by its subsidiaries may be subject to statutory or contractual restrictions, are contingent upon the earnings of those subsidiaries and are subject to various business and other considerations.

Control of the Company

Voting control of the Company is held by SFLT and its subsidiaries. As at October 29, 2021, SFLT and its subsidiaries held, directly or indirectly, or exercised control or direction over 17,662,400 Class A Shares, representing approximately 79% of the issued and outstanding Class A Shares, for the benefit of the descendants of the late JR Shaw and Carol Shaw. The sole trustee of SFLT is a private company controlled by a board consisting of seven directors, including as at October 29, 2021, Bradley S. Shaw, four other members of his family, and two independent directors.

The Class A Shares are the only shares entitled to vote in all circumstances. Accordingly, SFLT and its subsidiaries are able to elect a majority of the Board of Directors of the Company and to control the vote on matters submitted to a vote of the Company's Class A Shares.

SUMMARY OF QUARTERLY RESULTS

Below is a quarterly summary of the Company's consolidated financial results and selected key performance drivers for fiscal 2021 and 2020.

	2021				2020			
(millions of Canadian dollars except per share amounts)	**Q4**	**Q3**	**Q2**	**Q1**	**Q4**	**Q3**	**Q2**	**Q1**
Revenue	**1,377**	**1,375**	**1,387**	**1,370**	1,349	1,312	1,363	1,383
Adjusted EBITDA (1)	**614**	**642**	**637**	**607**	594	609	600	588
Restructuring costs	**—**	**(1)**	**(1)**	**(12)**	—	(14)	—	—
Amortization	**(310)**	**(300)**	**(303)**	**(305)**	(312)	(302)	(300)	(303)
Amortization of financing costs	**—**	**(1)**	**—**	**(1)**	(1)	—	(1)	(1)
Interest expense	**(67)**	**(31)**	**(67)**	**(66)**	(68)	(67)	(68)	(71)
Other income (expense)	**(6)**	**(21)**	**26**	**(2)**	(1)	7	(19)	(3)
Income taxes	**21**	**66**	**(75)**	**(58)**	(37)	(49)	(45)	(48)
Net income (2)	**252**	**354**	**217**	**163**	175	184	167	162
Earnings per share								
Basic and diluted	**0.50**	**0.70**	**0.43**	**0.31**	0.34	0.35	0.32	0.31
Other Information								
Cash flows from operating activities	**590**	**560**	**473**	**300**	632	588	361	339
Free cash flow (1)	**180**	**308**	**248**	**225**	152	221	191	183
Capital expenditures and equipment costs	**287**	**233**	**250**	**233**	307	268	276	260

(1) See "Key Performance Drivers" for more information about these non-GAAP financial measures.
(2) Net income attributable to both equity shareholders and non-controlling interests.

F21 Q4 **vs** F21 Q3	In the fourth quarter of fiscal 2021, net income decreased $102 million compared to the third quarter of fiscal 2021 mainly due to a $36 million increase in interest expense and a $126 million increase in current taxes in the fourth quarter as a result of a revision to liabilities for uncertain tax positions which reduced these expenses by $35 million and $125 million respectively in the third quarter as well as a $28 million decrease in adjusted EBITDA partially offset by an $81 million decrease in deferred taxes resulting mainly from the recognition of a tax benefit associated with previously unrecognized tax losses and a decrease of $15 million in other expenses mainly due to lower Transaction related costs, all in the fourth quarter.
F21 Q3 **vs** F21 Q2	In the third quarter of fiscal 2021, net income increased $137 million compared to the second quarter of fiscal 2021 mainly due to a $131 million decrease in current income taxes expense and a $36 million decrease in interest expense mainly due to a revision to liabilities for uncertain tax positions that became statute barred in the period, which reduced these expenses by $125 million and $35 million respectively, a $9 million decrease in deferred taxes, and a $5 million increase in adjusted EBITDA, partially offset by $18 million in Transaction related advisory, legal, financial, and other professional fees in the third quarter and the impact of the $27 million fair value gain on private investments recorded in the second quarter.
F21 Q2 **vs** F21 Q1	In the second quarter of fiscal 2021, net income increased $54 million compared to the first quarter of fiscal 2021 mainly due to a $30 million increase in adjusted EBITDA, an $11 million decrease in restructuring costs, and a $27 million fair value gain on private investments recorded in the second quarter, partially offset by a $9 million increase in deferred taxes and an $8 million increase in current taxes, all in the second quarter.
F21 Q1 **vs** F20 Q4	In the first quarter of fiscal 2021, net income decreased $12 million compared to the fourth quarter of fiscal 2020 mainly due to a $12 million increase in restructuring costs in the first quarter and a $27 million increase in deferred taxes, partially offset by a $13 million increase in adjusted EBITDA and a $6 million decrease in current taxes, all in the first quarter.
F20 Q4 **vs** F20 Q3	In the fourth quarter of fiscal 2020, net income decreased $9 million compared to the third quarter of fiscal 2020 mainly due to a $15 million decrease in adjusted EBITDA and a $23 million increase in current taxes in the fourth quarter as well an $8 million decrease in other gains as a result of an insurance claim recovery in the third quarter partially offset by a $35 million decrease in deferred taxes and a $14 million decrease in restructuring costs in the fourth quarter.

F20 Q3 **vs** F20 Q2	In the third quarter of fiscal 2020, net income increased $17 million compared to the second quarter of fiscal 2020 mainly due to a $26 million increase in other gains/losses, which includes the impact of the $17 million payment related to the early redemption of $800 million in senior notes in the second quarter, a $6 million insurance claim recovery, a $9 million increase in adjusted EBITDA in the third quarter and a $4 million decrease in current taxes, offset by a $14 million restructuring cost and an $8 million increase in deferred taxes, also in the third quarter.
F20 Q2 **vs** F20 Q1	In the second quarter of fiscal 2020, net income increased $5 million compared to the first quarter of fiscal 2020 mainly due to a $13 million decrease in current taxes, a $12 million increase in adjusted EBITDA and a $3 million decrease in interest expense, all in the second quarter, partially offset by a $17 million payment related to the early redemption of $800 million in senior notes and a $10 million increase in deferred taxes, also in the second quarter.
F20 Q1 **vs** F19 Q4	In the first quarter of fiscal 2020, net income decreased $4 million compared to the fourth quarter of fiscal 2019 mainly due to a $23 million decrease in deferred taxes in the first quarter. This was partially offset by a $7 million increase in current taxes in the first quarter as well as the net impact of the adoption of IFRS 16 which resulted in a decrease to operating, general and administrative costs that was more than offset by increases to amortization of property, plant and equipment, intangibles and other and interest expense.

Fourth Quarter 2021 Highlights

The following discusses the results for the fourth quarter of fiscal 2021 (three-month period ended August 31, 2021) as compared with the results from the fourth quarter of fiscal 2020 (three-month period ended August 31, 2020).

Revenue

Consolidated revenue increased 2.1% year-over-year to $1.38 billion.

- Wireless revenue of $321 million for the fourth quarter of fiscal 2021 increased $27 million, or 9.2%, over the fourth quarter of fiscal 2020. The increase was driven mainly by higher service revenues which contributed an incremental $22 million, or 10.4%, to consolidated revenue primarily due to an increased subscriber base, including significant Shaw Mobile additions, which was complemented by an increase in equipment revenue of $5 million, or 6.0%, over the previous year. Fourth quarter ARPU decreased 5.7% to $37.39 reflecting Shaw Mobile customer growth.
- Consumer division revenue decreased $7 million, or 0.8%, to $910 million as growth in Internet revenue was offset by declines in Video, Satellite, and Phone subscribers and revenue.
- Business division revenue of $149 million increased $9 million, or 6.4%, as a result of Internet revenue growth and continued demand for the Smart suite of products, despite the challenging circumstances due to impacts of COVID-19 and considering the majority of Shaw Business revenue comes from the small to medium sized business sector.

Adjusted EBITDA

Adjusted EBITDA for the fourth quarter of $614 million increased $20 million, or 3.4%, from $594 million in the comparable prior year quarter.

- Wireless adjusted EBITDA of $106 million for the fourth quarter of fiscal 2021 improved by $22 million, or 26.2%, over the fourth quarter of fiscal 2020 primarily due to continued service revenue growth. Adjusted EBITDA results include a reduction in bad debt expense compared to the prior year quarter as COVID-19 did not have a significant impact on our customers' ability to pay their bills as expected, combined with an increased focus on collecting aged receivables.
- Wireline adjusted EBITDA for the fourth quarter of fiscal 2021 of $508 million decreased $2 million, or 0.4%, from $510 million in the fourth quarter of fiscal 2020.

Adjusted EBITDA margin

Adjusted EBITDA margin for the fourth quarter of 44.6% increased 60-basis points compared to 44.0% in the fourth quarter of fiscal 2020.

Capital expenditures and equipment

In the fourth quarter of fiscal 2021, capital investment of $287 million decreased $20 million from the comparable period in fiscal 2020. Total Wireline capital spending of $221 million increased by approximately $29 million year-over-year primarily due to higher investments in the combined upgrades, enhancements and replacement categories as well as an increase in new housing development. Wireless spending of $66 million decreased by approximately $49 million year-over-year primarily due to lower planned investments in the quarter.

Amortization

Amortization of $310 million decreased 0.6% compared to the fourth quarter of 2020. The decrease in amortization is mainly due to a decrease in deferred equipment costs in the quarter partially offset by the amortization of new expenditures of property, plant and equipment and intangibles exceeding the amortization of those assets that became fully amortized during the period.

Interest

Interest expense of $67 million for the fourth quarter decreased $1 million over the comparable prior year quarter mainly due to the lower average outstanding debt balances in the period.

Free cash flow

Free cash flow for the quarter of $180 million compared to $152 million in the comparable prior year quarter. The increase was largely due to higher adjusted EBITDA and lower capital expenditures.

Income taxes

Income taxes were lower in the quarter compared to the fourth quarter of fiscal 2020 due mainly to the recognition of a $78 million tax benefit associated with previously unrecognized tax losses in the fourth quarter of 2021 driven by management’s expectations that sufficient future taxable profit will be available to fully utilize such losses.

Seasonality and Trends

While financial results for the Company are generally not subject to significant seasonal fluctuations, subscriber activity may fluctuate from one quarter to another. Subscriber activity may also be affected by competition and Shaw’s promotional activity. Our Video subscriber activity is influenced by cord shaving and cord cutting trends, which has resulted in fewer subscribers watching traditional cable TV, as well as a lower number of TV subscribers. In addition, trends in the use of wireless products and Internet or social media as substitutes for traditional home phone products have resulted in fewer Phone subscribers. Satellite subscriber activity is modestly higher around the summertime when more subscribers have second homes in use. Wireless subscriber activity is influenced by the launch of popular new mobile devices, seasonal promotional periods, and the level of competitive intensity. Our first and fourth quarters typically experience higher volumes of wireless competitive activity as a result of back to school and holiday season-related consumer behavior. Aggressive promotional offers are often advertised during these periods which can impact our Wireless subscriber metrics. Shaw’s Wireline and Wireless businesses do not depend on any single customer or concentration of customers.

Furthermore, due to uncertainties relating to the severity, duration and continuing impact of the COVID-19 pandemic, it is difficult at this time to estimate the impacts of the COVID-19 pandemic on our business and future financial results. Therefore, the trends experienced during the COVID-19 pandemic, including impacts on consumer demand and spending, may not fully reflect the typical seasonal variations experienced by our business. Accordingly, it is difficult at this time to evaluate the impacts of the COVID-19 pandemic on the seasonality trends that normally characterize our business.

Growth (losses) in subscriber statistics as follows:

Subscriber Statistics	2021 Opening	First	Second	Third	Fourth	Ending
Video – Cable	**1,390,520**	**(34,437)**	**(26,497)**	**(20,917)**	**(25,790)**	**1,282,879**
Video – Satellite	**650,727**	**(33,587)**	**(13,508)**	**(861)**	**(12,193)**	**590,578**
Internet	**1,903,868**	**(15,068)**	**(5,425)**	**1,283**	**5,094**	**1,889,752**
Phone	**672,610**	**(23,760)**	**(20,418)**	**(15,777)**	**(17,075)**	**595,580**
Total Consumer	**4,617,725**	**(106,852)**	**(65,848)**	**(36,272)**	**(49,964)**	**4,358,789**
Video – Cable	**37,512**	**(33)**	**330**	**29**	**(728)**	**37,110**
Video – Satellite	**36,002**	**2,365**	**(1,903)**	**(1,302)**	**4,928**	**40,090**
Internet	**178,270**	**1,191**	**369**	**1,131**	**1,162**	**182,123**
Phone	**387,660**	**2,422**	**1,022**	**(47)**	**(785)**	**390,272**
Total Business	**639,444**	**5,945**	**(182)**	**(189)**	**4,577**	**649,595**
Total Wireline	**5,257,169**	**(100,907)**	**(66,030)**	**(36,461)**	**(45,387)**	**5,008,384**
Wireless – Postpaid	**1,482,175**	**87,296**	**75,069**	**46,604**	**48,145**	**1,739,289**
Wireless – Prepaid	**339,339**	**13,733**	**7,228**	**4,404**	**12,378**	**377,082**
Total Wireless	**1,821,514**	**101,029**	**82,297**	**51,008**	**60,523**	**2,116,371**
Total Subscribers	**7,078,683**	**122**	**16,267**	**14,547**	**15,136**	**7,124,755**

Subscriber Statistics	2020 Opening	First	Second	Third	Fourth	Ending
Video – Cable	1,478,371	(13,948)	(19,310)	(21,604)	(32,989)	1,390,520
Video – Satellite	703,223	(31,875)	(13,211)	(110)	(7,300)	650,727
Internet	1,911,703	5,648	6,072	(5,103)	(14,452)	1,903,868
Phone	767,745	(26,178)	(23,547)	(20,648)	(24,762)	672,610
Total Consumer	4,861,042	(66,353)	(49,996)	(47,465)	(79,503)	4,617,725
Video – Cable	41,843	1,622	(2,779)	(4,854)	1,680	37,512
Video – Satellite	35,656	2,333	1,099	(4,835)	1,749	36,002
Internet	173,686	694	(338)	82	4,146	178,270
Phone	379,434	4,253	1,509	1,779	685	387,660
Total Business	630,619	8,902	(509)	(7,828)	8,260	639,444
Total Wireline	5,491,661	(57,451)	(50,505)	(55,293)	(71,243)	5,257,169
Wireless – Postpaid	1,313,828	66,865	54,289	2,236	44,957	1,482,175
Wireless – Prepaid	344,357	(8,954)	(3,230)	(7,701)	14,867	339,339
Total Wireless	1,658,185	57,911	51,059	(5,465)	59,824	1,821,514
Total Subscribers	7,149,846	460	554	(60,758)	(11,419)	7,078,683

RESULTS OF OPERATIONS

OVERVIEW OF FISCAL 2021 CONSOLIDATED RESULTS

(millions of Canadian dollars except per share amounts)	2021 (1)	2020 (1)	2019	Change 2021 %	Change 2020 %
Operations:					
Revenue	**5,509**	5,407	5,340	1.9	1.3
Adjusted EBITDA(2)	**2,500**	2,391	2,154	4.6	11.0
Adjusted EBITDA margin(2)	**45.4%**	44.2%	40.3%	2.7	9.7
Funds flow from operations(3)	**2,249**	1,989	1,777	13.1	11.9
Net income	**986**	688	733	43.3	(6.1)
Free cash flow(2)	**961**	747	538	28.6	38.8
Balance sheet:					
Total assets	**15,792**	16,165	15,646		
Long-term financial liabilities					
Long-term debt (including current portion)	**4,550**	4,548	5,308		
Lease liabilities (including current portion)	**1,245**	1,270	–		
Per share data:					
Basic and diluted earnings per share	**1.94**	1.32	1.41		
Weighted average number of participating shares outstanding during period (millions)	**504**	515	511		
Cash dividends declared per share					
Class A	**1.1825**	1.1825	1.1825		
Class B	**1.1850**	1.1850	1.1850		

(1) Fiscal 2021 and 2020 figures reflect the impact of the adoption and application of IFRS 16 while fiscal 2019 figures do not and are not comparable.

(2) See "Key Performance Drivers" for more information about these non-GAAP financial measures and non-GAAP ratio.

(3) Funds flow from operations is presented before changes in non-cash working capital as presented in the Consolidated Statements of Cash Flows.

Revenue and Adjusted EBITDA

Consolidated revenue increased 1.9% year-over-year to $5.51 billion and adjusted EBITDA increased 4.6% year-over-year to $2.50 billion. Fiscal 2021 results include incremental Wireline Consumer revenue of approximately $20 million related to the release of a provision following the CRTC decision on final aggregated TPIA rates and higher equity-based compensation costs of approximately $24 million due to the significant increase in Shaw's share price in connection with the Transaction announcement on March 15, 2021. In addition, fiscal 2021 adjusted EBITDA results include a reduction in bad debt expense compared to the prior periods of approximately $28 million for the year as COVID-19 did not have a significant impact on our customers' ability to pay their bills as expected, combined with an increased focus on collecting aged receivables. For further discussion of divisional performance see "Segmented Operations Review."

Consolidated revenue of $5.51 billion for fiscal 2021 improved 1.9% over $5.41 billion for fiscal 2020. Revenue improved primarily due to the Wireless division contributing revenues of $1,272 million in fiscal 2021 as compared to $1,166 million in the prior year. The year-over-year improvement in Wireless revenue of $106 million, or 9.1%, reflects higher service revenues of $76 million due to an increased subscriber base, including significant Shaw Mobile additions, along with an increase in equipment revenues of $30 million. Wireline division revenues of $4,249 million in fiscal 2021 were essentially flat compared to $4,250 million in the prior year. Business division revenues increased $17 million, or 3.0%, mainly due to Internet revenue growth and continued demand for the Smart suite of products, despite the challenging circumstances due to impacts of COVID-19 and considering the majority of Shaw Business revenue comes from the small to medium sized business sector. These increases were fully offset by the Consumer division as revenues decreased $18 million, or 0.5%, compared to fiscal 2020 as the incremental $20 million in revenue related to the third quarter release of a provision following the CRTC decision on the final aggregated TPIA rates that date back to August 2019 and growth in Internet revenue were fully offset by declines in Video, Satellite, and Phone subscribers and revenue.

Adjusted EBITDA of $2,500 million for the twelve-month period improved 4.6% compared to $2,391 million for fiscal 2020. The improvement was primarily due to the Wireless division contributing $393 million over the twelve-month period as compared to $337 million in fiscal 2020 while the Wireline division contributed $2,107 million over the twelve-month period as compared to $2,054 million in fiscal 2020. The Wireless increase of $56 million, or 16.6%, over the comparable period primarily reflects an increase in service revenues, improved equipment margins, and a $15 million decrease in bad debt expense, partially offset by additional costs in connection with the expansion of the Shaw retail footprint in the current year. Wireline adjusted EBITDA of $2,107 million for fiscal 2021 increased 2.6%, resulting in a Wireline operating margin of 49.6%, an improvement of 130-basis points over fiscal 2020. The increase primarily reflects the impact of decreased operating costs, including a $13 million decrease in bad debt expense, partially offset by a decrease in Consumer revenue and an increase in equity-based compensation costs as noted above.

Restructuring costs

Restructuring costs generally include severance, employee related costs and other costs directly associated with a restructuring program. During the first, second and third quarters of fiscal 2021, the Company made a number of changes to its organizational structure in an effort to streamline the business, consolidate certain functions, and reduce redundancies between the Wireless and Wireline segments. In connection with the restructuring, the Company recorded costs of $12 million in the first quarter of fiscal 2021, $1 million in the second quarter, and $1 million in the third quarter of fiscal 2021 primarily related to severance and employee related costs.

Amortization

(millions of Canadian dollars)	2021	2020	Change %
Amortization revenue (expense)			
Deferred equipment revenue	**11**	16	(31.3)
Deferred equipment costs	**(47)**	(65)	(27.7)
Property, plant and equipment, intangibles and other	**(1,183)**	(1,168)	1.3

Amortization of deferred equipment revenue and deferred equipment costs decreased 31.3% and 27.7% respectively for the year ended August 31, 2021 as a result of declining satellite equipment purchases and installations during the year compared with prior years. Amortization of property, plant and equipment, intangibles and other increased 1.3% for the year ended August 31, 2021 and reflects the amortization of new expenditures exceeding the amortization of assets that became fully amortized during the period.

Amortization of financing costs and Interest expense

(millions of Canadian dollars)	2021	2020	Change %
Amortization of financing costs – long-term debt	**2**	3	(33.3)
Interest expense	**231**	274	(15.7)

Interest expense for the year ended August 31, 2021 decreased over the comparable periods and primarily reflects the impact of a $35 million reduction of tax related interest expense resulting from a revision of liabilities for uncertain tax positions that became statute barred in the year as well as lower average outstanding debt balances in the period and the decrease in the weighted average interest rate.

Other income and expenses

(millions of Canadian dollars)	2021	2020	Increase / (decrease)
Gain on disposal of fixed assets and intangibles	**3**	(3)	6
Costs associated with Rogers Transaction	**(23)**	–	(23)
Debt Redemption Penalty	**–**	(17)	17
Gain on fair value adjustment of private investment	**27**	–	27
Other	**(9)**	4	(13)
	(2)	(16)	14

Other generally includes realized and unrealized foreign exchange gains and losses on US dollar denominated current assets and liabilities as well as the Company's share of the operations of Burrard Landing Lot 2 Holdings Partnership. In the second quarter of fiscal 2021, the Company recorded a $27 million fair value gain on private investments while in the third and fourth quarters of fiscal 2021, the Company recorded $18 million and $5 million, respectively, in Transaction-related advisory, legal, financial, and other professional costs.

Income taxes

(millions of Canadian dollars)	2021	2020	Increase / (decrease)
Current income tax expense	**30**	120	(90)
Deferred income tax expense	**16**	59	(43)
	46	179	(133)

Income taxes are lower in fiscal 2021 compared to fiscal 2020 mainly due to a $125 million revision to liabilities for uncertain tax positions that became statute barred in 2021 as well as the recognition of a $78 million tax benefit associated with previously unrecognized tax losses in the fourth quarter of 2021 driven by management's expectations that sufficient future taxable profit will be available to fully utilize such losses, offset by the effect of higher pre-tax income.

Earnings per share

(millions of Canadian dollars except per share amounts)	2021	2020	Change %
Net income	**986**	688	43.3
Weighted average number of participating shares outstanding during period (millions)	**504**	515	
Earnings per share			
Basic and diluted	**1.94**	1.32	

Net income

Net income was $986 million in 2021 compared to $688 million in 2020. The year-over-year changes are summarized in the table below.

(millions of Canadian dollars)	
Increased adjusted EBITDA [(1)]	**109**
Increased amortization	**(1)**
Decreased interest expense	**43**
Change in other net costs and revenue [(2)]	**14**
Decreased income taxes	**133**
	298

(1) See "Key Performance Drivers" for more information about this non-GAAP financial measure.

(2) Net other costs and revenue include gains and losses on disposals of fixed assets and intangibles, accretion of long-term liabilities and provisions, debt retirement costs, transaction related costs, gains and losses on private investments, realized and unrealized foreign exchange differences and other losses as detailed in the Consolidated Statements of Income.

Net other costs and revenues had a $14 million favourable impact on net income primarily due to the impact of a $27 million fair value gain on private investments recorded in the current year and a $17 million debt redemption penalty in fiscal 2020, partially offset by $23 million in Transaction-related advisory, legal, financial, and other professional costs and higher foreign exchange losses in fiscal 2021.

SEGMENTED OPERATIONS REVIEW

WIRELINE

(millions of Canadian dollars)	2021	2020	Change %
Consumer	**3,665**	3,683	(0.5)
Business	**584**	567	3.0
Wireline revenue	**4,249**	4,250	—
Adjusted EBITDA(1)	**2,107**	2,054	2.6
Adjusted EBITDA margin(1)	**49.6%**	48.3%	2.7

(1) See "Key Performance Drivers" for more information about this non-GAAP financial measure and non-GAAP ratio.

Wireline RGUs decreased by 248,785 in the current fiscal year, compared to net losses of 234,492 RGUs in fiscal 2020. Total Business RGU gains of 10,151 were more than fully offset by total Consumer RGU losses of 258,936 in the year which included net losses in cable Video of 107,641, Phone of 77,030, satellite Video of 60,149, and Internet of 14,116.

Wireline division revenues of $4,249 million in fiscal 2021 were essentially flat compared to $4,250 million in the prior year. Business division revenues increased $17 million, or 3.0%, mainly due to Internet revenue growth and continued demand for the Smart suite of products, despite the challenging circumstances due to impacts of COVID-19 and considering the majority of Shaw Business revenue comes from the small to medium sized business sector. These increases were fully offset by the Consumer division as revenues decreased $18 million, or 0.5%, compared to fiscal 2020 as the incremental $20 million in revenue related to the third quarter release of a provision following the CRTC decision on the final aggregated TPIA rates that date back to August 2019 and growth in Internet revenue were fully offset by declines in Video, Satellite, and Phone subscribers and revenue.

Adjusted EBITDA of $2,107 million increased 2.6% over the comparable period mainly due to decreased operating costs, partially offset by a decrease in Consumer revenue and higher equity-based compensation costs of approximately $24 million due to the significant increase in Shaw's share price in the year in connection with the Transaction announcement on March 15, 2021. The decrease in operating costs includes a $13 million decrease in bad debt expense as COVID-19 did not have a significant impact on our customers' ability to pay their bills as expected, combined with an increased focus on collecting aged receivables.

WIRELESS

(millions of Canadian dollars)	2021	2020	Change %
Service	**891**	815	9.3
Equipment and other	**381**	351	8.5
Wireless revenue	**1,272**	1,166	9.1
Adjusted EBITDA(1)	**393**	337	16.6
Adjusted EBITDA margin(1)	**30.9%**	28.9%	6.9

(1) See "Key Performance Drivers" for more information about this non-GAAP financial measure and non-GAAP ratio.

In Wireless, the Company gained 294,857 net subscribers in the year, consisting of 257,114 postpaid and 37,743 prepaid additions, bringing its total customer base to over 2.1 million.

Wireless revenue for the year of $1,272 million increased $106 million, or 9.1%, over the prior year. The increase in revenue reflects higher service revenues of $76 million due to an increased subscriber base, including significant Shaw Mobile additions, along with an increase in equipment revenues of $30 million. The increase in service revenue was driven by RGU growth of 17.3%, while ARPU of $37.35 in fiscal 2021 decreased from $38.95 in the prior year, reflecting Shaw Mobile customer growth.

Adjusted EBITDA for the year of $393 million increased $56 million, or 16.6%, over the prior year primarily due to an increase in service revenues, improved equipment margins, and a $15 million decrease in bad debt expense as COVID-19 did not have a significant impact on our customers' ability to pay their bills as expected, combined with an increased focus on collecting aged receivables. This is partially offset by additional costs in connection with the expansion of the Shaw Mobile retail footprint in the current year.

Capital Expenditures and Equipment Costs

	Year ended August 31,		
(millions of Canadian dollars)	2021	2020	Change %
Wireline			
New housing development	**109**	120	(9.2)
Success based	**170**	243	(30.0)
Upgrades and enhancements	**351**	331	6.0
Replacement	**34**	26	30.8
Buildings and other	**59**	95	(37.9)
Total as per Note 26 to the audited annual consolidated financial statements	**723**	815	(11.3)
Wireless			
Total as per Note 26 to the audited annual consolidated financial statements	**280**	296	(5.4)
Consolidated total as per Note 26 to the audited annual consolidated financial statements	**1,003**	1,111	(9.7)

Capital investment was $1,003 million in fiscal 2021 compared to $1,111 million in fiscal 2020. The decrease was driven primarily by a decrease in the Wireline division mainly due to lower success-based costs while the Wireless division decreased as a result of lower planned capital expenditures in the year.

Wireline

Success-based capital for fiscal 2021 of $170 million was $73 million lower than fiscal 2020. The current year decrease in success-based capital was due primarily to lower equipment purchases in the year.

Capital spend on the combined upgrades and enhancement, and replacement categories was $385 million for the year, a $28 million increase over fiscal 2020 driven primarily by higher planned Wireline spend on network infrastructure.

Capital spend on new housing development of $109 million in the year was $11 million lower than the prior fiscal year, driven by a decrease in residential and commercial customer network growth and acquisition.

Investment in buildings and other of $59 million in fiscal 2021 decreased $36 million over fiscal 2020 primarily related to higher corporate related costs in the comparable period as well as the impact of proceeds received from the disposal of corporate assets in the current period.

Wireless

Capital investment of $280 million in fiscal 2021 decreased $16 million compared to fiscal 2020, primarily due to lower network and IT related investment partially offset by increased spending related to retail and office space in the current year. In fiscal 2021, the Company continued to focus on investment in the wireless network and infrastructure, specifically the continued deployment of 700 MHz spectrum, 600 MHz spectrum, LTE and small cells as well as enhancements to the back-office systems, retail locations and other corporate initiatives.

FINANCIAL POSITION

Total assets were $15.8 billion at August 31, 2021, compared to $16.2 billion at August 31, 2020. The following is a discussion of significant changes in the Consolidated Statements of Financial Position since August 31, 2020.

Current assets decreased $266 million primarily due to a decrease in cash of $408 million and a decrease in the current portion of contract assets of $35 million, partially offset by increased accounts receivable of $33 million, inventories of $3 million, other current assets of $54 million, and income taxes recoverable of $87 million. Cash decreased primarily due to the payment of $605 million in dividends, $300 million for preferred share redemptions, $336 million for share repurchases, as described below, and cash outlays for investing activities, partially offset by funds flow from operations. Refer to "Liquidity and Capital Resources" for more information.

Accounts receivable increased $33 million mainly due to timing, as the Company continues to migrate customers from two-month advance billing to one-month advance billing.

The current portion of contract assets decreased $35 million over the period due to a $19 million decrease in deferred Wireline costs as a result of lower onboarding promotional activity for new subscribers over the past year and a $16 million decrease due to a decrease in Wireless subscribers participating in the Company's discretionary wireless handset discount program over the past year. Under IFRS 15, up-front promotional offers, such as onboarding or switch credits, offered to new two-year value-plan customers are recorded as a contract asset and amortized over the life of the contract against future service revenues while the portion of the Wireless discount relating to the handset is applied against equipment revenue at the point in time that the handset is transferred to the customer while the portion relating to service revenue is recorded as a contract asset and amortized over the life of the contract against future service revenues.

Property, plant and equipment decreased $123 million as the amortization of capital and right-of-use assets exceeded the capital investments and additions to right-of-use assets in the year.

Current liabilities decreased $128 million during the period primarily due to an $11 million decrease in accounts payable, a decrease in income taxes payable of $57 million, and a decrease of $55 million in current provisions.

Accounts payable and accrued liabilities decreased due to the timing of payments and fluctuations in various payables including capital expenditures and tax remittances. The decrease in current provisions was mainly due to a $35 million reduction to the interest expense provision, a $20 million provision release related to the CRTC decision on final aggregated TPIA rates and the payment of outstanding restructuring costs in the period.

Lease liabilities decreased $25 million mainly due to principal repayments of $110 million, partially offset by $85 million in net new lease liabilities in the period.

Shareholders' equity decreased $190 million mainly due to the $300 million redemption of the Preferred Shares on June 30, 2021. Retained earnings increased as the current period income of $986 million was greater than the dividends of $599 million and the impact of shares repurchased under the NCIB program of $207 million. Share capital decreased $403 million due to the impact of 14,783,974 Class B Shares repurchased under the terms of the Company's NCIB program and the redemption of the preferred shares as noted above, which were partially offset by the issuance of 688,403 Class B Shares under the Company's stock option and RSU plans. Accumulated other comprehensive loss decreased $40 million due to the remeasurements recorded on employee benefit plans in the period.

As at October 15, 2021, share capital is as reported at August 31, 2021 with the exception of the issuance of a total 52,393 Class B Shares upon exercise of options under the Company's stock option plan.

CONSOLIDATED CASH FLOW ANALYSIS

Operating activities

(millions of Canadian dollars)	2021	2020	Change %
Funds flow from operations	**2,249**	1,989	13.1
Net change in non-cash working capital balances related to operations	**(326)**	(69)	>100.0
	1,923	1,920	0.2

Funds flow from operations in fiscal 2021 decreased over the comparable period primarily due to a large decrease in the net change in non-cash balances related to operations partially offset by an increase in the funds flow from operations. The net change in non-cash balances related to operations fluctuated over the comparative period due to changes in accounts receivable, inventory and other current asset balances, and the timing of payments of current income taxes payable and accounts payable and accrued liabilities.

Investing activities

(millions of Canadian dollars)	2021	2020	Decrease
Cash flow used in investing activities	**(997)**	(1,154)	157

In fiscal 2021, cash used in investing activities decreased over the comparable period primarily due to a decrease in additions to property, plant and equipment of $112 million, a decrease in additional to intangibles of $12 million and a decrease to additions to investment and other assets of $4 million, partially offset by an increase in proceeds on disposal of property, plant and equipment of $19 million received in the current period.

Financing activities

The changes in financing activities during 2021 and 2020 were as follows:

(millions of Canadian dollars)	2021	2020
Increase in short-term borrowings	**–**	160
Issuance of long-term debt	**–**	1,300
Repayment of long-term debt	**(1)**	(2,068)
Debt arrangement costs	**–**	(14)
Payment of lease liabilities	**(110)**	(112)
Issuance of Class B Shares	**18**	9
Purchase of Class B Shares	**(336)**	(140)
Dividends paid on Class A Shares and Class B Shares	**(597)**	(573)
Dividends paid on Preferred Shares	**(8)**	(9)
Payment of distributions to non-controlling interests	**–**	(2)
Redemption of Preferred Shares	**(300)**	–
	(1,334)	(1,449)

LIQUIDITY AND CAPITAL RESOURCES

In fiscal 2021, the Company generated $961 million of free cash flow. Shaw used its free cash flow along with cash of $408 million and proceeds from the issuance of Class B Shares of $18 million to pay common share dividends of $597 million, repurchase $336 million in Class B Shares under the Company's NCIB program, redeem $300 million in preferred shares, pay $25 million in restructuring costs and $23 million in Transaction related costs, and fund the net working capital change.

Debt structure and financial policy

Shaw structures its borrowings generally on an unsecured and standalone basis. While certain non-wholly owned subsidiaries are subject to contractual restrictions which may prevent the transfer of funds to Shaw, there are no similar restrictions with respect to wholly-owned subsidiaries of the Company.

The Company has an accounts receivable securitization program with a Canadian financial institution which allows it to sell certain trade receivables into the program. As at August 31, 2021, the proceeds of the sales were committed up to a maximum of $200 million (with $200 million drawn under the program as at August 31, 2021). The Company continues to service and retain substantially all of the risks and rewards relating to the trade receivables sold, and therefore, the trade receivables remain recognized on the Company's Consolidated Statements of Financial Position and the funding received is recorded as a current liability (revolving floating rate loans) secured by the trade receivables. The buyer's interest in the accounts receivable ranks ahead of the Company's interest and the program restricts it from using the trade receivables as collateral for any other purpose. The buyer of the trade receivables has no claim on any of our other assets.

As at August 31, 2021, the net debt leverage ratio for the Company was 2.3x. The terms of the Arrangement Agreement require Shaw to obtain Rogers' consent prior to incurring certain types of indebtedness.

The Company calculates net debt leverage ratio as follows[(1)]:

(millions of Canadian dollars)	**2021**	**2020**
Short-term borrowings	**200**	200
Current portion of long-term debt	**1**	1
Current Portion of Lease Liabilities	**110**	113
Long-term debt	**4,549**	4,547
Lease Liabilities	**1,135**	1,157
50% of outstanding preferred shares	**–**	147
Cash	**(355)**	(763)
(A) Net debt [(2)]	**5,640**	5,402
(B) Adjusted EBITDA [(2)]	**2,500**	2,391
(A/B) Net debt leverage ratio [(3)]	**2.3x**	2.3x

(1) The following contains a breakdown of the components in the calculation of net debt leverage ratio, which is a non-GAAP ratio.
(2) See "Key Performance Drivers" for more information about these non-GAAP financial measures.
(3) Net debt leverage ratio is a non-GAAP ratio and should not be considered as a substitute or alternative for a GAAP measure and may not be a reliable way to compare us to other companies. See "Key Performance Drivers" for further information about this ratio.

On November 2, 2020, the Company announced that it had received approval from the TSX to establish an NCIB program. The program commenced on November 5, 2020 and will remain in effect until November 4, 2021. As approved by the TSX, the Company has the ability to purchase for cancellation up to 24,532,404 Class B Shares representing approximately 5% of all of the issued and outstanding Class B Shares as at October 22, 2020.

During the year ended August 31, 2021, the Company purchased 14,783,974 Class B Shares for cancellation for a total cost of approximately $336 million under the NCIB program. In connection with the announcement of the Transaction on March 15, 2021, the Company suspended share buybacks under its NCIB program.

Shaw's credit facilities are subject to customary covenants which include maintaining minimum or maximum financial ratios.

	Covenant as at August 31, 2021	Covenant Limit
Shaw Credit Facilities		
Total Debt to Operating Cash Flow[(1)] Ratio	1.92:1	< 5.00:1
Operating Cash Flow[(1)] to Fixed Charges[(2)] Ratio	10.23:1	> 2.00:1

(1) Operating Cash Flow, for the purposes of the covenants, is calculated as net earnings before interest expense, depreciation, amortization, restructuring, and current and deferred income taxes, excluding profit or loss from investments accounted for on an equity basis, less payments made with regards to lease liabilities for the most recently completed fiscal quarter multiplied by four, plus cash dividends and other cash distributions received in the most recently completed four fiscal quarters from investments accounted for on an equity basis.

(2) Fixed Charges are defined as the aggregate interest expense, excluding the interest related to lease liabilities, for the most recently completed fiscal quarter multiplied by four.

As at August 31, 2021, Shaw is in compliance with these covenants and based on current business plans, the Company is not aware of any condition or event that would give rise to non-compliance with the covenants over the life of the borrowings which currently mature in December of 2024.

On June 30, 2021, the Company redeemed all of its issued and outstanding Preferred Shares in accordance with their terms (as set out in the Company's articles) at a price equal to $25.00 per Preferred Share, less any tax required to be deducted or withheld.

On the Redemption Date, there were 10,012,393 Series A Shares and 1,987,607 Series B Shares issued and outstanding. Accordingly, the aggregate Redemption Price paid by Shaw on the Redemption Date to redeem the Preferred Shares was $300 million.

As at August 31, 2021, the Company had $355 million of cash on hand and its $1.5 billion bank credit facility was fully undrawn.

Preferred Share Dividends

On June 30, 2016, 1,987,607 of the Company's Series A Shares were converted into an equal number of Series B Shares in accordance with the notice of conversion right issued on May 31, 2016. As a result of the conversion, the Company had 10,012,393 Series A Shares and 1,987,607 Series B Shares issued and outstanding on June 30, 2016. The Company redeemed all of its issued and outstanding Series A Shares and Series B Shares on June 30, 2021.

Prior to the redemption of the Preferred Shares, the annual fixed dividend rate for the Series A Shares, payable quarterly, was reset to 2.791% for the five-year period from and including June 30, 2016 to but excluding June 30, 2021. The floating quarterly dividend rates for the Series B Shares were set as follows:

Period	Annual Dividend Rate
June 30, 2016 to September 29, 2016	2.539%
September 30, 2016 to December 30, 2016	2.512%
December 31, 2016 to March 30, 2017	2.509%
March 31, 2017 to June 29, 2017	2.480%
June 30, 2017 to September 29, 2017	2.529%
September 30, 2017 to December 30, 2017	2.742%
December 31, 2017 to March 30, 2018	2.872%
March 31, 2018 to June 29, 2018	3.171%
June 30, 2018 to September 29, 2018	3.300%
September 30, 2018 to December 30, 2018	3.509%
December 31, 2018 to March 30, 2019	3.713%
March 31, 2019 to June 29, 2019	3.682%
June 30, 2019 to September 29, 2019	3.687%
September 30, 2019 to December 30, 2019	3.638%
December 31, 2019 to March 30, 2020	3.652%
March 31, 2020 to June 29, 2020	3.638%
June 30, 2020 to September 29, 2020	2.255%
September 30, 2020 to December 30, 2020	2.149%
December 31, 2020 to March 30, 2021	2.109%
March 31, 2021 to June 29, 2021	2.073%

On April 14, 2021, the Company's Board of Directors declared a dividend of $0.17444 per Series A Share and $0.12956 per Series B Share, each payable on June 30, 2021 to holders of record on June 15, 2021. These were the final dividends on the Preferred Shares, which were paid separately from the aggregate Redemption Price and in the usual manner. Following payment of the June 30, 2021 dividends, there were no accrued and unpaid dividends on the Preferred Shares.

Based on the aforementioned financing activities, available credit facilities and forecasted free cash flow, the Company expects to have sufficient liquidity to fund operations, obligations and working capital requirements, including maturing debt, during the upcoming year. The terms of the Arrangement Agreement require that the Company maintain sufficient liquidity to pay an $800 million termination fee payable by Shaw in certain circumstances.

Off-balance sheet arrangement and guarantees

Guarantees

Generally, it is not the Company's policy to issue guarantees to non-controlled affiliates or third parties; however, it has entered into certain agreements as more fully described in Note 27 to the Consolidated Financial Statements. As disclosed therein, Shaw believes it is remote that these agreements would require any cash payment.

Contractual obligations

The amounts of estimated future payments under the Company's contractual obligations at August 31, 2021 are detailed in the following table.

	Payments due by period				
(millions of Canadian dollars)	**Total**	**Within 1 year**	**2 – 3 years**	**4 – 5 years**	**More than 5 years**
Short-term borrowings	200	200	—	—	—
Long-term debt[(1)]	7,330	219	1,409	395	5,307
Lease liabilities	1,596	151	291	260	894
Purchase obligations[(2)]	1,002	420	297	174	111
Property, plant and equipment	166	157	9	—	—
	10,294	1,147	2,006	829	6,312

(1) Includes principal repayments and interest payments.
(2) Includes contractual obligations under service, product, and wireless device contracts, program related agreements and exclusive rights to use intellectual property in Canada.

Share Capital and Listings

The Company is authorized to issue a limited number of Class A Shares; an unlimited number of Class B Shares; an unlimited number of Class 1 Preferred Shares issuable in series and an unlimited number of Class 2 Preferred Shares issuable in series, of which 12,000,000 were designated the Series A Shares and 12,000,000 were designated the Series B Shares. The authorized number of Class A Shares is limited, subject to certain exceptions, to the lesser of that number of such shares (i) currently issued and outstanding; and (ii) that may be outstanding after any conversion of Class A Shares into Class B Shares.

As at October 15, 2021, there are 22,372,064 Class A Shares and 476,589,655 Class B Shares issued and outstanding. There were also 7,440,247 options to purchase Class B Shares and 36,428 RSUs that will settle in Class B Shares issued from treasury outstanding. Shaw is traded on the Toronto and New York stock exchanges and is included in the S&P/TSX 60 Index (Symbol: TSX – SJR.B, NYSE – SJR and TSXV – SJR.A). For more information, please visit www.shaw.ca.

The following table sets forth, for each month during the fiscal year ending August 31, 2021, the monthly price range and volume traded for the Class A Shares on the TSX Venture Exchange (TSXV) and for the Class B Shares, Series A Shares and Series B Shares on the TSX.

	Class A Shares(1) TSX Venture-SJR.A			Class B Shares(1) TSX-SJR.B			Series A Shares(1)(2) TSX-SJR.PR.A			Series B Shares(1)(2) TSX-SJR.PR.B		
	High	Low	Volume	High	Low	Volume	High	Low	Volume	High	Low	Volume
Sep 2020	26.00	24.12	4,236	25.30	23.70	23,453,289	12.59	12.03	58,939	12.00	11.49	18,700
Oct 2020	25.29	22.10	8,713	24.68	21.50	19,991,352	12.95	11.99	69,982	12.79	11.55	20,634
Nov 2020	25.95	23.50	17,139	23.63	21.71	33,008,086	12.95	12.17	58,521	12.71	11.23	27,922
Dec 2020	27.00	24.00	31,424	23.73	22.10	37,123,865	13.75	12.87	187,979	13.73	12.57	52,778
Jan 2021	29.94	25.50	26,595	23.12	21.85	33,071,629	13.95	13.08	83,996	13.65	13.00	28,692
Feb 2021	30.50	27.13	23,292	22.79	21.93	31,050,402	15.31	13.74	187,719	14.96	13.80	21,621
Mar 2021	42.75	27.88	104,163	35.08	22.18	89,485,061	21.51	14.71	3,067,018	21.30	14.47	806,598
Apr 2021	38.24	34.04	35,868	35.82	32.68	38,526,245	23.50	20.62	2,306,734	23.40	20.45	274,368
May 2021	37.20	35.60	7,110	36.78	35.27	27,999,499	25.18	23.27	2,223,082	25.13	23.13	727,662
Jun 2021	37.67	35.65	12,807	36.50	35.34	26,134,482	25.18	24.97	507,504	25.15	24.97	279,105
Jul 2021	37.25	36.00	4,783	36.71	35.44	18,793,416	–	–	–	–	–	–
Aug 2021	38.19	36.30	5,017	37.17	35.80	17,559,165	–	–	–	–	–	–

(1) Trading price and volume data is obtained from the TMX group.
(2) All issued and outstanding Series A Shares and Series B Shares were redeemed on June 30, 2021.

Share Splits

There have been four splits of the Company's Class A and Class B Shares: July 30, 2007 (2 for 1); February 7, 2000 (2 for 1); May 18, 1994 (2 for 1); and September 23, 1987 (3 for 1). In addition, as a result of the Arrangement referred to in the Management Information Circular dated July 22, 1999, a Shareholder's Adjusted Cost Base was reduced for tax purposes.

ADDITIONAL INFORMATION

Additional information relating to Shaw, including the Company's 2021 Annual Information Form, can be found on SEDAR at www.sedar.com.

COMPLIANCE WITH NYSE CORPORATE GOVERNANCE LISTING STANDARDS

Disclosure of the Company's corporate governance practices which differ from the New York Stock Exchange (NYSE) corporate governance listing standards are posted on Shaw's website, www.shaw.ca (under Investor Relations, Corporate Governance, Compliance with NYSE Corporate Governance Listing Standards).

CERTIFICATION

The Company's Executive Chair & Chief Executive Officer and Executive Vice President, Chief Financial & Corporate Development Officer have filed certifications regarding Shaw's disclosure controls and procedures and internal control over financial reporting (ICFR).

As at August 31, 2021, the Company's management, together with its Executive Chair & Chief Executive Officer and Executive Vice President, Chief Financial & Corporate Development Officer, has evaluated the effectiveness of the design and operation of each of the Company's disclosure controls and procedures and ICFR. Based on these evaluations, the Chief Executive Officer and Executive Vice President, Chief Financial & Corporate Development Officer have concluded that the Company's disclosure controls and procedures and the Company's ICFR are effective.

Other than the items described below, there have been no changes in the Company's ICFR during the fiscal year that have materially affected, or are reasonably likely to materially affect, Shaw's ICFR.

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MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING AND REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

October 29, 2021

Management's Responsibility for Financial Reporting

The accompanying consolidated financial statements of Shaw Communications Inc. (the "Company") and all the information in this annual report are the responsibility of management and have been approved by the Board of Directors.

The financial statements have been prepared by management in accordance with International Financial Reporting Standards (IFRS). When alternative accounting methods exist, management has chosen those it deems most appropriate in the circumstances. Financial statements are not precise since they include certain amounts based on estimates and judgments. Management has determined such amounts on a reasonable basis in order to ensure that the financial statements are presented fairly, in all material respects. Management has prepared the financial information presented elsewhere in the annual report and has ensured that it is consistent with the financial statements.

Management has a system of internal controls designed to provide reasonable assurance that the financial statements are accurate and complete in all material respects. The internal control system includes an internal audit function and an established business conduct policy that applies to all employees. Management believes that the systems provide reasonable assurance that transactions are properly authorized and recorded, financial information is relevant, reliable and accurate and that the Company's assets are appropriately accounted for and adequately safeguarded.

The Board of Directors is responsible for ensuring management fulfils its responsibilities for financial reporting and is ultimately responsible for reviewing and approving the financial statements. The Board carries out this responsibility through its Audit Committee.

The Audit Committee is appointed by the Board and its directors are unrelated and independent. The Committee meets periodically with management, as well as the external auditors, to discuss internal controls over the financial reporting process, auditing matters and financial reporting issues; to satisfy itself that each party is properly discharging its responsibilities; and, to review the annual report, the financial statements and the external auditors' report. The Audit Committee reports its findings to the Board for consideration when approving the financial statements for issuance to the shareholders. The Committee also considers, for review by the Board and approval by the shareholders, the engagement or re-appointment of the external auditors.

The financial statements have been audited by Ernst & Young LLP, the external auditors, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB")" on behalf of the shareholders. Ernst & Young LLP has full and free access to the Audit Committee.

Management's Report on Internal Control over Financial Reporting

Management is responsible for establishing and maintaining an adequate system of internal control over financial reporting. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the financial statements for external purposes in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

Due to its inherent limitations, internal control over financial reporting may not prevent or detect misstatements on a timely basis. Also, projections of any of the effectiveness of internal control are subject to the risk that the controls may become inadequate because of changes in conditions or that the degree of compliance with the policies and procedures may deteriorate. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to the financial statement preparation and presentation.

Management conducted an evaluation of the effectiveness of the system of internal control over financial reporting based on the framework in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this evaluation, management concluded that the Company's system of internal control over financial reporting was effective as at August 31, 2021.

[Signed]

Brad Shaw
Executive Chair & Chief Executive Officer

[Signed]

Trevor English
Executive Vice President, Chief Financial & Corporate Development Officer

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Board of Directors of Shaw Communications Inc.:

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated statements of financial position of Shaw Communications Inc. (the "Company") as of August 31, 2021 and 2020, the related consolidated statements of income, comprehensive income, changes in shareholders' equity and cash flows for the years then ended, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at August 31, 2021 and 2020, and its financial performance and its cash flows for the years then ended, in accordance with International Financial Reporting Standards ("IFRSs") as issued by the International Accounting Standards Board.

Report on Internal Control over Financial Reporting

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the Company's internal control over financial reporting as of August 31, 2021, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission framework (2013) and our report dated October 29, 2021 expressed an unqualified opinion thereon.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matter communicated below is a matter arising from the current period audit of the financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of the critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the account or disclosure to which it relates.

Key Audit Matter	**Valuation of the Wireless cash generating unit's indefinite-life intangibles**
Description of the Matter	As more fully described in Note 9 to the consolidated financial statements, the Company conducted its annual impairment test on goodwill and indefinite-life intangibles as at February 1, 2021 and the recoverable amount of the cash generating units exceeds their carrying value. Management performed an assessment of indicators of impairment as at August 31, 2021. Auditing management's impairment test is complex and judgmental due to the estimation required in determining the recoverable amount of the cash generating units. The recoverable amount was estimated using a discounted cash flow and is sensitive to assumptions such as revenue growth rate, earnings growth rate, earnings before interest, tax and amortization margin, terminal operating discount rate, terminal growth rate and terminal operating income before restructuring costs and amortization multiple.
How We Addressed the Matter in Our Audit	We obtained an understanding of management's process for performing their impairment assessment. We evaluated the design and tested the operating effectiveness of controls over the Company's processes to determine the recoverable amount. For example, we tested controls over the Company's strategic planning process as well as controls over the review of the significant assumptions in estimating the recoverable amount of the cash generating units. To test the estimated recoverable amount of the goodwill and indefinite-life intangible assets, our audit procedures included, among others, assessing the methodology used and testing the significant assumptions discussed above and the underlying data used by the Company in its analysis. We also involved an EY valuation specialist to assist us. We compared the significant assumptions used by management to historical and current trends. We audited the forecasted revenue by evaluating future subscriber growth, expected customer churn, and average rate per subscriber unit. We assessed the historical accuracy of management's estimates and performed sensitivity analyses on significant assumptions to evaluate changes in the recoverable amount of the cash generating units that would result from changes in the assumptions. We obtained management's assessment of indicators of impairment as at August 31, 2021 and evaluated management's assessment through review of actual results and the updated revenue forecast. We assessed the adequacy of the Company's disclosure in the consolidated financial statements.

Ernst & Young LLP

Chartered Professional Accountants

We have served as the Company's auditor since 1966.

Calgary, Canada
October 29, 2021

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Board of Directors of Shaw Communications Inc.:

Opinion on Internal Control over Financial Reporting

We have audited Shaw Communications Inc.'s internal control over financial reporting as of August 31, 2021, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (the "COSO criteria"). In our opinion, Shaw Communications Inc. (the "Company") maintained, in all material respects, effective internal control over financial reporting as of August 31, 2021, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the consolidated statements of financial position as at August 31, 2021 and 2020, the related consolidated statements of income, comprehensive income, changes in shareholders' equity and cash flows for the years then ended, and the related notes and our report dated October 29, 2021 expressed an unqualified opinion thereon.

Basis of Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Controls over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Ernst & Young LLP

Chartered Professional Accountants
Calgary, Canada

October 29, 2021

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(millions of Canadian dollars)	August 31, 2021	August 31, 2020
ASSETS		
Current		
Cash	**355**	763
Accounts receivable (note 3)	**301**	268
Income taxes recoverable	**87**	–
Inventories (note 4)	**63**	60
Other current assets (note 5)	**331**	277
Current portion of contract assets (note 22)	**97**	132
	1,234	1,500
Investments and other assets (notes 6 and 30)	**70**	42
Property, plant and equipment (note 7 and 14)	**6,019**	6,142
Other long-term assets (note 8)	**163**	163
Deferred income tax assets (note 25)	**2**	1
Intangibles (note 9)	**7,996**	7,997
Goodwill (note 9)	**280**	280
Contract assets (note 22)	**28**	40
	15,792	16,165
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current		
Short-term borrowings (note 10)	**200**	200
Accounts payable and accrued liabilities (note 11)	**988**	999
Provisions (note 12)	**46**	101
Income taxes payable	**–**	57
Current portion of contract liabilities (note 22)	**213**	211
Current portion of long-term debt (notes 13 and 30)	**1**	1
Current portion of lease liabilities (note 14)	**110**	113
Current portion of derivatives	**2**	6
	1,560	1,688
Long-term debt (notes 13 and 30)	**4,549**	4,547
Lease liabilities (note 14)	**1,135**	1,157
Other long-term liabilities (notes 15 and 28)	**26**	72
Provisions (note 12)	**77**	80
Deferred credits (note 16)	**389**	406
Contract liabilities (note 22)	**15**	14
Deferred income tax liabilities (note 25)	**1,998**	1,968
	9,749	9,932
Commitments and contingencies (notes 12, 27 and 28)		
Shareholders' equity		
Common and preferred shareholders	**6,043**	6,233
	15,792	16,165

See accompanying notes

On behalf of the Board:

[Signed]
Brad Shaw
Director

[Signed]
Carl Vogel
Director

CONSOLIDATED STATEMENTS OF INCOME

Years ended August 31, (millions of Canadian dollars except per share amounts)	2021 $	2020 $
Revenue (notes 22 and 26)	**5,509**	5,407
Operating, general and administrative expenses (note 23)	**(3,009)**	(3,016)
Restructuring costs (notes 12 and 23)	**(14)**	(14)
Amortization:		
Deferred equipment revenue (note 16)	**11**	16
Deferred equipment costs (note 8)	**(47)**	(65)
Property, plant and equipment, intangibles and other (notes 7, 9, 14 and 16)	**(1,183)**	(1,168)
Operating income	**1,267**	1,160
Amortization of financing costs – long-term debt (note 13)	**(2)**	(3)
Interest expense (notes 13, 14, and 26)	**(231)**	(274)
Other gains (losses) (note 24)	**(2)**	(16)
Income before income taxes	**1,032**	867
Current income tax expense (note 25)	**30**	120
Deferred income tax expense (note 25)	**16**	59
Net income	**986**	688
Net income attributable to:		
Equity shareholders	**986**	688
Earnings per share (note 19)		
Basic and diluted	**1.94**	1.32

See accompanying notes

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

Years ended August 31, (millions of Canadian dollars)	2021 $	2020 $
Net income	**986**	688
Other comprehensive income (loss) (note 21)		
Items that may subsequently be reclassified to income:		
Change in unrealized fair value of derivatives designated as cash flow hedges	**(1)**	(4)
Adjustment for hedged items recognized in the period	**5**	(2)
	4	(6)
Items that will not be subsequently reclassified to income:		
Remeasurements on employee benefit plans	**36**	1
	40	(5)
Comprehensive income	**1,026**	683
Comprehensive income attributable to:		
Equity shareholders	**1,026**	683

See accompanying notes

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

Year ended August 31, 2021

(millions of Canadian dollars)	Share capital	Contributed surplus	Retained earnings	Accumulated other comprehensive loss	Total	Equity attributable to non-controlling interests	Total equity
	Attributable to equity shareholders						
Balance at September 1, 2020	**4,602**	**27**	**1,703**	**(99)**	**6,233**	**–**	**6,233**
Net income	**–**	**–**	**986**	**–**	**986**	**–**	**986**
Other comprehensive income	**–**	**–**	**–**	**40**	**40**	**–**	**40**
Comprehensive income	**–**	**–**	**986**	**40**	**1,026**	**–**	**1,026**
Dividends	**–**	**–**	**(599)**	**–**	**(599)**	**–**	**(599)**
Shares issued under stock option plan	**19**	**(1)**	**–**	**–**	**18**	**–**	**18**
Shares repurchased (note 17)	**(129)**	**–**	**(207)**	**–**	**(336)**	**–**	**(336)**
Redemption of preferred shares (note 17)	**(293)**	**–**	**(7)**	**–**	**(300)**	**–**	**(300)**
Share-based compensation	**–**	**1**	**–**	**–**	**1**	**–**	**1**
Balance as at August 31, 2021	**4,199**	**27**	**1,876**	**(59)**	**6,043**	**–**	**6,043**

Year ended August 31, 2020

(millions of Canadian dollars)	Share capital	Contributed surplus	Retained earnings	Accumulated other comprehensive loss	Total	Equity attributable to non-controlling interests	Total equity
	Attributable to equity shareholders						
Balance at September 1, 2019	4,605	26	1,723	(94)	6,260	3	6,263
Net income	–	–	688	–	688	–	688
Other comprehensive loss	–	–	–	(5)	(5)	–	(5)
Comprehensive income (loss)	–	–	688	(5)	683	–	683
Dividends	–	–	(580)	–	(580)	–	(580)
Dividend reinvestment plan	37	–	(37)	–	–	–	–
Distributions declared to non-controlling interest	–	–	–	–	–	(3)	(3)
Shares issued under stock option plan	9	(1)	–	–	8	–	8
Shares repurchased (note 17)	(49)	–	(91)	–	(140)	–	(140)
Share-based compensation	–	2	–	–	2	–	2
Balance as at August 31, 2020	4,602	27	1,703	(99)	6,233	–	6,233

See accompanying notes

CONSOLIDATED STATEMENTS OF CASH FLOWS

Years ended August 31, (millions of Canadian dollars)	2021 $	2020 $
OPERATING ACTIVITIES		
Funds flow from operations (note 31)	**2,249**	1,989
Net change in non-cash balances	**(326)**	(69)
	1,923	1,920
INVESTING ACTIVITIES		
Additions to property, plant and equipment (note 26)	**(858)**	(970)
Additions to equipment costs (net) (note 26)	**(21)**	(31)
Additions to other intangibles (note 26)	**(138)**	(150)
Net additions to investments and other assets	**(1)**	(5)
Proceeds on disposal of property, plant and equipment (notes 26 and 31)	**21**	2
	(997)	(1,154)
FINANCING ACTIVITIES		
Increase in short-term borrowings (note 10)	**–**	160
Issuance of long-term debt	**–**	1,300
Repayment of long-term debt	**(1)**	(2,068)
Debt arrangement costs	**–**	(14)
Payment of lease liabilities	**(110)**	(112)
Issue of Class B Shares	**18**	9
Purchase of Class B Shares (note 17)	**(336)**	(140)
Redemption of preferred shares (note 17)	**(300)**	–
Dividends paid on Class A Shares and Class B Shares	**(597)**	(573)
Dividends paid on Series A Preferred Shares	**(8)**	(9)
Payment of distributions to non-controlling interests	**–**	(2)
	(1,334)	(1,449)
(Decrease) increase in cash	**(408)**	(683)
Cash, beginning of year	**763**	1,446
Cash, end of year	**355**	763

See accompanying notes

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(all amounts in millions of Canadian dollars except share and per share amounts)

1. CORPORATE INFORMATION

Shaw Communications Inc. (the "Company") is a diversified Canadian connectivity company whose core operating business is providing: Cable telecommunications, Satellite video services and data networking to residential customers, businesses and public-sector entities ("Wireline"); and wireless services for voice and data communications ("Wireless").

The Company was incorporated under the laws of the Province of Alberta on December 9, 1966 under the name Capital Cable Television Co. Ltd. and was subsequently continued under the Business Corporations Act (Alberta) on March 1, 1984 under the name Shaw Cablesystems Ltd. Its name was changed to Shaw Communications Inc. on May 12, 1993. The Company's shares are listed on the Toronto Stock Exchange (TSX), TSX Venture Exchange (TSXV) and New York Stock Exchange (NYSE) (Symbol: TSX – SJR.B, NYSE – SJR, and TSXV – SJR.A). The registered office of the Company is located at Suite 900, 630 – 3rd Avenue S.W., Calgary, Alberta, Canada T2P 4L4.

On March 15, 2021, the Company announced that it had entered into an arrangement agreement (the "Arrangement Agreement") with Rogers Communications Inc. ("Rogers"), under which Rogers will acquire all of Shaw's issued and outstanding Class A Participating Shares ("Class A Shares") and Class B Non-Voting Participating Shares ("Class B Shares") in a transaction valued at approximately $26 billion, inclusive of approximately $6 billion of Shaw debt (the "Transaction"). Holders of Shaw Class A Shares and Class B Shares (other than the Shaw Family Living Trust, the controlling shareholder of Shaw, and related persons (collectively the "Shaw Family Shareholders")) will receive $40.50 per share in cash. The Shaw Family Shareholders will receive 60% of the consideration for their shares in the form of Class B Non-Voting Shares of Rogers (the "Rogers Shares") on the basis of the volume-weighted average trading price for the Rogers Shares for the 10 trading days ending March 12, 2021, and the balance in cash.

The Transaction is being implemented by way of a court-approved plan of arrangement under the *Business Corporations Act* (Alberta). At the special meeting of Shaw shareholders held on May 20, 2021, the Company obtained approval of the plan of arrangement by the holders of Shaw's Class A Shares and Class B Shares in the manner required by the interim order granted by the Court of Queen's Bench of Alberta on April 19, 2021. On May 25, 2021, the Court of Queen's Bench of Alberta issued a final order approving the plan of arrangement.

The Transaction remains subject to other customary closing conditions including approvals from certain Canadian regulators, including the Competition Bureau, Innovation, Science and Economic Development Canada (ISED) and the Canadian Radio-television and Telecommunications Commission (CRTC). Subject to the receipt of all required approvals, and the satisfaction of all closing conditions, the Transaction is expected to close in the first half of 2022.

2. BASIS OF PRESENTATION AND ACCOUNTING POLICIES

Statement of compliance

These consolidated financial statements of the Company have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

The consolidated financial statements of the Company for the years ended August 31, 2021 and 2020, were approved by the Board of Directors on October 28, 2021 and authorized for issue.

Basis of presentation

These consolidated financial statements have been prepared primarily under the historical cost convention and are expressed in millions of Canadian dollars unless otherwise indicated. Other measurement bases used are outlined below and in the applicable notes. The consolidated statements of income are presented using the nature classification for expenses.

Certain comparative figures have been reclassified to conform to the current year's presentation.

Basis of consolidation

(i) Subsidiaries

The consolidated financial statements include the accounts of the Company and those of its subsidiaries, which are entities over which the Company has control. Control exists when the Company has power over an investee, is exposed to or has rights to variable returns from its involvement and has the ability to affect those returns. Intercompany transactions and balances are eliminated on consolidation. The results of operations of subsidiaries acquired during the period are included from their respective dates of acquisition, being the time at which the Company obtains control. Consolidation of a subsidiary ceases when the Company loses control. A change in ownership interests of a subsidiary, without a loss of control, is accounted for as an equity transaction. The Company assesses control through share ownership and voting rights.

Non-controlling interests arise from business combinations in which the Company acquires less than 100% ownership interest. At the time of acquisition, non-controlling interests are measured at either fair value or their proportionate share of the fair value of the acquiree's identifiable assets. The Company determines the measurement basis on a transaction by transaction basis. Subsequent to acquisition, the carrying amount of non-controlling interests is increased or decreased for their share of changes in equity.

(ii) Joint operations

A joint operation is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets and obligations for the liabilities, relating to the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control. The consolidated financial statements include the Company's proportionate share of the assets, liabilities, revenues, and expenses of its interests in joint operations.

The Company's joint operations consist of a 33.33% interest in the Burrard Landing Lot 2 Holdings Partnership (the "Partnership"). The Partnership owns and leases commercial space in Shaw Tower in Vancouver, BC, which is the Company's headquarters for its lower mainland operations. In classifying its 33.33% interest in the Partnership as a joint operation, the Company considered the terms and conditions of the partnership agreement and other facts and circumstances including the primary purpose of Shaw Tower which is to provide lease space to the partners.

Revenue and expenses

The Company has multiple deliverable arrangements comprised of upfront fees (subscriber connection and installation fee revenue, customer premise equipment revenue, handset equipment revenue) and related subscription and service revenue. Upfront fees charged to customers do not constitute separate units of accounting, therefore these revenue streams are assessed as an integrated package.

(i) Revenue

The Company records revenue from contracts with customers in accordance with the following five steps:

(1) identify the contract(s) with a customer;

(2) identify the performance obligations in the contract;

(3) determine the transaction price;

(4) allocate the transaction price to the performance obligations in the contract; and,

(5) recognize revenue when (or as) we satisfy a performance obligation.

Revenue for each performance obligation is recognized either over time or at a point in time. For performance obligations satisfied over time, revenue is recognized as the services are provided. Revenues on certain long-term contracts are recognized using output methods based on products delivered, performance completed to date and time elapsed. Revenue from Cable, Internet, Phone, Direct-to-Home (DTH) and Wireless customers includes subscriber revenue earned as services are provided. Satellite distribution services and telecommunications service revenue is recognized in the period in which the services are rendered to customers. In addition to monthly service plans, the Company also offers multi-year service plans in which the total amount of the contractual service revenue is accounted for on a straight-line basis over the term of the plan. Fees for wireless voice, text and data services on a pay-per-use basis are recognized in the period that the service is provided.

Revenue from data centre customers includes colocation and other services revenue, including managed infrastructure revenue. Colocation revenue is recognized on a straight-line line basis over the term of the customer contract. Other services revenue, including managed infrastructure revenue, is recognized as the services are provided.

Revenue for performance obligations satisfied at a point in time is recognized when control of the item or service transfers to the customer. Revenue from the direct sale of equipment to wireless subscribers or dealers is recognized when the equipment is delivered and accepted by the subscribers or dealers.

For bundled arrangements (e.g. wireless handsets, voice and data services, internet services), items are accounted for as separate performance obligations if the item meets the definition of a distinct good or service. Stand-alone selling prices are determined using observable prices adjusted for market conditions and other factors, as appropriate. The Company offers a discretionary wireless handset discount program, whereby the subscriber earns the applicable discount by maintaining services with the Company, such that the receivable relating to the discount at inception of the transaction is reduced over a period of time. This discount is allocated proportionately between the equipment and service revenues, with the equipment discount recognized when the handset is delivered and the corresponding service discount is classified as a contract asset. The contract asset is reduced on a straight-line basis over the period which the discount is forgiven to a maximum of two years with an offsetting reduction to service revenue. The Company also offers a plan allowing customers to receive a larger up-front handset discount than they would otherwise qualify for if they pay a predetermined incremental charge to their existing service plan on a monthly basis. The charge is billed on a monthly basis but is recognized as revenue when the handset is delivered and accepted by the subscriber. The amount receivable is classified as part of other current or other long-term assets, as applicable, in the consolidated statements of financial position. When wireless equipment and services are bundled with wireline services, revenue is allocated across the Company's segments based on the relative stand-alone selling prices of the goods and services delivered.

When a customer can modify their contract within predefined terms such that we are not able to enforce the transaction price agreed to, but can only contractually enforce a lower amount, we allocate revenue between performance obligations using the minimum enforceable rights and obligations and any excess amount is recognized as revenue as its earned.

(ii) Contract assets and liabilities

We record a contract asset when we have provided goods and services to our customer but our right to related consideration for the performance obligation is conditional on satisfying other performance obligations. Contract assets are transferred to trade receivables when our right to consideration becomes conditional only as to the passage of time. A contract liability is recognized when we receive consideration in advance of the transfer of products or services to the customer. We account for contract assets and liabilities on a contract-by-contract basis, with each contract presented as either a net contract asset or a net contract liability accordingly.

Subscriber connection fees received from Cable, Internet, Phone and Wireless customers are deferred as contract liabilities and recognized as revenue on a straight-line basis over two to three years. The costs of physically connecting a new home are capitalized as part of the distribution system and costs of disconnections are expensed as incurred.

Initial setup fees related to the installation of data centre services and installation revenue received on contracts with commercial business customers are deferred as contract liabilities and recognized as revenue on a straight-line basis over the related service contract, which generally span two to ten years. Direct and incremental costs associated with the installation of services or service contract, in an amount not exceeding the upfront revenue, are deferred as contract assets and recognized as an operating expense on a straight-line basis over the same period.

(iii) Deferred commission cost assets

We defer the incremental cost to obtain or fulfill a contract with a customer over their expected period of benefit to the extent they are recoverable. These costs include certain commissions paid to internal and external representatives. We defer them as deferred commission cost assets in other assets and amortize them to operating costs over the pattern of the transfer of goods and services to the customer, which is typically evenly over either 24 or 36 consecutive months.

Direct and incremental initial selling, administrative and connection costs, including commissions related to subscriber acquisitions are deferred and recognized as an operating expense on a straight-line basis over three years.

(iv) Deferred equipment revenue and deferred equipment costs

Revenue from sales of DTH equipment is deferred and recognized on a straight-line basis over three years commencing when subscriber service is activated. The total cost of the equipment, including installation, represents an inventoriable cost which is deferred and recognized on a straight-line basis over the same period. The DTH equipment is generally sold to customers at cost or a subsidized price in order to expand the Company's customer base.

Recognition of deferred equipment revenue and deferred equipment costs is recorded as deferred equipment revenue amortization and deferred equipment costs amortization, respectively.

(v) Deferred IRU revenue

Prepayments received under indefeasible right to use (IRU) agreements are amortized on a straight-line basis into income over the term of the agreement and included in amortization of property, plant and equipment, intangibles and other in the consolidated statements of income.

Cash

Cash is presented net of outstanding cheques. When the amount of outstanding cheques and the amount drawn under the Company's revolving term facility are greater than the amount of cash, the net amount is presented as bank indebtedness.

Securitization of trade receivables

Sales of trade receivables in securitization transactions are recognized as collateralized short-term borrowings as we do not transfer control and substantially all the risks and rewards of ownership to another entity and thus do not result in our de-recognition of the trade receivables sold.

Allowance for doubtful accounts

The Company maintains an allowance for doubtful accounts for the estimated expected credit losses resulting from the inability of its customers to make required payments. In determining the allowance, the Company considers factors such as the number of days the account is past due, whether or not the customer continues to receive service, the Company's past collection history and changes in business circumstances.

Inventories

Inventories include subscriber equipment such as DTH receivers, which are held pending rental or sale at cost or at a subsidized price and wireless handsets, accessories and SIM cards. When subscriber DTH equipment is sold, the equipment revenue and equipment costs are deferred and amortized over three years. When the subscriber equipment is rented, it is transferred to property, plant and equipment and amortized over its useful life. Inventories are determined on a first-in, first-out basis, and are stated at cost due to the eventual capital nature as either an addition to property, plant and equipment or deferred equipment costs.

Inventories of wireless handsets, accessories and SIM cards are carried at the lower of cost and net realizable value. Cost is determined using the weighted average method and includes expenditures incurred in acquiring the inventories and bringing them to their existing condition and location. Net realizable value is the estimated selling price in the ordinary course of business, less selling expenses.

Property, plant and equipment

Property, plant and equipment are recorded at purchase cost. Direct labour and other directly attributable costs incurred to construct new assets, upgrade existing assets and connect new subscribers are capitalized as well as borrowing costs on qualifying assets. In addition, any asset removal and site restoration costs in connection with the retirement of assets are capitalized. Repairs and maintenance expenditures are charged to operating expense as incurred. Amortization is recorded on a straight-line basis over the estimated useful lives of assets as follows:

Asset	Estimated useful life
Cable, Wireless and telecommunications distribution system	3-20 years
Digital cable terminals and modems	3-5 years
Satellite audio, video and data network equipment and DTH receiving equipment	3-15 years
Buildings	15-40 years
Data processing	4-10 years
Other	4-20 years

The Company reviews the estimates of useful lives on a regular basis.

Leases

Leases are typically entered into for network infrastructure and equipment, including transponders, and land and buildings relating to the Company's wireless and wireline networks, office space and retail stores. At inception of a contract, the Company assesses whether the contract contains a lease. A lease contract conveys the right to control the use of an identified asset for a period in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- the contract involves the use of an identified asset;
- the Company has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- the Company has the right to direct the use of the identified asset.

Lease liabilities are initially measured at the present value of future lease payments at the commencement date, discounted using the interest rate implicit in the lease or, if not readily determinable, the Company's incremental borrowing rate. A single incremental borrowing rate is applied to a portfolio of leases with similar characteristics.

Lease payments included in the measurement of the lease liability consist of:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or rate;
- amounts expected to be payable under a residual value guarantee; and
- payments relating to purchase options and renewal option periods that are reasonably certain to be exercised, or periods subject to termination options that are not reasonably certain to be exercised.

The initial lease term included in the measurement of the lease liability consists of:

- the non-cancellable period of the lease;
- periods covered by options to extend the lease, where the Company is reasonably certain to exercise the option; and
- periods covered by options to terminate the lease, where the Company is reasonably certain not to exercise the option.

Lease liabilities are subsequently measured at amortized cost. Lease liabilities are remeasured when there is a lease modification, and a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero. The interest expense for lease liabilities is recorded in *Interest expense* in the Consolidated Statements of Income.

Variable lease payments that do not depend on an index or rate are not included in the measurement of lease liabilities and right-of-use assets. The related payments are expensed in *Operating, general and administrative expenses* in the period in which the event or condition that triggers those payments occurs.

Right-of-use assets are initially measured at cost, which comprises the initial amount of the lease obligation adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred, plus an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The Company presents right-of-use assets in *Property, plant and equipment.*

If the Company obtains ownership of the leased asset by the end of the lease term or the costs of the right-of-use asset reflects the exercise of a purchase option, we depreciate the right-of-use asset from the lease commencement date to the end of the useful life of the underlying asset. Otherwise, right-of-use assets are depreciated on a straight-line basis from the commencement date to the earlier of the end of the useful life or the end of the lease term. Right-of-use assets are periodically reduced by impairment losses, if any, and adjusted for certain remeasurements on the related lease liability. The depreciation charge for right-of-use assets is recorded in *Amortization – Property, plant and equipment*.

Other long-term assets

Other long-term assets primarily include (i) equipment costs, as described in the revenue and expenses accounting policy, deferred and amortized on a straight-line basis over three to five years, (ii) the non-current portion of wireless handset discounts receivable as described in the revenue and expenses accounting policy, (iii) credit facility arrangement fees amortized on a straight-line basis over the term of the facility, (iv) long-term receivables, (v) network capacity leases, (vi) the non-current portion of prepaid maintenance and support contracts, and (vii) direct costs in connection with initial setup fees and installation of services, as described in the revenue and expenses accounting policy, deferred and amortized on a straight-line basis over two to ten years.

Intangibles

The excess of the cost of acquiring cable, satellite, media, data centre and wireless businesses over the fair value of related net identifiable tangible and intangible assets acquired is allocated to goodwill. Net identifiable intangible assets acquired consist of amounts allocated to broadcast rights and licences, wireless spectrum licences, trademarks, brands, program rights, customer relationships and software assets. Broadcast rights and licences, wireless spectrum licences, trademarks and brands represent identifiable assets with indefinite useful lives.

Customer relationships represent the value of customer contracts and relationships acquired in a business combination and are amortized on a straight-line basis over their estimated useful lives ranging from 4 – 15 years.

Software that is not an integral part of the related hardware is classified as an intangible asset. Internally developed software assets are recorded at historical cost and include direct material and labour costs as well as borrowing costs on qualifying assets. Software assets are amortized on a straight-line basis over estimated useful lives ranging from 3 – 10 years. The Company reviews the estimates of lives and useful lives on a regular basis.

Borrowing costs

The Company capitalizes borrowing costs on qualifying assets that take more than one year to construct or develop using the Company's weighted average cost of borrowing which approximated 5% (2020 – 5%).

Impairment

(i) Goodwill and indefinite-life intangibles

The Company tests goodwill and indefinite-life intangibles for impairment annually (as at February 1) and when events or changes in circumstances indicate that the carrying value may be impaired. The recoverable amount of each cash-generating unit (CGU) is determined based on the higher of the CGU's fair value less costs to sell (FVLCS) and its value in use (VIU). A CGU is the smallest identifiable group of assets that generate cash flows that are independent of the cash inflows from other assets or groups of assets. The Company's cash generating units are Cable, Satellite, and Wireless. Where the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognized. Impairment losses relating to goodwill cannot be reversed in future periods.

(ii) Non-financial assets with finite useful lives

For non-financial assets, such as property, plant and equipment and finite-life intangible assets, an assessment is made at each reporting date as to whether there is an indication that an asset may be impaired. If any indication exists, the recoverable amount of the asset is determined based on the higher of FVLCS and VIU. Where the carrying amount of the asset exceeds its recoverable amount, the asset is considered impaired and written down to its recoverable amount. Previously recognized impairment losses are reviewed for possible reversal at each reporting date and all or a portion of the impairment is reversed if the asset's value has increased.

Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The timing or amount of the outflow may still be uncertain. Provisions are measured using the best estimate of the expenditure required to settle the present obligation at the end of the reporting period, taking into account risks and uncertainties associated with the obligation. Provisions are discounted where the time value of money is considered material.

(i) Asset retirement obligations

The Company recognizes the fair value of a liability for an asset retirement obligation in the period in which it is incurred, on a discounted basis, with a corresponding increase to the carrying amount of property and equipment, primarily in respect of wireless and transmitter sites. This cost is amortized on the same basis as the related asset. The liability is subsequently increased for the passage of time and the accretion is recorded in the income statement as accretion of long-term liabilities and provisions. The discount rates applied are subsequently adjusted to current rates as required at the end of reporting periods. Revisions due to the estimated timing of cash flows or the amount required to settle the obligation may result in an increase or decrease in the liability. Actual costs incurred upon settlement of the obligation are charged against the liability to the extent recorded.

(ii) Restructuring provisions

Restructuring provisions, primarily in respect of employee termination benefits, are recognized when a detailed plan for the restructuring exists and a valid expectation has been raised to those affected that the plan will be carried out.

(iii) Other provisions

Provisions for disputes, legal claims and contingencies are recognized when an outflow to settle the matter is probable. The Company establishes provisions after taking into consideration legal assessments (if applicable), expected availability of insurance or other recourse and other available information.

Deferred credits

Deferred credits primarily include: (i) prepayments received under IRU agreements amortized on a straight-line basis into income over the term of the agreement, (ii) equipment revenue, as described in the revenue and expenses accounting policy, deferred and amortized over three to five years, and (iii) a deposit on a future fibre sale.

Income taxes

The Company accounts for income taxes using the liability method, whereby deferred income tax assets and liabilities are determined based on differences between the financial reporting and tax bases of assets and liabilities measured using substantively enacted tax rates and laws that will be in effect when the differences are expected to reverse. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset and they relate to income taxes levied by the same authority in the same taxable entity. Income tax expense for the period is the tax payable for the period using tax rates substantively enacted at the reporting date, any adjustments to taxes payable in respect of previous years and any change during the period in deferred income tax assets and liabilities, except to the extent that they relate to a business combination or divestment, items recognized directly in equity or in other comprehensive income. The Company records interest and penalties related to income taxes in interest expense.

Tax credits and government grants

The Company receives tax credits primarily related to its research and development activities. Government financial assistance is recognized when management has reasonable assurance that the conditions of the government programs are met and accounted for as a reduction of related costs, whether capitalized and amortized or expensed in the period the costs are incurred.

Foreign currency translation

Transactions originating in foreign currencies are translated into Canadian dollars at the exchange rate at the date of the transaction. Monetary assets and liabilities are translated at the period-end rate of exchange and non-monetary items are translated at historic exchange rates. The net foreign exchange gain (loss) recognized on the translation and settlement of current monetary assets and liabilities was $12 (2020 – $5) and is included in other gains (losses).

Financial instruments other than derivatives

Financial instruments have been classified and measured at amortized cost, fair value through other comprehensive income (FVOCI) or fair value through profit or loss (FVTPL). Cash and financial instruments have been classified as FVTPL and are recorded at fair value with any change in fair value immediately recognized in income (loss). Investments in equity securities are classified and measured at FVTPL. Loans and receivables and financial liabilities are carried at amortized cost. None of the Company's financial liabilities are classified as FVTPL.

Finance costs and discounts associated with the issuance of debt securities are netted against the related debt instrument and amortized to income using the effective interest rate method. Accordingly, long-term debt accretes over time to the principal amount that will be owing at maturity.

Derivative financial instruments and hedging activities

The Company uses derivative financial instruments, such as foreign currency forward purchase contracts, to manage risks from fluctuations in foreign exchange rates. All derivative financial instruments are recorded at fair value in the consolidated statements of financial position. The Company may elect to apply hedge accounting to certain derivative instruments. With hedge accounting, changes in the fair value of derivative financial instruments designated as cash flow hedges are recorded in other comprehensive income (loss) until the variability of cash flows relating to the hedged asset or liability is recognized in income (loss). When an anticipated transaction is subsequently recorded as a non-financial asset, the amounts recognized in other comprehensive income (loss) are reclassified to the initial carrying amount of the related asset. Where hedge accounting is not permissible or derivatives are not designated in a hedging relationship, they are classified as held-for-trading and the changes in fair value are immediately recognized in income (loss).

Instruments that have been entered into by the Company to hedge exposure to foreign currency risk are reviewed on a regular basis to ensure the hedges are still effective and that hedge accounting continues to be appropriate.

Fair value measurements

Fair value estimates are made at a specific point in time, based on relevant market information and information about the underlying asset or liability. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and, therefore, cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable. Observable inputs reflect assumptions market participants would use in pricing an asset or liability based on market data obtained from independent sources while unobservable inputs reflect a reporting entity's pricing based upon their own market assumptions.

The fair value hierarchy consists of the following three levels:

Level 1 Inputs are quoted prices in active markets for identical assets or liabilities.

Level 2 Inputs for the asset or liability are based on observable market data, either directly or indirectly, other than quoted prices.

Level 3 Inputs for the asset or liability are not based on observable market data.

The Company determines whether transfers have occurred between levels in the fair value hierarchy by assessing the impact of events and changes in circumstances that could result in a transfer at the end of each reporting period.

Employee benefits

The Company accrues its obligations under its employee benefit plans, net of plan assets. The cost of pensions and other retirement benefits earned by certain employees is actuarially determined using the projected benefit method pro-rated on service and management's best estimate of salary escalation and retirement ages of employees. Past service costs from plan initiation and amendments are recognized immediately in the income statement. Remeasurements include actuarial gains or losses and the return on plan assets (excluding interest income). Actuarial gains and losses occur because assumptions about benefit plans relate to a long time frame and differ from actual experiences. These assumptions are revised based on actual experience of the plans such as changes in discount rates, expected retirement ages and projected salary increases. Remeasurements are recognized in other comprehensive income (loss) on an annual basis, at a minimum, and on an interim basis when there are significant changes in assumptions.

August 31 is the measurement date for the Company's employee benefit plans. The last actuarial valuations for funding purposes for the various plans were performed effective August 31, 2021 and the next actuarial valuations for funding purposes are effective August 31, 2022.

Share-based compensation

The Company has a stock option plan for directors, officers, employees, and consultants to the Company. The exercise price of options to purchase Class B Shares is determined by the Board, or a committee thereof, at a price not less than the closing price of the Class B Shares on the TSX on the trading day immediately preceding the date on which the options are granted. Any consideration paid on the exercise of stock options, together with any contributed surplus recorded at the date the options vested, is credited to share capital. The Company calculates the fair value of share-based compensation awarded to employees using the Black-Scholes option pricing model. The fair value of options are expensed and credited to contributed surplus over the vesting period of the options using the graded vesting method.

The Company has a restricted share unit (RSU) and performance share unit (PSU) plan which provides that RSUs may be granted to officers, employees and directors of the Company, and PSUs may be granted to officers and employees of the Company. RSUs vest on either the first, second and third anniversary of the grant date or 100% on the third anniversary of the grant date and compensation is recognized on a straight-line basis over the three-year vesting period. PSUs vest 100% on the third anniversary of the grant date. RSUs and PSUs will be settled in either cash or Class B Shares as determined by the Human Resources and Compensation Committee at the time of the grant and the obligation for RSUs and PSUs is measured at the end of each period at fair value using the Black-Scholes option pricing model and the number of outstanding RSUs and PSUs. For PSUs, the performance criteria is set by the by the Human Resources and Compensation Committee at the time of the grant, and typically requires the achievement of a minimum level of performance, otherwise the payout is zero, while maximum performance is capped at 150%. On settlement of vested PSUs, the number of Class B Shares issued or delivered, or the amount of cash payment will be multiplied by the applicable performance factor.

The Company has a deferred share unit (DSU) plan for its Board of Directors. Compensation cost is recognized immediately as DSUs vest when granted. DSUs will be settled in cash and the obligation is measured at the end of each period at fair value using the Black-Scholes option pricing model and the number of outstanding DSUs.

Directors may elect to receive their compensation in cash, RSUs, DSUs, or a combination thereof. Any director who has not met their share ownership guidelines is generally required to elect to receive at least 50% of their annual compensation in DSUs and/or RSUs.

The Company has an employee share purchase plan (the "ESPP") under which eligible employees may contribute to a maximum of 5% of their monthly base compensation. The Company contributes an amount equal to 25% of the participant's contributions, increasing to 33% once an employee reaches 10 years of continuous service, and records such amounts as compensation expense.

Earnings per share

Basic earnings per share is based on net income attributable to equity shareholders adjusted for dividends on preferred shares and is calculated using the weighted average number of Class A Shares and Class B Shares outstanding during the period. Diluted earnings per share is calculated by considering the effect of all potentially dilutive instruments. In calculating diluted earnings per share, any proceeds from the exercise of stock options and other dilutive instruments are assumed to be used to purchase Class B Shares at the average market price during the period.

Guarantees

The Company discloses information about certain types of guarantees that it has provided, including certain types of indemnities, without regard to whether it will have to make any payments under the guarantees.

Estimation uncertainty and critical judgments

The preparation of consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the period. Actual results could differ from those estimates and significant changes in assumptions could cause an impairment in assets. The following require the most difficult, complex or subjective judgments which result from the need to make estimates about the effects of matters that are inherently uncertain.

Estimation uncertainty

The following are key assumptions concerning the future and other key sources of estimation uncertainty that could impact the carrying amount of assets and liabilities and results of operations in future periods.

(i) Allowance for doubtful accounts

The Company is required to make an estimate of expected credit losses on its receivables. The estimated allowance required is a matter of judgment and the actual loss eventually sustained may be more or less than the estimate, depending on events which have yet to occur and which cannot be foretold, such as future business, personal and economic conditions.

(ii) Contractual service revenue

The Company is required to make judgments and estimates that affect the amount and timing of revenue from contracts with customers, including estimates of the stand-alone selling prices of wireline and wireless products and services, the identification of performance obligations within a contract and the timing of satisfaction of performance obligations under long-term contracts.

Determining the deferral criteria for the costs incurred to obtain or fulfill a contract requires us to make significant judgments. We expect incremental commission fees paid to internal and external representatives as a result of obtaining contracts with customers to be recoverable.

(iii) Property, plant and equipment

The Company is required to estimate the expected useful lives of its property, plant and equipment. These estimates of useful lives involve significant judgment. In determining these estimates, the Company takes into account industry trends and company-specific factors, including changing technologies and expectations for the in-service period of these assets. Management's judgment is also required in determination of the amortization method, the residual value of assets and the capitalization of labour and overhead.

(iv) Leases

The application of IFRS 16 requires the Company to make judgments that affect the valuation of the lease liabilities and the valuation of right-of-use assets. These include determining whether a contract contains a lease, determining the contract term, including whether or not to exercise renewal or termination options, and determining the interest rate used for discounting future cash flows.

(v) Business combinations – purchase price allocation

Purchase price allocations involve uncertainty because management is required to make assumptions and judgments to estimate the fair value of the identifiable assets acquired and liabilities assumed in business combinations. Fair value estimates are based on quoted market prices and widely accepted valuation techniques, including discounted cash flow (DCF) analysis. Such estimates include assumptions about inputs to the valuation techniques, industry economic factors and business strategies.

(vi) Impairment

The Company estimates the recoverable amount of its CGUs using a FVLCS calculation based on a DCF analysis or market approach or a VIU calculation based on a DCF analysis. Where a DCF analysis is used, significant judgments are inherent in this analysis including estimating the amount and timing of the cash flows attributable to the broadcast rights and licences, the selection of an appropriate discount rate, and the identification of appropriate terminal growth rate assumptions. In this analysis, the Company estimates the discrete future cash flows associated with the intangible asset for five years and determines a terminal value. The future cash flows are based on the Company's estimates of future operating results, economic conditions and the competitive environment. The terminal value is estimated using both a perpetuity growth assumption and a multiple of operating income before restructuring costs and amortization. The discount rates used in the analysis are based on the Company's weighted average cost of capital and an assessment of the risk inherent in the projected cash flows. In analyzing the FVLCS determined by a DCF analysis, the Company also considers a market approach determining a recoverable amount for each unit and total entity value determined using a market capitalization approach. Recent market transactions are taken into account, when available. The key assumptions used to determine the recoverable amounts, including a sensitivity analysis, are included in Note 9. A DCF analysis uses significant unobservable inputs and is therefore considered a level 3 fair value measurement.

(vii) Employee benefit plans

The amounts reported in the financial statements relating to the defined benefit pension plans are determined using actuarial valuations that are based on several assumptions including the discount rate and rate of compensation increase. While the Company believes these assumptions are reasonable, differences in actual results or changes in assumptions could affect employee benefit obligations and the related income statement impact. The most significant assumption used to calculate the net employee benefit plan expense is the discount rate. The discount rate is the interest rate used to determine the present value of the future cash flows that is expected will be needed to settle employee benefit obligations. It is based on the yield of long-term, high-quality corporate fixed income investments closely matching the term of the estimated future cash flows and is reviewed and adjusted as changes are required.

(viii) Income taxes

The Company is required to estimate income taxes using substantively enacted tax rates and laws in effect or that will be in effect when the temporary differences are expected to reverse. In determining the measurement of tax uncertainties, the Company recognizes an income tax benefit only when it is probable that the tax benefit will be realized. Realization of deferred income tax assets is dependent on generating sufficient taxable income during the period in which the temporary differences are deductible. Although realization is not assured, management believes it is more likely than not that all recognized deferred income tax assets will be realized based on reversals of deferred income tax liabilities, projected operating results and tax planning strategies available to the Company and its subsidiaries.

(ix) Contingencies

The Company is subject to various claims and contingencies related to lawsuits, taxes and commitments under regulatory, contractual and other commercial obligations. Contingent losses are recognized by a charge to income when it is likely that a future event will confirm that an asset has been impaired or a liability incurred at the date of the financial statements and the amount can be reasonably estimated. Significant changes in assumptions as to the likelihood and estimates of the amount of a loss could result in recognition of additional liabilities.

Critical judgements

The following are critical judgements apart from those involving estimation:

(i) Determination of a CGU

Management's judgment is required in determining the Company's cash generating units (CGU) for the impairment assessment of its indefinite-life intangible assets. The CGUs have been determined considering operating activities and asset management and are Cable, Satellite, and Wireless.

(ii) Broadcast rights and licences and spectrum licences – indefinite-life assessment

A number of the Company's businesses are dependent upon broadcast licences (or operate pursuant to an exemption order) granted and issued by the CRTC or wireless spectrum licences issued by Innovation, Science and Economic Development Canada (ISED). While these licences must be renewed from time to time, the Company has never failed to do so. In addition, there are currently no legal, regulatory or competitive factors that limit the useful lives of these assets.

Standards, interpretations and amendments to standards issued but not yet effective

The Company has not yet adopted certain standards and interpretations that have been issued but are not yet effective. The following pronouncements are being assessed to determine the impact on the Company's results and financial position but the impacts are not expected to be material:

- *Proceeds before Intended Use* (Amendments to IAS 16, *Property, Plant and Equipment*) was amended to prohibit deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing the asset to capable operations. These amendments are required to be applied for annual periods commencing on or after January 1, 2022, however earlier application is permitted.

- *Onerous Contracts – Costs of Fulfilling a Contract* (Amendments to IAS 37, *Provisions, Contingent Liabilities and Contingent Assets*) was amended to clarify which costs should be included in determining the cost of fulfilling a potential onerous contract. These amendments are required to be applied for annual periods commencing on or after January 1, 2022, however earlier application is permitted.

- *Classification of Liabilities as Current or Non-Current* (Amendments to IAS 1, *Presentation of Financial Statements*) was amended to clarify that the classification of liabilities as current or non-current is based on rights that are in existence at the end of the reporting period and specifies that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability. The amendments are effective January 1, 2023 with early application permitted. The amendments are required to be adopted retrospectively.

3. ACCOUNTS RECEIVABLE

	2021 $	2020 $
Subscriber and trade receivables	**362**	326
Due from related parties (note 29)	**–**	1
Miscellaneous receivables	**17**	15
	379	342
Less allowance for doubtful accounts (note 30)	**(78)**	(74)
	301	268

Included in operating, general and administrative expenses is a provision for doubtful accounts of $25 (2020 – $60).

4. INVENTORIES

	2021 $	2020 $
Wireless devices and accessories	**33**	40
DTH subscriber equipment	**23**	20
Other – built to suit	**7**	–
	63	60

5. OTHER CURRENT ASSETS

	2021 $	2020 $
Prepaid expenses	**103**	89
Costs incurred to obtain or fulfill a contract with a customer	**59**	61
Wireless handset receivables	**168**	127
Current portion of derivatives	**1**	–
	331	277

6. INVESTMENTS AND OTHER ASSETS

	2021 $	2020 $
Investments in private entities	**70**	42

The Company has a portfolio of minor investments in various private entities. During fiscal 2021, the Company recorded a net fair value adjustment of $27 relating to these investments. This gain is included in other gains (losses) on the Consolidated Statements of Income for the year ended August 31, 2021.

7. PROPERTY, PLANT AND EQUIPMENT

	August 31, 2021			August 31, 2020		
	Cost $	Accumulated amortization $	Net book value $	Cost $	Accumulated amortization $	Net book value $
Cable and telecommunications distribution system	**7,475**	**3,957**	**3,518**	7,189	3,699	3,490
Digital cable terminals and modems	**853**	**541**	**312**	937	579	358
Satellite audio, video and data network and DTH receiving equipment	**106**	**66**	**40**	114	68	46
Land and buildings	**646**	**318**	**328**	645	293	352
Data centre infrastructure, data processing and other	**630**	**419**	**211**	638	408	230
Assets under construction	**417**	**–**	**417**	420	–	420
Property, plant and equipment excluding right-of-use assets	**10,127**	**5,301**	**4,826**	9,943	5,047	4,896
Right-of-use assets (note 14)	**1,474**	**281**	**1,193**	1,387	141	1,246
Property, plant and equipment	**11,601**	**5,582**	**6,019**	11,330	5,188	6,142

Changes in the net carrying amounts of property, plant and equipment for 2021 and 2020 are summarized as follows:

	August 31, 2020					August 31, 2021
	Net book value $	Additions $	Transfers $	Amortization $	Disposals and writedown $	Net book value $
Cable and telecommunications distribution system	**3,490**	**441**	**215**	**(625)**	**(3)**	**3,518**
Digital cable terminals and modems	**358**	**146**	**–**	**(196)**	**4**	**312**
Satellite audio, video and data network and DTH receiving equipment	**46**	**8**	**(1)**	**(13)**	**–**	**40**
Land and buildings	**352**	**4**	**2**	**(29)**	**(1)**	**328**
Data centre infrastructure, data processing and other	**230**	**24**	**24**	**(52)**	**(15)**	**211**
Assets under construction	**420**	**239**	**(242)**	**–**	**–**	**417**
	4,896	**862**	**(2)**	**(915)**	**(15)**	**4,826**

	August 31, 2019					August 31, 2020
	Net book value $	Additions $	Transfers $	Amortization $	Disposals and writedown $	Net book value $
Cable and telecommunications distribution system	3,420	393	265	(585)	(3)	3,490
Digital cable terminals and modems	368	214	–	(223)	(1)	358
Satellite audio, video and data network and DTH receiving equipment	60	6	(1)	(17)	(2)	46
Land and buildings	375	6	1	(30)	–	352
Data centre infrastructure, data processing and other	199	63	29	(54)	(7)	230
Assets under construction	461	257	(298)	–	–	420
	4,883	939	(4)	(909)	(13)	4,896

In 2021, the Company recognized a net gain of $3 (2020 – net loss of $3) on the disposal of property, plant and equipment.

8. OTHER LONG-TERM ASSETS

	2021 $	2020 $
Equipment costs subject to a deferred revenue arrangement	**49**	67
Long-term Wireless handset receivables	**45**	35
Costs incurred to obtain or fulfill a contract with a customer	**33**	37
Credit facility arrangement fees	**3**	4
Other	**33**	20
	163	163

Amortization provided in the accounts for 2021 amounted to $47 (2020 – $65) and was recorded as amortization of deferred equipment costs.

9. INTANGIBLES AND GOODWILL

	2021 $	2020 $
Broadcast rights and licences		
Cable systems	**4,016**	4,016
DTH and satellite services	**1,013**	1,013
	5,029	5,029
Wireless spectrum licences	**2,445**	2,445
Other intangibles		
Software	**483**	479
Customer relationships	**39**	44
	7,996	7,997
Goodwill		
Cable and telecommunications systems	**79**	79
Wireless	**201**	201
	280	280
Net book value	**8,276**	8,277

Broadcast rights and licences, trademark, brands and wireless spectrum licences have been assessed as having indefinite useful lives. While licences must be renewed from time to time, the Company has never failed to do so. In addition, there are currently no legal, regulatory, competitive or other factors that limit the useful lives of these assets.

The changes in the carrying amount of intangibles with indefinite useful lives, and therefore not subject to amortization, are as follows:

	Broadcast rights and licences $	Goodwill $	Wireless spectrum licences $
September 1, 2019	5,029	280	2,445
Additions	–	–	–
Disposition	–	–	–
August 31, 2020	**5,029**	**280**	**2,445**
Additions	**–**	**–**	**–**
Disposition	**–**	**–**	**–**
August 31, 2021	**5,029**	**280**	**2,445**

Intangibles subject to amortization are as follows:

	August 31, 2021			August 31, 2020		
	Cost	Accumulated amortization	Net book value	Cost	Accumulated amortization	Net book value
Software	**897**	**416**	**481**	806	335	471
Software under construction	**2**	**–**	**2**	8	–	8
Customer relationships	**114**	**75**	**39**	114	70	44
	1,013	**491**	**522**	928	405	523

The changes in the carrying amount of intangibles subject to amortization are as follows:

	Software $	Software under construction $	Customer relationships $	Total $
September 1, 2019	440	11	54	505
Additions	144	–	–	144
Transfers	7	(3)	–	4
Dispositions	–	–	–	–
Amortization	(120)	–	(10)	(130)
August 31, 2020	**471**	**8**	**44**	**523**
Additions	**138**	**–**	**–**	**138**
Transfers	**8**	**(6)**	**–**	**2**
Dispositions	**–**	**–**	**–**	**–**
Amortization	**(136)**	**–**	**(5)**	**(141)**
August 31, 2021	**481**	**2**	**39**	**522**

Impairment testing of indefinite-life intangibles and goodwill

The Company conducted its annual impairment test on goodwill and indefinite-life intangibles as at February 1, 2021 and the recoverable amount of the CGUs exceeded their carrying value.

A hypothetical decline of 10% in the recoverable amount of the broadcast rights and licences for the Cable cash generating unit as at February 1, 2021 would not result in any impairment loss. A hypothetical decline of 10% in the recoverable amount of the broadcast rights and licences for the Satellite cash generating unit as at February 1, 2021 would not result in an impairment loss. A hypothetical decline of 10% in the recoverable amount of the Wireless generating unit as at February 1, 2021 would not result in any impairment loss.

Any changes in economic conditions since the impairment testing conducted as at February 1, 2021 do not represent events or changes in circumstance that would be indicative of impairment at August 31, 2021.

Significant estimates inherent to this analysis include discount rates and the terminal value. At February 1, 2021, the estimates that have been utilized in the impairment tests reflect any changes in market conditions and are as follows:

		Terminal value	
	Post-tax discount rate	Terminal growth rate	Terminal operating income before restructuring costs and amortization multiple
Cable	5.0%	0.0%	9.7x
Satellite	6.0%	-8.0%	6.5x
Wireless	6.0%	1.0%	6.1x

A sensitivity analysis of significant estimates is conducted as part of every impairment test. With respect to the impairment tests performed in the second quarter, the estimated decline in recoverable amount for the sensitivity of significant estimates is as follows:

	Estimated decline in recoverable amount		
		Terminal value	
	1% increase in discount rate	1% decrease in terminal growth rate	0.5 times decrease in terminal operating income before restructuring costs and amortization multiple
Cable	16.4%	13.8%	1.9%
Satellite	6.5%	4.2%	3.6%
Wireless	21.9%	13.5%	2.1%

10. SHORT-TERM BORROWINGS

The Company has an accounts receivable securitization program with a Canadian financial institution which will allow it to sell certain trade receivables into the program up to a maximum of $200. The term of this program extends to May 29, 2022. The Company continues to service and retain substantially all of the risks and rewards relating to the trade receivables sold, and therefore, the trade receivables are recognized on the Company's Consolidated Statements of Financial Position and the funding received is recorded as a current liability (revolving floating rate loans) secured by the trade receivables. The buyer's interest in the accounts receivable ranks ahead of the Company's interest and the program restricts it from using the trade receivables as collateral for any other purpose. The buyer of the trade receivables has no claim on any of the Company's other assets.

A summary of our accounts receivable securitization program as at August 31, 2021 is as follows:

	2021 $	2020 $
Accounts receivable securitization program, beginning of period	**200**	40
Proceeds received from accounts receivable securitization	**–**	160
Repayment of accounts receivable securitization	**–**	–
Accounts receivable securitization program, end of period	**200**	200

	2021 $	2020 $
Trade accounts receivable sold to buyer as security	**416**	446
Short-term borrowings from buyer	**(200)**	(200)
Overcollateralization	**216**	246

11. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	2021 $	2020 $
Trade	**112**	82
Program rights	**4**	4
Accrued liabilities	**521**	541
Accrued network fees	**117**	129
Interest and dividends	**210**	217
Related parties (note 29)	**24**	26
	988	999

12. PROVISIONS

	Asset retirement obligations $	Restructuring (1)(2) $	Other (3) $	Total $
Restated balance as at September 1, 2019	78	142	78	298
Additions	–	14	23	37
Accretion	1	–	–	1
Reversal	–	–	(1)	(1)
Payments	–	(143)	(11)	(154)
Balance as at August 31, 2020	**79**	**13**	**89**	**181**
Additions	**–**	**14**	**13**	**27**
Accretion	**(2)**	**–**	**–**	**(2)**
Reversal (3)	**–**	**–**	**(58)**	**(58)**
Payments	**–**	**(25)**	**–**	**(25)**
Balance as at August 31, 2021	**77**	**2**	**44**	**123**
Current	–	13	88	101
Long-term	79	–	1	80
Balance as at August 31, 2020	79	13	89	181
Current	**–**	**2**	**44**	**46**
Long-term	**77**	**–**	**–**	**77**
Balance as at August 31, 2021	**77**	**2**	**44**	**123**

(1) During fiscal 2018 the Company offered a voluntary departure program to a group of eligible employees as part of a total business transformation initiative and in fiscal 2020 restructured certain operations within the Wireline segment and announced a realignment of the senior leadership team. A total of $12 has been paid in fiscal 2021 relating to these initiatives. The remaining $1 costs of are expected to be paid out within the next 5 months.

(2) During fiscal 2021, the Company made a number of changes to its organizational structure in an effort to streamline the business, consolidate certain functions, and reduce redundancies between the Wireless and Wireline segments. In connection with the restructuring, the Company recorded $1 in the third quarter, $1 in the second quarter and $12 in the first quarter primarily related to severance and employee related costs, of which $13 has been paid as at August 31, 2021. The remaining $1 costs are expected to be paid within the next 5 months.

(3) During the third quarter of fiscal 2021, the Company recorded a $20 reversal following the CRTC decision on final aggregated Third Party Internet Access rates and a $35 reduction of the interest expense provision.

13. LONG-TERM DEBT

		2021			2020		
	Effective interest rates %	Long-term debt at amortized cost (1) $	Adjustment for finance costs (1) $	Long-term debt repayable at maturity $	Long-term debt at amortized cost (1) $	Adjustment for finance costs (1) $	Long-term debt repayable at maturity $
Corporate							
Cdn fixed rate senior notes-							
3.80% due November 2, 2023	3.80	**499**	**1**	**500**	498	2	500
4.35% due January 31, 2024	4.35	**499**	**1**	**500**	499	1	500
3.80% due March 1, 2027	3.84	**299**	**1**	**300**	298	2	300
4.40% due November 2, 2028	4.40	**497**	**3**	**500**	496	4	500
3.30% due December 10, 2029	3.41	**496**	**4**	**500**	495	5	500
2.90% due December 9, 2030	2.92	**496**	**4**	**500**	496	4	500
6.75% due November 9, 2039	6.89	**1,421**	**29**	**1,450**	1,421	29	1,450
4.25% due December 9, 2049	4.33	**296**	**4**	**300**	296	4	300
		4,503	**47**	**4,550**	4,499	51	4,550
Other							
Burrard Landing Lot 2 Holdings Partnership	Various	**47**	**–**	**47**	49	–	49
Total consolidated debt		**4,550**	**47**	**4,597**	4,548	51	4,599
Less current portion (2)		**1**	**–**	**1**	1	–	1
		4,549	**47**	**4,596**	4,547	51	4,598

(1) Long-term debt is presented net of unamortized discounts and finance costs.
(2) Current portion of long-term debt includes amounts due within one year in respect of the Burrard Landing loans.

Corporate

Bank loans

The Company has an unsecured $1.5 billion bank credit facility, which includes a maximum revolving term or swingline facility of $50, with a syndicate of banks which matures in December 2024. The facility can be used for working capital and general corporate purposes.

The terms of the Arrangement Agreement require that the Company maintain sufficient liquidity to pay an $800 million termination fee payable by Shaw in certain circumstances.

Funds are available to the Company in both Canadian and US dollars. At August 31, 2021, $4 (2020 – $3) has been drawn as committed letters of credit against the revolving term facility. Interest rates fluctuate with Canadian prime and bankers' acceptance rates, US bank base rates and LIBOR rates. Excluding the revolving term facility, the effective interest rate on actual borrowings under the credit facility during 2021 was nil (2020 – 2.81%). The effective interest rate on the revolving term facility for 2021 was 3.62% (2020 – 4.05%).

Senior notes

The senior notes are unsecured obligations and rank equally and rateably with all existing and future senior indebtedness. The fixed rate notes are redeemable at the Company's option at any time, in whole or in part, prior to maturity at 100% of the principal amount plus a make-whole premium.

Other

Burrard Landing Lot 2 Holdings Partnership

The Company has a 33.33% interest in the Partnership which built the Shaw Tower project with office/retail space and living/working space in Vancouver, BC. In the fall of 2004, the commercial construction of the building was completed and in February 2014, the Partnership refinanced its debt. The Partnership received a mortgage loan and used the proceeds to prepay the outstanding balance of the previous mortgage and loan excess funds to each of its partners. The mortgage loan matures on November 1, 2024 and bears interest at 4.683% compounded semi-annually with interest only payable for the first five years. Interest and principal payments commenced on April 1, 2019. The mortgage loan is collateralized by the property and the commercial rental income from the building with no recourse to the Company.

In February 2018, the Partnership received an additional mortgage loan of $30 and used the proceeds to loan excess funds to each of its partners, of which the Company received $10. The additional loan matures on November 1, 2024 and bears interest at 4.14% compounded semi-annually. Monthly mortgage payments consist of both principal and interest components.

Debt covenants

The Company and its subsidiaries have undertaken to maintain certain covenants in respect of the credit agreements and trust indentures described above. The Company and its subsidiaries were in compliance with these covenants at August 31, 2021.

Long-term debt repayments

Mandatory principal repayments on all long-term debt in each of the next five years and thereafter are as follows:

	$
2022	1
2023	1
2024	1,001
2025	44
2026	–
Thereafter	3,550
	4,597

Interest expense

	2021 $	2020 $
Interest expense – long-term debt	**223**	224
Amortization of senior notes discounts	**1**	1
Interest income – short-term (net)	**(4)**	(7)
Interest on lease liabilities (note 14)	**45**	44
Interest expense – other [1]	**(34)**	12
	231	274

[1] Interest expense – other includes a $35 million reduction of tax related interest expense resulting from a revision of liabilities for uncertain tax positions that became statute barred in the period.

14. LEASES

Below is a summary of the activity related to the Company's right-of-use assets for the years ended August 31, 2021 and 2020.

	$
Net book value as at September 1, 2019	1,340
Additions	59
Amortization	(141)
Lease terminations and other	(12)
Net book value as at August 31, 2020	**1,246**
Additions	**114**
Amortization	**(139)**
Lease terminations and other	**(28)**
Net book value as at August 31, 2021	**1,193**

Below is a summary of the activity related to the Company's lease liabilities for the years ended August 31, 2021 and 2020.

	$
Balance as at September 1, 2019	1,324
Net additions	55
Interest on lease liabilities	44
Interest payments on lease liabilities	(44)
Principal payments of lease liabilities	(112)
Other	3
Balance as at August 31, 2020	**1,270**
Net additions	**85**
Interest on lease liabilities	**45**
Interest payments on lease liabilities	**(45)**
Principal payments of lease liabilities	**(110)**
Other	**–**
Balance as at August 31, 2021	**1,245**
Current	113
Long-term	1,157
Balance as at August 31, 2020	1,270
Current	**110**
Long-term	**1,135**
Balance as at August 31, 2021	**1,245**

Lease liabilities are subject to amortization schedules, which results in the principal being repaid over various periods, including reasonably expected renewals. The weighted average interest rate on lease liabilities was approximately 3.55% as at August 31, 2021. Refer to Note 30 for a maturity analysis of the Company's lease liabilities.

The Company leases Ku-band and C-band transponders on the Anik F1R, Anik F2 and Anik G1 satellites. As part of the Ku-band transponder agreements with Telesat Canada, the Company is committed to paying annual transponder maintenance and licence fees for each transponder from the time the satellite becomes operational for a period of 15 years. As at August 31, 2021, the Company has recorded lease liabilities of $246 relating to these transponders.

Below is a summary of the Company's other expenses related to leases included in operating, general and administrative expenses.

	2021 $	2020 $
Expenses related to variable lease components not included in lease liabilities	**20**	20
Expenses related to low-value leases	**33**	32
	53	52

15. OTHER LONG-TERM LIABILITIES

	2021 $	2020 $
Pension liabilities (note 28)	**21**	68
Post retirement liabilities (note 28)	**5**	4
	26	72

16. DEFERRED CREDITS

	2021 $	2020 $
IRU prepayments	**374**	387
Equipment revenue	**13**	17
Deposit on future fibre sale	**2**	2
	389	406

Amortization of deferred credits for 2021 amounted to $25 (2020 – $29) and was recorded in the accounts as described below.

IRU agreements are in place for periods ranging from 21 to 60 years and are being amortized to income over the agreement periods. Amortization in respect of the IRU agreements for 2021 amounted to $13 (2020 – $13) and was recorded as other amortization. Amortization of equipment revenue for 2021 amounted to $11 (2020 – $16).

17. SHARE CAPITAL

Authorized

The Company is authorized to issue a limited number of Class A Shares of no par value, as described below; an unlimited number of Class B Shares of no par value; an unlimited number of Class 1 Preferred Shares issuable in series; and an unlimited number of Class 2 Preferred Shares issuable in series, of which 12,000,000 were designated Cumulative Redeemable Rate Reset Class 2 Preferred Shares, Series A ("Series A Shares") and 12,000,000 were designated Cumulative Redeemable Floating Rate Class 2 Preferred Shares, Series B ("Series B Shares").

The authorized number of Class A Shares is limited, subject to certain exceptions, to the lesser of that number of shares (i) currently issued and outstanding and (ii) that may be outstanding after any conversion of Class A Shares into Class B Shares.

Issued and outstanding

2021	2020		2021	2020
Number of securities			$	$
22,372,064	22,372,064	Class A Shares	**2**	2
476,537,262	490,632,833	Class B Shares	**4,197**	4,307
–	10,012,393	Series A Shares	**–**	245
–	1,987,607	Series B Shares	**–**	48
498,909,326	525,004,897		**4,199**	4,602

Class A Shares and Class B Shares

Class A Shares are convertible at any time into an equivalent number of Class B Shares. In the event that a take-over bid is made for Class A Shares, in certain circumstances, the Class B Shares are convertible into an equivalent number of Class A Shares.

Changes in Class A Share capital and Class B Share capital in 2021 and 2020 are as follows:

	Class A Shares		Class B Shares	
	Number	$	Number	$
September 1, 2019	22,372,064	2	494,389,771	4,310
Stock option exercises	–	–	407,733	9
Dividend reinvestment plan	–	–	1,445,494	37
Restricted Share Units	–	–	4,507	–
Shares Repurchased	–	–	(5,614,672)	(49)
August 31, 2020	**22,372,064**	**2**	**490,632,833**	**4,307**
Stock option exercises	**–**	**–**	**681,980**	**19**
Restricted Share Units	**–**	**–**	**6,423**	**–**
Shares Repurchased	**–**	**–**	**(14,783,974)**	**(129)**
August 31, 2021	**22,372,064**	**2**	**476,537,262**	**4,197**

Series A and B Shares

The Series A Shares and Series B Shares represented series of Class 2 Preferred Shares that were classified as equity since redemption, at $25.00 per Series A Share and Series B Share, was at the Company's option and payment of dividends was at the Company's discretion.

On June 30, 2021 (the "Redemption Date"), the Company redeemed all of its issued and outstanding Preferred Shares in accordance with their terms (as set out in the Company's articles) at a price equal to $25.00 per Preferred Share (the "Redemption Price"), less any tax required to be deducted or withheld.

On the Redemption Date, there were 10,012,393 Series A Shares and 1,987,607 Series B Shares issued and outstanding. Accordingly, the aggregate Redemption Price paid by Shaw on the Redemption Date to redeem the Preferred Shares was $300.

Share transfer restriction

The Articles of the Company empower the directors to refuse to issue or transfer any share of the Company that would jeopardize or adversely affect the right of Shaw Communications Inc. or any subsidiary to obtain, maintain, amend or renew a licence to operate a broadcasting undertaking pursuant to the Broadcasting Act (Canada).

Normal Course Issuer Bid

On November 2, 2020, the Company announced that it had received approval from the TSX to establish a normal course issuer bid (NCIB) program. The program commenced on November 5, 2020 and will remain in effect until November 4, 2021. As approved by the TSX, the Company has the ability to purchase for cancellation up to 24,532,404 Class B Shares representing approximately 5% of all of the issued and outstanding Class B Shares as at October 22, 2020.

During the year ended August 31, 2021, the Company purchased 14,783,974 Class B Shares for cancellation for a total cost of approximately $336 under the NCIB program. The average book value of the shares repurchased was $8.77 per share and was charged to share capital. The excess of the market price over the average book value, including transaction costs, was approximately $207 and was charged to retained earnings.

In connection with the announcement of the Transaction on March 15, 2021 (as discussed in more detail in Note 1), the Company suspended share buybacks under its NCIB program.

Dividend Reinvestment Plan

On October 24, 2019, in accordance with the terms of our Dividend Reinvestment Plan (DRIP), the Company announced that in lieu of issuing shares from treasury, it will satisfy its share delivery obligations under the DRIP by purchasing Class B Shares on the open market. In addition, the Company reduced its discount from 2% to 0% for the Class B Shares delivered under the DRIP. These changes to the DRIP were applied to the dividends payable on November 28, 2019 to shareholders of record on November 15, 2019 and all other dividends payable thereafter.

18. SHARE-BASED COMPENSATION AND AWARDS

Stock option plan

Under the Company's stock option plan, directors, officers, employees, and consultants are eligible to receive stock options to acquire Class B Shares with terms not to exceed ten years from the date of grant and for such number of Class B Shares as the Board, or a committee thereof, determines in its discretion. An option is not immediately exercisable, but rather is exercisable on vesting dates determined by the Board from time to time. The Company's current practice is to award options for terms of ten years with 20% of the options in a grant vesting on each of the first through fifth anniversaries of the grant date. The Board, or a committee thereof, may grant options at an exercise price not less than the closing price of the Class B Shares on the TSX on the trading day immediately preceding the date on which the options are granted. The maximum number of Class B Shares issuable under the plan may not exceed 62,000,000. As at August 31, 2021, 40,319,392 Class B Shares have been issued under the plan.

The changes in options are as follows:

	2021		2020	
	Number	Weighted average exercise price $	Number	Weighted average exercise price $
Outstanding, beginning of year	**7,358,130**	**26.36**	8,363,031	26.11
Granted	**1,423,000**	**21.82**	84,000	26.88
Forfeited	**(599,260)**	**26.33**	(681,168)	26.65
Exercised[(1)]	**(681,980)**	**25.84**	(407,733)	21.57
Outstanding, end of year	**7,499,890**	**25.56**	7,358,130	26.36

[(1)] The weighted average Class B Share price for the options exercised for the year ended August 31, 2021 was $33.67 (2020 – $25.60).

The following table summarizes information about the options outstanding at August 31, 2021:

	Options outstanding			Options exerciseable	
Range of prices	Number outstanding	Weighted average remaining contractual life	Weighted average exercise price	Number exercisable	Weighted average exercise price
$19.75 to $22.76	1,485,575	8.79	21.80	67,575	21.28
$22.77 to $26.17	1,501,060	4.34	24.42	1,352,360	24.33
$26.18 to $26.32	1,540,595	6.10	26.28	971,695	26.27
$26.33 to $27.55	1,505,605	5.62	27.05	1,022,705	27.12
$27.56 to $30.87	1,467,055	5.46	28.27	1,134,755	28.33

The weighted average estimated fair value at the date of the grant for common share options granted for the year ended August 31, 2021 was $1.42 (2020 – $1.83) per option. The fair value of each option granted was estimated on the date of the grant using the Black-Scholes option pricing model with the following weighted-average assumptions:

	2021	2020
Dividend yield	**5.43%**	4.41%
Risk-free interest rate	**0.50%**	1.45%
Expected life of options	**7 years**	7 years
Expected volatility factor of the future expected market price of Class B Shares	**20.00%**	15.90%

Expected volatility has been estimated based on the historical share price volatility of the Company's Class B Shares.

Restricted share unit plan and Performance share unit plan

The Company has an RSU/PSU plan which provides that RSUs may be granted to directors, officers and employees of the Company and PSUs may be granted to officers and employees of the Company. Vested RSUs and PSUs will be settled in either cash or Class B Shares as determined by the Human Resources and Compensation Committee at the time of the grant. The cash payout will be based on the market value of a Class B Share at the time of the payout. When cash dividends are paid on Class B Shares, holders are credited with additional RSUs or PSUs, as applicable, equal to the dividend.

For PSUs, the performance criteria is set by the Human Resources and Compensation Committee at the time of the grant, and typically requires the achievement of a minimum level of performance, otherwise the payout is zero, while maximum performance is capped at 150%. On settlement of vested PSUs, the number of Class B Shares issued or delivered, or the amount of cash payment will be multiplied by the applicable performance factor.

During 2021, $22 was recognized as compensation expense (2020 – $9). The carrying value and intrinsic value of combined RSUs and PSUs at August 31, 2021 was $30 and $30, respectively (August 31, 2020 – $12 and $12, respectively).

Deferred share unit plan

The Company has a DSU plan for its Board of Directors whereby directors may elect to receive their annual cash compensation, or a portion thereof, in DSUs and/or RSUs, provided that any director who has not met the applicable share ownership guideline is generally required to elect to receive at least 50% of his or her annual compensation in DSUs and/or RSUs. In addition, the Company may adjust and/or supplement directors' compensation with periodic grants of DSUs. A DSU is a right that tracks the value of one Class B Share. Holders will be entitled to a cash payout when they cease to be a director. The cash payout will be based on market value of a Class B Share at the time of payout. When cash dividends are paid on Class B Shares, holders are credited with DSUs equal to the dividend. DSUs do not have voting rights as there are no shares underlying the plan.

During 2021, $11 was recognized as compensation expense (2020 – $2). The carrying value and intrinsic value of DSUs at August 31, 2021 was $35 and $33, respectively (August 31, 2020 – $24 and $20, respectively).

Employee share purchase plan

Generally, all Canadian, non-unionized, full time or part time employees of the Company are eligible to enroll in the ESPP. Under the ESPP, eligible employees may contribute to a maximum of 5% of their monthly base compensation. The Company contributes an amount equal to 25% of the employee's contributions, increasing to 33% once an employee reaches 10 years of continuous service.

During 2021, $5 was recorded as compensation expense (2020 – $5).

19. EARNINGS PER SHARE

Earnings per share calculations are as follows:

	2021	2020
Numerator for basic and diluted earnings per share ($)		
Net income	**986**	688
Deduct: dividends on Preferred Shares	**(7)**	(9)
Net income attributable to common shareholders	**979**	679
Denominator (millions of shares)		
Weighted average number of Class A Shares and Class B Shares for basic earnings per share	**504**	515
Effect of dilutive securities[1]	**1**	–
Weighted average number of Class A Shares and Class B Shares for diluted earnings per share	**505**	515
Basic and diluted earnings per share ($)	**1.94**	1.32

(1) The earnings per share calculation does not take into consideration the potential dilutive effect of certain stock options since their impact is anti-dilutive. For the year ended August 31, 2021, 174,031 options were excluded from the diluted earnings per share calculation (2020 – 6,380,558).

20. DIVIDENDS

Common share dividends

The holders of Class A Shares and Class B Shares are entitled to receive such dividends as the Board of Directors determines to declare on a share-for-share basis, as and when any such dividends are declared or paid. The holders of Class B Shares are entitled to receive during each dividend period, in priority to the payment of dividends on the Class A Shares, an additional dividend amount of $0.0025 per share per annum. This additional dividend amount is subject to proportionate adjustment in the event of future consolidations or subdivisions of shares and in the event of any issue of shares by way of stock dividend. After payment or setting aside for payment of the additional non-cumulative dividends on the Class B Shares, holders of Class A Shares and Class B Shares participate equally, share for share, as to all subsequent dividends declared.

Preferred share dividends

Holders of the Series A Shares were entitled to receive, as and when declared by the Company's Board of Directors, a cumulative quarterly fixed dividend yielding 4.50% annually for the initial period ending June 30, 2016. Commencing

June 30, 2016, the dividend rate was reset to 2.791% for the five year period ending June 30, 2021. Thereafter, the dividend rate was to be reset every five years at a rate equal to the then current 5-year Government of Canada bond yield plus 2.00%. Holders of Series A Shares had the right, at their option, to convert their shares into Series B Shares, subject to certain conditions, on June 30, 2016 and on June 30 every five years thereafter. As noted in note 17, the Company redeemed all of the Series A Shares on June 30, 2021.

On June 30, 2016, 1,987,607 Series A Shares were converted into an equal number of Series B Shares. The Series B Shares also represented a series of Class 2 preferred shares and holders were entitled to receive cumulative quarterly dividends, as and when declared by the Company's Board of Directors, at a rate set quarterly equal to the then current three-month Government of Canada Treasury Bill yield plus 2.00%. The floating quarterly dividend rate for the Series B Shares were set as follows:

Period	Annual Dividend Rate
June 30, 2016 to September 29, 2016	2.539%
September 30, 2016 to December 30, 2016	2.512%
December 31, 2016 to March 30, 2017	2.509%
March 31, 2017 to June 29, 2017	2.480%
June 30, 2017 to September 29, 2017	2.529%
September 30, 2017 to December 30, 2017	2.742%
December 31, 2017 to March 30, 2018	2.872%
March 31, 2018 to June 29, 2018	3.171%
June 30, 2018 to September 29, 2018	3.300%
September 30, 2018 to December 30, 2018	3.509%
December 31, 2018 to March 30, 2019	3.713%
March 31, 2019 to June 29, 2019	3.682%
June 30, 2019 to September 29, 2019	3.687%
September 30, 2019 to December 30, 2019	3.638%
December 31, 2019 to March 30, 2020	3.652%
March 31, 2020 to June 29, 2020	3.638%
June 30, 2020 to September 29, 2020	2.255%
September 30, 2020 to December 30, 2020	2.149%
December 1, 2020 to March 30, 2021	2.109%
March 31, 2021 to June 29, 2021	2.073%

As noted in note 17, the Company redeemed all of the Series B Shares on June 30, 2021 and accordingly, the final dividends on the Preferred Shares were paid by Shaw on the Redemption Date.

Dividend reinvestment plan

The Company has a DRIP that allows holders of Class A Shares and Class B Shares who are residents of Canada and, effective December 16, 2016, the United States, to automatically reinvest monthly cash dividends to acquire additional Class B Shares. For the two-month period ended October 30, 2019, Class B Shares distributed under the Company's DRIP were new shares issued from treasury at a 2% discount from the 5 day weighted average market price immediately preceding the applicable dividend payment date.

On October 25, 2019, in accordance with the terms of its DRIP, the Company announced that in lieu of issuing shares from treasury, it will satisfy its share delivery obligations under the DRIP by purchasing Class B Shares on the open market. In addition, the Company reduced its discount from 2% to 0% for the Class B Shares delivered under the DRIP. These changes to the DRIP applied to the dividends payable on November 28, 2019 to shareholders of record on November 15, 2019 and all other dividends payable thereafter.

Dividends declared

The dividends per share recognized as distributions to common shareholders for dividends declared during the year ended August 31, 2021 and 2020 are as follows:

2021		2020	
Class A Voting Share	**Class B Share**	**Class A Voting Share**	**Class B Share**
1.1825	1.1850	1.1825	1.1850

The dividends per share recognized as distributions to preferred shareholders for dividends declared during the year ended August 31, 2020 and 2019 are as follows:

2021		2020	
Series A Share	**Series B Share**	**Series A Share**	**Series B Share**
0.5233	0.3957	0.6978	0.8240

On October 29, 2021, the Company declared dividends of $0.098542 per Class A Share and $0.09875 per Class B Share payable on each of December 30, 2021, January 28, 2022 and February 25, 2022 to shareholders of record at the close of business on December 15, 2021, January 14, 2022 and February 15, 2022, respectively.

21. OTHER COMPREHENSIVE INCOME (LOSS) AND ACCUMULATED OTHER COMPREHENSIVE LOSS

Components of other comprehensive income and the related income tax effects for 2021 are as follows:

	Amount $	Income taxes $	Net $
Items that may subsequently be reclassified to income			
Change in unrealized fair value of derivatives designated as cash flow hedges	**(1)**	**–**	**(1)**
Adjustment for hedged items recognized in the period	**6**	**(1)**	**5**
	5	**(1)**	**4**
Items that will not be subsequently reclassified to income			
Remeasurements on employee benefit plans:	**48**	**(12)**	**36**
	53	**(13)**	**40**

Components of other comprehensive income and the related income tax effects for 2020 are as follows:

	Amount $	Income taxes $	Net $
Items that may subsequently be reclassified to income			
Change in unrealized fair value of derivatives designated as cash flow hedges	(5)	1	(4)
Adjustment for hedged items recognized in the period	(3)	1	(2)
	(8)	2	(6)
Items that will not be subsequently reclassified to income			
Remeasurements on employee benefit plans:	2	(1)	1
	(6)	1	(5)

Accumulated other comprehensive loss is comprised of the following:

	2021 $	2020 $
Items that may subsequently be reclassified to income		
Change in unrealized fair value of derivatives designated as cash flow hedges	**(1)**	(5)
Items that will not be subsequently reclassified to income		
Remeasurements on employee benefit plans:	**(58)**	(94)
	(59)	(99)

22. REVENUE

Contract assets and liabilities

The table below provides a reconciliation of the significant changes to the current and long-term portion of contract assets and liabilities balances during the year.

	Contract Assets	Contract Liabilities
August 31, 2019	158	238
Increase in contract assets from revenue recognized during the period	200	–
Contract assets transferred to trade receivables	(170)	–
Contract terminations transferred to trade receivables	(16)	–
Revenue recognized included in contract liabilities at the beginning of the year	–	(231)
Increase in contract liabilities during the period	–	218
August 31, 2020	**172**	**225**
Increase in contract assets from revenue recognized during the period	**140**	**–**
Contract assets transferred to trade receivables	**(171)**	**–**
Contract terminations transferred to trade receivables	**(16)**	**–**
Revenue recognized included in contract liabilities at the beginning of the year	**–**	**(219)**
Increase in contract liabilities during the period	**–**	**222**
August 31, 2021	**125**	**228**

	Contract Assets	Contract Liabilities
Current	132	211
Long-term	40	14
Balance as at August 31, 2020	172	225
Current	**97**	**213**
Long-term	**28**	**15**
Balance as at August 31, 2021	**125**	**228**

Deferred commission cost assets

The table below provides a summary of the changes in the deferred commission cost assets recognized from the incremental costs incurred to obtain contracts with customers during the year ended August 31, 2021 and 2020. We believe these amounts to be recoverable through the revenue earned from the related contracts. The deferred commission cost assets are presented within other current assets (when they will be amortized into net income within twelve months of the date of the financial statements) or other long-term assets.

August 31, 2019	94
Additions to deferred commission cost assets	84
Amortization recognized on deferred commission cost assets	(80)
August 31, 2020	**98**
Additions to deferred commission cost assets	**75**
Amortization recognized on deferred commission cost assets	**(81)**
August 31, 2021	**92**
Current	61
Long-term	37
Balance as at August 31, 2020	98
Current	**59**
Long-term	**33**
Balance as at August 31, 2021	**92**

Commission costs are amortized over a period ranging from 24 to 36 months.

Disaggregation of revenue

	2021 $	2020 $
Services		
Wireline – Consumer	**3,665**	3,683
Wireline – Business	**584**	567
Wireless	**891**	815
	5,140	5,065
Equipment and other		
Wireless	**381**	351
	381	351
Intersegment eliminations	**(12)**	(9)
Total revenue	**5,509**	5,407

Remaining performance obligations

The following table includes revenues expected to be recognized in the future related to performance obligations that are unsatisfied (or partially unsatisfied) as at August 31, 2021:

	Within 1 year	Within 2 years	Within 3 years	Within 4 years	Within 5 years	Thereafter	Total
Wireline	1,583	742	151	77	30	2	2,585
Wireless	348	101	–	–	–	–	449
Total	**1,931**	**843**	**151**	**77**	**30**	**2**	**3,034**

When estimating minimum transaction prices allocated to the remaining unfilled, or partially unfulfilled, performance obligations, Shaw applied the practical expedient to not disclose information about remaining performance obligations that have original expected duration of one year or less and for those contracts where we bill the same value as that which is transferred to the customer. The estimated amounts disclosed are based upon contractual terms and maturities. Revenues recognized based on actual minimum transaction price, and the timing thereof, will differ from these estimates due to the frequency with which the actual durations of contracts with customers do not match their contractual maturities.

23. OPERATING, GENERAL AND ADMINISTRATIVE EXPENSES AND RESTRUCTURING COSTS

	2021 $	2020 $
Employee salaries and benefits [(1)]	**664**	657
Purchases of goods and services	**2,359**	2,373
	3,023	3,030

(1) For the year ended August 31, 2021, employee salaries and benefits include restructuring costs of $14 (2020 – $14).

24. OTHER GAINS (LOSSES)

	2021 $	2020 $
Gain on disposal of fixed assets and intangibles	**3**	(3)
Costs associated with Rogers Transaction	**(23)**	–
Debt Redemption Penalty	**–**	(17)
Fair value adjustment of private investments	**27**	–
Other [(1)]	**(9)**	4
	(2)	(16)

(1) Other gains (losses) generally includes realized and unrealized foreign exchange gains and losses on US dollar denominated current assets and liabilities and the Company's share of the operations of Burrard Landing Lot 2 Holdings Partnership.

25. INCOME TAXES

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. The Company's net deferred tax liability consists of the following:

	2021 $	2020 $
Deferred tax assets	**2**	1
Deferred tax liabilities	**(1,998)**	(1,968)
Net deferred tax liability	**(1,996)**	(1,967)

Significant changes recognized to deferred income tax assets (liabilities) are as follows:

	Property, plant and equipment and software assets $	Broadcast rights, licences, customer relationships, trademark and brands $	Partnership income $	Non-capital loss carry-forwards $	Accrued charges $	Capital Loss Carry-Forwards $	Total $
Balance at August 31, 2019	(299)	(1,626)	(32)	93	(7)	–	(1,871)
Recognized in statement of income	(51)	(10)	21	13	(32)	–	(59)
Effect of IFRS 16 adoption	(4)	–	–	–	4	–	–
Effect of IFRIC 23 adoption	(40)	2	–	–	–	–	(38)
Recognized in other comprehensive income	–	–	–	–	1	–	1
Balance at August 31, 2020	**(394)**	**(1,634)**	**(11)**	**106**	**(34)**	**–**	**(1,967)**
Recognized in statement of income	**(18)**	**(16)**	**(62)**	**56**	**21**	**3**	**(16)**
Recognized in other comprehensive income	**–**	**–**	**–**	**–**	**(13)**	**–**	**(13)**
Balance at August 31, 2021	**(412)**	**(1,650)**	**(73)**	**162**	**(26)**	**3**	**(1,996)**

The Company has capital loss carryforwards of approximately $27 for which no deferred income tax asset has been recognized in the accounts. These capital losses can be carried forward indefinitely.

The Company has taxable temporary differences associated with its investment in its subsidiaries. No deferred tax liabilities have been provided with respect to such temporary differences as the Company is able to control the timing of the reversal and such reversal is not probable in the foreseeable future.

The income tax expense differs from the amount computed by applying the statutory rates to income before income taxes for the following reasons:

	2021	**2020**
Current statutory income tax rate	**25.5%**	26.3%
Income tax expense at current statutory rates	**263**	228
Net increase (decrease) in taxes resulting from:		
Recognition of previously unrecognized tax losses	**(81)**	(22)
Revision to liabilities for uncertain tax positions	**(125)**	–
Other	**(11)**	(27)
Income tax expense	**46**	179

The statutory income tax rate for the Company decreased from 26.3% in 2020 to 25.5% in 2021 as a result of provincial tax rate changes.

The components of income tax expense are as follows:

	2021 $	**2020 $**
Current income tax expense	**155**	120
Current tax recovery from revision to liabilities for uncertain tax positions	**(125)**	–
Deferred tax expense related to temporary differences	**97**	81
Deferred tax recovery from the recognition of previously unrecognized tax losses	**(81)**	(22)
Income tax expense	**46**	179

26. BUSINESS SEGMENT INFORMATION

The Company's chief operating decision makers are the Executive Chair & Chief Executive Officer, the President, and the Executive Vice President, Chief Financial & Corporate Development Officer and they review the operating performance of the Company by segments, which are comprised of Wireline and Wireless. The chief operating decision makers utilize adjusted earnings before interest, income taxes, depreciation and amortization ("adjusted EBITDA") for each segment as a key measure in making operating decisions and assessing performance.

The Wireline segment provides Cable telecommunications services including Video, Internet, WiFi, Phone, Satellite Video and data networking through a national fibre-optic backbone network to Canadian consumers, North American businesses and public-sector entities. The Wireless segment provides wireless services for voice and data communications serving customers in Ontario, British Columbia and Alberta through Freedom Mobile and in British Columbia and Alberta through Shaw Mobile.

Both of the Company's reportable segments are substantially located in Canada. Information on operations by segment is as follows:

	2021 $	2020 $
Revenue		
Wireline	**4,249**	4,250
Wireless	**1,272**	1,166
	5,521	5,416
Intersegment eliminations	**(12)**	(9)
	5,509	5,407
Adjusted EBITDA [(1)]		
Wireline	**2,107**	2,054
Wireless	**393**	337
	2,500	2,391
Restructuring costs	**(14)**	(14)
Amortization	**(1,219)**	(1,217)
Operating income	**1,267**	1,160
Interest		
Operating	**228**	267
Other/non-operating	**3**	7
	231	274
Current taxes [(2)]		
Operating	**155**	113
Other/non-operating	**(125)**	7
	30	120

(1) Adjusted EBITDA does not have any standardized meaning prescribed by IFRS and is therefore unlikely to be comparable to similar measures presented by other issuers; the Company defines adjusted EBITDA as revenues less operating, general and administrative expenses.

(2) Current taxes are lower for the year ended August 31, 2021 due mainly to a revision to liabilities for uncertain tax positions that became statute barred in the period of $125.

Capital expenditures

	2021 $	2020 $
Capital expenditures accrual basis		
Wireline	**701**	784
Wireless	**280**	296
	981	1,080
Equipment costs (net of revenue)		
Wireline	**22**	31
Capital expenditures and equipment costs (net)		
Wireline	**723**	815
Wireless	**280**	296
	1,003	1,111
Reconciliation to Consolidated Statements of Cash Flows		
Additions to property, plant and equipment	**858**	970
Additions to equipment costs (net)	**21**	31
Additions to other intangibles	**138**	150
Total of capital expenditures and equipment costs (net) per Consolidated Statements of Cash Flows	**1,017**	1,151
Increase (decrease) in working capital and other liabilities related to capital expenditures	**7**	(38)
Less: Proceeds on disposal of property, plant and equipment	**(21)**	(2)
Total capital expenditures and equipment costs (net) reported by segments	**1,003**	1,111

27. COMMITMENTS AND CONTINGENCIES

Commitments

The Company has the following future minimum payments for their contractual commitments that are not recognized as liabilities as at August 31, 2021:

	Purchase Obligations (1)	Property, Plant and Equipment
Within one year	420	157
1 to 3 years	297	9
3 to 5 years	174	–
Over 5 years	111	–
	1,002	166

(1) Includes contractual obligations under service, product, and wireless device contracts, program related agreements and exclusive rights to use intellectual property in Canada.

Contingencies

The Company and its subsidiaries are involved in litigation matters arising in the ordinary course and conduct of its business. Although resolution of such matters cannot be predicted with certainty, management does not consider the Company's exposure to litigation to be material to these consolidated financial statements.

Guarantees

In the normal course of business the Company enters into indemnification agreements and has issued irrevocable standby letters of credit and commercial surety bonds with and to third parties.

Indemnities

Many agreements related to acquisitions and dispositions of business assets include indemnification provisions where the Company may be required to make payment to a vendor or purchaser for breach of contractual terms of the agreement with respect to matters such as litigation, income taxes payable or refundable or other ongoing disputes. The indemnification period usually covers a period of two to four years. Also, in the normal course of business, the Company has provided indemnifications in various commercial agreements, customary for the telecommunications industry, which may require payment by the Company for breach of contractual terms of the agreement. Counterparties to these agreements provide the Company with comparable indemnifications. The indemnification period generally covers, at maximum, the period of the applicable agreement plus the applicable limitations period under law.

The maximum potential amount of future payments that the Company would be required to make under these indemnification agreements is not reasonably quantifiable as certain indemnifications are not subject to limitation. However, the Company enters into indemnification agreements only when an assessment of the business circumstances would indicate that the risk of loss is remote. At August 31, 2021, management believes it is remote that the indemnification provisions would require any material cash payment.

The Company indemnifies its directors and officers against any and all claims or losses reasonably incurred in the performance of their service to the Company to the extent permitted by law.

Irrevocable standby letters of credit and commercial surety bonds

The Company and certain of its subsidiaries have granted irrevocable standby letters of credit and commercial surety bonds, issued by high rated financial institutions, to third parties to indemnify them in the event the Company does not perform its contractual obligations. As of August 31, 2021, such instruments amounted to $4. The Company has not recorded any additional liability with respect to these instruments, as the Company does not expect to make any payments in excess of what is recorded on the Company's consolidated financial statements. The instruments mature at various dates during fiscal 2022 to fiscal 2023.

28. EMPLOYEE BENEFIT PLANS

Defined contribution pension plans

The Company has defined contribution pension plans for its non-union employees and, for the majority of these employees, contributes 5% of eligible earnings to the maximum amount deductible under the Income Tax Act. Effective January 1, 2019, the Company introduced a voluntary pension contribution matching program whereby, in addition to the 5% of Company contributions, employees who make voluntary contributions will receive a 25% match on contributions up to 5% of their eligible earnings. For union employees, the Company contributes amounts up to 9.8% of earnings to the individuals' registered retirement savings plans. Total pension costs in respect of these plans were $30 (2020 – $31) of which $23 (2020 – $24) was expensed and the remainder capitalized.

Defined benefit pension plans

The Company has two non-registered retirement plans for designated executives and senior executives. The following is a summary of the accrued benefit liabilities recognized in the consolidated statements of financial position.

	2021 $	**2020 $**
Non-registered plans		
Accrued benefit obligation	**489**	513
Fair value of plan assets	**468**	445
Accrued benefit liabilities and deficit	**21**	68

The plans expose the Company to a number of risks, of which the most significant are as follows:

(i) Volatility in market conditions: The accrued benefit obligations are calculated using discount rates with reference to bond yields closely matching the term of the estimated cash flows while many of the assets are invested in other types of assets. If plan assets underperform these yields, this will result in a deficiency. Changing market conditions in conjunction with discount rate volatility will result in volatility of the accrued benefit liabilities. To mitigate some of the investment risk, the Company has established long-term funding targets where the time horizon and risk tolerance are specified.

(ii) Selection of accounting assumptions: The calculation of the accrued benefit obligations involves projecting future cash flows of the plans over a long time frame. This means that assumptions used can have a material impact on the consolidated statements of financial position and comprehensive income because in practice, future experience of the plans may not be in line with the selected assumptions.

Non-registered pension plans

The Company provides a supplemental executive retirement plan (SERP) for certain of its senior executives and retirees. Benefits under this plan are based on the employees' length of service and their highest three-year average rate of eligible pensionable earnings during their years of service. In 2012, the Company closed the plan to new participants and amended the plan to freeze base salary levels at August 31, 2012 for purposes of determining eligible pensionable earnings. Employees are not required to contribute to this plan.

The Company provides an executive retirement plan (ERP) for certain executives not covered by the SERP. Benefits under this plan are comprised of defined contribution and defined benefit components and are based on the employees' length of service as well as final average earnings during their years of service. Employees are not required to contribute to this plan.

The table below shows the change in benefit obligation and funding status and the fair value of plan assets.

	SERP $	ERP $	2021 Total $	SERP $	ERP $	2020 Total $
Accrued benefit obligation, beginning of year	**477**	**36**	**513**	478	27	505
Current service cost	**–**	**9**	**9**	2	9	11
Interest cost	**13**	**1**	**14**	14	1	15
Payment of benefits to employees	**(20)**	**(2)**	**(22)**	(19)	(2)	(21)
Transfer from DC plan	**–**	**1**	**1**	–	1	1
Remeasurements:						
Effect of changes in demographic assumptions	**–**	**–**	**–**	16	–	16
Effect of changes in financial assumptions	**(24)**	**(3)**	**(27)**	13	1	14
Effect of experience adjustments	**1**	**–**	**1**	(27)	(1)	(28)
Accrued benefit obligation, end of year	**447**	**42**	**489**	477	36	513
Fair value of plan assets, beginning of year	**415**	**30**	**445**	417	19	436
Employer contributions	**–**	**10**	**10**	–	12	12
Interest income	**11**	**–**	**11**	12	1	13
Transfer from DC plan	**–**	**1**	**1**	–	1	1
Payment of benefits	**(20)**	**(2)**	**(22)**	(19)	(2)	(21)
Return on plan assets, excluding interest income	**22**	**1**	**23**	5	(1)	4
Fair value of plan assets, end of year	**428**	**40**	**468**	415	30	445
Accrued benefit liability and plan deficit, end of year	**19**	**2**	**21**	62	6	68

The weighted average duration of the defined benefit obligation of the SERP and ERP at August 31, 2021 is 14.5 years and 15.9 years, respectively.

The underlying plan assets of the SERP and ERP at August 31, 2021 are invested in the following:

	SERP	ERP
Cash and cash equivalents	199	25
Fixed income securities	69	5
Equity securities – Canadian	52	4
Equity securities – Foreign	108	6
	428	40

All fixed income and equity securities have a quoted price in active market.

The tables below show the significant weighted-average assumptions used to measure the pension obligation and cost for the plans.

Accrued benefit obligation	2021 SERP %	2021 ERP %	2020 SERP %	2020 ERP %
Discount rate	**3.10**	**3.10**	2.70	2.70
Rate of compensation increase	**3.00**[(1)]	**3.00**	3.00[(1)]	3.00

Benefit cost for the year	2021 SERP %	2021 ERP %	2020 SERP %	2020 ERP %
Discount rate	**2.70**	**2.70**	2.90	2.90
Rate of compensation increase	**3.00**[(1)]	**3.00**	3.00[(1)]	3.00

(1) Applies only to incentive compensation component of eligible pensionable earnings.

The calculation of the accrued benefit obligation is sensitive to the assumptions above. A one percentage point decrease in the discount rate would have increased the accrued benefit obligation at August 31, 2021 by $72. A one percentage point increase in the rate of compensation increase would have increased the accrued benefit obligation by $2.

When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions, the present value of the defined benefit obligation has been calculated using the projected benefit method which is the same method that is applied in calculating the defined benefit liability recognized in the consolidated statements of financial position. The sensitivity analysis presented above may not be representative of the actual change in the accrued benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some assumptions may be correlated.

The net pension benefit plan expense, which is included in employee salaries and benefits expense, is comprised of the following components:

	SERP	ERP	2021 Total	SERP	ERP	2020 Total
Current service cost	**–**	**9**	**9**	2	9	11
Interest cost	**13**	**1**	**14**	14	1	15
Interest income	**(11)**	**–**	**(11)**	(12)	(1)	(13)
Pension expense	**2**	**10**	**12**	4	9	13

Other benefit plans

The Company has post-employment benefits plans that provide post-retirement health and life insurance coverage to certain executive level retirees and are funded on a pay-as-you-go basis. The table below shows the change in the accrued post-retirement obligation which is recognized in the consolidated statements of financial position.

	2021	2020
Accrued benefit obligation and plan deficit, beginning of year	**4**	4
Current service cost	**–**	–
Interest cost	**–**	–
Payment of benefits to employees	**–**	–
Remeasurements:		
Effect of changes in demographic assumptions	**1**	–
Effect of changes in financial assumptions	**(1)**	–
Effect of experience adjustments	**1**	–
Accrued benefit obligation and plan deficit, end of year	**5**	4

The weighted average duration of the benefit obligation at August 31, 2021 is 16.7 years.

The post-retirement benefit plan expense, which is included in employee salaries and benefits expense, is $nil (2020 – $nil) and is comprised of current service and interest cost.

The discount rates used to measure the post-retirement benefit cost for the year and the accrued benefit obligation as at August 31, 2021 were 3.10% and 2.70%, respectively (2020 – 2.70% and 2.90%, respectively). A one percentage point decrease in the discount rate would have increased the accrued benefit obligation at August 31, 2021 by $1.

Employer contributions

The Company's estimated contributions to the defined benefit plans in fiscal 2022 is $nil.

29. RELATED PARTY TRANSACTIONS

Controlling shareholder

Voting control of the Company is held by Shaw Family Living Trust (SFLT) and its subsidiaries. As at August 31, 2021, SFLT and its subsidiaries held, directly or indirectly, or exercised control or direction over 17,662,400 Class A Shares, representing approximately 79% of the issued and outstanding Class A Shares, for the benefit of the descendants of the late JR Shaw and Carol Shaw. The sole trustee of SFLT is a private company controlled by a board consisting of seven directors, including as at August 31, 2021, Bradley S. Shaw, four other members of his family, and two independent directors.

The Class A Shares are the only shares entitled to vote in all circumstances. Accordingly, SFLT and its subsidiaries are able to elect a majority of the Board of Directors of the Company and to control the vote on matters submitted to a vote of the Company's Class A Shares.

Significant investments in subsidiaries

The following are the significant subsidiaries of the Company, all of which are incorporated or partnerships in Canada.

	Ownership Interest	
	August 31, 2021	**August 31, 2020**
Shaw Cablesystems Limited	**100%**	100%
Shaw Cablesystems G.P.	**100%**	100%
Shaw Envision Inc.	**100%**	100%
Shaw Telecom Inc.	**100%**	100%
Shaw Telecom G.P.	**100%**	100%
Shaw Satellite Services Inc.	**100%**	100%
Star Choice Television Network Incorporated	**100%**	100%
Shaw Satellite G.P.	**100%**	100%
Freedom Mobile Inc.	**100%**	100%

Key management personnel and Board of Directors

Key management personnel consist of the most senior executive team and along with the Board of Directors, and have the authority and responsibility for planning, directing and controlling the activities of the Company.

Compensation

The compensation expense of key management personnel and Board of Directors is as follows:

	2021 $	2020 $
Short-term employee benefits	**20**	17
Post-employment pension benefits	**7**	3
Termination benefits	**–**	11
Share-based compensation	**22**	6
	49	37

Transactions

The Company paid $2 (2020 – $2) for collection, installation, and maintenance services to a company controlled by a Director of the Company.

During the year, the Company paid $4 (2020 – $10) for remote control units to a supplier where Directors of the Company hold positions on the supplier's board of directors.

At August 31, 2021, the Company had $nil owing in respect of these transactions (2020 – $1).

During the year, network fees of $24 (2020 – $27) were paid to a programmer where a Director of the Company holds a position on the programmer's board of directors.

At August 31, 2021, the Company had $4 owing in respect of these transactions (2020 – $4).

In fiscal 2019, the Company completed the sale of a non-core parcel of land and the building located thereon (the "Property"), to an affiliate of SFLT (the "Purchaser"). As part of the transaction, the Purchaser agreed to lease back the Property to the Company for a term of three years at market rental rates (which was also based on appraisals from the two independent valuators) allowing the Company to monetize a non-core asset. The transaction was approved by the independent Board members of the Company. At August 31, 2021, the Company had a remaining lease liability of $nil (2020 - $1) in respect of this lease which is included in the amounts disclosed in Note 14.

Other related parties

The Company has entered into certain transactions and agreements in the normal course of business with certain of its related parties. These transactions are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

Corus

The Company and Corus are subject to common voting control. During the year, network fees of $116 (2020 – $121), advertising fees of $5 (2020 – $6), and administrative fees of $1 (2020 – $1) were paid to various Corus subsidiaries and entities subject to significant influence. In addition, the Company provided administrative, advertising and other services for $1 (2020 – $1), uplink of television signals for $4 (2020 – $5), and Internet services and lease of circuits for $5 (2020 – $6). At August 31, 2021, the Company had a net of $20 owing in respect of these transactions (2020 – $21).

As part of a regulatory requirement where Shaw pays Corus in lieu of either providing the news coverage directly or contributing into a fund managed by the CRTC, Shaw paid $12 (2020 – $13) as part of the Local News Community Investment program.

The Company provided Corus with advertising spots in return for radio and television advertising. No monetary consideration was exchanged for these transactions and no amounts were recorded in the accounts.

Burrard Landing Lot 2 Holdings Partnership

During the year, the Company paid $10 (2020 – $11) to the Partnership for lease of office space in Shaw Tower. Shaw Tower, located in Vancouver, BC, is the Company's headquarters for its lower mainland operations. At August 31, 2021, the Company had a remaining lease liability of $57 (2020 - $67) in respect of the office space lease which is included in the amounts disclosed in Note 14.

30. FINANCIAL INSTRUMENTS

Fair values

The fair value of financial instruments has been determined as follows:

(i) Current assets and current liabilities

The fair value of financial instruments included in current assets and current liabilities approximates their carrying value due to their short-term nature.

(ii) Investments and other assets and Other long-term assets

The fair value of publicly traded investments is determined by quoted market prices. Investments in private entities which do not have quoted market prices in an active market and whose fair value cannot be readily measured are carried at estimated fair value based on information available with respect to investees' operational and financing activities. No published market exists for such investments. These equity investments have been made as they are considered to have the potential to provide future benefit to the Company and accordingly, the Company has no current intention to dispose of these investments in the near term. The fair value of long-term receivables approximates their carrying value as they are recorded at the net present values of their future cash flows, using an appropriate discount rate.

(iii) Long-term debt

The carrying value of long-term debt is at amortized cost based on the initial fair value as determined at the time of issuance. The fair value of publicly traded notes is based upon current trading values. The fair value of finance lease obligations is determined by discounting future cash flows using a rate for loans with similar terms, conditions and maturity dates. The carrying value of bank credit facilities approximates fair value as the debt bears interest at rates that fluctuate with market rates. Other notes and debentures are valued based upon current trading values for similar instruments.

(iv) Derivative financial instruments

The fair value of US currency forward purchase contracts is determined using an estimated credit-adjusted mark-to-market valuation using observable forward exchange rates at the end of reporting periods and contract forward rates.

The carrying value and estimated fair value of long-term debt are as follows:

	August 31, 2021		August 31, 2020	
	Carrying value	Estimated fair value	Carrying value	Estimated fair value
Liabilities				
Long-term debt (including current portion) [(1)]	**4,550**	**5,263**	4,548	5,613

[(1)] Level 2 fair value – determined by valuation techniques using inputs based on observable market data, either directly or indirectly, other than quoted prices.

Risk management

The Company is exposed to various market risks including currency risk and interest rate risk, as well as credit risk and liquidity risk associated with financial assets and liabilities. The Company has designed and implemented various risk management strategies, discussed further below, to ensure the exposure to these risks is consistent with its risk tolerance and business objectives.

Market risk

Market risk is the risk that the fair value or cash flows of a financial instrument will fluctuate as a result of changes in market prices, including foreign exchange and interest rates, the Company's share price and market price of publicly traded investments.

Currency risk

Certain of the Company's capital expenditures and operating costs are incurred in US dollars, while its revenue is primarily denominated in Canadian dollars. Decreases in the value of the Canadian dollar relative to the US dollar could have an adverse effect on the Company's cash flows. To mitigate some of the uncertainty in respect to capital expenditures and operating costs, the Company regularly enters into forward contracts in respect of US dollar commitments. With respect to 2021, the Company entered into forward contracts to purchase US $132 over a period of 12 months commencing in September 2020 at an average exchange rate of 1.3544 Cdn. At August 31, 2021 the Company had forward contracts to purchase US $132 over a period of 12 months commencing September 2021 at an average exchange rate of 1.2666 Cdn in respect of US dollar commitments.

Interest rate risk

Due to the capital-intensive nature of its operations, the Company utilizes long-term financing extensively in its capital structure. The primary components of this structure are an unsecured bank credit facility and various Canadian senior notes with varying maturities issued in the public markets as more fully described in Note 13. The Company also has an accounts receivable securitization program as described in Note 10.

Interest on the Company's unsecured bank credit facility and accounts receivable securitization program are based on floating rates, while the senior notes are fixed-rate obligations. When drawn, the Company utilizes its credit facility to finance day-to-day operations and, depending on market conditions, periodically converts the bank loans to fixed-rate instruments through public market debt issues. As at August 31, 2021, 100% of the Company's consolidated long-term debt was fixed with respect to interest rates.

Sensitivity analysis

The sensitivity to currency risk has been determined based on a hypothetical change in Canadian dollar to US dollar foreign exchange rates of 10%. Foreign exchange forward contracts would be impacted by this hypothetical change resulting in a change to other comprehensive income by $12 net of tax (2020 – $13). A portion of the Company's accounts receivables and accounts payable and accrued liabilities is denominated in US dollars; however, due to their short-term nature, there is no significant market risk arising from fluctuations in foreign exchange rates.

Interest on the Company's unsecured bank credit facility and accounts receivable securitization program are based on floating rates. As at August 31, 2021 there is no significant market risk arising from interest rate fluctuations within a reasonably contemplated range from their actual amounts.

At August 31, 2021, a one dollar change in the Company's Class B Shares would have had an impact on net income of $2 (August 31, 2020 – $1) in respect of the Company's DSU, RSU, and PSU plans.

Credit risk

Accounts receivable in respect of the Consumer, Business and Wireless divisions are not subject to any significant concentrations of credit risk due to the Company's large and diverse customer base. As at August 31, 2021, the Company had accounts receivable of $301 (August 31, 2020 – $268), net of the allowance for doubtful accounts of $78 (August 31, 2020 – $74). The Company maintains an allowance for doubtful accounts for the expected credit losses resulting from the inability of its customers to make required payments.

	2021 $	**2020 $**
Balance, beginning of period	**74**	63
Additions (doubtful accounts expense)	**25**	60
Net usage	**(21)**	(49)
Balance, end of period	**78**	74

In determining the allowance, the Company considers factors such as the number of days the customer account is past due, whether or not the customer continues to receive service, the Company's past collection history and changes in business circumstances. As at August 31, 2021, $124 (August 31, 2020 – $105) of accounts receivable is considered to be past due, defined as amounts outstanding past normal credit terms and conditions. Uncollectible accounts receivable are charged against the allowance account based on the age of the account and payment history. The Company believes that its allowance for doubtful accounts is sufficient to reflect the related credit risk.

The Company mitigates credit risk of subscriber receivables through advance billing and procedures to downgrade or suspend services on accounts that have exceeded agreed credit terms and routinely assesses the financial strength of its business customers through periodic review of payment practices.

Credit risks associated with US currency contracts arise from the inability of counterparties to meet the terms of the contracts. In the event of non-performance by the counterparties, the Company's accounting loss would be limited to the net amount that it would be entitled to receive under the contracts and agreements. In order to minimize the risk of counterparty default under its swap agreements, the Company assesses the creditworthiness of its swap counterparties.

Liquidity risk

Liquidity risk is the risk that the Company will experience difficulty in meeting obligations associated with financial liabilities. The Company manages its liquidity risk by monitoring cash flow generated from operations, available borrowing capacity, and by managing the maturity profiles of its long-term debt.

The Company's undiscounted contractual maturities as at August 31, 2021 are as follows:

	Short-term borrowings	Accounts payable and accrued liabilities[1]	Long-term debt repayable at maturity	Leases (note 14)	Interest payments
Within one year	200	988	1	151	218
1 to 3 years	–	–	1,002	291	407
3 to 5 years	–	–	44	260	351
Over 5 years	–	–	3,550	894	1,757
	200	988	4,597	1,596	2,733

[1] Includes accrued interest and dividends of $210.

31. CONSOLIDATED STATEMENTS OF CASH FLOWS

(i) Funds flow from operations

	2021 $	2020 $
Net income from operations	**986**	688
Adjustments to reconcile net income to funds flow from operations:		
Amortization	**1,221**	1,220
Deferred income tax expense (recovery)	**16**	59
Share-based compensation	**1**	2
Defined benefit pension plans	**2**	1
Fair value adjustments for private investments	**(27)**	–
Net change in contract asset balances	**47**	(14)
Loss (gain) on disposal of fixed assets and intangibles	**(3)**	3
Loss on write-down of assets	**–**	7
Other	**6**	23
Funds flow from operations	**2,249**	1,989

(ii) Interest and income taxes paid and interest received and classified as operating activities are as follows:

	2021 $	2020 $
Interest paid	**265**	287
Income taxes paid (net of refunds)	**174**	134
Interest received	**4**	7

Included in interest paid is interest on lease liabilities of $45 for the year ended August 31, 2021 (2020 – $44).

(iii) Non-cash transactions

The Consolidated Statements of Cash Flows exclude the following non-cash transactions:

	2021 $	2020 $
Issuance of Class B Shares:		
Dividend reinvestment plan (note 20)	–	37

32. CAPITAL STRUCTURE MANAGEMENT

The Company's objectives when managing capital are:

(i) to maintain a capital structure which optimizes the cost of capital, provides flexibility and diversity of funding sources and timing of debt maturities, and adequate anticipated liquidity for organic growth and strategic acquisitions;

(ii) to maintain compliance with debt covenants; and

(iii) to manage a strong and efficient capital base to maintain investor, creditor and market confidence.

The Company defines capital as comprising all components of shareholders' equity (other than non-controlling interests and amounts in accumulated other comprehensive income/loss), long-term debt (including the current portion thereof), lease liabilities (including the current portion thereof), short-term borrowings and bank indebtedness less cash.

	2021 $	2020 $
Cash	**(355)**	(763)
Short-term borrowings	**200**	200
Long-term debt repayable at maturity	**4,597**	4,599
Lease liabilities	**1,245**	1,270
Share capital	**4,199**	4,602
Contributed surplus	**27**	27
Retained earnings	**1,876**	1,703
	11,789	11,638

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of underlying assets. The Company may also from time to time change or adjust its objectives when managing capital in light of the Company's business circumstances, strategic opportunities, or the relative importance of competing objectives as determined by the Company. There is no assurance that the Company will be able to meet or maintain its currently stated objectives. Further, the terms of the Arrangement Agreement require the Company to obtain Rogers' consent prior to incurring certain types of indebtedness.

The Company's credit facilities are subject to covenants which include maintaining minimum or maximum financial ratios, including total debt to operating cash flow/adjusted earnings before interest, taxes, depreciation and amortization, and operating cash flow to fixed charges. At August 31, 2021, the Company was in compliance with these covenants and based on current business plans and economic conditions, the Company is not aware of any condition or event that would give rise to non-compliance with the covenants.

Other than the redemption of the Company's preferred shares as discussed in note 17, the Company's overall capital structure management strategy remains unchanged from the prior year.

Corporate Information

DIRECTORS

Bradley S. Shaw[4]
Executive Chair & Chief Executive Officer
Shaw Communications Inc.

Peter J. Bissonnette[2]
Corporate Director

Adrian I. Burns, LLD[2][4]
Corporate Director

Hon. Christina J. Clark[3]
Corporate Director

Dr. Richard R. Green[1]
Corporate Director

Gregg Keating[3]
Chairman and Chief Executive Officer
Altimax Venture Capital

Michael W. O'Brien[1][4]
Corporate Director

Paul K. Pew[3][4]
Co-Founder and Co-CEO
G3 Capital Corp.

Jeffrey C. Royer[1]
Private Investor

Mike Sievert
President, Chief Executive Officer and Director of T-Mobile

Carl E. Vogel[1][4]
Private Investor

Sheila C. Weatherill[3]
Corporate Director

Steven A. White[2]
President, Special Counsel to the CEO of Comcast Cable

(1) Audit Committee
(2) Human Resources and Compensation Committee
(3) Corporate Governance and Nominating Committee
(4) Executive Committee

SENIOR OFFICERS

Bradley S. Shaw
Executive Chair & Chief Executive Officer

Paul McAleese
President, Shaw Communications Inc.

Trevor English
Executive Vice President, Chief Financial & Corporate Development Officer

Zoran Stakic
Chief Operating Officer & Chief Technology Officer

Peter Johnson
Executive Vice President, Chief Legal and Regulatory Officer (Corporate Secretary)

Katherine Emberly
President, Business

Dan Markou
Executive Vice President, Chief People and Culture Officer

Paul Deverell
President, Consumer

CORPORATE OFFICE

Shaw Communications Inc.
Suite 900, 630 – 3rd Avenue S.W.
Calgary, Alberta
Canada T2P 4L4
Phone: (403) 750-4500
Website: *www.shaw.ca*

CORPORATE GOVERNANCE

Information concerning Shaw's corporate governance policies is contained in the Proxy Circular and is also available on Shaw's website, *www.shaw.ca.*

Information concerning Shaw's compliance with the corporate governance listing standards of the New York Stock Exchange is available in the Investor Relations section on Shaw's website, *www.shaw.ca.*

INTERNET HOME PAGE

Shaw's Annual Report, Annual Information Form, Quarterly Reports, Press Releases and other relevant investor information are available electronically on the Internet at *www.shaw.ca.*

AUDITORS

Ernst & Young LLP

PRIMARY BANKER

The Toronto-Dominion Bank

TRANSFER AGENTS

TSX Trust Company
600, 333 – 7th Ave SW
Calgary, Alberta, T2P 2Z1
Phone: 1-800-387-0825

DEBENTURE TRUSTEE

Computershare Trust Company of Canada
100 University Avenue, 9th Floor
Toronto, Ontario, M5J 2Y1
Phone: 1-800-564-6253

FURTHER INFORMATION

Financial analysts, portfolio managers, other investors and interested parties may contact the Company at (403) 750-4500 or visit Shaw's website at *www.shaw.ca* for further information.

To receive additional copies of this Annual Report, please fax your request to (403) 750-7469 or email *investor.relations@sjrb.ca.*

Shaw

This is **Exhibit H** in support of the
Affidavit of Christopher Hickey,
solemnly affirmed before me on April 22, 2022
in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely

DocuSigned by:
Geoff Batstone
309360C325E3434...

Commissioner for Taking Affidavits
Geoff Batstone

Canadian Radio-television and Telecommunications Commission
Conseil de la radiodiffusion et des télécommunications canadiennes

Telecom Notice of Consultation CRTC 2020-187

PDF version

Ottawa, 11 June 2020

Public record: 1011-NOC2020-0187

Call for comments – Appropriate network configuration for disaggregated wholesale high-speed access services

Deadline for submission of interventions: 9 September 2020

[Submit an intervention or view related documents]

In an effort to facilitate the deployment of disaggregated wholesale high-speed access (HSA) services, the Commission is issuing this notice of consultation to address the appropriate network and service configurations for the disaggregated wholesale HSA service regime for all wholesale HSA service providers across the country, including the option of a modified level of disaggregation on the networks of Bell Canada, Cogeco, RCCI, and Videotron.

The Commission is also suspending the proceeding to set final rates, terms, and conditions for disaggregated wholesale HSA services in Ontario and Quebec until a later date.

Background

1. The Commission regulates wholesale high-speed access (HSA) services provided by large cable carriers and large telephone companies (collectively, the wholesale HSA service providers). Competitors[1] can use these services to provide their own retail Internet access and other services.

2. The Commission has initiated a number of proceedings to advance the regime for disaggregated wholesale HSA services. To date, it has considered proposed wholesale HSA service rates, terms, and conditions for certain wholesale HSA service providers in Ontario and Quebec, and launched, and subsequently suspended, the process to extend the implementation of the disaggregated wholesale HSA service regime to other wholesale HSA service providers, including those outside Ontario and Quebec.

3. In Telecom Regulatory Policy 2015-326, the Commission reviewed its wholesale services framework. It determined, among other things, that wholesale HSA services, which are used to support retail competition for services such as local telephone, television, and Internet access services, would continue to be mandated; however, the

[1] For the purposes of this notice, "competitors" refers to telecommunications services providers that operate in a given territory and that are not mandated to provide wholesale HSA services.

provision of aggregated wholesale HSA services would no longer be mandated and would be phased out in conjunction with the implementation of disaggregated wholesale HSA services.

4. The Commission determined that disaggregated wholesale HSA services would first be implemented in Ontario and Quebec, where there was significant demand. The Commission's objective at that time was also to ensure an orderly transition from the aggregated wholesale HSA service regime to the disaggregated one.

5. In Telecom Decision 2016-379, the Commission made its determinations on the proposed disaggregated wholesale HSA service configurations of Bell Canada; Cogeco Communications inc. (Cogeco); Quebecor Media Inc., on behalf of Videotron Ltd. (Videotron); and Rogers Communications Canada Inc. (RCCI) in Ontario and Quebec, with a view to providing Canadians with more choice in services such as Internet access. Increased choice was expected to drive competition, resulting in further investment in telecommunications facilities.

6. Subsequently, the Commission directed those four companies to file tariffs and supporting cost studies for their disaggregated wholesale HSA service configurations that reflected the determinations set out in Telecom Decision 2016-379.

7. In Telecom Order 2017-312, the Commission made disaggregated wholesale HSA services available and set out interim rates, terms, and conditions for these services in Ontario and Quebec.

8. By letter dated 6 July 2018, the Commission requested that other wholesale HSA service providers, namely Bell MTS Inc. (Bell MTS); Bragg Communications Incorporated, carrying on business as Eastlink (Eastlink); Saskatchewan Telecommunications (SaskTel); Shaw Cablesystems G.P. (Shaw); and TELUS Communications Inc. (TCI) submit proposed configurations, along with supporting rationale, for their disaggregated wholesale HSA services in their respective serving territories. Bell Canada and RCCI were also asked to submit proposed configurations for the services in their respective serving territories outside Ontario and Quebec (hereafter, the follow-up proceeding).

9. After the filing of proposed configurations and a subsequent request from the Canadian Network Operators Consortium Inc. (CNOC) for further process, the Commission issued a letter, dated 24 October 2018, in which it noted that it was suspending the follow-up proceeding.

10. Subsequently, CNOC filed an application, dated 7 November 2018, in which it requested that the Commission review and vary Telecom Regulatory Policy 2015-326 and Telecom Decision 2016-379.

Issues and Commission's assessment

11. The Commission notes that, in separate proceedings, parties have raised issues related to the regulatory framework for wholesale HSA services and, specifically, related to the transition from aggregated to disaggregated wholesale HSA services.

12. CNOC identified some of these issues in its application. In particular, CNOC raised significant concerns with respect to the current regulatory framework for wholesale wireline services and the deployment of and transition to disaggregated wholesale HSA services. Among other things, CNOC requested a significantly reduced level of disaggregation on Bell Canada's network,[2] and possibly on the networks of Cogeco, RCCI, and Videotron, to address barriers to the use of disaggregated wholesale HSA services.

13. In addition, parties to the follow-up proceeding raised concerns regarding the level of disaggregation required for the service configurations. For instance, wholesale HSA service providers in Western Canada proposed that the Commission adopt lower levels of disaggregation in their networks, submitting that this approach would minimize disruption to their networks and the impact on competitors.

14. The Commission does not have confirmation that there has been any implementation of the disaggregated wholesale HSA service regime in its existing configurations.

15. In light of the above, the Commission considers that the objectives and transition plan established in Telecom Regulatory Policy 2015-326 may not be achieved without further measures. Examining the question of reducing the level of disaggregation for the services in question is timely and warranted, given that such a reduction may be required to facilitate deployment of these services across the country and to minimize any negative effects on competition that might be occurring in the markets for wholesale HSA services.

16. The Commission considers that, by establishing disaggregated wholesale HSA service configurations with the appropriate level of disaggregation for all wholesale HSA service providers in all regions across Canada, mandated access to fibre would begin for all wholesale HSA service providers, thereby making higher speeds accessible to competitors on both cable and telephone company networks.

17. In light of all the above, and in an effort to facilitate the deployment of disaggregated wholesale HSA services, the Commission is calling for comments, as set out below, to consider the appropriate level of disaggregation and configurations for a disaggregated wholesale HSA service regime for all wholesale HSA service providers across the country.

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[2] A reduced level of disaggregation would entail interconnecting to fewer central offices or head-ends, as opposed to connecting to each central office or head-end (full disaggregation), to access disaggregated wholesale HSA services throughout the serving territory.

18. In addition, if parties and interested persons consider them relevant, up to date and responsive to the questions below, they are not prevented from refiling their submissions filed in the follow-up proceeding as part of this proceeding, with any necessary updates and responses to the questions set out below.

19. In light of this call for comments, the Commission is also suspending the proceeding to set final rates, terms, and conditions for disaggregated wholesale HSA services in Ontario and Quebec until a later date, after the close of this proceeding. The existing interim rates, terms, and conditions established in Telecom Order 2017-312 will remain in effect.

20. As noted in a Commission letter also issued today, the Commission is closing the proceeding associated with CNOC's application. With respect to the issues raised by CNOC in its application and not addressed in this notice, namely the addition of port and fibre strand sharing functionality for all incumbent carriers' disaggregated HSA services, and access to fibre-to-the-premises (FTTP) facilities over aggregated HSA services, the Commission considers that it would be appropriate to address these issues in future proceedings.

Call for comments

21. In order to ensure that the Commission has the factual record necessary to make a determination, the wholesale HSA service providers, namely Bell Aliant, a division of Bell Canada (Bell Aliant); Bell Canada; Bell MTS; Cogeco; Eastlink; RCCI; SaskTel; Shaw; TCI; and Videotron, are made parties to this proceeding and are to file responses to the questions set out below. The Commission also invites submissions from interested persons on those questions.

22. In their interventions, interested persons and the wholesale HSA service providers should provide supporting rationale and all evidence on which they relied to formulate their positions. They should structure their submissions according to the questions identified in this notice.

    i. Provide your view, with supporting rationale and evidence, on whether or not the existing disaggregated wholesale HSA service regime supports an orderly, cost-effective transition from aggregated to disaggregated wholesale HSA services. If not, provide your view on how disaggregated wholesale HSA services should be modified to facilitate the deployment of the services.

    ii. Specify, with supporting rationale, what factors should be taken into account in developing disaggregated wholesale HSA service configurations that include a reduced level of disaggregation (as opposed to full disaggregation) and that would allow for an efficient, cost-effective deployment of the disaggregated wholesale HSA service regime across the country. If you are of the view that the current level of disaggregation is appropriate, explain why, taking into account the factors you have specified.

In response to questions iii to vi below, the Commission invites interested persons and the wholesale HSA service providers to consider a variety of factors, including the following:

- achieving minimal disruption to the wholesale HSA service provider's existing network and the planned evolution of the network;
- reducing changes to the wholesale HSA service provider's network, taking into account existing and planned network architecture;
- establishing a minimum addressable market at a competitor point of interconnection, taking into account geographical considerations (e.g. the distinction between rural and urban areas, where applicable);
- minimizing barriers to entry for competitors, such as costs for transport or for point of interconnection implementation; and
- minimizing the deployment timeline and costs.

In addition, interested persons and the wholesale HSA service providers are to comment on how their positions and proposals are consistent with the objectives of the *Telecommunications Act* (the Act) as well as with the 2006 Policy Direction[3] and the 2019 Policy Direction[4] (collectively, the Policy Directions).

iii. Propose a configuration (or configurations) for disaggregated wholesale HSA services that includes a reduced level of disaggregation (as opposed to full disaggregation), that takes into account the factors set out above, and that is consistent with the Act and with the Policy Directions. The wholesale HSA service providers are to provide their respective configurations.

iv. Explain, with supporting rationale, how the proposed configuration(s) will allow for an efficient, cost-effective deployment of the disaggregated wholesale HSA service regime.

v. For the proposed configuration(s), provide the network access diagram reflecting the factors in response to question ii above.

vi. Indicate whether there are any other issues with respect to the proposed configuration(s). If so, specify these issues.

Procedure

23. The *Canadian Radio-television and Telecommunications Commission Rules of Practice and Procedure* (the Rules of Procedure) apply to this proceeding. The Rules

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[3] *Order Issuing a Direction to the CRTC on Implementing the Canadian Telecommunications Policy Objectives*, SOR/2006-355, 14 December 2006

[4] *Order Issuing a Direction to the CRTC on Implementing the Canadian Telecommunications Policy Objectives to Promote Competition, Affordability, Consumer Interests and Innovation*, SOR/2019-227, 17 June 2019

of Procedure set out, among other things, the rules for the content, format, filing, and service of interventions, answers, replies, and requests for information; the procedure for filing confidential information and requesting its disclosure; and the conduct of public hearings. Accordingly, the procedure set out below must be read in conjunction with the Rules of Procedure and related documents, which can be found on the Commission's website at www.crtc.gc.ca, under "Statutes and regulations." The guidelines set out in Broadcasting and Telecom Information Bulletin 2010-959 provide information to help interested persons and parties understand the Rules of Procedure so that they can more effectively participate in Commission proceedings.

24. The wholesale HSA providers listed in paragraph 21 above are made parties to this proceeding.

25. The wholesale HSA service providers are to submit their responses to requests for information set out in the Appendix to this notice by **13 July 2020.**

26. The wholesale HSA service providers must file interventions with the Commission regarding the above-noted issues by **9 September 2020**.

27. Interested persons who wish to become parties to this proceeding must file interventions with the Commission regarding the above-noted issues by **9 September 2020**. The interventions must be filed in accordance with section 26 of the Rules of Procedure.

28. Parties are permitted to coordinate, organize, and file, in a single submission, interventions by other interested persons who share their position. Information on how to file this type of submission, known as a joint supporting intervention, as well as a template for the accompanying cover letter to be filed by parties, can be found in Telecom Information Bulletin 2011-693.

29. All documents required to be served on parties to the proceeding must be served using the contact information contained in the interventions.

30. All parties may file replies to interventions with the Commission by **9 November 2020**.

31. The Commission encourages interested persons and parties to monitor the record of this proceeding, available on the Commission's website at www.crtc.gc.ca, for additional information that they may find useful when preparing their submissions.

32. Submissions longer than five pages should include a summary. Each paragraph of all submissions should be numbered, and the line ***End of document*** should follow the last paragraph. This will help the Commission verify that the document has not been damaged during electronic transmission.

33. Pursuant to Broadcasting and Telecom Information Bulletin 2015-242, the Commission expects incorporated entities and associations, and encourages all Canadians, to file submissions for Commission proceedings in accessible formats

(for example, text-based file formats that enable text to be enlarged or modified, or read by screen readers). To provide assistance in this regard, the Commission has posted on its website guidelines for preparing documents in accessible formats.

34. Submissions must be filed by sending them to the Secretary General of the Commission using **only one** of the following means:

by completing the
[Intervention form]

or

by mail to
CRTC, Ottawa, Ontario K1A 0N2

or

by fax to
819-994-0218

35. Parties who send documents electronically must ensure that they will be able to prove, upon Commission request, that filing, or where required, service of a particular document was completed. Accordingly, parties must keep proof of the sending and receipt of each document for 180 days after the date on which the document is filed or served. The Commission advises parties who file or serve documents by electronic means to exercise caution when using email for the service of documents, as it may be difficult to establish that service has occurred.

36. In accordance with the Rules of Procedure, a document must be received by the Commission and all relevant parties by 5 p.m. Vancouver time (8 p.m. Ottawa time) on the date it is due. Parties are responsible for ensuring the timely delivery of their submissions and will not be notified if their submissions are received after the deadline. Late submissions, including those due to postal delays, will not be considered by the Commission and will not be made part of the public record.

37. The Commission will not formally acknowledge submissions. It will, however, fully consider all submissions, which will form part of the public record of the proceeding, provided that the procedure for filing set out above has been followed.

Important notice

38. All information that parties provide as part of this public process, except information designated confidential, whether sent by postal mail, fax, email, or through the Commission's website at www.crtc.gc.ca, becomes part of a publicly accessible file and will be posted on the Commission's website. This includes all personal information, such as full names, email addresses, postal/street addresses, and telephone and fax numbers.

39. The personal information that parties provide will be used and may be disclosed for the purpose for which the information was obtained or compiled by the Commission, or for a use consistent with that purpose.

40. Documents received electronically or otherwise will be posted on the Commission's website in their entirety exactly as received, including any personal information contained therein, in the official language and format in which they are received. Documents not received electronically will be available in PDF format.

41. The information that parties provide to the Commission as part of this public process is entered into an unsearchable database dedicated to this specific public process. This database is accessible only from the web page of this particular public process. As a result, a general search of the Commission's website with the help of either its search engine or a third-party search engine will not provide access to the information that was provided as part of this public process.

Availability of documents

42. Electronic versions of the interventions and other documents referred to in this notice are available on the Commission's website at www.crtc.gc.ca by using the public record number provided at the beginning of this notice or by visiting the "Consultations and hearings – Have your say!" section, then selecting "our applications and processes that are open for comment." Documents can then be accessed by clicking on the links in the "Subject" and "Related Documents" columns associated with this particular notice.

43. Documents are also available at the following address, upon request, during normal business hours.

Les Terrasses de la Chaudière
Central Building
1 Promenade du Portage
Gatineau, Quebec
J8X 4B1
Tel.: 819-997-2429
Fax: 819-994-0218

Toll-free telephone: 1-877-249-2782
Toll-free TTY: 1-877-909-2782

Secretary General

Related documents

- *Interim rates for disaggregated wholesale high-speed access services in Ontario and Quebec*, Telecom Order CRTC 2017-312, 29 August 2017; as amended by Telecom Order CRTC 2017-312-1, 12 September 2017

- *Follow-up to Telecom Regulatory Policy 2015-326 – Implementation of a disaggregated wholesale high-speed access service, including over fibre-to-the-premises access facilities,* Telecom Decision CRTC 2016-379, 20 September 2016

- *Review of wholesale wireline services and associated policies,* Telecom Regulatory Policy CRTC 2015-326, 22 July 2015; as amended by Telecom Regulatory Policy CRTC 2015-326-1, 9 October 2015

- *Filing submissions for Commission proceedings in accessible formats*, Broadcasting and Telecom Information Bulletin CRTC 2015-242, 8 June 2015

- *Filing of joint supporting interventions,* Telecom Information Bulletin CRTC 2011-693, 8 November 2011

- *Guidelines on the CRTC Rules of Practice and Procedure*, Broadcasting and Telecom Information Bulletin CRTC 2010-959, 23 December 2010

Appendix to Telecom Notice of Consultation CRTC 2020-187

Requests for information

Bell Aliant, Bell MTS, and SaskTel

1. For April 2020 (or for the most recent month of available data), provide the following information for your networks in the regions in which you are an incumbent, by province:
   a) the total number of central offices;
   b) the total number of central offices capable of providing high-speed Internet access services using legacy digital subscriber line (DSL), fibre-to-the-node (FTTN), and/or FTTP technology;
   c) the total number of aggregated wholesale HSA service end-customers; and
   d) a breakdown of the total number of aggregated wholesale HSA service end-customers by competitor (i.e. provide the name of each competitor making use of the service and the associated number of aggregated wholesale HSA service end-customers).

2. For April 2020 (or for the most recent month of available data) provide, in the Excel spreadsheet (Attachment 1), the following information for each central office capable of providing high-speed Internet access services using legacy DSL, FTTN, and/or FTTP technology:
   a) the name of each central office;
   b) the Common Language Location Identifier (CLLI) of each central office;
   c) the civic address of each central office;
   d) the longitude and latitude of each central office;
   e) the name of the associated exchange;
   f) indicate whether there is existing equipment at each central office that supports a competitor interface allowing a competitor to connect to aggregated wholesale HSA service. If the answer is “No,” specify the name and CLLI of the central office with router equipment that this central office is connected to in order to access end-customers of the aggregated wholesale HSA service at this office. Specify the maximum available competitor interface speed;
   g) the number of local wireline network access services (NAS) served by each central office;
   h) the total number of premises passed that are capable of receiving HSA services for each central office, along with a breakdown by legacy DSL, FTTN, and FTTP technologies;

i) the number of end-customers subscribing to the company's retail residential high-speed Internet access service at each central office, broken down by legacy DSL, FTTN, and FTTP technologies;

j) the number of end-customers subscribing to the company's retail business high-speed Internet access service at each central office, broken down by legacy DSL, FTTN, and FTTP technologies;

k) the total number of aggregated wholesale HSA service end-customers served at each central office; and

l) the five competitors with the largest number of aggregated wholesale HSA service end-customers. For each of the identified competitors, specify the number of aggregated wholesale HSA service end-customers it serves at that central office.

3. For the historical year 2019 and forecast years 2020 and 2021, provide the following information, by province:

   a) the total number of retail high-speed Internet service end-customers served by the company over fixed wireline networks, and the associated revenue;

   b) a breakdown of the retail high-speed Internet service connections over fixed-wireline networks by speed, and the associated revenue;

   c) the number of premises passed by HSA facilities that are capable of receiving HSA services (such as retail Internet service or wholesale HSA service). Provide the total number of premises passed and a breakdown by access technology deployed (i.e. for copper-based HSA access facilities, provide the number of premises passed by FTTN facilities, by legacy DSL facilities, and by both FTTN and legacy DSL facilities; for FTTP facilities, provide the total number of premises passed and the number of premises passed by FTTP facilities only);

   d) the total number of wholesale HSA service end-customers that the company serves, along with a breakdown of the number of end-customer wholesale HSA service connections by speed, and the associated revenue for each speed; and

   e) if applicable to the company, the total number of wholesale HSA service capacity-based billing (CBB) increments and the associated revenue.

Bell Canada

1. For April 2020 (or for the most recent month of available data) provide the following information for your networks in the regions in which you are an incumbent, by province:

   a) the total number of central offices;

   b) the total number of central offices capable of providing high-speed Internet access services using legacy DSL, FTTN, and/or FTTP technology;

c) the total number of aggregated wholesale HSA service end-customers; and

d) a breakdown of the total number of aggregated wholesale HSA service end-customers by competitor (i.e. provide the name of each competitor making use of the service and the associated number of aggregated wholesale HSA service end-customers).

2. For April 2020 (or for the most recent month of available data) provide, in the Excel spreadsheet (Attachment 2), the following information for each central office capable of providing high-speed Internet access services using legacy DSL, FTTN, and/or FTTP technology:

a) the name of each central office;

b) the CLLI of each central office;

c) the civic address of each central office;

d) the longitude and latitude of each central office;

e) the name of the associated exchange;

f) Bell Canada stated in its response to requests for information in the disaggregated wholesale HSA service proceeding that if a competitor wants a 10 GigE interface (or 100 GigE at some central offices), the competitor has to connect at central offices with distribution routers (DRs). Otherwise, it can connect to Ethernet switches that are connected to DRs.[5] For each central office, indicate whether it is equipped with a DR or DRs. If there is no local DR and a competitor wishes to connect at a local Ethernet switch, provide the CLLI of the central office with a DR that the local Ethernet switch would be connected to in order to provide the service. Specify the maximum GigE interface speed that is supported;

g) the number of local wireline NAS served by each central office;

h) the total number of premises passed that are capable of receiving HSA services at each central office, along with a breakdown by legacy DSL, FTTN, and FTTP technologies;

i) the number of end-customers subscribing to the company's retail residential high-speed Internet access service at each central office, broken down by legacy DSL, FTTN, and FTTP technologies;

j) the number of end-customers subscribing to the company's retail business high-speed Internet access service at each central office, broken down by legacy DSL, FTTN, and FTTP technologies;

k) the total number of aggregated wholesale HSA service end-customers served at each central office;

[5] Refer to response to request for information entitled Bell Canada (CRTC)2Mar18-19 Decision 2016-379.

l) where applicable, the total number of disaggregated wholesale HSA service end-customers served at each central office; and

m) the five competitors with the largest number of aggregated wholesale HSA service end-customers. For each of the identified competitors, specify the number of aggregated wholesale HSA service end-customers it serves at that central office.

3. For the historical year 2019 and forecast years 2020 and 2021, provide the following information, by province:

   a) the total number of retail high-speed Internet service end-customers served by the company over fixed wireline networks, and the associated revenue;

   b) a breakdown of the retail high-speed Internet service connections over fixed wireline networks by speed, and the associated revenue;

   c) the number of premises passed for providing HSA services (retail Internet service or wholesale HSA service). Provide the total number of premises passed and a breakdown by access technology deployed (i.e. for copper-based HSA access facilities, provide the number of premises passed by FTTN facilities, by legacy DSL facilities, and by both FTTN and legacy DSL facilities; for FTTP facilities, provide the total number of premises passed and the number of premises passed by FTTP facilities only);

   d) the total number of wholesale HSA service end-customers that the company serves, and a breakdown of the end-customer wholesale service connections by speed, along with the associated revenue; and

   e) the total number of wholesale HSA service CBB increments and the associated revenue.

TCI

1. For April 2020 (or for the most recent month of available data) provide the following information for your networks in the regions in which you are an incumbent, by province:

   a) the total number of central offices;

   b) the total number of central offices capable of providing high-speed Internet access services using legacy DSL, FTTN, and/or FTTP technology;

   c) the total number of aggregated wholesale HSA service end-customers; and

   d) a breakdown of the total number of aggregated wholesale HSA service end-customers by competitor (i.e. provide the name of each competitor making use of the service and the associated number of aggregated wholesale HSA service end-customers).

2. For April 2020 (or for the most recent month of available data) provide, in the Excel spreadsheet (Attachment 3), the following information for each central office capable of providing high-speed Internet access services using legacy DSL, FTTN, and/or FTTP technology:

a) the name of each central office;

b) the CLLI of each central office;

c) the civic address of each central office;

d) the longitude and latitude of each central office;

e) the name of the associated exchange;

f) indicate whether there is a routed edge (RE) at the central office. If there is no RE, identify which central office with an RE its access devices supporting HSA are homed to. Specify the maximum Network-to-Network Interface Service (NNI) speed in gigabits per second (Gbps).

g) the number of local wireline NAS served by each central office;

h) the total number of premises passed that are capable of receiving HSA services at each central office, along with a breakdown by legacy DSL, FTTN, and FTTP technologies;

i) the number of end-customers subscribing to the company's retail residential high-speed Internet access service at each central office, broken down by legacy DSL, FTTN, and FTTP technologies;

j) the number of end-customers subscribing to the company's retail business high-speed Internet access service at each central office, broken down by legacy DSL, FTTN, and FTTP technologies;

k) the total number of aggregated wholesale HSA service end-customers served by each central office; and

l) the five competitors with the largest number of aggregated wholesale HSA service end-customers. For each of the identified competitors, specify the number of aggregated wholesale HSA service end-customers it serves at that central office.

3. For the historical year 2019 and forecast years 2020 and 2021, provide the following information, by province:

   a) the total number of retail high-speed Internet service end-customers that the company serves over fixed wireline networks, and the associated revenue;

   b) a breakdown of the retail high-speed Internet service connections over fixed wireline networks by speed, and the associated revenue;

   c) the number of premises passed for providing high-speed access services (retail Internet service or wholesale HSA service). Provide the total number of premises passed and a breakdown by access technology deployed (i.e. for copper-based HSA access facilities, provide the number of premises passed by FTTN facilities, by legacy DSL facilities, and by both FTTN and legacy DSL facilities; for FTTP facilities, provide the total number of premises passed and the number of premises passed by FTTP facilities only); and

d) the total number of wholesale HSA service end-customers that the company serves, and a breakdown of the end-customer wholesale service connections by speed, along with the associated revenue.

Cogeco, Eastlink, and RCCI

1. For April 2020 (or for the most recent month of available data), provide the following information for your networks in the regions in which you are an incumbent, by province:

   a) the total number of sites with cable modem terminating systems (CMTS) and/or converged cable access platforms (CCAP);

   b) the total number of sites capable of providing high-speed Internet access services;

   c) the total number of aggregated wholesale HSA service end-customers; and

   d) a breakdown of the total number of aggregated wholesale HSA service end-customers by competitor (i.e. provide the name of each competitor making use of the service and the associated number of aggregated wholesale HSA service end-customers).

2. For April 2020 (or for the most recent month of available data) provide, in the Excel spreadsheet (Attachment 4), the following information for your respective company sites that contain CMTS and/or CCAP equipment:

   a) the name of each site;

   b) the civic address of each site;

   c) the longitude and latitude of each site;

   d) the number of CMTS at each site;

   e) the number of CCAP at each site;

   f) identify the site or sites with routing equipment to which the CMTS and/or CCAP at this site is/are connected;

   g) the total number of premises passed that are capable of receiving HSA services at each site, along with a breakdown by access technology deployed (i.e. premises passed by hybrid fibre-coaxial [HFC] facilities, by FTTP facilities, and by both HFC and FTTP facilities);

   h) the number of cable television subscribers served by each site;

   i) the number of end-customers subscribing to the company’s retail residential high-speed Internet access services at each site, broken down by HFC facilities and FTTP facilities;

   j) the number of end-customers subscribing to the company’s retail business high-speed Internet access services at each site, broken down by HFC facilities and FTTP facilities;

k) the total number of aggregated wholesale HSA service end-customers served by each site;

l) where applicable, the total number of disaggregated wholesale HSA service end-customers served by each site; and

m) the five competitors with the largest number of aggregated wholesale HSA service end-customers. For each of the identified competitors, specify the number of aggregated wholesale HSA service end-customers it serves at that site.

3. For the historical year 2019 and forecast years 2020 and 2021, provide the following information, by province:

   a) the total number of retail high-speed Internet service end-customers served by the company over fixed wireline networks, and the associated revenue;

   b) a breakdown of the retail high-speed Internet service connections over fixed wireline networks by speed, and the associated revenue;

   c) the number of premises passed for providing HSA services (retail Internet service or wholesale HSA service). Provide the total premises passed and a breakdown by access technology deployed (i.e. for HFC facilities, FTTP facilities, and both HFC and FTTP facilities);

   d) the total number of aggregated wholesale HSA service end-customers that the company serves, and a breakdown of the end-customer wholesale service connections by speed, along the associated revenue; and

   e) the total number of wholesale HSA service CBB increments and the associated revenue.

Shaw

1. For April 2020 (or for the most recent month of available data), provide the following information for your networks in the regions in which you are an incumbent, by province:

   a) the total number of sites with CMTS and/or CCAP;

   b) the total number of sites capable of providing high-speed Internet access services;

   c) the total number of aggregated wholesale HSA service end-customers; and

   d) a breakdown of the total number of aggregated wholesale HSA service end-customers by competitor (i.e. provide the name of each competitor making use of the service and the associated number of aggregated wholesale HSA service end-customers).

2. For April 2020 (or for the most recent month of available data) provide, in the Excel spreadsheet (Attachment 5), the information requested below for your respective company sites that contain CMTS and/or CCAP:

   a) the name of each site;

b) the civic address of each site;

c) the longitude and latitude of each site;

d) the number of CMTS at each site;

e) the number of CCAP at each site;

f) Shaw has described its sites as either hub sites or core sites.[6] For each site, indicate whether it is a hub site or a core site. If the site is a hub site, indicate the core site(s) at which its CMTS and/or CCAP is/are connected to routing equipment;

g) the total number of premises passed that are capable of receiving HSA services at each site, along with a breakdown by access technology deployed (i.e., premises passed by HFC facilities, by FTTP facilities, and by both HFC and FTTP facilities);

h) the number of television subscribers served by each site;

i) the number of end-customers, for each site, subscribing to the company's retail residential high-speed Internet access services, broken down by HFC facilities and FTTP facilities;

j) the number of end-customers, for each site, subscribing to the company's retail business high-speed Internet access services, broken down by HFC facilities and FTTP facilities;

k) the total number of aggregated wholesale HSA service end-customers served by each site; and

l) the five competitors with the largest number of aggregated wholesale HSA service end-customers. For each of the identified competitors, specify the number of aggregated wholesale HSA service end-customers it serves at that site.

3. For the historical year 2019 and forecast years 2020 and 2021, provide the following information, by province:

a) the total number of retail high-speed Internet service end-customers served by the company over fixed wireline networks, and the associated revenue;

b) a breakdown of the retail high-speed Internet service connections over fixed wireline networks by speed, and the associated revenue;

c) the number of premises passed for providing HSA services (retail Internet service or wholesale HSA service). Provide the total number of premises passed and a breakdown by access technology deployed (i.e. for HFC facilities, FTTP facilities, and both HFC and FTTP facilities);

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[6] See disaggregated third-party Internet access technical proposal entitled *Re: Follow-up process to consider implementation issues of disaggregated wholesale HSA services, including over FTTP access facilities, in other regions – Shaw Disaggregated TPIA Architecture*, 25 September 2018.

d) the total number of aggregated wholesale HSA service end-customers that the company serves, and a breakdown of the end-customer wholesale service connections by speed, along with the associated revenue; and

e) the total number of wholesale HSA service CBB increments and the associated revenue.

Videotron

1. For April 2020 (or for the most recent month of available data), provide the following information for your networks in the regions in which you are an incumbent, by province:

   a) the total number of sites with CMTS and/or CCAP;

   b) the total number of sites capable of providing high-speed Internet access services;

   c) the total number of aggregated wholesale HSA service end-customers; and

   d) a breakdown of the total number of aggregated wholesale HSA service end-customers by competitor (i.e. provide the name of each competitor making use of the service and the associated number of aggregated wholesale HSA service end-customers).

2. For April 2020 (or for the most recent month of available data) provide, in the Excel spreadsheet (Attachment 6), the following information for your company sites that contain CMTS and/or CCAP:

   a) the name of each site;

   b) the civic address of each site;

   c) the longitude and latitude of each site;

   d) the number of CMTS at each site;

   e) the number of CCAP at each site;

   f) Videotron has submitted that CMTS and CCAP in all its sites are interconnected to two backbone routers.[7] Identify the backbone router sites to which the CMTS and/or CCAP at each site is/are connected;

   g) the total number of premises passed that are capable of receiving HSA services at each site, along with a breakdown by access technology deployed (i.e. premises passed by HFC facilities, by FTTP facilities, and by both HFC and FTTP facilities);

   h) the number of cable television subscribers served by each site;

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[7] See Videotron's proposed configuration submission entitled *Instance de suivi visant à examiner les questions de mise en œuvre des services d'accès haute vitesse de gros dégroupés, y compris par l'intermédiaire d'installations de fibre jusqu'au locaux de l'abonné*, 25 September 2015 [in French only].

i) for each site, the number of end-customers subscribing to the company’s retail residential high-speed Internet access services;

j) for each site, the number of end-customers subscribing to the company’s retail business high-speed Internet access services;

k) the total number of aggregated wholesale HSA service end-customers served by each site;

l) where applicable, the total number of disaggregated wholesale HSA service end-customers served by each site; and

m) the five competitors with the largest number of aggregated wholesale HSA service end-customers. For each of the identified competitors, specify the number of aggregated wholesale HSA service end-customers it serves at that site.

3. For the historical year 2019 and forecast years 2020 and 2021, provide the following information, by province:

a) the total number of retail high-speed Internet service end-customers that the company serves over fixed wireline networks, and the associated revenue;

b) a breakdown of the retail high-speed Internet service connections over fixed wireline networks by speed, and the associated revenue;

c) the number of premises passed for providing HSA services (retail Internet service or wholesale HSA service). Provide the total number of premises passed and a breakdown by access technology deployed (i.e. for HFC facilities, FTTP facilities, and both HFC and FTTP facilities);

d) the total number of aggregated wholesale HSA service end-customers that the company serves, and a breakdown of the end-user wholesale service connections by speed, along with the associated revenue; and

e) the total number of wholesale HSA service CBB increments and the associated revenue.

This is **Exhibit I** in support of the

Affidavit of Christopher Hickey,

solemnly affirmed before me on April 22, 2022

in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely

DocuSigned by:

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Commissioner for Taking Affidavits

Geoff Batstone

Cost to provide the Internet service component of a wireline Internet and wireless bundle via use of Shaw's aggregated wholesale high-speed access (HSA) service																			Cost to provide the wireless component of a wireline Internet and wireless service bundle	Monthly cost per customer to provide a wireline Internet and wireless service bundle
Retail Internet Service Offering (via Regulated Shaw Aggregated HSA Services)					Regulated Monthly Costs				Regulated One-Time Connection Costs				Non-regulated Infrastructure Costs		Non-regulated Equipment Costs	Non-regulated Additional Monthly Costs per Subscriber		Non-regulated One-Time Acquisition Costs		
Region	Speed (Mbps Download)	Speed (Mbps Upload)	Wholesale provider	Average Subscriber Lifetime (Months)	Access rate	Average Capacity Costs per Subscriber	Capacity rate assumptions (e.g. Mbps capacity per customer)	Monthly Diagnostic Service Call Costs per Subscriber	Full Installation	Transfer	Full Installation/ Transfer Occurrence Rate	Full Installation/ Transfer Average Cost based on Occurrence Rate	Backhaul and Transport per Subscriber	Internet Transit costs per Subscriber	Average Modem Cost per Subscriber	Customer service	SG&A Costs	Advertising, Marketing, Sales & Order Processing, and Fulfillment Costs	Non-regulated Recurring Service and SG&A Costs	Note: - Wireline one-time installation and acquisition costs converted to monthly recurring costs based on average life of customer - Wireline one-time modem costs converted to monthly recurring costs over a 60 month period to account for rentals and refurbishment.
A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	P	Q	R	S	T	U
AB/BC	5	0.512	Shaw	[redacted]	$9.34	[redacted]			$77.51	$20.80	[redacted]									
AB/BC	15	0.512	Shaw	[redacted]	$11.23	[redacted]			$77.51	$20.80	[redacted]									
AB/BC	25	2.5	Shaw	[redacted]	$11.23	[redacted]			$77.51	$20.80	[redacted]									
AB/BC	30	5	Shaw	[redacted]	$14.91	[redacted]			$77.51	$20.80	[redacted]									
AB/BC	75	7.5	Shaw	[redacted]	$20.52	[redacted]			$77.51	$20.80	[redacted]									
AB/BC	150	10	Shaw	[redacted]	$41.36	[redacted]			$77.51	$20.80	[redacted]									
AB/BC	300	15 or 100	Shaw	[redacted]	$50.84	[redacted]			$77.51	$20.80	[redacted]									
AB/BC	500	20 or 100	Shaw	[redacted]	$50.84	[redacted]			$77.51	$20.80	[redacted]									
AB/BC	600	20 or 100	Shaw	[redacted]	$50.84	[redacted]			$77.51	$20.80	[redacted]									
AB/BC	750	20	Shaw	[redacted]	$50.84	[redacted]			$77.51	$20.80	[redacted]									
AB/BC	1000	25	Shaw	[redacted]	$50.84	[redacted]			$77.51	$20.80	[redacted]									
AB/BC	1500	100	Shaw	[redacted]	50.84	[redacted]			$77.51	$20.80	[redacted]									

This is **Exhibit J** in support of the

Affidavit of Christopher Hickey,

solemnly affirmed before me on April 22, 2022

in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely

DocuSigned by:

Geoff Batstone

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Commissioner for Taking Affidavits

Geoff Batstone

Original Title Page

Tariff for Third Party Internet Access Service (TPIA Tariff)

CHECK PAGE

Original and revised pages of this Tariff listed below are in effect:

Revision number

Revision Number	Page Number	Revision Number	Page Number	Revision Number	Page Number
Original	Page 1	3rd Revised	Page 10	Original	Page 19
1st Revised	Page 2	Original	Page 11	Original	Page 20
Original	Page 3	1st Revised	Page 12		
Original	Page 4	Original	Page 13		
1st Revised	Page 5	Original	Page 14		
3rd Revised	Page 6	1st Revised	Page 15		
1st Revised	Page 7	2nd Revised	Page 16		
2nd Revised	Page 8	2nd Revised	Page 17		
1st Revised	Page 8a	24th Revised	Page 18		
Original	Page 9	7th Revised	Page 18a		

EXPLANATION OF SYMBOLS

List symbols are used to denote revisions :

A	Increase in rate.
C	Changes in wording where neither an increase nor reductions in rates or charges results therefrom.
D	Discontinued rate or regulation.
N	New wording, rate or charge.
NC	Reformatting of existing material with no change to rate or charge.
R	Reduction of rate.
#	Changed items numbering or lettering.

TABLE OF CONTENTS

TPIA Service

Item 100 Definitions

For the purposes of this Tariff :

« *Act* » means the Telecommunications Act (S.C.1993, ch.38 as amended)

« Applicant » is an ISP requesting TPIA Service.

« *Carrier* » is the company owning the transmission facilities that are used by the Customer in order to interconnect to one or more POIs designated by Shaw.

«*CRTC*» means the Canadian Radio-Television and Telecommunications Commission.

«*CSU/DSU*» means Channel Service Unit/Data Service Unit.

« *Customer* » is a telecommunications service provider that subscribes to the TPIA Service.

« *Customer Service Group* (CSG) » is the group of employees that have been designated by Shaw as being responsible for the processing of TPIA Service requests, and the safeguarding of confidential Customer information.

« *DHCP* » means « Dynamic Host Configuration Protocol » and is a mechanism for allocating IP addresses dynamically so that addresses can be reused when hosts no longer need them.

« *End-User* » is a subscriber of a Customer or of a Wholesale Customer.

« *Internet Service Provider* » or « *ISP* » is a company or organization offering Retail IS to the public.

« *Person* » means a partnership, firm, body corporate or politic, government or department thereof and the legal representative of such person.

« *Point of Interconnection* » or « *POI* » is the physical meeting point between the Customer's transmission facilities and Shaw's access and distribution network.

« *Premises* » is the continuous property and the building or buildings located thereon, or the part or parts of a building, occupied by a Customer or an End-User.

« *Service* » or « *TPIA Service* » means the Third Party Internet Access Service.

« *TPIA Service Agreement* » is a contract between the Customer and Shaw specifying the mutual obligations of Shaw and the Customer related to the TPIA Service.

« *Wholesale Customer* » is a telecommunications service provider that obtains from the Customer, either directly or indirectly through another telecommunication service provider, services that use or include TPIA Service.

TPIA Service

Item 101 Description of Service

Section 1 – Description of Service

This Tariff sets out the basic rights and obligations of Shaw Cablesystems GP and its Customers who subscribe to the TPIA Service.

1.1 The TPIA Service is a service offered to ISPs by Shaw pursuant to Telecom Decisions CRTC 98-9 and 99-9. The Service allows Customers to provide High-Speed access connectivity to their Wholesale Customer and End-Users through cable modems that are compatible with Shaw’s access and distribution network and systems.

1.2 The Customer may use the TPIA Service to provide services, subject to the following conditions:

a) The Customer may not provision usage of more than one IP address by modem.
b) TPIA Service does not support the routing or transmission of IP multicast traffic through the POI.
c) The Customer may resell TPIA Service to a Wholesale Customer in accordance with the terms of this Tariff. The Customer is responsible for ensuring that any Wholesale Customer complies with this Tariff and with the TPIA Service Agreement.
d) The POI may only be used by the Customer in conjunction with Shaw's TPIA service.

1.3 Because the Commission has forborne, in Telecom Regulatory Policy CRTC 2009-19, with respect to the regulation of this service as set out in that decision, Shaw may also provide the service in this tariff at rates and on terms different from the tariffed rates and terms pursuant to an agreement entered into between Shaw and the Customer that has been filed with the Commission for the public record.

1.4 The Customer, and its wholesale customers and subordinate wholesale customers, must be registered with the CRTC as a Reseller of Telecommunications Services or a Reseller of High-Speed Retail Internet Services prior to receiving the TPIA Service. Further, Customer, and its wholesale customers and subordinate wholesale customers, is required to comply with the consumer safeguards set out in the Appendix to Telecom Regulatory Policy CRTC 2017-11 or any subsequent CRTC directives.

Item 102 Terms and Conditions

Section 1 - General

1.1 Nowhere in the tariff or in an Agreement entered into between Shaw and its customer with respect to this service, shall there be a limitation, restriction or other term that is less favourable than the basis on which Shaw uses its facilities to offer its own higher speed retail Internet Service.

1.2 TPIA Service offered by Shaw is subject to the terms and conditions contained in:

a) this Tariff;

b) any written agreements, including the TPIA Service Agreement, to the extend that they are not inconsistent with this Tariff, unless any such agreements expressly overrides this Tariff and have been approved by the CRTC.

All of the above bind both Shaw and its Customers.

1.3 These terms do not limit Shaw's liability in case of deliberate fault or gross negligence, anti-competitive conduct, or of breach of contract where the breach results from the gross negligence of Shaw.

1.4 As Per Telecom Decision CRTC 2002-13 and Telecom Regulatory Policy CRTC 2017-11, Customers of TPIA must make available to End-Users the following information within a reasonable period of time, in Braille, large print or computer diskette or such other format as is mutually agreed upon by the parties:

a) upon request of End-Users who are blind:
   i) billing statements;
   ii) bill inserts sent to End-Users about new services or changes in rates for existing services; and
   iii) any bill inserts that are mandated from time to time by the Commission; and

b) upon request of End-Users or potential End-Users who are blind, information setting out the rates, terms and conditions of service.

However, in the case of a request for an excessively large volume of information, the service provider may limit the alternative format to computer diskette or any other electronic format mutually agreed upon by the parties.

Section 2 Effective Date of Changes

2.1 Subject to Section 2.2, changes to this Tariff, as approved by the CRTC, take effect on their effective date even though Applicants or Customers have not been notified of them or have paid or been billed at the old rate.

2.2 Where the Service to be provided by an agreed-upon date was not provided, through no fault of the Applicant or Customer, and in the meantime a rate increase has gone into effect, the non-recurring charges in place prior to the increase apply.

Item 102 Terms and Conditions – cont'd

Section 3 Availability of Service

3.1 Shaw is not required to provide Service to an Applicant where:

a) Shaw would have to incur unusual expenses that the Applicant will not pay; or

b) the Applicant owes amounts to Shaw that are past due; or

c) the Applicant does not provide a reasonable deposit or alternative to a deposit pursuant to this Tariff.

3.2 Shaw is not required to provide Service to locations where it does not offer Retail IS.

3.3 TPIA Service is offered only in locations where Shaw currently offers its retail high-speed Internet service and where the appropriate facilities, equipment and necessary resources are available, as determined by Shaw.

3.4 Shaw does not warrant that the Service shall at all times be available. Requests for TPIA Service will be accommodated on a "first-come first-served basis", based on the date of a completed application for TPIA Service.

Item 102 Terms and Conditions – cont'd

3.5 In the event that the End-User's premises are located upon or within real property to which Shaw has not the requisite access or use right, access to the inside wire may not be available to Shaw. In these circumstances, Shaw cannot guarantee availability of the TPIA Service.

Section 4 Shaw Right to Enter Premises

4.1 Shaw's agents and employees may, at reasonable hours, enter Premises on which service is or is to be provided to install, inspect, repair and remove its facilities, to inspect and perform necessary maintenance in cases of network affecting disruption involving Applicant, Customer or End-User provided equipment.

4.2 Prior to entering premises, Shaw must obtain permission as the case may be, from the Applicant, Customer, the End-User or other responsible Person.

4.3 Entry is not subject to Section 4.1 and 4.2 in cases or emergency or where entry is pursuant to a court order.

4.4 Upon request, Shaw's agent or employee must show valid Shaw identification prior to entering the Premises.

Section 5 Interconnection

5.1 Customers are responsible to interconnect to one or more POIs designated by Shaw. Interconnecting to a POI makes it possible for a Customer to provide services Wholesale Customer or End-Users served by that POI. POI locations and interconnection procedures can be obtained from Shaw's CSG. A Customer wishing to interconnect at a POI may do so in accordance with the terms, conditions, rates and charges contained in the TPIA Service Agreement and the TPIA Tariff.

5.2 Customers are responsible for providing transmission facilities between their Premises and the POI. Interconnections at the POI must be made via (a) Fast Ethernet 100Base-FX, (b) Gigabit Ethernet, (c) 10 Gigabit Ethernet or other mutually-agreed on high-speed telecommunications facility as agreed to in the TPIA Service Agreement. The rates in this Tariff do not include the provision of such transmission facility(ies). 10 Gigabit Ethernet interconnecting circuits will be installed only where a speed order of 3 Gbps or greater is placed. The Customer must maintain a speed order of at least 3 Gbps on each 10 Gigabit Ethernet interconnecting circuit.

Shaw supports speeds in increments of 100 Mbps downstream. For each order by Customer to increase or decrease its interconnection speed, Shaw will charge the Capacity Rate Service Charges, as specified in Item 103, Section 3 – Service Elements, of this Tariff provided no physical changes to the interconnecting circuits are required. These orders (known as non-complex orders) will be completed within 15 business days of receipt of the order. Orders requiring physical changes to interconnecting circuits (known as complex orders) will be treated as subsequent requests in accordance with Item 103, Section 3.1, and will be completed within 60 business days of receipt of the order.

5.3 The location for interconnection, requested date, type of interconnection and other information must be provided, in the application for TPIA Service Application. Additional costs incurred by Shaw, as a result of changes to the application by the Customer, will be charged to the Customer.

TPIA Service

5.4 Shaw does not warrant that its facilities or equipment are compatible with any specific facilities or equipment of the Customer.

5.5 The Customer has overall responsibility for monitoring the performance of the transmission facilities between its Premises and the POI. Shaw is not responsible to the Customer, Wholesale Customer or their End-Users for the design, engineering, testing or performance of the Customer’s or its Wholesale Customers’ transmission facilities or the quality of the end-to-end services provided over them by the Customer or its Wholesale Customer to its End Users.

5.6 Shaw may at its own discretion at any time change the location of the POI. The Customer will bear its own costs resulting from the relocation of any POI.

Item 102 Terms and Conditions – cont'd

5.8 The Applicant or Customer must provide to Shaw a non-refundable deposit of $1,000 for each POI in which it wishes to interconnect. Shaw will commence all necessary work following receipt of that deposit. The deposit will be applied to the POI charges required in order to interconnect at each POI.

5.9 The Customer may interconnect to a POI only in connection with the TPIA Service. Shaw will maintain a current list of POIs in this tariff.

5.10 Shaw and the Customer will provide each other advance written notice of POI and network change that affect the other party six months before the proposed change or when Shaw or the Customer makes the decision to proceed with the change, whichever is earlier. In either case a minimum six month notice is required.

Section 5 Interconnection

5.10 The Customer shall not implement any changes to its facilities or equipment or knowingly permit its End-Users to implement changes to their equipment which would, in the reasonable assessment of Shaw, materially affect Shaw's operations, services or network, without Shaw's prior consent, which shall not unreasonably be withheld.

5.11 The facilities or equipment used by the Customer, the Customer's carrier, or the Customer's End-Users, when interconnected to the network of Shaw, shall not:

a) interfere with or impair any service offered over any facilities of Shaw or over the facilities of any carrier interconnecting to Shaw's network;

b) cause damage to Shaw's network;

c) impair the privacy of any communication carried over Shaw's facilities; or

d) create hazards to Shaw's employees or to the public.

5.12 A customer who has deliberately, or by virtue of a lack or reasonable care, caused loss or damage to Shaw's facilities, may be charged the cost of restoration or replacement of these facilities. In all cases, Customers are liable for damage caused to Shaw's facilities or equipment by the Customer, the Customer's employees or the Customer's End-Users.

Section 6 Maintenance, Repairs and Modification to Shaw's Network

6.1 Shaw assumes the costs of maintenance and repairs required due to normal wear and tear to its facilities, except that Shaw may charge for the additional expense incurred when the Applicant or Customer requires maintenance or repair work to be performed outside of regular working hours.

6.2 Shaw shall respond to Customer trouble reports only after the Customer has first determined that the trouble does not originate from its installations or equipment or the equipment of its End-Users. Where, at the request of the Customer, Shaw responds to a trouble report, and the trouble is determined by Shaw to originate from the Customer's installations or equipment or the equipment of its End-Users or the Customer's carrier, the Customer shall be charged the rates and charges set out in Item 103 of the Tariff.

TPIA Service

Item 102 Terms and Conditions – cont'd

6.3 Shaw reserves the right to modify, in whole or in part, the design, function, operation, technology or layout of its network, facilities, equipment or other components as Shaw, in its sole discretion, considers necessary. Shaw shall not be responsible to the Customer's carrier, the Customer's End-Users, or any other Person, for their facilities, equipment or other components, in whole or in part, which cease to be compatible with Shaw facilities or which become inoperative because of such modifications to Shaw's network, facilities, equipment, or other components.

Section 7 Transfer of End-Users

7.1 Before requesting the addition of or the transfer of an End-User to the TPIA Service, the Customer must obtain the prior consent of the End-User.

7.2 If the transfer of an End-User is validly disputed by the End-User or by an other Customer on behalf of the End-User, the End-User will be transferred back to the TPIA Service of the last authorized Customer. The Customer requesting the transfer must then provide to Shaw's CSG evidence of End-User authorization. If such End-User authorization is not provided within 15 business days from the date of request by Shaw's CSG, the Customer will be deemed to have requested an unauthorized transfer.

7.3 The Customer having requested the unauthorized transfer shall pay a $60 charge to the authorized Customer.

7.4 For the purposes of Sections 7.1, 7.2 and 7.3 above, Shaw will be deemed to be a Customer.

Section 8 Restrictions on Use of Service

8.1 Customers and their End-Users are prohibited from using Shaw's TPIA Service or permitting it to be used for a purpose or in a manner that is contrary to any applicable law or regulation. Prohibited activities included, but are not limited to posting or disseminating material which is unlawful, posting or disseminating material which violates the copyright or other intellectual property rights of others, and any fraudulent activities.

8.2 Customers are prohibited from using Shaw's Service or permitting their End-Users to use it so as to prevent a fair and proportionate use by others or to interfere with their use by others.

8.3 Customer can only use the TPIA Service to provide services under the terms and conditions specified in this Tariff.

8.4 Customer's End-Users may not exceed the monthly data transfer limits for each product set by Shaw and detailed in Shaw's Acceptable Use Policy (AUP). Shaw reserves the right to monitor bandwidth usage, transmissions made or content posted or distributed via the TPIA Service and to take any measure that it deems necessary, in its sole discretion, to ensure compliance with these terms and conditions or to maintain the integrity of its network.

8.5 No payment may be exacted, directly or indirectly, from any Person by any party other than Shaw for the use of Shaw's Service except where otherwise stipulated by special agreement.

8.6 The provision of the TPIA Service, under this Tariff or the TPIA Service Agreement, does not constitute a joint undertaking by Shaw and its Customers in the provisioning of this Service.

Section 9 Cable Modems

9.1 The End-User cable modem is provided and maintained by the Customer or its End-User. The rates in this Tariff do not include the provision of the End-User cable modem.

Item 102 Terms and Conditions – cont'd

9.2 The TPIA Service is provided only in connection with cable modems compatible with Shaw's access and distribution system. Shaw will maintain a list of compatible cable modem models. Shaw may change this list at any time with written prior notice when Shaw makes the decision to proceed with the change that results in a cable modem model no longer being connected to and compatible with Shaw's access and distribution network and systems. In all cases, a minimum of 6 months written notice is required.

9.3 Shaw remotely provisions and configures the End-User cable modem and remotely performs network checks and tests on the status of the End-User cable modem.

Section 10 Deposits and other guarantees

10.1 Except for the deposit provided for in Section 5.9, Shaw will not require a deposit from an Applicant or Customer at any time unless the Applicant or Customer:

a) has no credit history with Shaw and will not provide satisfactory credit information;

b) has an unsatisfactory credit rating with Shaw due to previous payment practices regarding Shaw's services; or

c) presents an abnormal risk of loss.

10.2 Shaw will inform the Applicant or Customer of the specific reason for requiring a deposit, and of the possibility of providing an alternative to a deposit, such as arranging for third party payment, a bank letter of credit or a written guarantee from a third Person whose credit is established to the satisfaction of Shaw.

10.3 An Applicant or Customer may provide an alternative to a deposit provided it is reasonable in the circumstances.

10.4 Deposits earn interest at the Toronto Dominion Bank's prime rate, calculated on the balance of the deposit, and the interest earned before the monthly billing period. The interest will be credited to the account each month, or upon refund of the deposit.

10.5 Shaw will review the continued appropriateness of deposits and alternative arrangements at six-month intervals. When Service is terminated or the conditions which originally justified the deposit or alternative are no longer present, Shaw will promptly refund the deposit, with interest, or return the guarantee or other written undertaking, retaining any amount then owed to it by the Customer.

Section 11 Confidentiality of Customer Records

11.1 A Customer may request information regarding its account, and Shaw shall provide the information requested if:

a) the Customer has given Shaw sufficient advance notice and details of the information sought to allow Shaw to comply with the request, and

b) the Customer agrees to reimburse Shaw for costs if Shaw would incur unusual expenses to provide the information.

11.2 Unless a Customer consents in writing or disclosure is pursuant to a legal power, all information kept by Shaw regarding the customer, other than the customer's name, address and listed telephone number, are confidential any may not be disclosed by Shaw to third parties.

TPIA Service

Item 102 Terms and Conditions – cont'd

11.3 The Customer cannot assign its rights or obligations pursuant to the TPIA Service Agreement without having obtained the prior written consent of Shaw, which consent shall not unreasonably be withheld.

Section 12 Limitation of Liability

12.1 Shaw is in no way liable for the content transmitted over its facilities. Shaw's liability with respect to the provision of the Service is limited to providing the Service, subject to the terms and conditions described in this Tariff or the TPIA Service Agreement or any related agreement.

12.2 Shaw does not guarantee uninterrupted working of its Service and/or facilities.

12.3 Where there are omissions, interruptions, delays, errors or defects in transmission, or failures or defects in Shaw facilities, Shaw's liability is limited to a refund of charges, on request, proportionate to the length of time the problem existed. However, where the problem is occasioned by Shaw's negligence, Shaw is also liable for the amount calculated in accordance with section 12.5. Except for interruptions due to events of force majeure, the Customer shall be entitled, in such case, to a credit, provided that;

a) Shaw is notified by the Customer;
b) A written request for credit is filed by the Customer with Shaw within fifteen (15) days of such notification.

12.4 Shaw cannot be held liable by the Customer, the Customer's Carrier, or the Customer's End-Users or any other Person, for damages resulting from errors, omissions, interruptions, delays, transmission errors, transmission defects, network outages, failures or defects in its facilities or the Service, or for damages from any other causes except to the extent that such damages are attributable to gross negligence or deliberate fault of Shaw.

12.5 Except with regard to physical injuries, death or damages to the Customer's premises or other property occasioned by its negligence, Shaw's liability for negligence is limited to three times the monthly charges related to Service subscribed by the Customer pursuant to the present Tariff.

12.6 Shaw is not liable for;

a) any act or omission on the part of the Customer or its Wholesale Customer or its or their respective employees, agents or contractors arising from the furnishing of services by the Customer or its Wholesale Customers;
b) any act or omission of the Customer's Carrier whose facilities are used by the Customer to interconnect to Shaw's designated POI;
c) defamation or copyright infringement arising from content transmitted or received over Shaw's facilities;
d) infringement of patents arising from combining or using the Customer or the Customer's Carrier facilities with Shaw's facilities.

12.7 Customers of the TPIA Service shall indemnify Shaw against claims made by the Customer's Carrier or the Customer's End-Users.

Section 13 Payment

13.1 The TPIA Service contained in this Tariff is made available to ISPs as Customers of the TPIA Service. The Customer is billed on a monthly or one-time basis, where applicable, by Shaw for the Service it provides pursuant to this Tariff.

Item 102 Terms and Conditions – cont'd

13.2 Monthly rates are payable in advance the first day of each month. One-time charges are payable thirty (30) days from the date of billing. The mere lapse of time in performing the obligations to pay under this Tariff will put the Customer in default. Without limiting the scope of this provision, any unpaid amount by the Customer will bear interest as of the thirtieth (30) day following the invoice date at a rate of 1.5% per month (or 19.5% annually). Interest will be calculated on a daily basis and compounded monthly on the last day of each thirty (30) day period following the invoice date. Any partial payment shall be applied first to the interest, then to the principal, beginning with the earliest outstanding amount from the due date, irrespective of charges added to the Customer's invoice.

13.3 Subject to Section 13.5 and 13.6, charges cannot be considered past due until the next bill has been generated.

13.4 In exceptional circumstances, for example when a Customer presents an abnormal risk of loss to Shaw, prior to the normal billing date, Shaw may request payment from the Customer on an interim basis for the non-recurring charges that have accrued providing the Customer with details regarding the charges in question. In such cases, subject to Section 13.5, the charges can be considered past due three days after they are incurred or three days after Shaw demands payment, whichever occurs later.

13.5 No charge disputed by a Customer can be considered past due unless Shaw has reasonable grounds for believing that the purpose of the dispute is to evade or delay payment.

13.6 Shaw may request immediate payment in extreme situations, provided that a notice has been issued pursuant to Section 13.4 and the abnormal risk of loss has substantially increased since that notice was given or Shaw has reasonable grounds for believing that the Customer intends to defraud Shaw.

Section 14 Minimum Contract Period and Cancellation Before Service Commencement

14.1 The minimum contract period for the TPIA Service is one (1) year commencing from the date the Service is provided, except where Shaw has stipulated a longer period for provision of special construction or special assemblies. The minimum contract period does not apply to End-User charges.

14.2

14.3 A Customer who cancels or delays a request for Service before installation work has started cannot be charged by Shaw. Installation work is considered to have started when the Customer has completed and returned its application for the TPIA Service Application and Shaw has incurred any related expenses. A Customer who cancels or delays a request for Service after installation work has started but before Service has started, will be charged the lesser of the full charge for the entire minimum contract period plus the POI Access Charge and the estimated costs incurred in installation less estimated net salvage. The estimated installation costs include the costs of unsalvaged equipment and materials specifically provided or used plus the cost of installing, including engineering, supply expense, labor and supervision, and any other disbursements resulting from the installation and removal work.

Item 102 Terms and Conditions – cont'd

Section 15 Renewal

15.1 The Service will be automatically renewed for subsequent periods of one year unless the Customer has given to Shaw a notice of cancellation of the Service 90 days prior to the end of the initial period or any renewal thereof.

Section 16 Customer-Initiated Termination of Service

16.1 Customers who give Shaw 90 days prior notice may terminate their Service after expiry of the minimum contract period or any renewal thereof, in which case they must pay charges due for Service which has been furnished.

16.2 Before expiry of the minimum contract period or any renewal thereof, customers may terminate their service upon prior written notice to Shaw in which case they must pay a termination charge equal to the total remaining balance of the monthly rates for the minimum contract period or any renewal thereof.

Section 17 Shaw-Initiated Suspension or Termination of Service

17.1 Shaw may suspend or terminate a Customer's Service only where the Customer:

a) fails to pay an account of the Customer that is past due, provided it exceeds five hundred dollars ($500) or has been past due for more than two months;

b) fails to provide or maintain a reasonable deposit or alternative when required to do so pursuant to this Tariff;

c) fails to comply with the terms of a deferred payment agreement;

d) repeatedly fails to provide Shaw with reasonable entry and access in conformity with Section 4 of Item 102;

e) contravenes Sections 5.10 and 5.11 of Item 102;

f) contravenes Sections 8.1 or 8.2 of Item 102; or

g) fails to provide payment when requested by Shaw pursuant to Section 13.6 of Item 102.

17.2 Shaw may not suspend or terminate Service in the following circumstances:

a) where the Customer is prepared to enter into and honour a reasonable deferred payment agreement; or

b) where there is a dispute regarding the basis of the proposed suspension or termination, provided payment is being made for undisputed outstanding amounts and Shaw does not have reasonable grounds for believing that the purpose of that dispute is to evade or delay payment.

17.3 Prior to suspension or termination of Service, Shaw will provide the Customer with reasonable advance notice, stating:

a) the reason for the proposed suspension or termination and the amount owing (if any);

b) the schedule suspension or termination date;

c) that a reasonable deferred payment agreement can be entered into (where the reason for suspension or termination is failure to pay);

d) the reconnection charge;

e) the telephone number of a Shaw representative with whom any dispute may be discussed; and

f) that disputes unresolved with this representative may be referred to a senior Shaw manager.

Item 102 Terms and Conditions – cont'd

Where repeated efforts to contact the Customer have failed, Shaw will deliver such advance notice to the billing address.

For the purposes of Item 102.17.3, reasonable advance notice for the termination or suspension of the service of a Customer that is a competitor will generally be at least 30 days.

Section 17 Shaw-Initiated Suspension or Termination of Service

17.4 In addition to the notice required by Section 17.3, Shaw will, at least twenty-four (24) hours prior to suspension or termination of the Service, advise the Customer or any other responsible Person that suspension or termination is imminent, except where;

a) repeated efforts to so advise have failed;

b) immediate action must be taken to protect Shaw from network harm resulting from Customer provided installations or equipment or from the use of the Service by the Customer; or

c) the suspension or termination occurs by virtue of a failure to provide payment when requested by Shaw pursuant to Section 13.6.

17.5 Notwithstanding the provisions of Sections 17.3 and 17.4, nothing contained within this Tariff shall be deemed to preclude Shaw from suspending or terminating forthwith the TPIA Service to a Customer or its End-User if such immediate action is necessary in the circumstances, in the reasonable assessment of Shaw, to maintain the integrity of its network. In cases of such suspension or termination, the Customer will be promptly notified by Shaw and afforded the opportunity to correct the condition that gave rise to the suspension or termination.

17.6 Except with Customer consent or in exceptional circumstances, suspension or termination of Service may occur only on business days between 8 a.m. and 4 p.m., unless the business day precedes a non-business day in which case disconnection may not occur after 12 noon.

17.7 All services provided to its End-Users by the Customer or its Wholesale Customers via the TPIA Service and Shaw's network will be affected as a result of suspension or termination of the Service. No suspension or termination of the End-User's basic cable service provided by Shaw will result from suspension or termination of the TPIA Service.

17.8 Suspension or termination of Service does not affect the Customer's obligation to pay any amount owed to Shaw.

17.9 In the case of suspension of Service, Shaw must make a daily pro rata allowance based on the monthly charge for the Service.

17.10 In the case of termination of Service pursuant to this section, the Customer must pay a termination charge equal to the total remaining balance of the monthly rates for the minimum contract period or any renewal thereof.

17.11 In the case of termination or suspension of Service, reconnection and disconnection charges may apply.

17.12 Where it becomes apparent that suspension or termination of the Service occurred in error or was otherwise improper, Shaw must restore Service during business hours on the next working day, at the latest, unless exceptional circumstances do not permit this, and no reconnection charges shall be levied.

Item 102 Terms and Conditions – cont'd

Section 18 Shaw-Initiated Disconnection of a Customer's End-User

18.1 Shaw may disconnect an End-User of a Customer only where the End-User:

a) contravenes Sections 5.10 and 5.11 of Item 102;
b) contravenes Sections 8.1 or 8.2 of Item 102;
c) contravenes Section 8.4 of Item 102 by continuing to exceed the monthly data transfer limits outlined in Shaw's Acceptable Use Policy (AUP) after receiving two (2) prior notices from Shaw advising of the violation.

18.2 Prior to disconnection of an End-User, Shaw will provide the Customer with reasonable advance notice stating:

a) the reason for the proposed disconnection of the End-User;
b) the scheduled disconnection;
c) the reconnection charge;
d) the telephone number of a Shaw representative with whom any dispute may be discussed;
e) that disputes unresolved with this representative may be referred to a senior Shaw Manager.

Where repeated efforts to contact the Customer have failed, Shaw must deliver such advance notice to the billing address.

18.3 In addition to the notice required by Section 18.2, Shaw will, at least twenty-four (24) hours prior to disconnection of an End-User, advise the Customer that disconnection of its End-User is imminent, except where:

a) repeated efforts to so advise have failed;
b) immediate action must be taken to protect Shaw from End-User provided equipment or from the use of the Service by an End-User.

18.4 Notwithstanding the provisions of Sections 18.2 and 18.3, nothing contained within this Tariff shall be deemed to preclude Shaw from disconnecting forthwith any End-User if such action is necessary in the circumstances, in the reasonable assessment of Shaw, to maintain the integrity of its network. In cases of such disconnection, the Customer will be promptly notified by Shaw and its End-User afforded the opportunity to correct the condition that gave rise to the disconnection.

18.5 Shaw must restore the connection of the End-User, without undue delay, where the grounds for disconnection of the End-User no longer exist. Reconnection charges may apply.

18.6 Where it becomes apparent that disconnection occurred in error or was otherwise improper, Shaw must restore connection during business hours, on the next working day, at the latest, unless exceptional circumstances do not permit this, and no reconnection charges shall be levied.

Section 19 Second-Level Testing of Cable Modems

19.1 Customers may submit DOCSIS-certified modems to Shaw for testing. Shaw will undertake second-level testing of the cable modem to ensure compatibility with Shaw's network.

19.2 No second-level testing of the cable modem is required where the same cable modem model has previously been found to be compatible with Shaw's network or that is the same model as that used by Shaw for its retail IS.

19.3 The specific combination of the firmware, hardware and software defines the cable modem model. Changes to one of these elements would constitute a change to the cable modem model.

19.4 A summary of the second-level test plan and the list of cable modem models that have passed second-level testing are available upon request.

Item 103 Rates and Charges

Section 3 Service Elements

3.1 TPIA Service consists of the following elements:

a) ISP Registration Fee: A charge applies and provides for the processing of the request for the TPIA Service;

b) Initial Report Fee: A one-time charge for engineering, operations and administration work required to provide the Initial Report as described in the Shaw TPIA Service Agreement.

c) Subsequent Report Fee: A charge for the engineering, operations and administration work required to provide a Subsequent Report for revised or additional interconnection facilities to an ISP already connected to the POI and not requiring additional fibre placement or splicing.

d) POI Entrance Fee: A one-time charge for connection from the POI to the ISP Port on the router.

e) POI Configuration Fee: A one-time charge for connection from existing facilities within the POI Premises to the ISP Port on the router.

f) TPIA Transport: A monthly rate applies and provides for the use of Shaw's network between the POI and the Customer's End-Users' Premises. The demarcation point is the port on the End-User's cable modem. The End-User's cable modem is not provided by Shaw nor is Shaw responsible for any repairs or maintenance to the cable modem.

g) Installation (Standard): An Installation (Standard) charge provides for the connection of an outlet and signal strength test at the End-User's premise.

h) Transfer Charge: A charge applies when a customer transfers an End-User from Shaw's retail IS or another Customer of the TPIA Service.

i) POI Capacity Charge:
   i) Monthly Capacity Rate per 100 Mbps downstream: Monthly capacity charges pro-rated based on the speed change order implementation date.
   ii) Monthly Capacity Change Service Charges: These charges apply to each order to increase or decrease interconnection speed, provided no physical changes to interconnecting circuits are required (i.e. non-complex orders). These charges are a per-order rate plus an additional per-interface rate for each interconnecting circuit affected by the order.

j) Second-level testing of cable modems: A charge will be applied when a Customer submits a cable modem to Shaw for second-level testing:
   i) the fee does not apply to one cable modem model submitted by a Customer for second-level testing, per 12-month period;
   ii) the fee does not apply to second-level testing of a cable modem model where the cable modem model fails second-level testing, to a maximum of two failures; and
   iii) cable modem testing failures, referenced in ii), shall not be considered the one free second-level testing, referenced in i), unless that cable modem model has already failed second-level testing twice.

3.2 Where it is apparent that an End-User's aerial drop requires replacement Shaw will undertake the required work without prior consultation with the Customer.

Item 103 Rates and Charges

Section 3 Service Elements

Rates and Charges for TPIA Service Elements				
		Monthly Rate	**Charge**	
Access Service Speed Bands				
Band 1: 0 Mbps to 10 Mbps Downstream and up to 1 Mbps Upstream		$9.34		
	Lite Speed (up to 1 Mbps download/256 Kbps upload) (Note 1)		n/a	
	Internet 5 (up to 5 Mbps download/512 Kbps upload)		n/a	
	High Speed (up to 7.5 Mbps download/512 Kbps upload) (Note 1)		n/a	
	High Speed 10 (up to 10 Mbps download/ 512 Kbps upload) (Note 3)		n/a	
	Internet 10 (up to 10 Mbps download/1 Mbps upload)		n/a	
Band 2: 11 Mbps to 29 Mbps and up to 5 Mbps Upstream		$11.23		
	Internet 15 (up to 15 Mbps download/ 512 Kbps upload)		n/a	
	High Speed 20 (up to 20 Mbps download/512 Kbps upload) (Note 1)		n/a	
	Internet 20 (up to 20 Mbps download/ 1.5 Mbps upload)		n/a	
	Extreme Speed (up to 25 Mbps download/ 2.5 Mbps upload)		n/a	
Band 3: 30 Mbps to 49 Mbps and up to 8 Mbps Upstream		$14.91		
	Internet 30 (up to 30 Mbps download/ 5 Mbps upload)		n/a	
Band 4: 50 Mbps to 99 Mbps and up to 10 Mbps Upstream		$20.52		
	Broadband 50 (up to 50 Mbps download/5 Mbps upload) (Note 3)		n/a	
	Internet 60 (up to 60 Mbps download/ 6 Mbps upload)		n/a	
	Internet 75 (up to 75 Mbps download / 7.5 Mbps upload)		n/a	
Band 5: 100 Mbps to 129 Mbps and up to 15 Mbps Upstream		$28.17		
	Broadband 100 (up to 100 Mbps download/10 Mbps upload)		n/a	
	Internet 120 (up to 120 Mbps download/10 Mbps upload) (Note 4)		n/a	
Band 6: 130 Mbps to 250 Mbps and up to 15 Mbps Upstream		$41.36		
	Internet 150 (up to 150 Mbps download/15 Mbps upload) (Note 6)		n/a	
	Internet 150 (up to 150 Mbps download/15 Mbps upload)		n/a	
	Internet 150 (up to 150 Mbps download/10 Mbps upload)		n/a	
	Broadband 250 (up to 250 Mbps download/15 Mbps upload) (Note 2)		n/a	
Band 7: 251 Mbps to 500 Mbps and up to 50 Mbps Upstream		$50.84		
	Internet 300 (up to 300 Mbps download/20 Mbps upload) (Note 5) (Note 6)		n/a	
	Internet 300 (up to 300 Mbps download/15 Mbps upload) (Note 5)		n/a	
	Internet 300 (up to 300 Mbps download/100 Mbps upload) (Note 5)		n/a	
	Internet 500 (up to 500 Mbps download/20 Mbps upload) (Note 5)		n/a	
	Internet 500 (up to 500 Mbps download/100 Mbps upload) (Note 5)		n/a	
Band 8: 501 Mbps to 750 Mbps and up to 50 Mbps Upstream		$50.84		
	Internet 600 (up to 600 Mbps download/20 Mbps upload) (Note 5)		n/a	
	Internet 750 (up to 750 Mbps download/20 Mbps upload) (Note 5)		n/a	
	Internet 600 (up to 600 Mbps download/100 Mbps upload) (Note 5)		n/a	
Band 9: 751 Mbps to 1000 Mbps and up to 50 Mbps Upstream)		$50.84		
	Internet 1000 (up to 1000 Mbps download/25 Mbps upload) (Note 5)		n/a	
Transfer Charge to Another ISP (per transfer)		$20.80	n/a	
Installation Standard		n/a	$77.51	
Service Call (one hour minimum) First hour Each additional 15 minutes		 n/a n/a	 $69.64 $15.60	
POI Entrance POI Configuration		n/a n/a	$6,527.00 $2,800.00	
ISP connection at POI ISP Registration Fee Initial Report Fee (per POI) Subsequent Report Fee		 n/a n/a n/a	 $370.50 $1,040.00 $603.20	
ISP End-User Service Charge Service charge for changes to Customer's End-User specifications		n/a	$5.00	

TPIA Service

POI Capacity Charge Capacity Rate per 100 Mbps Capacity Rate Service Charges • Per-order Rate • Per-interface Rate	$296.10	$116.45 $256.79	
Second-level testing of cable modems	n/a	$8,780.00	

Note 1: As of July 21, 2014, no longer available for new End-Users but grandfathered for existing End-Users.
Note 2: As of September 23, 2014, no longer available for new End-Users but grandfathered for existing End-Users.
Note 3: As of August 17, 2015, no longer available for new End-Users but grandfathered for existing End-Users.
Note 4: As of June 5, 2017, no longer available for new End-Users but grandfathered for existing End-Users.
Note 5: Not available in all areas.
Note 6: As of May 27, 2020, no longer available for new End-Users but grandfathered for existing End-Users.

Item 104 POI Locations

Section 1 List of POI Locations

POI Name	**POI Location**
Vancouver Island	Victoria, BC
Lower Mainland	Vancouver, BC
Okanagan	Kelowna, BC
Southern Alberta	Calgary, AB
Central Alberta	Red Deer, AB
Northern Alberta	Edmonton, AB
Fort McMurray	Fort McMurray, AB
Saskatchewan	Saskatoon, SK
Manitoba	Winnipeg, MB
Sault Ste Marie	Sault Ste Marie, ON
Thunder Bay	Thunder Bay, ON

Item 105 Shaw's Internet Traffic Management Practices (ITMP)

Section 1 ITMP General

1.1 In accordance with Telecom Regulatory Policy CRTC 2009-657, Shaw's ITMPs are not approved by the CRTC and as such the information contained herein with regard to Shaw's ITMPs is provided for information purposes only.

1.2 To ensure the proportional use by all end-users and to maintain the integrity of the network, Shaw has implemented technical ITMPs that will apply equally to Shaw's own Retail IS End-Users and the End-Users of the Shaw TPIA Service.

1.3 Shaw's ITMPs were introduced to quickly address upstream congestion caused by some classes of applications while standard network expansion activities are undertaken to increase the bandwidth availability for all users.

1.4 In the event of upstream congestion on a serving area node, the amount of upstream bandwidth allotted to P2P applications completing non real-time file transfer activity within that serving area node may be reduced to 80 kbps per End-User. This could result in the upload of the non real-time P2P file transfer taking longer to complete than during times of non-congestion. Shaw's ITMPs are not applied to downstream data transfer, real-time interactive or time-sensitive Internet applications.

1.5 Prior to implementing new ITMPs or undertaking material changes to existing ITMPs, Shaw will provide the TPIA Customer with a minimum of sixty (60) days advance notice.

1.6 Shaw will not be required to provide advance notification of any changes to its ITMPs that are a matter of housekeeping or result in a less restrictive ITMP. In these situations the changes will be effective on the date Shaw provides notification to TPIA Customers.

1.7 Pursuant to paragraph 64 of Telecom Regulatory Policy CRTC 2009-657, TPIA Customers are required to provide information regarding technical ITMPs to their End-Users within thirty (30) days of Shaw issuing revised ITMP tariff pages, or where applicable, Commission approval of the tariff pages is granted.

1.8 If Shaw provides notification of changes in accordance with Item 1.6 above, TPIA Customers are required to provide notification of the changes to their customers as soon as reasonably possible.

1.9 Pursuant to paragraph 104 of Telecom Regulatory Policy CRTC 2009-657, any End-User personal information collected by TPIA Customers for the purpose of traffic management cannot be used for other purposes or disclosed to other parties. The aggregated information may only be collected and used for the purposes of network planning and engineering of the network.

This is **Exhibit K** in support of the

Affidavit of Christopher Hickey,

solemnly affirmed before me on April 22, 2022

in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely

DocuSigned by:

3D9360C325E3434...

Commissioner for Taking Affidavits

Geoff Batstone

ITEM
226 **Wholesale Internet ADSL Service**

ITEM
226.1 **Service Description**

Wholesale Internet ADSL Service is a broadband access service based on Asymmetric Digital Subscriber Line (ADSL) technology. This service will enable a Service Provider to establish a high speed data access path between its End-user's premises and the Company's Serving Central Office.

Wholesale Internet ADSL Service uses available bandwidth above the voice-band on the same local loop used by the Company or a CLEC to provide residential or business Primary Exchange Service to the End-user or on Dry Loops. The Service is limited to lines terminating on single line station equipment. ADSL Access Service allows for the simultaneous use of the End-user's telephone line for voice service.

Wholesale Internet ADSL Service:

- requires a Network-to-Network Interface ("NNI") which provides for the aggregation of End-user traffic associated with a single service provider from every ADSL-enabled wire centre in the Company's operating territory;

- provides ADSL access over End-user loops that qualify for ADSL service where the ADSL serving equipment is located either in a host wire centre or at a remote location (i.e., a location other than a host wire centre). In the case of a remote location, Wholesale Internet ADSL Service includes the facilities required to transport ADSL traffic between the remote location and the host wire centre that serves that remote location;

- supports Point to Point Protocol over Ethernet (PPPoE) or RFC 1483 Bridged sessions across the Company's backbone network (Note: Effective November 15, 2011, RFC 1483 Bridged Session is no longer available to new Customers);

- includes Permanent Virtual Circuits (PVC) to provide ATM network connectivity between ADSL Access arrangements and a NNI by aggregating traffic associated with each ADSL Access served from groups of wire centres to a Broadband Access Server (BAS) and subsequently aggregating such traffic from all Company-provided BAS to the ADSL NNI; and

- provides for a single domain name. Additional domain names are available upon request in accordance with the rates, terms and conditions below.

Connectivity between the ADSL NNI point of demarcation (located in a Company wire centre) and the Service Provider's Point of Presence (PoP) can be established using appropriate facilities provided by the Company or third party facility providers, or via central office links that terminate on the Service Provider's co-located transmission equipment.

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ITEM
226 **Wholesale Internet ADSL Service**

ITEM
226.1 **Service Description**

ADSL VPOP Network-to-Network Interface Service

The ADSL VPOP Network-to-Network Interface Service ("A-NNI") provides an interconnection between the Company's Network and a Service Provider's Network. The interface options available are E100 or E1000. This interconnection allows the Service Provider to receive and transmit traffic that is supported by the Company's Network. These services are limited to Asymmetrical Digital Subscriber Line (ADSL). Such traffic will be exchanged in Point to Point Protocol over Ethernet (PPPoE). RFC 1483 and RFC 1490 bridged protocol data unit encapsulation formats are grandfathered and are not available for new customers. N

Because the Commission has forborne, in Telecom Regulatory Policy CRTC 2009-19, with respect to the regulation of this service as set out in that decision, the Company may also provide the service in this tariff at rates and on terms different from the tariffed rates and terms pursuant to an agreement entered into between the Company and a competitor that has been filed with the Commission for the public record. M

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ITEM
226 **Wholesale Internet ADSL Service- Continued**

ITEM
226.1 **Service Description - Continued**

Definitions

"*Asymmetrical Digital Subscriber Line (ADSL)*" means a technology that delivers high-speed digital data-transmission downstream to an End-user at a higher bandwidth (higher-speed) and upstream to an ADSL Service Provider at a lower bandwidth (lower-speed), on a common copper individual access-line. This technology allows the End-user to receive high-speed digital data transmission and individual-line exchange service simultaneously on the same access-line.

ADSL VPOP Network-to-Network Interface (A-NNI) provides an interconnection between the Company's Network and a Service Provider's Network. N
|

"Customer" refers to a Service Provider.

"*Customer Cutover or Access Upgrade*" encompasses the case where a customer requires a larger bandwidth access at its Point of Presence (PoP) site to accommodate growth in end user traffic. The Customer may also be relocating its PoP site access or transferring all of its existing subscribers to a different access which does not necessarily require an upgrade in bandwidth.

"*Customer Name Change*" is when a Customer requests that its billing or company name to be changed to a different billing or official company name.

"*Dry Loop*" is an unbundled local loop which is not used for primary exchange service.

"DSLSP" is a provider of Digital Subscriber Line-based applications, such as high-speed Internet access and Local Area Network extensions, to the public for compensation. A DSLSP is not operating as a CLEC.

"*End-user*" is defined as being the Service Provider's customer.

"*Mergers and Acquisitions*" are when a Customer transfers a portion or all of its subscriber base to another Customer. This is also applicable when two different Customers are merging in order to become only one new company, or when a single company divides to become multiple companies.

"NNI" is a network-to-network interface as set out in Item 217, Network to Network Interface Service. C

"*Service Provider*" includes either a CLEC or a DSLSP.

"*Serving Central Office*" is the first Company Central Office that an End-user's premises is connected to.

"Voice Service" refers to services that use the voice-band portion of the local loop and includes voice transmission, permissive data or facsimile.

ITEM 226 **Wholesale Internet ADSL Service- Continued**

ITEM 226.2 **Conditions of Service**

1. Wholesale Internet ADSL Service is available only from suitably equipped Company Central Offices as determined by the Company and shall be provided subject to the availability of suitable equipment and facilities as determined by the Company.

2. Wholesale Internet ADSL will only be provisioned over Company-owned loops used by the Company to provide Primary Exchange Service, unbundled local loops which are owned by the Company and used by a CLEC to provision voice services or Company-owned Dry Loops.

3. Where Wholesale Internet ADSL service is provisioned over Company-owned Dry Loops, the Customer will be required to lease the Type A unbundled loop under the terms and conditions specified in the former TCI Carrier Access Tariff (CRTC 18008), Item 215, Local Network Interconnection and Component Unbundling (in Alberta), or TCBC Carrier Access Tariff (CRTC 1017), Item 105, Local Network Interconnection and Component Unbundling (in British Columbia). Monthly rates are in Item 226.3 c. C | | | | D ||

4. The Company will not offer additional services to the End-Users over an unbundled local loop being used by a competitor for the Wholesale Internet ADSL Service when it is provided over Dry Loops.

5. The loop facility to the End-user must qualify for Wholesale Internet ADSL Service.

6. The point of demarcation for Wholesale Internet ADSL Service is as defined in Item 217, Network to Network Interface Service. The point of demarcation for E100 and E1000 A-NNI service provided in this tariff is the Ethernet patch panel.

7. The Company is not responsible for inside wiring charges beyond the End-user's customer demarcation point.

8. The ADSL equipment is subject to operational constraints related to the characteristics of the underlying loop facility. Wholesale Internet ADSL Service is offered on a best-effort basis. Service Providers may use Wholesale Internet ADSL Service to establish high-speed connections to only those End-user premises located within the operational range of the ADSL serving equipment associated with particular Company Serving Central Offices and suitably equipped remote locations. Service Providers may not use Wholesale Internet ADSL Service to establish high-speed connections to End-user premises located beyond the range of the ADSL serving equipment or served by the Company or CLEC voice service having excessive bridge taps, equipped with load coils or which is not capable of supporting metallic continuity.

9 One ADSL Access is required for each End-user.

10. The NNI is provided in Item 217, Network to Network Interface Service. Service Providers may use the NNI in Item 217 for all of the traffic types listed in Item 217.1.

ITEM
226 **Wholesale Internet ADSL Service- Continued**

ITEM
226.2 **Conditions of Service – Continued**

11. A-NNI Service is provided under the terms and conditions in this Tariff Item. Service Providers may only use A-NNI Service for ADSL VPOP traffic. N

11A. A-NNI is available in designated Central Offices and shall be provided subject to the availability of suitable equipment and facilities. The Company shall determine the Company Central Office(s) from which A-NNI shall be provided. Not all Company Central Offices with A-NNI are capable of provisioning every A-NNI interface option. If suitable equipment and/or facilities are not available for certain interface option, the Company will not provision that particular A-NNI option.

11B. The provision of A-NNI is subject to the ability of the Company and the Service Provider to satisfactorily test and exchange data using the standards stated in section 226.1.

11C. When it is necessary for the Company to install special equipment or to incur an unusual expense to establish A-NNI, the Service Provider shall pay an additional charge based on the equipment installed or the unusual expense incurred.

11D. A-NNI Service may be connected to Service Provider equipment using either Co-location, or an access service configuration for E100 or E1000 service. (NOTE: The E1000 interface only supports Internet ADSL Services in Edmonton, Calgary and the Lower Mainland.)

11E. In the Co-location configuration, the Service Provider must subscribe to Co-location, where applicable; obtain a Company Ethernet CO Link, provided under Tariff Item 221; provide its own fibre-patch panel, as well as the connection between the patch panel and its equipment. In Alberta, Co-location is provided under Carrier Access Tariff (CRTC 18008), Item 255 or 250. In British Columbia, Co-location is provided under Carrier Access Tariff (CRTC 1017), Item 110.

11F. In the access service configuration, the Service Provider must subscribe to the Company's Ethernet Access Service, provided under General Tariff (CRTC 21461) Item 519, as well as an Ethernet CO Link.

11G. In the event that the Service Provider wishes to relocate A-NNI service location(s) or change A-NNI service speeds, the Service Provider will be required to pay the A-NNI change fee specified in Item 226.3b.

12. The Customer is responsible for managing the capacity of the NNI. The Company is not responsible for any service deterioration or packet loss due to the Customer over utilization of the NNI. F

ITEM
226 **Wholesale Internet ADSL Service- Continued**

ITEM
226.2 **Conditions of Service – Continued**

13. When Wholesale Internet ADSL Service is used by a service provider to provide services to its customers, the service provider shall abide by the conditions set out in the Resale and Sharing tariff (CRTC 21461, Item 410), as applicable. N

14. If an End-user cancels its Company or CLEC provided voice service or if it is otherwise removed from service, billing for Wholesale Internet ADSL Service will continue until the Company has been notified by the Service Provider that Wholesale Internet ADSL Service is to be terminated.

15. Where the End-user's voice service, as provided by the Company or a CLEC, currently meets the Company's technical requirements for Wholesale Internet ADSL Service, in particular metallic continuity, the Company will provide the Service Provider with a minimum of one year's advance notice of any facility change that would eliminate metallic continuity on that End-user's loop.

16. Service Providers subscribing to Wholesale Internet ADSL Service will be responsible for obtaining the following elements required to make the service operational:

    a. RADIUS Server;

    b. IP address assignment and Internet access;

    c. ADSL or other compatible high speed modem, subject to the Company's acceptance;

ITEM
226 **Wholesale Internet ADSL Service- Continued**

ITEM
226.2 **Conditions of Service - Continued**

d. any PC connectivity equipment/software and IP address configuration for the End user's PC;

e. Filters – In some circumstances, End-users may detect audible noise on their telephone line following the installation of the modem, necessitating the use of voice/data filters installed directly in the telephone jack;

f. ATM or Ethernet connectivity between the Company's broadband network and service provider's PoP; and

g. Client software required in the End-user's PC to enable a PPPoE connection through the network to the End-user's desired ISP

17. Equipment attached to the Company's network at the End-user's premises must be certified or connected through a certified network protection device in accordance with the former TCI General tariff (CRTC 18001) Item 110 (Attachments) in Alberta, or TCBC General Tariff (CRTC 1005) Item 170 (Interconnection Services – General) in British Columbia, as applicable.

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ITEM
226 **Wholesale Internet ADSL Service- Continued**

ITEM
226.2 **Conditions of Service – Continued**

18. The Maximum Line Speeds available under ADSL Access Service are as follows:

a. 1 Mbps Service (Residential End-users only)
Up to 1 Mbps downstream
Up to 256 Kb/s upstream

b. 1.5 to 6.0 Mbps Service (Residential and Business End-users)
Up to 6.0 Mbps downstream
Up to 1.0 Mbps upstream

c. 15 Mbps Service (Residential and Business End-users) – see condition 19
Up to 15 Mbps downstream
Up to 1.0 Mbps upstream

d. 25 Mbps Service (Residential and Business End-users) – see condition 19
Up to 25 Mbps downstream
Up to 2.5 Mbps upstream (Residential) and up to 5.0 Mbps (Business)

d. 50 Mbps Service (Residential and Business End-users) – see condition 19
Up to 50 Mbps downstream
Up to 10 Mbps upstream

e. 75 Mbps Service (Residential and Business End-users) – see condition 19
Up to 75 Mbps downstream
Up to 15 Mbps upstream

f. 100 Mbps Service (Business End-users) – see condition 19
Up to 100 Mbps downstream
Up to 20 Mbps upstream

g. 150 Mbps Service (Residential and Business End-users) – see condition 19 N
Up to 150 Mbps downstream |
Up to 25 Mbps upstream |

Many factors affect speeds and actual speeds may vary and are not guaranteed.

Residential and Business End-user classifications are in accordance with CRTC 18001, Item 425 and, CRTC 1005, Item 26.

19. 15 Mbps, 25 Mbps, 50 Mbps, 75 Mbps, 100 Mbps and 150 Mbps services are only supported on Point to Point Protocol over Ethernet (PPPoE) network connections. C
20. Wholesale Internet ADSL service does not support the routing or transmission of multicasting traffic.
21. Wholesale Internet ADSL service does not support the sharing of modems between the Company and the Wholesale Internet ADSL service customer.

ITEM 226 **Wholesale Internet ADSL Service – Continued**

ITEM 226.2 **Conditions of Service – Continued**

22. As a condition of service under this tariff, and in accordance with *Review of the Internet traffic management practices of Internet service providers*, Telecom Regulatory Policy CRTC 2009-657 ("TRP 2009 -657"), paragraphs 50, 66 and 104, customers employing Internet Traffic Management Practices (ITMPs) shall:

    a.) whether or not they are Canadian carriers, abide by the requirements of subsection 27 (2) of the *Telecommunications Act* with regard to any ITMPs they employ;
    b.) abide by the disclosure requirements described in TRP 2009-657; and
    c.) not use for other purposes personal information collected for the purposes of traffic management and not disclose such information.

23. The Customer is responsible for the installation, operation and maintenance of any equipment, apparatus or devices that the Customer or end-user provides and which is attached or connected to or used with the Company's facilities and or equipment. When, as a result of a service issue raised by the Customer to TELUS and at the request of the Customer to test the services provided by the Company, the Company completes testing activities and finds that there is no fault in the Company's facilities; or when a truck roll is required to an end-users premises and no trouble is found in the Company's facilities and/or equipment but such trouble continues to be present when the Customer-provided equipment is reconnected to the Company's facilities and or equipment, a charge as specified in CRTC 18002 Item 1820.3 (for Alberta) and CRTC 1005 Item 170.10 and Item 170.12 (for British Columbia) applies. If however, within a one week period, testing activities identify a fault with the Company's facilities, no charge will apply.

24. The rates, terms and conditions identified herein supersede and replace any rates, terms and conditions in contracts for similar services entered into prior to the approved effective date of this Tariff Item.

25. Wholesale Internet ADSL services are only available on the Company's fibre to the node facilities. Wholesale Internet ADSL services are not available on the Company's fibre to the premises facilities.

26. If an End-user chooses to receive Internet service from the Wholesale Internet ADSL service customer and IPTV service from the Company, and a second loop is available, the Wholesale Internet ADSL service customer shall pay the unbundled loop rates and charges set out in TCI Carrier Access Tariff (CRTC 18008), Item 215, Local Network Interconnection and Component Unbundling (in Alberta), or TCBC Carrier Access Tariff (CRTC 1017), Item 105, Local Network Interconnection and Component Unbundling (in British Columbia). If a second loop is not available, a bonded configuration of Wholesale Internet ADSL service will not be provided.

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ITEM 226.3

Rates (Note 6)

The following rates and charges apply to the various components of the service:

a. Monthly Access and Service Charges (Notes 2, 4, 5)

Residential ADSL Access Service (Note 1)	Monthly Rate	Service Charge	
1 Mbps Service, per access	$17.40	$70.56	
1.5 to 6.0 Mbps Service, per access	19.18	70.56	
10 to 19 Mbps Access Service Speed Band	20.21	70.56	R
15 Mbps Service, per access			
20 to 29 Mbps Access Service Speed Band	21.90	70.56	|
25 Mbps Service, per access			
30 to 69 Mbps Access Service Speed Band	24.34	70.56	|
50 Mbps Service, per access			
30 to 69 Mbps Access Service Speed Band - Bonded	34.40	70.56	|
50 Mbps bonded Service, per access (Note 3)			
70 to 100 Mbps Access Service Speed Band	29.05	70.56	|
75 Mbps Service, per access			
70 to 100 Mbps Access Service Speed Band - Bonded	37.38	70.56	|
75 Mbps bonded Service, per access (Note 3)			
101 to 150 Mbps Access Service Speed Band - Bonded	57.66	70.56	|
150 Mbps bonded Service, per access (Note 3)			

Business ADSL Access Service (Note 1)	Monthly Rate	Service Charge	
1.5 to 6.0 Mbps Service, per access	$19.18	$70.56	
10 to 19 Mbps Access Service Speed Band	20.21	70.56	|
15 Mbps Service, per access			
20 to 29 Mbps Access Service Speed Band	21.90	70.56	|
25 Mbps Service, per access			
30 to 69 Mbps Access Service Speed Band	24.34	70.56	|
50 Mbps Service, per access			
30 to 69 Mbps Access Service Speed Band - Bonded	34.40	70.56	|
50 Mbps bonded Service, per access (Note 3)			
70 to 100 Mbps Access Service Speed Band	29.05	70.56	|
75 Mbps Service, per access			
70 to 100 Mbps Access Service Speed Band - Bonded	37.38	70.56	|
75 Mbps bonded Service, per access (Note 3)			
100 Mbps bonded Service, per access (Note 3)			
101 to 150 Mbps Access Service Speed Band - Bonded	57.66	70.56	|
150 Mbps bonded Service, per access (Note 3)			

ITEM
226.3 **Rates**

Note 1: Residential and Business End-user classifications are in accordance with CRTC 18001, Item 425 and, CRTC 1005, Item 26. M

Note 2: A minimum charge of one month will be applied for all Wholesale Internet ADSL Service Accesses that are disconnected within one month of installation.

Note 3: Bonded configuration uses two copper pairs or dry loops. Refer to Conditions of Service **-** Item 226.2.2 and 2.26.3 for additional information.

Note 4: Refer to the available Maximum Line Speeds specified in the Conditions of Service – Item 226.2.18

Note 5: Various Access Service Speed Bands with similar costs are grouped in a band and an access rate would apply for a specific access speed service within each band, pursuant to Telecom Decision CRTC 2016-117.

Note 6: Telecom Order 2019-288 has been stayed by the Federal Court of Appeal so the interim rates (and interim tariff) remains in effect.

ITEM 226 **Wholesale Internet ADSL Service- Continued**

ITEM 226.3 **Rates**

b. ADSL VPOP Network-to-Network Interface (A-NNI) Service

Service Provider shall pay to the Company the following rates and charges for the A-NNI Service. Such rates and charges are in addition to any other rates and charges that may be applicable.

ADSL Network-to-Network Interface Service	**Monthly Rate**	**Service Charge**
E100 Interface (per interface)	$ 55.15	$ 1,199.00
E1000 Interface (per interface)	159.39	1,199.00
A-NNI Change Fee		$500.00

c. Dry Loop Charges N

i) Monthly Rates, per loop, per Band (Note 1)

Type A	*Rate Band A*	*Rate Band B*	*Rate Band C*	*Rate Band D*	*Rate Band E*	*Rate Band F*	*Rate Band G*
BC	$ 3.90	$8.39	$9.66	$8.37	$23.02	$17.89	$23.84
AB	$ 4.05	$6.58	$8.04	$7.48	$13.53	$11.19	$13.21

Note 1: Band classification is shown in Tariff 21461 Item 130 Access Rate Bands, Wire Centres / Rate Centres for Digital Services for each Serving Central Office.

ii) Service Charges will be charged at the following rates:

Type A Loops (all Bands)	**Residential (Note 2)**	**Business**
Fixed Rate Service Order Charge per order	$19.68	$36.21
Variable Rate Service Order Charge per loop	$13.46	$20.29

Note 2: For one or more loop order requests from a multiple-dwelling unit (MDU), the residential loop service order charge will apply per order.

ITEM
226 **Wholesale Internet ADSL Service- Continued**

ITEM
226.3 **Rates - Continued**

d. Other Fees Associated with Wholesale Internet ADSL Service: C

i) *ADSL CO Access Fees*: Two fee options are available to the Customer. The first fee option is applied on a per CO basis as these are activated by the customer. The second fee option provides for the activation of all serving areas in the Company's territory.

ii) *Multiple Domain Names*: One time rates apply for programming the Broadband Access Server (BAS), on the same PVC, with the first additional domain name and subsequent additional domain names on the same order.

iii) *Administration Fees*: Administration Fees provide for business office work that is required to perform the following functions: Customer Name Change, Mergers and Acquisitions and Customer Cutover or Access upgrades, including Access speed changes for End-users.

iv) *ADSL Access PVC Administration Fee*: The Wholesale Internet ADSL PVC Administration Fee addresses the work required to remap PVCs from each of the Company's BASs to the Customer's PoP site allowing for end user authentication. The number of PVCs is dependent upon the number and specific location of the serving areas the Customer has chosen to offer service. As larger urban centres require more BASs, this translates into higher numbers of PVCs that may be impacted by mergers and acquisitions, customer cutover or access upgrades and potentially name changes.

Other Fees Associated with ADSL Access Service	Contract Period Rate per month		Rate ($)
	1 year	3 year	
ADSL CO Access Fees • For the first and each subsequent serving CO activation • To activate all CO/ERA serving areas in TELUS territory	N/A N/A	N/A N/A	500.00 30,000.00
Multiple Domain Names • One time charge will apply on the same PVC for the first additional domain name. • For subsequent domain names requested on the same order, a one time charge per domain name will apply	N/A N/A	N/A N/A	1,500.00 350.00
Administration Fee (per end user)	N/A	N/A	25.00
ADSL Access PVC Administration Fee (per PVC)	N/A	N/A	50.00

This is **Exhibit L** in support of the

Affidavit of Christopher Hickey,

solemnly affirmed before me on April 22, 2022

in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely

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Commissioner for Taking Affidavits

Geoff Batstone

Shaw Standalone Internet Pricing Promotion: 2 year term		Distributel Standalone Internet Pricing: Promotion: 6 month discounted rate				Primus Standalone Internet Pricing Promotion: 6 month discounted rate			
Speed	**Price**	**Price - Months 1-6**	**Price - Months 7-24**	**Blended Price - 24 Months**	**Difference**	**Price - Months 1-6**	**Price - Months 7-24**	**Blended Price - 24 Months**	**Difference**
75Mbps	$85.00	$39.95	$59.95	$54.95	$30.05	$39.95	$59.95	$54.95	$30.05
100/150Mbps	$95.00	$64.95	$74.95	$72.45	$22.55	$64.95	$74.95	$72.45	$22.55
250/300Mbps	$100.00	$79.95	$89.95	$87.45	$12.55	$79.95	$89.95	$87.45	$12.55
500/750Mbps	$110.00					$89.95	$99.95	$97.45	$12.55
1000Mbps	$115.00					$99.95	$109.95	$107.45	$7.55

Average Difference **$18.80**

Note 1: Shaw standalone Internet pricing as of April 20, 2020. (https://shaw.ca/internet/plans)

Note 2: Distributel and Primus pricing as of April 20, 2020.

Note 3: Where equivalent speeds are not offered, the comparison is based on the closest equivalent in-market offerings

This is **Exhibit M** in support of the
Affidavit of Christopher Hickey,
solemnly affirmed before me on April 22, 2022
in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely

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Commissioner for Taking Affidavits
Geoff Batstone

Government of Canada Gouvernement du Canada

Canadian Radio-television and Telecommunications Commission

Home → Consultations → Part 1 Applications

Bell Aliant Regional Communications, Limited Partnership and Bell Canada: 8663-B54-201200501

Application requesting Revised Requirements for Negotiated Agreements for Conditional Essential and Conditional Mandated Non-Essential Services - 2012-01-18

Reference: 8662-B2-200807133

2012-12-13 - Telecom orders CRTC 2012-680 Determination of Cost Award
Determination of costs award with respect to the participation of the Public Interest Advocacy Centre in the proceeding leading to Telecom Regulatory Policy 2012-359
File numbers: 8663-B54-201200501 and 4754-403

2012-07-03 - Telecom regulatory policy CRTC 2012-359 Bell Aliant Regional Communications, Limited Partnership and Bell Canada – Application for revised filing requirements associated with wholesale negotiated agreements
File number: 8663-B54-201200501

Answer
Interventions
Replies

2021-10-13 - Bell
Description: In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 4105266.docx - 37KB

2021-08-13 - CIK Telecom
Description: Attached is the Appendix II filled by us. Please let us know if you need more information.
Document: 4073585.zip - 859KB

2021-06-04 - Bell
Description: In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 4040161.docx - 36KB

2021-03-03 - Bell
Description: In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 3998743.doc - 36KB

2021-03-03 - Bell
Description: In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 3998748.docx - 36KB

2020-10-29 - TELUS Communications Inc.
Description: In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 3937520.zip - 1155KB

2020-06-19 - Shaw Cablesystems G.P.
Description: In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated nonessential wholesale services. Specifically, carriers are only required to file a general summary of
such agreements with the Commission for the public record.
Document: 3880388.zip - 1064KB

2020-04-14 - Québecor Média inc.
Description: Conformément à la procédure mise en place par le Conseil au paragraphe 19 de la Politique réglementaire de télécom CRTC 2012-359, *Bell Aliant Communications régionales, société en commandite et Bell Canada – Demande de révision des exigences en matière de dépôt liées aux ententes de services de gros négociées*, Québecor Média inc., au nom de sa filiale Vidéotron ltée (Vidéotron), soumet par la présente un résumé général d'une entente négociée hors tarif pour le service AITP de Vidéotron.
Document : 3839813.doc - 57KB

2020-04-07 - TELUS Communications Inc.
Description: In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 3838136.pdf - 301KB

2020-03-04 - TELUS Communications Inc.
Description: In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 3822955.pdf - 301KB

2020-02-05 - TELUS Communications Inc.
Description: In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 3799499.pdf - 301 KB

2019-12-20 - TELUS Communications Inc.
Description: In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 3774388.pdf - 301 KB

2019-12-13 - Bell Canada
Description : In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document : 3769018.docx - 34KB

2019-12-12 - TELUS Communications Inc.
Description: In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 3768610.pdf - 301KB

2019-11-21 - TELUS Communications Inc.
Description: In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. These services are now classified as mandated pursuant to Telecom Regulatory Policy CRTC 2015-326, Review of wholesale wireline services and associated policies. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 3755712.zip - 873KB

2019-11-05 - TELUS Communications Inc.
Description: In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. These services are now classified as mandated pursuant to Telecom Regulatory Policy CRTC 2015-326, Review of wholesale wireline services and associated policies. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 3747525.zip - 1294KB

2019-07-23 - Rogers Communications Canada
Description: In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 3681952.doc - 907KB

2019-06-24 - Rogers Communications Canada
Description: In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 3668943.doc - 910KB

2019-06-18 - Bell MTS
Description: In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 3665040.pdf - 36KB

2018-11-16 - TELUS Communications Inc.
Description: In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. These services are now classified as mandated pursuant to Telecom Regulatory Policy CRTC 2015-326, Review of wholesale wireline services and associated policies. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 3536962.pdf - 294KB

2018-10-01 - Québecor Média inc.
Description : Conformément à la procédure mise en place par le Conseil au paragraphe 19 de la Politique réglementaire de télécom CRTC 2012-359, *Bell Aliant Communications régionales, société en commandite et Bell Canada – Demande de révision des exigences en matière de dépôt liées aux ententes de services de gros négociées*, Québecor Média inc., au nom de sa filiale Vidéotron ltée (Vidéotron), soumet par la présente un résumé général d'une entente négociée hors tarif pour le service AITP de Vidéotron.
Document : 3217650.docx - 56KB

2018-09-28 - Québecor Média inc.
Description : Conformément à la procédure mise en place par le Conseil au paragraphe 19 de la Politique réglementaire de télécom CRTC 2012-359, *Bell Aliant Communications régionales, société en commandite et Bell Canada – Demande de révision des exigences en matière de dépôt liées aux ententes de services de gros négociées*, Québecor Média inc., au nom de sa filiale Vidéotron ltée (Vidéotron), soumet par la présente un résumé général d'une entente négociée hors tarif pour le service AITP de Vidéotron.
Document : 3217566.docx - 56KB

2018-08-16 - SaskTel
Description: In Telecom Regulatory Policy CRTC 2012-359, *Bell Aliant Regional Communications, Limited Partnership and Bell Canada – Application for revised filing requirements associated with wholesale negotiated agreements* (TRP 2012-359), the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record:
Document: 3191658.doc - 299KB

2018-08-09 - Telus
Description: In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. These services are now classified as mandated pursuant to Telecom Regulatory Policy CRTC 2015-326, Review of wholesale wireline services and associated policies. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 33189420.pdf - 299KB

2018-08-01 - Bell Canada
Description: In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 3184936.docx - 36KB

2018-07-20 - Québecor Média inc.
Description: Conformément à la procédure mise en place par le Conseil au paragraphe 19 de la Politique réglementaire de télécom CRTC 2012-359, *Bell Aliant Communications régionales, société en commandite et Bell Canada – Demande de révision des exigences en matière de dépôt liées aux ententes de services de gros négociées*, Québecor Média inc., au nom de sa filiale Vidéotron ltée (Vidéotron), soumet par la présente un résumé général d'une entente négociée hors tarif pour le service AITP de Vidéotron.
Document: 3177396.docx - 56KB

2018-07-10 - Rogers
Description: In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 3172084.docx - 908KB

2018-03-27 - TELUS Communications Inc.
Description: In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. These services are now classified as mandated pursuant to Telecom Regulatory Policy CRTC 2015-326, Review of wholesale wireline services and associated policies. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 3093748.pdf - 290KB

2018-03-27 - TELUS Communications Inc.
Description: In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. These services are now classified as mandated pursuant to Telecom Regulatory Policy CRTC 2015-326, Review of wholesale wireline services and

associated policies. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 3093726.pdf - 290KB

2018-02-22 - Rogers Communications Canada
Description: In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 3073854.doc - 908KB

2018-02-08 - TELUS
Description: In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. These services are now classified as mandated pursuant to Telecom Regulatory Policy CRTC 2015-326, Review of wholesale wireline services and associated policies. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 3066852.zip - 193KB

2018-01-15 - Bell Canada
Description: In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 3046956.docx - 36KB

2018-01-15 - Bell Canada
Description: In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 3046959.docx - 36KB

2017-12-04 - Bell Canada
Description: In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 3030299.docx - 36KB

2017-11-15 - TELUS Communications Company
Description: In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. These services are now classified as mandated pursuant to Telecom Regulatory Policy CRTC 2015-326, Review of wholesale wireline services and associated policies.
Document: 3012169.pdf - 193KB

2017-09-05 - Québecor Media Inc.
Description: Conformément à la procédure mise en place par le Conseil au paragraphe 19 de la Politique réglementaire de télécom CRTC 2012-359, Bell Aliant Communications régionales, société en commandite et Bell Canada – Demande de révision des exigences en matière de dépôt liées aux ententes de services de gros négociées, Québecor Média inc., au nom de sa filiale Vidéotron s.e.n.c. (Vidéotron), soumet par la présente un résumé général d'une entente négociée hors tarif pour le service AITP de Vidéotron.
Document: 2960964.docx - 56KB

2017-08-03 - TELUS Communications Company
Description : In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. These services are now classified as mandated pursuant to Telecom Regulatory Policy CRTC 2015-326, Review of wholesale wireline services and

associated policies. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document : 2945008.zip - 925KB

2017-07-04 - SaskTel
Description: In Telecom Regulatory Policy CRTC 2012-359, *Bell Aliant Regional Communications, Limited Partnership and Bell Canada – Application for revised filing requirements associated with wholesale negotiated agreements* (TRP 2012-359), the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 2923025.doc - 86KB

2017-05-05 - Bell Canada
Description : In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document : 2877673.doc - 35KB

2017-04-03 - Bell Canada
Description: In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 2855766.docx - 35KB

2017-01-20 - Bell Canada
Description: In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 2791892.docx - 45KB

2016-12-22 - Bell Canada
Description: In Telecom Regulatory Policy CRTC 2012-359, *Bell Aliant Regional Communications, Limited Partnership and Bell Canada – Application for revised filing requirements associated with wholesale negotiated agreements* (TRP 2012-359), the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 2774571.docx - 35KB

2016-11-10 - TELUS Communications Company
Description:In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers’ negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. These services are now classified as mandated pursuant to Telecom Regulatory Policy CRTC 2015-326, Review of wholesale wireline services and associated policies. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 2738985.pdf - 194KB

2016-11-07 - TELUS Communications Company
Description: In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers’ negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. These services are now classified as mandated pursuant to Telecom Regulatory Policy CRTC 2015-326, Review of wholesale wireline services and associated policies. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 2735512.zip - 739KB

2016-10-25 - TELUS Communications Company
Description: In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers’ negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. These services are now

classified as mandated pursuant to Telecom Regulatory Policy CRTC 2015-326, Review of wholesale wireline services and associated policies. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 2727221.pdf - 194KB

2016-10-12 - Québecor Média inc.
Description: Conformément à la procédure mise en place par le Conseil au paragraphe 19 de la Politique réglementaire de télécom CRTC 2012-359, Bell Aliant Communications régionales, société en commandite et Bell Canada – Demande de révision des exigences en matière de dépôt liées aux ententes de services de gros négociées, Québecor Média inc., au nom de sa filiale Vidéotron s.e.n.c. (Vidéotron), soumet par la présente un résumé général d'une entente négociée hors tarif pour le service AITP de Vidéotron.
Document: 2718620.docx - 59KB

2016-08-22 - Bell Canada
Description: In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 2683175.doc - 36KB

2016-07-26 - Bell Canada
Description: In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 2668915.doc - 35KB

2016-06-21 - Bell Canada
Description: In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 2643714.doc - 35KB

2016-06-01 - Cogeco Communications
Description: Pursuant to the regulatory filing requirements for off-tariff negotiated agreements for conditional essential and conditional mandated non-essential wholesale services, enunciated at paragraph 19 of Telecom Regulatory Policy CRTC 2012-359, *Bell Aliant Regional Communications, Limited Partnership and Bell Canada – Application for revised filing requirements associated with wholesale negotiated agreements* (TRP 2012-359), Cogeco Communications Inc., on behalf of Cogeco Cable Canada GP Inc. and its subsidiaries, Cogeco Cable Canada LP and Cogeco Cable Québec General Partnership (collectively, Cogeco), is providing for the public record, in the Attachment hereinafter, a general summary of a negotiated agreement for the TPIA Tariff Item 26400 - Third Party Internet Access service (TPIA Tariff) which provides wholesale high-speed access service at rates and on terms different from the tariffed rates and terms.
Document: 2621332.doc - 98KB

2016-05-31 - Bell Canada
Description: In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 2618776.doc - 35KB

2016-04-29 - Bell Canada
Description: In Telecom Regulatory Policy CRTC 2012-359, *Bell Aliant Regional Communications, Limited Partnership and Bell Canada – Application for revised filing requirements associated with wholesale negotiated agreements* (TRP 2012-359), the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 2592891.doc - 35KB

2016-04-11 - Bell Canada
Description: In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 2578726.doc - 35KB

2016-03-16 - TELUS Communications Company
Description:In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. These services are now classified as mandated pursuant to Telecom Regulatory Policy CRTC 2015-326,
Review of wholesale wireline services and associated policies. Specifically,
carriers are only required to file a general summary of such agreements with the
Commission for the public record.
Document: 2563275.pdf - 35KB

2016-02-16 - Bell Canada
Description: In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 2541236.docx - 35KB

2016-02-01 - Cogeco Cable
Description: Pursuant to the regulatory filing requirements for off-tariff negotiated agreements for conditional essential and conditional mandated non-essential wholesale services, enunciated at paragraph 19 of Telecom Regulatory Policy CRTC 2012-359, Bell Aliant Regional Communications, Limited Partnership and Bell Canada – Application for revised filing requirements associated with wholesale negotiated agreements (TRP 2012-359), Cogeco Communications Inc. (formally Cogeco Cable Inc.), on behalf of Cogeco Cable Canada GP Inc. and its subsidiaries, Cogeco Cable Canada LP and Cogeco Cable Québec General Partnership (collectively, Cogeco), is providing for the public record, in the Attachment hereinafter, a general summary of a negotiated agreement for the TPIA Tariff Item 26400 - Third Party Internet Access service (TPIA Tariff) which provides wholesale high-speed access service at rates and on terms different from the tariffed rates and terms. (22 and 28 January 2016)
Document: 2531393.zip - 294KB

2016-01-21 - Shaw Cablesystems G.P.
Description: Pursuant to the regulatory filing requirements for off-tariff negotiated agreements for conditional essential and conditional mandated non-essential wholesale services as set out in paragraph 19 of TRP 2012-3591, Shaw Cablesystems G.P. (Shaw) provides the attached summary of a negotiated off-tariff agreement for wholesale Third Party Internet Access service at rates and terms that differ from Shaw's tariffed rates and terms.
Document: 2523517.pdf - 697KB

2016-01-07 - Bell Aliant and Bell Canada
Description: In Telecom Regulatory Policy CRTC 2012-359, *Bell Aliant Regional Communications, Limited Partnership and Bell Canada – Application for revised filing requirements associated with wholesale negotiated agreements* (TRP 2012-359), the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 2513449.doc - 35KB

2016-01-07 - Bell Aliant and Bell Canada
Description: In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 2513452.doc - 35KB

2015-11-20 - Cogeco Cable Inc.
Description: Pursuant to the regulatory filing requirements for off-tariff negotiated agreements for conditional essential and conditional mandated non-essential wholesale services, enunciated at paragraph 19 of Telecom Regulatory Policy CRTC 2012-359, Bell Aliant Regional Communications, Limited Partnership and Bell Canada - Application for revised filing requirements associated with wholesale negotiated agreements (TRP 2012-359), Cogeco Cable Inc. (Cogeco) is providing for the public record, in the Attachment hereinafter, a general summary of a negotiated agreement for the TPIA Tariff Item 26400 - Third Party Internet Access service (TPIA Tariff) which provides wholesale high-speed access service at rates and on terms different from the tariffed rates and terms.
Document: 2479903.pdf - 161KB

2015-10-05 - Québecor Média inc.
Description: Conformément à la procédure mise en place par le Conseil au paragraphe 19 de la Politique réglementaire de télécom CRTC 2012-359, *Bell Aliant Communications régionales, société en commandite et Bell Canada – Demande de révision des exigences en matière de dépôt liées aux ententes de services de gros négociées*, Québecor Média inc., au nom de sa filiale Vidéotron s.e.n.c. (Vidéotron), soumet par la présente un résumé général d'une entente négociée hors tarif pour le service AITP de Vidéotron
Document: 2443468.doc - 44KB

2015-10-01 - Bell Aliant and Bell Canada
Description: In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 2441899.docx - 32KB

2015-06-30 - Bell Aliant and Bell Canada
Description: In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 2385357.doc - 65KB

2015-06-30 - Bell Aliant and Bell Canada
Description: In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 2385348.doc - 66KB

2015-06-30 - Bell Aliant and Bell Canada
Description: In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 2385342.doc - 71KB

2015-05-14 - Bell Aliant and Bell Canada
Description: In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 2337734.doc - 66KB

2015-05-11 - Bell Aliant and Bell Canada
Description: In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 2336599.doc - 66KB

2015-04-22 - Bell Aliant and Bell Canada
Description: In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. Specifically, carriers are

only required to file a general summary of such agreements with the Commission for the public record.
Document: 2320984.doc - 67KB

2015-02-23 - Bell Aliant and Bell Canada
Description: In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 2283540.doc - 70KB

2015-01-08 - Bell Aliant and Bell Canada
Description: In Telecom Regulatory Policy CRTC 2012-359, *Bell Aliant Regional Communications, Limited Partnership and Bell Canada – Application for revised filing requirements associated with wholesale negotiated agreements* (TRP 2012-359), the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 2257906.doc - 71KB

2015-01-08 - Bell Aliant and Bell Canada
Description: In Telecom Regulatory Policy CRTC 2012-359, *Bell Aliant Regional Communications, Limited Partnership and Bell Canada – Application for revised filing requirements associated with wholesale negotiated agreements* (TRP 2012-359), the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 2257902.doc - 71KB

2015-01-08 - Bell Aliant and Bell Canada
Description: In Telecom Regulatory Policy CRTC 2012-359, *Bell Aliant Regional Communications, Limited Partnership and Bell Canada – Application for revised filing requirements associated with wholesale negotiated agreements* (TRP 2012-359), the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 2257894.doc - 71KB

2015-01-08 - Bell Aliant and Bell Canada
Description: In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 2257883.doc - 71KB

2014-10-16 - Cogeco Cable
Description: Pursuant to the regulatory filing requirements for off-tariff negotiated agreements for conditional essential and conditional mandated non-essential wholesale services, enunciated at paragraph 19 of Telecom Regulatory Policy CRTC 2012-359, Bell Aliant Regional Communications, Limited Partnership and Bell Canada – Application for revised filing requirements associated with wholesale negotiated agreements (TRP 2012-359), Cogeco Cable Inc. (Cogeco) is providing for the public record, in the Attachment hereinafter, a general summary of a negotiated agreement for the TPIA Tariff Item 26400 - Third Party Internet Access service (TPIA Tariff) which provides wholesale high-speed access service at rates and on terms different from the tariffed rates and terms.
Document: 2216652.pdf - 159KB

2014-09-03 - Bell Aliant and Bell Canada
Description: In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 2195471.doc - 73KB

2014-07-15 - Bell Aliant and Bell Canada
Description: In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services.
Document: 2167464.zip - 83KB

2014-05-30 - Bell Aliant and Bell Canada
Description: In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 2140153.doc - 73KB

2014-05-01 - Bell Aliant and Bell Canada
Description: On 14 April 2014, Bell Aliant and Bell Canada filed a general summary of a negotiated agreement for our General Tariff Item 5440 – Gateway Access Service Fibre to the Node (GAS-FTTN) which provides residential GAS-FTTN at rates and on terms different from the tariffed rates and terms. In that filing, the agreement's effective date was identified as 1 May 2014 to 31 October 2014. We wish to revise that effective date to be 1 June 2014 to 30 November 2014. We regret any inconvenience this revision may cause.
Document: 2124237.doc - 71KB

2014-04-14 - Bell Aliant and Bell Canada
Description: In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 2108971.zip - 84KB

2014-04-09 - Bell Aliant and Bell Canada
Description: In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 2106225.zip - 84KB

2014-02-11 - Bell Canada
Description: In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 2074341.doc - 72KB

2012-10-19 - Bell Canada
Description: In Telecom Regulatory Policy CRTC 2009-19, *Bell Canada et al.'s application to review and vary Telecom Decision 2008-17 with respect to negotiated agreements* (TRP 2009-19), the Commission amended Telecom Decision CRTC 2008-17, *Revised regulatory framework for wholesale services and definition of essential service* to permit on a forborne basis, negotiated agreements for conditional essential and conditional mandated non-essential services. In TRP 2009-19, the Commission indicated that such agreements should be filed with the Commission for the public record.
Document: 1785628.doc - 51KB

2008-05-15 - #: 8662-B2-200807133 - Bell Canada, Bell Aliant Regional Communications, Limited Partnership; Saskatchewan Telecommunications and Télébec, Société en commandite (the Companies) - Application to review, rescind and vary Decision 2008-17 (to extend the rules allowing for off-tariff negotiated agreements to services in the conditional mandated non-essential and conditional essential service categories)

File using the On-line Services

2009-01-19 - Telecom regulatory policy 2009-19 - Bell Canada et al.'s application to review and vary Telecom Decision 2008-17 with respect to negotiated agreements
File number: 8662-B2-200807133

2014-01-17 - The Companies
Description: 1. In Telecom Regulatory Policy CRTC 2012-359, Bell Aliant Regional Communications, Limited Partnership and Bell Canada – Application for revised filing requirements associated with wholesale negotiated agreements (TRP 2012-359), the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 2055781.doc - 74KB

2013-01-23 - Bell Canada
Description: In Telecom Regulatory Policy CRTC 2009-19, *Bell Canada et al.'s application to review and vary Telecom Decision 2008-17 with respect to negotiated agreements* (TRP 2009-19), the Commission amended Telecom Decision CRTC 2008-17, *Revised regulatory framework for wholesale services and definition of essential service*, to permit on a forborne basis, negotiated agreements for conditional essential and conditional mandated non-essential services. In TRP 2009-19, the Commission indicated that such agreements should be filed with the Commission for the public record.
Document: 1825953.zip - 30KB

2013-01-09 - Bell Aliant Regional Communications, Limited Partnership and Bell Canada
Description: In Telecom Regulatory Policy CRTC 2012-359, *Bell Aliant Regional Communications, Limited Partnership and Bell Canada – Application for revised filing requirements associated with wholesale negotiated agreements* (TRP 2012-359), the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 1819480.doc - 75KB

2013-01-09 - Bell Aliant Regional Communications, Limited Partnership and Bell Canada
Description: In Telecom Regulatory Policy CRTC 2012-359, *Bell Aliant Regional Communications, Limited Partnership and Bell Canada – Application for revised filing requirements associated with wholesale negotiated agreements* (TRP 2012-359), the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.
Document: 1819081.doc - 75KB

2012-05-09 - Bell Canada
Description: In Telecom Regulatory Policy CRTC 2009-19, *Bell Canada et al.'s application to review and vary Telecom Decision 2008-17 with respect to negotiated agreements* (TRP 2009-19), the Commission amended Telecom Decision CRTC 2008-17, *Revised regulatory framework for wholesale services and definition of essential service*, to permit, on a forborne basis, off-tariff agreements for conditional essential and conditional mandated non-essential services.
Document: 1716111.zip - 558KB

2012-05-09 - Bell Canada
Description: In Telecom Regulatory Policy CRTC 2009-19, *Bell Canada et al.'s application to review and vary Telecom Decision 2008-17 with respect to negotiated agreements* (TRP 2009-19), the Commission amended Telecom Decision CRTC 2008-17, *Revised regulatory framework for wholesale services and definition of essential service*, to permit, on a forborne basis, off-tariff agreements for conditional essential and conditional mandated non-essential services.
Document: 1716104.zip - 562KB

2012-05-08 - Bell Canada
Description: In Telecom Regulatory Policy CRTC 2009-19, *Bell Canada et al.'s application to review and vary Telecom Decision 2008-17 with respect to negotiated agreements* (TRP 2009-19), the Commission amended Telecom Decision CRTC 2008-17, *Revised regulatory framework for wholesale services and definition of essential service*, to permit, on a forborne basis, off-tariff agreements for conditional essential and conditional mandated non-essential services.
Document: 1716148.zip - 524KB

2012-04-24 - Bell Canada
Description: In Telecom Regulatory Policy CRTC 2009-19, *Bell Canada et al.'s application to review and vary Telecom Decision 2008-17 with respect to negotiated agreements* (TRP 2009-19), the Commission amended Telecom Decision CRTC 2008-17, *Revised regulatory framework for wholesale services and definition of essential service*, to permit, on a forborne basis, off-tariff agreements for conditional essential and conditional mandated non-essential services. In TRP 2009-19, the Commission indicated that such agreements should be filed with the Commission for the public record.
Document: 1709202.zip - 502KB

2012-03-02 - Bell Canada
Desription: In Telecom Regulatory Policy CRTC 2009-19, *Bell Canada et al.'s application to review and vary Telecom Decision 2008-17 with respect to negotiated agreements* (TRP 2009-19), the Commission amended Telecom Decision CRTC 2008-17, *Revised regulatory framework for wholesale services and definition of essential service*, to permit, on a forborne basis, off-tariff agreements for conditional essential and conditional mandated non-essential services. In TRP 2009-19, the Commission indicated that such agreements should be filed with the Commission for the public record.
Document: 1681508.zip - 27KOB

2011-11-02 - Bell Canada
Description: In Telecom Regulatory Policy CRTC 2009-19, *Bell Canada et al.'s application to review and vary Telecom Decision 2008-17 with respect to negotiated agreements* (TRP 2009-19), the Commission amended Telecom Decision CRTC 2008-17, *Revised regulatory framework for wholesale services and definition of essential service* to permit on a forborne basis, negotiated agreements for conditional essential and conditional mandated non-essential services.
Document: 1633840.zip - 59KB

2011-10-21 - Bell Canada
Description: Consistent with the requirements of Telecom Regulatory Policy CRTC 2009-19, *Bell Canada et al.'s application to review and vary Telecom Decision 2008-17 with respect to negotiated agreements*, Bell Canada (or the Company) is providing, in the Attachment to this letter, for the public record a negotiated agreement for the Company's Access Services Tariff (CRTC 7516) Item 105.4(b)(1) – Local Loops, at rates and on terms different from the tariffed rates and terms.
Document: 1630042.zip - 484KB

2011-05-11 - Bell Canada
Description: In Telecom Regulatory Policy CRTC 2009-19, the Commission amended Telecom Decision CRTC 2008-17, *Revised regulatory framework for wholesale services and definition of essential service* to permit on a forborne basis, negotiated agreements for conditional essential and conditional mandated non-essential services. In TRP 2009-19, the Commission indicated that such agreements should be filed with the Commission for the public record.
Document: 1568099.zip - 57KB

2010-06-08 - Bell Canada
Description: Please find attached a true copy of a Wholesale Partner Program Agreement for Internet Services between a wholesale service customer and Bell Canada, dated 1 March 2010. This copy is being filed for the Commission's information further to the requirements of Telecom Regulatory Policy CRTC 2009-19.
Document: 1403918.zip - 356KB

2009-09-18 - Quebecor Media inc. (QMI), on behalf of Videotron Ltd.
Description: At paragraphs 39 and 42 of Regulatory Policy 2009-19, the Commission ruled to permit negotiated agreements for conditional essential and conditional mandated non-essential services on a forborne basis, on the condition that the negotiated agreements be filed with the Commission for the public record.
Document: 1275634.pdf - 139KB

2009-06-15 - Bell Canada
Description: At paragraph 29 of Telecom Regulatory Policy CRTC 2009-19, Bell Canada et al.'s application to review and vary Telecom Decision 2008-17 with respect to negotiated agreements (TRP 2009-19), dated 19 January 2009, the Commission permitted the ILECs to enter into negotiated agreements for wholesale services classified as Conditional Essential or Conditional Mandated Non-Essential.
Document: 1243541.zip - 27KB

2009-06-19 - TELUS Communications Company
Description: Attached for the Commission's information, pursuant to the processes outlined at paragraph 29 of Telecom Regulatory Policy CRTC 2009-19, is an abridged version of an agreement between TELUS Communications Company ("TCC") and a specific Customer.
Document: 1230943.zip - 24KB

2009-04-01 - Saskatchewan Telecommunications
Description: SaskTel is issuing a replacement of the 5th Revised Page 287 in Item 650.28, Competitor Digital Network (CDN) Services in order to correct proposed Competitor Link Service Type Monthly Rates and Service Charges that were inadvertently filed with SaskTel's original issuance filed on 12 February 2009.
Document: 1055235.zip - 27KB

2009-02-27- MTS Allstream Inc.
Description: Issued tariff pages as per Telecom Regulatory Policy CRTC 2009-19
Document: 1034835.zip - 138KB

2009-02-27 - MTS Allstream Inc.
Description: Issued tariff pages as per Telecom Regulatory Policy CRTC 2009-19
Document: 1034797.zip - 67KB

2009-02-27 - MTS Allstream Inc.
Description: Issued Tariff Pages as per Telecom Regulatory Policy CRTC 2009-19
Document: 1034769.zip - 11KB

2009-02-19 - Bell Aliant Regional Communications, Limited Partnership and Bell Canada
Description: Issued pages as per Telecom Regulatory Policy CRTC 2009-19 – General Tariff
Document: 1029366.zip – 62KB

2009-02-19 - Bell Aliant Regional Communications, Limited Partnership and Bell Canada
Description: Issued pages as per Telecom Regulatory Policy CRTC 2009-19 – Access Services Tariff
Document: 1029334.zip – 97KB

2009-02-19 – Bell Aliant Regional Communications, Limited Partnership
Description: Issued pages as per Telecom Regulatory Policy CRTC 2009-19 – General Tariff
Document: 1029278.doc – 382KB

2009-02-19 - TELUS Communications Company
Please fin attached copies of the tariff pages approved by the Commission as described below.
Document: 1030977.pdf - 1505KB

2009-02-18 - Société TELUS Communications
Description: Le 19 janvier 2009, le Conseil a publié la Politique réglementaire de télécom CRTC 2009-19 - Pages de tarif révisées.
Document: 1030964.pdf - 519KB

2009-02-12 - Saskatchewan Telecommunications
Description: Pursuant to paragraph 44 of Telecom Regulatory Policy CRTC 2009-19, attached are revisions to Saskatchewan Telecommunications (SaskTel) Competitor Access Tariff.
Document: 1025403.zip - 160KB

2009-01-26 – Télébec, Société en commandite
Description: Suite à la Politique réglementaire de télécom CRTC 2009-19, Télébec publie les nouvelles pages de son tarif général
Document: 1013800.zip - 197KB

2008-06-26 - Bell Canada, Bell Aliant Regional Communications, Limited Partnership, Saskatchewan Telecommunications and Télébec, Société en commandite (the Companies)
Description: The Companies hereby provide their reply comments in respect of their application, dated 15 May 2008 under Part VII of the *CRTC Telecommunications Rules of Procedure* (the *Rules)* to review, rescind and vary certain of the rules allowing for off-tariff negotiated agreements set out in Telecom Decision CRTC 2008-17, (the Application).
Document: 921983.zip - 66KB

2008-06-23 - Commission Letter
Description: Letter addressed to Bell Canada - Re: Part VII application to review, rescind and vary Decision 2008-17 to extend the rules allowing for off-tariff negotiated agreements to services in the conditional mandated non-essential and conditional essential service categories

2008-06-17 - Cybersurf Corp.
Description: On review of our submission we've realized we've made an error at paragraph 52 of our intervention, which reads
Document: 918798.doc - 46KB

2008-06-16 - Primus Telecommunications Canada Inc.
Description: Primus is in receipt of the review and vary application identified above. Pursuant to section 60 of the CRTC Telecommunications Rules of Procedure, Primus hereby submits its intervention.
Document: 918064.pdf - 66KB

2008-06-16 - MTS Allstream Inc.
Description: MTS is in receipt of an application filed by Bell Aliant Regional Communications, Bell Canada, Saskatchewan Telecommunications and Télébec (Bell et al.)
Document: 917995.pdf - 125KB

2008-06-16 - TELUS Communications Company
Description: TELUS is in receipt of an application submitted by Bell Canada on behalf of itself and Bell Aliant Regional Communications, Limited Partnership; Saskatchewan Telecommunications and Télébec, Société en commandite, (collectively the Companies) pursuant to sections 34, 60, 61 and 62 of the Telecommunications Act and Part VII of the CRTC Telecommunications Rules of Procedure.
Document: 917955.pdf - 26KB

2008-06-16 - Distributel Communications Limited
Description: Distributel is in receipt of an application by Bell Canada on behalf of itself and Bell Aliant Regional Communications, Limited Partnership; Saskatchewan Telecommunications and Télébec, Société en commandite, dated 15 May 2008, requesting that the rules allowing for off-tariff negotiated agreements be extended to services in the conditional mandated non-essential and conditional essential service categories
Document: 917934.zip - 21KB

2008-06-16 - Rogers Communications Inc.
Description: Rogers is in receipt of an application by Bell Aliant Regional Communications, Bell Canada, Saskatchewan Telecommunications and Télébec (the Companies) pursuant to sections 34, 60, 61 and 62 of the Telecommunications Act and

Part VII of the CRTC Telecommunications Rules of Procedure, seeking the review and variance of the rules estaablished in Decision 2008-17, which allow for off-tariff negotiated agreements for services in the non-essential subject to phase-out category.
Document: 917885.pdf - 76KB

2008-06-16 - Cybersurf Corp.
Description: Cybersurf is hereby intervening as per Telecommunications Rules of Procedures Part VII section 60 to the Companies' application to review and vary the treatment of services categorized by the CRTC, as mandatory non-essential, and conditional essentiel categories established in Decision 2008-17
Document: 917831.zip - 1560KB

2008-06-02 - TELUS Communications Company
Description: TELUS is in receipt of two separate applications, each seeking a review and variance of the determinations from Decision 2008-17 regarding the regulatory treatment of wholesale ADSL access services. The first application, filed by Bell Aliant, Bell Canada, SaskTel and Télébec (the Companies) on May 15, 2008, asks the Commission to review and vary certain determinations related to wholesale ADSL access services. The second application, filed by MTS Allstream on May 21, 2008, asks the Commission to review and vary certain determinations related to wholesale aggregated ADSL access services.
Document: 912339.pdf - 24KB

2008-05-15 - Bell Canada, Bell Aliant Regional Communications, Limited Partnership, Saskatchewan Telecommunications and Télébec, Société en commandite (the Companies)
Description: The attached Application is submitted by Bell Canada on behalf of itself, and Bell Aliant Regional Communications, Limited Partnership, Saskatchewan Telecommunications and Télébec, Société en Commandite (collectively, the Companies) pursuant to sections 34, 60, 61 and 62 of the Telecommunications Act and Part VII of the CRTC Telecommunications Rules of Procedure.
Document: 906789.zip - 53KB

Date modified:

2014-01-20

This is **Exhibit N** in support of the

Affidavit of Christopher Hickey,

solemnly affirmed before me on April 22, 2022

in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely

DocuSigned by:

309360C325E3434...

Commissioner for Taking Affidavits

Geoff Batstone

ROGERS™

Howard Slawner
350 Bloor Street East,
Toronto, Ontario M4W 1G9
howard.slawner@rci.rogers.com
o 416.935.7009
m 416.371.6708

February 21, 2018

File # 8663-B54-201200501

Claude Doucet
Secretary General
Canadian Radio-television and
Telecommunications Commission
Ottawa, ON K1A 0N2

Dear Mr. Doucet:

Re: Telecom Regulatory Policy CRTC 2012-359, *Bell Aliant Regional Communications, Limited Partnership and Bell Canada – Application for revised filing requirements associated with wholesale negotiated agreements* (TRP 2012-359) - Negotiated Agreement for Aggregated Third Party Internet Access (TPIA)

---

1. In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.

2. Consistent with the requirements of TRP 2012-359, Rogers Communications Canada Inc. (Rogers) is providing for the public record, in the Attachment, a general summary of a negotiated agreement for Rogers Access Services Tariff, Part G – Tariff for Third Party Internet Access which provides residential TPIA at rates and on terms different from the tariffed rates and terms.

Yours very truly,

Howard Slawner

Howard Slawner
Vice President – Regulatory Telecom
HS/bc

cc: Chris Seidl, CRTC

General Summary – Rogers Communications Canada Inc. (Rogers)

Negotiated Agreement for Aggregated Wholesale High Speed Access

Summary and services subject to the Agreement:

Rogers has entered into a negotiated agreement with certain wholesale customers for CRTC 21530, Part G – Tariff for Third Party Internet Access, a Category C conditional mandated non-essential service, per Telecom Decision CRTC 2008-17, *Revised regulatory framework for wholesale services and definition of essential service*. The agreement is in effect from March 1, 2018 to June 30, 2018 and discounts certain wholesale customers' rates depending on subscriber volumes.

Service elements that deviate from the tariff:

CRTC 21530, Part G, Item 703, Section 1.15 – TPIA Aggregated POI Rates and Charges.

Forborne or non-essential subject to phase-out services that are also subject to the Agreement:

There are no services that are forborne or classified as non-essential subject to phase-out which are also subject to this Agreement.

Reasons that the negotiated Agreement deviates from the tariff:

This negotiated agreement for the service and service elements identified above provides customer retention and growth in light of increasing competitive pressure.

*****END OF DOCUMENT*****

Howard Slawner
350 Bloor Street East,
Toronto, Ontario M4W 1G9
rwi_gr@rci.rogers.com
o 416.935.7009
m 416.371.6708

July 10, 2018

CRTC File # 8663-B54-201200501
Sent via GCKey

Claude Doucet
Secretary General
Canadian Radio-television and
Telecommunications Commission
Ottawa, ON K1A 0N2

Dear Mr. Doucet:

Re: Telecom Regulatory Policy CRTC 2012-359, *Bell Aliant Regional Communications, Limited Partnership and Bell Canada – Application for revised filing requirements associated with wholesale negotiated agreements* (TRP 2012-359) - Negotiated Agreement for Aggregated Third Party Internet Access (TPIA)

---

1. In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.

2. Consistent with the requirements of TRP 2012-359, Rogers Communications Canada Inc. (Rogers) is providing for the public record, in the Attachment, a general summary of a negotiated agreement for Rogers Access Services Tariff, Part G – Tariff for Third Party Internet Access which provides residential TPIA at rates and on terms different from the tariffed rates and terms.

Yours very truly,

Howard Slawner
Vice President – Regulatory Telecom
HS/bc

Attach.

General Summary – Rogers Communications Canada Inc. (Rogers)

Negotiated Agreement for Aggregated Wholesale High Speed Access

Summary and services subject to the Agreement:

Rogers is extending a previously filed negotiated agreement with certain wholesale customers for CRTC 21530, Part G – Tariff for Third Party Internet Access, a Category C conditional mandated non-essential service, per Telecom Decision CRTC 2008-17, *Revised regulatory framework for wholesale services and definition of essential service*. The agreement was in effect from March 1, 2018 to June 30, 2018 and is now extended to December 31, 2018. The agreement discounts certain wholesale customers' rates depending on subscriber volumes.

Service elements that deviate from the tariff:

CRTC 21530, Part G, Item 703, Section 1.15 – TPIA Aggregated POI Rates and Charges.

Forborne or non-essential subject to phase-out services that are also subject to the Agreement:

There are no services that are forborne or classified as non-essential subject to phase-out which are also subject to this Agreement.

Reasons that the negotiated Agreement deviates from the tariff:

This negotiated agreement for the service and service elements identified above provides customer retention and growth in light of increasing competitive pressure.

*****END OF DOCUMENT*****

ROGERS

Howard Slawner
350 Bloor Street East,
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June 24, 2019

Filed Via GCKey
CRTC File#: 8663-B54-201200501

Claude Doucet
Secretary General
Canadian Radio-television and
Telecommunications Commission
Ottawa, ON K1A 0N2

Dear Mr. Doucet:

Re: Telecom Regulatory Policy CRTC 2012-359, *Bell Aliant Regional Communications, Limited Partnership and Bell Canada – Application for revised filing requirements associated with wholesale negotiated agreements* (TRP 2012-359) - Negotiated Agreement for Aggregated Third Party Internet Access (TPIA)

---

1. In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.

2. Consistent with the requirements of TRP 2012-359, Rogers Communications Canada Inc. (Rogers) is providing for the public record, in the Attachment, a general summary of a negotiated agreement for Rogers Access Services Tariff, Part G – Tariff for Third Party Internet Access which provides residential TPIA at rates and on terms different from the tariffed rates and terms.

Yours very truly,

Howard Slawner

Howard Slawner
Vice President – Regulatory Telecom
HS/nj

General Summary – Rogers Communications Canada Inc. (Rogers)

Negotiated Agreement for Aggregated Wholesale High Speed Access

Summary and services subject to the Agreement:

Rogers has entered into a negotiated agreement with certain wholesale customers for CRTC 21530, Part G – Tariff for Third Party Internet Access, a Category C conditional mandated non-essential service, per Telecom Decision CRTC 2008-17, *Revised regulatory framework for wholesale services and definition of essential service*. The agreement is in effect from April 1, 2019 to June 30, 2019. The agreement discounts certain wholesale customers' monthly rates and/or one-time charges depending on subscriber volume targets for the quarter.

Service elements that deviate from the tariff:

CRTC 21530, Part G, Item 703, Section 1.15 – TPIA Aggregated POI Rates and Charges.

Forborne or non-essential subject to phase-out services that are also subject to the Agreement:

There are no services that are forborne or classified as non-essential subject to phase-out which are also subject to this Agreement.

Reasons that the negotiated Agreement deviates from the tariff:

This negotiated agreement for the service and service elements identified above provides customer retention and growth in light of increasing competitive pressure.

*****END OF DOCUMENT*****

Howard Slawner
350 Bloor Street East,
Toronto, Ontario M4W 1G9
rwi_gr@rci.rogers.com

July 23, 2019

Filed via GCKey
CRTC File #: 8663-B54-201200501

Mr. Claude Doucet
Secretary General
Canadian Radio-television and
Telecommunications Commission
1 Promenade du Portage
Ottawa, ON K1A 0N2

Dear Mr. Doucet:

Re: Telecom Regulatory Policy CRTC 2012-359, *Bell Aliant Regional Communications, Limited Partnership and Bell Canada – Application for revised filing requirements associated with wholesale negotiated agreements* (TRP 2012-359) - Negotiated Agreement for Aggregated Third Party Internet Access (TPIA)

1. In TRP 2012-359, the Commission modified the regulatory filing requirement for incumbent carriers' negotiated agreements for conditional essential and conditional mandated non-essential wholesale services. Specifically, carriers are only required to file a general summary of such agreements with the Commission for the public record.

2. Consistent with the requirements of TRP 2012-359, Rogers Communications Canada Inc. (Rogers) is providing for the public record, in the Attachment, a general summary of a negotiated agreement for Rogers Access Services Tariff, Part G – Tariff for Third Party Internet Access which provides residential TPIA at rates and on terms different from the tariffed rates and terms.

Regards,

Howard Slawner
Vice President – Regulatory Telecom
HS/nj

Attach.

General Summary – Rogers Communications Canada Inc. (Rogers)

Negotiated Agreement for Aggregated Wholesale High Speed Access

Summary and services subject to the Agreement:

Rogers has entered into a negotiated agreement with certain wholesale customers for CRTC 21530, Part G – Tariff for Third Party Internet Access, a Category C conditional mandated non-essential service, per Telecom Decision CRTC 2008-17, *Revised regulatory framework for wholesale services and definition of essential service*. The agreement is in effect from July 1, 2019 to September 30, 2019. The agreement discounts certain wholesale customers' monthly rates and/or one-time charges depending on subscriber volume targets for the quarter.

Service elements that deviate from the tariff:

CRTC 21530, Part G, Item 703, Section 1.15 – TPIA Aggregated POI Rates and Charges.

Forborne or non-essential subject to phase-out services that are also subject to the Agreement:

There are no services that are forborne or classified as non-essential subject to phase-out which are also subject to this Agreement.

Reasons that the negotiated Agreement deviates from the tariff:

This negotiated agreement for the service and service elements identified above provides customer retention and growth in light of increasing competitive pressure.

*****END OF DOCUMENT*****

PUBLIC

Court File No.

THE COMPETITION TRIBUNAL

IN THE MATTER OF the Competition Act, R.S.C. 1985, c. C-34;

AND IN THE MATTER OF the proposed acquisition by Rogers Communications Inc. or an affiliate thereof of Shaw Communications Inc.;

AND IN THE MATTER OF an application by the Commissioner of Competition for one or more orders pursuant to section 92 of the *Competition Act;*

AND IN THE MATTER OF an Application by the Commissioner of Competition for an interim order pursuant to section 104 of the *Competition Act;*

B E T W E E N:

THE COMMISSIONER OF COMPETITION

Applicant

- and -

ROGERS COMMUNICATIONS INC.
SHAW COMMUNICATIONS INC

Respondents

AFFIDAVIT OF CHRISTOPHER HICKEY
(Affirmed April 22, 2022)

CT-2022-

THE COMPETITION TRIBUNAL

IN THE MATTER OF the *Competition Act*, R.S.C. 1985, c. C-34, as amended;

AND IN THE MATTER OF the proposed acquisition by Rogers Communications Inc. or an affiliate thereof of Shaw Communications Inc.;

AND IN THE MATTER OF an application by the Commissioner of Competition for one or more orders pursuant to section 92 of the *Competition Act;*

AND IN THE MATTER OF an application by the Commissioner of Competition for an interim order pursuant to section 104 of the *Competition Act.*

BETWEEN:

THE COMMISSIONER OF COMPETITION

Applicant

– and –

ROGERS COMMUNICATIONS INC.
SHAW COMMUNICATIONS INC.

Respondents

AFFIDAVIT OF ERIK HIMAN

I, Erik Himan, of the City of Chicago, in the State of Illinois, in the United States of America SOLEMNLY AFFIRM:

1. I am a Vice President with Charles River Associates Inc. ("**CRAI**"). CRAI is a global consulting firm that offers economic, financial, and strategic expertise to law firms, corporations, accounting firms, and governments around the world.

2. I specialize in the areas of accounting, economics, and finance as they relate to valuation, financial analysis, and security analysis.

3. I am a CFA® Charterholder and earned my BBA from the University of Notre Dame and my MBA from The University of Chicago.

4. I have worked as a consultant and testifying expert in litigation matters in Canada, the United States, the Cayman Islands, Bermuda, and Australia. The issues on which I have worked include: business valuation and securities valuation (valuation of corporate transactions, companies, and parts of companies, intangible assets and intellectual property, and securities); mergers and acquisitions (appraisals and price disputes, analysis of merger synergies, material adverse changes, corporate transactions, and the process of purchasing and selling companies); solvency and ability to pay (fraudulent conveyance, solvency assessment, and ability to pay government fines); antitrust litigation (analysis of merger efficiencies); and commercial and stockholder disputes (damages).

5. I have personal knowledge of the matters in this affidavit, except where I have otherwise indicated that I am relying on information from others, in which case I have stated the source of that information and that I believe such information to be true.

PURPOSE OF THIS AFFIDAVIT

6. I make this affidavit in connection with the application by the Commissioner of Competition (the "**Commissioner**") under section 104 of the *Competition Act* against Rogers Communications Inc. ("**Rogers**") and Shaw Communications Inc. ("**Shaw**") relating to their proposed merger (the "**Proposed Acquisition**") ("**Application**").

7. The remainder of this affidavit is organized as follows.

a) First, I briefly describe the Refinitiv Eikon datasets that set out the identities, locations, and number of shares held of the shareholders of Rogers and Shaw.

b) Second, I summarize certain information on Rogers' shareholders from datasets retrieved from the Refinitiv Eikon platform and regulatory filings.

c) Third, I summarize certain information on Shaw's shareholders from datasets retrieved from the Refinitiv Eikon platform and regulatory filings.

d) Fourth, I summarize certain information on Rogers' shareholders after the Proposed Acquisition from datasets retrieved from the Refinitiv Eikon platform and regulatory filings.

EIKON DATASETS

8. Refinitiv Limited and Refinitiv US LLC maintain Refinitiv Eikon ("**Eikon**"). Eikon is a platform that provides access for financial markets professionals to data, insights, and news. Eikon allows users to create custom views of data.

9. In my day-to-day responsibilities in my consulting practice at CRAI, our team within CRAI's Finance Practice frequently uses and relies upon data retrieved from Eikon. For example, our team within the Finance Practice at CRAI uses Eikon to review historical trading data (e.g. price, volume, and shares outstanding); survey historical positions of institutions, insiders, and strategic investors; compare earnings forecasts of revenue, net income, earnings per share, and other measures of earnings to actual results; identify listings of a given company's equities in different countries and exchanges; survey news and research analyst coverage of relevant company events; track relative valuation metrics like price to earnings and price to revenue; identify different types of debt, equity, and preferred stock instruments issued by companies; and keep current on market news.

10. I have also observed financial professionals, academics, government agencies, and international organizations frequently relying on data provided by Eikon. Some particular examples I have observed are set out in **Appendix "B"**.

11. On May 2, 2022, with the assistance of my staff at CRAI, I retrieved datasets from Refinitiv Eikon that detail the ownership of shares of Rogers and Shaw ("**Eikon Datasets**"). The Eikon Datasets provide ownership data as of March 31, 2022. Copies of the Eikon Datasets are attached to this affidavit as **Exhibit "A"**.

12. Shareholders identified by the Eikon Datasets are classified by Eikon into certain categories, including: Bank and Trust, Corporation, Foundation, Hedge Fund, Holding Company, Individual Investor, Insurance Company, Investment Advisor, Investment Advisor/Hedge Fund, Other Insider Investor, Pension Fund, Research Firm, and Sovereign Wealth Fund.

13. I am informed by Murina Muriel Mabutas, Eikon & Datastream Support at Refinitiv, that the location of the shareholders provided by Eikon are determined as per sources available on company websites, phone calls with the firm, and web searches.

14. Business addresses are generally reported by shareholders in their own regulatory filings. However, I am not aware of sources that compile consolidated shareholder location data other than financial information platforms like Eikon.

15. In summarizing the Eikon Datasets in the tables below, I use the location (country) of each shareholder provided by Eikon to aggregate the number of shares held by investors within Canada (domestic) and outside Canada (foreign). I classify shareholders who are not identified in the Eikon Datasets as having an "Undisclosed/Unknown" location.

16. Rogers and Shaw both treat Class A and Class B shares equivalently in their calculations of total common shares outstanding. Attached as **Exhibit "B"** is Rogers' Management's Discussion and Analysis filed April 20, 2022 which sets out

the total Rogers common shares outstanding as of March 31, 2022 as 504,925,318.[1] Attached as **Exhibit "C"** is Shaw's Management's Discussion and Analysis filed April 13, 2022, which similarly sets out the total Shaw common shares outstanding as of March 31, 2022 as 499,227,016.[2]

17. In summarizing the Eikon Datasets below, the tables in this affidavit also treat Class A and Class B shares equivalently for the purposes of setting out total shares owned by parties and outstanding.

18. It is not possible from the Eikon Datasets to determine the location of each of the ultimate beneficial investors within certain types of shareholders, including, for example, investment advisors and investment advisors/hedge funds.

ROGERS SHAREHOLDERS

19. Based on a review of the Eikon Datasets and regulatory filings, I summarize the location of Rogers' shareholders as follows:

TABLE 1:[3]

in millions	Eikon	
Shareholder Location	**Shares**	**% of Total Shares Outstanding**
Canadian	304.1	60.2%
Non-Canadian (Foreign)	94.9	18.8%
Undisclosed/ Unknown	105.9	21.0%
Total	504.9	100.0%

[1] Exhibit B: "Rogers Communications Inc., Management's Discussion and Analysis" (April 20, 2022) at 24 [Rogers Management Discussion and Analysis].
[2] Exhibit C: "Shaw Communications Inc., Management's Discussion and Analysis" (April 13, 2022) at 27 [Shaw Management Discussion and Analysis].
[3] Exhibit A: Refinitiv Eikon, "Shareholders Report" (May 2, 2022) at 1-23 [Shareholders Report]; Exhibit B: Rogers Management Discussion and Analysis at 24; shares with an Undisclosed/Unknown location are the difference between the total common shares outstanding and the sum of the Canadian and foreign shares.

20. A more detailed version of Table 1 that identifies investors by type is included at **Appendix "A", Table 1**.

21. Rogers' Notice of 2022 Annual General Meeting of Shareholders and Information Circular filed on March 21, 2022 ("**Rogers 2022 Management Information Circular**") identifies, among others, Loretta A. Rogers, Edward S. Rogers, Melinda M. Rogers-Hixon, and Martha L. Rogers, as Rogers family members.[4] A review of the Eikon Datasets shows that these Rogers family members, as well as the Estate of Edward Samuel Rogers, hold shares in Rogers.[5] The Rogers 2022 Management Information Circular is attached as **Exhibit "D"**.

22. A review of the Eikon Datasets also shows that the Rogers Control Trust directly holds approximately 147.34 million shares in Rogers.[6] The Rogers 2022 Management Information Circular states that "The trustee of the Rogers Control Trust (the Trustee) is the trust company subsidiary of a Canadian chartered bank and members of the family of the late Ted Rogers are beneficiaries."[7] It goes on to state that "The Rogers Control Trust holds voting control of RCI for the benefit of successive generations of the family of the late Ted Rogers. The equity of the private Rogers family holding companies is owned by members of the Rogers family and trusts for their benefit."[8]

23. The Rogers 2022 Management Information Circular states the following:

> As at February 22, 2022, the Rogers Control Trust and private Rogers family holding companies controlled by the Rogers Control Trust together owned 108,403,398 Class A Shares, representing approximately 97.53% of the outstanding Class A Shares, and 38,938,700 Class B Non-Voting Shares, representing approximately 9.89% of the outstanding Class B Non-Voting Shares.[9]

[4] Exhibit D: "Rogers Communications Inc., Notice of 2022 Annual General Meeting of Shareholders and Information Circular" (March 21, 2022) at 13 [Rogers Management Information Circular].
[5] Exhibit A: Shareholders Report at 1, 2, 3, 7 & 23.
[6] Exhibit A: Shareholders Report at 1-23
[7] Exhibit D: Rogers Management Information Circular at 12.
[8] *Ibid* at 12.
[9] *Ibid* at 12.

24. Based on a review of the Eikon Datasets and the Rogers 2022 Management Information Circular, I summarize the shareholding of the Rogers family (including the Rogers Control Trust) in Rogers as follows:

TABLE 2:[10]

in millions

Shareholder	Eikon Shares	Eikon % Ownership
Rogers Control Trust	147.3	29.2%
Class A	*108.4*	*21.5%*
Class B	*38.9*	*7.7%*
Other Rogers Family Members:		
Loretta A. Rogers		
Class A	*0.002*	*0.0%*
Class B	*0.046*	*0.0%*
Edward S. Rogers		
Class A	*0.005*	*0.0%*
Class B	*1.821*	*0.4%*
Melinda M. Rogers-Hixon		
Class A	*0.000*	*0.0%*
Class B	*1.115*	*0.2%*
Martha L. Rogers		
Class A	*0.000*	*0.0%*
Class B	*1.115*	*0.2%*
Other Rogers Family Members	4.103	0.8%
Rogers Control Trust + Other Family Members	151.4	*30.0%*
Other Shareholders	353.5	*70.0%*
Total	504.9	100.0%

[10] Exhibit A: Shareholders Report at 1-23; Exhibit B: Rogers Management Discussion and Analysis at 24; Exhibit D: Rogers Management Information Circular at 12.

SHAW SHAREHOLDERS

25. Based on a review of the Eikon Datasets and regulatory filings, I summarize the location of Shaw's shareholders as follows:

TABLE 3:[11]

in millions	Eikon	
Shareholder Location	**Shares**	**% of Total Shares Outstanding**
Canadian (Domestic)	223.4	44.8%
Non-Canadian (Foreign)	153.1	30.7%
Undisclosed/Unknown	122.7	24.6%
Total	499.2	100.0%

26. A more detailed version of this table which identifies investors by type is included at **Appendix "A", Table 2**.

27. A review of the Eikon Datasets shows that Bradley Shaw personally holds 46.4 thousand Class A shares and 3,740,749 Class B shares in Shaw.[12]

28. A review of the Eikon Datasets also shows that the Shaw Family Living Trust ("**SFLT**") also directly holds approximately 50.7 million shares in Shaw.[13] Shaw's 2021 Annual Report filed on October 29, 2021 describes the SFLT as holding, directly or indirectly, or exercising control or direction over Shaw shares "for the benefit of the descendants of the late JR Shaw and Carol Shaw".[14] The Annual Report states that "The sole trustee of the SFLT is a private company controlled by a board consisting of seven directors, including as at October 29, 2021, Bradley S.

[11] Exhibit A: Shareholders Report at 24-42; Exhibit C: Shaw Management Discussion and Analysis at 27; shares with an Undisclosed/Unknown location are the difference between the total common shares outstanding and the sum of the Canadian and foreign shares.
[12] Exhibit A: Shareholders Report at 24 & 42.
[13] *Ibid* at 24 & 42.
[14] Exhibit E: "Shaw Communications Inc., Shaw 2021 Annual Report" (29 October 2021) at 56 [Shaw 2021 Annual Report].

Shaw, four other members of his family, and two independent directors."[15] Shaw's 2021 Annual Report is attached as **Exhibit "E"**.

29. A Plan of Arrangement attached as Schedule A to an Arrangement Agreement dated March 13, 2021 between Rogers and Shaw, attached as **Exhibit "F"**, defines "**Shaw Family Company Shares**" as including the following:

> (a) the 50,719,468 Company Shares owned, directly or indirectly, or controlled by the Shaw Family Living Trust as of the date of the Arrangement Agreement as set forth in Schedule "A" to the Controlling Shareholder Voting Support Agreement, plus (b) up to 5,946,607 additional Company Shares held by Shaw Family Shareholders or Qualifying Holdcos at the Effective Time, plus (c) such additional number of Company Shares, if any, that the Purchaser agrees can be included as Shaw Family Company Shares.[16]

30. The Arrangement Agreement defines "**Shaw Family Shareholder**" as the following:

> the Shaw Family Living Trust and any other member of the Shaw Family Group (other than a Qualifying Holdco) that is the registered holder of Company Shares or Qualifying Holdco Shares at the Effective Time and that has agreed (in a form reasonably acceptable to the Purchaser) to be a Shaw Family Shareholder; provided that no Person will become a Shaw Family Shareholder without the prior consent of the Purchaser if, after giving effect thereto, the aggregate number of Shaw Family Company Shares would exceed 56,666,075.[17]

31. Based on a review of the Eikon Datasets and Arrangement Agreement, I summarize the Shaw Family Company Shares, as defined in Schedule A to the Arrangement Agreement dated March 13, 2021, as follows:

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[15] *Ibid* at 56.
[16] Exhibit F: "Rogers Communications Inc. and Shaw Communications Inc., Arrangement Agreement", Schedule A (13 March 2021) at 3 [Arrangement Agreement].
[17] *Ibid* at 3.

TABLE 4:[18]

in millions

Shareholder Category	Shares	% Ownership
Shaw Family Company Shares	56.7	11.4%
Shaw Family Living Trust	*50.7*	*10.2%*
Additional shares held by Shaw Family Shareholders	*5.9*	*1.2%*
Other Shareholders	442.6	88.6%
Total	499.2	100.0%

MERGED COMPANY SHAREHOLDERS

32. If Rogers and Shaw are allowed to combine (the "Merged Company"), the Arrangement Agreement establishes that all shares of Shaw, except for certain shares owned by the Shaw family, will be exchanged for cash.[19] A Rogers Press Release dated March 15, 2021, attached as Exhibit "G", states the following:

> The Shaw Family Living Trust, the controlling shareholder of Shaw, and certain members of the Shaw family, will receive 60% of the consideration for their shares in the form of 23.6 million Class B Shares of Rogers valued on the basis of the volume-weighted average trading price for the 10 trading days for the Rogers Class B Shares ending March 12, 2021, and the balance in cash.[20]

33. To calculate the proportion of Canadian (domestic) and non-Canadian (foreign) shareholders of the Merged Company, I sum the total number of shares held by investors located in Canada ("domestic shareholders") and the total number of shares held by investors located in all other countries other than Canada ("foreign shareholders"). The shares held by Canadian investors are equal to the shares held by domestic shareholders in the pre-transaction Rogers, plus the 23.6 million additional shares for the Shaw family. The number of shares held by foreign

[18] Exhibit A: Shareholders Report at 24-42; Exhibit C: Shaw Management Discussion and Analysis at 27; Exhibit F: Arrangement Agreement, Schedule A at 3; "Other" shareholders are the difference between the total common shares outstanding and the Shaw Family Company Shares.
[19] Exhibit F: Arrangement Agreement at 3-4 "Arrangement Consideration".
[20] Exhibit G: "Rogers Communications Inc., Rogers Press Release" (March 15, 2021) at 7 [Rogers Press Release].

investors and the number of shares held by undisclosed investors are unchanged from Table 1.

34. Based on the number of Rogers shareholders listed above and including the additional shares issued to certain members of the Shaw family, I summarize the geographical ownership of the Merged Company shares as follows:

TABLE 5:[21]

in millions — **Eikon**

Shareholder Category/Location	**Shares**	**% Ownership**
Domestic	327.8	62.0%
Rogers Family Shares:		
Rogers Control Trust	*147.3*	*27.9%*
Other Rogers Family Members	*4.1*	*0.8%*
Non-Rogers Family Shares:		
Domestic Shares from Pre-Transaction Rogers	*152.7*	*28.9%*
New Shaw Family Shares	*23.6*	*4.5%*
Non-Canadian (Foreign)	94.9	17.9%
Undisclosed/Unknown	105.9	20.0%
Total	528.6	100.0%

35. A version of this table which identifies investors by type is included at **Appendix "A", Table 3**.

[21] Exhibit A: Shareholders Report; Exhibit B: Rogers Management Discussion and Analysis at 24; Exhibit D: Rogers Management Information Circular at 13; Exhibit F: Arrangement Agreement at 3-4; Exhibit G: Rogers Press Release at 7; Table 1; Table 2.

AFFIRMED remotely by Erik Himan of the City of Chicago in the State of Illinois in the United States of America, before me at the City of Ottawa, in the Province of Ontario, on May 4, 2022, in accordance with O. Reg. 431/20, *Administering Oath or Declaration Remotely*.

Commissioner for Taking Affidavits

Erik Himan

Commissioner for Oaths
Amani
Syed
234915
Quebec and all provinces in Canada

APPENDIX A TABLE 1:
ROGERS SHAREHOLDERS BY CATEGORY

in millions

Shareholder Category	Shares	% of Total Shares Outstanding
Domestic	304.1	60.2%
Bank and Trust	*8.4*	*1.7%*
Corporation	*147.3*	*29.2%*
Foundation	*0.0*	*0.0%*
Hedge Fund	*0.0*	*0.0%*
Holding Company	*0.0*	*0.0%*
Individual Investor	*4.6*	*0.9%*
Insurance Company	*1.7*	*0.3%*
Investment Advisor	*111.1*	*22.0%*
Investment Advisor/Hedge Fund	*19.0*	*3.8%*
Other Insider Investor	*0.5*	*0.1%*
Pension Fund	*3.6*	*0.7%*
Research Firm	*6.8*	*1.3%*
Sovereign Wealth Fund	*1.1*	*0.2%*
Foreign	94.9	18.8%
Bank and Trust	*6.4*	*1.3%*
Corporation	*0.0*	*0.0%*
Foundation	*0.0*	*0.0%*
Hedge Fund	*5.0*	*1.0%*
Holding Company	*0.0*	*0.0%*
Individual Investor	*0.0*	*0.0%*
Insurance Company	*0.0*	*0.0%*
Investment Advisor	*30.8*	*6.1%*
Investment Advisor/Hedge Fund	*28.0*	*5.5%*
Other Insider Investor	*0.0*	*0.0%*
Pension Fund	*4.2*	*0.8%*
Research Firm	*16.7*	*3.3%*
Sovereign Wealth Fund	*3.7*	*0.7%*
Undisclosed	105.9	21.0%
Total	504.9	100.0%

APPENDIX A TABLE 2:

SHAW SHAREHOLDERS BY CATEGORY

in millions

Shareholder Category	Shares	% of Total Shares Outstanding
Domestic	223.4	44.8%
Bank and Trust	*8.5*	*1.7%*
Corporation	*50.7*	*10.2%*
Foundation	*0.0*	*0.0%*
Hedge Fund	*0.4*	*0.1%*
Holding Company	*0.3*	*0.1%*
Individual Investor	*19.3*	*3.9%*
Insurance Company	*1.1*	*0.2%*
Investment Advisor	*83.3*	*16.7%*
Investment Advisor/Hedge Fund	*20.3*	*4.1%*
Other Insider Investor	*0.0*	*0.0%*
Pension Fund	*11.2*	*2.2%*
Research Firm	*21.2*	*4.2%*
Sovereign Wealth Fund	*7.1*	*1.4%*
Foreign	153.1	30.7%
Bank and Trust	*20.7*	*4.1%*
Corporation	*0.0*	*0.0%*
Foundation	*0.0*	*0.0%*
Hedge Fund	*23.5*	*4.7%*
Holding Company	*0.0*	*0.0%*
Individual Investor	*0.0*	*0.0%*
Insurance Company	*0.0*	*0.0%*
Investment Advisor	*28.8*	*5.8%*
Investment Advisor/Hedge Fund	*50.2*	*10.0%*
Other Insider Investor	*0.0*	*0.0%*
Pension Fund	*3.7*	*0.7%*
Research Firm	*21.6*	*4.3%*
Sovereign Wealth Fund	*4.6*	*0.9%*
Undisclosed	122.7	24.6%
Total	499.2	100.0%

APPENDIX A TABLE 3:

MERGED COMPANY SHAREHOLDERS BY CATEGORY

in millions

Shareholder Category	Shares	% of Total Shares Outstanding
Domestic	327.8	62.0%
Bank and Trust	*8.4*	*1.6%*
Corporation	*147.3*	*27.9%*
Foundation	*0.0*	*0.0%*
Hedge Fund	*0.0*	*0.0%*
Holding Company	*0.0*	*0.0%*
Individual Investor	*4.6*	*0.9%*
Insurance Company	*1.7*	*0.3%*
Investment Advisor	*111.1*	*21.0%*
Investment Advisor/Hedge Fund	*19.0*	*3.6%*
Other Insider Investor	*0.5*	*0.1%*
Pension Fund	*3.6*	*0.7%*
Research Firm	*6.8*	*1.3%*
Sovereign Wealth Fund	*1.1*	*0.2%*
New Shaw Family Shares	*23.6*	*4.5%*
Foreign	94.9	17.9%
Bank and Trust	*6.4*	*1.2%*
Corporation	*0.0*	*0.0%*
Foundation	*0.0*	*0.0%*
Hedge Fund	*5.0*	*0.9%*
Holding Company	*0.0*	*0.0%*
Individual Investor	*0.0*	*0.0%*
Insurance Company	*0.0*	*0.0%*
Investment Advisor	*30.8*	*5.8%*
Investment Advisor/Hedge Fund	*28.0*	*5.3%*
Other Insider Investor	*0.0*	*0.0%*
Pension Fund	*4.2*	*0.8%*
Research Firm	*16.7*	*3.2%*
Sovereign Wealth Fund	*3.7*	*0.7%*
Undisclosed	105.9	20.0%
Total	528.6	100.0%

APPENDIX B
EXAMPLES OF EIKON DATA CITATIONS

1. Academic financial research:

    a) Andreas Kuckertz, Markus Merz, Patrick Rohm, "Identifying corporate venture capital investors – A data-cleaning procedure" (2019) Finance Research Letters, Elsevier Inc.;

    b) Nadine Gatzert and Philipp Reichel, "Awareness of climate risks and opportunities: empirical evidence on determinants and value from the U.S. and European insurance industry." (2021), The Geneva Papers on Risk and Insurance - Issues and Practice;

    c) Michel Duljic, Olga Golubeva, Ripsa Keminen, "The impact of liquidity risk on bank profitability: some empirical evidence from the European banks following the introduction of Basel III regulations" (2019) Vol. 18, No. 4, Accounting and Management Information Systems;

2. Government agencies and international organizations:

    a) Commodity Futures Trading Commission (CFTC), *February 2021 Winter Storm: Impact on Futures Markets*, (Meeting) June 3, 2021, Washington, DC.

    b) European Securities and Markets Authority (ESMA), *TRV ESMA Report on Trends, Risks and Vulnerabilities*, No. 2, 2021, September 1, 2021, Paris, France.; and

    c) World Bank Group, 2021, *FDI Watch : Quarterly Report*, Issue 3, June 2021, World Bank, Washington, DC.;

This is **Exhibit "A"** to the affidavit of Erik Himan, affirmed remotely by Erik Himan stated as being located in the city of Chicago, in the State of Illinois, in the United States of America, before me at the city of Ottawa, in the province of Ontario, on May 4, 2022, in accordance with O. Reg 431/20, Administering Oath or Declaration Remotely.

Commissioner of Oaths etc.

Commissioner for Oaths
Amani
Syed
234915
Quebec and all provinces in Canada

Refinitiv Eikon - Shareholders Report - Rogers Communications, Inc. - Class B Shares

Company	Rogers Communications Inc
RIC	RCIb.TO
Download Date	02-May-2022

Shareholders Report

Investor #	Investor Name	% Outstanding	Position (M)	Position Change (M)	Value ($, M)	Filing Date	Filing Source	Investor Type	Investor Sub-Type	Equity Assets ($, M)	Investment Style	Turnover	City	Country/Region
		31-Mar-2022	44,651	31-Mar-2022	31-Mar-2022	31-Mar-2022	31-Mar-2022					31-Mar-2022		
1	Rogers Control Trust	9.89%	38,938,700	0	1,809.41	22-Oct-2021	EWR-CA	Strategic Entities	Corporation	7,151.25			Toronto	Canada
2	Fidelity Investments Canada ULC	3.97%	15,631,748	0	745.21	31-Dec-2021	13F	Investment Managers	Investment Advisor	58,019.81	GARP	Low	Toronto	Canada
3	Beutel, Goodman & Company Ltd.	3.72%	14,662,358	0	699.00	31-Dec-2021	13F	Investment Managers	Investment Advisor	21,630.03	Core Value	Low	Toronto	Canada
4	RBC Global Asset Management Inc.	3.50%	13,791,554	0	657.48	31-Dec-2021	13F	Investment Managers	Investment Advisor	104,650.19	Core Value	Low	Toronto	Canada
5	The Vanguard Group, Inc.	2.83%	11,158,004	0	531.93	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	6,039,319.86	Index	Low	Malvern	United States
6	TD Asset Management Inc.	2.83%	11,149,330	0	531.52	31-Dec-2021	13F	Investment Managers	Investment Advisor	143,879.22	GARP	Low	Toronto	Canada
7	BMO Asset Management Inc.	2.57%	10,111,384	0	482.04	31-Dec-2021	13F	Investment Managers	Investment Advisor	96,078.42	GARP	Low	Toronto	Canada
8	1832 Asset Management L.P.	2.29%	9,028,468	0	430.41	31-Dec-2021	13F	Investment Managers	Investment Advisor	77,365.83	GARP	Low	Toronto	Canada
9	BMO Capital Markets (US)	2.28%	8,983,536	0	428.27	31-Dec-2021	13F	Brokerage Firms	Research Firm	87,004.68	Broker-Dealer	Moderate	New York	United States
10	Mackenzie Financial Corporation	1.79%	7,030,145	0	335.15	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	105,030.79	Core Growth	Low	Toronto	Canada
11	Bank of Nova Scotia	1.75%	6,904,860	0	329.18	31-Dec-2021	13F	Investment Managers	Bank and Trust	66,207.45	Broker-Dealer	Moderate	Toronto	Canada
12	BlackRock Institutional Trust Company, N.A.	1.72%	6,785,483	+6.79	384.14	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	3,578,293.94	Index	Low	San Francisco	United States
13	RBC Dominion Securities, Inc.	1.72%	6,776,806	0	323.07	31-Dec-2021	13F	Investment Managers	Investment Advisor	81,616.78	Broker-Dealer	Low	Toronto	Canada
14	TD Securities, Inc.	1.51%	5,946,221	0	283.47	31-Dec-2021	13F	Brokerage Firms	Research Firm	68,266.66	Broker-Dealer	Moderate	New York	United States
15	CIBC World Markets Inc.	1.09%	4,282,077	0	204.14	31-Dec-2021	13F	Brokerage Firms	Research Firm	30,327.90	Broker-Dealer	Low	Toronto	Canada
16	Letko, Brosseau & Associates Inc.	0.98%	3,848,566	0	183.47	31-Dec-2021	13F	Investment Managers	Investment Advisor	7,769.25	Deep Value	Low	Montreal	Canada
17	Norges Bank Investment Management (NBIM)	0.90%	3,544,719	0	168.99	31-Dec-2021	13F	Investment Managers	Sovereign Wealth Fund	1,013,281.05	Core Value	Low	Oslo	Norway
18	Renaissance Technologies LLC	0.77%	3,032,669	0	144.58	31-Dec-2021	13F	Investment Managers	Hedge Fund	80,464.10	Hedge Fund	High	New York	United States
19	Manulife Investment Management (North America) Limited	0.74%	2,911,196	0	138.79	31-Dec-2021	13F	Investment Managers	Investment Advisor	68,483.73	Core Value	Low	Toronto	Canada
20	Caisse de Depot et Placement du Quebec	0.70%	2,740,600	0	130.65	31-Dec-2021	13F	Investment Managers	Pension Fund	101,649.86	GARP	Low	Montreal	Canada
21	RBC Wealth Management, International	0.70%	2,739,791	0	130.61	31-Dec-2021	13F	Investment Managers	Bank and Trust	60,297.87	Core Growth	Moderate	New York	United States
22	Fidelity Management & Research Company LLC	0.69%	2,713,566	0	129.36	31-Dec-2021	13F	Investment Managers	Investment Advisor	1,860,688.11	GARP	Low	Boston	United States
23	Connor, Clark & Lunn Investment Management Ltd.	0.66%	2,601,103	0	124.00	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	22,853.48	Core Value	Moderate	Vancouver	Canada
24	CIBC Asset Management Inc.	0.63%	2,468,479	0	117.68	31-Dec-2021	13F	Investment Managers	Investment Advisor	36,888.17	Core Value	Low	Montreal	Canada
25	BlackRock Investment Management, LLC	0.61%	2,412,605	0	115.02	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	178,721.80	Deep Value	Low	Princeton	United States
26	Scotia Capital Inc.	0.58%	2,294,022	0	109.36	31-Dec-2021	13F	Brokerage Firms	Research Firm	15,314.38	Broker-Dealer	Low	Toronto	Canada
27	Burgundy Asset Management Ltd.	0.55%	2,179,321	0	103.89	31-Dec-2021	13F	Investment Managers	Investment Advisor	13,151.14	Core Value	Low	Toronto	Canada
28	Legal & General Investment Management Ltd.	0.55%	2,157,110	0	102.84	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	418,112.86	Index	Low	London	United Kingdom
29	Leith Wheeler Investment Counsel Ltd.	0.51%	2,001,732	0	95.43	31-Dec-2021	Aggregate MFs	Investment Managers	Investment Advisor	4,743.18	Core Value	Low	Vancouver	Canada
30	First Trust Advisors L.P.	0.49%	1,931,341	0	92.07	31-Dec-2021	13F	Investment Managers	Investment Advisor	113,980.48	Index	Low	Wheaton	United States
31	Rogers (Edward S)	0.46%	1,820,816	+0.02	103.08	03-Mar-2022	Proxy-CA	Strategic Entities	Individual Investor	103.37				Canada
32	Nordea Funds Oy	0.46%	1,804,588	0	91.57	31-Jan-2022	Aggregate MFs	Investment Managers	Investment Advisor	139,381.76	GARP	Low	Helsinki	Finland
33	HSBC Global Asset Management (Canada) Limited	0.45%	1,768,097	0	91.36	28-Feb-2022	Aggregate MFs	Investment Managers	Investment Advisor	6,055.83	Core Value	Low	Vancouver	Canada

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Investor #	Investor Name	% Outstanding	Position (M)	Position Change (M)	Value ($, M)	Filing Date	Filing Source	Investor Type	Investor Sub-Type	Equity Assets ($, M)	Investment Style	Turnover	City	Country/Region
		31-Mar-2022	44,651	31-Mar-2022	31-Mar-2022	31-Mar-2022	31-Mar-2022					31-Mar-2022		
34	Intact Investment Management Inc.	0.44%	1,739,480	0	82.93	31-Dec-2021	13F	Investment Managers	Investment Advisor	4,273.80	Income Value	Low	Toronto	Canada
35	BMO Private Investment Counsel Inc.	0.44%	1,719,887	0	81.99	31-Dec-2021	13F	Investment Managers	Investment Advisor	5,984.73	GARP	Low	Toronto	Canada
36	Gabelli Funds, LLC	0.42%	1,662,694	0	79.27	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	30,319.34	Core Value	Low	Rye	United States
37	JP Morgan Asset Management	0.41%	1,621,795	0	77.32	31-Dec-2021	13F	Investment Managers	Investment Advisor	618,106.05	GARP	Low	New York	United States
38	Desjardins Global Asset Management	0.38%	1,496,430	-0.00	84.72	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	5,613.31	Core Value	Moderate	Montreal	Canada
39	Canoe Financial LP	0.38%	1,484,904	0	76.72	28-Feb-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	3,934.15	Income Value	Low	Calgary	Canada
40	National Bank of Canada	0.36%	1,412,064	0	67.32	31-Dec-2021	13F	Investment Managers	Bank and Trust	24,110.31		Low	Montreal	Canada
41	Schweizerische Nationalbank	0.35%	1,394,400	0	66.48	31-Dec-2021	13F	Investment Managers	Bank and Trust	174,116.25	Index	Low	Zurich	Switzerland
42	Empire Life Investments Inc.	0.34%	1,320,154	0	59.06	30-Nov-2021	Aggregate MFs	Investment Managers	Insurance Company	4,623.21	GARP	Low	Kingston	Canada
43	Scheer, Rowlett & Associates Investment Management Ltd.	0.32%	1,258,783	0	60.01	31-Dec-2021	13F	Investment Managers	Investment Advisor	1,496.81	Core Value	Low	Toronto	Canada
44	Value Partners Investments, Inc.	0.31%	1,236,002	+0.00	69.97	31-Mar-2022	13F	Investment Managers	Investment Advisor/Hedge Fund	1,427.82		Low	Winnipeg	Canada
45	UBS Asset Management (Switzerland)	0.29%	1,138,865	0	54.29	31-Dec-2021	13F	Investment Managers	Investment Advisor	235,965.29	Core Value	Low	Zurich	Switzerland
46	Rogers (Melinda Mary)	0.28%	1,114,681	+0.00	63.10	03-Mar-2022	Proxy-CA	Strategic Entities	Individual Investor	63.12				Canada
47	Rogers (Martha Loretta)	0.28%	1,114,639	+0.00	63.10	03-Mar-2022	Proxy-CA	Strategic Entities	Individual Investor	28.75		Low		Canada
48	Lincluden Investment Management Limited	0.28%	1,105,016	0	52.68	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	1,242.21	Deep Value	Low	Mississauga	Canada
49	BofA Global Research (US)	0.27%	1,069,720	0	51.00	31-Dec-2021	13F	Brokerage Firms	Research Firm	489,078.05	Broker-Dealer	Low	New York	United States
50	Galibier Capital Management Ltd.	0.27%	1,058,959	+0.00	59.95	31-Mar-2022	13F	Investment Managers	Investment Advisor	878.20		Low	Toronto	Canada
51	Credit Suisse Asset Management	0.26%	1,027,572	0	48.99	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	185,873.77	Core Growth	Low	Zurich	Switzerland
52	Geode Capital Management, L.L.C.	0.26%	1,023,291	0	48.78	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	960,968.01	Index	Low	Boston	United States
53	Federated Hermes International	0.26%	1,021,394	0	57.82	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	27,703.93	GARP	Low	London	United Kingdom
54	Industrial Alliance Investment Management Inc.	0.26%	1,010,398	+0.04	57.20	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	9,049.55	Core Value	Moderate	Quebec City	Canada
55	Sumitomo Mitsui Trust Bank, Limited	0.25%	999,048	+0.00	56.56	31-Mar-2022	13F	Investment Managers	Bank and Trust	172,110.05	Core Growth	Low	Chiyoda-ku (Tokyo)	Japan
56	BlackRock Advisors (UK) Limited	0.25%	985,469	+0.02	55.79	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	325,472.76	Index	Low	London	United Kingdom
57	TD Waterhouse Private Investment Counsel, Inc.	0.24%	960,717	0	45.80	31-Dec-2021	13F	Investment Managers	Investment Advisor	3,169.33	Core Value	Low	Toronto	Canada
58	Managed Account Advisors LLC	0.24%	951,799	0	45.38	31-Dec-2021	13F	Investment Managers	Investment Advisor	437,465.15	Specialty	Low	Jersey City	United States
59	MFS Investment Management	0.24%	931,750	0	44.42	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	535,348.43	Core Growth	Low	Boston	United States
60	London Capital Management Ltd.	0.23%	902,079	+0.06	51.07	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	5,910.28	GARP	Low	London	Canada
61	Alberta Investment Management Corporation	0.22%	863,060	0	41.14	31-Dec-2021	13F	Investment Managers	Sovereign Wealth Fund	17,838.08	Core Value	Moderate	Edmonton	Canada
62	Addenda Capital, Inc.	0.21%	815,051	+0.01	46.14	31-Mar-2022	13F	Investment Managers	Investment Advisor/Hedge Fund	3,231.44	Hedge Fund	Low	Montreal	Canada
63	Schonfeld Strategic Advisors LLC	0.20%	793,752	0	37.84	31-Dec-2021	13F	Investment Managers	Hedge Fund	10,313.47	Hedge Fund	High	New York	United States
64	UBS Asset Management (UK) Ltd.	0.19%	734,457	0	35.01	31-Dec-2021	13F	Investment Managers	Investment Advisor	144,432.09	Core Value	Low	London	United Kingdom
65	State of Wisconsin Investment Board	0.19%	729,319	0	34.77	31-Dec-2021	13F	Investment Managers	Pension Fund	52,033.13	Core Growth	Low	Madison	United States
66	Zürcher Kantonalbank (Asset Management)	0.18%	727,625	+0.33	41.19	31-Mar-2022	13F	Investment Managers	Bank and Trust	75,871.18	Growth	Low	Zurich	Switzerland
67	Fiera Capital Corporation	0.18%	706,679	0	33.69	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	56,577.35	GARP	Low	Montreal	Canada

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		31-Mar-2022	44,651	31-Mar-2022	31-Mar-2022	31-Mar-2022	31-Mar-2022					31-Mar-2022		
68	Charles Schwab Investment Management, Inc.	0.18%	694,654	+0.01	39.33	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	409,057.87	Index	Low	San Francisco	United States
69	BMO Nesbitt Burns Inc.	0.18%	694,112	0	33.09	31-Dec-2021	13F	Investment Managers	Investment Advisor	19,058.11	Growth	High	Toronto	Canada
70	Cidel Asset Management Inc.	0.17%	659,283	0	31.43	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	2,716.06	Hedge Fund	Low	Toronto	Canada
71	Fidelity Institutional Asset Management	0.17%	652,564	0	31.11	31-Dec-2021	13F	Investment Managers	Investment Advisor	87,887.39	GARP	Low	Providence	United States
72	Nuveen LLC	0.15%	608,923	-0.00	34.47	31-Mar-2022	Aggregate MFs	Investment Managers	Pension Fund	507,284.16	GARP	Low	New York	United States
73	Ostrum Asset Management	0.14%	566,678	0	27.02	31-Dec-2021	13F	Investment Managers	Investment Advisor	71,011.36	Core Value	Moderate	Paris	France
74	PensionDanmark A/S	0.14%	566,161	0	26.36	31-Dec-2020	Aggregate MFs	Investment Managers	Pension Fund	14,942.71	Core Value	Low	Copenhagen	Denmark
75	Marathon-London	0.14%	559,400	-0.03	31.67	31-Mar-2022	13F	Investment Managers	Investment Advisor	21,745.38	Core Value	Low	London	United Kingdom
76	BMO Asset Management U.S.	0.14%	544,100	0	25.94	31-Dec-2021	13F	Investment Managers	Investment Advisor	4,200.98	Core Value	High	Chicago	United States
77	California State Teachers Retirement System	0.13%	527,953	0	28.07	30-Jun-2021	Shareholder Report	Investment Managers	Pension Fund	142,950.68	Index	Low	West Sacramento	United States
78	Taconic Capital Advisors LP	0.13%	520,000	0	24.79	31-Dec-2021	13F	Investment Managers	Hedge Fund	2,018.45	Hedge Fund		New York	United States
79	RBC Phillips, Hager & North Investment Counsel Inc.	0.13%	508,980	0	24.26	31-Dec-2021	13F	Investment Managers	Investment Advisor	3,596.78	Core Value	Low	Toronto	Canada
80	Estate of Edward Samuel Rogers	0.13%	502,301	0	23.95	31-Dec-2021	SEDI	Strategic Entities	Other Insider Investor	23.95		Low	Toronto	Canada
81	Vestcor Inc	0.13%	492,373	0	22.92	31-Dec-2020	Shareholder Report	Investment Managers	Pension Fund	6,270.31	Core Value	Low	Fredericton	Canada
82	Deka Investment GmbH	0.12%	475,089	-0.10	26.90	31-Mar-2022	13F	Investment Managers	Investment Advisor/Hedge Fund	71,758.71	Core Growth	Low	Frankfurt	Germany
83	Deka Vermögensmanagement GmbH	0.12%	453,000	-0.18	25.65	31-Mar-2022	13F	Investment Managers	Investment Advisor	20,312.28	Core Growth	Low	Berlin	Germany
84	LSV Asset Management	0.11%	437,300	0	22.59	28-Feb-2022	Aggregate MFs	Investment Managers	Investment Advisor	69,211.67	Deep Value	Low	Chicago	United States
85	BI Asset Management Fondsmæglerselskab A/S	0.11%	436,790	0	20.82	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	7,729.00	Core Value	Moderate	Copenhagen	Denmark
86	Franklin Templeton Investments Corporation	0.11%	429,097	0	20.46	31-Dec-2021	13F	Investment Managers	Investment Advisor	9,479.21	Core Value	Low	Toronto	Canada
87	Numeric Investors LLC	0.11%	428,092	0	20.41	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	20,794.55	Core Value	Moderate	Boston	United States
88	Dimensional Fund Advisors, L.P.	0.11%	427,851	0	20.40	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	512,422.62	Index	Low	Austin	United States
89	Guardian Capital LP	0.11%	414,236	0	19.75	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	6,918.32	Core Growth	Low	Toronto	Canada
90	Russell Investments Trust Company	0.10%	385,403	0	18.37	31-Dec-2021	13F	Investment Managers	Investment Advisor	49,801.26	Core Growth	Low	Seattle	United States
91	Canada Life Assurance Company	0.10%	384,700	0	18.34	31-Dec-2021	Aggregate MFs	Investment Managers	Insurance Company	570.05		Low	Toronto	Canada
92	Two Sigma Investments, LP	0.10%	382,482	0	18.23	31-Dec-2021	13F	Investment Managers	Hedge Fund	80,526.15	Hedge Fund	High	New York	United States
93	Cumberland Private Wealth Management Inc.	0.09%	347,896	0	16.59	31-Dec-2021	13F	Investment Managers	Investment Advisor	1,445.56	Core Value	Low	Toronto	Canada
94	Invesco Canada Ltd.	0.09%	342,955	0	16.35	31-Dec-2021	13F	Investment Managers	Investment Advisor	16,732.46	Core Growth	Low	Toronto	Canada
95	Lincoln Investment Advisors Corporation	0.08%	332,564	-0.04	18.83	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	37,192.08		Low	Radnor	United States
96	British Columbia Investment Management Corp.	0.08%	318,829	0	15.20	31-Dec-2021	13F	Investment Managers	Pension Fund	18,366.05	Core Value	Low	Victoria	Canada
97	AllianceBernstein L.P.	0.08%	318,500	0	15.18	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	342,069.35	Core Growth	Low	New York	United States
98	GWL Investment Management Ltd.	0.08%	307,132	0	14.64	31-Dec-2021	13F	Investment Managers	Investment Advisor	48,960.35	Core Growth	Low	Winnipeg	Canada
99	Mellon Investments Corporation	0.08%	304,906	0	14.54	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	283,700.07	Index	Low	Boston	United States
100	State Street Global Advisors Ltd. (Canada)	0.08%	300,472	0	14.32	31-Dec-2021	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	6,747.84	Index	Low	Montreal	Canada
101	HSBC Global Asset Management (UK) Limited	0.08%	299,923	0	14.30	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	123,937.73	Core Growth	Low	London	United Kingdom
102	CI Global Asset Management	0.07%	294,884	-0.10	16.69	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	60,772.72	Core Value	Moderate	Toronto	Canada

Investor #	Investor Name	% Outstanding	Position (M)	Position Change (M)	Value ($, M)	Filing Date	Filing Source	Investor Type	Investor Sub-Type	Equity Assets ($, M)	Investment Style	Turnover	City	Country/Region
		31-Mar-2022	44,651	31-Mar-2022	31-Mar-2022	31-Mar-2022	31-Mar-2022					31-Mar-2022		
103	Amundi Asset Management, SAS	0.07%	288,271	0	13.74	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	206,043.84	GARP	Low	Paris	France
104	Zeno Research, LLC	0.07%	282,519	+0.28	15.99	31-Mar-2022	13F	Investment Managers	Investment Advisor	103.18			New York	United States
105	PGGM Vermogensbeheer B.V.	0.07%	278,742	0	13.29	31-Dec-2021	Aggregate MFs	Investment Managers	Pension Fund	68,255.71	GARP	Low	Zeist	Netherlands
106	TOBAM	0.07%	270,001	+0.16	15.29	31-Mar-2022	13F	Investment Managers	Investment Advisor	4,676.39	Index	Moderate	Paris	France
107	Mn Services Vermogensbeheer B.V	0.07%	262,460	0	12.51	31-Dec-2021	13F	Investment Managers	Pension Fund	17,097.72	Core Growth		The Hague	Netherlands
108	Morgan Meighen & Associates Ltd.	0.07%	262,000	0	13.54	28-Feb-2022	Aggregate MFs	Investment Managers	Investment Advisor	1,377.49	Core Growth	Low	Toronto	Canada
109	CPP Investment Board	0.07%	256,100	0	12.21	31-Dec-2021	13F	Investment Managers	Sovereign Wealth Fund	156,794.53	Core Value	Low	Toronto	Canada
110	Tennessee Consolidated Retirement System	0.06%	250,481	0	11.94	31-Dec-2021	13F	Investment Managers	Pension Fund	27,145.45	Core Growth	Low	Nashville	United States
111	UBS Asset Management (Americas), Inc.	0.06%	250,400	0	11.94	31-Dec-2021	13F	Investment Managers	Investment Advisor	77,386.72	Core Value	Low	Chicago	United States
112	Gluskin Sheff + Associates Inc.	0.06%	245,718	0	11.71	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	2,587.74	Aggressive Growth		Toronto	Canada
113	Baillie Gifford & Co.	0.06%	242,557	0	11.56	31-Dec-2021	Aggregate MFs	Investment Managers	Investment Advisor	342,266.85	Core Growth	Low	Edinburgh	United Kingdom
114	BNP Paribas Asset Management France SAS	0.06%	239,808	+0.02	13.58	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	64,609.78	Core Growth	Moderate	Paris	France
115	Sun Life Global Investments (Canada) Inc.	0.06%	239,100	0	11.40	31-Dec-2021	Aggregate MFs	Investment Managers	Investment Advisor	3,144.46		Moderate	Toronto	Canada
116	Nicola Wealth Management Ltd.	0.06%	237,000	0	11.30	31-Dec-2021	13F	Investment Managers	Investment Advisor	1,063.81			Vancouver	Canada
117	AXA Rosenberg Investment Management LLC	0.06%	236,461	0	11.27	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	24,069.87	Core Value	Low	Orinda	United States
118	Picton Mahoney Asset Management	0.06%	231,208	0	11.73	31-Jan-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	3,811.77	Growth	High	Toronto	Canada
119	Goldman Sachs Asset Management, L.P.	0.06%	229,706	0	10.95	31-Dec-2021	13F	Investment Managers	Investment Advisor	276,653.10	Core Growth	Low	New York	United States
120	ABN AMRO Investment Solutions (AAIS)	0.06%	229,000	-0.00	12.96	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	6,821.04	Growth	Low	Paris	France
121	MFS Investment Management Canada Limited	0.06%	222,182	0	10.59	31-Dec-2021	13F	Investment Managers	Investment Advisor	19,491.95	Core Growth	Low	Toronto	Canada
122	DWS Investments UK Limited	0.06%	220,980	0	10.53	31-Dec-2021	13F	Investment Managers	Investment Advisor	91,402.24	Growth	Moderate	London	United Kingdom
123	Guardian Capital Advisors LP	0.05%	212,784	0	10.14	31-Dec-2021	13F	Investment Managers	Investment Advisor	1,026.95	GARP		Toronto	Canada
124	Dorchester Wealth Management Company	0.05%	212,218	0	10.12	31-Dec-2021	13F	Investment Managers	Investment Advisor	504.74	Core Value		Montreal	Canada
125	Morgan Stanley Canada Limited	0.05%	210,293	0	10.03	31-Dec-2021	13F	Brokerage Firms	Research Firm	2,271.53	Broker-Dealer		Toronto	Canada
126	ACTIAM N.V.	0.05%	207,597	-0.00	11.75	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	18,732.85	Income Value	Low	Amsterdam	Netherlands
127	BlackRock Asset Management Deutschland AG	0.05%	205,302	-0.11	11.62	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	48,151.63	Index	Low	Munich	Germany
128	Parametric Portfolio Associates LLC	0.05%	201,566	0	9.61	31-Dec-2021	13F	Investment Managers	Investment Advisor	210,247.21	Aggressive Growth	Low	Seattle	United States
129	Brompton Capital Advisors, Inc.	0.05%	200,000	+0.20	11.32	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	1,899.04		Low	Toronto	Canada
130	Sionna Investment Managers Inc.	0.05%	196,700	0	9.38	31-Dec-2021	Aggregate MFs	Investment Managers	Investment Advisor	266.09	Core Value	Low	Toronto	Canada
131	KLP Fondsforvaltning AS	0.05%	187,752	+0.00	10.63	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	25,598.24		Low	Oslo	Norway
132	MUFG Securities (Canada), Ltd	0.05%	187,233	0	8.93	31-Dec-2021	13F	Investment Managers	Investment Advisor	2,180.20			New York	United States
133	Manulife Investment Management (US) LLC	0.05%	184,780	0	8.81	31-Dec-2021	13F	Investment Managers	Investment Advisor	123,717.05	Core Growth	Low	Boston	United States
134	BNY Mellon Asset Management	0.05%	184,634	0	8.80	31-Dec-2021	13F	Investment Managers	Investment Advisor	153,748.48	Income Value	Low	New York	United States
135	The Bollard Group, LLC	0.05%	178,990	0	8.53	31-Dec-2021	13F	Investment Managers	Investment Advisor	3,103.18			Boston	United States
136	Waratah Capital Advisors Ltd.	0.05%	177,949	0	8.48	31-Dec-2021	13F	Investment Managers	Investment Advisor	2,141.32		Moderate	Toronto	Canada
137	Vanguard Investments Australia Ltd.	0.05%	177,927	0	9.19	28-Feb-2022	Aggregate MFs	Investment Managers	Investment Advisor	76,321.00	Index	Low	Melbourne	Australia

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		31-Mar-2022	44,651	31-Mar-2022	31-Mar-2022	31-Mar-2022	31-Mar-2022					31-Mar-2022		
138	JPMorgan Private Bank (United States)	0.04%	176,684	0	8.42	31-Dec-2021	13F	Investment Managers	Bank and Trust	176,036.22	Core Value	Low	New York	United States
139	Lansförsäkringar Fondförvaltning AB	0.04%	175,361	0	9.93	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	9,805.25		Low	Stockholm	Sweden
140	M & G Investment Management Ltd.	0.04%	167,745	0	8.00	31-Dec-2021	13F	Investment Managers	Investment Advisor	73,771.61	Deep Value	Moderate	London	United Kingdom
141	AHL Partners LLP	0.04%	162,182	0	7.73	31-Dec-2021	13F	Investment Managers	Investment Advisor	8,442.75		High	London	United Kingdom
142	Rothschild & Co Asset Management US INC.	0.04%	159,301	0	9.02	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	9,419.33	Deep Value	Low	New York	United States
143	Northern Trust Global Investments Limited	0.04%	152,168	+0.00	8.61	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	92,046.14	Core Growth	Low	London	United Kingdom
144	DWS International GmbH	0.04%	152,144	0	7.25	31-Dec-2021	13F	Investment Managers	Investment Advisor	41,288.40		Low	Frankfurt	Germany
145	State Street Global Advisors (UK) Ltd.	0.04%	151,544	-0.01	8.58	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	89,365.32	Index	Low	London	United Kingdom
146	Patient Capital Management Inc.	0.04%	150,000	0	6.12	31-Jul-2020	Aggregate MFs	Investment Managers	Investment Advisor	332.27	Deep Value	Moderate	Toronto	Canada
147	Penserra Capital Management LLC	0.04%	145,850	0	6.95	31-Dec-2021	13F	Investment Managers	Investment Advisor	5,657.95	Index	Moderate	New York	United States
148	Aperio Group, LLC	0.04%	142,995	0	6.82	31-Dec-2021	13F	Investment Managers	Investment Advisor	45,781.55	Index	Low	Sausalito	United States
149	Mawer Investment Management Ltd.	0.04%	141,081	+0.14	7.99	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	53,903.69	GARP	Low	Calgary	Canada
150	SIG North Trading ULC	0.04%	139,843	0	6.67	31-Dec-2021	13F	Investment Managers	Investment Advisor	397.38			Bala Cynwyd	United States
151	Pictet Asset Management Ltd.	0.03%	137,606	0	6.56	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	164,073.25	Core Growth	Low	London	United Kingdom
152	Northern Trust Global Investments	0.03%	133,739	0	6.38	31-Dec-2021	13F	Investment Managers	Investment Advisor	186,571.30	Core Growth	Low	Chicago	United States
153	RBC Private Counsel (USA) Inc.	0.03%	133,653	0	6.37	31-Dec-2021	13F	Investment Managers	Investment Advisor	2,636.61	Growth	Low	Toronto	Canada
154	Mangrove Partners	0.03%	132,903	0	6.34	31-Dec-2021	13F	Investment Managers	Hedge Fund	1,373.62	Hedge Fund	High	New York	United States
155	Morgan Stanley & Co. International Plc	0.03%	132,320	0	6.31	31-Dec-2021	13F	Brokerage Firms	Research Firm	13,942.24	Broker-Dealer	Moderate	London	United Kingdom
156	Bell Asset Management Limited	0.03%	126,557	0	6.42	31-Jan-2022	Aggregate MFs	Investment Managers	Investment Advisor	775.69		Low	Melbourne	Australia
157	Raymond James & Associates, Inc.	0.03%	125,052	0	5.96	31-Dec-2021	13F	Brokerage Firms	Research Firm	123,890.68	Broker-Dealer	Low	St. Petersburg	United States
158	BlackRock Japan Co., Ltd.	0.03%	123,871	0	5.91	31-Dec-2021	13F	Investment Managers	Investment Advisor	72,367.58	Index	Low	Chiyoda-ku (Tokyo)	Japan
159	Dimensional Fund Advisors, Ltd.	0.03%	122,180	+0.01	6.92	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	30,004.65	Deep Value	Low	London	United Kingdom
160	Aviva Investors Global Services Limited	0.03%	122,029	0	5.82	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	73,417.52	Core Growth	Moderate	London	United Kingdom
161	Neuberger Berman, LLC	0.03%	120,129	0	5.73	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	137,084.73	GARP	Low	New York	United States
162	NNIP Advisors B.V.	0.03%	116,894	0	5.57	31-Dec-2021	13F	Investment Managers	Investment Advisor	34,543.52	Core Growth	Low	The Hague	Netherlands
163	Dixon Mitchell Investment Counsel, Inc.	0.03%	115,927	0	5.99	28-Feb-2022	Aggregate MFs	Investment Managers	Investment Advisor	532.90		Low	Vancouver	Canada
164	Nordea Investment Management AB (Denmark)	0.03%	114,107	0	5.79	31-Jan-2022	Aggregate MFs	Investment Managers	Investment Advisor	39,894.90	Core Value	Moderate	Copenhagen	Denmark
165	Ilmarinen Mutual Pension Insurance Company	0.03%	110,251	0	5.26	31-Dec-2021	13F	Investment Managers	Pension Fund	21,846.77	Core Growth	Low	Helsinki	Finland
166	Invesco Capital Management LLC	0.03%	109,392	0	5.22	31-Dec-2021	13F	Investment Managers	Investment Advisor	168,748.52	Index	Low	Downers Grove	United States
167	JPMorgan Asset Management (Asia Pacific) Limited	0.03%	108,728	0	5.18	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	39,701.91	GARP	Low	Central (Hong Kong)	Hong Kong
168	Korea Investment Corporation	0.03%	108,400	0	5.17	31-Dec-2021	13F	Investment Managers	Sovereign Wealth Fund	39,071.28	Core Growth	Low	Seoul	South Korea
169	Virginia Retirement System	0.03%	106,200	0	6.01	31-Mar-2022	13F	Investment Managers	Pension Fund	10,852.50	Core Growth	Low	Richmond	United States
170	Globalance Bank AG	0.03%	103,380	0	4.93	31-Dec-2021	Aggregate MFs	Investment Managers	Bank and Trust	181.38		Low	Zurich	Switzerland
171	Fideuram Asset Management (Ireland) dac	0.03%	102,114	-0.01	5.78	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	12,275.82	GARP	Moderate	Dublin	Ireland
172	Vanguard Global Advisers LLC	0.03%	100,759	+0.00	5.70	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	23,021.08		Low	Malvern	United States
173	LOGiQ Asset Management Ltd	0.03%	98,800	0	4.71	31-Dec-2021	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	210.68	Growth	Low	Toronto	Canada
174	Purpose Investments Inc.	0.02%	93,792	-0.00	5.31	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	1,718.79	Core Value	Moderate	Toronto	Canada
175	JTC Employer Solutions Trusteee Ltd	0.02%	92,899	0	4.43	31-Dec-2021	13F	Investment Managers	Investment Advisor	877.78		Low	St. Helier	Jersey

Investor #	Investor Name	% Outstanding	Position (M)	Position Change (M)	Value ($, M)	Filing Date	Filing Source	Investor Type	Investor Sub-Type	Equity Assets ($, M)	Investment Style	Turnover	City	Country/Region
		31-Mar-2022	44,651	31-Mar-2022	31-Mar-2022	31-Mar-2022	31-Mar-2022					31-Mar-2022		
176	Manitou Investment Management Ltd.	0.02%	92,034	+0.03	5.21	31-Mar-2022	13F	Investment Managers	Investment Advisor	651.22	Core Value	Low	Toronto	Canada
177	Foyston, Gordon & Payne Inc.	0.02%	90,760	0	4.69	28-Feb-2022	Aggregate MFs	Investment Managers	Investment Advisor	958.04	Core Value	Low	Toronto	Canada
178	EHP Funds Inc.	0.02%	89,900	+0.09	5.09	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	938.35	Hedge Fund	High	Toronto	Canada
179	BlackRock Financial Management, Inc.	0.02%	89,864	0	4.28	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	345,729.44	Core Growth	Low	New York	United States
180	AXA Rosenberg Investment Management Ltd.	0.02%	89,800	0	4.56	31-Jan-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	2,837.25	Core Value	Moderate	London	United Kingdom
181	Irish Life Investment Managers Ltd.	0.02%	89,187	+0.00	5.05	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	16,870.59	Core Value	Moderate	Dublin	Ireland
182	Richardson Wealth Limited	0.02%	86,051	0	4.87	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	704.12		High	Montreal	Canada
183	Danske Bank Asset Management	0.02%	85,245	+0.01	4.83	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	31,886.89	Core Growth	Low	Lyngby	Denmark
184	Nordea Investment Management AB (Finland Branch)	0.02%	83,300	0	4.23	31-Jan-2022	Aggregate MFs	Investment Managers	Investment Advisor	3,207.41		Low	Helsinki	Finland
185	Storebrand Kapitalforvaltning AS	0.02%	81,273	0	4.60	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	37,151.98	GARP	Low	Lysaker	Norway
186	USS Investment Management Ltd	0.02%	78,268	0	3.73	31-Dec-2021	13F	Investment Managers	Pension Fund	15,555.48	GARP	Low	London	United Kingdom
187	PCJ Investment Counsel Ltd.	0.02%	78,110	0	3.72	31-Dec-2021	13F	Investment Managers	Investment Advisor	283.86	Growth	High	Toronto	Canada
188	Swedbank Robur Fonder AB	0.02%	77,477	0	4.39	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	124,655.63	Core Growth	Low	Stockholm	Sweden
189	Janus Henderson Investors	0.02%	74,542	0	3.55	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	287,396.67	Core Growth	Low	London	United Kingdom
190	Mercer Global Investments Management Ltd	0.02%	73,733	0	4.17	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	34,965.64		Low	Dublin	Ireland
191	Wells Fargo Advisors	0.02%	72,182	0	3.44	31-Dec-2021	13F	Brokerage Firms	Research Firm	269,938.00	Broker-Dealer	Low	Richmond	United States
192	OLZ AG	0.02%	72,071	0	3.44	31-Dec-2021	Aggregate MFs	Investment Managers	Investment Advisor	1,928.83		Low	Berne	Switzerland
193	Cardinal Capital Management, Inc.	0.02%	71,642	-0.00	4.06	31-Mar-2022	13F	Investment Managers	Investment Advisor	2,054.65	Core Value	Low	Winnipeg	Canada
194	PSP Investments	0.02%	71,160	0	3.39	31-Dec-2021	13F	Investment Managers	Pension Fund	19,494.18	Core Value	Low	Montreal	Canada
195	Everett Harris & Co.	0.02%	70,260	+0.01	3.98	31-Mar-2022	13F	Investment Managers	Investment Advisor	6,993.90	Core Growth	Low	Los Angeles	United States
196	SEB Investment Management AB	0.02%	70,173	0	3.35	31-Dec-2021	13F	Investment Managers	Investment Advisor	58,953.90	Core Growth	Low	Stockholm	Sweden
197	JPMorgan Asset Management U.K. Limited	0.02%	68,608	0	3.27	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	150,710.14	Core Growth	Low	London	United Kingdom
198	Morgan Stanley Smith Barney LLC	0.02%	64,360	0	3.07	31-Dec-2021	13F	Investment Managers	Investment Advisor	445,484.66	Core Growth	Low	Seattle	United States
199	Alphacrest Capital Management LLC	0.02%	64,137	0	3.06	31-Dec-2021	13F	Investment Managers	Hedge Fund	2,692.01	Hedge Fund	High	New York	United States
200	KEPLER-FONDS Kapitalanlagegesellschaft m.b.H.	0.02%	62,425	0	3.17	31-Jan-2022	Aggregate MFs	Investment Managers	Investment Advisor	3,083.24	GARP	Low	Linz	Austria
201	Goldman Sachs & Company, Inc.	0.02%	61,014	0	2.91	31-Dec-2021	13F	Brokerage Firms	Research Firm	154,855.89	Broker-Dealer	Moderate	New York	United States
202	Första AP-Fonden	0.02%	60,900	0	2.90	31-Dec-2021	13F	Investment Managers	Pension Fund	23,319.79	GARP	Moderate	Stockholm	Sweden
203	State Street Global Advisors (US)	0.01%	58,008	0	2.77	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	2,194,497.58	Index	Low	Boston	United States
204	ATB Investment Management Inc.	0.01%	57,936	-0.38	3.28	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	6,106.57	Growth	Low	Edmonton	Canada
205	DONNER & REUSCHEL Aktiengesellschaft	0.01%	57,304	0	2.30	30-Jun-2020	Aggregate MFs	Investment Managers	Bank and Trust	180.90	GARP	Low	Hamburg	Germany
206	Jane Street Capital, L.L.C.	0.01%	57,240	0	2.73	31-Dec-2021	13F	Brokerage Firms	Research Firm	51,732.10	Broker-Dealer	High	New York	United States
207	BlackRock Investment Management (UK) Ltd.	0.01%	56,914	0	2.71	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	576,356.45	Core Growth	Low	London	United Kingdom
208	Franklin Advisory Services, LLC	0.01%	56,030	0	2.67	31-Dec-2021	13F	Investment Managers	Investment Advisor	2,322.56	Core Value	Low	San Mateo	United States
209	Citi Investment Research (US)	0.01%	55,288	0	2.64	31-Dec-2021	13F	Brokerage Firms	Research Firm	109,471.39	Broker-Dealer	Moderate	New York	United States
210	BetaShares Capital Ltd.	0.01%	53,421	+0.00	3.02	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	11,183.81	Index	Low	Sydney	Australia
211	Credit Suisse International	0.01%	51,947	0	2.48	31-Dec-2021	13F	Brokerage Firms	Research Firm	12,598.14	Broker-Dealer	High	London	United Kingdom
212	Barclays Capital	0.01%	49,550	0	2.36	31-Dec-2021	13F	Brokerage Firms	Research Firm	37,337.65	Broker-Dealer	Moderate	London	United Kingdom
213	UBS Bank (Canada)	0.01%	49,330	0	2.35	31-Dec-2021	13F	Investment Managers	Investment Advisor	772.70		High	Toronto	Canada

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		31-Mar-2022	44,651	31-Mar-2022	31-Mar-2022	31-Mar-2022	31-Mar-2022					31-Mar-2022		
214	Handelsbanken Asset Management	0.01%	48,782	+0.00	2.76	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	83,291.07	Core Growth	Low	Stockholm	Sweden
215	BlackRock Asset Management Canada Limited	0.01%	48,587	-0.00	2.75	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	75,676.08	Index	Low	Toronto	Canada
216	Heward Investment Management Inc.	0.01%	48,500	0	2.46	31-Jan-2022	Aggregate MFs	Investment Managers	Investment Advisor	206.55	GARP	Moderate	Montreal	Canada
217	RBC Capital Markets Wealth Management	0.01%	48,174	0	2.30	31-Dec-2021	13F	Brokerage Firms	Research Firm	94,267.65	Broker-Dealer	Low	Minneapolis	United States
218	Franklin Templeton Portfolio Advisors, Inc	0.01%	45,996	-0.01	2.60	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	4,801.89	Yield	Moderate	San Mateo	United States
219	Te Ahumairangi Investment Management Ltd.	0.01%	45,892	0	2.19	31-Dec-2021	13F	Investment Managers	Investment Advisor	774.11			Wellington	New Zealand
220	Rogers (Loretta Anne)	0.01%	45,741	+0.00	2.59	03-Mar-2022	Proxy-CA	Strategic Entities	Individual Investor	2.70				Canada
221	Invesco Advisers, Inc.	0.01%	45,163	0	2.15	31-Dec-2021	13F	Investment Managers	Investment Advisor	358,098.11	GARP	Low	Atlanta	United States
222	CPR Asset Management	0.01%	44,800	0	2.14	31-Dec-2021	13F	Investment Managers	Investment Advisor	34,179.50	Core Growth	Low	Paris	France
223	Pacifica Partners Inc.	0.01%	44,435	+0.00	2.52	31-Mar-2022	13F	Investment Managers	Investment Advisor	161.43	Core Value	Low	Surrey	Canada
224	Unigestion	0.01%	44,277	0	2.29	28-Feb-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	3,642.24	Core Value	Moderate	Geneva	Switzerland
225	Envestnet Asset Management, Inc.	0.01%	44,261	0	2.11	31-Dec-2021	13F	Investment Managers	Investment Advisor	202,488.06	Core Growth	Low	Chicago	United States
226	Matco Financial Inc.	0.01%	44,020	0	2.34	30-Jun-2021	Aggregate MFs	Investment Managers	Investment Advisor	219.20	GARP	Low	Calgary	Canada
227	NEI Investments L.P.	0.01%	43,858	0	2.27	28-Feb-2022	Aggregate MFs	Investment Managers	Investment Advisor	631.27	Core Value	Moderate	Toronto	Canada
228	NNIP Asset Management B.V.	0.01%	43,179	0	2.19	31-Jan-2022	Aggregate MFs	Investment Managers	Investment Advisor	14,968.64		Moderate	The Hague	Netherlands
229	DNB Asset Management AS	0.01%	43,125	+0.00	2.44	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	38,877.78	Growth	Low	Oslo	Norway
230	State Street Global Advisors Ireland Limited	0.01%	42,969	-0.00	2.43	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	45,121.73	Index	Low	Dublin	Ireland
231	Crossmark Global Investments, Inc	0.01%	42,638	0	2.03	31-Dec-2021	13F	Investment Managers	Investment Advisor	4,648.71	Core Growth	Low	Houston	United States
232	Carne Global Fund Managers (Ireland) Limited	0.01%	42,451	0	2.19	28-Feb-2022	Aggregate MFs	Investment Managers	Investment Advisor	4,285.57			Dublin	Ireland
233	DWS Investment GmbH	0.01%	42,285	0	2.02	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	162,031.24	GARP	Low	Frankfurt	Germany
234	Nykredit Bank AS	0.01%	40,908	-0.00	2.32	31-Mar-2022	Aggregate MFs	Investment Managers	Bank and Trust	16,983.53	Growth	Low	Copenhagen	Denmark
235	Anson Funds Management LP.	0.01%	40,000	0	1.91	31-Dec-2021	13F	Investment Managers	Hedge Fund	753.79	Hedge Fund	High	Dallas	United States
236	Nomura Asset Management Co., Ltd.	0.01%	39,965	-0.00	2.26	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	255,144.71	Core Growth	Low	Chuo-ku (Tokyo)	Japan
237	Voya Investment Management LLC	0.01%	39,913	0	1.90	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	65,067.02	Core Growth	Low	New York	United States
238	Lockheed Martin Investment Management Co.	0.01%	39,400	0	1.88	31-Dec-2021	13F	Investment Managers	Pension Fund	1,880.39	Deep Value	Low	Bethesda	United States
239	Professionals Financial Inc.	0.01%	38,458	0	1.72	30-Nov-2021	Aggregate MFs	Investment Managers	Investment Advisor	520.32	Income Value	Low	Montreal	Canada
240	Advisors Management Group Inc.	0.01%	38,101	-0.00	2.16	31-Mar-2022	13F	Investment Managers	Investment Advisor	295.95		Low	La Crosse	United States
241	Tredje AP Fonden	0.01%	38,055	0	1.81	31-Dec-2021	Aggregate MFs	Investment Managers	Pension Fund	19,256.57	Core Growth	Low	Stockholm	Sweden
242	Lyxor Asset Management	0.01%	37,452	+0.00	2.12	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	76,893.51	Index	High	Paris	France
243	Jarislowsky Fraser, Ltd.	0.01%	36,811	0	1.75	31-Dec-2021	13F	Investment Managers	Investment Advisor	26,943.64	Core Value	Low	Montreal	Canada
244	Goldman Sachs Personal Financial Management	0.01%	36,271	0	1.73	31-Dec-2021	13F	Investment Managers	Investment Advisor	21,711.36	Income Value	Low	Newport Beach	United States
245	Aberdeen Asset Managers Ltd.	0.01%	36,103	0	1.68	31-Oct-2021	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	61,509.40	Core Growth	Moderate	London	United Kingdom
246	Amundi Hong Kong Limited	0.01%	35,530	0	1.82	31-May-2021	Aggregate MFs	Investment Managers	Investment Advisor	2,118.13	GARP	Moderate	Central (Hong Kong)	Hong Kong
247	Basellandschaftliche Kantonalbank	0.01%	35,227	0	1.68	31-Dec-2021	Aggregate MFs	Investment Managers	Bank and Trust	2,057.83	Specialty	Low	Liestal	Switzerland
248	Bloom Investment Counsel Inc.	0.01%	34,800	0	1.66	31-Dec-2021	Aggregate MFs	Investment Managers	Investment Advisor	94.36	Core Value	Low	Toronto	Canada
249	DekaBank Deutsche Girozentrale Luxembourg S.A.	0.01%	34,700	0	1.65	31-Dec-2021	Aggregate MFs	Investment Managers	Investment Advisor	806.98			Luxembourg	Luxembourg
250	OP Varainhoito Oy	0.01%	33,785	0	1.75	28-Feb-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	12,758.18	Core Growth	Low	Helsinki	Finland
251	Northern Trust Investments, Inc.	0.01%	32,991	0	1.57	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	397,001.51	Index	Low	Chicago	United States

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		31-Mar-2022	44,651	31-Mar-2022	31-Mar-2022	31-Mar-2022	31-Mar-2022					31-Mar-2022		
252	EARNEST Partners, LLC	0.01%	32,487	0	1.55	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	17,712.08	Core Value	Low	Atlanta	United States
253	Voloridge Investment Management, LLC	0.01%	32,199	0	1.54	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	18,272.00	Hedge Fund	High	Jupiter	United States
254	Counsel Portfolio Services, Inc.	0.01%	31,506	0	1.60	31-Jan-2022	Aggregate MFs	Investment Managers	Investment Advisor	879.28	Core Growth	Moderate	Mississauga	Canada
255	SimplyRich	0.01%	31,477	0	1.50	31-Dec-2021	13F	Investment Managers	Investment Advisor	301.24			Carlsbad	United States
256	Mitsubishi UFJ Trust and Banking Corporation	0.01%	30,880	0	1.47	31-Dec-2021	13F	Investment Managers	Bank and Trust	103,565.62	Core Growth	Low	Chiyoda-ku (Tokyo)	Japan
257	Monarch Capital Management, Inc.	0.01%	29,476	+0.00	1.67	31-Mar-2022	13F	Investment Managers	Investment Advisor	378.05	Core Growth	Low	Fort Wayne	United States
258	Callan LLC	0.01%	28,054	0	1.11	30-Sep-2020	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	13,966.50	GARP		San Francisco	United States
259	Fiduciary Trust Company of Canada	0.01%	27,753	0	1.32	31-Dec-2021	13F	Investment Managers	Bank and Trust	407.46	GARP		Calgary	Canada
260	Spuerkeess Asset Management	0.01%	27,238	0	1.41	28-Feb-2022	Aggregate MFs	Investment Managers	Investment Advisor	1,982.93	Core Value		Luxembourg	Luxembourg
261	Ethical Capital Opportunity Advisors Ltd	0.01%	27,016	0	1.38	31-Aug-2021	Aggregate MFs	Investment Managers	Investment Advisor	171.46		Moderate	London	United Kingdom
262	Ethical Partners Funds Management Pty Ltd	0.01%	27,016	0	1.38	31-May-2021	Aggregate MFs	Investment Managers	Investment Advisor	487.81		Low	Sydney	Australia
263	UBS Financial Services, Inc.	0.01%	26,617	0	1.27	31-Dec-2021	13F	Investment Managers	Investment Advisor	244,947.18	Broker-Dealer	Low	Weehawken	United States
264	Stifel Nicolaus Investment Advisors	0.01%	25,451	0	1.21	31-Dec-2021	13F	Investment Managers	Investment Advisor	57,920.85	GARP	Low	St. Louis	United States
265	Allianz Global Investors GmbH	0.01%	25,438	0	1.21	31-Dec-2021	13F	Investment Managers	Investment Advisor	103,072.59	GARP	Low	Frankfurt	Germany
266	National Bank Trust	0.01%	24,940	+0.02	1.41	31-Mar-2022	Aggregate MFs	Investment Managers	Bank and Trust	5,377.63		Moderate	Montreal	Canada
267	Diamond Hill Capital Management Inc.	0.01%	24,670	0	1.18	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	29,169.04	Deep Value	Low	Columbus	United States
268	Brinker Capital Inc.	0.01%	24,585	0	0.99	30-Jun-2020	13F	Investment Managers	Investment Advisor/Hedge Fund	1,855.34	Core Value	Low	Berwyn	United States
269	Swiss Life Asset Management	0.01%	23,049	0	1.03	30-Nov-2021	Aggregate MFs	Investment Managers	Investment Advisor	5,076.41	Index	Moderate	Zurich	Switzerland
270	Cascade Investment Advisors, Inc.	0.01%	22,780	0	1.29	31-Mar-2022	13F	Investment Managers	Investment Advisor	162.95	Core Value	Low	Oregon City	United States
271	NewEdge Wealth, LLC	0.01%	22,500	0	1.07	31-Dec-2021	13F	Investment Managers	Investment Advisor	2,385.87		Moderate	Pittsburgh	United States
272	Zurich Insurance Group	0.01%	22,500	0	1.07	31-Dec-2021	13F	Investment Managers	Insurance Company	8,871.90		Low	Zurich	Switzerland
273	American Century Investment Management, Inc.	0.01%	22,281	0	1.06	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	201,479.30	Core Growth	Low	Kansas City	United States
274	Optimum Asset Management Inc.	0.01%	22,059	0	1.14	28-Feb-2022	Aggregate MFs	Investment Managers	Investment Advisor	42.00	Income Value	High	Montreal	Canada
275	Sygnia Asset Management	0.01%	21,951	0	1.02	30-Sep-2021	Aggregate MFs	Investment Managers	Hedge Fund	2,721.07	Hedge Fund	High	Cape Town	South Africa
276	CenterBook Partners LP	0.01%	21,668	0	1.03	31-Dec-2021	13F	Investment Managers	Investment Advisor	170.26			Greenwich	United States
277	Navigera AB	0.01%	21,338	+0.01	1.21	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	1,680.72		High	Stockholm	Sweden
278	Waldron Private Wealth, LLC	0.01%	21,180	0	1.01	31-Dec-2021	13F	Investment Managers	Investment Advisor	2,027.38		Low	Bridgeville	United States
279	IPConcept (Luxemburg) S.A.	0.01%	21,000	0	0.95	31-Jan-2021	Aggregate MFs	Investment Managers	Investment Advisor	1,625.39		Low	Strassen	Luxembourg
280	Banco Bilbao Vizcaya Argentaria S.A.(Asset Management).	0.01%	20,775	0	0.99	31-Dec-2021	13F	Investment Managers	Bank and Trust	7,589.90		Low	Madrid	Spain
281	Premier Asset Management, LLC	0.01%	20,621	0	0.98	31-Dec-2021	13F	Investment Managers	Investment Advisor	865.74	Aggressive Growth	Moderate	Chicago	United States
282	La Banque Postale Asset Management	0.01%	20,385	0	1.08	30-Jun-2021	Aggregate MFs	Investment Managers	Investment Advisor	29,805.58	Core Growth	Moderate	Paris	France
283	UBS Switzerland AG	0.01%	20,251	0	0.97	31-Dec-2021	13F	Investment Managers	Bank and Trust	11,917.86	GARP	Moderate	Zurich	Switzerland
284	K. J. Harrison & Partners, Inc.	0.00%	19,458	-0.00	1.10	31-Mar-2022	13F	Investment Managers	Investment Advisor	616.03	Deep Value	Moderate	Toronto	Canada
285	Horn (Alan Douglas)	0.00%	19,263	-1.30	1.09	08-Mar-2022	SEDI	Strategic Entities	Individual Investor	13.25		Moderate		Canada
286	ClariVest Asset Management LLC	0.00%	19,260	0	0.92	31-Dec-2021	13F	Investment Managers	Investment Advisor	4,490.30	GARP	Low	San Diego	United States
287	Palisade Capital Management Ltd.	0.00%	19,000	0	1.08	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	103.26		Moderate	Calgary	Canada
288	Russell Investments Limited	0.00%	19,000	+0.00	1.08	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	13,592.46	Core Value	Moderate	London	United Kingdom
289	Ampega Investment GmbH	0.00%	18,866	0	0.87	31-Mar-2021	Aggregate MFs	Investment Managers	Investment Advisor	2,252.83	GARP	Low	Cologne	Germany

Investor #	Investor Name	% Outstanding	Position (M)	Position Change (M)	Value ($, M)	Filing Date	Filing Source	Investor Type	Investor Sub-Type	Equity Assets ($, M)	Investment Style	Turnover	City	Country/Region
		31-Mar-2022	44,651	31-Mar-2022	31-Mar-2022	31-Mar-2022	31-Mar-2022					31-Mar-2022		
290	Rockefeller Capital Management	0.00%	17,937	0	0.86	31-Dec-2021	13F	Investment Managers	Investment Advisor	22,532.09	Core Growth	Low	New York	United States
291	Union Investment Institutional GmbH	0.00%	17,600	0	0.84	31-Dec-2021	13F	Investment Managers	Investment Advisor	6,531.98	Core Growth	Low	Frankfurt	Germany
292	LAPIS Asset Management Ltd	0.00%	17,555	0	0.84	31-Dec-2021	Aggregate MFs	Investment Managers	Investment Advisor	43.01			Lugano	Switzerland
293	Ensign Peak Advisors, Inc.	0.00%	17,317	0	0.83	31-Dec-2021	13F	Investment Managers	Foundation	52,310.81	Specialty	Low	Salt Lake City	United States
294	IRC Wealth	0.00%	17,300	+0.00	0.98	31-Mar-2022	13F	Investment Managers	Investment Advisor	354.06		Low	Atlanta	United States
295	JPMorgan Asset Management (Europe) S.à.r.l.	0.00%	17,177	0	0.87	31-Jan-2022	Aggregate MFs	Investment Managers	Investment Advisor	7,998.27	GARP	Low	Senningerberg	Luxembourg
296	Iris Asset Management Ltd.	0.00%	17,051	-0.00	0.97	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	79.73		High	Calgary	Canada
297	Eaton Vance Management	0.00%	17,025	0	0.81	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	87,385.12	Mixed Style	Low	Boston	United States
298	FCI Advisors	0.00%	16,986	-0.00	0.96	31-Mar-2022	13F	Investment Managers	Investment Advisor	4,883.90	Core Growth	Low	Kansas City	United States
299	Wilmington Trust Investment Management LLC	0.00%	16,716	0	0.80	31-Dec-2021	13F	Investment Managers	Bank and Trust	10,608.44	Core Value	Low	Atlanta	United States
300	APG Asset Management N.V.	0.00%	16,374	0	0.78	31-Dec-2021	13F	Investment Managers	Pension Fund	182,842.76	Core Growth	Low	Heerlen	Netherlands
301	Valori Asset Management SA	0.00%	16,329	0	0.92	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	302.93		Moderate	Luxembourg	Luxembourg
302	Calvert Research and Management	0.00%	16,232	0	0.84	28-Feb-2022	Aggregate MFs	Investment Managers	Investment Advisor	10,482.74	Core Value	Low	Bethesda	United States
303	Candriam Belgium S.A.	0.00%	15,382	0	0.73	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	35,851.14	GARP	Moderate	Brussels	Belgium
304	Gemmell (Robert Joseph)	0.00%	15,007	0	0.85	03-Mar-2022	Proxy-CA	Strategic Entities	Individual Investor	1.14		Low		Canada
305	O'Shaughnessy Asset Management, LLC	0.00%	14,862	0	0.71	31-Dec-2021	13F	Investment Managers	Investment Advisor	5,993.04	Core Growth	Moderate	Stamford	United States
306	Jennison Associates LLC	0.00%	14,781	+0.01	0.84	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	180,913.02	Growth	Low	New York	United States
307	Skandia Investment Management AB	0.00%	14,600	0	0.83	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	3,305.13		Low	Stockholm	Sweden
308	Yorkville Asset Management, Inc.	0.00%	14,600	0	0.68	30-Sep-2021	Aggregate MFs	Investment Managers	Investment Advisor	167.51	GARP		Toronto	Canada
309	AEGON Investment Management B.V.	0.00%	14,589	0	0.65	30-Nov-2021	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	14,420.24	Core Growth	Low	The Hague	Netherlands
310	Robeco Institutional Asset Management B.V.	0.00%	14,370	0	0.74	28-Feb-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	82,316.42	Core Growth	Low	Rotterdam	Netherlands
311	QS Investors, LLC	0.00%	14,357	0	0.76	30-Jun-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	11,314.95	Growth	Low	New York	United States
312	Marret Asset Management Inc.	0.00%	14,200	0	0.68	31-Dec-2021	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	89.61	Capital Structure Arbitrage	Moderate	Toronto	Canada
313	FineMark National Bank & Trust	0.00%	14,000	0	0.67	31-Dec-2021	13F	Investment Managers	Bank and Trust	2,572.76	Yield	Low	Fort Myers	United States
314	BBVA Asset Management, S.A., S.G.I.I.C.	0.00%	13,650	+0.00	0.77	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	25,437.28	Core Value	Low	Madrid	Spain
315	Horizons ETFs Management (Canada) Inc.	0.00%	13,646	-0.00	0.77	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	1,897.98	Core Growth	Low	Toronto	Canada
316	Eurizon Capital S.A.	0.00%	12,927	-0.00	0.73	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	18,957.53	Core Value	Moderate	Luxembourg	Luxembourg
317	State Street Global Advisors (France) S.A.	0.00%	12,828	0	0.66	31-May-2021	Aggregate MFs	Investment Managers	Investment Advisor	2,203.71	Index	Low	La Défense	France
318	Degroof Petercam Asset Management	0.00%	12,805	0	0.65	31-Jan-2022	Aggregate MFs	Investment Managers	Investment Advisor	25,665.35	GARP	Low	Brussels	Belgium
319	Depatie (Robert)	0.00%	12,797	0	0.61	31-Dec-2021	SEDI	Strategic Entities	Individual Investor	0.61		Low		Canada
320	Vaughan & Co. Securities, Inc.	0.00%	12,559	+0.00	0.71	31-Mar-2022	13F	Investment Managers	Investment Advisor	144.66		Low	Ridgewood	United States
321	PNC Wealth Management	0.00%	12,418	0	0.59	31-Dec-2021	13F	Investment Managers	Investment Advisor	101,922.78	Core Growth	Low	Philadelphia	United States
322	Swiss Life Asset Managers France	0.00%	12,399	0	0.58	31-Oct-2021	Aggregate MFs	Investment Managers	Investment Advisor	2,533.36	Core Value		Marseille	France
323	Wilmington Trust, National Association	0.00%	12,331	0	0.59	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	8,540.57	Growth	Low	North Palm Beach	United States
324	Sumitomo Mitsui DS Asset Management Company, Limited	0.00%	12,078	0	0.57	30-Nov-2020	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	64,183.56	GARP	Low	Minato-ku (Tokyo)	Japan
325	44 Wealth Management LLC	0.00%	11,957	+0.00	0.68	31-Mar-2022	13F	Investment Managers	Investment Advisor	276.99		Moderate	Eugene	United States

Investor #	Investor Name	% Outstanding	Position (M)	Position Change (M)	Value ($, M)	Filing Date	Filing Source	Investor Type	Investor Sub-Type	Equity Assets ($, M)	Investment Style	Turnover	City	Country/Region
		31-Mar-2022	44,651	31-Mar-2022	31-Mar-2022	31-Mar-2022	31-Mar-2022					31-Mar-2022		
326	Vident Investment Advisory, LLC	0.00%	11,675	0	0.56	31-Dec-2021	13F	Investment Managers	Investment Advisor	6,010.97		Low	Roswell	United States
327	Neuberger Berman Breton Hill ULC	0.00%	11,514	-0.00	0.65	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	641.65	Hedge Fund	Moderate	Toronto	Canada
328	Kathrein Capital Management AG	0.00%	11,441	0	0.59	28-Feb-2022	Aggregate MFs	Investment Managers	Investment Advisor	145.10		Low	Vienna	Austria
329	Brandes Investment Partners, L.P.	0.00%	11,417	0	0.54	31-Dec-2021	13F	Investment Managers	Investment Advisor	10,094.92	Core Value	Low	San Diego	United States
330	Sparinvest S.A.	0.00%	11,400	0	0.58	31-Jan-2022	Aggregate MFs	Investment Managers	Investment Advisor	3,958.25	Core Value	Moderate	Luxembourg	Luxembourg
331	Warburg Invest AG	0.00%	11,213	0	0.52	31-Oct-2021	Aggregate MFs	Investment Managers	Investment Advisor	1,496.33	GARP	Low	Hanover	Germany
332	Sanlam Investment Management (Pty) Ltd.	0.00%	11,198	0	0.63	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	10,966.05	Core Value	Low	Bellville	South Africa
333	Invesco Management Group, Inc.	0.00%	11,031	0	0.53	31-Dec-2021	13F	Investment Managers	Investment Advisor	235.34	GARP	Moderate	Houston	United States
334	Finreon AG	0.00%	11,022	0	0.57	28-Feb-2022	Aggregate MFs	Investment Managers	Investment Advisor	566.96		Low	St. Gallen	Switzerland
335	E.Öhman J:or Fonder AB	0.00%	11,000	0	0.62	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	10,841.87	Growth	Low	Stockholm	Sweden
336	Acadian Asset Management LLC	0.00%	10,500	0	0.50	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	34,159.02	Deep Value	Moderate	Boston	United States
337	Cubist Systematic Strategies, LLC	0.00%	10,220	0	0.49	31-Dec-2021	13F	Investment Managers	Hedge Fund	10,511.10	Hedge Fund	High	Stamford	United States
338	Danske Invest Management Company S.A.	0.00%	10,200	0	0.53	28-Feb-2022	Aggregate MFs	Investment Managers	Investment Advisor	2,339.50		Low	Luxembourg	Luxembourg
339	BOCI-Prudential Asset Management Ltd.	0.00%	10,164	0	0.47	31-Mar-2021	Aggregate MFs	Investment Managers	Investment Advisor	4,349.88	Core Value	Low	Central (Hong Kong)	Hong Kong
340	HAC VermögensManagement AG	0.00%	10,100	+0.01	0.57	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	147.13	Deep Value		Hamburg	Germany
341	Fecan (Ivan)	0.00%	10,000	0	0.57	03-Mar-2022	Proxy-CA	Strategic Entities	Individual Investor	0.62		Low		Canada
342	Franklin Advisers, Inc.	0.00%	9,994	0	0.48	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	207,572.02	Income Value	Moderate	San Mateo	United States
343	AQR Capital Management, LLC	0.00%	9,625	0	0.54	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	63,302.40	Hedge Fund	Low	Greenwich	United States
344	Tacita Capital Inc	0.00%	9,515	0	0.45	31-Dec-2021	13F	Investment Managers	Investment Advisor	175.70			Toronto	Canada
345	Artisan Partners Limited Partnership	0.00%	9,320	0	0.50	30-Jun-2021	Aggregate MFs	Investment Managers	Investment Advisor	131,694.65	Core Growth	Low	Milwaukee	United States
346	AXA Investment Managers UK Ltd.	0.00%	9,300	0	0.47	31-Jan-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	24,462.40	Core Value	Low	London	United Kingdom
347	Harding Loevner LP	0.00%	9,048	0	0.46	31-Jan-2022	Aggregate MFs	Investment Managers	Investment Advisor	67,793.09	Growth	Low	Bridgewater	United States
348	VanEck Australia Pty Ltd.	0.00%	9,009	+0.00	0.51	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	1,389.73	Index	Low	Sydney	Australia
349	Crawford Investment Counsel, Inc.	0.00%	8,960	0	0.43	31-Dec-2021	13F	Investment Managers	Investment Advisor	5,311.13	Income Value	Low	Atlanta	United States
350	London & Capital Asset Management Ltd.	0.00%	8,900	0	0.47	30-Jun-2021	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	1,778.70	Hedge Fund	Low	London	United Kingdom
351	a.s.r. vermogensbeheer	0.00%	8,705	+0.01	0.49	31-Mar-2022	Aggregate MFs	Investment Managers	Insurance Company	8,340.17	Core Value	Low	Utrecht	Netherlands
352	Commonwealth Financial Network	0.00%	8,548	0	0.41	31-Dec-2021	13F	Investment Managers	Investment Advisor	44,123.65	Core Growth	Low	Waltham	United States
353	INVESCO Asset Management Deutschland GmbH	0.00%	8,539	0	0.41	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	6,601.91	Core Value	Moderate	Frankfurt	Germany
354	BNY Mellon Wealth Management	0.00%	8,514	0	0.41	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	73,221.29	Core Growth	Low	New York	United States
355	Van Eck Associates Corporation	0.00%	8,463	0	0.40	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	60,615.31	Index	Low	New York	United States
356	LLB Asset Management AG	0.00%	8,390	0	0.43	28-Feb-2022	Aggregate MFs	Investment Managers	Investment Advisor	3,052.63	Core Value	Low	Vaduz	Liechtenstein
357	WisdomTree Asset Management, Inc.	0.00%	8,275	0	0.38	31-Oct-2021	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	453.36	Growth	Low	New York	United States
358	J.P. Morgan Investment Management, Inc. (SI)	0.00%	8,160	0	0.42	28-Feb-2022	Aggregate MFs	Investment Managers	Investment Advisor	22,327.50		High	Singapore	Singapore
359	Victory Capital Management Inc.	0.00%	8,154	+0.00	0.46	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	117,344.67	Core Growth	Low	Brooklyn	United States
360	Daiwa Asset Management (Singapore) Ltd.	0.00%	8,095	0	0.38	30-Nov-2020	Aggregate MFs	Investment Managers	Investment Advisor	4,089.75		Low	Singapore	Singapore
361	Shell Asset Management Company B.V.	0.00%	8,091	0	0.39	31-Dec-2021	13F	Investment Managers	Pension Fund	4,970.13	GARP	Low	Rijswijk	Netherlands
362	Gotham Asset Management, LLC	0.00%	7,975	0	0.38	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	3,127.46	Hedge Fund	Moderate	New York	United States

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		31-Mar-2022	44,651	31-Mar-2022	31-Mar-2022	31-Mar-2022	31-Mar-2022					31-Mar-2022		
363	Kestra Private Wealth Services, LLC	0.00%	7,800	0	0.37	31-Dec-2021	13F	Investment Managers	Investment Advisor	2,083.70		Low	San Diego	United States
364	Morgan Stanley & Co. LLC	0.00%	7,753	0	0.37	31-Dec-2021	13F	Brokerage Firms	Research Firm	167,119.76	Broker-Dealer	Moderate	New York	United States
365	Royal Trust Corporation of Canada	0.00%	7,529	0	0.36	31-Dec-2021	13F	Investment Managers	Bank and Trust	161.52			Toronto	Canada
366	Bessemer Trust Company, N.A. (US)	0.00%	7,523	0	0.36	31-Dec-2021	13F	Investment Managers	Investment Advisor	55,135.93	Growth	Low	New York	United States
367	Brown Advisory	0.00%	7,511	0	0.36	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	77,716.41	GARP	Low	Baltimore	United States
368	ING Bank N.V.	0.00%	7,467	0	0.36	31-Dec-2021	13F	Investment Managers	Bank and Trust	20,813.30	Core Growth	Low	Amsterdam	Netherlands
369	Jyske Invest Fund Management A/S	0.00%	7,400	0	0.42	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	7,723.63	Core Growth	High	Silkeborg	Denmark
370	Nexus Investment Management Inc.	0.00%	7,335	-0.00	0.42	31-Mar-2022	13F	Investment Managers	Investment Advisor	951.20	GARP	Low	Toronto	Canada
371	Brinker Capital Investments, LLC	0.00%	7,297	0	0.35	31-Dec-2021	13F	Investment Managers	Investment Advisor	6,912.60	Growth	Low	Berwyn	United States
372	U.S. Bancorp Asset Management, Inc.	0.00%	7,076	0	0.34	31-Dec-2021	13F	Investment Managers	Investment Advisor	64,414.28	Core Growth	Low	Minneapolis	United States
373	Daiwa Asset Management Co., Ltd.	0.00%	6,821	0	0.31	30-Nov-2021	Aggregate MFs	Investment Managers	Investment Advisor	119,680.49	GARP	Low	Chiyoda-ku (Tokyo)	Japan
374	Wellington International Management Company Pte. Ltd.	0.00%	6,725	0	0.36	30-Jun-2021	Aggregate MFs	Investment Managers	Investment Advisor	2,972.88	GARP	Moderate	Singapore	Singapore
375	Northern Trust Fund Managers (Ireland) Limited	0.00%	6,591	0	0.37	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	1,164.94		Moderate	Dublin	Ireland
376	DNB Asset Management AB	0.00%	6,500	0	0.30	31-Dec-2020	Aggregate MFs	Investment Managers	Investment Advisor	2,076.56	Core Growth	Low	Stockholm	Sweden
377	Simplex Trading, LLC	0.00%	6,481	0	0.31	31-Dec-2021	13F	Brokerage Firms	Research Firm	3,052.70	Broker-Dealer	High	Chicago	United States
378	Morgan Stanley Investment Management Inc. (US)	0.00%	6,480	-0.00	0.37	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	112,891.23	GARP	Moderate	New York	United States
379	Fox Run Management, L.L.C	0.00%	6,404	0	0.31	31-Dec-2021	13F	Investment Managers	Hedge Fund	169.11	Hedge Fund	High	Greenwich	United States
380	Janney Montgomery Scott LLC	0.00%	6,388	0	0.30	31-Dec-2021	13F	Brokerage Firms	Research Firm	25,827.05	Broker-Dealer	Low	Philadelphia	United States
381	JP Morgan Alternative Asset Management, Inc.	0.00%	6,359	+0.00	0.36	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	2,354.75	Hedge Fund	High	New York	United States
382	West Family Investments, Inc.	0.00%	6,271	0	0.30	31-Dec-2021	13F	Investment Managers	Investment Advisor	353.53		High	Evanston	United States
383	Comerica, Inc.	0.00%	6,182	+0.01	0.35	31-Mar-2022	13F	Investment Managers	Bank and Trust	9,125.65	GARP	Low	Dallas	United States
384	BMO Global Asset Management	0.00%	6,100	0	0.29	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	36,871.13	Growth	Low	London	United Kingdom
385	Harvest Portfolios Group Inc	0.00%	6,100	0	0.29	31-Dec-2021	Aggregate MFs	Investment Managers	Investment Advisor	1,730.20		Low	Oakville	Canada
386	World Asset Management, Inc.	0.00%	6,100	0	0.29	31-Dec-2021	13F	Investment Managers	Investment Advisor	7,244.61	Index	Low	Detroit	United States
387	Yousif Capital Management LLC	0.00%	6,100	0	0.29	31-Dec-2021	13F	Investment Managers	Investment Advisor	9,664.42			Bloomfield Hills	United States
388	GRESHAM Banque Privée	0.00%	6,090	0	0.32	30-Jun-2021	Aggregate MFs	Investment Managers	Investment Advisor	359.97	Index		Paris	France
389	Evercore Wealth Management, LLC	0.00%	6,000	0	0.29	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	6,163.30	GARP	Low	New York	United States
390	BlackRock Investment Management (Australia) Ltd.	0.00%	5,895	+0.00	0.33	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	61,546.32	Index	Low	Melbourne	Australia
391	IST Investmentstiftung	0.00%	5,748	+0.00	0.33	31-Mar-2022	Aggregate MFs	Investment Managers	Foundation	2,251.40	Core Value	Low	Zurich	Switzerland
392	Barclays Bank PLC	0.00%	5,703	0	0.27	31-Dec-2021	13F	Investment Managers	Investment Advisor	116,641.68	Broker-Dealer	Low	London	United Kingdom
393	The Institute for Wealth Management, LLC	0.00%	5,681	0	0.32	31-Mar-2022	13F	Investment Managers	Investment Advisor	613.79		Low	Denver	United States
394	HSBC Global Asset Management (International) Limited	0.00%	5,669	0	0.27	31-Dec-2021	13F	Investment Managers	Investment Advisor	392.70	Core Growth	Low	St. Helier	Jersey
395	HSBC Global Asset Management Deutschland GmbH	0.00%	5,669	0	0.27	31-Dec-2021	13F	Investment Managers	Investment Advisor	2,831.20	Core Value	Low	Düsseldorf	Germany
396	Banque Lombard Odier & Cie SA	0.00%	5,650	0	0.27	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	6,731.24	Core Growth	Moderate	Geneva	Switzerland
397	ARCA Fondi SGR S.p.A	0.00%	5,611	0	0.32	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	11,798.04		Moderate	Milan	Italy
398	Centre Asset Management, LLC	0.00%	5,582	+0.00	0.32	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	340.09	Hedge Fund	Moderate	New York	United States

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Investor #	Investor Name	% Outstanding	Position (M)	Position Change (M)	Value ($, M)	Filing Date	Filing Source	Investor Type	Investor Sub-Type	Equity Assets ($, M)	Investment Style	Turnover	City	Country/Region
		31-Mar-2022	44,651	31-Mar-2022	31-Mar-2022	31-Mar-2022	31-Mar-2022					31-Mar-2022		
399	LMCG Investments, LLC	0.00%	5,534	0	0.26	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	4,914.08	Growth	Low	Boston	United States
400	Sequoia Vermogensbeheer N.V.	0.00%	5,500	0	0.28	28-Feb-2022	Aggregate MFs	Investment Managers	Investment Advisor	63.55		Low	Nijmegen	Netherlands
401	Franklin Equity Group	0.00%	5,395	0	0.26	31-Dec-2021	13F	Investment Managers	Investment Advisor	20,691.92	Core Growth	Low	New York	United States
402	INVESCO Asset Management (Japan) Ltd.	0.00%	5,390	0	0.26	31-Dec-2021	13F	Investment Managers	Investment Advisor	6,928.46	Yield	Moderate	Minato-ku (Tokyo)	Japan
403	MBB Public Markets I LLC	0.00%	5,383	0	0.26	31-Dec-2021	13F	Investment Managers	Investment Advisor	4,948.33			Chicago	United States
404	Raymond James Trust N.A.	0.00%	5,306	0	0.25	31-Dec-2021	13F	Investment Managers	Bank and Trust	3,362.43	Yield	Low	St. Petersburg	United States
405	CIGNA Investments, Inc.	0.00%	5,294	0	0.25	31-Dec-2021	13F	Investment Managers	Investment Advisor	1,317.81	Core Growth	Low	Bloomfield	United States
406	Swiss Rock Asset Management AG	0.00%	5,200	0	0.25	31-Dec-2021	Aggregate MFs	Investment Managers	Investment Advisor	712.82	Deep Value	Low	Zurich	Switzerland
407	Bridgewater Associates, LP	0.00%	5,183	0	0.25	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	17,208.95	Hedge Fund	Moderate	Westport	United States
408	Peak 6 Capital Management, LLC	0.00%	5,117	0	0.24	31-Dec-2021	13F	Investment Managers	Investment Advisor	3,558.48		High	Chicago	United States
409	BNP Paribas Asset Management UK Limited	0.00%	5,023	+0.00	0.28	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	33,644.15	GARP	Moderate	London	United Kingdom
410	IndexIQ Advisors LLC	0.00%	5,022	-0.00	0.28	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	4,156.11	Index	Moderate	New York	United States
411	DBX Advisors LLC.	0.00%	5,021	0	0.24	31-Dec-2021	13F	Investment Managers	Investment Advisor	12,510.70		Low	New York	United States
412	Cockwell (Jack L)	0.00%	5,000	0	0.28	03-Mar-2022	Proxy-CA	Strategic Entities	Individual Investor	852.52		Low		Canada
413	MLC Investments Limited	0.00%	4,967	0	0.23	30-Nov-2020	Aggregate MFs	Investment Managers	Pension Fund	3,277.59	Growth	Low	Sydney	Australia
414	Wetherby Asset Management, Inc.	0.00%	4,770	0	0.23	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	1,772.17	Growth	Low	San Francisco	United States
415	Strategic Wealth Partners, Ltd.	0.00%	4,750	0	0.23	31-Dec-2021	13F	Investment Managers	Investment Advisor	527.56		Moderate	Independence	United States
416	Oppenheimer Asset Management Inc.	0.00%	4,700	0	0.22	31-Dec-2021	13F	Investment Managers	Investment Advisor	17,663.30	Core Value	Low	New York	United States
417	SEI Investments Management Corporation	0.00%	4,523	0	0.22	31-Dec-2021	13F	Investment Managers	Investment Advisor	63,856.19	Specialty	Low	Oaks	United States
418	Vestmark Advisory Solutions, Inc	0.00%	4,463	+0.00	0.25	31-Mar-2022	13F	Investment Managers	Investment Advisor	1,772.13		Low	Washington	United States
419	Campbell & Company, Inc.	0.00%	4,450	0	0.21	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	311.43	Hedge Fund	High	Baltimore	United States
420	Old Mutual Investment Group (South Africa) (Pty) Limited	0.00%	4,450	0	0.21	31-Dec-2021	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	8,998.94	GARP	Moderate	Pinelands	South Africa
421	Stone Asset Management Limited	0.00%	4,397	0	0.25	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	442.61	Growth	Low	Toronto	Canada
422	Advisor Partners, LLC	0.00%	4,330	-0.00	0.25	31-Mar-2022	13F	Investment Managers	Investment Advisor/Hedge Fund	1,657.49	Core Growth	Low	Walnut Creek	United States
423	BG Fund Management Luxembourg S.A.	0.00%	4,222	+0.00	0.24	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	4,499.18	Core Growth	High	Luxembourg	Luxembourg
424	Avantax Advisory Services, Inc.	0.00%	4,202	+0.00	0.24	31-Mar-2022	13F	Investment Managers	Investment Advisor	6,628.19		Low	Irving	United States
425	DWS Investment Management Americas, Inc.	0.00%	4,057	0	0.19	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	27,081.71	Core Value	Low	New York	United States
426	Sydbank	0.00%	3,884	-0.00	0.22	31-Mar-2022	Aggregate MFs	Investment Managers	Bank and Trust	1,828.95	Core Growth	Moderate	sAabenraa	Denmark
427	Union Investment Privatfonds GmbH	0.00%	3,787	0	0.18	30-Sep-2021	Aggregate MFs	Investment Managers	Investment Advisor	99,500.98	Core Growth	Low	Frankfurt	Germany
428	Sigma Planning Corporation	0.00%	3,670	+0.00	0.21	31-Mar-2022	13F	Investment Managers	Investment Advisor	3,326.40		Low	Ann Arbor	United States
429	State Street Global Advisors (Japan) Co., Ltd.	0.00%	3,659	0	0.16	30-Nov-2021	Aggregate MFs	Investment Managers	Investment Advisor	6,260.48	Index	Low	Minato-ku (Tokyo)	Japan
430	VP Bank (Schweiz) AG	0.00%	3,655	0	0.19	28-Feb-2022	Aggregate MFs	Investment Managers	Bank and Trust	144.48	Core Value	Low	Zurich	Switzerland
431	Adroit Investment Management, Ltd.	0.00%	3,649	-0.00	0.21	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	57.62	Yield	Low	Edmonton	Canada
432	Samsung Asset Management Co., Ltd.	0.00%	3,572	0	0.18	28-Feb-2022	Aggregate MFs	Investment Managers	Investment Advisor	18,876.85	Core Value	Moderate	Seoul	South Korea
433	Signaturefd, LLC	0.00%	3,558	0	0.17	31-Dec-2021	13F	Investment Managers	Investment Advisor	3,252.56	Yield	Low	Atlanta	United States
434	Gulf International Bank (UK) Limited	0.00%	3,548	0	0.17	31-Dec-2021	13F	Investment Managers	Investment Advisor	7,286.91	Core Value	Low	London	United Kingdom
435	Bâloise Asset Management	0.00%	3,514	0	0.20	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	2,094.18	Core Growth	Low	Basel	Switzerland

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		31-Mar-2022	44,651	31-Mar-2022	31-Mar-2022	31-Mar-2022	31-Mar-2022					31-Mar-2022		
436	Acker Finley, Inc.	0.00%	3,500	0	0.19	30-Jun-2021	Aggregate MFs	Investment Managers	Investment Advisor	53.52	Core Value		Toronto	Canada
437	abrdn Asia Limited	0.00%	3,472	0	0.15	28-Feb-2021	Aggregate MFs	Investment Managers	Investment Advisor	13,728.08	GARP	Low	Singapore	Singapore
438	Migros Bank Asset Management	0.00%	3,418	0	0.16	31-Dec-2021	Aggregate MFs	Investment Managers	Investment Advisor	3,383.98	Core Growth	Low	Zurich	Switzerland
439	GAM International Management Ltd.	0.00%	3,404	0	0.17	31-Jan-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	7,547.46	Global Macro	Moderate	London	United Kingdom
440	AXA-SPDB Investment Managers Co., Ltd.	0.00%	3,400	0	0.17	31-Jan-2022	Aggregate MFs	Investment Managers	Investment Advisor	1,644.66			Shanghai	China (Mainland)
441	Security Kapitalanlage AG	0.00%	3,316	0	0.17	31-Jan-2022	Aggregate MFs	Investment Managers	Investment Advisor	2,324.54	Index	Low	Graz	Austria
442	Asset Management One Co., Ltd.	0.00%	3,308	0	0.17	31-May-2021	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	75,246.64	Growth	Low	Chiyoda-ku (Tokyo)	Japan
443	Kathrein Privatbank Aktiengesellschaft	0.00%	3,066	0	0.16	31-Jan-2022	Aggregate MFs	Investment Managers	Bank and Trust	314.60	Core Growth	Moderate	Vienna	Austria
444	J.P. Morgan Securities plc	0.00%	3,055	0	0.15	31-Dec-2021	13F	Brokerage Firms	Research Firm	10,283.02	Broker-Dealer	Moderate	London	United Kingdom
445	Covington Capital Management	0.00%	3,000	0	0.14	31-Dec-2021	13F	Investment Managers	Investment Advisor	2,896.26	Core Value	Low	Los Angeles	United States
446	ProVidens Vermögensmanagement GmbH	0.00%	3,000	0	0.15	31-Jan-2022	Aggregate MFs	Investment Managers	Investment Advisor	46.56		Moderate	Frankfurt	Germany
447	Mitsubishi UFJ Kokusai Asset Management Co., Ltd.	0.00%	2,977	-0.00	0.17	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	76,117.89	Core Growth	Low	Chiyoda-ku (Tokyo)	Japan
448	Tower Research Capital LLC	0.00%	2,974	0	0.14	31-Dec-2021	13F	Investment Managers	Hedge Fund	5,778.34	Hedge Fund	High	New York	United States
449	InsingerGilissen Bankiers N.V.	0.00%	2,949	0	0.13	30-Nov-2021	Aggregate MFs	Investment Managers	Bank and Trust	1,304.75	Core Value	Low	Amsterdam	Netherlands
450	Evangelische Bank eG	0.00%	2,820	0	0.11	30-Jun-2020	Aggregate MFs	Investment Managers	Investment Advisor	49.57			Kassel	Germany
451	HOOPP Investment Management	0.00%	2,761	0	0.13	31-Dec-2021	13F	Investment Managers	Pension Fund	46,846.08	GARP	High	Toronto	Canada
452	Momentum Global Investment Management Limited	0.00%	2,654	0	0.15	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	4,089.86	GARP	Low	London	United Kingdom
453	JPMorgan Asset Management (Japan) Limited	0.00%	2,605	0	0.12	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	8,112.96	GARP	Low	Chiyoda-ku (Tokyo)	Japan
454	Goldman Sachs Asset Management International	0.00%	2,600	0	0.15	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	43,894.89	Growth	Moderate	London	United Kingdom
455	Columbia Threadneedle Investments (US)	0.00%	2,571	0	0.12	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	349,385.78	Core Value	Low	Boston	United States
456	Advisor Group, Inc	0.00%	2,544	0	0.12	31-Dec-2021	13F	Investment Managers	Investment Advisor	53,497.87		Low	New York	United States
457	State Street Global Advisors Australia Ltd.	0.00%	2,490	0	0.14	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	25,966.43	Index	Moderate	Sydney	Australia
458	UBS (Luxembourg) S.A.	0.00%	2,433	0	0.11	31-Mar-2021	Aggregate MFs	Investment Managers	Investment Advisor	1,376.26	Core Value	Low	Luxembourg	Luxembourg
459	Captor Investment Management AB	0.00%	2,415	0	0.14	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	81.85			Stockholm	Sweden
460	Principal Global Investors (Equity)	0.00%	2,395	0	0.12	28-Feb-2022	Aggregate MFs	Investment Managers	Investment Advisor	201,555.27	Core Growth	Low	Des Moines	United States
461	NS Partners Ltd.	0.00%	2,364	0	0.10	28-Feb-2021	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	3,091.46	Growth	Low	London	United Kingdom
462	Quadrant Family Wealth Advisors	0.00%	2,287	0	0.11	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	838.41	Hedge Fund	Low	Cincinnati	United States
463	McIlrath & Eck, LLC	0.00%	2,244	0	0.11	31-Dec-2021	13F	Investment Managers	Investment Advisor	369.90		Low	Arlington	United States
464	Davy Global Fund Management Limited	0.00%	2,199	0	0.11	28-Feb-2022	Aggregate MFs	Investment Managers	Investment Advisor	3,412.22	Core Growth	Low	Dublin	Ireland
465	Osmosis Investment Management LLP	0.00%	2,199	0	0.10	31-Dec-2021	Aggregate MFs	Investment Managers	Investment Advisor	999.78		Low	London	United Kingdom
466	Vontobel Asset Management AG	0.00%	2,122	0	0.10	31-Dec-2021	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	20,194.38	Hedge Fund	Moderate	Zurich	Switzerland
467	Quoniam Asset Management GmbH	0.00%	2,114	0	0.10	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	5,670.71	Yield	Moderate	Frankfurt	Germany
468	EB - Sustainable Investment Management GmbH	0.00%	2,100	0	0.11	31-Jan-2022	Aggregate MFs	Investment Managers	Investment Advisor	218.25		Moderate	Kassel	Germany
469	Gudme Raaschou Fondsmæglerselskab A/S	0.00%	2,090	0	0.12	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	493.18	Growth	Low	Copenhagen	Denmark
470	CAPTRUST Financial Advisors	0.00%	2,000	0	0.10	31-Dec-2021	13F	Investment Managers	Investment Advisor	15,084.60	Yield	Low	Raleigh	United States

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		31-Mar-2022	44,651	31-Mar-2022	31-Mar-2022	31-Mar-2022	31-Mar-2022					31-Mar-2022		
471	BlackRock Asset Management North Asia Limited	0.00%	1,999	0	0.09	31-Mar-2021	Aggregate MFs	Investment Managers	Investment Advisor	21,626.49	Index	Moderate	Central (Hong Kong)	Hong Kong
472	Assetmark, Inc.	0.00%	1,901	0	0.09	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	25,231.94	GARP	Moderate	Concord	United States
473	SG Value Partners AG	0.00%	1,900	0	0.10	31-May-2021	Aggregate MFs	Investment Managers	Investment Advisor	126.97			Zurich	Switzerland
474	Guggenheim Investments	0.00%	1,823	0	0.09	28-Feb-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	21,480.15	Core Value	Low	Rockville	United States
475	Great-West Lifeco Inc.	0.00%	1,799	0	0.10	30-Jun-2021	Aggregate MFs	Investment Managers	Insurance Company	76.27			Toronto	Canada
476	Mirae Asset Global Investments Co., Ltd.	0.00%	1,786	0	0.09	30-Jun-2021	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	22,311.63	Core Value	Moderate	Seoul	South Korea
477	Macquarie Investment Management Austria Kapitalanlage AG	0.00%	1,779	0	0.08	31-Dec-2021	13F	Investment Managers	Investment Advisor	3,359.15	Core Growth	Low	Vienna	Austria
478	Kerr (John C)	0.00%	1,673	+0.00	0.09	03-Mar-2022	Proxy-CA	Strategic Entities	Individual Investor	0.09				Canada
479	Clearstead Advisors LLC	0.00%	1,649	0	0.08	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	1,465.97		Low	Cleveland	United States
480	Dimensional Fund Advisors Canada ULC	0.00%	1,600	0	0.08	31-Jan-2022	Aggregate MFs	Investment Managers	Investment Advisor	246.13	Index	Low	Vancouver	Canada
481	Research Affiliates, LLC	0.00%	1,577	0	0.07	30-Nov-2021	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	18,745.74	Income Value	Moderate	Newport Beach	United States
482	Siemens Fonds Invest GmbH	0.00%	1,559	0	0.09	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	3,183.56	Core Growth	Low	Munich	Germany
483	MEAG Munich ERGO Kapitalanlagegesellschaft mbH	0.00%	1,500	-0.00	0.08	31-Mar-2022	13F	Investment Managers	Investment Advisor	4,398.74	Core Value	Moderate	Munich	Germany
484	Staffieri, Anthony	0.00%	1,468	+0.00	0.08	03-Mar-2022	Proxy-CA	Strategic Entities	Individual Investor	0.08				Canada
485	Avantis Investors	0.00%	1,465	+0.00	0.08	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	6,821.94	Growth	Moderate	Los Angeles	United States
486	Kredietrust Luxembourg S.A.	0.00%	1,451	0	0.07	31-Jan-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	1,573.60	Core Growth	Moderate	Luxembourg	Luxembourg
487	Exchange Traded Concepts, LLC	0.00%	1,401	0	0.07	28-Feb-2022	Aggregate MFs	Investment Managers	Investment Advisor	6,194.28	Core Growth	High	Oklahoma City	United States
488	Nelson, Van Denburg & Campbell Wealth Management Group, LLC	0.00%	1,389	0	0.07	31-Dec-2021	13F	Investment Managers	Investment Advisor	1,211.38		Low	Omaha	United States
489	CA Indosuez (Switzerland) S.A.	0.00%	1,361	0	0.06	31-Dec-2021	13F	Investment Managers	Bank and Trust	1,168.86	GARP	Low	Geneva	Switzerland
490	Nikko Asset Management Co., Ltd.	0.00%	1,295	+0.00	0.07	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	122,195.04	Core Growth	Low	Minato-ku (Tokyo)	Japan
491	Cornerstone Advisors, Inc. (WA)	0.00%	1,269	0	0.05	30-Sep-2020	13F	Investment Managers	Investment Advisor	935.56	Yield		Bellevue	United States
492	Aberdeen Asset Investments Limited	0.00%	1,166	0	0.06	31-Dec-2021	Aggregate MFs	Investment Managers	Investment Advisor	65,281.74	Core Growth	Moderate	London	United Kingdom
493	Athena Capital Advisors LLC	0.00%	1,150	0	0.05	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	1,686.02	GARP	Low	Lincoln	United States
494	Collin (Myrianne)	0.00%	1,094	0	0.06	24-Feb-2022	SEDI	Strategic Entities	Individual Investor					Canada
495	Spire Wealth Management, LLC	0.00%	1,084	-0.00	0.06	31-Mar-2022	13F	Investment Managers	Investment Advisor	3,724.50		Low	Reston	United States
496	BNP Paribas Luxembourg	0.00%	1,039	+0.00	0.06	31-Mar-2022	Aggregate MFs	Investment Managers	Bank and Trust	1,079.48	GARP	High	Luxembourg	Luxembourg
497	EverSource Wealth Advisors, LLC	0.00%	1,032	0	0.05	31-Dec-2021	13F	Investment Managers	Investment Advisor	357.13			Birmingham	United States
498	Innes, Jan Leslie	0.00%	969	+0.00	0.05	03-Mar-2022	Proxy-CA	Strategic Entities	Individual Investor	0.05				Canada
499	Fidelity International	0.00%	959	0	0.05	31-Dec-2021	13F	Investment Managers	Investment Advisor	183,381.90	Core Growth	Low	London	United Kingdom
500	GAM (Luxembourg) S.A.	0.00%	959	0	0.05	31-Jan-2022	Aggregate MFs	Investment Managers	Investment Advisor	1,507.07		Moderate	Luxembourg	Luxembourg
501	Lind (Philip Bridgman)	0.00%	926	0	0.05	03-Mar-2022	Proxy-CA	Strategic Entities	Individual Investor	21.80				Canada
502	Agincourt Capital Management, L.L.C.	0.00%	900	0	0.04	31-Dec-2020	Aggregate MFs	Investment Managers	Investment Advisor	328.42	Yield	Low	Richmond	United States
503	Anima SGR S.p.A.	0.00%	878	0	0.04	30-Sep-2021	Aggregate MFs	Investment Managers	Investment Advisor	24,543.74	Core Growth	Low	Milan	Italy
504	Parallel Advisors, LLC	0.00%	831	-0.00	0.05	31-Mar-2022	13F	Investment Managers	Investment Advisor	2,691.41		Low	San Francisco	United States
505	MLC Asset Management	0.00%	815	0	0.04	30-Nov-2020	Aggregate MFs	Investment Managers	Investment Advisor	10,015.98		Low	Sydney	Australia
506	SEAMARK Asset Management Ltd.	0.00%	800	0	0.04	28-Feb-2022	Aggregate MFs	Investment Managers	Investment Advisor	5.07	Core Growth	Low	Halifax	Canada
507	ProShare Advisors LLC	0.00%	795	0	0.04	31-Dec-2021	Aggregate MFs	Investment Managers	Investment Advisor	51,441.61	Index	Low	Bethesda	United States
508	Valley National Advisers Inc.	0.00%	779	0	0.04	31-Dec-2021	13F	Investment Managers	Investment Advisor	542.02		Low	Bethlehem	United States
509	FTC Capital GmbH	0.00%	778	0	0.04	28-Feb-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	13.31	Hedge Fund	High	Vienna	Austria
510	Stonehage Fleming Financial Services Holdings, Ltd.	0.00%	764	0	0.04	31-Dec-2021	13F	Investment Managers	Investment Advisor	3,653.51			Liverpool	United States

Investor #	Investor Name	% Outstanding	Position (M)	Position Change (M)	Value ($, M)	Filing Date	Filing Source	Investor Type	Investor Sub-Type	Equity Assets ($, M)	Investment Style	Turnover	City	Country/Region
		31-Mar-2022	44,651	31-Mar-2022	31-Mar-2022	31-Mar-2022	31-Mar-2022					31-Mar-2022		
511	Eastspring Investments (Singapore) Limited	0.00%	755	0	0.03	30-Nov-2021	Aggregate MFs	Investment Managers	Investment Advisor	16,639.51	Core Value	Moderate	Singapore	Singapore
512	Winton Capital Management Ltd.	0.00%	723	0	0.03	28-Feb-2021	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	1,682.17	Hedge Fund	High	London	United Kingdom
513	Kestrel Partners LLP	0.00%	703	0	0.03	31-Dec-2020	Aggregate MFs	Investment Managers	Investment Advisor	474.95		Low	London	United Kingdom
514	Washington Trust Advisors, Inc.	0.00%	684	0	0.03	31-Dec-2021	13F	Investment Managers	Investment Advisor	1,477.62			Wellesley	United States
515	Invesco Hong Kong Limited	0.00%	627	0	0.03	31-Dec-2021	13F	Investment Managers	Investment Advisor	6,381.51	GARP	Moderate	Central (Hong Kong)	Hong Kong
516	Banque Cantonale Vaudoise	0.00%	600	0	0.03	31-Dec-2021	13F	Investment Managers	Bank and Trust	7,879.33	Core Growth	Moderate	Lausanne	Switzerland
517	Endurance Wealth Management, Inc.	0.00%	600	0	0.03	31-Mar-2022	13F	Investment Managers	Investment Advisor	772.41	Core Growth	Low	Providence	United States
518	Monetary Management Group, Inc.	0.00%	600	0	0.03	31-Dec-2021	13F	Investment Managers	Investment Advisor	404.20	Core Growth	Low	St. Louis	United States
519	Wells Fargo Bank, N.A.	0.00%	600	0	0.03	31-Dec-2021	13F	Investment Managers	Bank and Trust	74,762.31	Core Value	Low	San Francisco	United States
520	BMO Family Office, LLC	0.00%	590	0	0.03	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	2,963.41	Core Growth	Low	Palo Alto	United States
521	Finlabo SIM S.p. A.	0.00%	580	0	0.03	28-Feb-2022	Aggregate MFs	Investment Managers	Investment Advisor	90.32		High	Recanati	Italy
522	FIL Investments (Japan) Limited	0.00%	518	0	0.02	31-Dec-2021	Aggregate MFs	Investment Managers	Investment Advisor	12,689.07	GARP	Low	Minato-ku (Tokyo)	Japan
523	Fuller (David G)	0.00%	511	0	0.02	31-Mar-2021	Canadian Insider - Initial Sedi Report	Strategic Entities	Individual Investor	0.28		High		Canada
524	Kistler-Tiffany Advisors	0.00%	500	0	0.02	31-Dec-2021	13F	Investment Managers	Investment Advisor	511.39	Core Growth	Low	Berwyn	United States
525	Deutsche Asset Management Americas	0.00%	498	0	0.02	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	35,415.76	Core Growth	Moderate	New York	United States
526	AIA Investment Management Private Limited	0.00%	489	0	0.02	30-Sep-2020	13F	Investment Managers	Investment Advisor	495.88		Low	Singapore	Singapore
527	J.P. Morgan Securities LLC	0.00%	486	0	0.02	31-Dec-2021	13F	Brokerage Firms	Research Firm	47,029.02	Broker-Dealer	Moderate	New York	United States
528	Wilmington Trust Investment Advisors, Inc.	0.00%	484	0	0.02	31-Dec-2021	13F	Investment Managers	Investment Advisor	4,298.55	Core Value	Moderate	Baltimore	United States
529	Chilton Capital Management, LLC	0.00%	450	0	0.02	31-Dec-2021	13F	Investment Managers	Investment Advisor	1,962.55	Core Growth	Low	Houston	United States
530	MainStreet Advisors	0.00%	446	0	0.02	31-Dec-2021	13F	Investment Managers	Investment Advisor	26,878.86		Low	Chicago	United States
531	Rafferty Asset Management LLC	0.00%	431	-0.00	0.02	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	33,116.98	Growth	Moderate	New York	United States
532	Kopernik Global Investors, LLC	0.00%	418	0	0.02	31-Mar-2021	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	4,274.01	Hedge Fund	Low	Tampa	United States
533	PanAgora Asset Management Inc.	0.00%	369	0	0.02	31-Dec-2021	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	19,014.24	GARP	Moderate	Boston	United States
534	Steward Partners Investment Advisory, LLC	0.00%	338	0	0.02	31-Dec-2021	13F	Investment Managers	Investment Advisor	6,577.38		Low	Clearwater	United States
535	Evolve Funds Group Inc	0.00%	328	0	0.02	28-Feb-2022	Aggregate MFs	Investment Managers	Investment Advisor	875.36		Low	Toronto	Canada
536	Glassman Wealth Services LLC	0.00%	302	-0.00	0.02	31-Mar-2022	13F	Investment Managers	Investment Advisor	511.11		Low	Vienna	United States
537	Carroll Financial Associates, Inc.	0.00%	301	0	0.01	31-Dec-2021	13F	Investment Managers	Investment Advisor	1,873.35	Yield	Low	Charlotte	United States
538	The Capital Advisory Group Advisory Services, LLC	0.00%	300	+0.00	0.02	31-Mar-2022	13F	Investment Managers	Investment Advisor	233.33		Moderate	Bloomington	United States
539	Concord Wealth Partners	0.00%	283	0	0.02	31-Mar-2022	13F	Investment Managers	Investment Advisor	386.40		Moderate	Abingdon	United States
540	RoseCap Investment Advisors, LLC	0.00%	281	0	0.02	31-Mar-2022	13F	Investment Managers	Investment Advisor	286.36		Low	Grand Junction	United States
541	Covestor, Ltd.	0.00%	269	0	0.01	31-Dec-2021	13F	Investment Managers	Investment Advisor	71.15			Boston	United States
542	Janiczek Wealth Management	0.00%	265	0	0.01	31-Dec-2021	13F	Investment Managers	Investment Advisor	333.54		Low	Denver	United States
543	Arabesque Asset Management Ltd	0.00%	262	0	0.01	31-Dec-2021	Aggregate MFs	Investment Managers	Investment Advisor	437.13		High	London	United Kingdom
544	Mid-Continent Capital, LLC	0.00%	250	0	0.01	31-Dec-2021	13F	Investment Managers	Investment Advisor	2,656.02	Core Growth	Low	Chicago	United States
545	Lindbrook Capital, LLC	0.00%	233	0	0.01	31-Mar-2022	13F	Investment Managers	Investment Advisor	647.64		Low	Calabasas	United States
546	T. Rowe Price International (UK) Ltd.	0.00%	230	0	0.01	31-Dec-2021	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	61,361.11	GARP	Low	London	United Kingdom
547	Ellis Investment Partners, LLC	0.00%	227	0	0.01	31-Dec-2021	13F	Investment Managers	Investment Advisor	435.91		Low	Berwyn	United States
548	UMB Bank, NA	0.00%	216	0	0.01	31-Mar-2022	13F	Investment Managers	Bank and Trust	7,557.05		Low	Kansas City	United States

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		31-Mar-2022	44,651	31-Mar-2022	31-Mar-2022	31-Mar-2022	31-Mar-2022					31-Mar-2022		
549	T. Rowe Price Associates, Inc.	0.00%	205	0	0.01	31-Dec-2021	Aggregate MFs	Investment Managers	Investment Advisor	1,378,927.99	GARP	Low	Baltimore	United States
550	Franklin Templeton Investment Management Ltd.	0.00%	200	0	0.01	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	3,813.83	Core Value	Moderate	Edinburgh	United Kingdom
551	Sumitomo Mitsui Trust Asset Management Co., Ltd.	0%	181	0	0.01	31-May-2021	Aggregate MFs	Investment Managers	Investment Advisor	99,027.58	Core Growth	Low	Minato-ku (Tokyo)	Japan
552	BlackRock Asset Management Ireland Limited	0%	177	0	0.01	30-Sep-2021	Aggregate MFs	Investment Managers	Investment Advisor	271,582.70	Index	Low	Dublin	Ireland
553	Zions Capital Advisors, Inc.	0%	172	0	0.01	31-Dec-2021	13F	Investment Managers	Investment Advisor	1,131.45		Low	Salt Lake City	United States
554	Nomura Asset Management Singapore Ltd.	0%	154	0	0.01	28-Feb-2021	Aggregate MFs	Investment Managers	Investment Advisor	2,022.73	Core Growth	Low	Singapore	Singapore
555	Legal & General Investment Management America Inc.	0%	142	0	0.01	31-Dec-2021	Aggregate MFs	Investment Managers	Investment Advisor	38,673.70	Core Value	High	Chicago	United States
556	Amplius Wealth Advisors, LLC	0%	141	0	0.01	31-Dec-2021	13F	Investment Managers	Investment Advisor	725.32			Blue Bell	United States
557	Les Fils Dreyfus & Cie SA, Banquiers	0%	137	+0.00	0.01	31-Mar-2022	Aggregate MFs	Investment Managers	Bank and Trust	728.70	Growth	Low	Basel	Switzerland
558	Optiver Holding B.V.	0%	123	0	0.01	31-Dec-2021	13F	Investment Managers	Investment Advisor	2,309.58		High	Amsterdam	Netherlands
559	Norinchukin Zenkyoren Asset Management Co., Ltd.	0%	112	0	0.01	30-Sep-2021	Aggregate MFs	Investment Managers	Investment Advisor	5,235.92	Core Value	Low	Chiyoda-ku (Tokyo)	Japan
560	Atlas Capital Advisors LLC	0%	100	0	0.00	31-Dec-2021	13F	Investment Managers	Investment Advisor	670.26		Low	San Francisco	United States
561	Central Bank & Trust Company	0%	100	0	0.01	31-Mar-2022	13F	Investment Managers	Bank and Trust	626.57	Core Growth	Low	Lexington	United States
562	First Sentier Investments (U.K.) Ltd	0%	100	0	0.01	30-Jun-2021	Aggregate MFs	Investment Managers	Investment Advisor	3,624.72		Low	London	United Kingdom
563	FNY Investment Advisers LLC	0%	100	+0.00	0.01	31-Mar-2022	13F	Investment Managers	Investment Advisor/Hedge Fund	183.78	Hedge Fund	High	New York	United States
564	Northwestern Mutual Capital, LLC	0%	92	0	0.00	31-Dec-2021	13F	Investment Managers	Investment Advisor	61,285.56	Core Growth	Low	Milwaukee	United States
565	PIMCO Europe Ltd.	0%	90	0	0.00	30-Sep-2020	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	8,413.53	Hedge Fund	Moderate	London	United Kingdom
566	Carson Wealth Management Group	0%	83	+0.00	0.00	31-Mar-2022	13F	Investment Managers	Investment Advisor	14,094.17	Growth	Low	Omaha	United States
567	Impact Shares, Corp.	0%	81	+0.00	0.00	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	84.28		Moderate	Frisco	United States
568	First Horizon Advisors, Inc.	0%	63	0	0.00	31-Dec-2021	13F	Investment Managers	Investment Advisor	3,312.28	Core Value	Low	Chattanooga	United States
569	KB Asset Management Co., Ltd.	0%	56	0	0.00	30-Jun-2020	Aggregate MFs	Investment Managers	Investment Advisor	4,990.67	GARP	Moderate	Seoul	South Korea
570	Vectors Research Management, LLC	0%	54	0	0.00	31-Dec-2021	13F	Investment Managers	Hedge Fund	474.00	Hedge Fund	Low	New York	United States
571	AXA Investment Managers Deutschland GmbH	0%	52	0	0.00	31-Dec-2021	Aggregate MFs	Investment Managers	Investment Advisor	2,536.87	Core Growth	High	Frankfurt	Germany
572	The MassMutual Trust Company, FSB	0%	52	0	0.00	31-Mar-2022	13F	Investment Managers	Investment Advisor	2,645.44	Growth	Low	Enfield	United States
573	BDO Wealth Advisors, LLC	0%	45	0	0.00	31-Dec-2021	13F	Investment Managers	Investment Advisor	944.60		Low	Jacksonville	United States
574	DWS Investments Hong Kong Limited	0%	38	0	0.00	31-Dec-2021	13F	Investment Managers	Investment Advisor	2,916.24		Moderate	Kowloon	Hong Kong
575	Resona Asset Management Co., Ltd.	0%	35	0	0.00	31-Jan-2021	Aggregate MFs	Investment Managers	Investment Advisor	1,346.90		Low	Chuo-ku (Tokyo)	Japan
576	Tokio Marine Asset Management Co., Ltd.	0%	32	0	0.00	31-Jan-2021	Aggregate MFs	Investment Managers	Investment Advisor	2,958.45	GARP	Low	Chiyoda-ku (Tokyo)	Japan
577	JFS Wealth Advisors, LLC	0%	31	0	0.00	31-Dec-2021	13F	Investment Managers	Investment Advisor	1,060.62		Moderate	Hermitage	United States
578	Quaestio Capital Management SGR S.p.A.	0%	30	0	0.00	28-Feb-2022	Aggregate MFs	Investment Managers	Investment Advisor	1,171.88		Low	Milan	Italy
579	Gemmer Asset Management LLC	0%	28	0	0.00	31-Mar-2022	13F	Investment Managers	Investment Advisor	813.69	GARP	Low	Walnut Creek	United States
580	Gradient Investments LLC	0%	28	0	0.00	31-Dec-2021	13F	Investment Managers	Investment Advisor	3,944.65	Core Growth	Moderate	Arden Hills	United States
581	Independent Financial Partners	0%	28	0	0.00	31-Dec-2021	13F	Investment Managers	Investment Advisor	2,236.84	Growth	Low	Tampa	United States
582	Cambridge Trust Company	0%	27	0	0.00	31-Dec-2021	13F	Investment Managers	Investment Advisor	3,101.10	Core Growth	Low	Cambridge	United States

Investor #	Investor Name	% Outstanding	Position (M)	Position Change (M)	Value ($, M)	Filing Date	Filing Source	Investor Type	Investor Sub-Type	Equity Assets ($, M)	Investment Style	Turnover	City	Country/Region
		31-Mar-2022	44,651	31-Mar-2022	31-Mar-2022	31-Mar-2022	31-Mar-2022					31-Mar-2022		
583	DIXON HUGHES GOODMAN WEALTH ADVISORS LLC	0%	26	0	0.00	31-Mar-2022	13F	Investment Managers	Investment Advisor	348.65		Low	Asheville	United States
584	Atticus Wealth Management, LLC	0%	23	+0.00	0.00	31-Mar-2022	13F	Investment Managers	Investment Advisor	273.85		Low	Atlanta	United States
585	Berman Capital Advisors, LLC	0%	15	0	0.00	30-Sep-2021	13F	Investment Managers	Investment Advisor	636.83		Low	Atlanta	United States
586	NEXT Financial Group, Inc.	0%	14	0	0.00	31-Dec-2021	13F	Investment Managers	Investment Advisor	1,518.74		Low	Houston	United States
587	Whittier Trust Company	0%	14	0	0.00	31-Mar-2022	13F	Investment Managers	Bank and Trust	6,154.14	Core Growth	Low	South Pasadena	United States
588	Bell Investment Advisors, Inc.	0%	13	0	0.00	31-Dec-2021	13F	Investment Managers	Investment Advisor	364.49	Growth	Low	Oakland	United States
589	Private Ocean, LLC	0%	4	+0.00	0.00	31-Mar-2022	13F	Investment Managers	Investment Advisor	854.32		Low	San Rafael	United States
590	Rise Advisors, LLC	0%	2	0	0.00	31-Mar-2022	13F	Investment Managers	Investment Advisor	111.28			Rochester	United States
591	Nomura Asset Management (UK) Ltd.	0%	1	0	0.00	31-Dec-2020	Aggregate MFs	Investment Managers	Investment Advisor	4,812.06	Core Growth	Low	London	United Kingdom
592	1919 Investment Counsel, LLC	0%	0	0	0	30-Sep-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	16,649.70	GARP	Low	Baltimore	United States
593	Achmea Investment Management B.V.	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Investment Advisor	2,514.61	Growth	High	Zeist	Netherlands
594	Advisory Services Network, LLC	0%	0	0	0	30-Jun-2020	13F	Investment Managers	Investment Advisor	3,475.98		Low	Atlanta	United States
595	AGF Investments Inc.	0%	0	0	0	31-Dec-2020	13F	Investment Managers	Investment Advisor	16,876.34	GARP	Low	Toronto	Canada
596	Aigen Investment Management, LP	0%	0	0	0	30-Jun-2021	13F	Investment Managers	Investment Advisor	1,654.40		High	New York	United States
597	Allianz Global Investors Asia Pacific Limited	0%	0	0	0	30-Jun-2020	13F	Investment Managers	Investment Advisor/Hedge Fund	10,783.58	Growth	Low	Central (Hong Kong)	Hong Kong
598	Allianz Global Investors Japan Co., Ltd.	0%	0	0	0	31-Dec-2020	13F	Investment Managers	Investment Advisor	531.49		High	Minato-ku (Tokyo)	Japan
599	Allianz Global Investors U.S. LLC	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	72,194.84	Core Growth	Low	San Diego	United States
600	Allspring Global Investments, LLC	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	112,937.80	Core Value	Low	San Francisco	United States
601	AMF Tjänstepension AB	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Pension Fund	45,401.79	Growth	Low	Stockholm	Sweden
602	AMP Capital Investors Limited	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	4,929.48	Yield	Moderate	Sydney	Australia
603	Ancora Advisors, L.L.C.	0%	0	0	0	30-Sep-2020	13F	Investment Managers	Investment Advisor/Hedge Fund	4,152.91	Core Value	Low	Cleveland	United States
604	Andra AP-Fonden	0%	0	0	0	30-Sep-2021	13F	Investment Managers	Pension Fund	6,485.59	Income Value	Low	Gothenburg	Sweden
605	Arden Trust Co	0%	0	0	0	30-Sep-2020	13F	Investment Managers	Investment Advisor	510.63		Low	Wilmington	United States
606	Arete Ethik Invest AG	0%	0	0	0	30-Sep-2020	Aggregate MFs	Investment Managers	Investment Advisor	77.95	GARP	High	Zurich	Switzerland
607	Argenta Asset Management SA	0%	0	0	0	31-Dec-2020	Aggregate MFs	Investment Managers	Investment Advisor	8,113.14	Growth	Moderate	Luxembourg	Luxembourg
608	Arkadios Wealth Advisors LLC	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Investment Advisor	745.24		Moderate	Atlanta	United States
609	Arnhold LLC	0%	0	0	0	30-Jun-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	894.32	Hedge Fund		New York	United States
610	Arrow Capital Management Inc.	0%	0	0	0	31-Jan-2021	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	640.21	Hedge Fund	High	Toronto	Canada
611	Arrowstreet Capital, Limited Partnership	0%	0	0	0	30-Sep-2020	13F	Investment Managers	Investment Advisor/Hedge Fund	86,888.25	Hedge Fund	Moderate	Boston	United States
612	Artico Partners AG	0%	0	0	0	31-Aug-2021	Aggregate MFs	Investment Managers	Investment Advisor	195.28		High	Zurich	Switzerland
613	ARTS Asset Management GmbH	0%	0	0	0	31-Jul-2021	Aggregate MFs	Investment Managers	Investment Advisor	1,160.92		High	St. Pölten	Austria
614	Assenagon Asset Management S.A.	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Investment Advisor	32,677.70	Index	High	Munich	Germany
615	Associated Investment Management, LLC	0%	0	0	0	30-Jun-2021	13F	Investment Managers	Investment Advisor	2,727.41	GARP	Low	Green Bay	United States
616	AXA Investment Managers Paris	0%	0	0	0	30-Jun-2020	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	15,658.33	Core Growth	Low	Puteaux	France
617	Balentine LLC	0%	0	0	0	30-Sep-2020	13F	Investment Managers	Investment Advisor	1,978.43		High	Atlanta	United States
618	Bank J. Safra Sarasin AG (Asset Management)	0%	0	0	0	30-Sep-2020	Aggregate MFs	Investment Managers	Bank and Trust	5,061.93	Core Growth	Moderate	Basel	Switzerland
619	Barclays Capital Inc.	0%	0	0	0	30-Sep-2021	13F	Brokerage Firms	Research Firm	4,872.37	Broker-Dealer	High	New York	United States
620	Baskin Financial Services, Inc.	0%	0	0	0	30-Jun-2020	13F	Investment Managers	Investment Advisor	1,137.03	Core Value	Low	Toronto	Canada
621	BayernInvest Kapitalanlagegesellschaft mbH	0%	0	0	0	30-Nov-2021	Aggregate MFs	Investment Managers	Investment Advisor	916.57	Core Value	Low	Munich	Germany

Investor #	Investor Name	% Outstanding	Position (M)	Position Change (M)	Value ($, M)	Filing Date	Filing Source	Investor Type	Investor Sub-Type	Equity Assets ($, M)	Investment Style	Turnover	City	Country/Region
		31-Mar-2022	44,651	31-Mar-2022	31-Mar-2022	31-Mar-2022	31-Mar-2022					31-Mar-2022		
622	Bayesian Capital Management, LP	0%	0	0	0	30-Jun-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	316.40	Statistical Arbitrage		Brooklyn	United States
623	BB&T Securities, LLC	0%	0	0	0	30-Jun-2020	13F	Investment Managers	Investment Advisor	1.16			Richmond	United States
624	Berner Kantonalbank AG	0%	0	0	0	31-Aug-2020	Aggregate MFs	Investment Managers	Bank and Trust	2,194.24	Core Value	Low	Berne	Switzerland
625	Blackstone Alternative Investment Advisors LLC	0%	0	0	0	30-Jun-2021	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	1,319.81	Hedge Fund	Moderate	New York	United States
626	Blueshift Asset Management, LLC	0%	0	0	0	30-Sep-2021	13F	Investment Managers	Investment Advisor	1,137.01		High	Red Bank	United States
627	BMO Harris Bank N.A.	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Bank and Trust	15,785.46	GARP	Low	Chicago	United States
628	Boston Partners	0%	0	0	0	31-May-2021	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	88,053.04	Deep Value	Low	Boston	United States
629	Brown Brothers Harriman & Company	0%	0	0	0	31-Mar-2021	13F	Investment Managers	Bank and Trust	16,748.51	Core Growth	Low	New York	United States
630	Bryn Mawr Trust Company	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Bank and Trust	2,745.46	Core Value		Bryn Mawr	United States
631	BSW Wealth Partners	0%	0	0	0	30-Sep-2021	13F	Investment Managers	Investment Advisor	398.28	Core Growth	Low	Boulder	United States
632	CA Indosuez Wealth (Europe) S.A.	0%	0	0	0	30-Jun-2021	13F	Investment Managers	Bank and Trust	2,096.04	Core Value	Low	Luxembourg	Luxembourg
633	Cahill Financial Advisors, Inc.	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Investment Advisor	517.82		Low	Edina	United States
634	California Public Employees' Retirement System	0%	0	0	0	30-Jun-2021	Shareholder Report	Investment Managers	Pension Fund	247,963.54	Index	Low	Sacramento	United States
635	Capital Analysts, LLC	0%	0	0	0	30-Sep-2021	13F	Investment Managers	Investment Advisor	1,637.09			Washington	United States
636	Capital Asset Advisory Services, LLC	0%	0	0	0	31-Mar-2021	13F	Investment Managers	Investment Advisor	942.18		Low	Haslett	United States
637	Capital Fund Management S.A.	0%	0	0	0	30-Sep-2020	13F	Investment Managers	Hedge Fund	3,834.94	Hedge Fund	High	Paris	France
638	Centiva Capital, LP	0%	0	0	0	30-Jun-2021	13F	Investment Managers	Hedge Fund	1,280.64	Hedge Fund	High	New York	United States
639	Cetera Advisor Networks LLC	0%	0	0	0	30-Sep-2020	13F	Investment Managers	Investment Advisor	8,159.30	Yield	Low	El Segundo	United States
640	Cipher Capital LP	0%	0	0	0	30-Jun-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	181.31	Hedge Fund	High	New York	United States
641	Citadel Advisors LLC	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Hedge Fund	85,703.15	Hedge Fund	High	Chicago	United States
642	City National Rochdale, LLC	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	32,570.07	Yield	Low	New York	United States
643	ClearBridge Investments, LLC	0%	0	0	0	30-Sep-2020	13F	Investment Managers	Investment Advisor/Hedge Fund	156,135.41	GARP	Low	New York	United States
644	Column Capital Advisors, LLC	0%	0	0	0	31-Mar-2021	13F	Investment Managers	Investment Advisor	1,341.85		Low	Indianapolis	United States
645	Commerzbank AG	0%	0	0	0	30-Jun-2020	13F	Investment Managers	Bank and Trust	7,507.01	Index	Low	Frankfurt	Germany
646	Consolidated Planning Corporation	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Investment Advisor	155.10		Low	Atlanta	United States
647	Corecap Advisors Inc	0%	0	-0.00	0	31-Mar-2022	13F	Investment Managers	Investment Advisor/Hedge Fund	1,498.51			Southfield	United States
648	Creative Financial Designs, Inc.	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Investment Advisor	657.12		Low	Kokomo	United States
649	Credit Suisse Securities (Canada), Inc.	0%	0	0	0	31-Dec-2021	13F	Brokerage Firms	Research Firm	129.41	Broker-Dealer		Toronto	Canada
650	Credit Suisse Securities (Europe) Limited	0%	0	0	0	30-Jun-2021	13F	Brokerage Firms	Research Firm	219.44	Broker-Dealer	High	London	United Kingdom
651	Credit Suisse Securities (USA) LLC	0%	0	0	0	31-Dec-2021	13F	Brokerage Firms	Research Firm	8,730.95	Broker-Dealer	High	New York	United States
652	Crédit Suisse Gestión S.G.I.I.C., S.A.	0%	0	0	0	31-Mar-2021	Aggregate MFs	Investment Managers	Investment Advisor	463.04	Growth	Moderate	Madrid	Spain
653	Cutler Group, LP	0%	0	0	0	30-Jun-2021	13F	Investment Managers	Investment Advisor	1,072.40		High	San Francisco	United States
654	D. E. Shaw & Co., L.P.	0%	0	0	0	30-Sep-2021	13F	Investment Managers	Hedge Fund	72,914.04	Hedge Fund	Moderate	New York	United States
655	Dean Capital Investments Management, LLC	0%	0	0	0	30-Jun-2020	13F	Investment Managers	Hedge Fund	70.48	Hedge Fund		McLean	United States
656	Deutsche Bank Securities Inc.	0%	0	0	0	30-Jun-2021	13F	Brokerage Firms	Research Firm	486.65	Broker-Dealer	High	Baltimore	United States
657	DWS CH AG	0%	0	0	0	31-Jul-2020	Aggregate MFs	Investment Managers	Investment Advisor	34.68		Moderate	Zurich	Switzerland
658	Dynamic Technology Lab Pte. Ltd.	0%	0	0	0	30-Jun-2021	13F	Investment Managers	Investment Advisor	903.34		High	Singapore	Singapore
659	DZ Bank AG Deutsche Zentral-Genossenschaftsbank	0%	0	0	0	31-Mar-2021	13F	Investment Managers	Bank and Trust	3,007.17			Frankfurt	Germany
660	Eagle Asset Management, Inc.	0%	0	0	0	31-Mar-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	22,718.45	Core Growth	Low	St. Petersburg	United States

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		31-Mar-2022	44,651	31-Mar-2022	31-Mar-2022	31-Mar-2022	31-Mar-2022					31-Mar-2022		
661	Enterprise Financial Services Corp.	0%	0	0	0	30-Sep-2021	13F	Investment Managers	Investment Advisor	650.88	Core Growth	Moderate	Clayton	United States
662	Epoch Investment Partners, Inc.	0%	0	0	0	31-Dec-2021	Aggregate MFs	Investment Managers	Investment Advisor	24,470.57	Growth	Low	New York	United States
663	Ethic Inc.	0%	0	0	0	30-Sep-2021	13F	Investment Managers	Investment Advisor	1,297.02		Moderate	New York	United States
664	Eurizon Capital SGR S.p.A.	0%	0	0	0	30-Sep-2021	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	46,608.67	Core Growth	Moderate	Milan	Italy
665	Evli Fund Management Company Ltd.	0%	0	0	0	31-Jan-2022	Aggregate MFs	Investment Managers	Investment Advisor	3,401.02	Aggressive Growth	Low	Helsinki	Finland
666	Evoke Advisors	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Investment Advisor	3,170.22		Low	Los Angeles	United States
667	ExodusPoint Capital Management, LP	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Hedge Fund	8,150.89	Hedge Fund	High	New York	United States
668	Falcon Invest A/S	0%	0	0	0	31-Mar-2021	Aggregate MFs	Investment Managers	Investment Advisor	6.33		High	Copenhagen	Denmark
669	FDX Advisors, Inc.	0%	0	0	0	30-Sep-2020	13F	Investment Managers	Investment Advisor/Hedge Fund	3,615.81	Hedge Fund	Low	Sacramento	United States
670	FinTrust Capital Advisors, LLC	0%	0	0	0	31-Dec-2020	13F	Investment Managers	Investment Advisor	446.86	Yield	Low	Greenville	United States
671	Florida State Board of Administration	0%	0	0	0	31-Mar-2021	Aggregate MFs	Investment Managers	Pension Fund	101,708.57	Index	Low	Tallahassee	United States
672	FOCUS Asset Management GMBH	0%	0	0	0	31-Jan-2022	Aggregate MFs	Investment Managers	Investment Advisor	203.87		Moderate	Munich	Germany
673	Fora Capital LLC	0%	0	0	0	30-Jun-2021	13F	Investment Managers	Hedge Fund	257.75	Hedge Fund	High	Miami	United States
674	Foresters Investment Management Company, Inc.	0%	0	0	0	31-Dec-2021	Aggregate MFs	Investment Managers	Investment Advisor	44.71	GARP	Low	New York	United States
675	Fort, L.P.	0%	0	0	0	30-Sep-2020	13F	Investment Managers	Investment Advisor/Hedge Fund	314.71		Low	Chevy Chase	United States
676	Fosun International Ltd	0%	0	0	0	30-Sep-2020	13F	Investment Managers	Investment Advisor	6,044.80	VC/Private Equity	Low	Central (Hong Kong)	Hong Kong
677	FundLogic SAS	0%	0	0	0	30-Jun-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	2,287.21		High	Paris	France
678	Gemcap UK Limited	0%	0	0	0	30-Apr-2021	Aggregate MFs	Investment Managers	Investment Advisor	74.84		Low	London	United Kingdom
679	Glenmede Investment Management LP	0%	0	0	0	31-Dec-2020	13F	Investment Managers	Investment Advisor/Hedge Fund	21,113.88	GARP	Low	Philadelphia	United States
680	Goldman Sachs International	0%	0	0	0	31-Dec-2021	13F	Brokerage Firms	Research Firm	14,653.05	Broker-Dealer	Moderate	London	United Kingdom
681	GPS Wealth Strategies Group, LLC	0%	0	-0.00	0	31-Mar-2022	13F	Investment Managers	Investment Advisor	442.63		Low	Denver	United States
682	GQG Partners, LLC	0%	0	0	0	31-Mar-2021	Aggregate MFs	Investment Managers	Investment Advisor	71,306.24	Core Growth	Moderate	Fort Lauderdale	United States
683	Graubündner Kantonalbank	0%	0	0	0	30-Jun-2020	Aggregate MFs	Investment Managers	Investment Advisor	1,787.83		Moderate	Chur	Switzerland
684	GYL Financial Synergies, LLC	0%	0	0	0	31-Mar-2021	13F	Investment Managers	Investment Advisor	370.39		Low	West Hartford	United States
685	Harbor Investment Advisory, LLC	0%	0	0	0	30-Sep-2020	13F	Investment Managers	Investment Advisor	754.21		Low	Lutherville	United States
686	Hexagon Capital Partners LLC	0%	0	0	0	31-Dec-2020	13F	Investment Managers	Investment Advisor	378.45		Low	Rogers	United States
687	Hexavest Inc.	0%	0	0	0	30-Sep-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	1,718.32	Core Value	Low	Montreal	Canada
688	Hillsdale Investment Management Inc.	0%	0	-0.01	0	31-Mar-2022	13F	Investment Managers	Investment Advisor/Hedge Fund	1,497.52	Growth	Moderate	Toronto	Canada
689	Hoese & Co LLP	0%	0	0	0	30-Sep-2021	13F	Investment Managers	Investment Advisor	96.88		Low	Glencoe	United States
690	HRT Financial LP	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Investment Advisor	16,830.08		High	New York	United States
691	Huntington Private Financial Group	0%	0	0	0	31-Dec-2020	13F	Investment Managers	Bank and Trust	10,978.02	Core Value	Low	Columbus	United States
692	IA Clarington Investments, Inc.	0%	0	0	0	31-Oct-2021	Aggregate MFs	Investment Managers	Investment Advisor	1,924.38	Core Value	Low	Toronto	Canada
693	Independent Order of Foresters	0%	0	0	0	30-Sep-2021	Aggregate MFs	Investment Managers	Insurance Company	193.63	Core Value	Low	Toronto	Canada
694	Interchange Capital Partners LLC	0%	0	0	0	31-Mar-2021	13F	Investment Managers	Investment Advisor	99.63		High	Pittsburgh	United States
695	International Assets Investment Management, LLC	0%	0	0	0	30-Jun-2021	13F	Investment Managers	Investment Advisor	676.38		Moderate	Orlando	United States
696	Investment Management Corporation of Ontario	0%	0	0	0	31-Mar-2021	13F	Investment Managers	Pension Fund	2,153.88		High	Toronto	Canada
697	J O Hambro Capital Management Limited	0%	0	0	0	30-Jun-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	34,068.49	Core Value	Low	London	United Kingdom
698	Jacobi Capital Management, LLC	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Investment Advisor	839.02		Low	Wilkes Barre	United States
699	JCIC Asset Management Inc	0%	0	0	0	30-Sep-2020	13F	Investment Managers	Investment Advisor	316.68	Yield	Low	Toronto	Canada
700	Kempen Capital Management N.V.	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	8,406.52	Growth	Low	Amsterdam	Netherlands
701	Kore Private Wealth, LLC	0%	0	0	0	30-Sep-2020	13F	Investment Managers	Investment Advisor	1,034.39		Low	New York	United States

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		31-Mar-2022	44,651	31-Mar-2022	31-Mar-2022	31-Mar-2022	31-Mar-2022					31-Mar-2022		
702	Kowal Investment Group, LLC	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Investment Advisor	327.72		Low	Waukesha	United States
703	Kyobo AXA Investment Managers Co., Ltd.	0%	0	0	0	31-Dec-2020	Aggregate MFs	Investment Managers	Investment Advisor	1,523.64	Core Growth	Low	Seoul	South Korea
704	Laurion Capital Management LP	0%	0	0	0	30-Sep-2020	13F	Investment Managers	Hedge Fund	5,795.78	Hedge Fund	High	New York	United States
705	Lazard Asset Management Limited	0%	0	0	0	31-Jul-2021	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	11,737.89	Core Value	Low	London	United Kingdom
706	Lazard Asset Management, L.L.C.	0%	0	0	0	31-Aug-2021	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	140,008.30	Core Value	Low	New York	United States
707	Lenox Wealth Management, Inc._NLE	0%	0	0	0	30-Jun-2020	13F	Investment Managers	Investment Advisor	327.12			Cincinnati	United States
708	LFA - Lugano Financial Advisors SA	0%	0	0	0	31-Dec-2020	13F	Investment Managers	Investment Advisor	166.07			Lugano	Switzerland
709	Liberty Wealth Management, LLC	0%	0	0	0	30-Sep-2020	13F	Investment Managers	Investment Advisor	263.79		Moderate	Oakland	United States
710	Lombard Odier Asset Management (Europe) Ltd	0%	0	0	0	31-Dec-2020	13F	Investment Managers	Investment Advisor	5,726.52	GARP	Moderate	London	United Kingdom
711	LPL Financial LLC	0%	0	0	0	30-Sep-2020	13F	Investment Managers	Investment Advisor	118,921.15	GARP	Low	Boston	United States
712	Lyxor International Asset Management S.A.S. Deutschland	0%	0	0	0	30-Nov-2020	Aggregate MFs	Investment Managers	Investment Advisor	12,794.02	Index	High	Frankfurt	Germany
713	MacKay Shields LLC	0%	0	0	0	30-Nov-2021	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	9,271.22	GARP	Low	New York	United States
714	Macquarie Investment Management	0%	0	0	0	30-Jun-2020	13F	Investment Managers	Investment Advisor	129,724.93	Growth	Low	Philadelphia	United States
715	Manning & Napier Advisors, LLC	0%	0	0	0	30-Jun-2021	13F	Investment Managers	Investment Advisor	11,234.08	Core Value	Low	Fairport	United States
716	Marshall Wace LLP	0%	0	0	0	30-Sep-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	49,239.72	Hedge Fund	High	London	United Kingdom
717	Maverick Capital, Ltd.	0%	0	0	0	31-Mar-2021	13F	Investment Managers	Hedge Fund	8,240.43	Hedge Fund	Moderate	Dallas	United States
718	MD Financial Management Inc.	0%	0	0	0	30-Jun-2021	13F	Investment Managers	Investment Advisor	5,634.38		Moderate	Ottawa	Canada
719	Meridian Wealth Partners, L.L.C.	0%	0	0	0	30-Jun-2021	13F	Investment Managers	Investment Advisor	499.16		Low	Blue Bell	United States
720	Metagestion, S.G.I.I.C., S.A.U.	0%	0	0	0	30-Jun-2021	Aggregate MFs	Investment Managers	Investment Advisor	331.81	Core Value		Madrid	Spain
721	Millennium Management LLC	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Hedge Fund	90,614.05	Hedge Fund	High	New York	United States
722	Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.	0%	0	0	0	31-Dec-2020	13F	Brokerage Firms	Research Firm	5,424.42	Broker-Dealer	Moderate	Chiyoda-ku (Tokyo)	Japan
723	MML Investors Services, LLC	0%	0	0	0	30-Sep-2020	13F	Investment Managers	Investment Advisor/Hedge Fund	13,869.26	Hedge Fund	Low	Springfield	United States
724	MUFG Securities EMEA plc	0%	0	0	0	31-Dec-2020	13F	Brokerage Firms	Research Firm	4,816.85	Broker-Dealer	High	London	United Kingdom
725	National Pension Service	0%	0	0	0	30-Jun-2020	13F	Investment Managers	Pension Fund	185,209.13		Low	Seoul	South Korea
726	Natixis Wealth Management SA	0%	0	0	0	30-Jun-2020	13F	Investment Managers	Bank and Trust	1,638.39	Core Growth	Low	Paris	France
727	Newbridge Capital Management	0%	0	-0.00	0	31-Mar-2022	13F	Investment Managers	Investment Advisor/Hedge Fund	211.52	Hedge Fund	Moderate	Fort Lauderdale	United States
728	Nippon Life Global Investors Singapore Limited	0%	0	0	0	30-Nov-2020	Aggregate MFs	Investment Managers	Investment Advisor	3,644.13		Low	Singapore	Singapore
729	Ogorek Wealth Management, LLC	0%	0	0	0	31-Mar-2021	13F	Investment Managers	Investment Advisor	234.23		Low	Williamsville	United States
730	OMERS Administration Corporation	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Pension Fund	9,985.61	Core Value	Low	Toronto	Canada
731	Ontario Teachers' Pension Plan Board	0%	0	0	0	30-Sep-2021	13F	Investment Managers	Pension Fund	9,648.72	Core Value	Moderate	Toronto	Canada
732	Ossiam	0%	0	0	0	30-Jun-2021	13F	Investment Managers	Investment Advisor	5,019.05		High	Paris	France
733	Pacer Advisors, Inc.	0%	0	-0.00	0	31-Mar-2022	13F	Investment Managers	Investment Advisor	10,066.43	Index	Moderate	Paoli	United States
734	Paloma Partners Management Company	0%	0	0	0	30-Jun-2021	13F	Investment Managers	Hedge Fund	2,416.35	Hedge Fund	High	Greenwich	United States
735	PGIM Investments LLC	0%	0	0	0	31-Jan-2021	Aggregate MFs	Investment Managers	Investment Advisor	9,443.81		High	Newark	United States
736	PGIM Quantitative Solutions LLC	0%	0	0	0	28-Feb-2021	Aggregate MFs	Investment Managers	Investment Advisor	74,663.82	Core Growth	Low	Newark	United States
737	Pinnacle Wealth Planning Services, Inc.	0%	0	0	0	31-Mar-2021	13F	Investment Managers	Investment Advisor	585.05		Low	Mansfield	United States

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		31-Mar-2022	44,651	31-Mar-2022	31-Mar-2022	31-Mar-2022	31-Mar-2022					31-Mar-2022		
738	Prestige Wealth Management Group, LLC	0%	0	0	0	31-Dec-2020	13F	Investment Managers	Investment Advisor	415.57		Low	Flemington	United States
739	Private Advisor Group LLC	0%	0	0	0	30-Sep-2020	13F	Investment Managers	Investment Advisor	13,298.19		Moderate	Morristown	United States
740	Prospera Financial Services, Inc.	0%	0	0	0	31-Dec-2020	13F	Investment Managers	Investment Advisor	2,304.13	Core Growth	Low	Dallas	United States
741	qPULA Trading Management LP	0%	0	0	0	30-Jun-2021	13F	Investment Managers	Hedge Fund	56.05	Hedge Fund	High	New York	United States
742	Quadrature Capital LLP	0%	0	0	0	31-Dec-2020	13F	Investment Managers	Hedge Fund	1,884.78	Hedge Fund	High	London	United Kingdom
743	Quantbot Technologies, LP	0%	0	0	0	30-Sep-2021	13F	Investment Managers	Investment Advisor	1,233.80	Core Growth	High	New York	United States
744	Qube Research & Technologies Ltd	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Hedge Fund	12,948.15	Hedge Fund	High	London	United Kingdom
745	QV Investors Inc.	0%	0	0	0	30-Sep-2021	13F	Investment Managers	Investment Advisor	3,592.78	Core Value	Low	Calgary	Canada
746	RAM Active Investments S.A.	0%	0	0	0	30-Sep-2021	Aggregate MFs	Investment Managers	Investment Advisor	943.46		High	Geneva	Switzerland
747	Raymond James Financial Services Advisors, Inc.	0%	0	0	0	30-Sep-2020	13F	Investment Managers	Investment Advisor	53,569.65		Low	St. Petersburg	United States
748	RBC Capital Partners	0%	0	0	0	31-Mar-2021	13F	Investment Managers	Investment Advisor	7,872.60	Core Value	High	Toronto	Canada
749	RBC Investment Solutions (CI) Limited	0%	0	0	0	30-Jun-2021	13F	Investment Managers	Investment Advisor	690.80	GARP		St. Peter Port	Guernsey
750	Rockland Trust Company	0%	0	0	0	30-Jun-2020	13F	Investment Managers	Bank and Trust	1,634.63	Core Value	Low	Hanover	United States
751	Schroder Investment Management (Taiwan) Limited	0%	0	0	0	31-Dec-2021	Aggregate MFs	Investment Managers	Investment Advisor	1,218.33		Low	Taipei	Taiwan
752	Schroder Investment Management Ltd. (SIM)	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	194,632.36	Core Growth	Moderate	London	United Kingdom
753	Schroder Investment Management North America Inc.	0%	0	0	0	30-Sep-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	22,176.97	GARP	Moderate	New York	United States
754	Scotia Fondos, S.A. de C.V.	0%	0	0	0	30-Sep-2021	13F	Investment Managers	Investment Advisor	1,720.02		High	Mexico City	Mexico
755	Selective Wealth Management, Inc.	0%	0	0	0	31-Mar-2021	13F	Investment Managers	Investment Advisor	394.98	Growth	Moderate	Lynchburg	United States
756	SG Americas Securities, L.L.C.	0%	0	0	0	30-Sep-2020	13F	Brokerage Firms	Research Firm	14,918.31	Broker-Dealer	High	New York	United States
757	Skandia Asset Management Fondsmæglerselskab A/S	0%	0	0	0	30-Jun-2020	Aggregate MFs	Investment Managers	Investment Advisor	680.79			Copenhagen	Denmark
758	Skandia Fonder AB	0%	0	0	0	31-Jan-2022	Aggregate MFs	Investment Managers	Investment Advisor	4,790.99		Low	Stockholm	Sweden
759	Sompo Asset Management Co.,Ltd.	0%	0	0	0	30-Nov-2021	Aggregate MFs	Investment Managers	Investment Advisor	1,083.85	GARP	Low	Chuo-ku (Tokyo)	Japan
760	Sowell Management Services	0%	0	0	0	30-Jun-2021	13F	Investment Managers	Investment Advisor	1,743.01		Moderate	North Little Rock	United States
761	Squar Milner Financial Services, L.L.C.	0%	0	0	0	30-Jun-2020	13F	Investment Managers	Investment Advisor	175.79			Newport Beach	United States
762	Squarepoint Capital LLP	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	20,538.02	Hedge Fund	High	London	United Kingdom
763	Stephens Capital Management	0%	0	0	0	30-Sep-2020	13F	Investment Managers	Investment Advisor	6,587.79	Deep Value	Low	Little Rock	United States
764	Susquehanna International Group, LLP	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Investment Advisor	64,488.01	Broker-Dealer	Moderate	Bala Cynwyd	United States
765	Swisscanto Fondsleitung AG	0%	0	0	0	31-Mar-2021	Aggregate MFs	Investment Managers	Investment Advisor	4,017.60	GARP	Low	Zurich	Switzerland
766	TD Ameritrade Investment Management LLC	0%	0	0	0	30-Sep-2020	13F	Investment Managers	Investment Advisor	14,362.92		Low	Omaha	United States
767	Thomas J. Herzfeld Advisors, Inc.	0%	0	0	0	31-Dec-2020	13F	Investment Managers	Investment Advisor	276.03	Core Value	Moderate	Miami Beach	United States
768	Thrivent Asset Management, LLC	0%	0	0	0	31-Dec-2021	Aggregate MFs	Investment Managers	Investment Advisor	58,857.57	GARP	Low	Minneapolis	United States
769	Toroso Asset Management	0%	0	-0.00	0	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	4,266.13		Moderate	New York	United States
770	Townsend	0%	0	0	0	31-Mar-2021	13F	Investment Managers	Investment Advisor	219.25		Moderate	Westminster	United States
771	Trexquant Investment LP	0%	0	0	0	30-Jun-2021	13F	Investment Managers	Hedge Fund	1,618.26	Hedge Fund	High	Stamford	United States
772	Triasima Portfolio Management Inc.	0%	0	0	0	30-Nov-2021	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	1,138.83	GARP	Moderate	Montreal	Canada

Investor #	Investor Name	% Outstanding	Position (M)	Position Change (M)	Value ($, M)	Filing Date	Filing Source	Investor Type	Investor Sub-Type	Equity Assets ($, M)	Investment Style	Turnover	City	Country/Region
		31-Mar-2022	44,651	31-Mar-2022	31-Mar-2022	31-Mar-2022	31-Mar-2022					31-Mar-2022		
773	Tru Independence LLC	0%	0	0	0	31-Mar-2021	13F	Investment Managers	Investment Advisor	366.52		Moderate	Portland	United States
774	Truist Bank	0%	0	0	0	30-Jun-2020	13F	Investment Managers	Bank and Trust	55,331.08	Yield	Low	Orlando	United States
775	Twin Tree Management, LP	0%	0	0	0	31-Mar-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	4,124.19	Core Value	High	Dallas	United States
776	UOB Asset Management Ltd.	0%	0	0	0	31-Dec-2020	Aggregate MFs	Investment Managers	Investment Advisor	790.69	Core Value	Moderate	Singapore	Singapore
777	Valeo Financial Advisors LLC	0%	0	0	0	30-Jun-2021	13F	Investment Managers	Investment Advisor	2,112.56		Low	Indianapolis	United States
778	Valiant Bank AG	0%	0	0	0	31-May-2021	Aggregate MFs	Investment Managers	Investment Advisor	1,479.60	Core Growth	Low	Berne	Switzerland
779	Vancity Investment Management Ltd.	0%	0	0	0	30-Nov-2021	Aggregate MFs	Investment Managers	Investment Advisor	1,189.76	Core Value	Low	Vancouver	Canada
780	Verition Fund Management LLC	0%	0	0	0	30-Jun-2021	13F	Investment Managers	Hedge Fund	11,203.30	Hedge Fund	High	Greenwich	United States
781	Vontobel Asset Management S.A.	0%	0	0	0	31-Jan-2021	Aggregate MFs	Investment Managers	Investment Advisor	5,186.09		Moderate	Luxembourg	Luxembourg
782	W & W Asset Management GmbH	0%	0	0	0	30-Sep-2020	Aggregate MFs	Investment Managers	Investment Advisor	987.44	Core Growth	Moderate	Ludwigsburg	Germany
783	Washington Trust Co.	0%	0	0	0	30-Sep-2020	13F	Investment Managers	Bank and Trust	2,665.42	Core Growth	Low	Westerly	United States
784	We Are One Seven, LLC	0%	0	0	0	30-Sep-2020	13F	Investment Managers	Investment Advisor	983.41		Low	Beachwood	United States
785	Wealthcare Advisory Partners LLC	0%	0	0	0	30-Jun-2021	13F	Investment Managers	Investment Advisor	1,646.29		Low	Richmond	United States
786	WealthShield Partners, LLC	0%	0	0	0	30-Jun-2021	13F	Investment Managers	Investment Advisor	600.32		High	Cary	United States
787	Weaver Consulting Group, LLC	0%	0	0	0	31-Dec-2020	13F	Investment Managers	Investment Advisor	207.69		Low	Huntington Beach	United States
788	Weld Capital Management LLC	0%	0	0	0	31-Dec-2020	13F	Investment Managers	Hedge Fund	0	Hedge Fund	High	New York	United States
789	Wellington Management Company, LLP	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	725,326.20	Core Value	Low	Boston	United States
790	Whittier Trust Company of Nevada, Inc.	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Bank and Trust	2,738.26	Core Growth	Low	Reno	United States
791	Willis Investment Counsel Inc.	0%	0	0	0	31-Mar-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	1,899.37	Deep Value		Gainesville	United States
792	Wolverine Trading, LLC	0%	0	0	0	30-Jun-2021	13F	Investment Managers	Investment Advisor	7,418.52	Broker-Dealer	High	Chicago	United States
793	XTX Markets LLC	0%	0	0	0	30-Jun-2021	13F	Investment Managers	Investment Advisor	176.82		High	New York	United States
794	Y-Intercept (Hong Kong) Ltd	0%	0	0	0	30-Jun-2021	13F	Investment Managers	Investment Advisor	421.52		High	Wanchai (Hong Kong)	Hong Kong
795	Zimmer Partners, LP	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Hedge Fund	6,696.27	Hedge Fund		New York	United States

Refinitiv Eikon - Shareholders Report - Rogers Communications, Inc. - Class A Shares

Company	Rogers Communications Inc
RIC	RCIa.TO
Download Date	02-May-2022

Shareholders Report

Investor #	Investor Name	% Outstanding	Position (M)	Position Change (M)	Value ($, M)	Filing Date	Filing Source	Investor Type	Investor Sub-Type	Equity Assets ($, M)	Investment Style	Turnover	City	Country/Region
		31-Mar-2022	44,651	31-Mar-2022	31-Mar-2022	31-Mar-2022	31-Mar-2022					31-Mar-2022		
1	Rogers Control Trust	97.53%	108,403,398	0	5,341.85	22-Oct-2021	EWR-CA	Strategic Entities	Corporation	7,151.25			Toronto	Canada
2	Florida State Board of Administration	0.34%	380,963	0	18.20	31-Mar-2021	Aggregate MFs	Investment Managers	Pension Fund	101,708.57	Index	Low	Tallahassee	United States
3	Lind (Philip Bridgman)	0.34%	380,520	0	21.75	15-Mar-2022	Proxy-CA	Strategic Entities	Individual Investor	21.80				Canada
4	Ilmarinen Mutual Pension Insurance Company	0.10%	107,270	0	5.24	31-Dec-2021	Shareholder Report	Investment Managers	Pension Fund	21,846.77	Core Growth	Low	Helsinki	Finland
5	Horn (Alan Douglas)	0.04%	46,600	0	2.66	15-Mar-2022	Proxy-CA	Strategic Entities	Individual Investor	13.25		Moderate		Canada
6	APG Asset Management N.V.	0.02%	23,281	0	1.14	31-Dec-2021	Aggregate MFs	Investment Managers	Pension Fund	182,842.76	Core Growth	Low	Heerlen	Netherlands
7	Nippon Life Global Investors Singapore Limited	0.02%	19,183	0	0.93	30-Nov-2020	Aggregate MFs	Investment Managers	Investment Advisor	3,644.13		Low	Singapore	Singapore
8	Waldron Private Wealth, LLC	0.00%	5,400	0	0.26	31-Dec-2021	13F	Investment Managers	Investment Advisor	2,027.38		Low	Bridgeville	United States
9	Rogers (Edward S)	0.00%	5,000	0	0.29	15-Mar-2022	Proxy-CA	Strategic Entities	Individual Investor	103.37				Canada
10	Rogers (Loretta Anne)	0.00%	2,000	0	0.11	15-Mar-2022	Proxy-CA	Strategic Entities	Individual Investor	2.70				Canada
11	Fecan (Ivan)	0.00%	1,000	0	0.06	15-Mar-2022	Proxy-CA	Strategic Entities	Individual Investor	0.62		Low		Canada
12	Rogers (Martha Loretta)	0.00%	200	0	0.01	15-Mar-2022	Proxy-CA	Strategic Entities	Individual Investor	28.75		Low		Canada
13	Rogers (Melinda Mary)	0.00%	200	0	0.01	15-Mar-2022	Proxy-CA	Strategic Entities	Individual Investor	63.12				Canada
14	Norges Bank Investment Management (NBIM)	3.04%		+3.38	165.13			Investment Managers	Sovereign Wealth Fund	1,013,281.05	Core Value	Low	Oslo	Norway

Refinitiv Eikon - Shareholders Report - Shaw Communications, Inc. - Class B Shares

Company	Shaw Communications Inc
RIC	SJRb.TO
Download Date	02-May-2022

Shareholders Report

Investor #	Investor Name	% Outstanding	Position (M)	Position Change (M)	Value ($, M)	Filing Date	Filing Source	Investor Type	Investor Sub-Type	Equity Assets ($, M)	Investment Style	Turnover	City	Country/Region
		31-Mar-2022	44,651	31-Mar-2022	31-Mar-2022	31-Mar-2022	31-Mar-2022					31-Mar-2022		
1	Shaw Family Living Trust.	6.93%	33,057,068	0	957.63	06-Apr-2021	Proxy-CA	Strategic Entities	Corporation	678.33				Canada
2	RBC Global Asset Management Inc.	4.82%	22,971,154	0	698.01	31-Dec-2021	13F	Investment Managers	Investment Advisor	104,650.19	Core Value	Low	Toronto	Canada
3	RBC Wealth Management, International	3.60%	17,163,047	0	521.52	31-Dec-2021	13F	Investment Managers	Bank and Trust	60,297.87	Core Growth	Moderate	New York	United States
4	Morgan Stanley Canada Limited	2.99%	14,278,168	0	433.86	31-Dec-2021	13F	Brokerage Firms	Research Firm	2,271.53	Broker-Dealer		Toronto	Canada
5	The Vanguard Group, Inc.	2.95%	14,045,286	0	426.78	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	6,039,319.86	Index	Low	Malvern	United States
6	Royer (Jeffrey C)	2.37%	11,311,920	0	339.22	01-Feb-2022	SEDI	Strategic Entities	Individual Investor	342.17		Low		Canada
7	Fidelity Investments Canada ULC	2.15%	10,235,945	0	311.03	31-Dec-2021	13F	Investment Managers	Investment Advisor	58,019.81	GARP	Low	Toronto	Canada
8	TD Securities, Inc.	1.85%	8,830,763	0	268.33	31-Dec-2021	13F	Brokerage Firms	Research Firm	68,266.66	Broker-Dealer	Moderate	New York	United States
9	Mackenzie Financial Corporation	1.77%	8,424,561	0	255.99	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	105,030.79	Core Growth	Low	Toronto	Canada
10	BlackRock Institutional Trust Company, N.A.	1.76%	8,389,225	-0.28	260.42	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	3,578,293.94	Index	Low	San Francisco	United States
11	Bank of Nova Scotia	1.61%	7,683,472	0	233.47	31-Dec-2021	13F	Investment Managers	Bank and Trust	66,207.45	Broker-Dealer	Moderate	Toronto	Canada
12	TD Asset Management Inc.	1.49%	7,091,778	0	215.49	31-Dec-2021	13F	Investment Managers	Investment Advisor	143,879.22	GARP	Low	Toronto	Canada
13	BMO Nesbitt Burns Inc.	1.30%	6,187,083	0	188.00	31-Dec-2021	13F	Investment Managers	Investment Advisor	19,058.11	Growth	High	Toronto	Canada
14	BofA Global Research (US)	1.27%	6,041,884	0	183.59	31-Dec-2021	13F	Brokerage Firms	Research Firm	489,078.05	Broker-Dealer	Low	New York	United States
15	1832 Asset Management L.P.	1.18%	5,607,766	0	170.40	31-Dec-2021	13F	Investment Managers	Investment Advisor	77,365.83	GARP	Low	Toronto	Canada
16	Magnetar Capital Partners LP	1.09%	5,196,635	0	157.91	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	10,901.28	Hedge Fund	High	Evanston	United States
17	HOOPP Investment Management	1.03%	4,904,376	0	149.03	31-Dec-2021	13F	Investment Managers	Pension Fund	46,846.08	GARP	High	Toronto	Canada
18	BlackRock Financial Management, Inc.	0.99%	4,732,062	0	141.12	31-Jan-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	345,729.44	Core Growth	Low	New York	United States
19	CPP Investment Board	0.98%	4,660,200	0	141.61	31-Dec-2021	13F	Investment Managers	Sovereign Wealth Fund	156,794.53	Core Value	Low	Toronto	Canada
20	HSBC Global Asset Management (UK) Limited	0.97%	4,639,495	0	140.98	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	123,937.73	Core Growth	Low	London	United Kingdom
21	Norges Bank Investment Management (NBIM)	0.94%	4,471,394	0	135.87	31-Dec-2021	13F	Investment Managers	Sovereign Wealth Fund	1,013,281.05	Core Value	Low	Oslo	Norway
22	British Columbia Investment Management Corp.	0.93%	4,450,583	0	135.24	31-Dec-2021	13F	Investment Managers	Pension Fund	18,366.05	Core Value	Low	Victoria	Canada
23	CIBC World Markets Inc.	0.92%	4,372,830	0	132.87	31-Dec-2021	13F	Brokerage Firms	Research Firm	30,327.90	Broker-Dealer	Low	Toronto	Canada
24	Millennium Management LLC	0.90%	4,285,067	0	130.21	31-Dec-2021	13F	Investment Managers	Hedge Fund	90,614.05	Hedge Fund	High	New York	United States
25	Connor, Clark & Lunn Investment Management Ltd.	0.89%	4,252,120	0	129.21	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	22,853.48	Core Value	Moderate	Vancouver	Canada
26	CIBC Asset Management Inc.	0.89%	4,230,118	0	128.54	31-Dec-2021	13F	Investment Managers	Investment Advisor	36,888.17	Core Value	Low	Montreal	Canada
27	P. Schoenfeld Asset Management LP	0.82%	3,913,030	0	118.90	31-Dec-2021	13F	Investment Managers	Hedge Fund	1,859.14	Hedge Fund		New York	United States
28	RBC Dominion Securities, Inc.	0.79%	3,759,760	0	114.25	31-Dec-2021	13F	Investment Managers	Investment Advisor	81,616.78	Broker-Dealer	Low	Toronto	Canada
29	Shaw (Bradley S)	0.78%	3,740,749	0	108.33	24-Nov-2021	Proxy-CA	Strategic Entities	Individual Investor	109.70				Canada
30	J.P. Morgan Securities LLC	0.74%	3,530,635	0	107.28	31-Dec-2021	13F	Brokerage Firms	Research Firm	47,029.02	Broker-Dealer	Moderate	New York	United States
31	BMO Asset Management Inc.	0.74%	3,508,778	0	106.62	31-Dec-2021	13F	Investment Managers	Investment Advisor	96,078.42	GARP	Low	Toronto	Canada
32	Canyon Capital Advisors LLC	0.73%	3,460,300	0	105.15	31-Dec-2021	13F	Investment Managers	Hedge Fund	2,185.46	Hedge Fund	Moderate	Los Angeles	United States
33	Manulife Investment Management (North America) Limited	0.72%	3,436,153	0	104.41	31-Dec-2021	13F	Investment Managers	Investment Advisor	68,483.73	Core Value	Low	Toronto	Canada

Investor #	Investor Name	% Outstanding	Position (M)	Position Change (M)	Value ($, M)	Filing Date	Filing Source	Investor Type	Investor Sub-Type	Equity Assets ($, M)	Investment Style	Turnover	City	Country/Region
		31-Mar-2022	44,651	31-Mar-2022	31-Mar-2022	31-Mar-2022	31-Mar-2022					31-Mar-2022		
34	Yuill (Willard H)	0.67%	3,217,222	0	60.15	06-Aug-2020	SEDI	Strategic Entities	Individual Investor	60.31				Canada
35	Legal & General Investment Management Ltd.	0.62%	2,960,782	0	89.97	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	418,112.86	Index	Low	London	United Kingdom
36	BMO Capital Markets (US)	0.61%	2,917,150	0	88.64	31-Dec-2021	13F	Brokerage Firms	Research Firm	87,004.68	Broker-Dealer	Moderate	New York	United States
37	Burgundy Asset Management Ltd.	0.55%	2,640,718	0	80.24	31-Dec-2021	13F	Investment Managers	Investment Advisor	13,151.14	Core Value	Low	Toronto	Canada
38	Alberta Investment Management Corporation	0.52%	2,462,513	0	74.83	31-Dec-2021	13F	Investment Managers	Sovereign Wealth Fund	17,838.08	Core Value	Moderate	Edmonton	Canada
39	Letko, Brosseau & Associates Inc.	0.50%	2,394,683	0	72.77	31-Dec-2021	13F	Investment Managers	Investment Advisor	7,769.25	Deep Value	Low	Montreal	Canada
40	JP Morgan Asset Management	0.49%	2,354,889	0	71.56	31-Dec-2021	13F	Investment Managers	Investment Advisor	618,106.05	GARP	Low	New York	United States
41	Two Sigma Investments, LP	0.47%	2,229,163	0	67.74	31-Dec-2021	13F	Investment Managers	Hedge Fund	80,526.15	Hedge Fund	High	New York	United States
42	Renaissance Technologies LLC	0.43%	2,061,634	0	62.65	31-Dec-2021	13F	Investment Managers	Hedge Fund	80,464.10	Hedge Fund	High	New York	United States
43	Fidelity Management & Research Company LLC	0.42%	2,017,436	0	61.30	31-Dec-2021	13F	Investment Managers	Investment Advisor	1,860,688.11	GARP	Low	Boston	United States
44	Credit Suisse Securities (Canada), Inc.	0.41%	1,946,506	0	59.15	31-Dec-2021	13F	Brokerage Firms	Research Firm	129.41	Broker-Dealer		Toronto	Canada
45	Schweizerische Nationalbank	0.37%	1,780,900	0	54.11	31-Dec-2021	13F	Investment Managers	Bank and Trust	174,116.25	Index	Low	Zurich	Switzerland
46	Grantham Mayo Van Otterloo & Co LLC	0.37%	1,765,801	0	53.66	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	36,354.95	Core Value	Low	Boston	United States
47	Vestcor Inc	0.36%	1,710,883	0	30.02	31-Dec-2020	Shareholder Report	Investment Managers	Pension Fund	6,270.31	Core Value	Low	Fredericton	Canada
48	Westchester Capital Management, LLC	0.35%	1,682,088	0	51.11	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	4,572.86	Income Value	High	Valhalla	United States
49	Balyasny Asset Management LP	0.33%	1,594,612	0	48.45	31-Dec-2021	13F	Investment Managers	Hedge Fund	22,524.20	Hedge Fund	High	Chicago	United States
50	Montrusco Bolton Investments Inc.	0.33%	1,580,509	0	48.03	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	4,942.54	GARP	Moderate	Montreal	Canada
51	London Capital Management Ltd.	0.31%	1,458,795	-0.01	45.28	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	5,910.28	GARP	Low	London	Canada
52	IA Clarington Investments, Inc.	0.31%	1,457,500	0	44.29	31-Dec-2021	Aggregate MFs	Investment Managers	Investment Advisor	1,924.38	Core Value	Low	Toronto	Canada
53	Cidel Asset Management Inc.	0.30%	1,435,984	0	43.63	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	2,716.06	Hedge Fund	Low	Toronto	Canada
54	Baillie Gifford & Co.	0.30%	1,425,829	0	37.10	31-Mar-2021	Aggregate MFs	Investment Managers	Investment Advisor	342,266.85	Core Growth	Low	Edinburgh	United Kingdom
55	Columbus Hill Capital Management, L.P.	0.29%	1,374,369	0	41.76	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	648.76	Core Growth	Moderate	Short Hills	United States
56	BMO Private Investment Counsel Inc.	0.28%	1,346,923	0	40.93	31-Dec-2021	13F	Investment Managers	Investment Advisor	5,984.73	GARP	Low	Toronto	Canada
57	Geode Capital Management, L.L.C.	0.28%	1,342,321	0	40.79	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	960,968.01	Index	Low	Boston	United States
58	Sand Grove Capital Management LLP	0.28%	1,317,036	0	40.02	31-Dec-2021	13F	Investment Managers	Hedge Fund	1,196.56	Hedge Fund	High	London	United Kingdom
59	Credit Suisse Asset Management	0.28%	1,312,424	0	39.88	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	185,873.77	Core Growth	Low	Zurich	Switzerland
60	Lincluden Investment Management Limited	0.27%	1,278,550	0	38.85	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	1,242.21	Deep Value	Low	Mississauga	Canada
61	UBS Asset Management (Switzerland)	0.27%	1,264,701	0	38.43	31-Dec-2021	13F	Investment Managers	Investment Advisor	235,965.29	Core Value	Low	Zurich	Switzerland
62	Dimensional Fund Advisors, L.P.	0.26%	1,228,906	0	37.34	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	512,422.62	Index	Low	Austin	United States
63	Sumitomo Mitsui Trust Bank, Limited	0.26%	1,222,855	-0.05	37.96	31-Mar-2022	13F	Investment Managers	Bank and Trust	172,110.05	Core Growth	Low	Chiyoda-ku (Tokyo)	Japan
64	Empire Life Investments Inc.	0.24%	1,146,079	0	33.19	30-Nov-2021	Aggregate MFs	Investment Managers	Insurance Company	4,623.21	GARP	Low	Kingston	Canada
65	Intact Investment Management Inc.	0.23%	1,094,900	0	33.27	31-Dec-2021	13F	Investment Managers	Investment Advisor	4,273.80	Income Value	Low	Toronto	Canada
66	Arrowstreet Capital, Limited Partnership	0.23%	1,091,451	0	33.17	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	86,888.25	Hedge Fund	Moderate	Boston	United States
67	Alyeska Investment Group, L.P.	0.21%	1,000,000	0	30.39	31-Dec-2021	13F	Investment Managers	Hedge Fund	8,479.91	Hedge Fund	High	Chicago	United States
68	BMO Asset Management U.S.	0.19%	927,500	0	28.18	31-Dec-2021	13F	Investment Managers	Investment Advisor	4,200.98	Core Value	High	Chicago	United States
69	BlackRock Advisors (UK) Limited	0.19%	924,022	+0.02	28.68	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	325,472.76	Index	Low	London	United Kingdom

Investor #	Investor Name	% Outstanding	Position (M)	Position Change (M)	Value ($, M)	Filing Date	Filing Source	Investor Type	Investor Sub-Type	Equity Assets ($, M)	Investment Style	Turnover	City	Country/Region
		31-Mar-2022	44,651	31-Mar-2022	31-Mar-2022	31-Mar-2022	31-Mar-2022					31-Mar-2022		
70	Canoe Financial LP	0.19%	907,821	0	27.22	28-Feb-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	3,934.15	Income Value	Low	Calgary	Canada
71	AllianceBernstein L.P.	0.19%	884,282	0	26.87	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	342,069.35	Core Growth	Low	New York	United States
72	BlackRock Investment Management (UK) Ltd.	0.18%	852,690	0	26.47	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	576,356.45	Core Growth	Low	London	United Kingdom
73	PGGM Vermogensbeheer B.V.	0.18%	837,551	0	25.45	31-Dec-2021	Aggregate MFs	Investment Managers	Pension Fund	68,255.71	GARP	Low	Zeist	Netherlands
74	Charles Schwab Investment Management, Inc.	0.17%	798,411	-0.02	24.78	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	409,057.87	Index	Low	San Francisco	United States
75	UBS Asset Management (UK) Ltd.	0.16%	784,935	0	23.85	31-Dec-2021	13F	Investment Managers	Investment Advisor	144,432.09	Core Value	Low	London	United Kingdom
76	Industrial Alliance Investment Management Inc.	0.16%	772,759	-0.06	23.99	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	9,049.55	Core Value	Moderate	Quebec City	Canada
77	California State Teachers Retirement System	0.16%	746,748	0	21.64	30-Jun-2021	Shareholder Report	Investment Managers	Pension Fund	142,950.68	Index	Low	West Sacramento	United States
78	HSBC Global Asset Management (Canada) Limited	0.16%	746,310	0	22.38	28-Feb-2022	Aggregate MFs	Investment Managers	Investment Advisor	6,055.83	Core Value	Low	Vancouver	Canada
79	Anson Funds Management LP.	0.15%	737,800	0	22.42	31-Dec-2021	13F	Investment Managers	Hedge Fund	753.79	Hedge Fund	High	Dallas	United States
80	State Street Global Advisors (US)	0.15%	729,012	+0.01	22.63	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	2,194,497.58	Index	Low	Boston	United States
81	National Bank of Canada	0.15%	711,044	0	21.61	31-Dec-2021	13F	Investment Managers	Bank and Trust	24,110.31		Low	Montreal	Canada
82	M & G Investment Management Ltd.	0.15%	698,852	0	21.24	31-Dec-2021	13F	Investment Managers	Investment Advisor	73,771.61	Deep Value	Moderate	London	United Kingdom
83	GWL Investment Management Ltd.	0.14%	659,346	0	20.04	31-Dec-2021	13F	Investment Managers	Investment Advisor	48,960.35	Core Growth	Low	Winnipeg	Canada
84	Versor Investments LP	0.14%	649,951	0	19.75	31-Dec-2021	13F	Investment Managers	Hedge Fund	3,319.86	Hedge Fund	High	New York	United States
85	RBC Phillips, Hager & North Investment Counsel Inc.	0.14%	646,931	0	19.66	31-Dec-2021	13F	Investment Managers	Investment Advisor	3,596.78	Core Value	Low	Toronto	Canada
86	TD Waterhouse Private Investment Counsel, Inc.	0.14%	644,223	0	19.58	31-Dec-2021	13F	Investment Managers	Investment Advisor	3,169.33	Core Value	Low	Toronto	Canada
87	Mangrove Partners	0.13%	637,651	0	19.38	31-Dec-2021	13F	Investment Managers	Hedge Fund	1,373.62	Hedge Fund	High	New York	United States
88	Scotia Capital Inc.	0.13%	618,558	0	18.80	31-Dec-2021	13F	Brokerage Firms	Research Firm	15,314.38	Broker-Dealer	Low	Toronto	Canada
89	Parametric Portfolio Associates LLC	0.13%	613,922	0	18.65	31-Dec-2021	13F	Investment Managers	Investment Advisor	210,247.21	Aggressive Growth	Low	Seattle	United States
90	Nuveen LLC	0.11%	543,911	-0.00	16.88	31-Mar-2022	Aggregate MFs	Investment Managers	Pension Fund	507,284.16	GARP	Low	New York	United States
91	State Street Global Advisors Ltd. (Canada)	0.11%	515,699	0	15.67	31-Dec-2021	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	6,747.84	Index	Low	Montreal	Canada
92	Addenda Capital, Inc.	0.10%	494,146	-0.03	15.34	31-Mar-2022	13F	Investment Managers	Investment Advisor/Hedge Fund	3,231.44	Hedge Fund	Low	Montreal	Canada
93	Gabelli Funds, LLC	0.10%	479,850	0	14.58	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	30,319.34	Core Value	Low	Rye	United States
94	Aperio Group, LLC	0.10%	478,648	0	14.54	31-Dec-2021	13F	Investment Managers	Investment Advisor	45,781.55	Index	Low	Sausalito	United States
95	Invesco Canada Ltd.	0.10%	465,969	0	14.16	31-Dec-2021	13F	Investment Managers	Investment Advisor	16,732.46	Core Growth	Low	Toronto	Canada
96	W. H. Reaves & Co., Inc.	0.10%	465,804	0	14.15	31-Dec-2021	13F	Investment Managers	Investment Advisor	3,440.97	Sector Specific	Low	Jersey City	United States
97	CI Global Asset Management	0.10%	460,995	-0.15	14.31	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	60,772.72	Core Value	Moderate	Toronto	Canada
98	Mawer Investment Management Ltd.	0.10%	459,492	+0.46	14.26	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	53,903.69	GARP	Low	Calgary	Canada
99	Fidelity Institutional Asset Management	0.10%	456,225	0	13.86	31-Dec-2021	13F	Investment Managers	Investment Advisor	87,887.39	GARP	Low	Providence	United States
100	Deka Vermögensmanagement GmbH	0.09%	437,800	0	13.59	31-Mar-2022	13F	Investment Managers	Investment Advisor	20,312.28	Core Growth	Low	Berlin	Germany
101	KLP Fondsforvaltning AS	0.08%	399,849	0	12.41	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	25,598.24		Low	Oslo	Norway
102	Bissonnette (Peter J)	0.08%	374,909	0	10.86	24-Nov-2021	Proxy-CA	Strategic Entities	Individual Investor	12.04				Canada
103	Russell Investments Trust Company	0.08%	373,751	0	11.36	31-Dec-2021	13F	Investment Managers	Investment Advisor	49,801.26	Core Growth	Low	Seattle	United States
104	Desjardins Global Asset Management	0.07%	356,688	-0.00	11.07	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	5,613.31	Core Value	Moderate	Montreal	Canada
105	Florida State Board of Administration	0.07%	349,466	0	9.09	31-Mar-2021	Aggregate MFs	Investment Managers	Pension Fund	101,708.57	Index	Low	Tallahassee	United States

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Investor #	Investor Name	% Outstanding	Position (M)	Position Change (M)	Value ($, M)	Filing Date	Filing Source	Investor Type	Investor Sub-Type	Equity Assets ($, M)	Investment Style	Turnover	City	Country/Region
		31-Mar-2022	44,651	31-Mar-2022	31-Mar-2022	31-Mar-2022	31-Mar-2022					31-Mar-2022		
106	Managed Account Advisors LLC	0.07%	340,072	0	10.33	31-Dec-2021	13F	Investment Managers	Investment Advisor	437,465.15	Specialty	Low	Jersey City	United States
107	USS Investment Management Ltd	0.07%	338,337	0	10.28	31-Dec-2021	13F	Investment Managers	Pension Fund	15,555.48	GARP	Low	London	United Kingdom
108	Mellon Investments Corporation	0.07%	332,402	0	10.10	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	283,700.07	Index	Low	Boston	United States
109	Angelo, Gordon & Co., L.P.	0.07%	325,000	0	9.88	31-Dec-2021	13F	Investment Managers	Hedge Fund	1,176.34	Hedge Fund	High	New York	United States
110	UBS Asset Management (Americas), Inc.	0.07%	324,794	0	9.87	31-Dec-2021	13F	Investment Managers	Investment Advisor	77,386.72	Core Value	Low	Chicago	United States
111	Tennessee Consolidated Retirement System	0.07%	320,044	0	9.72	31-Dec-2021	13F	Investment Managers	Pension Fund	27,145.45	Core Growth	Low	Nashville	United States
112	Storebrand Kapitalforvaltning AS	0.07%	316,579	+0.12	9.83	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	37,151.98	GARP	Low	Lysaker	Norway
113	Sun Life Global Investments (Canada) Inc.	0.06%	306,742	0	9.32	31-Dec-2021	Aggregate MFs	Investment Managers	Investment Advisor	3,144.46		Moderate	Toronto	Canada
114	NNIP Advisors B.V.	0.06%	301,080	0	9.15	31-Dec-2021	13F	Investment Managers	Investment Advisor	34,543.52	Core Growth	Low	The Hague	Netherlands
115	Deka Investment GmbH	0.06%	299,625	+0.01	9.30	31-Mar-2022	13F	Investment Managers	Investment Advisor/Hedge Fund	71,758.71	Core Growth	Low	Frankfurt	Germany
116	Bardin Hill Investment Partners LP	0.06%	287,733	0	8.74	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	1,114.51	Hedge Fund	Moderate	New York	United States
117	NewGen Asset Management Limited	0.06%	286,100	-0.51	8.88	31-Mar-2022	13F	Investment Managers	Hedge Fund	174.00	Hedge Fund		Toronto	Canada
118	Neuberger Berman, LLC	0.06%	283,811	0	8.62	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	137,084.73	GARP	Low	New York	United States
119	Partners Value Investments, L.P.	0.06%	277,700	0	8.07	30-Sep-2021	13F	Strategic Entities	Holding Company	7,155.52			Toronto	Canada
120	First Trust Advisors L.P.	0.06%	273,764	0	8.32	31-Dec-2021	13F	Investment Managers	Investment Advisor	113,980.48	Index	Low	Wheaton	United States
121	Dimensional Fund Advisors, Ltd.	0.06%	263,872	0	8.19	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	30,004.65	Deep Value	Low	London	United Kingdom
122	Samson Rock Capital LLP	0.05%	260,000	0	7.90	31-Dec-2021	13F	Investment Managers	Hedge Fund	732.57	Hedge Fund	High	London	United Kingdom
123	Banco Bilbao Vizcaya Argentaria S.A.(Asset Management).	0.05%	255,979	0	7.78	31-Dec-2021	13F	Investment Managers	Bank and Trust	7,589.90		Low	Madrid	Spain
124	Janus Henderson Investors	0.05%	253,812	0	7.71	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	287,396.67	Core Growth	Low	London	United Kingdom
125	IndexIQ Advisors LLC	0.05%	252,766	-0.01	7.85	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	4,156.11	Index	Moderate	New York	United States
126	MUFG Securities (Canada), Ltd	0.05%	239,335	0	7.27	31-Dec-2021	13F	Investment Managers	Investment Advisor	2,180.20			New York	United States
127	BNY Mellon Asset Management	0.05%	235,812	0	7.17	31-Dec-2021	13F	Investment Managers	Investment Advisor	153,748.48	Income Value	Low	New York	United States
128	Jarislowsky Fraser, Ltd.	0.05%	235,436	0	7.15	31-Dec-2021	13F	Investment Managers	Investment Advisor	26,943.64	Core Value	Low	Montreal	Canada
129	Eastspring Investments (Singapore) Limited	0.05%	235,064	0	7.14	31-Dec-2021	13F	Investment Managers	Investment Advisor	16,639.51	Core Value	Moderate	Singapore	Singapore
130	DWS Investments UK Limited	0.05%	234,160	0	7.12	31-Dec-2021	13F	Investment Managers	Investment Advisor	91,402.24	Growth	Moderate	London	United Kingdom
131	Vanguard Investments Australia Ltd.	0.05%	228,176	0	6.84	28-Feb-2022	Aggregate MFs	Investment Managers	Investment Advisor	76,321.00	Index	Low	Melbourne	Australia
132	JPMorgan Asset Management U.K. Limited	0.05%	225,846	0	6.86	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	150,710.14	Core Growth	Low	London	United Kingdom
133	Qube Research & Technologies Ltd	0.05%	224,363	0	6.82	31-Dec-2021	13F	Investment Managers	Hedge Fund	12,948.15	Hedge Fund	High	London	United Kingdom
134	Aberdeen Asset Managers Ltd.	0.05%	220,644	+0.00	6.85	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	61,509.40	Core Growth	Moderate	London	United Kingdom
135	J O Hambro Capital Management Limited	0.04%	206,098	+0.18	6.40	31-Mar-2022	13F	Investment Managers	Investment Advisor/Hedge Fund	34,068.49	Core Value	Low	London	United Kingdom
136	Irish Life Investment Managers Ltd.	0.04%	205,916	0	6.14	31-Jan-2022	Aggregate MFs	Investment Managers	Investment Advisor	16,870.59	Core Value	Moderate	Dublin	Ireland
137	JPMorgan Asset Management (Asia Pacific) Limited	0.04%	198,257	0	6.02	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	39,701.91	GARP	Low	Central (Hong Kong)	Hong Kong
138	Privium Fund Management (UK) Ltd	0.04%	197,686	0	6.01	31-Dec-2021	13F	Investment Managers	Investment Advisor	163.14			London	United Kingdom
139	Goldman Sachs Asset Management, L.P.	0.04%	196,270	0	5.96	31-Dec-2021	13F	Investment Managers	Investment Advisor	276,653.10	Core Growth	Low	New York	United States
140	ATB Investment Management Inc.	0.04%	188,523	-0.56	5.85	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	6,106.57	Growth	Low	Edmonton	Canada

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Investor #	Investor Name	% Outstanding	Position (M)	Position Change (M)	Value ($, M)	Filing Date	Filing Source	Investor Type	Investor Sub-Type	Equity Assets ($, M)	Investment Style	Turnover	City	Country/Region
		31-Mar-2022	44,651	31-Mar-2022	31-Mar-2022	31-Mar-2022	31-Mar-2022					31-Mar-2022		
141	Prelude Capital Management, LLC	0.04%	187,495	0	5.70	31-Dec-2021	13F	Investment Managers	Hedge Fund	2,003.05	Hedge Fund	High	New York	United States
142	LOGiQ Asset Management Ltd	0.04%	186,800	0	5.68	31-Dec-2021	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	210.68	Growth	Low	Toronto	Canada
143	AQR Capital Management, LLC	0.04%	183,535	0	5.58	31-Dec-2021	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	63,302.40	Hedge Fund	Low	Greenwich	United States
144	Rothschild & Co Asset Management US INC.	0.04%	179,823	0	5.58	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	9,419.33	Deep Value	Low	New York	United States
145	Northern Trust Global Investments Limited	0.04%	172,684	+0.00	5.36	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	92,046.14	Core Growth	Low	London	United Kingdom
146	Northern Trust Global Investments	0.03%	165,166	0	5.02	31-Dec-2021	13F	Investment Managers	Investment Advisor	186,571.30	Core Growth	Low	Chicago	United States
147	Pew, Paul Kenneth	0.03%	164,172	0	4.92	01-Feb-2022	SEDI	Strategic Entities	Individual Investor	4.67		Low		Canada
148	Amundi Asset Management, SAS	0.03%	163,226	0	4.96	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	206,043.84	GARP	Low	Paris	France
149	JCIC Asset Management Inc	0.03%	162,868	-0.00	5.06	31-Mar-2022	13F	Investment Managers	Investment Advisor	316.68	Yield	Low	Toronto	Canada
150	Pictet Asset Management Ltd.	0.03%	156,314	0	4.75	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	164,073.25	Core Growth	Low	London	United Kingdom
151	State Street Global Advisors (UK) Ltd.	0.03%	152,402	0	4.73	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	89,365.32	Index	Low	London	United Kingdom
152	Harvest Management, LLC	0.03%	146,700	0	4.46	31-Dec-2021	13F	Investment Managers	Hedge Fund	129.83	Hedge Fund		New York	United States
153	Första AP-Fonden	0.03%	145,800	0	4.43	31-Dec-2021	13F	Investment Managers	Pension Fund	23,319.79	GARP	Moderate	Stockholm	Sweden
154	Ostrum Asset Management	0.03%	144,661	0	4.40	31-Dec-2021	13F	Investment Managers	Investment Advisor	71,011.36	Core Value	Moderate	Paris	France
155	Counsel Portfolio Services, Inc.	0.03%	142,120	0	4.24	31-Jan-2022	Aggregate MFs	Investment Managers	Investment Advisor	879.28	Core Growth	Moderate	Mississauga	Canada
156	Credit Suisse Asset Management, LLC (US)	0.03%	141,515	0	4.30	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	821.05	Core Growth	High	New York	United States
157	Purpose Investments Inc.	0.03%	138,780	+0.00	4.31	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	1,718.79	Core Value	Moderate	Toronto	Canada
158	SEB Investment Management AB	0.03%	137,245	0	4.17	31-Dec-2021	13F	Investment Managers	Investment Advisor	58,953.90	Core Growth	Low	Stockholm	Sweden
159	Chatham Asset Management, L.L.C.	0.03%	136,834	-0.01	4.25	31-Mar-2022	Aggregate MFs	Investment Managers	Hedge Fund	816.96	Hedge Fund	Moderate	Chatham	United States
160	Yakira Capital Management, Inc.	0.03%	134,600	0	4.09	31-Dec-2021	13F	Investment Managers	Investment Advisor	789.02		High	Westport	United States
161	Korea Investment Corporation	0.03%	134,200	0	4.08	31-Dec-2021	13F	Investment Managers	Sovereign Wealth Fund	39,071.28	Core Growth	Low	Seoul	South Korea
162	Aviva Investors Global Services Limited	0.03%	134,188	0	4.08	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	73,417.52	Core Growth	Moderate	London	United Kingdom
163	Zürcher Kantonalbank (Asset Management)	0.03%	128,630	+0.03	3.99	31-Mar-2022	13F	Investment Managers	Bank and Trust	75,871.18	Growth	Low	Zurich	Switzerland
164	Vanguard Global Advisers LLC	0.03%	123,702	+0.00	3.84	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	23,021.08		Low	Malvern	United States
165	Andra AP-Fonden	0.03%	122,900	0	3.73	31-Dec-2021	13F	Investment Managers	Pension Fund	6,485.59	Income Value	Low	Gothenburg	Sweden
166	Crabel Capital Management, L.L.C.	0.03%	119,303	0	3.63	31-Dec-2021	13F	Investment Managers	Hedge Fund	558.42	Hedge Fund		Milwaukee	United States
167	Royal Trust Corporation of Canada	0.02%	113,252	0	3.44	31-Dec-2021	13F	Investment Managers	Bank and Trust	161.52			Toronto	Canada
168	Tredje AP Fonden	0.02%	112,555	0	3.42	31-Dec-2021	Aggregate MFs	Investment Managers	Pension Fund	19,256.57	Core Growth	Low	Stockholm	Sweden
169	NNIP Asset Management B.V.	0.02%	110,680	0	3.30	31-Jan-2022	Aggregate MFs	Investment Managers	Investment Advisor	14,968.64		Moderate	The Hague	Netherlands
170	State of Wisconsin Investment Board	0.02%	106,561	0	3.24	31-Dec-2021	13F	Investment Managers	Pension Fund	52,033.13	Core Growth	Low	Madison	United States
171	Casa4Funds Luxembourg European Asset Management S.A.	0.02%	98,843	0	2.86	30-Nov-2021	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	319.78	Core Growth	Moderate	Luxembourg	Luxembourg
172	DWS Investment GmbH	0.02%	98,732	0	3.00	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	162,031.24	GARP	Low	Frankfurt	Germany
173	Lazard Asset Management, L.L.C.	0.02%	98,497	+0.01	3.06	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	140,008.30	Core Value	Low	New York	United States
174	Morgan Stanley & Co. International Plc	0.02%	95,970	0	2.92	31-Dec-2021	13F	Brokerage Firms	Research Firm	13,942.24	Broker-Dealer	Moderate	London	United Kingdom
175	Ersel Asset Management SGR S.p.A.	0.02%	94,209	+0.09	2.92	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	1,128.92	Core Growth	High	Torino	Italy
176	K2 Advisors L.L.C.	0.02%	93,719	0	2.85	31-Dec-2021	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	430.95	Hedge Fund	High	Stamford	United States
177	Danske Bank Asset Management	0.02%	91,201	+0.01	2.83	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	31,886.89	Core Growth	Low	Lyngby	Denmark
178	PSP Investments	0.02%	90,965	0	2.76	31-Dec-2021	13F	Investment Managers	Pension Fund	19,494.18	Core Value	Low	Montreal	Canada

Investor #	Investor Name	% Outstanding	Position (M)	Position Change (M)	Value ($, M)	Filing Date	Filing Source	Investor Type	Investor Sub-Type	Equity Assets ($, M)	Investment Style	Turnover	City	Country/Region
		31-Mar-2022	44,651	31-Mar-2022	31-Mar-2022	31-Mar-2022	31-Mar-2022					31-Mar-2022		
179	Stifel Nicolaus Investment Advisors	0.02%	88,033	0	2.67	31-Dec-2021	13F	Investment Managers	Investment Advisor	57,920.85	GARP	Low	St. Louis	United States
180	ACTIAM N.V.	0.02%	87,808	-0.02	2.73	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	18,732.85	Income Value	Low	Amsterdam	Netherlands
181	K2 & Associates Investment Management Inc.	0.02%	81,300	0	2.47	31-Dec-2021	13F	Investment Managers	Hedge Fund	701.87	Hedge Fund	High	Toronto	Canada
182	DWS International GmbH	0.02%	80,052	0	2.43	31-Dec-2021	13F	Investment Managers	Investment Advisor	41,288.40		Low	Frankfurt	Germany
183	RBC Private Counsel (USA) Inc.	0.02%	79,079	0	2.40	31-Dec-2021	13F	Investment Managers	Investment Advisor	2,636.61	Growth	Low	Toronto	Canada
184	Sinclair Capital LLP	0.02%	78,843	0	2.36	28-Feb-2022	Aggregate MFs	Investment Managers	Hedge Fund	85.25	Hedge Fund	High	London	United Kingdom
185	Wittenberg Investment Management Inc	0.02%	76,909	0	2.34	31-Dec-2021	13F	Investment Managers	Investment Advisor	274.45			Carlisle	United States
186	Keating (Gregory John)	0.01%	70,182	0	2.03	24-Nov-2021	Proxy-CA	Strategic Entities	Individual Investor	2.11				Canada
187	USAA Asset Management Company	0.01%	69,874	+0.00	2.17	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	4,838.48		Low	San Antonio	United States
188	Franklin Advisory Services, LLC	0.01%	65,896	0	2.00	31-Dec-2021	13F	Investment Managers	Investment Advisor	2,322.56	Core Value	Low	San Mateo	United States
189	UBS Financial Services, Inc.	0.01%	64,296	0	1.95	31-Dec-2021	13F	Investment Managers	Investment Advisor	244,947.18	Broker-Dealer	Low	Weehawken	United States
190	Amundi Asset Management US, Inc.	0.01%	62,900	0	1.91	31-Dec-2021	13F	Investment Managers	Investment Advisor	46,468.10	Core Growth	Low	Boston	United States
191	BlackRock Asset Management Canada Limited	0.01%	62,091	0	1.80	30-Jun-2021	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	75,676.08	Index	Low	Toronto	Canada
192	Cypress Capital Management Ltd.	0.01%	60,000	0	1.82	31-Dec-2021	Aggregate MFs	Investment Managers	Investment Advisor	191.66	Yield	Low	Vancouver	Canada
193	BBVA Asset Management, S.A., S.G.I.I.C.	0.01%	59,854	-0.14	1.86	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	25,437.28	Core Value	Low	Madrid	Spain
194	Invesco Advisers, Inc.	0.01%	59,824	0	1.82	31-Dec-2021	13F	Investment Managers	Investment Advisor	358,098.11	GARP	Low	Atlanta	United States
195	Crossmark Global Investments, Inc	0.01%	57,972	0	1.76	31-Dec-2021	13F	Investment Managers	Investment Advisor	4,648.71	Core Growth	Low	Houston	United States
196	Johnson, Peter	0.01%	57,465	0	1.66	14-Apr-2021	Proxy-CA	Strategic Entities	Individual Investor	1.84				Canada
197	NEI Investments L.P.	0.01%	56,962	0	1.71	28-Feb-2022	Aggregate MFs	Investment Managers	Investment Advisor	631.27	Core Value	Moderate	Toronto	Canada
198	Invesco Capital Management LLC	0.01%	56,486	0	1.72	31-Dec-2021	13F	Investment Managers	Investment Advisor	168,748.52	Index	Low	Downers Grove	United States
199	Robeco Institutional Asset Management B.V.	0.01%	54,933	0	1.65	28-Feb-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	82,316.42	Core Growth	Low	Rotterdam	Netherlands
200	Franklin Templeton Portfolio Advisors, Inc	0.01%	53,444	-0.01	1.66	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	4,801.89	Yield	Moderate	San Mateo	United States
201	Nomura Asset Management Co., Ltd.	0.01%	53,044	-0.00	1.65	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	255,144.71	Core Growth	Low	Chuo-ku (Tokyo)	Japan
202	DNB Asset Management AS	0.01%	52,427	+0.00	1.63	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	38,877.78	Growth	Low	Oslo	Norway
203	Momentum Global Investment Management Limited	0.01%	51,751	0	1.61	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	4,089.86	GARP	Low	London	United Kingdom
204	State Street Global Advisors Ireland Limited	0.01%	51,596	+0.00	1.60	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	45,121.73	Index	Low	Dublin	Ireland
205	Foyston, Gordon & Payne Inc.	0.01%	51,219	+0.00	1.59	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	958.04	Core Value	Low	Toronto	Canada
206	American Century Investment Management, Inc.	0.01%	50,611	0	1.54	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	201,479.30	Core Growth	Low	Kansas City	United States
207	Greenleaf Trust	0.01%	50,061	0	1.55	31-Mar-2022	13F	Investment Managers	Bank and Trust	8,530.77	GARP	Low	Kalamazoo	United States
208	Citadel Advisors LLC	0.01%	49,304	0	1.50	31-Dec-2021	13F	Investment Managers	Hedge Fund	85,703.15	Hedge Fund	High	Chicago	United States
209	English (Trevor)	0.01%	46,988	0	1.43	31-Dec-2021	SEDI	Strategic Entities	Individual Investor	1.44		Moderate		Canada
210	Banor Capital Limited	0.01%	46,661	0	1.39	31-Jan-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	333.85	Core Value	High	London	United Kingdom
211	Middlefield Capital Corporation	0.01%	45,000	0	1.40	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	1,264.56	Specialty	Moderate	Toronto	Canada
212	Wellington Management Company, LLP	0.01%	44,840	0	1.36	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	725,326.20	Core Value	Low	Boston	United States
213	Assenagon Asset Management S.A.	0.01%	43,433	0	1.32	31-Dec-2021	Aggregate MFs	Investment Managers	Investment Advisor	32,677.70	Index	High	Munich	Germany
214	Weiss Multi-Strategy Advisers LLC	0.01%	41,959	0	1.27	31-Dec-2021	13F	Investment Managers	Hedge Fund	4,553.87	Hedge Fund	High	New York	United States
215	Davy Global Fund Management Limited	0.01%	41,331	0	1.24	28-Feb-2022	Aggregate MFs	Investment Managers	Investment Advisor	3,412.22	Core Growth	Low	Dublin	Ireland
216	Osmosis Investment Management LLP	0.01%	41,331	0	1.26	31-Dec-2021	Aggregate MFs	Investment Managers	Investment Advisor	999.78		Low	London	United Kingdom

Investor #	Investor Name	% Outstanding	Position (M)	Position Change (M)	Value ($, M)	Filing Date	Filing Source	Investor Type	Investor Sub-Type	Equity Assets ($, M)	Investment Style	Turnover	City	Country/Region
		31-Mar-2022	44,651	31-Mar-2022	31-Mar-2022	31-Mar-2022	31-Mar-2022					31-Mar-2022		
217	Handelsbanken Asset Management	0.01%	41,200	0	1.24	28-Feb-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	83,291.07	Core Growth	Low	Stockholm	Sweden
218	Skandia Investment Management AB	0.01%	40,000	0	1.24	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	3,305.13		Low	Stockholm	Sweden
219	Mercer Global Investments Management Ltd	0.01%	38,809	0	1.20	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	34,965.64		Low	Dublin	Ireland
220	BI Asset Management Fondsmæglerselskab A/S	0.01%	36,229	0	1.12	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	7,729.00	Core Value	Moderate	Copenhagen	Denmark
221	LPL Financial LLC	0.01%	35,972	0	1.09	31-Dec-2021	13F	Investment Managers	Investment Advisor	118,921.15	GARP	Low	Boston	United States
222	Vogel (Carl E)	0.01%	35,000	0	1.01	24-Nov-2021	Proxy-CA	Strategic Entities	Individual Investor	5.08		Low		United States
223	Barclays Capital	0.01%	34,974	0	1.06	31-Dec-2021	13F	Brokerage Firms	Research Firm	37,337.65	Broker-Dealer	Moderate	London	United Kingdom
224	Simplex Trading, LLC	0.01%	33,781	0	1.03	31-Dec-2021	13F	Brokerage Firms	Research Firm	3,052.70	Broker-Dealer	High	Chicago	United States
225	OLZ AG	0.01%	32,887	0	0.95	30-Jun-2021	Aggregate MFs	Investment Managers	Investment Advisor	1,928.83		Low	Berne	Switzerland
226	National Bank Trust	0.01%	32,541	+0.03	1.01	31-Mar-2022	Aggregate MFs	Investment Managers	Bank and Trust	5,377.63		Moderate	Montreal	Canada
227	OMERS Administration Corporation	0.01%	32,300	0	0.98	31-Dec-2021	13F	Investment Managers	Pension Fund	9,985.61	Core Value	Low	Toronto	Canada
228	Claret Asset Management Corporation	0.01%	32,154	+0.00	1.00	31-Mar-2022	13F	Investment Managers	Investment Advisor	541.40	GARP	Low	Montreal	Canada
229	Jane Street Capital, L.L.C.	0.01%	31,994	0	0.97	31-Dec-2021	13F	Brokerage Firms	Research Firm	51,732.10	Broker-Dealer	High	New York	United States
230	JPMorgan Asset Management (Europe) S.à.r.l.	0.01%	31,396	0	0.94	31-Jan-2022	Aggregate MFs	Investment Managers	Investment Advisor	7,998.27	GARP	Low	Senningerberg	Luxembourg
231	Citi Investment Research (US)	0.01%	31,119	0	0.95	31-Dec-2021	13F	Brokerage Firms	Research Firm	109,471.39	Broker-Dealer	Moderate	New York	United States
232	Allianz Global Investors U.S. LLC	0.01%	31,059	0	0.94	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	72,194.84	Core Growth	Low	San Diego	United States
233	Hexavest Inc.	0.01%	31,004	0	0.54	31-Dec-2020	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	1,718.32	Core Value	Low	Montreal	Canada
234	SIG North Trading ULC	0.01%	30,730	0	0.93	31-Dec-2021	13F	Investment Managers	Investment Advisor	397.38			Bala Cynwyd	United States
235	Vazirani Asset Management LLC	0.01%	30,000	0	0.91	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	86.32	Hedge Fund		New York	United States
236	Unigestion	0.01%	29,154	0	0.87	31-Jan-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	3,642.24	Core Value	Moderate	Geneva	Switzerland
237	Cubist Systematic Strategies, LLC	0.01%	29,087	0	0.88	31-Dec-2021	13F	Investment Managers	Hedge Fund	10,511.10	Hedge Fund	High	Stamford	United States
238	Fiera Capital Corporation	0.01%	27,543	0	0.84	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	56,577.35	GARP	Low	Montreal	Canada
239	Principal Global Investors (Equity)	0.01%	26,918	0	0.81	28-Feb-2022	Aggregate MFs	Investment Managers	Investment Advisor	201,555.27	Core Growth	Low	Des Moines	United States
240	O'Brien (Michael W)	0.01%	26,489	0	0.79	01-Feb-2022	SEDI	Strategic Entities	Individual Investor	1.01		Low		Canada
241	CAPTRUST Financial Advisors	0.01%	25,586	0	0.78	31-Dec-2021	13F	Investment Managers	Investment Advisor	15,084.60	Yield	Low	Raleigh	United States
242	Nippon Life Global Investors Singapore Limited	0.01%	25,409	0	0.44	30-Nov-2020	Aggregate MFs	Investment Managers	Investment Advisor	3,644.13		Low	Singapore	Singapore
243	Spartan Fund Management Inc.	0.01%	25,200	0	0.73	30-Jun-2021	Aggregate MFs	Investment Managers	Investment Advisor	46.83		Moderate	Toronto	Canada
244	Banque Pictet & Cie S.A.	0.01%	25,018	0	0.76	31-Dec-2021	13F	Investment Managers	Investment Advisor	14,135.59		Low	Geneva	Switzerland
245	Marret Asset Management Inc.	0.01%	25,000	0	0.76	31-Dec-2021	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	89.61	Capital Structure Arbitrage	Moderate	Toronto	Canada
246	Cannell & Co.	0.01%	24,107	0	0.73	31-Dec-2021	13F	Investment Managers	Investment Advisor	3,528.45	Core Value	Low	New York	United States
247	Morgan Stanley Smith Barney LLC	0.01%	24,051	0	0.73	31-Dec-2021	13F	Investment Managers	Investment Advisor	445,484.66	Core Growth	Low	Seattle	United States
248	Mitsubishi UFJ Trust and Banking Corporation	0.01%	23,700	0	0.72	31-Dec-2021	13F	Investment Managers	Bank and Trust	103,565.62	Core Growth	Low	Chiyoda-ku (Tokyo)	Japan
249	Manulife Investment Management (US) LLC	0.01%	23,624	0	0.72	31-Dec-2021	13F	Investment Managers	Investment Advisor	123,717.05	Core Growth	Low	Boston	United States
250	Susquehanna International Group, LLP	0.01%	23,613	0	0.72	31-Dec-2021	13F	Investment Managers	Investment Advisor	64,488.01	Broker-Dealer	Moderate	Bala Cynwyd	United States
251	Voya Investment Management LLC	0.00%	23,102	0	0.70	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	65,067.02	Core Growth	Low	New York	United States
252	Nordea Investment Management AB (Denmark)	0.00%	22,688	0	0.68	31-Jan-2022	Aggregate MFs	Investment Managers	Investment Advisor	39,894.90	Core Value	Moderate	Copenhagen	Denmark
253	Sanlam Investment Management (Pty) Ltd.	0.00%	22,545	0	0.70	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	10,966.05	Core Value	Low	Bellville	South Africa

Investor #	Investor Name	% Outstanding	Position (M)	Position Change (M)	Value ($, M)	Filing Date	Filing Source	Investor Type	Investor Sub-Type	Equity Assets ($, M)	Investment Style	Turnover	City	Country/Region
		31-Mar-2022	44,651	31-Mar-2022	31-Mar-2022	31-Mar-2022	31-Mar-2022					31-Mar-2022		
254	Schonfeld Strategic Advisors LLC	0.00%	22,400	0	0.68	31-Dec-2021	13F	Investment Managers	Hedge Fund	10,313.47	Hedge Fund	High	New York	United States
255	Northern Trust Investments, Inc.	0.00%	22,201	0	0.67	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	397,001.51	Index	Low	Chicago	United States
256	Amundi SGR SpA	0.00%	22,200	0	0.64	30-Nov-2021	Aggregate MFs	Investment Managers	Investment Advisor	3,868.76	Core Value	High	Milan	Italy
257	Americana Partners, LLC	0.00%	21,985	0	0.67	31-Dec-2021	13F	Investment Managers	Investment Advisor	549.90			Houston	United States
258	Cardinal Capital Management, Inc.	0.00%	21,836	+0.00	0.68	31-Mar-2022	13F	Investment Managers	Investment Advisor	2,054.65	Core Value	Low	Winnipeg	Canada
259	Neuberger Berman Breton Hill ULC	0.00%	21,708	-0.00	0.67	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	641.65	Hedge Fund	Moderate	Toronto	Canada
260	Envestnet Asset Management, Inc.	0.00%	21,647	0	0.66	31-Dec-2021	13F	Investment Managers	Investment Advisor	202,488.06	Core Growth	Low	Chicago	United States
261	Calvert Research and Management	0.00%	20,860	0	0.63	28-Feb-2022	Aggregate MFs	Investment Managers	Investment Advisor	10,482.74	Core Value	Low	Bethesda	United States
262	Guardian Capital Advisors LP	0.00%	20,854	0	0.63	31-Dec-2021	13F	Investment Managers	Investment Advisor	1,026.95	GARP		Toronto	Canada
263	Lyxor Asset Management	0.00%	20,383	-0.00	0.63	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	76,893.51	Index	High	Paris	France
264	Markou, Dan	0.00%	20,370	0	0.59	14-Apr-2021	Proxy-CA	Strategic Entities	Individual Investor	0.59				Canada
265	APG Asset Management N.V.	0.00%	20,278	0	0.62	31-Dec-2021	13F	Investment Managers	Pension Fund	182,842.76	Core Growth	Low	Heerlen	Netherlands
266	GAM (Luxembourg) S.A.	0.00%	19,739	+0.02	0.61	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	1,507.07		Moderate	Luxembourg	Luxembourg
267	PFA Asset Management	0.00%	19,714	0	0.61	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	2,581.35	Hedge Fund	Moderate	Copenhagen	Denmark
268	OP Varainhoito Oy	0.00%	19,518	0	0.59	28-Feb-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	12,758.18	Core Growth	Low	Helsinki	Finland
269	Weiss Asset Management	0.00%	19,400	0	0.59	31-Dec-2021	13F	Investment Managers	Hedge Fund	3,970.53	Hedge Fund	High	Boston	United States
270	Tokio Marine Asset Management Co., Ltd.	0.00%	19,354	0	0.56	30-Sep-2021	Aggregate MFs	Investment Managers	Investment Advisor	2,958.45	GARP	Low	Chiyoda-ku (Tokyo)	Japan
271	Wells Fargo Advisors	0.00%	18,671	0	0.57	31-Dec-2021	13F	Brokerage Firms	Research Firm	269,938.00	Broker-Dealer	Low	Richmond	United States
272	Ontario Teachers' Pension Plan Board	0.00%	17,834	0	0.54	31-Dec-2021	13F	Investment Managers	Pension Fund	9,648.72	Core Value	Moderate	Toronto	Canada
273	Eurizon Capital S.A.	0.00%	17,699	+0.00	0.55	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	18,957.53	Core Value	Moderate	Luxembourg	Luxembourg
274	BOCI-Prudential Asset Management Ltd.	0.00%	17,607	0	0.46	31-Mar-2021	Aggregate MFs	Investment Managers	Investment Advisor	4,349.88	Core Value	Low	Central (Hong Kong)	Hong Kong
275	Gluskin Sheff + Associates Inc.	0.00%	17,166	0	0.52	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	2,587.74	Aggressive Growth		Toronto	Canada
276	Nykredit Bank AS	0.00%	17,146	0	0.53	31-Mar-2022	Aggregate MFs	Investment Managers	Bank and Trust	16,983.53	Growth	Low	Copenhagen	Denmark
277	Arrow Capital Management Inc.	0.00%	17,140	0	0.53	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	640.21	Hedge Fund	High	Toronto	Canada
278	Veritas Asset Management Inc.	0.00%	16,900	0	0.51	31-Dec-2021	Aggregate MFs	Investment Managers	Investment Advisor	54.11		Moderate	Ontario	Canada
279	State Street Global Advisors (France) S.A.	0.00%	16,623	0	0.49	31-May-2021	Aggregate MFs	Investment Managers	Investment Advisor	2,203.71	Index	Low	La Défense	France
280	Sumitomo Mitsui DS Asset Management Company, Limited	0.00%	16,344	0	0.28	30-Nov-2020	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	64,183.56	GARP	Low	Minato-ku (Tokyo)	Japan
281	Karpas Strategies, LLC	0.00%	16,000	0	0.50	31-Mar-2022	13F	Investment Managers	Investment Advisor	317.18	Core Value	Low	New York	United States
282	AEGON Investment Management B.V.	0.00%	15,909	0	0.46	30-Nov-2021	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	14,420.24	Core Growth	Low	The Hague	Netherlands
283	Wetherby Asset Management, Inc.	0.00%	15,869	0	0.48	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	1,772.17	Growth	Low	San Francisco	United States
284	QS Investors, LLC	0.00%	15,365	0	0.45	30-Jun-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	11,314.95	Growth	Low	New York	United States
285	Bantleon Bank AG	0.00%	15,000	0	0.45	28-Feb-2022	Aggregate MFs	Investment Managers	Investment Advisor	276.26		Moderate	Zug	Switzerland
286	Janney Montgomery Scott LLC	0.00%	14,858	0	0.45	31-Dec-2021	13F	Brokerage Firms	Research Firm	25,827.05	Broker-Dealer	Low	Philadelphia	United States
287	Accelerate Financial Technologies Inc.	0.00%	14,700	0	0.45	31-Dec-2021	Aggregate MFs	Investment Managers	Hedge Fund	44.91	Hedge Fund	High	Calgary	Canada
288	Russell Investments Limited	0.00%	14,665	0	0.46	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	13,592.46	Core Value	Moderate	London	United Kingdom
289	Advisor Group, Inc	0.00%	14,653	0	0.45	31-Dec-2021	13F	Investment Managers	Investment Advisor	53,497.87		Low	New York	United States
290	Signaturefd, LLC	0.00%	14,527	0	0.44	31-Dec-2021	13F	Investment Managers	Investment Advisor	3,252.56	Yield	Low	Atlanta	United States
291	UBS Switzerland AG	0.00%	14,427	0	0.44	31-Dec-2021	13F	Investment Managers	Bank and Trust	11,917.86	GARP	Moderate	Zurich	Switzerland
292	Callan LLC	0.00%	14,208	0	0.26	30-Sep-2020	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	13,966.50	GARP		San Francisco	United States
293	K. J. Harrison & Partners, Inc.	0.00%	13,809	0	0.43	31-Mar-2022	13F	Investment Managers	Investment Advisor	616.03	Deep Value	Moderate	Toronto	Canada
294	Jyske Invest Fund Management A/S	0.00%	13,700	0	0.43	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	7,723.63	Core Growth	High	Silkeborg	Denmark

Investor #	Investor Name	% Outstanding	Position (M)	Position Change (M)	Value ($, M)	Filing Date	Filing Source	Investor Type	Investor Sub-Type	Equity Assets ($, M)	Investment Style	Turnover	City	Country/Region
		31-Mar-2022	44,651	31-Mar-2022	31-Mar-2022	31-Mar-2022	31-Mar-2022					31-Mar-2022		
295	Manulife Investment Management (Hong Kong) Limited	0.00%	13,682	0	0.42	31-Dec-2021	Aggregate MFs	Investment Managers	Investment Advisor	7,505.74	Deep Value	Low	Causeway Bay (Hong Kong)	Hong Kong
296	Franklin Advisers, Inc.	0.00%	13,185	0	0.40	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	207,572.02	Income Value	Moderate	San Mateo	United States
297	E.Öhman J:or Fonder AB	0.00%	13,000	0	0.40	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	10,841.87	Growth	Low	Stockholm	Sweden
298	Susquehanna Fundamental Investments, LLC	0.00%	12,800	0	0.39	31-Dec-2021	13F	Investment Managers	Investment Advisor	3,813.69		High	Bala Cynwyd	United States
299	Bâloise Asset Management	0.00%	12,140	+0.00	0.38	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	2,094.18	Core Growth	Low	Basel	Switzerland
300	Capital International Investors	0.00%	11,481	0	0.35	31-Dec-2021	13F	Investment Managers	Investment Advisor	490,564.88	Growth	Low	Los Angeles	United States
301	Finreon AG	0.00%	11,256	0	0.34	28-Feb-2022	Aggregate MFs	Investment Managers	Investment Advisor	566.96		Low	St. Gallen	Switzerland
302	West Family Investments, Inc.	0.00%	11,153	0	0.34	31-Dec-2021	13F	Investment Managers	Investment Advisor	353.53		High	Evanston	United States
303	J.P. Morgan Securities plc	0.00%	11,012	0	0.33	31-Dec-2021	13F	Brokerage Firms	Research Firm	10,283.02	Broker-Dealer	Moderate	London	United Kingdom
304	Degroof Petercam Asset Management	0.00%	11,000	0	0.33	31-Dec-2021	Aggregate MFs	Investment Managers	Investment Advisor	25,665.35	GARP	Low	Brussels	Belgium
305	Candriam Belgium S.A.	0.00%	10,956	0	0.33	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	35,851.14	GARP	Moderate	Brussels	Belgium
306	Allianz Global Investors GmbH	0.00%	10,782	0	0.33	31-Dec-2021	13F	Investment Managers	Investment Advisor	103,072.59	GARP	Low	Frankfurt	Germany
307	Daiwa Asset Management (Singapore) Ltd.	0.00%	10,521	0	0.18	30-Nov-2020	Aggregate MFs	Investment Managers	Investment Advisor	4,089.75		Low	Singapore	Singapore
308	Danske Invest Management Company S.A.	0.00%	10,500	0	0.31	28-Feb-2022	Aggregate MFs	Investment Managers	Investment Advisor	2,339.50		Low	Luxembourg	Luxembourg
309	J.P. Morgan Investment Management, Inc. (SI)	0.00%	10,499	0	0.31	28-Feb-2022	Aggregate MFs	Investment Managers	Investment Advisor	22,327.50		High	Singapore	Singapore
310	Advisor Partners, LLC	0.00%	10,313	-0.00	0.32	31-Mar-2022	13F	Investment Managers	Investment Advisor/Hedge Fund	1,657.49	Core Growth	Low	Walnut Creek	United States
311	Independent Financial Partners	0.00%	10,227	0	0.31	31-Dec-2021	13F	Investment Managers	Investment Advisor	2,236.84	Growth	Low	Tampa	United States
312	Walleye Capital LLC	0.00%	10,000	0	0.30	31-Dec-2021	13F	Investment Managers	Hedge Fund	2,297.78	Hedge Fund	High	Plymouth	United States
313	Connectus Wealth, LLC	0.00%	9,960	0	0.30	31-Dec-2021	13F	Investment Managers	Investment Advisor	2,581.37		Moderate	Cincinnati	United States
314	NorthCoast Asset Management LLC	0.00%	9,960	0	0.29	30-Sep-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	2,743.63	Hedge Fund	Low	Greenwich	United States
315	Triasima Portfolio Management Inc.	0.00%	9,960	0	0.29	30-Nov-2021	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	1,138.83	GARP	Moderate	Montreal	Canada
316	Daiwa Asset Management Co., Ltd.	0.00%	9,944	0	0.29	30-Nov-2021	Aggregate MFs	Investment Managers	Investment Advisor	119,680.49	GARP	Low	Chiyoda-ku (Tokyo)	Japan
317	Carne Global Fund Managers (Ireland) Limited	0.00%	9,800	0	0.28	31-Oct-2021	Aggregate MFs	Investment Managers	Investment Advisor	4,285.57			Dublin	Ireland
318	Old Mutual Investment Group (South Africa) (Pty) Limited	0.00%	9,800	0	0.30	31-Dec-2021	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	8,998.94	GARP	Moderate	Pinelands	South Africa
319	DBX Advisors LLC.	0.00%	9,594	0	0.29	31-Dec-2021	13F	Investment Managers	Investment Advisor	12,510.70		Low	New York	United States
320	Veriti Management, LLC	0.00%	9,330	-0.01	0.29	31-Mar-2022	13F	Investment Managers	Investment Advisor	823.53		Low	Boston	United States
321	Morgan Stanley & Co. LLC	0.00%	9,285	0	0.28	31-Dec-2021	13F	Brokerage Firms	Research Firm	167,119.76	Broker-Dealer	Moderate	New York	United States
322	Tower Research Capital LLC	0.00%	8,828	0	0.27	31-Dec-2021	13F	Investment Managers	Hedge Fund	5,778.34	Hedge Fund	High	New York	United States
323	DNB Asset Management AB	0.00%	8,600	0	0.15	31-Dec-2020	Aggregate MFs	Investment Managers	Investment Advisor	2,076.56	Core Growth	Low	Stockholm	Sweden
324	JustInvest, LLC	0.00%	8,579	0	0.26	31-Dec-2021	13F	Investment Managers	Investment Advisor	1,696.39		Moderate	Oakland	United States
325	Bridgefront Capital, LLC	0.00%	8,541	0	0.26	31-Dec-2021	13F	Investment Managers	Investment Advisor	103.05		High	Austin	United States
326	U.S. Bancorp Asset Management, Inc.	0.00%	8,424	0	0.26	31-Dec-2021	13F	Investment Managers	Investment Advisor	64,414.28	Core Growth	Low	Minneapolis	United States
327	Blueshift Asset Management, LLC	0.00%	8,323	0	0.25	31-Dec-2021	13F	Investment Managers	Investment Advisor	1,137.01		High	Red Bank	United States
328	Morgan Stanley Investment Management Inc. (US)	0.00%	8,305	-0.00	0.26	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	112,891.23	GARP	Moderate	New York	United States
329	JP Morgan Alternative Asset Management, Inc.	0.00%	8,229	+0.00	0.26	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	2,354.75	Hedge Fund	High	New York	United States
330	IST Investmentstiftung	0.00%	8,204	+0.00	0.25	31-Mar-2022	Aggregate MFs	Investment Managers	Foundation	2,251.40	Core Value	Low	Zurich	Switzerland

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		31-Mar-2022	44,651	31-Mar-2022	31-Mar-2022	31-Mar-2022	31-Mar-2022					31-Mar-2022		
331	Northern Trust Fund Managers (Ireland) Limited	0.00%	8,008	0	0.25	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	1,164.94		Moderate	Dublin	Ireland
332	Dorchester Wealth Management Company	0.00%	7,950	0	0.24	31-Dec-2021	13F	Investment Managers	Investment Advisor	504.74	Core Value		Montreal	Canada
333	RBC Capital Markets Wealth Management	0.00%	7,632	0	0.23	31-Dec-2021	13F	Brokerage Firms	Research Firm	94,267.65	Broker-Dealer	Low	Minneapolis	United States
334	Brinker Capital Investments, LLC	0.00%	7,427	0	0.23	31-Dec-2021	13F	Investment Managers	Investment Advisor	6,912.60	Growth	Low	Berwyn	United States
335	Comerica, Inc.	0.00%	7,369	+0.01	0.23	31-Mar-2022	13F	Investment Managers	Bank and Trust	9,125.65	GARP	Low	Dallas	United States
336	World Asset Management, Inc.	0.00%	7,369	0	0.22	31-Dec-2021	13F	Investment Managers	Investment Advisor	7,244.61	Index	Low	Detroit	United States
337	Yousif Capital Management LLC	0.00%	7,369	0	0.22	31-Dec-2021	13F	Investment Managers	Investment Advisor	9,664.42			Bloomfield Hills	United States
338	Skandia Fonder AB	0.00%	7,300	0	0.23	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	4,790.99		Low	Stockholm	Sweden
339	Water Island Capital, LLC	0.00%	7,160	0	0.22	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	2,739.75	Hedge Fund	High	New York	United States
340	ARCA Fondi SGR S.p.A	0.00%	7,125	0	0.22	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	11,798.04		Moderate	Milan	Italy
341	Fideuram Asset Management (Ireland) dac	0.00%	7,081	-0.00	0.22	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	12,275.82	GARP	Moderate	Dublin	Ireland
342	Stakic (Zoran)	0.00%	7,075	0	0.20	14-Apr-2021	Proxy-CA	Strategic Entities	Individual Investor	0.21				Canada
343	Atlas Capital Advisors LLC	0.00%	6,863	0	0.21	31-Dec-2021	13F	Investment Managers	Investment Advisor	670.26		Low	San Francisco	United States
344	INVESCO Asset Management (Japan) Ltd.	0.00%	6,840	0	0.21	31-Dec-2021	13F	Investment Managers	Investment Advisor	6,928.46	Yield	Moderate	Minato-ku (Tokyo)	Japan
345	CIGNA Investments, Inc.	0.00%	6,725	0	0.20	31-Dec-2021	13F	Investment Managers	Investment Advisor	1,317.81	Core Growth	Low	Bloomfield	United States
346	Professionals Financial Inc.	0.00%	6,588	0	0.19	30-Nov-2021	Aggregate MFs	Investment Managers	Investment Advisor	520.32	Income Value	Low	Montreal	Canada
347	MLC Investments Limited	0.00%	6,564	0	0.11	30-Nov-2020	Aggregate MFs	Investment Managers	Pension Fund	3,277.59	Growth	Low	Sydney	Australia
348	Hartford Investment Management Company	0.00%	6,273	0	0.11	31-Dec-2020	Aggregate MFs	Investment Managers	Investment Advisor	4,358.45	Core Growth	Low	Hartford	United States
349	PNC Wealth Management	0.00%	6,054	0	0.18	31-Dec-2021	13F	Investment Managers	Investment Advisor	101,922.78	Core Growth	Low	Philadelphia	United States
350	Columbia Threadneedle Investments (US)	0.00%	6,020	0	0.18	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	349,385.78	Core Value	Low	Boston	United States
351	Burns (Adrian Ilene)	0.00%	6,000	0	0.17	24-Nov-2021	Proxy-CA	Strategic Entities	Individual Investor	0.25				Canada
352	Samsung Asset Management Co., Ltd.	0.00%	5,928	0	0.18	28-Feb-2022	Aggregate MFs	Investment Managers	Investment Advisor	18,876.85	Core Value	Moderate	Seoul	South Korea
353	Quadrant Family Wealth Advisors	0.00%	5,892	0	0.18	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	838.41	Hedge Fund	Low	Cincinnati	United States
354	BDO Wealth Advisors, LLC	0.00%	5,576	0	0.17	31-Dec-2021	13F	Investment Managers	Investment Advisor	944.60		Low	Jacksonville	United States
355	Stone Asset Management Limited	0.00%	5,481	0	0.17	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	442.61	Growth	Low	Toronto	Canada
356	SEI Investments Management Corporation	0.00%	5,400	0	0.17	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	63,856.19	Specialty	Low	Oaks	United States
357	AIA Investment Management Private Limited	0.00%	5,345	0	0.10	30-Sep-2020	13F	Investment Managers	Investment Advisor	495.88		Low	Singapore	Singapore
358	DWS Investment Management Americas, Inc.	0.00%	5,108	0	0.16	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	27,081.71	Core Value	Low	New York	United States
359	BMO Global Asset Management	0.00%	5,000	0	0.15	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	36,871.13	Growth	Low	London	United Kingdom
360	State Street Global Advisors (Japan) Co., Ltd.	0.00%	4,761	0	0.14	30-Nov-2021	Aggregate MFs	Investment Managers	Investment Advisor	6,260.48	Index	Low	Minato-ku (Tokyo)	Japan
361	Credit Suisse International	0.00%	4,550	0	0.14	31-Dec-2021	13F	Brokerage Firms	Research Firm	12,598.14	Broker-Dealer	High	London	United Kingdom
362	GAM International Management Ltd.	0.00%	4,404	0	0.13	31-Dec-2021	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	7,547.46	Global Macro	Moderate	London	United Kingdom
363	Horizons ETFs Management (Canada) Inc.	0.00%	4,363	0	0.13	30-Jun-2021	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	1,897.98	Core Growth	Low	Toronto	Canada
364	Parallel Advisors, LLC	0.00%	4,157	-0.00	0.13	31-Mar-2022	13F	Investment Managers	Investment Advisor	2,691.41		Low	San Francisco	United States
365	abrdn Asia Limited	0.00%	4,130	0	0.07	28-Feb-2021	Aggregate MFs	Investment Managers	Investment Advisor	13,728.08	GARP	Low	Singapore	Singapore
366	Security Kapitalanlage AG	0.00%	4,027	0	0.12	31-Jan-2022	Aggregate MFs	Investment Managers	Investment Advisor	2,324.54	Index	Low	Graz	Austria

Investor #	Investor Name	% Outstanding	Position (M)	Position Change (M)	Value ($, M)	Filing Date	Filing Source	Investor Type	Investor Sub-Type	Equity Assets ($, M)	Investment Style	Turnover	City	Country/Region
		31-Mar-2022	44,651	31-Mar-2022	31-Mar-2022	31-Mar-2022	31-Mar-2022					31-Mar-2022		
367	LLB Asset Management AG	0.00%	4,000	0	0.12	28-Feb-2022	Aggregate MFs	Investment Managers	Investment Advisor	3,052.63	Core Value	Low	Vaduz	Liechtenstein
368	NS Partners Ltd.	0.00%	3,915	0	0.07	28-Feb-2021	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	3,091.46	Growth	Low	London	United Kingdom
369	Mitsubishi UFJ Kokusai Asset Management Co., Ltd.	0.00%	3,890	-0.00	0.12	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	76,117.89	Core Growth	Low	Chiyoda-ku (Tokyo)	Japan
370	PenderFund Capital Management, Ltd.	0.00%	3,710	0	0.11	31-Dec-2021	13F	Investment Managers	Investment Advisor	822.02	Core Value	Low	Vancouver	Canada
371	State Street Global Advisors Australia Ltd.	0.00%	3,710	0	0.12	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	25,966.43	Index	Moderate	Sydney	Australia
372	Picton Mahoney Asset Management	0.00%	3,669	0	0.11	31-Dec-2021	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	3,811.77	Growth	High	Toronto	Canada
373	UBS (Luxembourg) S.A.	0.00%	3,644	0	0.09	31-Mar-2021	Aggregate MFs	Investment Managers	Investment Advisor	1,376.26	Core Value	Low	Luxembourg	Luxembourg
374	Swiss Life Asset Management	0.00%	3,515	0	0.10	30-Nov-2021	Aggregate MFs	Investment Managers	Investment Advisor	5,076.41	Index	Moderate	Zurich	Switzerland
375	Gulf International Bank (UK) Limited	0.00%	3,474	0	0.11	31-Dec-2021	13F	Investment Managers	Investment Advisor	7,286.91	Core Value	Low	London	United Kingdom
376	JPMorgan Asset Management (Japan) Limited	0.00%	3,369	0	0.10	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	8,112.96	GARP	Low	Chiyoda-ku (Tokyo)	Japan
377	Neal (Jana)	0.00%	3,039	0	0.05	30-Oct-2020	Canadian Insider - Initial Sedi Report	Strategic Entities	Individual Investor	0.06				United States
378	Artisan Partners Limited Partnership	0.00%	2,970	0	0.09	30-Jun-2021	Aggregate MFs	Investment Managers	Investment Advisor	131,694.65	Core Growth	Low	Milwaukee	United States
379	Green (Richard R)	0.00%	2,964	0	0.09	01-Feb-2022	SEDI	Strategic Entities	Individual Investor	25.89		Low		United States
380	Eurizon Capital SGR S.p.A.	0.00%	2,933	-0.00	0.09	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	46,608.67	Core Growth	Moderate	Milan	Italy
381	Goldman Sachs Asset Management International	0.00%	2,800	0	0.09	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	43,894.89	Growth	Moderate	London	United Kingdom
382	Jenkins (William Keith)	0.00%	2,800	0	0.05	09-Nov-2020	SEDI	Strategic Entities	Individual Investor	0.01				Canada
383	Great-West Lifeco Inc.	0.00%	2,706	0	0.08	30-Jun-2021	Aggregate MFs	Investment Managers	Insurance Company	76.27			Toronto	Canada
384	Kredietrust Luxembourg S.A.	0.00%	2,686	0	0.08	31-Jan-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	1,573.60	Core Growth	Moderate	Luxembourg	Luxembourg
385	Weatherill (Sheila C)	0.00%	2,626	0	0.08	01-Feb-2022	SEDI	Strategic Entities	Individual Investor	0				Canada
386	BlackRock Asset Management North Asia Limited	0.00%	2,531	0	0.07	31-Mar-2021	Aggregate MFs	Investment Managers	Investment Advisor	21,626.49	Index	Moderate	Central (Hong Kong)	Hong Kong
387	Nordea Funds Oy	0.00%	2,505	0	0.07	30-Nov-2021	Aggregate MFs	Investment Managers	Investment Advisor	139,381.76	GARP	Low	Helsinki	Finland
388	Asset Management One Co., Ltd.	0.00%	2,372	0	0.07	31-Aug-2021	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	75,246.64	Growth	Low	Chiyoda-ku (Tokyo)	Japan
389	sievert (Michael)	0.00%	2,229	0	0.07	01-Feb-2022	SEDI	Strategic Entities	Individual Investor					Canada
390	Franklin Templeton Investments Corporation	0.00%	2,222	0	0.07	31-Dec-2021	13F	Investment Managers	Investment Advisor	9,479.21	Core Value	Low	Toronto	Canada
391	Union Securities Investment Trust Co., Ltd.	0.00%	2,200	0	0.07	31-Dec-2021	Aggregate MFs	Investment Managers	Investment Advisor	52.67			Taipei	Taiwan
392	Eaton Vance Management	0.00%	2,087	0	0.06	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	87,385.12	Mixed Style	Low	Boston	United States
393	Siemens Fonds Invest GmbH	0.00%	1,989	0	0.06	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	3,183.56	Core Growth	Low	Munich	Germany
394	Winton Capital Management Ltd.	0.00%	1,954	0	0.03	28-Feb-2021	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	1,682.17	Hedge Fund	High	London	United Kingdom
395	Mirae Asset Global Investments Co., Ltd.	0.00%	1,837	0	0.05	30-Jun-2021	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	22,311.63	Core Value	Moderate	Seoul	South Korea
396	Nikko Asset Management Co., Ltd.	0.00%	1,700	-0.00	0.05	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	122,195.04	Core Growth	Low	Minato-ku (Tokyo)	Japan
397	Rockefeller Capital Management	0.00%	1,673	0	0.05	31-Dec-2021	13F	Investment Managers	Investment Advisor	22,532.09	Core Growth	Low	New York	United States
398	Aberdeen Asset Investments Limited	0.00%	1,535	0	0.05	31-Dec-2021	Aggregate MFs	Investment Managers	Investment Advisor	65,281.74	Core Growth	Moderate	London	United Kingdom
399	Franklin Equity Group	0.00%	1,500	0	0.05	31-Dec-2021	13F	Investment Managers	Investment Advisor	20,691.92	Core Growth	Low	New York	United States
400	GPS Wealth Strategies Group, LLC	0.00%	1,485	+0.00	0.05	31-Mar-2022	13F	Investment Managers	Investment Advisor	442.63		Low	Denver	United States
401	Janiczek Wealth Management	0.00%	1,424	0	0.04	31-Dec-2021	13F	Investment Managers	Investment Advisor	333.54		Low	Denver	United States
402	BNP Paribas Asset Management France SAS	0.00%	1,411	0	0.04	28-Feb-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	64,609.78	Core Growth	Moderate	Paris	France
403	Dimensional Fund Advisors Canada ULC	0.00%	1,300	0	0.04	31-Jan-2022	Aggregate MFs	Investment Managers	Investment Advisor	246.13	Index	Low	Vancouver	Canada
404	BBVA USA	0.00%	1,283	0	0.04	30-Sep-2021	13F	Investment Managers	Bank and Trust	1,705.56	Core Value	Low	Houston	United States

Refinitiv Eikon - Shareholders Report - Shaw Communications, Inc. - Class B Shares

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		31-Mar-2022	44,651	31-Mar-2022	31-Mar-2022	31-Mar-2022	31-Mar-2022					31-Mar-2022		
405	Spire Wealth Management, LLC	0.00%	1,250	0	0.04	31-Mar-2022	13F	Investment Managers	Investment Advisor	3,724.50		Low	Reston	United States
406	Agincourt Capital Management, L.L.C.	0.00%	1,200	0	0.02	31-Dec-2020	Aggregate MFs	Investment Managers	Investment Advisor	328.42	Yield	Low	Richmond	United States
407	Research Affiliates, LLC	0.00%	1,195	0	0.03	30-Nov-2021	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	18,745.74	Income Value	Moderate	Newport Beach	United States
408	Anima SGR S.p.A.	0.00%	1,125	0	0.03	30-Sep-2021	Aggregate MFs	Investment Managers	Investment Advisor	24,543.74	Core Growth	Low	Milan	Italy
409	MLC Asset Management	0.00%	1,075	0	0.02	30-Nov-2020	Aggregate MFs	Investment Managers	Investment Advisor	10,015.98		Low	Sydney	Australia
410	Vontobel Asset Management S.A.	0.00%	1,022	0	0.03	31-Dec-2021	Aggregate MFs	Investment Managers	Investment Advisor	5,186.09		Moderate	Luxembourg	Luxembourg
411	BMO Family Office, LLC	0.00%	956	0	0.03	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	2,963.41	Core Growth	Low	Palo Alto	United States
412	Gotham Asset Management, LLC	0.00%	946	0	0.03	31-Dec-2021	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	3,127.46	Hedge Fund	Moderate	New York	United States
413	Kopernik Global Investors, LLC	0.00%	927	0	0.02	31-Mar-2021	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	4,274.01	Hedge Fund	Low	Tampa	United States
414	Geneos Wealth Management Inc	0.00%	825	0	0.03	31-Dec-2021	13F	Investment Managers	Investment Advisor	2,625.95		Moderate	Centennial	United States
415	Glassman Wealth Services LLC	0.00%	792	-0.00	0.02	31-Mar-2022	13F	Investment Managers	Investment Advisor	511.11		Low	Vienna	United States
416	Invesco Hong Kong Limited	0.00%	766	0	0.02	31-Dec-2021	13F	Investment Managers	Investment Advisor	6,381.51	GARP	Moderate	Central (Hong Kong)	Hong Kong
417	Carson Wealth Management Group	0.00%	715	+0.00	0.02	31-Mar-2022	13F	Investment Managers	Investment Advisor	14,094.17	Growth	Low	Omaha	United States
418	Tacita Capital Inc	0.00%	700	0	0.02	31-Dec-2021	13F	Investment Managers	Investment Advisor	175.70			Toronto	Canada
419	Lombard Odier Asset Management (Europe) Ltd	0.00%	536	0	0.02	31-Jan-2022	Aggregate MFs	Investment Managers	Investment Advisor	5,726.52	GARP	Moderate	London	United Kingdom
420	JAMES R SHAW UEO	0.00%	513	0	0.01	28-Aug-2020	SEDI	Strategic Entities	Individual Investor	0.01				Canada
421	Lindbrook Capital, LLC	0.00%	503	-0.00	0.02	31-Mar-2022	13F	Investment Managers	Investment Advisor	647.64		Low	Calabasas	United States
422	Les Fils Dreyfus & Cie SA, Banquiers	0.00%	495	+0.00	0.02	31-Mar-2022	Aggregate MFs	Investment Managers	Bank and Trust	728.70	Growth	Low	Basel	Switzerland
423	ProShare Advisors LLC	0.00%	457	-0.06	0.01	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	51,441.61	Index	Low	Bethesda	United States
424	Evolve Funds Group Inc	0.00%	412	0	0.01	28-Feb-2022	Aggregate MFs	Investment Managers	Investment Advisor	875.36		Low	Toronto	Canada
425	Vontobel Asset Management AG	0.00%	412	0	0.01	31-Dec-2021	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	20,194.38	Hedge Fund	Moderate	Zurich	Switzerland
426	Bell Investment Advisors, Inc.	0.00%	411	0	0.01	31-Dec-2021	13F	Investment Managers	Investment Advisor	364.49	Growth	Low	Oakland	United States
427	Pacifica Partners Inc.	0.00%	360	0	0.01	31-Mar-2022	13F	Investment Managers	Investment Advisor	161.43	Core Value	Low	Surrey	Canada
428	Toroso Asset Management	0.00%	332	+0.00	0.01	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	4,266.13		Moderate	New York	United States
429	FIL Investments (Japan) Limited	0.00%	309	0	0.01	30-Nov-2021	Aggregate MFs	Investment Managers	Investment Advisor	12,689.07	GARP	Low	Minato-ku (Tokyo)	Japan
430	Fieldpoint Private Bank & Trust	0.00%	278	0	0.01	31-Mar-2022	13F	Investment Managers	Bank and Trust	485.38	Income Value	Low	Greenwich	United States
431	NEXT Financial Group, Inc.	0.00%	270	0	0.01	31-Dec-2021	13F	Investment Managers	Investment Advisor	1,518.74		Low	Houston	United States
432	The MassMutual Trust Company, FSB	0.00%	263	-0.00	0.01	31-Mar-2022	13F	Investment Managers	Investment Advisor	2,645.44	Growth	Low	Enfield	United States
433	Aberdeen Standard Investments (Edinburgh)	0.00%	262	0	0.01	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	77,602.00	Core Growth	Low	Edinburgh	United Kingdom
434	DWS Investments Hong Kong Limited	0.00%	261	0	0.01	31-Dec-2021	13F	Investment Managers	Investment Advisor	2,916.24		Moderate	Kowloon	Hong Kong
435	Berman Capital Advisors, LLC	0.00%	243	0	0.01	30-Sep-2021	13F	Investment Managers	Investment Advisor	636.83		Low	Atlanta	United States
436	ARTS Asset Management GmbH	0%	232	+0.00	0.01	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	1,160.92		High	St. Pölten	Austria
437	Lenox Wealth Management, Inc._NLE	0%	214	0	0.00	30-Jun-2020	13F	Investment Managers	Investment Advisor	327.12			Cincinnati	United States
438	Sumitomo Mitsui Trust Asset Management Co., Ltd.	0%	210	0	0.01	31-May-2021	Aggregate MFs	Investment Managers	Investment Advisor	99,027.58	Core Growth	Low	Minato-ku (Tokyo)	Japan
439	Nomura Asset Management Singapore Ltd.	0%	205	0	0.00	28-Feb-2021	Aggregate MFs	Investment Managers	Investment Advisor	2,022.73	Core Growth	Low	Singapore	Singapore
440	UMB Bank, NA	0%	198	0	0.01	31-Mar-2022	13F	Investment Managers	Bank and Trust	7,557.05		Low	Kansas City	United States

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Investor #	Investor Name	% Outstanding	Position (M)	Position Change (M)	Value ($, M)	Filing Date	Filing Source	Investor Type	Investor Sub-Type	Equity Assets ($, M)	Investment Style	Turnover	City	Country/Region
		31-Mar-2022	44,651	31-Mar-2022	31-Mar-2022	31-Mar-2022	31-Mar-2022					31-Mar-2022		
441	Legal & General Investment Management America Inc.	0%	181	0	0.01	31-Dec-2021	Aggregate MFs	Investment Managers	Investment Advisor	38,673.70	Core Value	High	Chicago	United States
442	Northwestern Mutual Capital, LLC	0%	177	0	0.01	31-Dec-2021	13F	Investment Managers	Investment Advisor	61,285.56	Core Growth	Low	Milwaukee	United States
443	JPMorgan Private Bank (United States)	0%	150	0	0.00	31-Dec-2021	13F	Investment Managers	Bank and Trust	176,036.22	Core Value	Low	New York	United States
444	Gemmer Asset Management LLC	0%	147	0	0.00	31-Mar-2022	13F	Investment Managers	Investment Advisor	813.69	GARP	Low	Walnut Creek	United States
445	MainStreet Advisors	0%	144	0	0.00	31-Dec-2021	13F	Investment Managers	Investment Advisor	26,878.86		Low	Chicago	United States
446	BNY Mellon Wealth Management	0%	129	0	0.00	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	73,221.29	Core Growth	Low	New York	United States
447	Manchester Capital Management LLC	0%	114	0	0.00	31-Dec-2021	13F	Investment Managers	Investment Advisor	763.94		Low	Manchester	United States
448	Zions Capital Advisors, Inc.	0%	111	0	0.00	31-Dec-2021	13F	Investment Managers	Investment Advisor	1,131.45		Low	Salt Lake City	United States
449	Quantbot Technologies, LP	0%	104	0	0.00	31-Dec-2021	13F	Investment Managers	Investment Advisor	1,233.80	Core Growth	High	New York	United States
450	SRS Capital Advisors, Inc	0%	100	0	0.00	31-Dec-2021	13F	Investment Managers	Investment Advisor	788.61		Low	Denver	United States
451	Bessemer Trust Company, N.A. (US)	0%	98	0	0.00	31-Dec-2021	13F	Investment Managers	Investment Advisor	55,135.93	Growth	Low	New York	United States
452	KB Asset Management Co., Ltd.	0%	72	0	0.00	30-Jun-2020	Aggregate MFs	Investment Managers	Investment Advisor	4,990.67	GARP	Moderate	Seoul	South Korea
453	EARNEST Partners, LLC	0%	63	0	0.00	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	17,712.08	Core Value	Low	Atlanta	United States
454	Steward Partners Investment Advisory, LLC	0%	56	0	0.00	31-Dec-2021	13F	Investment Managers	Investment Advisor	6,577.38		Low	Clearwater	United States
455	Sofos Investments, Inc.	0%	17	0	0.00	30-Sep-2021	13F	Investment Managers	Investment Advisor	102.06			Allen	United States
456	BlackRock Investment Management, LLC	0%	15	0	0.00	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	178,721.80	Deep Value	Low	Princeton	United States
457	T. Rowe Price International (UK) Ltd.	0%	10	0	0.00	31-Dec-2021	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	61,361.11	GARP	Low	London	United Kingdom
458	Resona Asset Management Co., Ltd.	0%	5	0	0.00	31-Jan-2021	Aggregate MFs	Investment Managers	Investment Advisor	1,346.90		Low	Chuo-ku (Tokyo)	Japan
459	Nomura Asset Management (UK) Ltd.	0%	2	0	0.00	31-Dec-2020	Aggregate MFs	Investment Managers	Investment Advisor	4,812.06	Core Growth	Low	London	United Kingdom
460	Federated Hermes Investment Management Company	0%	1	0	0.00	31-Dec-2021	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	13,971.62	Core Value	Low	Pittsburgh	United States
461	180 Wealth Advisors, L.L.C.	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Investment Advisor	467.80		Low	Federal Way	United States
462	abrdn Capital Limited	0%	0	0	0	31-Jan-2021	Aggregate MFs	Investment Managers	Investment Advisor	4,417.75		Low	Edinburgh	United Kingdom
463	Acadian Asset Management LLC	0%	0	0	0	30-Jun-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	34,159.02	Deep Value	Moderate	Boston	United States
464	ACATIS Investment Kapitalverwaltungsgesel lschaft GmbH	0%	0	0	0	31-Jan-2022	Aggregate MFs	Investment Managers	Investment Advisor	3,329.48	Core Value	Low	Frankfurt	Germany
465	Achmea Investment Management B.V.	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Investment Advisor	2,514.61	Growth	High	Zeist	Netherlands
466	Advisors Asset Management, Inc.	0%	0	0	0	30-Jun-2020	13F	Investment Managers	Investment Advisor	7,010.73	Yield	Low	Monument	United States
467	Advisory Services Network, LLC	0%	0	0	0	30-Sep-2021	13F	Investment Managers	Investment Advisor	3,475.98		Low	Atlanta	United States
468	AHL Partners LLP	0%	0	0	0	31-Mar-2021	13F	Investment Managers	Investment Advisor	8,442.75		High	London	United Kingdom
469	Aigen Investment Management, LP	0%	0	0	0	31-Mar-2021	13F	Investment Managers	Investment Advisor	1,654.40		High	New York	United States
470	Allspring Global Investments, LLC	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	112,937.80	Core Value	Low	San Francisco	United States
471	Alphacrest Capital Management LLC	0%	0	0	0	31-Mar-2021	13F	Investment Managers	Hedge Fund	2,692.01	Hedge Fund	High	New York	United States
472	AMP Capital Investors Limited	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	4,929.48	Yield	Moderate	Sydney	Australia
473	Asset Management Advisors, LLC	0%	0	0	0	31-Dec-2020	13F	Investment Managers	Investment Advisor	147.64			Oklahoma City	United States
474	Assetmark, Inc.	0%	0	0	0	30-Jun-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	25,231.94	GARP	Moderate	Concord	United States
475	Associated Investment Management, LLC	0%	0	0	0	30-Jun-2021	13F	Investment Managers	Investment Advisor	2,727.41	GARP	Low	Green Bay	United States
476	Athanor Capital, LP	0%	0	0	0	30-Jun-2021	13F	Investment Managers	Hedge Fund	119.45	Hedge Fund	High	New York	United States
477	Athena Capital Advisors LLC	0%	0	0	0	30-Jun-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	1,686.02	GARP	Low	Lincoln	United States

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		31-Mar-2022	44,651	31-Mar-2022	31-Mar-2022	31-Mar-2022	31-Mar-2022					31-Mar-2022		
478	AXA Investment Managers Paris	0%	0	0	0	30-Apr-2021	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	15,658.33	Core Growth	Low	Puteaux	France
479	AXA Investment Managers UK Ltd.	0%	0	0	0	30-Jun-2020	13F	Investment Managers	Investment Advisor/Hedge Fund	24,462.40	Core Value	Low	London	United Kingdom
480	AXA Rosenberg Investment Management LLC	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	24,069.87	Core Value	Low	Orinda	United States
481	AXA Rosenberg Investment Management Ltd.	0%	0	0	0	30-Jun-2021	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	2,837.25	Core Value	Moderate	London	United Kingdom
482	Baird Investment Management	0%	0	0	0	31-Mar-2021	13F	Investment Managers	Investment Advisor	42,865.54	Core Growth	Low	Milwaukee	United States
483	Balentine LLC	0%	0	0	0	30-Sep-2020	13F	Investment Managers	Investment Advisor	1,978.43		High	Atlanta	United States
484	Banque Cantonale Vaudoise	0%	0	0	0	30-Jun-2021	13F	Investment Managers	Bank and Trust	7,879.33	Core Growth	Moderate	Lausanne	Switzerland
485	Barclays Bank PLC	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Investment Advisor	116,641.68	Broker-Dealer	Low	London	United Kingdom
486	Barclays Capital Inc.	0%	0	0	0	31-Dec-2021	13F	Brokerage Firms	Research Firm	4,872.37	Broker-Dealer	High	New York	United States
487	Barclays Wealth	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	10,032.99	Core Value	Low	London	United Kingdom
488	BB&T Securities, LLC	0%	0	0	0	31-Mar-2021	13F	Investment Managers	Investment Advisor	1.16			Richmond	United States
489	BCK Capital Management LP	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Investment Advisor	148.20			Stamford	United States
490	BerganKDV Wealth Management, LLC	0%	0	0	0	30-Jun-2020	13F	Investment Managers	Investment Advisor	958.47		Low	Minneapolis	United States
491	Berner Kantonalbank AG	0%	0	0	0	31-Aug-2020	Aggregate MFs	Investment Managers	Bank and Trust	2,194.24	Core Value	Low	Berne	Switzerland
492	BetaShares Capital Ltd.	0%	0	0	0	31-May-2021	Aggregate MFs	Investment Managers	Investment Advisor	11,183.81	Index	Low	Sydney	Australia
493	Beutel, Goodman & Company Ltd.	0%	0	0	0	31-Dec-2021	Aggregate MFs	Investment Managers	Investment Advisor	21,630.03	Core Value	Low	Toronto	Canada
494	BlackRock Asset Management Deutschland AG	0%	0	0	0	31-Mar-2021	Aggregate MFs	Investment Managers	Investment Advisor	48,151.63	Index	Low	Munich	Germany
495	BlackRock Investment Management (Australia) Ltd.	0%	0	0	0	31-May-2021	Aggregate MFs	Investment Managers	Investment Advisor	61,546.32	Index	Low	Melbourne	Australia
496	Blackstone Alternative Investment Advisors LLC	0%	0	0	0	30-Sep-2021	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	1,319.81	Hedge Fund	Moderate	New York	United States
497	BNP Paribas Asset Management UK Limited	0%	0	0	0	31-Jan-2022	Aggregate MFs	Investment Managers	Investment Advisor	33,644.15	GARP	Moderate	London	United Kingdom
498	BNP Paribas Luxembourg	0%	0	0	0	30-Nov-2020	Aggregate MFs	Investment Managers	Bank and Trust	1,079.48	GARP	High	Luxembourg	Luxembourg
499	Boston Partners	0%	0	0	0	31-May-2021	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	88,053.04	Deep Value	Low	Boston	United States
500	Brandywine Oak Private Wealth LLC	0%	0	0	0	31-Dec-2020	13F	Investment Managers	Investment Advisor	914.59		Low	Kennett Square	United States
501	Bridgewater Associates, LP	0%	0	0	0	30-Sep-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	17,208.95	Hedge Fund	Moderate	Westport	United States
502	Brookfield Asset Management, Inc.	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Investment Advisor	18,601.78	Yield	Moderate	Toronto	Canada
503	Brown Brothers Harriman & Company	0%	0	0	0	30-Jun-2020	13F	Investment Managers	Bank and Trust	16,748.51	Core Growth	Low	New York	United States
504	BSW Wealth Partners	0%	0	0	0	30-Sep-2021	13F	Investment Managers	Investment Advisor	398.28	Core Growth	Low	Boulder	United States
505	C. M. Bidwell & Associates, Ltd.	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Investment Advisor	162.76	GARP	Moderate	Honolulu	United States
506	CA Indosuez Wealth (Europe) S.A.	0%	0	0	0	30-Jun-2021	13F	Investment Managers	Bank and Trust	2,096.04	Core Value	Low	Luxembourg	Luxembourg
507	Caisse de Depot et Placement du Quebec	0%	0	0	0	31-Dec-2020	13F	Investment Managers	Pension Fund	101,649.86	GARP	Low	Montreal	Canada
508	California Public Employees' Retirement System	0%	0	0	0	30-Jun-2021	Shareholder Report	Investment Managers	Pension Fund	247,963.54	Index	Low	Sacramento	United States
509	Canaccord Genuity Wealth Management	0%	0	0	0	30-Jun-2021	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	8,848.89	Core Value	Low	London	United Kingdom
510	Capital Fund Management S.A.	0%	0	0	0	30-Jun-2020	13F	Investment Managers	Hedge Fund	3,834.94	Hedge Fund	High	Paris	France
511	Capital International, Inc.	0%	0	0	0	28-Feb-2021	Aggregate MFs	Investment Managers	Investment Advisor	15,125.37	Core Growth	Low	Los Angeles	United States
512	Capital World Investors	0%	0	0	0	30-Sep-2021	13F	Investment Managers	Investment Advisor	822,095.52	Growth	Low	Los Angeles	United States
513	Captor Investment Management AB	0%	0	0	0	31-May-2021	Aggregate MFs	Investment Managers	Investment Advisor	81.85			Stockholm	Sweden
514	Carroll Financial Associates, Inc.	0%	0	0	0	30-Sep-2021	13F	Investment Managers	Investment Advisor	1,873.35	Yield	Low	Charlotte	United States

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		31-Mar-2022	44,651	31-Mar-2022	31-Mar-2022	31-Mar-2022	31-Mar-2022					31-Mar-2022		
515	Centiva Capital, LP	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Hedge Fund	1,280.64	Hedge Fund	High	New York	United States
516	CIBC Private Wealth Management	0%	0	0	0	30-Sep-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	49,847.38	Growth	Low	Boston	United States
517	Cipher Capital LP	0%	0	0	0	31-Mar-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	181.31	Hedge Fund	High	New York	United States
518	City National Rochdale, LLC	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	32,570.07	Yield	Low	New York	United States
519	ClariVest Asset Management LLC	0%	0	-0.01	0	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor	4,490.30	GARP	Low	San Diego	United States
520	Close Brothers Asset Management	0%	0	0	0	30-Jun-2021	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	10,865.46	GARP	Low	London	United Kingdom
521	Creative Financial Group Ltd.	0%	0	0	0	30-Jun-2020	13F	Investment Managers	Investment Advisor	872.64	Aggressive Growth	Low	Atlanta	United States
522	Credit Suisse Securities (Europe) Limited	0%	0	0	0	30-Jun-2021	13F	Brokerage Firms	Research Firm	219.44	Broker-Dealer	High	London	United Kingdom
523	Credit Suisse Securities (USA) LLC	0%	0	0	0	31-Dec-2021	13F	Brokerage Firms	Research Firm	8,730.95	Broker-Dealer	High	New York	United States
524	Crusader Asset Management Inc	0%	0	0	0	31-Oct-2021	Aggregate MFs	Investment Managers	Investment Advisor	5.51		High	Richmond Hill	Canada
525	Cumberland Private Wealth Management Inc.	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Investment Advisor	1,445.56	Core Value	Low	Toronto	Canada
526	Cutler Group, LP	0%	0	0	0	30-Jun-2021	13F	Investment Managers	Investment Advisor	1,072.40		High	San Francisco	United States
527	D. E. Shaw & Co., L.P.	0%	0	0	0	30-Sep-2021	13F	Investment Managers	Hedge Fund	72,914.04	Hedge Fund	Moderate	New York	United States
528	Dean Capital Investments Management, LLC	0%	0	0	0	31-Mar-2021	13F	Investment Managers	Hedge Fund	70.48	Hedge Fund		McLean	United States
529	DekaBank Deutsche Girozentrale Luxembourg S.A.	0%	0	0	0	31-Dec-2020	Aggregate MFs	Investment Managers	Investment Advisor	806.98			Luxembourg	Luxembourg
530	Deutsche Asset Management Americas	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	35,415.76	Core Growth	Moderate	New York	United States
531	Deutsche Bank Securities Inc.	0%	0	0	0	30-Sep-2021	13F	Brokerage Firms	Research Firm	486.65	Broker-Dealer	High	Baltimore	United States
532	DWS CH AG	0%	0	0	0	31-Jul-2020	Aggregate MFs	Investment Managers	Investment Advisor	34.68		Moderate	Zurich	Switzerland
533	Eagle Bay Advisors LLC	0%	0	0	0	30-Sep-2021	13F	Investment Managers	Investment Advisor	151.97		Moderate	New York	United States
534	Eastspring Investments (Hong Kong) Limited	0%	0	0	0	31-Mar-2021	13F	Investment Managers	Investment Advisor	1,082.59	Core Value	Moderate	Central (Hong Kong)	Hong Kong
535	EHP Funds Inc.	0%	0	-0.14	0	31-Mar-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	938.35	Hedge Fund	High	Toronto	Canada
536	Engineers Gate Manager, L.P.	0%	0	0	0	30-Jun-2020	13F	Investment Managers	Hedge Fund	2,223.50	Hedge Fund	High	New York	United States
537	Ensign Peak Advisors, Inc.	0%	0	0	0	30-Jun-2021	13F	Investment Managers	Foundation	52,310.81	Specialty	Low	Salt Lake City	United States
538	Enterprise Financial Services Corp.	0%	0	0	0	30-Sep-2021	13F	Investment Managers	Investment Advisor	650.88	Core Growth	Moderate	Clayton	United States
539	Eqis Capital Management, Inc.	0%	0	0	0	30-Sep-2020	13F	Investment Managers	Investment Advisor	1,365.04		Moderate	San Rafael	United States
540	Ergoteles Capital	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Hedge Fund	2,572.73	Hedge Fund	High	New York	United States
541	Ethic Inc.	0%	0	0	0	30-Sep-2021	13F	Investment Managers	Investment Advisor	1,297.02		Moderate	New York	United States
542	Eudaimonia Partners, LLC	0%	0	0	0	30-Jun-2021	13F	Investment Managers	Investment Advisor	554.33		Low	Tullahoma	United States
543	Evoke Advisors	0%	0	0	0	30-Sep-2020	13F	Investment Managers	Investment Advisor	3,170.22		Low	Los Angeles	United States
544	ExodusPoint Capital Management, LP	0%	0	0	0	30-Sep-2021	13F	Investment Managers	Hedge Fund	8,150.89	Hedge Fund	High	New York	United States
545	Federated Hermes Equity Management Company of Pennsylvania	0%	0	0	0	30-Jun-2021	Aggregate MFs	Investment Managers	Investment Advisor	11,670.90	Core Value	Low	Pittsburgh	United States
546	Federated Hermes Investment Counseling	0%	0	0	0	30-Jun-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	5,604.38	Core Value	Low	Pittsburgh	United States
547	Fidelity International	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Investment Advisor	183,381.90	Core Growth	Low	London	United Kingdom
548	Fiduciary Management, Inc.	0%	0	0	0	31-Mar-2021	Aggregate MFs	Investment Managers	Investment Advisor	16,812.32	Core Value	Low	Milwaukee	United States
549	First Horizon Advisors, Inc.	0%	0	0	0	30-Jun-2021	13F	Investment Managers	Investment Advisor	3,312.28	Core Value	Low	Chattanooga	United States
550	FMP Wealth Advisers	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Investment Advisor	471.92		High	Austin	United States
551	Fora Capital LLC	0%	0	0	0	30-Sep-2021	13F	Investment Managers	Hedge Fund	257.75	Hedge Fund	High	Miami	United States
552	Foresters Investment Management Company, Inc.	0%	0	0	0	30-Jun-2020	Aggregate MFs	Investment Managers	Investment Advisor	44.71	GARP	Low	New York	United States
553	Fort, L.P.	0%	0	0	0	30-Jun-2020	13F	Investment Managers	Investment Advisor/Hedge Fund	314.71		Low	Chevy Chase	United States

Investor #	Investor Name	% Outstanding	Position (M)	Position Change (M)	Value ($, M)	Filing Date	Filing Source	Investor Type	Investor Sub-Type	Equity Assets ($, M)	Investment Style	Turnover	City	Country/Region
		31-Mar-2022	44,651	31-Mar-2022	31-Mar-2022	31-Mar-2022	31-Mar-2022					31-Mar-2022		
554	Franklin Templeton SinoAm Securities Investment Management	0%	0	0	0	30-Jun-2020	Aggregate MFs	Investment Managers	Investment Advisor	663.90	Growth	High	Taipei	Taiwan
555	FundLogic SAS	0%	0	0	0	30-Nov-2021	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	2,287.21		High	Paris	France
556	Glenmede Investment Management LP	0%	0	0	0	31-Dec-2020	13F	Investment Managers	Investment Advisor/Hedge Fund	21,113.88	GARP	Low	Philadelphia	United States
557	Global Retirement Partners, LLC	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Investment Advisor	129.20		High	San Rafael	United States
558	GoldenTree Asset Management, LP	0%	0	0	0	30-Jun-2020	13F	Investment Managers	Investment Advisor/Hedge Fund	2,531.66	Hedge Fund	Moderate	New York	United States
559	Goldman Sachs & Company, Inc.	0%	0	0	0	30-Sep-2021	13F	Brokerage Firms	Research Firm	154,855.89	Broker-Dealer	Moderate	New York	United States
560	Goldman Sachs International	0%	0	0	0	30-Jun-2021	13F	Brokerage Firms	Research Firm	14,653.05	Broker-Dealer	Moderate	London	United Kingdom
561	Gradient Investments LLC	0%	0	0	0	30-Jun-2020	13F	Investment Managers	Investment Advisor	3,944.65	Core Growth	Moderate	Arden Hills	United States
562	Graubündner Kantonalbank	0%	0	0	0	30-Jun-2020	Aggregate MFs	Investment Managers	Investment Advisor	1,787.83		Moderate	Chur	Switzerland
563	Group One Trading, L.P.	0%	0	0	0	30-Jun-2021	13F	Brokerage Firms	Research Firm	5,321.83	Broker-Dealer	High	Chicago	United States
564	Guardian Capital LP	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	6,918.32	Core Growth	Low	Toronto	Canada
565	HAC VermögensManagement AG	0%	0	0	0	30-Jun-2020	Aggregate MFs	Investment Managers	Investment Advisor	147.13	Deep Value		Hamburg	Germany
566	Harbour Investments, Inc	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Investment Advisor	1,677.20		Moderate	Madison	United States
567	Heward Investment Management Inc.	0%	0	0	0	31-Oct-2021	Aggregate MFs	Investment Managers	Investment Advisor	206.55	GARP	Moderate	Montreal	Canada
568	Hillsdale Investment Management Inc.	0%	0	-0.04	0	31-Mar-2022	13F	Investment Managers	Investment Advisor/Hedge Fund	1,497.52	Growth	Moderate	Toronto	Canada
569	HRT Financial LP	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Investment Advisor	16,830.08		High	New York	United States
570	HSBC Global Asset Management Deutschland GmbH	0%	0	0	0	30-Jun-2020	13F	Investment Managers	Investment Advisor	2,831.20	Core Value	Low	Düsseldorf	Germany
571	Independent Order of Foresters	0%	0	0	0	31-Jan-2021	Aggregate MFs	Investment Managers	Insurance Company	193.63	Core Value	Low	Toronto	Canada
572	International Assets Investment Management, LLC	0%	0	0	0	30-Jun-2021	13F	Investment Managers	Investment Advisor	676.38		Moderate	Orlando	United States
573	Investment Management Corporation of Ontario	0%	0	0	0	31-Mar-2021	13F	Investment Managers	Pension Fund	2,153.88		High	Toronto	Canada
574	IRC Wealth	0%	0	0	0	30-Jun-2021	13F	Investment Managers	Investment Advisor	354.06		Low	Atlanta	United States
575	Iris Asset Management Ltd.	0%	0	0	0	28-Feb-2022	Aggregate MFs	Investment Managers	Investment Advisor	79.73		High	Calgary	Canada
576	Jupiter Asset Management Ltd.	0%	0	0	0	31-Dec-2020	13F	Investment Managers	Investment Advisor/Hedge Fund	51,347.33	Core Growth	Low	London	United Kingdom
577	KBI Global Investors Ltd	0%	0	0	0	31-Dec-2021	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	6,670.77	Growth	Low	Dublin	Ireland
578	Kore Private Wealth, LLC	0%	0	0	0	30-Sep-2021	13F	Investment Managers	Investment Advisor	1,034.39		Low	New York	United States
579	Korea Investment Management Co., Ltd.	0%	0	0	0	30-Jun-2020	Aggregate MFs	Investment Managers	Investment Advisor	6,199.81	Core Value	Low	Seoul	South Korea
580	Korea Investment Value Asset Management Co., Ltd.	0%	0	0	0	30-Jun-2020	Aggregate MFs	Investment Managers	Investment Advisor	7,221.50		High	Seoul	South Korea
581	Kyobo AXA Investment Managers Co., Ltd.	0%	0	0	0	30-Jun-2020	Aggregate MFs	Investment Managers	Investment Advisor	1,523.64	Core Growth	Low	Seoul	South Korea
582	La Banque Postale Asset Management	0%	0	0	0	30-Jun-2020	Aggregate MFs	Investment Managers	Investment Advisor	29,805.58	Core Growth	Moderate	Paris	France
583	LAPIS Asset Management Ltd	0%	0	0	0	30-Apr-2021	Aggregate MFs	Investment Managers	Investment Advisor	43.01			Lugano	Switzerland
584	Lenox Wealth Advisors, LLC	0%	0	0	0	31-Dec-2020	13F	Investment Managers	Investment Advisor/Hedge Fund	802.75	GARP	Low	New York	United States
585	Manning & Napier Advisors, LLC	0%	0	0	0	30-Jun-2020	Aggregate MFs	Investment Managers	Investment Advisor	11,234.08	Core Value	Low	Fairport	United States
586	Marshall Wace LLP	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	49,239.72	Hedge Fund	High	London	United Kingdom
587	Maverick Capital, Ltd.	0%	0	0	0	30-Sep-2021	13F	Investment Managers	Hedge Fund	8,240.43	Hedge Fund	Moderate	Dallas	United States
588	MD Financial Management Inc.	0%	0	0	0	30-Jun-2021	13F	Investment Managers	Investment Advisor	5,634.38		Moderate	Ottawa	Canada

Investor #	Investor Name	% Outstanding	Position (M)	Position Change (M)	Value ($, M)	Filing Date	Filing Source	Investor Type	Investor Sub-Type	Equity Assets ($, M)	Investment Style	Turnover	City	Country/Region
		31-Mar-2022	44,651	31-Mar-2022	31-Mar-2022	31-Mar-2022	31-Mar-2022					31-Mar-2022		
589	Meeder Asset Management, Inc	0%	0	0	0	30-Jun-2020	13F	Investment Managers	Investment Advisor	1,868.54	Deep Value	High	Dublin	United States
590	Mercer Global Advisors, Inc.	0%	0	0	0	31-Mar-2021	13F	Investment Managers	Investment Advisor	16,618.22		Low	Santa Barbara	United States
591	MFS Investment Management	0%	0	0	0	28-Feb-2022	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	535,348.43	Core Growth	Low	Boston	United States
592	Mirabella Financial Services LLP	0%	0	0	0	30-Sep-2021	13F	Investment Managers	Hedge Fund	1,217.11	Hedge Fund	High	London	United Kingdom
593	Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.	0%	0	0	0	31-Dec-2020	13F	Brokerage Firms	Research Firm	5,424.42	Broker-Dealer	Moderate	Chiyoda-ku (Tokyo)	Japan
594	MMCAP Asset Management	0%	0	0	0	30-Jun-2021	13F	Investment Managers	Hedge Fund	2,097.64	Hedge Fund	High	Toronto	Canada
595	National Pension Service	0%	0	0	0	30-Jun-2020	13F	Investment Managers	Pension Fund	185,209.13		Low	Seoul	South Korea
596	Natixis Wealth Management SA	0%	0	0	0	30-Sep-2020	13F	Investment Managers	Bank and Trust	1,638.39	Core Growth	Low	Paris	France
597	Nicola Wealth Management Ltd.	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Investment Advisor	1,063.81			Vancouver	Canada
598	Numeric Investors LLC	0%	0	0	0	31-Mar-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	20,794.55	Core Value	Moderate	Boston	United States
599	O'Shaughnessy Asset Management, LLC	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Investment Advisor	5,993.04	Core Growth	Moderate	Stamford	United States
600	Odey Asset Management LLP	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	2,852.32	Hedge Fund	Moderate	London	United Kingdom
601	Orion Portfolio Solutions, LLC	0%	0	0	0	30-Jun-2020	13F	Investment Managers	Investment Advisor	2,989.73		Low	Omaha	United States
602	Paloma Partners Management Company	0%	0	0	0	31-Mar-2021	13F	Investment Managers	Hedge Fund	2,416.35	Hedge Fund	High	Greenwich	United States
603	PanAgora Asset Management Inc.	0%	0	0	0	30-Jun-2021	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	19,014.24	GARP	Moderate	Boston	United States
604	Parisi Gray Wealth Management, LLC	0%	0	0	0	30-Sep-2021	13F	Investment Managers	Investment Advisor	267.49		Low	Bedminster	United States
605	Parnassus Investments	0%	0	0	0	31-Dec-2020	13F	Investment Managers	Investment Advisor	55,306.31	Deep Value	Low	San Francisco	United States
606	PCJ Investment Counsel Ltd.	0%	0	0	0	30-Jun-2021	13F	Investment Managers	Investment Advisor	283.86	Growth	High	Toronto	Canada
607	PDT Partners, LLC	0%	0	0	0	31-Mar-2021	13F	Investment Managers	Investment Advisor	1,312.99	Core Value	High	New York	United States
608	Peak 6 Capital Management, LLC	0%	0	0	0	30-Jun-2021	13F	Investment Managers	Investment Advisor	3,558.48		High	Chicago	United States
609	PGIM Investments LLC	0%	0	0	0	31-Mar-2021	Aggregate MFs	Investment Managers	Investment Advisor	9,443.81		High	Newark	United States
610	PIMCO (US)	0%	0	0	0	30-Jun-2021	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	30,426.37	Yield	Moderate	Newport Beach	United States
611	Pinnacle Wealth Planning Services, Inc.	0%	0	0	0	31-Mar-2021	13F	Investment Managers	Investment Advisor	585.05		Low	Mansfield	United States
612	PMG Fonds Management AG	0%	0	0	0	30-Sep-2021	Aggregate MFs	Investment Managers	Investment Advisor	334.87	GARP	Low	Zurich	Switzerland
613	Point72 Asset Management, L.P.	0%	0	0	0	31-Mar-2021	13F	Investment Managers	Hedge Fund	22,360.55	Hedge Fund	High	Stamford	United States
614	Polar Asset Management Partners Inc.	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Hedge Fund	5,434.83	Hedge Fund	High	Toronto	Canada
615	Portland Investment Counsel Inc.	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Investment Advisor	256.19	Core Value	Low	Burlington	Canada
616	Private Advisor Group LLC	0%	0	0	0	30-Sep-2020	13F	Investment Managers	Investment Advisor	13,298.19		Moderate	Morristown	United States
617	Qtron Investments LLC	0%	0	0	0	31-Dec-2020	13F	Investment Managers	Investment Advisor	475.16		Moderate	Boston	United States
618	Quadrature Capital LLP	0%	0	0	0	31-Mar-2021	13F	Investment Managers	Hedge Fund	1,884.78	Hedge Fund	High	London	United Kingdom
619	Quantitative Systematic Strategies LLC	0%	0	0	0	30-Sep-2021	13F	Investment Managers	Investment Advisor	12.11	Core Growth	High	Babylon	United States
620	Quoniam Asset Management GmbH	0%	0	0	0	31-Mar-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	5,670.71	Yield	Moderate	Frankfurt	Germany
621	Raymond James & Associates, Inc.	0%	0	0	0	30-Jun-2021	13F	Brokerage Firms	Research Firm	123,890.68	Broker-Dealer	Low	St. Petersburg	United States
622	RBC Capital Partners	0%	0	0	0	31-Mar-2021	13F	Investment Managers	Investment Advisor	7,872.60	Core Value	High	Toronto	Canada
623	RPG Investment Advisory, LLC	0%	0	0	0	30-Sep-2020	13F	Investment Managers	Investment Advisor	644.37			Pleasanton	United States
624	Schroder Investment Management Ltd. (SIM)	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	194,632.36	Core Growth	Moderate	London	United Kingdom
625	Segantii Capital Management Limited	0%	0	0	0	30-Sep-2021	13F	Investment Managers	Hedge Fund	2,265.26	Hedge Fund	High	Central (Hong Kong)	Hong Kong

Investor #	Investor Name	% Outstanding	Position (M)	Position Change (M)	Value ($, M)	Filing Date	Filing Source	Investor Type	Investor Sub-Type	Equity Assets ($, M)	Investment Style	Turnover	City	Country/Region
		31-Mar-2022	44,651	31-Mar-2022	31-Mar-2022	31-Mar-2022	31-Mar-2022					31-Mar-2022		
626	Shell Asset Management Company B.V.	0%	0	0	0	30-Sep-2021	13F	Investment Managers	Pension Fund	4,970.13	GARP	Low	Rijswijk	Netherlands
627	Société Générale Gestion	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Investment Advisor	3,735.04	Core Growth	High	Paris	France
628	Summit Global Investments, LLC	0%	0	0	0	30-Jun-2020	13F	Investment Managers	Investment Advisor	1,571.24		High	Bountiful	United States
629	Swiss Rock Asset Management AG	0%	0	0	0	30-Nov-2020	Aggregate MFs	Investment Managers	Investment Advisor	712.82	Deep Value	Low	Zurich	Switzerland
630	The Baupost Group, L.L.C.	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	10,700.74	Core Value	Low	Boston	United States
631	Tibra Equities Europe, Ltd.	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Investment Advisor	110.77		High	London	United Kingdom
632	TIG Advisors, L.L.C.	0%	0	0	0	30-Sep-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	2,677.17	Hedge Fund	High	New York	United States
633	Timelo Investment Management Inc.	0%	0	0	0	31-Dec-2021	Aggregate MFs	Investment Managers	Investment Advisor	277.04		High	Toronto	Canada
634	Trexquant Investment LP	0%	0	0	0	31-Mar-2021	13F	Investment Managers	Hedge Fund	1,618.26	Hedge Fund	High	Stamford	United States
635	True Potential Investments LLP	0%	0	0	0	30-Jun-2021	Aggregate MFs	Investment Managers	Investment Advisor	17,743.86		Moderate	Newcastle-upon-Tyne	United Kingdom
636	Truist Bank	0%	0	0	0	30-Jun-2021	13F	Investment Managers	Bank and Trust	55,331.08	Yield	Low	Orlando	United States
637	Union Investment Institutional GmbH	0%	0	0	0	31-Mar-2021	Aggregate MFs	Investment Managers	Investment Advisor	6,531.98	Core Growth	Low	Frankfurt	Germany
638	Vancity Investment Management Ltd.	0%	0	0	0	31-Oct-2021	Aggregate MFs	Investment Managers	Investment Advisor	1,189.76	Core Value	Low	Vancouver	Canada
639	Victory Capital Management Inc.	0%	0	0	0	31-Mar-2021	Aggregate MFs	Investment Managers	Investment Advisor/Hedge Fund	117,344.67	Core Growth	Low	Brooklyn	United States
640	Virtu Americas LLC	0%	0	0	0	31-Mar-2021	13F	Brokerage Firms	Research Firm	973.90	Broker-Dealer	High	Jersey City	United States
641	Voloridge Investment Management, LLC	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	18,272.00	Hedge Fund	High	Jupiter	United States
642	W & W Asset Management GmbH	0%	0	0	0	30-Sep-2020	Aggregate MFs	Investment Managers	Investment Advisor	987.44	Core Growth	Moderate	Ludwigsburg	Germany
643	Waratah Capital Advisors Ltd.	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Investment Advisor	2,141.32		Moderate	Toronto	Canada
644	Wells Fargo Bank, N.A.	0%	0	0	0	30-Sep-2021	13F	Investment Managers	Bank and Trust	74,762.31	Core Value	Low	San Francisco	United States
645	Western Standard, LLC	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Hedge Fund	157.41	Hedge Fund		Los Angeles	United States
646	Wilmington Trust Investment Management LLC	0%	0	0	0	30-Sep-2021	13F	Investment Managers	Bank and Trust	10,608.44	Core Value	Low	Atlanta	United States
647	Wilmington Trust, National Association	0%	0	0	0	30-Sep-2021	13F	Investment Managers	Investment Advisor/Hedge Fund	8,540.57	Growth	Low	North Palm Beach	United States
648	Wolverine Trading, LLC	0%	0	0	0	30-Sep-2021	13F	Investment Managers	Investment Advisor	7,418.52	Broker-Dealer	High	Chicago	United States
649	Zeno Research, LLC	0%	0	0	0	31-Mar-2021	13F	Investment Managers	Investment Advisor	103.18			New York	United States
650	Zimmer Partners, LP	0%	0	0	0	31-Dec-2021	13F	Investment Managers	Hedge Fund	6,696.27	Hedge Fund		New York	United States

Refinitiv Eikon - Shareholders Report - Shaw Communications, Inc. - Class A Shares

Company	Shaw Communications Inc
RIC	SJRa.V
Download Date	02-May-2022

Shareholders Report

Investor #	Investor Name	% Outstanding	Position (M)	Position Change (M)	Value ($, M)	Filing Date	Filing Source	Investor Type	Investor Sub-Type	Equity Assets ($, M)	Investment Style	Turnover	City	Country/Region
		31-Mar-2022	44,651	31-Mar-2022	31-Mar-2022	31-Mar-2022	31-Mar-2022					31-Mar-2022		
1	Shaw Family Living Trust.	78.95%	17,662,400	0	519.97	24-Nov-2021	Proxy-CA	Strategic Entities	Corporation	678.33				Canada
2	Royer (Jeffrey C)	0.45%	100,000	0	2.94	24-Nov-2021	Proxy-CA	Strategic Entities	Individual Investor	342.17		Low		Canada
3	Shaw (Bradley S)	0.21%	46,400	0	1.37	24-Nov-2021	Proxy-CA	Strategic Entities	Individual Investor	109.70				Canada
4	Bissonnette (Peter J)	0.18%	40,000	0	1.18	24-Nov-2021	Proxy-CA	Strategic Entities	Individual Investor	12.04				Canada
5	O'Brien (Michael W)	0.04%	10,000	0	0.29	24-Nov-2021	Proxy-CA	Strategic Entities	Individual Investor	1.01		Low		Canada
6	Burns (Adrian Ilene)	0.01%	2,600	0	0.08	24-Nov-2021	Proxy-CA	Strategic Entities	Individual Investor	0.25				Canada
7	Keating (Gregory John)	0.01%	2,500	0	0.07	24-Nov-2021	Proxy-CA	Strategic Entities	Individual Investor	2.11				Canada
8	Pew, Paul Kenneth	0.00%	300	0	0.01	24-Nov-2021	Proxy-CA	Strategic Entities	Individual Investor	4.67		Low		Canada
9	English (Trevor)	0.00%	250	0	0.01	14-Apr-2021	Proxy-CA	Strategic Entities	Individual Investor	1.44		Moderate		Canada
10	Johnson, Peter	0.00%	250	0	0.01	14-Apr-2021	Proxy-CA	Strategic Entities	Individual Investor	1.84				Canada
11	Neal (Jana)	0.00%	25	0	0.00	30-Oct-2020	Canadian Insider - Initial Sedi Report	Strategic Entities	Individual Investor	0.06				United States

This is **Exhibit "B"** to the affidavit of Erik Himan, affirmed remotely by Erik Himan stated as being located in the city of Chicago, in the State of Illinois, in the United States of America, before me at the city of Ottawa, in the province of Ontario, on May 4, 2022, in accordance with O. Reg 431/20, Administering Oath or Declaration Remotely.

Commissioner of Oaths etc.

Commissioner for Oaths
Amani
Syed
234915
Quebec and all provinces in Canada

MANAGEMENT'S DISCUSSION AND ANALYSIS

This Management's Discussion and Analysis (MD&A) contains important information about our business and our performance for the three months ended March 31, 2022, as well as forward-looking information about future periods. This MD&A should be read in conjunction with our First Quarter 2022 Interim Condensed Consolidated Financial Statements (First Quarter 2022 Interim Financial Statements) and notes thereto, which have been prepared in accordance with International Accounting Standard 34, *Interim Financial Reporting*, as issued by the International Accounting Standards Board (IASB); our 2021 Annual MD&A; our 2021 Annual Audited Consolidated Financial Statements and notes thereto, which have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the IASB; and our other recent filings with Canadian and US securities regulatory authorities, including our Annual Information Form, which are available on SEDAR at sedar.com or EDGAR at sec.gov, respectively.

Effective January 1, 2022, we have changed the way in which we report certain subscriber metrics in both our Wireless and Cable segments. Commencing this quarter, we will begin presenting postpaid mobile phone subscribers, prepaid mobile phone subscribers, and mobile phone ARPU in our Wireless segment. We will also no longer report blended average billings per unit (ABPU). In Cable, we will begin presenting retail Internet, Video (formerly Television), Smart Home Monitoring, and Home Phone subscribers. These changes are a result of shifts in the ways in which we manage our business, including the significant adoption of our wireless device financing program, and to better align with industry practices. See "Results of our Reportable Segments" and "Key Performance Indicators" for more information. We have retrospectively amended our 2021 comparative segment results to account for this redefinition.

For more information about Rogers, including product and service offerings, competitive market and industry trends, our overarching strategy, key performance drivers, and objectives, see "Understanding Our Business", "Our Strategy, Key Performance Drivers, and Strategic Highlights", and "Capability to Deliver Results" in our 2021 Annual MD&A.

We, us, our, Rogers, Rogers Communications, and *the Company* refer to Rogers Communications Inc. and its subsidiaries. *RCI* refers to the legal entity Rogers Communications Inc., not including its subsidiaries. Rogers also holds interests in various investments and ventures.

All dollar amounts in this MD&A are in Canadian dollars unless otherwise stated and are unaudited. All percentage changes are calculated using the rounded numbers as they appear in the tables. This MD&A is current as at April 19, 2022 and was approved by RCI's Board of Directors (the Board) on that date. This MD&A includes forward-looking statements and assumptions. See "About Forward-Looking Information" for more information.

We are publicly traded on the Toronto Stock Exchange (TSX: RCI.A and RCI.B) and on the New York Stock Exchange (NYSE: RCI).

In this MD&A, *this quarter*, *the quarter*, or *first quarter* refer to the three months ended March 31, 2022, unless the context indicates otherwise. All results commentary is compared to the equivalent period in 2021 or as at December 31, 2021, as applicable, unless otherwise indicated. References to *COVID-19* are to the pandemic from the outbreak of this virus and to its associated impacts in the jurisdictions in which we operate and globally, as applicable.

Reportable segments
We report our results of operations in three reportable segments. Each segment and the nature of its business is as follows:

Segment	Principal activities
Wireless	Wireless telecommunications operations for Canadian consumers and businesses.
Cable	Cable telecommunications operations, including Internet, television and other video (Video), telephony (Home Phone), and smart home monitoring services for Canadian consumers and businesses, and network connectivity through our fibre network and data centre assets to support a range of voice, data, networking, hosting, and cloud-based services for the business, public sector, and carrier wholesale markets.
Media	A diversified portfolio of media properties, including sports media and entertainment, television and radio broadcasting, specialty channels, multi-platform shopping, and digital media.

Wireless and Cable are operated by our wholly owned subsidiary, Rogers Communications Canada Inc. (RCCI), and certain of our other wholly owned subsidiaries. Media is operated by our wholly owned subsidiary, Rogers Media Inc., and its subsidiaries.

Where to find it

Operating Environment and Strategic Highlights

The Canadian economy is recovering and beginning to grow as immigration levels increase and COVID-19 restrictions have increasingly been relaxed or removed, including travel and capacity restrictions, masking mandates, and vaccine mandates. Travel volumes have increased in recent months, resulting in higher roaming revenue, and sporting events can now be filled to venue capacity, which will result in greater attendance and game day revenue as we welcome fans back to Rogers Centre.

While the general recovery is encouraging, COVID-19 remains a risk and we will continue to stay focused on keeping our employees safe and our customers connected. We remain confident we have the right team, a strong balance sheet, and the world-class networks that will allow us to get through the pandemic having maintained our long-term focus on growth and doing the right thing for our customers.

Our four focus areas guide our work and decision-making as we further improve our operational execution and make well-timed investments to grow our core businesses and deliver increased shareholder value. Below are some highlights for the quarter.

Successfully complete the Shaw acquisition and integration

- Received approval from the Canadian Radio-television and Telecommunications Commission (CRTC) for the transfer of Shaw Communications Inc.'s (Shaw) broadcasting services, achieving a significant regulatory milestone on the journey to closing the transformational transaction with Shaw (Transaction).
- Issued a combined $13.3 billion of Cdn$-equivalent senior notes at a weighted average cost of borrowing of 4.21% and a weighted average term to maturity of 13.9 years for net proceeds of $13.1 billion, successfully refinancing the committed credit facility we arranged to support the Transaction in March 2021.
- Issued US$750 million of subordinated notes due 2082 with an initial coupon of 5.25% for the first five years in February 2022.

Invest in our networks to deliver world-class connectivity to Canadian consumers and businesses

- Awarded Best In Test in umlaut's first Canadian fixed broadband report in January, winning fastest upload and download speeds and scoring more than 60% higher than our nearest competitor in average download speeds amongst national Internet service providers.
- Recognized in January as Canada's most consistent national wireless and broadband provider, with the fastest Internet in Ontario, New Brunswick, and Newfoundland and Labrador, by Ookla, the global leader in fixed broadband and mobile network testing applications.
- Launched the first commercial 5G standalone network in Canada, bringing network slicing capabilities and lower latency, expanding Rogers 5G footprint, and supporting future enterprise and consumer applications.
- Successfully completed 8 gigabits per second symmetrical upload and download tests in both lab and customer trials on our fibre-powered network, the fastest published Internet speed in Canada among major Internet service providers.
- Announced six new cellular towers, and upgrades of two existing towers, bringing critical connectivity along Highway 4 in British Columbia and helping to bridge the digital divide.
- Announced we will invest almost $200 million to upgrade our network in New Brunswick with 100% pure fibre, delivering the latest Internet technology and an ultimate entertainment experience.
- Expanded Canada's largest and most reliable 5G network to 18 new communities as part of the partnership with the Eastern Ontario Regional Network, alongside the Government of Canada and the Province of Ontario.
- Announced Canada's first 5G Wireless Private Network in a mining operation at Detour Lake Mine.

Invest in our customer experience to deliver timely, high-quality customer service consistently to our customers

- Announced a five-year strategic alliance with Microsoft that will leverage Azure's public cloud capabilities to enhance customers' digital experiences, power hybrid work, and drive 5G innovation across the country.
- Announced a suite of Smart Cities and Smart Buildings Internet of Things solutions to deliver on the growing needs of businesses and municipalities for sustainable, secure, and operationally efficient infrastructure.
- Partnered with Corus Entertainment to bring STACKTV to *Ignite TV*™ and *Ignite*™ *SmartStream*™ customers, a first for a Canadian telecommunications provider.
- Expanded *Rogers Pro On-the-Go*™ to Kelowna and Montreal. Pro On-the-Go is now available to Rogers customers in communities in British Columbia, Alberta, Manitoba, Ontario, Quebec, and Nova Scotia.

Improve execution and deliver strong financial performance across all lines of business

- Generated total service revenue of $3,196 million, up 6%, and adjusted EBITDA[1] of $1,539 million, up 11%, and net income of $392 million, up 9%, reflecting improvements across our business.
- Attracted 66,000 net postpaid mobile phone subscribers, up from 22,000 last year, with churn of 0.71%.
- Generated free cash flow[1] of $515 million, up 31%, and cash provided by operating activities of $813 million, up 20%.

[1] Adjusted EBITDA is a total of segments measure. Free cash flow is a capital management measure. See "Non-GAAP and Other Financial Measures" for more information about these measures.

Financial Guidance

We are adjusting our consolidated guidance ranges for full-year 2022 total service revenue, adjusted EBITDA, and free cash flow from the original ranges provided on January 27, 2022. The revised guidance ranges are presented below. The upward adjustments primarily reflect improved execution and the continued Canadian economic growth.

(In millions of dollars, except percentages)	2021 Actual	2022 Original Guidance Ranges [1]			2022 Revised Guidance Ranges [1]		
Total service revenue	12,533	Increase of 4%	to	increase of 6%	Increase of 6%	to	increase of 8%
Adjusted EBITDA	5,887	Increase of 6%	to	increase of 8%	Increase of 8%	to	increase of 10%
Capital expenditures [2]	2,788	2,800	to	3,000	2,800	to	3,000
Free cash flow	1,671	1,800	to	2,000	1,900	to	2,100

[1] Guidance ranges presented as percentages reflect percentage increases over full-year 2021 results.
[2] Includes additions to property, plant and equipment net of proceeds on disposition, but does not include expenditures for spectrum licences or additions to right-of-use assets.

The above table outlines guidance ranges for selected full-year 2022 consolidated financial metrics without giving effect to the Transaction (see "Shaw Transaction"), the associated financing, or any other associated transactions or expenses. Guidance ranges will be reassessed once the Transaction has closed. Our guidance, including the various assumptions underlying it, is forward-looking and should be read in conjunction with "About Forward-Looking Information" in this MD&A, including the material assumptions underlying it, and in our 2021 Annual MD&A and the related disclosure and information about various economic, competitive, legal, and regulatory assumptions, factors, and risks that may cause our actual future financial and operating results to differ from what we currently expect.

Quarterly Financial Highlights

Revenue
Total revenue and total service revenue increased by 4% and 6%, respectively, this quarter, driven by revenue growth in our Wireless and Media businesses.

Wireless service revenue increased by 7% this quarter, mainly as a result of higher roaming revenue associated with significantly increased travel as COVID-19-related global travel restrictions were less strict than last year, and a larger postpaid mobile phone subscriber base. Wireless equipment revenue decreased by 10%, as a result of fewer device upgrades by existing subscribers and fewer of our new subscribers purchasing devices.

Cable service revenue increased by 1% this quarter, primarily as a result of service pricing changes this quarter and the increases in our Internet and Video subscriber bases, partially offset by declines in our Home Phone and Smart Home Monitoring subscriber bases.

Media revenue increased by 10% this quarter, primarily as a result of higher sports-related revenue, partially offset by lower *Today's Shopping Choice*™ revenue.

Adjusted EBITDA and margins
Consolidated adjusted EBITDA increased 11% this quarter and our adjusted EBITDA margin increased by 260 basis points primarily due to increases in Wireless and Cable adjusted EBITDA.

Wireless adjusted EBITDA increased by 7%, primarily as a result of the flow-through of revenue growth. This gave rise to an adjusted EBITDA service margin of 63.0%.

Cable adjusted EBITDA increased by 13%, primarily as a result of cost efficiencies, including lower content and people related costs. This gave rise to an adjusted EBITDA margin of 53.2%.

Media adjusted EBITDA decreased by $7 million this quarter, primarily due to higher programming, production, and other operating costs as a result of increased activities as COVID-19 restrictions eased, and the timing of player salaries pertaining to *Toronto Blue Jays*™ player trades, partially offset by higher revenue as discussed above.

Net income and adjusted net income
Net income and adjusted net income increased this quarter by 9% and 17%, respectively, primarily as a result of higher adjusted EBITDA.

Cash flow and available liquidity
This quarter, we generated cash flow from operating activities of $813 million, up 20%, as a result of higher adjusted EBITDA with the impact of lower income taxes paid largely offset by a higher investment in net operating assets. We also generated free cash flow of $515 million, up 31%, primarily as a result of higher adjusted EBITDA and lower cash income taxes.

This quarter, we issued $13.3 billion senior notes (US$7.05 billion and $4.25 billion) with a weighted average interest rate and term to maturity of 4.21% and 13.9 years, respectively. We also issued US$750 million subordinated notes due 2082 with a coupon of 5.25% for the first five years. See "Managing our Liquidity and Financial Resources" for more information. Our debt leverage ratio[2] was 3.3 as at March 31, 2022, down from 3.4 as at December 31, 2021.

As at March 31, 2022, we had $3.9 billion of available liquidity[2] (December 31, 2021 - $4.2 billion), including $0.8 billion in cash and cash equivalents and a combined $3.1 billion available under our bank credit facilities. We also held $13.1 billion in restricted cash and cash equivalents that will be used to partially fund the cash consideration of the Transaction (see "Managing our Liquidity and Financial Resources").

We also returned $252 million in dividends to shareholders this quarter and we declared a $0.50 per share dividend on April 19, 2022.

[2] Debt leverage ratio and available liquidity are capital management measures. See "Non-GAAP and Other Financial Measures" and "Financial Condition" for more information about these measures.

Shaw Transaction

On March 15, 2021, we announced an agreement with Shaw to acquire all of Shaw's issued and outstanding Class A Participating Shares and Class B Non-Voting Participating Shares for a price of $40.50 per share in cash, with the exception of the shares held by the Shaw Family Living Trust, the controlling shareholder of Shaw, and related persons (Shaw Family Shareholders). The Shaw Family Shareholders will receive 60% of the consideration for their shares in the form of RCI Class B Non-Voting common shares on the basis of the volume-weighted average trading price for such shares for the ten trading days ended March 12, 2021, and the balance in cash. The Transaction is valued at approximately $26 billion, including the assumption of approximately $6 billion of Shaw debt.

The Transaction will be implemented through a court-approved plan of arrangement under the *Business Corporations Act (Alberta)*. The Transaction is subject to other customary closing conditions, including receipt of applicable approvals and expiry of certain waiting periods under the *Competition Act (Canada)* and the *Radiocommunication Act (Canada)* (collectively, Key Regulatory Approvals). Subject to receipt of all required approvals and satisfaction of other conditions prior to closing, the Transaction is expected to close in the second quarter of 2022. Rogers has extended the outside date for closing the Transaction from March 15, 2022 to June 13, 2022 in accordance with the terms of the arrangement agreement.

In connection with the Transaction, we entered into a binding commitment letter for a committed credit facility with a syndicate of banks in an original amount up to $19 billion. During the second quarter of 2021, we entered into a $6 billion non-revolving credit facility (Shaw term loan facility), which reduced the amount available under the committed credit facility to $13 billion. This quarter, we issued US$7.05 billion and $4.25 billion senior notes, which reduced the amount available under the committed credit facility to nil and the facility was terminated. The arrangement agreement between Rogers and Shaw requires us to maintain sufficient liquidity to ensure we are able to fund the Transaction upon closing and, as a result of the termination of the committed credit facility, we have restricted $13,131 million in funds, which are recognized as "restricted cash and cash equivalents" on our first quarter interim condensed consolidated statement of financial position. These funds have been invested in short-term, highly liquid investments such as bank term deposits and Canadian federal and provincial government bonds and are readily convertible to cash. These notes (except the $1.25 billion senior notes due 2025) also contain a "special mandatory redemption" clause, which requires them to be redeemed at 101% of face value if the Transaction cannot be consummated by December 31, 2022. See "Managing our Liquidity and Financial Resources" for more information on the committed facility and our restricted cash and cash equivalents balance.

We also expect that RCI will either assume Shaw's senior notes or provide a guarantee of Shaw's payment obligations under those senior notes upon closing the Transaction and, in either case, RCCI will guarantee Shaw's payment obligations under those senior notes.

On March 24, 2022, the CRTC approved our acquisition of Shaw's broadcasting services, subject to a number of conditions and modifications that are detailed in "Regulatory Developments". The CRTC approval only relates to the broadcasting elements of the Transaction. The Transaction continues to be reviewed by the Competition Bureau and Innovation, Science and Economic Development Canada (ISED Canada).

Summary of Consolidated Financial Results

(In millions of dollars, except margins and per share amounts)	Three months ended March 31 **2022**	2021	% Chg
Revenue			
Wireless	**2,140**	2,074	3
Cable	**1,036**	1,020	2
Media	**482**	440	10
Corporate items and intercompany eliminations	**(39)**	(46)	(15)
Revenue	**3,619**	3,488	4
Total service revenue [1]	**3,196**	3,021	6
Adjusted EBITDA			
Wireless	**1,085**	1,013	7
Cable	**551**	487	13
Media	**(66)**	(59)	12
Corporate items and intercompany eliminations	**(31)**	(50)	(38)
Adjusted EBITDA	**1,539**	1,391	11
Adjusted EBITDA margin [2]	**42.5 %**	39.9 %	2.6 pts
Net income	**392**	361	9
Basic earnings per share	**$0.78**	$0.71	10
Diluted earnings per share	**$0.77**	$0.70	10
Adjusted net income [2]	**462**	394	17
Adjusted basic earnings per share [2]	**$0.91**	$0.78	17
Adjusted diluted earnings per share [2]	**$0.91**	$0.77	18
Capital expenditures	**649**	484	34
Cash provided by operating activities	**813**	679	20
Free cash flow	**515**	394	31

[1] As defined. See "Key Performance Indicators".
[2] Adjusted EBITDA margin is a supplementary financial measure. Adjusted basic and adjusted diluted earnings per share are non-GAAP ratios. Adjusted net income is a non-GAAP financial measure and is a component of adjusted basic and adjusted diluted earnings per share. These are not standardized financial measures under IFRS and might not be comparable to similar financial measures disclosed by other companies. See "Non-GAAP and Other Financial Measures" for more information about these measures.

Results of our Reportable Segments

WIRELESS

Wireless Financial Results

(In millions of dollars, except margins)	Three months ended March 31 2022	2021	% Chg
Revenue			
Service revenue	**1,723**	1,609	7
Equipment revenue	**417**	465	(10)
Revenue	**2,140**	2,074	3
Operating expenses			
Cost of equipment	**426**	466	(9)
Other operating expenses	**629**	595	6
Operating expenses	**1,055**	1,061	(1)
Adjusted EBITDA	**1,085**	1,013	7
Adjusted EBITDA service margin [1]	**63.0 %**	63.0 %	– pts
Adjusted EBITDA margin [2]	**50.7 %**	48.8 %	1.9 pts
Capital expenditures	**337**	225	50

[1] Calculated using service revenue.
[2] Calculated using total revenue.

Wireless Subscriber Results [1]

(In thousands, except churn and mobile phone ARPU)	Three months ended March 31 2022	2021	Chg
Postpaid mobile phone			
Gross additions	**254**	231	23
Net additions	**66**	22	44
Total postpaid mobile phone subscribers [2]	**8,913**	8,466	447
Churn (monthly)	**0.71 %**	0.83 %	(0.12 pts)
Prepaid mobile phone			
Gross additions	**151**	106	45
Net losses	**(16)**	(56)	40
Total prepaid mobile phone subscribers [2]	**1,150**	1,204	(54)
Churn (monthly)	**4.82 %**	4.36 %	0.46 pts
Mobile phone ARPU (monthly) [3]	**$57.25**	$55.42	$1.83

[1] Subscriber counts and subscriber churn are key performance indicators. See "Key Performance Indicators".
[2] As at end of period.
[3] Mobile phone ARPU is a supplementary financial measure. See "Non-GAAP and Other Financial Measures" for an explanation as to the composition of this measure.

Service revenue
The 7% increase in service revenue this quarter was primarily a result of:
- higher roaming revenue associated with significantly increased travel as COVID-19-related global travel restrictions were less strict than last year; and
- a larger postpaid mobile phone subscriber base.

The 3% increase in mobile phone ARPU this quarter was a result of the increased roaming revenue.

The increase in postpaid gross additions and the higher postpaid net additions this quarter were a result of strong execution and an increase in market activity by Canadians with the continuing improvement of the economy.

Equipment revenue

The 10% decrease in equipment revenue this quarter was a result of:

- fewer device upgrades by existing customers; and
- fewer of our new subscribers purchasing devices.

Operating expenses

Cost of equipment

The 9% decrease in the cost of equipment this quarter was a result of the same factors discussed in equipment revenue above.

Other operating expenses

The 6% increase in other operating expenses this quarter was primarily a result of higher costs associated with the increased roaming revenue.

Adjusted EBITDA

The 7% increase in adjusted EBITDA this quarter was a result of the revenue and expense changes discussed above.

CABLE

Cable Financial Results

(In millions of dollars, except margins)	Three months ended March 31 2022	2021	% Chg
Revenue			
Service revenue	**1,030**	1,018	1
Equipment revenue	**6**	2	200
Revenue	**1,036**	1,020	2
Operating expenses	**485**	533	(9)
Adjusted EBITDA	**551**	487	13
Adjusted EBITDA margin	**53.2 %**	47.7 %	5.5 pts
Capital expenditures	**256**	212	21

Cable Subscriber Results [1]

(In thousands, except ARPA and penetration)	Three months ended March 31 2022	2021	Chg
Homes passed [2]	**4,728**	4,599	129
Customer relationships			
Net additions	**5**	6	(1)
Total customer relationships [2,3]	**2,589**	2,536	53
ARPA (monthly) [4]	**$132.87**	$133.95	($1.08)
Penetration [2]	**54.8 %**	55.1 %	(0.3 pts)
Retail Internet			
Net additions	**13**	16	(3)
Total retail Internet subscribers [2,3]	**2,245**	2,156	89
Video			
Net additions (losses)	**14**	(12)	26
Total Video subscribers [2,3]	**1,507**	1,481	26
Smart Home Monitoring			
Net losses	**(4)**	(3)	(1)
Total Smart Home Monitoring subscribers [2]	**109**	128	(19)
Home Phone			
Net losses	**(22)**	(29)	7
Total Home Phone subscribers [2,3]	**890**	967	(77)

[1] Subscriber results are key performance indicators. See "Key Performance Indicators".
[2] As at end of period.
[3] On March 16, 2022, we acquired approximately 3,000 retail Internet subscribers, 2,000 Video subscribers, 1,000 Home Phone subscribers, and 3,000 customer relationships as a result of our acquisition of a small regional cable company in Nova Scotia, which are not included in net additions, but do appear in the ending total balance for March 31, 2022.
[4] ARPA is a supplementary financial measure. See "Non-GAAP and Other Financial Measures" for an explanation as to the composition of this measure.

Service revenue

The 1% increase in service revenue was a result of:

- service pricing changes this quarter; and
- the increase in total customer relationships over the past year, due to growth in our Internet and Video subscriber bases; partially offset by
- declines in our Home Phone and Smart Home Monitoring subscriber bases.

The 1% decrease in ARPA was primarily a result of an increase in our customer relationships on lower monthly price plans.

Operating expenses

The 9% decrease in operating expenses this quarter was primarily a result of cost efficiencies, including lower content-related costs, partially due to negotiation of certain content rates with suppliers, and lower people-related costs.

Adjusted EBITDA

The 13% increase in adjusted EBITDA this quarter was a result of the service revenue and expense changes discussed above.

MEDIA

Media Financial Results

(In millions of dollars, except margins)	Three months ended March 31 **2022**	2021	% Chg
Revenue	**482**	440	10
Operating expenses	**548**	499	10
Adjusted EBITDA	**(66)**	(59)	12
Adjusted EBITDA margin	**(13.7)%**	(13.4)%	(0.3 pts)
Capital expenditures	**22**	18	22

Revenue

The 10% increase in revenue this quarter was a result of:

- higher sports-related revenues, including negotiation of certain content rates; partially offset by
- lower Today's Shopping Choice revenue.

Operating expenses

The 10% increase in operating expenses this quarter was a result of:

- higher programming costs;
- higher production costs and other general operating costs as a result of increased activities as COVID-19 restrictions eased; and
- the timing of player salaries pertaining to Toronto Blue Jays player trades.

Adjusted EBITDA

The decrease in adjusted EBITDA this quarter was a result of the revenue and expense changes discussed above.

CAPITAL EXPENDITURES

(In millions of dollars, except capital intensity)	Three months ended March 31 **2022**	2021	% Chg
Wireless	**337**	225	50
Cable	**256**	212	21
Media	**22**	18	22
Corporate	**34**	29	17
Capital expenditures [1]	**649**	484	34
Capital intensity [2]	**17.9 %**	13.9 %	4.0 pts

[1] Includes additions to property, plant and equipment net of proceeds on disposition, but does not include expenditures for spectrum licences or additions to right-of-use assets.
[2] Capital intensity is a supplementary financial measure. See "Non-GAAP and Other Financial Measures" for an explanation as to the composition of this measure.

One of our focus areas for the year is to deliver world-class connectivity to Canadian consumers and businesses. To do this, we expect to spend more on our wireless and wireline networks this year than we have in the past several years. This year, we will continue to roll out our 5G network, the largest and most reliable 5G network in Canada, across the country. We will also continue to invest in fibre deployments, including fibre-to-the-home (FTTH), in our cable network and we will expand our network footprint to reach more homes and businesses.

These investments will help us bridge the digital divide and expand our network to underserved areas through participation in various programs and projects. To connect these underserved areas, we are deploying unified access transport technology, which allows wireline and wireless networks to converge over a unified Internet protocol and optical transport network.

Wireless
The increase in capital expenditures in Wireless this quarter was a result of investments made to upgrade our wireless network to continue to deliver reliable performance for our customers. We continued to emphasize our 5G deployments in the 600 MHz band, and preparing our network to deploy the newly acquired 3500 MHz spectrum licences later this year, as we have deployed our 5G network in more than 1,500 communities and we launched the first commercial 5G standalone network in Canada.

Cable
The increase in capital expenditures in Cable this quarter reflects continued investments in our network infrastructure, including additional fibre deployments to increase our FTTH distribution. These upgrades will lower the number of homes passed per node and incorporate the latest technologies to help deliver more bandwidth and an even more reliable customer experience as we progress in our connected home roadmap, including service footprint expansion and upgrades to our DOCSIS 3.1 platform to evolve to DOCSIS 4.0, to offer increased download speeds over time.

Capital intensity
Capital intensity increased this quarter as a result of higher capital expenditures, partially offset by higher revenue, as discussed above.

Review of Consolidated Performance

This section discusses our consolidated net income and other income and expenses that do not form part of the segment discussions above.

	Three months ended March 31		
(In millions of dollars)	**2022**	2021	% Chg
Adjusted EBITDA	**1,539**	1,391	11
Deduct (add):			
Depreciation and amortization	**646**	638	1
Restructuring, acquisition and other	**96**	45	113
Finance costs	**258**	218	18
Other (income) expense	**(6)**	1	n/m
Income tax expense	**153**	128	20
Net income	**392**	361	9

n/m - not meaningful

Depreciation and amortization

	Three months ended March 31		
(In millions of dollars)	**2022**	2021	% Chg
Depreciation of property, plant and equipment	**577**	577	–
Depreciation of right-of-use assets	**64**	58	10
Amortization	**5**	3	67
Total depreciation and amortization	**646**	638	1

Restructuring, acquisition and other

This quarter, we incurred $96 million (2021 - $45 million) in restructuring, acquisition and other expenses, which included $59 million (2021 - $6 million) of incremental costs supporting acquisition and integration activities related to the Transaction, including certain costs related to the committed credit facility, which was terminated during the three months ended March 31, 2022. The remaining costs in 2022, and the costs in 2021, were primarily severance costs associated with the targeted restructuring of our employee base.

Finance costs

	Three months ended March 31		
(In millions of dollars)	**2022**	2021	% Chg
Interest on borrowings [1]	**242**	192	26
Interest on lease liabilities	**19**	18	6
Interest on post-employment benefits liability	**–**	4	(100)
Gain on foreign exchange	**(50)**	(3)	n/m
Change in fair value of derivative instruments	**49**	5	n/m
Capitalized interest	**(7)**	(4)	75
Other	**5**	6	(17)
Total finance costs	**258**	218	18

[1] Interest on borrowings includes interest on short-term borrowings and on long-term debt.

The 26% increase this quarter in interest on borrowings was a result of new debt primarily associated with the completion of our long-term financing for the Transaction in advance of its anticipated closing in the second quarter of 2022, and to support our acquisition of 3500 MHz spectrum licences in late 2021, including:

- the issuance of $2 billion subordinated notes in December 2021;
- the issuance of US$750 million subordinated notes in February 2022; and
- the issuance of $4.25 billion and US$7.05 billion senior notes in March 2022; partially offset by
- the repayment of our $1.45 billion senior notes at maturity in March 2021.

Income tax expense

	Three months ended March 31	
(In millions of dollars, except tax rates)	**2022**	2021
Statutory income tax rate	**26.5 %**	26.5 %
Income before income tax expense	**545**	489
Computed income tax expense	**144**	130
Increase (decrease) in income tax expense resulting from:		
Non-deductible (taxable) stock-based compensation	**9**	(1)
Non-deductible portion of equity losses	**2**	3
Non-taxable income from security investments	**(3)**	(3)
Other items	**1**	(1)
Total income tax expense	**153**	128
Effective income tax rate	**28.1 %**	26.2 %
Cash income taxes paid	**140**	325

Cash income taxes paid decreased this quarter as the first quarter of 2021 included a final 2020 tax installment arising from our transition to a device financing business model, which results in earlier recognition of equipment revenue for income tax purposes.

Net income

	Three months ended March 31		
(In millions of dollars, except per share amounts)	**2022**	2021	% Chg
Net income	**392**	361	9
Basic earnings per share	**$0.78**	$0.71	10
Diluted earnings per share	**$0.77**	$0.70	10

Adjusted net income

We calculate adjusted net income from adjusted EBITDA as follows:

	Three months ended March 31		
(In millions of dollars, except per share amounts)	**2022**	2021	% Chg
Adjusted EBITDA	**1,539**	1,391	11
Deduct:			
Depreciation and amortization	**646**	638	1
Finance costs	**258**	218	18
Other (income) expense	**(6)**	1	n/m
Income tax expense [1]	**179**	140	28
Adjusted net income	**462**	394	17
Adjusted basic earnings per share	**$0.91**	$0.78	17
Adjusted diluted earnings per share	**$0.91**	$0.77	18

[1] Income tax expense excludes a recovery of $26 million (2021 - recovery of $12 million) for the three months ended March 31, 2022 related to the income tax impact for adjusted items.

Managing our Liquidity and Financial Resources

Operating, investing, and financing activities

(In millions of dollars)	Three months ended March 31 2022	2021
Cash provided by operating activities before changes in net operating assets and liabilities, income taxes paid, and interest paid	**1,488**	1,407
Change in net operating assets and liabilities	**(321)**	(187)
Income taxes paid	**(140)**	(325)
Interest paid	**(214)**	(216)
Cash provided by operating activities	**813**	679
Investing activities:		
Capital expenditures	**(649)**	(484)
Additions to program rights	**(12)**	(12)
Changes in non-cash working capital related to capital expenditures and intangible assets	**(172)**	(116)
Acquisitions and other strategic transactions, net of cash acquired	**(9)**	–
Other	**12**	(6)
Cash used in investing activities	**(830)**	(618)
Financing activities:		
Net proceeds received from short-term borrowings	**503**	22
Net issuance (repayment) of long-term debt	**13,311**	(1,450)
Net payments on settlement of debt derivatives and forward contracts	**(74)**	(2)
Transaction costs incurred	**(169)**	–
Principal payments of lease liabilities	**(77)**	(62)
Dividends paid	**(252)**	(252)
Cash provided by (used in) financing activities	**13,242**	(1,744)
Change in cash and cash equivalents and restricted cash and cash equivalents	**13,225**	(1,683)
Cash and cash equivalents and restricted cash and cash equivalents, beginning of period	**715**	2,484
Cash and cash equivalents and restricted cash and cash equivalents, end of period	**13,940**	801
Cash and cash equivalents	**809**	801
Restricted cash and cash equivalents	**13,131**	–
Cash and cash equivalents and restricted cash and cash equivalents, end of period	**13,940**	801

Operating activities
The 20% increase in cash provided by operating activities this quarter was primarily a result of higher adjusted EBITDA as well as the impact of lower income taxes paid, which was largely offset by a higher investment in net operating assets.

Investing activities
Capital expenditures
During the quarter, we incurred $649 million on capital expenditures before changes in non-cash working capital items. See "Capital Expenditures" for more information.

Financing activities
During the quarter, we received net amounts of $13,571 million (2021 - paid $1,430 million) on our short-term borrowings, long-term debt, and related derivatives, net of transaction costs paid, reflecting new debt primarily associated with the completion of our long-term financing for the Transaction in advance of its anticipated closing in the second quarter of 2022. See "Financial Risk Management" for more information on the cash flows relating to our derivative instruments.

Short-term borrowings

Our short-term borrowings consist of amounts outstanding under our receivables securitization program, our short-term non-revolving credit facilities, and our US dollar-denominated commercial paper (US CP) program. Below is a summary of our short-term borrowings as at March 31, 2022 and December 31, 2021.

(In millions of dollars)	As at March 31 **2022**	As at December 31 2021
Receivables securitization program	**1,800**	800
US commercial paper program (net of the discount on issuance)	**895**	893
Non-revolving credit facility borrowings	**–**	507
Total short-term borrowings	**2,695**	2,200

The table below summarizes the activity relating to our short-term borrowings for the three months ended March 31, 2022 and 2021.

	Three months ended March 31, 2022			Three months ended March 31, 2021		
(In millions of dollars, except exchange rates)	Notional (US$)	Exchange rate	Notional (Cdn$)	Notional (US$)	Exchange rate	Notional (Cdn$)
Proceeds received from receivables securitization			**1,000**			150
Net proceeds received from receivables securitization			**1,000**			150
Proceeds received from US commercial paper	**2,074**	**1.263**	**2,620**	520	1.265	658
Repayment of US commercial paper	**(2,064)**	**1.265**	**(2,610)**	(620)	1.268	(786)
Net proceeds received from (repayment of) US commercial paper			**10**			(128)
Proceeds received from non-revolving credit facilities (Cdn$)			**495**			–
Total proceeds received from non-revolving credit facilities			**495**			–
Repayment of non-revolving credit facilities (Cdn$)			**(495)**			–
Repayment of non-revolving credit facilities (US$)	**(400)**	**1.268**	**(507)**	–	–	–
Total repayment of non-revolving credit facilities			**(1,002)**			–
Net repayment of non-revolving credit facilities			**(507)**			–
Net proceeds received from short-term borrowings			**503**			22

In March 2022, we amended the terms of our receivables securitization program and increased the maximum potential proceeds under the program from $1.2 billion to $1.8 billion. We will continue to service the receivables and they will continue to be recorded as accounts receivable or financing receivables, as applicable, on our interim condensed consolidated statement of financial position.

The terms of our receivables securitization program are committed until its expiry on December 22, 2023. The buyer's interest in these receivables ranks ahead of our interest. The buyer of our receivables has no further claim on any of our other assets.

Concurrent with our US CP issuances, we entered into debt derivatives to hedge the foreign currency risk associated with the principal and interest components of the borrowings. See "Financial Risk Management" for more information.

In March 2021, in connection with the Transaction, we entered into a binding commitment letter for a committed credit facility with a syndicate of banks in an original amount up to $19 billion. As a result of entering into the Shaw term loan facility during the second quarter of 2021, the maximum amount we could have drawn on this committed facility decreased to $13 billion. Subsequently, as a result of issuing US$7.05 billion ($9.05 billion) and $4.25 billion senior notes (see "Long-term debt" below) this quarter, the maximum amount we could have drawn decreased to nil and the facility was terminated.

Long-term debt

Our long-term debt consists of amounts outstanding under our bank and letter of credit facilities and the senior notes, debentures, and subordinated notes we have issued. The tables below summarize the activity relating to our long-term debt for the three months ended March 31, 2022 and 2021.

	Three months ended March 31, 2022			Three months ended March 31, 2021		
(In millions of dollars, except exchange rates)	Notional (US$)	Exchange rate	Notional (Cdn$)	Notional (US$)	Exchange rate	Notional (Cdn$)
Senior note issuances (Cdn$)			**4,250**			–
Senior note issuances (US$)	**7,050**	**1.284**	**9,054**	–	–	–
Total issuances of senior notes			**13,304**			–
Senior note repayments (Cdn$)			**–**			(1,450)
Senior note repayments (US$)	**(750)**	**1.259**	**(944)**	–	–	–
Total senior notes repayments			**(944)**			(1,450)
Net issuance (repayment) of senior notes			**12,360**			(1,450)
Subordinated note issuances (US$)	**750**	**1.268**	**951**	–	–	–
Net issuance (repayment) of long-term debt			**13,311**			(1,450)

	Three months ended March 31	
(In millions of dollars)	**2022**	2021
Long-term debt net of transaction costs, beginning of period	**18,688**	18,201
Net issuance (repayment) of long-term debt	**13,311**	(1,450)
Gain on foreign exchange	**(415)**	(142)
Deferred transaction costs incurred	**(169)**	–
Amortization of deferred transaction costs	**5**	4
Long-term debt net of transaction costs, end of period	**31,420**	16,613

Issuance of senior and subordinated notes and related debt derivatives

Below is a summary of the senior and subordinated notes we issued this quarter. We did not issue senior or subordinated notes in the three months ended March 31, 2021.

(In millions of dollars, except interest rates and discounts)

Date issued		Principal amount	Due date	Interest rate	Discount/ premium at issuance	Total gross proceeds [1] (Cdn$)	Transaction costs and discounts [2] (Cdn$)
2022 issuances							
February 11, 2022 (subordinated) [3]	US	750	2082	5.250 %	At par	951	13
March 11, 2022 (senior) [4]	US	1,000	2025	2.950 %	99.934 %	1,283	9
March 11, 2022 (senior)		1,250	2025	3.100 %	99.924 %	1,250	7
March 11, 2022 (senior)	US	1,300	2027	3.200 %	99.991 %	1,674	13
March 11, 2022 (senior)		1,000	2029	3.750 %	99.891 %	1,000	7
March 11, 2022 (senior)	US	2,000	2032	3.800 %	99.777 %	2,567	27
March 11, 2022 (senior)		1,000	2032	4.250 %	99.987 %	1,000	6
March 11, 2022 (senior)	US	750	2042	4.500 %	98.997 %	966	20
March 11, 2022 (senior)	US	2,000	2052	4.550 %	98.917 %	2,564	55
March 11, 2022 (senior)		1,000	2052	5.250 %	99.483 %	1,000	12

[1] Gross proceeds before transaction costs, discounts, and premiums.

[2] Transaction costs, discounts, and premiums are included as deferred transaction costs and discounts in the carrying value of the long-term debt, and recognized in net income using the effective interest method.

[3] Deferred transaction costs and discounts (if any) in the carrying value of the subordinated notes are recognized in net income using the effective interest method over a five-year period. The subordinated notes due 2082 can be redeemed at par on March 15, 2027 or any subsequent interest payment date.

[4] The US$1 billion senior notes due 2025 can be redeemed at par on or after March 15, 2023.

In February 2022, we issued US$750 million subordinated notes due 2082 with an initial coupon of 5.25% for the first five years. Upon the occurrence of certain events involving a bankruptcy or insolvency of RCI, the outstanding principal and interest of such subordinated notes would automatically convert into preferred shares. Concurrently, we terminated $950 million of interest rate derivatives entered into in 2021 to hedge the interest rate risk associated with future debt issuances. Concurrent with the issuance, we also entered into debt derivatives to convert all interest and principal payment obligations to Canadian dollars. As a result, we received net proceeds of US$740 million ($938 million) from the issuance.

In March 2022, we issued $13.3 billion of senior notes, consisting of US$7.05 billion ($9.05 billion) and $4.25 billion, in order to partially finance the cash consideration for the Transaction. Each of these notes (except the $1.25 billion senior notes due 2025) contains a "special mandatory redemption" clause, which requires them to be redeemed at 101% of face value if the Transaction cannot be consummated by December 31, 2022. At the same time, we terminated the committed credit facility we had arranged in March 2021. The arrangement agreement between Rogers and Shaw requires us to maintain sufficient liquidity to ensure we are able to fund the Transaction upon closing and as such, we have recognized the net proceeds as "restricted cash and cash equivalents" on our interim condensed consolidated statement of financial position.

Concurrent with the March 2022 senior note issuances, we terminated US$2 billion of interest rate swap derivatives, $500 million of bond forwards, and $2.3 billion of interest rate swap derivatives entered into in 2021 to hedge the interest rate risk associated with future debt issuances. Concurrent with the US dollar-denominated issuances, we also entered into debt derivatives to convert all interest and principal payment obligations to Canadian dollars. As a result, we received net proceeds of US$6.95 billion ($8.93 billion) from the US dollar-denominated issuances.

Repayment of senior notes and related derivative settlements

In March 2022, we repaid the entire outstanding principal amount of our US$750 million floating rate senior notes and the associated debt derivatives at maturity. As a result, we repaid $1,019 million, including $75 million on settlement of the associated debt derivatives.

In March 2021, we repaid the entire outstanding principal amount of our $1.45 billion 5.34% senior notes at maturity. There were no derivatives associated with these senior notes.

Canada Infrastructure Bank credit agreement

This quarter, we entered into a $665 million senior unsecured non-revolving credit facility with a fixed 1% interest rate with the Canada Infrastructure Bank. The credit facility can only be drawn upon to finance broadband service expansion projects to underserved communities under the Universal Broadband Fund. As at March 31, 2022, we had not drawn on the credit agreement.

Dividends

Below is a summary of the dividends declared and paid on RCI's outstanding Class A Voting common shares (Class A Shares) and Class B Non-Voting common shares (Class B Non-Voting Shares) in 2022 and 2021. On April 19, 2022, the Board declared a dividend of $0.50 per Class A Share and Class B Non-Voting Share to be paid on July 4, 2022 to shareholders of record on June 10, 2022.

Declaration date	**Record date**	**Payment date**	**Dividend per share (dollars)**	**Dividends paid (in millions of dollars)**
January 26, 2022	March 10, 2022	April 1, 2022	0.50	252
January 27, 2021	March 10, 2021	April 1, 2021	0.50	252
April 20, 2021	June 10, 2021	July 2, 2021	0.50	253
July 20, 2021	September 9, 2021	October 1, 2021	0.50	253
October 20, 2021	December 10, 2021	January 4, 2022	0.50	252

Free cash flow

(In millions of dollars)	Three months ended March 31 2022	2021	% Chg
Adjusted EBITDA	**1,539**	1,391	11
Deduct:			
Capital expenditures [1]	**649**	484	34
Interest on borrowings, net of capitalized interest	**235**	188	25
Cash income taxes [2]	**140**	325	(57)
Free cash flow	**515**	394	31

[1] Includes additions to property, plant and equipment net of proceeds on disposition, but does not include expenditures for spectrum licences or additions to right-of-use assets.
[2] Cash income taxes are net of refunds received.

Free cash flow increased this quarter as a result of higher adjusted EBITDA and lower cash income taxes, partially offset by higher capital expenditures.

Overview of Financial Position

Consolidated statements of financial position

(In millions of dollars)	**As at March 31 2022**	As at December 31 2021	$ Chg	% Chg	Explanation of significant changes
Assets					
Current assets:					
Cash and cash equivalents	**809**	715	94	13	See "Managing our Liquidity and Financial Resources".
Restricted cash and cash equivalents	**13,131**	–	13,131	–	Reflects the restrictions on use of and liquidity maintenance on the proceeds received from our issuances of $4.25 billion and US$7.05 billion in senior notes to fund the Transaction.
Accounts receivable	**3,565**	3,847	(282)	(7)	Primarily reflects business seasonality and the collection of accounts receivable following the seasonal peak period in Q4.
Inventories	**540**	535	5	1	n/m
Current portion of contract assets	**112**	115	(3)	(3)	n/m
Other current assets	**606**	497	109	22	Primarily reflects an increase in prepaid expenses related to our annual wireless spectrum licence fees.
Current portion of derivative instruments	**222**	120	102	85	Primarily reflects changes in market values of certain debt derivatives as a result of the appreciation of the Cdn$ relative to the US$ and changes in market values of our equity derivatives as a result of the increase in the share price of Class B Non-Voting Shares.
Total current assets	**18,985**	5,829	13,156	n/m	
Property, plant and equipment	**14,790**	14,666	124	1	Primarily reflects capital expenditures and additions to right-of-use assets partially offset by depreciation expense.
Intangible assets	**12,275**	12,281	(6)	–	n/m
Investments	**2,510**	2,493	17	1	n/m
Derivative instruments	**1,293**	1,431	(138)	(10)	Primarily reflects changes in market values of certain debt derivatives as a result of the appreciation of the Cdn$ relative to the US$.
Financing receivables	**771**	854	(83)	(10)	Reflects the reclassification of long-term financing receivables to current.
Other long-term assets	**401**	385	16	4	n/m
Goodwill	**4,025**	4,024	1	–	n/m
Total assets	**55,050**	41,963	13,087	31	
Liabilities and shareholders' equity					
Current liabilities:					
Short-term borrowings	**2,695**	2,200	495	23	Reflects an increase in borrowings under our receivables securitization program, partially offset by a decrease in our non-revolving credit facilities.
Accounts payable and accrued liabilities	**2,782**	3,416	(634)	(19)	Reflects business seasonality.
Income tax payable	**186**	115	71	62	Reflects the excess of income tax payable over tax installments paid.
Other current liabilities	**303**	607	(304)	(50)	Primarily reflects the termination of our interest rate derivatives upon issuance of our senior and subordinated notes.
Contract liabilities	**406**	394	12	3	n/m
Current portion of long-term debt	**1,225**	1,551	(326)	(21)	Reflects the repayment of US$750 million senior notes in March 2022, partially offset by the reclassification to current of our US$500 million senior notes due March 2023.
Current portion of lease liabilities	**346**	336	10	3	n/m
Total current liabilities	**7,943**	8,619	(676)	(8)	
Provisions	**51**	50	1	2	n/m
Long-term debt	**30,195**	17,137	13,058	76	Reflects the issuances of our US$750 million subordinated notes and $4.25 billion and US$7.05 billion in senior notes, partially offset by a reclassification to current of our US$500 million senior notes due March 2023.
Lease liabilities	**1,642**	1,621	21	1	Reflects liabilities related to new leases.
Other long-term liabilities	**676**	565	111	20	Primarily reflects changes in market values of certain debt derivatives as a result of the appreciation of the Cdn$ relative to the US$.
Deferred tax liabilities	**3,430**	3,439	(9)	–	n/m
Total liabilities	**43,937**	31,431	12,506	40	
Shareholders' equity	**11,113**	10,532	581	6	Reflects changes in retained earnings and equity reserves.
Total liabilities and shareholders' equity	**55,050**	41,963	13,087	31	

Financial Condition

Available liquidity

Below is a summary of our available liquidity from our cash and cash equivalents, bank credit facilities, letter of credit facilities, and short-term borrowings as at March 31, 2022 and December 31, 2021.

As at March 31, 2022 (In millions of dollars)	Total sources	Drawn	Letters of credit	US CP program [1]	Net available
Cash and cash equivalents	809	–	–	–	**809**
Bank credit facilities [2]:					
Revolving	4,000	–	8	897	**3,095**
Outstanding letters of credit	104	–	104	–	**–**
Receivables securitization [2]	1,800	1,800	–	–	**–**
Total	6,713	1,800	112	897	**3,904**

[1] The US CP program amounts are gross of the discount on issuance.
[2] The total liquidity sources under our bank credit facilities and receivables securitization represents the total credit limits per the relevant agreements. The amount drawn and letters of credit are currently outstanding under those agreements. The US CP program amount represents our currently outstanding US CP borrowings that are backstopped by our revolving credit facility.

As at December 31, 2021 (In millions of dollars)	Total sources	Drawn	Letters of credit	US CP program [1]	Net available
Cash and cash equivalents	715	–	–	–	715
Bank credit facilities [2]:					
Revolving	4,000	–	8	894	3,098
Non-revolving	507	507	–	–	–
Outstanding letters of credit	72	–	72	–	–
Receivables securitization [2]	1,200	800	–	–	400
Total	6,494	1,307	80	894	4,213

[1] The US CP program amounts are gross of the discount on issuance.
[2] The total liquidity sources under our bank credit facilities and receivables securitization represents the total credit limits per the relevant agreements. The amount drawn and letters of credit are currently outstanding under those agreements. The US CP program amount represents our currently outstanding US CP borrowings that are backstopped by our revolving credit facility.

In addition to the sources of available liquidity noted above, we held $1,581 million of marketable securities in publicly traded companies as at March 31, 2022 (December 31, 2021 - $1,581 million).

Our restricted cash and cash equivalents is not included in available liquidity as the funds were raised solely to fund a portion of the cash consideration of the Transaction or, if unable to be consummated, to be used to redeem the applicable senior notes, and therefore is not available for other purposes. Our $6 billion Shaw term loan facility is also not included in available liquidity as we can only draw on that facility to partially fund the Transaction. Our Canada Infrastructure Bank credit agreement (see "Managing our Liquidity and Financial Resources") is not included in available liquidity as it can only be drawn upon for use in broadband projects under the Universal Broadband Fund, and therefore is not available for other general purposes.

Weighted average cost of borrowings

Our weighted average cost of borrowings was 4.20% as at March 31, 2022 (December 31, 2021 - 3.95%) and our weighted average term to maturity was 12.4 years (December 31, 2021 - 11.6 years). These figures reflect the expected repayment of our subordinated notes on the five-year anniversary.

Credit ratings

Below is a summary of the credit ratings on RCI's outstanding senior and subordinated notes and debentures (long-term) and US CP (short-term) as at March 31, 2022.

Issuance	S&P Global Ratings Services	Moody's	Fitch	DBRS Morningstar
Corporate credit issuer default rating	BBB+ CreditWatch Negative	Baa1 under review	BBB+ Rating Watch Negative	BBB (high), Under Review with Negative Implications
Senior unsecured debt	BBB+ CreditWatch Negative	Baa1 under review	BBB+ Rating Watch Negative	BBB (high), Under Review with Negative Implications
Subordinated debt	BBB- CreditWatch Negative	Baa3 under review	BBB- Rating Watch Negative	BBB (high), Under Review with Negative Implications
US commercial paper	A-2 CreditWatch Negative	P-2 under review	N/A [1]	N/A [1]

[1] We have not sought a rating from Fitch or DBRS Morningstar for our short-term obligations.

As a result of our agreement to acquire Shaw and the related commitments in connection with the Transaction, each of these rating agencies has put our credit rating under review. We expect each of these rating agencies to complete their reviews upon closing of the Transaction. See "Shaw Transaction" for more information on our agreement with Shaw and the Transaction.

Adjusted net debt and debt leverage ratio

We use adjusted net debt and debt leverage ratio to conduct valuation-related analysis and make capital structure-related decisions. Adjusted net debt includes long-term debt, net debt derivative assets or liabilities, short-term borrowings, lease liabilities, and cash and cash equivalents or bank advances.

(In millions of dollars, except ratios)	As at March 31 **2022**	As at December 31 2021
Long-term debt [1]	**31,769**	18,873
Subordinated notes adjustment [2]	**(1,469)**	(1,000)
Net debt derivative assets valued without any adjustment for credit risk [3]	**(1,006)**	(1,278)
Short-term borrowings	**2,695**	2,200
Lease liabilities	**1,988**	1,957
Cash and cash equivalents	**(809)**	(715)
Restricted cash and cash equivalents [4]	**(13,131)**	–
Adjusted net debt [2,5]	**20,037**	20,037
Divided by: trailing 12-month adjusted EBITDA	**6,035**	5,887
Debt leverage ratio	**3.3**	3.4

[1] Includes current and long-term portion of long-term debt before deferred transaction costs and discounts.
[2] For the purposes of calculating adjusted net debt and debt leverage ratio, we believe adjusting 50% of the value of our subordinated notes is appropriate as this methodology factors in certain circumstances with respect to priority for payment and this approach is commonly used to evaluate debt leverage by rating agencies.
[3] For purposes of calculating adjusted net debt and debt leverage ratio, we believe including debt derivatives valued without adjustment for credit risk is commonly used to evaluate debt leverage and for market valuation and transactional purposes.
[4] For the purposes of calculating adjusted net debt, we have deducted our restricted cash and cash equivalents as these funds were raised solely to fund a portion of the cash consideration of the Transaction or, if unable to be consummated, be used to redeem the applicable senior notes excluding any premium. We therefore believe including only the underlying senior notes would not represent our view of adjusted net debt prior to the consummation of the Transaction or the redemption of the senior notes.
[5] Adjusted net debt is a capital management measure. See "Non-GAAP and Other Financial Measures" for more information about this measure.

Outstanding common shares

	As at March 31 2022	As at December 31 2021
Common shares outstanding [1]		
Class A Voting Shares	**111,153,411**	111,153,411
Class B Non-Voting Shares	**393,771,907**	393,771,907
Total common shares	**504,925,318**	504,925,318
Options to purchase Class B Non-Voting Shares		
Outstanding options	**10,476,427**	6,494,001
Outstanding options exercisable	**3,139,486**	2,373,717

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

Financial Risk Management

This section should be read in conjunction with "Financial Risk Management" in our 2021 Annual MD&A. We use derivative instruments to manage financial risks related to our business activities. We only use derivatives to manage risk and not for speculative purposes. We also manage our exposure to both fixed and fluctuating interest rates and had fixed the interest rate on 92.1% of our outstanding debt, including short-term borrowings, as at March 31, 2022 (December 31, 2021 - 89.3%).

Debt derivatives

We use cross-currency interest rate exchange agreements, forward cross-currency interest rate exchange agreements, and forward foreign exchange agreements (collectively, debt derivatives) to manage risks from fluctuations in foreign exchange rates and interest rates associated with our US dollar-denominated senior notes, debentures, subordinated notes, lease liabilities, credit facility borrowings, and US CP borrowings. We typically designate the debt derivatives related to our senior notes, debentures, subordinated notes, and lease liabilities as hedges for accounting purposes against the foreign exchange risk or interest rate risk associated with specific issued and forecast debt instruments. Debt derivatives related to our US dollar-denominated notes due 2025 and our credit facility and US CP borrowings have not been designated as hedges for accounting purposes.

Credit facilities and US CP

Below is a summary of the debt derivatives we entered and settled related to our credit facilities and US CP program during the three months ended March 31, 2022 and 2021.

	Three months ended March 31, 2022			Three months ended March 31, 2021		
(In millions of dollars, except exchange rates)	Notional (US$)	Exchange rate	Notional (Cdn$)	Notional (US$)	Exchange rate	Notional (Cdn$)
Credit facilities						
Debt derivatives settled	**400**	**1.268**	**507**	–	–	–
Net cash received on settlement			**9**			–
US commercial paper program						
Debt derivatives entered	**2,075**	**1.263**	**2,620**	520	1.265	658
Debt derivatives settled	**2,063**	**1.264**	**2,608**	620	1.268	786
Net cash received (paid) on settlement			**1**			(2)

As at March 31, 2022, we had nil and US$717 million notional amount of debt derivatives outstanding relating to our credit facility borrowings and US CP program (December 31, 2021 - US$400 million and US$704 million), respectively.

Senior and subordinated notes

Below is a summary of the debt derivatives we entered into related to senior and subordinated notes during the three months ended March 31, 2022. We did not enter into or settle any debt derivatives related to senior notes issued during the three months ended March 31, 2021.

(In millions of dollars, except interest rates)	US$			Hedging effect	
Effective date	Principal/Notional amount (US$)	Maturity date	Coupon rate	Fixed hedged (Cdn$) interest rate [1]	Equivalent (Cdn$)
2022 issuances					
February 11, 2022	750	2082	5.250 %	5.635 %	951
March 11, 2022 [2]	1,000	2025	2.950 %	2.991 %	1,283
March 11, 2022	1,300	2027	3.200 %	3.413 %	1,674
March 11, 2022	2,000	2032	3.800 %	4.232 %	2,567
March 11, 2022	750	2042	4.500 %	5.178 %	966
March 11, 2022	2,000	2052	4.550 %	5.305 %	2,564

[1] Converting from a fixed US$ coupon rate to a weighted average Cdn$ fixed rate.
[2] The derivatives associated with our US$1 billion senior notes due 2025 have not been designated as hedges for accounting purposes.

In March 2022, we repaid the entire outstanding principal amount of our US$750 million floating rate senior notes and the associated debt derivatives at maturity, resulting in a repayment of $1,019 million, including $75 million on settlement of the associated debt derivatives.

As at March 31, 2022, we had US$16,100 million (December 31, 2021 - US$9,050 million) in US dollar-denominated senior notes, debentures, and subordinated notes, of which all the associated foreign exchange risk had been hedged economically using debt derivatives.

During the three months ended March 31, 2022, we terminated US$2 billion notional amount of forward starting cross-currency swaps and received $43 million upon settlement. As at March 31, 2022, we had no forward starting cross-currency swaps outstanding (December 31, 2021 - US$2 billion).

Lease liabilities
Below is a summary of the debt derivatives we entered into and settled related to our outstanding lease liabilities for the three months ended March 31, 2022 and 2021.

	Three months ended March 31, 2022			Three months ended March 31, 2021		
(In millions of dollars, except exchange rates)	Notional (US$)	Exchange rate	Notional (Cdn$)	Notional (US$)	Exchange rate	Notional (Cdn$)
Debt derivatives entered	**33**	**1.273**	**42**	26	1.269	33
Debt derivatives settled	**27**	**1.333**	**36**	16	1.250	20

As at March 31, 2022, we had US$199 million notional amount of debt derivatives outstanding relating to our outstanding lease liabilities (December 31, 2021 - US$193 million) with terms to maturity ranging from April 2022 to March 2025 (December 31, 2021 - January 2022 to December 2024) at an average rate of $1.292/US$ (December 31, 2021 - $1.301/US$).

See "Mark-to-market value" for more information about our debt derivatives.

Interest rate derivatives
From time to time, we use bond forward derivatives or interest rate swap derivatives (collectively, interest rate derivatives) to hedge interest rate risk on current and future debt instruments. Our interest rate derivatives are designated as hedges for accounting purposes.

Concurrent with our issuance of US$750 million subordinated notes in February 2022, we terminated $950 million of interest rate swap derivatives and received $33 million upon settlement.

Concurrent with our issuance of US$7.05 billion ($9.05 billion) and $4.25 billion senior notes in March 2022, we terminated:
- US$2 billion of interest rate swap derivatives and paid US$129 million ($165 million) upon settlement; and
- $500 million of bond forwards and $2.3 billion of interest rate swap derivatives and received $80 million upon settlement.

As at March 31, 2022, we had no interest rate derivatives outstanding.

See "Mark-to-market value" for more information about our interest rate derivatives.

Expenditure derivatives

We use foreign currency forward contracts (expenditure derivatives) to manage the foreign exchange risk in our operations, designating them as hedges for accounting purposes for certain of our forecast operational and capital expenditures.

Below is a summary of the expenditure derivatives we entered into and settled during the three months ended March 31, 2022 and 2021.

	Three months ended March 31, 2022			Three months ended March 31, 2021		
(In millions of dollars, except exchange rates)	Notional (US$)	Exchange rate	Notional (Cdn$)	Notional (US$)	Exchange rate	Notional (Cdn$)
Expenditure derivatives entered	**378**	**1.249**	**472**	120	1.250	150
Expenditure derivatives settled	**225**	**1.293**	**291**	225	1.360	306

As at March 31, 2022, we had US$1,221 million notional amount of expenditure derivatives outstanding (December 31, 2021 - US$1,068 million) with terms to maturity ranging from April 2022 to December 2023 (December 31, 2021 - January 2022 to December 2023) at an average rate of $1.273/US$ (December 31, 2021 - $1.287/US$).

See "Mark-to-market value" for more information about our expenditure derivatives.

Equity derivatives

We use total return swaps (equity derivatives) to hedge the market price appreciation risk of the Class B Non-Voting Shares granted under our stock-based compensation programs. The equity derivatives have not been designated as hedges for accounting purposes.

As at March 31, 2022, we had equity derivatives outstanding for 5.0 million (December 31, 2021 - 5.0 million) Class B Non-Voting Shares with a weighted average price of $53.10 (December 31, 2021 - $53.10).

During the three months ended March 31, 2021, we entered into 0.4 million equity derivatives with a weighted average price of $60.98. We also reset the weighted average price to $59.64 on 0.5 million equity derivatives and received net proceeds of $3 million. At the same time, we reset the expiry dates to April 2023 (from April 2021).

During the three months ended March 31, 2022, we executed extension agreements for the remainder of our equity derivative contracts under substantially the same commitment terms and conditions with revised expiry dates to April 2023 (from April 2022).

See "Mark-to-market value" for more information about our equity derivatives.

Cash settlements on debt derivatives and forward contracts

Below is a summary of the net proceeds (payments) on settlement of debt derivatives and forward contracts.

	Three months ended March 31, 2022			Three months ended March 31, 2021		
(In millions of dollars, except exchange rates)	US$ settlements	Exchange rate	Cdn$ settlements	US$ settlements	Exchange rate	Cdn$ settlements
Credit facilities			**9**			–
US commercial paper program			**1**			(2)
Senior and subordinated notes			**(75)**			–
Forward starting cross-currency swaps			**43**			–
Interest rate derivatives (Cdn$)			**113**			–
Interest rate derivatives (US$)	**(129)**	**1.279**	**(165)**	–	–	–
Net payments on settlement of debt derivatives and forward contracts			**(74)**			(2)

Mark-to-market value

We record our derivatives using an estimated credit-adjusted, mark-to-market valuation, calculated in accordance with IFRS.

				As at March 31, 2022
(In millions of dollars, except exchange rates)	Notional amount (US$)	Exchange rate	Notional amount (Cdn$)	Fair value (Cdn$)
Debt derivatives accounted for as cash flow hedges:				
As assets	6,586	1.1559	7,613	**1,422**
As liabilities	8,713	1.2934	11,269	**(394)**
Debt derivatives not accounted for as hedges:				
As liabilities	1,717	1.3059	2,242	**(40)**
Net mark-to-market debt derivative asset				**988**
Expenditure derivatives accounted for as cash flow hedges:				
As assets	554	1.2433	689	**5**
As liabilities	668	1.2973	867	**(30)**
Net mark-to-market expenditure derivative liability				**(25)**
Equity derivatives not accounted for as hedges:				
As assets	–	–	265	**88**
Net mark-to-market equity derivative asset				**88**
Net mark-to-market asset				**1,051**

				As at December 31, 2021
(In millions of dollars, except exchange rates)	Notional amount (US$)	Exchange rate	Notional amount (Cdn$)	Fair value (Cdn$)
Debt derivatives accounted for as cash flow hedges:				
As assets	5,859	1.1369	6,661	1,453
As liabilities	5,383	1.3025	7,011	(343)
Short-term debt derivatives not accounted for as hedges:				
As assets	1,104	1.2578	1,389	11
Net mark-to-market debt derivative asset				1,121
Interest rate derivatives accounted for as cash flow hedges:				
As assets (Cdn$)	–	–	3,250	40
As liabilities (Cdn$)	–	–	500	(6)
As liabilities (US$)	2,000	–	–	(277)
Net mark-to-market interest rate derivative liability				(243)
Expenditure derivatives accounted for as cash flow hedges:				
As assets	438	1.2453	545	11
As liabilities	630	1.3151	829	(30)
Net mark-to-market expenditure derivative liability				(19)
Equity derivatives not accounted for as hedges:				
As assets	–	–	265	36
Net mark-to-market asset				895

Commitments and Contractual Obligations

See our 2021 Annual MD&A for a summary of our obligations under firm contractual arrangements, including commitments for future payments under long-term debt arrangements and lease arrangements. These are also discussed in notes 17, 21, and 28 of our 2021 Annual Audited Consolidated Financial Statements.

Except where otherwise disclosed in this MD&A, there have been no other material changes to our material contractual obligations, as identified in our 2021 Annual MD&A, since December 31, 2021.

Regulatory Developments

See our 2021 Annual MD&A for a discussion of the significant regulations that affected our operations as at March 3, 2022. The following are the significant regulatory developments since that date.

CRTC review of the Transaction
On March 24, 2022, the CRTC approved our acquisition of Shaw's broadcasting services, subject to a number of conditions and modifications, including:

- the contribution of $27.2 million in benefits to the broadcasting system through various initiatives and funds, including those that support the production of content by Indigenous producers and members of equity-seeking groups;
- annual reporting on our commitments to increase our support for local news, including by employing more journalists at our Citytv™ stations across the country and by producing an additional 48 news specials each year that reflect local communities;
- the distribution of at least 45 independent English- and French-language services on each of our cable and satellite services; and
- safeguards to ensure that cable providers relying on signals delivered by us will continue to be able to serve their communities, including those in rural and remote areas.

The CRTC approval only relates to the broadcasting elements of the Transaction. The Transaction continues to be reviewed by the Competition Bureau and ISED Canada.

Updates to Risks and Uncertainties

See our 2021 Annual MD&A for a discussion of the principal risks and uncertainties that could have a material adverse effect on our business and financial results as at March 3, 2022, which should be reviewed in conjunction with this MD&A. The following factors may contribute to those risks and uncertainties.

Shaw Transaction
The Transaction with Shaw is subject to a number of additional risks that are disclosed in our 2021 Annual MD&A, many of which are outside the control of Rogers and Shaw. Updates to these risks are described below.

Key Regulatory Approvals and other conditions
In connection with obtaining the Key Regulatory Approvals, divestitures and/or other actions are expected to be required by the relevant regulatory or governmental authorities. Any cash proceeds received by Shaw at or prior to the consummation of the Transaction from any such divestitures or other actions are anticipated to reduce the amount of indebtedness incurred by RCI in connection with the Transaction.

Critical Accounting Policies and Estimates

See our 2021 Annual MD&A and our 2021 Annual Audited Consolidated Financial Statements and notes thereto for a discussion of the accounting policies and estimates that are critical to the understanding of our business operations and the results of our operations.

New accounting pronouncements adopted in 2022
We adopted the following accounting amendments that were effective for our interim and annual consolidated financial statements commencing January 1, 2022. The adoption of these standards did not have a material impact on our financial results and are not expected to have a material impact in the future.

- Amendments to IFRS 3, *Business Combinations - Updating a Reference to the Conceptual Framework*, updating a reference in IFRS 3 to now refer to the Conceptual Framework.
- Amendments to IAS 16, *Property, Plant and Equipment: Proceeds before intended use*, prohibiting reducing the cost of property, plant and equipment by proceeds while bringing an asset to capable operations.
- Amendments to IAS 37, *Provisions, Contingent Liabilities and Contingent Assets - Onerous Contracts*, specifying costs an entity should include in determining the "cost of fulfilling" a potential onerous contract.

Recent accounting pronouncements not yet adopted
The IASB has issued the following new standard and amendments to existing standards that will become effective in future years:

- IFRS 17, *Insurance Contracts*, a replacement of IFRS 4, *Insurance Contracts*, that aims to provide consistency in the application of accounting for insurance contracts (January 1, 2023).

- Amendments to IAS 1, *Presentation of Financial Statements - Classification of Liabilities as Current or Non-current*, clarifying the classification requirements in the standard for liabilities as current or non-current (January 1, 2023).
- Amendments to IAS 1, *Presentation of Financial Statements - Disclosure of Accounting Policies*, requiring entities to disclose material, instead of significant, accounting policy information (January 1, 2023).
- Amendments to IAS 8, *Accounting Policies - Changes in Accounting Estimates and Errors*, clarifying the definition of "accounting policies" and "accounting estimates" (January 1, 2023).
- Amendments to IAS 12, *Income Taxes - Deferred Tax related to Assets and Liabilities arising from a Single Transaction*, narrowing the scope for exemption when recognizing deferred taxes (January 1, 2023).

We do not expect IFRS 17, *Insurance Contracts*, or the amendments to existing standards to have any material impacts on our consolidated financial statements.

Transactions with related parties
We have entered into business transactions with Dream Unlimited Corp. (Dream), which is controlled by Michael J. Cooper, a Director of RCI. Dream is a real estate company that rents spaces in office and residential buildings. Total amounts paid to Dream were nominal for the three months ended March 31, 2022.

We have also entered into certain transactions with our controlling shareholder and companies it controls. These transactions are subject to formal agreements approved by the Audit and Risk Committee. Total amounts paid to these related parties generally reflect the charges to Rogers for occasional business use of aircraft, net of other administrative services, and were less than $1 million for the three months ended March 31, 2022 and 2021.

We recognized these transactions at the amounts agreed to by the related parties, which were also reviewed by the Audit and Risk Committee. The amounts owing for these services were unsecured, interest-free, and generally due for payment in cash within one month of the date of the transaction.

Controls and procedures
There have been no changes in our internal controls over financial reporting this quarter that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

Seasonality
Our operating results generally vary from quarter to quarter as a result of changes in general economic conditions and seasonal fluctuations, among other things, in each of our reportable segments. This means our results in one quarter are not necessarily indicative of how we will perform in a future quarter. Wireless, Cable, and Media each have unique seasonal aspects to, and certain other historical trends in, their businesses. For specific discussions of the seasonal trends affecting our reportable segments, refer to our 2021 Annual MD&A.

Key Performance Indicators

We measure the success of our strategy using a number of key performance indicators that are defined and discussed in our 2021 Annual MD&A and this MD&A. We believe these key performance indicators allow us to appropriately measure our performance against our operating strategy and against the results of our peers and competitors. The following key performance indicators, some of which are non-GAAP or other financial measures (see "Non-GAAP and Other Financial Measures"), are not measurements in accordance with IFRS. They include:

- subscriber counts;
  - Wireless;
  - Cable; and
  - homes passed (Cable);
- Wireless subscriber churn (churn);
- Wireless mobile phone average revenue per user (ARPU);
- Cable average revenue per account (ARPA);
- Cable customer relationships;
- Cable market penetration (penetration);
- capital intensity; and
- total service revenue.

Commencing this quarter, we are disclosing mobile phone subscribers in Wireless, which represent devices with voice-only or voice-and-data plans. Our previous definition included devices on data-only plans and customers who subscribe to our wireless home phone service. As a result, our definition of ARPU has also shifted to mobile phone ARPU. We also no longer report blended ABPU given the significant adoption of our wireless device financing program resulting in this metric being less meaningful.

In Cable, we have adjusted our definition of an Internet subscriber such that it only includes retail Internet subscribers, representing customers who have Internet service installed and operating, and are being billed directly by us. Our previous definition included third-party Internet access subscribers and Smart Home Monitoring subscribers. We will also begin reporting Video (consisting of Ignite TV and legacy Television subscribers), Smart Home Monitoring, and Home Phone subscribers in separate categories. Our updated definitions are as follows:

Subscriber counts

Subscriber count (Wireless)

- A wireless subscriber is represented by each identifiable telephone number.
- We report wireless subscribers in two categories: postpaid mobile phone and prepaid mobile phone. Postpaid and prepaid include voice-only subscribers and subscribers with service plans including both voice and data.
- Usage and overage charges for postpaid subscribers are billed a month in arrears. Prepaid subscribers cannot incur usage and/or overage charges in excess of their plan limits or account balance.
- Wireless prepaid subscribers are considered active for a period of 90 days from the date of their last revenue-generating usage.

Subscriber count (Cable)

- Cable retail Internet, Video, and Smart Home Monitoring subscribers are represented by a dwelling unit; Cable Home Phone subscribers are represented by line counts.
- When there is more than one unit in a single dwelling, such as an apartment building, each tenant with cable service is counted as an individual subscriber, whether the service is invoiced separately or included in the tenant's rent. Institutional units, such as hospitals or hotels, are each considered one subscriber.
- Cable retail Internet, Video, Smart Home Monitoring, and Home Phone subscribers include only those subscribers who have service installed and operating, and who are being billed accordingly.
- Subscriber counts exclude certain business services delivered over our fibre network and data centre infrastructure, and circuit-switched local and long distance voice services and legacy data services where access is delivered using leased third-party network elements and tariffed ILEC services.

Mobile phone average revenue per user (Wireless)

Mobile phone ARPU helps us identify trends and measure our success in attracting and retaining higher-value subscribers. Mobile phone ARPU is a supplementary financial measure. See "Non-GAAP and Other Financial Measures" for an explanation as to the composition of this measure.

Non-GAAP and Other Financial Measures

We use the following "non-GAAP financial measures" and other "specified financial measures" (each within the meaning of applicable Canadian securities law). These are reviewed regularly by management and the Board in assessing our performance and making decisions regarding the ongoing operations of our business and its ability to generate cash flows. Some or all of these measures may also be used by investors, lending institutions, and credit rating agencies as indicators of our operating performance, of our ability to incur and service debt, and as measurements to value companies in the telecommunications sector. These are not standardized measures under IFRS, so may not be reliable ways to compare us to other companies.

Non-GAAP financial measures			
Specified financial measure	*How it is useful*	*How we calculate it*	*Most directly comparable IFRS financial measure*
Adjusted net income	• To assess the performance of our businesses before the effects of the noted items, because they affect the comparability of our financial results and could potentially distort the analysis of trends in business performance. Excluding these items does not imply that they are non-recurring.	Net income add (deduct) restructuring, acquisition and other; loss (recovery) on sale or wind down of investments; loss (gain) on disposition of property, plant and equipment; (gain) on acquisitions; loss on non-controlling interest purchase obligations; loss on repayment of long-term debt; loss on bond forward derivatives; and income tax adjustments on these items, including adjustments as a result of legislative changes.	Net income

Non-GAAP ratios		
Specified financial measure	*How it is useful*	*How we calculate it*
Adjusted basic earnings per share Adjusted diluted earnings per share	• To assess the performance of our businesses before the effects of the noted items, because they affect the comparability of our financial results and could potentially distort the analysis of trends in business performance. Excluding these items does not imply that they are non-recurring.	Adjusted net income divided by basic weighted average shares outstanding. Adjusted net income including the dilutive effect of stock-based compensation divided by diluted weighted average shares outstanding.

Total of segments measures	
Specified financial measure	*Most directly comparable IFRS financial measure*
Adjusted EBITDA	Net income

Capital management measures	
Specified financial measure	*How it is useful*
Free cash flow	• To show how much cash we generate that is available to repay debt and reinvest in our company, which is an important indicator of our financial strength and performance. • We believe that some investors and analysts use free cash flow to value a business and its underlying assets.
Adjusted net debt	• We believe this helps investors and analysts analyze our debt and cash balances while taking into account the impact of debt derivatives on our US dollar-denominated debt.
Debt leverage ratio	• We believe this helps investors and analysts analyze our ability to service our debt obligations.
Available liquidity	• To help determine if we are able to meet all of our commitments, to execute our business plan, and to mitigate the risk of economic downturns.

Supplementary financial measures	
Specified financial measure	*How we calculate it*
Adjusted EBITDA margin	Adjusted EBITDA divided by revenue.
Wireless mobile phone average revenue per user (ARPU)	Wireless service revenue divided by average total number of Wireless mobile phone subscribers for the relevant period.
Cable average revenue per account (ARPA)	Cable service revenue divided by average total number of customer relationships for the relevant period.
Capital intensity	Capital expenditures divided by revenue.

Reconciliation of adjusted EBITDA

	Three months ended March 31	
(In millions of dollars)	**2022**	2021
Net income	**392**	361
Add:		
Income tax expense	**153**	128
Finance costs	**258**	218
Depreciation and amortization	**646**	638
EBITDA	**1,449**	1,345
Add (deduct):		
Other (income) expense	**(6)**	1
Restructuring, acquisition and other	**96**	45
Adjusted EBITDA	**1,539**	1,391

Reconciliation of adjusted net income

	Three months ended March 31	
(In millions of dollars)	**2022**	2021
Net income	**392**	361
Add (deduct):		
Restructuring, acquisition and other	**96**	45
Income tax impact of above items	**(26)**	(12)
Adjusted net income	**462**	394

Other Information

Consolidated financial results - quarterly summary

Below is a summary of our consolidated results for the past eight quarters.

	2022	2021				2020		
(In millions of dollars, except per share amounts)	**Q1**	Q4	Q3	Q2	Q1	Q4	Q3	Q2
Revenue								
Wireless	**2,140**	2,415	2,215	2,064	2,074	2,291	2,228	1,934
Cable	**1,036**	1,023	1,016	1,013	1,020	1,019	988	966
Media	**482**	516	473	546	440	409	489	296
Corporate items and intercompany eliminations	**(39)**	(35)	(38)	(41)	(46)	(39)	(40)	(41)
Total revenue	**3,619**	3,919	3,666	3,582	3,488	3,680	3,665	3,155
Total service revenue [1]	**3,196**	3,232	3,149	3,131	3,021	3,023	3,086	2,797
Adjusted EBITDA								
Wireless	**1,085**	1,086	1,107	1,008	1,013	1,034	1,089	918
Cable	**551**	518	516	492	487	520	508	454
Media	**(66)**	(26)	33	(75)	(59)	82	89	(35)
Corporate items and intercompany eliminations	**(31)**	(56)	(56)	(51)	(50)	(46)	(48)	(43)
Adjusted EBITDA	**1,539**	1,522	1,600	1,374	1,391	1,590	1,638	1,294
Deduct (add):								
Depreciation and amortization	**646**	658	642	647	638	666	663	650
Restructuring, acquisition and other	**96**	101	63	115	45	73	49	42
Finance costs	**258**	218	207	206	218	228	219	214
Other (income) expense	**(6)**	(12)	20	(7)	1	2	6	7
Net income before income tax expense	**545**	557	668	413	489	621	701	381
Income tax expense	**153**	152	178	111	128	172	189	102
Net income	**392**	405	490	302	361	449	512	279
Earnings per share:								
Basic	**$0.78**	$0.80	$0.97	$0.60	$0.71	$0.89	$1.01	$0.55
Diluted	**$0.77**	$0.80	$0.94	$0.60	$0.70	$0.89	$1.01	$0.54
Net income	**392**	405	490	302	361	449	512	279
Add (deduct):								
Restructuring, acquisition and other	**96**	101	63	115	45	73	49	42
Income tax impact of above items	**(26)**	(20)	(17)	(30)	(12)	(22)	(13)	(11)
Adjusted net income	**462**	486	536	387	394	500	548	310
Adjusted earnings per share:								
Basic	**$0.91**	$0.96	$1.06	$0.77	$0.78	$0.99	$1.09	$0.61
Diluted	**$0.91**	$0.96	$1.03	$0.76	$0.77	$0.99	$1.08	$0.60
Capital expenditures	**649**	846	739	719	484	656	504	559
Cash provided by operating activities	**813**	1,147	1,319	1,016	679	947	986	1,429
Free cash flow	**515**	468	507	302	394	568	868	468

[1] As defined. See "Key Performance Indicators".

Summary of financial information of long-term debt guarantor

Our outstanding public debt, amounts drawn on our $4.1 billion bank credit and letter of credit facilities, and derivatives are unsecured obligations of RCI, as obligor, and RCCI, as either co-obligor or guarantor, as applicable.

The selected unaudited consolidating summary financial information for RCI for the periods identified below, presented with a separate column for: (i) RCI, (ii) RCCI, (iii) our non-guarantor subsidiaries on a combined basis, (iv) consolidating adjustments, and (v) the total consolidated amounts, is set forth as follows:

Three months ended March 31	RCI [1,2]		RCCI [1,2]		Non-guarantor subsidiaries [1,2]		Consolidating adjustments [1,2]		Total	
(unaudited) (In millions of dollars)	**2022**	2021	**2022**	2021	**2022**	2021	**2022**	2021	**2022**	2021
Selected Statements of Income data measure:										
Revenue	**–**	–	**3,159**	3,075	**507**	464	**(47)**	(51)	**3,619**	3,488
Net income (loss)	**392**	361	**429**	356	**(5)**	2	**(424)**	(358)	**392**	361

As at period end	RCI [1,2]		RCCI [1,2]		Non-guarantor subsidiaries [1,2]		Consolidating adjustments [1,2]		Total	
(unaudited) (In millions of dollars)	**Mar. 31 2022**	Dec. 31 2021	**Mar. 31 2022**	Dec. 31 2021	**Mar. 31 2022**	Dec. 31 2021	**Mar. 31 2022**	Dec. 31 2021	**Mar. 31 2022**	Dec. 31 2021
Selected Statements of Financial Position data measure:										
Current assets	**43,884**	29,982	**29,080**	28,825	**10,087**	10,089	**(64,066)**	(63,067)	**18,985**	5,829
Non-current assets	**33,580**	33,290	**29,020**	28,959	**3,698**	3,717	**(30,233)**	(29,832)	**36,065**	36,134
Current liabilities	**31,402**	30,993	**32,883**	32,942	**9,352**	9,378	**(65,694)**	(64,694)	**7,943**	8,619
Non-current liabilities	**32,167**	18,943	**4,905**	4,960	**173**	181	**(1,251)**	(1,272)	**35,994**	22,812

[1] For the purposes of this table, investments in subsidiary companies are accounted for by the equity method.
[2] Amounts recorded in current liabilities and non-current liabilities for RCCI do not include any obligations arising as a result of being a guarantor or co-obligor, as the case may be, under any of RCI's long-term debt.

About Forward-Looking Information

This MD&A includes "forward-looking information" and "forward-looking statements" within the meaning of applicable securities laws (collectively, "forward-looking information"), and assumptions about, among other things, our business, operations, and financial performance and condition approved by our management on the date of this MD&A. This forward-looking information and these assumptions include, but are not limited to, statements about our objectives and strategies to achieve those objectives, and about our beliefs, plans, expectations, anticipations, estimates, or intentions.

Forward-looking information

- typically includes words like *could*, *expect*, *may*, *anticipate*, *assume*, *believe*, *intend*, *estimate*, *plan*, *project*, *guidance*, *outlook, target*, and similar expressions;
- includes conclusions, forecasts, and projections that are based on our current objectives and strategies and on estimates, expectations, assumptions, and other factors that we believe to have been reasonable at the time they were applied but may prove to be incorrect; and
- was approved by our management on the date of this MD&A.

Our forward-looking information includes forecasts and projections related to the following items, among others:

- revenue;
- total service revenue;
- adjusted EBITDA;
- capital expenditures;
- cash income tax payments;
- free cash flow;
- dividend payments;
- the growth of new products and services;
- expected growth in subscribers and the services to which they subscribe;
- the cost of acquiring and retaining subscribers and deployment of new services;
- continued cost reductions and efficiency improvements;
- our debt leverage ratio;
- statements relating to plans we have implemented in response to COVID-19 and its impact on us;
- the expected timing and completion of the Transaction;
- the benefits expected to result from the Transaction, including corporate, operational, scale, and other synergies, and their anticipated timing; and
- all other statements that are not historical facts.

Specific forward-looking information included or incorporated in this document includes, but is not limited to, our information and statements under "Financial Guidance" relating to our 2022 consolidated guidance on total service revenue, adjusted EBITDA, capital expenditures, and free cash flow, which were originally provided on January 27, 2022.

Key underlying assumptions

Our 2022 guidance ranges presented in "Financial Guidance" are based on many assumptions including, but not limited to, the following material assumptions for the full-year 2022:

- a steady improvement in the general COVID-19 environment throughout 2022, including:
  - the continued reopening of the economy, including increasing immigration and the return of foreign students;
  - no further significant restrictions, such as border closures, travel restrictions, capacity restrictions, sports venue closures, or stay-at-home orders; and
  - no material negative impact resulting from global supply chain interruptions;
- continued competitive intensity in all segments in which we operate consistent with levels experienced in 2021;
- no significant additional legal or regulatory developments, other shifts in economic conditions, or macro changes in the competitive environment affecting our business activities;
- Wireless customers continue to adopt, and upgrade to, higher-value smartphones at similar rates in 2022 compared to 2021;
- overall wireless market penetration in Canada grows in 2022 at a similar rate as in 2021;
- continued subscriber growth in Internet;
- declining Video subscribers, including the impact of customers migrating to Ignite TV from our legacy product, as subscription streaming services and other over-the-top providers continue to grow in popularity;
- in Media, continued growth in sports and relative stability in other traditional media businesses;
- with respect to the increase in capital expenditures:
  - we continue to invest to ensure we have competitive wireless and cable networks through (i) expanding our 5G wireless network, including building on Canada's first standalone 5G core network and using our 3500 MHz spectrum licences to introduce new 5G innovation and services and (ii) upgrading our hybrid fibre-

coaxial network to lower the number of homes passed per node, utilize the latest technologies, and deliver an even more reliable customer experience; and
  - we continue to make expenditures related to our connected home roadmap in 2022 and we make progress on our service footprint expansion projects;
- a substantial portion of our 2022 US dollar-denominated expenditures is hedged at an average exchange rate of $1.29/US$;
- key interest rates remain relatively stable throughout 2022; and
- we retain our investment-grade credit ratings.

Our conclusions, forecasts, and projections are based on a number of estimates, expectations, assumptions, and other factors, including, among others:

- general economic and industry growth rates;
- currency exchange rates and interest rates;
- product pricing levels and competitive intensity;
- subscriber growth;
- pricing, usage, and churn rates;
- changes in government regulation;
- technology and network deployment;
- availability of devices;
- timing of new product launches;
- content and equipment costs;
- the integration of acquisitions;
- industry structure and stability; and
- the impact of COVID-19 on our operations, liquidity, financial condition, or results.

Except as otherwise indicated, this MD&A and our forward-looking information do not reflect the potential impact of any non-recurring or other special items or of any dispositions, monetizations, mergers, acquisitions, other business combinations, or other transactions that may be considered or announced or may occur after the date on which the statement containing the forward-looking information is made.

Risks and uncertainties

Actual events and results can be substantially different from what is expressed or implied by forward-looking information as a result of risks, uncertainties, and other factors, many of which are beyond our control, including, but not limited to:

- regulatory changes;
- technological changes;
- economic, geopolitical, and other conditions affecting commercial activity;
- unanticipated changes in content or equipment costs;
- changing conditions in the entertainment, information, and communications industries;
- sports-related work stoppages or cancellations and labour disputes;
- the integration of acquisitions;
- litigation and tax matters;
- the level of competitive intensity;
- the emergence of new opportunities;
- external threats, such as epidemics, pandemics, and other public health crises, natural disasters, the effects of climate change, or cyberattacks, among others;
- risks related to the Transaction, including the timing, receipt, and conditions of the Key Regulatory Approvals; satisfaction of the various conditions to close the Transaction; financing the Transaction; and the anticipated benefits and successful integration of the businesses and operations of Rogers and Shaw; and
- new interpretations and new accounting standards from accounting standards bodies.

These factors can also affect our objectives, strategies, and intentions. Many of these factors are beyond our control or our current expectations or knowledge. Should one or more of these risks, uncertainties, or other factors materialize, our objectives, strategies, or intentions change, or any other factors or assumptions underlying the forward-looking information prove incorrect, our actual results and our plans could vary significantly from what we currently foresee.

Accordingly, we warn investors to exercise caution when considering statements containing forward-looking information and caution them that it would be unreasonable to rely on such statements as creating legal rights regarding our future results or plans. We are under no obligation (and we expressly disclaim any such obligation) to update or alter any statements containing forward-looking information or the factors or assumptions underlying them, whether as a result of new information, future events, or otherwise, except as required by law. All of the forward-looking information in this MD&A is qualified by the cautionary statements herein.

Before making an investment decision

Before making any investment decisions and for a detailed discussion of the risks, uncertainties, and environment associated with our business, its operations, and its financial performance and condition, fully review the sections of this MD&A entitled "Updates to Risks and Uncertainties" and "Regulatory Developments" and fully review the sections in our 2021 Annual MD&A entitled "Regulation in our Industry" and "Environmental, Social, and Governance (ESG)", as well as our various other filings with Canadian and US securities regulators, which can be found at sedar.com and sec.gov, respectively. Information on or connected to sedar.com, sec.gov, our website, or any other website referenced in this document is not part of or incorporated into this MD&A.

# # #

This is **Exhibit "C"** to the affidavit of Erik Himan, affirmed remotely by Erik Himan stated as being located in the city of Chicago, in the State of Illinois, in the United States of America, before me at the city of Ottawa, in the province of Ontario, on May 4, 2022, in accordance with O. Reg 431/20, Administering Oath or Declaration Remotely.

Commissioner of Oaths etc.

Commissioner for Oaths
Amani
Syed
234915
Québec and all provinces in Canada

Shaw Communications Inc.

MANAGEMENT'S DISCUSSION AND ANALYSIS
For the three and six months ended February 28, 2022

April 13, 2022

Contents

Advisories

The following Management's Discussion and Analysis (MD&A) of Shaw Communications Inc. is dated April 13, 2022 and should be read in conjunction with the condensed interim Consolidated Financial Statements and Notes thereto for the three and six months periods ended February 28, 2022 and the 2021 Annual Consolidated Financial Statements, the Notes thereto and related MD&A included in the Company's 2021 Annual Report. The financial information presented herein has been prepared on the basis of International Financial Reporting Standards (IFRS) for interim financial statements and is expressed in Canadian dollars unless otherwise indicated. References to "Shaw," the "Company," "we," "us" or "our" mean Shaw Communications Inc. and its subsidiaries and consolidated entities, unless the context otherwise requires.

Caution concerning forward-looking statements

Statements included in this MD&A that are not historic constitute "forward-looking information" within the meaning of applicable securities laws. They can generally be identified by words such as "anticipate," "believe," "expect," "plan," "intend," "target," "goal," and similar expressions (although not all forward-looking statements contain such words). All of the forward-looking statements made in this report are qualified by these cautionary statements. Forward looking statements in this MD&A include, but are not limited to, statements relating to:

- future capital expenditures;
- proposed asset acquisitions and dispositions;
- anticipated benefits of the Transaction (as defined below) to Shaw and its securityholders, including corporate, operational, scale and other synergies and the timing thereof;

- the timing, receipt and conditions of required regulatory or other third-party approvals, including but not limited to the receipt of applicable approvals under the Competition Act (Canada) and the Radiocommunication Act (Canada) (collectively, the "Key Regulatory Approvals") related to the Transaction;
- the ability of the Company and Rogers (as defined below) to satisfy the other conditions to the closing of the Transaction and the anticipated timing for closing of the Transaction;
- expected cost efficiencies;
- expectations for future performance;
- business and technology strategies and measures to implement strategies;
- expected growth in subscribers and the products/services to which they subscribe;
- competitive strengths and pressures;
- expected project schedules, regulatory timelines, and completion/in-service dates for the Company's capital and other projects;
- the expected impact of new accounting standards, recently adopted or expected to be adopted in the future;
- the effectiveness of any changes to the design and performance of the Company's internal controls and procedures;
- the expected impact of changes in laws, regulations, decisions by regulators, or other actions by governments or regulators on the Company's business, operations and/or financial performance or the markets in which the Company operates;
- timing of new product and service launches;
- the resiliency and performance of the Company's wireline and wireless networks;
- the deployment of (i) network infrastructure to improve capacity and coverage, and (ii) new technologies, including next generation wireless technologies such as 5G;
- expected changes in the Company's market share;
- the cost of acquiring and retaining subscribers and deployment of new services;
- expansion of and changes in the Company's business and operations and other goals and plans; and
- execution and success of the Company's current and long term strategic initiatives.

Forward-looking statements are based on assumptions and analyses made by the Company in light of its experience and its perception of historical trends, current conditions and expected future developments as well as other factors it believes are appropriate in the circumstances as at the current date. The Company's management believes that its assumptions and analysis in this MD&A are reasonable and that the expectations reflected in the forward-looking statements contained herein are also reasonable based on the information available on the date such statements are made and the process used to prepare the information.

These assumptions, many of which are confidential, include but are not limited to management expectations with respect to:

- general economic conditions, including the impact on the economy, financial markets, and sources of supply, resulting from the COVID-19 pandemic and other health risks;
- the impact of the COVID-19 pandemic and other health risks on the Company's business, operations, capital resources, and/or financial results;
- anticipated benefits of the Transaction to the Company and its security holders;
- the timing, receipt and conditions of required regulatory or other third-party approvals, including but not limited to the receipt of the Key Regulatory Approvals related to the Transaction;
- the ability of the Company and Rogers to satisfy the other conditions to closing of the Transaction in a timely manner and the completion of the Transaction on expected terms;
- the ability to successfully integrate the Company with Rogers in a timely manner;
- the impact of the announcement of the Transaction, and the dedication of substantial Company resources to pursuing the Transaction, on the Company's ability to maintain its current business relationships (including with current and prospective employees, customers and suppliers) and its current and future operations, financial condition and prospects;

- the ability to satisfy the other expectations and assumptions concerning the Transaction and the operations and capital expenditure plans for the Company following completion of the Transaction;
- future interest rates;
- previous performance being indicative of future performance;
- future income tax rates;
- future foreign exchange rates;
- technology deployment;
- future expectations and demands of our customers;
- subscriber growth;
- incremental costs associated with growth in wireless handset sales;
- pricing, usage and churn rates;
- availability and cost of programming, content, equipment and devices;
- industry structure, conditions, and stability;
- regulation, legislation, or other actions by governments or regulators (and the impact or projected impact on the Company's business);
- the implementation or withdrawal of any emergency measures by governments or regulators (and the impact or projected impact on the Company's business, operations, and/or financial results);
- access to key suppliers and third-party service providers and their goods and services required to execute on the Company's current and long term strategic initiatives on commercially reasonable terms;
- key suppliers performing their obligations within the expected timelines;
- retention of key employees;
- the Company being able to successfully deploy (i) network infrastructure required to improve capacity and coverage, and (ii) new technologies, including next generation wireless technologies such as 5G;
- the Company's operations not being subject to material disruptions in service or material failures in its networks, systems or equipment;
- the Company's access to sufficient retail distribution channels;
- the Company's access to the spectrum resources required to execute on its current and long-term strategic initiatives; and
- the Company being able to execute on its current and long term strategic initiatives.

You should not place undue reliance on any forward-looking statements. Many factors, including those not within the Company's control, may cause the Company's actual results to be materially different from the views expressed or implied by such forward-looking statements, including, but not limited to:

- changes in general economic, market and business conditions, including the impact of the COVID-19 pandemic and other health risks, on the economy and financial markets which may have a material adverse effect on the Company's business, operations, capital resources and/or financial results;
- impacts on the availability of components and electronics due to global silicon (microprocessor) supply shortages and logistical/transport issues;
- the failure of the Company and Rogers to receive, in a timely manner and on satisfactory terms, the necessary regulatory or other third-party approvals, including but not limited to the Key Regulatory Approvals required to close the Transaction;
- the ability to satisfy, in a timely manner, the other conditions to the closing of the Transaction;
- the ability to complete the Transaction on the terms contemplated by the Arrangement Agreement (as defined below) between the Company and Rogers;
- the ability to successfully integrate the Company with Rogers in a timely manner;
- the Company's failure to complete the Transaction for any reason could materially negatively impact the trading price of the Company's securities;

- the announcement of the Transaction and the dedication of substantial Company resources to pursuing the Transaction may adversely impact the Company's current business relationships (including with current and prospective employees, customers and suppliers) and its current and future operations, financial condition and prospects;
- the failure of the Company to comply with the terms of the Arrangement Agreement may, in certain circumstances, result in the Company being required to pay the termination fee to Rogers, the result of which will or could have a material adverse effect on the Company's financial position and results of operations and its ability to fund growth prospects and current operations;
- changes in interest rates, income taxes and exchange rates;
- changes in the competitive environment in the markets in which the Company operates and from the development of new markets for emerging technologies;
- changing industry trends, technological developments and other changing conditions in the entertainment, information, and communications industries;
- changes in laws, regulations and decisions by regulators or other actions by governments or regulators that affect the Company or the markets in which it operates;
- any emergency measures implemented or withdrawn by governments or regulators;
- technology, privacy, cyber security, and reputational risks;
- disruptions to service, including due to network, system, or equipment failure or disputes with key suppliers;
- the Company's ability to execute its strategic plans and complete its capital and other projects on a timely basis;
- the Company's ability to grow subscribers and market share;
- the Company's ability to have and/or obtain the spectrum resources required to execute on its current and long-term strategic initiatives;
- the Company's ability to gain sufficient access to retail distribution channels;
- the Company's ability to access key suppliers and third-party service providers required to execute on its current and long-term strategic initiatives on commercially reasonable terms;
- the ability of key suppliers to perform their obligations within expected timelines;
- the Company's ability to retain key employees;
- the Company's ability to achieve cost efficiencies;
- the Company's ability to recognize and adequately respond to climate change concerns or public and governmental expectations on environmental matters;
- the Company's status as a holding company with separate operating subsidiaries; and
- other factors described in the Company's fiscal 2021 annual management's discussion and analysis (MD&A) under the heading "Known Events, Trends, Risks and Uncertainties."

The foregoing is not an exhaustive list of all possible risk factors.

Should one or more of these risks materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results may vary materially from those described in the Company's fiscal 2021 Annual MD&A and this second quarter fiscal 2022 MD&A.

Any forward-looking statement speaks only as of the date on which it was originally made and, except as required by law, the Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statement to reflect any change in related assumptions, events, conditions or circumstances. All forward-looking statements contained in this MD&A are expressly qualified by this statement.

Additional Information

Additional information concerning the Company, including the Company's Annual Information Form, is available through the Internet on SEDAR which may be accessed at www.sedar.com. Copies of such information may also be obtained on the Company's website at www.shaw.ca, or on request and without charge from the Corporate Secretary of the Company, Suite 900, 630 – 3rd Avenue S.W., Calgary, Alberta, Canada T2P 4L4, telephone (403) 750-4500.

Non-GAAP and additional financial measures

Certain measures in this MD&A do not have standard meanings prescribed by GAAP and are therefore considered non-GAAP financial measures. These measures are provided to enhance the reader's overall understanding of our financial performance or current financial condition. They are included to provide investors and management with an alternative method for assessing our operating results in a manner that is focused on the performance of our ongoing operations and to provide a more consistent basis for comparison between periods. These measures are not in accordance with, or an alternative to, GAAP and do not have standardized meanings. Therefore, they are unlikely to be comparable to similar measures presented by other entities.

Please refer to "Non-GAAP and additional financial measures" in this MD&A for a discussion and reconciliation of non-GAAP financial measures, including adjusted EBITDA, free cash flow and net debt as well as net debt leverage ratio and adjusted EBITDA margin, which are non-GAAP ratios.

Introduction

At Shaw, we focus on delivering sustainable long-term growth by connecting customers to the world through a seamless connectivity experience by leveraging our converged network.

While the pandemic has had an impact on our business, Shaw continues to be resilient, delivering solid financial and operating results, and we believe that we are well positioned to meet the rapidly changing and increasing demands of our customers. The financial impacts from COVID-19 in the second quarter were not material.

Shaw and Rogers Transaction

On March 15, 2021, Shaw announced that it entered into an arrangement agreement (the "Arrangement Agreement") with Rogers Communications Inc. ("Rogers"), under which Rogers will acquire all of Shaw's issued and outstanding Class A Participating Shares ("Class A Shares") and Class B Non-Voting Participating Shares ("Class B Shares") in a transaction valued at approximately $26 billion, inclusive of approximately $6 billion of Shaw debt (the "Transaction"). Holders of Class A Shares and Class B Shares (other than the Shaw Family Living Trust, the controlling shareholder of Shaw, and related persons (collectively, the "Shaw Family Shareholders")) will receive $40.50 per share in cash. The Shaw Family Shareholders will receive 60% of the consideration for their shares in the form of Class B Non-Voting Shares of Rogers (the "Rogers Shares") on the basis of the volume-weighted average trading price for the Rogers Shares for the 10 trading days ending March 12, 2021, and the balance in cash.

The Transaction is being implemented by way of a court-approved plan of arrangement under the *Business Corporations Act* (Alberta). At the special meeting of Shaw shareholders held on May 20, 2021, the Company obtained approval of the plan of arrangement by the holders of Shaw's Class A Shares and Class B Shares in the manner required by the interim order granted by the Court of Queen's Bench of Alberta on April 19, 2021. On May 25, 2021, the Court of Queen's Bench of Alberta issued a final order approving the plan of arrangement.

On March 24, 2022, the CRTC completed its comprehensive review and approved the transfer of Shaw's licenced broadcasting undertakings to Rogers, marking an important milestone towards closing of the Transaction. The Transaction remains subject to approvals from the Competition Bureau and ISED.

In accordance with the terms of the Arrangement Agreement, Rogers and Shaw filed pre-merger notifications pursuant to Part IX of the *Competition Act* (Canada) in April 2021 to trigger the Competition Bureau's review of the Transaction. Since that time, Rogers and Shaw have worked cooperatively and constructively to respond to further requests for information, as required under the Arrangement Agreement.

In accordance with the conditions of the spectrum licences held by the Company, Rogers and Shaw filed joint applications in April 2021 with ISED for approval of the indirect transfer of those spectrum licences by the Minister of Innovation, Science and Industry. ISED's review is ongoing. In a public statement on March 3, 2022, the Minister of Innovation, Science and Industry, Francois-Philippe Champagne, acknowledged the ongoing regulatory reviews and that decisions are expected in due course. He also noted that he will not permit "the wholesale transfer of Shaw's wireless licences to Rogers."

As the regulatory reviews progress, Rogers and Shaw continue to work cooperatively and constructively with the government and regulators to close the Transaction and deliver its benefits to all Canadians. By coming together, Rogers and Shaw will make the generational investments in networks and technology that

Canada needs to create new jobs, increase competition, and bridge connectivity gaps in rural and remote areas.

Subject to receipt of all required approvals and satisfaction of all closing conditions, closing of the Transaction is expected to occur in the first half of 2022. Rogers has extended the outside date for closing the Transaction from March 15, 2022 to June 13, 2022 in accordance with the terms of the Arrangement Agreement.

Further information regarding the Transaction is contained in the management information circular filed April 23, 2021 on Shaw's SEDAR profile at www.sedar.com and EDGAR profile at www.sec.gov/edgar.shtml.

Wireless

Our Wireless division currently operates in Ontario, Alberta and British Columbia, covering approximately 50% of the Canadian population.

Shaw Mobile provides Shaw Internet customers with bundling opportunities, combined with the ability to customize their mobile data requirements, and is a powerful example of how facilities-based service providers can compete and innovate.

Second quarter Wireless revenue decreased 3.9% to $323 million and EBITDA[1] of $123 million increased 26.8% year-over-year. Wireless service revenue increased 9.2% to $238 million due to an increased subscriber base, while Wireless equipment revenue decreased 28.0% to $85 million as the number of devices sold in the quarter decreased compared to the prior year. The increase in adjusted EBITDA is mainly due to continued service revenue growth and improved equipment margins as well as the favorable margin impact from lower equipment sales relative to total wireless revenues in the current quarter.

We have approximately 840 wireless retail locations across our operating footprint, including corporate, dealer and national retail, with Shaw Mobile being available in approximately 200 locations.

Wireline

In our Wireline business, gig speed Internet is underpinned by our Fibre+ network. Through our digital transformation, we have made it easier to interact with our customers and are leveraging insights from customer data to better understand their preferences so we can provide them with the services they want. We continue to streamline and simplify manual processes to improve the customer experience and day-to-day operations for our employees.

Our focus remains on the execution and delivery of stable and profitable Wireline results. This includes growth in high quality Internet subscribers and improving overall customer account profitability by attracting and retaining higher value households with our 2-year ValuePlans.

Wireline RGUs declined by approximately 58,100 in the quarter compared to a loss of approximately 66,000 in the second quarter of fiscal 2021. The current quarter included a modest gain in Consumer Internet, offset with declines in Video, Satellite and Phone resulting in Consumer RGUs declining by

[1] Adjusted EBITDA is a non-GAAP financial measure and should not be considered a substitute or alternative for GAAP measures. This is not a defined term under IFRS and does not have a standardized meaning, and therefore may not be a reliable way to compare us to other companies. See "Non-GAAP and additional financial measures" for more information about this measure including a quantitative reconciliation to the most directly comparable financial measure in the Company's Consolidated Financial Statements.

54,300 in the aggregate. In Business, positive Internet RGUs were offset by declines in Video, Satellite and Phone resulting in Business RGUs declining by approximately 3,800.

Second quarter Wireline revenue and adjusted EBITDA of $1.04 billion and $509 million, respectively, decreased 1.3% and 5.7%, respectively, when compared with the prior year. Consumer revenue of $887 million decreased 2.4% compared to the prior year as growth in Internet revenue was offset by declines in Video, Satellite and Phone subscribers and revenue. Business revenue of $153 million increased 5.5% year-over-year with Internet revenue growth and continued demand for the Smart suite of products. The prior year second quarter Wireline adjusted EBITDA benefited from an $8 million employee benefits provision release and a $2 million bad debt provision release based on claims and payment experience, respectively.

Our Wireline Business division provides connectivity solutions to its customers by leveraging our Smart suite products which provide cost-effective enterprise grade managed IT and communications solutions that are increasingly valued by businesses of all sizes as the digital economy grows in scope and complexity. In response to the changing needs of its customers, Shaw Business added a suite of collaboration tools and new Smart products, such as Microsoft 365, Smart Remote Office, SmartSecurity and SmartTarget and launched a 1.5 Gig Internet speed tier providing businesses of all sizes the speed and bandwidth to leverage data-heavy applications and cloud services.

Selected financial and operational highlights

Financial Highlights

(millions of Canadian dollars except for percentages and per share amounts)	Three months ended February 28, **2022**	2021	Change %	Six months ended February 28, **2022**	2021	Change %
Operations:						
Revenue	**1,359**	1,387	(2.0)	**2,745**	2,757	(0.4)
Adjusted EBITDA	**632**	637	(0.8)	**1,265**	1,244	1.7
Adjusted EBITDA margin(1)	**46.5%**	45.9%	1.3	**46.1%**	45.1%	2.2
Funds flow from operations(2)	**496**	539	(8.0)	**987**	1,027	(3.9)
Free cash flow(1)	**217**	248	(12.5)	**453**	473	(4.2)
Net income	**196**	217	(9.7)	**392**	380	3.2
Per share data:						
Earnings per share						
Basic	**0.39**	0.43		**0.79**	0.74	
Diluted	**0.39**	0.43		**0.78**	0.74	
Weighted average participating shares for basic earnings per share outstanding during period (millions)	**499**	505		**499**	509	

(1) Adjusted EBITDA margin and free cash flow are non-GAAP financial measures or non-GAAP ratios and should not be considered substitutes or alternatives for GAAP measures. These are not defined terms under IFRS and do not have standardized meanings, and therefore may not be a reliable way to compare us to other companies. See “Non-GAAP and additional financial measures” for more information about these measures and ratios including quantitative reconciliations to the most directly comparable financial measures in the Company’s Consolidated Financial Statements.

(2) Funds flow from operations is before changes in non-cash balances related to operations as presented in the condensed interim Consolidated Statements of Cash Flows.

Key Performance Drivers

The Company measures the success of its strategies using a number of key performance drivers which are defined and described under “Key Performance Drivers – Statistical Measures” in the 2021 Annual MD&A and in this MD&A below, which includes a discussion as to their relevance, definitions, calculation methods and underlying assumptions. The following key performance indicators are not measurements in accordance with GAAP, should not be considered alternatives to revenue, net income or any other measure of performance under GAAP and may not be comparable to similar measures presented by other issuers.

Subscriber (or revenue generating unit (RGU)) highlights

The Company measures the count of its subscribers in its Consumer, Business, and Wireless divisions. For further details and discussion on subscriber counts or RGUs see "Key Performance Drivers – Statistical Measures – Subscriber counts (or Revenue Generating Units (RGUs))" in the MD&A for the year ended August 31, 2021.

			Change Three months ended February 28,		Change Six months ended February 28,	
	February 28, 2022	August 31, 2021	**2022**	2021	**2022**	2021
Wireline – Consumer						
Video – Cable	**1,232,362**	1,282,879	**(24,592)**	(26,497)	**(50,517)**	(60,934)
Video – Satellite	**542,092**	590,578	**(15,202)**	(13,508)	**(48,486)**	(47,095)
Internet	**1,890,798**	1,889,752	**538**	(5,425)	**1,046**	(20,493)
Phone	**563,032**	595,580	**(15,005)**	(20,418)	**(32,548)**	(44,178)
Total Consumer	**4,228,284**	4,358,789	**(54,261)**	(65,848)	**(130,505)**	(172,700)
Wireline – Business						
Video – Cable	**36,039**	37,110	**(469)**	330	**(1,071)**	297
Video – Satellite	**37,180**	40,090	**(2,462)**	(1,903)	**(2,910)**	462
Internet	**182,961**	182,123	**338**	369	**838**	1,560
Phone	**387,741**	390,272	**(1,227)**	1,022	**(2,531)**	3,444
Total Business	**643,921**	649,595	**(3,820)**	(182)	**(5,674)**	5,763
Total Wireline	**4,872,205**	5,008,384	**(58,081)**	(66,030)	**(136,179)**	(166,937)
Wireless						
Postpaid	**1,784,010**	1,739,289	**8,632**	75,069	**44,721**	162,365
Prepaid	**404,835**	377,082	**8,260**	7,228	**27,753**	20,961
Total Wireless	**2,188,845**	2,116,371	**16,892**	82,297	**72,474**	183,326
Total Subscribers	**7,061,050**	7,124,755	**(41,189)**	16,267	**(63,705)**	16,389

In Wireless, the Company added 16,892 net postpaid and prepaid subscribers in the quarter, consisting of 8,632 postpaid additions and 8,260 prepaid additions. Postpaid net additions were down compared to the prior year due to factors including increased wireless competition which is typical during the holiday season, a limited supply of key devices and bundle adjustments to Shaw Mobile plans effective mid-November.

Wireline RGUs declined by 58,081 in the quarter compared to a loss of 66,030 in the second quarter of fiscal 2021. The current quarter included a modest gain in Consumer Internet RGUs, offset with declines in Video, Satellite and Phone resulting in Consumer RGUs declining by 54,261 in the aggregate. In Business, positive Internet RGUs were offset by declines in Video, Satellite and Phone resulting in Business RGUs declining by 3,820.

Wireless Postpaid Churn

Wireless postpaid subscriber churn ("postpaid churn") measures success in retaining subscribers. Wireless postpaid churn is a measure of the number of postpaid subscribers that deactivated during a period as a percentage of the average postpaid subscriber base during a period, calculated on a monthly basis. It is calculated by dividing the number of Wireless postpaid subscribers that deactivated (in a month) by the average number of postpaid subscribers during the month. When used or reported for a period greater than one month, postpaid churn represents the sum of the number of subscribers deactivating for each period incurred divided by the sum of the average number of postpaid subscribers of each period incurred.

Postpaid churn of 1.46% in the second quarter of fiscal 2022 increased 21-basis points from 1.25% in the second quarter of fiscal 2021.

Wireless average billing per subscriber unit (ABPU)

Wireless ABPU is an industry metric that is useful in assessing the operating performance of a wireless entity. We use ABPU as a measure that approximates the average amount the Company invoices an individual subscriber unit for service on a monthly basis. ABPU helps us to identify trends and measures the Company's success in attracting and retaining higher lifetime value subscribers. Wireless ABPU is calculated as service revenue (excluding allocations to wireless service revenue under IFRS 15) divided by the average number of subscribers on the network during the period and is expressed as a rate per month.

ABPU of $37.38 in the second quarter of fiscal 2022 decreased by 8.8% from $40.98 in the second quarter of fiscal 2021 as the Company continues to scale its lower revenue Shaw Mobile customer base.

Wireless average revenue per subscriber unit (ARPU)

Wireless ARPU is calculated as service revenue divided by the average number of subscribers on the network during the period and is expressed as a rate per month. This measure is an industry metric that is useful in assessing the operating performance of a wireless entity. ARPU also helps to identify trends and measure the Company's success in attracting and retaining higher-value subscribers.

ARPU of $36.43 in the second quarter of fiscal 2022 compares to $36.82 in the second quarter of fiscal 2021, representing a decrease of 1.1% as the Company continues to scale its lower revenue Shaw Mobile customer base.

Overview

For detailed discussion of divisional performance see "Discussion of operations." Highlights of the consolidated second quarter financial results are as follows:

Revenue

Revenue for the **second quarter** of fiscal 2022 of $1.36 billion decreased $28 million, or 2.0%, from $1.39 billion for the second quarter of fiscal 2021, highlighted by the following:

- Consumer division revenues of $887 million decreased $22 million, or 2.4%, compared to the prior year period as the growth in Internet revenue was offset by declines in Video, Satellite and Phone subscribers and revenue.
- The Wireless division contributed $323 million resulting in a $13 million, or 3.9%, decrease over the second quarter of fiscal 2021 reflecting a $33 million, or 28.0%, decrease in equipment revenue as the number of devices sold in the quarter decreased compared to the prior year, partially offset by a $20 million, or 9.2%, increase in service revenue due to an increased subscriber base.
- The Business division had growth of $8 million, or 5.5%, in comparison to the second quarter of fiscal 2021 due to Internet revenue growth and continued demand for the Smart suite of products.

Compared to the first quarter of fiscal 2022, consolidated revenue for the quarter decreased 1.9%, or $27 million. The decrease in revenue over the prior quarter includes a $9 million decrease in the Wireless division driven by a $8 million decrease in equipment revenue, while the slight decrease in service revenue reflects the impact of the decrease in ABPU (down from $38.67 in the first quarter of fiscal 2022 to $37.38 in the current quarter). Meanwhile, ARPU decreased quarter-over-quarter (from $36.95 in the first quarter of fiscal 2022 to $36.43 in the current quarter). In Wireline, revenues decreased by $17 million over the prior quarter. This was driven by a $9 million decrease in the Consumer division and by a decrease of $8 million in the Business division which included approximately $9 million of revenue related to a financing lease arrangement involving a facility that was designed and built to customer specifications.

Revenue for the **six-month period** ended February 28, 2022 of $2.75 billion decreased $12 million, or 0.4%, from $2.76 billion for the comparable period in fiscal 2021, highlighted by the following:

- Consumer division revenues of $1.78 billion decreased $37 million, or 2.0%, compared to the prior year period as the growth in Internet revenue was offset by declines in Video, Satellite and Phone subscribers and revenue.
- The Wireless division contributed $655 million and included a $44 million, or 10.2%, increase in service revenue compared to the prior year due to an increased subscriber base, partially offset by a $42 million, or 19.1%, decrease in equipment revenue as more consumers took advantage of bring your own device plans.
- The Business division had growth of $24 million, or 8.3%, in comparison to the prior year period due to Internet revenue growth and continued demand for the Smart suite of products along with the impact of approximately $9 million of revenue related to a financing lease arrangement involving a facility that was designed and built to customer specifications recorded in the first quarter of fiscal 2022.

Adjusted EBITDA

Adjusted EBITDA for the **second quarter** of fiscal 2022 of $632 million decreased by $5 million, or 0.8%, from $637 million for the comparable period in fiscal 2021, highlighted by the following:

- The year-over-year increase in the Wireless division of $26 million, or 26.8%, is mainly due to continued service revenue growth and improved equipment margins as well as the favorable margin

impact from lower equipment sales relative to total wireless revenues in the current quarter. Wireless adjusted EBITDA margin of 38.1% increased compared to 28.9% in the prior year.
- The year-over-year decrease in the Wireline division of $31 million, or 5.7%, was primarily due to the decrease in Consumer revenue and the benefit of an $8 million employee benefits provision release and a $2 million bad debt provision release based on claims and payment experience, respectively, recorded in the prior year.

Consistent with the variances noted above, adjusted EBITDA margin for the **second quarter** of 46.5% increased 60-basis points compared to 45.9% in the second quarter of fiscal 2021.

Compared to the **first quarter** of fiscal 2022, adjusted EBITDA for the current quarter decreased $1 million, or 0.2%, primarily due to a $15 million decrease in the Wireline division driven by the decrease in both Consumer and Business service revenues in the current quarter. Adjusted EBITDA for the Wireless division increased $14 million, or 12.8%, primarily due to improved equipment margins as well as the favorable margin impact from lower equipment sales relative to total wireless revenues in the current quarter.

Adjusted EBITDA for the **six-month period** ended February 28, 2022 of $1.27 billion increased by $21 million, or 1.7%, from $1.24 billion for the comparable period in fiscal 2021, highlighted by the following:
- The year-over-year improvement in the Wireless division of $60 million, or 34.9%, is mainly due to continued service revenue growth and improved equipment margins as well as the favorable margin impact from lower equipment sales relative to total wireless revenues in the current quarter. Wireless adjusted EBITDA margin of 35.4% compared to 26.3% in the prior year.
- The year-over-year decrease in the Wireline division of $39 million, or 3.6%, was primarily due to a decrease in Consumer revenue and the impact of approximately $12 million in employee benefits and bad debt provision releases based on claims and payment experience, respectively, recorded in the prior year, partially offset by an increase in Business service revenue.

Free cash flow

Free cash flow for the **second quarter** of fiscal 2022 of $217 million decreased $31 million from $248 million in the second quarter of fiscal 2021, mainly due to a $27 million increase in cash taxes, and a $5 million decrease in adjusted EBITDA.

Net income (loss)

Net income of $196 million and $392 million for the three and six months ended February 28, 2022 respectively, compared to a net income of $217 and $380 for the same periods in fiscal 2021. The changes in net income are outlined in the following table:

	February 28, 2022 net income compared to:		
	Three months ended		Six months ended
(millions of Canadian dollars)	November 30, 2021	February 28, 2021	February 28, 2021
Increased adjusted EBITDA[1]	(1)	(5)	21
Decreased restructuring costs[2]	-	1	13
Decreased amortization	(4)	(2)	3
Change in net other costs and revenue[3]	(1)	(29)	(30)
Decreased income taxes	6	14	5
	-	(21)	12

(1) See "Non-GAAP and additional financial measures."

(2) During the first quarter of fiscal 2021, the Company made a number of changes to its organizational structure in an effort to streamline the business, consolidate certain functions, and reduce redundancies between the Wireless and Wireline segments. In connection with the restructuring, the Company recorded costs of $12 million in the first quarter of fiscal 2021 and $1 million in the second quarter of fiscal 2021, related to severance and employee related costs. There were no restructuring activities in fiscal 2022.

(3) Net other costs and revenue include accretion of long-term liabilities and provisions, interest, debt retirement costs, realized and unrealized foreign exchange differences, fair value adjustments of private investments, and other losses as detailed in the unaudited Consolidated Statements of Income. In the first and second quarters of fiscal 2022, the Company recorded $2 million and $3 million, respectively, in Transaction-related advisory, legal, financial, and other professional costs.

Non-GAAP and additional financial measures

The Company's continuous disclosure documents may provide discussion and analysis of non-GAAP financial measures or ratios. These financial measures or ratios do not have standard definitions prescribed by IFRS and therefore may not be comparable to similar measures disclosed by other companies. The Company's continuous disclosure documents may also provide discussion and analysis of additional financial measures. Additional financial measures include line items, headings and sub-totals included in the financial statements.

The Company utilizes these measures in making operating decisions and assessing its performance. Certain investors, analysts and others utilize these measures in assessing the Company's operational and financial performance and as an indicator of its ability to service debt and return cash to shareholders. The non-GAAP financial measures, ratios and additional financial measures have not been presented as an alternative to revenue, net income or any other measure of performance required by GAAP.

Below is a discussion of the non-GAAP financial measures, ratios and additional financial measures used by the Company and provides a reconciliation to the nearest GAAP measure or provides a reference to such reconciliation.

Adjusted EBITDA

Adjusted earnings before interest, income taxes, depreciation and amortization ("adjusted EBITDA") is calculated as revenue less operating, general and administrative expenses. It is intended to indicate the Company's ongoing ability to service and/or incur debt and is therefore calculated before items such as restructuring costs, other gains (losses), amortization (a non-cash expense), taxes and interest. Adjusted EBITDA is one measure used by the investing community to value the business.

Adjusted EBITDA has no directly comparable GAAP financial measure. Alternatively, the following table provides a reconciliation of net income to adjusted EBITDA:

	Three months ended February 28,		Six months ended February 28,	
(millions of Canadian dollars)	**2022**	2021	**2022**	2021
Net income	**196**	217	**392**	380
Add back (deduct):				
Restructuring costs	**-**	1	**-**	13
Amortization:				
Deferred equipment revenue	**(3)**	(3)	**(5)**	(6)
Deferred equipment costs	**9**	12	**19**	25
Property, plant and equipment, intangibles and other	**299**	294	**591**	589
Amortization of financing costs – long-term debt	**-**	-	**1**	1
Interest expense	**65**	67	**130**	133
Other losses (gains)	**5**	(26)	**9**	(24)
Current income tax expense	**83**	44	**173**	80
Deferred income tax expense	**(22)**	31	**(45)**	53
Adjusted EBITDA	**632**	637	**1,265**	1,244

Adjusted EBITDA margin

Adjusted EBITDA margin is a non-GAAP ratio that is calculated by dividing adjusted EBITDA by revenue. Adjusted EBITDA margin is also one of the measures used by the investing community to value the business.

	Three months ended February 28,			Six months ended February 28,		
	2022	2021	Change %	**2022**	2021	Change %
Wireline	**48.9%**	51.2%	(4.5)	**49.3%**	50.8%	(3.0)
Wireless	**38.1%**	28.9%	31.8	**35.4%**	26.3%	34.6
Combined Wireline and Wireless	**46.5%**	45.9%	1.3	**46.1%**	45.1%	2.2

Net debt

The Company uses this measure to perform valuation-related analysis and make decisions about the Company's capital structure. We believe this measure aids investors in analyzing the value of the business and assessing our leverage. Refer to "Liquidity and capital resources" for further detail.

Net debt leverage ratio

The Company uses this non-GAAP ratio to determine its optimal leverage ratio. Refer to "Liquidity and capital resources" for further detail.

Free cash flow

The Company utilizes this measure to assess the Company’s ability to repay debt and pay dividends to shareholders.

Free cash flow is comprised of adjusted EBITDA and then deducting capital expenditures (on an accrual basis and net of proceeds on capital dispositions) and equipment costs (net), interest, cash taxes paid or payable, interest on lease liabilities, lease payments relating to lease liabilities, dividends paid on the preferred shares, and recurring cash funding of pension amounts net of pension expense and adjusted to exclude share-based compensation expense or recovery.

Free cash flow has not been reported on a segmented basis. Certain components of free cash flow, including adjusted EBITDA, continue to be reported on a segmented basis. Capital expenditures and equipment costs (net) are also reported on a segmented basis. Other items, including interest and cash taxes, are not generally directly attributable to a segment, and are reported on a consolidated basis.

Free cash flow is calculated as follows:

	Three months ended February 28,			Six months ended February 28,		
(millions of Canadian dollars)	**2022**	2021	Change %	**2022**	2021	Change %
Revenue						
Consumer	**887**	909	(2.4)	**1,783**	1,820	(2.0)
Business	**153**	145	5.5	**314**	290	8.3
Wireline	**1,040**	1,054	(1.3)	**2,097**	2,110	(0.6)
Service	**238**	218	9.2	**477**	433	10.2
Equipment and other	**85**	118	(28.0)	**178**	220	(19.1)
Wireless	**323**	336	(3.9)	**655**	653	0.3
	1,363	1,390	(1.9)	**2,752**	2,763	(0.4)
Intersegment eliminations	**(4)**	(3)	33.3	**(7)**	(6)	16.7
	1,359	1,387	(2.0)	**2,745**	2,757	(0.4)
Adjusted EBITDA						
Wireline	**509**	540	(5.7)	**1,033**	1,072	(3.6)
Wireless	**123**	97	26.8	**232**	172	34.9
	632	637	(0.8)	**1,265**	1,244	1.7
Capital expenditures and equipment costs (net): [(1)]						
Wireline	**219**	179	22.3	**409**	340	20.3
Wireless	**30**	71	(57.7)	**69**	144	(52.1)
	249	250	(0.4)	**478**	484	(1.2)
Free cash flow before the following	**383**	387	(1.0)	**787**	760	3.6
Less:						
Interest on debt and provisions	**(55)**	(54)	1.9	**(109)**	(109)	–
Interest on lease liabilities	**(10)**	(11)	(9.1)	**(21)**	(22)	(4.5)
Cash taxes	**(76)**	(49)	55.1	**(152)**	(98)	55.1
Lease payments relating to lease liabilities	**(28)**	(27)	3.7	**(58)**	(58)	–
Other adjustments:						
Non-cash share-based compensation	**1**	1	–	**1**	1	–
Pension adjustment	**2**	3	(33.3)	**5**	3	66.7
Preferred share dividends	**–**	(2)	(100.0)	**–**	(4)	(100.0)
Free cash flow	**217**	248	(12.5)	**453**	473	(4.2)

(1) Per Note 3 to the unaudited interim Consolidated Financial Statements.

Discussion of operations

Wireline

(millions of Canadian dollars)	Three months ended February 28, **2022**	2021	Change %	Six months ended February 28, **2022**	2021	Change %
Consumer	**887**	909	(2.4)	**1,783**	1,820	(2.0)
Business	**153**	145	5.5	**314**	290	8.3
Wireline revenue	**1,040**	1,054	(1.3)	**2,097**	2,110	(0.6)
Adjusted EBITDA[(1)]	**509**	540	(5.7)	**1,033**	1,072	(3.6)
Adjusted EBITDA margin[(1)]	**48.9%**	51.2%	(4.5)	**49.3%**	50.8%	(3.0)

(1) See "Non-GAAP and additional financial measures."

In the **second quarter** of fiscal 2022, Wireline RGUs declined by 58,081 in the quarter compared to a loss of 66,030 in the second quarter of fiscal 2021. The current quarter included a modest gain in Consumer Internet RGUs, offset with declines in Video, Satellite and Phone resulting in Consumer RGUs declining by 54,261 in the aggregate. In Business, positive Internet RGUs were offset by declines in Video, Satellite and Phone resulting in Business RGUs declining by 3,820.

Revenue highlights include:

- Consumer revenue for the **second quarter** of fiscal 2022 decreased by $22 million, or 2.4%, compared to the second quarter of fiscal 2021 as the growth in Internet revenue was offset by declines in Video, Satellite and Phone subscribers and revenue.
  - As **compared to the first quarter** of fiscal 2022, the current quarter revenue decreased by $9 million, or 1.0%.
- Business revenue of $153 million for the **second quarter** of fiscal 2022 increased $8 million, or 5.5%, compared to the second quarter of fiscal 2021, due to Internet revenue growth and continued demand for the Smart suite of products.
  - As **compared to the first quarter** of fiscal 2022, the current quarter revenue decreased by $8 million, or 5.0%, as the prior quarter included approximately $9 million of revenue related to a financing lease arrangement involving a facility that was designed and built to customer specifications.
- Wireline revenue for the **first six months** of fiscal 2022 decreased $13 million, or 0.6%, compared to the first six months of fiscal 2021, primarily due to a $37 million decrease in Consumer revenue as the growth in Internet revenue was offset by declines in Video, Satellite and Phone subscribers and revenue. This was partially offset by a $24 million increase in Business revenue which includes approximately $9 million of revenue related to a financing lease arrangement involving a facility that was designed and built to customer specifications in the current year.

Adjusted EBITDA highlights include:

- Adjusted EBITDA for the **second quarter** of fiscal 2022 of $509 million decreased 5.7%, or $31 million, from $540 million in the second quarter of fiscal 2021. The decrease was primarily due to the decrease in Consumer revenue and the benefit of an $8 million employee benefits provision release and a $2 million bad debt provision release based on claims and payment experience, respectively, recorded in the prior year.
  - As **compared to the first quarter** of fiscal 2022, Wireline adjusted EBITDA for the current quarter decreased by $15 million, or 2.9%, driven primarily by the decrease in both Consumer and Business service revenues in the current quarter.

- Adjusted EBITDA for the **first six months** of fiscal 2022 of $1.03 billion decreased 3.6%, or $39 million, from $1.07 billion compared to the first six months of fiscal 2021. The decrease was primarily due to a decrease in Consumer revenue and the impact of approximately $12 million of favorable provisions related to employee benefits and bad debt released in the prior year, partially offset by an increase in Business service revenue.

Wireless

	Three months ended February 28,			Six months ended February 28,		
(millions of Canadian dollars)	**2022**	2021	Change %	**2022**	2021	Change %
Service	**238**	218	9.2	**477**	433	10.2
Equipment and other	**85**	118	(28.0)	**178**	220	(19.1)
Wireless revenue	**323**	336	(3.9)	**655**	653	0.3
Adjusted EBITDA[(1)]	**123**	97	26.8	**232**	172	34.9
Adjusted EBITDA margin[(1)]	**38.1%**	28.9%	31.8	**35.4%**	26.3%	34.6

(1) See "Non-GAAP and additional financial measures."

The Wireless division added 16,892 net postpaid and prepaid subscribers in the quarter, consisting of 8,632 postpaid additions and 8,260 prepaid additions. Postpaid net additions were down compared to the prior year due to factors including increased wireless competition which is typical during the holiday season, a limited supply of key devices and bundle adjustments to Shaw Mobile plans effective mid-November.

Revenue highlights include:

- Revenue of $323 million for the **second quarter** of fiscal 2022 decreased $13 million, or 3.9%, over the second quarter of fiscal 2021. This was primarily due to a $33 million, or 28.0%, decrease in equipment revenue, as more consumers took advantage of bring your own device plans partially offset by a $20 million, or 9.2%, increase in service revenue due to an increased subscriber base. There was a 8.8% and 1.1% year-over-year decrease in ABPU to $37.38 and ARPU to $36.43, respectively.
  - As **compared to the first quarter** of fiscal 2022, the current quarter revenue decreased $9 million, or 2.7%, due to decreased equipment sales of $8 million while service revenues were essentially flat. ABPU of $37.38 decreased by $1.29, or 3.3% (ABPU of $38.67 in the first quarter of fiscal 2022), and ARPU of $36.43 decreased by $0.52, or 1.4% (ARPU of $36.95 in the first quarter of fiscal 2022).
- Revenue of $655 million for the **first six months** of fiscal 2022 increased $2 million, or 0.3%, over the first six months of fiscal 2021. This was primarily due to a $44 million, or 10.2%, increase in service revenue due to an increased subscriber base, partially offset by a $42 million, or 19.1%, decrease in equipment revenue as more consumers took advantage of bring your own device plans.

Adjusted EBITDA highlights include:

- Adjusted EBITDA of $123 million for the **second quarter** of fiscal 2022 improved by $26 million, or 26.8%, over the second quarter of fiscal 2021. The increase is mainly due to continued service revenue growth and improved equipment margins as well as the favorable margin impact from lower equipment sales relative to total wireless revenues in the current quarter. Wireless adjusted EBITDA margin of 38.1% compared to 28.9% in the prior year.
  - As **compared to the first quarter** of fiscal 2022, adjusted EBITDA for the current quarter increased $14 million, or 12.8%, primarily due to improved equipment margins as well as the favorable margin impact from lower equipment sales relative to total wireless revenues in the current quarter.

- Adjusted EBITDA for the **first six months** of fiscal 2022 increased $60 million, or 34.9%, compared to the first six months of fiscal 2021. The increase is mainly due to continued service revenue growth and improved equipment margins as well as the favorable margin impact from lower equipment sales relative to total wireless revenues in the current quarter. Wireless adjusted EBITDA margin of 35.4% compared to 26.3% in the prior year.

Capital expenditures and equipment costs

	Three months ended February 28,			Six months ended February 28,		
(millions of Canadian dollars)	**2022**	2021	Change %	**2022**	2021	Change %
Wireline						
New housing development	**33**	27	22.2	**62**	50	24.0
Success-based	**50**	34	47.1	**98**	78	25.6
Upgrades and enhancements	**112**	92	21.7	**200**	173	15.6
Replacement	**9**	8	12.5	**17**	15	13.3
Building and other	**15**	18	(16.7)	**32**	24	33.3
Total as per Note 3 to the unaudited interim consolidated financial statements	**219**	179	22.3	**409**	340	20.3
Wireless						
Total as per Note 3 to the unaudited interim consolidated financial statements	**30**	71	(57.7)	**69**	144	(52.1)
Consolidated total as per Note 3 to the unaudited interim consolidated financial statements	**249**	250	(0.4)	**478**	484	(1.2)

In the **second quarter** of fiscal 2022, capital investment of $249 million decreased $1 million from the comparable period in fiscal 2021. There was a $40 million increase in Wireline spending due to higher investments in combined upgrades, enhancements and replacement categories as well as an increase in new housing development and success-based capital, which was fully offset by a $41 million decrease in Wireless spending as a result of lower planned capital expenditures.

<u>Wireline highlights for the quarter include:</u>

- For the quarter, investment in combined upgrades, enhancements and replacement categories was $112 million which is an increase of $20 million, or 21.7%, over the prior year period.
- Investments in new housing development were $33 million, a $6 million, or 22.2%, increase over the prior year period, driven by higher residential and commercial customer network growth and acquisition in the current year.
- Success-based capital for the quarter of $50 million was $16 million, or 47.1%, higher than the second quarter of fiscal 2021 primarily due to higher capitalized labour and higher equipment purchases in the period.
- Investments in buildings and other in the amount of $15 million was $3 million lower year-over year primarily due to higher back office related costs in the comparable period.

<u>Wireless highlights for the quarter include:</u>

- Capital investment of $30 million in the second quarter decreased relative to the second quarter of fiscal 2021 by $41 million, primarily due to lower planned network related investment in the quarter.

Other income and expense items

Restructuring costs

Restructuring costs generally include severance, employee related costs and other costs directly associated with a restructuring program. During the first quarter of fiscal 2021, the Company made a number of changes to its organizational structure in an effort to streamline the business, consolidate certain functions, and reduce redundancies between the Wireless and Wireline segments. In connection with the restructuring, the Company recorded costs of $12 million and $1 million in the first and second quarters of fiscal 2021, respectively, related to severance and employee related costs. There were no restructuring activities in fiscal 2022.

Amortization

	Three months ended February 28,			Six months ended February 28,		
(millions of Canadian dollars)	**2022**	2021	Change %	**2022**	2021	Change %
Amortization revenue (expense)						
Deferred equipment revenue	**3**	3	-	**5**	6	(16.7)
Deferred equipment costs	**(9)**	(12)	(25.0)	**(19)**	(25)	(24.0)
Property, plant and equipment, intangibles and other	**(299)**	(294)	1.7	**(591)**	(589)	0.3

Amortization for the three and six months ended February 28, 2022, increased 0.7% and decreased 0.5%, respectively, when compared to the same periods in fiscal 2021. The increase in amortization reflects the amortization of new expenditures exceeding the amortization of assets that became fully amortized during the period.

Amortization of financing costs and interest expense

	Three months ended February 28,			Six months ended February 28,		
(millions of Canadian dollars)	**2022**	2021	Change %	**2022**	2021	Change %
Amortization of financing costs – long-term debt	-	-	-	**1**	1	-
Interest expense	**65**	67	(3.0)	**130**	133	(2.3)

Interest expense for the three and six months ended February 28, 2022 decreased 3.0% and 2.3%, respectively, over the comparable periods which primarily reflects the lower average outstanding debt balances in the period and the decrease in the weighted average interest rate.

Other gains/losses

This category generally includes realized and unrealized foreign exchange gains and losses on U.S. dollar denominated current assets and liabilities, gains and losses on disposal of property, plant and equipment, realized and unrealized gains and losses on private investments, and the Company's share of the operations of Burrard Landing Lot 2 Holdings Partnership. In the first and second quarters of fiscal 2022, the Company recorded $2 million and $3 million, respectively, in Transaction-related advisory, legal, financial, and other professional costs.

Income taxes

Income taxes are lower in the quarter compared to the second quarter of fiscal 2021 due mainly to the decrease in net income.

Supplementary quarterly financial information

	2022		2021				2020	
(millions of Canadian dollars except per share amounts)	**Q2**	**Q1**	**Q4**	**Q3**	**Q2**	**Q1**	**Q4**	**Q3**
Revenue	**1,359**	1,386	1,377	1,375	1,387	1,370	1,349	1,312
Adjusted EBITDA[1]	**632**	633	614	642	637	607	594	609
Restructuring costs	**–**	–	–	(1)	(1)	(12)	–	(14)
Amortization	**(305)**	(300)	(310)	(300)	(303)	(305)	(312)	(302)
Amortization of financing costs	**–**	(1)	–	(1)	–	(1)	(1)	–
Interest expense	**(65)**	(65)	(67)	(31)	(67)	(66)	(68)	(67)
Other income (expense)	**(5)**	(4)	(6)	(21)	26	(2)	(1)	7
Income taxes	**(61)**	(67)	21	66	(75)	(58)	(37)	(49)
Net income[2]	**196**	196	252	354	217	163	175	184
Earnings per share								
Basic	**0.39**	0.39	0.50	0.71	0.43	0.31	0.34	0.35
Diluted	**0.39**	0.39	0.50	0.70	0.43	0.31	0.34	0.35
Other Information								
Cash flows from operating activities	**487**	362	590	560	473	300	632	588
Free cash flow[1]	**217**	236	180	308	248	225	152	221
Capital expenditures and equipment costs	**249**	229	287	233	250	234	307	268

(1) See "Non-GAAP and additional financial measures."
(2) Net income attributable to both equity shareholders and non-controlling interests.

F22 Q2 vs F22 Q1	In the second quarter of fiscal 2022, net income was flat compared to the first quarter of fiscal 2022 mainly due to a $6 million decrease in income taxes and a decrease in adjusted EBITDA of $1 million, partially offset by an increase in amortization of $5 million and an increase in Transaction-related costs of $1 million, all in the second quarter.
F22 Q1 vs F21 Q4	In the first quarter of fiscal 2022, net income decreased $56 million compared to the fourth quarter of fiscal 2021 mainly due to an $88 million increase in taxes in the first quarter as a result of the recognition of a tax benefit associated with previously unrecognized tax losses in the fourth quarter partially offset by a $19 million increase in adjusted EBITDA and a $10 million decrease in amortization expense, all in the first quarter.
F21 Q4 vs F21 Q3	In the fourth quarter of fiscal 2021, net income decreased $102 million compared to the third quarter of fiscal 2021 mainly due to a $36 million increase in interest expense and a $126 million increase in current taxes in the fourth quarter as a result of a revision to liabilities for uncertain tax positions which reduced these expenses by $35 million and $125 million respectively in the third quarter as well as a $28 million decrease in adjusted EBITDA partially offset by an $81 million decrease in deferred taxes resulting mainly from the recognition of a tax benefit associated with previously unrecognized tax losses and a decrease of $15 million in other expenses mainly due to lower Transaction-related costs, all in the fourth quarter.

F21 Q3 vs F21 Q2	In the third quarter of fiscal 2021, net income increased $137 million compared to the second quarter of fiscal 2021 mainly due to a $131 million decrease in current income taxes expense and a $36 million decrease in interest expense mainly due to a revision to liabilities for uncertain tax positions that became statute barred in the period, which reduced these expenses by $125 million and $35 million respectively, a $9 million decrease in deferred taxes, and a $5 million increase in adjusted EBITDA, partially offset by $18 million in Transaction-related advisory, legal, financial, and other professional fees in the quarter and the impact of the $27 million fair value gain on private investments recorded in the second quarter.
F21 Q2 vs F21 Q1	In the second quarter of fiscal 2021, net income increased $54 million compared to the first quarter of fiscal 2021 mainly due to a $30 million increase in adjusted EBITDA, an $11 million decrease in restructuring costs, and a $27 million fair value gain on private investments recorded in the second quarter, partially offset by a $9 million increase in deferred taxes and an $8 million increase in current taxes, all in the second quarter.
F21 Q1 vs F20 Q4	In the first quarter of fiscal 2021, net income decreased $12 million compared to the fourth quarter of fiscal 2020 mainly due to a $12 million increase in restructuring costs in the first quarter and a $27 million increase in deferred taxes, partially offset by a $13 million increase in adjusted EBITDA and a $6 million decrease in current taxes, all in the first quarter.
F20 Q4 vs F20 Q3	In the fourth quarter of fiscal 2020, net income decreased $9 million compared to the third quarter of fiscal 2020 mainly due to an $15 million decrease in adjusted EBITDA and a $23 million increase in current taxes in the fourth quarter as well an $8 million decrease in other gains (losses) as a result of an insurance claim recovery in the third quarter, partially offset by a $35 million decrease in deferred taxes and a $14 million decrease in restructuring costs in the fourth quarter.
F20 Q3 vs F20 Q2	In the third quarter of fiscal 2020, net income increased $17 million compared to the second quarter of fiscal 2020 mainly due to a $26 million increase in other gains (losses), which includes the impact of the $17 million payment related to the early redemption of $800 million in senior notes in the second quarter, a $6 million insurance claim recovery, a $9 million increase in adjusted EBITDA in the third quarter and a $4 million decrease in current taxes, partially offset by an $8 million increase in deferred taxes, also in the third quarter.

Financial position

Total assets were $15.7 billion at February 28, 2022 compared to $15.8 billion at August 31, 2021. The following is a discussion of significant changes in the Consolidated Statements of Financial Position since August 31, 2021.

Current assets decreased $4 million primarily due to decreases in cash of $4 million, income taxes recoverable of $76 million, and the current portion of contract assets of $23 million, partially offset by increases in inventories of $6 million, accounts receivables of $60 million and other current assets of $33 million. Cash decreased primarily due to the payment of $296 million in dividends and cash outlays for investing activities, partially offset by funds flow from operations. Refer to "Liquidity and capital resources" for more information.

Accounts receivable increased $60 million mainly due to timing and the impact of the Company continuing to migrate customers from two-month advance billing to one-month advance billing.

The current portion of contract assets decreased $23 million over the period due to a $3 million decrease in deferred Wireline costs as a result of lower onboarding promotional activity for new subscribers over the past year and a $20 million decrease due to a decrease in Wireless subscribers participating in the Company's discretionary wireless handset discount program over the past year. Under IFRS 15, up-front promotional offers, such as onboarding or switch credits, offered to new two-year value-plan customers are recorded as a contract asset and amortized over the life of the contract against future service revenues while the portion of the Wireless discount relating to the handset is applied against equipment revenue at the point in time that the handset is transferred to the customer while the portion relating to service revenue is recorded as a contract asset and amortized over the life of the contract against future service revenues.

Property, plant and equipment decreased $127 million as the amortization of capital and right-of-use assets exceeded the capital investments and additions to right-of-use assets in the period.

Current liabilities decreased $139 million during the period primarily due to a decrease in accounts payable of $131 million, current portion of contract liabilities of $9 million, and current portion of derivatives of $2 million. This decrease was partially offset by a $2 million increase in current portion of lease liabilities and a $1 million increase in current provisions.

Accounts payable and accrued liabilities decreased due to the timing of payments and fluctuations in various payables including capital expenditures, interest and employee incentive plans.

Lease liabilities decreased $47 million mainly due to principal repayments of $58 million in the period, partially offset by and an increase of $11 million in net new lease liabilities.

Shareholders' equity increased $136 million mainly due to an increase in retained earnings. Retained earnings increased as the current period net income of $392 million was greater than the dividends of $296 million. Share capital increased $7 million due to the issuance of 251,880 and 10,085 Class B Shares under the Company's stock option plan and RSU plan, respectively. Accumulated other comprehensive loss decreased $33 million primarily due to the remeasurement recorded on employee benefit plans.

As at March 31, 2022, there were 476,854,952 Class B Shares and 22,372,064 Class A Shares issued and outstanding. As at March 31, 2022, 7,149,432 Class B Shares were issuable on exercise of outstanding options. Shaw is traded on the Toronto and New York stock exchanges and is included in the S&P/TSX 60 Index (Trading Symbols: TSX – SJR.B, NYSE – SJR, and TSXV – SJR.A). For more information, please visit www.shaw.ca.

Liquidity and capital resources

In the six-month period ended February 28, 2022, the Company generated $453 million of free cash flow. Shaw used its free cash flow along with cash of $4 million and proceeds from the issuance of Class B Shares of $7 million to pay common share dividends of $296 million, pay $5 million in Transaction-related costs, and fund the net working capital change.

Debt structure and financial policy

The Company has an accounts receivable securitization program with a Canadian financial institution which allows it to sell certain trade receivables into the program. As at February 28, 2022, the proceeds of the sales were committed up to a maximum of $200 million (with $200 million drawn under the program as at February 28, 2022). The Company continues to service and retain substantially all of the risks and rewards relating to the trade receivables sold, and therefore, the trade receivables remain recognized on the Company's Consolidated Statements of Financial Position and the funding received is recorded as a current liability (revolving floating rate loans) secured by the trade receivables. The buyer's interest in the accounts receivable ranks ahead of the Company's interest and the program restricts it from using the trade receivables as collateral for any other purpose. The buyer of the trade receivable has no claim on any of the Company's other assets. The Company's accounts receivable securitization program expires May 29, 2022.

As at February 28, 2022, the net debt leverage ratio for the Company was 2.2x. The terms of the Arrangement Agreement require Shaw to obtain Rogers' consent prior to incurring certain types of indebtedness.

The Company calculates net debt leverage ratio as follows[(1)]:

(millions of Canadian dollars)	**February 28, 2022**	August 31, 2021
Short-term borrowings	**200**	200
Current portion of long-term debt	**1**	1
Current portion of lease liabilities	**112**	110
Long-term debt	**4,550**	4,549
Lease liabilities	**1,086**	1,135
Cash and cash equivalents	**(351)**	(355)
(A) Net debt[(2)]	**5,598**	5,640
(B) Adjusted EBITDA[(2)]	**2,521**	2,500
(A/B) Net debt leverage ratio[(3)]	**2.2x**	2.3x

(1) The following contains a breakdown of the components in the calculation of net debt leverage ratio, which is a non-GAAP ratio.
(2) See "Non-GAAP and additional financial measures."
(3) Net debt leverage ratio is a non-GAAP ratio and should not be considered as a substitute or alternative for a GAAP measure and may not be a reliable way to compare us to other companies. See "Non-GAAP and additional financial measures" for further information about this ratio.

On November 2, 2020, the Company announced that it had received approval from the TSX to establish an NCIB program. The program commenced on November 5, 2020 and ended November 4, 2021. As approved by the TSX, the Company had the ability to purchase for cancellation up to 24,532,404 Class B Shares representing approximately 5% of all of the issued and outstanding Class B Shares as at October 22, 2020. In connection with the announcement of the Transaction on March 15, 2021, the Company suspended share buybacks under its NCIB program.

Shaw's credit facilities are subject to customary covenants which include maintaining minimum or maximum financial ratios.

	Covenant as at February 28, 2022	Covenant Limit
Shaw Credit Facilities		
Total Debt to Operating Cash Flow[1] Ratio	1.86:1	< 5.00:1
Operating Cash Flow[1] to Fixed Charges[2] Ratio	10.96:1	> 2.00:1

(1) Operating Cash Flow, for the purposes of the covenants, is calculated as net earnings before interest expense, depreciation, amortization, restructuring, and current and deferred income taxes, excluding profit or loss from investments accounted for on an equity basis, less payments made with regards to lease liabilities for the most recently completed fiscal quarter multiplied by four, plus cash dividends and other cash distributions received in the most recently completed four fiscal quarters from investments accounted for on an equity basis.

(2) Fixed Charges are broadly defined as the aggregate interest expense, excluding the interest related to lease liabilities, for the most recently completed fiscal quarter multiplied by four.

As at February 28, 2022, Shaw is in compliance with these covenants and based on current business plans, the Company is not aware of any condition or event that would give rise to non-compliance with the covenants over the life of the borrowings which currently mature in December of 2024.

As at February 28, 2022, the Company had $351 million of cash on hand and its $1.5 billion bank credit facility was fully undrawn.

Based on the aforementioned financing activities, available credit facilities and forecasted free cash flow, the Company expects to have sufficient liquidity to fund operations, obligations and working capital requirements, including maturing debt, during the upcoming year. The terms of the Arrangement Agreement require that the Company maintain sufficient liquidity to pay an $800 million termination fee payable by Shaw in certain circumstances.

Cash Flow

Operating Activities

	Three months ended February 28,			Six months ended February 28,		
(millions of Canadian dollars)	**2022**	2021	Change %	**2022**	2021	Change %
Funds flow from operations	**496**	539	(8.0)	**987**	1,027	(3.9)
Net change in non-cash balances related to operations	**(9)**	(66)	86.4	**(138)**	(254)	45.7
	487	473	3.0	**849**	773	9.8

For the three months ended February 28, 2022, the cash received from operating activities increased over the comparable period in fiscal 2021 primarily due to a smaller decrease in the net change in non-cash balances related to operations in the funds flow from operations, partially offset by a decrease in funds flow from operations. The net change in non-cash balances related to operations fluctuated over the comparative period due to changes in accounts receivable, inventory and other current asset balances, and the timing of payments of current income taxes payable and accounts payable and accrued liabilities.

Investing Activities

	Three months ended February 28,			Six months ended February 28,		
(millions of Canadian dollars)	**2022**	2021	Increase	**2022**	2021	Increase
Cash used in investing activities	**(256)**	(254)	2	**(506)**	(486)	20

For the three months ended February 28, 2022, the cash used in investing activities increased by $2 million over the comparable period in fiscal 2021 primarily due to an increase in additions to intangible assets of $12 million, partially offset by a decrease in additions to property, plant and equipment of $10 million.

Financing Activities

The changes in financing activities during the comparative periods were as follows:

(millions of Canadian dollars)	Three months ended February 28, 2022	2021	Six months ended February 28, 2022	2021
Payment of lease liabilities [note 6]	**(28)**	(27)	**(58)**	(58)
Issue of Class B Shares [note 11]	**4**	1	**7**	1
Purchase of Class B Shares	**-**	(225)	**-**	(300)
Dividends paid on Class A Shares and Class B Shares	**(148)**	(149)	**(296)**	(301)
Dividends paid on Preferred Shares	**-**	(2)	**-**	(4)
	(172)	(402)	**(347)**	(662)

Contractual Obligations

There has been no material change in the Company's contractual obligations, including commitments for capital expenditures, between August 31, 2021 and February 28, 2022.

Accounting standards

The MD&A included in the Company's Annual Report for the year ended August 31, 2021 outlined critical accounting policies, including key estimates and assumptions that management has made under these policies, and how they affect the amounts reported in the 2021 Annual Consolidated Financial Statements. The MD&A also describes significant accounting policies where alternatives exist. See "Critical Accounting Policies and Estimates" in the Company's MD&A for the year ended August 31, 2021. The condensed interim Consolidated Financial Statements follow the same accounting policies and methods of application as the 2021 Annual Consolidated Financial Statements.

Related party transactions

The Company's transactions with related parties are discussed in its MD&A for the year ended August 31, 2021 under "Related Party Transactions" and under Note 29 of the Consolidated Financial Statements of the Company for the year ended August 31, 2021.

There has been no material change in the Company's transactions with related parties between August 31, 2021 and February 28, 2022.

Financial instruments

There has been no material change in the Company's risk management practices with respect to financial instruments between August 31, 2021 and February 28, 2022. See "Known Events, Trends, Risks and Uncertainties – Interest Rates, Foreign Exchange Rates and Capital Markets" in the Company's MD&A for the year ended August 31, 2021 and the section entitled "Financial Instruments" under Note 30 of the Consolidated Financial Statements of the Company for the year ended August 31, 2021.

Internal controls and procedures

Details relating to disclosure controls and procedures, and internal control over financial reporting (ICFR), are discussed in the Company's MD&A for the year ended August 31, 2021 under "Certification." As at February 28, 2022, there have been no changes in the Company's ICFR that have materially affected, or are reasonably likely to materially affect, the Company's ICFR in fiscal 2022.

Risks and uncertainties

The significant risks and uncertainties affecting the Company and its business are discussed in the Company's MD&A for the year ended August 31, 2021 under "Known Events, Trends, Risks and Uncertainties." There have been no material changes in the significant risks and uncertainties since that date.

Government regulations and regulatory developments

See the Company's MD&A for the year ended August 31, 2021 for a discussion of the significant regulations that affected our operations as of October 29, 2021. The following is a list of the significant regulatory developments since that date.

For a discussion of the regulatory approval processes related to the Transaction in the Annual Report, see "About our Business – Shaw and Rogers Transaction" and "Risks and uncertainties – Risks Related to the Transaction – *The Key Regulatory Approvals necessary to complete the Transaction may not be obtained or may only be obtained after substantial delay*".

Broadcasting Act

Legislative Changes and Other Government Actions

On December 16, 2021, the Federal Government issued Ministerial mandate letters. The Minister of Canadian Heritage has been directed to "reintroduce legislation to reform the Broadcasting Act to ensure foreign web giants contribute to the creation and promotion of Canadian stories and music." The fulfillment of the foregoing Ministerial mandate could lead to legislative changes and the introduction of new regulatory measures that result in new costs and fees payable by the Company in connection with its provision of digital media services, result in new competition in the provision of broadcasting distribution services, and/or negatively impact the Company's financial results from broadcasting.

On February 2, 2022, the Minister of Heritage introduced a bill to amend the *Broadcasting Act* (Bill C-11). While Bill C-11 does not introduce material new obligations applicable to or fees payable by the Company's cable, Direct-to-Home (DTH), Satellite Relay Distribution or digital media services, the Bill remains subject to amendment prior to its passage, pursuant to the parliamentary process. In addition, the Canadian Radio-television and Telecommunications Commission ("CRTC" or "Commission") will, subsequent to any royal assent to Bill C-11, engage in one or more proceedings to align Canadian broadcasting regulation with the amended *Broadcasting Act.* Furthermore, the Minister of Heritage has indicated that the Commission's subsequent regulatory processes will be subject to a Direction by the Governor-in-Council that sets out the Government's expectations with respect to how the newly-incorporated amendments to the *Broadcasting Act* should be reflected in regulation, which Direction may also specify the requirement that new regulations be brought into force within a relatively short timeframe.

The implementation of new regulatory measures in connection with Bill C-11 could impact the Company's cable and DTH services if regulatory fees and obligations are not applied symmetrically as between licensed and unlicensed entities.

Radiocommunication Act

Consultation on a Policy and Licensing Framework for Spectrum in the 3800 MHz Band

Parties have filed their initial and reply comments in connection with Innovation, Science and Economic Development Canada's (ISED) consultation on the policy and licensing framework for the 3800 MHz spectrum band (3650-4200 MHz). The consultation considered the implementation of pro-competitive measures, in the form of a set-aside, a cross-band cap applicable to cumulative 3500 MHz and 3800 MHz holdings, or a combination of both. ISED also sought comments on, among other things, licence tier sizes and conditions, and auction format and rules. The consultation is now closed and ISED is expected to render its decision in the second half of 2022. The 3800 MHz auction is anticipated to take place in early 2023. The outcome of this auction could increase competition in the wireless sector.

New Licence-Exempt Spectrum Consultations

On February 24, 2022, ISED commenced two consultations on the potential release of additional spectrum for licence-exempt use. This includes spectrum in the 5850-5895 MHz range and various high-frequency ranges above 95 GHz. These consultations could result in additional spectrum being made available for licence-exempt technologies including Wi-Fi and the Internet of Things.

Copyright Act

Legislative Changes and Other Government Actions

The Minister of Canadian Heritage and the Minister of Innovation, Science and Industry were directed, pursuant to mandate letters issued December 16, 2021, "to amend the *Copyright Act* to further protect artists, creators and copyright holders, including to allow resale rights for artists." Any amendments to the *Copyright Act* that modify the terms and conditions applicable to the use of content, including new rights and/or the scope of flexibility pursuant to exceptions under the *Copyright Act*, could create increased fees and negatively impact the business practices of the Company, as well as the ability to serve our customers.

Judicial Review of the Distant Television Signal Retransmission Tariff Rates (2014-2018)

On December 18, 2018, the Copyright Board released a rate decision for the Distant Television Signal Retransmission Tariff (the "**Tariff**") for the past tariff period of 2014-2018, inclusive, which introduced a rate increase that applied retroactively, and established an interim tariff for the 2019-2023 period based on the 2018 rate. Both the collective societies representing distant television signal retransmission rightsholders (the "Collectives") and Objectors – including the Company – filed a Notice of Application for judicial review with the FCA on November 4, 2019. On July 23, 2021, the FCA dismissed the Objectors' application on all grounds, and granted the Collectives' application on two grounds, for the years 2016-2018, requiring the Copyright Board to redetermine two valuation issues related to the Tariff. On September 29, 2021, the Objectors filed an application for leave to appeal the FCA decision with the Supreme Court of Canada ("SCC"). On March 24, 2022, the SCC leave application was dismissed. The Board's redetermination of the valuation issues could subject the Company to significantly increased royalty rates for the 2016-2018 period.

Privacy and Anti-Spam Legislation

The Minister of Innovation, Science and Industry was directed, pursuant to a mandate letter issued December 16, 2021, to introduce legislation to advance the Digital Charter, strengthen privacy protections for consumers and provide a clear set of rules that ensure fair competition in the online marketplace.
Changes to privacy laws and regulations resulting from the reinstatement and passage of Digital Charter Implementation Act, 2020 or the introduction of a new privacy bill will require the Company to incur costs to adjust its policies and practices related to privacy, as well as data collection, management, disposal and access practices. Such changes could: result in significant new costs payable by the Company to ensure compliance; limit the Company's ability to utilize data in support of its business, as well as preserve and expand its customer base; and expose the Company to the risk of significant penalties and claims (including pursuant to a proposed right of private action) in connection with any non-compliance.

This is **Exhibit "D"** to the affidavit of Erik Himan, affirmed remotely by Erik Himan stated as being located in the city of Chicago, in the State of Illinois, in the United States of America, before me at the city of Ottawa, in the province of Ontario, on May 4, 2022, in accordance with O. Reg 431/20, Administering Oath or Declaration Remotely.

Commissioner of Oaths etc.

Notice of 2022 Annual General Meeting of Shareholders and Information Circular

Our Annual General Meeting of Shareholders will be held at **11:00 a.m.** (Eastern Time) **Wednesday, April 20, 2022**.

Virtual-only meeting via live webcast
https://web.lumiagm.com/412315343

Who We Are

Rogers Communications Inc. is a leading Canadian technology and media company that provides world-class communications services and entertainment to consumers and businesses on our award-winning networks. Our founder, Ted Rogers, purchased his first radio station, CHFI, in 1960. Today, we are dedicated to providing industry-leading wireless, cable, sports, and media to millions of customers across Canada. Our shares are publicly traded on the Toronto Stock Exchange (TSX: RCI.A and RCI.B) and on the New York Stock Exchange (NYSE: RCI).

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

Please Register for Electronic Delivery of Shareholder Materials

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

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

Registered Shareholders – If your Rogers shares are registered directly in your name with our transfer agent, TSX Trust Company, please register for electronic delivery at **https://tsxtrust.com/edelivery** using your personalized Holder Account Number, which can be found on either the separate election form or your Class A Form of Proxy.

Letter to Shareholders

Dear Shareholders,

You are invited to attend Rogers Communications Inc.'s Annual General Meeting of Shareholders, which will be held at 11:00 a.m. (Eastern Time) on Wednesday, April 20, 2022. Once again this year, to proactively deal with the unprecedented public health impact of the COVID-19 pandemic and to mitigate risks to the health and safety of our communities, shareholders, employees and other stakeholders, we will hold our meeting in a virtual-only format, which will be conducted via live webcast.

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

We will provide live coverage of the meeting via webcast online at **https://web.lumiagm.com/412315343**. A rebroadcast of the meeting webcast will be available at the Investor Relations section of our website at **investors.rogers.com** after the meeting.

We hope you can join us via the webcast on April 20, 2022.

Sincerely,

Edward S. Rogers
Chair of the Board

Tony Staffieri
President and Chief Executive Officer

Where To Find It

ROGERS™

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

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

When
Wednesday, April 20, 2022
11:00 a.m. (Eastern Time)

Where
Virtual-only meeting via live webcast online at
https://web.lumiagm.com/412315343

BUSINESS OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS:

1. receiving the consolidated financial statements for the year ended December 31, 2021, including the external auditors' report;
2. electing 15 directors to our Board of Directors (see "Election of Directors" in the Information Circular);
3. appointing the external auditors (see "Appointment of Auditors" in the Information Circular); and
4. considering any other business that may properly come before the meeting.

YOU HAVE THE RIGHT TO VOTE

You are entitled to notice of, to participate in, and to vote at the meeting if you were a registered holder of Class A Voting Shares (**Class A Shares**) at the close of business in Toronto, Ontario on March 1, 2022 (subject to the voting restrictions described in the Information Circular). Specific voting instructions are included on the proxy form included with this Notice, which you have received if you are a registered holder of Class A Shares, or the voting instruction form included with this Notice, which you have received if you are a beneficial holder of Class A Shares. If you are a registered holder of Class A Shares or a duly appointed and registered proxyholder and wish to vote at the meeting, please attend the meeting virtually and you will be prompted to vote online at the meeting.

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

NOTICE-AND-ACCESS

Rogers is using the "notice-and-access" provisions of Canadian securities rules under National Instrument 54-101–"Communication with Beneficial Owners of Securities of a Reporting Issuer" (**NI 54-101**) and National Instrument 51-102–"Continuous Disclosure Obligations" (**NI 51-102**) for distribution of the meeting materials to shareholders. Under notice-and-access, Canadian companies are not required to distribute physical paper copies of certain annual meeting-related materials, such as information circulars and annual financial statements, unless specifically requested. Instead, they may post electronic versions of such material on a website for investor access and review and will make paper copies of such documents available upon request. Using notice-and-access directly benefits Rogers through a substantial reduction in both postage and material costs and also helps the environment through a substantial decrease in the amount of paper documents that are ultimately discarded. Shareholders who have already signed up for electronic delivery of shareholder materials will continue to receive them by e-mail. If you have not signed up for electronic delivery and wish to do so, Rogers encourages you to do so as outlined in this meeting notice, if provided to you, or as instructed on the inside front cover of the Information Circular.

VOTING CLASS A SHARES

As a registered holder of Class A Shares you have a number of ways to vote your shares. These are detailed on the proxy form included with this package. Unless you participate in the meeting virtually and vote at the meeting, we must receive your completed proxy or voting instructions no later than 2:00 p.m. (Eastern Time) on April 19, 2022. If you are the beneficial owner of Class A Shares, please see "Beneficial Owners (Non-Registered Holders)" in the Information Circular and the voting instruction form included with this package for voting information. Please note that a holder of Class A Shares who appoints a proxyholder other than the management appointees named on the proxy form MUST ALSO register such proxyholder with our transfer agent TSX Trust Company after submitting their form of proxy or voting instructions. **Failure to register the proxyholder with our transfer agent will result in the proxyholder (i) not receiving a 13-digit proxyholder control number to participate in the meeting as a proxyholder, and (ii) only being able to attend the meeting as a guest**.

We also encourage you to review the matters to be voted upon at the meeting as described in the Information Circular at **investors.rogers.com/corporate-governance/agm-materials** before voting.

WEBSITE WHERE INVESTOR MATERIALS ARE POSTED

Electronic copies of investor materials related to this meeting, including the Information Circular and Rogers' annual report to shareholders, which includes our 2021 audited financial statements, can be reviewed and downloaded from **investors.rogers.com/corporate-governance/agm-materials** or under the Rogers Communications Inc. profile on SEDAR at **sedar.com** or on EDGAR at **sec.gov**. The electronic copies of investor materials make searching for relevant sections and specific items much easier than finding such information in paper versions of these documents.

PAPER COPIES OF INVESTOR MATERIALS

Should you wish to receive paper copies of certain investor materials, please contact us at **investor.relations@rci.rogers.com**, at 647.435.6470 or toll free at 1.844.801.4792, prior to April 5, 2022 and we will send them, at no charge, within three business days, giving you sufficient time to receive the materials before the meeting and vote your proxy. Following the meeting, the documents will remain available at the website listed above for at least one year.

ADMISSION TO THE MEETING

Once again this year, to proactively deal with the unprecedented public health impact of the COVID-19 pandemic and to mitigate risks to the health and safety of our communities, shareholders, employees and other stakeholders, we will hold our meeting in a virtual-only format, which will be conducted via live webcast. Shareholders will have an equal opportunity to attend at the meeting online regardless of their geographic location.

Registered holders of Class A Shares and duly appointed and registered proxyholders will be able to participate in the meeting, ask questions and vote, provided they are connected to the internet and comply with all requirements set out in the Information Circular. Beneficial holders of Class A Shares who have not duly appointed and registered themselves as proxyholder will be able to attend the meeting and ask questions, but will not be able to vote at the meeting. Registered holders of Class B Non-Voting Shares will be able to attend the meeting and ask questions.

Should you have any questions related to this meeting or notice-and-access, please contact us at **investor.relations@rci.rogers.com**, at 647.435.6470 or toll free at 1.844.801.4792.

On peut obtenir le texte français de la circulaire d'information en communiquant avec les Relations aux investisseurs, au siège social de la Compagnie situé au 333 Bloor Street East, Toronto, Ontario M4W 1G9, ou par courriel à **investor.relations@rci.rogers.com** ou encore en téléphonant au 647.435.6470, ou sans frais au 1.844.801.4792.

By order of the Board of Directors,

Marisa Wyse
Corporate Secretary

Toronto, Ontario, Canada
March 3, 2022

ROGERS™

Information Circular

Information is as of March 3, 2022 unless otherwise stated.

The management of Rogers Communications Inc. is soliciting the proxy of holders of Class A Voting Shares for use at the annual general meeting of shareholders to be held on April 20, 2022 (the **meeting**). We will pay the cost of proxy solicitation. The solicitation will be mainly by mail; however, we may solicit proxies by telephone, in writing, or in person by our directors, officers, or designated agents, at nominal cost.

In this document:

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

NOTICE-AND-ACCESS

Rogers is using the "notice-and-access" provisions of Canadian securities rules under National Instrument 54-101 – "Communication with Beneficial Owners of Securities of a Reporting Issuer" (**NI 54-101**) and National Instrument 51-102 – "Continuous Disclosure Obligations" (**NI 51-102**) for distribution of the meeting materials to shareholders. Under notice-and-access, Canadian companies are not required to distribute physical paper copies of certain annual meeting-related materials, such as information circulars and annual financial statements, unless specifically requested. Instead, they may post electronic versions of such material on a website for investor access and review and will make paper copies of such documents available upon request. Using notice-and-access directly benefits Rogers through a substantial reduction in both postage and material costs and also helps the environment through a substantial decrease in the amount of paper documents that are ultimately discarded. Shareholders who have already signed up for electronic delivery of shareholder materials will continue to receive them by e-mail. If you have not signed up for electronic delivery and wish to do so, Rogers encourages you to do so as instructed on the inside front cover of this circular.

WEBSITE WHERE INVESTOR MATERIALS ARE POSTED

Electronic copies of investor materials related to this meeting, including this circular and Rogers' annual report to shareholders, which includes our 2021 audited financial statements, can be reviewed and downloaded from **investors.rogers.com/corporate-governance/agm-materials** or under the Rogers Communications Inc. profile on SEDAR at **sedar.com** or on EDGAR at **sec.gov**. The electronic copies of investor materials make searching for relevant sections and specific items much easier than finding such information in paper versions of these documents.

PAPER COPIES OF INVESTOR MATERIALS

Should you wish to receive paper copies of certain investor materials, please contact us at **investor.relations@rci.rogers.com**, at 647.435.6470, or toll free at 1.844.801.4792, prior to April 5, 2022 and we will send them, at no charge, within three business days, giving you sufficient time to receive the materials before the meeting and vote your proxy. Following the meeting, the documents will remain available at the website listed above for at least one year.

Voting Information

REGISTERED SHAREHOLDERS

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

WHO CAN VOTE?

If you were a registered holder of Class A Voting Shares (**Class A Shares**) at the close of business in Toronto, Ontario on March 1, 2022 (the **record date**), you will be entitled to participate in and vote those Class A Shares at the meeting or any adjournments or postponements of the meeting. If you were a registered holder of Class B Non-Voting Shares (**Class B Non-Voting Shares**) on the record date, you will be entitled to attend and ask questions in the meeting or any adjournments or postponements of the meeting, but will not be entitled to vote on any business. Voting is subject to certain restrictions described below.

VOTING BY PROXY

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

Appointing a Proxyholder

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

1. You may authorize the management representatives named on the enclosed proxy form to vote your Class A Shares. If you choose this option, there are four ways in which you can give your voting instructions:

   - *Mail*
     Complete the enclosed proxy form by indicating how you want your shares voted. Sign, date, and return the proxy form in the envelope provided. The address for receiving proxies is Secretary of the Company, Rogers Communications Inc., c/o TSX Trust Company, P.O. Box 721, Agincourt, Ontario, M1S 0A1, Canada.

   - *Telephone (Canada and the United States only)*
     Call the toll-free number on the enclosed proxy form using a touchtone telephone and follow the voice instructions. Please have your control number ready to give your voting instructions on the telephone. This number is located on the bottom left of the enclosed proxy form. If your proxy form does not contain a control number, you will not be able to vote by telephone.

   - *Internet*
     Follow the instructions on the enclosed proxy form in order to give your voting instructions online. Please have your proxy form with you when you are ready to proceed, as it contains the information you will need to give your voting instructions online.

   - *Fax/E-mail*
     Complete the enclosed proxy form by indicating how you want your shares voted. Sign and date the proxy form. Fax both sides of the completed proxy form to TSX Trust Company at 416.368.2502 or toll-free from Canada or the United States at 1.866.781.3111, or scan both sides and e-mail it to **proxyvote@tmx.com**.

or

2. You may appoint another person to participate in the meeting on your behalf and vote your Class A Shares. If you choose this option, you must strike out the preprinted names and print that person's name in the blank space provided on the back of the enclosed proxy form, you may indicate how you want your shares voted, and YOU MUST **return your proxy by mail and telephone TSX Trust Company at 1.866.751.6315 (within North America) or 212.235.5754 (outside North America), or by completing an online form at www.tsxtrust.com/control-number-request, by April 18, 2022 and provide TSX Trust Company with the required information for your proxyholder so that TSX Trust Company may provide the proxyholder with a 13-digit proxyholder control number. Such 13-digit proxyholder control number will differ from the control number set forth on your proxy and will allow your proxyholder to log in to and vote at the Meeting. Without a 13-digit proxyholder control number your proxyholder will only be able to log in to the Meeting as a guest and will not be able to vote.** To return your proxy by mail you must sign, date, and return the proxy form in the envelope provided. You may also appoint a second person to be your alternate proxyholder. Neither your proxyholder nor alternate proxyholder need be a shareholder. The person you appoint must participate in the meeting and vote on your behalf in order for your votes to be counted.

Unless you intend to participate in the meeting and vote at the meeting (see "Voting at the Meeting" below), please remember that your proxy or voting instructions must be received no later than 2:00 p.m. (Eastern Time) on April 19, 2022.

Your Voting Choices

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

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

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

Amendments or New Business

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

Changing Your Mind

You may revoke your proxy form:

- by delivering a subsequent completed and signed proxy form, to supersede the original proxy vote, with a later date to either our registered office at 2900-550 Burrard Street, Vancouver, British Columbia V6C 0A3, Canada (Attention: Ms. Kareen Zimmer), or to the place identified above under Appointing a Proxyholder by 2:00 p.m. (Eastern Time) on April 19, 2022, or to the chair or scrutineer at the meeting before any vote (for which the proxy is to be used) is taken;

- by delivering a written revocation to either our registered office at 2900-550 Burrard Street, Vancouver, British Columbia V6C 0A3, Canada (Attention: Ms. Kareen Zimmer), or to the place identified above under Appointing a Proxyholder by 2:00 p.m. (Eastern Time) on April 19, 2022, or to the chair or scrutineer at the meeting before any vote (for which the proxy is to be used) is taken;
- by participating in the meeting and voting at the meeting;
- as our Articles permit; or
- as otherwise permitted by law.

VOTING AT THE MEETING

Registered holders of Class A Shares and their duly appointed and registered proxyholders may vote at the meeting by completing a ballot online during the meeting, as further described below under “How to Attend the Meeting Virtually”.

BENEFICIAL OWNERS (NON-REGISTERED HOLDERS)

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

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

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

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

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

HOW DOES A NON-REGISTERED HOLDER OF CLASS A SHARES VOTE AT THE MEETING?

Non-registered holders of Class A Shares who have not duly appointed and registered themselves as proxyholder will not be able to vote at the meeting but will be able to attend the meeting and ask questions. This is because the Company and our transfer agent, TSX Trust Company, do not have a record of the non-registered holders of Class A Shares, and, as a result, will have no knowledge of their shareholdings or entitlement to vote unless they appoint themselves as proxyholder.

If you are a non-registered holder of Class A Shares and wish to vote at the meeting, you can request your representative to appoint you as its proxyholder. Insert your own name as proxyholder on the voting instruction form or proxy form you received from your representative and then follow your representative's instructions. **YOU MUST also telephone TSX Trust Company at 1.866.751.6315 (within North America) or 212.235.5754 (outside North America), or by completing an online form at www.tsxtrust.com/control-number-request, by April 18, 2022 and provide TSX Trust Company with the required information so that TSX Trust Company may provide you with a 13-digit proxyholder control number. Such 13-digit proxyholder control number will allow you to log in to and vote at the Meeting. Without a 13-digit proxyholder control number you will only be able to log in to the Meeting as a guest and will not be able to vote.**

CHANGING YOUR MIND AS A NON-REGISTERED HOLDER

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

HOW TO ATTEND THE MEETING VIRTUALLY

Rogers is holding the meeting in a virtual-only format, which will be conducted via live webcast. Shareholders will not be able to attend the meeting in person.

Attending the meeting online enables registered holders of Class A Shares and duly appointed and registered proxyholders, including non-registered holders of Class A Shares who have duly appointed and registered themselves as proxyholder, to attend the meeting and ask questions. Registered holders of Class A Shares and duly appointed and registered proxyholders can also vote at the appropriate times during the meeting.

Guests, including non-registered holders of Class A Shares who have not duly appointed and registered themselves as proxyholder, can log in to the meeting as set out below. Guests can attend the meeting and ask questions, but are not able to vote.

Log in online at https://web.lumiagm.com/412315343. We recommend that you log in at least one hour before the meeting starts.

Click "Login" and then enter your 13-digit control number or 13-digit proxyholder control number, as applicable, (see below) and Password "rogers2022" (case sensitive).

OR

Click "Guest" and then complete the online form.

Registered shareholders: The control number located on the form of proxy you received is your control number.

Duly appointed and registered proxyholders: TSX Trust Company will provide the proxyholder with a 13-digit proxyholder control number after the proxy voting deadline has passed and the proxyholder has been duly appointed AND registered as described above.

If you attend the meeting online, it is important that you are connected to the internet at all times during the meeting in order to vote when balloting commences. It is your responsibility to ensure connectivity for the duration of the meeting. You should allow ample time to check into the meeting online and complete the related procedure.

HOW VOTES ARE COUNTED

CLASS A SHARES

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

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

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

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

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

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

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

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

OUTSTANDING SHARES AND MAIN SHAREHOLDERS

On February 22, 2022, 111,153,411 Class A Shares and 393,771,907 Class B Non-Voting Shares were issued and outstanding. Voting control of RCI is held by the Rogers Control Trust and, as a result, the Rogers Control Trust is able to elect all members of the Board and to control the vote on most matters submitted to shareholders, whether through a shareholder meeting or a written consent resolution. The information below regarding the Rogers Control Trust and the estate arrangements of the late Ted Rogers has been provided to RCI by representatives of the estate.

The trustee of the Rogers Control Trust (the **Trustee**) is the trust company subsidiary of a Canadian chartered bank and members of the family of the late Ted Rogers are beneficiaries. As at February 22, 2022, the Rogers Control Trust and private Rogers family holding companies controlled by the Rogers Control Trust together owned 108,403,398 Class A Shares, representing approximately 97.53% of the outstanding Class A Shares, and 38,938,700 Class B Non-Voting Shares, representing approximately 9.89% of the outstanding Class B Non-Voting Shares.

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

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

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

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

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

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

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

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

RESTRICTED SHARE DISCLOSURE

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

Further information as to our capital structure is contained in Note 24 to our 2021 Audited Consolidated Financial Statements.

Business of the Meeting

1. ELECTION OF DIRECTORS

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

Holders of Class A Shares vote for individual directors. The Board has adopted a majority voting policy, a copy of which is available in the "Corporate Governance" section of the Company's website under "Articles & Corporate Governance Documents" at **investors.rogers.com/corporate-governance**.

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

THE PROPOSED NOMINEES

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

Jack L. Cockwell, C.M.
Age: 81
Toronto, Ontario, Canada
Director since: October 22, 2021
Independent

Mr. Cockwell is Chair of Brookfield Partners Foundation, was one of the founders of Partners Limited in 1995, and has been associated with Brookfield in numerous capacities, including as Chief Executive Officer, since 1968. Mr. Cockwell is a Heritage Governor of the Royal Ontario Museum, Chair of the Ryerson University Real Estate Advisory Committee, and currently serves as Vice-Chair of its Board of Governors. Mr. Cockwell holds a M.Comm with Distinction from the University of Cape Town.

Board/Committee Membership	Attendance 2021		Public Board Memberships (Exchange:Symbol)
Board	3 of 3	100%	Brookfield Asset Management Inc. (TSX/NYSE: BAM)
Corporate Governance[3]	– –	–	
Human Resources	2 of 2	100%	
Combined Total	5 of 5	100%	

Top Skills and Experience[1]: CEO/Senior Management, Corporate Social Responsibility, Finance/M&A/Strategy, Human Resources

Equity Ownership

Year	Class A Shares[2]	Class B Non-Voting Shares[2]	Deferred Share Units[2]	Equity at Risk[2]	Minimum Shareholding Requirements (multiple of annual retainer)	Meets Requirements	Equity at Risk as Multiple of the applicable Cash Retainer
2022	Nil	5,000	Nil	$333,000	6.0	Yes[4]	n/m[5]

Michael J. Cooper
Age: 61
Toronto, Ontario, Canada
Director since: October 22, 2021
Independent

Mr. Cooper is the President and Chief Responsible Officer of Dream Unlimited Corp. and founder of Dream Asset Management Corporation (DAM). He is also the Chair and Chief Executive Officer of Dream Office Real Estate Investment Trust. Mr. Cooper helped found DAM in 1996 and continues to lead the business as President and Chief Responsible Officer. Mr. Cooper was also involved in the formation of Dream Global Real Estate Investment Trust, previously a TSX-listed real estate investment trust, the assets and subsidiaries of which were sold in 2019. Mr. Cooper holds a LL.B from the University of Western Ontario and a M.B.A. from York University.

Board/Committee Membership	Attendance 2021		Public Board Memberships (Exchange:Symbol)
Board	3 of 3	100%	E-L Financial Corporation Limited (TSX: ELF)
Combined Total	3 of 3	100%	Dream Industrial Real Estate Investment Trust (TSX: DIR)
			Dream Unlimited Corp. (TSX: DRM)
			Dream Office Real Estate Investment Trust (TSX: D)

Top Skills and Experience[1]: CEO/Senior Management, Corporate Social Responsibility, Human Resources, Outside Boards

Equity Ownership

Year	Class A Shares[2]	Class B Non-Voting Shares[2]	Deferred Share Units[2]	Equity at Risk[2]	Minimum Shareholding Requirements (multiple of annual retainer)	Meets Requirements	Equity at Risk as Multiple of the applicable Cash Retainer
2022	Nil	Nil	Nil	n/a	6.0	Yes[4]	n/m[5]

Ivan Fecan
Age: 68
Vancouver, British Columbia, Canada
Director since: October 22, 2021
Independent

Mr. Fecan is a Canadian media executive and producer. He was the President and CEO of Baton Broadcasting and its successors, CTV Inc. and CTVglobemedia, from 1996 to 2011. Previously, he was VP of English TV at the CBC and VP of Creative Development at NBC. Most recently he was the Executive Chair of Thunderbird Entertainment Group Inc. Mr. Fecan serves on the boards of the University Health Network Foundation, the Art Gallery of Ontario and the Council for Canadian American Relations. Mr. Fecan holds a B.A. from York University.

Board/Committee Membership	Attendance 2021		Public Board Memberships (Exchange:Symbol)
Board	3 of 3	100%	Nil
Audit and Risk[3]	– –	–	
Human Resources	2 of 2	100%	
Combined Total	5 of 5	100%	

Top Skills and Experience[1]: CEO/Senior Management, Finance/M&A/Strategy, Human Resources, Telecommunications/Media

Equity Ownership

Year	Class A Shares[2]	Class B Non-Voting Shares[2]	Deferred Share Units[2]	Equity at Risk[2]	Minimum Shareholding Requirements (multiple of annual retainer)	Meets Requirements	Equity at Risk as Multiple of the applicable Cash Retainer
2022	1,000	10,000	606	$773,585	6.0	Yes[4]	n/m[5]

Robert J. Gemmell
Age: 65
Oakville, Ontario, Canada
Director since: 2017
(5 years)
Independent

Mr. Gemmell was appointed as Lead Director of the Company in November 2021. Now retired, Mr. Gemmell spent 25 years as an investment banker in the United States and in Canada. Most recently, he was President and Chief Executive Officer of Citigroup Global Markets Canada and its predecessor companies (Salomon Brothers Canada and Salomon Smith Barney Canada) from 1996 to 2008. In addition, he was a member of the Global Operating Committee of Citigroup Global Markets from 2006 to 2008. Mr. Gemmell holds a B.A. from Cornell University, a LL.B from Osgoode Hall Law School, and a M.B.A. from the Schulich School of Business.

Board/Committee Membership	Attendance 2021		Public Board Memberships (Exchange:Symbol)
Board	12 of 12	100%	Agnico Eagle Mines Limited (TSX/NYSE: AEM)
Audit and Risk	5 of 5	100%	
Corporate Governance[3]	– –	–	
Executive	1 of 1	100%	
Finance	11 of 11	100%	
Nominating	2 of 2	100%	
Pension	2 of 2	100%	
Combined Total	33 of 33	100%	

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

Equity Ownership

Year	Class A Shares[2]	Class B Non-Voting Shares[2]	Deferred Share Units[2]	Equity at Risk[2]	Minimum Shareholding Requirements (multiple of annual retainer)	Meets Requirements	Equity at Risk as Multiple of the applicable Cash Retainer
2021	Nil	15,007	13,766	$1,605,704	6.0	Yes	14.6
2022	Nil	15,007	19,038	$2,266,243	6.0	Yes	20.6
Change	–	–	5,272	$660,539			

Voting Results of the Annual General Meeting of Shareholders held April 21, 2021:

	Voted for	Withheld	Total Voted
Number of Class A Shares voted	108,553,191	5,230	108,558,421
Percentage of votes	99.995%	0.005%	100%

Alan D. Horn
Age: 70
Toronto, Ontario, Canada
Director since: 2006
(16 years)
Non-Independent

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

Board/Committee Membership	Attendance 2021		Public Board Memberships (Exchange:Symbol)
Board	12 of 12	100%	CCL Industries Inc. (TSX: CCL)
ESG	2 of 2	100%	Fairfax India Holdings Corporation (TSX: FIH)
Executive	1 of 1	100%	Trilogy International Partners Inc. (TSX: TRL)
Finance	11 of 11	100%	
Pension[3]	– –	–	
Combined Total	26 of 26	100%	

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

Equity Ownership

Year	Class A Shares[2]	Class B Non-Voting Shares[2]	Deferred Share Units[2]	Equity at Risk[2]	Minimum Shareholding Requirements (multiple of annual retainer)	Meets Requirements	Equity at Risk as Multiple of the applicable Cash Retainer
2021	46,600[7]	1,322,438	62,152	$79,017,485	6.0	Yes	718.3
2022	46,600[7]	1,323,518	64,213	$95,553,793	6.0	Yes	868.7
Change	–	1,080	2,061	$16,536,308			

Voting Results of the Annual General Meeting of Shareholders held April 21, 2021:

	Voted for	Withheld	Total Voted
Number of Class A Shares voted	108,530,173	28,248	108,558,421
Percentage of votes	99.974%	0.026%	100%

Jan L. Innes
Age: 65
Toronto, Ontario, Canada
Director since: October 22, 2021
Independent

Ms. Innes is a board director and public affairs specialist. Ms. Innes spent most of her career at Rogers Communications. She joined Rogers in 1995 as Vice President, Communications, and in 2011 became Vice President, Government Relations. Ms. Innes retired from Rogers in 2015. Prior to joining Rogers, Ms. Innes was Vice President of Public Affairs at Unitel Communications Inc. Previously, Ms. Innes held senior political staff positions at both Queen's Park in Toronto and Parliament Hill in Ottawa. Ms. Innes sits on the Board of Directors of the Rogers Group of Funds. Ms. Innes holds a B.A. (Honours) from the University of Toronto and in 2014, completed the Directors Education Program at the Rotman School of Management receiving the ICD.D designation.

Board/Committee Membership	Attendance 2021		Public Board Memberships (Exchange:Symbol)
Board	3 of 3	100%	Nil
ESG[3]	– –	–	
Human Resources	2 of 2	100%	
Nominating	1 of 1	100%	
Pension[3]	– –	–	
Combined Total	6 of 6	100%	

Top Skills and Experience[1]: CEO/Senior Management, Corporate Social Responsibility, Government/Regulatory Affairs, Outside Boards

Equity Ownership

Year	Class A Shares[2]	Class B Non-Voting Shares[2]	Deferred Share Units[2]	Equity at Risk[2]	Minimum Shareholding Requirements (multiple of annual retainer)	Meets Requirements	Equity at Risk as Multiple of the applicable Cash Retainer
2022	Nil	969	550	$101,110	6.0	Yes[4]	n/m[5]

John (Jake) C. Kerr, CM.,O.B.C
Age: 77
Vancouver, British Columbia, Canada
Director since: October 22, 2021
Independent

Mr. Kerr is a Canadian executive. Mr. Kerr was the owner and managing partner of Lignum Forest Products, LLP from 2008 to 2015, and he was Chair and CEO of Lignum Ltd. from 1972 to 2005. Mr. Kerr is the majority owner and managing partner of Vancouver Professional Baseball LLP. He acquired the Vancouver Canadians Baseball Club in 2005. He is Chancellor Emeritus of Emily Carr University of Art + Design and past Chair of the Vancouver Foundation. Mr. Kerr is the Chair of Mosaic Forest Management, is a member of the Chief Executives Organization and past Chairman of the International and BC Chapter of the Young Presidents Organization. Mr. Kerr received a B.A. from the University of British Columbia and a M.B.A. from the University of California, Berkeley. He is a recipient of the Order of Canada and the Order of British Columbia.

Board/Committee Membership	Attendance 2021		Public Board Memberships (Exchange:Symbol)
Board	2 of 3	67%	Nil
Corporate Governance[3]	– –	–	
Combined Total	2 of 3	67%	

Top Skills and Experience[1]: CEO/Senior Management, Finance/M&A/Strategy, Human Resources

Equity Ownership

Year	Class A Shares[2]	Class B Non-Voting Shares[2]	Deferred Share Units[2]	Equity at Risk[2]	Minimum Shareholding Requirements (multiple of annual retainer)	Meets Requirements	Equity at Risk as Multiple of the applicable Cash Retainer
2022	Nil	1,673	481	$143,425	6.0	Yes[4]	n/m[5]

Dr. Mohamed Lachemi
Age: 59
Mississauga, Ontario, Canada
New Nominee
Independent

Dr. Lachemi is an internationally recognized expert and accomplished academic administrator, and has been a key contributor to the growth and development of Ryerson University (Ryerson) over a transformational time in the university's history. Dr. Lachemi has been President and Vice-Chancellor of Ryerson since April 2016. Since joining Ryerson in 1998 as professor of civil engineering, Dr. Lachemi has served in progressively senior roles, including Dean of the Faculty of Engineering and Architecture Science, and Provost (COO) and Vice President Academic. Dr. Lachemi is the Chair of the Council of Ontario Universities and COU Holding Association Inc., the Chair of the Finance Committee of Universities Canada, a Fellow of the Canadian Society for Civil Engineering, a Fellow of the Canadian Academy of Engineering and a board member of Trillium Health Partners. In addition, Dr. Lachemi serves as a board member of Hackergal and DMZ Ventures and was a member of the NRC Council from 2018 to 2021. Dr. Lachemi holds a M.A.Sc. and Ph.D. from the University of Sherbrooke and a B.Sc. in Civil Engineering from the University of Science and Technology of Oran, Algeria.

Board/Committee Membership	Attendance	Public Board Memberships (Exchange:Symbol)
Nil		Nil

Top Skills and Experience[1]: CEO/Senior Management, Government/Regulatory Affairs, Public Sector, Technology/IT

Equity Ownership

Year	Class A Shares[2]	Class B Non-Voting Shares[2]	Deferred Share Units[2]	Equity at Risk[2]	Minimum Shareholding Requirements (multiple of annual retainer)	Meets Requirements	Equity at Risk as Multiple of the applicable Cash Retainer
2022	Nil	Nil	n/a	n/a	n/a	n/a	n/a

Philip B. Lind, C.M.
Age: 78
Toronto, Ontario, Canada
Director since: 1979 (43 years)
Non-Independent

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

Board/Committee Membership	Attendance 2021		Public Board Memberships (Exchange:Symbol)
Board	12 of 12	100%	Nil
ESG	2 of 2	100%	
Combined Total	14 of 14	100%	

Top Skills and Experience[1]: CEO/Senior Management, Corporate Social Responsibility, Government/Regulatory Affairs, Telecommunications/Media

Equity Ownership

Year	Class A Shares[2]	Class B Non-Voting Shares[2]	Deferred Share Units[2]	Equity at Risk[2]	Minimum Shareholding Requirements (multiple of annual retainer)	Meets Requirements	Equity at Risk as Multiple of the applicable Cash Retainer
2021	380,520	926	–	$22,284,741	6.0	Yes	202.6
2022	380,520	926	–	$25,659,252	6.0	Yes	233.3
Change	–	–	–	$3,374,511			

Voting Results of the Annual General Meeting of Shareholders held April 21, 2021:

	Voted for	Withheld	Total Voted
Number of Class A Shares voted	108,526,573	31,848	108,558,421
Percentage of votes	99.971%	0.029%	100%

David A. Robinson
Age: 56
Toronto, Ontario, Canada
New Nominee
Non-Independent

Mr. Robinson is Chief Commercial Officer of Foghorn Payments Inc., a Canadian payment processing service provider for businesses. Mr. Robinson joined Rogers in 1990 and served in progressively more senior roles over his almost 30-year career at the Company. From August 2015 to June 2019, Mr. Robinson served as President and Chief Executive Officer of Rogers Bank. As SVP, Financial Services, Rogers Communications from 2014 to 2015, Mr. Robinson provided executive sponsorship of financial services efforts at Rogers, including Rogers Bank, the Today's Shopping Choice private label credit card program, as well as the Company's investments in its mobile-payment joint ventures, Enstream and Suretap. As VP Emerging Businesses, Rogers Communications from 2009 to 2014, Mr. Robinson developed the business plan and led the team that applied for Rogers' banking licence. As VP, Business Implementation, CTO Office, Rogers Communications from 2003 to 2007, Mr. Robinson founded the shared network joint venture Inukshuk Wireless Partnership. Mr. Robinson was also one of the earliest leaders in the nascent days of mobile data at Rogers Wireless from 2000 to 2003, including developing the first business plan for monetization of the then-new GPRS-based packet-data network. From 1990 to 2000, Mr. Robinson held various roles at the Company, including VP, Financial Planning and Investor Relations. Mr. Robinson is a member of the Advisory Committee of the Rogers Control Trust[6]. Mr. Robinson holds a B.A. (Honours) from Queen's University, a M.B.A. from the University of Western Ontario, and was recently awarded the ICD.D designation after completing the Directors Education Program at the Rotman School of Management at the University of Toronto.

Board/Committee Membership	Attendance	Public Board Memberships (Exchange:Symbol)
Nil		Mobi724 Global Solutions Inc. (TSXV: MOS)

Top Skills and Experience[1]: CEO/Senior Management, Financial Services, Technology/IT, Telecommunications/Media

Equity Ownership

Year	Class A Shares[2]	Class B Non-Voting Shares[2]	Deferred Share Units[2]	Equity at Risk[2]	Minimum Shareholding Requirements (multiple of annual retainer)	Meets Requirements	Equity at Risk as Multiple of the applicable Cash Retainer
2022	Nil	Nil	n/a	n/a	n/a	n/a	n/a

Edward S. Rogers[8]
Age: 52
Toronto, Ontario, Canada
Director since: 1997
(25 years)
Non-Independent

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

Board/Committee Membership	Attendance 2021		Public Board Memberships (Exchange:Symbol)
Board	12 of 12	100%	Nil
Executive	1 of 1	100%	
Finance	11 of 11	100%	
Nominating	4 of 4	100%	
Combined Total	28 of 28	100%	

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

Equity Ownership

Year	Class A Shares[2]	Class B Non-Voting Shares[2]	Deferred Share Units[2]	Equity at Risk[2]	Minimum Shareholding Requirements (multiple of annual retainer)	Meets Requirements	Equity at Risk as Multiple of the applicable Cash Retainer
2021	5,000	1,800,168	–	$99,355,395	6.0	Yes	198.7
2022	5,000	1,820,816	–	$121,602,696	6.0	Yes	243.2
Change	–	20,648	–	$22,247,301			

Voting Results of the Annual General Meeting of Shareholders held April 21, 2021:

	Voted for	Withheld	Total Voted
Number of Class A Shares voted	108,525,325	33,096	108,558,421
Percentage of votes	99.970%	0.030%	100%

Loretta A. Rogers[8]
Age: 82
Toronto, Ontario, Canada
Director since: 1979
(43 years)
Non-Independent

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

Board/Committee Membership	Attendance 2021		Public Board Memberships (Exchange:Symbol)
Board	11 of 12	92%	Nil
Combined Total	11 of 12	92%	

Top Skills and Experience[1]: Corporate Social Responsibility, Outside Boards, Telecommunications/Media

Equity Ownership

Year	Class A Shares[2]	Class B Non-Voting Shares[2]	Deferred Share Units[2]	Equity at Risk[2]	Minimum Shareholding Requirements (multiple of annual retainer)	Meets Requirements	Equity at Risk as Multiple of the applicable Cash Retainer
2021	2,000	43,109	96,869	$7,976,777	6.0	Yes	72.5
2022	2,000	45,741	100,082	$9,840,315	6.0	Yes	89.5
Change	–	2,632	3,213	$1,863,538			

Voting Results of the Annual General Meeting of Shareholders held April 21, 2021:

	Voted for	Withheld	Total Voted
Number of Class A Shares voted	108,527,765	30,656	108,558,421
Percentage of votes	99.972%	0.028%	100%

Martha L. Rogers[8]
Age: 49
Toronto, Ontario, Canada
Director since: 2008
(14 years)
Non-Independent

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

Board/Committee Membership	Attendance 2021		Public Board Memberships (Exchange:Symbol)
Board	11 of 12	92%	Nil
ESG	2 of 2	100%	
Combined Total	13 of 14	93%	

Top Skills and Experience[1]: Corporate Social Responsibility, Outside Boards, Telecommunications/Media

Equity Ownership

Year	Class A Shares[2]	Class B Non-Voting Shares[2]	Deferred Share Units[2]	Equity at Risk[2]	Minimum Shareholding Requirements (multiple of annual retainer)	Meets Requirements	Equity at Risk as Multiple of the applicable Cash Retainer
2021	200	1,111,890	38,727	$63,392,866	6.0	Yes	576.3
2022	200	1,114,639	40,011	$76,910,751	6.0	Yes	699.2
Change	–	2,749	1,284	$13,517,885			

Voting Results of the Annual General Meeting of Shareholders held April 21, 2021:

	Voted for	Withheld	Total Voted
Number of Class A Shares voted	108,527,965	30,456	108,558,421
Percentage of votes	99.972%	0.028%	100%

Melinda M. Rogers-Hixon[8]
Age: 51
Toronto, Ontario, Canada
Director since: 2002
(20 years)
Non-Independent

Ms. Rogers-Hixon has served as Deputy Chair of the Board of Directors of Rogers Communications since January 2018, and as Vice Chair of Rogers Control Trust[6] since 2008. Ms. Rogers-Hixon was also appointed a director of Rogers Bank on December 31, 2017. Ms. Rogers-Hixon held progressively senior roles at Rogers after joining the company in 2000. Most recently, she was Founder of Rogers Venture Partners from 2011 to 2018. She also served as Senior Vice President, Strategy and Development from 2006 to 2014, Vice President, Strategic Planning & Venture Investments from 2004 to 2006, and Vice President, Venture Investments from 2000 to 2004. Ms. Rogers-Hixon serves on the Board of Directors for Maple Leaf Sports & Entertainment, the Board of Governors at Huron University College, is Chair of the Board of Jays Care Foundation, and serves as a Trustee at The Bishop Strachan School. Ms. Rogers-Hixon is also a co-founder and partner of Generation Transition Advisors, a global multi-generational family business advisory firm. Ms. Rogers-Hixon holds a B.A. from the University of Western Ontario and a M.B.A. from Joseph L. Rotman School of Management at the University of Toronto. Ms. Rogers-Hixon was awarded an honorary doctorate from Huron University College at Western University in November 2018.

Board/Committee Membership	Attendance 2021		Public Board Memberships (Exchange:Symbol)
Board	11 of 12	92%	Bombardier Inc.
Finance	10 of 11	91%	(TSX: BBD)
Nominating	4 of 4	100%	
Pension	2 of 2	100%	
Combined Total	27 of 29	93%	

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

Equity Ownership

Year	Class A Shares[2]	Class B Non-Voting Shares[2]	Deferred Share Units[2]	Equity at Risk[2]	Minimum Shareholding Requirements (multiple of annual retainer)	Meets Requirements	Equity at Risk as Multiple of the applicable Cash Retainer
2021	200	1,112,674	5,207	$61,537,134	6.0	Yes	246.1
2022	200	1,114,681	5,380	$74,609,198	6.0	Yes	298.4
Change	–	2,007	173	$13,072,064			

Voting Results of the Annual General Meeting of Shareholders held April 21, 2021:

	Voted for	Withheld	Total Voted
Number of Class A Shares voted	108,528,225	30,196	108,558,421
Percentage of votes	99.972%	0.028%	100%

Tony Staffieri
Age: 57
Toronto, Ontario, Canada
Director since:
January 10, 2022
Non-Independent

Mr. Staffieri has served as President and Chief Executive Officer of RCI since January 2022. Mr. Staffieri also served as Interim President and Chief Executive Officer of the Company from November 2021 to January 2022. Prior to that, Mr. Staffieri was Chief Financial Officer from April 2012 to September 2021. Prior to joining Rogers, Mr. Staffieri held senior executive positions with Bell Canada Enterprises (BCE) and Celestica International Inc. and was a Partner with PricewaterhouseCoopers. Mr. Staffieri also serves as Chair of the Board of Governors for Ryerson University and is a Board Director of Maple Leaf Sports & Entertainment (MLSE). He is a Fellow Chartered Professional Accountant and Fellow Chartered Accountant. Mr. Staffieri holds a B.B.A. from the Schulich School of Business.

Board/Committee Membership	Attendance 2021			Public Board Memberships (Exchange:Symbol)
Board[9]	–	–	–	Nil

Top Skills and Experience[1]: CEO/Senior Management, Finance/M&A/Strategy, Technology/IT, Telecommunications/Media

Equity Ownership

Year	Class A Shares[2]	Class B Non-Voting Shares[2]	Deferred Share Units[2]	Equity at Risk[2]	Minimum Shareholding Requirements (multiple of annual retainer)	Meets Requirements	Equity at Risk as Multiple of the applicable Cash Retainer
2022	Nil	1,468	124,532	n/a*	n/a*	n/a*	n/a*

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

1 For further information and definitions, see "Board Skills Matrix".

2 2022 holdings are as at February 22, 2022; 2021 holdings were as at February 22, 2021. Equity at Risk is determined by adding the value of Class A Shares, Class B Non-Voting Shares, and DSUs (as defined below) beneficially owned. Certain directors have control or direction over Class B Non-Voting Shares that are not reported here and are not included in the determination of Equity at Risk. The value of the Class A Shares and Class B Non-Voting Shares is determined with reference to the closing price for those shares on the Toronto Stock Exchange on February 22, 2022, which were $67.27 and $66.60, respectively. The value

of DSUs is the fair market value of a DSU on February 22, 2022, calculated based on the weighted average trading price of the Class B Non-Voting Shares on the Toronto Stock Exchange for the five trading days before February 22, 2022 which was $66.54. For 2021, Equity at Risk was calculated using the value of the Class A Shares and Class B Non-Voting Shares determined on February 22, 2021, which were $58.43 and $55.03, respectively, and using the fair market value of a DSU calculated based on the weighted average trading price of the Class B Non-Voting Shares on the Toronto Stock Exchange for the five trading days before February 22, 2021, which was $56.65.

[3] There were no meetings of the Committee held during the portion of 2021 for which the individual was a member of the Committee.

[4] Mr. Cockwell, Mr. Cooper, Mr. Fecan, Ms. Innes and Mr. Kerr have five years from initial election to the Board to attain the required ownership. For additional information, see “Share Ownership Requirements” under “Director Compensation”.

[5] Not meaningful given the amount of the cash retainer received in 2021 based on the director joining the Board late in the year.

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

[7] Class A Shares are held by a trust of which Mr. Horn is a trustee.

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

[9] Mr. Staffieri was appointed to the Board effective January 10, 2022 and therefore did not attend any meetings in 2021 as a director.

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

2. APPOINTMENT OF AUDITORS

KPMG LLP was re-appointed at our Annual General Meeting of the Shareholders of the Company on April 21, 2021.

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

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

	2021		2020	
Auditors' Fees	$	%	$	%
Audit Fees[1]	6,353,314	86.1	6,046,150	86.7
Audit-related Fees[2]	669,550	9.1	676,671	9.7
Tax Fees[3]	181,279	2.5	248,150	3.6
All Other Fees[4]	174,200	2.3	–	–
Total	**7,378,343**	**100.0**	**6,970,971**	**100.0**

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

2 Consists primarily of pension plan audits, French translation of certain filings with regulatory authorities, other assurance engagements, and due diligence services in respect of potential acquisitions and divestitures.

3 Consists of fees for tax consultation and compliance services, including indirect taxes.

4 Consists of fees for advisory services related to the proposed acquisition of Shaw Communications Inc. (Shaw).

Executive Compensation

HUMAN RESOURCES COMMITTEE LETTER TO SHAREHOLDERS

On behalf of the Human Resources Committee and the Board, our report provides an update on our approach to Executive Compensation, including achievement for 2021, corresponding organizational decisions and related remuneration decisions. Over the course of the year, the Human Resources Committee has monitored Executive Compensation against objectives which both informed the 2021 organizational changes and shaped the decisions within. A new Human Resources Committee was constituted in October 2021 and continues the commitment to creating a pay-for-performance culture that drives a strong linkage to shareholder value creation. With the appointment of Tony Staffieri as our President and Chief Executive Officer in January 2022, we, in partnership with the new management team, will continue to ensure executive compensation programs drive both business results and deliver on all of our business commitments including the upcoming Shaw transaction. Further details are provided in the "Compensation Discussion & Analysis" section.

KEY PERFORMANCE DRIVERS

For 2021, Executive Compensation was tied to six key priorities that were established at the beginning of that year:

1. Create best-in-class customer experiences by putting our customers first in everything we do
2. Invest in our networks and technology to deliver leading performance, reliability and coverage
3. Drive market-leading growth in each of our lines of business
4. Drive best-in-class financial outcomes for our shareholders
5. Develop our people, drive engagement, and build a high-performing and inclusive culture
6. Be a strong, socially and environmentally responsible leader in our communities

While Rogers collectively made investments against our key performance drivers, insufficient progress took place in absolute terms and relative to its peer group. This, combined with other contributing factors, led to the decision to make key organizational and leadership changes going forward. In November, Tony Staffieri was appointed interim President and Chief Executive Officer. This decision was complemented by a search process that ultimately confirmed Mr. Staffieri as President and Chief Executive Officer and a member of the Board of Directors on January 10, 2022.

UPDATES TO COMPENSATION PROGRAMS

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

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

- For 2021, a new STIP design was introduced for executives which focused on the Company's strategic priorities based on an additive calculation (previously multiplicative) where Company Performance, weighted at 60%, is added to combined Business Unit/Functional & Individual Performance, weighted at 40%. This design was meant to:
  - maintain continued focus on the three pillars of Financial Performance, Customer Experience, and Employee Experience;
  - introduce Free Cash Flow as a metric within the Financial Performance pillar; and
  - align our effort to develop a performance-oriented culture that drives in-year performance which enables sustainable performance over the long-term.

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

- No change was made to our LTIP design in 2021 for executives. LTIP awards continued to be delivered in 50% Stock Options (**SOs**) and 50% Performance Restricted Share Units (**PRSUs**) with PRSU performance measured against annual EBITDA targets. Individual grants are determined within an approved range to reflect individual performance and contribution to long-term value creation for the Company. Under this PRSU design, each year the EBITDA target is achieved, one third of the award vests at 100%, for a payout at the end of the three-year period. If the target for the year is not achieved, the one third of the award is cancelled. A pay-for-performance approach was used in determining NEO LTIP award levels, with executives' performance as well as contribution to long-term value creation being taken into account. See "PRSUs" in "Compensation Decisions for 2021-2022" for further information on these metrics.

2021 PAY FOR PERFORMANCE

Our incentive plans tracked performance across key Financial, Customer and Employee metrics. While the results modestly overachieved on financial metrics, the Company underperformed relative to key competitors. Given the importance of relative performance, the Human Resources Committee reviewed the results in concert with the year's unique set of business challenges and incorporating the need to motivate/retain key talent, the Committee supported management's recommendation to reduce the payout to 110% for NEOs and other senior executives. Aligned with plan design, individual employee and executive bonus amounts were based on this achievement reflective of corporate, business unit/function and individual performance. See additional detail provided later in the "Compensation Decisions for 2021-2022".

Based on our annual Total Shareholder Return (TSR) relative to our telecommunications peer group of BCE, Telus, Cogeco, Quebecor and Shaw in 2019, 2020 and 2021, and our three-year PRSU free cash flow performance over the same period, the Human Resources Committee approved a payout score of 54.5% of target for executives' PRSU awards granted in 2019 and vesting in 2022. The payout scores are determined in accordance with the payout methodologies established and approved at time of grant in 2019. Payouts going forward will be aligned with a different LTI design as described later in the "Summary of Long Term Incentive Plans".

THE TALENT AGENDA

The integration of our talent management strategy within our compensation programs continues to be a critical priority, enabling Rogers to attract, motivate, develop, and retain the best talent to deliver on our customer and shareholder commitments. As we have demonstrated, we continue to make decisions that reflect and link the importance of shareholder value creation and Executive Compensation. With our new CEO and executive team changes we believe we are well positioned to deliver our business results, including preparation and undertaking of the integration with Shaw.

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

2022 PRIORITIES

The Human Resources Committee continues to work with the CEO and the leadership team as they drive the Company's long-term strategy forward while overseeing the alignment between compensation programs and shareholder value creation. Our plans are designed to focus on creating a pay-for-performance culture which delivers for our shareholders, our customers, and our employees. This importance of incenting for both the short and the long term is accentuated given the significance of the upcoming Shaw transaction targeted to close in the first half of 2022 and the corresponding criticality of talent to its overall success.

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

CONCLUSION

On behalf of the Human Resources Committee and the Board, we are committed to open and transparent communication with our shareholders. We invite you to review the following sections, which provide a more detailed view of our executive compensation programs and actual pay for our top executives in 2021.

Edward S. Rogers Chair of the Board	Ivan Fecan Chair, Human Resources Committee

COMPENSATION DISCUSSION & ANALYSIS

This Compensation Discussion & Analysis section describes and explains the Company's compensation philosophy and objectives and the significant elements of compensation for the Company's Named Executive Officers (**NEOs**) during the year ended December 31, 2021.

Named Executive Officers

Name	Position Title
Tony Staffieri[1]	Interim President and Chief Executive Officer (CEO)
Paulina Molnar[2]	Interim Chief Financial Officer (CFO)
Robert Dépatie[3]	President and COO, Home & Business
Jorge Fernandes	Chief Technology and Information Officer (CTIO)
Dean Prevost[4]	President, Integration
Joe Natale[5]	Former President and Chief Executive Officer (Former CEO)

1 Mr. Staffieri was appointed Interim President and CEO on November 16, 2021 and appointed President and CEO on January 10, 2022.
2 Ms. Molnar assumed the Interim Chief Financial Officer role on September 29, 2021. Glenn Brandt was appointed Chief Financial Officer on January 31, 2022.
3 Mr. Dépatie assumed the President and COO, Home & Business role on December 6, 2021.
4 Mr. Prevost assumed the President, Integration role on January 6, 2022. He previously held the role of President, Connected Home effective January 1, 2021.
5 Mr. Natale's employment was terminated on November 16, 2021.

Within this section, Other Named Executive Officers (**Other NEOs**) refers to the four named executive officers excluding the CEO and Former CEO.

HUMAN RESOURCES COMMITTEE

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

Human Resources Committee as at December 31, 2021

Name	Independent
Ivan Fecan (Chair)	Yes
Jack Cockwell	Yes
Jan Innes	Yes

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

Role of the Human Resources Committee

The Human Resources Committee is responsible for assisting the Board in its oversight of the compensation, benefits, succession planning, and talent management programs for the

Company's executives. For more information on the Human Resources Committee's mandate, please refer to Appendix C to this circular or visit the Corporate Governance section of the Company's website at **investors.rogers.com/corporate-governance**.

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

The Human Resources Committee's decisions about executive compensation policies and practices are made within the context of the Company's goals of being an industry-leading, high-performing communications and media company with a superior performance-driven employee culture and commitment to customer satisfaction. To this end, the Human Resources Committee's mandate is to oversee management in the attraction, retention, and succession of talented, diverse, and highly motivated people who will excel in a fast-paced, dynamic environment and who have the responsibility of growing market share, the long-term profitability of the Company, and increasing financial returns to shareholders.

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

2021 Highlights

The Human Resources Committee met five times in 2021 to review and approve a number of initiatives:

Topic	Highlights
CEO Performance, Priorities, and Compensation	• Reviewed the performance of the Former CEO for 2020 and recommended approval of his compensation to the Board • Successfully onboarded Mr. Staffieri as Interim CEO • Reviewed progress against the 2021 plan and the CEO's 2022 priorities
Talent Management, Succession Planning, and Diversity	• Reviewed the progress of our executive development, including succession planning, and diversity across the Company • Reviewed and approved the appointment of the new President and COO, Home & Business • Initiated a search for a new President and CEO, completed in 2022
Performance and Compensation of Senior Executive Officers	• Reviewed the extent to which performance measures for 2021 were achieved and approved funding levels for executive and broad-based employee incentive plans based on this achievement • Approved the compensation arrangements for the CEO's direct reports and other senior executive officers
Plan Design	• Approved the 2022 STIP framework • Approved the 2021 LTIP framework • Approved the 2022 salary merit budget
Governance	• Remained apprised of regulatory and governance trends related to executive compensation
Public Disclosure	• Reviewed and approved the circular in respect of the Company's 2021 Annual General Meeting of Shareholders

INDEPENDENT COMPENSATION ADVISOR

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

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

The Human Resources Committee has engaged Hugessen Consulting Inc. (Hugessen) as its independent advisor since August 2006. In 2021, the increased fees are associated with analysis of the bonus plan and work on compensation matters related to the Shaw transaction. Hugessen provides no other services to the Company.

Executive Compensation-related Fees

Advisor	**2021 ($)**	2020 ($)
Hugessen	**312,581**	209,325

COMPENSATION RISK OVERSIGHT AND GOVERNANCE

Management conducts regular assessments of the Company's executive compensation plans to evaluate whether there are any compensation-related risks within the plans that are likely to have a material adverse effect on the Company. The latest assessment was conducted by Willis Towers Watson in December 2020. The assessment found that Rogers has a responsible and effective approach to risk management and compensation governance. It concluded that all compensation programs and practices are well balanced and do not encourage excessive risk-taking behaviour. The next assessment is scheduled for December 2022.

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

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

Anti-Hedging Policy

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

CEO Post-Retirement Hold

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

Recoupment Policy (Claw Back)

There is a recoupment policy in place that applies to all senior executive officers, including the CEO. This recoupment policy provides for a claw back of STIP and LTIP awards received within the most recent two years, in the event of financial restatement due to gross negligence, intentional misconduct, or fraud. Any claw back would be on the amount net of applicable taxes.

Share Ownership Requirements

The share ownership requirement is designed to link the interests of executives to those of our shareholders by encouraging an ownership position in the Company.

To the extent an executive has not satisfied the share ownership requirements, they are required to defer any annual cash bonus in excess of 100% of target in the form of Restricted

Share Units (RSUs) or Deferred Share Units (DSUs). RSUs vest no later than June 15th of the third calendar year following the calendar year in which the bonus was earned, while DSUs vest immediately. For detailed information on the design features and provisions of these long-term incentive vehicles, please see the “Summary of Long-term Incentive Plans” section. The share ownership attainment of individual NEOs is reviewed by the Human Resources Committee on an annual basis. The requirements of individual NEOs is detailed below.

Share Ownership Attainment as at December 31, 2021

NEO	Requirement: Multiple of Salary	Requirement: Value ($)	Class B Non-Voting Shares (#)	PRSUs (#)	RSUs (#)	DSUs (#)	Total Value of Equity[1] ($)	Ownership Level	Required Attainment Date	Market Value of Equity[2] ($)
Tony Staffieri	5.0x	3,950,000	1,468	57,027	–	123,504	9,407,481	11.9 x	Met	9,244,431
Paulina Molnar	4.0x	1,800,000	2,329	–	22,493	6,289	1,966,897	4.4 x	Met	1,873,877
Robert Dépatie[3]	–	–	13,955	–	–	–	869,000	–	–	840,512
Jorge Fernandes	3.0x	1,995,000	2,164	46,795	6,107	–	2,033,635	3.1 x	Met	1,907,360
Dean Prevost	3.0x	2,070,000	2,193	48,019	–	–	1,708,443	2.5 x	Sep 2022	1,578,185

1 Total Value of Equity is determined by adding the greater of the market value or book value of 100% of Class B Non-Voting Shares, RSUs, DSUs, 50% of Other NEOs unvested PRSUs granted in 2019 onwards, and 30% of Other NEOs unvested PRSUs granted prior to 2019. The market value is based on the closing price of the Class B Non-Voting Shares on the TSX on December 31, 2021, which was $60.23.

2 Market Value of Equity is determined by adding 100% of the market value of Class B Non-Voting Shares, RSUs, DSUs and 50% of Other NEOs unvested PRSUs granted in 2019 onwards, and 30% of Other NEOs unvested PRSUs granted prior to 2019. The market value is based on the closing price of the Class B Non-Voting Shares on the TSX on December 31, 2021, which was $60.23.

3 Mr. Dépatie assumed the President and COO, Home & Business role in December 2021 and the table reflects his shareholdings as at December 31, 2021.

EXECUTIVE COMPENSATION PHILOSOPHY AND OBJECTIVES

Overall Objectives

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

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

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

Philosophy and Positioning

The Human Resources Committee follows the philosophy of generally positioning our target total direct compensation (salary + target short-term incentive awards + target long-term incentive awards) of the NEOs at or above the median of the competitive market, assessed relative to a defined peer group of large publicly traded Canadian companies. See "Benchmarking" in "Executive Compensation Philosophy and Objectives" for further details regarding the peer group. To determine appropriate pay levels and mix of pay elements, the Company may also review the pay practices of other companies in the telecommunications industry. Specific positioning by compensation element is captured below.

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

NEO Total Rewards At-A-Glance

	Base Salary	**Short-Term Incentive**	**Long-Term Incentive**	**Benefits & Perquisites**	**Wealth Accumulation Program**
	Annual Salary	Annual Incentive Plan	Stock Options Performance Restricted Share Units	Benefits Plan Well-being Program Executive Allowance Service Discounts	Employee Share Accumulation Plan Defined Benefit & Defined Contribution Pension Plans Supplemental Executive Retirement Plan (SERP) Global Registered Retirement Savings Plan & Tax-Free Savings Account
Objective:	Reward sustained individual contribution.	Reward based on annual Company, Team, and Individual performance.	Reward potential and align pay to shareholder interest and long-term objectives.	Ensure employee well-being with balanced offerings.	Support employee savings for various life events, including retirement.
Positioning:	Positioned at the median on average, between median and top quartile for top talent.	Target awards aligned with median. Actual awards above (or below) median for above (or below) target performance (capped at 2x target). Provide differentiation for top talent who deliver outstanding results.	In general, positioned as part of overall total direct compensation to achieve median at target and higher for above target performance. Flexibility to position top talent between median and the top quartile.	Positioned at the median on average.	

Total Cash Compensation (Base Salary + Short-Term Incentive)

Total Direct Compensation (Base Salary + Short-Term Incentive + Long-Term Incentive)

Total Rewards (all elements)

The key components of the 2021 Total Direct Compensation for the NEOs include base salary, short-term incentive, and long-term incentive. The 2021 annual long-term incentive grant for the NEOs was composed of 50% SOs and 50% PRSUs.

Other key components of the 2021 Total Rewards for the NEOs include benefits and perquisites, as well as participation in the Wealth Accumulation Program (**WAP**). The WAP for the NEOs includes executive pension plans as well as group savings programs offered broadly to all eligible employees, including the Employee Share Accumulation Plan (**ESAP**), the Global Registered Retirement Savings Plan (**RRSP**), and the Tax-Free Savings Account (**TFSA**).

Total Direct Compensation

Base Salary

- Fixed annual rate of pay
- Individual salary tied to competitive market for talent, individual experience, sustained contribution, performance, and potential

Short-Term Incentive Plan

- Annual bonus
- Target is 100% of base salary for all NEOs; payout can range from 0% to 200% of target based on performance
- The 2021 Plan has an additive design based on Company Performance (60% weighting) and Business Unit/Function & Individual Performance (40% weighting); each ranges from 0% to 200% based on actual performance relative to targets
  - Company Performance based on: Financial Performance (70% weighting), Customer Experience (20% weighting) and Employee Experience (10% weighting)
  - Business Unit/Function Performance based on: business unit financial and function-specific objectives
  - Individual Performance based on: strategic objectives and leadership KPIs

Long-Term Incentive Plan

SOs

- Annual grant for all NEOs at 50% of LTIP award
- 4-year vesting; 25% per year
- 10-year term
- Granted in tandem with share appreciation rights (SARs), which entitles option holder upon exercise to:
  - Acquire one Class B Non-Voting share at the option exercise price, or
  - Surrender an option for a payment equal to the fair market value of a Class B Non-Voting share minus the option exercise price

PRSUs

- Annual grant for all NEOs at 50% of LTIP award
- 1/3 vesting per year with final payout after 3 years subject to achievement of performance based on:
  - Adjusted EBITDA
- Track the price of Class B Non-Voting Shares; when dividends are paid, additional PRSUs are credited

Other Elements of Total Rewards

Benefits & Perquisites

- NEOs participate in the employee benefits plan, along with other eligible employees, and have the ability to apply for executive disability insurance, which provides additional coverage
- NEOs participate in the wellness program, including executive medical
- NEOs receive an executive allowance and are entitled to service discounts in line with those offered to the broader employee population

Wealth Accumulation Program

ESAP	DB & DC Pension Plans	SERP & ERP	RRSP & TFSA
• NEOs participate along with other eligible Rogers employees • Employees contribute up to 15% of base salary; contributions of up to 10% receive an employer match to an annual maximum of $25,000 • The Company matches employee contributions as follows: 25% in the first year of ESAP membership, 33% in the second year of ESAP membership, and 50% in the third and subsequent years of ESAP membership	• NEOs hired and electing to participate prior to July 1, 2016 participate in the DB Pension Plan • NEOs hired and/or electing to participate post June 30, 2016 participate in the DC Pension Plan • Further details follow in "Pension Benefits"	• NEOs hired and electing to participate prior to July 1, 2016 participate in the DB SERP or DB ERP • NEOs hired and/or electing to participate post June 30, 2016 participate in the DC SERP • DB and DC SERP/ERP provide benefits in excess of those provided in the DB or DC pension plans, based on the Income Tax Act (ITA) limits • Further details follow in "Pension Benefits"	• NEOs participate along with other eligible Rogers employees • Plans offer tax-effective savings vehicles within a group policy

Benchmarking

We compare our compensation levels to those of a peer group of companies to evaluate our external total rewards competitiveness.

For 2021, the peer group, as detailed below, consisted of 17 large publicly traded Canadian companies. We have determined this to be the most relevant market from which to draw comparative data and made no adjustment to the group over the course of 2021. These companies were selected based on revenue and market capitalization levels, and to ensure cross-industry representation. To avoid overweighting the sample, we have limited the number of financial services and energy companies. Given this peer group is also used to assess the competitiveness of our compensation for our broader executive population, we also monitor survey participation for the peer companies.

The peer group is regularly reviewed by management based on the approved criteria. Any changes are subject to the Human Resources Committee's review and approval. To determine appropriate pay levels and mix of pay elements, the Company may also review the pay practices of other companies in the telecommunications industry. While we made no changes in 2021, given the significance of the Shaw transaction targeted to close in the first half of 2022, we anticipate a review going forward.

Peer Group Determination Criteria

The following criteria was considered in determining the peer group:

1. Canadian headquarters and listed on S&P / TSX 60
2. Market capitalization 0.5X to 2.0X that of Rogers
3. Revenue between 0.33X and 3.0X that of Rogers

2021 Peer Group

Company	Industry
Bank of Montreal	Financial Services
Barrick Gold Corporation	Materials
BCE Inc.	Telecommunications
Bombardier Inc.	Industrials
Canadian Imperial Bank of Commerce	Financial Services
Canadian National Railway Company	Industrials
Canadian Natural Resources Limited	Energy
Canadian Pacific Railway Limited	Industrials
Canadian Tire Corporation, Limited	Consumer Discretionary
Cenovus Energy Inc.[1]	Energy
CGI Group Inc.	Information Technology
Enbridge Inc.	Energy
Nutrien Ltd.	Materials
Sun Life Financial Inc.	Financial Services
TC Energy Corporation	Energy
Teck Resources Limited	Materials
TELUS Corporation	Telecommunications

[1] Husky Energy Inc, has been removed from the peer group as it was acquired by Cenovus Energy Inc. on January 1, 2021.

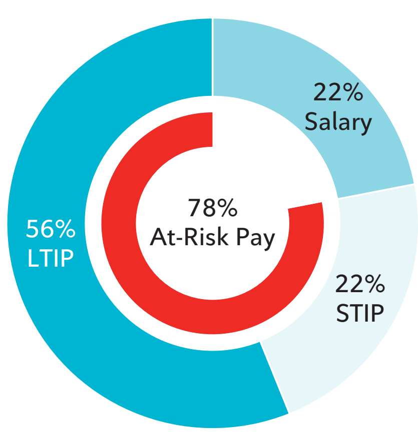
2021 Relativity to Rogers

[1] Data sourced from S&P Capital IQ and presented in CAD. Market capitalization is as at December 31, 2021. Total revenue data reflect the most recent fiscal year disclosed.

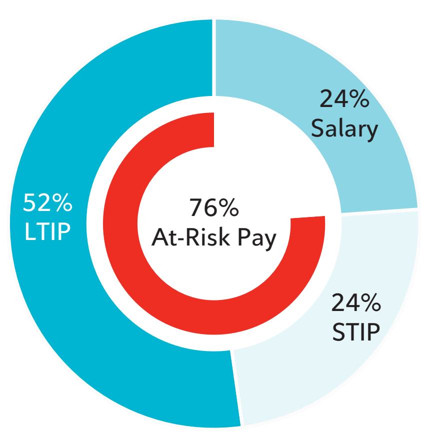
Target Total Direct Compensation Mix for NEOs

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

Interim CEO
2021 Target Total Direct Compensation Mix



Average Other NEO
2021 Target Total Direct Compensation Mix



2021 Target Total Direct Compensation for NEOs

Name	Salary ($)	Target STIP % of Salary	Target STIP Value ($)	Target Total Cash Compensation ($)	Target LTIP % of Salary	Target LTIP Value ($)	Target Total Direct Compensation ($)
Tony Staffieri[1]	790,000	100%	790,000	1,580,000	250%	1,975,000	3,555,000
Paulina Molnar	450,000	100%	450,000	900,000	150%	675,000	1,575,000
Robert Dépatie[2]	1,000,000	100%	1,000,000	2,000,000	n/a	–	2,000,000
Jorge Fernandes	665,000	100%	665,000	1,330,000	250%	1,662,500	2,992,500
Dean Prevost	690,000	100%	690,000	1,380,000	250%	1,725,000	3,105,000
Joe Natale	1,352,650	100%	1,352,650	2,705,300	554%	7,500,000	10,205,300

1 Mr. Staffieri's 2021 compensation reflects his time serving as CFO for the majority of the year and interim CEO from mid-November to the end of December. No compensation changes were made associated with Mr. Staffieri's appointment to CEO on an interim basis.

2 Mr. Dépatie assumed the President and COO, Home & Business role in December 2021 and will be eligible for STIP beginning in 2022. Mr. Dépatie is not eligible for annual LTI. He received a sign-on LTI grant of $10,000,000 in stock options reflective of a three-year front-loaded LTI grant, vesting 50% per year over two years. He is not included in the 'Average Other NEO' 2021 Target Total Direct Compensation Mix chart above.

COMPENSATION DECISIONS FOR 2021-2022

Input from Management

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

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

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

Annual Compensation Review

Salaries, STIP target, and LTIP targets are reviewed annually by the Human Resources Committee, with input from the CEO with respect to Other NEOs. CEO compensation changes are recommended by the Human Resources Committee and approved by the Board. Other NEO compensation changes are recommended by the CEO and approved by the Human Resources Committee.

Below is a summary of 2021 and 2022 compensation. STIP targets are expressed as a percentage of eligible earnings, which represents the actual base salary compensation paid during the year. LTIP targets are expressed as a percentage of base salary.

Annual Compensation Review

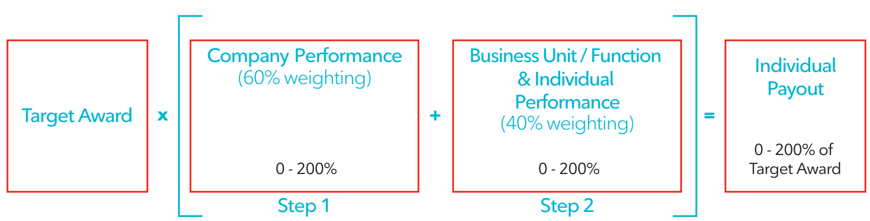
	Salary[1] ($)		Increase (%)	STIP Target[2] (% of Salary)		LTIP Target (% of Salary)		Total Target Compensation Increase ($)
Name	2021	2022		2021	2022	2021	2022	
Tony Staffieri[3]	790,000	1,400,000	77.2%	100%	100%	250%	536%	6,745,000
Paulina Molnar[4]	450,000	450,000	–%	100%	100%	150%	150%	–
Robert Dépatie[5]	1,000,000	1,000,000	–%	100%	100%	n/a	n/a	–
Jorge Fernandes	665,000	678,500	2.0%	100%	100%	250%	250%	60,750
Dean Prevost	690,000	703,500	2.0%	100%	100%	250%	250%	60,750

1 Annual salaries are based on competitive market for talent, individual experience, sustained performance, and potential.
2 STIP payouts range from 0% at minimum to 200% at maximum for all eligible NEOs.
3 Mr. Staffieri's 2021 compensation reflects his time serving as CFO for the majority of the year and interim CEO from mid-November to the end of December. While no compensation changes were made in 2021 associated with Mr. Staffieri's appointment to CEO on an interim basis, any amounts approved and paid in 2022 in relation to the interim period will be disclosed next year. Mr. Staffieri's 2022 salary, STIP, and LTIP targets reflect his formal appointment to the CEO role January 10, 2022.
4 Ms. Molnar's 2021 compensation reflects her time serving as interim CFO. Glenn Brandt was appointed CFO on January 31, 2022.
5 Mr. Dépatie assumed the COO, Home & Business role in December 2021 and will be eligible for an annual STIP beginning 2022. He is not eligible for annual LTI beyond the sign-on LTI grant he received at hire.

2021 STIP Awards

The following section summarizes the STIP design, performance metrics, pool funding, and NEO STIP awards for 2021.

Actual executive STIP payouts are based on a combination of Company, Business Unit/ Functional, and Individual performance, as illustrated below.



Step 1: *Determining Company Performance and Pool Funding*

Target performance for Financial Performance, Customer Experience, and Employee Experience, and associated payout levels are calibrated by management and approved by the Human Resources Committee at the beginning of the performance year.

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

Overall in 2021, we modestly exceeded target performance on our scorecard.

Step 2: *Determining Business Unit / Functional & Individual Performance*

The CEO evaluates the performance of each Business Unit and Function based on performance against our business priorities. Among the NEOs, Ms. Molnar's Functional component was based on the performance of the Finance group and Mr. Fernandes' of the Technology group, while Mr. Prevost's Business Unit component was based on the performance of Connected Home.

Each NEO is assessed, and their STIP award adjusted, based on their individual performance against their respective objectives during the year. For 2021, the interim CEO reviewed the individual performance of each direct report and made a recommendation to the Human Resources Committee for approval. The Human Resources Committee reviewed the individual performance of the interim CEO and made a recommendation to the Board.

For 2021, the Business/Function & Individual components for NEOs and senior executives was capped at 100%. This decision was informed by a balanced view of performance, unique circumstances and desire to motivate talent. This is especially important as we continue our efforts to complete the Shaw transaction targeted for the first half of 2022.

Across key competitively sensitive financial metrics within the scorecard, the Company achieved adjusted EBITDA, free cash flow and service revenue results, all of which modestly exceeded budget. Despite these achievements, the Company underperformed relative to its key competitors. As such and in accordance with the plan guidelines, which allow for the application of discretion, the Human Resources Committee supported management's recommendation to reduce the payout to 110% for NEOs and other senior executives.

STIP Award

Name	Target STIP Award[1] ($)	Actual STIP Award ($)	Payout as a % of Target
Tony Staffieri	790,000	869,158	110%
Paulina Molnar	402,720	443,000	110%
Robert Dépatie[2]	n/a	n/a	n/a
Jorge Fernandes	665,000	731,513	110%
Dean Prevost	690,000	759,000	110%
Joe Natale[3]	1,206,980	1,206,980	100%

1 Target STIP Award is based on 2021 eligible earnings x Target STIP %.
2 Mr. Dépatie assumed the President and COO, Home & Business role in December 2021. Beginning 2022, he will be eligible for a target STIP of 100% of base salary.
3 Mr. Natale's STIP award was paid out at 100% and prorated for 2021 through his termination date, as per the terms of his original 2017 employment agreement.

2021 LTIP Awards

At the beginning of each fiscal year, the Human Resources Committee approves the value of target LTIP awards to be granted and, with the exception of the CEO's LTIP, receives and reviews recommendations from the CEO. Individual grants are determined within an approved range to reflect individual performance and contribution to the long-term value creation for the Company. Under the current PRSU design, each year the applicable adjusted EBITDA target is achieved, one third of the award vests at 100%, for payout at the end of the three-year performance period. If the target for the year is not achieved, one third of the award is cancelled. Typically, the Human Resources Committee does not take previous grants or length of service into account when setting new grants. In consideration of individual performance during the year, a new hire, or a promotion, the Human Resources Committee may approve an award which differs from the targeted annual grant level based on their assessment of the rationale provided by the CEO.

The Board follows the same process for the CEO's LTIP award based on the Human Resources Committee recommendations.

For 2021, NEOs received their annual LTIP award in the form of 50% SOs and 50% PRSUs. Mr. Dépatie was hired in December 2021 and received a three-year front-loaded LTI award in the form of stock options vesting 50% per year over two years. All other executives and directors below the senior executive officer level are eligible to receive LTIP in the form of RSUs. For detailed information on the design features and provisions of the 2021 LTIP vehicles, please see the "Summary of Long-term Incentive Plans" section.

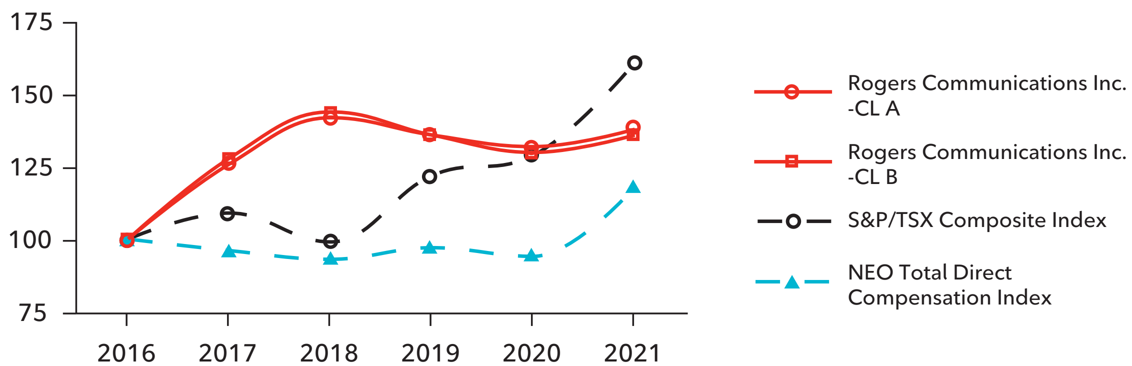
PERFORMANCE GRAPH

The following graph illustrates the change in value of $100 invested on December 31, 2016 (five years ago) in:

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

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

Cumulative Shareholder Return Performance



Company / Index	2016	2017	2018	2019	2020	2021
Rogers Communications Inc. - CL A	$100	$126	$142	$136	$132	$138
Rogers Communications Inc. - CL B	$100	$128	$144	$136	$130	$136
S&P/TSX Composite Index	$100	$109	$99	$122	$129	$161
NEO Total Direct Compensation Index	$100	$96	$93	$97	$94	$118

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

For the five-year period, the market price for Rogers shares was below the S&P/TSX Composite Index, but well above the increase in NEO Total Direct Compensation. In 2021, NEO Total Direct Compensation trended higher due to changes in NEOs.

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

SUMMARY COMPENSATION TABLE

Summary Compensation Table

Name and Principal Position	Year	Salary[1] ($)	Share-Based Awards[2] ($)	Option-Based Awards[3] ($)	Non-Equity Incentive Plan Compensation: Annual Incentive Plan[4] ($)	Non-Equity Incentive Plan Compensation: Long-Term Incentive Plans ($)	Pension Value[5] ($)	All Other Compensation[6] ($)	Total Compensation ($)
Tony Staffieri[7]	**2021**	**790,000**	**1,150,182**	**1,150,038**	**869,158**	**–**	**511,500**	**104,334**	**4,575,212**
Interim President and Chief Executive Officer	2020	756,731	1,150,099	1,150,007	550,981	–	460,200	124,645	4,192,663
	2019	770,192	1,250,060	1,250,019	1,051,312	–	384,300	176,720	4,882,603
Paulina Molnar[8]	**2021**	**402,720**	**675,228**	**–**	**443,000**	**–**	**402,100**	**37,478**	**1,960,526**
Interim Chief Financial Officer	2020	378,685	350,000	–	202,723	–	310,200	39,377	1,280,985
	2019	380,000	350,000	–	259,350	–	32,400	36,313	1,058,063
Robert Dépatie[9]	**2021**	**57,692**	**–**	**10,000,000**	**–**	**–**	**2,700**	**6,329**	**10,066,721**
President and COO, Home & Business	2020	–	–	–	–	–	–	–	–
	2019	–	–	–	–	–	–	–	–
Jorge Fernandes[10]	**2021**	**665,000**	**1,075,184**	**1,075,047**	**731,513**	**–**	**154,400**	**862,914**	**4,564,058**
Chief Technology and Information Officer	2020	636,538	1,950,365	950,026	463,481	–	178,500	119,982	4,298,892
	2019	650,000	875,224	875,008	768,950	–	173,700	48,200	3,391,082
Dean Prevost[11]	**2021**	**690,000**	**1,150,182**	**1,150,038**	**759,000**	**–**	**175,000**	**57,014**	**3,981,234**
President, Integration	2020	660,577	950,232	950,026	480,981	–	175,000	49,714	3,266,530
	2019	670,192	875,224	875,008	762,344	–	178,500	47,714	3,408,982
Joe Natale[12]	**2021**	**1,206,980**	**4,250,011**	**4,250,043**	**1,206,980**	**–**	**2,194,700**	**14,271,605**	**27,380,319**
Former President and Chief Executive Officer	2020	1,293,048	4,000,169	4,000,009	941,551	–	808,400	177,079	11,220,256
	2019	1,305,894	4,000,192	4,000,031	1,500,000	–	683,100	214,733	11,703,950

1 Salary represents actual base salary earnings received in each fiscal year. In 2020, reflects a 20% salary reduction for a 10-week period from May to July 2020. This temporary measure helped fund a wellness program supporting employees through the pandemic.

2 Share-Based Awards include PRSUs and RSUs and are valued based on the number of units granted multiplied by the five-day weighted average trading price of Class B Non-Voting Shares on the TSX preceding the date of grant. For purposes of the valuation, all PRSUs with future performance conditions are deemed to have been met at 100% of target.

3 Option-Based Awards are valued using a binomial model that represents the option fair value (compensation value) on the grant date. The share prices used for purposes of determining stock option grants are outlined in the chart below. For compensation purposes, the share price is determined based on the five-day weighted average share price of Class B Non-Voting Shares on the TSX preceding the date of grant. For accounting purposes, the share price is determined as the closing share price on the date of grant. For further details see the Option Valuation Methodologies table on following page.

Share Price ($)

Purpose	Dec, 13 2021	Mar 23, 2021	Mar 02, 2020	Sep 03, 2019	Mar 01, 2019
Compensation	58.6137	62.2393	62.5564	65.4313	72.9962
Accounting	57.63	61.02	64.03	65.59	70.18

4 Annual Incentive Plan represents short-term incentives paid in cash in the year following the fiscal year in which the award was earned. See "2021 STIP Awards" for details of the plan and payout for the most recent year.

5 Pension Value represents the value of the projected pension earned for service from January 1 to December 31 of the respective year for DB Plan participants, and the value of the capital accumulated for the DC Plan participants.

6 All Other Compensation may include the following: allowances, premiums associated with benefit insurance, life insurance, AD&D, LTD top-up, parking, Company ESAP contributions and financial planning. In 2021, Mr. Fernandes' amount includes a $120,000 annual allowance and a $682,125 relocation benefit. Mr. Natale's amount includes an $87,879 executive allowance.

7 Mr. Staffieri was appointed Interim CEO on November 16, 2021. Mr. Staffieri served as CFO from January 1, 2021 to September 29, 2021 when he left the organization. Mr. Staffieri's cessation of employment was rescinded upon his return as interim CEO and subsequently all severance amounts were repaid.

8 Ms. Molnar was promoted to Interim CFO on September 29, 2021 from SVP, Corporate Controller and Risk Management, a role she held from January 1, 2021. Ms. Molnar's salary was increased to $450,000, and her annual STIP target increased to 100% of base salary with a promotional LTI grant of $325,000 in 2021.

9 Mr. Dépatie assumed the role of President and COO, Home & Business on December 6, 2021. He was hired on a fixed-term contract until January 31, 2025, which with mutual agreement can be extended. He received a sign-on LTI grant of $10,000,000 in stock options reflective of a three-year front-loaded LTI grant vesting 50% per year over two years. Beginning 2022, Mr. Dépatie will be eligible for annual STIP but ineligible for annual LTI awards. Mr. Dépatie served on the Rogers Board of

Directors prior to joining the executive team. All compensation he received in that capacity prior to December 6, 2021 can be found in the 'Director Compensation' section.

10 Mr. Fernandes's role as CTIO expanded to lead the integrated Digital and Technology teams effective January 1, 2021.

11 Mr. Prevost assumed the President, Integration role on January 6, 2022. He previously held the role of President, Connected Home effective January 1, 2021 and continued to lead the Rogers for Business group from January 1, 2021 until June 2021.

12 Mr. Natale served as CEO from April 19, 2017 to November 16, 2021. Mr. Natale was paid severance per his original 2017 employment agreement totaling $14,106,613 representing the value of separation and incremental benefit payments per the terms of his employment agreement. Per that agreement, Mr. Natale was entitled to the following arrangements: A lump sum payment equal to 24 months of base salary ($2,705,300), bonus at target ($2,705,300), executive allowance ($200,000), insurance benefit ($38,500) and outstanding vacation entitlement ($125,901). Mr. Natale's pension value includes $1,281,000 as part of his termination benefits. He will also be provided with 24-month benefit continuation subject to re-employment. Mr. Natale's 2019 PRSUs ($2,971,040) and 2020 PRSUs ($4,089,714) will continue to vest over the 24-month period assuming 100% performance. All DSUs vested immediately upon his departure date ($530,891). In addition, Mr. Natale's stock options that would have vested prior to the earlier of the end of 24 months or the date he commences alternative full-time employment with a competitor (i.e., the Continuation Period), will continue to vest ($739,967). Awards that would have otherwise vested after the Continuation Period were forfeited.

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

Option Valuation Methodologies

Inputs	2021				2020		2019			
	Compensation		Accounting		Compensation	Accounting	Compensation		Accounting	
Valuation Methodology	Binomial		Black-Scholes Dec 13, 2021 SO Grant	Black-Scholes Mar 23, 2021 SO Grant	Binomial	Mar 2, 2020 SO Grant Black-Scholes	Binomial		Sept 3, 2019 SO Grant Black-Scholes	Mar 1, 2019 SO Grant Black-Scholes
Share Price Volatility	26.08%		23.71%	22.59%	14.91%	16.14%	14.86%		15.96%	16.50%
Dividend Yield	3.33%		3.32%	3.45%	3.08%	3.41%	2.74%		3.10%	2.78%
Risk-Free Interest Rate	0.70%		0.25%	0.25%	1.61%	1.69%	1.98%		1.86%	1.86%
Expected Life (years)	10 (full term)		4.48	5.5	10 (full term)	5.5	10 (full term)		5.5	5.48
Value per Option	$12.27 Dec 13, 2021 SO Grant	$13.03 Mar 23, 2021 SO Grant	$7.41	$7.46	$7.57	$5.86	$8.90 Sept 3, 2019 SO Grant	$9.93 Mar 1, 2019 SO Grant	$6.67	$8.31

Higher (Lower) Compensation Value Compared to Accounting Value ($)[1,2]

Name	2021	2020	2019
Tony Staffieri	490,377	259,698	203,690
Paulina Molnar	–	–	–
Robert Dépatie	3,949,127	–	–
Jorge Fernandes	458,400	214,537	142,582
Dean Prevost	490,377	214,537	142,582
Joe Natale	1,812,220	903,292	651,802

1 The compensation values for grants to Messrs. Staffieri, Fernandes, Prevost, and Natale were calculated based on the binomial methodology for SOs granted on March 23, 2021 and December 13, 2021 for Mr. Dépatie.

2 The accounting values for grants to Messrs. Staffieri, Fernandes, Prevost, and Natale were calculated based on the Black-Scholes methodology for SOs granted on March 23, 2021 and December 13, 2021 for Mr. Dépatie.

INCENTIVE PLAN AWARDS

Outstanding Option-Based and Share-Based Awards as at December 31, 2021

	Option-Based Awards				Share-Based Awards		
Name	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price[1] ($)	Option Expiration Date (mm/dd/yyyy)	Value of Unexercised in-the-money Options[2] ($)	Number of Shares or Units of Shares That Have Not Vested (#)	Market or Payout Value of Share-Based Awards That Have Not Vested[3] ($)	Market or Payout Value of Vested Share-Based Awards Not Paid Out or Distributed[4] ($)
Tony Staffieri	1,290	44.59	06/02/2024				
	15,640	49.95	03/01/2026				
	33,920	56.70	03/01/2027				
	52,732	58.45	03/01/2028				
	125,915	73.00	03/01/2029				
	151,930	62.56	03/02/2030				
	88,410	62.24	03/23/2031	394,650	57,027	3,434,744	7,438,616
Paulina Molnar	–	–	–	–	22,493	1,354,781	378,809
Robert Dépatie	816,310	58.61	12/13/2031	1,319,402	–	–	–
Jorge Fernandes	43,945	58.45	03/01/2028				
	88,140	73.00	03/01/2029				
	125,510	62.56	03/02/2030				
	82,645	62.24	03/23/2031	78,218	52,902	3,186,270	–
Dean Prevost	47,610	58.45	03/01/2028				
	88,140	73.00	03/01/2029				
	125,510	62.56	03/02/2030				
	88,410	62.24	03/23/2031	84,741	48,019	2,892,197	–
Joe Natale	367,377	62.82	06/09/2027				
	415,735	58.45	03/01/2028				
	402,925	73.00	03/01/2029				
	528,450	62.56	03/02/2030				
	326,725	62.24	03/23/2031	739,967	197,213	11,878,122	530,891

1 Option Exercise Prices are established based on the five-day weighted average trading price of Class B Non-Voting Shares on the TSX preceding the date of grant.

2 Value of Unexercised in-the-money Options represents all outstanding stock options and PSOs valued based on the difference between the closing price of Class B Non-Voting Shares as at December 31, 2021 of $60.23 and the exercise price. For purposes of this valuation, PSOs share price hurdles are deemed to have been met. Options where the exercise price is above the December 31, 2021 closing price are considered to have no value.

3 Market or Payout Value of Share-Based Awards That Have Not Vested represents share units that have not vested, valued based on the closing price of Class B Non-Voting Shares on the TSX as at December 31, 2021 of $60.23. For purposes of this valuation all PRSUs with future performance conditions are deemed to have been met at 100% of target.

4 Market or Payout Value of Vested Share-Based Awards Not Paid Out or Distributed represents vested share units that have not been paid out or distributed. The amounts reported for Mr. Staffieri, Ms. Molnar and Mr. Natale represent vested DSUs valued based on the closing price of Class B Non-Voting Shares on the TSX as at December 31, 2021 of $60.23.

Vested Option and Share Awards Under the Company's Incentive Plans During 2021

Name	Option Awards Value Vested During the Year[1] ($)	Share Awards Value Vested During the Year[2] ($)	Non-Equity Incentive Plan Compensation Value Earned During the Year[3] ($)
Tony Staffieri	–	2,509,831	869,158
Paulina Molnar	–	570,711	443,000
Robert Dépatie	–	–	–
Jorge Fernandes	–	1,956,033	731,513
Dean Prevost	–	1,699,433	759,000
Joe Natale	905,227	4,846,476	1,206,980

1 Option Awards Value Vested During the Year represents the value of vested SOs and vested PSOs. Vesting of PSOs is conditional upon share price hurdle being met. Where Option Awards Value Vested During the Year is blank, value is currently below strike price as at the vesting date.

2 Share Awards Value Vested During the Year reflects PRSUs and RSUs that vested in 2021 valued as at their respective vesting dates, based on the five-day volume weighted average trading price of Class B Non-Voting Shares on the TSX preceding the applicable vesting date.

3 Non-Equity Incentive Plan Compensation Value Earned During the Year represents the annual short-term incentive awards earned in 2021 as reported in the Summary Compensation Table under the Non-Equity Plan Compensation (Annual Incentive Plans).

SUMMARY OF LONG-TERM INCENTIVE PLANS

Stock Option Plans

Type	Performance Stock Options	Stock Options
Eligibility	2019 – 2021: Replaced by SOs 2015 – 2018: CEO eligible 2012 – 2014: All NEOs and other senior executive officers eligible	2019 – 2021: All NEOs and other senior executive officers eligible 2015 – 2018: NEOs (excluding the CEO) and other senior executive officers eligible
Overview	Stock options are granted with tandem SARs. Each option entitles the holder, upon exercise, to acquire one Class B Non-Voting Share at the option exercise price (grant price) as set out in the terms of the award. A SAR is a right to surrender an option for a payment equal to the fair market value of a Class B Non-Voting Share minus the option exercise price.	
Award	The number of options granted is determined based on the dollar value of the award, taking the binomial value and the fair market value on the day the award is granted into account. Exercise price (also known as grant price or option price) is established using the five-day weighted average price of Class B Non-Voting Shares for the five business days preceding the date on which the award is granted.	
Vesting and Expiry	Awards time vest 25% per year over the first four years; however, they will only fully vest if the performance requirement of a 5% increase in share price at each anniversary has also been met. Awards expire after 10 years.	Awards vest 25% per year over the first four years. Awards expire after 10 years.
Exercise or Payout	Following vesting, option holders are entitled to exercise the option to acquire Class B Non-Voting Shares or the SAR (i.e. surrender and receive market price appreciation).	
Termination Provisions	The following rules apply if a participant's employment is terminated before expiry:	
Death/Disability:	Awards vest effective as at the date of the participant's death or disability and are exercisable until the end of the term.	
Retirement[1]:	Awards vest effective as at the date of retirement and are exercisable until the end of the term.	
Resignation:	Unvested awards are forfeited and vested awards may be exercised within 30 days after termination.	
Termination Without Cause:	Unvested awards are forfeited and vested awards may be exercised within 30 days after termination.	
Termination for Cause:	Vested and unvested awards are forfeited.	
Change in Control	The Board may allow awards to vest effective as at the date of the change in control. Vested awards would be exercisable until the end of the specified acceptance period.	
Assignment & Transferability of Awards	Awards are personal to the holder and are non-assignable, except to a legal personal representative of the holder, to a personal holding company controlled by the holder, or to a registered retirement savings plan established by the holder, subject to any applicable regulatory approval.	
Amendment and Termination	The Board may amend, subject to shareholder approval, or discontinue the plan at any time; provided, that no such amendment may, without the consent of the participant, alter the terms of any award previously granted to them, if such alteration will have the effect of impairing, derogating from or otherwise adversely affecting such participant's rights thereunder, unless additional similar rights, or other compensation of equal or greater value, is given to such participant.	

1 Retirement age as determined by Human Resources Committee.

Restricted Share Unit Plans

Type	Performance Restricted Share Units	Restricted Share Units
Eligibility	NEOs and other senior executive officers eligible	NEOs and all executives eligible Executives may also elect to receive their STIP bonus in the form of RSUs subject to Company approval.
Overview	PRSUs track the price of the Class B Non-Voting Shares and when dividends are paid, additional PRSUs are credited to the participant's PRSU account. PRSUs cliff vest on the third anniversary of the grant date, subject to meeting annual performance conditions. The number of units that vest is tied to actual performance achieved on key financial metrics relative to established targets after the completion of performance years 1, 2 and 3. Payments are typically settled in cash at vesting but can be settled as Class B Non-Voting Shares.	RSUs track the price of the Class B Non-Voting Shares and when dividends are paid, additional RSUs are credited to the participant's RSU account. RSUs cliff vest on the third anniversary of the grant date. Payments are typically settled in cash at vesting but can be settled as Class B Non-Voting Shares.
Award	The number of units granted is determined by dividing the dollar value of the award by the market price on the grant date. Market price is determined using the five-day weighted average price of Class B Non-Voting Shares for the five business days preceding the grant date.	
Vesting & Expiry	For 2021 and 2020 grants, performance will be measured against annual EBITDA targets. Each year the EBITDA target is achieved, one third of the award vests at 100%, for a payout at the end of the three-year period. If the target for the year is not achieved, one third of the award is cancelled. For 2019 grants, the number of units that vest varies with 3-year cumulative PRSU FCF and TSR relative to our telecommunications peer group of BCE, Telus, Cogeco, Quebecor and Shaw. PRSU FCF is defined as adjusted EBITDA plus stock-based compensation, less capital expenditures. Relative TSR reflects the change between the average of adjusted close prices (which include the value of dividends) for the full calendar month for the beginning and end of the performance period. 2019 Grant All NEOs – 0-150% of award	Units cliff vest not later than three years after the grant date. Bonus amounts that are deferred into RSUs will be redeemed no later than June 15 of the third calendar year following the calendar year in which the bonus remuneration was earned.

Type	Performance Restricted Share Units Restricted Share Units
Exercise or Payout	Vested units plus credited dividends are paid out in cash or settled as Class B Non-Voting Shares based on the market price on the vesting date. Market price is determined using the five-day weighted average price of Class B Non-Voting Shares for the five business days preceding vesting date.
Termination Provisions	The following rules apply if a participant's employment is terminated before expiry:
Death/Disability:	Units vest effective as at the date of the participant's death or disability and are paid out at the next payroll date.
Retirement[1]:	Units vest effective as at the date of the participant's retirement and are paid out at the next available payroll date.
Resignation:	Unvested Units are forfeited.
Termination Without Cause:	Unvested Units are forfeited.
Termination for Cause:	Unvested Units are forfeited.
Change in Control	The Board may determine that the Company shall redeem any PRSUs and RSUs which are outstanding at the time of the offer related to the change in control.
Assignment & Transferability of Awards	RSUs and PRSUs are not transferable or assignable other than to the legal personal representative of the holder or by will in the event of the death of a participant, subject to any applicable regulatory approval.
Amendment and Termination	The Human Resources Committee may, subject to regulatory approval and subject to applicable shareholder approval in certain circumstances, amend, suspend or terminate the plan or any portion thereof at any time in accordance with applicable legislation, provided that no such amendment, suspension or termination may materially adversely affect any RSUs, or any rights pursuant thereto, without the consent of the affected Participant. If the plan is terminated, the provisions of the plan will continue in effect as long as a RSU or any rights pursuant thereto remain outstanding.

[1] Retirement age as determined by Human Resources Committee.

Deferred Share Unit Plan

Type	Deferred Share Units
Eligibility	Occasionally granted to NEOs and other executives as part of on-hire compensation. All NEOs and Other Executives may also elect to receive their STIP in the form of DSUs subject to Company approval.
Overview	DSUs track the price of the Class B Non-Voting Shares and when dividends are paid, additional DSUs are credited to the participant's DSU account. DSU vesting schedules vary; all vested units can only be redeemed post termination. Payments are settled in cash upon redemption. Under the Share Matching Program in place from 2015 through 2017, executives could elect to defer their STIP award into DSUs before it was granted as well as defer their RSU/PRSU grant into DSUs before it was granted. Matching DSUs were awarded for these deferrals.

Type	Deferred Share Units
Award	The number of units granted is determined by dividing the dollar value of the award by the market price on the grant date. Market price is determined using the five-day weighted average price of Class B Non-Voting Shares for the five business days preceding the grant date.
Vesting & Expiry	DSUs that are granted as part of on-hire compensation typically vest within three years of service with the Company. DSUs that are granted in lieu of STIP (bonus) remuneration vest immediately. Matching DSUs awarded under the Share Matching Program upon deferral of STIP will vest 1/3 per year. This 3-year program commenced in 2015 and ended in 2017. DSUs awarded upon deferral of RSU/PRSUs, and all matching DSUs awarded under the Share Matching Program upon deferral of RSU/PRSUs, cliff vest not later than three years after the grant date and DSUs awarded upon deferral of PRSUs are subject to the same adjustments for performance as applicable.
Exercise or Payout	Vested DSUs and credited dividends must be redeemed for cash by holders by December of the year following termination of service (other than as a result of death or retirement). Unvested DSUs at the time of termination are forfeited. "Specified Executives" subject to US tax filing will have their DSUs redeemed six months after separation from service; all other US tax filers will have their DSUs redeemed thirty days after separation from service. Vested units are paid out based on the market price on the redemption date. Market price is determined using the five-day weighted average price of Class B Non-Voting Shares for the five business days preceding redemption date.
Termination Provisions	The following rules apply if a participant's employment is terminated before vesting:
Death:	The Company will make a lump sum cash payment within 90 days of death for DSUs credited to the executive's account.
Retirement[1]:	Units vest effective as at the date of the participant's retirement and are eligible for payout.
Resignation:	Unvested units are forfeited. Vested units can be redeemed up until December 15 of the year following resignation.
Termination Without Cause:	Unvested units are forfeited. Vested units can be redeemed up until December 15 of the year following termination.
Termination for Cause:	Unvested units are forfeited. Vested units can be redeemed up until December 15 of the year following termination.
Change in Control	There are no vesting or redemption provisions relating to a change of control.
Assignment & Transferability of Awards	DSUs are not transferable or assignable other than by will or applicable law.
Amendment and Termination	The Human Resources Committee may amend, suspend or terminate the plan or any portion thereof at any time in accordance with applicable legislation, and subject to any required regulatory or shareholder approval. No amendment, suspension or termination may materially adversely affect any DSUs, or any rights pursuant thereto, without the consent of the affected holder. If the plan is terminated, the provisions of the plan will continue in effect as long as a DSU or any rights pursuant thereto remain outstanding.

[1] Retirement age as determined by Human Resources Committee.

PENSION BENEFITS

The Company provides pension benefits to its employees, including NEOs, through the Rogers DB Pension Plan and the Rogers DC Pension Plan. In addition, all NEOs, other than Mr. Natale, will receive benefits under the Rogers DB SERP, Rogers DC SERP, or DB ERP plans in accordance with their registered pension plan participation. Mr. Natale's employment ended in November 2021. As part of his termination agreement, he is entitled to certain special termination benefits.

DEFINED BENEFIT ARRANGEMENTS

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

The DB SERP provides additional pension benefits to certain key executives for earnings in excess of the ITA limits prescribed for DB pension plans. For each year of credited service, the DB SERP provides eligible executives with an annual pension benefit of 2.0% of their pre-2015 career average base salary plus 2.0% of their post-2014 pensionable earnings, in excess of the ITA limits, and including eligible target bonuses, capped at a combined annual aggregate of $1,250,000. Benefits earned under the DB SERP vest after three years of membership in the DB SERP and are payable on an unreduced basis once a member has reached age 65 or attained age 55 and completed 30 years of continuous employment. Executives who are vested and whose employment ends, are entitled to a lump sum payment from the DB SERP of the equivalent value of the accrued pension benefit payable at age 65 or they may defer their benefit in the plan until a later date. If a DB SERP member's employment ends after eligibility for early retirement, they also have the option to receive entitlement in the form of a monthly pension. Any amendments made to the DB Plan, such as base year upgrades, are reflected in the DB SERP. The DB SERP is not funded and benefit payments to former executives are paid directly by Rogers. As at December 31, 2021, the unfunded obligation with respect to both current and former executives and their beneficiaries was $78,228,000 (compared to an obligation of $79,258,000 as at December 31, 2020). In 2021, Rogers recognized a charge to net income of $1,790,000 with respect to benefits accrued for service by current executives and made payments to former executives and their beneficiaries of $4,120,000.

The DB ERP was launched on January 1, 2020. The DB ERP has the same career average earnings formula as the registered DB Pension Plan, but without the maximum pension limit, using 2% of eligible earnings above the maximum pension limit outlined by the ITA and credited service in the DB ERP. Eligible earnings include base salary plus any sales commissions, up to an annual maximum of $500,000. Executives in VP+ roles prior to January 1, 2020 received an additional service credit, through a service multiplier, to recognize past service as an Executive, granted equally over a 2-year period. Ms. Molnar has a modified DB ERP benefit arrangement.

Benefits earned under the DB ERP vest the later of (i) 3 years from when the individual was appointed as an Executive and enrolled in the registered DB Pension Plan and (ii) January 1, 2022. Benefits are payable on an unreduced basis once a member has reached age 65 or attained age 55 and completed 30 years of continuous employment. Executives who are vested and whose employment ends are entitled to a lump sum payment from the DB ERP of the equivalent value of the accrued pension benefit payable at age 65 or they may defer their benefit in the plan until a later date. If a DB ERP member's employment ends after eligibility for early retirement, they also have the option to receive entitlement in the form of a monthly pension. Any amendments made to the DB Plan, such as base year upgrades, are reflected in the DB ERP. The DB ERP is not funded and benefit payments to former executives are paid directly by Rogers.

Defined Benefit Pension Plan

Name	Number of Years of Credited Service	Annual Benefits Payable[1] At Year End ($)	Annual Benefits Payable[1] At Age 65 ($)	Opening Present Value of Defined Benefit Obligation[2] ($)	Compensatory Change[3] ($)	Non-Compensatory Change[4] ($)	Closing Present Value of Defined Benefit Obligation[5] ($)
Tony Staffieri[6]	16.08	368,900	556,300	4,262,700	511,500	(338,300)	4,435,900
Paulina Molnar[7]	13.65	90,900	182,500	932,600	402,100	(32,900)	1,301,800
Joe Natale[8]	4.55	456,200	456,200	5,576,100	2,165,500	(156,700)	7,584,900

1 Annual Benefits Payable include the value of assumed pensionable bonuses for service after 2014 for Mr. Staffieri. Retiring executives may elect to have the pension from the DB SERP converted to a lump sum commuted value. Commuted values would be based on market interest rates in effect at the date of retirement and may differ significantly from the Accrued Obligation at Year End. The benefits for all NEOs are based on the December 31, 2021 values.

2 Opening Present Value of Defined Benefit Obligation equals the value of the projected pension earned for service to December 31, 2020. The values have been determined using the same actuarial assumptions and measurement date used for determining the pension plan obligations at December 31, 2020, as disclosed in the notes to the 2020 Audited Consolidated Financial Statements, based on the actual earnings for 2020 and adjusted to reflect expected future increases in pensionable earnings.

3 Compensatory Change includes the value of the projected pension earned for service from January 1, 2021 to December 31, 2021, the change in accrued obligation due to differences between actual and assumed compensation for the year, and the change in accrued obligation due to changes in benefits in the year. The impact of expected future base year upgrades is recognized in the compensatory change over the career of each executive even in years when no such upgrade occurs. The accrued benefit liabilities assume that the Company will resume its historical practice of upgrading the career average earnings base year on a triennial basis. In the future, if the Company deviates from its historical practices, such deviation will be reflected in the compensatory change at that time.

4 Non-Compensatory Change includes interest on obligations at the beginning of the year, gains and losses due to differences in actual experience compared to actuarial assumptions, and changes in actuarial assumptions.

5 Closing Present Value of Defined Benefit Obligation equals the value of the projected pension earned for service to December 31, 2021. The values have been determined using the same actuarial assumptions and measurement date used for determining the pension plan obligations at December 31, 2021, as disclosed in the notes to the 2021 Audited Consolidated Financial Statements, based on the actual earnings for 2021 and adjusted to reflect expected increases in pensionable earnings.

6 Mr. Staffieri's special benefit arrangement granting 3 additional years of service vested in November 2021 and has been reflected in his fiscal 2021 pension disclosures and Closing Present Value of Defined Benefit Obligation.

7 Ms. Molnar took on the interim CFO role and her employment agreement was modified to provide her with certain special terms in 2021 and 2022. This special arrangement has been reflected in her fiscal 2021 pension disclosures and Closing Present Value of Defined Benefit Obligation. Ms. Molnar's DB ERP has been amended to match the benefit offered through the DB SERP during her interim role.

8 Mr. Natale's employment ended in November 2021 and as part of his termination agreement, he is entitled to certain special terms. As a result, $1.28 million is included in Mr. Natale's fiscal 2021 Compensatory Changes in respect of this special arrangement. Mr. Natale will continue to accrue pension benefits based on his arrangement until November 23, 2023.

NEOs who participate in the DB Plan are currently vested in their pension entitlements earned to December 31, 2021. In accordance with International Financial Reporting Standards (IFRS), the amounts set out above make no allowance for the different tax treatment of the portion of pension not paid from the registered pension plans. All amounts shown above are estimated based on assumptions and represent contractual entitlements that may change over time. The methods and assumptions used to determine estimated amounts will not be identical to the methods and assumptions used by other issuers and, as a result, the figures may not be directly comparable across issuers.

DEFINED CONTRIBUTION ARRANGEMENTS

Effective July 1, 2016, the Company introduced the DC Plan for new employees and existing employees who were not enrolled in the DB Plan. Employees joining this plan may contribute between 1% and 8% of their earnings and receive a matching contribution from the Company of up to 6%. Benefits in the DC Plan vest immediately. Normal retirement age for employees in the DC Plan is age 65, but employees may choose to retire at any time after reaching age 55. Certain executives hired after June 30, 2016 will join the DC Plan on a non-contributory basis, receiving a 14% employer contribution up to the annual ITA maximum, if they are eligible for the DC SERP. The DC SERP provides a 14% employer contribution on base salary earned above the maximum money purchase limit under the ITA, plus 14% of the lesser of a) the actual bonus amount and b) the annual target bonus amount, capped at a combined annual aggregate of $1,250,000. The DC SERP is not funded and benefits are accrued on a notional basis. An executive's notional account is vested three years after joining the DC SERP. Executives whose employment ends within three years of joining the DC SERP will not receive any benefit under the DC SERP. Notional interest is credited and is determined based on the investment decisions made by the executive. As at December 31, 2021, the unfunded obligation with respect to both current and former executives and their beneficiaries was $3,085,000 (compared to an obligation of $1,698,000 as at December 31, 2020). In 2021, Rogers recognized a charge to net income of $1,387,000 with respect to benefits accrued for service by current executives and made no payment to former executives or their beneficiaries.

Defined Contribution Pension Plan

Name	Accumulated Value at Start of Year[1] ($)	Compensatory[2] ($)	Accumulated Value at Year End[1] ($)
Robert Dépatie[3]	–	2,700	2,700
Jorge Fernandes	488,600	154,400	707,300
Dean Prevost	576,100	175,000	809,000
Joe Natale	127,900	29,200	187,800

1 Accumulated Value at Start of Year represents the account balances at the beginning and/or end of the year, on an accrued basis.
2 Compensatory includes accrued contributions to the registered pension plan and accrued notional contributions to the DC SERP plan.
3 Mr. Dépatie joined the DC Plan in December 2021.

TERMINATION AND CHANGE OF CONTROL BENEFITS

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

The following table shows potential payments to each NEO who was active as at December 31, 2021, as if the officer's employment had been terminated with or without cause and/or if the officer had retired or resigned as at December 31, 2021. The Human Resources Committee has ultimate discretion to determine the appropriate treatment for a change in control scenario in accordance with plan terms.

The amounts for each NEO were calculated using the closing market price of Class B Non-Voting Shares on December 31, 2021, which was $60.23. The actual amounts that would be paid to any NEO can only be determined at the time of an actual termination of employment and would vary from those listed below.

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

Employment Termination Entitlement at December 31, 2021

	Severance ($)	Stock Options ($)	Share-Based Awards ($)	Pension ($)	Total ($)
Tony Staffieri					
Termination Without Cause[1]	3,340,065	23,464	1,790,551	536,700	5,690,780
Resignation[2,3]	–	–	–	–	–
Retirement[4]	–	–	–	–	–
Termination With Cause[5]	–	–	–	–	–
Change of Control	–	–	–	–	–
Paulina Molnar					
Termination Without Cause[1]	1,917,265	–	1,354,781	557,600	3,829,646
Resignation[2,3]	–	–	–	–	–
Retirement[4]	–	–	–	–	–
Termination With Cause[5]	–	–	–	–	–
Change of Control	–	–	–	–	–
Robert Dépatie					
Termination Without Cause[1]	6,418,598	–	–	62,000	6,480,598
Resignation[3]	–	–	–	–	–
Retirement[4]	–	–	–	–	–
Termination With Cause[5]	–	–	–	–	–
Change of Control	–	–	–	–	–
Jorge Fernandes					
Termination Without Cause[1]	2,820,065	19,554	1,769,708	350,000	4,959,327
Resignation[3]	–	–	–	–	–
Retirement[4]	–	–	–	–	–
Termination With Cause[5]	–	–	–	–	–
Change of Control	–	–	–	–	–
Dean Prevost					
Termination Without Cause[1]	2,924,065	21,185	1,401,887	350,000	4,697,137
Resignation[2,3]	–	–	–	–	–
Retirement[4]	–	–	–	–	–
Termination With Cause[5]	–	–	–	–	–
Change of Control	–	–	–	–	–

1 In the event of termination without cause on December 31, 2021, any of Messrs. Staffieri, Fernandes, Prevost, and Ms. Molnar would have been entitled to receive a lump sum payment equal to 24 months of base salary, bonus at target, and executive allowance, and benefits continuance. All stock options and PRSUs would continue to vest to the earlier of 24 months or the date they commence alternative full-time employment with a named competitor. Stock options must be exercised within 30 days of the expiry of this period for Messrs. Staffieri, Fernandes, and Prevost. All performance targets related to stock options would be deemed to have been met at 100% of target, and all performance targets related to PRSUs for any annual or three-year performance period that has not been completed would be deemed to have been met at 100% of target. For Ms. Molnar, her RSUs will continue to vest as per their normal vesting schedule. Mr. Dépatie would have been entitled to receive a lump sum payment equal to 37 months of base salary and bonus at target, with benefits continuance for 24 months.

2 In the event of an occurrence constituting good reason which is not remedied by the Company, the following NEOs may terminate their employment and receive the benefits outlined above as if it were a termination of employment without cause: Mr. Staffieri within 30 days of his notice and no later than 60 days following such date (based on his CFO employment agreement), Ms. Molnar within 90 days of her notice and no later than 180 days following such date, and Mr. Prevost within 5 days of his notice and no later than 60 days following such date.

3 In the event of resignation, Messrs. Staffieri, Dépatie, and Fernandes must provide the Board with six months' written notice; Ms. Molnar and Mr. Prevost must provide the Board with three months' written notice. Messrs. Staffieri, Fernandes, and Prevost will be entitled to redeem any PRSUs, SOs, and DSUs that vest prior to the effective date of resignation. Ms. Molnar will be entitled to redeem RSUs and DSUs that vest prior to the effective date of resignation.

4 None of Messrs. Staffieri, Dépatie, Fernandes, Prevost, or Ms. Molnar were eligible for retirement treatment on December 31, 2021.

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

Director Compensation

DIRECTOR COMPENSATION, PHILOSOPHY, AND COMPONENTS

The compensation of the members of the Board is subject to periodic review by the Corporate Governance Committee. In 2020, the Corporate Governance Committee conducted an external assessment of the directors' compensation program. This assessment compared the compensation of the members of the Board against prevailing market conditions and included feedback from Meridian Compensation Partners. The compensation program described below was approved by the Corporate Governance Committee and came into effect in the first quarter of 2020.

The compensation of directors is designed to:

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

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

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

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

RETAINERS AND FEES

Annual Retainers

During the year ended December 31, 2021, non-employee members of the Board received director retainers in accordance with the following standard arrangements:

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

Equity Grants to Directors

In addition to the retainers noted above, in 2021, each non-employee director (other than the Lead Director, the Chair, the Vice Chair, and the Deputy Chair) received a grant of equity in the amount of $120,000 through the issuance of DSUs and/or through the purchase of Class B Non-Voting Shares, at the director's election. John A. MacDonald, the Lead Director as at May 3, 2021, received DSUs in the amount of $160,000. The Chair received Class B Non-Voting Shares in the amount of $500,000 and the Deputy Chair received Class B Non-Voting Shares in the amount of $250,000. The number of DSUs is based on the share price at the time of the grant. The market price of the Class B Non-Voting Shares for calculating DSUs granted and credited as dividends, and the redemption price, is the weighted average trading price of the Class B Non-Voting Shares on the TSX for the five trading days before the relevant date.

We introduced the directors' DSU Plan effective January 1, 2000 to encourage directors to align their interests with shareholders. Each DSU has a value equal to the market price of a Class B Non-Voting Share at the end of the relevant fiscal quarter. A director's DSUs may be redeemed only when the director ceases to be a director. At the time of redemption, the director is entitled to receive a lump-sum cash payment equal to the number of DSUs credited to the director's account multiplied by the market price of the Class B Non-Voting Shares. DSUs accrue dividends in the form of additional DSUs at the same rate as dividends on Class B Non-Voting Shares.

In 2017, the DSU Plan was amended and restated to allow non-employee directors to choose to receive any or all of their retainers and fees in DSUs or through a purchase of Class B Non-Voting Shares.

The table below shows the retainers and fees that we paid to the non-employee directors during the year ended December 31, 2021.

	Retainer		
Name[1]	Board[2] ($)	Committee Chair/ Committee ($)	Total fees paid ($)
B.R. Brooks	230,000	31,500	261,500
J.H. Clappison[3]	39,999	4,208	44,207
J.L. Cockwell[4]	–	–	–
M.J. Cooper	27,500	–	27,500
R. Dépatie	230,000	34,875	264,875
I. Fecan	27,500	8,875	36,375
R.J. Gemmell	240,000	51,875	291,875
A.D. Horn	230,000	18,875	248,875
J.L. Innes	27,500	5,500	33,000
E. Jacob	230,000	6,875	236,875
J.C. Kerr	27,500	1,375	28,875
J.A. MacDonald	306,666	30,250	336,916
I. Marcoux	175,000	20,500	195,500
D.R. Peterson	230,000	11,000	241,000
E.S. Rogers[5]	1,000,000	–	1,000,000
L.A. Rogers	230,000	–	230,000
M.L. Rogers	230,000	15,000	245,000
M.M. Rogers-Hixon[6]	500,000	–	500,000
Total	**3,981,665**	**240,708**	**4,222,373**

1 Compensation disclosure for Mr. Natale, who was a NEO in 2021, can be found in the "Summary Compensation Table" in the Executive Compensation section. Mr. Lind does not receive a retainer or equity grant for serving as a director. Compensation disclosure for Mr. Lind can be found in the "Director Summary Compensation Table" below.

2 The amount disclosed in respect of the Board Retainer includes the value of the equity grants to directors (whether paid through the issuance of DSUs or purchase of Class B Non-Voting Shares) in 2021 at the date of grant. See "Equity Grants to Directors".

3 The amount disclosed under "Total fees paid" does not include $6,667 in respect of Mr. Clappison's service on the board of Rogers Bank. Mr. Clappison resigned from the Rogers Bank Board effective January 28, 2021.

[4] Mr. Cockwell voluntarily waived his retainers.

[5] As our Chair, Mr. Rogers was paid a retainer of $1,000,000 ($500,000 cash and $500,000 equity) in lieu of all other retainers and fees in respect of all boards and committees on which he served as a representative of RCI.

[6] As our Deputy Chair, Ms. Rogers-Hixon was paid a retainer of $500,000 ($250,000 cash and $250,000 equity) in lieu of all other retainers and fees in respect of all boards and committees on which she served as a representative of RCI.

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

SHARE OWNERSHIP REQUIREMENTS

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

DIRECTOR SUMMARY COMPENSATION TABLE

The following table shows the compensation received by each director for the year ended December 31, 2021. Directors who are also employees of the Company or its subsidiaries receive no remuneration as directors while they are employees.

Name[1]	Year	Fees Earned Paid In Cash ($)	Fees Earned Used For Share Purchase[2] ($)	Share-Based Awards[3] ($)	All Other Compensation ($)	Total ($)
B.R. Brooks[4]	2021	–	190,750	70,750	–	261,500
	2020	–	169,813	49,813	–	219,626
	2019	–	182,562	62,563	26,661	271,786
J.H. Clappison[4,5]	2021	40,030	4,177	–	–	44,207
	2020	112,781	197,594	–	–	310,375
	2019	150,375	210,125	–	24,919	385,419
J.L. Cockwell[6,7]	2021	–	–	–	–	–
M.J. Cooper[6]	2021	27,500	–	–	–	27,500
R. Dépatie[8]	2021	144,875	120,000	–	–	264,875
	2020	94,875	120,000	–	–	214,875
	2019	126,500	120,000	–	25,019	271,519
I. Fecan[6]	2021	–	–	36,375	–	36,375
R.J. Gemmell	2021	–	–	291,875	–	291,875
	2020	–	–	214,875	–	214,875
	2019	–	–	245,125	24,616	269,741
A.D. Horn[9]	2021	128,875	120,000	–	–	248,875
	2020	94,500	120,000	–	–	214,500
	2019	136,000	120,000	–	47,607	303,607
J.L. Innes[6]	2021	–	–	33,000	–	33,000
E. Jacob[4]	2021	–	–	236,875	–	236,875
J.C. Kerr[6]	2021	–	–	28,875	–	28,875
P. Lind[10]	2021	–	n/a	–	914,167	914,167
	2020	–	n/a	–	902,920	902,920
	2019	–	n/a	–	929,069	929,069
J.A. MacDonald[4]	2021	86,689	–	250,227	–	336,916
	2020	46,489	–	168,386	–	214,875
	2019	61,985	–	184,515	17,121	263,621
I. Marcoux[11]	2021	–	–	195,500	–	195,500
	2020	–	–	224,375	–	224,375
	2019	–	–	255,500	28,960	284,460
D.R. Peterson[4]	2021	–	–	241,000	–	241,000
	2020	–	–	210,750	–	210,750
	2019	–	–	241,000	21,849	262,849
E.S. Rogers[12]	2021	500,000	500,000	–	–	1,000,000
	2020	375,000	500,000	–	450	875,450
	2019	500,000	500,000	–	78,293	1,078,293
L.A. Rogers	2021	–	230,000	–	–	230,000
	2020	–	202,500	–	–	202,500
	2019	–	230,000	–	28,362	258,362
M.L. Rogers	2021	–	245,000	–	–	245,000
	2020	–	202,500	–	–	202,500
	2019	–	230,000	–	28,586	258,586
M.M. Rogers-Hixon[12]	2021	250,000	250,000	–	–	500,000
	2020	187,500	250,000	–	450	437,950
	2019	250,000	250,000	–	27,044	527,044

1 Compensation disclosure for Mr. Natale and Mr. Staffieri, who were NEOs in 2021, is discussed in the “Summary Compensation Table” in the Executive Compensation section.

2 These amounts represent fees applied to the purchase of Class B Non-Voting Shares (with the purchase amounts being net of withholding of income tax), purchased under the DSU Plan. Refer to “Equity Grants to Directors” for further details.

3 These amounts represent DSUs that were elected to be received under the Directors’ Deferred Share Unit Plan. Refer to “Equity Grants to Directors” for further details.

4 Mr. Clappison was re-appointed to the Board on September 29, 2021 and was removed from the Board effective October 22, 2021. Ms. Brooks, Mr. Jacob, Mr. MacDonald and Mr. Peterson were removed from the Board effective October 22, 2021. These directors were paid their full retainers for the fourth quarter despite not being board members for the full quarter.

5 The amounts disclosed in “Fees Earned Paid In Cash” and “Fees Earned Used For Share Purchase” do not include $6,667 in respect of Mr. Clappison’s service on the board of Rogers Bank. Mr. Clappison resigned from the Rogers Bank Board effective January 28, 2021.

[6] Mr. Cockwell, Mr. Cooper, Mr. Fecan, Ms. Innes, and Mr. Kerr were appointed to the Board effective October 22, 2021. These directors were paid their full retainers for the fourth quarter despite not being board members for the full quarter.

[7] Mr. Cockwell voluntarily waived his retainers.

[8] Mr. Dépatie resigned from the Board effective November 29, 2021 and assumed the role of President and COO, Home & Business on December 6, 2021. All compensation he received in that capacity can be found in the 'Executive Compensation' section.

[9] Mr. Horn has a supplementary retirement plan that provides for a pension based on 2% of his average salary for each year of credited service, less any pension payable from the Company's Defined Benefit Plan.

[10] The amounts disclosed for each year in "All Other Compensation" include Mr. Lind's compensation amounts, discretionary performance-based bonus and supplemental pension.

[11] Ms. Marcoux resigned from the Board effective June 4, 2021. Ms. Marcoux was paid her full retainers for the second quarter despite not being a board member for the full quarter.

[12] The amounts disclosed in "All Other Compensation" in 2019 and 2020 include parking fees. In 2019, the amounts for Mr. Rogers and Ms. Rogers-Hixon are for benefits.

OUTSTANDING SHARE-BASED AND OPTION-BASED AWARDS

The following table provides information with respect to outstanding stock options, RSUs, and DSUs held by the directors as at December 31, 2021.

	Option Awards[1]				Share Awards		
Name[2]	Number of securities underlying unexercised options (#)	Option exercise price ($)	Option expiration date (mm/dd/yyyy)	Value of unexercised in-the-money options ($)[3]	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested ($)	Market or payout value of vested share-based awards not paid out or distributed[3] ($)
B.R. Brooks[4]	–			–	–	–	747,776
J.H. Clappison[4]	–			–	–	–	–
J.L. Cockwell[5,6]	–			–	–	–	–
M.J. Cooper[5]	–			–	–	–	–
R. Dépatie[7]	–			–	–	–	–
I. Fecan[5]	–			–	–	–	36,492
R.J. Gemmell	–			–	–	–	1,130,029
A.D. Horn	–			–	–	–	3,835,586
J.L. Innes[5]	–			–	–	–	33,106
E. Jacob[4]	–			–	–	–	430,689
J.C. Kerr[5]	–			–	–	–	28,968
P. Lind	17,385 17,287	48.5634 42.8524	03/01/2023 03/03/2024	503,230	–	–	–
J.A. MacDonald[4]	–			–	–	–	1,693,666
I. Marcoux[8]	–			–	–	–	–
D.R. Peterson[4]	–			–	–	–	8,107,457
E.S. Rogers	21,870 21,750 26,940 48,260	48.5634 42.8524 44.9737 49.9539	03/01/2023 03/03/2024 03/02/2025 03/01/2026	1,540,041	–	–	–
L.A. Rogers	–			–	–	–	5,978,123
M.L. Rogers	–			–	–	–	2,389,966
M.M. Rogers-Hixon[9]	10,327 10,275 17,240 22,790	48.5634 42.8524 44.9737 49.9539	03/01/2023 03/03/2024 03/02/2025 03/01/2026	796,247	–	–	321,365

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

2 Compensation disclosure for Mr. Natale and Mr. Staffieri who were NEOs in 2021, can be found under "Incentive Plan Awards" and in the "Summary Compensation Table" in the Executive Compensation section.

3 The market value and unexercised in-the-money options value is based on the closing price for Class B Non-Voting Shares on the TSX on December 31, 2021, which was $60.23.

4 Mr. Clappison was re-appointed to the Board on September 29, 2021 and was removed from the Board effective October 22, 2021. Ms. Brooks, Mr. Jacob, Mr. MacDonald and Mr. Peterson were removed from the Board effective October 22, 2021.

5 Mr. Cockwell, Mr. Cooper, Mr. Fecan, Ms. Innes and Mr. Kerr were elected to the Board on October 22, 2021.

6 Mr. Cockwell voluntarily waived his retainers.

7 Mr. Dépatie resigned from the Board effective November 29, 2021 and assumed the role of President and COO, Home & Business on December 6, 2021. All compensation he received in that capacity can be found in the 'Executive Compensation' section.

8 Ms. Marcoux resigned from the Board effective June 4, 2021.

9 The value of awards not paid or distributed represents the aggregate value of cash bonuses earned as an employee which Ms. Rogers-Hixon voluntarily elected to defer into DSUs and the dividend equivalent units earned as additional DSUs.

The following table provides information with respect to the value vested during the year for option awards, share awards and non-equity incentive plan compensation:

Name[1]	Option Awards-Value Vested During the Year[2] ($)	Share Awards-Value Vested During the Year[3] ($)	Non-Equity Incentive Plan Compensation-Value Earned During the Year ($)
B.R. Brooks[4]	–	70,750	–
J.H. Clappison[4]	–	–	–
J.L. Cockwell[5]	–	–	–
M.J. Cooper[5]	–	–	–
R. Dépatie[6]	–	–	–
I. Fecan[5]	–	36,375	–
R.J. Gemmell	–	291,875	–
A.D. Horn	–	–	–
J.L. Innes[5]	–	33,000	–
E. Jacob[4]	–	236,875	–
J.C. Kerr[5]	–	28,875	–
P. Lind	–	–	–
J.A. MacDonald[4]	–	250,227	–
I. Marcoux[7]	–	195,500	–
D.R. Peterson[4]	–	241,000	–
E.S. Rogers	–	–	–
L.A. Rogers	–	–	–
M.L. Rogers	–	–	–
M.M. Rogers-Hixon	–	–	–

1 Compensation disclosure for Mr. Natale and Mr. Staffieri who were NEOs in 2021, can be found under "Incentive Plan Awards" and in "Summary Compensation Table" in the Executive Compensation section.

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

3 These amounts are not payable to the director until termination of the director's service. For additional details, see "Equity Grants to Directors".

4 Mr. Clappison was re-appointed to the Board on September 29, 2021 and removed from the Board effective October 22, 2021. Ms. Brooks, Mr. Jacob, Mr. MacDonald and Mr. Peterson were removed from the Board effective October 22, 2021.

5 Mr. Cockwell, Mr. Cooper, Mr. Fecan, Ms. Innes and Mr. Kerr were elected to the Board on October 22, 2021.

6 Mr. Dépatie resigned from the Board effective November 29, 2021 and assumed the role of President and COO, Home & Business on December 6, 2021. All compensation he received in that capacity can be found in the 'Executive Compensation' section.

7 Ms. Marcoux resigned from the Board effective June 4, 2021.

Securities Authorized for Issuance Under Equity Compensation Plans

The following table shows details of the equity compensation plans as at December 31, 2021.

Plan Category	Securities to be issued upon exercise of outstanding options, warrants, and rights (A) (#)	Weighted-average exercise price of outstanding options, warrants, and rights (B) ($)	Securities remaining available for future issuance under equity compensation plans (excluding securities reflected in Column A) (C) (#)
Equity compensation plans approved by security holders			
Options	6,494,001	61.62	18,302,369
RSUs	2,691,288	–	1,308,712
TOTAL	9,185,289		19,611,081

The following information is provided as at December 31, 2021:

Plan	Class B Non-Voting Shares issued and issuable under security-based compensation arrangements (#)	% of outstanding Class A Shares and Class B Non-Voting Shares
Restricted Share Unit Plan	4,000,000	0.79%
2000 Stock Option Plan	30,000,000	5.94%
1996 Stock Option Plan	25,000,000	4.95%
1994 Stock Option Plan	9,500,000	1.88%

As at December 31, 2021, the number of Class B Non-Voting Shares to be issued upon the exercise of outstanding Stock Options was 6,494,001 and RSUs was 2,691,288, representing 1.29% and 0.53% respectively, of the aggregate Class A Shares and Class B Non-Voting Shares outstanding. The aggregate number of Class B Non-Voting Shares issued or issuable as at December 31, 2021 under the Stock Option Plans was 46,197,631. The aggregate number of Class B Non-Voting Shares remaining available for future issuance under the Stock Option Plans and the RSU Plan is 19,611,081.

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

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

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

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

BURN RATE

The following table discloses the annual burn rate for each of the three most recently completed fiscal years for each Long-Term Incentive Plan. The rates reflect the grants made during the fiscal year under each LTIP as a percentage of the aggregate Class A Shares and Class B Non-Voting Shares outstanding as at December 31, 2021.

Plan	2021	2020	2019
Stock Options	0.4%	0.3%	0.2%
Restricted Share Units	0.2%	0.2%	0.2%
Deferred Share Units	0.0%	0.0%	0.0%

Indebtedness of Directors and Executive Officers

The directors, executive officers, and employees (current and former) do not have any outstanding indebtedness to the Company or its subsidiaries.

Corporate Governance

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

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

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

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

Controlled Company Exemption

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

Currently, six out of thirteen of our directors are independent. The Board has determined that having less than a majority of independent directors at this time does not impair the effectiveness of the Board because of the substantial number of independent directors as well as the above-noted alignment of interests between our controlling shareholder and our minority shareholders. The Board has approved the Company’s reliance on the controlled company exemption with regards to the proportion of independent directors.

Foreign Private Issuer Status

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

Appointment of Auditor

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

Shareholder Approval of Equity Compensation Plans

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

BOARD COMPOSITION

The Board currently has thirteen members. If all of the proposed nominees are elected to the Board, the Board will have fifteen members, with seven being independent. The Board is responsible for determining whether a director is "independent" within the meaning of NI 58-101.

On March 15, 2021, the Company announced an agreement with Shaw to acquire all of Shaw's issued and outstanding Class A Participating Shares and Class B Non-Voting Participating Shares (**Transaction**) for a price of $40.50 per share in cash, with the exception of the shares held by the Shaw Family Living Trust (**SFLT**), the controlling shareholder of Shaw, and related persons (**Shaw Family Shareholders**). The Shaw Family Shareholders will receive 60% of the consideration for their shares in the form of Class B Non-Voting Shares of the Company. The Transaction is subject to customary closing conditions including, among other things, certain regulatory approvals. For a description of the Transaction, please see the "Transaction" on page 16 of our 2021 MD&A.

In connection with the Transaction, the Company has agreed with SFLT that, for so long as the Shaw Family Shareholders beneficially own, or exercise control over, directly or indirectly, at least 12,000,000 Class B Non-Voting Shares (subject to appropriate adjustments for stock splits, consolidations and other reorganizations involving the Class B Non-Voting Shares), SFLT shall be entitled to designate for election or appointment to the Board (i) Bradley Shaw (provided that he is eligible to serve as a member of the Board under the Business Corporations Act (British Columbia) thereby being an "Eligible Person") and (ii) one other Eligible Person that is reasonably acceptable to the Board and qualifies as "independent" under securities laws, stock exchange rules and other applicable laws (unless the Company otherwise agrees). If Bradley Shaw is unable or unwilling to serve as a director at a time when SFLT would otherwise be entitled to nominate two nominees, then SFLT shall thereafter only be entitled to nominate one nominee. For so long as SFLT beneficially owns, or exercises control over, directly or indirectly, less than 12,000,000 Class B Non-Voting Shares but at least 4,000,000 Class B Non-Voting Shares (subject to appropriate adjustments for stock splits, consolidations and other reorganizations involving the Class B Non-Voting Shares), SFLT shall be entitled to designate Bradley Shaw for election or appointment to the Board (provided that he is an Eligible Person). If Bradley Shaw is unable or unwilling to stand for election or appointment as SFLT's only nominee, SFLT shall be entitled to designate an alternative Eligible Person that is reasonably acceptable to the Board and qualifies as "independent" under securities laws, stock exchange rules and other applicable laws (unless the Company otherwise agrees) until the earlier of (i) ten years from the date that Bradley Shaw ceases to be a director of the Company, and (ii) the date that SFLT ceases to beneficially own, or exercise control over, directly or indirectly, at least 4,000,000 Class B Non-Voting Shares (subject to appropriate adjustments for stock splits, consolidations and other reorganizations involving the Class B Non-Voting Shares). The Company has agreed to take all available corporate actions to cause each of the nominees designated by SFLT to be appointed to the Board on or as promptly as practicable following the closing of the Transaction. The Rogers Control Trust (the controlling shareholder of the Company) has agreed to vote all of the Class A Shares of the Company of which it is the registered or beneficial owner, or over which it directly or indirectly exercises control, in favour of each nominee of SFLT that is nominated for election or appointment to the Board. At this time, it is expected that Bradley Shaw will be one of the two nominees that SFLT is entitled to designate upon closing of the Transaction. The Company will announce the second SFLT nominee following his or her appointment to the Board.

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

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

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

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

Director[1,2,3,4]	Independent	Non-independent	Reason for non-independence
Jack L. Cockwell, C.M.	✓		
Michael J. Cooper	✓		
Ivan Fecan	✓		
Robert J. Gemmell	✓		
Alan D. Horn		✓	Executive officer of the controlling shareholder
Jan L. Innes	✓		
John C. Kerr, C.M., O.B.C.	✓		
Philip B. Lind, C.M.		✓	Consultant to the Company
Edward S. Rogers (Chair)		✓	Executive officer of the controlling shareholder
Loretta A. Rogers		✓	Related to a Non-Independent Director of the Company
Martha L. Rogers		✓	Related to a Non-Independent Director of the Company
Melinda M. Rogers-Hixon		✓	Related to a Non-Independent Director of the Company
Tony Staffieri		✓	Executive Officer of the Company

1 Mr. Dépatie, who was independent, resigned from the Board effective November 29, 2021.
2 Ms. Brooks, Mr. Clappison, Mr. Jacob, Mr. MacDonald and Mr. Peterson, who were independent, were removed from the Board effective October 22, 2021.
3 Ms. Marcoux, who was independent, resigned from the Board effective June 4, 2021.
4 Mr. Natale, who was not independent, resigned from the Board effective November 16, 2021.

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

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

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

Director	Audit and Risk	Corporate Governance	ESG	Executive	Finance	Human Resources	Nominating	Pension
Jack L. Cockwell, C.M.	○	○				○		
Michael J. Cooper								
Ivan Fecan	○					●		
Robert J. Gemmell	●	●		○	○		○	
Alan D. Horn				○	○			●
Jan L. Innes			○			○	○	○
John C. Kerr, C.M., O.B.C.		○						
Philip B. Lind, C.M.			○					
Edward S. Rogers				●	●		●	
Loretta A. Rogers								
Martha L. Rogers			●					
Melinda M. Rogers-Hixon					○		○	○
Tony Staffieri								

● Chair
○ Member

BOARD SKILLS MATRIX

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

	PRIMARY INDUSTRY BACKGROUND						FUNCTIONAL EXPERIENCE					
Director	Financial Services[1]	Technology/IT[2]	Public Sector[3]	Professional Services[4]	Retail[5]	Telecommunications/ Media[6]	Outside Boards[7]	CEO/Senior Management[8]	Finance/M&A/Strategy[9]	Government/Regulatory Affairs[10]	Human Resources[11]	Corporate Social Responsibility[12]
Jack L. Cockwell, C.M.	✓		✓	✓			✓	✓	✓	✓	✓	✓
Michael J. Cooper	✓						✓	✓	✓			✓
Ivan Fecan			✓			✓	✓	✓	✓	✓	✓	
Robert J. Gemmell	✓			✓			✓	✓	✓		✓	
Alan D. Horn	✓					✓	✓	✓	✓			
Jan L. Innes			✓			✓	✓	✓		✓		✓
John C. Kerr, C.M., O.B.C.			✓				✓	✓	✓	✓	✓	
Philip B. Lind, C.M.			✓			✓	✓	✓		✓		✓
Edward S. Rogers		✓				✓	✓	✓	✓		✓	
Loretta A. Rogers						✓	✓					✓
Martha L. Rogers						✓	✓					✓
Melinda M. Rogers-Hixon		✓				✓	✓	✓	✓			✓
Tony Staffieri	✓	✓		✓	✓	✓	✓	✓	✓			

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

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

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

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

5 Experience with, or understanding of, major retail channels.

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

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

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

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

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

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

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

BOARD MANDATE AND RESPONSIBILITIES

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

During 2021, the independent directors met at in camera sessions during every regularly scheduled Board meeting without management or non-independent directors. In camera sessions for the independent directors are included as part of the agenda for director meetings in 2022.

The following table shows the number of meetings of the Board and its standing committees and the attendance rate of each director in 2021 for the period of time that each such director was on the Board or applicable committee.

Director	Board	Audit and Risk	Corporate Governance	ESG	Executive	Finance	Human Resources	Nominating	Pension	Total Attendance
Bonnie R. Brooks, C.M.[1]	9/9		2/2	2/2			3/3		2/2	100%
John H. Clappison[2]	2/2	1/1	1/1							100%
Jack L. Cockwell, C.M.[3]	3/3						2/2			100%
Michael J. Cooper[3]	3/3									100%
Robert Dépatie[4]	8/8		2/2				3/3	3/3		100%
Ivan Fecan[3]	3/3						2/2			100%
Robert J. Gemmell[5]	12/12	5/5			1/1	11/11		2/2	2/2	100%
Alan D. Horn	12/12			2/2	1/1	11/11				100%
Jan L. Innes[3]	3/3						2/2	1/1		100%
Ellis Jacob, C.M., O.Ont.[1]	9/9	5/5								100%
John C. Kerr, C.M., O.B.C.[3]	2/3									67%
Philip B. Lind, C.M.	12/12			2/2						100%
John A. MacDonald[1]	9/9	5/5	2/2				3/3	3/3		100%
Isabelle Marcoux, C.M.[6]	5/5		2/2				2/2	2/2		100%
Joe Natale[7]	6/7									86%
The Hon. David R. Peterson, P.C., Q.C.[1]	9/9		2/2						2/2	100%
Edward S. Rogers	12/12				1/1	11/11		4/4		100%
Loretta A. Rogers	11/12									92%
Martha L. Rogers	11/12			2/2						93%
Melinda M. Rogers-Hixon	11/12					10/11		4/4	2/2	93%

1 Ms. Brooks, Mr. Jacob, Mr. MacDonald and Mr. Peterson were removed from the Board effective October 22, 2021.
2 Mr. Clappison was re-appointed to the Board on September 29, 2021 and removed from the Board effective October 22, 2021.
3 Mr. Cockwell, Mr. Cooper, Mr. Fecan, Ms. Innes, and Mr. Kerr were appointed to the Board effective October 22, 2021.

4 Mr. Dépatie resigned from the Board effective November 29, 2021. Three Board meetings held in September 2021 not attended by Mr. Dépatie as a result of a conflict of interest have been excluded from his attendance record.

5 Mr. Gemmell was appointed to the Nominating Committee on April 21, 2021, and Chair of the Corporate Governance Committee on November 16, 2021. Mr. Gemmell was on the Pension Committee until November 16, 2021.

6 Ms. Marcoux resigned from the Board effective June 4, 2021.

7 Mr. Natale resigned from the Board effective November 16, 2021. Three Board meetings held in September 2021 not attended by Mr. Natale as a result of a conflict of interest have been excluded from his attendance record.

CODE OF CONDUCT AND ETHICS AND BUSINESS CONDUCT POLICY

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

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

Issues arising in connection with the Codes, including conflicts of interest, are reported to the Audit and Risk Committee (in the case of the Business Conduct Policy) or to the Corporate Governance Committee (in the case of the Directors Code of Conduct and Ethics), each of which are responsible for monitoring compliance with the applicable Code and applying and interpreting the applicable Code in particular situations. The Committees must inform the Board of Code violations.

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

DIRECTOR ORIENTATION AND CONTINUING EDUCATION

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

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

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

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

The following table sets out certain educational activities organized in 2021:

Topic	Invited Participants	Timing
Update on Accounting Policies, Estimates, and New Accounting Pronouncements Supply Chain Tax Update	Audit and Risk Committee	January
Risk Management in Compensation Programs	Human Resources Committee	February
Market trends in benefits plan design	Human Resources Committee	April
Information and Cyber Security Enterprise and Business Unit Risk Management Update Investor Relations Update	Audit and Risk Committee	Quarterly
Enterprise Risk Management, Business Continuity, and Disaster Recovery	Audit and Risk Committee	October
Director Orientation and Business Unit Update	Board of Directors	November

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

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

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

The Company has a strong commitment to diversity. A strong female participation rate is important at all levels of the organization, including the executive officer level and the Board level. The Board has adopted a formal gender diversity policy to re-affirm its commitment to diversity and to ensure that the Board is meeting one of its objectives for strong female representation on the Board. The key provision of this policy is to ensure that the Nominating Committee reviews overall composition of the Board and potential nominees with gender diversity as an important consideration. The Nominating Committee monitors and annually presents to the Board the gender diversity statistics of the Board. The Board does not have a target for representation of women on the Board but the Board believes that the gender diversity policy will ensure that gender diversity is an important consideration in the candidate evaluation and selection process. The Board currently has four female directors and, if all of the proposed nominees for this year are elected, women will represent 27% of the Board. The Nominating Committee also takes other aspects of diversity into account in evaluating potential candidates.

The Company does not impose term limits on its directors as it takes the view that term limits are an arbitrary mechanism for removing directors, which can result in valuable, experienced directors being forced to leave the Board solely because of length of service. The Nominating

Committee annually assesses the strengths and weaknesses of the Board. In these reviews, consideration is given to each director's ability to continue to make a meaningful contribution to the Board. This flexible approach allows the Company to consider each director individually, and the Board composition generally, to determine if the appropriate balance is being achieved.

The Corporate Governance Committee uses discussions between the Chair of the Committee and Board members and annual written evaluations to solicit comment and evaluation from individual directors on the performance and effectiveness of the Board and its committees and recommendations for improvements. The Chair of the Committee discusses with the individual directors the effectiveness and performance of the Board and individual directors' areas of interest and participation. The Chair of the Committee reviews the recommendations and comments of the directors with the Corporate Governance Committee. Due to the recent Board reconstitution, written evaluations were not conducted for 2021.

GENDER DIVERSITY IN EXECUTIVE OFFICER POSITIONS

Rogers recognizes the benefits of having a leadership team that is representative of a broad range of perspectives and experiences. In November 2020, the Company rolled out a new five-year Inclusion and Diversity Plan (I&D Plan) that includes a focus on the progress made in supporting the career growth, development, and engagement of Women, People of Colour, Indigenous Peoples, Persons with Disabilities, and members of the LGBTQ2S+ community. Gender diversity is one of the considerations of potential candidates for senior executive officer positions. While management has not set targets specifically for ensuring women are represented at the senior executive officer level, the I&D Plan does include targets for ensuring the representation of Women and People of Colour, including specific goals for Black team members at the senior level (VP+). The plan also sets out representation goals in the aggregate and by lines of business for Rogers five designated groups – Indigenous Peoples, LGBTQ2S+, People of Colour, Persons with Disabilities, and Women. As at December 31, 2021, four of the thirteen senior executive officers were women, representing 31% of the senior executive officer positions. Excluding senior executive officers, as at December 31, 2021, 31% of positions at the Vice President and above level (44 of 143) and 40% of positions from Manager to Senior Director levels (1,708 of 4,254) were held by women.

The I&D Plan is a critical part of our People & Culture Plan. It is used to determine the annual activities that drive the Company towards the achievement of our 2025 goals and monitor progress on the representation goals. Rogers' commitment to gender equality and creating an inclusive workplace where all employees can reach their full potential is being recognized by Bloomberg's 2022 Gender-Equality Index, as well as once again being named as one of Canada's Best Diversity Employers in March 2022.

RISK MANAGEMENT OVERSIGHT

For a description of risk management oversight, please see "Risk Management" on page 60 of our 2021 MD&A.

AUDIT AND RISK COMMITTEE

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

For further information regarding the Audit and Risk Committee, in compliance with the disclosure requirement of National Instrument 52-110–"Audit Committees", refer to the section entitled "Audit and Risk Committee" in the Company's Annual Information Form dated March 3, 2022, which is available on SEDAR at sedar.com or on EDGAR at sec.gov.

OTHER GOOD GOVERNANCE PRACTICES

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

INTERACTION WITH SHAREHOLDERS

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

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

Submitted on behalf of the Corporate Governance Committee.

Robert J. Gemmell
Chair, Corporate Governance Committee

Report of the Audit and Risk Committee

We are pleased to provide this overview of the work of the Audit and Risk Committee during 2021.

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

A work plan was used to ensure that the Audit and Risk Committee received adequate reports and information at each of its meetings to fulfill its responsibilities. There were also educational presentations to keep the members up to date with current developments, such as upcoming accounting and tax legislative changes, and other matters relevant to the Company.

2021 HIGHLIGHTS

In fulfilling each of its responsibilities as outlined in the Audit and Risk Committee Mandate, the Audit and Risk Committee accomplished the following during 2021:

Financial Reporting

- obtained regular updates regarding accounting and reporting matters requiring judgement and estimation; and received regular quarterly updates from investor relations to understand the capital markets, investor profiles and performance of Rogers' stock.

Enterprise Risk Management

- reviewed the Company's Annual Enterprise Risk Management Assessment;
- reviewed the Business Continuity and Disaster and Recovery Plans;
- monitored risk management activities including mitigations and risk trending on a quarterly basis;
- monitored the Company's information and cyber security program, including obtaining regular updates on the evolving threat landscape and cyber security risks and trends, application security and resilience, and enhancements to controls and global incident response;
- reviewed the corporate insurance program.

Audit Functions

- led a formal review of the qualifications, expertise, resources, and the overall performance of the external auditors by: (1) conducting a survey with the Committee, (2) evaluating against pre-established Audit Quality Indicators (AQIs), and (3) assessing the independence of the external auditors;
- reviewed and approved the internal audit charter and the internal audit plan for 2021;
- received regular internal audit and corporate security services reports and met with management to review its action plans to address recommendations and the timing of remediation.

Committee Governance

- reviewed the performance of key finance management with the CFO;

- received various educational presentations to continue learning about the business and monitor financial risks including the annual tax update, the review of accounting policies, accounting estimates and new accounting pronouncements, and supply chain updates;
- reviewed the adequacy of its Mandate and confirmed no significant changes were needed. For more information on the Audit and Risk Committee Mandate, refer to Appendix C to this circular or visit the Corporate Governance section of our website at **investors.rogers.com/corporate-governance**.

Other

- monitored the risk management, investor relations and financial reporting implications surrounding the COVID-19 pandemic and management's business continuity plans and responses that have been implemented;
- received updates on the financial integration planning activities and overall risks associated with the acquisition of Shaw Communications Inc.

APPOINTMENT OF AUDITORS

KPMG LLP was re-appointed at our Annual General Meeting of Shareholders of the Company on April 21, 2021.

At the 2022 Annual General Meeting of Shareholders, the shareholders are being asked to re-appoint KPMG LLP as the Company's independent registered public accounting firm for 2022. The Audit and Risk Committee has recommended to the Board that KPMG LLP be re-appointed. Representatives of KPMG LLP are expected to attend the meeting virtually, will have an opportunity to make a statement if they desire to do so, and will be available to respond to questions.

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

For the total fees paid to the auditors, refer to "Appointment of Auditors" on page 23 of this circular.

Submitted on behalf of the Audit and Risk Committee.

Robert J. Gemmell
Chair, Audit and Risk Committee

Other Information

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

We are not aware that any shareholder holding more than 10% of the voting rights attached to the Class A Shares, any proposed nominee for election as director, any director or officer of us or any of our subsidiaries, or any associate or affiliate of those persons has any material interest in any transaction that has materially affected or would materially affect us or any of our subsidiaries since January 1, 2021.

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

None of our directors or senior executive officers, nor any person who has had such a position since January 1, 2021, nor any proposed nominee for election as our director, nor any of their respective associates or affiliates, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the meeting, other than the election of directors or the appointment of the auditors.

MANAGEMENT CONTRACTS

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

ADDITIONAL INFORMATION

Please see our full-year 2021 audited financial statements and 2021 MD&A for financial and other information about Rogers. Additional information is available on SEDAR at **sedar.com**, on EDGAR at **sec.gov**, or at **investors.rogers.com**. You can obtain a copy of our most recent financial statements, Management's Discussion and Analysis, and Annual Information Form without charge, upon request from the Investor Relations department, which can be contacted as follows:

Vice President, Investor Relations
Rogers Communications Inc.
333 Bloor Street East, 10th Floor
Toronto, Ontario, M4W 1G9, Canada
647.435.6470
investor.relations@rci.rogers.com

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

Marisa Wyse
Corporate Secretary

March 3, 2022
Toronto, Ontario, Canada

Appendix A

NATIONAL INSTRUMENT REQUIREMENTS

Instrument Requirements	Comments
Board of Directors	
Disclose the identity of directors who are independent.	Based on the information provided by each existing and proposed director, and the recommendations of the Corporate Governance Committee, the Board has determined that the following nominees are independent in accordance with the requirements of NI 58-101. In making this determination, the Board considered all of the relationships that each nominee has with the Company (taking the discretionary standards referred to above and other factors the Board considered relevant into account) and concluded that none of the relationships considered would likely impair the existing or proposed director's independent judgment. Jack L. Cockwell, C.M. Michael J. Cooper Ivan Fecan Robert J. Gemmell Jan L. Innes John C. Kerr, C.M., O.B.C. Dr. Mohamed Lachemi
Disclose the identity of directors who are not independent, and describe the basis for that determination.	Please refer to the table in "Board Composition" under "Statement of Corporate Governance Practices".
Disclose whether or not a majority of directors are independent. If a majority of directors are not independent, describe what the Board does to facilitate its exercise of independent judgment in carrying out its responsibilities.	Currently, six out of thirteen of our directors are independent. If all of the proposed nominees are elected to the Board, the Board will have fifteen members following the meeting, with seven being independent. The Lead Director facilitates the functioning of the Board independently of management of the Company and provides independent leadership to the Board. For further information regarding the role and responsibilities of the Lead Director, see "Role and Responsibilities of the Chair" in the Board Mandate (attached to this circular as Appendix B).

Instrument Requirements	Comments
	Please also refer to "Procedures to Ensure Effective and Independent Operation" in the Board Mandate (attached to this circular as Appendix B).
If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a Canadian jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.	Please refer to the tables in "The Proposed Nominees" under "Election of Directors".
Disclose whether or not the independent directors hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. If the independent directors hold such meetings, disclose the number of meetings held since the beginning of the issuer's most recently completed financial year.	During 2021, the independent directors met at in camera sessions without management or non-independent directors at the six regularly scheduled Board meetings. Please also refer to "Board Mandate and Responsibilities" under "Statement of Corporate Governance Practices" and the table in that section.
Disclose whether or not the chair of the Board is an independent director. If the Board has a chair or lead director who is an independent director, disclose the identity of the independent chair or lead director, and describe his or her role and responsibilities. If the Board has neither a chair that is independent nor a lead director that is independent, describe what the Board does to provide leadership for its independent directors.	Please refer to "Board Composition" under "Statement of Corporate Governance Practices". Please refer to the "Role and Responsibilities of the Lead Director" in the Board Mandate (attached to this circular as Appendix B).
Disclose the attendance record of each director for all board meetings held since the beginning of the issuer's most recently completed financial year.	Please refer to the tables under "Election of Directors" and the table in the "Board Mandate and Responsibilities" under "Statement of Corporate Governance Practices".
Board Mandate	
Disclose the text of the Board's written mandate.	The Board has adopted a Board of Directors Mandate (Board Mandate) as its written mandate of directors' duties and responsibilities. Please refer to the Board Mandate (attached to this circular as Appendix B).
Position Descriptions	
Disclose whether or not the Board has developed written position descriptions for the chair and the chair of each board committee.	Please refer to the "Role and Responsibilities of the Chair" in the Board Mandate (attached to this circular as Appendix B). The chairs of each Board committee are responsible to organize the affairs of such

Instrument Requirements	Comments
	committee, chair its meetings, provide guidance to the members of such committee, retain outside experts as may be required, and report to the Board on the work of such committee. The mandate of the committee may also assign specific additional responsibilities to the chair of the committee.
Disclose whether or not the Board and Chief Executive Officer (CEO) have developed a written position description for the CEO.	The Board has approved a detailed written position description for the CEO. The Human Resources Committee reviews and approves the CEO's written objectives for each year.
Orientation and Continuing Education	
Briefly describe what measures the Board takes to orient new directors regarding (i) the role of the Board, its committees and its directors, and (ii) the nature and operation of the issuer's business.	Please refer to "Director Orientation and Continuing Education" under "Statement of Corporate Governance Practices". Also refer to Appendix C for the full mandate of the Corporate Governance Committee.
Briefly describe what measures, if any, the Board takes to provide continuing education for its directors.	Please refer to "Director Orientation and Continuing Education" under "Statement of Corporate Governance Practices".
Ethical Business Conduct	
Disclose whether or not the Board has adopted a written code of business conduct and ethics for the directors, officers and employees. If the Board has adopted a written code: (i) disclose how a person or company may obtain a copy of the code; (ii) describe how the Board monitors compliance with its code, or if the Board does not monitor compliance, explain whether and how the Board satisfies itself regarding compliance with its code; and	The Board has adopted both a "Directors Code of Conduct and Ethics" and the "Rogers Business Conduct Policy" for directors, officers, and employees (the **Codes**). (i) We have publicly filed the Codes on SEDAR and they may also be obtained from our website where they have been posted under "Articles & Corporate Governance Documents" in the "Corporate Governance" section at **investors.rogers.com/corporate-governance**. (ii) Issues arising in connection with the Codes, including conflicts of interest, are reported to the Audit and Risk Committee in the case of the Rogers Business Conduct Policy and to the Corporate Governance Committee in the case of the Directors Code of Conduct and Ethics, which are responsible for monitoring compliance with the applicable Code and applying and interpreting the applicable Code in particular situations. The Committees must inform the Board of Code violations.

Instrument Requirements	Comments
(iii) provide a cross-reference to any material change report filed since the beginning of the issuer's most recently completed financial year that pertains to any conduct of a director or executive officer that constitutes a departure from the code.	(iii) Not applicable.
Describe any steps the Board takes to ensure directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.	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.
Describe any other steps the Board takes to encourage and promote a culture of ethical business conduct.	The Board and the CEO have reviewed and approved the Codes. It is management's responsibility to distribute and implement the Rogers Business Conduct Policy to the Company's employees. Under the Rogers Business Conduct Policy, the Company expects any employee who has reason to suspect any violation of applicable law or regulations, or has concerns about potential business/ethical misconduct, financial misconduct with regard to the Company's accounting practices, financial controls, or the safeguarding of its assets, to speak to his/her manager/supervisor, or to report such suspicions or concerns to the STAR Hotline, the corporate whistleblower hotline, which allows anonymous reporting, if desired. In addition, each year we provide a refresher on our business conduct and ethical standards through mandatory Company-wide training on the Rogers Business Conduct Policy. The training course provides an overview of key topics and tests an employee's understanding of how to deal with the practical real-life issues and challenging choices that may arise in their day-to-day work.
Nomination of Directors	
Describe the process by which the board identifies new candidates for board nomination.	Please refer to "Director Nomination and Board Assessment, Gender Diversity, and Term Limits" under "Statement of Corporate Governance Practices".

Instrument Requirements	Comments
Disclose whether or not the Board has a nominating committee composed entirely of independent directors. If the Board does not have a nominating committee composed entirely of independent directors, describe what steps the Board takes to encourage an objective nomination process.	The Nominating Committee has four members, half of whom are independent. The Control Trust Chair of the Rogers Control Trust (see "Outstanding Shares and Main Shareholders" under "Voting Information") is obligated to use reasonable efforts to procure the appointment of the Control Trust Chair and the Control Trust Vice-Chair to the Nominating Committee. The Nominating Committee, which is responsible for, among other things, the identification of new candidates for the Board, is not composed entirely of independent directors as two members, Edward S. Rogers and Melinda M. Rogers-Hixon, are not independent. Because of the alignment of interests between our controlling shareholder and our minority shareholders, namely the creation of value and long-term growth, the Board has determined it is appropriate for Edward S. Rogers and Melinda M. Rogers-Hixon to be members of the Nominating Committee, with the remainder of the members of the Nominating Committee being independent directors. The Board believes that the presence of independent directors on the Nominating Committee and the alignment of interests described above ensure an objective nomination process that is in the interests of all shareholders.
If the Board has a nominating committee, describe the responsibilities, powers and operation of the nominating committee.	Please refer to "Director Nomination and Board Assessment, Gender Diversity and Term Limits" under "Statement of Corporate Governance Practices". Also refer to Appendix C for the full mandate of the Nominating Committee.
Compensation	
Describe the process by which the Board determines the compensation for the issuer's directors and officers.	Please refer to "Director Compensation" and "Compensation Discussion & Analysis" under "Executive Compensation".
Disclose whether or not the Board has a compensation committee composed entirely of independent directors.	All members of the Human Resources Committee are independent. For additional information, please see "Human Resources Committee" under "Compensation Discussion & Analysis" under "Executive Compensation".

Instrument Requirements	Comments
If the Board has a compensation committee, describe the responsibilities, powers and operation of the compensation committee.	Please refer to Appendix C for the full mandate of the Human Resources Committee.
Other Board Committees	
If the Board has standing committees other than the audit, compensation, and nominating committees, identify the committees and describe their function.	Please refer to "Board Composition" under "Statement of Corporate Governance Practices" for identification of the eight standing committees of the Board. Also refer to Appendix C for the full mandates of all eight standing committees.
Assessments	
Disclose whether or not the Board, its committees and individual directors are regularly assessed with respect to their effectiveness and contribution. If assessments are regularly conducted, describe the process used for the assessments.	Please refer to "Director Nomination and Board Assessment, Gender Diversity, and Term Limits" under "Statement of Corporate Governance Practices". Also refer to Appendix C for the full mandate of the Corporate Governance Committee.
Director Term Limits and Other Mechanisms of Board Renewal	
Disclose whether or not the issuer has adopted term limits for the directors on its board or other mechanisms of board renewal and, if so, include a description of those director term limits or other mechanisms of board renewal. If the issuer has not adopted term limits or other mechanisms of board renewal, disclose why it has not done so.	Please refer to "Director Nomination and Board Assessment, Gender Diversity, and Term Limits" under "Statement of Corporate Governance Practices".
Policies Regarding the Representation of Women on the Board	
Disclose whether the issuer has adopted a written policy relating to the identification and nomination of women directors. If the issuer has not adopted such a policy, disclose why it has not done so.	Please refer to "Director Nomination and Board Assessment, Gender Diversity, and Term Limits" under "Statement of Corporate Governance Practices".
If an issuer has adopted a policy referred to above, disclose the following in respect of the policy: (i) a short summary of its objectives and key provisions, (ii) the measures taken to ensure that the policy has been effectively implemented, (iii) annual and cumulative progress by the issuer on achieving the objectives of the policy, and	Please refer to "Director Nomination and Board Assessment, Gender Diversity, and Term Limits" under "Statement of Corporate Governance Practices".

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

Instrument Requirements	Comments
Number of Women on the Board and in Executive Officer Positions	
Disclose the number and proportion (in percentage terms) of directors on the issuer's board who are women.	Please refer to "Director Nomination and Board Assessment, Gender Diversity, and Term Limits" under "Statement of Corporate Governance Practices".
Disclose the number and proportion (in percentage terms) of executive officers of the issuer, including all subsidiary entities of the issuer, who are women.	Please refer to "Gender Diversity in Executive Officer Positions" under "Statement of Corporate Governance Practices".

Appendix B

BOARD OF DIRECTORS MANDATE

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

PURPOSE OF THE BOARD

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

MEMBERSHIP

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

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

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

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

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

ETHICS

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

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

MEETINGS

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

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

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

ROLE AND RESPONSIBILITIES OF THE BOARD

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

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

- review and approve management's strategic plans;

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

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

ROLE AND RESPONSIBILITIES OF THE CHAIR

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

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

- establish Board goals and objectives working in collaboration with the Board members;

- participate in monthly meetings with the Deputy Chair and the CEO;
- provide advice to the CEO on behalf of the Board on strategy and strategic issues, maintain accountability to shareholders and other stakeholders and build relationships;
- chair annual and special meetings of shareholders;
- chair Board meetings, including requiring appropriate briefing materials to be delivered in a timely fashion, stimulating debate, providing adequate time for discussion of issues, facilitating consensus, encouraging full participation by individual directors and ensuring that clarity regarding decisions is reached and duly recorded;
- prepare the agenda for each Board meeting with the participation of management and input of the full board of directors;
- monitor the work of the committees of the Board and in that connection the Chair may attend, as a non-voting participant (other than those on which he or she otherwise sits), all meetings of Board committees; provided that if the Chair is not independent, he or she must be absent for meetings and portions thereof where all Committee members are required to be independent;
- review and approve the travel and entertainment expenses of the Board members other than the Deputy Chair;
- meet individually with each director during the year;
- ensure that the Board and its committees have the necessary resources to support their work, in particular, accurate, timely and relevant information;
- assist in the Board's evaluation and self-assessment of its effectiveness and implementation of improvements;
- provide appropriate guidance to individual Board members in discharging their duties;
- ensure through the Nominating Committee newly appointed directors receive an appropriate orientation and education program;
- promote constructive and effective relations between the Board and the CEO, and with the Rogers Control Trust;
- promote best practices and high standards of corporate governance;
- provide arrangements for members of the Board to communicate with the Chair formally and informally concerning matters of interest to Board members;
- provide leadership to ensure that the Board works as a cohesive team; and
- ensure that appropriate processes are in place for evaluation by the board of the Chief Executive Officer.

ROLE AND RESPONSIBILITIES OF THE LEAD DIRECTOR

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

- provide overall leadership to ensure that the Board functions independently of management of the Company;
- ensure directors clearly understand and respect the boundaries between the Board and management responsibilities;

- provide the perspective of the independent directors to all relevant persons and groups, including the Board Chair, Chief Executive Officer and Chairs of the Committees;
- if the Chair is not independent, to chair separate executive sessions of the independent members of the Board;
- review with the Chair and Chief Executive Officer of the Company items of importance for consideration by the Board;
- consult and meet with any or all of the directors, at the discretion of either party;
- meet individually with each director during the year;
- recommend, where necessary, the holding of special meetings of the Board;
- promote best practices and high standards of corporate governance;
- participate in the selection of new directors and interview all shortlisted director candidates;
- review and approve the travel and entertainment expenses of the Chair and Deputy Chair;
- assist the Chair in planning and organizing the activities of the Board, including providing input on meeting dates and Board agendas; and
- perform such other duties and responsibilities as may be determined by the Board from time to time.

PROCEDURES TO ENSURE EFFECTIVE AND INDEPENDENT OPERATION

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

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

BOARD COMMITTEES

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

The Board has established the following standing committees: (1) Audit and Risk Committee; (2) Corporate Governance Committee; (3) ESG Committee; (4) Pension Committee; (5) Executive Committee; (6) Finance Committee; (7) Nominating Committee; and (8) Human Resources Committee. The respective responsibilities of each of the foregoing committees is set forth in the applicable committee mandate.

Appendix C

STANDING COMMITTEE MANDATES

AUDIT AND RISK COMMITTEE

Current Members:

Name	Independent
Robert J. Gemmell (Chair)	Yes
Jack L. Cockwell, C.M.	Yes
Ivan Fecan	Yes

Our Main Responsibilities:

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

Purpose of the Audit and Risk Committee

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

(i) financial reporting processes and the integrity of financial statements provided by the Company to the public;

(ii) recommend to the Board the appointment of the external auditor, based on an evaluation of the qualifications, independence and oversight of the auditor's work;

(iii) the qualifications and performance of internal auditors;

(iv) the Company's accounting systems, financial controls and disclosure controls;

(v) compliance with applicable legal and regulatory requirements; and

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

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

Independence

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

The members meet regularly without management present.

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

Membership

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

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

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

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

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

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

Chair and Secretary

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

Meetings

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

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

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

Remuneration

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

Resources and Authority

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

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

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

Responsibilities

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

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

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

1. Financial Reporting Process and Financial Statements

(a) in consultation with the external auditors and the internal auditors, review the integrity of the Company's financial reporting process, both internal and external, and any material issues as to the adequacy of the internal controls and any special audit steps adopted in light of material control deficiencies identified to it by the external or internal auditors or of which the Committee otherwise becomes aware;

(b) review all material transactions and material contracts entered into by the Company and its subsidiaries with any insider or related party of the Company, other than officer or employee compensation arrangements approved or recommended by the Human Resources Committee or director remuneration approved or recommended by the Corporate Governance Committee;

(c) review and discuss with management and the external auditors the Company's annual audited consolidated financial statements and its interim unaudited consolidated financial statements, and discuss with the external auditors the matters required to be discussed by generally accepted auditing standards in Canada and/or the United States, as applicable, as may be modified or supplemented, and for such purpose, receive and review the year-end report by the external auditors describing: (i) all critical accounting policies and practices used by the Company, (ii) all material alternative accounting treatments of financial information within International Financial Reporting Standards (IFRS) and/or non GAAP measures that have been discussed with management, including the ramifications of the use of such alternative treatments and disclosures and the treatment preferred by the external auditors, and (iii) other material written communications between the external auditors and management, and discuss such annual report with the external auditors;

(d) following completion of the annual audit, review with each of management, the external auditors and the internal auditors any significant issues, concerns or difficulties encountered during the course of the audit;

(e) resolve disagreements between management and the external auditors regarding financial reporting;

(f) review the interim quarterly and annual financial statements and press releases prior to the release of earnings information;

(g) review emerging accounting issues and their potential impact on the Company's financial reporting;

(h) review and be satisfied that adequate procedures are in place for the review and timely disclosure of any public disclosure of financial information by the Company extracted or derived from the Company's financial statements, other than the disclosure referred to in (f), and periodically assess the adequacy of those procedures;

(i) meet separately, periodically, with management, with the internal auditors and with the external auditors; and

(j) the interim consolidated financial statements, the Company's disclosure under "Management's Discussion and Analysis" for interim periods and interim earnings press releases may be approved by the Committee on behalf of the Board, provided that such approval is subsequently reported to the Board at its next meeting.

2. External Auditors

(a) require the external auditors to report directly to the Committee;

(b) be directly responsible for the selection, nomination, retention, termination and oversight of the work of the Company's external auditors engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attestation services for the Company, and in such regard recommend to the Board the external auditors to be nominated for approval by the shareholders. A formal review of the qualifications, expertise, resources and the overall performance of the external auditors is conducted annually. A comprehensive review of the external auditors is conducted at least every five years and findings are presented to the Board;

(c) recommend to the Board the compensation of the external auditors;

(d) pre-approve all audit engagements and the provision by the external auditors of all non-audit services, including fees and terms for all audit engagements and non-audit engagements, and in such regard the Committee may establish the types of non-audit services the external auditors shall be prohibited from providing and shall establish the types of audit, audit-related and non-audit services for which the Committee will retain the external auditors. The Committee may delegate to one or more of its members the authority to pre-approve non-audit services, provided that any such delegated pre-approval shall be exercised in accordance with the types of particular non-audit services authorized by the Committee to be provided by the external auditor and the exercise of such delegated pre-approvals shall be presented to the full Committee at its next scheduled meeting following such pre-approval;

(e) review and approve the Company's policies for the hiring of partners and employees and former partners and employees of the external auditors;

(f) review the annual audit plan with the external auditors;

(g) consider, assess and report to the Board with regard to the independence, objectivity, professional skepticism, and performance of the external auditors, at least annually, including an evaluation of the lead partner and consideration of rotation of such lead partner and the audit firm itself; and

(h) request and review a report by the external auditors, to be submitted at least annually, regarding the auditing firm's relationships with the Company, internal quality control procedures, any material issues raised by the most recent internal quality control review, or peer review, of the auditing firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the external auditors, and any steps taken to deal with any such issues.

3. Internal Auditors

(a) review and approve the internal audit charter annually;

(b) approve the annual internal audit plan and discuss internal audit's mandate with the Chief Audit Executive, including the staffing, responsibilities and budgets;

(c) obtain periodic reports from the Chief Audit Executive regarding internal audit findings and the Company's progress in remedying any significant audit findings;

(d) review the scope, responsibilities and effectiveness of the internal audit team, including its independence from management, credentials, resources and working relationship with the external auditors; and

(e) review and recommend for approval the appointment and dismissal of the Chief Audit Executive.

4. Accounting Systems, Internal Controls and Disclosure Controls

(a) oversee management's design and implementation of and reporting on internal controls; receive and review reports from management, the internal auditors and the external auditors with regard to the reliability and effective operation of the Company's accounting system and internal controls;

(b) review with senior management the controls and procedures adopted by the Company to confirm that material information about the Company and its subsidiaries that is required to be disclosed under applicable law or stock exchange rules is disclosed within the required time periods;

(c) review and discuss with management, the external auditors and internal audit compliance with the Company's Disclosure Policy by Directors, Officers and other management personnel;

(d) review with senior management and the Chief Audit Executive the adequacy of the internal controls adopted by the Company to safeguard assets from loss and unauthorized use, to prevent, deter and detect fraud, and to verify the accuracy of the financial records and review any special audit steps adopted in light of material weaknesses or significant deficiencies; and

(e) review disclosures made to the Committee by the Chief Executive Officer and Chief Financial Officer during their certification process for applicable securities law filings about any significant deficiencies and material weaknesses in the design or operation of the Company's internal control over financial reporting that are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information required to be disclosed by the Company in the reports that it files or submits under U.S. federal securities law or applicable Canadian federal and provincial legislation and regulations within the required time periods, and any fraud, whether or not material, involving management or other employees who have a significant role in the Company's internal control over financial reporting.

5. Legal and Regulatory Requirements

(a) receive and review timely analysis by management of significant issues relating to public disclosure and reporting;

(b) review, prior to finalization, periodic public disclosure documents containing financial information, including Management's Discussion and Analysis and the Annual Information Form;

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

(d) review with the Company's Chief Legal and Regulatory Officer legal compliance matters, significant litigation and other legal matters that could have a significant impact on the Company's financial statements; and

(e) assist the Board in the oversight of compliance with legal and regulatory requirements.

6. Risk Management

The Committee will review the Company's:

(a) annual strategic risk assessment identifying principal risks and their potential impact on the Company's ability to achieve its business objectives;

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

(c) major risk exposures and trends from all areas (e.g. information and cyber security, financial, data, privacy, physical security, environmental impact, new business initiatives) and management's implementation of risk policies and procedures to monitor and control such exposures;

(d) business continuity plans and disaster recovery plans;

(e) insurance coverage maintained by the Company at least annually; and

(f) other risk management matters from time to time as the Committee may consider appropriate or as the Board may specifically direct.

7. Additional Responsibilities

(a) establish procedures and policies for:

(i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and

(ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;

(b) prepare and review with the Board an annual performance evaluation of the Committee;

(c) review the adequacy of staffing of key financial functions and management's plans for improvements;

(d) review earnings guidance provided to stakeholders, including analysts and rating agencies;

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

(f) report regularly to the Board, including matters such as the quality or integrity of the Company's financial statements, compliance with legal or regulatory requirements, the performance of the internal audit function, the performance of the risk management process and the performance and independence of the external auditors; and

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

CORPORATE GOVERNANCE COMMITTEE

Current Members:

Name	Independent
Robert J. Gemmell (Chair)	Yes
Jack L. Cockwell, C.M.	Yes
John C. Kerr, C.M., O.B.C.	Yes

Our Main Responsibilities:

- review and make recommendations regarding the Board of Directors' (the "Board") approach to director independence
- develop and, where appropriate, recommend to the Board a set of corporate governance principles, including a code of conduct and ethics, aimed at fostering a healthy governance culture at Rogers Communications Inc. (the "Company")
- review and recommend the compensation of the directors of the Company
- satisfy itself that the Company communicates effectively with its shareholders, other interested parties and the public through a responsive communication policy
- facilitate the evaluation of the Board, the committees of the Board and any leadership positions of the Board

Purpose of the Corporate Governance Committee

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

(i) develop a set of corporate governance rules, including a code of conduct and ethics;

(ii) review and approve the director compensation; and

(iii) facilitate the evaluation of the Board effectiveness.

Independence

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

The Committee shall meet regularly without management present.

The Committee shall have the authority to engage independent advisors, paid for by the Company, to help make the best possible decisions on director compensation.

Membership

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

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

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

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

Chair and Secretary

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

Meetings

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

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

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

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

Resources and Reliance

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

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

Remuneration

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

Responsibilities

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

(a) develop and recommend to the Board and review the Company's corporate governance practices (including Board Charter and Code of Conduct and Ethics);

(b) review and make recommendations regarding the Board's approach to director independence;

(c) recommend to the Board the number and content of meetings, annual work plan and schedules of issues;

(d) review size of the Board, the committees of the Board and the boards and committees of the Company's affiliates;

(e) review the mandates of each of the committees of the Board;

(f) satisfy itself that the Company communicates effectively with its shareholders, other interested parties and the public through a responsive communication policy with defined objectives;

(g) monitor policies for Board members and senior officers accepting outside directorships, minimum share ownership for non-management directors and confidential material information (disclosure, restricted use and insider trading);

(h) assess the effectiveness of the Board as a whole, the committees of the Board; and any leadership positions of the Board; and

(i) review and recommend to the Board the level and form of compensation of the Board and of committees of the Board.

ESG COMMITTEE

Current Members:

Name	Independent
Martha Rogers (Chair)	No
Jan L. Innes	Yes
Philip Lind, C.M.	No

Our Main Responsibilities:

Review, report and provide guidance to the Board of Directors (the "Board") or committees of the Board on certain matters, including:

- Rogers Communications Inc.'s (the "Company") environmental sustainability and social responsibility policies, strategies and programs, and governance thereof ("ESG") including, without limitation, the Company's community giving and philanthropic programs
- management's overview of social and environmental trends and emerging issues in the ESG field, risks and opportunities that may affect the Company's business strategy and performance
- actions the Company can take to be a responsible corporate citizen and the communication of the Company's culture and values
- the Company's relationships with its customers, employees, investors and communities it serves regarding significant ESG matters and on strategies that affect and enhance the Company's reputation
- the Company's ESG performance to assess the effectiveness of the ESG policies, strategies and programs including, without limitation, the Company's community giving and philanthropic programs

- review and approval of the Company's periodic ESG report ("ESG Report") and other ESG-related reports as well as the Company's ESG metrics and benchmarks
- the effectiveness of the prior year's ESG initiatives
- the annual budget in connection with the Company's ESG initiatives

Purpose of the ESG Committee

The ESG Committee (the "Committee") shall assist the Board in fulfilling its oversight responsibilities of relevant ESG policies, strategies and programs of the Company and the actions the Company can take to be a responsible corporate citizen. Corporate governance of the Company and related matters shall be the responsibility of the Corporate Governance Committee.

Membership

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

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

Chair and Secretary

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

Meetings

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

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

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

Resources and Reliance

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

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

Remuneration

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

Responsibilities

The responsibilities of the Committee shall include those listed below:

(a) review and provide guidance on the Company's ESG policies, strategies and programs, and governance thereof including, without limitation, the Company's community giving and philanthropic programs;

(b) review and provide guidance on management's overview of social and environmental trends and emerging issues in the ESG field, risks and opportunities that may affect the Company's business strategy and performance;

(c) review and report on actions the Company can take to be a responsible corporate citizen and the communication of the Company's culture and values;

(d) review and report on the Company's relationships with its customers, employees, investors and the communities it serves regarding significant ESG matters and on strategies that affect and enhance the Company's reputation;

(e) review and report on the Company's ESG performance to assess the effectiveness of the ESG policies, strategies and programs including, without limitation, the Company's community giving and philanthropic programs;

(f) review and approve the Company's periodic ESG Report and other ESG-related reports as well as the Company's ESG metrics and benchmarks;

(g) review and assess the effectiveness of the prior year's ESG initiatives;

(h) review and provide guidance on the annual budget in connection with the Company's ESG initiatives; and

(i) conduct an annual review of the Committee's mandate and performance.

Additional Responsibilities

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

PENSION COMMITTEE

Current Members:

Name	Independent
Alan D. Horn (Chair)	No
Jan L. Innes	Yes
Melinda M. Rogers-Hixon	No

Our Main Responsibilities:

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

Purpose of the Pension Committee

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

(i) oversee the funding, administration, communication, and investment management of the Plans;

(ii) select and monitor the performance of all third parties performing duties in respect of the Plans;

(iii) approve amendments to the Plans;

(iv) adopt amendment of any statement of investment policies and procedures (the "SIP&P"); and

(v) review reports prepared in respect of the administration of the Plans and unaudited financial statements for the Plans.

Membership

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

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

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

Chair and Secretary

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

Meetings

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

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

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

Resources and Reliance

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

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

Remuneration

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

Affiliates of RCCI Participating in the Plans

RCCI and certain of its affiliates are the sponsors and administrators of the Plans. RCCI and these affiliates have delegated the authority and responsibility to administer the Plans to the Board and the Committee as described below.

Responsibilities of the Board

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

(a) assesses the governance structure of the Plans;

(b) approve the mandate of the Committee and appointing its members;

(c) approve the adoption of and wind-up of any Plan with active members;

(d) approve all Significant Plan amendments where “Significant” means an amendment that increases total funding liabilities for any single Plan by an actuarially calculated present value of $5,000,000 or that reflect changes in company policy towards retirement benefits;

(e) receive reports prepared by the Committee in respect of the administration of the Plans; and

(f) approve any funding strategy for the Plans which departs from that recommended by the Plans’ actuarial advisors.

Responsibilities of the Committee

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

(a) monitor and oversee the administration of the Plans, including duties and responsibilities assigned to certain employees of RCCI and its affiliates, any third party who holds pension funds on behalf of the Plans such as a custodian or insurance company (each a "funding agent"), investment managers, and other actuarial and financial advisors retained by RCCI, as follows:

 (i) review and approve, where applicable, reports, statements, and valuations required under the Plans pertaining to administration, investment policy and performance, and funded status of the Plans,

 (ii) monitor new developments and applicable law with respect to the Plans and compliance with requirements of applicable federal and provincial legislation, rules, and regulations with respect to reporting, filing, and registration,

 (iii) monitor the appropriateness of the Plans' designs and the provision of relevant information to the members of the Plans,

 (iv) approve the appointment and remuneration and overseeing the performance of the investment manager(s), funding agents, auditors, and other agents and advisors appointed in respect of the Plans,

 (v) ensure that contracts, agreements, and mandates, where appropriate, are signed and in place with the investment managers, funding agents, and other agents and advisors in respect of the administration of the Plans, and

 (vi) oversee the investment philosophy, policies, and strategies of the investment manager(s) of the Plans. This includes reviews with the investment manager(s) of the investment performance of the funds of the Plans with the assistance of such independent investment review services as the Committee deems appropriate;

(b) approve amendments, other than Significant amendments, to the Plans and related funding/trust agreements not within the exclusive authority of the Board set out above, provided that the Committee advises the Board of all such amendments approved by the Committee;

(c) adopt annual or more frequent review and amendment of any SIP&P;

(d) review annual or more frequent reports prepared in respect of the administration of the Plans by officers of RCCI, the auditors of the Plans, and other agents and advisors;

(e) receive, review, and approve audited and unaudited financial statements for the Plans;

(f) report to the Board and to the boards of the affiliates on the above matters and on other matters deemed material by the Committee; and

(g) perform such other duties and responsibilities as are delegated to it by the Board from time to time.

Standard of Care

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

Compliance with Plans and Law

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

EXECUTIVE COMMITTEE

Current Members:

Name	Independent
Edward S. Rogers (Chair)	No
Robert J. Gemmell	Yes
Alan D. Horn	No

Our Main Responsibilities:

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

Purpose of the Executive Committee

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

Membership

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

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

Chair and Secretary

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

Meetings

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

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

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

Resources and Reliance

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

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

Remuneration

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

Responsibilities

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

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

(a) approve the final terms of transactions previously approved by the Board; and

(b) monitor the implementation of policy initiatives adopted by the Board.

FINANCE COMMITTEE

Current Members:

Name	Independent
Edward S. Rogers (Chair)	No
Robert J. Gemmell	Yes
Alan D. Horn	No
Melinda M. Rogers-Hixon	No

Our Main Responsibilities:

Review and report to the Board of Directors (the "Board") or a committee of the Board on certain matters, including:

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

Purpose of the Finance Committee

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

(i) financings (including share issuances);

(ii) unbudgeted transactions, alliance branding, license, partnership, or joint venture arrangements; and

(iii) considering candidates for the appointment of Chief Financial Officer and Chair of the Audit and Risk Committee of the Company and its subsidiaries, as applicable.

Membership

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

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

Chair and Secretary

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

Meetings

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

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

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

Resources and Reliance

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

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

Remuneration

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

Responsibilities

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

(a) financings (including the issuance of securities of the Company or rights to convert or exchange into or acquire securities of the Company, other than employee share options or employee share purchase plans approved by the Board or the Human Resources Committee), credit facilities, the creation, incurrence, or assumption of borrowings from third parties and the granting or assumption of guarantees, commitments, or support agreements, contingent or otherwise (including the refinancing, refunding, extension, amendment, restructuring, novation, or regranting of any of the foregoing, whether currently existing or hereafter incurred), the acceleration or prepayment of debt, and the acquisition, redemption, or repurchase of securities of the Company or any subsidiary;

(b) commitments (actual or contingent) (other than commitments solely between the Company and its wholly owned subsidiaries or between wholly owned subsidiaries of the Company) that are:

   (i) in the ordinary course of business of more than $200 million in the aggregate by one or a series of transactions; or

(ii) outside of the ordinary course of business of more than $50 million in the aggregate by one or a series of transactions, including, without limitation, acquisitions, dispositions, mergers, arrangements and other forms of business combination and investments and loans by the Company or any subsidiary;

(c) the engagement of financial, investment, or similar advisors by the Company or any of its subsidiaries in connection with transactions with a value in excess of $100 million in the aggregate;

(d) alliance, branding, licence, relationship, joint venture, and partnership agreements involving liabilities or commitments, actual or contingent, by the Company or any of its subsidiaries (the "Rogers Companies") in excess of $50 million in the aggregate by one or a series of transactions;

(e) the grant or assumption of rights of first negotiation, first offer, or first refusal, contingent or otherwise, (other than between Rogers Companies) in respect of any property or asset of any Rogers Company that has an estimated fair market value in excess of $50 million;

(f) the grant of rights or assumption of obligations by any Rogers Company of any non-competition covenant or exclusivity undertaking in favour of any person (other than a Rogers Company) which is for a term in excess of two years and is in respect of a line of business that had revenues of at least $50 million in the most recent fiscal year or is in respect of the supply of products or service that involves estimated expenditures of over $50 million in the aggregate by one or a series of transactions; and

(g) candidates for appointment as the Chief Financial Officer and Chair of the Audit and Risk Committee of any Rogers Company.

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

NOMINATING COMMITTEE

Current Members:

Name	Independent
Edward S. Rogers (Chair)	No
Robert J. Gemmell	Yes
Jan L. Innes	Yes
Melinda M. Rogers-Hixon	No

Our Main Responsibilities:

- review, consider and/or initiate proposals for nomination of directors to the Board of Directors (the "Board") and the boards of directors of our wholly owned subsidiaries
- interview all shortlisted candidates
- assess incumbent directors for re-nomination to the Board
- establish criteria for and recommend prospective members for our and our affiliates' boards

Purpose of the Nominating Committee

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

(i) review and consider proposals for nomination of directors to the Board; and

(ii) assess incumbent directors for re-nomination to the Board.

Membership

The Committee shall be comprised of not less than three members of the Board.

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

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

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

Chair and Secretary

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

Meetings

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

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

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

Resources and Reliance

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

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

Remuneration

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

Responsibilities

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

(a) receive and/or initiate proposals for nomination of individuals for election to the Board and to the boards of directors of the wholly-owned subsidiaries of the Company, and to review and consider such proposals;

(b) interview all short listed candidates;

(c) assess incumbent directors for re-nomination to the Board and/or committees of the Board;

(d) establish criteria for prospective members of the Board and/or committees of the Board incorporating the skillsets and other needs of the Company and the boards of directors of the Company's affiliates;

(e) recommend, in a timely fashion, to the Board and to the boards of directors of wholly-owned subsidiaries, the names of individuals to be nominated for election as members of the Board, members of Board committees and members of the boards of directors of wholly-owned subsidiaries, respectively;

(f) where a director makes a change in principal occupation, the Committee shall determine the appropriateness of the director continuing on the Board and report at the next Board meeting;

(g) consider and make recommendations for individuals to be nominated for election as members of the boards of directors of corporations that are not wholly-owned and in which the Company may have a controlling or significant interest;

(h) develop a multi-year succession plan for all Board members and review and update annually as necessary; and

(i) provide education and orientation program for new directors.

HUMAN RESOURCES COMMITTEE

Current Members:

Name	Independent
Ivan Fecan (Chair)	Yes
Jack L. Cockwell, C.M.	Yes
Jan L. Innes	Yes

Our Main Responsibilities:

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

Purpose of the Human Resources Committee

The Human Resources Committee (the "Committee") shall review, approve, and recommend to the Board changes to the Company's executive compensation and severance policies to ensure that such policies are designed to provide the CEO and the employees of the Company and its subsidiaries with fair and competitive compensation. The Committee shall oversee the design and administration of the Company's total rewards programs, as outlined in the Responsibilities section below. In addition the Committee shall review the Company's human resources development, succession planning, diversity policy and performance evaluation programs and make recommendations to ensure that such programs are established and operating effectively.

Independence

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

The Committee shall meet regularly without management present.

The Committee shall have the authority to engage independent advisors, paid for by the Company, to help make the best possible decisions on executive compensation.

Membership

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

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

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

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

Chair and Secretary

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

Meetings

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

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

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

Resources and Reliance

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

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

Remuneration

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

Responsibilities

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

(a) review and recommend to the Board any changes to the Company's compensation policies and programmes including short-term incentive plans, long-term incentive plans, benefit plans, perquisite plans, savings plans, and pension plans. With respect to the Company's short-term and long-term incentive plans, this review includes an assessment of their impact on risk-taking to ensure the plans do not incent risk-taking beyond the Company's risk tolerance;

(b) on an annual basis, review the Company's succession and management development and diversity plans, with respect to those roles currently occupied by Subject Employees, as defined below;

(c) review and recommend for Board approval the terms of employment and compensation arrangements for the CEO. With respect to the CEO, following input from the members of the Board of Directors, the Committee will at least annually:

  (i) establish performance goals and corresponding incentive compensation award levels;

  (ii) review actual performance against established goals and the objectives set out in the CEO's job description; and

  (iii) review and recommend for Board approval, incentive compensation awards;

(d) review, based on the recommendations of the CEO, and approve the level of all forms of compensation to be paid to:

  (i) Named Executive Officers (as defined under applicable Canadian securities laws), excluding the CEO, for the Company and its affiliates;

  (ii) all Officers reporting to the CEO and all Officers at the E1 and E2 level;

  (iii) Family Members of the employees in (i) and (ii) above and Board of Directors, who are employed by the Company and its affiliates, at the Director level and above to the extent that there is a deviation from Rogers standard compensation practices for the level or role. "Family Members" means, with respect to a Subject Employee (the individuals referred to in terms (i) and (ii) as well as board members being collectively referred to as the "Subject Employees"), a person's spouse, parents, children, siblings, mothers-in-law and fathers-in-law, sons and daughters-in-laws, brothers and sisters-in-law, and anyone who shares such person's home; and

  (iv) executives at the E3 and E4 levels, to the extent there is a deviation from the approved Executive Compensation Policies and Procedures;

(e) review and approve the performance objectives and corresponding payout levels under approved incentive plans for Subject Employees, excluding the CEO;

(f) consider and approve a pool of long-term incentive awards, consistent in terms with the Company's approved plans, that are available for grant at the discretion of the CEO, subject to the following limitations which are set by the Committee on an annual basis:

  (i) the maximum number of shares that may be granted under awards to participants within defined salary bands; and

  (ii) the maximum percentage of the total awards per annum granted to certain groups of individuals (i.e. Named Executive Officers, Key Executives and other participants);

(g) review and, as appropriate, approve the Company's standard severance policy, as well as the terms of any severance provision or settlement being contemplated for a current or prospective employee that is included in the group of employees included under the definitions of Subject Employee or Family Member. The Committee is also responsible to review and approve, as appropriate the terms of severance or any settlement with executives at the E3 and E4 levels, where the severance terms exceed the severance pursuant to the approved Executive Compensation Policies and Procedures. Any approvals under this clause shall be reported to the Board at the next meeting;

(h) monitor the administration of the Company's long-term incentive plans, employee share accumulation plans, and group savings plans (RRSPs and TFSA) including the approval of grants of options, share units, or other long-term incentives to employees based on the recommendation of the CEO and to ensure that all grants are made in accordance with the terms of the Company's approved Executive Compensation Policies and Procedures;

(i) review and approve the executive compensation sections of the Company's annual proxy circular and other public filings; and

(j) conduct an annual review of the Committee's mandate and performance.

Notes

SHAREHOLDER INFORMATION AND INQUIRIES

CORPORATE HEADQUARTERS
Rogers Communications Inc.
333 Bloor Street East, 10th Floor
Toronto, Ontario, Canada M4W 1G9
416.935.7777 or **rogers.com**

ROGERS CUSTOMER SERVICE
1.888.764.3771 or **rogers.com/support**

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

By mail:
P.O. Box 700
Station B
Montreal, Quebec, H3B 3K3
Tel: 1.800.387.0825 (US and Canada) / 416.682.3860 (Outside North America)
Fax: 1.888.249.6189
E-mail: **shareholderinquiries@tmx.com**
Website: **www.tsxtrust.com**

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

Investor Relations

Institutional investors, security analysts, and others requiring additional financial information can visit **investors.rogers.com** or contact: **investor.relations@rci.rogers.com** or 647.435.6470. For media inquiries: 416.935.7777.

Online Information

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

Dividend Reinvestment Plan (DRIP)

TSX Trust Company administers a dividend reinvestment program for eligible RCI shareholders. To request plan materials or learn more about RCI's DRIP, please visit **https://tsxtrust.com/a/investor-hub/**, or contact TSX Trust Company as detailed earlier on this page.

Electronic Delivery of Shareholder Materials

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

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ROGERS™

This information circular is printed on FSC® certified paper. The fibre used in the manufacture of this stock comes exclusively from 100% post-consumer fibre; is manufactured using renewable energy—biogas—and is processed chlorine free ("PCF"). This information circular is fully recyclable.

This is **Exhibit "E"** to the affidavit of Erik Himan, affirmed remotely by Erik Himan stated as being located in the city of Chicago, in the State of Illinois, in the United States of America, before me at the city of Ottawa, in the province of Ontario, on May 4, 2022, in accordance with O. Reg 431/20, Administering Oath or Declaration Remotely.

Commissioner of Oaths etc.

Commissioner for Oaths
Amani
Syed
234915
Québec and all provinces in Canada

PUBLIC 12390

Shaw

2021 ANNUAL REPORT

Dear Fellow Shareholders:

I am incredibly proud of our Company and our employees as I reflect on over 50 years of providing exceptional products and services to Canadians. Shaw's culture has enabled and powered the innovative and vital services we provide to our customers and communities. We have built a powerful combination of assets, from our extensive Fibre+ infrastructure and strengthening wireless network, to our 9,400 engaged and passionate employees. For over five decades, we have created and nurtured an organization that centres around our customers and connects our communities.

The benefits of our relentless customer focus and facilities-based investments have never been more clear with the emergence of COVID-19. While collectively we are still dealing with the evolving impacts nearly two years on, the pandemic has highlighted the essential role of strong and ubiquitous connectivity services, which will only become more critical as economic shifts and technology advancements accelerate Canada's digital transformation. When Canadians have needed us most, we delivered faster speeds, better value and outstanding customer service.

In our communities, we continue to identify and support emerging needs that were accentuated by the pandemic and important social movements impacting employees, customers, and Canadians. We were delighted that our signature sponsorship, the Shaw Charity Classic, was able to return after being cancelled last year due to the pandemic. This Calgary-based event has now raised $75 million for more than 200 charities supporting Alberta youth since 2013.

Despite the significant uncertainty over the last 18-months, we stayed focused on our near-term priorities, including balanced and profitable results, delivering consolidated adjusted EBITDA growth of 4.6% and free cash flow of approximately $961 million in fiscal 2021.

Our fiscal 2021 results reflect continued strong execution, but also mark the beginning of a bold new path for Shaw with the announcement of our combination with Rogers on March 15, 2021. This critical next step in our evolution was taken with our customers' best interests at the forefront. A technology revolution is clearly upon us, with next-generation networks, like 5G, breaking down the boundaries of what's possible, but also requiring significant scale and investment. Tomorrow's networks need to be even stronger, more expansive and more capable in order to compete vigorously and to meet the needs of Canada's emerging connected society.

Wireless

In fiscal 2021, we welcomed approximately 295,000 wireless customers to the Shaw and Freedom network. With the launch of Shaw Mobile in July 2020, we focused on bundling Shaw Mobile wireless with our Internet offerings, enhancing the value proposition for our customers.

Supporting our wireless growth has been the continued investment in our network and distribution channels to elevate the overall customer experience. We are investing in the deployment of our 700 MHz and 600 MHz spectrum to further enhance our existing LTE service, in small cell technology, and additional retail capacity, where Shaw Mobile and Freedom Mobile can now be found in over 200 and 800 locations, respectively. Not only did we modernize and expand our retail presence, but we also improved our digital capabilities, shifting to digital self-serve and online fulfillment of wireless services, ensuring a safe environment for our employees and customers in the face of ongoing COVID uncertainty.

Wireline

With unprecedented demand for Internet access from our customers, our Wireline business continues to be resilient. Investments in network infrastructure have been a cornerstone throughout our history. Not only have we handled the increased Internet usage with ease, but we also introduced even faster service tiers, such as Fibre+ Gig 1.5, designed to provide even the heaviest users the bandwidth they need. With our new Fibre+ Gateway 2.0 modem we introduced the latest WiFi technology and enabled the launch of Shaw Gig WiFi to most of our major markets in western Canada. Outside of our customers' homes, we continue to provide them with access to Canada's largest WiFi network.

Small businesses continue to be the heart of our economy and our Shaw Business division was there to support them throughout the challenges with COVID-19. By collaborating with global scale technology leaders, our growing "Smart" suite of managed services provide businesses of all sizes the tools they need to grow their business and actively participate in the growing digital economy. While Shaw Business was not immune to the challenging backdrop caused by the pandemic, strong relationships with our customers and flexible solutions enabled modest revenue growth in an otherwise difficult environment throughout fiscal 2021.

Looking ahead

As history has shown, network investment is the foundation for connecting Canadians. Continued investment in world-leading network infrastructure, at scale, has never been so critical to Canada's future as it is now. It is fundamental to delivering leading and innovative services and to compete on the global stage. With a stronger, national network presence, the combined entity that will emerge from the proposed arrangement with Rogers will provide significantly more benefits to Canadians much sooner than would otherwise be possible. We look forward to working closely with the Rogers team to support the close of the transaction, expected to occur in the first half of 2022.

In closing, I would like to send my sincerest appreciation to our Board of Directors, for providing a clear vision and stewardship of the Company. Also, to our shareholders, for your overwhelming support for the combination with Rogers. To all of our valued Shaw customers – thank you for inspiring us to always look to the future, to be better, and to be bold. Finally, to all Shaw employees, past and present – your dedication and contributions are invaluable. Thank you for your strong leadership.

[Signed]

Bradley S. Shaw
Executive Chair & Chief Executive Officer

Contents

FORWARD

Tabular dollar amounts are in millions of Canadian dollars, except per share amounts or unless otherwise indicated. This Management's Discussion and Analysis (MD&A) should be read in conjunction with the Consolidated Financial Statements. The terms "we," "us," "our," "Shaw" and "the Company" refer to Shaw Communications Inc. or, as applicable, Shaw Communications Inc. and its direct and indirect subsidiaries as a group. This MD&A is current as at October 29, 2021 and was approved by Shaw's Board of Directors.

CAUTION CONCERNING FORWARD LOOKING STATEMENTS

Statements included in this MD&A that are not historic constitute "forward-looking information" within the meaning of applicable securities laws. They can generally be identified by words such as "anticipate," "believe," "expect," "plan," "intend," "target," "goal," and similar expressions (although not all forward-looking statements contain such words). All of the forward-looking statements made in this report are qualified by these cautionary statements. Forward looking statements in this MD&A include, but are not limited to, statements relating to:

- the expected impact of the COVID-19 pandemic;
- future capital expenditures;
- proposed asset acquisitions and dispositions;
- anticipated benefits of the Transaction (as defined below) to Shaw and its securityholders, including corporate, operational, scale and other synergies and the timing thereof;
- the timing, receipt and conditions of required regulatory or other third-party approvals, including but not limited to the receipt of applicable approvals under the *Broadcasting Act* (Canada), the *Competition Act* (Canada) and the *Radiocommunication Act* (Canada) (collectively, the "Key Regulatory Approvals") related to the Transaction;
- the ability of the Company and Rogers (as defined below) to satisfy the other conditions to the closing of the Transaction and the anticipated timing for closing of the Transaction;
- expected cost efficiencies;
- expectations for future operating performance;
- business and technology strategies and measures to implement strategies;
- expected growth in subscribers and the products/services to which they subscribe;
- competitive strengths and pressures;
- expected project schedules, regulatory timelines, and completion/in-service dates for the Company's capital and other projects;
- the expected number of retail outlets;
- the expected impact of new accounting standards, recently adopted or expected to be adopted in the future;
- the effectiveness of any changes to the design and performance of the Company's internal controls and procedures;
- the expected impact of changes in laws, regulations, decisions by regulators, or other actions by governments or regulators on the Company's business, operations and/or financial performance or the markets in which the Company operates;
- the expected impact of any emergency measures implemented or withdrawn by governments or regulators;
- timing of new product and service launches;
- the resiliency and performance of the Company's wireline and wireless networks;
- the deployment of (i) network infrastructure to improve capacity and coverage, (ii) and new technologies, including next generation wireless technologies such as 5G;
- expected changes in the Company's market share;
- the ability of Shaw Mobile to drive customer growth;
- the cost of acquiring and retaining subscribers and deployment of new services;
- expansion of and changes in the Company's business and operations and other goals and plans; and
- execution and success of the Company's current and long term strategic initiatives.

Forward-looking statements are based on assumptions and analyses made by the Company in light of its experience and its perception of historical trends, current conditions and expected future developments as well as other factors it believes are appropriate in the circumstances as at the current date. The Company's management believes that its assumptions and analysis in this MD&A are reasonable and that the expectations reflected in the forward-looking statements contained herein are also reasonable based on the information available on the date such statements are made and the process used to prepare the information.

Considering the uncertain and changing circumstances surrounding the COVID-19 pandemic and the related response from the Company, governments (federal, provincial and municipal), regulatory authorities, businesses and customers, there continues to be inherently more uncertainty associated with the Company's assumptions as compared to prior periods. These assumptions, many of which are confidential, include, but are not limited to management expectations with respect to:

- general economic conditions, including the impact on the economy and financial markets resulting from the COVID-19 pandemic and other health risks;
- the impact of the COVID-19 pandemic and other health risks on the Company's business, operations, capital resources, and/or financial results;
- anticipated benefits of the Transaction to the Company and its security holders;
- the timing, receipt and conditions of required regulatory or other third-party approvals, including but not limited to the receipt of the Key Regulatory Approvals related to the Transaction;
- the ability of the Company and Rogers to satisfy the other conditions to closing of the Transaction in a timely manner and the completion of the Transaction on expected terms;
- the ability of Rogers to obtain the debt financing required to complete the Transaction through the satisfaction of the limited conditions of the debt commitment letter for the debt financing and the absence of events that would prevent Rogers from consummating the debt financing;
- the ability to successfully integrate the Company with Rogers in a timely manner;
- the impact of the announcement of the Transaction, and the dedication of substantial Company resources to pursuing the Transaction, on the Company's ability to maintain its current business relationships (including with current and prospective employees, customers and suppliers) and its current and future operations, financial condition and prospects;
- the ability to satisfy the other expectations and assumptions concerning the Transaction and the operations and capital expenditure plans for the Company following completion of the Transaction;
- future interest rates;
- previous performance being indicative of future performance;
- future income tax rates;
- future foreign exchange rates;
- technology deployment;
- future expectations and demands of our customers;
- subscriber growth;
- incremental costs associated with growth in wireless handset sales;
- pricing, usage and churn rates;
- availability and cost of programming, content, equipment and devices;
- industry structure, conditions, and stability;
- regulation, legislation, or other actions by governments or regulators (and the impact or projected impact on the Company's business);
- the implementation or withdrawal of any emergency measures by governments or regulators (and the impact or projected impact on the Company's business, operations, and/or financial results);
- access to key suppliers and third-party service providers and their goods and services required to execute on the Company's current and long term strategic initiatives on commercially reasonable terms;
- key suppliers performing their obligations within the expected timelines;
- retention of key employees;
- the Company being able to successfully deploy (i) network infrastructure required to improve capacity and coverage, and (ii) new technologies, including next generation wireless technologies such as 5G;
- operating expense and capital cost estimates associated with the implementation of enhanced health and safety measures for the Company's offices, retail stores and employees to reduce the spread of COVID-19;
- the Company's access to sufficient retail distribution channels;
- the Company's access to the spectrum resources required to execute on its current and long-term strategic initiatives; and
- the Company being able to execute on its current and long term strategic initiatives.

You should not place undue reliance on any forward-looking statements. Many factors, including those not within the Company's control, may cause the Company's actual results to be materially different from the views expressed or implied by such forward-looking statements, including, but not limited to:

- changes in general economic, market and business conditions, including the impact of the COVID-19 pandemic and other health risks, on the economy and financial markets which may have a material adverse effect on the Company's business, operations, capital resources and/or financial results;
- increased operating expenses and capital costs associated with the implementation of enhanced health and safety measures for the Company's offices, retail stores, and employees in response to the COVID-19 pandemic;
- the failure of the Company and Rogers to receive, in a timely manner and on satisfactory terms, the necessary regulatory or other third-party approvals, including but not limited to the Key Regulatory Approvals, required to close the Transaction;
- the ability to satisfy, in a timely manner, the other conditions to the closing of the Transaction;
- the ability to complete the Transaction on the terms contemplated by the Arrangement Agreement (as defined below) between the Company and Rogers;
- the ability to successfully integrate the Company with Rogers in a timely manner;
- the ability of Rogers to obtain the debt financing required to complete the Transaction through the satisfaction of the limited conditions of the debt commitment letter for the debt financing and the absence of events that would prevent Rogers from consummating the debt financing;
- the Company's failure to complete the Transaction for any reason could materially negatively impact the trading price of the Company's securities;
- the announcement of the Transaction and the dedication of substantial Company resources to pursuing the Transaction may adversely impact the Company's current business relationships (including with current and prospective employees, customers and suppliers) and its current and future operations, financial condition and prospects;
- the failure of the Company to comply with the terms of the Arrangement Agreement may, in certain circumstances, result in the Company being required to pay the termination fee to Rogers, the result of which will or could have a material adverse effect on the Company's financial position and results of operations and its ability to fund growth prospects and current operations;
- changes in interest rates, income taxes and exchange rates;
- changes in the competitive environment in the markets in which the Company operates and from the development of new markets for emerging technologies;
- changing industry trends, technological developments and other changing conditions in the entertainment, information, and communications industries;
- changes in laws, regulations and decisions by regulators or other actions by governments or regulators that affect the Company or the markets in which it operates;
- any emergency measures implemented or withdrawn by governments or regulators;
- technology, privacy, cyber security, and reputational risks;
- disruptions to service, including due to network failure or disputes with key suppliers;
- the Company's ability to execute its strategic plans and complete its capital and other projects on a timely basis;
- the Company's ability to grow subscribers and market share;
- the Company's ability to have and/or obtain the spectrum resources required to execute on its current and long-term strategic initiatives;
- the Company's ability to gain sufficient access to retail distribution channels;
- the Company's ability to access key suppliers and third-party service providers required to execute on its current and long-term strategic initiatives on commercially reasonable terms;
- the ability of key suppliers to perform their obligations within expected timelines;
- the Company's ability to retain key employees;
- the Company's ability to achieve cost efficiencies;
- the Company's ability to recognize and adequately respond to climate change concerns or public and governmental expectations on environmental matters;
- the Company's status as a holding company with separate operating subsidiaries; and
- other factors described in this MD&A under the heading "Known Events, Trends, Risks and Uncertainties."

The foregoing is not an exhaustive list of all possible factors.

Should one or more of these risks materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results may vary materially from those described in this MD&A.

Any forward-looking statement speaks only as of the date on which it was originally made and, except as required by law, the Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statement to reflect any change in related assumptions, events, conditions or circumstances. All forward-looking statements contained in this MD&A are expressly qualified by this statement.

ABOUT OUR BUSINESS

CONSUMER

Our Consumer division connects people and families in British Columbia, Alberta, Saskatchewan, Manitoba, and northern Ontario through our Fibre+ network.

Shaw Direct is one of two licensed satellite Video services available across Canada.

WIRELESS

Shaw Mobile currently operates in British Columbia and Alberta. Freedom Mobile currently operates in Ontario, British Columbia and Alberta.

Over 19 million Canadians reside within our current mobile wireless network service area.

BUSINESS

Our Business division leverages our network infrastructure with a product suite targeting businesses of all sizes.

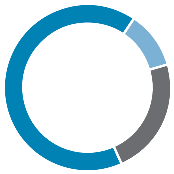
In the following sections we provide selected financial highlights and additional details with respect to our Wireline and Wireless divisions as well as our network.

Select Financial and Operational Highlights

Basis of presentation

We adopted IFRS 16, Leases (“IFRS 16”) effective September 1, 2019. The adoption of IFRS 16 had a significant effect on our reported results and we adopted IFRS 16 using a modified retrospective approach whereby the financial statements of prior periods presented were not restated and continue to be reported under International Accounting Standard (IAS) 17 – Leases (“IAS 17”), as permitted by the specific transition provisions of IFRS 16. The cumulative effect of the initial adoption of IFRS 16 was reflected as an adjustment to the impacted balance sheet accounts as at September 1, 2019. Accordingly, fiscal 2021 and fiscal 2020 operating results are reported in accordance with IFRS 16 while fiscal 2019 operating results are reported in accordance with IAS 17 and are therefore not comparable.

2021 Total Revenue

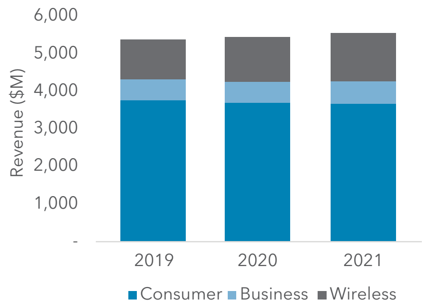


$5.5 BILLION

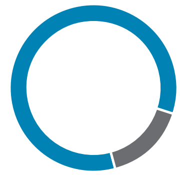
23% Wireless

66% Wireline - Consumer

11% Wireline - Business



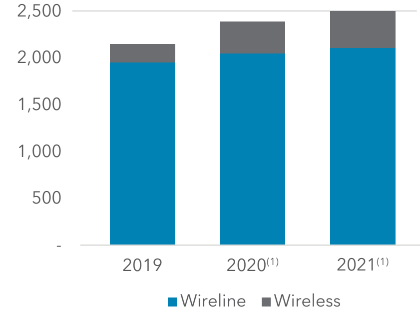
2021 Adjusted EBITDA



$2.5 BILLION

16% Wireless

84% Wireline



(millions of Canadian dollars except per share amounts)	Year ended August 31, 2021 (1)	2020 (1)	2019	Change 2021 %	Change 2020 %
Operations:					
Revenue	**5,509**	5,407	5,340	1.9	1.3
Adjusted EBITDA (2)	**2,500**	2,391	2,154	4.6	11.0
Adjusted EBITDA margin (2)	**45.4%**	44.2%	40.3%	2.7	9.7
Net income	**986**	688	733	43.3	(6.1)
Per share data:					
Earnings per share					
Basic and diluted	**1.94**	1.32	1.41		
Weighted average participating shares outstanding during period (millions)	**504**	515	511		
Funds flow from operations (3)	**2,249**	1,989	1,777	13.1	11.9
Free cash flow (2)	**961**	747	538	28.6	38.8

(1) Fiscal 2021 and 2020 figures reflect the impact of the adoption and application of IFRS 16 while fiscal 2019 figures do not and are not comparable.

(2) Adjusted EBITDA, adjusted EBITDA margin, and free cash flow are non-GAAP financial measures or non-GAAP ratios and should not be considered substitutes or alternatives for GAAP measures. These are not defined terms under IFRS and do not have standardized meanings, and therefore may not be a reliable way to compare us to other companies. See "Key Performance Drivers" for more information about these measures and ratio, including quantitative reconciliations to the most directly comparable financial measures in the Company's Consolidated Financial Statements.

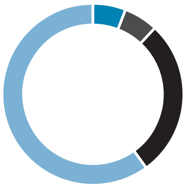
(3) Funds flow from operations is before changes in non-cash working capital balances related to operations as presented in the Consolidated Statements of Cash Flows.

Subscriber highlights:

Wireline – Consumer

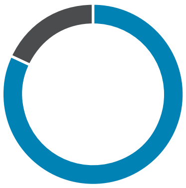
43% Internet
29% Video - Cable
14% Video - Satellite
14% Phone

Wireline – Business



28% Internet
6% Video - Cable
6% Video - Satellite
60% Phone

Wireless



82% Postpaid
18% Prepaid

Subscriber highlights:	August 31, 2021	August 31, 2020	Change
Wireline – Consumer			
Video – Cable	**1,282,879**	1,390,520	(107,641)
Video – Satellite	**590,578**	650,727	(60,149)
Internet	**1,889,752**	1,903,868	(14,116)
Phone	**595,580**	672,610	(77,030)
Total Consumer	**4,358,789**	4,617,725	(258,936)
Wireline – Business			
Video – Cable	**37,110**	37,512	(402)
Video – Satellite	**40,090**	36,002	4,088
Internet	**182,123**	178,270	3,853
Phone	**390,272**	387,660	2,612
Total Business	**649,595**	639,444	10,151
Total Wireline	**5,008,384**	5,257,169	(248,785)
Wireless			
Postpaid	**1,739,289**	1,482,175	257,114
Prepaid	**377,082**	339,339	37,743
Total Wireless	**2,116,371**	1,821,514	294,857
Total Subscribers	**7,124,755**	7,078,683	46,072

Shaw and Rogers Transaction

On March 15, 2021, Shaw announced that it entered into an arrangement agreement (the “Arrangement Agreement”) with Rogers Communications Inc. (“Rogers”), under which Rogers will acquire all of Shaw’s issued and outstanding Class A Participating Shares (“Class A Shares”) and Class B Non-Voting Participating Shares (“Class B Shares”) in a transaction valued at approximately $26 billion, inclusive of approximately $6 billion of Shaw debt (the “Transaction”).

Holders of Class A Shares and Class B Shares (other than the Shaw Family Living Trust, the controlling shareholder of Shaw, and related persons (collectively, the “Shaw Family Shareholders”)) will receive $40.50 per share in cash. The Shaw Family Shareholders will receive 60% of the consideration for their shares in the form of Class B Non-Voting Shares of Rogers (the “Rogers Shares”) on the basis of the volume-weighted average trading price for the Rogers Shares for the 10 trading days ending March 12, 2021, and the balance in cash. As at March 13, 2021, when the Arrangement Agreement was signed, the value of the consideration attributable to the Class A Shares and Class B Shares held by the Shaw Family Shareholders (calculated using the volume-weighted average trading price for the Rogers Shares for the 10 trading days ending March 12, 2021) was equivalent to $40.50 per share.

The Transaction is being implemented by way of a court-approved plan of arrangement under the *Business Corporations Act* (Alberta). At the special meeting of Shaw shareholders held on May 20, 2021, the Company obtained approval of the plan of arrangement by the holders of Shaw’s Class A Shares and Class B Shares in the manner required by the interim order granted by the Court of Queen’s Bench of Alberta on April 19, 2021. On May 25, 2021, the Court of Queen’s Bench of Alberta issued a final order approving the plan of arrangement.

The Transaction remains subject to other customary closing conditions including approvals from certain Canadian regulators. Shaw and Rogers are working cooperatively and constructively with the Competition Bureau, Innovation, Science and Economic Development Canada (ISED) and the Canadian Radio-television and Telecommunications Commission (CRTC) in order to secure the requisite approvals. Subject to receipt of all required approvals and satisfaction of all closing conditions, closing of the Transaction is expected to occur in the first half of 2022.

Redemption of Shaw’s Preferred Shares

Pursuant to the terms of the Arrangement Agreement, on May 20, 2021, Rogers exercised its right to require the Company to redeem all of its issued and outstanding Cumulative Redeemable Rate Reset Class 2 Preferred Shares, Series A (the “Series A Shares”) and Cumulative Redeemable Floating Rate Class 2 Preferred Shares, Series B (the “Series B Shares”, and together with the Series A Shares, the “Preferred Shares”) at the redemption price of $25.00 per share (the “Redemption Price”) plus any accrued and unpaid dividends up to but excluding the redemption date of June 30, 2021 (the “Redemption Date”).

On June 30, 2021, the Company redeemed all of its issued and outstanding Preferred Shares in accordance with their terms (as set out in the Company’s articles) at the Redemption Price, less any tax required to be deducted or withheld.

On the Redemption Date, there were 10,012,393 Series A Shares and 1,987,607 Series B Shares issued and outstanding. Accordingly, the aggregate Redemption Price paid by Shaw on the Redemption Date to redeem the Preferred Shares was $300 million.

Further information regarding the Transaction is contained in the management information circular filed April 23, 2021 on Shaw’s SEDAR profile at www.sedar.com and EDGAR profile at www.sec.gov/edgar.shtml.

Impact of Coronavirus (COVID-19) Pandemic

COVID-19 continues to significantly impact Canadians and economies around the world as we experience new waves and variants of the virus. The severity and duration of impacts from the COVID-19 pandemic remain uncertain and management continues to focus on the safety of our people, most of whom continue to work from home, connectivity of our customer base, compliance with guidelines and requirements issued by various health authorities and government organizations, and continuity of other critical business operations. In fiscal 2021, Shaw’s networks have proven their resiliency and performed well despite the increase in usage and extended peak hours resulting from the impacts of COVID-19.

While the financial impacts from COVID-19 in fiscal 2021 were not material, the situation is still uncertain in terms of its magnitude, outcome, duration, resurgence and/or subsequent waves/variants. Consumer behavior impacts remain uncertain and could still change materially, including the potential downward migration of services, acceleration of cord-cutting and reduced ability to pay their bills, all due to the challenging economic situation. Shaw Business, which primarily serves the small and medium sized market, continues to be particularly vulnerable to COVID-19 related restrictions, including mandated business closures, capacity restrictions or further social distancing measures.

Despite the absence of material financial impacts, the pandemic affected the Company causing increased wireline network usage as well as extended peak hours. The Company also experienced increased demand for wireless voice services and a decrease in wireless roaming revenue.

The Company’s business resumption plan, designed for the gradual and safe re-introduction of employees to the workplace, is being implemented in phases based on the current risks posed by the pandemic and in response to government-imposed restrictions on businesses and individuals. We continue to be in constant contact with public safety and government officials at all levels, as well as key suppliers, partners and customers. As at the date of this MD&A, the majority of our employees continue to work from home, but our retail stores have re-opened, albeit some in a reduced capacity.

The environment remains uncertain in terms of the pandemic's magnitude, outcome and duration. Consumer behaviors could still change materially, including the potential downward migration of services, acceleration of cord cutting and reduced ability of customers to pay their bills, all due to an unpredictably challenging economic situation. Shaw Business primarily serves the small and medium sized market, which is particularly vulnerable to COVID-19 related restrictions, including mandated business closures, capacity restrictions or further social distancing and/or vaccination verification measures.

As the COVID-19 pandemic continues to evolve, the Company's focus continues to be on the safety and health of its employees, the reliability of its network infrastructure, and the nimble responsiveness to our customers' needs.

As an ongoing risk, the magnitude, outcome, duration, resurgence and/or subsequent waves and variants of the COVID-19 pandemic is still unknown and subject to a significant amount of uncertainty at this time, as is the efficacy and duration of the government interventions. For further detail, see "Known Events, Trends, Risks and Uncertainties – Coronavirus (COVID-19)."

Fiscal 2021 Highlights

Despite the continued challenging environment created by the ongoing impact of the COVID-19 pandemic throughout the year, in fiscal 2021, our business delivered consolidated adjusted EBITDA growth of 4.6% year-over-year and free cash flow of approximately $961 million while demonstrating the resiliency and the critical nature of the connectivity services we provide.

To deliver a seamless connectivity experience in the fast-approaching 5G era, we announced our combination with Rogers on March 15, 2021, followed by resounding support from holders of the Class A Shares and Class B Shares at the special meeting to approve the combination held on May 20, 2021. Rogers and Shaw recognize that we can do so much more by coming together. Canadians, regardless of where they reside, need access to these vital services which requires significant ongoing investment, supported by a stable regulatory framework. Throughout the extraordinary change we have faced, the entire team at Shaw executed on its fiscal 2021 plan, ensuring that we continue to meet the needs of our customers. In the months ahead, we will collectively work in support of closing the transaction with Rogers.

In fiscal 2021, wireless investments included the deployment of 700 MHz spectrum, which is virtually complete in western Canada and 80% complete nationwide, and 600 MHz spectrum, which reached 80% in Calgary and 60% in Vancouver and the greater Toronto area (the "GTA"). While the network enhancements have contributed to improving postpaid churn results, the increased competitive activity, including the launch of unlimited plans and other aggressive offers in the market, resulted in postpaid churn of 1.41% in fiscal 2021, which is comparable to the previous fiscal year.

On April 6, 2021, ISED published its list of applicants to participate in the 3500 MHz spectrum auction, confirming that Shaw elected not to participate in the auction. The auction commenced in June 2021 and provisional results were published on July 29, 2021.

In fiscal 2021, Shaw Mobile continued its growth among consumers in British Columbia and Alberta who want to bundle their Shaw Wireline Internet services with mobile services.

Freedom Mobile continued to provide stable results in fiscal 2021 in the face of persistent competition in the wireless market and significant challenges with retail closures during the pandemic.

In fiscal 2021, the Company built upon its consumer Wireline offerings with the introduction of a new speed tier – Fibre+ Gig 1.5 – to the majority of its western Canadian Wireline operating footprint, specifically targeting heavy data users who require ultrafast speeds. The Company subsequently announced Shaw Gig WiFi with the release of the WiFi 6-certified Shaw Fibre+ Gateway 2.0 modem. Lastly, the Company completed the roll-out of its IPTV services to 99.5% of its Wireline operating footprint in western Canada.

Our Business division also continued to grow despite challenging economic and social circumstances. The introduction in February 2021 of a 1.5 gigabits-per-second (Gbps) speed tier addresses the growing demand of businesses for faster speeds and more bandwidth.

In fiscal 2021, the Company purchased 14,783,974 Class B Shares for cancellation for a total cost of approximately $336 million. In connection with the announcement of the proposed Transaction on March 15, 2021, the Company suspended share buybacks under its normal course issuer bid (NCIB) program. As at the end of fiscal 2021, the net debt leverage ratio was 2.3x[1].

[1] Net debt leverage ratio is a non-GAAP ratio and net debt, which is a component of net debt leverage ratio, is a non-GAAP financial measure. Net debt leverage ratio and net debt are not standardized measures under IFRS and may not be a reliable way to compare us to other companies. See "Key Performance Drivers" for further information about this measure and ratio.

Global Technology Partnerships

Shaw has access to global-scale technology initiatives through partnerships with best-in-class service and equipment providers and innovation leaders. This approach allows us to leverage our existing assets, where we have strength and expertise, while also ensuring our investments are aligned with industry leaders to support the development, maintenance and advancement of new technology where it is impractical, or we lack scale, for us to do so on a standalone basis. This allows us to efficiently deploy capital resources, and manage our costs, while advancing the innovation, performance and reliability of our products and services.

We have a series of significant and strategic relationships with global leaders on the following initiatives:

- Shaw BlueCurve, a technology that provides customers with greater control over their home WiFi experience (through the BlueCurve Home app and Pods) and supports IPTV, is powered by the Fibre+ Gateway (XB6) and Fibre+ Gateway 2.0 (XB7) Data over Cable Interface Specification (DOCSIS) version 3.1 advanced WiFi modems developed by Comcast (see discussion under "Consumer Services");
- the deployment of our wireless LTE network, which was designed, planned, and deployed in partnership with NOKIA, a global leader in mobile wireless technology and solutions (see discussion under "Wireless"); and
- our "Smart" suite of business services that includes SmartWiFi, SmartTarget, SmartSecurity, SmartSurveillance, and Smart Remote Office, each in collaboration with Cisco Meraki, as well as SmartVoice in collaboration with Broadsoft (see discussion under "Business Services").

WIRELESS

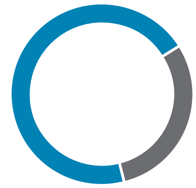
2021 Wireless Revenue

$1,272 MILLION

70% Service

30% Equipment and other

2020 Wireless Revenue



$1,166 MILLION

70% Service

30% Equipment and other

	2021		2020	
(millions of Canadian dollars)	**$**	**Increase**	**$**	**Increase**
Service	**891**	**9.3%**	815	17.4%
Equipment and other	**381**	**8.5%**	351	(0.6%)
Wireless revenue	**1,272**	**9.1%**	1,166	11.4%
Adjusted EBITDA [1]	**393**	**16.6%**	337	69.3%

[1] See "Key Performance Drivers" for more information about this non-GAAP financial measure.

Our Wireless division provides wireless voice and data services with the option of postpaid or prepaid billing. Our Wireless division was formed following the acquisition of Wind Mobile (now Freedom Mobile) in March 2016. Our Wireless division covers approximately 50% of the Canadian population with Shaw Mobile currently operating in British Columbia and Alberta markets and Freedom Mobile providing services in British Columbia, Alberta, and Ontario markets.

Freedom Mobile Big Gig Unlimited, Absolute Zero and Prepaid Plans

In fiscal 2021, Freedom Mobile continued its Big Gig Unlimited and Absolute Zero campaigns. Paired with popular devices and the strength and capacity of our LTE network, our Big Gig Unlimited and Absolute Zero plans continue to be available to Canadians.

Freedom Mobile customers can either bring their own device to the network or participate in one of Freedom Mobile's discretionary wireless handset discount plans – MyTab or Absolute Zero. MyTab allows Freedom Mobile customers to pay a discounted price for a handset upfront and a predetermined monthly Tab charge in addition to the rate plan cost. Absolute Zero allows Freedom Mobile customers to receive an eligible handset for $0 upfront, $0 extra per month and $0 owing after 24 months.

Growth of Shaw Mobile

On July 30, 2020, the Company launched Shaw Mobile in western Canadian markets. Leveraging Shaw's LTE and Fibre+ networks, along with Canada's largest WiFi service, Shaw Mobile provides Shaw Internet customers with an innovative, more valuable connectivity experience.

Through fiscal 2021, western Canadians have enjoyed the value that Shaw Mobile paired with Shaw's Fibre+ network delivers. Shaw Mobile provides Shaw Internet customers with attractive bundling opportunities, combined with the ability to customize their mobile data requirements through two rate plans – By The Gig and Unlimited Data.

Wireless Distribution Network

In fiscal 2021, Freedom Mobile continued to modernize Freedom-branded stores across the country with the key focus on maximizing customer experience and the safety of both our customers and employees considering the COVID-19 environment. Freedom Mobile's full suite of products continue to be available in over 800 locations across Ontario, Alberta, and British Columbia through our corporate, dealer, and retail partners. In addition, we have over 300 "countertop" and "grab & go" locations in independent retail outlets and store-within-a-store environments, catering specifically to the prepaid market.

During fiscal 2021, the Shaw Mobile retail presence expanded by adding 11 net new locations to our corporate network for a total of 32 as at August 31, 2021. Combined with our national retail partners, Walmart and Loblaws and a new partnership launched in August 2021 with Best Buy, Shaw Mobile is now available at over 200 retail locations in Alberta and British Columbia.

During the lockdowns and store closures in response to COVID-19, the Company fostered the continued growth of its total Wireless subscriber base by introducing self-serve options and activations: Shaw Mobile, through SIM card distribution to existing customers and Freedom Mobile through online ordering of prepaid services and online chat to order postpaid services.

Wireless Network Upgrades

Supporting our Wireless revenue growth are the investments we made in our wireless LTE network and customer service capabilities. Wireless network investments to improve the customer experience continue to be a priority in the areas in which we operate and serve Wireless customers. Through years of thoughtful and strategic capital investing, we have evolved our facilities-based wireless network to meet the needs of our Shaw Mobile and Freedom Mobile customers. See "Shaw's Wireless Network" for further details on Shaw's wireless network upgrades.

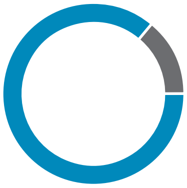
Seasonality in Wireless Subscriber Activity

Wireless subscriber activity is influenced by the launch of popular new mobile devices, seasonal promotional periods and the level of competitive intensity. Our first and fourth quarters typically experience higher volumes of wireless competitive activity as a result of back to school and holiday season-related consumer behaviour. Aggressive promotional offers are often advertised during these periods which can impact our Wireless subscriber metrics. Shaw's Wireless business does not depend on any single customer or concentration of customers.

Furthermore, due to uncertainties relating to the severity, duration, and continuing impact of the COVID-19 pandemic, it is difficult at this time to estimate the impacts of the COVID-19 pandemic on our Wireless business and future financial results. Therefore, the trends experienced during the COVID-19 pandemic, including impacts on consumer demand and spending, may not fully reflect the typical seasonal variations experienced by our Wireless business. Accordingly, it is difficult at this time to evaluate the impacts of the COVID-19 pandemic on the seasonality trends that normally characterize our Wireless business.

WIRELINE

2021 Wireline Revenue

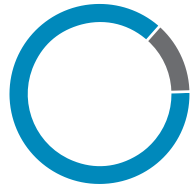


$4,249 MILLION

86% Consumer

14% Business

2020 Wireline Revenue



$4,250 MILLION

87% Consumer

13% Business

	2021		2020	
(millions of Canadian dollars)	**$**	**Increase / (Decrease)**	**$**	**Increase / (Decrease)**
Consumer	**3,665**	**(0.5%)**	3,683	(1.6%)
Business	**584**	**3.0%**	567	1.8%
Wireline revenue	**4,249**	**—**	4,250	(1.2%)
Adjusted EBITDA (1)	**2,107**	**2.6%**	2,054	5.1%

(1) See "Key Performance Drivers" for more information about this non-GAAP financial measure.

In our Wireline business, we have focused on enhancing our Fibre+ network and the in-home WiFi experience with Gig WiFi. In fiscal 2021, we continued to streamline and simplify manual processes that improve the customer experience and day-to-day operations for our employees, while still providing the necessary in-person engagements to support the customer experience.

In fiscal 2021, our focus remained on profitable growth and stable Wireline results. This included growth in higher quality Internet subscribers and improving overall customer account profitability by attracting and retaining higher value households with our 2-year ValuePlans for those who want faster Internet with a better customer experience in addition to Video and Wireless services. Through our introduction of Shaw Mobile and the bundling opportunities it provides, in fiscal 2021, more customers migrated to our higher tier Fibre+ Internet offerings which resulted in lower Internet churn.

Consumer Services

Our Consumer division provides residential customers with connectivity experiences on two platforms:

- **Wireline Services** – we provide broadband Internet, Shaw Go WiFi, Video and Phone services to customers connected to our local and regional Fibre+ network in British Columbia, Alberta, Saskatchewan, Manitoba and northern Ontario
- **Satellite Services** – we provide satellite Video services through Shaw Direct to customers across Canada

Internet

Shaw's residential Internet service offering is segmented into the following three tiers:

1. Fibre+ Max;
2. Fibre+ Essentials; and
3. Fibre+ Basics

to provide our consumers with a choice of download speeds ranging from up to 10 megabits-per-second (Mbps) to up to 1.5 Gbps.

In fiscal 2021, we continued to make investments in our Shaw Fibre+ network to meet the unprecedented demands for Internet access from our customers in fiscal 2021. We also introduced new services that respond to these rapidly evolving demands, while also aligning with our focus on profitable growth and stability.

In November 2020, the Company announced the launch of Fibre+ Gig 1.5 – a new Internet plan designed to provide gamers, streamers and other heavy data users with the speed and bandwidth they need for the many connected devices and data-heavy applications they use every day at home.

For our customers with harder to reach areas in their homes, Shaw's Fibre+ WiFi Pods create a mesh WiFi network to improve the overall customer experience. In September 2020, the Company introduced its next generation Fibre+ WiFi Pods to customers in Manitoba and Ontario, and to all customers in our Wireline operating footprint in December 2020. The new Pods are faster and have more range than the first generation which allows the Fibre+ Gateway modem to provide even more consistent WiFi coverage throughout the home by reducing WiFi dead spots.

In April 2021, the Company deployed its next generation Fibre+ Gateway 2.0 modem, powered by Comcast, which, as the first WiFi 6-certified modem in Canada, paved the way for the launch of Shaw Gig WiFi to most of our major markets in western Canada. Shaw Gig WiFi delivers WiFi download speeds across multiple devices of up to 1 Gbps, with reduced latency and a more consistent WiFi signal for our customers to connect all their devices at home. The Fibre+ Gateway 2.0 modem also includes a 2.5 Gbps port and can enable speeds beyond 1 Gbps to a wired device and/or multiple wireless devices in aggregate.

With over 3.6 million devices authenticated on our network and over 110,000 public access points covering locations from British Columbia to Ontario, we continue to see growth in usage of our Shaw Go WiFi network for Shaw Internet and Wireless customers. As an added value proposition, Wireless customers have access to over 950,000 additional "hotspots" by way of our Home Hotspot deployment.

In fiscal 2021, we continued to focus on our 2-year ValuePlans, which provide customers with price certainty over the term and resulted in lower churn rates on those plans.

Video

Our Wireline Video services offer a wide selection of standard definition (SD) and high definition (HD) television channels with access to a large selection of on-demand titles, including both free and paid movies, television shows, and music content.

Our Video customers can choose pre-selected packages with the most popular channels or start with a basic primary package and then add additional channels from a variety of sports, family, and other theme specialty packages, as well as individual channels offered on a channel-by-channel basis.

Leveraging our strategic partnership with Comcast, in fiscal 2021, we completed the deployment of our all-IP Video services, which are now available across 99.5% of our western Canadian Wireline operating footprint. We also continued to add new over-the-top (OTT) apps, including StingRay Music, Hayu, and Fite TV.

Our customers also have access to the BlueCurve TV app, which is free for all Shaw Video (Cable and Shaw Direct) customers and makes their TV subscription available over the Internet and on mobile devices. This includes access to live TV, video-on-demand, up to 200 hours of a customer's personal video recordings (PVR) from the cloud, and the ability to download any recordings to take on the go. In fiscal 2021, we enhanced Shaw TV by enabling customers to cast content from the BlueCurve TV app to their Chromecast-enabled devices.

Phone

Our Phone service offers a full-featured residential digital telephone service through our wireline network as a complement to our broadband Internet and Video services.

Broadcast Services

Shaw Broadcast Services utilizes our satellite network to provide distribution of English, French, third-language, Canadian, US, and International television and radio programming services to hundreds of multichannel operators.

Wholesale Wireline Network Services

Using our national and regional access wireline networks, we provide services to Internet service providers (ISPs), other communications companies, broadcasters, governments, and other businesses and organizations that require end-to-end Internet and data connectivity in Canada and the United States. We also engage in public and private peering arrangements with high-speed connections to major North American, European, and Asian networks and other tier-one backbone carriers. All service solutions are sold on 1, 3, or 5-year contract terms and pricing is negotiated based on the specific solution provided to the customer.

Satellite Services

Shaw Direct connects families across Canada with video and audio programming by satellite. Shaw Direct customers have access to over 370 digital video channels (including over 350 HD channels) and thousands of on-demand, pay-per-view (PPV) and subscription movie and television titles. In May 2020, the Company completed network upgrades which provided the ability for us to deliver English and French services in HD where available.

Our satellite customers are offered flexibility with each of our current primary TV packages, which include a base set of channels and tiered customization options depending on the size of the TV package. Shaw Direct customers can further customize their TV packages by adding additional theme packs, premium packages, and individual channels.

Shaw Direct is one of two licensed satellite Video services currently available across Canada. While Shaw Direct has many customers in urban centres, market penetration for satellite Video is generally stronger in rural areas. The service is marketed through Shaw Direct and a nationwide distribution network of third-party retailers.

During fiscal 2021, Anik F1R reached the end of its serviceable life and was decommissioned. The Company consolidated all Shaw Direct services onto two satellites, Anik G1 and Anik F2. Additional capacity was secured on Anik F3 to support C-band distribution provided by Shaw Broadcast Services.

A listing of our satellite capacity is provided below as at August 31, 2021:

Shaw Satellite Transponders

Transponders	Interest	Nature of Satellite
Anik G1	16 xKu-band	Leased
Anik F2	22 Ku-band	Leased[1]
Anik F3 [2]	1 C-band	Leased

(1) Effective October 1, 2019, the Company transferred its interest in 16 Anik F2 transponders, which it previously owned, back to Telesat Canada ("Telesat"), adjusted its satellite traffic on the Anik F1R and Anik F2 satellites, and renewed its capacity service agreements on 6 Anik F1R Ku-band transponders and 16 Anik F2 Ku-band transponders until the effective end-of-life date of such satellites.

(2) With Anik F1R reaching its end of serviceable life in fiscal 2021, Shaw leased capacity on Anik F3 to continue to provide distribution for a Shaw Broadcast Services customer on C-band to enable the customer to distribute its signals primarily throughout the arctic.

Seasonality in Consumer Subscriber Activity

While financial results for the Consumer division are generally not subject to significant seasonal fluctuations, subscriber activity may fluctuate from one quarter to another. Subscriber activity may also be affected by competition and Shaw's promotional activity. Further, satellite subscriber activity is modestly higher around the summertime when more subscribers have second homes in use. Our Consumer Video business does not depend on any single customer or concentration of customers.

Furthermore, due to uncertainties relating to the severity, duration and continuing impact of the COVID-19 pandemic, it is difficult at this time to estimate the impacts of the COVID-19 pandemic on our business and future financial results. Therefore, the trends experienced during the COVID-19 pandemic, including impacts on consumer demand and spending, may not fully reflect the typical seasonal variations experienced by our Consumer Wireline business. Accordingly, it is difficult at this time to evaluate the impacts of the COVID-19 pandemic on the seasonality trends that normally characterize our Consumer Wireline business.

BUSINESS

Business Services

Shaw Business provides connectivity solutions to business customers of all sizes, from home offices to medium and large-scale enterprises, by leveraging our business grade Fibre+ and fibre-to-the-premise (FTTP) networks.

The range of services offered by Shaw Business includes:

Fibre Internet

Our scalable, symmetrical fibre Internet solutions offer download speeds that range from up to 10 Mbps to more than 10 Gbps.

Business Internet

Shaw Business customers can choose from four packages with download speeds ranging from up to 75 Mbps to up to 1.5 Gbps. Each package comes with unlimited data usage as well as one dynamic and one static IP address.

In fiscal 2021, we announced the launch of a new 1.5 Gbps speed tier designed to give businesses of all sizes the speeds and bandwidth they need to use the data-heavy applications and cloud services required to manage and grow their operations. This new speed tier allows both new and existing customers to access download speeds up to 1.5 Gbps through one of two plans – Business Internet Gig 1.5 and SmartWiFi Gig 1.5.

Data Connectivity

Shaw Business provides secure private connectivity for business customers operating at multiple locations or connecting branch locations to a head office. Our Ethernet over DOCSIS (EoD) data service offers our customers symmetrical data speeds of up to 100 Mbps.

Voice Solutions

Shaw Business offers voice solutions from traditional analog to digital Business Phone and robust, fully-managed voice systems with unified communications functionality.

In addition to competitive long-distance rates across the globe and month-to-month uncontracted rates, Shaw Business Phone customers have 2, 3, and 5-year contract options to provide cost consistency for their business.

Video

Shaw Business provides Video and audio services for public viewing. Similar to our Consumer Video service, Business cable and satellite customers can choose from a selection of primary channel packages and may add from a variety of sports, family, and other theme specialty packages, and a number of individual channels that we offer on a channel-by-channel basis.

In February 2021, Shaw Business launched Community Living WiFi. Similar to our Hotel WiFi Casting product, Community Living WiFi provides a new market, independent senior facilities, with connectivity that allows their residents to cast video content from their personal devices to the television in their suite. This property management solution streamlines the guest authentication experience and is an entirely cloud-based solution that gives property owners the ability to monitor usage and network status.

Broadcast Video

Shaw Business delivers high-quality Video to service providers across North America in real time.

Collaboration Tools

Shaw Business offers a robust collaboration product offering, including Microsoft 365 to small and medium sized businesses. The solution includes Microsoft 365 Business Basic and Business Standard products.

Smart Suite Services

Shaw Business collaborates with global scale technology leaders to offer its “Smart” suite of managed business communications solutions. The Smart suite of services provides cost-effective enterprise grade managed IT and communications solutions for businesses of all sizes.

The Smart suite of services includes:

SmartVoice

SmartVoice is a unified communications solution that integrates instant messaging, presence, email, video conferencing, and a mobile application that is built on Broadsoft’s BroadWorks platform. From comprehensive traditional phone features such as auto-attendant, hunt groups, and call recording to collaboration tools such as instant messenger and screen sharing, SmartVoice gives businesses the flexibility to work in innovative and efficient ways.

SmartVoice offers three different levels of packaging based on business needs and is available on 2, 3, or 5-year contract terms.

SmartWiFi

SmartWiFi is a fully-managed Internet solution deployed over Cisco Meraki’s platform that provides wireless connectivity for employees, customers, and guests in the business location. SmartWiFi also enables access to a cloud portal where customers can manage their service, configure their set service identifiers (SSIDs) to gain insight from network analytics, and create a custom dashboard.

Available at download speeds of up to 75 Mbps, 300 Mbps, 750 Mbps, 1 Gbps, and 1.5 Gpbs and including wireless access points, SmartWiFi provides our Shaw Business customers with WiFi coverage on 1, 2, 3, or 5-year contract terms.

In the first quarter of fiscal 2021, we began increasing upload speeds for certain SmartWiFi packages. We also upgraded our 600 Mbps speed tier to 750 Mbps and introduced a new tier – SmartWiFi 300 with download speeds of up to 300 Mbps paired with upload speeds of up to 125 Mbps.

Smart Remote Office

Smart Remote Office allows business customers' employees to securely connect to their head office from anywhere. Smart Remote Office is a plug-and-play, no-touch provisioning solution that provides security and virtual private network (VPN) tunneling for employees working remotely.

SmartSecurity

SmartSecurity is a fully-managed network security platform deployed over Cisco Meraki's platform that protects a wired and WiFi network at the edge with access control, virus protection, the ability to control which applications run on the network, content filtering, and the connection of branch locations. A SmartSecurity premium package also includes the ability to set-up a secure VPN.

Shaw Business also offers LTE Backup, an add-on service for SmartSecurity which provides redundancy through a secondary Internet connection that ensures seamless and automatic failover in case of an outage.

SmartSecurity is available when bundled with SmartWiFi or Business Internet on 3 or 5-year contract terms.

SmartSurveillance

SmartSurveillance is a fully-managed, enterprise-grade security camera solution deployed over Cisco Meraki's platform. Managed through a cloud-portal, SmartSurveillance enables business owners to view footage and manage their cameras from anywhere using an intuitive on-line dashboard.

Sophisticated features, such as motion-based search and heat mapping, allow owners to quickly find footage of interest and identify activity patterns. SmartSurveillance can be bundled with SmartWiFi or Business Internet 75 and above on a 3 or 5-year contract term.

SmartTarget

SmartTarget is an all-in-one marketing and advanced insights solution that leverages the power of SmartWiFi and a new technology to give business owners a better understanding of their customers' wants and needs to help increase traffic at their physical locations, boost revenue, and build relationships with their customers.

With SmartTarget available as an add-on service to Shaw's SmartWiFi, business owners can get customer demographic insights when visitors join the business owner's guest WiFi network. Once their visitors/customers have opted-in, business owners can use the SmartTarget solution to create targeted emails, surveys, and coupons to help increase customer loyalty, build relationships, and boost store revenues.

Software Defined Wide Area Network (SD-WAN)

SD-WAN provides businesses with a better way to connect multiple offices in a scalable and cost-effective manner on a cloud-managed platform. With integrated security, multiple Internet links, seamless LTE failover, and intelligent path control, SD-WAN enables companies to deploy a resilient, cost-effective, and high-bandwidth connectivity solution.

Powered in partnership with Cisco Meraki, SD-WAN sites are connected by Internet links secured by our SmartSecurity service which provides network protection and cloud-based security policy updates to protect businesses from the latest vulnerabilities and network threats.

Session Initiation Protocol (SIP) Trunking

Our next-generation SIP Trunking solution, on the Broadsoft platform, delivers a centralized voice solution managed in an easy-to-use cloud portal. SIP allows customers to pay only for what they need with the ability to scale the system quickly as their businesses grow.

The integration with Broadsoft's platform provides businesses with access to unified communications features such as video conferencing, call queuing, and auto-attendant as well as the ability to join offices with SmartVoice and SIP into the same environment to reduce costs and increase efficiency.

Business Subscriber Activity

Despite the challenging circumstances due to the impacts of COVID-19 and the fact that 70% of Shaw Business revenue comes from the highly impacted small to medium sized business sector, Shaw Business still managed to achieve year-over-year revenue growth of approximately 3%. The majority of growth came from our small to medium sized business channel which demonstrates the resilience of this sector, the strength of our Smart suite of products, targeted "back to business promotions" and our sales efforts.

Our Converged Network

Throughout the challenging and unprecedented events brought about by the COVID-19 pandemic, we are proud of the strength of our converged networks, which are not just the core of our digital infrastructure – they are the backbone of our country's social and economic wellbeing. Connectivity has never been more critical for Canadians, and the importance of converged networks will only grow with Canada's accelerating digital transformation.

Shaw's Wireline Network

Our Fibre+ network combines the power of fibre, coaxial cable, and WiFi, and consists of our:

- North American fibre backbone;
- regional fibre optic and co-axial distribution networks; and
- local Shaw Go WiFi connectivity.

In fiscal 2021, Shaw launched its Fibre+ 1.5 Gigabit speed tier to the majority of its western Canadian Wireline operating footprint, while also increasing the upload speed of its Fibre+ 300, 750, Gig and 1.5 Gig tiers to up to 100 Mbps. Both of these upgrades were enabled by the deployment of DOCSIS 3.1 and Shaw's industry leading Mid-Split program, which significantly expands usable spectrum on the coaxial "last-mile" of Shaw's Fibre+ network.

The challenges and disruptions associated with the COVID-19 pandemic continued to drive increased network usage and extended peak hours in fiscal 2021. Despite the unprecedented and sustained increase in network demands, Shaw was able to maintain our virtually congestion free Internet experience, regardless of the time of day. Prior investments in our network infrastructure, and our Mid-Split upgrade in particular, allowed Shaw to quickly and seamlessly activate additional capacity. The design and resilient nature of Shaw's regional distribution and backbone networks also ensured our services remained stable during this time. The COVID-19 pandemic highlighted the critical importance of efficient, ongoing investment in facilities-based broadband networks.

Wireline Backbone

The backbone of Shaw's wireline network includes terabits of capacity over multiple fibres on two diverse cross-North America routes. The southern route principally consists of approximately 7,000 route kilometres of fibre located on routes between Seattle and New York City (via Vancouver, Calgary, Regina, Winnipeg, Toronto, Chicago, and Buffalo). The northern route consists of approximately 5,000 route kilometres of fibre between Prince George and Montreal (via Edmonton, Saskatoon, Winnipeg, Thunder Bay, Toronto, and Ottawa). Current fibre construction to extend our northern route from Prince George to North Vancouver is underway in collaboration with the federal government's Connect to Innovate and Connecting British Columbia programs.

These routes, along with a number of other secured capacity routes, provide redundancy for the network. Shaw also uses a marine route consisting of approximately 330 route kilometres from Seattle to Vancouver (via Victoria), and has secured additional capacity on routes between a number of cities, including (i) Vancouver and Calgary, (ii) Seattle and San Jose, (iii) Seattle and Calgary, (iv) Seattle and Vancouver, (v) Toronto and New York City, (vi) Toronto and Montreal, (vii) Edmonton and Fort McMurray, and (viii) Denver and Calgary.

During fiscal 2021, Shaw continued to increase the capacity on numerous backbone links to stay ahead of COVID-19 related growth in traffic.

Regional Distribution Network

We connect our backbone network to residential and business customers through our regional fibre optic and Fibre+ distribution networks.

Over the past decade, Shaw has driven fibre optic cable into every neighborhood we serve. Today, our customers' Internet traffic runs over a route comprising over 99.9% fibre optic cable. In the last few hundred metres between our fibre nodes in customers' neighborhoods and the home or business we serve, we leverage coaxial cable to deliver gigabit speeds to over 99% of our residential customers located in our western Canadian Wireline operating footprint. In 2020, we officially rebranded our broadband tiers to "Fibre+" to reflect the true nature of our network and to better articulate the strength of our network technology and strategy.

In fiscal 2021, we continued to leverage our DOCSIS 3.1 technology and Fibre+ Gateway 2.0 modem to launch our Fibre+ 1.5 Gig speed tier to the majority of homes and businesses across our western Canadian Wireline operating footprint. In fiscal 2021, we completed our Mid-Split program in our top 5 markets, and as of the date of this MD&A, the Mid-Split program was substantially completed across our western Canadian operating footprint. This upgrade allowed us to increase the upstream and downstream capacity available on our Fibre+ distribution network. Shaw was also able to quickly leverage this capacity during the COVID-19 pandemic to not only prevent network congestion, but to also launch our new Fibre+ Gig and 1.5 Gig speed tiers to virtually every home we serve in our western Canadian Wireline operating footprint.

In fiscal 2021, Shaw continued to optimize the capacity and efficiency of our wireline network by deploying fibre optic cable deeper into our access networks and closer to where our customers reside. We continue to increase the number of optical serving areas or "nodes" in the wireline network. This is a continuous process that we apply year-over-year to increase fibre optic usage in our wireline network. Driving fibre deeper into our network also supports wireless and business service deployments, as well as future services such as 5G, FTTP, or the newly released DOCSIS 4.0 specification, which are all potential building blocks for multi-gigabit symmetrical services over our existing infrastructure.

Additionally, in fiscal 2021, Shaw continued to leverage our converged network to enable the rapid and flexible deployment of small cells in support of our wireless network and preparations for 5G, due to the ability of our Fibre+ network to transport both power and multi-gigabit data speeds on one cable.

Shaw Go WiFi

Shaw has built Canada's most extensive WiFi network, Shaw Go WiFi. Shaw Go WiFi broadens a Shaw Internet customer's broadband experience beyond the home as a valuable extension of our customer wireline network experience. Over 3.6 million devices have authenticated to our carrier-grade Shaw Go WiFi network and there are over 110,000 public access points used by our customers in coffee shops, restaurants, gyms, malls, public transit, and other public spaces covering locations from British Columbia to Ontario. In addition to these public access points, Wireless customers can seamlessly access more than 950,000 Home Hotspots across western Canada, making it easier to stream and download at a friend's or relative's home.

In fiscal 2021, we continued investing in Shaw Go WiFi by upgrading some of the core elements and significantly increasing the number of Home Hotspots available for Wireless customers.

Shaw's Wireless Network

Supporting our Wireless revenue growth are the significant investments in our wireless network and customer service capabilities. We continued to execute on our operating plan to improve our network and deploy spectrum in an efficient manner. Wireless network investments to improve the customer experience continued to be a priority in the areas in which we operate and serve customers.

Shaw partnered with NOKIA to roll-out our next generation LTE wireless network in our existing markets in Ontario, Alberta, and British Columbia. In fiscal 2021, we continued to deploy our Extended Range LTE network, which leverages our 700 MHz wireless spectrum, to provide customers with improved in-building coverage as well as extending coverage. At the end of fiscal 2021, the deployment of our 700 MHz spectrum was virtually complete in western Canada and approximately 80% complete nationwide.

In fiscal 2021, Shaw continued to deploy its 600 MHz spectrum. At the end of fiscal 2021, the deployment of 600 MHz reached 80% coverage in Calgary and 60% coverage in Vancouver and the GTA.

In fiscal 2021, the Company continued to deploy small cell technologies (low powered wireless antennas and receivers with a range of 100m – 200m) designed to enhance coverage and performance in dense urban locations. As high-power towers keep the network signal strong across large distances, small cells suit more densely developed areas like city centres and popular venues by providing LTE/VoLTE quality speed, capacity, and coverage improvements in these high traffic areas. The deployment of small cell technology was further enhanced by the activation of additional macro sites and the recent upgrades to our Fibre+ network that provide the ability to power and backhaul network traffic.

In fiscal 2021, our operational support systems were enhanced to streamline customer activation capabilities and provide proactive monitoring capabilities to assist our operational teams with awareness of potential service issues in order to address them before they arise or to mitigate customer impact.

Private Wireless Networks

Shaw continues to provide Canadian market leadership in the Private Wireless Network space and build on its momentum, specifically within the mining industry. A Private Wireless Network (previously referred to as "Private LTE") is a complete, standalone cellular network that is used exclusively by the end customer for their business operations. In fiscal 2021, our first customer, Teck Resources Limited ("Teck"), moved to the production phase in their Private Wireless Network, enabling Autonomous Haulage Services at their Elkview operations in Sparwood, British Columbia. Contracts were also awarded for Teck's Highland Valley Copper Operations near Logan Lake, British Columbia in 2021.

Shaw continues to work with other industry partners to develop and deploy Private Wireless Networks.

Spectrum Holdings

Our Wireless division holds spectrum licences in British Columbia, Alberta, southern Ontario, and eastern Ontario. In some cases, licences are issued on a Tier 2 basis, which cover the relevant province or a large region within the relevant province. In other cases, licences are issued on a Tier 3 basis, which cover smaller regions within a province. On a Tier 2 basis, the Wireless division currently holds 40-50 MHz of AWS-1 and AWS-3 spectrum, 30 MHz of 600 MHz spectrum, and 10 MHz of 700 MHz spectrum in each of British Columbia, Alberta, and southern Ontario. In the Tier 2 area of eastern Ontario, the Wireless division holds 20 MHz of 600 MHz spectrum and 10 MHz of AWS-1 spectrum. In some Tier 3 regions within British Columbia, Alberta, southern Ontario, and eastern Ontario, the Wireless division holds an additional 0-40 MHz of 2500 MHz spectrum and 0-10 MHz of AWS-1 spectrum.

Climate Change and Environmental Responsibility

Shaw is committed to delivering a seamless connectivity experience to Canadians in an environmentally responsible and sustainable manner. A key focus area for the Company involves efficiency and innovation, which includes:

- **Reducing Consumption** – we support efforts to reduce employee, customer and enterprise consumption of:

  a) Energy – through the use of energy efficient technologies;

  b) Water – by reducing water consumption in Shaw owned buildings; and

  c) Paper – by continuing to promote e-bill and efficient printing behaviours amongst employees and customers to reduce paper use by shifting interactions to digital platforms as part of the Company's digital transformation.

- **Waste Reduction** – to reduce employee, customer and enterprise waste we have implemented waste diversion and e-waste recycling programs and reduced single-use items in our marketing campaigns and packaging.
- **Reducing Carbon Emissions** – to reduce Shaw's carbon footprint through reduction (e.g., LED lighting, high-efficiency boilers, e-billing, reduced truck rolls due to increased consumer self-install of customer premises equipment (CPE)) and market-based instruments (e.g., renewable energy, offsets);
- **Engagement and Awareness** – to continuously drive employee, customer and enterprise awareness of Shaw's environmental initiatives. Engaging employees in our journey – through the establishment of green teams, earth week, and waste reduction initiatives – to advance our goals of educating and sharing common beliefs and values around environmental sustainability.

Shaw is also a signatory of the Canadian Energy Efficiency Voluntary Agreement (CEEVA) with respect to Set-Top Boxes (STBs) and Small Network Equipment (SNE). CEEVA aims to significantly reduce the total annual energy consumption used by STBs and SNEs in Canada.

Environmental and Social Governance

On December 7, 2020, Shaw issued its inaugural environmental, social and governance (ESG) report to provide stakeholders (i.e., customers, employees, investors, supply chain partners and regulators) with an overview of our ESG program, including Shaw's goals and actions. Shaw's ESG report can be found at https://www.shaw.ca/corporate/environmental-social-governance.

GOVERNMENT REGULATIONS AND REGULATORY DEVELOPMENTS

Substantially all of the Company's Canadian business activities are subject to regulations and policies established under various pieces of legislation, including the *Broadcasting Act* (Canada) ("*Broadcasting Act*"), the *Telecommunications Act* (Canada) ("*Telecommunications Act*"), the *Radiocommunication Act* (Canada) ("*Radiocommunication Act*"), and the *Copyright Act* (Canada) ("*Copyright Act*"). Regulation of broadcasting and telecommunications is generally administered by the Canadian Radio-television and Telecommunications Commission (CRTC or the "Commission") under the supervision of the Department of Canadian Heritage ("Canadian Heritage") and ISED, respectively. The allocation and use of wireless spectrum in Canada are governed by spectrum licences issued by, and radio authorization conditions set by, ISED pursuant to the *Radiocommunication Act*.

Limits on Non-Canadian Ownership and Control

Neither a holding company that has a subsidiary operating company licensed under the *Broadcasting Act*, nor any such licensee, may be controlled in fact by non-Canadians, the determination of which is a question of fact within the jurisdiction of the CRTC. Pursuant to the Direction to the CRTC (Ineligibility of Non-Canadians) (the "Direction"), non-Canadians are permitted to own and control, directly or indirectly, up to 33.3% of the voting shares and 33.3% of the votes of a holding company that has a subsidiary operating company licensed under the *Broadcasting Act*. In addition, up to 20% of the voting shares and 20% of the votes of a licensee may be owned and controlled, directly or indirectly, by non-Canadians. As well, the chief executive officer (CEO) and not less than 80% of the board of directors of the licensee must be resident Canadians. There are no restrictions on the number of non-voting shares that may be held by non-Canadians at either the holding company or licensee level. If a holding company of a licensee does not satisfy the requirement that 80% of its board of directors be resident Canadians, it must have a CRTC-approved Independent Programming Committee (IPC) in place to ensure that neither the holding company nor its directors exercise control or influence over the programming decisions of its subsidiary licensee. With CRTC approval, Shaw has implemented an IPC to comply with the Direction.

Limits on non-Canadian ownership apply to certain Canadian carriers pursuant to the *Telecommunications Act*, the *Radiocommunication Act* and associated regulations, except that there is no requirement that the CEO be a resident Canadian of a company operating pursuant to those Acts. Instead, the *Telecommunications Act*, the *Radiocommunication Act* and associated regulations require only that 80% of the voting shares of such entities be held by resident Canadians. The Canadian ownership requirements do not apply to wireline and wireless telecommunications carriers that have annual revenues from the provision of telecommunications services in Canada that represent less than 10% of the total annual revenues for the sector.

The Company's Articles contain measures to ensure the Company continues to comply with applicable Canadian ownership requirements and its ability to obtain, amend, or renew a license to carry on any business. Shaw must file a compliance report annually with the CRTC confirming that it is eligible to operate in Canada as a telecommunications common carrier.

Broadcasting Act

Pursuant to the *Broadcasting Act*, the CRTC is mandated to regulate and supervise all aspects of the broadcasting system in a flexible manner. The *Broadcasting Act* requires broadcast distribution undertakings (BDUs) to give priority to the carriage of Canadian services; to provide efficient delivery of programming services at affordable rates; to provide reasonable terms for the carriage, packaging and retailing of those programming services; and provides the option to operate a community channel. Under the *Broadcasting Act*, the Governor in Council (GIC) may issue broad policy directions of general application on matters with respect to the objectives of Canada's broadcasting policy and related regulatory policy.

The *Broadcasting Act* also sets out requirements for programming services with respect to Canadian content. The Company's broadcasting distribution business and on-demand programming services depend on licences (or operate under an exemption order) granted and issued by the CRTC under the *Broadcasting Act*. Pursuant to CRTC regulations, the Company is required to contribute 5% of its cable and direct-to-home (DTH) BDUs' gross revenues to support the production of Canadian programming.

Licensing and Ownership

The Company's cable licences are subject to a five-year term, expiring August 31, 2023. The Company's DTH and Satellite Relay Distribution Undertaking (SRDU) licences are subject to a seven-year term, expiring August 31, 2026.

The Company's on-demand licence is subject to a five-year term expiring August 31, 2022. The Company's terrestrial and DTH PPV licences are both subject to five-year terms expiring August 31, 2024.

New Media

The CRTC has issued a digital media exemption order requiring that Internet-based and mobile point-to-point broadcasting services not offer television programming on an exclusive or preferential basis in a manner that depends on subscription to a specific mobile or retail Internet service and not confer an undue preference or disadvantage. The CRTC has not imposed any levy on the revenue of exempt digital media undertakings to support Canadian content.

Potential Legislative Changes

On November 3, 2020, the Minister of Heritage introduced a bill to amend the *Broadcasting Act* ("Bill C-10"). Bill C-10 provided the basis for a new legislative regime that would recognize that new classes of service providers, including Canadian and non-Canadian online broadcasting services and platforms, are part of Canada's broadcasting system, in addition to current classes that include terrestrial and DTH BDUs and programmers. On June 14, 2021, the Standing Committee presented its report on Bill C-10 with amendments in the House of Commons, and on June 22, 2021, the House of Commons passed the Bill. As of the prorogation of the 43rd Parliament, on August 15, 2021, Bill C-10 remained before the Senate. The Liberal Party, which secured a minority government in the 2021 federal election, indicated in its election platform that they would introduce legislation to reform the *Broadcasting Act* within the first 100 days following re-election, and modernize funding tools that support Canada's audio-visual sector.

Any changes to the *Broadcasting Act* and related regulations – pursuant to the introduction of a bill that is substantially similar to Bill C-10 or that proposes different or additional provisions – alone or in combination with the maintenance of existing regulatory measures applicable to the Company's cable and DTH services could impact the business practices of the Company; result in the imposition of new fees and costs on the Company's cable, DTH, or digital media services; allow for the introduction of new competition in the provision of broadcasting distribution services; and/or negatively impact the Company's financial results from broadcasting.

Other Potential New or Increased Fees and Costs

New fees and costs could also be imposed pursuant to CRTC regulation, with or without legislative changes. The Commission indicated that in 2020-2021 it will consider whether to examine new mechanisms to support television news production. If the CRTC were to implement support for television news production through increased access by broadcasters to subscription revenue, it would increase costs for the Company. Additionally, the Commission indicated that in 2021-2022 it will "examine options for the appropriate measures needed to ensure that all content providers on all platforms contribute to the creation of Canadian content in both official languages, that Canadian content is promoted and given appropriate prominence, and that it is easily accessible by Canadians." Implementation of new regulatory measures with the foregoing objectives could result in new fees payable by the Company's cable, DTH or digital media services; impact the business practices of the Company, including through new distribution and promotion requirements, with increased costs payable by the Company's cable, DTH, or digital media services; and/or negatively impact the Company's financial results from broadcasting.

Sections 21 and 49 of the CRTC's *Broadcasting Distribution Regulations* (the "BDU Regulations") currently state that a cable BDU must obtain the consent of an over-the-air (OTA) broadcaster in order to distribute its signal in a distant market. In the case of DTH BDUs, the BDU Regulations permit the distribution of local OTA television signals on a distant basis without consent within the province of origin, but the BDU Regulations state that DTH BDUs must obtain broadcaster consent to deliver an OTA television signal out-of-province, unless the DTH BDU is required to carry the signal out-of-province on its basic service. There are questions as to the jurisdictional validity of sections 21 and 49 of the BDU Regulations, which are currently being considered by the CRTC pursuant to an application by Rogers Media Inc. (RMI), posted by the Commission on February 21, 2020, asking the Commission to enforce those sections. Based on the current language of sections 21 and 49 of the BDU Regulations and depending on the outcome of RMI's application, broadcasters may seek to limit distribution of distant signals or remuneration for their distribution by the Company, which could increase costs for the Company and limit its offerings to consumers (including pursuant to demands for signal take-down or program blackouts). In addition, any confirmation by the CRTC of the validity of television broadcast licensees' right of authorization regarding the retransmission of their signals in distant markets could lead to similar demands by non-Canadian broadcasters. Any such impacts or demands could significantly impact the Company's costs and negatively impact the Company's financial results.

Telecommunications Act

Under the *Telecommunications Act*, the CRTC is responsible for ensuring that Canadians in all regions of Canada have access to reliable and affordable high-quality telecommunication services. The CRTC has the authority to forbear from regulating one or more services or classes of services provided by a carrier if the CRTC finds that there is sufficient competition for those services to protect the interests of users. Retail Internet, home phone services and mobile wireless services have been forborne from price regulation. However, regulations do affect certain terms and conditions under which Shaw's retail services are provided. As described further below under "Third Party Internet Access," certain Shaw wholesale services are regulated.

Under the *Telecommunications Act*, the GIC may issue broad policy directions of general application to the CRTC with regard to the telecommunications policy directives set out in the *Telecommunications Act* (each a "Telecommunications Policy Direction"). As described below under "Government Policy Direction to CRTC Concerning Telecommunications," a Telecommunications Policy Direction was issued by the GIC with the intention of guiding the CRTC's decision-making on telecommunications matters.

The CRTC and ISED can also impose monetary penalties on companies that contravene the *Telecommunications Act*, the *Radiocommunication Act*, and the regulations and rules promulgated thereunder.

ISED is responsible for the allocation, issuance and management of radio spectrum pursuant to the *Radiocommunication Act*. As well, the technical operating aspects of the Company's businesses are regulated by technical requirements and performance standards established by ISED, primarily under the *Telecommunications Act* and the *Radiocommunication Act*.

Potential Legislative Changes

The Minister of Canadian Heritage and the Minister of Innovation, Science and Industry were directed, pursuant to the Ministerial mandate letters issued December 13, 2019, to "modernize the *Broadcasting Act* and *Telecommunications Act*, examining how best to [...] ensure quality affordable internet, mobile and media access." The Minister of Innovation, Science and Industry was also directed to reduce mobile prices by 25% within two years, and failing that, to further expand mobile virtual network operators (MVNOs) in Canada and the CRTC's mandate on affordable pricing. In accordance with this mandate, on March 5, 2020, the Minister of Innovation, Science and Industry announced the expectation that the national wireless carriers (BCE Inc., Rogers Communications Canada and TELUS Communications) reduce their prices for mid-range data plans (2-6 GB) by 25% over the next two years, and indicated that if "these targets are not met within two years, the Federal Government will take action with other regulatory tools to further increase competition and help reduce prices."

Implementation of the foregoing Ministerial mandates (assuming that they remain applicable during the next session of Parliament) could result in: the introduction of new regulatory measures that negatively impact the business practices of the Company and our ability to serve customers and related costs; and/or negative impacts on the Company's financial results and competitiveness in the wireless and wireline market.

Third Party Internet Access

Shaw is mandated by the CRTC to provide a wholesale high-speed access (HSA) service at regulated rates to independent ISPs ("Resellers"), who use the wholesale HSA services to provide their own retail Internet services to consumers ("Third Party Internet Access" or "TPIA").

Telecom Orders CRTC 2019-288 and 2021-181

On August 15, 2019, the CRTC issued Telecom Order 2019-288 (the "Order"), which set Shaw's aggregated wholesale HSA service rates. The rates imposed by the Order were significantly lower than the interim rates set in October 2016, and retroactive to January 31, 2017. Shaw, jointly with Cogeco, Eastlink, Rogers and Videotron (the "Cable Carriers"), pursued all three routes of appeal of the Order: appeal to the Federal Court of Appeal (FCA); Petition to federal Cabinet; and application with the CRTC to review and vary the Order. On May 27, 2021, the CRTC released its decision in the Cable Carriers' application to review and vary the rates set by the Order ("TD 2021-181"), in which it determined that there was substantial doubt as to the correctness of the aggregated wholesale HSA service rates set by the Order and approved on a final basis the interim rates set in October 2016. TekSavvy Solutions Inc. ("TekSavvy"), Competitive Network Operators of Canada ("CNOC"), and National Capital FreeNet Inc. ("NCF") have petitioned to the GIC to vary TD 2021-181 (the "Petitions"), asking the GIC to finalize the rates set by the 2019 Order. TekSavvy and CNOC are also asking the GIC to direct all facilities-based wholesale service providers to immediately remit all retroactive payments in connection with the Order's rates. On September 22, 2021, the Cable Carriers filed a response to the TekSavvy and CNOC Petitions, asking Cabinet to deny the requested relief. The reply to the NCF Petition is due November 1, 2021. On June 28, 2021, TekSavvy also filed a motion for leave to appeal TD 2021-181 to the FCA and has requested that the appeal be heard on an expedited basis. The FCA granted leave on September 15, 2021. In its appeal, TekSavvy will seek an order from the FCA that TD 2021-181 is quashed, and the 2019 Order is reinstated or, in the alternative, that the matter is returned to the CRTC for redetermination. If the GIC or the FCA were to intervene in any way with the effect of decreasing the aggregated wholesale HSA service rates set by TD 2021-181, this could significantly reduce the amount that the Company can charge for aggregated wholesale HSA services and negatively impact the Company's broadband Wireline revenues and investments, as well as its ability to compete with Resellers and other facilities-based HSA providers.

Distinction between residential and business wholesale HSA services

On March 3, 2020, the Commission initiated a proceeding to examine wholesale HSA tariff provisions that differentiate between residential and business end-users. Final replies were filed on February 11, 2021, and a decision is pending. The Company's tariffs do not limit or restrict reselling to business end-users. If the Commission's decision goes beyond addressing existing tariff provisions that place restrictions on Resellers based on market segmentation, and mandates new wholesale access requirements applicable to the Company's Consumer or Business Internet services, the Company's broadband revenues and investments, as well as its ability to compete, could be negatively impacted.

Disaggregated Wholesale Services Framework

In 2015, the CRTC completed a review of the wholesale wireline policy framework, including TPIA, and: (i) extended mandated wholesale access services to include FTTP facilities; and (ii) initiated a shift to a new disaggregated wholesale HSA service model. On June 11, 2020, the Commission initiated a new proceeding to consider the appropriate network configuration for disaggregated wholesale HSA services across the country, and suspended the proceeding to set final rates, terms, and conditions for the disaggregated wholesale HSA services in Ontario and Quebec, for which network configurations had previously been reviewed and approved by the CRTC in 2016. The disaggregated wholesale service configuration that is mandated by the Commission could require significant and costly modifications to the Company's broadband network architecture. The final mandated rates and the terms of disaggregated HSA services could negatively impact the Company's broadband revenues and investments as well as its ability to compete with Resellers and other facilities-based disaggregated HSA providers.

Review of the approach to rate setting for wholesale telecommunications services

On April 24, 2020, the Commission initiated a proceeding to review its approach to rate setting for wholesale telecommunications services. Replies were filed on November 27, 2020, and a decision is pending. The methodology that is selected will impact the amount that the Company can charge for wholesale HSA service. If the methodology fails to adequately compensate the Company for the costs associated with provisioning HSA services as well as a reasonable return on investment, it will negatively impact the Company's broadband Wireline revenues and investments and our ability to compete with Resellers and other facilities-based HSA providers. The chosen methodology could also potentially apply to wholesale wireless services, including mandated roaming.

CRTC Wireless Review

In February 2019, the CRTC initiated its review of the regulatory framework for mobile wireless services and held a public hearing in February 2020. The Commission reviewed competition in the retail market, including potential regulatory intervention, such as new retail policies and mandated low-cost data-only plans, and wholesale wireless regulation, including wholesale access for mobile virtual network operators (MVNOs), and whether there is any need to make changes to the wholesale roaming policy.

In April 2021, the CRTC issued Wireless Review decision, Telecom Regulatory Policy CRTC 2021-130 ("TRP 2021-130"). In it, the CRTC rejected a broad MVNO regime and instead mandated facilities-based MVNO service, whereby the national wireless carriers as well as SaskTel are mandated to provision wholesale MVNO access services only to carriers holding a spectrum licence in a given service area. The terms and conditions of the facilities-based wholesale MVNO access service are still under consideration by the Commission. Rates will be determined through commercial negotiation, with recourse to CRTC Final Offer Arbitration if negotiations reach an impasse. The CRTC also held that the national wireless carriers would be required to provide seamless roaming as part of their mandated domestic wholesale roaming services used by the Company and other carriers as of April 15, 2022 and confirmed that the wholesale roaming policy applies to 5G networks. The national wireless carriers' wholesale roaming tariffs will be reviewed to ensure the rates reflect the underlying costs associated with seamless roaming following its implementation. At that time, the CRTC will also assess the underlying costs of wholesale roaming on 5G networks. TRP 2021-130 did not mandate specific retail services but set clear expectations for the offer and promotion by the national carriers of low-cost, emergency use, and occasional use plans at specified rates. Finally, the CRTC determined that the *Telecommunications Act* does not give it the jurisdiction to adjudicate disputes concerning access to public places for the purpose of constructing, maintaining, and operating mobile wireless transmission facilities. On May 14, 2021, TELUS filed for leave to appeal the CRTC's determinations related to seamless roaming and jurisdiction over access to public places relating to wireless facilities. On August 11, 2021, the FCA granted TELUS leave. Additionally, Data On Tap Inc., an MVNO operating as dotmobile, has petitioned the GIC to vary TRP 2021-130, asking it to broaden mandated MVNO access by, among other things, removing the spectrum requirements and set a maximum allowable wholesale rate.

Compliance and Enforcement and Telecom Notice of Consultation CRTC 2021-9

On January 13, 2021, the CRTC initiated a proceeding to develop a network-level blocking framework to limit botnet traffic targeting Canadians. Shaw has recommended a limited role for the CRTC. If, however, the CRTC implements more onerous obligations, this could introduce additional costs to the Company and a risk of penalties in connection with any non-compliance.

Retail Sales Practices

On February 20, 2019, the CRTC published its Report on Misleading or Aggressive Communications Retail Sales Practices and found that "a significant portion of Canadians are experiencing misleading or aggressive sales practices through all types of sales channels" in connection with their purchase of telecommunications and broadcasting services. While the Report did not result in new rules or regulatory obligations, the Report's findings, coupled with a planned Commission examination of activities undertaken in 2020-2021 to address those findings, could lead to new measures implemented in the context of current or future proceedings. The introduction of any such measures could negatively impact our ability to serve our customers, result in cost increases for the Company and negatively impact the Company's revenue.

Access for Wireline Network

Shaw requires access to support structures, such as poles, strand and conduits of telecommunication carriers and electric utilities, in order to deploy wireline network facilities. Under the *Telecommunications Act*, the CRTC has jurisdiction over support structures of telecommunication carriers, including rates for third party use. The CRTC's jurisdiction does not extend to electrical utility support structures, which are regulated by provincial utility authorities. Shaw's wireline network also requires access to construct facilities in roadways and other public places. Under the *Telecommunications Act*, Shaw may access such places with the consent of the municipality or other public authority having jurisdiction.

On December 10, 2019, the Commission initiated a review to examine "potential barriers and/or regulatory solutions to building new facilities or interconnecting to existing facilities in order to extend broadband-capable networks more efficiently into underserved areas […]." The Commission specifically requested comments on barriers such as access to affordable transport services and efficient use of support structures; how and to what extent these barriers are preventing carriers from extending transport networks and offering services in underserved regions; and proposals on potential regulatory measures to address the barriers. Final submissions were filed in March 2021, and a decision has not yet been issued. The introduction of regulatory requirements applicable to the provision of wholesale transport services in rural or remote areas could negatively impact the Company's financial results.

Radiocommunication Act

Our Wireless division holds licences for the use of radiofrequency spectrum required to operate its mobile wireless business. Those spectrum licences are administered by ISED under the *Radiocommunication Act*. Spectrum use is governed by conditions of license, including license term, transferability/divisibility, technical compliance requirements, lawful interception, research and development, and mandated antenna site sharing and domestic roaming services.

Any changes to the *Radiocommunications Act* could impact the business practices of the Company and/or the processes governing its acquisition of new spectrum for purposes of building its wireless networks.

Wireless Spectrum Licences

The Company's AWS-1 spectrum licences were renewed in 2019 for a 20-year term. The Company's AWS-3 spectrum licences were issued in 2015 for a 20-year term. The 700 MHz and 2500 MHz spectrum licences that the Company purchased from Quebecor were initially issued in February 2014 and May 2015, respectively for a term of 20 years. The Company also holds other 2500 MHz licences, including those acquired at ISED's 2018 residual auction, which were issued for a 20-year term, and the Company also acquired 600 MHz licences at ISED's 2019 auction, which were issued for a 20-year term.

The Company's licences come with conditions, including a variety of deployment conditions. In July 2019, ISED issued a decision in response to its consultation on a new set of smaller service areas for spectrum licensing ("Tier 5 Service Areas") to complement ISED's existing service areas. ISED has created Tier 5 Service Areas with the objective of encouraging additional access to spectrum within rural areas pursuant to its licensing process. Currently, none of the Company's licences are subject to Tier 5 deployment requirements, but future licences may incorporate a requirement for deployment in such new service areas, which could lead to additional future network costs.

In March 2020, ISED released its policy and licensing framework (the "Framework") for the 3500 MHz (3450-3650 MHz) auction, following a public consultation process in 2019. The auction commenced in June 2021, and provisional results were published on July 29, 2021. Shaw did not participate in the auction.

In May 2021, following a public consultation in 2020 on proposed revisions to the 3800 MHz band (3650-4200 MHz), ISED released its decision allowing future mobile use in the band. The band is currently used primarily to provide fixed satellite services. Existing satellite users of the spectrum in remote, satellite dependent areas of the country will be permitted to continue to operate across the band, while those in urban areas will be consolidated in the 4000-4200 MHz spectrum range and subject to a transition process that will be complete in March 2025. The details of the licensing framework for the band will be the subject of a future proceeding.

In June 2019, following a consultation in 2018, ISED released a decision allowing future mobile use in the millimetre wave bands, including 26 GHz, 28 GHz, and 38 GHz bands, as well as licence-exempt use in the 64-71 GHz bands. The details of the licensing framework for these bands will be the subject of a future proceeding.

In May 2021, ISED also released a decision confirming its intention to make 1200 MHz of spectrum in the 6 GHz band (5925-7125 MHz) available for WiFi and other unlicensed uses. Technical standards for equipment operating in the band must be developed before the spectrum becomes available for use.

In August 2021, ISED commenced a consultation on the potential introduction of a new "access licensing framework" to facilitate access to unused spectrum in rural and remote areas. ISED proposes to issue Tier 5 licences on a first-come, first-served basis in areas where existing licensees have not deployed services. ISED proposes to apply this initially to the PCS (1900 MHz) and Cellular (800 MHz) bands. Among other things, the consultation also proposes to streamline the approval process for certain subordination arrangements. Although Shaw does not have spectrum in the PCS or Cellular spectrum bands, these consultations could lead to future spectrum proceedings, or future opportunities for other parties to gain access to spectrum, which could impact the Company's competitiveness or its spectrum licences.

Access for Wireless Network

Our Wireless division's operations depend on being able to locate and construct wireless antenna sites, which in some cases requires certain authorizations or approvals from municipalities, which vary from one municipality to another but are also subject to federal oversight. The process for such approvals can include a comprehensive consultation process related to local land use priorities and new antenna site design parameters. As noted above, the CRTC determined that the *Telecommunications Act* does not give it the jurisdiction to adjudicate disputes concerning access to public places for the purpose of constructing, maintaining, and operating mobile wireless transmission facilities and TELUS is appealing that aspect of the decision at the FCA.

The Wireless division also uses arrangements whereby it co-locates its antennae equipment on towers and/or sites owned and operated by third party tower and/or site providers and the three national wireless carriers. Pursuant to the conditions of their spectrum licences and the CRTC's policy framework for wholesale wireless services, the three national wireless carriers must allow competitors, including Freedom Mobile and Shaw Mobile, to co-locate equipment at these locations. However, the application and approval process for the sharing of towers is lengthy, and the ISED and CRTC processes that are available to enforce the existing rules can also be challenging and time consuming. The CRTC's review of mobile wireless services included a focus on reducing barriers to infrastructure deployment and whether any further regulatory measures are required to reduce barriers to the deployment of wireless infrastructure. In the CRTC's review of mobile wireless services, the Commission indicated that it would examine issues associated with access to various types of infrastructure in order to deploy wireless networks and whether changes should be made to the Commission's existing rules to facilitate such access. In its Wireless Review decision (TRP 2021-130), the CRTC determined that it did not need to take any additional action in relation to tower and site sharing at this time.

Copyright Act

Canada's *Copyright Act* accords the creators and owners of content various rights to authorize and/or be remunerated for the use and performance of their works, including, in some instances, by BDUs. In addition, the *Copyright Act* creates certain exceptions that permit the use of copyrighted works without the authorization or remuneration of rights holders.

New or Potential Legislative Changes

Any amendments to the *Copyright Act* that modify the terms and conditions applicable to the use of content, including new rights or the scope of flexibility pursuant to existing exceptions; or impose new obligations on intermediaries, such as telecommunications service providers, could create increased fees and negatively impact the business practices of the Company, as well as the Company's ability to serve its customers.

Potential for New or Increased Fees

In August 2017, the Copyright Board issued a decision interpreting the scope and meaning of the "making available" provision (section 2.4(1.1) of the *Copyright Act*). The Copyright Board determined that as a result of section 2.4(1.1), the mere making available of a work on a server for the purpose of later streaming or downloading of the work by the public is an event for which a tariff is payable, expanding the scope of the performance right and the Society of Composers, Authors and Music Publishers of Canada's (SOCAN) entitlement to royalties. In September 2017, the Company, along with a number of other broadcasting and Internet companies, filed an application for judicial review, arguing that the Copyright Board's interpretation of the "making available" provision was erroneous. In June 2020, the FCA overturned the Copyright Board's interpretation. On November 12, 2020, SOCAN and Music Canada (collectively, the "Applicants") filed an application for leave to appeal to the Supreme Court of Canada (SCC). On April 21, 2021, leave to appeal was granted to the Applicants. If the SCC restores the Copyright Board's interpretation, it could lead to new claims by rights holders in connection with Company technologies that facilitate downloading.

Judicial Review of the Distant Signal Retransmission Tariff Rates (2014-2018)

On December 18, 2018, the Copyright Board released a rate decision for the Distant Signal Retransmission Tariff for the past tariff period of 2014-2018, inclusive, which introduced a rate increase that applied retroactively, and established an interim tariff for 2019 based on the 2018 rate. Both the Copyright Collective of Canada (the "Collectives") and Objectors filed a Notice of Application for judicial review with the FCA on November 4, 2019. On July 23, 2021, the FCA dismissed the Objectors' application on all grounds, and granted the Collectives' application on two grounds, for the years 2016-2018. The SCC application for leave to appeal the FCA decision was filed on September 29, 2021. If the FCA's decision is upheld, the Company could become subject to significantly increased royalty rates for the 2016-2018 period, pursuant to a redetermination of the rates by the Copyright Board.

Privacy and Anti-Spam Legislation

Privacy Legislation

The Personal Information Protection and Electronic Documents Act (Canada) (PIPEDA) is Canada's federal privacy law regulating the collection, use, and disclosure of personal information in Canada by a federally regulated organization in the private sector. The Company has established a privacy policy and its internal privacy processes in accordance with PIPEDA.

On November 17, 2020, the Minister of Innovation, Science and Industry introduced Bill C-11 – the Digital Charter Implementation Act ("DCIA"), which was intended to replace PIPEDA. Bill C-11 was comprised of two parts: (1) the Consumer Privacy Protection Act (the "CPPA"), which established protections and parameters for the collection, use and disclosure of personal information ("PI"), including enhanced rights for individuals with respect to their privacy and data; enhanced accountabilities for organizations with respect to consent gathering and data usage; and significant penalties (up to 5% of an organization's gross revenue the previous year) for breaches of rights and responsibilities; and (2) the Personal Information and Data Protection Tribunal Act (the "PIDPTA"), which created a new administrative tribunal to oversee enforcement of the CPPA. As of the prorogation of the 43rd Parliament on August 15, 2021, Bill C-11 remained in Second Reading before the House of Commons. The Liberals' election platform indicated that if re-elected, they would move forward with legislation to implement Canada's Digital Charter, strengthen privacy protections for consumers and introduce new rules applicable to the online marketplace.

Changes to privacy laws and regulations resulting from the reinstatement and passage of Bill C-11 or introduction of a new privacy bill, will require the Company to incur costs to adjust its policies and practices related to privacy, as well as data collection, management, disposal and access practices. Such changes could: result in significant new costs payable by the Company to ensure compliance; limit the Company's ability to utilize data in support of its business, as well as preserve and expand its customer base; and expose the Company to the risk of significant penalties and claims (including pursuant to a proposed right of private action) in connection with any non-compliance.

Canada's Anti-Spam Legislation (CASL)

CASL sets out a comprehensive regulatory regime regarding online commerce, including requirements to obtain consent prior to sending commercial electronic messages and installing computer programs. CASL is administered primarily by the CRTC, and non-compliance may result in fines of up to $10 million. The Company maintains internal practices and policies to facilitate compliance with CASL.

Environmental matters

Shaw's operations are subject to environmental regulations, including those related to electronic waste, printed paper and packaging. A number of provinces have enacted regulations providing for the diversion of certain types of electronic and other waste through product stewardship programs (PSP). Under a PSP, companies who supply designated products in or into a province are required to participate in or develop an approved program for the collection and recycling of designated materials and, in some cases, pay a per item fee. Such regulations have not had, and are not expected to have, a material effect on the Company's earnings or competitive position.

KEY PERFORMANCE DRIVERS

Shaw measures the success of its strategies using a number of key performance drivers which are outlined below, including a discussion as to their relevance, definitions, calculation methods and underlying assumptions.

Financial Measures

Revenue

Revenue is a measurement determined in accordance with International Financial Reporting Standards (IFRS). It represents the inflow of cash, receivables or other consideration arising from the sale of products and services. Revenue is net of items such as trade or volume discounts, agency commissions, and certain excise and sales taxes. It is the base on which free cash flow, a key performance driver, is determined; therefore, it measures the potential to deliver free cash flow as well as indicating growth in a competitive market place.

The Company's continuous disclosure documents may provide discussion and analysis of non-GAAP financial measures. These financial measures do not have standard definitions prescribed by IFRS and therefore may not be comparable to similar measures disclosed by other companies. The Company's continuous disclosure requirements may also provide discussion and analysis of additional GAAP measures. Additional GAAP measures include line items, headings, and sub-totals included in financial statements. The Company utilizes these measures in making operating decisions and assessing its performance. Certain investors, analysts and others utilize these measures in assessing the Company's operational and financial performance and as an indicator of its ability to service debt and return cash to shareholders. These non-GAAP measures and additional GAAP measures have not been presented as an alternative to net income or any other measure of performance or liquidity prescribed by IFRS. The following contains a description of the Company's use of non-GAAP financial measures and additional GAAP measures and provides a reconciliation to the nearest IFRS measure or provides a reference to such reconciliation.

Adjusted EBITDA

Adjusted earnings before interest, taxes, depreciation and amortization ("adjusted EBITDA") is calculated as revenue less operating, general and administrative expenses. It is intended to indicate the Company's ongoing ability to service and/or incur debt and is therefore calculated before items such as restructuring costs, other gains (losses), amortization (a non-cash expense), taxes and interest. Adjusted EBITDA is one measure used by the investing community to value the business.

Adjusted EBITDA has no directly comparable GAAP financial measure. Alternatively, the following table provides a reconciliation of net income to adjusted EBITDA:

	Year ended August 31,		
(millions of Canadian dollars)	2021	2020	Change%
Net Income	**986**	688	43.3
Add back (deduct):			
Restructuring costs	**14**	14	—
Amortization:			
Deferred equipment revenue	**(11)**	(16)	(31.3)
Deferred equipment costs	**47**	65	(27.7)
Property, plant and equipment, intangibles and other	**1,183**	1,168	1.3
Amortization of financing costs – long-term debt	**2**	3	(33.3)
Interest expense	**231**	274	(15.7)
Other gains (losses)	**2**	16	(87.5)
Current income tax expense	**30**	120	(75.0)
Deferred income tax expense (recovery)	**16**	59	(72.9)
Adjusted EBITDA	**2,500**	2,391	4.6

Adjusted EBITDA margin

Adjusted EBITDA margin is a non-GAAP ratio that is calculated by dividing adjusted EBITDA by revenue. Adjusted EBITDA margin is also one of the measures used by the investing community to value the business.

	Year ended August 31,		
	2021	2020	Change%
Wireline	**49.6%**	48.3%	2.7
Wireless	**30.9%**	28.9%	6.9
Combined Wireline and Wireless	**45.4%**	44.2%	2.7

Net debt

The Company uses this measure to perform valuation-related analysis and make decisions about the Company's capital structure. We believe this measure aids investors in analyzing the value of the business and assessing our leverage. Refer to "Liquidity and Capital Resources" for further detail.

Net debt leverage ratio

The Company uses this non-GAAP ratio to determine its optimal leverage ratio. Refer to "Liquidity and Capital Resources" for further detail.

Free cash flow

The Company utilizes this measure to assess the Company's ability to repay debt and pay dividends to shareholders.

Free cash flow is comprised of adjusted EBITDA and then deducting capital expenditures (on an accrual basis and net of proceeds on capital dispositions) and equipment costs (net), interest, cash taxes paid or payable, interest on lease liabilities, lease payments relating to lease liabilities, dividends paid on the preferred shares, and recurring cash funding of pension amounts net of pension expense and adjusted to exclude share-based compensation expense or recovery.

Free cash flow has not been reported on a segmented basis. Certain components of free cash flow, including adjusted EBITDA, continue to be reported on a segmented basis. Capital expenditures and equipment costs (net) are also reported on a segmented basis. Other items, including interest and cash taxes, are not generally directly attributable to a segment, and are reported on a consolidated basis.

Free cash flow is calculated as follows:

(millions of Canadian dollars)	Year ended August 31, 2021	2020	Change %
Revenue			
Consumer	**3,665**	3,683	(0.5)
Business	**584**	567	3.0
Wireline	**4,249**	4,250	—
Service	**891**	815	9.3
Equipment	**381**	351	8.5
Wireless	**1,272**	1,166	9.1
	5,521	5,416	1.9
Intersegment eliminations	**(12)**	(9)	33.3
	5,509	5,407	1.9
Adjusted EBITDA			
Wireline	**2,107**	2,054	2.6
Wireless	**393**	337	16.6
	2,500	2,391	4.6
Capital expenditures and equipment costs (net):(1)			
Wireline	**723**	815	(11.3)
Wireless	**280**	296	(5.4)
	1,003	1,111	(9.7)
Free cash flow before the following	**1,497**	1,280	17.0
Less:			
Interest on debt and provisions	**(183)**	(223)	(17.9)
Interest on lease liabilities	**(45)**	(44)	2.3
Cash taxes	**(194)**	(148)	31.1
Lease payments relating to lease liabilities	**(110)**	(112)	(1.8)
Other adjustments:			
Non-cash share-based compensation	**2**	2	–
Pension adjustment	**2**	1	100.0
Preferred share dividends	**(8)**	(9)	(11.1)
Free cash flow	**961**	747	28.6

(1) Per Note 26 to the audited Consolidated Financial Statements.

Statistical Measures

Subscriber counts (or Revenue Generating Units (RGUs))

The Company measures the count of its subscribers in its Consumer, Business, and Wireless divisions.

In the Consumer and Business divisions, Wireline Video subscribers include residential customers, multiple dwelling units (MDUs) and commercial customers. A residential subscriber who receives at a minimum, basic cable service, is counted as one subscriber. In the case of MDUs, such as apartment buildings, each tenant with a minimum of basic cable service is counted as one subscriber, regardless of whether invoiced individually or having services included in the individual's rent. Each building site of a commercial customer (e.g., hospitals, hotels or retail franchises) that is receiving at a minimum, basic cable service, is counted as one subscriber. Video satellite subscribers are counted in the same manner as Wireline Video customers except that it also includes seasonal customers who have indicated their intention to reconnect within 180 days of disconnection. Internet customers include all modems on billing and Phone includes all phone lines on billing. All subscriber counts exclude complimentary accounts but include promotional accounts.

Consumer and Business divisions' RGUs represent the number of products sold to customers and includes Video (cable and Satellite subscribers), Internet customers, and Phone lines. As at August 31, 2021 these combined divisions had approximately 5.0 million RGUs.

In the Wireless division, a recurring subscriber or RGU (e.g., cellular phone, smartphone, tablet, mobile Internet device) has access to the wireless network for voice and/or data communications, whether prepaid or postpaid. Prepaid subscribers include RGUs where the account is within 90 days of the prepaid credits expiring. As at August 31, 2021 the Wireless division had approximately 2.1 million RGUs.

Refer to "Subscriber Highlights" on page 11 for more information on this measure.

Wireless Postpaid Churn

Wireless postpaid subscriber or RGU churn ("postpaid churn") measures success in retaining subscribers. Wireless postpaid churn is a measure of the number of postpaid subscribers that deactivated during a period as a percentage of the average postpaid subscriber base during a period, calculated on a monthly basis. It is calculated by dividing the number of Wireless postpaid subscribers that deactivated (in a month) by the average number of postpaid subscribers during the month. When used or reported for a period greater than one month, postpaid churn represents the sum of the number of subscribers deactivating for each period incurred divided by the sum of the average number of postpaid subscribers of each period incurred.

Postpaid churn of 1.41% in fiscal 2021 was comparable to 1.40% in fiscal 2020.

Wireless average billing per subscriber unit (ABPU)

Wireless ABPU is a supplementary financial measure and industry metric that is useful in assessing the operating performance of a wireless entity. We use ABPU as a measure that approximates the average amount the Company invoices an individual subscriber unit for service on a monthly basis. ABPU helps us to identify trends and measures the Company's success in attracting and retaining higher lifetime value subscribers. Wireless ABPU is calculated as service revenue (excluding allocations to wireless service revenue under IFRS 15) divided by the average number of subscribers on the network during the period and is expressed as a rate per month.

In fiscal 2021, ABPU decreased 6.8% to $41.15 compared to $44.13 in the prior year. The ABPU decrease reflects the increased number of customers that are subscribing to Shaw Mobile as well as reduced roaming revenue due to less travel and roaming outside of the Freedom home network resulting from the impact of the COVID-19 pandemic.

Wireless average revenue per subscriber unit per month (ARPU)

Wireless ARPU is a supplementary financial measure that is calculated as service revenue divided by the average number of subscribers on the network during the period and is expressed as a rate per month. This measure is an industry metric that is useful in assessing the operating performance of a wireless entity. ARPU also helps to identify trends and measure the Company's success in attracting and retaining higher-value subscribers.

In fiscal 2021, ARPU decreased 4.1% to $37.35 compared to $38.95 in the prior year. The ARPU decrease reflects the increased number of customers that are subscribing to Shaw Mobile as well as reduced roaming revenue due to less travel and roaming outside of the Freedom home network resulting from the impact of the COVID-19 pandemic.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The Company prepared its Consolidated Financial Statements in accordance with IFRS as issued by the International Accounting Standards Board (IASB). An understanding of the Company's accounting policies is necessary for a complete analysis of results, financial position, liquidity, and trends. Refer to Note 2 to the Consolidated Financial Statements for additional information on accounting policies. The following section discusses key estimates and assumptions that management has made under IFRS and how they affect the amounts reported in the Consolidated Financial Statements and accompanying notes. The following is a discussion of the Company's critical accounting policies.

Revenue and expense recognition

The identification of performance obligations within a contract and the timing of satisfaction of performance obligations under long-term contracts requires judgment. For bundled arrangements, we account for individual products and services when they are separately identifiable, and the customer can benefit from the product or service on its own or with other readily available resources. The Company has multiple deliverable arrangements consisting of upfront fees (subscriber connection fee revenue and/or customer premise equipment revenue) and related subscription revenue. The Company determined that the upfront fees charged to customers do not constitute separate performance obligations; therefore, these revenue streams are assessed as an integrated package.

Revenue is considered earned as services are performed, provided that at the time of performance, ultimate collection is reasonably assured. Such performance is regarded as having been achieved when reasonable assurance exists regarding the measurement of the consideration that will be derived from rendering the service. Revenue from Video, Internet, Phone, DTH, and Wireless customers includes subscriber revenue earned as services are provided. The revenue is considered earned as the period of service relating to the customer billing elapses. In addition to monthly service plans, the Company also offers multi-year service plans in which the total amount of the contractual service revenue is accounted for on a straight-line basis over the term of the plan.

When a customer can modify their contract within predefined terms such that we are not able to enforce the transaction price agreed to, but can only contractually enforce a lower amount, we allocate revenue between performance obligations using the minimum enforceable rights and obligations and any excess amount is recognized as revenue as its earned.

Subscriber connection fee revenue

Connection fees have no standalone value to the customer separate and independent of the Company providing additional subscription services, therefore the connection fee revenue must be deferred as contract liabilities and recognized systematically over the periods that the subscription services are earned. There is no specified term for which the customer will receive the related subscription service, therefore the Company has considered its customer churn rate and other factors, such as competition from new entrants, to determine the deferral period of three years for Wireline customers and two years for Wireless customers.

Subscriber connection and installation costs

The costs of physically connecting a new home are capitalized as part of the Company's distribution system as the service potential of the distribution system is enhanced by the ability to generate future subscriber revenue. Costs of disconnections are expensed as incurred as the activity does not generate future revenue.

Costs incurred to obtain or fulfill a contract

The incremental costs to obtain or fulfill a contract with a customer are deferred and amortized into operating expenses over their expected period of benefit to the extent they are recoverable. These costs include certain commissions paid to internal and external representatives that we expect to be recoverable. Determining the deferral criteria for these costs requires us to make significant judgments.

Customer premise equipment revenue and costs

Customer premise equipment available for sale, which generally includes DTH equipment, has no standalone value to the customer separate and independent of the Company providing additional subscription services. Therefore, the equipment revenue is deferred and recognized systematically over the periods that the subscription services are earned. As the equipment sales and the related subscription revenue are considered one transaction, recognition of the equipment revenue commences once the subscriber service is activated. There is no specified term for which the customer will receive the related subscription service, therefore the Company has considered various factors including customer churn, competition from new entrants, and technology changes to determine the deferral period of three years.

In conjunction with equipment revenue, the Company also incurs incremental direct costs which include equipment and related installation costs. These direct costs cannot be separated from the undelivered subscription service included in the multiple deliverable arrangement. Under IAS 2 "Inventories," these costs represent inventoriable costs and are deferred and amortized over the period of three years, consistent with the recognition of the related equipment revenue. The equipment and installation costs generally exceed the amounts received from customers on the sale of equipment (the equipment is sold to the customer at a subsidized price). The Company defers the entire cost of the equipment, including the subsidy portion, as it has determined that this excess cost will be recovered from future subscription revenues and that the investment by the customer in the equipment creates value through increased retention.

Shaw Business installation revenue and expenses

The Company also receives installation revenues in its Shaw Business operation on contracts with commercial customers which are deferred and recognized as revenue on a straight-line basis over the related service contract, generally spanning two to ten years. Direct and incremental costs associated with the service contract, in an amount not exceeding the upfront installation revenue, are deferred and recognized as an operating expense on a straight-line basis over the same period.

Wireless equipment revenue

Revenue for performance obligations satisfied at a point in time is recognized when control of the item or service transfers to the customer. Revenue from the direct sale of equipment to subscribers or dealers is recognized when the equipment is delivered and accepted by the subscribers or dealers.

For bundled arrangements (i.e., wireless handsets and voice and data services), items are accounted for as separate performance obligations if the item meets the definition of a distinct good or service. Stand-alone selling prices are determined using observable prices adjusted for market conditions and other factors, as appropriate. The Company offers a discretionary wireless handset discount program, whereby the subscriber earns the applicable discount by maintaining services with the Company, such that the receivable relating to the discount at inception of the transaction is reduced over a period of time. This discount is allocated proportionately between the equipment and service revenue, with the equipment discount recognized when the handset is delivered and the corresponding service discount is classified as a contract asset. The contract asset is reduced on a straight-line basis over the period which the discount is forgiven to a maximum of two years with an offsetting reduction to service revenue.

The Company also offers a plan allowing customers to receive a larger up-front handset discount than they would otherwise qualify for if they pay a predetermined incremental charge to their existing service plan on a monthly basis. The charge is billed on a monthly basis but is recognized as revenue when the handset is delivered and accepted by the subscriber. The amount receivable is classified as part of other current or non-current receivables, as applicable, in the Consolidated Statements of Financial Position.

Income statement classification

The Company distinguishes amortization of deferred equipment revenue and deferred equipment costs from the revenue and expenses recognized from ongoing service activities on its income statement. Equipment revenue and costs are deferred and recognized over the anticipated term of the related future revenue (i.e., the monthly service revenue) with the period of recognition spanning three to five years. As a result, the amortization of deferred equipment revenue and deferred equipment costs are non-cash items on the income statement, similar to the Company's amortization of deferred indefeasible right to use (IRU) revenue, which the Company also segregates from ongoing revenue. Further, within the lifecycle of a customer relationship, the customer generally purchases customer premise equipment at the commencement of the customer relationship, whereas the subscription revenue represents a continuous revenue stream throughout that customer relationship. Therefore, the segregated presentation provides a clearer distinction within the income statement between cash and non-cash activities and between up-front and continuous revenue streams, which assists financial statement readers to predict future cash flows from operations.

Allowance for doubtful accounts

A significant portion of the Company's revenues are earned from selling on credit to individual subscribers. Because there are some customers who do not pay their debts, selling on credit necessarily involves credit losses. The Company is required to make an estimate of an appropriate allowance for doubtful accounts on its receivables. In determining its estimate, the Company considers factors such as the number of days the account is past due, whether or not the customer continues to receive service, the Company's past collection history and changes in business circumstances. The estimated allowance required is a matter of judgment and the actual loss eventually sustained may be more or less than the estimate, depending on events which have yet to occur and which cannot be foreseen, such as future business, personal and economic conditions. Conditions causing deterioration or improvement in the aging of accounts receivable and collections will increase or decrease bad debt expense.

Leases

The application of IFRS 16 requires the Company to make judgments that affect the valuation of the lease liabilities and the valuation of right-of-use assets.

In determining whether a contract contains a lease, the Company makes judgments in determining whether the contract involves the use of an identified asset, whether the Company has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use, and whether the Company has the right to direct the use of the identified asset.

In determining the contract term, the Company makes judgments in determining the non-cancellable period of the lease and the impact to the term of any options in the contract including options to extend or terminate the lease and whether or not the Company is reasonably certain to exercise these options.

When determining the interest rate used for discounting future cash flows the Company uses the incremental borrowing rate unless the rate implicit in the lease is readily determinable. The determination of the incremental borrowing rate is derived from publicly available rates and adjusted for lease terms. A single incremental borrowing rate is applied to a portfolio of leases with similar characteristics.

Property, plant and equipment and other intangibles – capitalization of direct labour and overhead

The cost of property, plant and equipment and other intangibles includes direct construction or development costs (such as materials and labour) and overhead costs directly attributable to the construction or development activity. The Company capitalizes direct labour and direct overhead incurred to construct new assets, upgrade existing assets and connect new subscribers. These costs are capitalized as they are directly attributable to the acquisition, construction, development or betterment of the networks or other intangibles. Repairs and maintenance expenditures are charged to operating expenses as incurred.

Direct labour and overhead costs are capitalized in three principal areas:

1. **Corporate departments such as Technology, Operations, Products, and Supply Chain (TOPS):** TOPS is involved in overall planning and development of the Video/Internet/Phone/Wireless infrastructure. Labour and overhead costs directly related to these activities are capitalized as the activities directly relate to the planning and design of the construction of the distribution system. In addition, TOPS devotes considerable efforts towards the development of systems to support Phone, WiFi, and projects related to new customer management, billing, and operating support systems. Labour costs directly related to these and other projects are capitalized.
2. **Cable regional construction departments, which are principally involved in constructing, rebuilding and upgrading the Cable/Internet/Phone infrastructure:** Labour and overhead costs directly related to the construction activity are capitalized as the activities directly relate to the construction or upgrade of the distribution system. Capital projects include, but are not limited to, new subdivision builds, increasing network capacity by reducing the number of homes fed from each node, and upgrades of plant capacity and the WiFi build.
3. **Subscriber-related activities such as installation of new drops and Internet and Phone services:** The labour and overhead directly related to the installation of new services are capitalized as the activity involves the installation of capital assets (e.g., wiring, software) which enhance the service potential of the distribution system through the ability to earn future revenues. Costs associated with service calls, collections, disconnects, and reconnects that do not involve the installation of a capital asset are expensed.

Amounts of direct labour and direct overhead capitalized fluctuate from year to year depending on the level of customer growth and plant upgrades for new services. In addition, the level of capitalization fluctuates depending on the proportion of internal labour versus external contractors used in construction projects.

The percentage of direct labour capitalized in many cases is determined by the nature of employment in a specific department. For example, a significant portion of labour and direct overhead of the cable regional construction departments is capitalized as a result of the nature of the activity performed by those departments. Capitalization is also based on piece rate work performed by unit-based employees which is tracked directly. In some cases, the amount of capitalization depends on the level of maintenance versus capital activity that a department performs. In these cases, an analysis of work activity is applied to determine this percentage split.

Amortization policies and useful lives

The Company amortizes the cost of property, plant and equipment and other intangibles over the estimated useful service lives of the items. These estimates of useful lives involve considerable judgment. In determining these estimates, the Company takes into account industry trends and company-specific factors, including changing technologies and expectations for the in-service period of these assets. On an annual basis, the Company reassesses its existing estimates of useful lives to ensure they match the anticipated life of the technology from a revenue-producing perspective. If technological change happens more quickly or in a different way than the Company has anticipated, the Company may have to shorten the estimated life of certain property, plant and equipment or other intangibles which could result in higher amortization expense in future periods or an impairment charge to write down the value of property, plant and equipment or other intangibles.

Intangibles

The excess of the cost of acquiring cable, satellite, and wireless businesses over the fair value of related net identifiable tangible and intangible assets acquired is allocated to goodwill. Net identifiable intangible assets acquired consist of amounts allocated to broadcast rights and licences, wireless spectrum licences, trademarks, brands, customer relationships, and software assets. Broadcast rights and licences, wireless spectrum licences, trademarks, and brands represent identifiable assets with indefinite useful lives.

Customer relationships represent the value of customer contracts and relationships acquired in a business combination and are amortized on a straight-line basis over their estimated useful lives ranging from 4 – 15 years.

Software that is not an integral part of the related hardware is classified as an intangible asset. Internally developed software assets are recorded at historical cost and include direct material and labour costs as well as borrowing costs on qualifying assets. Software assets are amortized on a straight-line basis over estimated useful lives ranging from 3 – 10 years. The Company reviews the estimates of lives and useful lives on a regular basis.

Asset impairment

The Company tests goodwill and indefinite-life intangibles for impairment annually (as at February 1) and when events or changes in circumstances indicate that the carrying value may be impaired. The recoverable amount of each cash-generating unit (CGU) is determined based on the higher of the CGU's fair value less costs to sell and its value in use. A CGU is the smallest identifiable group of assets that generate cash flows that are independent of the cash inflows from other assets or groups of assets. The Company's cash generating units are Cable, Satellite, and Wireless. Where the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognized. Impairment losses relating to goodwill cannot be reversed in future periods. The results of the impairment tests are provided in Note 9 to the Consolidated Financial Statements.

Asset retirement obligations

The Company recognizes the fair value of a liability for an asset retirement obligation in the period in which it is incurred, on a discounted basis, with a corresponding increase to the carrying amount of property and equipment, primarily in respect of wireless and transmitter sites. This cost is amortized on the same basis as the related asset. The timing or amount of the outflow is subject to estimation and judgment. The liability is subsequently increased for the passage of time and the accretion is recorded in the income statement as interest expense. The discount rates applied are subsequently adjusted to current rates as required at the end of reporting periods. Revisions due to the estimated timing of cash flows or the amount required to settle the obligation may result in an increase or decrease in the liability. Actual costs incurred upon settlement of the obligation are charged against the liability to the extent recorded.

Employee benefit plans

As at August 31, 2021, Shaw had non-registered defined benefit pension plans for key senior executives and designated executives. The amounts reported in the financial statements relating to the defined benefit pension plans are determined using actuarial valuations that are based on several assumptions including the discount rate and rate of compensation increase. While the Company believes these assumptions are reasonable, differences in actual results or changes in assumptions could affect employee benefit obligations and the related income statement impact. The differences between actual and assumed results are immediately recognized in other comprehensive income/loss. The most significant assumption used to calculate the net employee benefit plan expense is the discount rate. The discount rate is the interest rate used to determine the present value of the future cash flows that is expected to be needed to settle employee benefit obligations and is also used to calculate the interest income on plan assets. It is based on the yield of long-term, high-quality corporate fixed income investments closely matching the term of the estimated future cash flows and is reviewed and adjusted as changes are required. The following table illustrates the increase on the accrued benefit obligation and pension expense of a 1% decrease in the discount rate:

(millions of Canadian dollars)	**Accrued Benefits Obligation at End of Fiscal 2021**	**Pension Expense Fiscal 2021**
Weighted Average Discount Rate – Non-registered Plans	3.10%	2.70%
Impact of: 1% decrease – Non-registered Plans	$ 72	$ 2

Deferred income taxes

The Company has recognized deferred income tax assets and liabilities for the future income tax consequences attributable to differences between the financial statement carrying amounts of assets and liabilities and their respective tax bases. Deferred tax assets are also recognized in respect of losses of certain of the Company's subsidiaries. The deferred income tax assets and liabilities are measured using enacted or substantially enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to reverse or the tax losses are expected to be utilized. Realization of deferred income tax assets is dependent upon generating sufficient taxable income during the period in which the temporary differences are deductible. The Company has evaluated the likelihood of realization of deferred income tax assets based on forecasts of taxable income of future years, existing tax laws and tax planning strategies. Significant changes in assumptions with respect to internal forecasts or the inability to implement tax planning strategies could result in future impairment of these assets.

Commitments and contingencies

The Company is subject to various claims and contingencies related to lawsuits, taxes and commitments under contractual and other commercial obligations. Contingent losses are recognized by a charge to income when it is likely that a future event will confirm that an asset has been impaired or a liability incurred at the date of the financial statements and the amount can be reasonably estimated. Significant changes in assumptions as to the likelihood and estimates of the amount of a loss could result in recognition of additional liabilities. Contractual and other commercial obligations primarily relate to network fees and agreements for use of transmission facilities in the normal course of business.

RELATED PARTY TRANSACTIONS

Related party transactions are reviewed by Shaw's Corporate Governance and Nominating Committee, consisting of independent directors. The following sets forth certain transactions in which the Company is involved.

Corus

The Company and Corus Entertainment Inc. ("Corus") are subject to common voting control. In fiscal 2020 and fiscal 2021, network, advertising, and programming fees were paid to various Corus subsidiaries. The Company also provided uplink of television signals, programming content, Internet services and lease of circuits to various Corus subsidiaries.

Burrard Landing Lot 2 Holdings Partnership

The Company has a 33.33% interest in Burrard Landing Lot 2 Holdings Partnership (the "Partnership"). During fiscal 2021, the Company paid the Partnership for lease of office space in Shaw Tower. Shaw Tower, located in Vancouver, British Columbia, is the Company's headquarters for its lower mainland British Columbia operations.

Key management personnel and Board of Directors

Key management personnel consist of the most senior executive team and along with the Board of Directors have the authority and responsibility for directing and controlling the activities of the Company. In addition to compensation provided to key management personnel and the Board of Directors for services rendered, the Company transacts with companies related to certain Board members primarily for the purchase of remote control units, network programming, collections, and installation of equipment.

Refer to Note 29 to the Consolidated Financial Statements for further related party transaction detail.

NEW ACCOUNTING STANDARDS

Shaw has adopted or will adopt a number of new accounting policies as a result of recent changes in IFRS as issued by the IASB. The ensuing discussion provides additional information as to the date that Shaw is or was required to adopt the new standards, the methods of adoption permitted by the standards, the method chosen by Shaw, and the effect on the financial statements as a result of adopting the new policies. The adoption or future adoption of these accounting policies has not and is not expected to result in changes to the Company's current business practices.

Standards, interpretations and amendments to standards issued but not yet effective

The Company has not yet adopted certain standards and interpretations that have been issued but are not yet effective. The following pronouncements are being assessed to determine the impact on the Company's results and financial position but the impacts are not expected to be material:

- *Proceeds before Intended Use* (Amendments to IAS 16, *Property, Plant and Equipment*) was amended to prohibit deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing the asset to capable operations. These amendments are required to be applied for annual periods commencing on or after January 1, 2022, however earlier application is permitted.
- *Onerous Contracts – Costs of Fulfilling a Contract* (Amendments to IAS 37, Provisions, Contingent Liabilities and Contingent Assets) was amended to clarify which costs should be included in determining the cost of fulfilling a potential onerous contract. These amendments are required to be applied for annual periods commencing on or after January 1, 2022, however earlier application is permitted.
- *Classification of Liabilities as Current or Non-Current (Amendments to IAS 1, Presentation of Financial Statements)* was amended to clarify that the classification of liabilities as current or non-current is based on rights that are in existence at the end of the reporting period and specifies that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability. The amendments are effective January 1, 2023 with early application permitted. The amendments are required to be adopted retrospectively.

RISK MANAGEMENT

In the normal course of our business activities, the Company is subject to risks. The purpose of risk management is to manage and mitigate risk, rather than to eliminate risk. The Company is committed to continually strengthening our risk management capabilities to protect and enhance value.

Risk Governance and Oversight

The Board of Directors has overall risk governance and oversight responsibilities. Specifically, the Board is responsible for identifying and assessing the principal risks inherent in the business activities of the Company and ensuring that management takes all reasonable steps to implement appropriate systems to manage such risks. The Board of Directors has delegated elements of its risk oversight responsibilities to specific Board committees. The Audit Committee is responsible for: (1) overseeing the Company's processes for identifying, assessing, and managing risks; and (2) ensuring that management implements and maintains effective internal controls and procedures for identifying, assessing and managing the principal risks to the Corporation and its business. In addition, the Human Resources and Compensation Committee is responsible for ensuring that the Company's short, medium and long-term incentive plans do not incent risk-taking beyond the Company's risk tolerance.

Responsibilities for Risk Management

Responsibility for risk management is shared across our organization. Each department's operating management, led by the Company's executive team, have integrated controls and risk management practices into day-to-day activities and decision-making processes. We have risk management and compliance functions across the organization such as Finance, Privacy, Security and Risk, Legal and Regulatory, and Technology Risk and Compliance. The Internal Audit and Advisory Services (IA&AS) department provides independent and objective audit and advisory services to evaluate and improve the effectiveness of the Company's governance, internal controls, disclosure processes, and risk management activities. The Audit Committee oversees the work of the IA&AS department and all reports issued by the IA&AS department. In addition, the IA&AS department's annual plan is reviewed and approved by the Audit Committee.

Enterprise Risk Management

As part of its role in risk governance and oversight, the Audit Committee oversees the Enterprise Risk Management (ERM) program. The ERM program is a performance focused process designed to identify, monitor, and manage significant corporate level risks that could impact the achievement of our strategic objectives. The Company's executives meet periodically to: (1) review and update significant corporate level risks, (2) assess such corporate level risks in terms of likelihood and magnitude of impact, (3) review the response strategy, and (4) monitor progress. The latest ERM update was provided to the Audit Committee in October 2021, with updates to be provided to the Board at least annually. The significant risks and uncertainties affecting the Company and its business are discussed under "Known Events, Trends, Risks and Uncertainties."

KNOWN EVENTS, TRENDS, RISKS AND UNCERTAINTIES

The discussion in this MD&A addresses only what management has determined to be the most significant known events, trends, risks, and uncertainties relevant to the Company, its operations, and/or its financial results. This discussion is not exhaustive. The discussion of these matters should be considered in conjunction with the "Caution Concerning Forward-Looking Statements."

Risks Related to the Transaction

The completion of the Transaction is subject to the satisfaction or waiver of several conditions precedent

The completion of the Transaction is subject to a number of conditions precedent, some of which are outside of the control of the Company and Rogers, including receipt of the Key Regulatory Approvals, there not having occurred a Material Adverse Effect or Purchaser Material Adverse Effect (as such terms are defined in the Arrangement Agreement) and the satisfaction of certain other customary closing conditions. There can be no certainty, nor can the Company or Rogers provide any assurance, that all conditions precedent to the Transaction will be satisfied or waived, nor can there be any certainty of the timing of their satisfaction or waiver. In addition, shareholders are advised that the condition relating to the occurrence of a Purchaser Material Adverse Effect is enforceable by, and is for the benefit of, the Shaw Family Living Trust. Accordingly, the Shaw Family Living Trust, which may have interests in the Transaction different from, or in addition to, those of other shareholders, has the right to prevent or delay the completion of the Transaction should it determine that a Purchaser Material Adverse Effect has occurred.

If, for any reason, the Transaction is not completed or its completion is materially delayed and/or the Arrangement Agreement is terminated, the market price of the Company's securities may be materially adversely affected. In such circumstances, the Company's business, financial condition or results of operations could also be subject to various material adverse consequences. In addition, if the Transaction is not completed, in certain circumstances, the Company may be required to pay a termination fee of $800 million to Rogers, the result of which could have a material adverse effect on the Company's business, financial position and results of operations and its ability to fund growth prospects and current operations.

The Key Regulatory Approvals necessary to complete the Transaction may not be obtained or may only be obtained after substantial delay

To complete the Transaction, each of the Company and Rogers must make certain filings with and obtain certain consents and approvals from certain governmental and regulatory authorities. In particular, the Company and Rogers have not yet obtained the Key Regulatory Approvals, all of which are required to complete the Transaction. In addition, governmental or regulatory agencies could deny permission for, or seek to block or challenge the Transaction or the transfer or deemed transfer of specific assets, including spectrum licenses, or impose material conditions relating to the Arrangement or any such transfer. If any one of the Key Regulatory Approvals is not obtained or any applicable law is in effect which makes the consummation of the Transaction illegal, the Transaction will not be completed.

In addition, a substantial delay in obtaining the Key Regulatory Approvals could result in the Transaction not being completed. In particular, if the Transaction is not completed by March 15, 2022 (subject to an extension of up to 90 days if required to obtain the Key Regulatory Approvals), either Shaw or Rogers may terminate the Arrangement Agreement, in which case the Transaction will not be completed.

Under certain circumstances, if the Key Regulatory Approvals are not obtained or any law (that relates to one or more of the Key Regulatory Approvals or the *Competition Act* (Canada)) is in effect which would make the consummation of the Transaction illegal and the failure to obtain the Key Regulatory Approvals is not caused by, and is not a result of, the failure by the Company to perform in all material respects any of its covenants or agreements under the Arrangement Agreement, then Rogers is obligated to pay the $1.2 billion reverse termination amount and certain costs amounting to approximately $120 million relating to Rogers' exercise of its right to require Shaw to redeem all of its issued and outstanding Preferred Shares on June 30, 2021. In addition, the holders of the Class A Shares and Class B Shares will not receive the consideration under the Arrangement Agreement (as the Transaction will not be completed).

The Arrangement Agreement may be terminated in certain circumstances

The Transaction may be terminated by the Company or Rogers in certain circumstances, in which case the Transaction will not be completed. Accordingly, there is no certainty, nor can the Company provide any assurance, that the Arrangement Agreement will not be terminated by the Company or Rogers prior to the completion of the Transaction. The failure to complete the Transaction could materially negatively impact the market price of Shaw's securities. Moreover, if the Arrangement Agreement is terminated and the Company's Board determines to pursue another merger or business combination, there is no assurance that the Company's Board will be able to find a party willing to pay an equivalent or greater price for all of Shaw's issued and outstanding Class A Shares and Class B Shares than the price to be paid by Rogers pursuant to the Transaction.

The failure to complete the Transaction could negatively impact the Company and have a material adverse effect on the current and future operations, financial condition and prospects of the Company

If the Transaction is not completed for any reason, there are risks that the announcement of the Transaction and the dedication of substantial resources of the Company to the completion thereof could have a negative impact on the Company's current business relationships (including with future and prospective employees, customers, suppliers and partners) and could have a material adverse effect on the current and future business, operations, results of operations, financial condition and prospects of the Company. In addition, failure to complete the Transaction for any reason could materially negatively impact the market price of Shaw's securities.

The entering into of the Arrangement Agreement may also preclude the Company from participating in any auction by ISED for wireless spectrum licenses. If the Transaction is not completed, the inability of the Company to participate in any wireless spectrum auction and to acquire licenses thereunder could have a material adverse effect on the current and future operations, financial condition and prospects of the Company.

The Company will incur significant costs and, in certain circumstances, may be required to pay a Termination Fee

Certain costs relating to the Transaction, such as legal, accounting, tax and financial advisory fees, must be paid by the Company even if the Transaction is not completed. In addition, if the Transaction is not completed for certain reasons, the Company may be required to pay a termination fee of $800 million to Rogers, the result of which could have a material adverse effect on the Company's business, financial position and results of operations and its ability to fund growth prospects and current operations.

The Transaction may divert the attention of management of the Company, impact the Company's ability to attract or retain key personnel or impact the Company's third-party business relationships

The Transaction could cause the attention of the Company's management to be diverted from the day-today operations of the Company. These disruptions could be exacerbated by a delay in the completion of the Transaction and could have an adverse effect on the current and future business, operations, results of operations, financial condition and prospects of the Company. Because the completion of the Transaction is subject to uncertainty, officers and employees of the Company may experience uncertainty about their future roles with the Company, which may adversely affect the Company's ability to attract or retain key management and personnel in the period until the completion or termination of the Transaction.

In addition, third parties with which the Company currently has business relationships or may have business relationships in the future, including industry partners, regulators, customers and suppliers, may experience uncertainty associated with the Transaction, including with respect to current or future relationships with the Company or Rogers. Such uncertainty could have a material and adverse effect on the current and future business, operations, results of operations, financial condition and prospects of the Company.

The Arrangement Agreement contains certain restrictions on the ability of the Company to conduct its business

Under the Arrangement Agreement, the Company must generally use its reasonable best efforts to conduct its business in the ordinary course and, prior to the completion of the Transaction or the termination of the Arrangement Agreement, the Company is subject to certain covenants which restrict it from taking certain actions without the prior consent of Rogers and which require it to take certain other actions. In either case, such covenants may delay or prevent the Company from pursuing business opportunities that may arise or preclude actions that would otherwise be advisable if the Company were to remain a standalone entity.

The financing of the Transaction

Although the Arrangement Agreement does not contain a financing condition and Rogers has received the debt commitment letter to provide for the debt financing in order to finance the Transaction, the obligation of the lenders under the debt commitment letter to provide the debt financing is subject to certain limited conditions. In the event that the Transaction cannot be completed due to the failure of Rogers to obtain financing required to close the

Transaction either because the limited conditions to the financing are not satisfied or other events arise which prevent Rogers from consummating the debt financing, the Company expects that Rogers may be unable to fund the consideration required to complete the Transaction, in which case Rogers will be required to pay a reverse termination fee of $1.2 billion to the Company and certain costs amounting to approximately $120 million relating to Rogers' exercise of its right to require Shaw to redeem all of its issued and outstanding Preferred Shares on June 30, 2021. In addition, the holders of the Class A Shares and Class B Shares will not receive the consideration under the Arrangement Agreement (as the Transaction will not be completed).

Coronavirus (COVID-19)

The outbreak of the novel strain of coronavirus, specifically identified as "COVID-19," continues to have worldwide impacts. Since being recognized by the World Health Organization as a pandemic on March 11, 2020, governments worldwide have enacted emergency measures to contain the spread of the virus. These measures, which include the implementation of border closures, travel bans, self-imposed quarantine periods, self-isolation, physical and social distancing, vaccine passports and the closure (or capacity reduction) of businesses, have caused material disruption to businesses in Canada and globally which has resulted in an uncertain and challenging economic environment. The pandemic's impact on the global debt and equity capital markets caused governments and central banks to react with significant monetary and fiscal interventions designed to stabilize economic conditions. While certain interventions have been lifted, others remain in place, have been re-instated or may yet be re-instated as the pandemic continues to threaten the health of Canadians.

It is unknown at this time as to the long-term efficacy of COVID-19 vaccines and the duration of government interventions against the COVID-19 virus and potential variants. Any estimate of the length and severity of these developments is therefore subject to significant uncertainty, and accordingly estimates of the extent to which the COVID-19 pandemic may, directly or indirectly, materially and adversely affect the Company's operations, financial results, and condition in future periods are also subject to significant uncertainty. Such risks include, but are not limited to:

- issues delivering the Company's products and services due to employee illness, Company or government-imposed isolation programs, restrictions on the movement of personnel, retail store closures/re-openings and supply chain disruptions;
- impacts on the availability of components and electronics due to global silicon (microprocessor) supply shortages and logistical/transport issues, impacting our ability to obtain inventory, including customer premise and network equipment;
- significant additional capital expenditures and the availability of resources required to maintain, upgrade or expand our networks in order to accommodate substantially increased network usage while large numbers of our customers continue working from home;
- uncertainty associated with costs, delays and availability of resources required to complete major maintenance and expansion projects on time and budget;
- significant lost revenue in our Shaw Business segment due to the significant economic challenges that our enterprise, small and medium sized business customers are facing due to the impact of the COVID-19 pandemic;
- impacts on the availability of, and therefore our ability to provide, the content and programming our customers expect;
- uncertainty associated with the costs and availability of resources required to provide the appropriate/required levels of service to our customers through our digital and self-serve platforms;
- a material reduction in demand for, or profitability of, our products or services, acceleration in cord cutting or cord shaving by our customers, or increase in delinquent or unpaid bills, due to job losses and associated financial hardship;
- the impact of additional legislation, regulation and other government interventions in response to the COVID-19 pandemic;
- the impact of the withdrawal of COVID-19 related government support programs on customers' demand or ability to pay for our products and services;
- the negative impact on global debt and equity capital markets, including the trading price of the Company's securities;
- the inability to access capital markets at a reasonable cost; and
- the potential impairment of long-lived assets.

Any of these risks, and others, could have a material adverse effect on our business, operations, capital resources, and/or financial results of operations.

The severity and duration of impacts from the COVID-19 pandemic remain uncertain and management continues to focus on the safety of our people, most of whom continue to work from home, providing reliable connectivity to our customer base, compliance with guidelines and requirements issued by various health authorities and government organizations, and continuity of other critical business operations. In fiscal 2020, we temporarily closed retail locations nationally (with the exception of a limited number of street front stores that remained open to provide urgent customer support). As at the date of this MD&A, substantially all of the Company's retail stores are open for business

The COVID-19 pandemic continues to evolve and as governments reduce, lift or reimpose emergency measures and interventions, the Company's focus continues to be on the safety and health of its employees, the reliability of its facilities-based network and responsiveness to its customers. The Company's return to workplace plan, designed to effect the gradual and safe re-introduction of employees to the workplace, continues to be evaluated and will be implemented in phases as government-imposed restrictions on businesses and individuals are lifted.

In order to address the health and safety of its employees returning to work, the Company has or will put in place many new protocols, including vaccination requirements, enhanced cleaning measures, sanitization stations, and daily health and wellness self-assessments. The Company is updating employees on a frequent basis to provide information on the situation and on necessary precautions to take. We will continue to have an open dialogue with our employees and public safety and government officials at all levels, as well as key suppliers, partners, and customers.

Competition and Technological Change

Shaw operates in an open and competitive marketplace. Our businesses face competition from regulated and unregulated entities using existing or new technologies and from illegal services. In addition, the rapid deployment of technologies, services, and products has blurred the traditional lines between telecommunications, Internet and distribution services and further expands the competitive landscape. Shaw may also face competition from platforms that may gain advantages through regulatory processes. In addition, the industry has experienced a general reduction in barriers to entry due to technological substitution, the development of IP networks and certain recent regulatory decisions.

While Shaw continually seeks to strengthen its competitive position through investments in infrastructure, technology and customer service and through acquisitions, there can be no assurance that these investments will maintain Shaw's market share or performance in the future. New technologies in the industry may evolve faster than the historical investment cycle, potentially resulting in additional capital investments not currently planned and shorter useful lives for certain of Shaw's existing assets. New products or services introduced into the marketplace may reduce demand for Shaw's existing products and services or exert downward pricing pressure on Shaw's offerings.

The following developments in the competitive environment, trends, risks and/or uncertainties specific to areas of our business may have a material adverse effect on Shaw and its reputation, as well as its operations and/or its financial results. In each case, the competitive events, trends, risks and/or uncertainties may increase or continue to increase. Competition for new subscribers and retention of existing subscribers (churn reduction) may require substantial promotional activity and increase our cost of customer acquisition, decrease our ABPU, ARPU or all of these metrics. We expect that competition, including aggressive discounting practices by competitors to gain market share, is likely to continue to increase for all our businesses.

Consumer Internet

Shaw competes with different types of ISPs offering residential Internet access including traditional telephone companies, wireless providers and independent ISPs making use of wholesale services to provide Internet access in various markets. In urban areas competition from traditional telephone companies is increasing as they near completion on their FTTP builds, while in rural areas, new entrants leveraging Low Earth Orbit (LEO) satellite technology are offering additional connectivity options. Wireless technology, both LTE and 5G, is also becoming more broadly used for fixed wireless services, as well as through mobile hotspot or tethering features. While Shaw continues to invest in technology and infrastructure to improve its consumer Internet offerings, there can be no assurance that such investments will be sufficient to maintain or enhance the Company's competitive position with respect to new or emerging technologies.

Shaw expects that consumer demand for higher Internet access speeds and greater bandwidth will continue to be driven by bandwidth-intensive applications including streaming video, digital downloading, Internet-of-Things (IOT), remote work, video collaboration technology, interactive gaming, and cloud-based services. As described further under "Shaw's Wireline Network," Shaw continues to expand the capacity and efficiency of its wireline network to handle the anticipated increases in consumer demand for higher Internet access speeds and greater bandwidth. However, there can be no assurance that our investments in network capacity will continue to meet this increasing demand. In addition, unprecedented situations such as the COVID-19 pandemic highlighted the unpredictable nature of network traffic growth and consumer behavior.

Consumer Video

Shaw's Consumer Video services, delivered through both our wireline and satellite platforms, compete with other distributors of video and audio signals. We also compete increasingly with unregulated OTT and offerings available over Internet connections. Continued improvements in the quality of streaming video over the Internet and the increasing availability of television shows and movies online will continue to increase competition to Shaw's Consumer Video services. As a result, we continue to experience cord cutting and cord shaving in our traditional cable services and packages.

Consumer Phone

Shaw's competitors for Consumer Wireline Phone services include traditional telephone companies, other wireline carriers, and Voice over Internet Protocol (VoIP) providers. In addition, households increasingly rely on wireless services in place of wireline phone services which negatively affects the business and prospects of our Consumer Wireline Phone services.

Wireless

Freedom Mobile and Shaw Mobile are relatively new entrants in the highly competitive Canadian wireless market which is characterized by three national wireless incumbent carriers and regional participants. The national wireless incumbent carriers have larger, and more diverse spectrum holdings than Shaw, as well as larger operational and financial resources than Shaw and are well established in the market. Freedom Mobile and Shaw Mobile's ability to continue to offer and improve Wireless services and to offer new services depends on, among other factors, continued access to, and deployment of, adequate spectrum, including the ability to both renew current spectrum licences and acquire new spectrum licences (in various spectrum bands). If Freedom Mobile and Shaw Mobile cannot acquire and retain required spectrum, they may not be able to continue to offer and improve current wireless services and deploy new services on a timely basis, including providing competitive data speeds their customers want. For example, the development and utilization of 5G technology requires additional spectrum licenses. While the 5G ecosystems are expected to work on multiple frequency bands, including 600 MHz spectrum, 3500 MHz spectrum is becoming the primary band for 5G mobile coverage. Our decision not to participate in the recent 3500 MHz spectrum auction may place Shaw's wireless business at a competitive disadvantage if Shaw is unable to acquire the spectrum resources required to launch a 5G service. As a result, Freedom Mobile and Shaw Mobile's ability to attract and retain customers could be adversely affected. In addition, an inability to acquire and retain required spectrum could affect network quality and result in higher capital expenditures. See "Risks Related to the Transaction – The failure to complete the Transaction could negatively impact the Company and have a material adverse effect on the current and future operations, financial condition and prospects of the Company" for more information.

Our Wireless division may face increased competition from other facilities based or non-facilities based new entrants or alternate technologies, including as a result of regulatory decisions or government policies that favour certain competitive platforms. For further detail see "Government Regulations and Regulatory Developments – Telecommunications Act – CRTC Wireless Review."

Business Services

Shaw Business competes with other telecommunications carriers in providing high-speed data and video transport and Internet connectivity services to businesses, ISPs and other telecommunications providers. The telecommunications industry in Canada is highly competitive, rapidly evolving and subject to constant change. Shaw Business' competitors include traditional telephone companies, competitive access providers, competitive local exchange carriers, ISPs, private networks built by large end users, and other telecommunications companies. In addition, the development and implementation of new technologies by others could give rise to significant additional competition. Competitors for the delivery of voice and unified communication services include traditional telecommunications companies, resellers and new entrants to the market leveraging new technologies to deliver services. Shaw Broadcast Services also competes in industries that are highly competitive, rapidly evolving and subject to constant change.

Information Systems and Internal Business Processes

Many aspects of the Company's businesses depend to a large extent on various information technology (IT) systems and software, and on internal business processes. Shaw regularly undertakes initiatives to update and improve these systems and processes. Although the Company has taken steps to reduce the risks of failure of these systems and processes, there can be no assurance that potential failures of, or deficiencies in, these systems, processes or change initiatives will not have a material adverse effect on Shaw and its reputation, as well as Shaw's operations and/or financial results.

Acquisitions, business combinations and the development and launch of new services typically require significant integration and system development efforts. The Company faces the risk that proposed IT systems or process change initiatives will not be implemented successfully, on budget, or on time. As the complexity of the Company's systems increases, system stability and availability may be affected. Failure to implement and maintain appropriate IT systems could negatively impact Shaw's reputation, operations and/or financial results.

Cyber Security Risks

Cyber attacks continue to become more frequent and sophisticated in nature with a recent increase in telecom attacks globally. Although Shaw's systems and network architecture are designed and operated to be secure, they are vulnerable to the risks of an unauthorized third party accessing these systems or its network. This could lead to a number of adverse consequences, including the unavailability, disruption or loss of Shaw's services or key functionalities within Shaw's technology systems or software; the unauthorized disclosure, corruption or loss of sensitive Company, customer or personal information; litigation, investigations, fines, and liability for failure to comply with privacy and information security laws; increased fraud; increased cyber security protection costs; and higher insurance premiums. Shaw is also exposed to information security threats as a result of actions by our customers, suppliers, third-party service providers, employees and business partners – whether maliciously or otherwise. Our insurance may not cover or be adequate to fully reimburse us for any associated costs and losses.

We continue to assess and enhance our cyber security within Shaw while we are monitoring the risks of cyber attacks and implement appropriate security policies, procedures and information technology systems to mitigate the risk of cyber attacks.

External threats to our network are constantly changing, and there is no assurance that Shaw will be able to protect its network from all future threats which may have a material adverse effect on Shaw and its reputation, as well as Shaw's operations and/or financial results.

Privacy

As part of regular business activities, Shaw collects and manages personal information in compliance with applicable laws. In order to minimize privacy risk, Shaw carries out privacy impact assessments (PIAs) and Threat Risk Vulnerability Assessments (TRVAs) on new initiatives and vendor selection processes, and we regularly conduct privacy training for all Shaw employees. Despite these practices, privacy threats continue to evolve quickly, and the Company is at risk of a breach or compromise of employee or customer data or personal information, which may have a material adverse effect on Shaw and its reputation, as well as Shaw's operations and/or financial results. The Company may also face regulatory penalties and legal claims in connection with non-compliance with federal and/or provincial legislation or regulations. See "Government Regulations & Regulatory Developments – Privacy and Anti-Spam Legislation – Privacy Legislation" for more information.

Impact of Regulation

As discussed under "Government Regulations and Regulatory Developments," a majority of our Canadian business activities are subject to: (i) government legislation, (ii) regulations and policies administered by various government departments and regulators, particularly ISED, Canadian Heritage and the CRTC, and (iii) conditions of licence imposed by ISED and/or the CRTC. Shaw's operations, financial results, and future prospects are affected by changes in legislation, regulations, policies, and conditions of licence, including pursuant to changes in the interpretation of existing legislation, regulations and requirements contained in such conditions of licence by courts, governments, or the regulators, in particular the CRTC, ISED, Canadian Heritage, the Competition Bureau, and the Copyright Board. These changes relate to, and may have an impact on, among other things, licensing and licence renewal, spectrum holdings, products and services, operations, competition, programming carriage and terms of carriage, strategic transactions, infrastructure access, and the potential for new or increased fees or costs. All such changes in the regulatory regime may have a material adverse effect on the Company and its operations, reputation, investment capability, ability to compete, as well as the Company's financial results and/or future prospects.

Reliance on Suppliers and Third Party Service Providers

Shaw is connected to or relies on other telecommunication carriers and certain utilities to conduct its business. Any disruption to the services provided by these suppliers, including labour strikes and other work disruptions, bankruptcies, component sourcing challenges, technical difficulties or other events affecting the business operations of these carriers or utilities may affect Shaw's ability to operate and, therefore may have a material adverse effect on Shaw and its reputation, as well as Shaw's operations and/or financial results. The advent of the COVID-19 pandemic has caused disruption to global supply chains, including those on which Shaw relies to conduct its business.

The Company sources its customer premise, capital equipment, and capital builds as well as portions of its service offerings, including network, video delivery and IT functions from certain key suppliers. While the Company has alternate sources for many of these purchases, the loss of a key supplier (or the inability of a key supplier to provide such products or services for any reason) may require us to incur additional capital expenditures for the substitution of existing products and services which could adversely affect the Company's ability to operate, and therefore may have a material adverse effect on Shaw, its reputation, operations and/or its financial results. Additionally, our ability to obtain customer premise and network equipment is impacted by the availability of components and electronics. Shortages of these materials, such as global silicon (microprocessor), or logistical/transport issues, such as those caused by the ongoing COVID-19 pandemic, may also have a material adverse effect on Shaw or its operations.

In the course of fulfilling service arrangements, third-party service providers must ensure our information is appropriately protected and safeguarded. Failure to do so may affect Shaw through increased regulatory risk, reputational damage, and damage to customer experience.

There are a limited number of suppliers of popular mobile devices and there is a risk that the Company will not be able to maintain contracts for its existing supply of mobile devices and/or contract for the supply of new devices on commercially reasonable terms.

Shaw has access to global scale initiatives through partnerships with best-in-class service providers such as Comcast, Cisco Meraki, and Nokia to ensure that the technology we adopt and invest in is leading-edge in the global communications industry. There is a risk that the Company's participation in such partnerships ends or that the technology roadmap of Shaw and its partners diverges, resulting in disparate strategic approaches. Such divergence may result in higher capital requirements, prolonged development timelines of new products and services, and suboptimal performance of new products and services introduced by Shaw.

Inventory

Our Wireless division's inventory consists of devices which generally have short product lifecycles due to frequent new device introductions. The failure to effectively manage inventory levels based on product demand may increase the risk of inventory obsolescence, which could negatively impact Shaw's operations and/or financial results.

Similar to other wireless service providers, Shaw subsidizes the cost of subscriber devices to attract customers to sign a term contract with Freedom Mobile or Shaw Mobile. Shaw also commits to a minimum subsidy per unit with certain suppliers of devices. There is a risk that Shaw may be unable to recover the costs of subsidies over the term of the customer contract which could negatively impact our business, operations, or financial results.

Network Failure

Shaw's business may be interrupted by wireline or wireless network failures, including its own or third-party networks. Such network failures may be caused by fire damage, natural disaster, power loss, cyber attacks, human error, disabling devices, acts of war or terrorism, physical climate change impacts and other events which may be beyond Shaw's control. In recent years we have seen an increase in the number of severe weather events, such as forest fires (including those occurring in British Columbia during the summer of 2021) and floods, that impact our network. The Company is taking steps to mitigate the consequences of the rise in severe weather events on its networks. Despite these efforts, the Company is still subject to an increased risk of damages to its wireline and wireless networks.

As insurance premium costs are uneconomic relative to the risk of failure, Shaw self-insures its plant (underground and aerial infrastructure) in its Fibre+ network. It is likely that wireline or wireless network damage caused by any one incident would be limited by geographic area and the resulting business interruption and financial damages would also be limited. In addition, with respect to a wireline network failure, we expect the risk of loss to be mitigated as most of the backbone fibre network and much of the hybrid fibre coax, or HFC, access network is located underground.

Shaw protects its wireline and wireless networks through a number of measures, including physical and information technology security, redundancy, and ongoing maintenance and placement of insurance on our network equipment and data centres. In the past, the Company has successfully recovered from network damage caused by natural disasters without significant cost or disruption of service. To further mitigate this risk, Shaw is nearing completion on the build of multiple new diverse fibre routes across British Columbia, as well as other provinces. Additionally, to further increase the resiliency of our fibre infrastructure in areas that are prone to fire and wind damage, we are shifting construction to underground builds, where possible, rather than aerial. The new routes and underground builds, along with ongoing investments to increase the resiliency of critical infrastructure sites and the build of a hub on wheels to allow for rapid restoration from the total loss of a hubsite, will continue to increase the resiliency of Shaw's backbone network.

Despite the steps Shaw takes to reduce the risk of wireline and wireless network failure, failures may still occur, and such failures could negatively affect levels of customer service and relationships which may have a material adverse effect on Shaw and its reputation, as well as its operations and/or financial results.

Shaw's networks may also experience unexpected capacity pressures as a result of the impact of the COVID-19 pandemic which could negatively affect network performance and the Company's ability to provide services. Negative impacts on network availability, speed, and consistency could have a material adverse effect on Shaw and its reputation, as well as Shaw's operations and/or financial results.

Customer Experience

Shaw's customer loyalty, retention, and likelihood to recommend Shaw all depend on our ability to provide a seamless connectivity experience that meets or exceeds their expectations. To meet customer's needs, the Company has modernized several aspects of its Wireline operations to better serve today's customer, including shifting some self-serve interactions to digital platforms, while maintaining professional install and in-person technical support for customer touchpoints that improve overall satisfaction. The Company continues to simplify manual processes that improve its customers overall connectivity experience and day-to-day operations for our employees.

The complexity in our operations due to the use of multiple technology platforms, billing systems, sales channels, marketing databases as well as different rate plans, promotions, and product offerings may limit the Company's ability to respond quickly to market changes and lead to billing, service, or other errors, which may adversely affect customer satisfaction and retention. The failure to sustain and expand customer relationships through quality products/services, and customer service could have a material adverse effect on our business, financial condition, reputation, and/or results of operations.

Shaw uses data analytics tools to perform customer segmentation, improve our offerings to customers, and support corporate decision-making. If the data behind these tools is poor or our analytical tools are not well designed, there is a risk they will not be effective in predicting our customers' needs and wants. The realization of these risks could negatively impact our business and/or reputation.

Satellite

Shaw uses three satellites (Anik F2, Anik F3 and Anik G1) owned by Telesat to provide satellite services in our Consumer division. Effective October 1, 2019, the Company transferred its ownership interest in the 16 Anik F2 transponders, adjusted its satellite traffic on the Anik F1R and Anik F2 satellites, and renewed its capacity service agreements in place on Anik F1R, Anik F2, and Anik G1 until the effective end-of-life dates of such satellites. In connection with the Company's digital network upgrade (DNU) program, the Company has effectively optimized satellite traffic, enabling a reduction in the total number of transponders required by the Company to conduct its business and absorbing the previous capacity leased on Anik F1R prior to this satellite reaching the end of its serviceable life in August 2021. The Company continues to assess its long term satellite capacity requirements with no assurance that replacement transponder capacity will be available or that agreements for such capacity will be entered into on favourable terms. This may have a material adverse effect on customer service and customer relationships, as well as the Company's reputation, operations and/or financial results.

The Company does not maintain any insurance coverage for the transponders on Anik F2, Anik F3 and Anik G1 as it believes the costs are uneconomic relative to the benefit which could be otherwise derived through an arrangement with Telesat. As collateral for the transponder capacity pre-payments that were made by the Company to facilitate the construction of the satellites, the Company maintains a security interest in the transponder capacity and any related insurance proceeds that Telesat recovers in connection with an insured loss event.

The Company does not maintain business interruption insurance covering damage related to the loss of use of one or more of the transponders on the satellites as it believes that the insurance premium costs are uneconomic relative to the risk of transponder and/or satellite failure. The majority of transponder capacity is available to the Company on an unprotected, non-pre-emptible basis. The Company has the option to contract transponders with excess capacities on Anik F2, subject to availability. In the event of satellite failure, service will be restored as capacity becomes available. Restoration of satellite service on another satellite may require repositioning or re-pointing of customers' receiving dishes, an upgrade to their video receivers or customers may require a larger dish. The Anik G1 satellite has a switch feature that allows whole channel services (transponders and available spares) to be switched from extended Ku-band to Ku-band, which provides the Company with limited back-up to restore failed whole channel services of Anik F2 or augment overall Ku-band capacity if the need arises. The Company has reserved limited access to Ku band frequencies in the 107.3 orbital location to enable the switching feature, subject to availability. Satellite failure could negatively affect levels of customer service and customer relationships and may have a material adverse effect on Shaw and its reputation, as well as Shaw's operations and/or financial results.

The provision of Internet connectivity in rural areas by new entrants leveraging LEO satellite technology may accelerate cord cutting and/or cord shaving trends among Shaw Direct customers.

Economic Conditions

The Canadian economy is affected by uncertainty in global financial and equity markets, and slowdowns in national and/or global economic growth. Changes in economic conditions, which may differ across our regional footprint, may affect discretionary consumer and business spending, resulting in increased or decreased demand for Shaw's product offerings. Current or future events caused by volatility in domestic or international economic conditions or a decline in economic growth may have a material adverse effect on Shaw, its operations and/or financial results. The advent of the COVID-19 pandemic has exacerbated both the uncertainty and volatility in economic growth rates.

Programming Expenses

Expenses for video programming continue to be one of our most significant operating expenses. Costs may continue to increase, particularly for sports programming. In addition, as we add programming or distribute existing programming to more of our subscriber base, programming expenses increase. Although we have been successful at reducing the impact of these cost increases through the sale of additional services or increasing subscriber rates, there can be no assurance that we will continue to be able to do so and this may have a material adverse effect on Shaw, its operations and/or its financial results.

Roaming Agreements

Shaw and/or its wholly owned subsidiaries have entered into roaming agreements with multiple carriers in Canada and around the world to extend its national and worldwide coverage. If the Company is unable to extend its national and worldwide wireless coverage, or renew or substitute for those roaming agreements at their respective existing terms or on commercially reasonable terms, the Company may be placed at a competitive disadvantage, which could adversely affect its ability to operate its Wireless business, as well as its reputation and customer experience. In addition, if the Company is unable to renew, or substitute for, these roaming agreements on a timely basis and at an acceptable cost, its cost structure could materially increase, and, consequently, its business, prospects, revenues, financial condition, and results of Wireless operations could be adversely affected.

The three incumbent national wireless carriers are required by CRTC regulation to provide domestic wholesale roaming services to Shaw and other facilities-based wireless competitors at regulated rates. Changes to the regulated rates or other terms in the wholesale roaming policy could negatively impact the Company's wireless financial results, growth prospects, and operational flexibility. For further detail see "Government Regulations and Regulatory Developments – Telecommunications Act – CRTC Wireless Review."

Talent Management and Succession Planning

Shaw's success is substantially dependent upon the retention and the continued performance of our executive officers. Many of these executive officers are uniquely qualified in their areas of expertise, making it difficult to replace their services in the short to medium term. The loss of the services of any key executives and/or employees in critical roles or inadequate processes designed to attract, develop, motivate, and retain productive and engaged employees could have a material adverse effect on Shaw, its operations and/or financial results. To mitigate this risk, the Company's comprehensive compensation program is designed to attract, retain, motivate, and reward the executive team and key employees through aligning management's interest with our business objectives and performance.

Furthermore, in light of the announcement of the Transaction, the Company has provided retention packages for members of the senior leadership team as well as key employees to ensure cooperation and appropriate motivation and alignment of interests of employees in connection with the Arrangement, to retain them during the interim period between the signing of the Arrangement Agreement and the closing of the Transaction, and to compensate them for additional work they will be required to perform as a result of the Transaction (in addition to the full time work they perform for the Company on a daily basis).

Labour Relations

As at August 31, 2021, approximately 5% of our employees are represented by unions under collective bargaining agreements. While the Company strives to maintain positive labour relations, we can neither predict the outcome of current or future negotiations relating to labour disputes, union representation, or renewal of collective bargaining agreements, nor be able to avoid future work stoppages, strikes, or other forms of labour protests pending the outcome of any current or future negotiations. A prolonged work stoppage, strike or other form of labour protest could have a material adverse effect on our businesses, operations, and reputation. Even if the Company does not experience strikes or other forms of labour protests, the outcome of labour negotiations could adversely affect our businesses and results of operations. In addition, our ability to make short-term adjustments to control compensation and benefits costs could be limited by the terms of such collective bargaining agreements. To support all leaders and employees, we continually listen to remove barriers and respond in real-time to needs and concerns. We also continue to provide support for leaders on how to manage change and maintain positive employee engagement and relations.

Climate Change

Climate change risks are important considerations for Shaw. These risks have been classified as two main types – physical risks and transition risks – which are described in further detail below.

Physical Risks

In accordance with the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD), we recognize that climate change may increase the severity, duration, and frequency of natural hazards and weather-related events. These in turn may negatively impact our business, which may require us to protect, test, maintain, repair, and replace our networks, IT systems, equipment and other infrastructure. For example:

- increased temperatures could impact our networks, IT systems, equipment and other infrastructure which could require the installation of additional cooling devices;

- acute risks (e.g., ice storms, extreme precipitation, flooding, fires, hurricanes, tornados, tsunamis) and chronic risks (e.g., sea-level rise) could impact or destroy our facilities or network, equipment, and other infrastructure, and affect our employees' ability to safely perform work. These impacts may increase our insurance related expenses, and affect our ability to deliver products and services; and
- climate change related impacts to our key suppliers could adversely affect their ability to supply us with required products and services.

The occurrence of any of these events could have a material adverse effect on our operations and/or financial results. See also "Network Failure" risks above which could increase in severity and/or frequency as a result of climate change related natural disasters.

With the exception of our network equipment and data centres, we self-insure our Fibre+ network and, as a result, have limited insurance coverage against the losses resulting from natural disasters affecting our Fibre+ network. For further detail see "Network Failure" above.

Although we have business continuity/resumption plans and disaster recovery plans and strategies in place, the failure of any of our climate change mitigation and adaptation efforts (including response strategies and business continuity protocols) may affect our business through potential disruption of our operations, damage to our facilities and infrastructure, and affect the communities that we operate in and serve, which may have a material adverse effect on Shaw and its reputation, as well as its operations, prospects and/or financial results.

Transition Risks

Climate change is drawing more attention through evolving public interest as well as government regulation and policy.

- **Policy & legal risk:** Many aspects of our operations are subject to evolving and increasingly stringent federal, provincial, and local environmental, health, and safety laws and regulations. These laws and regulations impose requirements with respect to matters such as fuel storage, the recovery and recycling of end-of-life electronic products, greenhouse gas emissions, the release of substances into the environment, corrective and remedial action concerning such releases, and the proper handling, management and disposal of substances. These evolving considerations and more stringent laws and regulations could lead to increased costs for compliance, which could be material. For example, we may be required to incur additional capital expenditures from substituting existing products and services with lower emissions options. The Company may also incur increased operational costs due to higher fuel and energy prices resulting from carbon taxes and/or cap and trade programs.
- **Reputational Risk:** Failure to recognize and adequately respond to changing environmental matters and expectations, or to comply with environmental laws and regulations, could result in fines, new regulatory obligations and associated costs, or damage to our reputation or brand any of which could have a material adverse effect on our operations and/or financial results.

On December 7, 2020, Shaw issued its inaugural ESG report to provide stakeholders (i.e. customers, employees, investors, supply chain partners and regulators) with an overview of our ESG program, including Shaw's goals and actions. Shaw's ESG report can be found at https://www.shaw.ca/corporate/environmental-social-governance.

As part of the development of the ESG program, we integrated climate-related considerations into our governance and risk management practices.

Interest Rates, Foreign Exchange Rates and Capital Markets

Shaw has the following financial risks in its day-to-day operations:

(a) **Interest rates**: Due to the capital-intensive nature of Shaw's operations, the Company uses long-term financing extensively in its capital structure. The primary components of this structure include banking facilities and various Canadian denominated senior notes and debentures with varying maturities issued in the public markets. These are more fully described in Note 13 to the Consolidated Financial Statements.

Interest on bank indebtedness is based on floating rates while the senior notes are all fixed-rate obligations. If required, Shaw uses its credit facility to finance day-to-day operations and, depending on market conditions, periodically converts the bank loans to fixed-rate instruments through public market debt issues. Increases in interest rates may have a material adverse effect on Shaw, its operations and/or its financial results.

(b) **Capital markets**: Shaw requires or may require ongoing access to capital markets to support its operations. Changes in capital market conditions, including significant changes in market interest rates or lending practices, or changes in Shaw's credit ratings, may adversely affect our ability to raise or refinance short-term or long-term debt and therefore may have a material adverse effect on Shaw, its operations and/or its financial results.

Shaw manages its exposure to floating interest rates by maintaining a mix of fixed and floating rate debt. Interest on the Company's unsecured credit facility and accounts receivable securitization program are based on floating rates, while the senior notes are all fixed rate obligations.

As at August 31, 2021, virtually all of Shaw's consolidated long-term debt was fixed with respect to interest rates.

The Company may also enter into derivative contracts, primarily forward contracts, to mitigate its exposure to foreign exchange and interest rate risks. While hedging and other efforts to manage these risks are intended to mitigate Shaw's risk exposure, because of the inherent nature and risk of such transactions, those activities can result in losses. For instance, if Shaw hedges its floating interest rate exposure, it may forego the benefits that may otherwise be experienced if rates were to fall and it is subject to credit risks associated with the counterparties with whom it contracts. In order to minimize the risk of counterparty default under its derivatives agreements, Shaw assesses the creditworthiness of its derivative counterparties. Further information concerning the policy and use of derivative financial instruments is contained in Notes 2 and 30 to the Consolidated Financial Statements.

Litigation

Shaw and its subsidiaries are involved in litigation matters arising in the ordinary course and conduct of its business. Although management does not expect that the outcome of these matters will have a material adverse effect on the Company, there can be no assurance that these matters, or other legal matters that arise in the future, will not have a material adverse effect on Shaw and its reputation, as well as Shaw's operations and/or financial results.

Shaw is a public company with shares trading on the Toronto and New York stock exchanges. As a result, the Company may be subject to civil liability under Canadian and US securities laws for alleged misrepresentations by the Company in its public disclosure documents and/or oral statements.

Legal and Ethical Compliance

Shaw expects and relies on its employees, officers, Board of Directors, contractors, suppliers, and other business partners to act in accordance with applicable legal and ethical standards in all jurisdictions in which we operate, including, but not limited to, anti-bribery, anti-corruption, and anti-money laundering laws and regulations. Situations where Shaw's employees, officers, Board of Directors, contractors, suppliers, and other business partners do not adhere to applicable laws and regulations, the Company's policies or its contractual obligations, whether inadvertently or intentionally, may expose the Company to litigation and the possibility of damages, sanctions, and fines, or of being disqualified from bidding on contracts, which may have a material adverse effect on Shaw and its reputation, as well as its operations, prospects, and/or financial results.

Taxes

Shaw's business is subject to various tax laws, changes to tax laws and the adoption of new tax laws, regulations thereunder and interpretations thereof, which may have adverse tax consequences to Shaw.

While Shaw believes it has adequately provided for all income and commodity taxes based on information that is currently available, the calculation and the applicability of taxes in many cases require significant judgment in interpreting tax rules and regulations. In addition, Shaw's tax filings are subject to government audits which could result in material changes in the amount of current and deferred income tax assets and liabilities and other liabilities which may, in certain circumstances, result in the assessment of interest and penalties.

Concerns about Alleged Health Risks relating to Radiofrequency Emissions

Concerns about alleged health risks relating to radiofrequency emissions may adversely affect our Wireless division and our Shaw Go WiFi operations. Some studies have alleged that links exist between radiofrequency emissions from certain wireless devices and cell sites and various health problems or possible interference with electronic medical devices, including hearing aids and pacemakers. The Company complies with all applicable laws and regulations. Further, the Company relies on suppliers of wireless network equipment and customer equipment to meet or exceed all applicable regulatory and safety requirements. No definitive evidence exists of harmful effects from exposure to radiofrequency emissions when legal limits are complied with. Additional studies of radiofrequency emissions are ongoing and we cannot be certain of results, which could result in additional or more restrictive regulation or exposure to potential litigation.

Acquisitions, Dispositions and Other Strategic Transactions

Shaw may from time to time make acquisitions to expand its existing businesses or to enter into sectors in which Shaw does not currently operate, dispositions to focus on core offerings or enter into other strategic transactions. Such acquisitions, dispositions and/or strategic transactions may fail to realize the anticipated benefits, result in unexpected costs, result in unexcepted liabilities that were not uncovered through the due diligence process and/or Shaw may have difficulty incorporating or integrating the acquired business, any of which may have a material adverse effect on Shaw, its operations and/or financial results. Under the terms of the Arrangement Agreement, and prior to the completion of the Transaction or the termination of the Arrangement Agreement, the Company is subject to covenants which restrict it from making certain acquisitions, dispositions or other strategic transactions without Rogers' consent. For further detail, refer to the Arrangement Agreement and the management information circular, filed March 15, 2021 and April 23, 2021, respectively, on Shaw's SEDAR profile at www.sedar.com and EDGAR profile at www.sec.gov/edgar.shtml.

Dividend Payments are not Guaranteed

Shaw currently pays monthly common share dividends in amounts approved on a quarterly basis by the Board of Directors. Over the long term, Shaw expects to continue to pay dividends from its free cash flow; however, balance sheet cash and/or credit facilities may be used to fund dividends from time to time. Although Shaw intends to make regular dividend payments, dividends are not guaranteed as actual results may differ from expectations and there can be no assurance that the Company will continue common share dividend payments at the current level. In addition to the standard legislated solvency and liquidity tests that must be met, the Company would not be able to declare and pay dividends if there was an event of default or a pending event of default would result (as a consequence of declaring and paying dividends) under its credit facilities.

Under the terms of the Arrangement Agreement entered into with Rogers, the Company is restricted in its ability to increase the amount of the dividend payments prior to the completion of the Transaction without Rogers' consent.

Holding Company Structure

Substantially all of Shaw's business activities are operated by its subsidiaries. As a holding company, our ability to meet our financial obligations is dependent primarily upon the receipt of interest and principal payments on intercompany advances, management fees, cash dividends and other payments from our subsidiaries together with proceeds raised by the Company through the issuance of equity and the incurrence of debt, and from proceeds received on the sale of assets. The payment of dividends and the making of loans, advances and other payments to Shaw by its subsidiaries may be subject to statutory or contractual restrictions, are contingent upon the earnings of those subsidiaries and are subject to various business and other considerations.

Control of the Company

Voting control of the Company is held by SFLT and its subsidiaries. As at October 29, 2021, SFLT and its subsidiaries held, directly or indirectly, or exercised control or direction over 17,662,400 Class A Shares, representing approximately 79% of the issued and outstanding Class A Shares, for the benefit of the descendants of the late JR Shaw and Carol Shaw. The sole trustee of SFLT is a private company controlled by a board consisting of seven directors, including as at October 29, 2021, Bradley S. Shaw, four other members of his family, and two independent directors.

The Class A Shares are the only shares entitled to vote in all circumstances. Accordingly, SFLT and its subsidiaries are able to elect a majority of the Board of Directors of the Company and to control the vote on matters submitted to a vote of the Company's Class A Shares.

SUMMARY OF QUARTERLY RESULTS

Below is a quarterly summary of the Company's consolidated financial results and selected key performance drivers for fiscal 2021 and 2020.

	2021				2020			
(millions of Canadian dollars except per share amounts)	**Q4**	**Q3**	**Q2**	**Q1**	**Q4**	**Q3**	**Q2**	**Q1**
Revenue	**1,377**	**1,375**	**1,387**	**1,370**	1,349	1,312	1,363	1,383
Adjusted EBITDA [1]	**614**	**642**	**637**	**607**	594	609	600	588
Restructuring costs	**—**	**(1)**	**(1)**	**(12)**	—	(14)	—	—
Amortization	**(310)**	**(300)**	**(303)**	**(305)**	(312)	(302)	(300)	(303)
Amortization of financing costs	**—**	**(1)**	**—**	**(1)**	(1)	—	(1)	(1)
Interest expense	**(67)**	**(31)**	**(67)**	**(66)**	(68)	(67)	(68)	(71)
Other income (expense)	**(6)**	**(21)**	**26**	**(2)**	(1)	7	(19)	(3)
Income taxes	**21**	**66**	**(75)**	**(58)**	(37)	(49)	(45)	(48)
Net income [2]	**252**	**354**	**217**	**163**	175	184	167	162
Earnings per share								
Basic and diluted	**0.50**	**0.70**	**0.43**	**0.31**	0.34	0.35	0.32	0.31
Other Information								
Cash flows from operating activities	**590**	**560**	**473**	**300**	632	588	361	339
Free cash flow [1]	**180**	**308**	**248**	**225**	152	221	191	183
Capital expenditures and equipment costs	**287**	**233**	**250**	**233**	307	268	276	260

(1) See "Key Performance Drivers" for more information about these non-GAAP financial measures.
(2) Net income attributable to both equity shareholders and non-controlling interests.

F21 Q4 **vs** F21 Q3	In the fourth quarter of fiscal 2021, net income decreased $102 million compared to the third quarter of fiscal 2021 mainly due to a $36 million increase in interest expense and a $126 million increase in current taxes in the fourth quarter as a result of a revision to liabilities for uncertain tax positions which reduced these expenses by $35 million and $125 million respectively in the third quarter as well as a $28 million decrease in adjusted EBITDA partially offset by an $81 million decrease in deferred taxes resulting mainly from the recognition of a tax benefit associated with previously unrecognized tax losses and a decrease of $15 million in other expenses mainly due to lower Transaction related costs, all in the fourth quarter.
F21 Q3 **vs** F21 Q2	In the third quarter of fiscal 2021, net income increased $137 million compared to the second quarter of fiscal 2021 mainly due to a $131 million decrease in current income taxes expense and a $36 million decrease in interest expense mainly due to a revision to liabilities for uncertain tax positions that became statute barred in the period, which reduced these expenses by $125 million and $35 million respectively, a $9 million decrease in deferred taxes, and a $5 million increase in adjusted EBITDA, partially offset by $18 million in Transaction related advisory, legal, financial, and other professional fees in the third quarter and the impact of the $27 million fair value gain on private investments recorded in the second quarter.
F21 Q2 **vs** F21 Q1	In the second quarter of fiscal 2021, net income increased $54 million compared to the first quarter of fiscal 2021 mainly due to a $30 million increase in adjusted EBITDA, an $11 million decrease in restructuring costs, and a $27 million fair value gain on private investments recorded in the second quarter, partially offset by a $9 million increase in deferred taxes and an $8 million increase in current taxes, all in the second quarter.
F21 Q1 **vs** F20 Q4	In the first quarter of fiscal 2021, net income decreased $12 million compared to the fourth quarter of fiscal 2020 mainly due to a $12 million increase in restructuring costs in the first quarter and a $27 million increase in deferred taxes, partially offset by a $13 million increase in adjusted EBITDA and a $6 million decrease in current taxes, all in the first quarter.
F20 Q4 **vs** F20 Q3	In the fourth quarter of fiscal 2020, net income decreased $9 million compared to the third quarter of fiscal 2020 mainly due to a $15 million decrease in adjusted EBITDA and a $23 million increase in current taxes in the fourth quarter as well an $8 million decrease in other gains as a result of an insurance claim recovery in the third quarter partially offset by a $35 million decrease in deferred taxes and a $14 million decrease in restructuring costs in the fourth quarter.

F20 Q3 **vs** F20 Q2	In the third quarter of fiscal 2020, net income increased $17 million compared to the second quarter of fiscal 2020 mainly due to a $26 million increase in other gains/losses, which includes the impact of the $17 million payment related to the early redemption of $800 million in senior notes in the second quarter, a $6 million insurance claim recovery, a $9 million increase in adjusted EBITDA in the third quarter and a $4 million decrease in current taxes, offset by a $14 million restructuring cost and an $8 million increase in deferred taxes, also in the third quarter.
F20 Q2 **vs** F20 Q1	In the second quarter of fiscal 2020, net income increased $5 million compared to the first quarter of fiscal 2020 mainly due to a $13 million decrease in current taxes, a $12 million increase in adjusted EBITDA and a $3 million decrease in interest expense, all in the second quarter, partially offset by a $17 million payment related to the early redemption of $800 million in senior notes and a $10 million increase in deferred taxes, also in the second quarter.
F20 Q1 **vs** F19 Q4	In the first quarter of fiscal 2020, net income decreased $4 million compared to the fourth quarter of fiscal 2019 mainly due to a $23 million decrease in deferred taxes in the first quarter. This was partially offset by a $7 million increase in current taxes in the first quarter as well as the net impact of the adoption of IFRS 16 which resulted in a decrease to operating, general and administrative costs that was more than offset by increases to amortization of property, plant and equipment, intangibles and other and interest expense.

Fourth Quarter 2021 Highlights

The following discusses the results for the fourth quarter of fiscal 2021 (three-month period ended August 31, 2021) as compared with the results from the fourth quarter of fiscal 2020 (three-month period ended August 31, 2020).

Revenue

Consolidated revenue increased 2.1% year-over-year to $1.38 billion.

- Wireless revenue of $321 million for the fourth quarter of fiscal 2021 increased $27 million, or 9.2%, over the fourth quarter of fiscal 2020. The increase was driven mainly by higher service revenues which contributed an incremental $22 million, or 10.4%, to consolidated revenue primarily due to an increased subscriber base, including significant Shaw Mobile additions, which was complemented by an increase in equipment revenue of $5 million, or 6.0%, over the previous year. Fourth quarter ARPU decreased 5.7% to $37.39 reflecting Shaw Mobile customer growth.
- Consumer division revenue decreased $7 million, or 0.8%, to $910 million as growth in Internet revenue was offset by declines in Video, Satellite, and Phone subscribers and revenue.
- Business division revenue of $149 million increased $9 million, or 6.4%, as a result of Internet revenue growth and continued demand for the Smart suite of products, despite the challenging circumstances due to impacts of COVID-19 and considering the majority of Shaw Business revenue comes from the small to medium sized business sector.

Adjusted EBITDA

Adjusted EBITDA for the fourth quarter of $614 million increased $20 million, or 3.4%, from $594 million in the comparable prior year quarter.

- Wireless adjusted EBITDA of $106 million for the fourth quarter of fiscal 2021 improved by $22 million, or 26.2%, over the fourth quarter of fiscal 2020 primarily due to continued service revenue growth. Adjusted EBITDA results include a reduction in bad debt expense compared to the prior year quarter as COVID-19 did not have a significant impact on our customers' ability to pay their bills as expected, combined with an increased focus on collecting aged receivables.
- Wireline adjusted EBITDA for the fourth quarter of fiscal 2021 of $508 million decreased $2 million, or 0.4%, from $510 million in the fourth quarter of fiscal 2020.

Adjusted EBITDA margin

Adjusted EBITDA margin for the fourth quarter of 44.6% increased 60-basis points compared to 44.0% in the fourth quarter of fiscal 2020.

Capital expenditures and equipment

In the fourth quarter of fiscal 2021, capital investment of $287 million decreased $20 million from the comparable period in fiscal 2020. Total Wireline capital spending of $221 million increased by approximately $29 million year-over-year primarily due to higher investments in the combined upgrades, enhancements and replacement categories as well as an increase in new housing development. Wireless spending of $66 million decreased by approximately $49 million year-over-year primarily due to lower planned investments in the quarter.

Amortization

Amortization of $310 million decreased 0.6% compared to the fourth quarter of 2020. The decrease in amortization is mainly due to a decrease in deferred equipment costs in the quarter partially offset by the amortization of new expenditures of property, plant and equipment and intangibles exceeding the amortization of those assets that became fully amortized during the period.

Interest

Interest expense of $67 million for the fourth quarter decreased $1 million over the comparable prior year quarter mainly due to the lower average outstanding debt balances in the period.

Free cash flow

Free cash flow for the quarter of $180 million compared to $152 million in the comparable prior year quarter. The increase was largely due to higher adjusted EBITDA and lower capital expenditures.

Income taxes

Income taxes were lower in the quarter compared to the fourth quarter of fiscal 2020 due mainly to the recognition of a $78 million tax benefit associated with previously unrecognized tax losses in the fourth quarter of 2021 driven by management's expectations that sufficient future taxable profit will be available to fully utilize such losses.

Seasonality and Trends

While financial results for the Company are generally not subject to significant seasonal fluctuations, subscriber activity may fluctuate from one quarter to another. Subscriber activity may also be affected by competition and Shaw's promotional activity. Our Video subscriber activity is influenced by cord shaving and cord cutting trends, which has resulted in fewer subscribers watching traditional cable TV, as well as a lower number of TV subscribers. In addition, trends in the use of wireless products and Internet or social media as substitutes for traditional home phone products have resulted in fewer Phone subscribers. Satellite subscriber activity is modestly higher around the summertime when more subscribers have second homes in use. Wireless subscriber activity is influenced by the launch of popular new mobile devices, seasonal promotional periods, and the level of competitive intensity. Our first and fourth quarters typically experience higher volumes of wireless competitive activity as a result of back to school and holiday season-related consumer behavior. Aggressive promotional offers are often advertised during these periods which can impact our Wireless subscriber metrics. Shaw's Wireline and Wireless businesses do not depend on any single customer or concentration of customers.

Furthermore, due to uncertainties relating to the severity, duration and continuing impact of the COVID-19 pandemic, it is difficult at this time to estimate the impacts of the COVID-19 pandemic on our business and future financial results. Therefore, the trends experienced during the COVID-19 pandemic, including impacts on consumer demand and spending, may not fully reflect the typical seasonal variations experienced by our business. Accordingly, it is difficult at this time to evaluate the impacts of the COVID-19 pandemic on the seasonality trends that normally characterize our business.

Growth (losses) in subscriber statistics as follows:

Subscriber Statistics	2021 Opening	First	Second	Third	Fourth	Ending
Video – Cable	1,390,520	(34,437)	(26,497)	(20,917)	(25,790)	1,282,879
Video – Satellite	650,727	(33,587)	(13,508)	(861)	(12,193)	590,578
Internet	1,903,868	(15,068)	(5,425)	1,283	5,094	1,889,752
Phone	672,610	(23,760)	(20,418)	(15,777)	(17,075)	595,580
Total Consumer	4,617,725	(106,852)	(65,848)	(36,272)	(49,964)	4,358,789
Video – Cable	37,512	(33)	330	29	(728)	37,110
Video – Satellite	36,002	2,365	(1,903)	(1,302)	4,928	40,090
Internet	178,270	1,191	369	1,131	1,162	182,123
Phone	387,660	2,422	1,022	(47)	(785)	390,272
Total Business	639,444	5,945	(182)	(189)	4,577	649,595
Total Wireline	5,257,169	(100,907)	(66,030)	(36,461)	(45,387)	5,008,384
Wireless – Postpaid	1,482,175	87,296	75,069	46,604	48,145	1,739,289
Wireless – Prepaid	339,339	13,733	7,228	4,404	12,378	377,082
Total Wireless	1,821,514	101,029	82,297	51,008	60,523	2,116,371
Total Subscribers	7,078,683	122	16,267	14,547	15,136	7,124,755

Subscriber Statistics	2020 Opening	First	Second	Third	Fourth	Ending
Video – Cable	1,478,371	(13,948)	(19,310)	(21,604)	(32,989)	1,390,520
Video – Satellite	703,223	(31,875)	(13,211)	(110)	(7,300)	650,727
Internet	1,911,703	5,648	6,072	(5,103)	(14,452)	1,903,868
Phone	767,745	(26,178)	(23,547)	(20,648)	(24,762)	672,610
Total Consumer	4,861,042	(66,353)	(49,996)	(47,465)	(79,503)	4,617,725
Video – Cable	41,843	1,622	(2,779)	(4,854)	1,680	37,512
Video – Satellite	35,656	2,333	1,099	(4,835)	1,749	36,002
Internet	173,686	694	(338)	82	4,146	178,270
Phone	379,434	4,253	1,509	1,779	685	387,660
Total Business	630,619	8,902	(509)	(7,828)	8,260	639,444
Total Wireline	5,491,661	(57,451)	(50,505)	(55,293)	(71,243)	5,257,169
Wireless – Postpaid	1,313,828	66,865	54,289	2,236	44,957	1,482,175
Wireless – Prepaid	344,357	(8,954)	(3,230)	(7,701)	14,867	339,339
Total Wireless	1,658,185	57,911	51,059	(5,465)	59,824	1,821,514
Total Subscribers	7,149,846	460	554	(60,758)	(11,419)	7,078,683

RESULTS OF OPERATIONS

OVERVIEW OF FISCAL 2021 CONSOLIDATED RESULTS

(millions of Canadian dollars except per share amounts)	2021 (1)	2020 (1)	2019	Change 2021 %	Change 2020 %
Operations:					
Revenue	**5,509**	5,407	5,340	1.9	1.3
Adjusted EBITDA(2)	**2,500**	2,391	2,154	4.6	11.0
Adjusted EBITDA margin(2)	**45.4%**	44.2%	40.3%	2.7	9.7
Funds flow from operations(3)	**2,249**	1,989	1,777	13.1	11.9
Net income	**986**	688	733	43.3	(6.1)
Free cash flow(2)	**961**	747	538	28.6	38.8
Balance sheet:					
Total assets	**15,792**	16,165	15,646		
Long-term financial liabilities					
Long-term debt (including current portion)	**4,550**	4,548	5,308		
Lease liabilities (including current portion)	**1,245**	1,270	–		
Per share data:					
Basic and diluted earnings per share	**1.94**	1.32	1.41		
Weighted average number of participating shares outstanding during period (millions)	**504**	515	511		
Cash dividends declared per share					
Class A	**1.1825**	1.1825	1.1825		
Class B	**1.1850**	1.1850	1.1850		

(1) Fiscal 2021 and 2020 figures reflect the impact of the adoption and application of IFRS 16 while fiscal 2019 figures do not and are not comparable.
(2) See "Key Performance Drivers" for more information about these non-GAAP financial measures and non-GAAP ratio.
(3) Funds flow from operations is presented before changes in non-cash working capital as presented in the Consolidated Statements of Cash Flows.

Revenue and Adjusted EBITDA

Consolidated revenue increased 1.9% year-over-year to $5.51 billion and adjusted EBITDA increased 4.6% year-over-year to $2.50 billion. Fiscal 2021 results include incremental Wireline Consumer revenue of approximately $20 million related to the release of a provision following the CRTC decision on final aggregated TPIA rates and higher equity-based compensation costs of approximately $24 million due to the significant increase in Shaw's share price in connection with the Transaction announcement on March 15, 2021. In addition, fiscal 2021 adjusted EBITDA results include a reduction in bad debt expense compared to the prior periods of approximately $28 million for the year as COVID-19 did not have a significant impact on our customers' ability to pay their bills as expected, combined with an increased focus on collecting aged receivables. For further discussion of divisional performance see "Segmented Operations Review."

Consolidated revenue of $5.51 billion for fiscal 2021 improved 1.9% over $5.41 billion for fiscal 2020. Revenue improved primarily due to the Wireless division contributing revenues of $1,272 million in fiscal 2021 as compared to $1,166 million in the prior year. The year-over-year improvement in Wireless revenue of $106 million, or 9.1%, reflects higher service revenues of $76 million due to an increased subscriber base, including significant Shaw Mobile additions, along with an increase in equipment revenues of $30 million. Wireline division revenues of $4,249 million in fiscal 2021 were essentially flat compared to $4,250 million in the prior year. Business division revenues increased $17 million, or 3.0%, mainly due to Internet revenue growth and continued demand for the Smart suite of products, despite the challenging circumstances due to impacts of COVID-19 and considering the majority of Shaw Business revenue comes from the small to medium sized business sector. These increases were fully offset by the Consumer division as revenues decreased $18 million, or 0.5%, compared to fiscal 2020 as the incremental $20 million in revenue related to the third quarter release of a provision following the CRTC decision on the final aggregated TPIA rates that date back to August 2019 and growth in Internet revenue were fully offset by declines in Video, Satellite, and Phone subscribers and revenue.

Adjusted EBITDA of $2,500 million for the twelve-month period improved 4.6% compared to $2,391 million for fiscal 2020. The improvement was primarily due to the Wireless division contributing $393 million over the twelve-month period as compared to $337 million in fiscal 2020 while the Wireline division contributed $2,107 million over the twelve-month period as compared to $2,054 million in fiscal 2020. The Wireless increase of $56 million, or 16.6%, over the comparable period primarily reflects an increase in service revenues, improved equipment margins, and a $15 million decrease in bad debt expense, partially offset by additional costs in connection with the expansion of the Shaw retail footprint in the current year. Wireline adjusted EBITDA of $2,107 million for fiscal 2021 increased 2.6%, resulting in a Wireline operating margin of 49.6%, an improvement of 130-basis points over fiscal 2020. The increase primarily reflects the impact of decreased operating costs, including a $13 million decrease in bad debt expense, partially offset by a decrease in Consumer revenue and an increase in equity-based compensation costs as noted above.

Restructuring costs

Restructuring costs generally include severance, employee related costs and other costs directly associated with a restructuring program. During the first, second and third quarters of fiscal 2021, the Company made a number of changes to its organizational structure in an effort to streamline the business, consolidate certain functions, and reduce redundancies between the Wireless and Wireline segments. In connection with the restructuring, the Company recorded costs of $12 million in the first quarter of fiscal 2021, $1 million in the second quarter, and $1 million in the third quarter of fiscal 2021 primarily related to severance and employee related costs.

Amortization

(millions of Canadian dollars)	2021	2020	Change %
Amortization revenue (expense)			
Deferred equipment revenue	**11**	16	(31.3)
Deferred equipment costs	**(47)**	(65)	(27.7)
Property, plant and equipment, intangibles and other	**(1,183)**	(1,168)	1.3

Amortization of deferred equipment revenue and deferred equipment costs decreased 31.3% and 27.7% respectively for the year ended August 31, 2021 as a result of declining satellite equipment purchases and installations during the year compared with prior years. Amortization of property, plant and equipment, intangibles and other increased 1.3% for the year ended August 31, 2021 and reflects the amortization of new expenditures exceeding the amortization of assets that became fully amortized during the period.

Amortization of financing costs and Interest expense

(millions of Canadian dollars)	2021	2020	Change %
Amortization of financing costs – long-term debt	**2**	3	(33.3)
Interest expense	**231**	274	(15.7)

Interest expense for the year ended August 31, 2021 decreased over the comparable periods and primarily reflects the impact of a $35 million reduction of tax related interest expense resulting from a revision of liabilities for uncertain tax positions that became statute barred in the year as well as lower average outstanding debt balances in the period and the decrease in the weighted average interest rate.

Other income and expenses

(millions of Canadian dollars)	2021	2020	Increase / (decrease)
Gain on disposal of fixed assets and intangibles	**3**	(3)	6
Costs associated with Rogers Transaction	**(23)**	–	(23)
Debt Redemption Penalty	**–**	(17)	17
Gain on fair value adjustment of private investment	**27**	–	27
Other	**(9)**	4	(13)
	(2)	(16)	14

Other generally includes realized and unrealized foreign exchange gains and losses on US dollar denominated current assets and liabilities as well as the Company's share of the operations of Burrard Landing Lot 2 Holdings Partnership. In the second quarter of fiscal 2021, the Company recorded a $27 million fair value gain on private investments while in the third and fourth quarters of fiscal 2021, the Company recorded $18 million and $5 million, respectively, in Transaction-related advisory, legal, financial, and other professional costs.

Income taxes

(millions of Canadian dollars)	2021	2020	Increase / (decrease)
Current income tax expense	**30**	120	(90)
Deferred income tax expense	**16**	59	(43)
	46	179	(133)

Income taxes are lower in fiscal 2021 compared to fiscal 2020 mainly due to a $125 million revision to liabilities for uncertain tax positions that became statute barred in 2021 as well as the recognition of a $78 million tax benefit associated with previously unrecognized tax losses in the fourth quarter of 2021 driven by management's expectations that sufficient future taxable profit will be available to fully utilize such losses, offset by the effect of higher pre-tax income.

Earnings per share

(millions of Canadian dollars except per share amounts)	2021	2020	Change %
Net income	**986**	688	43.3
Weighted average number of participating shares outstanding during period (millions)	**504**	515	
Earnings per share			
Basic and diluted	**1.94**	1.32	

Net income

Net income was $986 million in 2021 compared to $688 million in 2020. The year-over-year changes are summarized in the table below.

(millions of Canadian dollars)	
Increased adjusted EBITDA [(1)]	**109**
Increased amortization	**(1)**
Decreased interest expense	**43**
Change in other net costs and revenue [(2)]	**14**
Decreased income taxes	**133**
	298

(1) See "Key Performance Drivers" for more information about this non-GAAP financial measure.

(2) Net other costs and revenue include gains and losses on disposals of fixed assets and intangibles, accretion of long-term liabilities and provisions, debt retirement costs, transaction related costs, gains and losses on private investments, realized and unrealized foreign exchange differences and other losses as detailed in the Consolidated Statements of Income.

Net other costs and revenues had a $14 million favourable impact on net income primarily due to the impact of a $27 million fair value gain on private investments recorded in the current year and a $17 million debt redemption penalty in fiscal 2020, partially offset by $23 million in Transaction-related advisory, legal, financial, and other professional costs and higher foreign exchange losses in fiscal 2021.

SEGMENTED OPERATIONS REVIEW

WIRELINE

(millions of Canadian dollars)	2021	2020	Change %
Consumer	**3,665**	3,683	(0.5)
Business	**584**	567	3.0
Wireline revenue	**4,249**	4,250	—
Adjusted EBITDA[1]	**2,107**	2,054	2.6
Adjusted EBITDA margin[1]	**49.6%**	48.3%	2.7

(1) See "Key Performance Drivers" for more information about this non-GAAP financial measure and non-GAAP ratio.

Wireline RGUs decreased by 248,785 in the current fiscal year, compared to net losses of 234,492 RGUs in fiscal 2020. Total Business RGU gains of 10,151 were more than fully offset by total Consumer RGU losses of 258,936 in the year which included net losses in cable Video of 107,641, Phone of 77,030, satellite Video of 60,149, and Internet of 14,116.

Wireline division revenues of $4,249 million in fiscal 2021 were essentially flat compared to $4,250 million in the prior year. Business division revenues increased $17 million, or 3.0%, mainly due to Internet revenue growth and continued demand for the Smart suite of products, despite the challenging circumstances due to impacts of COVID-19 and considering the majority of Shaw Business revenue comes from the small to medium sized business sector. These increases were fully offset by the Consumer division as revenues decreased $18 million, or 0.5%, compared to fiscal 2020 as the incremental $20 million in revenue related to the third quarter release of a provision following the CRTC decision on the final aggregated TPIA rates that date back to August 2019 and growth in Internet revenue were fully offset by declines in Video, Satellite, and Phone subscribers and revenue.

Adjusted EBITDA of $2,107 million increased 2.6% over the comparable period mainly due to decreased operating costs, partially offset by a decrease in Consumer revenue and higher equity-based compensation costs of approximately $24 million due to the significant increase in Shaw's share price in the year in connection with the Transaction announcement on March 15, 2021. The decrease in operating costs includes a $13 million decrease in bad debt expense as COVID-19 did not have a significant impact on our customers' ability to pay their bills as expected, combined with an increased focus on collecting aged receivables.

WIRELESS

(millions of Canadian dollars)	2021	2020	Change %
Service	**891**	815	9.3
Equipment and other	**381**	351	8.5
Wireless revenue	**1,272**	1,166	9.1
Adjusted EBITDA[1]	**393**	337	16.6
Adjusted EBITDA margin[1]	**30.9%**	28.9%	6.9

(1) See "Key Performance Drivers" for more information about this non-GAAP financial measure and non-GAAP ratio.

In Wireless, the Company gained 294,857 net subscribers in the year, consisting of 257,114 postpaid and 37,743 prepaid additions, bringing its total customer base to over 2.1 million.

Wireless revenue for the year of $1,272 million increased $106 million, or 9.1%, over the prior year. The increase in revenue reflects higher service revenues of $76 million due to an increased subscriber base, including significant Shaw Mobile additions, along with an increase in equipment revenues of $30 million. The increase in service revenue was driven by RGU growth of 17.3%, while ARPU of $37.35 in fiscal 2021 decreased from $38.95 in the prior year, reflecting Shaw Mobile customer growth.

Adjusted EBITDA for the year of $393 million increased $56 million, or 16.6%, over the prior year primarily due to an increase in service revenues, improved equipment margins, and a $15 million decrease in bad debt expense as COVID-19 did not have a significant impact on our customers' ability to pay their bills as expected, combined with an increased focus on collecting aged receivables. This is partially offset by additional costs in connection with the expansion of the Shaw Mobile retail footprint in the current year.

Capital Expenditures and Equipment Costs

(millions of Canadian dollars)	Year ended August 31, 2021	2020	Change %
Wireline			
New housing development	**109**	120	(9.2)
Success based	**170**	243	(30.0)
Upgrades and enhancements	**351**	331	6.0
Replacement	**34**	26	30.8
Buildings and other	**59**	95	(37.9)
Total as per Note 26 to the audited annual consolidated financial statements	**723**	815	(11.3)
Wireless			
Total as per Note 26 to the audited annual consolidated financial statements	**280**	296	(5.4)
Consolidated total as per Note 26 to the audited annual consolidated financial statements	**1,003**	1,111	(9.7)

Capital investment was $1,003 million in fiscal 2021 compared to $1,111 million in fiscal 2020. The decrease was driven primarily by a decrease in the Wireline division mainly due to lower success-based costs while the Wireless division decreased as a result of lower planned capital expenditures in the year.

Wireline

Success-based capital for fiscal 2021 of $170 million was $73 million lower than fiscal 2020. The current year decrease in success-based capital was due primarily to lower equipment purchases in the year.

Capital spend on the combined upgrades and enhancement, and replacement categories was $385 million for the year, a $28 million increase over fiscal 2020 driven primarily by higher planned Wireline spend on network infrastructure.

Capital spend on new housing development of $109 million in the year was $11 million lower than the prior fiscal year, driven by a decrease in residential and commercial customer network growth and acquisition.

Investment in buildings and other of $59 million in fiscal 2021 decreased $36 million over fiscal 2020 primarily related to higher corporate related costs in the comparable period as well as the impact of proceeds received from the disposal of corporate assets in the current period.

Wireless

Capital investment of $280 million in fiscal 2021 decreased $16 million compared to fiscal 2020, primarily due to lower network and IT related investment partially offset by increased spending related to retail and office space in the current year. In fiscal 2021, the Company continued to focus on investment in the wireless network and infrastructure, specifically the continued deployment of 700 MHz spectrum, 600 MHz spectrum, LTE and small cells as well as enhancements to the back-office systems, retail locations and other corporate initiatives.

FINANCIAL POSITION

Total assets were $15.8 billion at August 31, 2021, compared to $16.2 billion at August 31, 2020. The following is a discussion of significant changes in the Consolidated Statements of Financial Position since August 31, 2020.

Current assets decreased $266 million primarily due to a decrease in cash of $408 million and a decrease in the current portion of contract assets of $35 million, partially offset by increased accounts receivable of $33 million, inventories of $3 million, other current assets of $54 million, and income taxes recoverable of $87 million. Cash decreased primarily due to the payment of $605 million in dividends, $300 million for preferred share redemptions, $336 million for share repurchases, as described below, and cash outlays for investing activities, partially offset by funds flow from operations. Refer to "Liquidity and Capital Resources" for more information.

Accounts receivable increased $33 million mainly due to timing, as the Company continues to migrate customers from two-month advance billing to one-month advance billing.

The current portion of contract assets decreased $35 million over the period due to a $19 million decrease in deferred Wireline costs as a result of lower onboarding promotional activity for new subscribers over the past year and a $16 million decrease due to a decrease in Wireless subscribers participating in the Company's discretionary wireless handset discount program over the past year. Under IFRS 15, up-front promotional offers, such as onboarding or switch credits, offered to new two-year value-plan customers are recorded as a contract asset and amortized over the life of the contract against future service revenues while the portion of the Wireless discount relating to the handset is applied against equipment revenue at the point in time that the handset is transferred to the customer while the portion relating to service revenue is recorded as a contract asset and amortized over the life of the contract against future service revenues.

Property, plant and equipment decreased $123 million as the amortization of capital and right-of-use assets exceeded the capital investments and additions to right-of-use assets in the year.

Current liabilities decreased $128 million during the period primarily due to an $11 million decrease in accounts payable, a decrease in income taxes payable of $57 million, and a decrease of $55 million in current provisions.

Accounts payable and accrued liabilities decreased due to the timing of payments and fluctuations in various payables including capital expenditures and tax remittances. The decrease in current provisions was mainly due to a $35 million reduction to the interest expense provision, a $20 million provision release related to the CRTC decision on final aggregated TPIA rates and the payment of outstanding restructuring costs in the period.

Lease liabilities decreased $25 million mainly due to principal repayments of $110 million, partially offset by $85 million in net new lease liabilities in the period.

Shareholders' equity decreased $190 million mainly due to the $300 million redemption of the Preferred Shares on June 30, 2021. Retained earnings increased as the current period income of $986 million was greater than the dividends of $599 million and the impact of shares repurchased under the NCIB program of $207 million. Share capital decreased $403 million due to the impact of 14,783,974 Class B Shares repurchased under the terms of the Company's NCIB program and the redemption of the preferred shares as noted above, which were partially offset by the issuance of 688,403 Class B Shares under the Company's stock option and RSU plans. Accumulated other comprehensive loss decreased $40 million due to the remeasurements recorded on employee benefit plans in the period.

As at October 15, 2021, share capital is as reported at August 31, 2021 with the exception of the issuance of a total 52,393 Class B Shares upon exercise of options under the Company's stock option plan.

CONSOLIDATED CASH FLOW ANALYSIS

Operating activities

(millions of Canadian dollars)	2021	2020	Change %
Funds flow from operations	**2,249**	1,989	13.1
Net change in non-cash working capital balances related to operations	**(326)**	(69)	>100.0
	1,923	1,920	0.2

Funds flow from operations in fiscal 2021 decreased over the comparable period primarily due to a large decrease in the net change in non-cash balances related to operations partially offset by an increase in the funds flow from operations. The net change in non-cash balances related to operations fluctuated over the comparative period due to changes in accounts receivable, inventory and other current asset balances, and the timing of payments of current income taxes payable and accounts payable and accrued liabilities.

Investing activities

(millions of Canadian dollars)	2021	2020	Decrease
Cash flow used in investing activities	**(997)**	(1,154)	157

In fiscal 2021, cash used in investing activities decreased over the comparable period primarily due to a decrease in additions to property, plant and equipment of $112 million, a decrease in additional to intangibles of $12 million and a decrease to additions to investment and other assets of $4 million, partially offset by an increase in proceeds on disposal of property, plant and equipment of $19 million received in the current period.

Financing activities

The changes in financing activities during 2021 and 2020 were as follows:

(millions of Canadian dollars)	2021	2020
Increase in short-term borrowings	**–**	160
Issuance of long-term debt	**–**	1,300
Repayment of long-term debt	**(1)**	(2,068)
Debt arrangement costs	**–**	(14)
Payment of lease liabilities	**(110)**	(112)
Issuance of Class B Shares	**18**	9
Purchase of Class B Shares	**(336)**	(140)
Dividends paid on Class A Shares and Class B Shares	**(597)**	(573)
Dividends paid on Preferred Shares	**(8)**	(9)
Payment of distributions to non-controlling interests	**–**	(2)
Redemption of Preferred Shares	**(300)**	–
	(1,334)	(1,449)

LIQUIDITY AND CAPITAL RESOURCES

In fiscal 2021, the Company generated $961 million of free cash flow. Shaw used its free cash flow along with cash of $408 million and proceeds from the issuance of Class B Shares of $18 million to pay common share dividends of $597 million, repurchase $336 million in Class B Shares under the Company's NCIB program, redeem $300 million in preferred shares, pay $25 million in restructuring costs and $23 million in Transaction related costs, and fund the net working capital change.

Debt structure and financial policy

Shaw structures its borrowings generally on an unsecured and standalone basis. While certain non-wholly owned subsidiaries are subject to contractual restrictions which may prevent the transfer of funds to Shaw, there are no similar restrictions with respect to wholly-owned subsidiaries of the Company.

The Company has an accounts receivable securitization program with a Canadian financial institution which allows it to sell certain trade receivables into the program. As at August 31, 2021, the proceeds of the sales were committed up to a maximum of $200 million (with $200 million drawn under the program as at August 31, 2021). The Company continues to service and retain substantially all of the risks and rewards relating to the trade receivables sold, and therefore, the trade receivables remain recognized on the Company's Consolidated Statements of Financial Position and the funding received is recorded as a current liability (revolving floating rate loans) secured by the trade receivables. The buyer's interest in the accounts receivable ranks ahead of the Company's interest and the program restricts it from using the trade receivables as collateral for any other purpose. The buyer of the trade receivables has no claim on any of our other assets.

As at August 31, 2021, the net debt leverage ratio for the Company was 2.3x. The terms of the Arrangement Agreement require Shaw to obtain Rogers' consent prior to incurring certain types of indebtedness.

The Company calculates net debt leverage ratio as follows[(1)]:

(millions of Canadian dollars)	2021	2020
Short-term borrowings	**200**	200
Current portion of long-term debt	**1**	1
Current Portion of Lease Liabilities	**110**	113
Long-term debt	**4,549**	4,547
Lease Liabilities	**1,135**	1,157
50% of outstanding preferred shares	**–**	147
Cash	**(355)**	(763)
(A) Net debt [(2)]	**5,640**	5,402
(B) Adjusted EBITDA [(2)]	**2,500**	2,391
(A/B) Net debt leverage ratio [(3)]	**2.3x**	2.3x

(1) The following contains a breakdown of the components in the calculation of net debt leverage ratio, which is a non-GAAP ratio.
(2) See "Key Performance Drivers" for more information about these non-GAAP financial measures.
(3) Net debt leverage ratio is a non-GAAP ratio and should not be considered as a substitute or alternative for a GAAP measure and may not be a reliable way to compare us to other companies. See "Key Performance Drivers" for further information about this ratio.

On November 2, 2020, the Company announced that it had received approval from the TSX to establish an NCIB program. The program commenced on November 5, 2020 and will remain in effect until November 4, 2021. As approved by the TSX, the Company has the ability to purchase for cancellation up to 24,532,404 Class B Shares representing approximately 5% of all of the issued and outstanding Class B Shares as at October 22, 2020.

During the year ended August 31, 2021, the Company purchased 14,783,974 Class B Shares for cancellation for a total cost of approximately $336 million under the NCIB program. In connection with the announcement of the Transaction on March 15, 2021, the Company suspended share buybacks under its NCIB program.

Shaw's credit facilities are subject to customary covenants which include maintaining minimum or maximum financial ratios.

	Covenant as at August 31, 2021	Covenant Limit
Shaw Credit Facilities		
Total Debt to Operating Cash Flow(1) Ratio	1.92:1	< 5.00:1
Operating Cash Flow(1) to Fixed Charges(2) Ratio	10.23:1	> 2.00:1

(1) Operating Cash Flow, for the purposes of the covenants, is calculated as net earnings before interest expense, depreciation, amortization, restructuring, and current and deferred income taxes, excluding profit or loss from investments accounted for on an equity basis, less payments made with regards to lease liabilities for the most recently completed fiscal quarter multiplied by four, plus cash dividends and other cash distributions received in the most recently completed four fiscal quarters from investments accounted for on an equity basis.

(2) Fixed Charges are defined as the aggregate interest expense, excluding the interest related to lease liabilities, for the most recently completed fiscal quarter multiplied by four.

As at August 31, 2021, Shaw is in compliance with these covenants and based on current business plans, the Company is not aware of any condition or event that would give rise to non-compliance with the covenants over the life of the borrowings which currently mature in December of 2024.

On June 30, 2021, the Company redeemed all of its issued and outstanding Preferred Shares in accordance with their terms (as set out in the Company's articles) at a price equal to $25.00 per Preferred Share, less any tax required to be deducted or withheld.

On the Redemption Date, there were 10,012,393 Series A Shares and 1,987,607 Series B Shares issued and outstanding. Accordingly, the aggregate Redemption Price paid by Shaw on the Redemption Date to redeem the Preferred Shares was $300 million.

As at August 31, 2021, the Company had $355 million of cash on hand and its $1.5 billion bank credit facility was fully undrawn.

Preferred Share Dividends

On June 30, 2016, 1,987,607 of the Company's Series A Shares were converted into an equal number of Series B Shares in accordance with the notice of conversion right issued on May 31, 2016. As a result of the conversion, the Company had 10,012,393 Series A Shares and 1,987,607 Series B Shares issued and outstanding on June 30, 2016. The Company redeemed all of its issued and outstanding Series A Shares and Series B Shares on June 30, 2021.

Prior to the redemption of the Preferred Shares, the annual fixed dividend rate for the Series A Shares, payable quarterly, was reset to 2.791% for the five-year period from and including June 30, 2016 to but excluding June 30, 2021. The floating quarterly dividend rates for the Series B Shares were set as follows:

Period	Annual Dividend Rate
June 30, 2016 to September 29, 2016	2.539%
September 30, 2016 to December 30, 2016	2.512%
December 31, 2016 to March 30, 2017	2.509%
March 31, 2017 to June 29, 2017	2.480%
June 30, 2017 to September 29, 2017	2.529%
September 30, 2017 to December 30, 2017	2.742%
December 31, 2017 to March 30, 2018	2.872%
March 31, 2018 to June 29, 2018	3.171%
June 30, 2018 to September 29, 2018	3.300%
September 30, 2018 to December 30, 2018	3.509%
December 31, 2018 to March 30, 2019	3.713%
March 31, 2019 to June 29, 2019	3.682%
June 30, 2019 to September 29, 2019	3.687%
September 30, 2019 to December 30, 2019	3.638%
December 31, 2019 to March 30, 2020	3.652%
March 31, 2020 to June 29, 2020	3.638%
June 30, 2020 to September 29, 2020	2.255%
September 30, 2020 to December 30, 2020	2.149%
December 31, 2020 to March 30, 2021	2.109%
March 31, 2021 to June 29, 2021	2.073%

On April 14, 2021, the Company's Board of Directors declared a dividend of $0.17444 per Series A Share and $0.12956 per Series B Share, each payable on June 30, 2021 to holders of record on June 15, 2021. These were the final dividends on the Preferred Shares, which were paid separately from the aggregate Redemption Price and in the usual manner. Following payment of the June 30, 2021 dividends, there were no accrued and unpaid dividends on the Preferred Shares.

Based on the aforementioned financing activities, available credit facilities and forecasted free cash flow, the Company expects to have sufficient liquidity to fund operations, obligations and working capital requirements, including maturing debt, during the upcoming year. The terms of the Arrangement Agreement require that the Company maintain sufficient liquidity to pay an $800 million termination fee payable by Shaw in certain circumstances.

Off-balance sheet arrangement and guarantees

Guarantees

Generally, it is not the Company's policy to issue guarantees to non-controlled affiliates or third parties; however, it has entered into certain agreements as more fully described in Note 27 to the Consolidated Financial Statements. As disclosed therein, Shaw believes it is remote that these agreements would require any cash payment.

Contractual obligations

The amounts of estimated future payments under the Company's contractual obligations at August 31, 2021 are detailed in the following table.

	Payments due by period				
(millions of Canadian dollars)	**Total**	**Within 1 year**	**2 – 3 years**	**4 – 5 years**	**More than 5 years**
Short-term borrowings	200	200	—	—	—
Long-term debt[1]	7,330	219	1,409	395	5,307
Lease liabilities	1,596	151	291	260	894
Purchase obligations[2]	1,002	420	297	174	111
Property, plant and equipment	166	157	9	—	—
	10,294	1,147	2,006	829	6,312

(1) Includes principal repayments and interest payments.
(2) Includes contractual obligations under service, product, and wireless device contracts, program related agreements and exclusive rights to use intellectual property in Canada.

Share Capital and Listings

The Company is authorized to issue a limited number of Class A Shares; an unlimited number of Class B Shares; an unlimited number of Class 1 Preferred Shares issuable in series and an unlimited number of Class 2 Preferred Shares issuable in series, of which 12,000,000 were designated the Series A Shares and 12,000,000 were designated the Series B Shares. The authorized number of Class A Shares is limited, subject to certain exceptions, to the lesser of that number of such shares (i) currently issued and outstanding; and (ii) that may be outstanding after any conversion of Class A Shares into Class B Shares.

As at October 15, 2021, there are 22,372,064 Class A Shares and 476,589,655 Class B Shares issued and outstanding. There were also 7,440,247 options to purchase Class B Shares and 36,428 RSUs that will settle in Class B Shares issued from treasury outstanding. Shaw is traded on the Toronto and New York stock exchanges and is included in the S&P/TSX 60 Index (Symbol: TSX – SJR.B, NYSE – SJR and TSXV – SJR.A). For more information, please visit www.shaw.ca.

The following table sets forth, for each month during the fiscal year ending August 31, 2021, the monthly price range and volume traded for the Class A Shares on the TSX Venture Exchange (TSXV) and for the Class B Shares, Series A Shares and Series B Shares on the TSX.

	Class A Shares(1) TSX Venture-SJR.A			Class B Shares(1) TSX-SJR.B			Series A Shares(1)(2) TSX-SJR.PR.A			Series B Shares(1)(2) TSX-SJR.PR.B		
	High	Low	Volume	High	Low	Volume	High	Low	Volume	High	Low	Volume
Sep 2020	26.00	24.12	4,236	25.30	23.70	23,453,289	12.59	12.03	58,939	12.00	11.49	18,700
Oct 2020	25.29	22.10	8,713	24.68	21.50	19,991,352	12.95	11.99	69,982	12.79	11.55	20,634
Nov 2020	25.95	23.50	17,139	23.63	21.71	33,008,086	12.95	12.17	58,521	12.71	11.23	27,922
Dec 2020	27.00	24.00	31,424	23.73	22.10	37,123,865	13.75	12.87	187,979	13.73	12.57	52,778
Jan 2021	29.94	25.50	26,595	23.12	21.85	33,071,629	13.95	13.08	83,996	13.65	13.00	28,692
Feb 2021	30.50	27.13	23,292	22.79	21.93	31,050,402	15.31	13.74	187,719	14.96	13.80	21,621
Mar 2021	42.75	27.88	104,163	35.08	22.18	89,485,061	21.51	14.71	3,067,018	21.30	14.47	806,598
Apr 2021	38.24	34.04	35,868	35.82	32.68	38,526,245	23.50	20.62	2,306,734	23.40	20.45	274,368
May 2021	37.20	35.60	7,110	36.78	35.27	27,999,499	25.18	23.27	2,223,082	25.13	23.13	727,662
Jun 2021	37.67	35.65	12,807	36.50	35.34	26,134,482	25.18	24.97	507,504	25.15	24.97	279,105
Jul 2021	37.25	36.00	4,783	36.71	35.44	18,793,416	–	–	–	–	–	–
Aug 2021	38.19	36.30	5,017	37.17	35.80	17,559,165	–	–	–	–	–	–

(1) Trading price and volume data is obtained from the TMX group.
(2) All issued and outstanding Series A Shares and Series B Shares were redeemed on June 30, 2021.

Share Splits

There have been four splits of the Company's Class A and Class B Shares: July 30, 2007 (2 for 1); February 7, 2000 (2 for 1); May 18, 1994 (2 for 1); and September 23, 1987 (3 for 1). In addition, as a result of the Arrangement referred to in the Management Information Circular dated July 22, 1999, a Shareholder's Adjusted Cost Base was reduced for tax purposes.

ADDITIONAL INFORMATION

Additional information relating to Shaw, including the Company's 2021 Annual Information Form, can be found on SEDAR at www.sedar.com.

COMPLIANCE WITH NYSE CORPORATE GOVERNANCE LISTING STANDARDS

Disclosure of the Company's corporate governance practices which differ from the New York Stock Exchange (NYSE) corporate governance listing standards are posted on Shaw's website, www.shaw.ca (under Investor Relations, Corporate Governance, Compliance with NYSE Corporate Governance Listing Standards).

CERTIFICATION

The Company's Executive Chair & Chief Executive Officer and Executive Vice President, Chief Financial & Corporate Development Officer have filed certifications regarding Shaw's disclosure controls and procedures and internal control over financial reporting (ICFR).

As at August 31, 2021, the Company's management, together with its Executive Chair & Chief Executive Officer and Executive Vice President, Chief Financial & Corporate Development Officer, has evaluated the effectiveness of the design and operation of each of the Company's disclosure controls and procedures and ICFR. Based on these evaluations, the Chief Executive Officer and Executive Vice President, Chief Financial & Corporate Development Officer have concluded that the Company's disclosure controls and procedures and the Company's ICFR are effective.

Other than the items described below, there have been no changes in the Company's ICFR during the fiscal year that have materially affected, or are reasonably likely to materially affect, Shaw's ICFR.

FINANCIALS & NOTES

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Reports

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING AND REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

October 29, 2021

Management's Responsibility for Financial Reporting

The accompanying consolidated financial statements of Shaw Communications Inc. (the "Company") and all the information in this annual report are the responsibility of management and have been approved by the Board of Directors.

The financial statements have been prepared by management in accordance with International Financial Reporting Standards (IFRS). When alternative accounting methods exist, management has chosen those it deems most appropriate in the circumstances. Financial statements are not precise since they include certain amounts based on estimates and judgments. Management has determined such amounts on a reasonable basis in order to ensure that the financial statements are presented fairly, in all material respects. Management has prepared the financial information presented elsewhere in the annual report and has ensured that it is consistent with the financial statements.

Management has a system of internal controls designed to provide reasonable assurance that the financial statements are accurate and complete in all material respects. The internal control system includes an internal audit function and an established business conduct policy that applies to all employees. Management believes that the systems provide reasonable assurance that transactions are properly authorized and recorded, financial information is relevant, reliable and accurate and that the Company's assets are appropriately accounted for and adequately safeguarded.

The Board of Directors is responsible for ensuring management fulfils its responsibilities for financial reporting and is ultimately responsible for reviewing and approving the financial statements. The Board carries out this responsibility through its Audit Committee.

The Audit Committee is appointed by the Board and its directors are unrelated and independent. The Committee meets periodically with management, as well as the external auditors, to discuss internal controls over the financial reporting process, auditing matters and financial reporting issues; to satisfy itself that each party is properly discharging its responsibilities; and, to review the annual report, the financial statements and the external auditors' report. The Audit Committee reports its findings to the Board for consideration when approving the financial statements for issuance to the shareholders. The Committee also considers, for review by the Board and approval by the shareholders, the engagement or re-appointment of the external auditors.

The financial statements have been audited by Ernst & Young LLP, the external auditors, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB")" on behalf of the shareholders. Ernst & Young LLP has full and free access to the Audit Committee.

Management's Report on Internal Control over Financial Reporting

Management is responsible for establishing and maintaining an adequate system of internal control over financial reporting. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the financial statements for external purposes in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

Due to its inherent limitations, internal control over financial reporting may not prevent or detect misstatements on a timely basis. Also, projections of any of the effectiveness of internal control are subject to the risk that the controls may become inadequate because of changes in conditions or that the degree of compliance with the policies and procedures may deteriorate. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to the financial statement preparation and presentation.

Management conducted an evaluation of the effectiveness of the system of internal control over financial reporting based on the framework in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this evaluation, management concluded that the Company's system of internal control over financial reporting was effective as at August 31, 2021.

[Signed]	[Signed]
Brad Shaw Executive Chair & Chief Executive Officer	Trevor English Executive Vice President, Chief Financial & Corporate Development Officer

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Board of Directors of Shaw Communications Inc.:

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated statements of financial position of Shaw Communications Inc. (the "Company") as of August 31, 2021 and 2020, the related consolidated statements of income, comprehensive income, changes in shareholders' equity and cash flows for the years then ended, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at August 31, 2021 and 2020, and its financial performance and its cash flows for the years then ended, in accordance with International Financial Reporting Standards ("IFRSs") as issued by the International Accounting Standards Board.

Report on Internal Control over Financial Reporting

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the Company's internal control over financial reporting as of August 31, 2021, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission framework (2013) and our report dated October 29, 2021 expressed an unqualified opinion thereon.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matter communicated below is a matter arising from the current period audit of the financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of the critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the account or disclosure to which it relates.

Key Audit Matter	**Valuation of the Wireless cash generating unit's indefinite-life intangibles**
Description of the Matter	As more fully described in Note 9 to the consolidated financial statements, the Company conducted its annual impairment test on goodwill and indefinite-life intangibles as at February 1, 2021 and the recoverable amount of the cash generating units exceeds their carrying value. Management performed an assessment of indicators of impairment as at August 31, 2021. Auditing management's impairment test is complex and judgmental due to the estimation required in determining the recoverable amount of the cash generating units. The recoverable amount was estimated using a discounted cash flow and is sensitive to assumptions such as revenue growth rate, earnings growth rate, earnings before interest, tax and amortization margin, terminal operating discount rate, terminal growth rate and terminal operating income before restructuring costs and amortization multiple.
How We Addressed the Matter in Our Audit	We obtained an understanding of management's process for performing their impairment assessment. We evaluated the design and tested the operating effectiveness of controls over the Company's processes to determine the recoverable amount. For example, we tested controls over the Company's strategic planning process as well as controls over the review of the significant assumptions in estimating the recoverable amount of the cash generating units. To test the estimated recoverable amount of the goodwill and indefinite-life intangible assets, our audit procedures included, among others, assessing the methodology used and testing the significant assumptions discussed above and the underlying data used by the Company in its analysis. We also involved an EY valuation specialist to assist us. We compared the significant assumptions used by management to historical and current trends. We audited the forecasted revenue by evaluating future subscriber growth, expected customer churn, and average rate per subscriber unit. We assessed the historical accuracy of management's estimates and performed sensitivity analyses on significant assumptions to evaluate changes in the recoverable amount of the cash generating units that would result from changes in the assumptions. We obtained management's assessment of indicators of impairment as at August 31, 2021 and evaluated management's assessment through review of actual results and the updated revenue forecast. We assessed the adequacy of the Company's disclosure in the consolidated financial statements.

Ernst & Young LLP

Chartered Professional Accountants

We have served as the Company's auditor since 1966.

Calgary, Canada
October 29, 2021

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Board of Directors of Shaw Communications Inc.:

Opinion on Internal Control over Financial Reporting

We have audited Shaw Communications Inc.'s internal control over financial reporting as of August 31, 2021, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (the "COSO criteria"). In our opinion, Shaw Communications Inc. (the "Company") maintained, in all material respects, effective internal control over financial reporting as of August 31, 2021, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the consolidated statements of financial position as at August 31, 2021 and 2020, the related consolidated statements of income, comprehensive income, changes in shareholders' equity and cash flows for the years then ended, and the related notes and our report dated October 29, 2021 expressed an unqualified opinion thereon.

Basis of Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Controls over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Ernst & Young LLP

Chartered Professional Accountants
Calgary, Canada

October 29, 2021

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(millions of Canadian dollars)	August 31, 2021	August 31, 2020
ASSETS		
Current		
Cash	**355**	763
Accounts receivable (note 3)	**301**	268
Income taxes recoverable	**87**	–
Inventories (note 4)	**63**	60
Other current assets (note 5)	**331**	277
Current portion of contract assets (note 22)	**97**	132
	1,234	1,500
Investments and other assets (notes 6 and 30)	**70**	42
Property, plant and equipment (note 7 and 14)	**6,019**	6,142
Other long-term assets (note 8)	**163**	163
Deferred income tax assets (note 25)	**2**	1
Intangibles (note 9)	**7,996**	7,997
Goodwill (note 9)	**280**	280
Contract assets (note 22)	**28**	40
	15,792	16,165
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current		
Short-term borrowings (note 10)	**200**	200
Accounts payable and accrued liabilities (note 11)	**988**	999
Provisions (note 12)	**46**	101
Income taxes payable	**–**	57
Current portion of contract liabilities (note 22)	**213**	211
Current portion of long-term debt (notes 13 and 30)	**1**	1
Current portion of lease liabilities (note 14)	**110**	113
Current portion of derivatives	**2**	6
	1,560	1,688
Long-term debt (notes 13 and 30)	**4,549**	4,547
Lease liabilities (note 14)	**1,135**	1,157
Other long-term liabilities (notes 15 and 28)	**26**	72
Provisions (note 12)	**77**	80
Deferred credits (note 16)	**389**	406
Contract liabilities (note 22)	**15**	14
Deferred income tax liabilities (note 25)	**1,998**	1,968
	9,749	9,932
Commitments and contingencies (notes 12, 27 and 28)		
Shareholders' equity		
Common and preferred shareholders	**6,043**	6,233
	15,792	16,165

See accompanying notes

On behalf of the Board:

[Signed]
Brad Shaw
Director

[Signed]
Carl Vogel
Director

CONSOLIDATED STATEMENTS OF INCOME

Years ended August 31, (millions of Canadian dollars except per share amounts)	2021 $	2020 $
Revenue (notes 22 and 26)	**5,509**	5,407
Operating, general and administrative expenses (note 23)	**(3,009)**	(3,016)
Restructuring costs (notes 12 and 23)	**(14)**	(14)
Amortization:		
Deferred equipment revenue (note 16)	**11**	16
Deferred equipment costs (note 8)	**(47)**	(65)
Property, plant and equipment, intangibles and other (notes 7, 9, 14 and 16)	**(1,183)**	(1,168)
Operating income	**1,267**	1,160
Amortization of financing costs – long-term debt (note 13)	**(2)**	(3)
Interest expense (notes 13, 14, and 26)	**(231)**	(274)
Other gains (losses) (note 24)	**(2)**	(16)
Income before income taxes	**1,032**	867
Current income tax expense (note 25)	**30**	120
Deferred income tax expense (note 25)	**16**	59
Net income	**986**	688
Net income attributable to:		
Equity shareholders	**986**	688
Earnings per share (note 19)		
Basic and diluted	**1.94**	1.32

See accompanying notes

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

Years ended August 31, (millions of Canadian dollars)	2021 $	2020 $
Net income	**986**	688
Other comprehensive income (loss) (note 21)		
Items that may subsequently be reclassified to income:		
Change in unrealized fair value of derivatives designated as cash flow hedges	**(1)**	(4)
Adjustment for hedged items recognized in the period	**5**	(2)
	4	(6)
Items that will not be subsequently reclassified to income:		
Remeasurements on employee benefit plans	**36**	1
	40	(5)
Comprehensive income	**1,026**	683
Comprehensive income attributable to:		
Equity shareholders	**1,026**	683

See accompanying notes

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

Year ended August 31, 2021

(millions of Canadian dollars)	Attributable to equity shareholders: Share capital	Contributed surplus	Retained earnings	Accumulated other comprehensive loss	Total	Equity attributable to non-controlling interests	Total equity
Balance at September 1, 2020	**4,602**	**27**	**1,703**	**(99)**	**6,233**	**–**	**6,233**
Net income	**–**	**–**	**986**	**–**	**986**	**–**	**986**
Other comprehensive income	**–**	**–**	**–**	**40**	**40**	**–**	**40**
Comprehensive income	**–**	**–**	**986**	**40**	**1,026**	**–**	**1,026**
Dividends	**–**	**–**	**(599)**	**–**	**(599)**	**–**	**(599)**
Shares issued under stock option plan	**19**	**(1)**	**–**	**–**	**18**	**–**	**18**
Shares repurchased (note 17)	**(129)**	**–**	**(207)**	**–**	**(336)**	**–**	**(336)**
Redemption of preferred shares (note 17)	**(293)**	**–**	**(7)**	**–**	**(300)**	**–**	**(300)**
Share-based compensation	**–**	**1**	**–**	**–**	**1**	**–**	**1**
Balance as at August 31, 2021	**4,199**	**27**	**1,876**	**(59)**	**6,043**	**–**	**6,043**

Year ended August 31, 2020

(millions of Canadian dollars)	Attributable to equity shareholders: Share capital	Contributed surplus	Retained earnings	Accumulated other comprehensive loss	Total	Equity attributable to non-controlling interests	Total equity
Balance at September 1, 2019	4,605	26	1,723	(94)	6,260	3	6,263
Net income	–	–	688	–	688	–	688
Other comprehensive loss	–	–	–	(5)	(5)	–	(5)
Comprehensive income (loss)	–	–	688	(5)	683	–	683
Dividends	–	–	(580)	–	(580)	–	(580)
Dividend reinvestment plan	37	–	(37)	–	–	–	–
Distributions declared to non-controlling interest	–	–	–	–	–	(3)	(3)
Shares issued under stock option plan	9	(1)	–	–	8	–	8
Shares repurchased (note 17)	(49)	–	(91)	–	(140)	–	(140)
Share-based compensation	–	2	–	–	2	–	2
Balance as at August 31, 2020	4,602	27	1,703	(99)	6,233	–	6,233

See accompanying notes

CONSOLIDATED STATEMENTS OF CASH FLOWS

Years ended August 31, (millions of Canadian dollars)	2021 $	2020 $
OPERATING ACTIVITIES		
Funds flow from operations (note 31)	**2,249**	1,989
Net change in non-cash balances	**(326)**	(69)
	1,923	1,920
INVESTING ACTIVITIES		
Additions to property, plant and equipment (note 26)	**(858)**	(970)
Additions to equipment costs (net) (note 26)	**(21)**	(31)
Additions to other intangibles (note 26)	**(138)**	(150)
Net additions to investments and other assets	**(1)**	(5)
Proceeds on disposal of property, plant and equipment (notes 26 and 31)	**21**	2
	(997)	(1,154)
FINANCING ACTIVITIES		
Increase in short-term borrowings (note 10)	**–**	160
Issuance of long-term debt	**–**	1,300
Repayment of long-term debt	**(1)**	(2,068)
Debt arrangement costs	**–**	(14)
Payment of lease liabilities	**(110)**	(112)
Issue of Class B Shares	**18**	9
Purchase of Class B Shares (note 17)	**(336)**	(140)
Redemption of preferred shares (note 17)	**(300)**	–
Dividends paid on Class A Shares and Class B Shares	**(597)**	(573)
Dividends paid on Series A Preferred Shares	**(8)**	(9)
Payment of distributions to non-controlling interests	**–**	(2)
	(1,334)	(1,449)
(Decrease) increase in cash	**(408)**	(683)
Cash, beginning of year	**763**	1,446
Cash, end of year	**355**	763

See accompanying notes

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(all amounts in millions of Canadian dollars except share and per share amounts)

1. CORPORATE INFORMATION

Shaw Communications Inc. (the "Company") is a diversified Canadian connectivity company whose core operating business is providing: Cable telecommunications, Satellite video services and data networking to residential customers, businesses and public-sector entities ("Wireline"); and wireless services for voice and data communications ("Wireless").

The Company was incorporated under the laws of the Province of Alberta on December 9, 1966 under the name Capital Cable Television Co. Ltd. and was subsequently continued under the Business Corporations Act (Alberta) on March 1, 1984 under the name Shaw Cablesystems Ltd. Its name was changed to Shaw Communications Inc. on May 12, 1993. The Company's shares are listed on the Toronto Stock Exchange (TSX), TSX Venture Exchange (TSXV) and New York Stock Exchange (NYSE) (Symbol: TSX – SJR.B, NYSE – SJR, and TSXV – SJR.A). The registered office of the Company is located at Suite 900, 630 – 3rd Avenue S.W., Calgary, Alberta, Canada T2P 4L4.

On March 15, 2021, the Company announced that it had entered into an arrangement agreement (the "Arrangement Agreement") with Rogers Communications Inc. ("Rogers"), under which Rogers will acquire all of Shaw's issued and outstanding Class A Participating Shares ("Class A Shares") and Class B Non-Voting Participating Shares ("Class B Shares") in a transaction valued at approximately $26 billion, inclusive of approximately $6 billion of Shaw debt (the "Transaction"). Holders of Shaw Class A Shares and Class B Shares (other than the Shaw Family Living Trust, the controlling shareholder of Shaw, and related persons (collectively the "Shaw Family Shareholders")) will receive $40.50 per share in cash. The Shaw Family Shareholders will receive 60% of the consideration for their shares in the form of Class B Non-Voting Shares of Rogers (the "Rogers Shares") on the basis of the volume-weighted average trading price for the Rogers Shares for the 10 trading days ending March 12, 2021, and the balance in cash.

The Transaction is being implemented by way of a court-approved plan of arrangement under the *Business Corporations Act* (Alberta). At the special meeting of Shaw shareholders held on May 20, 2021, the Company obtained approval of the plan of arrangement by the holders of Shaw's Class A Shares and Class B Shares in the manner required by the interim order granted by the Court of Queen's Bench of Alberta on April 19, 2021. On May 25, 2021, the Court of Queen's Bench of Alberta issued a final order approving the plan of arrangement.

The Transaction remains subject to other customary closing conditions including approvals from certain Canadian regulators, including the Competition Bureau, Innovation, Science and Economic Development Canada (ISED) and the Canadian Radio-television and Telecommunications Commission (CRTC). Subject to the receipt of all required approvals, and the satisfaction of all closing conditions, the Transaction is expected to close in the first half of 2022.

2. BASIS OF PRESENTATION AND ACCOUNTING POLICIES

Statement of compliance

These consolidated financial statements of the Company have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

The consolidated financial statements of the Company for the years ended August 31, 2021 and 2020, were approved by the Board of Directors on October 28, 2021 and authorized for issue.

Basis of presentation

These consolidated financial statements have been prepared primarily under the historical cost convention and are expressed in millions of Canadian dollars unless otherwise indicated. Other measurement bases used are outlined below and in the applicable notes. The consolidated statements of income are presented using the nature classification for expenses.

Certain comparative figures have been reclassified to conform to the current year's presentation.

Basis of consolidation

(i) Subsidiaries

The consolidated financial statements include the accounts of the Company and those of its subsidiaries, which are entities over which the Company has control. Control exists when the Company has power over an investee, is exposed to or has rights to variable returns from its involvement and has the ability to affect those returns. Intercompany transactions and balances are eliminated on consolidation. The results of operations of subsidiaries acquired during the period are included from their respective dates of acquisition, being the time at which the Company obtains control. Consolidation of a subsidiary ceases when the Company loses control. A change in ownership interests of a subsidiary, without a loss of control, is accounted for as an equity transaction. The Company assesses control through share ownership and voting rights.

Non-controlling interests arise from business combinations in which the Company acquires less than 100% ownership interest. At the time of acquisition, non-controlling interests are measured at either fair value or their proportionate share of the fair value of the acquiree's identifiable assets. The Company determines the measurement basis on a transaction by transaction basis. Subsequent to acquisition, the carrying amount of non-controlling interests is increased or decreased for their share of changes in equity.

(ii) Joint operations

A joint operation is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets and obligations for the liabilities, relating to the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control. The consolidated financial statements include the Company's proportionate share of the assets, liabilities, revenues, and expenses of its interests in joint operations.

The Company's joint operations consist of a 33.33% interest in the Burrard Landing Lot 2 Holdings Partnership (the "Partnership"). The Partnership owns and leases commercial space in Shaw Tower in Vancouver, BC, which is the Company's headquarters for its lower mainland operations. In classifying its 33.33% interest in the Partnership as a joint operation, the Company considered the terms and conditions of the partnership agreement and other facts and circumstances including the primary purpose of Shaw Tower which is to provide lease space to the partners.

Revenue and expenses

The Company has multiple deliverable arrangements comprised of upfront fees (subscriber connection and installation fee revenue, customer premise equipment revenue, handset equipment revenue) and related subscription and service revenue. Upfront fees charged to customers do not constitute separate units of accounting, therefore these revenue streams are assessed as an integrated package.

(i) Revenue

The Company records revenue from contracts with customers in accordance with the following five steps:

(1) identify the contract(s) with a customer;

(2) identify the performance obligations in the contract;

(3) determine the transaction price;

(4) allocate the transaction price to the performance obligations in the contract; and,

(5) recognize revenue when (or as) we satisfy a performance obligation.

Revenue for each performance obligation is recognized either over time or at a point in time. For performance obligations satisfied over time, revenue is recognized as the services are provided. Revenues on certain long-term contracts are recognized using output methods based on products delivered, performance completed to date and time elapsed. Revenue from Cable, Internet, Phone, Direct-to-Home (DTH) and Wireless customers includes subscriber revenue earned as services are provided. Satellite distribution services and telecommunications service revenue is recognized in the period in which the services are rendered to customers. In addition to monthly service plans, the Company also offers multi-year service plans in which the total amount of the contractual service revenue is accounted for on a straight-line basis over the term of the plan. Fees for wireless voice, text and data services on a pay-per-use basis are recognized in the period that the service is provided.

Revenue from data centre customers includes colocation and other services revenue, including managed infrastructure revenue. Colocation revenue is recognized on a straight-line line basis over the term of the customer contract. Other services revenue, including managed infrastructure revenue, is recognized as the services are provided.

Revenue for performance obligations satisfied at a point in time is recognized when control of the item or service transfers to the customer. Revenue from the direct sale of equipment to wireless subscribers or dealers is recognized when the equipment is delivered and accepted by the subscribers or dealers.

For bundled arrangements (e.g. wireless handsets, voice and data services, internet services), items are accounted for as separate performance obligations if the item meets the definition of a distinct good or service. Stand-alone selling prices are determined using observable prices adjusted for market conditions and other factors, as appropriate. The Company offers a discretionary wireless handset discount program, whereby the subscriber earns the applicable discount by maintaining services with the Company, such that the receivable relating to the discount at inception of the transaction is reduced over a period of time. This discount is allocated proportionately between the equipment and service revenues, with the equipment discount recognized when the handset is delivered and the corresponding service discount is classified as a contract asset. The contract asset is reduced on a straight-line basis over the period which the discount is forgiven to a maximum of two years with an offsetting reduction to service revenue. The Company also offers a plan allowing customers to receive a larger up-front handset discount than they would otherwise qualify for if they pay a predetermined incremental charge to their existing service plan on a monthly basis. The charge is billed on a monthly basis but is recognized as revenue when the handset is delivered and accepted by the subscriber. The amount receivable is classified as part of other current or other long-term assets, as applicable, in the consolidated statements of financial position. When wireless equipment and services are bundled with wireline services, revenue is allocated across the Company's segments based on the relative stand-alone selling prices of the goods and services delivered.

When a customer can modify their contract within predefined terms such that we are not able to enforce the transaction price agreed to, but can only contractually enforce a lower amount, we allocate revenue between performance obligations using the minimum enforceable rights and obligations and any excess amount is recognized as revenue as its earned.

(ii) Contract assets and liabilities

We record a contract asset when we have provided goods and services to our customer but our right to related consideration for the performance obligation is conditional on satisfying other performance obligations. Contract assets are transferred to trade receivables when our right to consideration becomes conditional only as to the passage of time. A contract liability is recognized when we receive consideration in advance of the transfer of products or services to the customer. We account for contract assets and liabilities on a contract-by-contract basis, with each contract presented as either a net contract asset or a net contract liability accordingly.

Subscriber connection fees received from Cable, Internet, Phone and Wireless customers are deferred as contract liabilities and recognized as revenue on a straight-line basis over two to three years. The costs of physically connecting a new home are capitalized as part of the distribution system and costs of disconnections are expensed as incurred.

Initial setup fees related to the installation of data centre services and installation revenue received on contracts with commercial business customers are deferred as contract liabilities and recognized as revenue on a straight-line basis over the related service contract, which generally span two to ten years. Direct and incremental costs associated with the installation of services or service contract, in an amount not exceeding the upfront revenue, are deferred as contract assets and recognized as an operating expense on a straight-line basis over the same period.

(iii) Deferred commission cost assets

We defer the incremental cost to obtain or fulfill a contract with a customer over their expected period of benefit to the extent they are recoverable. These costs include certain commissions paid to internal and external representatives. We defer them as deferred commission cost assets in other assets and amortize them to operating costs over the pattern of the transfer of goods and services to the customer, which is typically evenly over either 24 or 36 consecutive months.

Direct and incremental initial selling, administrative and connection costs, including commissions related to subscriber acquisitions are deferred and recognized as an operating expense on a straight-line basis over three years.

(iv) Deferred equipment revenue and deferred equipment costs

Revenue from sales of DTH equipment is deferred and recognized on a straight-line basis over three years commencing when subscriber service is activated. The total cost of the equipment, including installation, represents an inventoriable cost which is deferred and recognized on a straight-line basis over the same period. The DTH equipment is generally sold to customers at cost or a subsidized price in order to expand the Company's customer base.

Recognition of deferred equipment revenue and deferred equipment costs is recorded as deferred equipment revenue amortization and deferred equipment costs amortization, respectively.

(v) Deferred IRU revenue

Prepayments received under indefeasible right to use (IRU) agreements are amortized on a straight-line basis into income over the term of the agreement and included in amortization of property, plant and equipment, intangibles and other in the consolidated statements of income.

Cash

Cash is presented net of outstanding cheques. When the amount of outstanding cheques and the amount drawn under the Company's revolving term facility are greater than the amount of cash, the net amount is presented as bank indebtedness.

Securitization of trade receivables

Sales of trade receivables in securitization transactions are recognized as collateralized short-term borrowings as we do not transfer control and substantially all the risks and rewards of ownership to another entity and thus do not result in our de-recognition of the trade receivables sold.

Allowance for doubtful accounts

The Company maintains an allowance for doubtful accounts for the estimated expected credit losses resulting from the inability of its customers to make required payments. In determining the allowance, the Company considers factors such as the number of days the account is past due, whether or not the customer continues to receive service, the Company's past collection history and changes in business circumstances.

Inventories

Inventories include subscriber equipment such as DTH receivers, which are held pending rental or sale at cost or at a subsidized price and wireless handsets, accessories and SIM cards. When subscriber DTH equipment is sold, the equipment revenue and equipment costs are deferred and amortized over three years. When the subscriber equipment is rented, it is transferred to property, plant and equipment and amortized over its useful life. Inventories are determined on a first-in, first-out basis, and are stated at cost due to the eventual capital nature as either an addition to property, plant and equipment or deferred equipment costs.

Inventories of wireless handsets, accessories and SIM cards are carried at the lower of cost and net realizable value. Cost is determined using the weighted average method and includes expenditures incurred in acquiring the inventories and bringing them to their existing condition and location. Net realizable value is the estimated selling price in the ordinary course of business, less selling expenses.

Property, plant and equipment

Property, plant and equipment are recorded at purchase cost. Direct labour and other directly attributable costs incurred to construct new assets, upgrade existing assets and connect new subscribers are capitalized as well as borrowing costs on qualifying assets. In addition, any asset removal and site restoration costs in connection with the retirement of assets are capitalized. Repairs and maintenance expenditures are charged to operating expense as incurred. Amortization is recorded on a straight-line basis over the estimated useful lives of assets as follows:

Asset	Estimated useful life
Cable, Wireless and telecommunications distribution system	3-20 years
Digital cable terminals and modems	3-5 years
Satellite audio, video and data network equipment and DTH receiving equipment	3-15 years
Buildings	15-40 years
Data processing	4-10 years
Other	4-20 years

The Company reviews the estimates of useful lives on a regular basis.

Leases

Leases are typically entered into for network infrastructure and equipment, including transponders, and land and buildings relating to the Company's wireless and wireline networks, office space and retail stores. At inception of a contract, the Company assesses whether the contract contains a lease. A lease contract conveys the right to control the use of an identified asset for a period in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- the contract involves the use of an identified asset;
- the Company has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- the Company has the right to direct the use of the identified asset.

Lease liabilities are initially measured at the present value of future lease payments at the commencement date, discounted using the interest rate implicit in the lease or, if not readily determinable, the Company's incremental borrowing rate. A single incremental borrowing rate is applied to a portfolio of leases with similar characteristics.

Lease payments included in the measurement of the lease liability consist of:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or rate;
- amounts expected to be payable under a residual value guarantee; and
- payments relating to purchase options and renewal option periods that are reasonably certain to be exercised, or periods subject to termination options that are not reasonably certain to be exercised.

The initial lease term included in the measurement of the lease liability consists of:

- the non-cancellable period of the lease;
- periods covered by options to extend the lease, where the Company is reasonably certain to exercise the option; and
- periods covered by options to terminate the lease, where the Company is reasonably certain not to exercise the option.

Lease liabilities are subsequently measured at amortized cost. Lease liabilities are remeasured when there is a lease modification, and a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero. The interest expense for lease liabilities is recorded in *Interest expense* in the Consolidated Statements of Income.

Variable lease payments that do not depend on an index or rate are not included in the measurement of lease liabilities and right-of-use assets. The related payments are expensed in *Operating, general and administrative expenses* in the period in which the event or condition that triggers those payments occurs.

Right-of-use assets are initially measured at cost, which comprises the initial amount of the lease obligation adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred, plus an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The Company presents right-of-use assets in *Property, plant and equipment.*

If the Company obtains ownership of the leased asset by the end of the lease term or the costs of the right-of-use asset reflects the exercise of a purchase option, we depreciate the right-of-use asset from the lease commencement date to the end of the useful life of the underlying asset. Otherwise, right-of-use assets are depreciated on a straight-line basis from the commencement date to the earlier of the end of the useful life or the end of the lease term. Right-of-use assets are periodically reduced by impairment losses, if any, and adjusted for certain remeasurements on the related lease liability. The depreciation charge for right-of-use assets is recorded in *Amortization – Property, plant and equipment*.

Other long-term assets

Other long-term assets primarily include (i) equipment costs, as described in the revenue and expenses accounting policy, deferred and amortized on a straight-line basis over three to five years, (ii) the non-current portion of wireless handset discounts receivable as described in the revenue and expenses accounting policy, (iii) credit facility arrangement fees amortized on a straight-line basis over the term of the facility, (iv) long-term receivables, (v) network capacity leases, (vi) the non-current portion of prepaid maintenance and support contracts, and (vii) direct costs in connection with initial setup fees and installation of services, as described in the revenue and expenses accounting policy, deferred and amortized on a straight-line basis over two to ten years.

Intangibles

The excess of the cost of acquiring cable, satellite, media, data centre and wireless businesses over the fair value of related net identifiable tangible and intangible assets acquired is allocated to goodwill. Net identifiable intangible assets acquired consist of amounts allocated to broadcast rights and licences, wireless spectrum licences, trademarks, brands, program rights, customer relationships and software assets. Broadcast rights and licences, wireless spectrum licences, trademarks and brands represent identifiable assets with indefinite useful lives.

Customer relationships represent the value of customer contracts and relationships acquired in a business combination and are amortized on a straight-line basis over their estimated useful lives ranging from 4 – 15 years.

Software that is not an integral part of the related hardware is classified as an intangible asset. Internally developed software assets are recorded at historical cost and include direct material and labour costs as well as borrowing costs on qualifying assets. Software assets are amortized on a straight-line basis over estimated useful lives ranging from 3 – 10 years. The Company reviews the estimates of lives and useful lives on a regular basis.

Borrowing costs

The Company capitalizes borrowing costs on qualifying assets that take more than one year to construct or develop using the Company's weighted average cost of borrowing which approximated 5% (2020 – 5%).

Impairment

(i) Goodwill and indefinite-life intangibles

The Company tests goodwill and indefinite-life intangibles for impairment annually (as at February 1) and when events or changes in circumstances indicate that the carrying value may be impaired. The recoverable amount of each cash-generating unit (CGU) is determined based on the higher of the CGU's fair value less costs to sell (FVLCS) and its value in use (VIU). A CGU is the smallest identifiable group of assets that generate cash flows that are independent of the cash inflows from other assets or groups of assets. The Company's cash generating units are Cable, Satellite, and Wireless. Where the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognized. Impairment losses relating to goodwill cannot be reversed in future periods.

(ii) Non-financial assets with finite useful lives

For non-financial assets, such as property, plant and equipment and finite-life intangible assets, an assessment is made at each reporting date as to whether there is an indication that an asset may be impaired. If any indication exists, the recoverable amount of the asset is determined based on the higher of FVLCS and VIU. Where the carrying amount of the asset exceeds its recoverable amount, the asset is considered impaired and written down to its recoverable amount. Previously recognized impairment losses are reviewed for possible reversal at each reporting date and all or a portion of the impairment is reversed if the asset's value has increased.

Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The timing or amount of the outflow may still be uncertain. Provisions are measured using the best estimate of the expenditure required to settle the present obligation at the end of the reporting period, taking into account risks and uncertainties associated with the obligation. Provisions are discounted where the time value of money is considered material.

(i) Asset retirement obligations

The Company recognizes the fair value of a liability for an asset retirement obligation in the period in which it is incurred, on a discounted basis, with a corresponding increase to the carrying amount of property and equipment, primarily in respect of wireless and transmitter sites. This cost is amortized on the same basis as the related asset. The liability is subsequently increased for the passage of time and the accretion is recorded in the income statement as accretion of long-term liabilities and provisions. The discount rates applied are subsequently adjusted to current rates as required at the end of reporting periods. Revisions due to the estimated timing of cash flows or the amount required to settle the obligation may result in an increase or decrease in the liability. Actual costs incurred upon settlement of the obligation are charged against the liability to the extent recorded.

(ii) Restructuring provisions

Restructuring provisions, primarily in respect of employee termination benefits, are recognized when a detailed plan for the restructuring exists and a valid expectation has been raised to those affected that the plan will be carried out.

(iii) Other provisions

Provisions for disputes, legal claims and contingencies are recognized when an outflow to settle the matter is probable. The Company establishes provisions after taking into consideration legal assessments (if applicable), expected availability of insurance or other recourse and other available information.

Deferred credits

Deferred credits primarily include: (i) prepayments received under IRU agreements amortized on a straight-line basis into income over the term of the agreement, (ii) equipment revenue, as described in the revenue and expenses accounting policy, deferred and amortized over three to five years, and (iii) a deposit on a future fibre sale.

Income taxes

The Company accounts for income taxes using the liability method, whereby deferred income tax assets and liabilities are determined based on differences between the financial reporting and tax bases of assets and liabilities measured using substantively enacted tax rates and laws that will be in effect when the differences are expected to reverse. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset and they relate to income taxes levied by the same authority in the same taxable entity. Income tax expense for the period is the tax payable for the period using tax rates substantively enacted at the reporting date, any adjustments to taxes payable in respect of previous years and any change during the period in deferred income tax assets and liabilities, except to the extent that they relate to a business combination or divestment, items recognized directly in equity or in other comprehensive income. The Company records interest and penalties related to income taxes in interest expense.

Tax credits and government grants

The Company receives tax credits primarily related to its research and development activities. Government financial assistance is recognized when management has reasonable assurance that the conditions of the government programs are met and accounted for as a reduction of related costs, whether capitalized and amortized or expensed in the period the costs are incurred.

Foreign currency translation

Transactions originating in foreign currencies are translated into Canadian dollars at the exchange rate at the date of the transaction. Monetary assets and liabilities are translated at the period-end rate of exchange and non-monetary items are translated at historic exchange rates. The net foreign exchange gain (loss) recognized on the translation and settlement of current monetary assets and liabilities was $12 (2020 – $5) and is included in other gains (losses).

Financial instruments other than derivatives

Financial instruments have been classified and measured at amortized cost, fair value through other comprehensive income (FVOCI) or fair value through profit or loss (FVTPL). Cash and financial instruments have been classified as FVTPL and are recorded at fair value with any change in fair value immediately recognized in income (loss). Investments in equity securities are classified and measured at FVTPL. Loans and receivables and financial liabilities are carried at amortized cost. None of the Company's financial liabilities are classified as FVTPL.

Finance costs and discounts associated with the issuance of debt securities are netted against the related debt instrument and amortized to income using the effective interest rate method. Accordingly, long-term debt accretes over time to the principal amount that will be owing at maturity.

Derivative financial instruments and hedging activities

The Company uses derivative financial instruments, such as foreign currency forward purchase contracts, to manage risks from fluctuations in foreign exchange rates. All derivative financial instruments are recorded at fair value in the consolidated statements of financial position. The Company may elect to apply hedge accounting to certain derivative instruments. With hedge accounting, changes in the fair value of derivative financial instruments designated as cash flow hedges are recorded in other comprehensive income (loss) until the variability of cash flows relating to the hedged asset or liability is recognized in income (loss). When an anticipated transaction is subsequently recorded as a non-financial asset, the amounts recognized in other comprehensive income (loss) are reclassified to the initial carrying amount of the related asset. Where hedge accounting is not permissible or derivatives are not designated in a hedging relationship, they are classified as held-for-trading and the changes in fair value are immediately recognized in income (loss).

Instruments that have been entered into by the Company to hedge exposure to foreign currency risk are reviewed on a regular basis to ensure the hedges are still effective and that hedge accounting continues to be appropriate.

Fair value measurements

Fair value estimates are made at a specific point in time, based on relevant market information and information about the underlying asset or liability. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and, therefore, cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable. Observable inputs reflect assumptions market participants would use in pricing an asset or liability based on market data obtained from independent sources while unobservable inputs reflect a reporting entity's pricing based upon their own market assumptions.

The fair value hierarchy consists of the following three levels:

Level 1 Inputs are quoted prices in active markets for identical assets or liabilities.

Level 2 Inputs for the asset or liability are based on observable market data, either directly or indirectly, other than quoted prices.

Level 3 Inputs for the asset or liability are not based on observable market data.

The Company determines whether transfers have occurred between levels in the fair value hierarchy by assessing the impact of events and changes in circumstances that could result in a transfer at the end of each reporting period.

Employee benefits

The Company accrues its obligations under its employee benefit plans, net of plan assets. The cost of pensions and other retirement benefits earned by certain employees is actuarially determined using the projected benefit method pro-rated on service and management's best estimate of salary escalation and retirement ages of employees. Past service costs from plan initiation and amendments are recognized immediately in the income statement. Remeasurements include actuarial gains or losses and the return on plan assets (excluding interest income). Actuarial gains and losses occur because assumptions about benefit plans relate to a long time frame and differ from actual experiences. These assumptions are revised based on actual experience of the plans such as changes in discount rates, expected retirement ages and projected salary increases. Remeasurements are recognized in other comprehensive income (loss) on an annual basis, at a minimum, and on an interim basis when there are significant changes in assumptions.

August 31 is the measurement date for the Company's employee benefit plans. The last actuarial valuations for funding purposes for the various plans were performed effective August 31, 2021 and the next actuarial valuations for funding purposes are effective August 31, 2022.

Share-based compensation

The Company has a stock option plan for directors, officers, employees, and consultants to the Company. The exercise price of options to purchase Class B Shares is determined by the Board, or a committee thereof, at a price not less than the closing price of the Class B Shares on the TSX on the trading day immediately preceding the date on which the options are granted. Any consideration paid on the exercise of stock options, together with any contributed surplus recorded at the date the options vested, is credited to share capital. The Company calculates the fair value of share-based compensation awarded to employees using the Black-Scholes option pricing model. The fair value of options are expensed and credited to contributed surplus over the vesting period of the options using the graded vesting method.

The Company has a restricted share unit (RSU) and performance share unit (PSU) plan which provides that RSUs may be granted to officers, employees and directors of the Company, and PSUs may be granted to officers and employees of the Company. RSUs vest on either the first, second and third anniversary of the grant date or 100% on the third anniversary of the grant date and compensation is recognized on a straight-line basis over the three-year vesting period. PSUs vest 100% on the third anniversary of the grant date. RSUs and PSUs will be settled in either cash or Class B Shares as determined by the Human Resources and Compensation Committee at the time of the grant and the obligation for RSUs and PSUs is measured at the end of each period at fair value using the Black-Scholes option pricing model and the number of outstanding RSUs and PSUs. For PSUs, the performance criteria is set by the by the Human Resources and Compensation Committee at the time of the grant, and typically requires the achievement of a minimum level of performance, otherwise the payout is zero, while maximum performance is capped at 150%. On settlement of vested PSUs, the number of Class B Shares issued or delivered, or the amount of cash payment will be multiplied by the applicable performance factor.

The Company has a deferred share unit (DSU) plan for its Board of Directors. Compensation cost is recognized immediately as DSUs vest when granted. DSUs will be settled in cash and the obligation is measured at the end of each period at fair value using the Black-Scholes option pricing model and the number of outstanding DSUs.

Directors may elect to receive their compensation in cash, RSUs, DSUs, or a combination thereof. Any director who has not met their share ownership guidelines is generally required to elect to receive at least 50% of their annual compensation in DSUs and/or RSUs.

The Company has an employee share purchase plan (the "ESPP") under which eligible employees may contribute to a maximum of 5% of their monthly base compensation. The Company contributes an amount equal to 25% of the participant's contributions, increasing to 33% once an employee reaches 10 years of continuous service, and records such amounts as compensation expense.

Earnings per share

Basic earnings per share is based on net income attributable to equity shareholders adjusted for dividends on preferred shares and is calculated using the weighted average number of Class A Shares and Class B Shares outstanding during the period. Diluted earnings per share is calculated by considering the effect of all potentially dilutive instruments. In calculating diluted earnings per share, any proceeds from the exercise of stock options and other dilutive instruments are assumed to be used to purchase Class B Shares at the average market price during the period.

Guarantees

The Company discloses information about certain types of guarantees that it has provided, including certain types of indemnities, without regard to whether it will have to make any payments under the guarantees.

Estimation uncertainty and critical judgments

The preparation of consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the period. Actual results could differ from those estimates and significant changes in assumptions could cause an impairment in assets. The following require the most difficult, complex or subjective judgments which result from the need to make estimates about the effects of matters that are inherently uncertain.

Estimation uncertainty

The following are key assumptions concerning the future and other key sources of estimation uncertainty that could impact the carrying amount of assets and liabilities and results of operations in future periods.

(i) Allowance for doubtful accounts

The Company is required to make an estimate of expected credit losses on its receivables. The estimated allowance required is a matter of judgment and the actual loss eventually sustained may be more or less than the estimate, depending on events which have yet to occur and which cannot be foretold, such as future business, personal and economic conditions.

(ii) Contractual service revenue

The Company is required to make judgments and estimates that affect the amount and timing of revenue from contracts with customers, including estimates of the stand-alone selling prices of wireline and wireless products and services, the identification of performance obligations within a contract and the timing of satisfaction of performance obligations under long-term contracts.

Determining the deferral criteria for the costs incurred to obtain or fulfill a contract requires us to make significant judgments. We expect incremental commission fees paid to internal and external representatives as a result of obtaining contracts with customers to be recoverable.

(iii) Property, plant and equipment

The Company is required to estimate the expected useful lives of its property, plant and equipment. These estimates of useful lives involve significant judgment. In determining these estimates, the Company takes into account industry trends and company-specific factors, including changing technologies and expectations for the in-service period of these assets. Management's judgment is also required in determination of the amortization method, the residual value of assets and the capitalization of labour and overhead.

(iv) Leases

The application of IFRS 16 requires the Company to make judgments that affect the valuation of the lease liabilities and the valuation of right-of-use assets. These include determining whether a contract contains a lease, determining the contract term, including whether or not to exercise renewal or termination options, and determining the interest rate used for discounting future cash flows.

(v) Business combinations – purchase price allocation

Purchase price allocations involve uncertainty because management is required to make assumptions and judgments to estimate the fair value of the identifiable assets acquired and liabilities assumed in business combinations. Fair value estimates are based on quoted market prices and widely accepted valuation techniques, including discounted cash flow (DCF) analysis. Such estimates include assumptions about inputs to the valuation techniques, industry economic factors and business strategies.

(vi) Impairment

The Company estimates the recoverable amount of its CGUs using a FVLCS calculation based on a DCF analysis or market approach or a VIU calculation based on a DCF analysis. Where a DCF analysis is used, significant judgments are inherent in this analysis including estimating the amount and timing of the cash flows attributable to the broadcast rights and licences, the selection of an appropriate discount rate, and the identification of appropriate terminal growth rate assumptions. In this analysis, the Company estimates the discrete future cash flows associated with the intangible asset for five years and determines a terminal value. The future cash flows are based on the Company's estimates of future operating results, economic conditions and the competitive environment. The terminal value is estimated using both a perpetuity growth assumption and a multiple of operating income before restructuring costs and amortization. The discount rates used in the analysis are based on the Company's weighted average cost of capital and an assessment of the risk inherent in the projected cash flows. In analyzing the FVLCS determined by a DCF analysis, the Company also considers a market approach determining a recoverable amount for each unit and total entity value determined using a market capitalization approach. Recent market transactions are taken into account, when available. The key assumptions used to determine the recoverable amounts, including a sensitivity analysis, are included in Note 9. A DCF analysis uses significant unobservable inputs and is therefore considered a level 3 fair value measurement.

(vii) Employee benefit plans

The amounts reported in the financial statements relating to the defined benefit pension plans are determined using actuarial valuations that are based on several assumptions including the discount rate and rate of compensation increase. While the Company believes these assumptions are reasonable, differences in actual results or changes in assumptions could affect employee benefit obligations and the related income statement impact. The most significant assumption used to calculate the net employee benefit plan expense is the discount rate. The discount rate is the interest rate used to determine the present value of the future cash flows that is expected will be needed to settle employee benefit obligations. It is based on the yield of long-term, high-quality corporate fixed income investments closely matching the term of the estimated future cash flows and is reviewed and adjusted as changes are required.

(viii) Income taxes

The Company is required to estimate income taxes using substantively enacted tax rates and laws in effect or that will be in effect when the temporary differences are expected to reverse. In determining the measurement of tax uncertainties, the Company recognizes an income tax benefit only when it is probable that the tax benefit will be realized. Realization of deferred income tax assets is dependent on generating sufficient taxable income during the period in which the temporary differences are deductible. Although realization is not assured, management believes it is more likely than not that all recognized deferred income tax assets will be realized based on reversals of deferred income tax liabilities, projected operating results and tax planning strategies available to the Company and its subsidiaries.

(ix) Contingencies

The Company is subject to various claims and contingencies related to lawsuits, taxes and commitments under regulatory, contractual and other commercial obligations. Contingent losses are recognized by a charge to income when it is likely that a future event will confirm that an asset has been impaired or a liability incurred at the date of the financial statements and the amount can be reasonably estimated. Significant changes in assumptions as to the likelihood and estimates of the amount of a loss could result in recognition of additional liabilities.

Critical judgements

The following are critical judgements apart from those involving estimation:

(i) Determination of a CGU

Management's judgment is required in determining the Company's cash generating units (CGU) for the impairment assessment of its indefinite-life intangible assets. The CGUs have been determined considering operating activities and asset management and are Cable, Satellite, and Wireless.

(ii) Broadcast rights and licences and spectrum licences – indefinite-life assessment

A number of the Company's businesses are dependent upon broadcast licences (or operate pursuant to an exemption order) granted and issued by the CRTC or wireless spectrum licences issued by Innovation, Science and Economic Development Canada (ISED). While these licences must be renewed from time to time, the Company has never failed to do so. In addition, there are currently no legal, regulatory or competitive factors that limit the useful lives of these assets.

Standards, interpretations and amendments to standards issued but not yet effective

The Company has not yet adopted certain standards and interpretations that have been issued but are not yet effective. The following pronouncements are being assessed to determine the impact on the Company's results and financial position but the impacts are not expected to be material:

- *Proceeds before Intended Use* (Amendments to IAS 16, *Property, Plant and Equipment*) was amended to prohibit deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing the asset to capable operations. These amendments are required to be applied for annual periods commencing on or after January 1, 2022, however earlier application is permitted.
- *Onerous Contracts – Costs of Fulfilling a Contract* (Amendments to IAS 37, *Provisions, Contingent Liabilities and Contingent Assets*) was amended to clarify which costs should be included in determining the cost of fulfilling a potential onerous contract. These amendments are required to be applied for annual periods commencing on or after January 1, 2022, however earlier application is permitted.
- *Classification of Liabilities as Current or Non-Current* (Amendments to IAS 1, *Presentation of Financial Statements*) was amended to clarify that the classification of liabilities as current or non-current is based on rights that are in existence at the end of the reporting period and specifies that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability. The amendments are effective January 1, 2023 with early application permitted. The amendments are required to be adopted retrospectively.

3. ACCOUNTS RECEIVABLE

	2021 $	2020 $
Subscriber and trade receivables	**362**	326
Due from related parties (note 29)	**–**	1
Miscellaneous receivables	**17**	15
	379	342
Less allowance for doubtful accounts (note 30)	**(78)**	(74)
	301	268

Included in operating, general and administrative expenses is a provision for doubtful accounts of $25 (2020 – $60).

4. INVENTORIES

	2021 $	2020 $
Wireless devices and accessories	**33**	40
DTH subscriber equipment	**23**	20
Other – built to suit	**7**	–
	63	60

5. OTHER CURRENT ASSETS

	2021 $	2020 $
Prepaid expenses	**103**	89
Costs incurred to obtain or fulfill a contract with a customer	**59**	61
Wireless handset receivables	**168**	127
Current portion of derivatives	**1**	–
	331	277

6. INVESTMENTS AND OTHER ASSETS

	2021 $	2020 $
Investments in private entities	**70**	42

The Company has a portfolio of minor investments in various private entities. During fiscal 2021, the Company recorded a net fair value adjustment of $27 relating to these investments. This gain is included in other gains (losses) on the Consolidated Statements of Income for the year ended August 31, 2021.

7. PROPERTY, PLANT AND EQUIPMENT

	August 31, 2021			August 31, 2020		
	Cost $	Accumulated amortization $	Net book value $	Cost $	Accumulated amortization $	Net book value $
Cable and telecommunications distribution system	**7,475**	**3,957**	**3,518**	7,189	3,699	3,490
Digital cable terminals and modems	**853**	**541**	**312**	937	579	358
Satellite audio, video and data network and DTH receiving equipment	**106**	**66**	**40**	114	68	46
Land and buildings	**646**	**318**	**328**	645	293	352
Data centre infrastructure, data processing and other	**630**	**419**	**211**	638	408	230
Assets under construction	**417**	**–**	**417**	420	–	420
Property, plant and equipment excluding right-of-use assets	**10,127**	**5,301**	**4,826**	9,943	5,047	4,896
Right-of-use assets (note 14)	**1,474**	**281**	**1,193**	1,387	141	1,246
Property, plant and equipment	**11,601**	**5,582**	**6,019**	11,330	5,188	6,142

Changes in the net carrying amounts of property, plant and equipment for 2021 and 2020 are summarized as follows:

	August 31, 2020					August 31, 2021
	Net book value $	Additions $	Transfers $	Amortization $	Disposals and writedown $	Net book value $
Cable and telecommunications distribution system	**3,490**	**441**	**215**	**(625)**	**(3)**	**3,518**
Digital cable terminals and modems	**358**	**146**	**–**	**(196)**	**4**	**312**
Satellite audio, video and data network and DTH receiving equipment	**46**	**8**	**(1)**	**(13)**	**–**	**40**
Land and buildings	**352**	**4**	**2**	**(29)**	**(1)**	**328**
Data centre infrastructure, data processing and other	**230**	**24**	**24**	**(52)**	**(15)**	**211**
Assets under construction	**420**	**239**	**(242)**	**–**	**–**	**417**
	4,896	**862**	**(2)**	**(915)**	**(15)**	**4,826**

	August 31, 2019					August 31, 2020
	Net book value $	Additions $	Transfers $	Amortization $	Disposals and writedown $	Net book value $
Cable and telecommunications distribution system	3,420	393	265	(585)	(3)	3,490
Digital cable terminals and modems	368	214	–	(223)	(1)	358
Satellite audio, video and data network and DTH receiving equipment	60	6	(1)	(17)	(2)	46
Land and buildings	375	6	1	(30)	–	352
Data centre infrastructure, data processing and other	199	63	29	(54)	(7)	230
Assets under construction	461	257	(298)	–	–	420
	4,883	939	(4)	(909)	(13)	4,896

In 2021, the Company recognized a net gain of $3 (2020 – net loss of $3) on the disposal of property, plant and equipment.

8. OTHER LONG-TERM ASSETS

	2021 $	2020 $
Equipment costs subject to a deferred revenue arrangement	**49**	67
Long-term Wireless handset receivables	**45**	35
Costs incurred to obtain or fulfill a contract with a customer	**33**	37
Credit facility arrangement fees	**3**	4
Other	**33**	20
	163	163

Amortization provided in the accounts for 2021 amounted to $47 (2020 – $65) and was recorded as amortization of deferred equipment costs.

9. INTANGIBLES AND GOODWILL

	2021 $	2020 $
Broadcast rights and licences		
Cable systems	**4,016**	4,016
DTH and satellite services	**1,013**	1,013
	5,029	5,029
Wireless spectrum licences	**2,445**	2,445
Other intangibles		
Software	**483**	479
Customer relationships	**39**	44
	7,996	7,997
Goodwill		
Cable and telecommunications systems	**79**	79
Wireless	**201**	201
	280	280
Net book value	**8,276**	8,277

Broadcast rights and licences, trademark, brands and wireless spectrum licences have been assessed as having indefinite useful lives. While licences must be renewed from time to time, the Company has never failed to do so. In addition, there are currently no legal, regulatory, competitive or other factors that limit the useful lives of these assets.

The changes in the carrying amount of intangibles with indefinite useful lives, and therefore not subject to amortization, are as follows:

	Broadcast rights and licences $	Goodwill $	Wireless spectrum licences $
September 1, 2019	5,029	280	2,445
Additions	–	–	–
Disposition	–	–	–
August 31, 2020	**5,029**	**280**	**2,445**
Additions	**–**	**–**	**–**
Disposition	**–**	**–**	**–**
August 31, 2021	**5,029**	**280**	**2,445**

Intangibles subject to amortization are as follows:

	August 31, 2021			August 31, 2020		
	Cost	Accumulated amortization	Net book value	Cost	Accumulated amortization	Net book value
Software	**897**	**416**	**481**	806	335	471
Software under construction	**2**	**–**	**2**	8	–	8
Customer relationships	**114**	**75**	**39**	114	70	44
	1,013	**491**	**522**	928	405	523

The changes in the carrying amount of intangibles subject to amortization are as follows:

	Software $	Software under construction $	Customer relationships $	Total $
September 1, 2019	440	11	54	505
Additions	144	–	–	144
Transfers	7	(3)	–	4
Dispositions	–	–	–	–
Amortization	(120)	–	(10)	(130)
August 31, 2020	**471**	**8**	**44**	**523**
Additions	**138**	**–**	**–**	**138**
Transfers	**8**	**(6)**	**–**	**2**
Dispositions	**–**	**–**	**–**	**–**
Amortization	**(136)**	**–**	**(5)**	**(141)**
August 31, 2021	**481**	**2**	**39**	**522**

Impairment testing of indefinite-life intangibles and goodwill

The Company conducted its annual impairment test on goodwill and indefinite-life intangibles as at February 1, 2021 and the recoverable amount of the CGUs exceeded their carrying value.

A hypothetical decline of 10% in the recoverable amount of the broadcast rights and licences for the Cable cash generating unit as at February 1, 2021 would not result in any impairment loss. A hypothetical decline of 10% in the recoverable amount of the broadcast rights and licences for the Satellite cash generating unit as at February 1, 2021 would not result in an impairment loss. A hypothetical decline of 10% in the recoverable amount of the Wireless generating unit as at February 1, 2021 would not result in any impairment loss.

Any changes in economic conditions since the impairment testing conducted as at February 1, 2021 do not represent events or changes in circumstance that would be indicative of impairment at August 31, 2021.

Significant estimates inherent to this analysis include discount rates and the terminal value. At February 1, 2021, the estimates that have been utilized in the impairment tests reflect any changes in market conditions and are as follows:

		Terminal value	
	Post-tax discount rate	Terminal growth rate	Terminal operating income before restructuring costs and amortization multiple
Cable	5.0%	0.0%	9.7x
Satellite	6.0%	-8.0%	6.5x
Wireless	6.0%	1.0%	6.1x

A sensitivity analysis of significant estimates is conducted as part of every impairment test. With respect to the impairment tests performed in the second quarter, the estimated decline in recoverable amount for the sensitivity of significant estimates is as follows:

	Estimated decline in recoverable amount		
		Terminal value	
	1% increase in discount rate	1% decrease in terminal growth rate	0.5 times decrease in terminal operating income before restructuring costs and amortization multiple
Cable	16.4%	13.8%	1.9%
Satellite	6.5%	4.2%	3.6%
Wireless	21.9%	13.5%	2.1%

10. SHORT-TERM BORROWINGS

The Company has an accounts receivable securitization program with a Canadian financial institution which will allow it to sell certain trade receivables into the program up to a maximum of $200. The term of this program extends to May 29, 2022. The Company continues to service and retain substantially all of the risks and rewards relating to the trade receivables sold, and therefore, the trade receivables are recognized on the Company's Consolidated Statements of Financial Position and the funding received is recorded as a current liability (revolving floating rate loans) secured by the trade receivables. The buyer's interest in the accounts receivable ranks ahead of the Company's interest and the program restricts it from using the trade receivables as collateral for any other purpose. The buyer of the trade receivables has no claim on any of the Company's other assets.

A summary of our accounts receivable securitization program as at August 31, 2021 is as follows:

	2021 $	2020 $
Accounts receivable securitization program, beginning of period	**200**	40
Proceeds received from accounts receivable securitization	**–**	160
Repayment of accounts receivable securitization	**–**	–
Accounts receivable securitization program, end of period	**200**	200

	2021 $	2020 $
Trade accounts receivable sold to buyer as security	**416**	446
Short-term borrowings from buyer	**(200)**	(200)
Overcollateralization	**216**	246

11. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	2021 $	2020 $
Trade	**112**	82
Program rights	**4**	4
Accrued liabilities	**521**	541
Accrued network fees	**117**	129
Interest and dividends	**210**	217
Related parties (note 29)	**24**	26
	988	999

12. PROVISIONS

	Asset retirement obligations $	Restructuring [1][2] $	Other [3] $	Total $
Restated balance as at September 1, 2019	78	142	78	298
Additions	–	14	23	37
Accretion	1	–	–	1
Reversal	–	–	(1)	(1)
Payments	–	(143)	(11)	(154)
Balance as at August 31, 2020	**79**	**13**	**89**	**181**
Additions	**–**	**14**	**13**	**27**
Accretion	**(2)**	**–**	**–**	**(2)**
Reversal [3]	**–**	**–**	**(58)**	**(58)**
Payments	**–**	**(25)**	**–**	**(25)**
Balance as at August 31, 2021	**77**	**2**	**44**	**123**
Current	–	13	88	101
Long-term	79	–	1	80
Balance as at August 31, 2020	79	13	89	181
Current	**–**	**2**	**44**	**46**
Long-term	**77**	**–**	**–**	**77**
Balance as at August 31, 2021	**77**	**2**	**44**	**123**

(1) During fiscal 2018 the Company offered a voluntary departure program to a group of eligible employees as part of a total business transformation initiative and in fiscal 2020 restructured certain operations within the Wireline segment and announced a realignment of the senior leadership team. A total of $12 has been paid in fiscal 2021 relating to these initiatives. The remaining $1 costs of are expected to be paid out within the next 5 months.

(2) During fiscal 2021, the Company made a number of changes to its organizational structure in an effort to streamline the business, consolidate certain functions, and reduce redundancies between the Wireless and Wireline segments. In connection with the restructuring, the Company recorded $1 in the third quarter, $1 in the second quarter and $12 in the first quarter primarily related to severance and employee related costs, of which $13 has been paid as at August 31, 2021. The remaining $1 costs are expected to be paid within the next 5 months.

(3) During the third quarter of fiscal 2021, the Company recorded a $20 reversal following the CRTC decision on final aggregated Third Party Internet Access rates and a $35 reduction of the interest expense provision.

13. LONG-TERM DEBT

		2021			2020		
	Effective interest rates %	Long-term debt at amortized cost [1] $	Adjustment for finance costs [1] $	Long-term debt repayable at maturity $	Long-term debt at amortized cost [1] $	Adjustment for finance costs [1] $	Long-term debt repayable at maturity $
Corporate							
Cdn fixed rate senior notes-							
3.80% due November 2, 2023	3.80	**499**	**1**	**500**	498	2	500
4.35% due January 31, 2024	4.35	**499**	**1**	**500**	499	1	500
3.80% due March 1, 2027	3.84	**299**	**1**	**300**	298	2	300
4.40% due November 2, 2028	4.40	**497**	**3**	**500**	496	4	500
3.30% due December 10, 2029	3.41	**496**	**4**	**500**	495	5	500
2.90% due December 9, 2030	2.92	**496**	**4**	**500**	496	4	500
6.75% due November 9, 2039	6.89	**1,421**	**29**	**1,450**	1,421	29	1,450
4.25% due December 9, 2049	4.33	**296**	**4**	**300**	296	4	300
		4,503	**47**	**4,550**	4,499	51	4,550
Other							
Burrard Landing Lot 2 Holdings Partnership	Various	**47**	**–**	**47**	49	–	49
Total consolidated debt		**4,550**	**47**	**4,597**	4,548	51	4,599
Less current portion [2]		**1**	**–**	**1**	1	–	1
		4,549	**47**	**4,596**	4,547	51	4,598

(1) Long-term debt is presented net of unamortized discounts and finance costs.
(2) Current portion of long-term debt includes amounts due within one year in respect of the Burrard Landing loans.

Corporate

Bank loans

The Company has an unsecured $1.5 billion bank credit facility, which includes a maximum revolving term or swingline facility of $50, with a syndicate of banks which matures in December 2024. The facility can be used for working capital and general corporate purposes.

The terms of the Arrangement Agreement require that the Company maintain sufficient liquidity to pay an $800 million termination fee payable by Shaw in certain circumstances.

Funds are available to the Company in both Canadian and US dollars. At August 31, 2021, $4 (2020 – $3) has been drawn as committed letters of credit against the revolving term facility. Interest rates fluctuate with Canadian prime and bankers' acceptance rates, US bank base rates and LIBOR rates. Excluding the revolving term facility, the effective interest rate on actual borrowings under the credit facility during 2021 was nil (2020 – 2.81%). The effective interest rate on the revolving term facility for 2021 was 3.62% (2020 – 4.05%).

Senior notes

The senior notes are unsecured obligations and rank equally and rateably with all existing and future senior indebtedness. The fixed rate notes are redeemable at the Company's option at any time, in whole or in part, prior to maturity at 100% of the principal amount plus a make-whole premium.

Other

Burrard Landing Lot 2 Holdings Partnership

The Company has a 33.33% interest in the Partnership which built the Shaw Tower project with office/retail space and living/working space in Vancouver, BC. In the fall of 2004, the commercial construction of the building was completed and in February 2014, the Partnership refinanced its debt. The Partnership received a mortgage loan and used the proceeds to prepay the outstanding balance of the previous mortgage and loan excess funds to each of its partners. The mortgage loan matures on November 1, 2024 and bears interest at 4.683% compounded semi-annually with interest only payable for the first five years. Interest and principal payments commenced on April 1, 2019. The mortgage loan is collateralized by the property and the commercial rental income from the building with no recourse to the Company.

In February 2018, the Partnership received an additional mortgage loan of $30 and used the proceeds to loan excess funds to each of its partners, of which the Company received $10. The additional loan matures on November 1, 2024 and bears interest at 4.14% compounded semi-annually. Monthly mortgage payments consist of both principal and interest components.

Debt covenants

The Company and its subsidiaries have undertaken to maintain certain covenants in respect of the credit agreements and trust indentures described above. The Company and its subsidiaries were in compliance with these covenants at August 31, 2021.

Long-term debt repayments

Mandatory principal repayments on all long-term debt in each of the next five years and thereafter are as follows:

	$
2022	1
2023	1
2024	1,001
2025	44
2026	–
Thereafter	3,550
	4,597

Interest expense

	2021 $	2020 $
Interest expense – long-term debt	**223**	224
Amortization of senior notes discounts	**1**	1
Interest income – short-term (net)	**(4)**	(7)
Interest on lease liabilities (note 14)	**45**	44
Interest expense – other [1]	**(34)**	12
	231	274

[1] Interest expense – other includes a $35 million reduction of tax related interest expense resulting from a revision of liabilities for uncertain tax positions that became statute barred in the period.

14. LEASES

Below is a summary of the activity related to the Company's right-of-use assets for the years ended August 31, 2021 and 2020.

	$
Net book value as at September 1, 2019	1,340
Additions	59
Amortization	(141)
Lease terminations and other	(12)
Net book value as at August 31, 2020	**1,246**
Additions	**114**
Amortization	**(139)**
Lease terminations and other	**(28)**
Net book value as at August 31, 2021	**1,193**

Below is a summary of the activity related to the Company's lease liabilities for the years ended August 31, 2021 and 2020.

	$
Balance as at September 1, 2019	1,324
Net additions	55
Interest on lease liabilities	44
Interest payments on lease liabilities	(44)
Principal payments of lease liabilities	(112)
Other	3
Balance as at August 31, 2020	**1,270**
Net additions	**85**
Interest on lease liabilities	**45**
Interest payments on lease liabilities	**(45)**
Principal payments of lease liabilities	**(110)**
Other	–
Balance as at August 31, 2021	**1,245**
Current	113
Long-term	1,157
Balance as at August 31, 2020	1,270
Current	**110**
Long-term	**1,135**
Balance as at August 31, 2021	**1,245**

Lease liabilities are subject to amortization schedules, which results in the principal being repaid over various periods, including reasonably expected renewals. The weighted average interest rate on lease liabilities was approximately 3.55% as at August 31, 2021. Refer to Note 30 for a maturity analysis of the Company's lease liabilities.

The Company leases Ku-band and C-band transponders on the Anik F1R, Anik F2 and Anik G1 satellites. As part of the Ku-band transponder agreements with Telesat Canada, the Company is committed to paying annual transponder maintenance and licence fees for each transponder from the time the satellite becomes operational for a period of 15 years. As at August 31, 2021, the Company has recorded lease liabilities of $246 relating to these transponders.

Below is a summary of the Company's other expenses related to leases included in operating, general and administrative expenses.

	2021 $	2020 $
Expenses related to variable lease components not included in lease liabilities	**20**	20
Expenses related to low-value leases	**33**	32
	53	52

15. OTHER LONG-TERM LIABILITIES

	2021 $	2020 $
Pension liabilities (note 28)	**21**	68
Post retirement liabilities (note 28)	**5**	4
	26	72

16. DEFERRED CREDITS

	2021 $	2020 $
IRU prepayments	**374**	387
Equipment revenue	**13**	17
Deposit on future fibre sale	**2**	2
	389	406

Amortization of deferred credits for 2021 amounted to $25 (2020 – $29) and was recorded in the accounts as described below.

IRU agreements are in place for periods ranging from 21 to 60 years and are being amortized to income over the agreement periods. Amortization in respect of the IRU agreements for 2021 amounted to $13 (2020 – $13) and was recorded as other amortization. Amortization of equipment revenue for 2021 amounted to $11 (2020 – $16).

17. SHARE CAPITAL

Authorized

The Company is authorized to issue a limited number of Class A Shares of no par value, as described below; an unlimited number of Class B Shares of no par value; an unlimited number of Class 1 Preferred Shares issuable in series; and an unlimited number of Class 2 Preferred Shares issuable in series, of which 12,000,000 were designated Cumulative Redeemable Rate Reset Class 2 Preferred Shares, Series A ("Series A Shares") and 12,000,000 were designated Cumulative Redeemable Floating Rate Class 2 Preferred Shares, Series B ("Series B Shares").

The authorized number of Class A Shares is limited, subject to certain exceptions, to the lesser of that number of shares (i) currently issued and outstanding and (ii) that may be outstanding after any conversion of Class A Shares into Class B Shares.

Issued and outstanding

2021	2020		2021	2020
Number of securities			$	$
22,372,064	22,372,064	Class A Shares	**2**	2
476,537,262	490,632,833	Class B Shares	**4,197**	4,307
–	10,012,393	Series A Shares	–	245
–	1,987,607	Series B Shares	–	48
498,909,326	525,004,897		**4,199**	4,602

Class A Shares and Class B Shares

Class A Shares are convertible at any time into an equivalent number of Class B Shares. In the event that a take-over bid is made for Class A Shares, in certain circumstances, the Class B Shares are convertible into an equivalent number of Class A Shares.

Changes in Class A Share capital and Class B Share capital in 2021 and 2020 are as follows:

	Class A Shares		Class B Shares	
	Number	$	Number	$
September 1, 2019	22,372,064	2	494,389,771	4,310
Stock option exercises	–	–	407,733	9
Dividend reinvestment plan	–	–	1,445,494	37
Restricted Share Units	–	–	4,507	–
Shares Repurchased	–	–	(5,614,672)	(49)
August 31, 2020	**22,372,064**	**2**	**490,632,833**	**4,307**
Stock option exercises	**–**	**–**	**681,980**	**19**
Restricted Share Units	**–**	**–**	**6,423**	**–**
Shares Repurchased	**–**	**–**	**(14,783,974)**	**(129)**
August 31, 2021	**22,372,064**	**2**	**476,537,262**	**4,197**

Series A and B Shares

The Series A Shares and Series B Shares represented series of Class 2 Preferred Shares that were classified as equity since redemption, at $25.00 per Series A Share and Series B Share, was at the Company's option and payment of dividends was at the Company's discretion.

On June 30, 2021 (the "Redemption Date"), the Company redeemed all of its issued and outstanding Preferred Shares in accordance with their terms (as set out in the Company's articles) at a price equal to $25.00 per Preferred Share (the "Redemption Price"), less any tax required to be deducted or withheld.

On the Redemption Date, there were 10,012,393 Series A Shares and 1,987,607 Series B Shares issued and outstanding. Accordingly, the aggregate Redemption Price paid by Shaw on the Redemption Date to redeem the Preferred Shares was $300.

Share transfer restriction

The Articles of the Company empower the directors to refuse to issue or transfer any share of the Company that would jeopardize or adversely affect the right of Shaw Communications Inc. or any subsidiary to obtain, maintain, amend or renew a licence to operate a broadcasting undertaking pursuant to the Broadcasting Act (Canada).

Normal Course Issuer Bid

On November 2, 2020, the Company announced that it had received approval from the TSX to establish a normal course issuer bid (NCIB) program. The program commenced on November 5, 2020 and will remain in effect until November 4, 2021. As approved by the TSX, the Company has the ability to purchase for cancellation up to 24,532,404 Class B Shares representing approximately 5% of all of the issued and outstanding Class B Shares as at October 22, 2020.

During the year ended August 31, 2021, the Company purchased 14,783,974 Class B Shares for cancellation for a total cost of approximately $336 under the NCIB program. The average book value of the shares repurchased was $8.77 per share and was charged to share capital. The excess of the market price over the average book value, including transaction costs, was approximately $207 and was charged to retained earnings.

In connection with the announcement of the Transaction on March 15, 2021 (as discussed in more detail in Note 1), the Company suspended share buybacks under its NCIB program.

Dividend Reinvestment Plan

On October 24, 2019, in accordance with the terms of our Dividend Reinvestment Plan (DRIP), the Company announced that in lieu of issuing shares from treasury, it will satisfy its share delivery obligations under the DRIP by purchasing Class B Shares on the open market. In addition, the Company reduced its discount from 2% to 0% for the Class B Shares delivered under the DRIP. These changes to the DRIP were applied to the dividends payable on November 28, 2019 to shareholders of record on November 15, 2019 and all other dividends payable thereafter.

18. SHARE-BASED COMPENSATION AND AWARDS

Stock option plan

Under the Company's stock option plan, directors, officers, employees, and consultants are eligible to receive stock options to acquire Class B Shares with terms not to exceed ten years from the date of grant and for such number of Class B Shares as the Board, or a committee thereof, determines in its discretion. An option is not immediately exercisable, but rather is exercisable on vesting dates determined by the Board from time to time. The Company's current practice is to award options for terms of ten years with 20% of the options in a grant vesting on each of the first through fifth anniversaries of the grant date. The Board, or a committee thereof, may grant options at an exercise price not less than the closing price of the Class B Shares on the TSX on the trading day immediately preceding the date on which the options are granted. The maximum number of Class B Shares issuable under the plan may not exceed 62,000,000. As at August 31, 2021, 40,319,392 Class B Shares have been issued under the plan.

The changes in options are as follows:

	2021		2020	
	Number	Weighted average exercise price $	Number	Weighted average exercise price $
Outstanding, beginning of year	**7,358,130**	**26.36**	8,363,031	26.11
Granted	**1,423,000**	**21.82**	84,000	26.88
Forfeited	**(599,260)**	**26.33**	(681,168)	26.65
Exercised[1]	**(681,980)**	**25.84**	(407,733)	21.57
Outstanding, end of year	**7,499,890**	**25.56**	7,358,130	26.36

[1] The weighted average Class B Share price for the options exercised for the year ended August 31, 2021 was $33.67 (2020 – $25.60).

The following table summarizes information about the options outstanding at August 31, 2021:

	Options outstanding			Options exerciseable	
Range of prices	Number outstanding	Weighted average remaining contractual life	Weighted average exercise price	Number exercisable	Weighted average exercise price
$19.75 to $22.76	1,485,575	8.79	21.80	67,575	21.28
$22.77 to $26.17	1,501,060	4.34	24.42	1,352,360	24.33
$26.18 to $26.32	1,540,595	6.10	26.28	971,695	26.27
$26.33 to $27.55	1,505,605	5.62	27.05	1,022,705	27.12
$27.56 to $30.87	1,467,055	5.46	28.27	1,134,755	28.33

The weighted average estimated fair value at the date of the grant for common share options granted for the year ended August 31, 2021 was $1.42 (2020 – $1.83) per option. The fair value of each option granted was estimated on the date of the grant using the Black-Scholes option pricing model with the following weighted-average assumptions:

	2021	2020
Dividend yield	**5.43%**	4.41%
Risk-free interest rate	**0.50%**	1.45%
Expected life of options	**7 years**	7 years
Expected volatility factor of the future expected market price of Class B Shares	**20.00%**	15.90%

Expected volatility has been estimated based on the historical share price volatility of the Company's Class B Shares.

Restricted share unit plan and Performance share unit plan

The Company has an RSU/PSU plan which provides that RSUs may be granted to directors, officers and employees of the Company and PSUs may be granted to officers and employees of the Company. Vested RSUs and PSUs will be settled in either cash or Class B Shares as determined by the Human Resources and Compensation Committee at the time of the grant. The cash payout will be based on the market value of a Class B Share at the time of the payout. When cash dividends are paid on Class B Shares, holders are credited with additional RSUs or PSUs, as applicable, equal to the dividend.

For PSUs, the performance criteria is set by the Human Resources and Compensation Committee at the time of the grant, and typically requires the achievement of a minimum level of performance, otherwise the payout is zero, while maximum performance is capped at 150%. On settlement of vested PSUs, the number of Class B Shares issued or delivered, or the amount of cash payment will be multiplied by the applicable performance factor.

During 2021, $22 was recognized as compensation expense (2020 – $9). The carrying value and intrinsic value of combined RSUs and PSUs at August 31, 2021 was $30 and $30, respectively (August 31, 2020 – $12 and $12, respectively).

Deferred share unit plan

The Company has a DSU plan for its Board of Directors whereby directors may elect to receive their annual cash compensation, or a portion thereof, in DSUs and/or RSUs, provided that any director who has not met the applicable share ownership guideline is generally required to elect to receive at least 50% of his or her annual compensation in DSUs and/or RSUs. In addition, the Company may adjust and/or supplement directors' compensation with periodic grants of DSUs. A DSU is a right that tracks the value of one Class B Share. Holders will be entitled to a cash payout when they cease to be a director. The cash payout will be based on market value of a Class B Share at the time of payout. When cash dividends are paid on Class B Shares, holders are credited with DSUs equal to the dividend. DSUs do not have voting rights as there are no shares underlying the plan.

During 2021, $11 was recognized as compensation expense (2020 – $2). The carrying value and intrinsic value of DSUs at August 31, 2021 was $35 and $33, respectively (August 31, 2020 – $24 and $20, respectively).

Employee share purchase plan

Generally, all Canadian, non-unionized, full time or part time employees of the Company are eligible to enroll in the ESPP. Under the ESPP, eligible employees may contribute to a maximum of 5% of their monthly base compensation. The Company contributes an amount equal to 25% of the employee's contributions, increasing to 33% once an employee reaches 10 years of continuous service.

During 2021, $5 was recorded as compensation expense (2020 – $5).

19. EARNINGS PER SHARE

Earnings per share calculations are as follows:

	2021	2020
Numerator for basic and diluted earnings per share ($)		
Net income	**986**	688
Deduct: dividends on Preferred Shares	**(7)**	(9)
Net income attributable to common shareholders	**979**	679
Denominator (millions of shares)		
Weighted average number of Class A Shares and Class B Shares for basic earnings per share	**504**	515
Effect of dilutive securities[(1)]	**1**	–
Weighted average number of Class A Shares and Class B Shares for diluted earnings per share	**505**	515
Basic and diluted earnings per share ($)	**1.94**	1.32

(1) The earnings per share calculation does not take into consideration the potential dilutive effect of certain stock options since their impact is anti-dilutive. For the year ended August 31, 2021, 174,031 options were excluded from the diluted earnings per share calculation (2020 – 6,380,558).

20. DIVIDENDS

Common share dividends

The holders of Class A Shares and Class B Shares are entitled to receive such dividends as the Board of Directors determines to declare on a share-for-share basis, as and when any such dividends are declared or paid. The holders of Class B Shares are entitled to receive during each dividend period, in priority to the payment of dividends on the Class A Shares, an additional dividend amount of $0.0025 per share per annum. This additional dividend amount is subject to proportionate adjustment in the event of future consolidations or subdivisions of shares and in the event of any issue of shares by way of stock dividend. After payment or setting aside for payment of the additional non-cumulative dividends on the Class B Shares, holders of Class A Shares and Class B Shares participate equally, share for share, as to all subsequent dividends declared.

Preferred share dividends

Holders of the Series A Shares were entitled to receive, as and when declared by the Company's Board of Directors, a cumulative quarterly fixed dividend yielding 4.50% annually for the initial period ending June 30, 2016. Commencing

June 30, 2016, the dividend rate was reset to 2.791% for the five year period ending June 30, 2021. Thereafter, the dividend rate was to be reset every five years at a rate equal to the then current 5-year Government of Canada bond yield plus 2.00%. Holders of Series A Shares had the right, at their option, to convert their shares into Series B Shares, subject to certain conditions, on June 30, 2016 and on June 30 every five years thereafter. As noted in note 17, the Company redeemed all of the Series A Shares on June 30, 2021.

On June 30, 2016, 1,987,607 Series A Shares were converted into an equal number of Series B Shares. The Series B Shares also represented a series of Class 2 preferred shares and holders were entitled to receive cumulative quarterly dividends, as and when declared by the Company's Board of Directors, at a rate set quarterly equal to the then current three-month Government of Canada Treasury Bill yield plus 2.00%. The floating quarterly dividend rate for the Series B Shares were set as follows:

Period	Annual Dividend Rate
June 30, 2016 to September 29, 2016	2.539%
September 30, 2016 to December 30, 2016	2.512%
December 31, 2016 to March 30, 2017	2.509%
March 31, 2017 to June 29, 2017	2.480%
June 30, 2017 to September 29, 2017	2.529%
September 30, 2017 to December 30, 2017	2.742%
December 31, 2017 to March 30, 2018	2.872%
March 31, 2018 to June 29, 2018	3.171%
June 30, 2018 to September 29, 2018	3.300%
September 30, 2018 to December 30, 2018	3.509%
December 31, 2018 to March 30, 2019	3.713%
March 31, 2019 to June 29, 2019	3.682%
June 30, 2019 to September 29, 2019	3.687%
September 30, 2019 to December 30, 2019	3.638%
December 31, 2019 to March 30, 2020	3.652%
March 31, 2020 to June 29, 2020	3.638%
June 30, 2020 to September 29, 2020	2.255%
September 30, 2020 to December 30, 2020	2.149%
December 1, 2020 to March 30, 2021	2.109%
March 31, 2021 to June 29, 2021	2.073%

As noted in note 17, the Company redeemed all of the Series B Shares on June 30, 2021 and accordingly, the final dividends on the Preferred Shares were paid by Shaw on the Redemption Date.

Dividend reinvestment plan

The Company has a DRIP that allows holders of Class A Shares and Class B Shares who are residents of Canada and, effective December 16, 2016, the United States, to automatically reinvest monthly cash dividends to acquire additional Class B Shares. For the two-month period ended October 30, 2019, Class B Shares distributed under the Company's DRIP were new shares issued from treasury at a 2% discount from the 5 day weighted average market price immediately preceding the applicable dividend payment date.

On October 25, 2019, in accordance with the terms of its DRIP, the Company announced that in lieu of issuing shares from treasury, it will satisfy its share delivery obligations under the DRIP by purchasing Class B Shares on the open market. In addition, the Company reduced its discount from 2% to 0% for the Class B Shares delivered under the DRIP. These changes to the DRIP applied to the dividends payable on November 28, 2019 to shareholders of record on November 15, 2019 and all other dividends payable thereafter.

Dividends declared

The dividends per share recognized as distributions to common shareholders for dividends declared during the year ended August 31, 2021 and 2020 are as follows:

2021		2020	
Class A Voting Share	Class B Share	Class A Voting Share	Class B Share
1.1825	1.1850	1.1825	1.1850

The dividends per share recognized as distributions to preferred shareholders for dividends declared during the year ended August 31, 2020 and 2019 are as follows:

2021		2020	
Series A Share	Series B Share	Series A Share	Series B Share
0.5233	0.3957	0.6978	0.8240

On October 29, 2021, the Company declared dividends of $0.098542 per Class A Share and $0.09875 per Class B Share payable on each of December 30, 2021, January 28, 2022 and February 25, 2022 to shareholders of record at the close of business on December 15, 2021, January 14, 2022 and February 15, 2022, respectively.

21. OTHER COMPREHENSIVE INCOME (LOSS) AND ACCUMULATED OTHER COMPREHENSIVE LOSS

Components of other comprehensive income and the related income tax effects for 2021 are as follows:

	Amount $	Income taxes $	Net $
Items that may subsequently be reclassified to income			
Change in unrealized fair value of derivatives designated as cash flow hedges	(1)	–	(1)
Adjustment for hedged items recognized in the period	6	(1)	5
	5	(1)	4
Items that will not be subsequently reclassified to income			
Remeasurements on employee benefit plans:	48	(12)	36
	53	(13)	40

Components of other comprehensive income and the related income tax effects for 2020 are as follows:

	Amount $	Income taxes $	Net $
Items that may subsequently be reclassified to income			
Change in unrealized fair value of derivatives designated as cash flow hedges	(5)	1	(4)
Adjustment for hedged items recognized in the period	(3)	1	(2)
	(8)	2	(6)
Items that will not be subsequently reclassified to income			
Remeasurements on employee benefit plans:	2	(1)	1
	(6)	1	(5)

Accumulated other comprehensive loss is comprised of the following:

	2021 $	2020 $
Items that may subsequently be reclassified to income		
Change in unrealized fair value of derivatives designated as cash flow hedges	**(1)**	(5)
Items that will not be subsequently reclassified to income		
Remeasurements on employee benefit plans:	**(58)**	(94)
	(59)	(99)

22. REVENUE

Contract assets and liabilities

The table below provides a reconciliation of the significant changes to the current and long-term portion of contract assets and liabilities balances during the year.

	Contract Assets	Contract Liabilities
August 31, 2019	158	238
Increase in contract assets from revenue recognized during the period	200	–
Contract assets transferred to trade receivables	(170)	–
Contract terminations transferred to trade receivables	(16)	–
Revenue recognized included in contract liabilities at the beginning of the year	–	(231)
Increase in contract liabilities during the period	–	218
August 31, 2020	**172**	**225**
Increase in contract assets from revenue recognized during the period	**140**	**–**
Contract assets transferred to trade receivables	**(171)**	**–**
Contract terminations transferred to trade receivables	**(16)**	**–**
Revenue recognized included in contract liabilities at the beginning of the year	**–**	**(219)**
Increase in contract liabilities during the period	**–**	**222**
August 31, 2021	**125**	**228**

	Contract Assets	Contract Liabilities
Current	132	211
Long-term	40	14
Balance as at August 31, 2020	172	225
Current	**97**	**213**
Long-term	**28**	**15**
Balance as at August 31, 2021	**125**	**228**

Deferred commission cost assets

The table below provides a summary of the changes in the deferred commission cost assets recognized from the incremental costs incurred to obtain contracts with customers during the year ended August 31, 2021 and 2020. We believe these amounts to be recoverable through the revenue earned from the related contracts. The deferred commission cost assets are presented within other current assets (when they will be amortized into net income within twelve months of the date of the financial statements) or other long-term assets.

August 31, 2019	94
Additions to deferred commission cost assets	84
Amortization recognized on deferred commission cost assets	(80)
August 31, 2020	**98**
Additions to deferred commission cost assets	**75**
Amortization recognized on deferred commission cost assets	**(81)**
August 31, 2021	**92**
Current	61
Long-term	37
Balance as at August 31, 2020	98
Current	**59**
Long-term	**33**
Balance as at August 31, 2021	**92**

Commission costs are amortized over a period ranging from 24 to 36 months.

Disaggregation of revenue

	2021 $	2020 $
Services		
Wireline – Consumer	**3,665**	3,683
Wireline – Business	**584**	567
Wireless	**891**	815
	5,140	5,065
Equipment and other		
Wireless	**381**	351
	381	351
Intersegment eliminations	**(12)**	(9)
Total revenue	**5,509**	5,407

Remaining performance obligations

The following table includes revenues expected to be recognized in the future related to performance obligations that are unsatisfied (or partially unsatisfied) as at August 31, 2021:

	Within 1 year	Within 2 years	Within 3 years	Within 4 years	Within 5 years	Thereafter	Total
Wireline	1,583	742	151	77	30	2	2,585
Wireless	348	101	–	–	–	–	449
Total	**1,931**	**843**	**151**	**77**	**30**	**2**	**3,034**

When estimating minimum transaction prices allocated to the remaining unfilled, or partially unfulfilled, performance obligations, Shaw applied the practical expedient to not disclose information about remaining performance obligations that have original expected duration of one year or less and for those contracts where we bill the same value as that which is transferred to the customer. The estimated amounts disclosed are based upon contractual terms and maturities. Revenues recognized based on actual minimum transaction price, and the timing thereof, will differ from these estimates due to the frequency with which the actual durations of contracts with customers do not match their contractual maturities.

23. OPERATING, GENERAL AND ADMINISTRATIVE EXPENSES AND RESTRUCTURING COSTS

	2021 $	2020 $
Employee salaries and benefits [(1)]	**664**	657
Purchases of goods and services	**2,359**	2,373
	3,023	3,030

(1) For the year ended August 31, 2021, employee salaries and benefits include restructuring costs of $14 (2020 – $14).

24. OTHER GAINS (LOSSES)

	2021 $	2020 $
Gain on disposal of fixed assets and intangibles	**3**	(3)
Costs associated with Rogers Transaction	**(23)**	–
Debt Redemption Penalty	**–**	(17)
Fair value adjustment of private investments	**27**	–
Other [(1)]	**(9)**	4
	(2)	(16)

(1) Other gains (losses) generally includes realized and unrealized foreign exchange gains and losses on US dollar denominated current assets and liabilities and the Company's share of the operations of Burrard Landing Lot 2 Holdings Partnership.

25. INCOME TAXES

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. The Company's net deferred tax liability consists of the following:

	2021 $	2020 $
Deferred tax assets	**2**	1
Deferred tax liabilities	**(1,998)**	(1,968)
Net deferred tax liability	**(1,996)**	(1,967)

Significant changes recognized to deferred income tax assets (liabilities) are as follows:

	Property, plant and equipment and software assets $	Broadcast rights, licences, customer relationships, trademark and brands $	Partnership income $	Non-capital loss carry-forwards $	Accrued charges $	Capital Loss Carry-Forwards $	Total $
Balance at August 31, 2019	(299)	(1,626)	(32)	93	(7)	–	(1,871)
Recognized in statement of income	(51)	(10)	21	13	(32)	–	(59)
Effect of IFRS 16 adoption	(4)	–	–	–	4	–	–
Effect of IFRIC 23 adoption	(40)	2	–	–	–	–	(38)
Recognized in other comprehensive income	–	–	–	–	1	–	1
Balance at August 31, 2020	**(394)**	**(1,634)**	**(11)**	**106**	**(34)**	**–**	**(1,967)**
Recognized in statement of income	**(18)**	**(16)**	**(62)**	**56**	**21**	**3**	**(16)**
Recognized in other comprehensive income	**–**	**–**	**–**	**–**	**(13)**	**–**	**(13)**
Balance at August 31, 2021	**(412)**	**(1,650)**	**(73)**	**162**	**(26)**	**3**	**(1,996)**

The Company has capital loss carryforwards of approximately $27 for which no deferred income tax asset has been recognized in the accounts. These capital losses can be carried forward indefinitely.

The Company has taxable temporary differences associated with its investment in its subsidiaries. No deferred tax liabilities have been provided with respect to such temporary differences as the Company is able to control the timing of the reversal and such reversal is not probable in the foreseeable future.

The income tax expense differs from the amount computed by applying the statutory rates to income before income taxes for the following reasons:

	2021	2020
Current statutory income tax rate	**25.5%**	26.3%
Income tax expense at current statutory rates	**263**	228
Net increase (decrease) in taxes resulting from:		
Recognition of previously unrecognized tax losses	**(81)**	(22)
Revision to liabilities for uncertain tax positions	**(125)**	–
Other	**(11)**	(27)
Income tax expense	**46**	179

The statutory income tax rate for the Company decreased from 26.3% in 2020 to 25.5% in 2021 as a result of provincial tax rate changes.

The components of income tax expense are as follows:

	2021 $	2020 $
Current income tax expense	**155**	120
Current tax recovery from revision to liabilities for uncertain tax positions	**(125)**	–
Deferred tax expense related to temporary differences	**97**	81
Deferred tax recovery from the recognition of previously unrecognized tax losses	**(81)**	(22)
Income tax expense	**46**	179

26. BUSINESS SEGMENT INFORMATION

The Company's chief operating decision makers are the Executive Chair & Chief Executive Officer, the President, and the Executive Vice President, Chief Financial & Corporate Development Officer and they review the operating performance of the Company by segments, which are comprised of Wireline and Wireless. The chief operating decision makers utilize adjusted earnings before interest, income taxes, depreciation and amortization ("adjusted EBITDA") for each segment as a key measure in making operating decisions and assessing performance.

The Wireline segment provides Cable telecommunications services including Video, Internet, WiFi, Phone, Satellite Video and data networking through a national fibre-optic backbone network to Canadian consumers, North American businesses and public-sector entities. The Wireless segment provides wireless services for voice and data communications serving customers in Ontario, British Columbia and Alberta through Freedom Mobile and in British Columbia and Alberta through Shaw Mobile.

Both of the Company's reportable segments are substantially located in Canada. Information on operations by segment is as follows:

	2021 $	2020 $
Revenue		
Wireline	**4,249**	4,250
Wireless	**1,272**	1,166
	5,521	5,416
Intersegment eliminations	**(12)**	(9)
	5,509	5,407
Adjusted EBITDA [1]		
Wireline	**2,107**	2,054
Wireless	**393**	337
	2,500	2,391
Restructuring costs	**(14)**	(14)
Amortization	**(1,219)**	(1,217)
Operating income	**1,267**	1,160
Interest		
Operating	**228**	267
Other/non-operating	**3**	7
	231	274
Current taxes [2]		
Operating	**155**	113
Other/non-operating	**(125)**	7
	30	120

(1) Adjusted EBITDA does not have any standardized meaning prescribed by IFRS and is therefore unlikely to be comparable to similar measures presented by other issuers; the Company defines adjusted EBITDA as revenues less operating, general and administrative expenses.

(2) Current taxes are lower for the year ended August 31, 2021 due mainly to a revision to liabilities for uncertain tax positions that became statute barred in the period of $125.

Capital expenditures

	2021 $	2020 $
Capital expenditures accrual basis		
Wireline	**701**	784
Wireless	**280**	296
	981	1,080
Equipment costs (net of revenue)		
Wireline	**22**	31
Capital expenditures and equipment costs (net)		
Wireline	**723**	815
Wireless	**280**	296
	1,003	1,111
Reconciliation to Consolidated Statements of Cash Flows		
Additions to property, plant and equipment	**858**	970
Additions to equipment costs (net)	**21**	31
Additions to other intangibles	**138**	150
Total of capital expenditures and equipment costs (net) per Consolidated Statements of Cash Flows	**1,017**	1,151
Increase (decrease) in working capital and other liabilities related to capital expenditures	**7**	(38)
Less: Proceeds on disposal of property, plant and equipment	**(21)**	(2)
Total capital expenditures and equipment costs (net) reported by segments	**1,003**	1,111

27. COMMITMENTS AND CONTINGENCIES

Commitments

The Company has the following future minimum payments for their contractual commitments that are not recognized as liabilities as at August 31, 2021:

	Purchase Obligations (1)	Property, Plant and Equipment
Within one year	420	157
1 to 3 years	297	9
3 to 5 years	174	–
Over 5 years	111	–
	1,002	166

(1) Includes contractual obligations under service, product, and wireless device contracts, program related agreements and exclusive rights to use intellectual property in Canada.

Contingencies

The Company and its subsidiaries are involved in litigation matters arising in the ordinary course and conduct of its business. Although resolution of such matters cannot be predicted with certainty, management does not consider the Company's exposure to litigation to be material to these consolidated financial statements.

Guarantees

In the normal course of business the Company enters into indemnification agreements and has issued irrevocable standby letters of credit and commercial surety bonds with and to third parties.

Indemnities

Many agreements related to acquisitions and dispositions of business assets include indemnification provisions where the Company may be required to make payment to a vendor or purchaser for breach of contractual terms of the agreement with respect to matters such as litigation, income taxes payable or refundable or other ongoing disputes. The indemnification period usually covers a period of two to four years. Also, in the normal course of business, the Company has provided indemnifications in various commercial agreements, customary for the telecommunications industry, which may require payment by the Company for breach of contractual terms of the agreement. Counterparties to these agreements provide the Company with comparable indemnifications. The indemnification period generally covers, at maximum, the period of the applicable agreement plus the applicable limitations period under law.

The maximum potential amount of future payments that the Company would be required to make under these indemnification agreements is not reasonably quantifiable as certain indemnifications are not subject to limitation. However, the Company enters into indemnification agreements only when an assessment of the business circumstances would indicate that the risk of loss is remote. At August 31, 2021, management believes it is remote that the indemnification provisions would require any material cash payment.

The Company indemnifies its directors and officers against any and all claims or losses reasonably incurred in the performance of their service to the Company to the extent permitted by law.

Irrevocable standby letters of credit and commercial surety bonds

The Company and certain of its subsidiaries have granted irrevocable standby letters of credit and commercial surety bonds, issued by high rated financial institutions, to third parties to indemnify them in the event the Company does not perform its contractual obligations. As of August 31, 2021, such instruments amounted to $4. The Company has not recorded any additional liability with respect to these instruments, as the Company does not expect to make any payments in excess of what is recorded on the Company's consolidated financial statements. The instruments mature at various dates during fiscal 2022 to fiscal 2023.

28. EMPLOYEE BENEFIT PLANS

Defined contribution pension plans

The Company has defined contribution pension plans for its non-union employees and, for the majority of these employees, contributes 5% of eligible earnings to the maximum amount deductible under the Income Tax Act. Effective January 1, 2019, the Company introduced a voluntary pension contribution matching program whereby, in addition to the 5% of Company contributions, employees who make voluntary contributions will receive a 25% match on contributions up to 5% of their eligible earnings. For union employees, the Company contributes amounts up to 9.8% of earnings to the individuals' registered retirement savings plans. Total pension costs in respect of these plans were $30 (2020 – $31) of which $23 (2020 – $24) was expensed and the remainder capitalized.

Defined benefit pension plans

The Company has two non-registered retirement plans for designated executives and senior executives. The following is a summary of the accrued benefit liabilities recognized in the consolidated statements of financial position.

	2021 $	2020 $
Non-registered plans		
Accrued benefit obligation	**489**	513
Fair value of plan assets	**468**	445
Accrued benefit liabilities and deficit	**21**	68

The plans expose the Company to a number of risks, of which the most significant are as follows:

(i) Volatility in market conditions: The accrued benefit obligations are calculated using discount rates with reference to bond yields closely matching the term of the estimated cash flows while many of the assets are invested in other types of assets. If plan assets underperform these yields, this will result in a deficiency. Changing market conditions in conjunction with discount rate volatility will result in volatility of the accrued benefit liabilities. To mitigate some of the investment risk, the Company has established long-term funding targets where the time horizon and risk tolerance are specified.

(ii) Selection of accounting assumptions: The calculation of the accrued benefit obligations involves projecting future cash flows of the plans over a long time frame. This means that assumptions used can have a material impact on the consolidated statements of financial position and comprehensive income because in practice, future experience of the plans may not be in line with the selected assumptions.

Non-registered pension plans

The Company provides a supplemental executive retirement plan (SERP) for certain of its senior executives and retirees. Benefits under this plan are based on the employees' length of service and their highest three-year average rate of eligible pensionable earnings during their years of service. In 2012, the Company closed the plan to new participants and amended the plan to freeze base salary levels at August 31, 2012 for purposes of determining eligible pensionable earnings. Employees are not required to contribute to this plan.

The Company provides an executive retirement plan (ERP) for certain executives not covered by the SERP. Benefits under this plan are comprised of defined contribution and defined benefit components and are based on the employees' length of service as well as final average earnings during their years of service. Employees are not required to contribute to this plan.

The table below shows the change in benefit obligation and funding status and the fair value of plan assets.

	SERP $	ERP $	2021 Total $	SERP $	ERP $	2020 Total $
Accrued benefit obligation, beginning of year	**477**	**36**	**513**	478	27	505
Current service cost	**–**	**9**	**9**	2	9	11
Interest cost	**13**	**1**	**14**	14	1	15
Payment of benefits to employees	**(20)**	**(2)**	**(22)**	(19)	(2)	(21)
Transfer from DC plan	**–**	**1**	**1**	–	1	1
Remeasurements:						
Effect of changes in demographic assumptions	**–**	**–**	**–**	16	–	16
Effect of changes in financial assumptions	**(24)**	**(3)**	**(27)**	13	1	14
Effect of experience adjustments	**1**	**–**	**1**	(27)	(1)	(28)
Accrued benefit obligation, end of year	**447**	**42**	**489**	477	36	513
Fair value of plan assets, beginning of year	**415**	**30**	**445**	417	19	436
Employer contributions	**–**	**10**	**10**	–	12	12
Interest income	**11**	**–**	**11**	12	1	13
Transfer from DC plan	**–**	**1**	**1**	–	1	1
Payment of benefits	**(20)**	**(2)**	**(22)**	(19)	(2)	(21)
Return on plan assets, excluding interest income	**22**	**1**	**23**	5	(1)	4
Fair value of plan assets, end of year	**428**	**40**	**468**	415	30	445
Accrued benefit liability and plan deficit, end of year	**19**	**2**	**21**	62	6	68

The weighted average duration of the defined benefit obligation of the SERP and ERP at August 31, 2021 is 14.5 years and 15.9 years, respectively.

The underlying plan assets of the SERP and ERP at August 31, 2021 are invested in the following:

	SERP	ERP
Cash and cash equivalents	199	25
Fixed income securities	69	5
Equity securities – Canadian	52	4
Equity securities – Foreign	108	6
	428	40

All fixed income and equity securities have a quoted price in active market.

The tables below show the significant weighted-average assumptions used to measure the pension obligation and cost for the plans.

Accrued benefit obligation	2021 SERP %	2021 ERP %	2020 SERP %	2020 ERP %
Discount rate	**3.10**	**3.10**	2.70	2.70
Rate of compensation increase	**3.00**[(1)]	**3.00**	3.00[(1)]	3.00

Benefit cost for the year	2021 SERP %	2021 ERP %	2020 SERP %	2020 ERP %
Discount rate	**2.70**	**2.70**	2.90	2.90
Rate of compensation increase	**3.00**[(1)]	**3.00**	3.00[(1)]	3.00

(1) Applies only to incentive compensation component of eligible pensionable earnings.

The calculation of the accrued benefit obligation is sensitive to the assumptions above. A one percentage point decrease in the discount rate would have increased the accrued benefit obligation at August 31, 2021 by $72. A one percentage point increase in the rate of compensation increase would have increased the accrued benefit obligation by $2.

When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions, the present value of the defined benefit obligation has been calculated using the projected benefit method which is the same method that is applied in calculating the defined benefit liability recognized in the consolidated statements of financial position. The sensitivity analysis presented above may not be representative of the actual change in the accrued benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some assumptions may be correlated.

The net pension benefit plan expense, which is included in employee salaries and benefits expense, is comprised of the following components:

	SERP	ERP	2021 Total	SERP	ERP	2020 Total
Current service cost	**–**	**9**	**9**	2	9	11
Interest cost	**13**	**1**	**14**	14	1	15
Interest income	**(11)**	**–**	**(11)**	(12)	(1)	(13)
Pension expense	**2**	**10**	**12**	4	9	13

Other benefit plans

The Company has post-employment benefits plans that provide post-retirement health and life insurance coverage to certain executive level retirees and are funded on a pay-as-you-go basis. The table below shows the change in the accrued post-retirement obligation which is recognized in the consolidated statements of financial position.

	2021	2020
Accrued benefit obligation and plan deficit, beginning of year	**4**	4
Current service cost	**–**	–
Interest cost	**–**	–
Payment of benefits to employees	**–**	–
Remeasurements:		
Effect of changes in demographic assumptions	**1**	–
Effect of changes in financial assumptions	**(1)**	–
Effect of experience adjustments	**1**	–
Accrued benefit obligation and plan deficit, end of year	**5**	4

The weighted average duration of the benefit obligation at August 31, 2021 is 16.7 years.

The post-retirement benefit plan expense, which is included in employee salaries and benefits expense, is $nil (2020 – $nil) and is comprised of current service and interest cost.

The discount rates used to measure the post-retirement benefit cost for the year and the accrued benefit obligation as at August 31, 2021 were 3.10% and 2.70%, respectively (2020 – 2.70% and 2.90%, respectively). A one percentage point decrease in the discount rate would have increased the accrued benefit obligation at August 31, 2021 by $1.

Employer contributions

The Company's estimated contributions to the defined benefit plans in fiscal 2022 is $nil.

29. RELATED PARTY TRANSACTIONS

Controlling shareholder

Voting control of the Company is held by Shaw Family Living Trust (SFLT) and its subsidiaries. As at August 31, 2021, SFLT and its subsidiaries held, directly or indirectly, or exercised control or direction over 17,662,400 Class A Shares, representing approximately 79% of the issued and outstanding Class A Shares, for the benefit of the descendants of the late JR Shaw and Carol Shaw. The sole trustee of SFLT is a private company controlled by a board consisting of seven directors, including as at August 31, 2021, Bradley S. Shaw, four other members of his family, and two independent directors.

The Class A Shares are the only shares entitled to vote in all circumstances. Accordingly, SFLT and its subsidiaries are able to elect a majority of the Board of Directors of the Company and to control the vote on matters submitted to a vote of the Company's Class A Shares.

Significant investments in subsidiaries

The following are the significant subsidiaries of the Company, all of which are incorporated or partnerships in Canada.

	Ownership Interest	
	August 31, 2021	**August 31, 2020**
Shaw Cablesystems Limited	**100%**	100%
Shaw Cablesystems G.P.	**100%**	100%
Shaw Envision Inc.	**100%**	100%
Shaw Telecom Inc.	**100%**	100%
Shaw Telecom G.P.	**100%**	100%
Shaw Satellite Services Inc.	**100%**	100%
Star Choice Television Network Incorporated	**100%**	100%
Shaw Satellite G.P.	**100%**	100%
Freedom Mobile Inc.	**100%**	100%

Key management personnel and Board of Directors

Key management personnel consist of the most senior executive team and along with the Board of Directors, and have the authority and responsibility for planning, directing and controlling the activities of the Company.

Compensation

The compensation expense of key management personnel and Board of Directors is as follows:

	2021 $	2020 $
Short-term employee benefits	**20**	17
Post-employment pension benefits	**7**	3
Termination benefits	**–**	11
Share-based compensation	**22**	6
	49	37

Transactions

The Company paid $2 (2020 – $2) for collection, installation, and maintenance services to a company controlled by a Director of the Company.

During the year, the Company paid $4 (2020 – $10) for remote control units to a supplier where Directors of the Company hold positions on the supplier's board of directors.

At August 31, 2021, the Company had $nil owing in respect of these transactions (2020 – $1).

During the year, network fees of $24 (2020 – $27) were paid to a programmer where a Director of the Company holds a position on the programmer's board of directors.

At August 31, 2021, the Company had $4 owing in respect of these transactions (2020 – $4).

In fiscal 2019, the Company completed the sale of a non-core parcel of land and the building located thereon (the "Property"), to an affiliate of SFLT (the "Purchaser"). As part of the transaction, the Purchaser agreed to lease back the Property to the Company for a term of three years at market rental rates (which was also based on appraisals from the two independent valuators) allowing the Company to monetize a non-core asset. The transaction was approved by the independent Board members of the Company. At August 31, 2021, the Company had a remaining lease liability of $nil (2020 - $1) in respect of this lease which is included in the amounts disclosed in Note 14.

Other related parties

The Company has entered into certain transactions and agreements in the normal course of business with certain of its related parties. These transactions are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

Corus

The Company and Corus are subject to common voting control. During the year, network fees of $116 (2020 – $121), advertising fees of $5 (2020 – $6), and administrative fees of $1 (2020 – $1) were paid to various Corus subsidiaries and entities subject to significant influence. In addition, the Company provided administrative, advertising and other services for $1 (2020 – $1), uplink of television signals for $4 (2020 – $5), and Internet services and lease of circuits for $5 (2020 – $6). At August 31, 2021, the Company had a net of $20 owing in respect of these transactions (2020 – $21).

As part of a regulatory requirement where Shaw pays Corus in lieu of either providing the news coverage directly or contributing into a fund managed by the CRTC, Shaw paid $12 (2020 – $13) as part of the Local News Community Investment program.

The Company provided Corus with advertising spots in return for radio and television advertising. No monetary consideration was exchanged for these transactions and no amounts were recorded in the accounts.

Burrard Landing Lot 2 Holdings Partnership

During the year, the Company paid $10 (2020 – $11) to the Partnership for lease of office space in Shaw Tower. Shaw Tower, located in Vancouver, BC, is the Company's headquarters for its lower mainland operations. At August 31, 2021, the Company had a remaining lease liability of $57 (2020 - $67) in respect of the office space lease which is included in the amounts disclosed in Note 14.

30. FINANCIAL INSTRUMENTS

Fair values

The fair value of financial instruments has been determined as follows:

(i) Current assets and current liabilities

The fair value of financial instruments included in current assets and current liabilities approximates their carrying value due to their short-term nature.

(ii) Investments and other assets and Other long-term assets

The fair value of publicly traded investments is determined by quoted market prices. Investments in private entities which do not have quoted market prices in an active market and whose fair value cannot be readily measured are carried at estimated fair value based on information available with respect to investees' operational and financing activities. No published market exists for such investments. These equity investments have been made as they are considered to have the potential to provide future benefit to the Company and accordingly, the Company has no current intention to dispose of these investments in the near term. The fair value of long-term receivables approximates their carrying value as they are recorded at the net present values of their future cash flows, using an appropriate discount rate.

(iii) Long-term debt

The carrying value of long-term debt is at amortized cost based on the initial fair value as determined at the time of issuance. The fair value of publicly traded notes is based upon current trading values. The fair value of finance lease obligations is determined by discounting future cash flows using a rate for loans with similar terms, conditions and maturity dates. The carrying value of bank credit facilities approximates fair value as the debt bears interest at rates that fluctuate with market rates. Other notes and debentures are valued based upon current trading values for similar instruments.

(iv) Derivative financial instruments

The fair value of US currency forward purchase contracts is determined using an estimated credit-adjusted mark-to-market valuation using observable forward exchange rates at the end of reporting periods and contract forward rates.

The carrying value and estimated fair value of long-term debt are as follows:

	August 31, 2021		August 31, 2020	
	Carrying value	Estimated fair value	Carrying value	Estimated fair value
Liabilities				
Long-term debt (including current portion) [1]	**4,550**	**5,263**	4,548	5,613

[1] Level 2 fair value – determined by valuation techniques using inputs based on observable market data, either directly or indirectly, other than quoted prices.

Risk management

The Company is exposed to various market risks including currency risk and interest rate risk, as well as credit risk and liquidity risk associated with financial assets and liabilities. The Company has designed and implemented various risk management strategies, discussed further below, to ensure the exposure to these risks is consistent with its risk tolerance and business objectives.

Market risk

Market risk is the risk that the fair value or cash flows of a financial instrument will fluctuate as a result of changes in market prices, including foreign exchange and interest rates, the Company's share price and market price of publicly traded investments.

Currency risk

Certain of the Company's capital expenditures and operating costs are incurred in US dollars, while its revenue is primarily denominated in Canadian dollars. Decreases in the value of the Canadian dollar relative to the US dollar could have an adverse effect on the Company's cash flows. To mitigate some of the uncertainty in respect to capital expenditures and operating costs, the Company regularly enters into forward contracts in respect of US dollar commitments. With respect to 2021, the Company entered into forward contracts to purchase US $132 over a period of 12 months commencing in September 2020 at an average exchange rate of 1.3544 Cdn. At August 31, 2021 the Company had forward contracts to purchase US $132 over a period of 12 months commencing September 2021 at an average exchange rate of 1.2666 Cdn in respect of US dollar commitments.

Interest rate risk

Due to the capital-intensive nature of its operations, the Company utilizes long-term financing extensively in its capital structure. The primary components of this structure are an unsecured bank credit facility and various Canadian senior notes with varying maturities issued in the public markets as more fully described in Note 13. The Company also has an accounts receivable securitization program as described in Note 10.

Interest on the Company's unsecured bank credit facility and accounts receivable securitization program are based on floating rates, while the senior notes are fixed-rate obligations. When drawn, the Company utilizes its credit facility to finance day-to-day operations and, depending on market conditions, periodically converts the bank loans to fixed-rate instruments through public market debt issues. As at August 31, 2021, 100% of the Company's consolidated long-term debt was fixed with respect to interest rates.

Sensitivity analysis

The sensitivity to currency risk has been determined based on a hypothetical change in Canadian dollar to US dollar foreign exchange rates of 10%. Foreign exchange forward contracts would be impacted by this hypothetical change resulting in a change to other comprehensive income by $12 net of tax (2020 – $13). A portion of the Company's accounts receivables and accounts payable and accrued liabilities is denominated in US dollars; however, due to their short-term nature, there is no significant market risk arising from fluctuations in foreign exchange rates.

Interest on the Company's unsecured bank credit facility and accounts receivable securitization program are based on floating rates. As at August 31, 2021 there is no significant market risk arising from interest rate fluctuations within a reasonably contemplated range from their actual amounts.

At August 31, 2021, a one dollar change in the Company's Class B Shares would have had an impact on net income of $2 (August 31, 2020 – $1) in respect of the Company's DSU, RSU, and PSU plans.

Credit risk

Accounts receivable in respect of the Consumer, Business and Wireless divisions are not subject to any significant concentrations of credit risk due to the Company's large and diverse customer base. As at August 31, 2021, the Company had accounts receivable of $301 (August 31, 2020 – $268), net of the allowance for doubtful accounts of $78 (August 31, 2020 – $74). The Company maintains an allowance for doubtful accounts for the expected credit losses resulting from the inability of its customers to make required payments.

	2021 $	**2020 $**
Balance, beginning of period	**74**	63
Additions (doubtful accounts expense)	**25**	60
Net usage	**(21)**	(49)
Balance, end of period	**78**	74

In determining the allowance, the Company considers factors such as the number of days the customer account is past due, whether or not the customer continues to receive service, the Company's past collection history and changes in business circumstances. As at August 31, 2021, $124 (August 31, 2020 – $105) of accounts receivable is considered to be past due, defined as amounts outstanding past normal credit terms and conditions. Uncollectible accounts receivable are charged against the allowance account based on the age of the account and payment history. The Company believes that its allowance for doubtful accounts is sufficient to reflect the related credit risk.

The Company mitigates credit risk of subscriber receivables through advance billing and procedures to downgrade or suspend services on accounts that have exceeded agreed credit terms and routinely assesses the financial strength of its business customers through periodic review of payment practices.

Credit risks associated with US currency contracts arise from the inability of counterparties to meet the terms of the contracts. In the event of non-performance by the counterparties, the Company's accounting loss would be limited to the net amount that it would be entitled to receive under the contracts and agreements. In order to minimize the risk of counterparty default under its swap agreements, the Company assesses the creditworthiness of its swap counterparties.

Liquidity risk

Liquidity risk is the risk that the Company will experience difficulty in meeting obligations associated with financial liabilities. The Company manages its liquidity risk by monitoring cash flow generated from operations, available borrowing capacity, and by managing the maturity profiles of its long-term debt.

The Company's undiscounted contractual maturities as at August 31, 2021 are as follows:

	Short-term borrowings	Accounts payable and accrued liabilities[1]	Long-term debt repayable at maturity	Leases (note 14)	Interest payments
Within one year	200	988	1	151	218
1 to 3 years	–	–	1,002	291	407
3 to 5 years	–	–	44	260	351
Over 5 years	–	–	3,550	894	1,757
	200	988	4,597	1,596	2,733

(1) Includes accrued interest and dividends of $210.

31. CONSOLIDATED STATEMENTS OF CASH FLOWS

(i) Funds flow from operations

	2021 $	2020 $
Net income from operations	**986**	688
Adjustments to reconcile net income to funds flow from operations:		
Amortization	**1,221**	1,220
Deferred income tax expense (recovery)	**16**	59
Share-based compensation	**1**	2
Defined benefit pension plans	**2**	1
Fair value adjustments for private investments	**(27)**	–
Net change in contract asset balances	**47**	(14)
Loss (gain) on disposal of fixed assets and intangibles	**(3)**	3
Loss on write-down of assets	**–**	7
Other	**6**	23
Funds flow from operations	**2,249**	1,989

(ii) Interest and income taxes paid and interest received and classified as operating activities are as follows:

	2021 $	2020 $
Interest paid	**265**	287
Income taxes paid (net of refunds)	**174**	134
Interest received	**4**	7

Included in interest paid is interest on lease liabilities of $45 for the year ended August 31, 2021 (2020 – $44).

(iii) Non-cash transactions

The Consolidated Statements of Cash Flows exclude the following non-cash transactions:

	2021 $	2020 $
Issuance of Class B Shares:		
Dividend reinvestment plan (note 20)	–	37

32. CAPITAL STRUCTURE MANAGEMENT

The Company's objectives when managing capital are:

(i) to maintain a capital structure which optimizes the cost of capital, provides flexibility and diversity of funding sources and timing of debt maturities, and adequate anticipated liquidity for organic growth and strategic acquisitions;

(ii) to maintain compliance with debt covenants; and

(iii) to manage a strong and efficient capital base to maintain investor, creditor and market confidence.

The Company defines capital as comprising all components of shareholders' equity (other than non-controlling interests and amounts in accumulated other comprehensive income/loss), long-term debt (including the current portion thereof), lease liabilities (including the current portion thereof), short-term borrowings and bank indebtedness less cash.

	2021 $	2020 $
Cash	**(355)**	(763)
Short-term borrowings	**200**	200
Long-term debt repayable at maturity	**4,597**	4,599
Lease liabilities	**1,245**	1,270
Share capital	**4,199**	4,602
Contributed surplus	**27**	27
Retained earnings	**1,876**	1,703
	11,789	11,638

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of underlying assets. The Company may also from time to time change or adjust its objectives when managing capital in light of the Company's business circumstances, strategic opportunities, or the relative importance of competing objectives as determined by the Company. There is no assurance that the Company will be able to meet or maintain its currently stated objectives. Further, the terms of the Arrangement Agreement require the Company to obtain Rogers' consent prior to incurring certain types of indebtedness.

The Company's credit facilities are subject to covenants which include maintaining minimum or maximum financial ratios, including total debt to operating cash flow/adjusted earnings before interest, taxes, depreciation and amortization, and operating cash flow to fixed charges. At August 31, 2021, the Company was in compliance with these covenants and based on current business plans and economic conditions, the Company is not aware of any condition or event that would give rise to non-compliance with the covenants.

Other than the redemption of the Company's preferred shares as discussed in note 17, the Company's overall capital structure management strategy remains unchanged from the prior year.

Corporate Information

DIRECTORS

Bradley S. Shaw[4]
Executive Chair & Chief Executive Officer
Shaw Communications Inc.

Peter J. Bissonnette[2]
Corporate Director

Adrian I. Burns, LLD[2][4]
Corporate Director

Hon. Christina J. Clark[3]
Corporate Director

Dr. Richard R. Green[1]
Corporate Director

Gregg Keating[3]
Chairman and Chief Executive Officer
Altimax Venture Capital

Michael W. O'Brien[1][4]
Corporate Director

Paul K. Pew[3][4]
Co-Founder and Co-CEO
G3 Capital Corp.

Jeffrey C. Royer[1]
Private Investor

Mike Sievert
President, Chief Executive Officer and Director of T-Mobile

Carl E. Vogel[1][4]
Private Investor

Sheila C. Weatherill[3]
Corporate Director

Steven A. White[2]
President, Special Counsel to the CEO of Comcast Cable

(1) Audit Committee
(2) Human Resources and Compensation Committee
(3) Corporate Governance and Nominating Committee
(4) Executive Committee

SENIOR OFFICERS

Bradley S. Shaw
Executive Chair & Chief Executive Officer

Paul McAleese
President, Shaw Communications Inc.

Trevor English
Executive Vice President, Chief Financial & Corporate Development Officer

Zoran Stakic
Chief Operating Officer & Chief Technology Officer

Peter Johnson
Executive Vice President, Chief Legal and Regulatory Officer (Corporate Secretary)

Katherine Emberly
President, Business

Dan Markou
Executive Vice President, Chief People and Culture Officer

Paul Deverell
President, Consumer

CORPORATE OFFICE

Shaw Communications Inc.
Suite 900, 630 – 3rd Avenue S.W.
Calgary, Alberta
Canada T2P 4L4
Phone: (403) 750-4500
Website: *www.shaw.ca*

CORPORATE GOVERNANCE

Information concerning Shaw's corporate governance policies is contained in the Proxy Circular and is also available on Shaw's website, *www.shaw.ca.*

Information concerning Shaw's compliance with the corporate governance listing standards of the New York Stock Exchange is available in the Investor Relations section on Shaw's website, *www.shaw.ca.*

INTERNET HOME PAGE

Shaw's Annual Report, Annual Information Form, Quarterly Reports, Press Releases and other relevant investor information are available electronically on the Internet at *www.shaw.ca.*

AUDITORS

Ernst & Young LLP

PRIMARY BANKER

The Toronto-Dominion Bank

TRANSFER AGENTS

TSX Trust Company
600, 333 – 7th Ave SW
Calgary, Alberta, T2P 2Z1
Phone: 1-800-387-0825

DEBENTURE TRUSTEE

Computershare Trust Company of Canada
100 University Avenue, 9th Floor
Toronto, Ontario, M5J 2Y1
Phone: 1-800-564-6253

FURTHER INFORMATION

Financial analysts, portfolio managers, other investors and interested parties may contact the Company at (403) 750-4500 or visit Shaw's website at *www.shaw.ca* for further information.

To receive additional copies of this Annual Report, please fax your request to (403) 750-7469 or email *investor.relations@sjrb.ca.*

Shaw)

This is **Exhibit "F"** to the affidavit of Erik Himan, affirmed remotely by Erik Himan stated as being located in the city of Chicago, in the State of Illinois, in the United States of America, before me at the city of Ottawa, in the province of Ontario, on May 4, 2022, in accordance with O. Reg 431/20, Administering Oath or Declaration Remotely.

Commissioner of Oaths etc.

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ARRANGEMENT AGREEMENT

ROGERS COMMUNICATIONS INC.

– and –

SHAW COMMUNICATIONS INC.

March 13, 2021

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ARRANGEMENT AGREEMENT

THIS AGREEMENT is made as of the 13th day of March, 2021,

A M O N G :

ROGERS COMMUNICATIONS INC.,
a corporation existing under the laws of the
Province of British Columbia

(the "**Purchaser**")

- and -

SHAW COMMUNICATIONS INC.,
a corporation existing under the laws of the
Province of Alberta

(the "**Company**")

WHEREAS the Purchaser wishes to acquire all of the issued and outstanding Company Participating Shares in exchange for the Arrangement Consideration;

AND WHEREAS the Special Committee, after receiving financial and legal advice, has unanimously determined that the Arrangement is fair and reasonable to the Company Participating Shareholders (other than the Shaw Family Shareholders) and in the best interests of the Company and recommended to the Company Board that the Company Board (a) approve this Agreement and the Arrangement, and (b) recommend that the Company Participating Shareholders (other than the Shaw Family Shareholders) vote in favour of the Arrangement;

AND WHEREAS the Company Board, after receiving financial and legal advice, has unanimously (subject to abstentions of any conflicted director) determined that the Arrangement is fair and reasonable to the Company Participating Shareholders (other than the Shaw Family Shareholders) and in the best interests of the Company, and has resolved to recommend that the Company Participating Shareholders (other than the Shaw Family Shareholders) vote in favour of the Arrangement;

AND WHEREAS the Parties intend to carry out the transactions contemplated herein by way of a plan of arrangement under the provisions of the *Business Corporations Act* (Alberta);

AND WHEREAS the Purchaser has entered into support and voting agreements with (a) all of the directors of the Company and members of Senior Management, and (b) the Controlling Shareholder, pursuant to which, among other things, such Persons have agreed to vote all of the Company Participating Shares held by them in favour of the Arrangement, on the terms and subject to the conditions set forth therein;

AND WHEREAS the Parties have entered into this Agreement to provide for the matters referred to in the foregoing recitals and for other matters related to the transactions herein provided for;

NOW THEREFORE, in consideration of the covenants and agreements herein contained and other good and value consideration (the receipt and sufficient of which are hereby acknowledged), the Parties covenant and agree as follows:

ARTICLE 1
INTERPRETATION

1.1 Defined Terms

As used in this Agreement, the following terms have the following meanings:

"**ABCA**" means the *Business Corporations Act* (Alberta) and the regulations made thereunder.

"**Acceptable Confidentiality Agreement**" means a confidentiality and standstill agreement between the Company and a third party other than the Purchaser on customary terms that are no less favorable in the aggregate to the Company (in its capacity as "Discloser" under the Confidentiality Agreement) than those contained in the Confidentiality Agreement.

"**Acquisition Proposal**" means, other than the transactions contemplated by this Agreement and other than any transaction involving only the Company and/or one or more of its wholly-owned Subsidiaries, any inquiry, proposal or offer (whether written or oral) made on or after the date of this Agreement from any Person or group of Persons "acting jointly or in concert" (within the meaning of National Instrument 62-104 – *Take-Over Bids and Issuer Bids*) other than the Purchaser or one or more of its affiliates, relating to:

(a) any direct or indirect sale, disposition, alliance or joint venture (or any lease, long-term supply agreement or other arrangement having the same economic effect as a sale), in a single transaction or a series of related transactions involving: (i) 20% or more of any class of voting or equity securities of the Company (including securities convertible into or exercisable or exchangeable for voting or equity securities); or (ii) assets (including shares of Subsidiaries of the Company) representing 20% or more of the consolidated assets, or contributing 20% or more of the consolidated revenue, of the Company and its Subsidiaries (based on the most recent annual consolidated financial statements of the Company filed as part of the Company Filings);

(b) any direct or indirect take-over bid, tender offer, exchange offer, treasury issuance or other transaction, in a single transaction or a series of related transactions, that, if consummated, would result in such Person or group of Persons beneficially owning, or exercising control or direction over, 20% or more of any class of voting or equity securities (including securities convertible into or exercisable or exchangeable for voting or equity securities) of the Company or any of its Subsidiaries whose assets represent 20% or more of the consolidated assets, or contribute 20% or more of the consolidated revenue, of the Company and its Subsidiaries (based on the most recent annual consolidated financial statements of the Company filed as part of the Company Filings);

(c) any arrangement, merger, amalgamation, consolidation, security exchange, business combination, reorganization, recapitalization, liquidation, dissolution, winding up, exclusive license or similar transaction, in a single transaction or a series of related transactions, involving the Company or any of its Subsidiaries whose assets represent 20% or more of the consolidated assets, or contribute 20% or more of the consolidated revenue, of the Company and its Subsidiaries (based on the most recent annual consolidated financial statements of the Company filed as part of the Company Filings); or

(d) any other similar transaction or series of related transactions involving the Company or any of its Subsidiaries.

“**affiliate**” has the meaning specified in Section 1.2(k).

“**Agreement**” means this arrangement agreement, including all schedules annexed hereto, including, for greater certainty, the Company Disclosure Letter, as may be amended, supplemented or otherwise modified from time to time in accordance with its terms.

“**Alternative Consideration**” has the meaning specified in Section 8.2(f).

“**Alternative Financing**” has the meaning specified in Section 4.15(f).

“**AR Securitization Program**” means a series of related sales, assignments, transfers or other dispositions of accounts receivable and related assets made by or on behalf of the Company in the course of an accounts receivable securitization program, as such program may be amended, supplemented, restated or otherwise replaced from time to time.

“**Arrangement**” means an arrangement under section 193 of the ABCA on the terms and subject to the conditions set forth in the Plan of Arrangement, subject to any amendments or variations to the Plan of Arrangement made in accordance with the terms of this Agreement or made at the direction of the Court in either the Interim Order or the Final Order with the prior written consent of the Company and the Purchaser, each acting reasonably.

“**Arrangement Consideration**” means the consideration to be received by the Company Participating Shareholders pursuant to the Plan of Arrangement consisting of (in each case, subject to adjustment in the manner and in the circumstances contemplated in Section 2.12 of the Agreement):

(a) $40.50 in cash per Class A Share (other than Class A Shares held by each Shaw Family Shareholder);

(b) the amount of cash and the number of Purchaser Shares per Class A Share held directly or indirectly by each Shaw Family Shareholder as set forth in the Plan of Arrangement;

(c) $40.50 in cash per Class B Share (other than Class B Shares held by each Shaw Family Shareholder); and

(d) the amount of cash and the number of Purchaser Shares per Class B Share held directly or indirectly by each Shaw Family Shareholder as set forth in the Plan of Arrangement.

"**Arrangement Consideration Shares**" means the Purchaser Shares to be issued to the Shaw Family Shareholders as consideration pursuant to the Arrangement.

"**Arrangement Resolution**" means the special resolution approving the Plan of Arrangement to be considered at the Company Meeting by Company Participating Shareholders, substantially in the form of Schedule B.

"**Articles of Arrangement**" means the articles of arrangement of the Company in respect of the Arrangement, required by section 193(10)(b) of the ABCA to be sent to the Registrar after the Final Order is made, which shall include the Plan of Arrangement and otherwise be in a form satisfactory to the Company and the Purchaser, each acting reasonably.

"**Authorization**" means, with respect to any Person, any Order, permit, approval, consent, waiver, license or similar authorization of any Governmental Entity having jurisdiction over the Person.

"**Base Premium**" has the meaning specified in Section 4.13(a).

"**Broadcasting Legislation**" mean the *Broadcasting Act* (Canada) and all orders, decisions, notices, policies, circulars and binding guidelines issued thereunder or pursuant thereto.

"**Business Day**" means any day of the year, other than a Saturday, Sunday or any day on which major banks are closed for business in Calgary, Alberta, Toronto, Ontario or New York, New York.

"**Canadian Securities Authorities**" means the Alberta Securities Commission and any other applicable securities commission or securities regulatory authority of a province or territory of Canada.

"**Canadian Securities Laws**" means the *Securities Act* (Alberta) and any other applicable Canadian provincial and territorial securities Laws, rules and regulations and published policies thereunder.

"**CASL**" means, collectively, *An Act to Promote the Efficiency and Adaptability of the Canadian Economy by Regulating Certain Activities that Discourage Reliance on Electronic Means of Carrying out Commercial Activities, and to Amend the Canadian Radio-television and Telecommunications Commission Act, the Competition Act, the Personal Information Protection and Electronic Documents Act and the Telecommunications Act (Canada), the Electronic Commerce Protection Regulations (CRTC), the Electronic Commerce Protection Regulations* (Industry Canada), the practice guidelines, bulletins and enforcement advisories issued by the CRTC and all similar Laws in other jurisdictions.

"**Certificate of Arrangement**" means the certificate or proof of filing to be issued by the Registrar pursuant to section 193(11) of the ABCA in respect of the Articles of Arrangement giving effect to the Arrangement.

"**Change in Recommendation**" has the meaning specified in Section 7.2(a)(iv)(B).

"**Class A Shareholders**" means the registered and/or beneficial holders of the Class A Shares, as the context requires.

"**Class A Shares**" means the Class A Participating Shares in the capital of the Company.

"**Class B Shareholders**" means the registered and/or beneficial holders of the Class B Shares, as the context requires.

"**Class B Shares**" means the Class B Non-Voting Participating Shares in the capital of the Company.

"**Class 1 Preferred Shares**" means the Class 1 Preferred Shares, issuable in series, in the capital of the Company.

"**Class 2 Preferred Shares**" means the Class 2 Preferred Shares, issuable in series, in the capital of the Company.

"**Closing**" has the meaning specified in Section 2.9(b).

"**Collective Agreements**" means all collective bargaining agreements and union agreements, employee association agreements or similar Contracts applicable to the Company and/or any of its Subsidiaries as at the date of this Agreement which impose any obligations upon the Company and/or any of its Subsidiaries with respect to any Company Employee.

"**Commissioner of Competition**" means the Commissioner of Competition appointed pursuant to the Competition Act or any Person duly authorized to exercise the powers of the Commissioner of Competition.

"**Company**" has the meaning specified in the preamble.

"**Company Assets**" means all of the assets, properties (real or personal), permits, rights, licenses or other privileges (whether contractual or otherwise) owned, leased or otherwise used or held by the Company and its Subsidiaries.

"**Company Board**" means the board of directors of the Company as constituted from time to time.

"**Company Board Recommendation**" has the meaning specified in Section 2.4(a).

"**Company Budget**" means, in respect of the 2021 fiscal year, the annual budget of the Company attached as Schedule 4.1(b) of the Company Disclosure Letter and, in respect of the 2022 fiscal year, the annual forecast of the Company attached as Schedule 4.1(b) of the Company Disclosure Letter.

"**Company Circular**" means the notice of the Company Meeting and accompanying management information circular, including all schedules, appendices and exhibits to, and information incorporated by reference in, such management information circular, to be sent to, among others, the Company Participating Shareholders in connection with the Company Meeting, as amended, supplemented or otherwise modified from time to time in accordance with the terms of this Agreement.

"**Company Credit Facility**" means the second amended and restated credit agreement dated January 17, 2012 between, among others, the Company, as borrower, the banks and other financial institutions parties thereto, as lenders, and The Toronto-Dominion Bank, as administration agent, as amended by the first amendment to second amended and restated agreement dated as of December 22, 2014, the second amendment to second amended and restated credit agreement dated as of February 11, 2016, the third amendment to second amended and restated credit agreement dated as of December 15, 2016, the fourth amendment to second amended and restated credit agreement dated as of November 21, 2018 and the fifth amendment to second amended and restated credit agreement dated as of November 21, 2019, and as further amended, restated, supplemented or otherwise modified from time to time.

"**Company Disclosure Letter**" means the disclosure letter dated the date of this Agreement, including all schedules, exhibits and appendices thereto, delivered by the Company to the Purchaser with this Agreement.

"**Company DSU Plan**" means the Director Deferred Share Unit Plan of the Company, as described in the Company Filings.

"**Company DSUs**" means the outstanding deferred share units issued pursuant to the Company DSU Plan.

"**Company Employees**" means all officers and employees of the Company and its Subsidiaries, including unionized, non-unionized, part-time, full-time, active and inactive employees.

"**Company Equity Awards**" means the Company Options, Company RSUs, Company PSUs and Company DSUs issued pursuant to the Company Stock Option Plan, the Company RSU/PSU Plan and the Company DSU Plan, as applicable.

"**Company Filings**" means all forms, reports, schedules, statements and other documents which are publicly filed or furnished by the Company pursuant to applicable Canadian Securities Laws or the U.S. Exchange Act since August 31, 2019.

"**Company Meeting**" means the special meeting of Company Participating Shareholders, including any adjournment or postponement of such special meeting in accordance with the terms of this Agreement, to be called and held in accordance with the Interim Order to consider the Arrangement Resolution and for any other purpose as may be set out in the Company Circular and agreed to in writing by the Purchaser.

"**Company Options**" means the outstanding options to purchase Class B Shares issued pursuant to the Company Stock Option Plan.

"**Company Participating Shareholders**" means, collectively, the Class A Shareholders and the Class B Shareholders.

"**Company Participating Shares**" means, collectively, the Class A Shares and the Class B Shares.

"**Company Permitted Dividends**" means: (a) in respect of the Class A Shares, regular monthly dividends not in excess of $0.098542 in cash per Class A Share per month; (b) in respect of the Class B Shares, regular monthly dividends not in excess of $0.09875 in cash per Class B Share per month; in each case payable monthly with a record date of the 15th day of each month (or if the 15th day of the month falls on a day that is not a Business Day, then the Business Day immediately preceding such day) occurring on or after the date of this Agreement and prior to the Effective Date; and (c) in respect of the Company Preferred Shares, regular quarterly dividends payable on the Company Preferred Shares in accordance with their respective terms as set out in the Company's Constating Documents, in each case payable quarterly with a record date on the 15th day of each of March, June, September and December (or if the 15th day of such month falls on a day that is not a Business Day, then the Business Day immediately preceding such day) occurring on or after the date of this Agreement and prior to the Effective Date.

"**Company Preferred Series A Shares**" means the Class 2 Preferred Shares designated as "Cumulative Redeemable Rate Reset Class 2 Preferred Shares, Series A", as constituted on the date hereof.

"**Company Preferred Series B Shares**" means the Class 2 Preferred Shares designated as "Cumulative Redeemable Floating Rate Class 2 Preferred Shares, Series B", as constituted on the date hereof.

"**Company Preferred Shareholders**" means the registered and/or beneficial holders of the Company Preferred Shares, as the context requires.

"**Company Preferred Shares**" means, collectively, the Company Preferred Series A Shares and the Company Preferred Series B Shares.

"**Company PSUs**" means the outstanding performance share units issued pursuant to the Company RSU/PSU Plan.

"**Company RSU/PSU Plan**" means the Amended and Restated Plan for Restricted Share Units and Performance Share Units of the Company, as described in the Company Filings.

"**Company RSUs**" means the outstanding restricted share units issued pursuant to the Company RSU/PSU Plan.

"**Company Senior Notes**" means, collectively, the Company's (a) 3.80% senior unsecured notes due 2023, (b) 4.35% senior unsecured notes due 2024, (c) 3.80% senior unsecured notes due 2027, (d) 4.40% senior unsecured notes due 2028; (e) 3.30% senior unsecured notes due 2029, (f) 2.90% senior unsecured notes due 2030, (g) 6.75% senior unsecured notes due 2039, and (h) 4.25% senior unsecured notes due 2049.

"**Company Shareholders**" means, collectively, the Company Participating Shareholders and the Company Preferred Shareholders.

"**Company Shares**" means, collectively, the Class A Shares, the Class B Shares and the Company Preferred Shares.

"**Company Stock Option Plan**" means the Stock Option Plan of the Company, as described in the Company Filings.

"**Competition Act**" means the *Competition Act* (Canada).

"**Competition Act Clearance**" means (i) either the applicable waiting period under section 123 of the Competition Act shall have expired or been waived, or a waiver under subsection 113(c) of the Competition Act shall have been issued by the Commissioner of Competition, and (ii) any applicable waiting period under a Timing Agreement shall have expired or been earlier terminated.

"**Competition Tribunal**" means the Competition Tribunal established under the *Competition Tribunal Act* (Canada).

"**Compliance Requirements**" means, with respect to any Required Financing Information, that: (a) such Required Financing Information does not contain any untrue statement of a material fact regarding the Company and its Subsidiaries or omit to state any material fact regarding the Company and its Subsidiaries necessary to make such information not misleading under the circumstances in which it was provided; (b) the Company's auditors have not withdrawn, or advised the Company in writing that they intend to withdraw, any audit opinion on any of the audited financial statements contained in such Required Financing Information; (c) the Company has not determined to restate any financial statements included in such Required Financing Information or announced its intention to make any such restatement (it being understood such information will be compliant in respect of this clause (c) if and when such restatement is completed or the Company has determined no such restatement is required); (d) such Required Financing Information is, and remains through the Marketing Period, compliant in all material respects with all applicable requirements therefor under (i) Canadian Securities Laws applicable to the form and content of a short form prospectus to qualify the public offering of those securities (including requirements for the audit or review, as applicable, of financial statements by the Company's auditor) and, if applicable (ii) U.S. Securities Laws applicable to the form and content of a registration statement on Form F-10 to register the public offering of those securities and (e) the financial statements of the Company included in such Required Financing Information that are available to Purchaser on the first day of the Marketing Period are, on each day during the Marketing Period, not required to be updated under applicable Canadian Securities Laws or U. S. Securities Laws in order to be sufficiently current to permit (a) a registration statement on Form F-10 to finance an acquisition of the Company using such financial statements to be declared effective by the SEC and (b) the Company's independent public accountants to issue a customary "comfort letter" to the Debt Financing Sources to the extent required as part of the debt financing contemplated by the Debt Commitment Letter, including as to negative assurances and change period, and in order to consummate any Financing on any day during the Marketing Period (and such accountants have confirmed they are prepared to issue a comfort letter subject to their completion of customary procedures).

“**Confidentiality Agreement**” means the confidentiality agreement dated March 2, 2021 between the Company and the Purchaser.

“**Constating Documents**” means articles of incorporation, amalgamation, arrangement or continuation, partnership agreements, unanimous shareholders agreements, by-laws (or equivalent documents) and all amendments to such articles, partnership agreements, unanimous shareholders agreements or by-laws (or equivalent documents).

“**Contract**” means any written or oral legally binding agreement, commitment, engagement, contract, franchise, licence, lease, sublease, occupancy agreement, obligation, indenture, mortgage, arrangement or undertaking, together with any amendments and modifications thereto, to which any Party or any of its Subsidiaries is a party or by which it or any of its Subsidiaries is bound or to which any of their respective properties or assets is subject.

“**Controlling Shareholder**” means the Shaw Family Living Trust, a trust existing under the laws of the Province of Alberta, by its trustee, SFLTCo Ltd.

“**Controlling Shareholder Voting Support Agreement**” means the voting support agreement dated the date hereof between the Purchaser and the Controlling Shareholder, pursuant to which the Controlling Shareholder has agreed to vote in favour of the Arrangement subject only to the limited exceptions set forth therein.

“**Corrupt Practices Legislation**” has the meaning specified in paragraph 35 of Schedule C.

“**Court**” means the Court of Queen’s Bench of Alberta, or other court as applicable.

“**COVID-19**” means the coronavirus disease 2019 (dubbed as COVID-19), caused by the severe acute respiratory syndrome coronavirus 2 (SARS-CoV-2) and/or any other virus or disease developing from or arising as a result of SARS-CoV-2 and/or COVID-19.

“**COVID-19 Measures**” means commercially reasonable actions for a Party or any of its Subsidiaries to take or refrain from taking in the operation of their business as a result of COVID-19 in order to comply with the provisions of any health, quarantine, social distancing, shutdown, safety or similar Law or guideline promulgated by any Governmental Entity in connection with COVID-19.

“**CRTC**” means the Canadian Radio-television and Telecommunications Commission or any successor body thereto.

“**CRTC Approval**” means the receipt of all approvals from the CRTC required under the *Broadcasting Act* (Canada) and regulations thereunder in connection with the transactions contemplated by this Agreement.

“**D&O Support and Voting Agreements**” means the support and voting agreements dated the date hereof between the Purchaser, on the one hand, and each of the directors of the Company and members of Senior Management, on the other hand.

"**Data Room**" means the material contained in the virtual data rooms established by the Company, as at 5:00 p.m. (Toronto time) on March 13, 2021, the index of documents of which is appended to the Company Disclosure Letter.

"**Debt Commitment Letter**" means the executed commitment letter dated the date hereof, including all related exhibits, schedules, annexes, supplements and term sheets attached thereto, and the related fee letter, in each case, as amended, restated, supplemented, replaced and/or modified in accordance with the terms hereof, to the extent permitted hereunder.

"**Debt Financing**" means the financing contemplated under the Debt Commitment Letter or the Debt Financing Documents, in each case the proceeds of which may be used by the Purchaser to satisfy the aggregate Arrangement Consideration payable under the terms of the Plan of Arrangement.

"**Debt Financing Documents**" means the definitive documentation with respect to the Debt Financing on the respective terms and conditions (including the "market flex" provisions) contained in the Debt Commitment Letter or on other terms that, with respect to conditionality, are not materially less favourable to the Purchaser.

"**Debt Financing Sources**" means the Persons that at any time have committed to provide or arrange or otherwise have entered into agreements in connection with all or any part of the Debt Financing (or any Substitute Financings or Alternative Financings) in connection with the Arrangement, including the parties to any Debt Commitment Letters, Debt Financing Documents or other commitment letters, engagement letters, joinder agreements, indentures or credit agreements entered into or relating to any Debt Financing (and any definitive documentation related thereto) and any arrangers, administrative agents or other agents or lenders in connection with the Debt Financing, together with, in each case, their respective Affiliates, and their, and their respective Affiliates', officers, directors, employees, agents, stockholders, partners (general or limited), managers members, controlling parties, Representatives, funding sources and other representatives of each of the foregoing, and their respective successors and assigns.

"**Depositary**" means such Person as the Company may appoint to act as depositary in respect of the Arrangement, with the approval of the Purchaser, acting reasonably.

"**Dissent Rights**" means the rights of dissent in respect of the Arrangement described in the Plan of Arrangement.

"**DRIP**" means the dividend reinvestment plan of the Company, as described in the Company Filings.

"**Effective Date**" means the date shown on the Certificate of Arrangement giving effect to the Arrangement.

"**Effective Time**" means 12:01 a.m. on the Effective Date, or such other time as the Parties agree to in writing before the Effective Date.

"**Employee Plans**" means all health, welfare, retiree benefit, supplemental unemployment benefit, fringe benefits, bonus, profit sharing, option, stock appreciation, savings, insurance, incentive, incentive compensation, deferred compensation, death benefits, termination, retention, change in control, severance share purchase, share compensation or any other share or equity-based compensation, disability, pension, retirement or supplemental retirement plans and other employee or director compensation or benefit plans, policies, trusts, funds, agreements or arrangements for the benefit of directors or former directors of the Company or any of its Subsidiaries, Company Employees or former Company Employees, or any dependants or beneficiaries of such directors, Company Employees or former Company Employees, registered, unregistered, funded or unfunded, which are maintained by or binding upon the Company or any of its Subsidiaries or in respect of which the Company or any of its Subsidiaries has any actual or potential liability or obligations; provided that, notwithstanding the foregoing, "Employee Plans" shall not include any Statutory Plans.

"**Employee Share Purchase Program**" means the employee share purchase plan of the Company and participating affiliates, as described in the Company Filings made prior to the date hereof.

"**Environmental Laws**" means all Laws relating to worker health and safety, pollution, protection of the natural environment or any species that might make use of it or the generation, production, import, export, use, storage, treatment, transportation, disposal or Release of Hazardous Substances, including under common law, and all Authorizations issued pursuant to such Laws.

"**ERP**" means the Executive Retirement Plan of the Company, as amended and restated effective as of January 1, 2021.

"**executive officer**" has the meaning specified in National Instrument 51-102 – *Continuous Disclosure Obligations*.

"**Fairness Opinions**" means a written opinion of each of the Financial Advisors to the effect that, as of the date of such opinion the Arrangement Consideration to be received by Company Participating Shareholders (other than the Shaw Family Shareholders) is fair, from a financial point of view, to such holders.

"**Final Order**" means the final order of the Court made pursuant to section 193 of the ABCA in a form acceptable to the Company and the Purchaser, each acting reasonably, approving the Arrangement, as such order may be amended by the Court (with the consent of both the Company and the Purchaser, each acting reasonably) at any time prior to the Effective Date or, if appealed, then, unless such appeal is withdrawn or denied, as affirmed or as amended (provided that any such amendment is acceptable to both the Company and the Purchaser, each acting reasonably) on appeal.

"**Financial Advisors**" means TD Securities Inc. and CIBC World Markets Inc.

"**Financing**" has the meaning specified in Section 4.16(a).

"**Financing Materials**" has the meaning specified in Section 4.16(a)(ii).

"**Financing Sources**" has the meaning specified in Section 4.16(a)(i).

"**Governmental Entity**" means: (a) any international, multinational, national, federal, provincial, territorial, state, regional, municipal, local or other government, governmental or public body, authority or department, central bank, court, tribunal, arbitral or adjudicative body, commission, board, bureau, commissioner, ministry, governor-in-council, agency or instrumentality, domestic or foreign, (b) any subdivision or authority of any of the above, (c) any quasi-governmental, administrative or private body, including any tribunal, commission, committee, regulatory agency or self-regulatory organization, exercising any regulatory, expropriation or taxing authority under or for the account of any of the foregoing, or (d) any stock exchange (including the TSX, TSXV and NYSE).

"**Hazardous Substances**" means any substance that is (a) defined, regulated or prohibited or (b) classified as dangerous, hazardous, radioactive, explosive or toxic or a pollutant or a contaminant, under or pursuant to any applicable Environmental Laws.

"**IFRS**" means International Financial Reporting Standards as issued by the International Accounting Standards Board that are applicable to public issuers in Canada.

"**Indebtedness**" means, with respect to any Person, without duplication: (a) all obligations of such Person for borrowed money, or with respect to deposits or advances of any kind to such Person; (b) all obligations of such Person evidenced by bonds, debentures, notes or similar instruments; (c) all capitalized leases or purchase money obligations of such Person; (d) all monetary obligations of such Person owing under Swap Contracts or similar financial instruments (which amount shall be calculated based on the amount that would be payable by such Person if the relevant Contract or instrument were terminated on the date of determination); (e) all current liabilities in respect of the Company's AR Securitization Program; (f) all guarantees, indemnities or financial assistance of, or in respect of, any Indebtedness of any other Person; and (g) all reimbursement obligations with respect to letters of credit and letters of guarantee; and all obligations in respect of bankers' acceptances.

"**Indemnified Persons**" has the meaning specified in Section 4.13.

"**Information Sharing Procedures**" means the procedures relating to the treatment of "Evaluation Material" (as such term is defined in the Confidentiality Agreement) contemplated by section 1(b) of the Confidentiality Agreement.

"**Intellectual Property**" means domestic and foreign: (a) patents, applications for patents and reissues, divisions, continuations, renewals, extensions and continuations-in-part of patents or patent applications; (b) proprietary and non-public business information, including inventions (whether patentable or not), invention disclosures, improvements, discoveries, trade secrets, confidential information, know-how, methods, processes, designs, technology, technical data, schematics, formulae and customer lists, and documentation relating to any of the foregoing; (c) copyrights, copyright registrations and applications for copyright registration; (d) mask works, mask work registrations and applications for mask work registrations; (e) designs, design registrations, design registration applications and integrated circuit topographies; (f) trade names, business names, corporate names, domain names, website names and world wide web addresses, common law trade-marks, trade-mark registrations, trade mark applications, trade dress and logos, and the goodwill associated with any of the foregoing; (g) Software; and (h) any other intellectual property and industrial property.

"**Interim Order**" means the interim order of the Court made pursuant to section 193 of the ABCA in a form acceptable to the Company and the Purchaser, each acting reasonably, providing for, among other things, the calling and holding of the Company Meeting, as such order may be amended by the Court with the consent of the Company and the Purchaser, each acting reasonably.

"**ISED Approval**" means the receipt of all approvals required from ISED Canada for the transfer or deemed transfer of the ISED Licenses in connection with the transactions contemplated hereby.

"**ISED Canada**" means the Minister of Innovation, Science and Industry acting in accordance with the powers and discretion accorded to the Minister under the *Radiocommunication Act* (Canada) and where the context so requires, his designees at Innovation, Science and Economic Development Canada.

"**ISED Licenses**" means those radio or spectrum licenses issued by ISED Canada pursuant to the *Radiocommunication Act* (Canada) to the Company or its Subsidiaries which contain, as a condition of such license, the requirement to seek the prior approval of ISED Canada to a transfer or a deemed transfer of such license as a result of a change of control of the Company, which include the licenses set forth in Schedule 1.1 of the Company Disclosure Letter.

"**JDA**" means the Joint Defence Privilege Agreement dated February 16, 2021 between, among others, the Company and the Purchaser.

"**Key Regulatory Approvals**" means, collectively, the Competition Act Clearance, the CRTC Approval and the ISED Approval.

"**Law**" means, with respect to any Person, any and all applicable law (statutory, common or otherwise), constitution, treaty, convention, ordinance, code, rule, regulation, order, decision, injunction, notice, judgment, decree, ruling or other similar requirement, whether domestic or foreign, enacted, adopted, promulgated or applied by a Governmental Entity that is binding upon or applicable to such Person or its business, undertaking, property or securities (including, for certainty, Canadian Securities Laws and U.S. Securities Laws), and to the extent that they have the force of law, policies, guidelines, notices and protocols of any Governmental Entity, as amended unless expressly specified otherwise.

"**Leased Premises**" means all real property that is leased, subleased, licensed or otherwise occupied by the Company or any of its Subsidiaries pursuant to a Real Property Lease.

"**Lien**" means any mortgage, charge, pledge, hypothec, security interest, lien (statutory or otherwise), or adverse right or claim, or other third party interest or encumbrance in property (real or personal) of any kind, in each case, howsoever created or arising, whether fixed or floating, perfected or not, contingent or absolute.

"**Marketing Period**" means, if the Purchaser has given written notice to the Company that it requires a Marketing Period, the period of up to ten consecutive Business Days (or such shorter period as is necessary to ensure the Effective Time occurs on or prior to the Outside Date, including in the circumstances specified in the provisos below) following the date on which all conditions precedent to closing for the benefit of the Purchaser (excluding conditions that, by their terms, cannot be satisfied until the Effective Time) shall have been satisfied or waived and the Purchaser shall have received the Required Financing Information; provided that if the Compliance Requirements at any time fail to be satisfied during the Marketing Period, then the Marketing Period will not be deemed to have commenced and the Marketing Period will only commence when the Compliance Requirements are again satisfied and provided further that (i) the following days shall not be considered Business Days for the purposes of this definition: July 1, 2021, July 2, 2021, July 5, 2021, November 24, 2021 and November 26, 2021, (ii) if the Marketing Period shall not have been completed on or prior to August 13, 2021, then it shall not commence prior to September 7, 2021 and (iii) if the Marketing Period shall not have been completed on or prior to December 17, 2021, then it shall not commence prior to January 3, 2022.

"**Matching Period**" has the meaning specified in Section 5.4(a)(v).

"**Material Adverse Effect**" means any change, event, occurrence, effect, state of facts, or circumstance that, individually or in the aggregate with other such changes, events, occurrences, effects, state of facts or circumstances, is or would reasonably be expected to be material and adverse to the business, operations, results of operations, assets, properties, capitalization, financial condition or liabilities (contingent or otherwise) of the Company and its Subsidiaries, taken as a whole, except any such change, event, occurrence, effect, state of facts or circumstance resulting from or arising in connection with:

(a) any change, event or development generally affecting the industries or segments in which the Company and its Subsidiaries operate or carry on their business;

(b) any change or development in currency exchange, interest or inflation rates or in general economic, business, regulatory, political or market conditions or in financial, securities or capital markets in Canada, the United States or in global financial or capital markets;

(c) any hurricane, flood, tornado, earthquake or other natural disaster or man-made disaster, or the commencement or continuation of war, armed hostilities, including the escalation or worsening thereof, or acts of terrorism;

(d) any general outbreak of illness, pandemic (including COVID-19), epidemic or similar event or the worsening thereof;

(e) any adoption, proposal, implementation or change in Law or any interpretation, application or non-application of Law by any Governmental Entity, including any appeal, review and variation of or other decision or action of any Governmental Entity in connection with Telecom Order 2019-288 issued by the CRTC, Telecom Notice of Consultation 2019-57 issued by the CRTC, or the implementation of the recommendations of the Final Report of the Broadcasting and Telecommunications Legislative Review of ISED Canada and the Department of Canadian Heritage, or any change in IFRS or changes in applicable regulatory accounting requirements applicable to the industries in which the Company and its Subsidiaries conduct their business;

(f) any change in the market price or trading volume of any securities of the Company (provided, however, that the causes underlying such change may be considered to determine whether such change constitutes a Material Adverse Effect unless otherwise excluded by clauses (a) through (i)), or any suspension of trading in securities generally on any securities exchange on which any securities of the Company trade;

(g) the failure of the Company to meet any internal or published projections, forecasts, guidance or estimates of revenues, earnings or cash flow for any period ending on or after the date of this Agreement (provided, however, that the causes underlying such failure may be considered to determine whether such failure constitutes a Material Adverse Effect unless otherwise excluded by clauses (a) through (i));

(h) any matter expressly disclosed in the Company Disclosure Letter or in the Company Filings prior to the date hereof;

(i) the announcement, execution or implementation of this Agreement or the transactions contemplated hereby, including (i) any loss or threatened loss of, or adverse change or threatened adverse change in, the relationship of the Company or any of its Subsidiaries with any of its current or prospective employees, customers, clients, shareholders, financing sources, distributors (including broadcasting distribution undertakings), suppliers, licensors (including programming licensors), counterparties, regulators, insurance underwriters, or partners, or (ii) the inability of the Company to participate in any auction for wireless spectrum; or

(j) any action taken (or omitted to be taken) by the Company or any of its Subsidiaries which is required to be taken (or omitted to be taken) pursuant to (i) this Agreement or that is consented to by the Purchaser in writing, or (ii) applicable Law (including COVID-19 Measures),

provided, however, (i) if any change, event, occurrence, effect, state of facts, or circumstance referred to in clauses (a) through to and including (c) above has a materially disproportionate effect on the Company and its Subsidiaries, taken as a whole, relative to other comparable companies and entities operating in the industries in which the Company or any of its Subsidiaries operate, such effect may be taken into account in determining whether a Material Adverse Effect has occurred (in which case only the incremental disproportionate effect may be taken into account in determining whether a Material Adverse Effect has occurred); and (ii) that references in this Agreement to dollar amounts are not intended to be and shall not be deemed to be illustrative or interpretative for purposes of determining whether a Material Adverse Effect has occurred.

"**Material Contract**" means any Contract:

(a) which, if terminated or modified or if it ceased to be in effect, would reasonably be expected to have a Material Adverse Effect;

(b) providing for the establishment, investment in, organization or formation of any material joint venture, co-ownership, partnership, alliance, revenue sharing or similar arrangements;

(c) relating directly or indirectly to the guarantee of any liabilities or obligations or to indebtedness for borrowed money (in each case whether incurred, assumed, guaranteed or secured by any asset) in excess of $50,000,000, excluding guarantees or intercompany liabilities or obligations between two or more wholly-owned Subsidiaries of the Company or between the Company and one or more of its wholly-owned Subsidiaries;

(d) restricting the payment of dividends or other distributions by the Company or any of its Subsidiaries;

(e) that (i) limits or restricts in any material respect the ability of the Company or any Subsidiary to engage in any line of business or carry on business in any geographic area or the scope of Persons to whom the Company or any of its Subsidiaries may sell products or deliver services, (ii) contains any material exclusivity or similar provision, or (iii) grants a third party a "most favoured nation" right or a right of first offer or refusal in respect of material Company Assets;

(f) under which the Company or any of its Subsidiaries have made, reasonably expect to make or is obligated to make or has received or reasonably expects to receive payments in excess of $50,000,000 over the remaining term of such Contract;

(g) providing for any material Swap and any material document governing the AR Securitization Program or entered into in connection therewith;

(h) that is a Collective Agreement;

(i) that is a material satellite transponder lease;

(j) that is a material wireless network arrangement agreement; and

(k) any Contract (other than Contracts referred to in (a) through (j) above) that is still in force and which has been or would be required by Canadian Securities Laws or U.S. Securities Laws to be filed by the Company with the Canadian Securities Authorities or SEC.

"**Material Subsidiaries**" has the meaning specified in paragraph 8(c) of Schedule C.

"**MI 61-101**" means Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions*.

"**Misrepresentation**" means an untrue statement of a material fact or an omission to state a material fact required or necessary to make the statements contained therein not misleading in light of the circumstances in which they are made.

"**Money Laundering Laws**" has the meaning specified in paragraph 36 of Schedule C.

"**No-Action Letter**" means a communication in writing from the Commissioner of Competition advising that he or she does not, at that time, intend to make an application to the Competition Tribunal under section 92 of the Competition Act in respect of the transactions contemplated by this Agreement.

"**Notice**" has the meaning specified in Section 8.4.

"**NYSE**" means the New York Stock Exchange.

"**officer**" has the meaning specified in the *Securities Act* (Alberta).

"**Orders**" means all applicable judgments, orders, writs, injunctions, rulings, decisions, assessments and binding directives, protocols, policies and guidelines having the force of law rendered by any Governmental Entity.

"**Ordinary Course**" means, with respect to an action taken by the Company or its Subsidiaries, that such action is consistent with the past practices of such Party or such Subsidiary and is taken in the ordinary course of the normal day-to-day operations of the business of the Company or such Subsidiary, including any commercially reasonable deviations therefrom taken in good faith by the Company as a result of or in response to natural disasters, calamities, emergencies, crises and any COVID-19 Measures.

"**Outside Date**" means March 15, 2022, subject to automatic adjustment in accordance with this Agreement, or such later date as may be agreed in writing by the Parties; provided however that if the Outside Date shall occur on a day that is not a Business Day, the Outside Date shall be deemed to occur on the next Business Day.

"**Owned Real Property**" means the real property owned by the Company or any of its Subsidiaries, together with all buildings, structures, improvements, and appurtenances thereon and thereto.

"**Parties**" means, collectively, the Company and the Purchaser, and "**Party**" means any one of them.

"**Partnership**" has the meaning specified in paragraph 8(d) of Schedule C.

"**Permitted Liens**" means, in respect of the Company or any of its Subsidiaries, any one or more of the following:

(a) Liens or deposits for Taxes or charges for electricity, gas, power, water and other utilities which are not yet due or delinquent or which are being contested in good faith by appropriate proceedings and in respect of which the applicable

Governmental Entities are prevented from taking collection action during the valid contest of such amounts;

(b) inchoate or statutory Liens of contractors, subcontractors, mechanics, workers, suppliers, materialmen, carriers and others in respect of the construction, maintenance, repair or operation of the Company Assets, provided that such Liens are related to obligations not yet due or delinquent, are not registered against title to any Company Assets and in respect of which adequate holdbacks are being maintained as required by applicable Law;

(c) municipal by-laws, regulations, ordinances, zoning law, building or land use restrictions and other limitations imposed by any Governmental Entity having jurisdiction over real property and any other restrictions affecting or controlling the use, marketability or development of real property imposed by any Governmental Entity having jurisdiction over real property;

(d) customary rights of general application reserved to or vested in any Governmental Entity to control or regulate any interest in the facilities in which the Company or any of its Subsidiaries conduct their business, provided that such Liens, encumbrances, exceptions, agreements, restrictions, limitations, contracts and rights (i) were not incurred in connection with any indebtedness, and (ii) do not, individually or in the aggregate, have a material adverse effect on the value or materially impair or add material cost to the use of the subject property;

(e) agreements affecting real property with any public utility, municipality or Governmental Entity in connection with operations conducted with respect to the Company Assets in the Ordinary Course, but only to the extent those Liens relate to costs and expenses for which payment is not yet due or delinquent;

(f) any minor encroachments by any structure located on the Real Property onto any adjoining lands and any minor encroachment by any structure located on adjoining lands onto the Real Property that do not materially adversely impact the use in the Ordinary Course of the Company Assets affected thereby as they are being used on the date of this Agreement;

(g) easements, rights of way, restrictions, restrictive covenants, servitudes and similar rights in land including rights of way and servitudes for highways and other roads, railways, sewers, drains, gas and oil pipelines, gas and water mains, electric light, power, telephone, telegraph or cable television conduits, poles, wires and cables, that do not materially adversely impact the use in the Ordinary Course of the Company Assets affected thereby as they are being used on the date of this Agreement;

(h) any reservations, exceptions, limitations, provisos and conditions contained in the original Crown grant or patent (including, without limitation, the reservation of any mines and minerals in the Crown or in any other Person), as same may be varied by statute;

(i) any Liens (i) pursuant to capitalized leases or purchase money obligations of such Person permitted in accordance with Section 4.1(b)(xiii) in the Ordinary

Course; (ii) pursuant to any conditional sales agreement, leases for equipment, vehicles or any other personal property and assets in or over the property and assets so purchased or leased in the Ordinary Course; (iii) registered, as of the date hereof, against the Company Assets in a public personal property registry, or similar registry systems; or (iv) registered as of the date hereof against title to the Real Property comprising Company Assets in the applicable land registry offices (other than Liens granted in connection with Indebtedness);

(j) minor imperfections or irregularities of title to Real Property that do not, individually or in the aggregate, materially detract from the value or materially adversely impact the use of the Real Property in the Ordinary Course of the Company Assets affected thereby as they are being used on the date of this Agreement; and

(k) Liens listed and described in Schedule 1.1(b) of the Company Disclosure Letter.

"**Person**" includes any individual, partnership, association, body corporate, trust, organization, estate, trustee, executor, administrator, legal representative, government (including Governmental Entity), syndicate or other entity, whether or not having legal status.

"**Personal Information**" means any information that is subject to any Privacy Law or capable of being associated with a legal Person (in jurisdictions where legal persons have the benefit of, or are protected by, Privacy Laws) or with an individual consumer or device, including information that identifies, or could be combined with other information to identify a device or natural person, including name, physical address, telephone number, email address, financial account number, government-issued identifier (including Social Security number and driver's license number), medical, health or insurance information, gender, date of birth, educational or employment information, any religious or political view or affiliation, marital or other status, photograph, face geometry or biometric information, and any other data used or intended to be used to identify, contact or precisely locate an individual. "Personal Information" includes information in any form, including paper, electronic and other forms.

"**Plan of Arrangement**" means the plan of arrangement, substantially in the form of Schedule A, subject to any amendments or variations thereto made in accordance with Section 8.1 or made at the direction of the Court in the Final Order with the prior written consent of the Company and the Purchaser, each acting reasonably.

"**Pre-Acquisition Reorganization**" has the meaning specified in Section 4.7.

"**Privacy Laws**" means any applicable Law that governs the receipt, collection, compilation, use, storage, processing, sharing, safeguarding, security, disposal, destruction, disclosure or transfer of Personal Information and any such law governing data breach notification, in any jurisdiction in which the Company or any of its Subsidiaries provides services, including, the *Personal Information Privacy and Electronic Documents Act* (Canada), the CASL, and any published interpretation and guidance issued by any Governmental Entity.

"**Preferred Share Redemption**" has the meaning specified in Section 4.8.

"**Purchaser**" has the meaning specified in the preamble.

"**Purchaser Board**" means the board of directors of the Purchaser as constituted from time to time.

"**Purchaser Filings**" means all forms, reports, schedules, statements and other documents which are publicly filed or furnished by the Purchaser pursuant to applicable Canadian Securities Laws or the U.S. Exchange Act since January 1, 2020.

"**Purchaser Material Adverse Effect**" means any change, event, occurrence, effect, state of facts, or circumstance that, individually or in the aggregate with other such changes, events, occurrences, effects, state of facts or circumstances, is or would reasonably be expected to be material and adverse to the business, operations, results of operations, assets, properties, capitalization, financial condition or liabilities (contingent or otherwise) of the Purchaser and its Subsidiaries, taken as a whole, except any such change, event, occurrence, effect, state of facts or circumstance resulting from or arising in connection with:

(a) any change, event or development generally affecting the industries or segments in which the Purchaser and its Subsidiaries operate or carry on their business;

(b) any change or development in currency exchange, interest or inflation rates or in general economic, business, regulatory, political or market conditions or in financial, securities or capital markets in Canada, the United States or in global financial or capital markets;

(c) any hurricane, flood, tornado, earthquake or other natural disaster or man-made disaster, or the commencement or continuation of war, armed hostilities, including the escalation or worsening thereof, or acts of terrorism;

(d) any general outbreak of illness, pandemic (including COVID-19), epidemic or similar event or the worsening thereof;

(e) any adoption, proposal, implementation or change in Law or any interpretation, application or non-application of Law by any Governmental Entity, including any appeal, review and variation of or other decision or action of any Governmental Entity in connection with Telecom Order 2019-288 issued by the CRTC, Telecom Notice of Consultation 2019-57 issued by the CRTC, or the implementation of the recommendations of the Final Report of the Broadcasting and Telecommunications Legislative Review of ISED Canada and the Department of Canadian Heritage, or any change in IFRS or changes in applicable regulatory accounting requirements applicable to the industries in which the Purchaser and its Subsidiaries conduct their business;

(f) any change in the market price or trading volume of any securities of the Purchaser (provided, however, that the causes underlying such change may be considered to determine whether such change constitutes a Purchaser Material Adverse Effect unless otherwise excluded by clauses (a) through (i)), or any suspension of trading in securities generally on any securities exchange on which any securities of the Purchaser trade;

(g) the failure of the Purchaser to meet any internal or published projections, forecasts, guidance or estimates of revenues, earnings or cash flow for any period ending on or after the date of this Agreement (provided, however, that the causes underlying such failure may be considered to determine whether such failure constitutes a Purchaser Material Adverse Effect unless otherwise excluded by clauses (a) through (i));

(h) any matter expressly disclosed in the Purchaser Filings prior to the date hereof;

(i) the announcement, execution or implementation of this Agreement or the transactions contemplated hereby, including (i) any loss or threatened loss of, or adverse change or threatened adverse change in, the relationship of the Purchaser or any of its Subsidiaries with any of its current or prospective employees, customers, clients, shareholders, financing sources (other than the Debt Financing Sources), distributors (including broadcasting distribution undertakings), suppliers, licensors (including programming licensors), counterparties, regulators, insurance underwriters, or partners, or (ii) any inability of the Purchaser to participate in any auction for wireless spectrum; or

(j) any action taken (or omitted to be taken) by the Purchaser or any of its Subsidiaries which is required to be taken (or omitted to be taken) pursuant to (i) this Agreement or that is consented to by the Company in writing, or (ii) applicable Law (including COVID-19 Measures),

provided, however, (i) if any change, event, occurrence, effect, state of facts, or circumstance referred to in clauses (a) through to and including (c) above has a materially disproportionate effect on the Purchaser and its Subsidiaries, taken as a whole, relative to other comparable companies and entities operating in the industries in which the Purchaser or any of its Subsidiaries operate, such effect may be taken into account in determining whether a Purchaser Material Adverse Effect has occurred (in which case only the incremental disproportionate effect may be taken into account in determining whether a Purchaser Material Adverse Effect has occurred); and (ii) that references in this Agreement to dollar amounts are not intended to be and shall not be deemed to be illustrative or interpretative for purposes of determining whether a Purchaser Material Adverse Effect has occurred.

“**Purchaser Permitted Dividends**” means, in respect of the Purchaser Voting Shares and the Purchaser Shares, regular quarterly dividends declared from time to time by the Purchaser Board in the Ordinary Course with a record date occurring on or after the date of this Agreement and prior to the Effective Date.

“**Purchaser Shares**” means the Class B Non-Voting Shares in the capital of the Purchaser.

“**Purchaser Voting Shares**” means the Class A Voting Shares in the capital of the Purchaser.

“**Real Property**” means the Owned Real Property and the Leased Premises.

“**Real Property Lease**” means any lease, sublease, license, occupancy agreement or other agreement with respect to any real property leased, subleased, licensed or otherwise occupied by the Company or any of its Subsidiaries (except the Owned Real Property).

"**Redemption Date**" has the meaning specified in Section 4.8.

"**Redemption Notice**" has the meaning specified in Section 4.8.

"**Registrar**" means the registrar duly appointed pursuant to section 263 of the ABCA.

"**Regulatory Approval**" means any consent, waiver, permit, exemption, review, order, decision or approval of, or any registration and filing with, any Governmental Entity, or the expiry, waiver or termination of any waiting period imposed by Law or a Governmental Entity, in each case required in connection with the Arrangement, including the Key Regulatory Approvals.

"**Release**" has the meaning prescribed in any Environmental Law and includes any sudden, intermittent or gradual release, spill, leak, pumping, addition, pouring, emission, emptying, discharge, injection, escape, leaching, disposal, dumping, deposit, spraying, burial, abandonment, incineration, seepage, placement or introduction of a Hazardous Substance, whether accidental or intentional, into the environment.

"**Representative**" means, with respect to a Party, such Party's directors, officers, trustees, employees, representatives (including any legal financial or other advisor) or agent of such Party or of any of its Subsidiaries (provided that, for purposes of this Agreement, in no event shall a Representative of the Company include the Controlling Shareholder) and, in the case of the Purchaser, includes the Financing Sources and their respective advisors.

"**Required Financing Information**" means (a) the audited consolidated statements of financial position (as at August 31, 2020, 2019 and 2018 or, if closing has not occurred prior to November 15, 2021, August 31, 2021, 2020 and 2019) and the related statements of earnings and cash flows for the Company for the fiscal years then ended, (b) unaudited consolidated statements of financial position and related statements of earnings of the Company for each fiscal quarter ended after August 31, 2020 and ended at least 45 days prior to the Effective Date, (c) such other customary financial information regarding the Company and its Subsidiaries as may reasonably be requested by, and is necessary for, the Purchaser to fulfill the conditions and obligations applicable to it under the Debt Commitment Letter and, (d) in connection with a Substitute Financing or any other Financing involving the offering of securities, such other financial information, audit reports, operating data, business and other pertinent information regarding the Company and its Subsidiaries of the type and in the form (i) required to be included in or incorporated into a short form prospectus to qualify under Canadian Securities Laws, or in a registration statement on Form F-10 to register under U.S. Securities Laws, as applicable, a public offering of such securities (ii) customarily included in an offering memorandum or similar offering document to market a private placement of debt securities in Canada or pursuant to Rule 144A promulgated under the U.S. Securities Act and (iii) necessary for the underwriters or initial purchasers of such securities to receive a customary "comfort letter" from the Company's independent auditors; provided, that the "Required Financing Information" shall not include (i) any pro forma financial statements or any information regarding any post-Effective Time or pro forma adjustments desired to be incorporated into any information used in connection with the Financing (including any synergies or cost savings), pro forma ownership or an as-adjusted capitalization table, (ii) projections, (iii) any description of all or any component of the Financing, or (iv) risk factors relating to all or any component of the Financing.

"**Required Shareholder Approval**" has the meaning specified in Section 2.2(b).

"**Reverse Termination Amount**" has the meaning specified in Section 8.2(e).

"**Reverse Termination Amount Event**" has the meaning specified in Section 8.2(e).

"**RTA Asset Portion**" has the meaning specified in Section 8.2(f).

"**RTA Request**" has the meaning specified in Section 8.2(f).

"**Sanctions**" has the meaning specified in paragraph 34 of Schedule C.

"**SEC**" means the United States Securities and Exchange Commission.

"**Securities Laws**" means Canadian Securities Laws and U.S. Securities Laws.

"**SEDAR**" means the System for Electronic Document Analysis and Retrieval maintained on behalf of the Canadian Securities Authorities.

"**Senior Management**" means the members of the senior leadership team of the Company, which is currently comprised of (i) the President, Shaw Communications; (ii) the Executive Vice President, Chief Financial & Corporate Development Officer; (iii) the Chief Operating Officer & Chief Technology Officer; (iv) the Executive Vice President & Chief Legal and Regulatory Officer; (vi) the President, Business; (v) the Executive Vice President & Chief People and Culture Officer; and (vii) the President, Consumer.

"**SERP**" means the Supplemental Executive Retirement Plan of the Company, amended and restated dated as of June 28, 2017.

"**Shaw Family Shareholder**" has the meaning specified in the Plan of Arrangement.

"**Shaw Family Group**" has the meaning specified in the Plan of Arrangement.

"**Software**" means computer software and programs (both source code and object code form), all proprietary rights in the computer software and programs and all documentation and other materials related to the computer software and programs.

"**Special Committee**" means the special committee of independent members of the Company Board formed in relation to the proposal to effect the transactions contemplated by this Agreement.

"**Statutory Plans**" means statutory benefit plans which the Company or its Subsidiaries, as applicable, are required to participate in or comply with, including any benefit plan administered by any federal or provincial government and any benefit plans administered pursuant to applicable health, Tax, workplace safety insurance, and employment insurance legislation.

"**Subsidiary**" has the meaning specified in Section 1.2(k).

"**Substitute Financing**" has the meaning specified in Section 4.15(b). For greater certainty, the debt securities issued in a Substitute Financing may be non-convertible or may be convertible or exchangeable into preferred equity or other securities.

"**Superior Proposal**" means any *bona fide* written Acquisition Proposal made after the date of this Agreement from a Person or group of Persons "acting jointly or in concert" (within the meaning of National Instrument 62-104 – *Take-Over Bids and Issuer Bids*) to acquire not less than all of the outstanding Company Participating Shares or all or substantially all of the assets of the Company on a consolidated basis that:

(a) complies with Canadian Securities Laws and U.S. Securities Law and did not result from or involve a breach of Article 5;

(b) the Company Board has determined in good faith, after receiving the advice of its outside legal and financial advisors, is reasonably capable of being completed without undue delay relative to the Arrangement, taking into account all financial, legal, regulatory and other aspects of such Acquisition Proposal and the Person or group of Persons making such Acquisition Proposal and their respective affiliates;

(c) is not subject to any financing contingency and in respect of which, to the satisfaction of the Company Board, acting in good faith after receiving the advice of its outside legal and financial advisors, adequate arrangements have been made to ensure that the required funds will be available to effect payment in full for all of the Company Participating Shares or assets, as the case may be;

(d) is not subject to any due diligence or access condition; and

(e) the Company Board determines, in its good faith judgment, after receiving the advice of its outside legal and financial advisors and after taking into account all the terms and conditions of the Acquisition Proposal and other factors deemed relevant by the Company Board (including the Person or group of Persons making such Acquisition Proposal and their affiliates), would, if consummated in accordance with its terms (but without assuming away any risk of non-completion), result in a transaction which is more favourable, from a financial point of view, to each class of the Company Participating Shareholders than the Arrangement (including any amendments to the terms and conditions of the Arrangement proposed by the Purchaser pursuant to Section 5.4(b)).

"**Superior Proposal Notice**" has the meaning specified in Section 5.4(a)(ii).

"**Swap**" means any transaction which is a derivative, rate swap transaction, basis swap, forward rate transaction, hedge, equity or equity index swap, equity index option, bond option, interest rate option, forward foreign exchange transaction, cap transaction, floor transaction, collar transaction, currency swap transaction, cross-currency rate swap transaction, currency option, forward sale, exchange traded futures Contract or other similar transaction (including any option with respect to any of these transactions or any combination of these transactions).

"**Tax Act**" means the *Income Tax Act* (Canada).

"**Tax Returns**" means any and all returns, reports, declarations, elections, notices, forms, designations, filings, and statements (including estimated tax returns and reports, withholding tax returns and reports, and information returns and reports) filed or required to be filed in respect of Taxes.

"**Taxes**" means (a) any and all taxes, duties, fees, excises, premiums, assessments, imposts, levies and other charges or assessments of any kind whatsoever imposed by any Governmental Entity, whether computed on a separate, consolidated, unitary, combined or other basis, including those levied on, or measured by, or described with respect to, income, gross receipts, profits, gains, windfalls, capital, capital stock, production, recapture, transfer, land transfer, license, gift, occupation, wealth, environment, net worth, indebtedness, surplus, sales, goods and services, harmonized sales, provincial sales, use, value-added, excise, special assessment, stamp, withholding, business, franchising, real or personal property, health, employee health, payroll, workers' compensation, employment or unemployment, severance, social services, social security, education, utility, surtaxes, customs, import or export, and including all license and registration fees and all employment insurance, health insurance and government pension plan premiums or contributions; (b) all interest, penalties, fines, additions to tax or other additional amounts imposed by any Governmental Entity on or in respect of amounts of the type described in clause (a) above or this clause (b); (c) any liability for the payment of any amounts of the type described in clauses (a) or (b) as a result of being a member of an affiliated, consolidated, combined or unitary group for any period; and (d) any liability for the payment of any amounts of the type described in clauses (a) or (b) as a result of any express or implied obligation to indemnify any other Person or as a result of being a transferee or successor in interest to any party, and in each case, whether disputed or not.

"**Termination Amount**" has the meaning specified in Section 8.2(b).

"**Termination Amount Event**" has the meaning specified in Section 8.2(b).

"**Third Party Beneficiaries**" has the meaning specified in Section 8.6(a).

"**Timing Agreement**" means a timing agreement entered into with the Commissioner of Competition in accordance with this Agreement and with a waiting period that expires before the Outside Date (before any extension under Section 1.3 hereof).

"**TSX**" means the Toronto Stock Exchange.

"**TSXV**" means the TSX Venture Exchange.

"**U.S. Exchange Act**" means the *Securities Exchange Act of 1934* of the United States, as amended from time to time and the rules and regulations of the SEC promulgated thereunder.

"**U.S. Securities Act**" means the *Securities Act of 1933* of the United States, as amended from time to time and the rules and regulations of the SEC promulgated thereunder.

"**U.S. Securities Laws**" means the U.S. Securities Act and all other applicable U.S. federal securities laws.

"**Voting Support Agreements**" means, collectively, the D&O Support and Voting Agreements and the Controlling Shareholder Voting Support Agreement.

"**wilful breach**" means a material breach of this Agreement that is a consequence of any act or failure to act by the breaching party with the actual knowledge that the taking of such act or the failure to take such act would, or would be reasonably expected to, cause a material breach of this Agreement.

1.2 Certain Rules of Interpretation

In this Agreement, unless otherwise specified:

(a) **Headings, etc**. The provision of a Table of Contents, the division of this Agreement into Articles and Sections and the insertion of headings are for convenient reference only and do not affect the construction or interpretation of this Agreement.

(b) **Currency**. All references to dollars or to $ are references to Canadian dollars, unless otherwise specified. In the event that any amounts are required to be converted from a foreign currency to Canadian dollars or vice versa, such amounts shall be converted using the most recent closing exchange rate of The Bank of Canada available before the relevant calculation date.

(c) **Gender and Number**. Any reference to gender includes all genders. Words importing the singular number only include the plural and vice versa.

(d) **Certain Phrases and References, etc**.

(i) The words "including", "includes" and "include" mean "including (or includes or include) without limitation," and "the aggregate of", "the total of", "the sum of", or a phrase of similar meaning means "the aggregate (or total or sum), without duplication, of".

(ii) Unless stated otherwise, "Article", "Section", "paragraph" and "Schedule" followed by a number or letter mean and refer to the specified Article, Section or paragraph of or Schedule to this Agreement.

(iii) The term "Agreement" and any reference in this Agreement to this Agreement or any other agreement or document includes, and is a reference to, this Agreement or such other agreement or document as it may have been, or may from time to time be, amended, restated, replaced, supplemented or novated and includes all schedules to it.

(iv) The term "made available" means (A) copies of the subject materials were included in the Data Room, (B) copies of the subject material were provided to the Purchaser or its Representatives in accordance with the Information Sharing Procedures, or (C) the subject material was listed in the Company Disclosure Letter and copies were provided to the Purchaser or its Representatives.

(e) **Capitalized Terms**. All capitalized terms used in any Schedule or in the Company Disclosure Letter have the meanings ascribed to them in this Agreement.

(f) **Knowledge**.

(i) Where any representation or warranty is expressly qualified by reference to the knowledge of the Company, it is deemed to refer to the actual knowledge of Bradley Shaw, Executive Chair and Chief Executive Officer, Trevor English, Executive Vice President, Chief Financial and Corporate Development Officer, Paul McAleese, President, Peter Johnson, Executive Vice President, Chief Legal and Regulatory Officer and Zoran Stakic, Chief Operating Officer and Chief Technical Officer, after reasonable inquiry (which shall be deemed to be limited to inquiries of Company Employees who had knowledge of the transactions contemplated by this Agreement at least two Business Days prior to the date hereof).

(ii) Where any representation or warranty is expressly qualified by reference to the knowledge of the Purchaser, it is deemed to refer to the actual knowledge of Joe Natale, President and Chief Executive Officer, Tony Staffieri, Chief Financial Officer, Graeme McPhail, Chief Legal and Regulatory Officer, after reasonable inquiry (which shall be deemed to be limited to inquiries of employees of the Purchaser who had knowledge of the transactions contemplated by this Agreement at least two Business Days prior to the date hereof).

(g) **Accounting Terms**. Unless otherwise specified herein, all accounting terms are to be interpreted in accordance with IFRS and all determinations of an accounting nature in respect of the Company required to be made shall be made in a manner consistent with IFRS.

(h) **Statutes**. Any reference to a statute refers to such statute and all rules and regulations made under it, as it or they may have been or may from time to time be amended or re-enacted, unless stated otherwise.

(i) **Computation of Time**. A period of time is to be computed as beginning on the day following the event that began the period and ending at 4:30 p.m. on the last day of the period, if the last day of the period is a Business Day, or at 4:30 p.m. on the next Business Day if the last day of the period is not a Business Day. If the date on which any action is required or permitted to be taken under this Plan of Arrangement by a Person is not a Business Day, such action shall be required or permitted to be taken on the next succeeding day which is a Business Day.

(j) **Time References**. References to days means calendar days, unless stated otherwise. References to time are to local time in Calgary, Alberta unless otherwise stated.

(k) **Affiliates and Subsidiaries**. For the purpose of this Agreement, a Person is an "**affiliate**" of another Person if one of them is a Subsidiary of the other or each one of them is controlled, directly or indirectly, by the same Person, provided that in no case shall an "affiliate" of the Company or any of its Subsidiaries include any member of the Shaw Family Group or Corus Entertainment Inc., and in no case shall an "affiliate" of the Purchaser or any of its Subsidiaries include the Rogers Control Trust. A "**Subsidiary**" means a Person that is controlled directly or indirectly by another Person and includes a Subsidiary of that Subsidiary. A Person is considered to "**control**" another Person if: (i) the first Person beneficially owns or directly or indirectly exercises control or direction over securities of the second Person carrying votes which, if exercised, would entitle the first Person to elect a majority of the directors of the second Person, unless that first Person holds the voting securities only to secure an obligation, or (ii) the second Person is a partnership, other than a limited partnership, and the first Person holds more than 50% of the interests of the partnership, or (iii) the second Person is a limited partnership, and the general partner of the limited partnership is the first Person. To the extent any covenants or agreements relate, directly or indirectly, to a Subsidiary of the Company, each such provision shall be construed as a covenant by the Company to cause (to the fullest extent to which it is legally capable) such Subsidiary to perform the required action.

(l) **Consent**. If any provision requires approval or consent of a Party and such approval or consent is not delivered within the specified time limit, the Party whose consent or approval is required shall be conclusively deemed to have withheld its approval or consent. Without limiting any other basis upon which the Purchaser may withhold, condition or delay its consent hereunder, if the Purchaser's consent is requested with respect to any matter with respect to this Agreement, it will not be considered unreasonable for the Purchaser to withhold, delay or condition the Purchaser's consent to such matter if such requested consent, together with any other modifications, amendments or express waivers or consents with respect to this Agreement, individually or in the aggregate: (i) where consent of the Financing Sources is required in connection with the Purchaser's consent to such matter and such matter is materially adverse to the interests of the Financing Sources, and the Financing Sources condition or delay their consent to such matter (to the extent of any such condition or delay), or (ii) such consent would reasonably be expected to adversely impact the Purchaser's ability to participate in any spectrum auction while advancing the transactions contemplated herein.

1.3 Outside Date

(a) Either the Company or the Purchaser shall have the right to postpone the Outside Date on one or more occasions (by at least 10 days or an integral multiple thereof, as specified by the postponing Party) up to a maximum of 90 days if one or more of the Key Regulatory Approvals have not been obtained and none of such remaining Key Regulatory Approvals has been denied by a non-appealable decision of a Governmental Entity.

(b) A postponing Party shall give written notice of any such postponement of the Outside Date permitted in accordance with Section 1.3(a) to the other Party by no later than 5:00 p.m. on the date that is not less than five Business Days prior to the Outside Date (as such Outside Date may have been postponed pursuant to this Section 1.3), or such later date as may be agreed to in writing by the Parties; provided that, notwithstanding the foregoing, a Party shall not be permitted to unilaterally postpone the Outside Date (as such Outside Date may have been postponed pursuant to this Section 1.3) if (a) the failure to obtain a Key Regulatory Approval is the result of such Party's wilful breach of its obligations under this Agreement with respect to obtaining such Key Regulatory Approval, or (b) in the aggregate such postponements would exceed 90 days from the original Outside Date.

1.4 Schedules

The schedules attached to this Agreement form an integral part of this Agreement for all purposes of it.

1.5 Company Disclosure Letter

The Company Disclosure Letter itself and all information contained in it is confidential information and is subject to the terms and conditions of the Confidentiality Agreement.

ARTICLE 2
THE ARRANGEMENT

2.1 Arrangement

The Company and the Purchaser agree that the Arrangement will be implemented in accordance with and subject to the terms and conditions of this Agreement and the Plan of Arrangement.

2.2 Interim Order

As soon as reasonably practicable after the date of this Agreement and, in any event, prior to April 27, 2021 (provided that, if normal Court operations are disrupted in response to the COVID-19 pandemic, the hearing date may be extended until the earliest possible date on which the Court will grant a hearing (whether in person, via telephone or other virtual means) for these purposes), the Company shall apply in a manner reasonably acceptable to the Purchaser pursuant to section 193 of the ABCA and, in cooperation with the Purchaser, prepare, file and diligently pursue an application for the Interim Order, which shall provide, among other things:

(a) for the classes of Persons to whom notice is to be provided in respect of the Arrangement and the Company Meeting and for the manner in which such notice is to be provided;

(b) that the required level of approval (the "**Required Shareholder Approval**") for the Arrangement Resolution shall be:

  (i) two-thirds of the votes cast on the Arrangement Resolution by Class A Shareholders, voting separately as a class, present in person or by proxy at the Company Meeting;

  (ii) two-thirds of the votes cast on the Arrangement Resolution by Class B Shareholders, voting separately as a class, present in person or by proxy at the Company Meeting;

  (iii) a majority of the votes cast on the Arrangement Resolution by Class A Shareholders, voting as a separate class, present in person or by proxy at the Company Meeting, excluding for this purpose votes attached to the Class A Shares held by Persons described in items (a) through (d) of section 8.1(2) of MI 61-101;

  (iv) a majority of the votes cast on the Arrangement Resolution by Class B Shareholders, voting as a separate class, present in person or by proxy at the Company Meeting, excluding for this purpose votes attached to the Class B Shares held by Persons described in items (a) through (d) of section 8.1(2) of MI 61-101; and

  (v) if and to the extent required by the Court, such other approval of securityholders of the Company as may be required by the Court;

(c) that, subject to the discretion of the Court, the Company Meeting may be held as a virtual-only or hybrid shareholder meeting and that Company Participating Shareholders that participate in the Company Meeting by virtual means will be deemed to be present at the Company Meeting;

(d) that, if a virtual-only Company Meeting is held with the approval of the Court, such Company Meeting will be deemed to be held at the location of the Company's registered office;

(e) for the grant of the Dissent Rights only to those Company Participating Shareholders who are registered Company Participating Shareholders as contemplated in the Plan of Arrangement;

(f) for the notice requirements with respect to the presentation of the application to the Court for the Final Order;

(g) that the Company Meeting may be adjourned or postponed from time to time by the Company in accordance with the terms of this Agreement or as otherwise agreed to by the Parties without the need for additional approval of the Court;

(h) confirmation of the record date for the purposes of determining the Company Participating Shareholders entitled to notice of and to vote at the Company Meeting in accordance with the Interim Order;

(i) that the record date for the Company Participating Shareholders entitled to notice of and to vote at the Company Meeting will not change in respect of any adjournment(s) of the Company Meeting, unless required by the Court or applicable Laws;

(j) that, subject to the foregoing and in all other respects, other than as ordered by the Court, the terms, restrictions and conditions of the Company's Constating Documents, including quorum requirements and all other matters, shall apply in respect of the Company Meeting; and

(k) for such other matters as the Purchaser or the Company may reasonably require, subject to obtaining the prior consent of the other, such consent not to be unreasonably withheld, conditioned or delayed.

2.3 The Company Meeting

Subject to the terms of this Agreement and (other than Section 2.3(a)) the receipt of the Interim Order, the Company shall:

(a) in consultation with the Purchaser, fix and publish a record date for the purposes of determining the Company Participating Shareholders entitled to receive notice of and vote at the Company Meeting;

(b) convene and conduct the Company Meeting (including by virtual means) in accordance with the Interim Order, the Company's Constating Documents and Law as soon as reasonably practicable, and in any event on or before May 31, 2021 (it being acknowledged that the foregoing date may be extended by the same number of days as contemplated by Section 2.2 to the extent applicable), and not adjourn, postpone or cancel (or propose the adjournment, postponement or cancellation of) the Company Meeting without the prior written consent of the Purchaser, except:

    (i) as required for quorum purposes (in which case the Company Meeting shall be adjourned and not cancelled), by applicable Law or by a Governmental Entity; or

    (ii) as otherwise expressly provided in Section 4.11(d) or Section 5.4(f);

(c) solicit proxies in favour of the approval of the Arrangement Resolution and against any resolution submitted by any Company Participating Shareholder that is inconsistent with the Arrangement Resolution and the completion of any of the transactions contemplated by this Agreement;

(d) if so requested by the Purchaser, acting reasonably, using proxy solicitation services firms, acceptable to and at the expense of the Purchaser, to solicit proxies in favour of the approval of the Arrangement Resolution, and against any resolution submitted by any Person that is inconsistent with the Arrangement Resolution, provided that the Company shall not be required to continue to do so if there has been a Change in Recommendation in accordance with Section 5.4;

(e) provide the Purchaser with copies of or access to information regarding the Company Meeting generated by the Company's transfer agent or any proxy solicitation services firm, as reasonably requested from time to time by the Purchaser;

(f) permit the Purchaser to, at the Purchaser's expense, to directly or through a proxy solicitation services firm of its choice, actively solicit proxies in favour of the Arrangement and against any resolution submitted by any Person that is inconsistent with the Arrangement Resolution in compliance with Law and the Company shall disclose in the Company Circular that the Purchaser may make such solicitations;

(g) give notice to the Purchaser of the Company Meeting and allow the Purchaser's Representatives to attend the Company Meeting (including by virtual means);

(h) promptly advise the Purchaser, at such times as the Purchaser may reasonably request and at least on a daily basis on each of the last 10 Business Days prior to the date of the Company Meeting, as to the aggregate tally of the proxies received by the Company in respect of the Arrangement Resolution;

(i) promptly advise the Purchaser of receipt of any written communication or material verbal communication from any Person in opposition to the Arrangement (except for non-substantive communications) and/or relating to the exercise or purported exercise or withdrawal of Dissent Rights and, subject to Law, provide the Purchaser with an opportunity to review and comment upon any written communication sent by or on behalf of the Company to any such Person and to participate in any discussions, negotiations or proceedings with or including any such Person;

(j) not settle, compromise or make any payment with respect to, or agree to settle, compromise or make any payment with respect to, any exercise or purported exercise of Dissent Rights without the prior written consent of the Purchaser;

(k) not change the record date for the Company Participating Shareholders entitled to vote at the Company Meeting in connection with any adjournment or postponement of the Company Meeting (unless required by Law or the Interim Order, or the Purchaser's written consent is provided);

(l) not waive any failure by any holder of Company Participating Shares to timely deliver a notice of exercise of Dissent Rights without the prior written consent of the Purchaser; and

(m) at the reasonable request of the Purchaser from time to time, promptly provide the Purchaser with a list (in both written and electronic form) of: (i) the registered Company Participating Shareholders, together with their addresses and respective holdings of Company Participating Shares, as applicable; (ii) the names, addresses and holdings of all Persons having rights issued by the Company to acquire Company Participating Shares (including holders of Company Equity Awards); and (iii) participants in book-based systems and non-objecting beneficial owners of Company Participating Shares, together with their addresses and respective holdings of Company Participating Shares, as applicable. The Company shall from time to time require that its registrar and transfer agent furnish the Purchaser with such additional information, including updated or additional lists of Company Participating Shareholders and lists of holdings and other assistance as the Purchaser may reasonably request.

2.4 The Company Circular

(a) Subject to the Purchaser's compliance with Section 2.4(d), the Company shall promptly prepare and complete, in consultation with the Purchaser, the Company Circular together with any other documents required by Law in connection with the Company Meeting and the Arrangement or that may be necessary in connection with obtaining the Required Shareholder Approval, and the Company shall, promptly after obtaining the Interim Order, cause the Company Circular and such other documents to be filed and sent to each Company Participating Shareholder and other Person as required by the Interim Order and Law, in each case using reasonable best efforts so as to permit the Company Meeting to be held in accordance with Section 2.3(b) (as may be extended by such provision).

(b) On the date of mailing thereof, the Company shall ensure that the Company Circular complies in material respects with Law and the Interim Order, does not contain any Misrepresentation (except that the Company shall not be responsible for any information included in the Company Circular relating to the Purchaser and its affiliates that was furnished or approved by the Purchaser for inclusion in the Company Circular pursuant to Section 2.4(d)) and provides the Company Participating Shareholders with sufficient information to permit them to form a reasoned judgement concerning the matters to be placed before the Company Meeting. Without limiting the generality of the foregoing, the Company Circular shall include:

(i) a copy of the Interim Order;

(ii) a copy of each of the Fairness Opinions;

(iii) a summary of the Controlling Shareholder Voting Support Agreement;

(iv) unless the Company Board has made a Change in Recommendation in accordance with Section 5.4, a statement to the effect that the Special Committee has received the Fairness Opinions and has, after receiving legal and financial advice, unanimously determined that the Arrangement is fair and reasonable to the Company Participating Shareholders (other than the Shaw Family Shareholders) and in the best interests of the Company and recommended to the Company Board that the Company Board (A) approve this Agreement and the Arrangement, and (B) recommend that the Company Participating Shareholders (other than the Shaw Family Shareholders) vote in favour of the Arrangement Resolution;

(v) unless the Company Board has made a Change in Recommendation in accordance with Section 5.4, a statement to the effect that the Company Board has received the Fairness Opinions and has, after receiving legal and financial advice and the recommendation of the Special Committee, unanimously determined that the Arrangement is fair and reasonable to the Company Participating Shareholders (other than the Shaw Family Shareholders) and in the best interests of the Company and recommends that Company Participating Shareholders (other than the Shaw Family Shareholders) vote in favour of the Arrangement Resolution (the "**Company Board Recommendation**"); and

(vi) a statement to the effect that, to the extent accurate as of such time, each director and member of Senior Management has agreed to vote all of such Person's Company Participating Shares in favour of the Arrangement, subject to the terms and conditions of the D&O Support and Voting Agreements.

(c) The Company shall give the Purchaser and its Representatives a reasonable opportunity to review and comment on drafts of the Company Circular and other related documents, and shall give reasonable consideration to any comments made by them, and agrees that all information relating solely to the Purchaser or any of its affiliates included in the Company Circular must be in a form and content satisfactory to the Purchaser, acting reasonably.

(d) The Purchaser shall provide the Company with, on a timely basis, all necessary information regarding the Purchaser, its affiliates and the Arrangement Consideration Shares (including any *pro forma* financial statements and other information relating to the Purchaser following completion of the transactions contemplated hereby) as required by applicable Laws for inclusion in the Company Circular or in any amendments or supplements to such Company Circular. The Purchaser shall ensure that such information does not contain any Misrepresentation.

(e) The Company shall promptly advise the Purchaser of any communication received by the Company from the TSX, the TSXV, the NYSE, the Canadian Securities Authorities, the SEC or any other Governmental Entity in connection with the Company Circular.

(f) Each Party shall promptly notify the other Party if it becomes aware that the Company Circular contains a Misrepresentation, or otherwise requires an amendment or supplement. The Parties shall cooperate in the preparation of any such amendment or supplement as required or appropriate, and the Company shall promptly mail, file or otherwise publicly disseminate any such amendment or supplement to the Company Participating Shareholders and, if required by the Court or by Law, file the same with the Canadian Securities Authorities, the SEC or any other Governmental Entity as required.

2.5 Final Order

If the Interim Order is obtained and the Arrangement Resolution is approved at the Company Meeting in accordance with the terms of the Interim Order, the Company shall take all steps necessary to submit the Arrangement to the Court and diligently pursue an application for the Final Order pursuant to section 193(9) of the ABCA as soon as reasonably practicable but, in any event, not later than three Business Days after the Arrangement Resolution is passed at the Company Meeting as provided for in the Interim Order.

2.6 Court Proceedings

(a) The Purchaser shall cooperate with and assist the Company in, and consent to the Company, seeking the Interim Order and the Final Order, including by providing the Company on a timely basis any information regarding the Purchaser and its affiliates as reasonably requested by the Company or as required by Law to be supplied by the Purchaser in connection therewith.

(b) In connection with all Court proceedings relating to obtaining the Interim Order and the Final Order, and in each case subject to Law, the Company shall:

(i) diligently pursue, and cooperate with the Purchaser in diligently pursuing, the Interim Order and the Final Order;

(ii) provide the Purchaser and its outside legal counsel with a reasonable opportunity to review and comment upon drafts of all material to be filed with the Court in connection with the Arrangement, including drafts of the motion for Interim Order and Final Order, affidavits, the Interim Order and the Final Order, and give reasonable consideration to all such comments;

(iii) promptly provide outside legal counsel to the Purchaser with copies of any notice of appearance, evidence or other documents served on the Company or its outside legal counsel in respect of the application for the Interim Order or the Final Order or any appeal from them, and any notice, written or oral, indicating the intention of any Person to appeal, or oppose the granting of, the Interim Order or the Final Order;

(iv) not object to outside legal counsel to the Purchaser making such submissions on the hearing of the motion for the Interim Order and the application for the Final Order as such counsel considers appropriate, provided that (A) the Purchaser advises the Company of the nature of any such submissions and provides copies to the Company of any notice of appearance, motions or other documents supporting such submissions, in each case, on a timely basis prior to the hearing, and (B) such submissions are consistent in all material respects with this Agreement and the Plan of Arrangement;

(v) ensure that all material filed with the Court in connection with the Arrangement is consistent in all material respects with this Agreement and the Plan of Arrangement;

(vi) oppose any proposal from any party that the Final Order contain any provision inconsistent with this Agreement;

(vii) if at any time after the issuance of the Final Order and prior to the Effective Date, the Company is required by the terms of the Final Order or by Law to return to Court with respect to the Final Order, it shall do so after notice to, and in consultation and cooperation with, the Purchaser; and

(viii) not file any material with the Court in connection with the Arrangement or serve any such material, or agree to modify or amend any material so filed or served, except as contemplated by this Agreement or with the Purchaser's prior written consent, which consent may not be unreasonably withheld, conditioned or delayed, provided that the Purchaser may, in its sole discretion, withhold its consent with respect to any increase in or variation in the form of the Arrangement Consideration or other modification or amendment to such filed or served materials that expands or increases the Purchaser's obligations or diminishes or limits the Purchaser's rights set forth in any such filed or served materials or under this Agreement, the Arrangement and the Voting Support Agreements.

2.7 Company Equity Awards

The Parties acknowledge and agree that the outstanding Company Equity Awards shall be treated in accordance with the provisions of the Plan of Arrangement.

2.8 Employee Share Purchase Program

The Parties acknowledge and agree that all Class B Shares that are subject to the Employee Share Purchase Program shall be subject to the Plan of Arrangement and the holders thereof shall be entitled to receive the Arrangement Consideration in respect of such Class B Shares at the same time and on the same conditions as the Class B Shareholders pursuant to the Arrangement. The Company will take all actions (including obtaining any necessary determinations and/or resolutions of the Company Board or a committee thereof and, if appropriate, amending the terms of the Employee Share Purchase Program) that may be necessary or required under the Employee Share Purchase Program to ensure that subject to the Arrangement becoming effective, the Employee Share Purchase Program will terminate in its entirety at or immediately prior to the Effective Time and the Purchaser acknowledges and agrees that the Company shall maintain in full force and effect the Employee Share Purchase Plan until such time.

2.9 Articles of Arrangement and Effective Date

(a) The Company shall file the Articles of Arrangement with the Registrar, and the Effective Date shall occur as soon as reasonably practicable after (and in any event not later than three Business Days after) the date on which all conditions set forth in Section 6.1, Section 6.2 and Section 6.3 have been satisfied or waived (excluding conditions that, by their terms, cannot be satisfied until the Effective Time, but subject to the satisfaction or, where not prohibited, the waiver by the applicable Party or Parties in whose favour the condition is stipulated, of those conditions as of the Effective Time), unless another time or date is agreed to in writing by the Parties; provided that (i) if the Purchaser has given written notice to the Company that it requires a Marketing Period and the Marketing Period has not ended on the date of the satisfaction or waiver of the conditions set out in Article 6 (excluding conditions that, by their terms, cannot be satisfied until the Effective Time, but subject to the satisfaction or, where not prohibited, waiver by the applicable Party or Parties for whose benefit such conditions exist, of those conditions as of the Effective Time), then the Effective Date will take place instead on the earliest of (A) any Business Day during the Marketing Period as may be specified by the Purchaser on not less than three Business Days' prior written notice to the Company (provided that the Effective Time shall not be later than the Outside Date); (B) the second Business Day after the final day of the Marketing Period (provided that the Effective Time shall not be later than the Outside Date); and (C) such other date as the Purchaser and the Company may agree in writing, but subject in each case to the satisfaction or, where not prohibited, the waiver by the applicable Party or Parties for whose benefit a condition is stipulated, of all of the conditions set out in Article 6, and (ii) if on the date the Company would otherwise be required to file the Articles of Arrangement pursuant to this Section 2.9(a), a Party has delivered a

Termination Notice pursuant to Section 4.11(c), the Company shall not file the Articles of Arrangement until the Breaching Party has cured the breaches of representations, warranties, covenants or other matters specified in the Termination Notice. From and after the Effective Time, the Arrangement will have all of the effects provided by applicable Law, including the ABCA.

(b) The closing of the Arrangement (the "**Closing**") will take place via electronic document exchange at 8:00 a.m. (Toronto time) on the Effective Date, or at such other date and time as may be agreed upon by the Parties.

2.10 Payment of Consideration

(a) The Purchaser shall, following receipt of the Final Order and prior to the filing by the Company of the Articles of Arrangement with the Registrar in accordance with Section 2.9(a), irrevocably deposit in escrow with the Depositary (the terms and conditions of such escrow to be consistent with Section 2.10(b) and otherwise satisfactory to the Parties, acting reasonably) sufficient funds and the certificates to satisfy the aggregate Arrangement Consideration payable to Company Participating Shareholders pursuant to the Plan of Arrangement.

(b) Upon completion of the Arrangement, the Depositary shall apply the funds and deliver the certificates deposited with the Depositary as contemplated in Section 2.10(a) in accordance with the Plan of Arrangement.

2.11 Withholding Taxes

The Purchaser, the Company and the Depositary and any other Person that makes a payment hereunder, as applicable, shall be entitled to deduct or withhold (or cause to be deducted or withheld) from the consideration payable or otherwise deliverable to any Person pursuant to the Arrangement or this Agreement, including Company Participating Shareholders exercising Dissent Rights, and from all dividends, other distributions or other amounts otherwise payable to any former Company Shareholders or holders of Company Options, Company RSUs, Company PSUs or Company DSUs, such Taxes or other amounts as the Purchaser, the Company, the Depositary or other Persons are or may be required, entitled or permitted to deduct or withhold with respect to such payment under the Tax Act, or any other provisions of any applicable Laws. To the extent that Taxes or other amounts are so deducted or withheld, such deducted or withheld Taxes or other amounts shall be treated for all purposes under this Agreement as having been paid to the Person in respect of which such deduction or withholding was made, provided that such deducted or withheld Taxes or other amounts are actually remitted to the appropriate Governmental Entity.

2.12 Adjustment of Consideration

(a) Notwithstanding anything in this Agreement to the contrary, if, between the date of this Agreement and the Effective Time, the Company declares or pays cash dividends on the Company Shares with a record date on or prior to the Effective Date in excess of the Company Permitted Dividends, then a corresponding reduction shall be made to the Arrangement Consideration to be paid to the Company Participating Shareholders on a dollar-for-dollar basis.

(b) Notwithstanding anything in this Agreement to the contrary, if between the date of this Agreement and the Effective Time (i) the Purchaser declares or pays dividends on the

Purchaser Shares with a record date on or prior to the Effective Date other than Purchaser Permitted Dividends, or (ii) changes the number of Purchaser Shares issued and outstanding as a result of a reclassification, stock split (including a reverse stock split), recapitalization, subdivision, or other similar transaction, then the Arrangement Consideration Shares to be paid per Company Participating Share to a Shaw Family Shareholder shall be equitably adjusted to eliminate the effects of such event on the Arrangement Consideration to be paid per Company Participating Share to a Shaw Family Shareholder.

2.13 Taxation of Company Options

The Parties acknowledge that no deduction will be claimed in any taxation year by the Company (or any Person not dealing at arm's length (for purposes of the Tax Act) with the Company), in computing its income under the Tax Act, in respect of any payment made to or for the benefit of a holder of Company Options in exchange for the surrender of Company Options pursuant to the Plan of Arrangement who (a) is a resident of Canada or who is (or, following the grant of such Company Options, was) employed in Canada (both within the meaning of the Tax Act) and (b) would, if the election and other actions contemplated by this Section 2.13 were made or taken (as the case may be), be entitled to a deduction pursuant to paragraph 110(1)(d) of the Tax Act in respect of such payment, and the Purchaser shall cause the Company to: (a) where applicable, make and timely file an election pursuant to subsection 110(1.1) of the Tax Act in respect of each such payment, and (b) provide evidence in writing of such election to each such holder.

ARTICLE 3
REPRESENTATIONS AND WARRANTIES

3.1 Representations and Warranties of the Company

(a) Except as set forth in the Company Disclosure Letter, or in the Company Filings made prior to the date hereof (excluding any disclosures in the Company Filings under the headings "Caution Concerning Forward-Looking Statements" or "Known Events, Trends, Risks & Uncertainties" and any other disclosures contained therein that are predictive, cautionary or forward-looking in nature), the Company represents and warrants to the Purchaser that the representations and warranties set forth in Schedule C are true and correct as of the date hereof, and acknowledges and agrees that the Purchaser is relying upon such representations and warranties in connection with entering into and performing this Agreement.

(b) The representations and warranties of the Company contained in this Agreement shall not survive the completion of the Arrangement and shall expire and be terminated on the earlier of the Effective Time and the date on which this Agreement is terminated in accordance with its terms.

(c) Except for the representations and warranties set forth in this Agreement: (i) neither the Company nor any other Person makes or has made any other express or implied representation and warranty, whether written or oral, on behalf of the Company, and (ii) neither the Company nor any other Person makes or has made any representation or warranty to the Purchaser or any of its Representatives, with respect to (A) any financial projection, forecast, guidance, estimates of revenues, earnings or cash flows, budget or prospective information relating to the Company or any of its Subsidiaries or their respective businesses or operations, individually or in the aggregate, or (B) the accuracy or completeness of any information furnished or made available to the Purchaser or any of its Representatives in connection with the transactions contemplated hereby, and any such other representations or warranties are expressly disclaimed.

3.2 Representations and Warranties of the Purchaser

(a) The Purchaser represents and warrants to the Company that the representations and warranties set forth in Schedule D are true and correct as of the date hereof and acknowledge and agree that the Company is relying upon such representations and warranties in connection with entering into and performing this Agreement.

(b) The representations and warranties of the Purchaser contained in this Agreement shall not survive the completion of the Arrangement and shall expire and be terminated on the earlier of the Effective Time and the date on which this Agreement is terminated in accordance with its terms.

(c) Except for the representations and warranties set forth in this Agreement, neither the Purchaser nor any other Person makes or has made any other express or implied representation and warranty, whether written or oral, on behalf of the Purchaser.

ARTICLE 4
COVENANTS

4.1 Conduct of Business of the Company

(a) The Company covenants and agrees that, during the period from the date of this Agreement until the earlier of the Effective Time and the time that this Agreement is terminated in accordance with its terms, except (i) with the express prior written consent of the Purchaser (such consent not to be unreasonably withheld, conditioned or delayed), (ii) as required or permitted by this Agreement or the Plan of Arrangement, (iii) in connection with any COVID-19 Measures undertaken by the Company or its Subsidiaries, or (iv) as required by Law or a Governmental Entity, the Company shall, and shall cause its Subsidiaries to, use their reasonable best efforts to conduct their business in the Ordinary Course and, in accordance, in all material respects, with applicable Laws, and the Company shall use commercially reasonable efforts to maintain and preserve in all material respects its and its Subsidiaries' business organization, operations, assets, properties, employees, goodwill and relationships with customers, suppliers, partners and other Persons with which the Company or any of its Subsidiaries have material business relations in the Ordinary Course. Notwithstanding the foregoing provisions of this Section 4.1(a), the Company shall not be deemed to have failed to satisfy its obligations under this Section 4.1(a) to the extent such failure resulted from the Company's failure to take any action prohibited by Section 4.1(b).

(b) Without limiting the generality of Section 4.1(a), the Company covenants and agrees that, during the period from the date of this Agreement until the earlier of the Effective Time and the time that this Agreement is terminated in accordance with its terms, except (1) with the express prior written consent of the Purchaser (such consent not to be unreasonably withheld, conditioned or delayed), (2) as required or permitted by this Agreement or the Plan of Arrangement, (3) in connection with any COVID-19 Measures undertaken by the Company or its Subsidiaries, or (4) as required by Law or a Governmental Entity, the Company shall not, and the Company shall not permit any of its Subsidiaries to, directly or indirectly:

(i) amend the Company’s or any of its Subsidiary’s Constating Documents or similar organizational documents;

(ii) enter into any material new line of business or discontinue any material existing line of business;

(iii) split, combine or reclassify any shares of its capital stock or amend or modify any term of any outstanding debt security;

(iv) declare, set aside or pay any dividend or other distribution on the Company Shares (whether in stock, property or any combination thereof), except for (A) Company Permitted Dividends, or (B) other cash dividends for which the Arrangement Consideration is adjusted pursuant to Section 2.12 (it being acknowledged and agreed by the Purchaser, for the avoidance of doubt, that the Company shall be entitled to make interest payments on the Company Senior Notes in accordance with their terms);

(v) redeem, repurchase, or otherwise acquire or offer to redeem, repurchase or otherwise acquire any shares of its capital stock or any of its other outstanding securities, including the Company Senior Notes, other than (A) in connection with the settlement of outstanding Company Equity Awards in accordance with the terms thereof, (B) the issuance of Class B Shares pursuant to the Employee Share Purchase Program, or (C) the reinvestment of dividends pursuant to the DRIP;

(vi) other than in accordance with Schedule 4.1(b)(vi) of the Company Disclosure Letter, issue, grant, deliver, sell, pledge or otherwise encumber (other than Permitted Liens), or authorize the issuance, granting, delivery, sale, pledge or other encumbrance (other than Permitted Liens) of, any shares of the Company’s or any of its Subsidiary’s capital stock or other equity or voting interests, or any options, warrants or similar rights exercisable or exchangeable for or convertible into such capital stock or other equity or voting interests or any stock appreciation rights, phantom stock awards or other rights that are linked to the price or the value of the Company Participating Shares, except for: (A) the issuance of Company Equity Awards in accordance with Schedule 4.1(b)(vi) of the Company Disclosure Letter; (B) the issuance of Class B Shares issuable upon the exercise of the currently outstanding Company Equity Awards; or (C) the issuance of Class B Shares pursuant to the Employee Share Purchase Program;

(vii) reduce its stated capital or reorganize, arrange, restructure, amalgamate or merge the Company or any of its Subsidiaries, other than any such reorganization, arrangement, restructuring, amalgamation or merger involving only wholly-owned Subsidiaries of the Company;

(viii) adopt a plan of complete or partial liquidation, consolidation, winding-up or resolutions providing for the liquidation or dissolution of the Company or any of its Material Subsidiaries or any of its respective assets, or file a petition in bankruptcy under any applicable Law on behalf of the Company or any of its Subsidiaries or consent to the filing of any bankruptcy petition against the Company or any of its Subsidiaries under any applicable Law;

(ix) acquire (by merger, consolidation, exchange, acquisition of securities, acquisitions, lease, or license of assets, contributions to capital or otherwise), directly or indirectly, in one transaction or in a series of related transactions, an interest in any Person, assets, properties, securities, interests or businesses, other than:

(A) assets for use in Ordinary Course business operations that do not, in any fiscal year, exceed more than 105% of the amounts budgeted for such acquisitions in the Company Budget for such fiscal year;

(B) acquisitions for consideration less than $5,000,000 on a per transaction basis or $50,000,000 in the aggregate for all such transactions;

(C) acquisitions or capital calls in accordance with Schedule 4.1(b)(ix) of the Company Disclosure Letter; or

(D) as permitted by Section 4.1(b)(xi);

(x) sell, pledge, lease, license, encumber (other than a Permitted Lien) or otherwise dispose of or transfer any assets or any interest in any assets other than:

(A) dispositions of assets for consideration less than $5,000,000 on a per transaction basis or $50,000,000 in the aggregate for all such transactions;

(B) in relation to internal transactions solely involving the Company and its wholly-owned Subsidiaries or solely among such wholly-owned Subsidiaries;

(C) assets sold in the Ordinary Course or accounts receivable sold pursuant to the AR Securitization Program; or

(D) in accordance with Schedule 4.1(b)(x) of the Company Disclosure Letter;

(xi) other than as disclosed in Schedule 4.1(b)(xi) of the Company Disclosure Letter or as permitted by Section 4.1(b)(ix), make any capital expenditure or commitment to do so which, in any fiscal year, would exceed by more than 105% the aggregate amount of capital expenditures provided for in the Company Budget for such fiscal year;

(xii) other than in accordance with Schedule 4.1(b)(xii) of the Company Disclosure Letter:

(A) amend or modify in any material respect, or terminate, cancel or waive or fail to exercise any material right under, any Material Contract; or

(B) enter into any Contract (I) under which the Company or any of its Subsidiaries is obligated to make or expects to receive payment in excess of $25,000,000, or (II) which is material to the Company and its Subsidiaries, taken as a whole, which has a term greater than two years;

(xiii) prepay any long-term Indebtedness before its scheduled maturity, or increase, create, incur, assume or otherwise become liable for any Indebtedness or guarantees thereof, other than:

(A) Indebtedness owing by one wholly-owned Subsidiary of the Company to the Company or another wholly-owned Subsidiary of the Company, or of the Company to a wholly-owned Subsidiary of the Company;

(B) any Indebtedness incurred to replace, renew, extend, refinance or refund any existing Indebtedness of the Company or its Subsidiaries (other than any Company Senior Notes), including Indebtedness incurred to repay or refinance related fees, expenses, premiums and accrued interest;

(C) any advances or repayments under the Company Credit Facility or the AR Securitization Program, provided that no material breakage or other costs or penalties are payable in connection with any such prepayment; or

(D) Indebtedness incurred in the Ordinary Course or pursuant to the Company Credit Facility or the AR Securitization Program; or

(E) as disclosed in Schedule 4.1(b)(xiii) of the Company Disclosure Letter;

(xiv) make any loan or advance to any Person (other than a wholly-owned Subsidiary or in respect of accounts payable to trade creditors or accrued liabilities incurred in the Ordinary Course);

(xv) make any material change in the Company's methods of accounting, except as required by concurrent changes in IFRS;

(xvi) except as required by applicable Law: (A) make, change or rescind any material Tax election, information schedule, return or designation, (B) settle or compromise any material Tax claim, assessment, reassessment, liability, action, suit, proceeding, hearing or controversy, file any materially amended Tax Return, (C) enter into any material agreement with a

Governmental Entity with respect to Taxes, (D) enter into or change any material Tax sharing, Tax advance pricing agreement, Tax allocation or Tax indemnification agreement that is binding on the Company or its Subsidiaries, (E) surrender any right to claim material Tax abatement, reduction, deduction, exemption, credit or refund, (F) consent to the extension or waiver of the limitation period applicable to any material Tax matter, or (G) make a request for a material Tax ruling to any Governmental Entity or (H) materially amend or change any of its methods for reporting income, deductions or accounting for income Tax purposes;

(xvii) knowingly take any action or knowingly enter into any transaction (other than the implementation of the transactions contemplated in this Agreement, the Plan of Arrangement and Voting Support Agreements and actions taken in the Ordinary Course) that could reasonably be expected to have the effect of materially reducing or eliminating the amount of the tax cost "bump" pursuant to paragraphs 88(1)(c) and 88(1)(d) of the Tax Act in respect of the securities of any Subsidiaries of the Company and other non-depreciable capital property owned by the Company or any of its Subsidiaries on the date hereof, upon an amalgamation or winding up of the Company or any of its Subsidiaries or any of their respective successors;

(xviii) other than as required by the terms of any Collective Agreement, Employee Plan or applicable Law, or as disclosed in Schedule 4.1(b)(xviii) of the Company Disclosure Letter, and except for annual increases in compensation levels of the Company Employees, taken as a whole, that do not exceed [*Redacted – commercially sensitive*]% in the aggregate relative to such compensation levels in respect of the most recently completed fiscal year of the Company, grant any increase or decrease in the amount of wages, salaries, bonuses, incentives or other compensation payable to any Company Employees;

(xix) enter into any collective agreement or union agreement or amend, modify, terminate or waive any right under the Collective Agreements or agree to any such amendment, modification, termination or waiver of rights, provided however, that the Company may in the Ordinary Course negotiate, in good faith and enter into, supersede, extend, amend, modify, terminate or renew any Collective Agreement which has expired, or is within six months of expiring, provided that the Company agrees to reasonably consult with the Purchaser and to consider in good faith the Purchaser's opinions with respect to the aforementioned matters;

(xx) other than in accordance with Schedule 4.1(b)(xx) of the Company Disclosure Letter, as permitted by Section 4.1(b)(xviii) or as required by the terms of any Collective Agreement, Employee Plan or written employment agreement:

(A) make any bonus or profit sharing distribution or similar payment of any kind, or adopt or otherwise implement any employee or executive bonus or retention plan or program;

(B) increase any severance, change of control or termination pay or similar compensation or benefits payable to (or amend any existing Contract with) any Company Employee or any director or independent contractor of the Company or any of its Subsidiaries;

(C) enter into any employment, deferred compensation, independent contractor, consultant, or other similar Contract (or amend any such existing Contract) with any director or officer of the Company or, other than in the Ordinary Course, any Company Employee (other than a director or officer), independent contractor or consultant;

(D) loan or advance money or other property by the Company or its Subsidiaries to any of their present or former directors, officers or Company Employees (other than expense reimbursements, expense accounts and advances in the Ordinary Course);

(E) terminate any Employee Plan, amend or modify, in a material way, any Employee Plan, or adopt any plan, agreement, program, policy, trust, fund or other arrangement that would be an Employee Plan if it were in existence as of the date hereof;

(F) increase, or agree to increase, any funding obligation or accelerate, or agree to accelerate, the timing of any funding contribution or vesting under any Employee Plan; or

(G) fund any pension solvency deficit;

(xxi) other than as disclosed in Schedule 4.1(b)(xxi) of the Company Disclosure Letter, enter into any transaction with a "related party" (within the meaning of MI 61-101), except for transactions consistent in type and quantum with such transactions as disclosed in the Company Filings, or expense reimbursements, expense accounts and advances in the Ordinary Course;

(xxii) amend, modify, terminate, cancel or let lapse any material insurance (or re-insurance) policy of the Company or any Subsidiary in effect on the date of this Agreement unless simultaneously with such termination, cancellation or lapse, replacement policies underwritten by insurance and re-insurance companies of nationally recognized standing providing coverage equal to or greater than the coverage under the terminated, cancelled or lapsed policies for substantially similar premiums are in full force and effect;

(xxiii) other than in the Ordinary Course, in connection with this Agreement or the transactions contemplated herein, abandon or fail to diligently pursue any application for any material Authorization of the Company or any of its Subsidiaries required by applicable Law, or take or omit to take any action that would reasonably be expected to lead to the termination of any such material Authorization;

(xxiv) other than in accordance with Schedule 4.1(b)(xxiv) of the Company Disclosure Letter, release, compromise or settle any litigation, proceeding or governmental investigation affecting the Company or any of its Subsidiaries reasonably expected to involve an amount in excess of $5,000,000 in the aggregate over the amount reflected or reserved against in the balance sheet (or notes thereto) included in the Company Filings relating to such litigation, proceedings or investigations, as applicable, or which could reasonably be expected to impede, prevent or delay the consummation of the transactions contemplated by this Agreement;

(xxv) grant or commit to grant an exclusive licence or otherwise transfer any of the Company's Intellectual Property or exclusive rights in or in respect thereto that is material to the Company and its Subsidiaries taken as a whole, other than to wholly-owned Subsidiaries;

(xxvi) enter into or amend any Contract with any broker, finder or investment banker, including any amendment of the engagement letters with the Financial Advisors in connection with the Arrangement and the transactions contemplated hereby; or

(xxvii) authorize, agree, resolve or otherwise commit, whether or not in writing, to do any of the foregoing.

(c) Notwithstanding anything to the contrary in this Agreement, nothing in this Agreement (i) is intended to allow the Purchaser to exercise material influence over the operations of the Company prior to the Effective Time, or (ii) shall be interpreted in such a way as to place any Party in violation of applicable Law or Authorization.

(d) The Purchaser shall, promptly following the date hereof, designate two individuals from either of whom the Company may seek consent to undertake any actions not otherwise permitted to be taken by this Section 4.1 and shall ensure that such individuals will respond, on behalf of the Purchaser, to the requests of the Company in an expeditious manner.

(e) The Company agrees to use commercially reasonable efforts to maintain, from time to time, its inventory levels at levels consistent in all material respects, with historical inventory levels, as disclosed in the Company Filings.

(f) Each of the Company and the Purchaser acknowledge and confirm that in respect of their communications they have at all times complied with, and will continue to comply with, ISED Canada's policy on prohibition of collusion and other communication rules applicable to spectrum license auctions.

(g) The Company agrees that it will not, and will cause its Subsidiaries to not, wilfully take any of the actions set forth in Schedule 4.1(g) of the Company Disclosure Letter.

4.2 Conduct of the Business of the Purchaser

The Purchaser covenants and agrees that, during the period from the date of this Agreement until the earlier of the Effective Time and the time that this Agreement is terminated in accordance with its terms, except as required or permitted by this Agreement or the Plan of

Arrangement or as required by Law or a Governmental Entity, the Purchaser shall not, and the Purchaser shall not permit any of its Subsidiaries to, directly or indirectly:

(a) amend the Purchaser's or any of its Subsidiary's Constating Documents or similar organizational documents (including any term of the Purchaser Shares) in any manner that would have a material and adverse impact on the value of the Purchaser Shares, except that this restriction shall not apply (i) if the Purchaser irrevocably agrees to appropriately adjust the Arrangement Consideration Shares to be paid per Company Participating Share to the Shaw Family Shareholders to eliminate the effects of such event on the Arrangement Consideration to be paid per Company Participating Share to the Shaw Family Shareholders, or (ii) to amendments to create one or more new series of preferred shares of the Purchaser into which debt securities issued in a Substitute Financing or Alternative Financing may be converted or exchanged, and any corresponding amendments to modify the rights, privileges, restrictions or conditions to any existing series of preferred shares of the Purchaser to accommodate those new series of preferred shares of the Purchaser;

(b) adopt a plan of liquidation or resolutions providing for the liquidation or dissolution of the Purchaser;

(c) reorganize, amalgamate, merge or proceed with any business combination or acquisition transaction with any other Person, nor acquire by amalgamating, merging, consolidating, combining with, purchasing a majority of the voting securities of, or substantially all of the assets of or otherwise, any business or Person, nor sell, facilitate or permit the sale by any of the foregoing methods voting securities or substantially all of the assets of the Purchaser to any Person (in each case, excluding any such transaction involving only the Company and/or one or more of its wholly-owned Subsidiaries) where such transaction would reasonably be expected to materially delay, impede or impair the transactions contemplated by this Agreement; or

(d) authorize, agree, resolve or otherwise commit, whether or not in writing, to do any of the foregoing;

provided that nothing in this Section 4.2 shall restrict or prevent any issuance of debt, equity or hybrid securities in connection with the Arrangement, nor any other action reasonably necessary or advisable in connection with the Arrangement.

4.3 Covenants of the Company Relating to the Arrangement

(a) Subject to the terms and conditions of this Agreement, the Company shall, and shall cause its Subsidiaries to, perform all obligations required to be performed by the Company or any of its Subsidiaries under this Agreement, cooperate with the Purchaser in connection therewith, and do all such other commercially reasonable acts and things as may be necessary or desirable to consummate and make effective, as soon as reasonably practicable, the Arrangement and, without limiting the generality of the foregoing, the Company shall and, where appropriate, shall cause its Subsidiaries to (other than in connection with obtaining the Regulatory Approvals, which approvals shall be governed by the provisions of Section 4.5):

(i) use commercially reasonable efforts, upon reasonable consultation with the Purchaser, to oppose, lift or rescind any Order seeking to restrain, enjoin or otherwise prohibit or adversely affect the consummation of the Arrangement and defend, or cause to be defended, any lawsuits or proceedings to which it is a party or brought against it or its directors or officers challenging the Arrangement or this Agreement, provided that neither the Company nor any of its Subsidiaries will consent to the entry of any judgment or settlement with respect to any such lawsuit or proceeding without the prior written approval of the Purchaser, not to be unreasonably withheld, conditioned or delayed;

(ii) use its commercially reasonable efforts to satisfy all conditions precedent in this Agreement and carry out the terms of the Interim Order and the Final Order applicable to it and comply promptly with all requirements imposed by Law on it or its Subsidiaries with respect to this Agreement or the Arrangement;

(iii) not take any action, or refrain from taking any commercially reasonable action, or permit any action to be taken or any commercially reasonable action not to be taken, which is inconsistent with this Agreement or which would reasonably be expected to prevent, materially delay or otherwise impede the consummation of the Arrangement;

(iv) use commercially reasonable efforts to obtain and maintain all third party or other consents, waivers, permits, exemptions, orders, approvals, agreements, amendments or confirmations that are (A) required under the Material Contracts in connection with the Arrangement, or (B) required in order to maintain the Material Contracts in full force and effect following completion of the Arrangement, in each case, on terms that are reasonably satisfactory to the Purchaser, and without paying, and without committing itself or the Purchaser to pay, any consideration or incur any liability or obligation without the prior written consent of the Purchaser (it being expressly agreed by the Purchaser that the receipt of any such consents, waivers, permits, exemptions, orders, approvals, agreements, amendments or confirmations is not a condition to the closing of Arrangement);

(v) use commercially reasonable efforts to effect all necessary registrations, filings and submissions of information required by Governmental Entities from the Company and its Subsidiaries relating to the Arrangement; and

(vi) use commercially reasonable efforts to assist in causing each member of the Company Board and the board of directors of each of the Company's wholly-owned Subsidiaries (in each case to the extent requested by the Purchaser) to be replaced by Persons designated or nominated, as applicable, by the Purchaser effective as of the Effective Time.

(b) The Company shall promptly notify the Purchaser of:

(i) any Material Adverse Effect after the date hereof;

(ii) any notice or other communication from any Person alleging (A) that the consent (or waiver, permit, exemption, order, approval, agreement, amendment or confirmation) of such Person is or may be required in connection with this Agreement or the Arrangement, or (B) that such Person is terminating, may terminate, or is otherwise materially adversely modifying or may materially adversely modify its relationship with the Company or any of its Subsidiaries as a result of this Agreement or the Arrangement;

(iii) (A) any written notice or other written communication from any bargaining agent representing Company Employees giving notice to bargain and as permitted by Law, copies of any proposals made by any such bargaining agent that, if implemented, would materially modify the terms of a Collective Agreement; and (B) the status of any ongoing collective bargaining negotiations with any union between the date of the Agreement and the Effective Time and promptly provide the Purchaser with copies of all material documents provided by either party in the course of any such collective bargaining negotiations;

(iv) other than in connection with the Regulatory Approvals (which shall be governed by Section 4.5), unless prohibited by Law, any notice or other communication from any Governmental Entity in connection with this Agreement (and the Company shall contemporaneously provide a copy of any such written notice or communication to the Purchaser); or

(v) any (A) material filing, actions, suits, claims, investigations or proceedings commenced or, to the knowledge of the Company, threatened against, relating to or involving or otherwise affecting the Company or its Subsidiaries in connection with this Agreement or the Arrangement.

(c) The Company will ensure that it has available funds to pay the Termination Amount, if payable.

4.4 Covenants of the Purchaser Relating to the Arrangement

(a) Subject to the terms and conditions of this Agreement, the Purchaser shall perform all obligations required to be performed by it under this Agreement, cooperate with the Company in connection therewith, and do all such other commercially reasonable acts and things as may be necessary or desirable in order to consummate and make effective, as soon as reasonably practicable, the Arrangement and, without limiting the generality of the foregoing, the Purchaser shall (other than in connection with obtaining the Regulatory Approvals, which approvals shall be governed by the provisions of Section 4.5):

(i) use its commercially reasonable efforts, upon reasonable consultation with the Company, to oppose, lift or rescind any Order seeking to restrain, enjoin or otherwise prohibit or adversely affect the consummation of the Arrangement and defend, or cause to be defended, any proceedings to which it is a party or brought against it or its directors or officers challenging the Arrangement or this Agreement;

(ii) use commercially reasonable efforts to effect all necessary registrations, filings and submission of information required by Governmental Entities from it relating to the Arrangement;

(iii) use its commercially reasonable efforts to satisfy all conditions precedent in this Agreement and carry out the terms of the Interim Order and the Final Order applicable to it and comply promptly with all requirements imposed by Law on it or its Subsidiaries with respect to this Agreement or the Arrangement;

(iv) not take any action, or refrain from taking any commercially reasonable action, or permit any action to be taken or any commercially reasonable action not to be taken, which is inconsistent with this Agreement or which would reasonably be expected to prevent, materially delay or otherwise impede the consummation of the Arrangement; and

(v) obtain conditional approval of the listing and posting for trading of the Arrangement Consideration Shares on the TSX (subject only to customary conditions) and the NYSE (subject only to official notice of issuance).

(b) The Purchaser shall promptly notify the Company of:

(i) any Purchaser Material Adverse Effect after the date hereof;

(ii) any notice or other communication from any Person alleging that the consent (or waiver, permit, exemption, order, approval, agreement, amendment or confirmation) of such Person is required in connection with this Agreement or the Arrangement;

(iii) other than in connection with the Regulatory Approvals (which shall be governed by Section 4.5), unless prohibited by Law, any notice or other communication from any Governmental Entity in connection with this Agreement (and the Purchaser shall contemporaneously provide a copy of any such written notice or communication to the Company); or

(iv) any material filing, actions, suits, claims, investigations or proceedings commenced or, to the knowledge of the Purchaser, threatened against, relating to or involving or otherwise affecting the Purchaser or any of its Subsidiaries in connection with this Agreement or the Arrangement.

(c) The Purchaser will ensure that it has available funds to pay the Reverse Termination Amount, if payable.

4.5 Regulatory Approvals

(a) The Parties agree to use their respective best efforts to obtain all Regulatory Approvals and a No Action Letter and to effect all necessary registrations, filings and submissions of information required by Governmental Entities from either of them relating to the Arrangement as soon as reasonably practicable and in any event so as to allow the Effective Time to occur before the Outside Date.

(b) The Parties agree that:

(i) the Purchaser shall, as soon as reasonably practicable and in any event within 20 Business Days following the date hereof or such other period of time as may be agreed by the Parties:

(A) file with the Commissioner of Competition a pre-merger notification pursuant to Part IX of the Competition Act in relation to the transactions contemplated by this Agreement; and

(B) file with the Commissioner of Competition a competition brief in respect of the transactions contemplated by this Agreement requesting an advance ruling certificate under section 102 of the Competition Act or in the alternative a No Action Letter;

(ii) the Company shall, as soon as reasonably practicable and in any event within 20 Business Days following the date hereof or such other period of time as may be agreed by the Parties, file a pre-merger notification pursuant to Part IX of the Competition Act in relation to the transactions contemplated by this Agreement;

(iii) the Parties shall, as soon as reasonably practicable and in any event within 20 Business Days following the date hereof or such other period of time as may be agreed by the Parties file an application, including all required related documents and instruments, for the CRTC Approval;

(iv) the Parties shall, as soon as reasonably practicable, seek informal, non-binding advice on a confidential basis from ISED Canada with respect to the transfer of the ISED Licenses, as contemplated herein, and as promptly as practicable after receiving any non-binding advice from ISED Canada, but in any event not later than 20 Business Days following the date hereof or such other period of time as may be required by ISED Canada or agreed to by the Parties, file an application, including all required related documents and instruments, for the ISED Approval;

(v) notwithstanding anything to the contrary in this Agreement, the Purchaser shall have responsibility for the determination and direction of all efforts related to the obtaining of the Regulatory Approvals, including but not limited to the preparation and presentation of all filings, applications or submissions required to obtain the Regulatory Approvals; leading all planning, communications and strategies relating to such efforts; making any determinations regarding withdrawing and refiling any applications, entering any timing agreements or making other determinations related to timing, in each case so long as such action does not delay the Effective Time beyond the Outside Date; and leading the defence to any litigation. The Purchaser shall provide the Company with a reasonable opportunity to consider and comment on its strategy, efforts and proposed efforts related to the obtaining of the Regulatory Approvals, and shall give reasonable consideration to any such comments. Subject to applicable Law, Company shall take all actions requested by Purchaser acting reasonably to support the Purchaser in connection with the efforts related to the obtaining of the Regulatory Approvals. Such support shall include, but is not limited to, entering into any timing agreements with a Governmental Entity (provided any such timing agreement does not delay the Effective Time beyond the Outside Date) and facilitating the reasonable information requirements of third parties as the Purchaser may reasonably determine is advisable in connection with the efforts related to obtaining the Regulatory Approvals.

(c) The Parties shall:

(i) with respect to any proposed applications, notices, filings, submissions, correspondence, agreements, orders, undertakings, or other information or communications relating to the Regulatory Approvals by one Party, provide the other Party the assistance it may request in the preparation of the same (including providing any information reasonably requested by the other Party or its outside counsel), provide the other Party with draft copies thereof in advance and a reasonable opportunity to review and comment thereon prior to supplying to or filing with a Governmental Entity, and provide the other Party with final copies thereof once supplied or filed, as applicable (except for any such materials or parts thereof that the disclosing party, acting reasonably, considers confidential and competitively sensitive, which then shall be provided on an outside counsel-only basis to external counsel of the other Party);

(ii) cooperate on a timely basis in the preparation of any response by the other Party to any request for additional information received by such other Party from a Governmental Entity in connection with the Regulatory Approvals;

(iii) promptly provide or submit all documentation and information that is required by Law or a Government Entity, or advisable in the opinion of the Purchaser, acting reasonably, in connection with obtaining the Regulatory Approvals;

(iv) in the event a request is issued under subsection 114(2) of the Competition Act, use their best efforts to respond in a manner that is consistent with reasonable requests by Purchaser and that is correct and complete in all material respects in 75 or fewer days of the issuance of such request; provided, however, that if the Company does not respond to any request issued under subsection 114(2) of the Competition Act within such 75-day period, then, the Outside Date shall be extended by the number of days in excess of 75 that the Company requires to respond in accordance with the obligations in this paragraph 4.5(c)(iv);

(v) provide the other Party and its counsel with advance notice of and the opportunity to participate in any meeting, telephone call or other discussion with any Governmental Entity in connection with the Regulatory Approvals;

(vi) otherwise keep each other reasonably informed, on a timely basis, of the status of discussions with any Governmental Entity relating to the

Regulatory Approvals, including promptly providing copies of any written communications received from Governmental Entities in connection with the Regulatory Approvals or summaries of any verbal communications received in that regard; and

(vii) effect such presentations and assist at such discussions or meetings with a relevant Governmental Entity as the Purchaser may determine is appropriate for the purpose of obtaining the Regulatory Approvals.

(d) Notwithstanding anything to the contrary herein, in fulfilling its obligations under this Section 4.5, the Purchaser shall:

(i) propose, negotiate, agree to and effect, by undertaking, commitment, consent agreement, trust, hold separate agreement, Contract, Order or otherwise (and execute and deliver any additional instruments necessary to allow the consummation of the Arrangement and to fully carry out the intention of the Agreement) (A) the sale, divestiture, licensing, holding separate or disposition of all or any part of the businesses or assets of the Purchaser, its affiliates, the Company or its subsidiaries; (B) the termination of any existing contractual rights, relationships and obligations, or entry into or amendment of any licensing arrangements or other contractual relationships; and (C) commitments imposing any other conditions, restrictions, limitations, undertakings, forfeitures or agreements affecting the Purchaser's and its affiliates' full rights or ownership of its properties, operations or businesses or the properties, operations or businesses of the Company and its subsidiaries; provided, however, that (Y) any such action is conditioned upon the consummation of the transactions contemplated by this Agreement, and (Z) any effort by the Purchaser to resist or reduce the scope of any such action shall be deemed consistent with its obligations to take best efforts so long as such efforts do not delay the Effective Time beyond the Outside Date taking into account regulatory consents and approvals required for divestitures or other actions that may be required for Purchaser to fulfill its obligations under this Section 4.5; and

(ii) if any objections are asserted with respect to the transactions contemplated by this Agreement under any Law, or if any proceeding is instituted or threatened by or before any Governmental Entity challenging or which could lead to a challenge of any of the transactions contemplated by this Agreement, the Purchaser shall use its best efforts to resolve such objection or proceeding, including by using its best efforts to avoid, oppose or seek to have lifted or rescinded any decree, order, application or judgment that would restrain, prevent or delay the Closing and defending any lawsuit or other legal proceedings, whether judicial or administrative, challenging or delaying this Agreement or the consummation of the Arrangement.

(e) The Parties shall not, and shall not allow any of their Subsidiaries to, take any action or enter into any transaction, including any merger, acquisition, business combination, joint venture, disposition, lease or contract, that would reasonably be expected to prevent, delay or impede the obtaining of, or increase the risk of not obtaining, the Competition Act Clearance, the CRTC Approval or the ISED Approval, or otherwise prevent, delay or impede the consummation of the transactions contemplated by this Agreement; provided, however, that the Purchaser may agree to the extension of a waiting period or enter into a timing agreement, if the Purchaser determines it to be advisable so long as such efforts do not delay the Effective Time beyond the Outside Date.

(f) All filing and similar fees paid to Governmental Entities associated with obtaining the Regulatory Approvals, including applicable Taxes, shall be borne by the Purchaser

4.6 Access to Information; Confidentiality

(a) Subject to applicable Law and the terms of any existing Contracts, upon reasonable notice, the Company shall (and shall cause its Subsidiaries to) afford the Purchaser and its Representatives reasonable access during normal business hours, throughout the period prior to the Closing, to its employees, properties, books, Contracts and records (including Tax Returns and Tax work papers), and, during such period, the Company shall (and shall cause its Subsidiaries to) furnish as promptly as practicable to the Purchaser and its Representatives all information concerning its business, properties and personnel as may be reasonably requested, and shall provide such on-site access for a reasonable number of Representatives of the Purchaser at the Company's headquarters and other key facilities, during normal business hours and in such manner as does not unreasonably interfere with the conduct of the business of the Company and its Subsidiaries, for Representatives of such other Party who will be designated by such Party to assist in transitional matters. All requests for information made pursuant to this Section 4.5(a) shall be directed to the executive officer or other Persons designated by the Company. No information received pursuant to this Section 4.5(a) or at any time prior to or following the date of this Agreement shall affect or be deemed to modify any representation or warranty made by the Company herein.

(b) This Section 4.5(a) shall not require the Company or its Subsidiaries to permit any access, or to disclose any information that, in the reasonable, good faith judgment of the Company, after consultation with outside counsel, would reasonably be expected to result in the breach of any Contract, any violation of any Law or cause any privilege (including attorney-client privilege) that the Company or its Subsidiaries would be entitled to assert to be waived with respect to such information; <u>provided</u> that, the Parties hereto shall cooperate in seeking to find a way to allow disclosure of such information to the extent doing so (i) would not (in the good faith judgment of the Company, after consultation with outside counsel) be reasonably likely to result in the breach of any Contract, any violation of any such Law or be likely to cause such privilege to be waived with respect to such information, or (ii) could reasonably (in the good faith judgment of the Company, after consultation with outside legal counsel) be managed through the use of customary "clean-room" arrangements.

(c) The Parties acknowledge that the Confidentiality Agreement continues to apply in accordance with its terms and, in the case of the Company, that any information provided under this Section 4.5(a) that is Confidential Information (as defined in the Confidentiality Agreement) shall be subject to the terms of the Confidentiality Agreement; <u>provided</u> that to the extent that any provision of the Confidentiality Agreement conflicts with the terms of this Agreement, the terms of this Agreement will prevail. If this Agreement is terminated in accordance with its terms, the obligations under the Confidentiality Agreement shall survive the termination of this Agreement in accordance with its terms.

4.7 Pre-Acquisition Reorganization

(a) Subject to Section 4.7(b), the Company agrees that, upon request of the Purchaser, the Company shall, and shall cause its Subsidiaries to, use commercially reasonable efforts to: (i) implement such reorganizations of their corporate structure, capital structure, business, operations and assets or such other transactions as the Purchaser may request, acting reasonably, including amalgamations, liquidations, reorganizations, continuances (including commencing a continuance process), or share transfers or asset transfers (each a "**Pre-Acquisition Reorganization**"), (ii) cooperate with the Purchaser and its advisors to determine the nature of the Pre-Acquisition Reorganizations that might be undertaken and the manner in which they would most effectively be undertaken; and (iii) reasonably cooperate with the Purchaser and its advisors to seek to obtain any material consents, approvals, waivers or similar authorizations, if any, which are reasonably required in connection with the Pre-Acquisition Reorganization, provided that any out-of-pocket costs, fees or expenses of the Company or any of its Subsidiaries associated therewith shall be at the Purchaser's sole expense.

(b) The Company will not be obligated to implement any Pre-Acquisition Reorganization under Section 4.7(a) unless such Pre-Acquisition Reorganization:

(i) is not prejudicial to the Company, the Company Shareholders or holders of the Company Senior Notes in any material respect;

(ii) does not impair the ability of the Company or the Purchaser to consummate, and will not materially delay the consummation of, the Arrangement;

(iii) does not reduce the Arrangement Consideration or change the form of Arrangement Consideration to be received by the Company Participating Shareholders, as applicable;

(iv) can be effected prior to, but as close as reasonably practicable to, the Effective Date;

(v) does not require the Company or any of its Subsidiaries to take any action that could reasonably be expected to result in Taxes being imposed on, or any adverse Tax or other consequences to, the Company Shareholders or holders of the Company Senior Notes incrementally greater than the Taxes or other consequences to such party in connection with the completion of the Arrangement or the other transactions contemplated by this Agreement in the absence of action being taken pursuant to Section 4.7(a);

(vi) does not result in any breach by the Company or any of its Subsidiaries of any Material Contract or Authorization or any breach by the Company or any of its Subsidiaries of their respective Constating Documents, organizational documents or Law;

(vii) does not result in a change of control, default, or acceleration of the Company Credit Facility, the Company Senior Notes or other Contract of the Company providing for the incurrence of Indebtedness;

(viii) does not, in the opinion of the Company, acting reasonably, unreasonably interfere with the ongoing operations of the Company or any of its Subsidiaries;

(ix) does not require any approval of any Governmental Entity or third party not otherwise required to close the Arrangement that would materially impede or delay the consummation of the transactions contemplated in this Agreement;

(x) does not result in the withdrawal or material modification of the Fairness Opinions;

(xi) does not require the directors, officers, employees or agents of the Company or its Subsidiaries to take any action in any capacity other than as a director, officer, employee or agent; and

(xii) does not become effective unless the Purchaser has waived or confirmed in writing the satisfaction of all conditions in its favour under Article 6 and has confirmed in writing that it is prepared to promptly and without condition (other than compliance with Section 4.7(a)) proceed to effect the Arrangement.

(c) The Purchaser must provide written notice to the Company of any proposed Pre-Acquisition Reorganization at least 35 Business Days prior to the Effective Date (unless providing such notice less than 35 Business Days prior to the Effective Date is not prejudicial to the Company, acting reasonably). Upon receipt of such notice, the Company and the Purchaser shall work cooperatively and use their commercially reasonable efforts, to prepare prior to the Effective Time all documentation necessary and do such other acts and things as are necessary to give effect to such Pre-Acquisition Reorganization, including any amendment to this Agreement or the Plan of Arrangement (provided that such amendments do not require the Company to obtain approval of the Company Shareholders or holders of the Company Senior Notes).

(d) If the Arrangement is not completed (unless this Agreement is terminated pursuant to Section 7.2(a)(iv)(A) [*Breach of Representation or Warranty or Failure to Perform Covenants by the Company*]), the Purchaser shall (i) forthwith reimburse the Company for all reasonable out-of-pocket costs and expenses incurred in connection with any proposed Pre-Acquisition Reorganization, including any reasonable costs incurred by the Company in order to restore the organizational structure of the Company to a substantially similar structure of the Company as at the date hereof; and (ii) indemnify the Company, its Subsidiaries, and their respective officers, directors and employees (to the extent that such officers, directors and employees are assessed with statutory liability therefor) for all direct and indirect liabilities, losses, Taxes, damages, claims, costs, expenses, interest awards, judgments and penalties suffered or incurred by any of them in connection with or as a result of any Pre-Acquisition Reorganization (other than those costs and expenses reimbursed in accordance with the foregoing clause (i)).

(e) The Purchaser agrees that any Pre-Acquisition Reorganization will not be considered in determining whether a representation or warranty of the Company under this Agreement has been breached (including where any such Pre-Acquisition Reorganization requires the consent of any third party under a Contract).

(f) Without limiting the generality of the foregoing, the Company acknowledges that the Purchaser may enter into one or more transactions designed to increase the tax cost of certain non-depreciable capital property of the Company or its Subsidiaries for purposes of the Tax Act, and agrees to use commercially reasonable efforts to assist the Purchaser and to provide information reasonably required by the Purchaser in this regard on a timely basis and to assist in obtaining any such information in order to facilitate such transactions as reasonably requested by the Purchaser, provided that any out-of-pocket costs, fees or expenses of the Company or any of its Subsidiaries associated therewith shall be at the Purchaser's sole expense.

4.8 Company Preferred Shares

(a) The Purchaser shall have the option, in its sole discretion, to require the Company to use its reasonable best efforts to redeem the Company Preferred Shares on June 30, 2021 (the "**Redemption Date**") in accordance with the terms of the Company Preferred Shares as set out in the Constating Documents (the "**Preferred Share Redemption**"), by providing written notice to the Company not later than 40 days prior to the Redemption Date (the "**Redemption Notice**"). Upon receipt of the Redemption Notice, the Company shall use its reasonable best efforts to complete the Preferred Share Redemption on the Redemption Date.

(b) If the Purchaser provides the Company with a Redemption Notice, the Company provides a notice of redemption to Company Preferred Shareholders in accordance with the Constating Documents, the Arrangement is not completed (unless this Agreement is terminated by the Purchaser pursuant to Section 7.2(a)(iv)(A) [*Breach of Representation or Warranty or Failure to Perform Covenants by the Company*]) and the Company Preferred Shares are redeemed pursuant to such notice of redemption (whether the Redemption Date is prior to or following such termination) the Purchaser shall forthwith following the later of such termination of this Agreement or the Redemption Date: (i) reimburse the Company for all reasonable out-of-pocket costs and expenses incurred in connection with the Preferred Share Redemption; and (ii) make a payment to the Company, by wire transfer of immediately available funds to an account designated by the Company, in the amount of $120,000,000 as reimbursement to the Company for its out-of-pocket costs and expenses incurred in connection with the Preferred Share Redemption. For the avoidance of doubt, amounts paid by the Purchaser to the Company pursuant to this Section 4.8(b) shall not be credited towards the payment of the Reverse Termination Amount.

4.9 Tax Matters

The Company covenants and agrees that, until the Effective Date, the Company and its Subsidiaries shall (a) duly and timely file with the appropriate Governmental Entity, all material Tax Returns required to be filed by any of them, which shall be correct and complete in all material respects, and (b) pay, withhold, collect and remit to the appropriate Governmental Entity in a timely fashion all material amounts required to be so paid, withheld, collected or remitted. The Company shall keep the Purchaser reasonably informed of any material events, discussions, notices or changes with respect to any Tax audit or investigation by a Governmental Entity or any material action, suit, proceeding, or hearing involving the Company or any of its Subsidiaries (other than Ordinary Course communications which could not reasonably be expected to be material to the Company and the Subsidiaries on a consolidated basis).

4.10 Public Communications

(a) The Parties agree to jointly issue a press release with respect to this Agreement as soon as practicable after its due execution. The Parties shall reasonably cooperate in the development of a joint communication plan (including the preparation of presentations) with respect to the respective securityholders, customers, suppliers, employees and other stakeholders of the Parties regarding the Arrangement and the transactions contemplated by this Agreement.

(b) A Party shall not issue any press release or make any other public statement or disclosure with respect to this Agreement or the Arrangement, including in connection with the Company Meeting, without the prior written consent of the other Party (which consent shall not be unreasonably withheld, conditioned or delayed); provided, however, that, notwithstanding anything to the contrary in this Agreement, each Party shall be permitted to make any disclosure or filing in accordance with applicable Securities Laws, and if, in the opinion of its outside legal counsel, such disclosure or filing is required and the other Party has not reviewed or commented on the disclosure or filing, the Party shall use its reasonable best efforts to give the other Party prior oral or written notice and a reasonable opportunity to review or comment on the disclosure or filing (other than with respect to confidential information contained in such disclosure or filing). The Party making such disclosure shall give reasonable consideration to any comments made by the other Parties or their respective counsel, and if such prior notice is not possible, shall give such notice immediately following the making of such disclosure or filing. Notwithstanding the foregoing, a Party (i) may make internal announcements to employees and have discussions with its shareholders, financial analysts and other stakeholders relating to this Agreement or the transactions contemplated hereby, and (ii) may make public announcements in the Ordinary Course that do not relate specifically to this Agreement or the Arrangement, provided that, in each case, such announcements or discussions, as applicable, are not inconsistent with (A) the most recent press release, public disclosures or public statements made by the Company or the Purchaser that were approved by both Parties prior to filing or release, as applicable, and (B) the joint communication plan referred to in Section 4.10(a); and provided further that, except as required by Article 5, the Company shall have no obligation to obtain the consent of or consult with the Purchaser in connection with any press release, public statement, disclosure or filing by the Company with respect to a Change in Recommendation. For the avoidance of doubt, the Parties agree that the provisions of this Section 4.10 shall not apply to filings or disclosures in connection with the Company Circular, the Interim Order and the Final Order, which shall be governed by other provisions of this Agreement.

(c) The Parties acknowledge that each of the Company and the Purchaser will file this Agreement (with such redactions as may be mutually agreed upon between the Company and the Purchaser, each acting reasonably) and a material change report relating thereto on SEDAR.

4.11 Notice and Cure Provisions

(a) Each Party shall promptly notify the other Party of the occurrence, or failure to occur, of any event or state of facts which occurrence or failure would, or would be reasonably likely to:

(i) cause any of the representations or warranties of such Party contained in this Agreement to be untrue or inaccurate in any material respect at any time from the date of this Agreement to the Effective Time; or

(ii) give rise to, a failure to comply with or satisfy any covenant, condition or agreement to be complied with or satisfied by such Party under this Agreement.

(b) Notification provided under this Section 4.11 will not affect the representations, warranties, covenants, conditions, agreements or obligations of the Parties (or remedies with respect thereto) or the conditions to the obligations of the Parties under this Agreement.

(c) The Company may not elect to exercise its right to terminate this Agreement pursuant to Section 7.2(a)(iii)(A) [*Breach of Representation or Warranty or Failure to Perform Covenants by the Purchaser*] and the Purchaser may not elect to exercise its right to terminate this Agreement pursuant to Section 7.2(a)(iv)(A) [*Breach of Representation or Warranty or Failure to Perform Covenants by the Company*], unless the Party seeking to terminate the Agreement (the "**Terminating Party**") has delivered a written notice ("**Termination Notice**") to the other Party (the "**Breaching Party**") specifying in reasonable detail all breaches of covenants, representations and warranties or other matters which the Terminating Party asserts as the basis for termination. After delivering a Termination Notice, provided the Breaching Party is proceeding diligently to cure such matter and such matter is capable of being cured prior to the Outside Date, the Terminating Party may not exercise such termination right until the earlier of (a) the Outside Date, and (b) the date that is 10 Business Days following receipt of such Termination Notice by the Breaching Party, if such matter has not been cured by such date, provided that, for greater certainty, if any matter is not capable of being cured by the Outside Date, the Terminating Party may immediately exercise the applicable termination right.

(d) If the Terminating Party delivers a Termination Notice prior to the date of the Company Meeting, unless the Parties agree otherwise, the Company shall postpone or adjourn the Company Meeting to the earlier of (a) five Business Days prior to the Outside Date and (b) the date that is 10 Business Days following receipt of such Termination Notice by the Breaching Party.

4.12 Employee Matters

(a) The Parties acknowledge that any change of control, retention, severance or any other similar payments owed to Company Employees or the directors of the Company by the Company or any of its Subsidiaries as a result of the completion of the Arrangement (as disclosed in Schedule 4.12(a) of the Company Disclosure Letter) shall, subject to Schedule 4.12(a) of the Company Disclosure Letter, be paid by the Company to such Company Employees or directors on the Effective Date in accordance with the terms of the applicable Employee Plan and Schedule 4.12(a) of the Company Disclosure Letter prior to or simultaneously with the sending by the Company of the Articles of Arrangement to the Director in accordance with Section 2.9.

(b) The Purchaser hereby agrees to comply with the terms set forth in Schedule 4.12(b) of the Company Disclosure Letter.

(c) With respect to all employee benefit plans of the Purchaser and its affiliates that the Purchaser or its affiliates designate as being for the benefit of Company Employees, for all purposes, including determining eligibility to participate, level of benefits, vesting, benefit accruals and early retirement subsidies, each Company Employee's service with the Company or any of its Subsidiaries (as well as service with any predecessor employer of the Company or any such Subsidiary, to the extent service with the predecessor employer was recognized by the Company or such Subsidiary) shall be treated as service with the Purchaser or any of its affiliates; provided, however, that such service need not be recognized to the extent that such recognition would result in any duplication of benefits or compensation for the same period of service or is not permitted under the applicable benefit plan and subject, in any case, to compliance with applicable Laws with respect to the Company Employees who are subject to a Collective Agreement or a union certification application, as may be amended or modified from time to time in accordance with such Collective Agreement and applicable Law.

(d) Notwithstanding anything in this Agreement to the contrary, this Section 4.12 shall not (i) give any Company Employees any right to continued employment; (ii) except as set forth in Schedule 4.12(b) of the Disclosure Letter, affect or otherwise increase the severance, post-termination benefits or other termination entitlements of Company Employees under their current employment agreements, any Employee Plan and the related trust agreement, (iii) impair in any way the right of the Company to terminate the employment of any Company Employee; or (iv) apply to any Company Employee who is or becomes covered by a Collective Agreement whose terms and conditions of employment following the Effective Time shall be governed by the terms of the applicable Collective Agreement.

(e) The provisions of this Section 4.12 are solely for the benefit of the Parties, and no provision of this Section 4.12 is intended to, or shall, constitute the establishment or adoption of or an amendment to any Employee Plan and, except as otherwise explicitly provided for in this Agreement, no current or former employee or any other individual associated therewith shall be regarded for any purpose as a third party beneficiary of this Agreement or have the right to enforce the provisions hereof.

4.13 Insurance and Indemnification

(a) Prior to the Effective Date, the Company shall purchase customary "tail" policies of directors' and officers' liability insurance providing protection no less favourable in the aggregate to the protection provided by the policies maintained by the Company and its Subsidiaries which are in effect immediately prior to the Effective Date and providing protection in respect of claims arising from facts or events which occurred on or prior to the Effective Date and the Purchaser shall, or shall cause the Company and its Subsidiaries to, maintain such tail policies in effect without any reduction in scope or coverage for six years from the Effective Date; provided that the Purchaser shall not be required to pay any amounts in respect of such coverage prior to the Effective Time and provided further that the cost of such policies shall not exceed 300% (such amount, the "**Base Premium**") of the Company's current annual aggregate premium for policies currently maintained by the Company or its Subsidiaries; provided further, however, that if such insurance can only be obtained at a premium in excess of the Base Premium, the Company may purchase the most advantageous policies of directors' and officers' liability insurance reasonably available for an annual premium not to exceed the Base Premium, and the Purchaser shall, or shall cause the Company and its Subsidiaries to, maintain such coverage for six years from the Effective Date.

(b) The Purchaser shall cause the Company and its Subsidiaries to honour all rights to indemnification or exculpation now existing under applicable Law, the Constating Documents of the Company or any of its Subsidiaries or under indemnification agreements entered into in the Ordinary Course in favour of present and former employees, officers and directors of the Company and its Subsidiaries (together with their respective heirs, executors or administrators, the "**Indemnified Persons**"), and acknowledges that such rights shall survive the completion of the Plan of Arrangement and shall continue in full force and effect in accordance with their terms without modification for a period of not less than six years from the Effective Date, and the Company and its Subsidiaries or any of their respective successors or assigns (including any corporation or other entity continuing following the amalgamation, merger, consolidation or winding up of the Company or any of its Subsidiaries with or into one or more other entities (pursuant to a statutory procedure or otherwise)), as applicable, shall continue to honour such rights of indemnification and exculpation and indemnify such Indemnified Persons pursuant thereto, with respect to actions or omissions of such Indemnified Persons occurring prior to the Effective Time, for six years from the Effective Date.

(c) If the Company or any of its Subsidiaries or any of their respective successors or assigns (including any corporation or other entity continuing following the amalgamation, merger, consolidation or winding up of the Company or any of its Subsidiaries with or into one or more other entities (pursuant to a statutory procedure or otherwise)) (i) consolidates with or merges into any other Person and is not a continuing or surviving corporation or entity of such consolidation or merger, or (ii) transfers all or substantially all of its properties and assets to any Person, the Purchaser shall ensure that any such successor or assign (including, as applicable, any acquirer of substantially all of the properties and assets of the Company or its Subsidiaries) assumes all of the obligations set forth in this Section 4.13.

(d) The Purchaser shall pay all reasonable expenses, including legal fees, that may be incurred by any Indemnified Person in enforcing the indemnity and other obligations provided for in this Section 4.13. The rights of each Indemnified Person hereunder shall be in addition to, and not in limitation of, any other rights such Indemnified Person may have under the Constating Documents of the Company or any of its Subsidiaries or any other indemnification arrangement.

(e) The provisions of this Section 4.13 shall be binding, jointly and severally, on all successors of the Purchaser.

(f) The Purchaser acknowledges to each Indemnified Person his or her direct rights against it under the provisions of this Section 4.13, which are intended for the benefit of, and shall be enforceable by, each Indemnified Person and, for such purpose, the Company hereby confirms that it is acting as agent and trustee on their behalf.

4.14 Exchange Delisting

If requested by the Purchaser, the Company agrees to cooperate with the Purchaser in taking, or causing to be taken, all actions necessary to delist the Company Participating Shares from the NYSE, TSX and TSXV, as applicable, as promptly as practical following the Effective Time (including, if requested by the Purchaser, such actions as may be necessary to delist the Company Participating Shares on the Effective Date).

4.15 Purchaser Debt Financing

(a) The Purchaser shall take, or cause to be taken, all actions and to do, or cause to be done, all things reasonably necessary, proper or advisable to arrange and obtain the Debt Financing at or prior to the Closing on the terms and conditions contained in the Debt Commitment Letter, including to:

(i) maintain in effect the Debt Commitment Letter in accordance with its terms (except for such amendments, supplements, modifications, full or partial replacements or waivers permitted under this Section 4.15);

(ii) negotiate and enter into the Debt Financing Documents;

(iii) satisfy or obtain the waiver of all conditions to funding in the Debt Commitment Letter (or Debt Financing Documents entered into with respect to the Debt Financing) that are applicable to and within the control of the Purchaser to enable the consummation of the Debt Financing at or prior to the Effective Time;

(iv) assuming that all conditions contained in the Debt Commitment Letter have been satisfied, consummate the Debt Financing at or prior to the Closing; and

(v) enforce its rights under the Debt Commitment Letter, including in the event of a breach by the Debt Financing Sources that would reasonably be expected to prevent or materially delay the consummation of the transactions contemplated by the Arrangement (it being agreed that any delay to a date that would be later than the Outside Date is a material delay),

provided that, subject to the other terms of this Agreement to the contrary, (1) nothing in this clause will limit the ability of the Purchaser to pursue the Debt Financing in any manner not otherwise prohibited by this Agreement and (2) in no event shall the Purchaser be required to pay any fees or any interest rates applicable to the Debt Financing in excess of those contemplated by the Debt Commitment Letter as in effect on the date hereof (including any flex provisions), or agree to any term (including any "market flex" term) less favorable to the Purchaser than such term contained in such Debt Commitment Letter as in effect on the date hereof.

(b) The Purchaser shall have the right from time to time to amend, restate, supplement, terminate, replace or otherwise modify, or waive its rights under, any Debt Commitment Letter or Debt Financing Document, including to reduce the available funding under or to terminate any such Debt Commitment Letter or Debt Financing Document in order to obtain alternative sources of financing in lieu of all or a portion of the Debt Financing, including via an offering of debt securities (a "**Substitute Financing**"); provided that the Purchaser shall not permit, without the prior written consent of the Company, any amendment, restatement, supplement, termination, replacement or other modification to be made to, or any waiver or release of any provision or remedy to be made under, the Debt Commitment Letter or any Debt Financing Document (it being understood that the exercise of any "market flex" provisions shall not be deemed to be an amendment, restatement, supplement, termination, replacement, modification, waiver or release) if such amendment, restatement, supplement, termination, replacement, modification, waiver or release would:

(i) reduce the aggregate amount of net proceeds available from the Debt Financing (including, for greater certainty, any Substitute Financing and/or Alternative Financing) to an amount that, together with the Purchaser's cash on hand and cash equivalents, would be less than the amount required to satisfy the aggregate Arrangement Consideration payable by the Purchaser under the terms of the Plan of Arrangement pursuant to this Agreement (for the avoidance of doubt, it is understood and agreed that any reduction of the aggregate amount of the net proceeds available from the Debt Financing with the gross cash proceeds available from any Alternative Financing and/or Substitute Financing shall not constitute an amendment, restatement, termination, replacement, supplement, modification, or waiver that is subject to the terms of this Section 4.15(b)(i)); or

(ii) impose new or additional conditions precedent or otherwise expand, amend or modify any of the conditions precedent to the receipt of the Debt Financing, including any change to the Limited Conditionality Provisions or Specified Representations (as such terms are defined in the Debt Commitment Letter, or any analogous or similar terms), in a manner reasonably likely to prevent or delay or materially impair the ability of the Purchaser to fund the Arrangement Consideration on the Closing Date, provided, however, that this shall not prevent (or require the Purchaser to obtain the prior written consent of the Company for) any conditions precedent that are new or additional to, or expand, amend or modify, the conditions precedent contained in the Debt Commitment Letter (including the "market flex" provisions thereof)(x) that are customary for a bridge facility or a bond financing or (y) that are not materially less favourable to the Purchaser.

(c) The Purchaser shall be permitted to: (i) amend, restate, terminate, replace, supplement or otherwise modify the Debt Commitment Letter to add and appoint lenders, arrangers, book-runners, underwriters, agents, syndication and documentation agents or similar entities who have not executed the Debt Commitment Letter as at the date of this Agreement to provide for the assignment and reallocation of a portion of the financing commitments contained therein and to grant customary approval rights to such additional entities in connection with their addition or appointment and (ii) assign its rights and obligations under the Debt Commitment Letter to certain affiliates of the Purchaser to the extent permitted under the Debt Commitment Letter (provided that any such assignment shall not affect the liabilities or obligations of the Purchaser under the terms of this Agreement and the Purchaser shall cause any such assignee to perform any such obligations to the extent necessary to preserve the original intent of the Parties under this Agreement).

(d) The Purchaser shall deliver to the Company true, correct and complete copies of any executed written amendment, modification, restatement, supplement, replacement, modification, waiver or release relating to the Debt Commitment Letter (provided that such copies may be subject to customary redactions with respect to fee amounts, economic terms and "market flex" provisions). Any reference in this Agreement to (A) "Debt Commitment Letter" and "Debt Financing Document" shall include any amendment, restatement, supplement, replacement or other modification of such document, in each case from and after such amendment, restatement, supplement, replacement or other modification, and (B) the "Debt Financing" shall be deemed to include, in whole or in part (as applicable), any replacement or substitute financing provided for thereunder, including, for greater certainty, a Substitute Financing or any other Alternative Financing.

(e) Upon reasonable request by the Company, the Purchaser will provide the Company with information, in reasonable detail, with respect to the current status of all material activity concerning arranging and obtaining the Debt Financing. Without limiting the generality of the foregoing, the Purchaser shall give the Company notice as soon as reasonably practicable:

(i) of any actual material breach or material default by any party to the Debt Commitment Letter or the Debt Financing Documents of which the Purchaser becomes aware;

(ii) of the receipt of any written notice or other communication with respect to any actual breach, default, termination or repudiation by any party to the Debt Commitment Letter or any Debt Financing Documents;

(iii) if the Purchaser determines in good faith that it will not be able to satisfy any of the obligations to, or otherwise be able to, obtain some or any portion of the Debt Financing on the terms, in the manner or from the sources contemplated by the Debt Commitment Letter or Debt Financing Documents prior to the Outside Date; and

(iv) if the Debt Commitment Letter expires or is terminated for any reason.

As soon as reasonably practicable after the date the Company delivers to the Purchaser a written request, the Purchaser shall provide any information reasonably requested by the Company relating to the circumstances referred to in clauses (i) to (iv) in this Section 4.15(e). The Purchaser shall not be required to make a disclosure under this Section 4.15(e) to the extent that any such disclosure would be prohibited under applicable Law or could reasonably be expected to result in a waiver of attorney-client privilege.

(f) If any portion of the Debt Financing that is required to fund the Arrangement Consideration becomes unavailable on the terms and conditions (including any applicable "market flex" provisions) contemplated by the Debt Commitment Letter, the Purchaser shall use its reasonable best efforts to arrange and obtain, as promptly as practicable but in no event later than Closing, alternative financing for such unavailable portion, including alternative debt and/or equity financing ("**Alternative Financing**"), <u>provided</u> that such Alternative Financing shall not reduce aggregate proceeds in the manner described in Section 4.16(c)(i) (subject to the carve-outs contained therein) nor impose additional conditions in the manner set forth in Section 4.16(c)(ii) (subject to the carve-outs contained therein).

(g) The Purchaser shall deliver to the Company true, correct and complete copies of any executed commitment or similar letter(s) for any Alternative Financing or Substitute Financing when available (provided that such copies may be subject to customary redactions with respect to fee amounts, economic terms, "market flex" provisions, and other confidential or commercially sensitive information). In the event that: (i) Alternative Financing as contemplated under Section 4.15(f) is obtained or (ii) Substitute Financing as contemplated under Section 4.15(b) is obtained or (iii) the Purchaser otherwise arranges and obtains alternative debt or equity financing, all references in this Agreement to "Debt Financing" shall be deemed to include such Alternative Financing and/or Substitute Financing and all references to the "Debt Commitment Letter" shall be deemed to include the applicable commitment or similar letter(s) and any related fee letter(s) for the Alternative Financing and/or Substitute Financing and all references to "Debt Financing Documents" shall be deemed to include the applicable credit, underwriting, agency or purchase agreement, or other definitive documentation, for such Alternative Financing and/or Substitute Financing.

(h) The Company shall use its reasonable best efforts to, and shall cooperate with the Purchaser in order to, obtain all appropriate consents and waivers from the lenders under the Company Credit Facility at or prior to the Effective Time in order to avoid an event of default thereunder in connection with the Arrangement and the transactions contemplated by this Agreement.

(i) Except if the Company Credit Facility is repaid and terminated at the Effective Time, the Purchaser shall, and shall cooperate with the Company in order to, obtain all appropriate consents and waivers from the lenders under the Company Credit Facility at or prior to the Effective Time in order to avoid an event of default thereunder in connection with the Arrangement and the transactions contemplated by this Agreement.

4.16 Financing Assistance

(a) Subject to Section 4.16(c), the Company shall use its reasonable best efforts, and shall cause its Subsidiaries and its and their Representatives to use their reasonable best efforts, to provide such customary and timely co-operation to the Purchaser as the Purchaser may reasonably request in connection with the arrangement, syndication, marketing or consummation of the Debt Financing and any and all full or partial alternative debt and/or equity financing that may be sought and/or obtained by the Purchaser to fund the aggregate Arrangement Consideration payable under the terms of, or otherwise in connection with, the Plan of Arrangement (collectively the "**Financing**"), including using reasonable best efforts to:

(i) co-operate in respect of diligence efforts, presentations or meetings held by or on behalf of the Purchaser with the financial institutions identified in the Debt Commitment Letter, and with any other investor, agent, arranger, lender, underwriter or other Person that commits or proposes to provide or arrange, or enters into definitive agreements (including, for greater certainty, any credit, underwriting, agency or securities purchase agreement for a Substitute Financing) related to the Financing (collectively, the "**Financing Sources**"), including the participation of senior officers of the Company in a reasonable number of due diligence sessions and one-on-one sessions with prospective investors, and presentations to rating agencies, provided that during the prevalence of the COVID-19 pandemic and the existence of travel restrictions and public health ordinances and advisories limiting or recommending against travel or gatherings, all meetings shall at the Company's option, be conducted virtually online;

(ii) without limiting the confidentiality restrictions noted in Section 4.16(c)(v) below, provide or make available to the Purchaser, its Representatives and the Financing Sources and their respective agents and advisors the Required Financing Information and other such financial information, operating data, business and or other information regarding the Company or any of its Subsidiaries, as the Purchaser may reasonably request in connection with the preparation of any marketing materials, offering documents, prospectuses, offering memorandums, bank information memorandums, rating agency presentations, investor presentations and similar documents (collectively, the "Financing Materials") used in connection with the Financing and assist in the preparation of the Financing Materials, including by (x) providing the Purchaser and its Representatives with any financial information and data required to prepare any pro forma financial statements that are required under applicable Securities Laws to be included in, or as may otherwise be reasonably required for and are customarily included in, the Financing Materials and (y) providing customary authorization letters to the Financing Sources authorizing the distribution of information to prospective lenders and other financing sources (without limiting the confidentiality restrictions below) and containing a customary representation to the Debt Financing Sources that that the public side versions of such documents (if any) do not include material non-public information about the Company or its Subsidiaries or their securities and as to the accuracy of the information contained in the disclosure and marketing materials related to the financing contemplated by the Debt Commitment Letter; provided, however, that the Company shall not be required to provide (i) any pro forma financial statements or any information regarding any post-Effective Time or pro forma adjustments desired to be incorporated into any information used in connection with the Financing (including any synergies or cost savings), pro forma ownership or an as-adjusted capitalization table, (ii) projections, (iii) any description of all or any component of the Financing, or (iv) risk factors relating to all or any component of the Financing;

(iii) co-operate and provide information reasonably required by or for the benefit of the Financing Sources in the context of due diligence and verification, in compliance with applicable requirements or consistent with customary practice, as applicable, including promptly executing and delivering to Purchaser and the Financing Sources at least four Business Days before the Effective Date all documentation and other information with respect to the Company and its Subsidiaries (excluding information about its shareholders and creditors) that is required in connection with the Financing under applicable "know-your-customer" and anti-money laundering rules and regulations, including the USA PATRIOT Act, and the requirements of 31 C.F.R. §1010.230;

(iv) to the extent requested by the Purchaser, co-operate in the discharge of existing Indebtedness and Liens of the Company and its Subsidiaries in connection with the Financing (which discharge, for the avoidance of doubt, shall be the obligation of the Purchaser to be funded by the Purchaser and shall not be required to take effect before the Effective Time), including obtaining customary debt pay-off letter(s) and delivering a draft of such pay-off letter(s) to the Purchaser for review and comment;

(v) to the extent requested by the Purchaser, provide guarantees and facilitate the pledging of collateral and granting of security interests in connection with the Financing, (which guarantees and security interests, for the avoidance of doubt, shall not be required to take effect before the Effective Time), and co-operate with the preparation and negotiation of and entry into of definitive and ancillary documentation in connection with the Financing;

(vi) promptly updating any Required Financing Information provided by or on behalf of it, or which relates to the Company and its Subsidiaries, to ensure that such information does not contain a Misrepresentation and as may be necessary so that such Required Financing Information (i) satisfies the Compliance Requirements, (ii) meets the applicable requirements set forth in the definition of "Required Financing Information" and (iii) would not, after giving effect to such update(s), cause the Marketing Period to cease or be deemed not to have commenced pursuant to the definition of "Marketing Period";

(vii) use reasonable best efforts to obtain any necessary co-operation from any of its auditors and any other advisors to the use of any financial or other expert information required to be included, or customarily included, in the Financing Materials, including any consents and authorization letters with respect to the inclusion thereof in such Financing Materials and customary comfort letters, and cause its auditors and any other advisors to participate in a reasonable number of accounting due diligence sessions and drafting sessions as may be required in connection with the Financing; and

(viii) cause the taking of any corporate actions, or otherwise, by the Company and its Subsidiaries reasonably necessary to permit the completion of such Financing, in each case effective no earlier than, the Effective Time and subject to the completion of the Arrangement.

(b) Notwithstanding anything contained in this Agreement to the contrary, the Purchaser expressly acknowledges and agrees that its obligations hereunder are not conditioned in any manner upon obtaining the Debt Financing, any Alternative Financing or Replacement Financing, or any other financing, regardless of the reasons why financing is not obtained or whether such reasons are within or beyond the control of the Purchaser. For the avoidance of doubt, if any financing referred to in this Section 4.16 is not obtained, the Purchaser will continue to be obligated to consummate the Arrangement, subject to and on the terms contemplated by this Agreement, subject to the applicable conditions set forth in Article 6.

(c) The Company or any of its Subsidiaries and their respective Representatives shall only be required to undertake the actions described in Section 4.16(a) provided that:

(i) such actions do not unreasonably interfere with the ongoing business operations of the Company or any of its Subsidiaries;

(ii) the Company shall not be required to provide, or cause any of its Subsidiaries to provide, co-operation that involves any binding commitment or agreement (including the entry into any agreement or the execution of any certificate) by the Company or its Subsidiaries (or commitment or agreement which becomes effective prior to the Effective Time) which is not conditional on the completion of the Arrangement and does not terminate without liability to the Company and its Subsidiaries upon the termination of this Agreement;

(iii) neither the Company nor any of its Subsidiaries shall be required to take any action pursuant to any Contract, certificate or instrument that is not contingent upon the occurrence of the Effective Time or that would be effective prior to the Effective Time;

(iv) no employee, officer or director of the Company or any of its Subsidiaries shall be required to take any action which would result in such Person incurring any personal liability (as opposed to liability in such Person's capacity as an officer) with respect to the matters related to the Financing;

(v) any Financing Sources acknowledge the confidentiality of Confidential Information (as defined in the Confidentiality Agreement) received by them (including through customary "click-through" confidentiality undertakings on electronic data sites);

(vi) neither the Company nor any of its Subsidiaries shall be required to:

(A) pay any commitment, consent or other similar fee, incur any liability (other than the payment of reasonable and documented out-of-pocket costs related to such co-operation which shall be reimbursed by the Purchaser to the extent contemplated by Section 4.16(d)) or provide or agree to provide any indemnity in connection with any Financing prior to the Effective Time;

(B) contravene any applicable Law or the Constating Documents of the Company or any of its Subsidiaries; or

(C) contravene any agreement that relates to any outstanding Indebtedness of the Company or any of its Subsidiaries or any other Material Contracts;

(vii) such action would not cause any condition to Closing set forth in Article 6 to fail to be satisfied by the Outside Date;

(viii) such action would not cause any breach of this Agreement that is not irrevocably waived by the Purchaser; and

(ix) the Company shall not be required to waive or amend any terms of this Agreement.

(d) If this Agreement is terminated (other than pursuant to Section 7.2(a)(iv)(A) [*Breach of Representation or Warranty or Failure to Perform Covenants by the Company*]), the Purchaser shall:

(i) forthwith reimburse the Company for all reasonable out-of-pocket costs, fees and expenses incurred by the Company and its Subsidiaries in connection with any Financing; and

(ii) indemnify the Company and its Subsidiaries from and against any and all losses, damages, costs and expenses suffered or incurred by any of them in connection with the co-operation of the Company and its Subsidiaries contemplated by Section 4.16(a) or in connection with any Financing, in each case, other than in connection with any information supplied by or on behalf of the Company or any of its Subsidiaries (or which relates to the Company or any of its Subsidiaries which is approved in writing by the Company or any of its Subsidiaries) or to the extent resulting from the breach of this Agreement by, or the fraud, negligence or willful misconduct of the Company or any of its Subsidiaries or any of their respective Representatives.

(e) The Company hereby consents to the use of its and its Subsidiaries' trademarks, trade names and logos in connection with the Financing; provided that:

(i) such trademarks, trade names and logos are used solely:

(A) in a manner that is not intended, or reasonably likely, to harm or disparage the Company or its Subsidiaries or the reputation or goodwill of the Company and its Subsidiaries; and

(B) in connection with a description of the Company, its business and products and the transactions contemplated by this Agreement (including the Financing); and

(ii) the Financing Sources shall only be entitled to use such trademarks, trade names and logos in connection with the Financing and they shall have no property rights therein.

ARTICLE 5
ADDITIONAL COVENANTS REGARDING NON-SOLICITATION

5.1 Non-Solicitation

(a) Except as expressly provided in this Article 5, the Company shall not, and shall cause its Subsidiaries not to, directly or indirectly, through any Representative or otherwise, and shall not permit any such Person to:

(i) solicit, initiate, knowingly encourage or otherwise knowingly facilitate (including by way of furnishing or providing copies of, access to, or disclosure of, any confidential information, properties, facilities, books or records of the Company or any of its Subsidiaries) any inquiry, proposal or offer (whether public or otherwise) that constitutes or may reasonably be expected to constitute or lead to, an Acquisition Proposal;

(ii) enter into or otherwise engage, continue or participate in any discussions or negotiations with any Person (other than the Purchaser or any Person acting jointly or in concert with the Purchaser) regarding any inquiry, proposal or offer that constitutes or may reasonably be expected to constitute or lead to, an Acquisition Proposal;

(iii) make a Change in Recommendation;

(iv) accept, approve, endorse or recommend, or publicly propose to accept, approve, endorse or recommend, or take no position or remain neutral with respect to, any Acquisition Proposal (it being understood that publicly taking no position or a neutral position with respect to an Acquisition Proposal for a period of no more than five Business Days following the formal announcement or public disclosure of such Acquisition Proposal or, in the event that the Company Meeting is scheduled to occur within such five (5) Business Day period, prior to the third Business Day prior to the date of the Company Meeting will not be considered to be in violation of this Section 5.1, provided the Company Board has rejected such Acquisition Proposal and affirmed the Company Board Recommendation before the end of such period); or

(v) accept or enter into, or publicly propose to accept or enter into, any Contract in respect of an Acquisition Proposal (other than an Acceptable Confidentiality Agreement permitted by Section 5.3).

(b) The Company shall, and shall cause its Subsidiaries and its Representatives to, immediately cease and terminate, and cause to be terminated, any solicitation, encouragement, discussion, negotiation or other activities commenced prior to the date of this Agreement with any Person (other than the Purchaser) with respect to any inquiry, proposal or offer that constitutes, or may reasonably be expected to constitute or lead to, an Acquisition Proposal, and in connection with such termination shall:

(i) immediately discontinue access to and disclosure of all information, if any, to any such Person, including any data room and any confidential information, properties, facilities, books and records of the Company or any of its Subsidiaries; and

(ii) promptly request, and exercise all rights it has to require, (A) the return or destruction of all copies of any confidential information regarding the Company or any of its Subsidiaries provided to any Person other than the Purchaser since January 1, 2020 in connection with any Acquisition Proposal, and (B) the destruction of all material including or incorporating or otherwise reflecting such confidential information regarding the Company or any of its Subsidiaries, to the extent that such information has not previously been returned or destroyed, using its commercially reasonable efforts to ensure that such requests are fully complied with in accordance with the terms of such rights.

(c) The Company represents and warrants that, since January 1, 2020, the Company has not waived any confidentiality, standstill or similar agreement or restriction to which the Company or any of its Subsidiaries is a party, except to permit submissions of expressions of interest prior to the date of this Agreement.

(d) The Company covenants and agrees that (i) the Company shall take all necessary action to enforce each confidentiality, standstill or similar agreement or restriction to which the Company or any of its Subsidiaries is a party or may hereafter become a party in accordance with Section 5.3, and (ii) neither the Company, nor any of its Subsidiaries nor any of their respective Representatives will, without the prior written consent of the Purchaser (which consent may be withheld, conditioned or delayed in the Purchaser's sole and absolute discretion), release any Person from, or waive, amend, suspend or otherwise modify such Person's obligations with respect to the Company, or any of its Subsidiaries, under any confidentiality, standstill or similar agreement or restriction to which the Company or any of its Subsidiaries is a party.

5.2 Notification of Acquisition Proposals

If the Company or any of its Subsidiaries or any of their respective Representatives receives or otherwise becomes aware of (X) any inquiry, proposal or offer that constitutes or may reasonably be expected to constitute or lead to an Acquisition Proposal, or (Y) any request for copies of, access to, or disclosure of, confidential information relating to the Company or any of its Subsidiaries in connection with any inquiry, proposal or offer that constitutes or may reasonably be expected to constitute or lead to an Acquisition Proposal, including but not limited to information, access, or disclosure relating to the properties, facilities, books or records of the Company or any of its Subsidiaries, the Company:

(a) may, in a form reasonably acceptable to the Purchaser (i) communicate with any Person solely for the purposes of clarifying the terms of any such inquiry, proposal or offer made by such Person, (ii) advise any Person of the restrictions of this Agreement, and (iii) advise any Person making such inquiry, proposal or offer that the Company Board has determined that such inquiry, proposal or offer does not constitute, or is not reasonably expected to constitute or lead to, a Superior Proposal;

(b) shall promptly notify the Purchaser, at first orally, and then as soon as practicable (and in any event within 24 hours) in writing, of such Acquisition Proposal, inquiry, proposal, offer or request, including a description of its material terms and conditions, the identity of all Persons making the Acquisition Proposal, inquiry, proposal, offer or request and copies of all agreements, documents, correspondence or other material received in respect of, from or on behalf of such Person; and

(c) shall keep the Purchaser fully informed of the status of discussions and negotiations with respect to such Acquisition Proposal, inquiry, proposal, offer or request (to the extent permitted by this Article 5), and any material changes, modifications or other amendments to any such Acquisition Proposal, inquiry, proposal, offer or request.

5.3 Responding to an Acquisition Proposal

(a) Notwithstanding Section 5.1, if at any time, prior to obtaining the approval by the Company Participating Shareholders of the Arrangement Resolution, the Company receives a *bona fide* written Acquisition Proposal that was not solicited in contravention of Section 5.1, the Company may engage in or participate in discussions or negotiations with such Person regarding such Acquisition Proposal and provide copies of, access to or disclosure of confidential information, properties, facilities, books or records of the Company or its Subsidiaries, if and only if:

(i) the Company Board first determines in good faith, after consultation with its financial advisors and its outside legal counsel, that such Acquisition

Proposal constitutes or could reasonably be expected to constitute or lead to a Superior Proposal;

(ii) such Person was not restricted from making such Acquisition Proposal pursuant to an existing standstill or similar restriction;

(iii) the Company has been, and continues to be, in compliance with its obligations under this Article 5 in all material respects;

(iv) prior to providing any such copies, access, or disclosure, the Company enters into an Acceptable Confidentiality Agreement with such Person and any such copies, access or disclosure provided to such Person shall have already been (or shall concurrently be) provided to the Purchaser; and

(v) the Company promptly provides the Purchaser with, prior to providing any such copies, access or disclosure, a true, complete and final executed copy of such Acceptable Confidentiality Agreement.

(b) Nothing contained in this Agreement shall prohibit the Company Board or the Company from making any disclosure to securityholders of the Company if the Company Board, acting in good faith and upon the advice of outside legal advisors, shall have first determined that the failure to make such disclosure would be inconsistent with the fiduciary duties of the Company Board or such disclosure is required by applicable Law, provided that (i) the Company shall provide the Purchaser and its outside legal counsel with a reasonable opportunity to review and comment on the form and content of any disclosure to be made pursuant to this Section 5.3(b), and shall give reasonable consideration to comments made by the Purchaser and its outside legal counsel, and (ii) notwithstanding the foregoing, the Company Board shall not be permitted to make a Change in Recommendation other than as permitted by Section 5.4.

5.4 Right to Match

(a) If the Company receives an Acquisition Proposal that constitutes a Superior Proposal prior to the approval of the Arrangement Resolution by the Company Participating Shareholders, the Company Board may make a Change in Recommendation, if and only if:

(i) the Person making the Superior Proposal was not restricted from making such Superior Proposal pursuant to an existing standstill or similar restriction;

(ii) the Company has been, and continues to be, in compliance with its obligations under this Article 5 in all material respects;

(iii) the Company has delivered to the Purchaser a written notice of the determination of the Company Board that such Acquisition Proposal constitutes a Superior Proposal and of the intention of the Company Board to make a Change in Recommendation with respect to such Superior Proposal, including a notice as to the value in financial terms that the Company Board has, in consultation with its financial advisors, determined should be ascribed to any non-cash consideration offered under the Superior Proposal (collectively, the "**Superior Proposal Notice**");

(iv) the Company or its Representatives have provided to the Purchaser a copy of any proposed definitive agreement for the Superior Proposal;

(v) at least five Business Days (the "**Matching Period**") have elapsed from the date that is the later of the date on which the Purchaser received the Superior Proposal Notice and the date on which the Purchaser received all of the material referred to in Section 5.4(a)(iv);

(vi) during any Matching Period, the Purchaser has had the opportunity (but not the obligation), in accordance with Section 5.4(b), to offer to amend this Agreement and the Arrangement in order for such Acquisition Proposal to cease to be a Superior Proposal; and

(vii) if the Purchaser has offered to amend this Agreement and the Arrangement under Section 5.4(b), the Company Board has determined in good faith, after consultation with the Company's outside legal counsel and financial advisers, that such Acquisition Proposal continues to constitute a Superior Proposal compared to the terms of the Arrangement as proposed to be amended by the Purchaser under Section 5.4(d).

(b) For greater certainty notwithstanding any Change in Recommendation in accordance with Section 5.4(a), the Company shall cause the Company Meeting to occur and the Arrangement Resolution to be put to the Company Participating Shareholders thereat for consideration in accordance with this Agreement, and the Company shall not submit to a vote of its shareholders any Acquisition Proposal other than the Arrangement Resolution prior to the termination of this Agreement.

(c) During the Matching Period, or such longer period as the Company may approve in writing for such purpose: (i) the Company Board shall review any offer made by the Purchaser under Section 5.4(a)(vi) to amend the terms of this Agreement and the Arrangement in good faith, after consultation with outside legal counsel and financial advisors, in order to determine whether such proposal would, upon acceptance, result in the Acquisition Proposal previously constituting a Superior Proposal ceasing to constitute a Superior Proposal; and (ii) the Company shall negotiate in good faith with the Purchaser to make such amendments to the terms of this Agreement and the Arrangement as would enable the Purchaser to proceed with the transactions contemplated by this Agreement on such amended terms. If, as a consequence of the foregoing, the Company Board, after consultation with outside legal counsel and financial advisors, determines that such Acquisition Proposal would cease to constitute a Superior Proposal, the Company shall promptly so advise the Purchaser, and the Company and the Purchaser shall amend this Agreement to reflect such offer made by the Purchaser, and shall take and cause to be taken all such actions as are necessary to give effect to the foregoing.

(d) Each successive amendment or modification to any Acquisition Proposal that results in an increase in, or a modification to, the consideration (or value of such consideration) to be received by Company Participating Shareholders or other material terms or conditions thereof shall constitute a new Acquisition Proposal for the purposes of this Section 5.4, and the Purchaser shall be afforded an additional five Business Day Matching Period from the date on which the Purchaser received the Superior Proposal Notice and the date on which the Purchaser received all of the materials referred to in Section 5.4(a)(iv) with respect to each new Superior Proposal from the Company.

(e) The Company Board shall promptly reaffirm the Company Board Recommendation by press release after any Acquisition Proposal which is not determined to constitute a Superior Proposal is publicly announced or the Company Board determines that a proposed amendment to the terms of this Agreement as contemplated under Section 5.4(b) would result in an Acquisition Proposal no longer constituting a Superior Proposal. The Company shall provide the Purchaser and its outside legal counsel with a reasonable opportunity to review the form and content of any such press release and shall make all reasonable amendments to such press release as requested by the Purchaser and its outside legal counsel.

(f) If the Company provides a Superior Proposal Notice to the Purchaser on a date that is less than 10 Business Days before the Company Meeting, the Company may, and shall at the request of Purchaser, postpone the Company Meeting to a date that is not more than 15 Business Days after the scheduled date of the Company Meeting (and, in any event, prior to the Outside Date).

5.5 Breach by Subsidiaries and Representatives

Without limiting the generality of the foregoing, the Company shall advise its Subsidiaries and its Representatives of the prohibitions set out in this Article 5 and any violation of the restrictions set forth in this Article 5 by the Company, its Subsidiaries or its Representatives is deemed to be a breach of this Article 5 by the Company.

ARTICLE 6
CONDITIONS

6.1 Mutual Conditions Precedent

The Parties are not required to complete the Arrangement unless each of the following conditions is satisfied on or prior to the Effective Time, which conditions may only be waived, in whole or in part, by the mutual consent of each of the Parties:

(a) **Arrangement Resolution**. The Arrangement Resolution has been approved and adopted by the Company Participating Shareholders at the Company Meeting in accordance with the Interim Order.

(b) **Interim and Final Order**. The Interim Order and the Final Order have each been obtained on terms consistent with this Agreement, and have not been set aside or modified in a manner unacceptable to either the Company or the Purchaser, each acting reasonably, on appeal or otherwise.

(c) **Key Regulatory Approvals**. Each of the Key Regulatory Approvals has been made, given or obtained and each such Key Regulatory Approval is in force and has not been rescinded or amended in such a way as to prevent or otherwise make illegal the consummation of the Arrangement.

(d) **Illegality**. No Law is in effect that makes the consummation of the Arrangement illegal or otherwise prohibits or enjoins the Company or the Purchaser from consummating the Arrangement.

(e) **Listing of Consideration Shares**. The Arrangement Consideration Shares to be issued pursuant to the Arrangement have been approved for listing on the TSX (subject only to customary conditions) and the NYSE (subject only to official notice of issuance).

6.2 Additional Conditions Precedent to the Obligations of the Purchaser

The Purchaser is not required to complete the Arrangement unless each of the following conditions is satisfied, which conditions are for the exclusive benefit of the Purchaser and may only be waived, in whole or in part, by the Purchaser in its sole discretion:

(a) **Representations and Warranties of the Company**. The representations and warranties of the Company set forth in: (i) paragraphs 1 [*Organization and Qualification*], 2 [*Corporate Authorization*], 3 [*Execution and Binding Obligation*] and 5(a) [*Non-Contravention*] of Schedule C shall be true and correct in all respects as of the date of this Agreement and as of the Effective Time, as if made at and as of such time; (ii) the representations and warranties of the Company set forth in paragraphs 6 [*Capitalization*] and 33 [*Brokers*] of Schedule C shall be true and correct in all respects (except for *de minimis* inaccuracies) as of the date of this Agreement and true and correct in all respects (except for *de minimis* inaccuracies and as a result of transactions, changes, conditions, events or circumstances permitted hereunder) as of the Effective Time; and (iii) all other representations and warranties of the Company set forth in this Agreement shall be true and correct in all respects (disregarding for purposes of this Section 6.2(a)(iii) any materiality or Material Adverse Effect qualification contained in any such representation or warranty) as of the date of this Agreement and as of the Effective Time, as if made at and as of such time (except that any such representation and warranty that by its terms speaks specifically as of the date of this Agreement or another date shall be true and correct in all respects as of such date), except in the case of this Section 6.2(a)(iii) where the failure to be so true and correct in all respects, individually or in the aggregate, has not had or would not reasonably be expected to have a Material Adverse Effect, and the Company has delivered a certificate confirming same to the Purchaser, executed by two executive officers of the Company (in each case without personal liability) addressed to the Purchaser and dated the Effective Date.

(b) **Performance of Covenants by the Company**. The Company has fulfilled or complied in all material respects with each of the covenants of the Company contained in this Agreement to be fulfilled or complied with by it on or prior to the Effective Time which have not been waived by the Purchaser, and has delivered a certificate confirming same to the Purchaser, executed by two executive officers of the Company (in each case without personal liability) addressed to the Purchaser and dated the Effective Date.

(c) **Material Adverse Effect**. Since the date of this Agreement, there has not occurred a Material Adverse Effect.

6.3 Additional Conditions Precedent to the Obligations of the Company

The Company is not required to complete the Arrangement unless each of the following conditions is satisfied on or prior to the Effective Time, which conditions are for the exclusive benefit of the Company and may only be waived, in whole or in part, by the Company in its sole discretion:

(a) **Representations and Warranties of the Purchaser**. The representations and warranties of the Purchaser set forth in this Agreement shall be true and correct in all respects as of the date of this Agreement and as of the Effective Time, as if made at and as of such time (except that any such representation and warranty that by its terms speaks specifically as of the date of this Agreement or another date shall be true and correct in all respects as of such date), except where the failure to be so true and correct in all respects, individually and in the aggregate, would not reasonably be expected to materially impede or delay the consummation of the Arrangement, and each of the Purchaser and the Purchaser has delivered a certificate confirming same to the Company, executed by two executive officers thereof (in each case without personal liability) addressed to the Company and dated the Effective Date.

(b) **Performance of Covenants by the Purchaser**. The Purchaser has fulfilled or complied in all material respects with each of its covenants contained in this Agreement to be fulfilled or complied with by it on or prior to the Effective Time which have not been waived by the Company, and the Purchaser has delivered a certificate confirming same to the Company, executed by two executive officers thereof (in each case without personal liability) addressed to the Company and dated the Effective Date.

(c) **Purchaser Material Adverse Effect**. Since the date of this Agreement, there shall not have occurred a Purchaser Material Adverse Effect. The Parties acknowledge and agree that this Section 6.3(c) is intended for the benefit of, and shall be enforceable by, the Controlling Shareholder and, for such purpose, the Company hereby confirms that it is acting as agent and trustee for and on its behalf.

(d) **Payment of Consideration**. The Purchaser shall have complied with its obligations under Section 2.10, the Depositary will have confirmed to the Company receipt from or on behalf of the Purchaser of the Arrangement Consideration contemplated by Section 2.10 and the obligation of the Depositary to pay the amounts payable (in cash and/or Arrangement Consideration Shares, as applicable) to the Company Participating Shareholders pursuant to and in accordance with the Arrangement shall have become irrevocable.

6.4 Satisfaction of Conditions

The conditions precedent set out in Section 6.1, Section 6.2 and Section 6.3 will be conclusively deemed to have been satisfied, waived or released when the Certificate of Arrangement is issued by the Registrar. For greater certainty, and notwithstanding the terms of any escrow arrangement entered into between the Purchaser and the Depositary, all funds and Purchaser Shares held in escrow by the Depositary pursuant to Section 2.10 hereof shall be released from escrow when the Certificate of Arrangement is issued without any further act or formality required on the part of any Person.

ARTICLE 7
TERM AND TERMINATION

7.1 Term

This Agreement shall be effective from the date hereof until the earlier of the Effective Time and the termination of this Agreement in accordance with its terms.

7.2 Termination

(a) This Agreement may be terminated prior to the Effective Time by:

(i) the mutual written agreement of the Parties;

(ii) either the Company or the Purchaser if:

(A) **Failure of Company Participating Shareholders to Approve**. The Required Shareholder Approval is not obtained at the Company Meeting in accordance with the Interim Order, provided that a Party may not terminate this Agreement pursuant to this Section 7.2(a)(ii)(A) if the failure to obtain the Required Shareholder Approval has been caused by, or is a result of, a breach by such Party of any of its representations or warranties or the failure of such Party to perform any of its covenants or agreements under this Agreement;

(B) **Illegality**. After the date of this Agreement, any Law is enacted, made, enforced or amended, as applicable, that makes the consummation of the Arrangement illegal or otherwise prohibits or enjoins the Company or the Purchaser from consummating the Arrangement, and such Law has, if applicable, become final and non-appealable, provided that the Party seeking to terminate this Agreement pursuant to this Section 7.2(a)(ii)(B) has used its commercially reasonable efforts or, in respect of the Regulatory Approvals and the Key Regulatory Approvals or the Competition Act, as applicable, the efforts required by Section 4.5 (to the extent within its control), as applicable, to appeal or overturn such Law or otherwise have it lifted or rendered non-applicable in respect of the Arrangement; and provided further that the enactment, making, enforcement or amendment of such Law was not caused by, or is a result of, a breach by such Party of any of its representations or warranties or the failure of such Party to perform any of its covenants or agreements under this Agreement (including Section 4.5); or

(C) **Occurrence of Outside Date**. The Effective Time does not occur on or prior to the Outside Date, provided that a Party may not terminate this Agreement pursuant to this Section 7.2(a)(ii)(C) if the failure of the Effective Time to so occur has been caused by, or is a result of, a breach by such Party of any of its representations or warranties or the failure of such Party to perform any of its covenants or agreements under this Agreement (including Section 2.10 or Section 4.5);

(iii) the Company if:

(A) **Breach of Representation or Warranty or Failure to Perform Covenants by the Purchaser**. A breach of any representation or warranty or failure to perform any covenant or agreement on the part of the Purchaser under this Agreement occurs that would cause any condition in Section 6.3(a) [*Purchaser Representations and Warranties Condition*] or Section 6.3(b) [*Purchaser Covenants Condition*] not to be satisfied, and such breach or failure is incapable of being cured or is not cured on or prior to the Outside Date; provided that the Company is not then in breach of this Agreement so as to cause any condition in Sections 6.1 [*Mutual Conditions Precedent*] or Section 6.2(a) [*Company Representations and Warranties Condition*] or Section 6.2(b) [*Company Covenants* Condition] not to be satisfied;

(B) **Failure to Fund**. (i) All conditions precedent contained in Section 6.1 and Section 6.2 have been satisfied or waived (other than conditions which, by their nature, are only capable of being satisfied as of the Effective Time), (ii) if the Purchaser has given written notice to the Company that it requires a Marketing Period, the Marketing Period has ended, and (iii) the Company has irrevocably given written notice to the Purchaser that it is ready, willing and able to complete the Arrangement, and (iv) at least five Business Days prior to such termination, the Company has given the Purchaser written notice stating its intention to terminate this Agreement pursuant to this Section 7.2(a)(iii)(B), and the Purchaser does not provide or cause to be provided to the Depositary sufficient funds or Arrangement Consideration Shares to complete the transactions contemplated by the Agreement as required pursuant to Section 2.10; or

(iv) the Purchaser if:

(A) **Breach of Representation or Warranty or Failure to Perform Covenants by the Company**. A breach of any representation or warranty or failure to perform any covenant or agreement on the part of the Company under this Agreement occurs that would cause any condition in Section 6.2(a) [*Company Representations and Warranties Condition*] or Section 6.2(b) [*Company Covenants Condition*] not to be satisfied, and such breach or failure is incapable of being cured or is not cured on or prior to the Outside Date; provided that the Purchaser is not then in breach of this Agreement so as to cause any condition in Sections 6.1 [*Mutual Conditions Precedent*] or Section 6.3(a) [*Purchaser*

Representations and Warranties Condition] or Section 6.3(b) [*Purchaser Covenants* Condition] not to be satisfied; or

(B) **Change in Recommendation**. Prior to the approval by the Company Participating Shareholders of the Arrangement Resolution, (1) the Company Board fails to unanimously (subject to abstentions of any conflicted director) recommend the Arrangement Agreement or withdraws, amends, modifies or qualifies the Company Board Recommendation in a manner adverse to Purchaser or publicly proposes or states its intention to do any of the foregoing, or (2) fails to publicly reaffirm (without qualification) the Company Board Recommendation within five Business Days after having been requested in writing by the Purchaser, acting reasonably, to do so (or in the event that the Company Meeting is scheduled to occur within such five Business Day period, prior to the third Business Day prior to the date of the Company Meeting), or (3) the Company Board accepts, approves, endorses or recommends, or publicly proposes to accept, approve, endorse or recommend an Acquisition Proposal or takes no position or a neutral position with respect to a publicly announced, or otherwise publicly announced, Acquisition Proposal for more than five Business Days (or beyond the third Business Day prior to the date of the Company Meeting, if such date is sooner) after such Acquisition Proposal's public announcement (in each case, a "**Change in Recommendation**") or (4) the Company breaches Article 5 in any material respect.

(C) **Company Material Adverse Effect**. There has occurred a Material Adverse Effect which is incapable of being cured on or prior to the Outside Date.

(b) The Party desiring to terminate this Agreement pursuant to this Section 7.2 (other than pursuant to Section 7.2(a)(i)) shall give written notice of such termination to the other Party, specifying in reasonable detail the basis for such Party's exercise of its termination right.

7.3 Effect of Termination/Survival

If this Agreement is terminated pursuant to Section 7.1 or Section 7.2, this Agreement shall become void and of no further force or effect without liability of any Party (or any shareholder, director, officer, employee, agent, consultant or representative of such Party) to any other Party to this Agreement, except that: (a) in the event of termination under Section 7.1 as a result of the occurrence of the Effective Time, Section 4.13 shall survive for a period of six years following such termination; and (b) in the event of termination under Section 7.2, this Section 7.3 and Sections 8.2 through to and including Section 8.17 shall survive, and provided further that, except as provided in Section 8.2(i), no Party shall be relieved of any liability for any willful breach by it of this Agreement.

ARTICLE 8
GENERAL PROVISIONS

8.1 Amendments

(a) This Agreement and the Plan of Arrangement may, at any time and from time to time before or after the holding of the Company Meeting but not later than the Effective Time, be amended by mutual written agreement of the Parties, without further notice to or authorization on the part of the Company Participating Shareholders and any such amendment may, subject to the Interim Order and the Final Order and Laws, without limitation:

(i) change the time for performance of any of the obligations or acts of the Parties;

(ii) waive or modify, in whole or in part, any representation or warranty contained in this Agreement or in any document delivered pursuant to this Agreement;

(iii) waive or modify, in whole or in part, any of the covenants contained in this Agreement and waive or modify performance of any of the obligations of the Parties; and/or

(iv) waive or modify, in whole or in part, any mutual conditions contained in this Agreement.

(b) Notwithstanding anything set forth in this Agreement to the contrary, to the extent any amendment, modification or waiver of this Section 8.1, Section 8.2(i), Section 8.6, Section 8.7(c), Section 8.10(b) or the definitions of "Debt Commitment Letter", "Debt Financing", "Debt Financing Sources" and "Debt Financing Documents" (and any provision of this Agreement to the extent an amendment, supplement, modification or waiver of such provision would modify the substance of any of the foregoing provisions) is sought that is adverse to the interests of the Debt Financing Sources, the prior written consent of such adversely affected Debt Financing Source will be required before such amendment, modification or waiver is rendered effective.

8.2 Termination Amounts

(a) Despite any other provision in this Agreement relating to the payment of fees and expenses, including the payment of brokerage fees, if a Termination Amount Event occurs, the Company shall pay the Termination Amount to the Purchaser (or as the Purchaser may direct by notice in writing) in accordance with Section 8.2(c).

(b) For the purposes of this Agreement, "**Termination Amount**" means $800,000,000, and "**Termination Amount Event**" means the termination of this Agreement:

(i) by the Purchaser, pursuant to Section 7.2(a)(iv)(B) [*Change in Recommendation*];

(ii) by any Party pursuant to any subsection of Section 7.2(a) if at such time the Purchaser is entitled to terminate this Agreement pursuant to Section 7.2(a)(iv)(B) [*Change in Recommendation*]; or

(iii) (1) by the Company or the Purchaser pursuant to Section 7.2(a)(ii)(A) [*Failure of Company Participating Shareholders to Approve*] or Section 7.2(a)(ii)(C) [*Occurrence of Outside Date*] or (2) by the Purchaser pursuant to Section 7.2(a)(iv)(A) [*Breach of Representation or Warranty or Failure to Perform Covenants by the Company*], in either case, if:

(A) prior to such termination, an Acquisition Proposal is publicly announced or otherwise publicly disclosed by any Person (other than the Purchaser or any of its affiliates) or any Person (other than the Purchaser or any of its affiliates) shall have publicly announced an intention to do so; and

(B) within 12 months following the date of such termination, (X) an Acquisition Proposal (whether or not such Acquisition Proposal is the same Acquisition Proposal referred to in clause (A) above) is consummated, or (Y) the Company or one or more of its Subsidiaries, directly or indirectly, in one or more transactions, enters into a Contract in respect of an Acquisition Proposal (whether or not such Acquisition Proposal is the same Acquisition Proposal referred to in clause (A) above and, whether or not such Acquisition Proposal is later consummated.

For purposes of the foregoing, the term “Acquisition Proposal” shall have the meaning assigned to such term in Section 1.1, except that references to “20% or more” shall be deemed to be references to “50% or more”.

(c) The Termination Amount shall be paid by the Company as follows, by wire transfer of immediately available funds to an account designated by the Purchaser:

(i) if a Termination Amount Event occurs due to a termination of this Agreement described in Section 8.2(b)(i) or Section 8.2(b)(ii), within two Business Days of the occurrence of such Termination Amount Event; or

(ii) if a Termination Amount Event occurs due to a termination of this Agreement described in Section 8.2(b)(iii), on or prior to the earlier of the consummation of an Acquisition Proposal or the entering into of a Contract in respect of an Acquisition Proposal, as applicable.

(d) Despite any other provision in this Agreement relating to the payment of fees and expenses, if a Reverse Termination Amount Event occurs, the Purchaser shall pay the Reverse Termination Amount to the Company (or as the Company may direct by notice in writing) in accordance with Section 8.2(f).

(e) For purposes of this Agreement, “**Reverse Termination Amount**” means $1,200,000,000 and “**Reverse Termination Amount Event**” means the termination of this Agreement:

(i) by any Party pursuant to Section 7.2(a)(ii)(B) [*Illegality*] or Section 7.2(a)(ii)(C) [*Occurrence of Outside Date*], in either case, as a result of the condition in Section 6.1(c) [*Key Regulatory Approvals*] or Section 6.1(d) [*Illegality*] (but only if the Law allowing for termination relates to one or more of the Key Regulatory Approvals or the Competition Act), as applicable, not being satisfied; provided that, in the case of a termination pursuant to Section 7.2(a)(ii)(C) [*Occurrence of Outside Date*]: (i) the conditions set forth in Section 6.1(a) [*Arrangement Resolution*], Section 6.1(b) [*Interim and Final Order*] and Section 6.2(c) [*Material Adverse Effect*] were, at the time of such termination, satisfied or had been waived by the Purchaser; and (ii) in the event of such termination by the Purchaser, the failure to obtain the Key Regulatory Approvals by the Outside Date has not been caused by, and is not a result of, the failure by the Company to perform in all material respects any of its covenants or agreements under this Agreement (including under Section 4.5); or

(ii) or by the Company pursuant to Section 7.2(a)(iii)(B) [*Failure to Fund*].

(f) The Reverse Termination Amount (less any RTA Asset Portion, if applicable) shall be paid by the Purchaser by wire transfer of immediately available funds to an account designated by the Company within ten Business Days after the occurrence of a Reverse Termination Amount Event, provided that the Company may, within five Business Days after the occurrence of a Reverse Termination Amount Event, request, by notice in writing to the Purchaser (the "**RTA Request**"), to receive all or a portion of the Reverse Termination Amount (the "**RTA Asset Portion**") in the form of assets or alternative consideration ("**Alternative Consideration**"). The RTA Request shall list all potential Alternative Consideration that the Company is willing to accept and may suggest a value that the Company believes should be attributed to such Alternative Consideration for the purposes of this Section 8.2(f). The Purchaser Board shall review any RTA Request in good faith and, within 30 days thereof, will notify the Company of (i) any Alternative Consideration that the Purchaser is prepared to transfer to the Company in satisfaction of all or a portion of the RTA Asset Portion, and (ii) the value the Purchaser ascribes to such Alternative Consideration (which shall be determined by the Purchaser Board in good faith). If requested by the Company, the Purchaser will engage in good faith discussions with the Company for a period of 60 days (or such longer period as the Parties may agree in writing) to determine if the Parties can reach an agreement with respect to the terms and conditions upon which the Purchaser would satisfy all or a portion of the RTA Asset Portion in Alternative Consideration. If the Parties reach such an agreement to satisfy all or any portion of the RTA Asset Portion in Alternative Consideration, then (i) the Parties shall use commercially reasonable efforts to transfer such Alternative Consideration to the Company as promptly as reasonably practicable, subject to the terms and conditions agreed to by the Parties (which terms and conditions shall address, among other things, the manner in which the RTA Asset Portion represented by such transaction will be satisfied if the transaction is not completed in accordance with its terms), and (ii) the balance of the RTA Asset Portion, if any, shall be paid in cash within five Business Days of the end of the 60 day period referred to in the preceding sentence, or any extension thereof agreed to by the Parties in writing. Notwithstanding the foregoing, at any time after delivering an RTA Request and prior to the Parties entering into an agreement referred to in paragraph (i) of the preceding sentence, the Company may, upon written notice to the Purchaser, elect not to receive Alternative Consideration and to have any remaining unpaid RTA Asset Portion be paid in cash within twenty Business Days of such notice being provided to the Purchaser. In no event will the aggregate amount of cash paid to the Company and the value (as set forth in any agreement between the Parties) of Alternative Consideration transferred to the Company exceed the Reverse Termination Amount.

(g) For the avoidance of doubt, in no event shall the Company be obligated to pay the Termination Amount, or shall the Purchaser be obligated to pay the Reverse Termination Amount, on more than one occasion, in each case, whether or not the Termination Amount or the Reverse Termination Amount, as applicable, may be payable at different times or upon the occurrence of different events.

(h) The Parties acknowledge that the agreements contained in this Section 8.2 are an integral part of the transactions contemplated by this Agreement, and that without these agreements the Parties would not enter into this Agreement. The Parties further acknowledge that the payment amounts set forth in this Section 8.2 are payments in consideration for the disposition of the rights of the Party entitled to receive such payments under this Section 8.2 and that the amounts set out in this Section 8.2 are a genuine pre-estimate of the damages, including opportunity costs, which the affected Party will suffer or incur as a result of the event giving rise to such damages and resultant termination of this Agreement, and are not penalties. Each Party irrevocably waives any right it may have to raise as a defence that any such amounts are excessive or punitive.

(i) Subject to the rights of the Parties to injunctive and other equitable relief or specific performance in accordance with Section 8.7 to prevent breaches or threatened breaches of this Agreement and to enforce compliance with the terms of this Agreement, each Party agrees that the payment of the Termination Amount or the Reverse Termination Amount, as applicable, in the manner provided in this Section 8.2 is the sole and exclusive remedy of such Party in respect of the event giving rise to such payment and the termination of this Agreement, and following receipt of the Termination Amount or Reverse Termination Amount, as applicable, no Party shall be entitled to bring or maintain any claim, action or proceeding against the Party or any of its affiliates or any Debt Financing Source arising out of or in connection with this Agreement (or the termination thereof) or the transactions contemplated herein and neither Party nor any of its affiliates, or any Debt Financing Source, shall have any further liability with respect to this Agreement or the transactions contemplated hereby to the other Party or any of their respective affiliates; provided, however, that this limitation shall not apply in the event of fraud or a wilful breach by the Party or any of its Subsidiaries making such payments of its representations, warranties, covenants or agreements set forth in this Agreement (which breach and liability therefore shall not be affected by termination of this Agreement or any payment of the Termination Amount or the Reverse Termination Amount, as applicable). For greater certainty, should the Company have reason to terminate this Agreement but elect not to terminate this Agreement, the Company shall be free to pursue any and all remedies against the Purchaser, including injunctive relief, specific performance or other equitable remedy, arising from the facts entitling the Company to otherwise terminate this Agreement.

8.3 Expenses

Except as provided in Sections 2.3(c), 4.5(f), 4.7, 4.8 and 8.2, all out-of-pocket third party transaction expenses incurred in connection with this Agreement and the Plan of Arrangement, including all costs, expenses and fees of the Company incurred prior to or after the Effective Date in connection with, or incidental to, the Plan of Arrangement, shall be paid by the Party incurring such expenses, whether or not the Arrangement is consummated.

8.4 Notices

Any notice, direction or other communication given pursuant to this Agreement (each a "**Notice**") must be in writing, sent by hand delivery, courier or email and is deemed to be given and received: (i) on the date of delivery by hand or courier if it is a Business Day and the delivery was made prior to 4:00 p.m. (local time in the place of receipt), and otherwise on the next Business Day; or (ii) if sent by email (with confirmation of transmission) on the date of transmission if it is a Business Day and transmission was made prior to 4:00 p.m. (local time in the place of receipt) and otherwise on the next Business Day, in each case to the Parties at the following addresses (or such other address for a Party as specified by like Notice):

(a) to the Company at:

Shaw Communications Inc.
630 – 3rd Avenue S.W., Suite 900
Calgary, Alberta
T2P 4L4

Attention: Trevor English,
Executive Vice President, Chief Financial & Corporate Development Officer
Email: [Redacted – Personal Information]

Attention: Peter Johnson,
Executive Vice President, Chief Legal and Regulatory Officer
Email: [Redacted – Personal Information]

with a copy to:

Davies Ward Phillips & Vineberg LLP
155 Wellington Street West
Toronto, Ontario
M5V 3J7

Attention: Vincent A. Mercier and Brett Seifred
Email: vmercier@dwpv.com and bseifred@dwpv.com

(b) to Purchaser at:

Rogers Communications Inc.
333 Bloor Street East, 10th Floor
Toronto, Ontario
M4W 1G9

Attention: Joe Natale, Chief Executive Officer
Email: [Redacted – Personal Information]

with a copy to:

Goodmans LLP
333 Bay Street, Suite 3400
Toronto, Ontario, M5H 2S7

Attention: Dale Lastman and Chris Sunstrum
Email: dlastman@goodmans.ca and csunstrum@goodmans.ca

Rejection or other refusal to accept, inability to deliver because of changed address of which no Notice was given, shall be deemed to be receipt of the Notice as of the date of such rejection, refusal or inability to deliver. Sending a copy of a Notice to a Party's legal counsel as contemplated above is for information purposes only and does not constitute delivery of the Notice to that Party. The failure to send a copy of a Notice to legal counsel does not invalidate delivery of that Notice to a Party.

8.5 Time of the Essence

Time is of the essence in this Agreement.

8.6 Third Party Beneficiaries

(a) Except for (i) the rights of the Persons set forth in Section 4.7(d), Section 4.13 and Section 6.3(c), which, without limiting their terms, are intended as stipulations for the irrevocable benefit of, and shall be enforceable by, the third Persons mentioned in such provisions (such third Persons referred to in this Section 8.7 as the "**Third Party Beneficiaries**"), and (ii) the benefits in favour of the Debt Financing Sources set forth in Section 8.1(b), Section 8.2(i), this Section 8.6 and Section 8.7(c), the Company and the Purchaser intend that this Agreement will not benefit or create any right or cause of action in favour of any Person, other than the Parties and that no Person, other than the Parties, shall be entitled to rely on the provisions of this Agreement in any action, suit, proceeding, hearing or other forum.

(b) Despite Section 8.6(a), the Parties acknowledge:

(i) to each of the Third Party Beneficiaries their direct rights against the applicable Party under Section 4.13(a), respectively, of this Agreement, which are intended for the irrevocable benefit of, and shall be enforceable by, each Third Party Beneficiary, his or her heirs, executors, administrators and legal representatives, and for such purpose, the Company or the Purchaser, as applicable, confirms that it is acting as trustee on their behalf, and agrees to enforce such provisions on their behalf; and

(ii) to each Debt Financing Source their respective rights against the Parties, as applicable, under each of Section 8.1, Section 8.1(b), Section 8.2(i), this Section 8.6 and Section 8.7(c) which are intended for the benefit of, and shall be enforceable by, each of the Debt Financing Sources.

(c) Subject to Section 8.1, the Parties reserve their right to vary or rescind the rights at any time and in any way whatsoever, if any, granted by or under this Agreement to any

Person who is not a Party, without notice to or consent of that Person, including any Third Party Beneficiary.

8.7 Equitable Remedies

(a) The Parties agree that irreparable harm would occur for which money damages would not be an adequate remedy at Law in the event that any of the provisions of this Agreement were not performed by a Party in accordance with their specific terms or were otherwise breached by a Party. The Parties accordingly agree (and further agree not to take any contrary position in any litigation concerning this Agreement) that (i) each Party shall be entitled to injunctive and other equitable relief to prevent breaches or threatened breaches of this Agreement or the obligations of the Parties to consummate the Closing in accordance with the provisions of this Agreement, and to specifically enforce compliance with, or performance of, the terms of this Agreement against the other Party without any requirement for the securing or posting of any bond in connection with the obtaining of any such injunctive or other equitable relief, this being in addition to any other remedy to which a Party may be entitled at Law or in equity, and (ii) the right of specific performance is an integral part of the transactions contemplated by this Agreement and, without such right, neither the Company nor the Purchaser would have entered into this Agreement.

(b) Notwithstanding anything to the contrary in this Agreement, it is hereby acknowledged and agreed that the Company shall be entitled to seek specific performance to cause the Purchaser to enforce the obligations of the Debt Financing Sources to fund the financing under the Debt Commitment Letter, but only in the event that each of the following conditions has been satisfied: (i) all of the conditions set forth in Section 6.1 and Section 6.2 have been satisfied (excluding conditions that, by their terms, are to be satisfied on the Effective Date); (ii) the Purchaser fails to pay the aggregate Arrangement Consideration as required by Section 2.10; and (iii) all of the conditions to the consummation of the financing provided by the Debt Commitment Letter have been satisfied (excluding conditions that, by their terms, are to be satisfied on the Effective Date).

(c) Notwithstanding anything to the contrary contained in this Agreement, but without limiting any of the Company's rights under Sections 8.7(a), 8.7(b) or 8.7(d) or the rights of the Parties to the Debt Commitment Letters under the terms thereof, the Company hereby waives, any rights or claims against any Debt Financing Source in connection with this Agreement, the Debt Financing or the transactions contemplated hereby or thereby and the Company agrees not to commence any action or proceeding against any Debt Financing Source in connection with this Agreement, the Debt Commitment Letter, the Debt Financing or in respect of any other document or theory of law or equity in connection therewith, whether at law, in contract, in tort or otherwise and agrees to cause any such action or proceeding asserted by the Company in violation of the prohibition on commencing actions or proceedings contained in this Section 8.7(c) against any Debt Financing Source to be dismissed or otherwise terminated. In particular, the Company agrees that no Debt Financing Source shall be subject to any special, consequential, punitive or indirect damages or damages of a tortious nature. For the avoidance of doubt, nothing contained herein shall in any way limit or modify the rights and obligations of the Purchaser or the Debt Financing Sources set forth under the Debt Commitment Letter or any other commitment letter, fee letter or definitive agreement pertaining to the Debt Financing, and nothing herein shall restrict the ability of the Company to seek specific performance of the Purchaser's obligations hereunder, including under Section 8.7(b).

(d) If, prior to the Outside Date, any Party brings any action in accordance with this Section 8.7 to enforce specifically the performance of the terms and provisions hereby by any other Party or the Company brings any action seeking an injunction, specific performance or other equitable relief in connection with the Debt Commitment Letter, the Outside Date shall automatically be extended (i) for the period during which such action is pending, plus 20 Business Days, or (ii) by such other time period established by the court presiding over such action, as the case may be.

8.8 Waiver

No waiver of any of the provisions of this Agreement will constitute a waiver of any other provision (whether or not similar). No waiver will be binding unless executed in writing by the Party to be bound by the waiver. A Party's failure or delay in exercising any right under this Agreement will not operate as a waiver of that right. A single or partial exercise of any right will not preclude a Party from any other or further exercise of that right or the exercise of any other right.

8.9 Entire Agreement

This Agreement, the Confidentiality Agreement and the JDA constitute the entire agreement between the Company and the Purchaser with respect to the transactions contemplated by this Agreement and supersedes all prior agreements, understandings, negotiations and discussions, whether oral or written, between the Company and the Purchaser. There are no representations, warranties, covenants, conditions or other agreements, express or implied, collateral, statutory or otherwise, between the Company and the Purchaser in connection with the subject matter of this Agreement, except as specifically set forth in this Agreement. Neither the Company nor the Purchaser has relied or is relying on any other information, discussion or understanding in entering into and completing the transactions contemplated by this Agreement. Each of the Confidentiality Agreement and the JDA shall survive the termination of this Agreement in accordance with its terms.

8.10 Successors and Assigns

(a) This Agreement becomes effective only when executed by the Company or the Purchaser. After that time, it will be binding upon and enure to the benefit of the Company and the Purchaser and their respective successors and permitted assigns.

(b) Neither this Agreement nor any of the rights or obligations under this Agreement are assignable or transferable by any Party without the prior written consent of the other Party, provided however that the Purchaser (or any permitted assign of the Purchaser) may, at any time, assign its rights and obligations under this Agreement without such consent to a wholly-owned Subsidiary of the Purchaser if such assignee delivers an instrument in writing confirming that it is bound by and shall perform all of the obligations of the assigning party under this Agreement as if it were an original signatory and provided further that the assigning party shall not be relieved of its obligations hereunder.

8.11 Severability

If any provision of this Agreement is determined to be illegal, invalid or unenforceable by an arbitrator or any court of competent jurisdiction, that provision will be severed from this Agreement and the remaining provisions shall remain in full force and effect.

Upon such determination that any term or other provision is invalid, illegal or incapable of being enforced, the Parties shall negotiate in good faith to modify this Agreement so as to effect the original intent of the Parties as closely as possible in an acceptable manner to the end that the transactions contemplated hereby are fulfilled to the fullest extent possible.

8.12 Governing Law

(a) This Agreement will be governed by and interpreted and enforced in accordance with the laws of the Province of Alberta and the federal laws of Canada applicable therein.

(b) Each Party irrevocably attorns and submits to the non-exclusive jurisdiction of the Alberta courts situated in the City of Calgary and waives objection to the venue of any proceeding in such court or that such court provides an inconvenient forum. Any legal proceedings arising out of this Agreement shall be conducted in the English language only.

8.13 Further Assurances

Each Party hereto shall, from time to time and at all times hereafter, at the request of the other Party, but without further consideration, do all such further acts and things, and execute and deliver all such further documents and instruments and provide all such further assurances as may be reasonably required in order to fully perform and carry out the terms and intent hereof.

8.14 Rules of Construction

The Parties to this Agreement waive the application of any Law or rule of construction providing that ambiguities in any agreement or other document shall be construed against the party drafting such agreement or other document.

8.15 No Liability

No director or officer of the Purchaser shall have any personal liability whatsoever to the Company under this Agreement or any other document delivered on behalf of the Purchaser under this Agreement. No director or officer of the Company or any of its Subsidiaries shall have any personal liability whatsoever to the Purchaser under this Agreement or any other document delivered on behalf of the Company or any of its Subsidiaries under this Agreement.

8.16 Language

The Parties expressly acknowledge that they have requested that this Agreement and all ancillary and related documents thereto be drafted in the English language only. *Les parties aux présentes reconnaissent avoir exigé que la présente entente et tous les documents qui y sont accessoires soient rédigés en anglais seulement*.

8.17 Counterparts

This Agreement may be executed in any number of counterparts (including counterparts by facsimile or other method of electronic communication) and all such counterparts taken together shall be deemed to constitute one and the same instrument. The Parties shall be entitled to rely upon delivery of an executed facsimile, PDF or similarly executed electronic copy of this Agreement, and such facsimile, PDF or similar executed electronic copy shall be legally effective to create a valid and binding agreement between the Parties.

[Signature Page Follows.]

IN WITNESS WHEREOF the Parties have executed this Arrangement as of the date first written above.

ROGERS COMMUNICATIONS INC.

by "*Joseph Natale*"

Name: Joseph Natale

Title: President and Chief Executive Officer

"*Anthony Staffieri*"

Name: Anthony Staffieri

Title: Chief Financial Officer

SHAW COMMUNICATIONS INC.

by "*Trevor English*"

Name: Trevor English

Title: Executive Vice President, Chief Financial and Corporate Development Officer

"*Peter Johnson*"

Name: Peter Johnson

Title: Executive Vice President, Chief Legal and Regulatory Officer

SCHEDULE A
PLAN OF ARRANGEMENT

(See attached)

PLAN OF ARRANGEMENT

PLAN OF ARRANGEMENT UNDER SECTION 193 OF THE *BUSINESS CORPORATIONS ACT* (ALBERTA)

ARTICLE 1 INTERPRETATION

1.1 Definitions

Unless indicated otherwise, where used in this Plan of Arrangement, capitalized terms used but not defined shall have the meanings ascribed thereto in the Arrangement Agreement and the following terms shall have the following meanings (and grammatical variations of such terms shall have corresponding meanings):

"**Arrangement Agreement**" means the Arrangement Agreement made as of March 13, 2021 between the Purchaser and the Company (including the Schedules thereto) as it may be amended, modified or supplemented from time to time in accordance with its terms;

"**Cash Consideration**" means $40.50;

"**Company**" means Shaw Communications Inc.;

"**Company Dividend**" has the meaning specified in Section 2.3(f);

"**Company Shares**" means the Class A Shares and the Class B Shares;

"**Court**" means the Court of Queen's Bench of Alberta, or other court as applicable;

"**Depositary**" means AST Trust Company (Canada), as depositary, or such other Person as the Company and the Purchaser mutually agree on, each acting reasonably;

"**Dissenting Shareholder**" means a holder of Company Shares as of the record date of the Company Meeting who: (a) has validly exercised its Dissent Rights in strict compliance with the Dissent Right provisions of this Plan of Arrangement; (b) has not withdrawn or been deemed to have withdrawn such exercise of Dissent Rights; and (c) is ultimately entitled to be paid the fair value for his, her or its Company Shares, but only in respect of the Company Shares in respect of which Dissent Rights are validly exercised by such holder of Company Shares;

"**Dissent Rights**" has the meaning specified in Section 3.1;

"**Effective Date**" means the date shown on the Certificate of Arrangement giving effect to the Arrangement;

"**Effective Time**" means 1:01 a.m. on the Effective Date, or such other time as the Parties agree to in writing before the Effective Date;

"**Eligible Holder**" means a Shaw Family Shareholder that is: (i) a resident of Canada for the purposes of the Tax Act and not exempt from tax under Part I of the Tax Act; or (ii) a partnership, any member of which is a resident of Canada for the purposes of the Tax Act, that is not exempt from tax under Part I of the Tax Act;

“**Equity Awards**” means the Company Options, Company RSUs, Company PSUs and Company DSUs;

“**Final Order**” means the final order of the Court pursuant to section 193 of the ABCA in a form acceptable to the Company and Purchaser, each acting reasonably, as contemplated by Section 2.5 of the Arrangement Agreement, approving the Arrangement, as such order may be amended, modified, supplemented or varied by the Court (with the consent of the Company and the Purchaser, each acting reasonably) at any time prior to the Effective Date or, if appealed, then, unless such appeal is withdrawn, abandoned or denied, as affirmed or as amended (provided that any such amendment is acceptable to the Company and the Purchaser, each acting reasonably) on appeal;

“**holders**” means: (a) when used with reference to the Company Shares, except where the context otherwise requires, the holders of the Company Shares shown from time to time in the registers maintained by or on behalf of the Company in respect of the Company Shares; (b) when used with reference to the Qualifying Holdco Shares, except where the context otherwise requires, the holders of the Qualifying Holdco Shares shown from time to time in the registers maintained by or on behalf of the Qualifying Holdco in respect of the Qualifying Holdco Shares; and (c) when used with reference to Equity Awards, the holders of Equity Awards shown from time to time in the respective registers or accounts maintained by or on behalf of the Company;

“**Interim Order**” means the interim order of the Court pursuant to section 193 of the ABCA in a form acceptable to the Company and the Purchaser, each acting reasonably, as contemplated by Section 2.2 of the Arrangement Agreement, providing for, among other things, the calling and holding of the Company Meeting, as such order may be amended, modified, supplemented or varied by the Court with the consent of the Company and the Purchaser, each acting reasonably;

“**Letter of Transmittal**” means the letter of transmittal to be sent by the Company to holders of Company Shares for use in connection with the Arrangement;

“**Liens**” means any mortgage, charge, pledge, hypothec, security interest, lien (statutory or otherwise), or adverse right or claim, or other third party interest or encumbrance of any kind;

“**Plan of Arrangement**” means this plan of arrangement proposed under Section 193 of the ABCA, and any amendments or variations thereto made in accordance with the Arrangement Agreement or this Plan of Arrangement or made at the direction of the Court in the Final Order with the consent of the Company and Purchaser, each acting reasonably;

“**Purchaser**” means Rogers Communications Inc.;

“**Purchaser Loan**” means a demand loan from the Purchaser to the Company denominated in Canadian dollars in an aggregate principal amount not exceeding the aggregate amount of cash required by the Company to make the payments in Sections 2.3(b) to Section 2.3(e), which amount shall be provided by the Company to the Purchaser in writing prior to the Effective Time, and which shall be evidenced by way of a demand promissory note granted by the Company in favour of the Purchaser;

“**Purchaser Share**” means a Class B Non-Voting Share in the capital of the Purchaser;

“**Qualifying Holdco**” means a corporation that is wholly-owned by one or more Shaw Family Shareholders that meets the conditions described in Section 4.1 of the Controlling Shareholder

Voting Support Agreement, and which directly holds Shaw Family Company Shares at the Effective Time;

"**Qualifying Holdco Shares**" means all of the shares in the capital of a Qualifying Holdco at the Effective Time;

"**Section 85 Election**" has the meaning specified in Section 2.6;

"**Shaw Family Company Shares**" means (a) the 50,719,468 Company Shares owned, directly or indirectly, or controlled by the Shaw Family Living Trust as of the date of the Arrangement Agreement as set forth in Schedule "A" to the Controlling Shareholder Voting Support Agreement, plus (b) up to 5,946,607 additional Company Shares held by Shaw Family Shareholders or Qualifying Holdcos at the Effective Time, plus (c) such additional number of Company Shares, if any, that the Purchaser agrees can be included as Shaw Family Company Shares;

"**Shaw Family Consideration**" means the aggregate of the Shaw Family Share Consideration in respect of every Shaw Family Company Share transferred to the Purchaser pursuant to Section 2.3(j) and the Shaw Family Holdco Share Consideration in respect of every Qualifying Holdco provided that such aggregate amount cannot exceed $917,990,415 in cash and 23,641,470.40 Purchaser Shares, unless, with the consent of the Purchaser, the aggregate number of Shaw Family Company Shares exceeds 56,666,075, in which case the cash and Purchaser Shares forming part of the Shaw Family Consideration shall be proportionately increased;

"**Shaw Family Group**" means (a) the estate of JR Shaw, his spouse and issue (whether natural born or legally adopted) and spouses thereof, the estates of any such individuals, and corporations owned or controlled by any one or more of the foregoing or by trusts of which any one or more of the foregoing are the principal beneficiaries (including the Shaw Family Living Trust), (b) the estate of James Robert Shaw; and (c) each of the charitable foundations listed in Schedule "B" to the Controlling Shareholder Voting Support Agreement;

"**Shaw Family Holdco Share Consideration**" in respect of a Qualifying Holdco means (a) an amount of cash equal to $16.20 multiplied by the number of Company Shares held by that Qualifying Holdco at the Effective Time; and (b) that number of Purchaser Shares equal to 0.417206775 multiplied by the number of Company Shares held by that Qualifying Holdco at the Effective Time, payable to the Shaw Family Shareholders in respect of the Qualifying Holdco Shares of that Qualifying Holdco transferred by the Shaw Family Shareholders to the Purchaser;

"**Shaw Family Share Consideration**" means (a) $16.20 in cash, and (b) 0.417206775 Purchaser Shares, payable in respect of each Shaw Family Company Share transferred to the Purchaser pursuant to Section 2.3(j); and

"**Shaw Family Shareholder**" means the Shaw Family Living Trust and any other member of the Shaw Family Group (other than a Qualifying Holdco) that is the registered holder of Company Shares or Qualifying Holdco Shares at the Effective Time and that has agreed (in a form reasonably acceptable to the Purchaser) to be a Shaw Family Shareholder; provided that no Person will become a Shaw Family Shareholder without the prior consent of the Purchaser if, after giving effect thereto, the aggregate number of Shaw Family Company Shares would exceed 56,666,075.

1.2 Headings, References, etc.

The division of this Plan of Arrangement into Articles, sections, and other portions and the insertion of headings are for convenience of reference only and shall not affect the construction or interpretation of this Plan of Arrangement. Unless otherwise indicated, all references to an "Article" or "section" followed by a number and/or a letter refer to the specified Article or section of this Plan of Arrangement. The terms "hereof", "herein" and "hereunder" and similar expressions refer to this Plan of Arrangement and not to any particular Article, section or other portion hereof.

1.3 Rules of Construction

In this Plan of Arrangement, unless the context otherwise requires: (a) words importing the singular number include the plural and vice versa; (b) words importing any gender include all genders; and (c) "include", "includes" and "including" shall be deemed to be followed by the words "without limitation".

1.4 Currency

Unless otherwise stated, all references in this Plan of Arrangement to sums of money are expressed in lawful money of Canada and "$" refers to Canadian dollars.

1.5 Date for Any Action

If the date on which any action is required or permitted to be taken hereunder by a Person is not a Business Day, such action shall be required or permitted to be taken on the next succeeding day which is a Business Day. In this Plan of Arrangement, references from or through any date mean, unless otherwise specified, from and including that date and/or through and including that date, respectively.

1.6 References to Dates, Statutes, etc.

In this Plan of Arrangement, unless something in the subject matter or context is inconsistent therewith or unless otherwise herein provided, a reference to any statute, regulation, direction or instrument is to that statute, regulation, direction or instrument as now enacted or as the same may from time to time be amended, re-enacted or replaced, and in the case of a reference to a statute, includes any regulations, rules, policies or directions made thereunder. Any reference in this Plan of Arrangement to a Person includes its heirs, administrators, executors, legal personal representatives, predecessors, successors and permitted assigns. References to any contract are to that agreement or contract as amended, modified or supplemented from time to time in accordance with its terms.

1.7 Time

Time shall be of the essence in every matter or action contemplated in this Plan of Arrangement. All times expressed herein are local time (Calgary, Alberta) unless otherwise stipulated herein.

ARTICLE 2
THE ARRANGEMENT

2.1 Arrangement Agreement

This Plan of Arrangement is made pursuant and subject to the provisions of the Arrangement Agreement.

2.2 Binding Effect

This Plan of Arrangement and the Arrangement, upon the filing of the Articles of Arrangement and the issuance of the Certificate of Arrangement, will become effective, and be binding on the Company, the Purchaser, all holders and beneficial owners of Company Shares, Company Options, Company RSUs, Company PSUs and Company DSUs, including Dissenting Holders, the register and transfer agent of the Company, the Depositary and all other Persons, at and after the Effective Time without any further act or formality required on the part of any Person.

2.3 Arrangement

At the Effective Time, each of the following events shall occur and shall be deemed to occur sequentially as set out below, without further authorization, act or formality, in each case, in accordance with the transfer mechanics set out in Section 2.4 and unless stated otherwise, effective as at five minute intervals starting at the Effective Time:

(a) the Purchaser shall make the Purchaser Loan to fund the payments in Sections 2.3(b), 2.3(c), 2.3(d) and 2.3(e);

(b) each Company Option outstanding immediately prior to the Effective Time (whether vested or unvested), notwithstanding the terms of the Company Stock Option Plan, shall be deemed to be unconditionally vested and exercisable, and such Company Option shall, without any further action by or on behalf of a holder of Company Options, be deemed to be assigned and transferred by such holder to the Company in exchange for a cash payment from the Company equal to the amount (if any) by which the Cash Consideration exceeds the exercise price of such Company Option, in each case, less applicable withholdings in accordance with Section 4.3, and each such Company Option shall immediately be cancelled and, for greater certainty, where such amount is nil or negative, neither the Company nor the Purchaser shall be obligated to pay the holder of such Company Option any amount in respect of such Company Option;

(c) each Company RSU, Company PSU or Company DSU outstanding immediately prior to the Effective Time (whether vested or unvested), notwithstanding the terms of the Company RSU/PSU Plan or the Company DSU Plan, as applicable, shall, without any further action by or on behalf of a holder of Company RSUs, Company PSUs or Company DSUs, be deemed to be assigned and transferred by such holder to the Company in exchange for a cash payment from the Company equal to the Cash Consideration, less applicable withholdings in accordance with Section 4.3, and each such Company RSU, Company PSU or Company DSU shall immediately be cancelled;

(d) the Company shall make a cash payment to the ERP Trust (as defined in the ERP), in an amount equal to the amount required to be contributed by the Company in accordance with Section 12.05 of the ERP which shall have been calculated by the Actuary (as defined in the ERP) with effect as of the Effective Time, less applicable withholdings in accordance with Section 4.3;

(e) the Company shall make a cash payment to the SERP Trust (as defined in the SERP) in an amount equal to the amount required to be contributed by the Company in accordance with Section 7.02(c) of the SERP, less applicable withholdings in accordance with Section 4.3;

(f) the Company shall make a payment to the Depositary in an amount equal to any unpaid Company Permitted Dividend that has been declared by the Company Board in accordance with the terms of the Arrangement Agreement on the Company Shares with a record date prior to the Effective Date (the "**Company Dividends**"), less applicable withholdings in accordance with Section 4.3;

(g) each of the Company Shares held by Dissenting Shareholders in respect of which Dissent Rights have been validly exercised shall be deemed to have been transferred (free and clear of any Liens), without any further act or formality, to the Purchaser, in consideration for a debt claim against the Purchaser for the amount determined under Article 3, and:

(i) such Dissenting Shareholders shall cease to be the holders of such Company Shares and to have any rights as holders of such Company Shares other than the right to be paid fair value for such Company Shares as set out in Section 3.1;

(ii) the name of each such Dissenting Shareholder shall be removed as the holder of such Company Shares from the registers of Company Shares maintained by or on behalf of the Company; and

(iii) the Purchaser shall be deemed to be the transferee of such Company Shares (free and clear of any Liens) and shall be entered in the registers of Company Shares maintained by or on behalf of the Company;

(h) contemporaneously with the step contemplated in Section 2.3(g), each outstanding Class A Share (other than Shaw Family Company Shares, and Class A Shares held by Dissenting Shareholders or Qualifying Holdcos) shall be transferred (free and clear of all Liens) to the Purchaser in consideration for the Cash Consideration;

(i) contemporaneously with the step contemplated in Section 2.3(g), each outstanding Class B Share (other than Shaw Family Company Shares, and Class B Shares held by Dissenting Shareholders or Qualifying Holdcos) shall be transferred (free and clear of all Liens) to the Purchaser in consideration for the Cash Consideration;

(j) contemporaneously with the step contemplated in Section 2.3(g), each outstanding Shaw Family Company Share (other than Shaw Family Company

Shares held by a Qualifying Holdco) shall be transferred (free and clear of all Liens) to the Purchaser in exchange for the Shaw Family Share Consideration; and

(k) contemporaneously with the step contemplated in Section 2.3(g), all outstanding Qualifying Holdco Shares of each Qualifying Holdco held by the Shaw Family Shareholders shall be transferred (free and clear of all Liens) to the Purchaser in exchange for the Shaw Family Holdco Share Consideration in respect of each Qualifying Holdco. The Shaw Family Holdco Share Consideration in respect of each Qualifying Holdco, including the portion satisfied by cash and the portion satisfied by Purchaser Shares for each Qualifying Holdco Share, shall be allocated amongst the Qualifying Holdco Shares of such Qualifying Holdco in a manner consistent with the Section 85 Election or as may otherwise be agreed by the relevant Shaw Family Shareholders and the Purchaser, acting reasonably.

2.4 Transfer Mechanics

(a) With respect to each Company Option, Company RSU, Company PSU and Company DSU deemed to be transferred and assigned in accordance with Sections 2.3(b) and 2.3(c), the following shall be deemed to have occurred as of the time of such applicable transfer and assignment:

(i) each holder thereof shall cease to be a holder of such applicable Equity Award;

(ii) each holder's name shall be removed from the register of the applicable Equity Award;

(iii) the Company Stock Option Plan, the Company RSU/PSU Plan and the Company DSU Plan, and all agreements relating to the applicable Equity Awards, shall be terminated and shall be of no further force and effect; and

(iv) each holder shall thereafter have only the right to receive the consideration to which they are entitled pursuant to Section 2.3(b) and Section 2.3(c), as applicable, at the time and in the manner specified in Section 4.1.

(b) With respect to each Class A Share, Class B Share or Qualifying Holdco Share deemed to have been transferred and assigned in accordance with Sections 2.3(h) to 2.3(k), the following shall be deemed to have occurred as of the time of the applicable transfer and assignment:

(i) the holder thereof shall cease to be the holder of such Company Share or Qualifying Holdco Share, as applicable, and to have any rights as holders thereof, other than the right to be paid the Cash Consideration or Shaw Family Consideration, as applicable, in accordance with this Plan of Arrangement;

(ii) the name of the holder thereof shall be removed from the register of Company Shares or Qualifying Holdco Shares, as applicable;

(iii) the holder thereof shall be deemed to have executed and delivered all consents, releases, assignments and waivers, statutory or otherwise, required to transfer and assign such Company Share or Qualifying Holdco Share; and

(iv) the Purchaser shall be deemed to be the transferee (free and clear of all Liens) of all of the outstanding Company Shares (other than Company Shares held by the Qualifying Holdcos but including all Company Shares transferred by Dissenting Shareholders pursuant to Section 2.3(g)) and all Qualifying Holdco Shares and the register of the Company and any Qualifying Holdco shall be revised accordingly.

2.5 <u>No Fractional Purchaser Shares and Rounding of Cash Consideration</u>

(a) In no event shall a Shaw Family Shareholder be entitled to a fractional Purchaser Share. Where the aggregate number of Purchaser Shares to be issued to a Shaw Family Shareholder pursuant to this Plan of Arrangement would result in a fraction of a Purchaser Share being issuable: (i) the number of Purchaser Shares to be received by such Shaw Family Shareholder shall be rounded down to the nearest whole Purchaser Share; and (ii) such Shaw Family Shareholder shall receive a cash payment (rounded up to the nearest whole $0.01) equal to the product of the (A) $58.2445 and (B) the fractional Purchaser Share amount.

(b) If the aggregate cash amount which a holder of Company Shares or Qualifying Holdco Shares is entitled to receive pursuant to this Plan of Arrangement would otherwise include a fraction of $0.01, then the aggregate cash amount to which such holder shall be entitled to receive shall be rounded up to the nearest whole $0.01.

2.6 <u>Tax Elections</u>

If requested by an Eligible Holder who receives Purchaser Shares pursuant to the Arrangement, the Purchaser shall make a joint election with such Eligible Holder in accordance with subsection 85(1) or 85(2) of the Tax Act (and any similar provision of any provincial legislation) provided that such election is in accordance with the provisions of the Tax Act (and applicable provincial legislation) (a "**Section 85 Election**"). The agreed amount under such joint election shall be determined by each Eligible Holder in such Eligible Holder's sole discretion within the limits set out in the Tax Act (and applicable provincial legislation). The obligation of the Purchaser in this regard is limited to Eligible Holders that provide the Purchaser with a validly completed tax election within 90 days after the Effective Date, and the Purchaser will not assume any responsibility for the proper completion or timely filing of such election. The Purchaser will not have any obligation to make such an election in respect of any holder of Company Shares or holder of Qualifying Holdco Shares other than an Eligible Holder who receives Purchaser Shares pursuant to the Arrangement.

ARTICLE 3
<u>RIGHTS OF DISSENT</u>

3.1 <u>Rights of Dissent</u>

Registered holders of Company Shares as of the record date for the Company Meeting may exercise dissent rights with respect to the Company Shares held by such holder as of such date ("**Dissent Rights**") in connection with the Arrangement pursuant to and in the manner set forth in Section 191 of the ABCA, as modified by the Interim Order and this Section 3.1; provided that, notwithstanding Section 191 of the ABCA, the written objection to the Arrangement Resolution must be received by the Company not later than 5:00 p.m. (Calgary Time) two Business Days immediately preceding the date of the Company Meeting (as it may be adjourned or postponed from time to time). Dissenting Shareholders who duly exercise their Dissent Rights shall be deemed to have transferred the Company Shares held by them and in respect of which Dissent Rights have been validly exercised to the Company free and clear of all Liens, as provided in Section 2.3(g), and if they:

(a) ultimately are entitled to be paid fair value for such Company Shares: (i) shall be deemed not to have participated in the transactions in Article 2 (other than Section 2.3(g)); (ii) will be entitled to be paid the fair value of such Company Shares, which fair value shall be determined as of the close of business on the day before the Arrangement Resolutions were adopted; and (iii) will not be entitled to any other payment or consideration, including any payment that would be payable under the Arrangement had such holders not exercised their Dissent Rights in respect of such Company Shares; or

(b) ultimately are not entitled, for any reason, to be paid fair value for such Company Shares shall be deemed to have participated in the Arrangement as of the Effective Time on the same basis as a non-dissenting holder of Company Shares (other than a Shaw Family Shareholder) and shall be entitled to receive only the consideration contemplated in Section 2.3 that such holder of Company Shares would have received pursuant to the Arrangement if such holder of Company Shares had not exercised Dissent Rights.

3.2 <u>Recognition of Dissenting Shareholders</u>

(a) In no circumstances shall the Company, the Purchaser or any other Person be required to recognize a Person exercising Dissent Rights: (i) unless, as of the deadline for exercising Dissent Rights (as set forth in Section 3.1), such Person is a registered holder of the Company Shares in respect of which such Dissent Rights are sought to be exercised; (ii) if such Person has voted or instructed a proxyholder to vote such Company Shares in favour of the Arrangement Resolution; or (iii) unless such Person has strictly complied with the procedures for exercising Dissent Rights and does not withdraw such dissent prior to the Effective Time.

(b) For greater certainty, in no case shall the Company, the Purchaser or any other Person be required to recognize Dissenting Shareholders as holders of Company Shares in respect of which Dissent Rights have been validly exercised after the completion of the transfer under Section 2.3(g), and the names of such Dissenting Shareholders shall be removed from the registers of holders of Company Shares in respect of which Dissent Rights have been validly exercised at the same time as the event described in Section 2.3(g) occurs.

(c) In addition to any other restrictions under Section 191 of the ABCA, none of the following shall be entitled to exercise Dissent Rights: (i) holders of Equity Awards; (ii) holders of Company Shares who vote or have instructed a proxyholder to vote such holder’s Company Shares in favour of the Arrangement Resolution; (iii) any Person (including any beneficial owner of Company Shares) who is not a registered holder of Company Shares; and (iv) the Purchaser and its affiliates (as defined in the Arrangement Agreement).

ARTICLE 4
PAYMENTS AND CERTIFICATES

4.1 Payment of Consideration

(a) Following receipt of the Final Order and prior to the filing of the Articles of Arrangement: (i) the Purchaser shall deposit or cause to be deposited with the Depositary for the benefit of each holder of Company Shares and Qualifying Holdco Shares entitled to receive cash pursuant to Sections 2.3(h) to 2.3(k), the amount of cash equal to the cash payments contemplated in Sections 2.3(h) to 2.3(k), with the amount per Company Share in respect of which Dissent Rights have been exercised being deemed to be the Cash Consideration, for the benefit of the holders of Company Shares and Qualifying Holdco Shares; and (ii) Purchaser shall deposit or cause to be deposited with the Depositary, for the benefit of and to be held on behalf of the Shaw Family Shareholders entitled to receive Purchaser Shares pursuant to Section 2.3(j) and Section 2.3(k), certificates representing the number of Purchaser Shares that such Shaw Family Shareholders are entitled to receive pursuant to Section 2.3(j) and Section 2.3(k). The cash deposited with the Depositary shall be held in an interest-bearing account, and any interest earned on such funds shall be for the account of the Purchaser.

(b) Upon the surrender to the Depositary for cancellation of a certificate which immediately prior to the Effective Time represented outstanding Company Shares or Qualifying Holdco Shares, as applicable, that were transferred pursuant to Sections 2.3(h) to 2.3(k), together with a duly completed and executed Letter of Transmittal, and such additional documents and instruments as the Depositary may reasonably require (or the Purchaser in respect of Qualifying Holdco Shares), each Company Share or Qualifying Holdco Share, as applicable, represented by such surrendered certificate shall be exchanged by the Depositary, and the Depositary shall deliver to the applicable holder of such Company Share or Qualifying Holdco Share as soon as practicable and in accordance with Sections 2.3(h) to 2.3(k), Section 4.1 and Section 4.2: (i) a cheque, wire transfer or other form of immediately available funds, representing the cash amount that such holder of Company Shares or Qualifying Holdco Shares, as applicable, is entitled to receive under the Arrangement; and (ii) one or more certificates representing the Purchaser Shares that such holder of Company Shares or Qualifying Holdco Shares, as applicable, is entitled to receive under the Arrangement.

(c) As soon as practicable after the Effective Time, the Company shall pay the amounts to be paid to holders of Equity Awards in accordance with Sections 2.3(b) and 2.3(c) either: (i) pursuant to the normal payroll practices and procedures of the Company; or (ii) in the event that payment pursuant to the normal payroll practices and procedures of the Company is not practicable for any such holder, by cheque, wire transfer or other form of immediately available funds (delivered to such holder of such Equity Awards, as applicable, as reflected on the register maintained by or on behalf of the Company in respect of such Equity Awards), or (iii) by such other means as the Company may elect or as otherwise may be reasonably requested by the Purchaser including with respect to the timing and manner of such delivery, in each case, less applicable withholdings in accordance with Section 4.3.

(d) Until surrendered as contemplated by this Section 4.1, each certificate that immediately prior to the Effective Time represented outstanding Company Shares or Qualifying Holdco Shares shall be deemed, immediately after the completion of the transactions contemplated in Sections 2.3(h) to 2.3(k), to represent only the right to receive upon such surrender cash and, as applicable, Purchaser Shares, in lieu of such certificate as contemplated in Sections 2.3(h) to 2.3(k). Any such certificate formerly representing outstanding Company Shares or Qualifying Holdco Shares not duly surrendered on or before the sixth anniversary of the Effective Date shall cease to represent a claim by or interest of any former holder of Company Shares or Qualifying Holdco Shares of any kind or nature against or in the Company or Purchaser. On such date, all cash or securities to which such former holder was entitled shall be deemed to have been surrendered to the Purchaser or the Company, as applicable, and shall be paid over by the Depositary to the Purchaser or as directed by the Purchaser.

(e) Any payment made by way of cheque by the Depositary (on behalf of the Purchaser) or the Company, if applicable, pursuant to the Arrangement that has not been deposited or has been returned to the Depositary (or the Company) or that otherwise remains unclaimed, in each case, on or before the sixth anniversary of the Effective Date, and any right or claim to payment hereunder that remains outstanding on the sixth anniversary of the Effective Date shall cease to represent a right or claim of any kind or nature and the right of any holder of Company Shares, Qualifying Holdco Shares or Equity Awards to receive the applicable consideration for any Company Shares, Qualifying Holdco Shares or Equity Awards pursuant to the Arrangement shall terminate and be deemed to be surrendered and forfeited to the Purchaser or the Company, as applicable, for no consideration.

(f) No holder of Company Shares, Qualifying Holdco Shares or Equity Awards shall be entitled to receive any consideration with respect to Company Shares, Qualifying Holdco Shares or Equity Awards other than the consideration to which such holder entitled to receive in accordance with Sections 2.3(b), 2.3(c), 2.3(g), 2.3(h), 2.3(i), 2.3(j), 2.3(k) and this Section 4.1 and, for greater certainty, no such holder shall be entitled to receive any interest, dividends, premium or other payment in connection therewith, other than Company Dividends pursuant to Section 2.3(f). No dividend or other distribution declared or made after the Effective Time with respect to Company Shares or Equity Awards with a record date on or after the Effective Date shall be delivered to the holder of any unsurrendered certificate which, immediately prior to the Effective Date, represented outstanding Company Shares, Qualifying Holdco Shares or Equity Awards.

(g) All dividends or other distributions payable with respect to any Purchaser Shares allotted and issued pursuant to this Arrangement for which a certificate has not been issued shall be paid or delivered to the Depositary to be held by the Depositary for the benefit and on behalf of the registered holder thereof. All monies received by the Depositary shall be invested by it in interest-bearing trust accounts upon such terms as the Depositary may reasonably deem appropriate. The Depositary shall pay and deliver to any such holder, as soon as reasonably practicable after application therefor is made by the holder to the Depositary in such form as the Depositary may reasonably require, such dividends or other distributions and any interest thereon to which such holder is entitled, less any amounts withheld pursuant to Section 4.3.

(h) All Company Dividends, if any, shall be paid or delivered to the Depositary to be held by the Depositary for the benefit and on behalf of the registered holder of the Company Shares. All monies received by the Depositary shall be invested by it in interest-bearing trust accounts upon such terms as the Depositary may reasonably deem appropriate. The Depositary shall pay and deliver to any such holder, as soon as reasonably practicable after application therefor is made by the holder to the Depositary in such form as the Depositary may reasonably require, the Company Dividends and any interest thereon to which such holder is entitled, less any amounts withheld pursuant to Section 4.3. The holders' rights to receive payment from the Depositary pursuant to this Section 4.1(h) shall represent all of the holder's rights with respect to the Company Dividends.

4.2 <u>Lost Certificates</u>

In the event any certificate which immediately prior to the Effective Time represented one or more outstanding Company Shares or Qualifying Holdco Shares that were transferred pursuant to Sections 2.3(h) to 2.3(k) shall have been lost, stolen or destroyed, upon the making of an affidavit of that fact by the Person claiming such certificate to be lost, stolen or destroyed, the Depositary will issue, pay and deliver, in exchange for such lost, stolen or destroyed certificate, the cash amount and, as applicable, the Purchaser Shares, which such holder is entitled to receive pursuant to this Plan of Arrangement. When authorizing such issuance, delivery or payment in exchange for any lost, stolen or destroyed certificate, the Person to whom such cash or Purchaser Shares are to be delivered shall as a condition precedent to the issuance, delivery or payment thereof, give a bond satisfactory to the Company, the Purchaser and the Depositary, each acting reasonably, in such sum as the Purchaser may direct, or otherwise indemnify the Purchaser and the Company in a manner satisfactory to the Purchaser and the Company, each acting reasonably, against any claim that may be made against the Purchaser and the Company with respect to the certificate alleged to have been lost, stolen or destroyed.

4.3 <u>Withholding Rights</u>

The Purchaser, the Company and the Depositary, and any other Person that makes a payment hereunder, as applicable, shall be entitled to deduct or withhold (or cause to be deducted or withheld) from the amount payable or otherwise deliverable to any Person pursuant to the Arrangement or this Plan of Arrangement, including Company Participating Shareholders exercising Dissent Rights, and from all dividends, other distributions or other amounts otherwise payable to any former Company Shareholders, holder of Qualifying Holdco Shares or holders of Company Options, Company RSUs, Company PSUs or Company DSUs, such Taxes or other amounts as the Purchaser, the Company, the Depositary or other Persons are or may be required or permitted to deduct or withhold with respect to such payment under the Tax Act, or any other provisions of any applicable Laws. To the extent that Taxes or other amounts are so deducted or withheld, such deducted or withheld Taxes or other amounts shall be treated for all purposes under this Agreement as having been paid to the Person in respect of which such deduction or withholding was made, provided that such deducted or withheld Taxes or other amounts are actually remitted to the appropriate Governmental Entity.

4.4 No Liens

Any exchange or transfer of Company Shares, Qualifying Holdco Shares or Equity Awards pursuant to this Plan of Arrangement shall be free and clear of any Liens or other claims of third parties of any kind.

4.5 Paramountcy

From and after the Effective Time: (a) this Plan of Arrangement shall take precedence and priority over any and all Company Shares, Qualifying Holdco Shares and Equity Awards issued or outstanding prior to the Effective Time; (b) the rights and obligations of the holders of Company Shares, Qualifying Holdco Shares and Equity Awards, the Company, the Purchaser, the Depositary and any transfer agent or other depositary therefor in relation thereto, shall be solely as provided for in this Plan of Arrangement; and (c) all actions, causes of action, claims or proceedings (actual or contingent and whether or not previously asserted) based on or in any way relating to any Company Shares, Qualifying Holdco Shares and Equity Awards shall be deemed to have been settled, compromised, released and determined without liability except as set forth in this Plan of Arrangement.

ARTICLE 5
AMENDMENTS

5.1 Amendments to Plan of Arrangement

(a) The Company and the Purchaser may amend, modify or supplement this Plan of Arrangement at any time, and from time to time, prior to the Effective Time, provided that each such amendment, modification or supplement must: (i) be set out in writing; (ii) be approved by the Company and the Purchaser, each acting reasonably; (iii) filed with the Court and, if made following the Company Meeting, approved by the Court; and (iv) communicated to holders of Company Shares, if and as required by the Court.

(b) Any amendment, modification or supplement to this Plan of Arrangement may be proposed by either the Purchaser or the Company at any time prior to the Company Meeting (provided that the other Party shall have consented thereto) with or without any other prior notice or communication, and if so proposed and accepted by the Persons voting at the Company Meeting (other than as may be required under the Interim Order), shall become part of this Plan of Arrangement for all purposes.

(c) Any amendment, modification or supplement to this Plan of Arrangement that is approved or directed by the Court following the Company Meeting shall be effective only if: (i) it is consented to by each of the Company and the Purchaser (in each case, acting reasonably); and (ii) if required by the Court, it is consented to by holders of some or all of the Company Shares in the manner directed by the Court. Any amendment, modification or supplement to this Plan of Arrangement may be made following the granting of the Final Order without filing such amendment, modification or supplement with the Court or seeking Court approval, provided that (i) it concerns a matter which, in the reasonable opinion of the Parties, is of an administrative nature required to better give effect to the implementation of this Plan of Arrangement and is not adverse to the interest of any holder of Company Shares or (ii) is an amendment contemplated in Section 5.1(d) made following the Effective Date.

(d) Any amendment, modification or supplement to this Plan of Arrangement may be made following the Effective Date unilaterally by the Purchaser, without communication to the holders of the Company Shares, provided that it concerns a matter which, in the reasonable opinion of the Purchaser, is of an administrative nature required to better give effect to the implementation of this Plan of Arrangement and is not adverse to the economic interest of any former holder of Company Shares, Qualifying Holdco Shares or Equity Awards.

5.2 Termination

This Plan of Arrangement may be withdrawn prior to the Effective Time in accordance with the terms of the Arrangement Agreement.

ARTICLE 6
FURTHER ASSURANCES

6.1 Notwithstanding

Notwithstanding that the transactions and events set out in this Plan of Arrangement shall occur and shall be deemed to occur in the order set out in this Plan of Arrangement without any further act or formality, each of the parties to the Arrangement Agreement shall make, do and execute, or cause to be made, done and executed, all such further acts, deeds, agreements, transfers, assurances, instruments or documents as may reasonably be required by any of them in order further to document or evidence any of the transactions or events set out in this Plan of Arrangement.

SCHEDULE B
ARRANGEMENT RESOLUTION

BE IT RESOLVED THAT:

1. The arrangement (as may be amended, supplemented or varied, the "**Arrangement**") under section 193 of the *Business Corporations Act* (Alberta) involving Shaw Communications Inc. (the "**Company**"), pursuant to the arrangement agreement between the Company and Rogers Communications Inc. dated March 13, 2021, as it may be amended, supplemented or otherwise modified from time to time in accordance with its terms (the "**Arrangement Agreement**"), as more particularly described and set forth in the management information circular of the Company dated __________, 2021 (the "**Circular**"), and all transactions contemplated thereby, are hereby authorized, approved and adopted.

2. The plan of arrangement, the full text of which is set out as Appendix ____ to the Circular, as it has been or may be amended or varied in accordance with the Arrangement Agreement and its terms, involving the Company (the "**Plan of Arrangement**"), is hereby authorized, approved and adopted.

3. The (a) Arrangement Agreement and all the transactions contemplated therein, (b) the actions of the directors of the Company in approving the Arrangement and the Arrangement Agreement, (c) the actions of the directors and officers of the Company in executing and delivering the Arrangement Agreement and any amendments, supplements or modifications thereto, and (d) causing the performance by the Company of its obligations thereunder, are hereby ratified and approved.

4. Notwithstanding that this resolution has been passed (and the Arrangement adopted) by the Company Participating Shareholders (as defined in the Arrangement Agreement) or that the Arrangement has been approved by the Court of Queen's Bench of Alberta (the "**Court**"), the directors of the Company are hereby authorized and empowered, at their discretion, without further notice to or approval of the Company Participating Shareholders: (a) to amend or modify the Arrangement Agreement or the Plan of Arrangement to the extent permitted by their respective terms, and (b) subject to the terms of the Arrangement Agreement, not to proceed with the Arrangement and any related transactions.

5. The Company is hereby authorized to apply for a final order from the Court to approve the Arrangement in accordance with and subject to the terms and conditions set forth in the Arrangement Agreement and the Plan of Arrangement.

6. Any officer or director of the Company is hereby authorized and directed, for and on behalf of the Company, to execute or cause to be executed and to deliver or cause to be delivered, all such other documents and instruments and to perform or cause to be performed all such other acts and things as, in such person's opinion, may be necessary or desirable to give full force and effect to the foregoing resolutions and the matters authorized thereby, such determination to be conclusively evidenced by the execution and delivery of such other document or instrument or the doing of any other such act or thing.

SCHEDULE C
REPRESENTATIONS AND WARRANTIES OF THE COMPANY

1. **Organization and Qualification**. The Company and each of its Subsidiaries is a corporation or other entity duly incorporated or organized, as applicable, validly existing and in good standing under the laws of the jurisdiction of its incorporation, organization or formation, as applicable, and has all requisite power and authority to own, lease and operate its assets and properties and conduct its business as now owned and conducted. The Company and each of its Subsidiaries is duly registered or otherwise authorized to carry on business and is in good standing in each jurisdiction in which the character of its assets and properties, whether owned, leased, licensed or otherwise held, or the nature of its activities make such qualification, licensing or registration or other authorization necessary, and has all Authorizations required to own, lease and operate its properties and assets and to conduct its business as now owned and conducted, except to the extent that any failure of the Company or any of its Subsidiaries to be so qualified, licensed or registered or to possess such Authorizations would not, individually or in the aggregate, reasonably be expected to have a Material Adverse Effect.

2. **Corporate Authorization**. The Company has the requisite corporate power and authority to enter into and perform its obligations under this Agreement. The execution, delivery and performance by the Company of its obligations under this Agreement and the consummation of the Arrangement and the other transactions contemplated hereby have been duly authorized by all necessary corporate action on the part of the Company and no other corporate proceedings on the part of the Company are necessary to authorize this Agreement or the consummation of the Arrangement and the other transactions contemplated hereby other than approval by the Company Participating Shareholders in the manner required by the Interim Order and Law and approval by the Court.

3. **Execution and Binding Obligation**. This Agreement has been duly executed and delivered by the Company, and constitutes a legal, valid and binding agreement of the Company enforceable against it in accordance with its terms subject only to any limitation under bankruptcy, insolvency or other Laws affecting the enforcement of creditors' rights generally and the discretion that a court may exercise in the granting of equitable remedies such as specific performance and injunction.

4. **Governmental Authorization**. Except as disclosed in Schedule 3.1(4) of the Company Disclosure Letter, the execution, delivery and performance by the Company of its obligations under this Agreement and the consummation of the Arrangement and the other transactions contemplated hereby do not require any Authorization or other action by or in respect of, or filing with, or notification to, any Governmental Entity by the Company or any of its Subsidiaries other than: (a) the Interim Order and any approvals required by the Interim Order; (b) the Final Order; (c) filings with the Registrar under the ABCA, (d) the Key Regulatory Approvals; (e) filings with the Securities Authorities or the TSX, the TSXV or the NYSE, as applicable, and (f) actions, filings or notifications, the absence of which would not reasonably be expected to have, individually or in the aggregate, a Material Adverse Effect.

5. **Non-Contravention**. The execution and delivery of, and performance by the Company of its obligations under, this Agreement and the consummation of the Arrangement and

the other transactions contemplated hereby do not and will not (or would not with the giving of notice, the lapse of time or the happening of any other event or condition):

(a) contravene, conflict with, or result in any violation or breach of the Company's Constating Documents or the organizational documents of any of its Subsidiaries;

(b) assuming compliance with the matters referred to in paragraph 4 above, contravene, conflict with or result in a violation or breach of any Law applicable to the Company, any of its Subsidiaries or any of their respective properties or assets;

(c) except as disclosed in Schedule 3.1(5) of the Company Disclosure Letter, allow any Person to exercise any rights, require any consent or notice under or other action by any Person, or constitute a default under, or cause or permit the termination, cancellation, acceleration or other change of any right or obligation or the loss of any benefit to which the Company or any of its Subsidiaries is entitled (including by triggering any rights of first refusal or first offer, change in control provision or other restriction or limitation) under any Material Contract or any material Authorization to which the Company or any of its Subsidiaries is a party or by which the Company or any of its Subsidiaries is bound; or

(d) result in the creation or imposition of any Lien (other than a Permitted Lien) upon any of the Company Assets.

except, in the case of each of paragraphs (b), (c) and (d), as would not reasonably be expected to, individually or in the aggregate, have a Material Adverse Effect.

6. **Capitalization**.

(a) The authorized capital of the Company consists of the number of Class A Shares determined in accordance with the Company's Constating Documents, an unlimited number of Class B Shares, an unlimited number of Class 1 Preferred Shares and an unlimited number of Class 2 Preferred Shares, of which 12,000,000 were designated as Company Preferred Series A Shares and 12,000,000 were designated as Company Preferred Series B Shares.

(b) As of the close of business on the Business Day prior to the date of this Agreement, there were:

(i) 22,372,064 Class A Shares issued and outstanding;

(ii) 476,237,390 Class B Shares issued and outstanding, other than any repurchases of Class B Shares under the Company's normal course issuer bid that have not yet settled;

(iii) no Class 1 Preferred Shares issued and outstanding;

(iv) 10,012,393 Company Preferred Series A Shares issued and outstanding; and

(v) 1,987,607 Company Preferred Series B Shares issued and outstanding.

(c) All outstanding Company Shares have been duly authorized and validly issued and are fully paid and non-assessable. All outstanding Company Equity Awards have been duly authorized and, upon issuance in accordance with their respective terms, will be validly issued and will be fully paid and non-assessable and will not be subject to or issued in violation of any pre-emptive rights. No Company Shares have been issued, and no Company Equity Awards have been granted, in violation of any Law or any pre-emptive or similar rights applicable to them.

(d) Schedule 3.1(6)(d) of the Company Disclosure Letter sets forth (i) the names and holdings of each Person who holds Company Equity Awards and the number of such Company Equity Awards, as indicated by type, held as of the close of business on the date that is three Business Days prior to the date of this Agreement, (ii) the exercise price of each Company Option, and (iii) the aggregate amount payable to the holders of the Company Equity Awards applying the methodology set forth in the Plan of Arrangement.

(e) Except for (i) outstanding rights under the Company Stock Option Plan, the Company RSU/PSU Plan, the Company DSU Plan and the DRIP, or (ii) pursuant to the terms of the Company Shares and Company Senior Notes, there are no issued, outstanding or authorized securities, options, equity-based awards, warrants, calls, conversion, pre-emptive, redemption, repurchase, stock appreciation or other rights, or any other agreements, arrangements, instruments or commitments of any kind (including any shareholder rights plan or poison pill) that obligate the Company or any of its Subsidiaries to, directly or indirectly, issue, sell or transfer any securities of the Company or any of its Subsidiaries, or give any Person a right to subscribe for or acquire, any securities of the Company or any of its Subsidiaries.

(f) There are no bonds, debentures or other evidences of indebtedness of the Company or any of its Subsidiaries outstanding which have the right to vote (or that are convertible or exercisable for securities having the right to vote) with Company Participating Shareholders on any matter.

(g) Other than as contemplated by this Agreement, in connection with the Company's normal course issuer bid (and the automatic share purchase plan entered into by the Company in connection therewith) or pursuant to the terms of the Class 1 Preferred Shares and Class 2 Preferred Shares and the Company Senior Notes, there are no issued, outstanding or authorized obligations on the part of the Company or any of its Subsidiaries to repurchase, redeem or otherwise acquire any securities of the Company or its Subsidiaries, or qualify securities for public distribution in Canada, the United States or elsewhere, or with respect to the voting or disposition of any securities of the Company.

7. **Shareholders and Similar Agreements**.

(a) Other than the Company Shares, the Company Options, Company RSUs, Company PSUs and Company DSUs, there are no securities or other instruments or obligations of the Company or any of its Subsidiaries that carry (or which is convertible into, or exchangeable or exercisable for, securities having) the right to vote generally with the holders of the Company Participating Shares on any matter.

(b) All dividends or distributions on voting or equity securities of the Company that have been declared or authorized have been paid in full.

(c) Neither the Company nor any of its Subsidiaries is a party to any unanimous shareholders agreement, shareholder agreement, pooling, voting, or other similar arrangement or agreement relating to the ownership or voting of any securities of the Company or any of its Subsidiaries. To the knowledge of the Company, as of the date hereof, other than the Voting Support Agreements, there are no irrevocable proxies or voting Contracts with respect to any securities issued by the Company or any of its Subsidiaries.

8. **Subsidiaries**.

(a) The following information with respect to each Subsidiary of the Company is accurately set out in Schedule 3.1(8)(a) of the Company Disclosure Letter: (i) its name; (ii) the percentage owned directly or indirectly by the Company, (iii) to the knowledge of the Company, the name of, and number, type and percentage owned, by registered holders of capital stock or other equity interests if other than the Company and its Subsidiaries; and (iv) its jurisdiction of incorporation, organization, formation, or governance.

(b) Except as disclosed in Schedule 3.1(8)(a) of the Company Disclosure Letter, the Company is, directly or indirectly, the registered and beneficial owner of all of the outstanding shares or other equity interests of each of its Subsidiaries, free and clear of any Liens, all such shares or other equity interests so owned by the Company have been validly issued and are fully paid and non-assessable, as the case may be, and no such shares or other equity interests have been issued in violation of any pre-emptive or similar rights. Except for the shares or other equity interests owned by the Company in any Subsidiary that are disclosed in Schedule 3.1(7) of the Company Disclosure Letter, the Company does not own, beneficially or of record, any equity interests of any kind in any other Person.

(c) The Subsidiaries listed in Schedule 3.1(8)(a) of the Company Disclosure Letter are the only Subsidiaries of the Company (collectively, the "**Material Subsidiaries**") that are material to the Company (based on the requirements for disclosure of Subsidiaries in an Annual Information Form set out in National Instrument 51-102 – *Continuous Disclosure Obligations*).

(d) The Company indirectly owns 33% of the issued and outstanding interests of the Burrard Landing Lot 2 Holdings Partnership (the "**Partnership**") free and clear of all Liens (other than Permitted Liens) and all such interests held have been, to the knowledge of the Company, duly and validly authorized and issued by the Partnership. Except as disclosed in Schedule 8(d) of the Company Disclosure Letter, the Company has not been granted an option or other right in respect of the transfer or sale of such interests and has not agreed or made any commitment to sell or transfer such interests held to any third party. The Constating Documents of the Partnership provided to the Purchaser are, to the knowledge of the Company, true and correct and are in full force and effect and unamended as of the date hereof.

9. **Canadian Securities Law Matters and Stock Exchange Compliance**.

(a) The Company is a "reporting issuer" under Canadian Securities Laws in each of the provinces of Canada. The Class A Shares are listed and posted for trading on the TSXV, the Class B Shares are listed and posted for trading on the TSX and are listed on the NYSE, the Company Preferred Series A Shares are listed and posted for trading on the TSX and the Company Preferred Series B Shares are listed and posted for trading on the TSX. The Company is in compliance in all material respects with applicable Canadian Securities Laws and the applicable listing and corporate governance rules and regulations of the TSX, TSXV and NYSE.

(b) As of the date hereof, the Company has not taken any action to cease to be a reporting issuer in any province of Canada nor has the Company received notification from any Canadian Securities Authority seeking to revoke the reporting issuer status of the Company. No delisting, suspension of trading or cease trade or other order or restriction with respect to any securities of the Company is pending, in effect or, to the knowledge of the Company, has been threatened, or is expected to be implemented or undertaken (other than in connection with the transactions contemplated by this Agreement), and the Company is not subject to any formal or informal review, enquiry, investigation or other proceeding relating to any such order or restriction.

10. **U.S. Securities Law Matters.**

(a) The Class B Shares are registered pursuant to Section 12(b) of the U.S. Exchange Act and the Company is in material compliance with its reporting obligation as a "foreign private issuer", as defined in Rule 3b-4 under the U.S. Exchange Act, pursuant to Section 13 of the U.S. Exchange Act.

(b) Other than the Class B Shares, the Company does not have, nor is it required to have, any class of equity securities registered under the U.S. Exchange Act, nor is the Company subject to any reporting obligation (whether active or suspended) pursuant to section 15(d) of the U.S. Exchange Act.

(c) The Company is not an investment company registered or required to be registered under the United States *Investment Company Act of 1940*, as amended.

(d) The Company is not, and on the Effective Date will not be, a "shell company" (as defined in Rule 405 under the U.S. Securities Act).

11. **Reports**.

(a) Since August 31, 2019, the Company has timely filed true and correct copies of the Company Filings that the Company is required to file under applicable Canadian Securities Laws and U.S. Securities Laws, other than such Company Filings that the failure to file would, individually or in the aggregate, not have a

Material Adverse Effect. The documents comprising the Company Filings (a) complied as filed in all material respects with Law, and (b) did not, as of the date filed (or, if amended or superseded by a subsequent filing prior to the date of this Agreement, on the date of such filing), contain any Misrepresentation.

(b) Any amendments to the Company Filings required to be made have been filed on a timely basis with the applicable Governmental Entity. The Company has not filed any confidential material change report with any Governmental Entity which at the date hereof remains confidential or any other confidential filings filed under applicable Canadian Securities Laws or U.S. Securities Laws. There are no outstanding or unresolved comments in comments letters from any Governmental Entity respect to any of the Company Filings and, to the knowledge of the Company, neither the Company nor any of the Company Filings is subject of an ongoing audit, review, comment or investigation by any Governmental Entity.

12. **Financial Statements**.

(a) The Company's audited consolidated financial statements as at and for the fiscal years ended August 31, 2020, 2019 and 2018 or, if closing has not occurred prior to November 15, 2021, August 31, 2021, 2020 and 2019 (including any of the notes or schedules thereto, the auditor's report thereon and related management's discussion and analysis) and the unaudited consolidated interim financial statements as at and for the three months ended November 30, 2020 (including any of the notes or schedules thereto and related management's discussion and analysis), in each case, filed as part of the Company Filings: (i) were prepared in accordance with IFRS; and (ii) present fairly, in all material respects, the assets, liabilities (whether accrued, absolute, contingent or otherwise), the consolidated financial position, income, comprehensive income, changes in shareholders' equity and cash flows of the Company and its Subsidiaries for the respective periods covered by such financial statements (except as may be expressly indicated in the notes to such financial statements). The Company does not intend to correct or restate, nor, to the knowledge of the Company is there any basis for any correction or restatement of, any aspect of any of the financial statements referred to in this Paragraph 3.1(12). Except as described in the notes to the Company's audited consolidated financial statements as at and for the fiscal years ended August 31, 2020, 2019 and 2018 or, if closing has not occurred prior to November 15, 2021, August 31, 2021, 2020 and 2019, there has been no material change in the Company's accounting methods, policies or practices since August 31, 2020. Except as disclosed in Schedule 3.1(12) of the Company Disclosure Letter, there are no, nor are there any commitments to become a party to, any off-balance sheet transactions, arrangements, obligations (including contingent obligations) or similar relationships of the Company or any of its Subsidiaries with unconsolidated entities or other Persons.

(b) The financial books, records and accounts of the Company and each of its Subsidiaries: (i) have been maintained, in all material respects, in accordance with IFRS; (ii) are stated in reasonable detail; (iii) accurately and fairly reflect all the material transactions, acquisitions and dispositions of the Company and its

Subsidiaries; and (iv) accurately and fairly reflect the basis of the Company's financial statements.

13. **Disclosure Controls and Internal Control over Financial Reporting**.

(a) The Company has established and maintains a system of disclosure controls and procedures (as such term is defined in National Instrument 52-109 – *Certification of Disclosure in Issuer's Annual and Interim Filings*) that are designed to provide reasonable assurance that information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted by it under applicable Laws is recorded, processed, summarized and reported within the time periods specified in applicable Laws. Such disclosure controls and procedures include controls and procedures designed to ensure that information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted under applicable Laws are accumulated and communicated to the Company's management, including its chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure.

(b) The Company has established and maintains a system of internal control over financial reporting (as such term is defined in National Instrument 52-109 – *Certification of Disclosure in Issuers' Annual and Interim Filings*) that is designed to provide reasonable assurance regarding the reliability of the Company's financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

(c) To the knowledge of the Company, there is no material weakness (as such term is defined in National Instrument 52-109 – *Certification of Disclosure in Issuers' Annual and Interim Filings*) relating to the design, implementation or maintenance of its internal control over financial reporting, or fraud, whether or not material, that involves management or other employees who have a significant role in the internal control over financial reporting of the Company. To the knowledge of the Company, none of the Company, any of its Subsidiaries or any of their respective directors or officers, or the auditors, accountants or other representatives of the Company has received or otherwise obtained knowledge of any material complaint, allegation, assertion, or claim, whether written or oral, regarding accounting, internal accounting controls or auditing matters, including any material complaint, allegation, assertion, or claim that the Company or any of its Subsidiaries has engaged in questionable accounting or auditing practices, or any expression of concern from its employees regarding questionable accounting or auditing matters.

14. **Minute Books**. The corporate minute books of the Company and its Subsidiaries contain the minutes of all meetings and resolutions of their respective boards of directors and each committee thereof and have been maintained in accordance with applicable Laws, and are complete and accurate, except as would not reasonably be expected to have a Material Adverse Effect and except for minutes of meetings of the Company Board and the Special Committees relating to the Arrangement.

15. **Auditors**. The auditors of the Company are independent public accountants as required by applicable Laws and there is not now, and there has never been, any reportable

event (as defined in National Instrument 51-102 – *Continuous Disclosure Obligations*) with the present or any former auditors of the Company.

16. **No Undisclosed Liabilities**. There are no material liabilities or obligations of the Company or of any of its Subsidiaries of any kind whatsoever, whether accrued, contingent or absolute, determined, determinable or otherwise, other than liabilities or obligations: (a) accrued or disclosed in the consolidated balance sheet of the Company and its Subsidiaries as at and for the three months ended November 30, 2020; (b) incurred in the Ordinary Course since August 31, 2020; or (c) incurred in connection with this Agreement.

17. **Absence of Certain Changes**. Since August 31, 2020 to the date of this Agreement, other than the transactions contemplated in this Agreement or as publicly disclosed in the Company Filings, the business of the Company and its Subsidiaries has been conducted in the Ordinary Course.

18. **Transactions with Directors, Officers, Employees, etc**. Neither the Company nor any of its Subsidiaries is indebted to any of its directors, officers, independent contractors or Company Employees or any of their respective associates or affiliates (except for amounts due in the Ordinary Course as salaries, bonuses and director's fees or the reimbursement of expenses or expense accounts in the Ordinary Course). There are no Contracts (other than in the Ordinary Course) with, or advances, loans, guarantees, liabilities or other obligations to, on behalf or for the benefit of, any shareholder, director, officer or Company Employee, or any of their respective affiliates or associates.

19. **No "Collateral Benefit"**. Except as disclosed in Schedule 3.1(19) of the Company Disclosure Letter, to the knowledge of the Company, no related party of the Company (within the meaning of MI 61-101), together with its associated entities, that beneficially owns or exercises control or direction over 1.0% or more of the outstanding Class A Shares or 1.0% or more of the outstanding Class B Shares, will receive a "collateral benefit" (within the meaning of MI 61-101) as a consequence of the transactions contemplated by this Agreement.

20. **Compliance with Laws**. Except for non-compliance which would not reasonably be expected to have a Material Adverse Effect, the Company and each of its Subsidiaries is, and since January 1, 2020 has been in material compliance with applicable Law, and neither the Company nor any of its Subsidiaries is under any investigation with respect to, has been convicted, charged or threatened to be charged with, or has received notice of, any violation or potential violation of any Law from any Governmental Entity, except for failures to comply or violations that have not had or would not be reasonably expected to have, individually or in the aggregate, a Material Adverse Effect.

21. **Authorizations and Licenses.**

(a) The Company and its Subsidiaries, as applicable, own, possess or have obtained all Authorizations (including all Authorizations issued by the CRTC and ISED Canada) that are required by Law in connection with the operation of the business of the Company and each of its Subsidiaries as presently conducted, or in connection with the ownership, operation or use of the Company Assets, respectively, except as would not reasonably be expected to have, individually or in the aggregate, a Material Adverse Effect.

(b) The Company and its Subsidiaries, as applicable, lawfully hold, own or use, and have complied with, all such Authorizations, except as would not reasonably be expected to have, individually or in the aggregate, a Material Adverse Effect. Each such Authorization is valid and in full force and effect, and is renewable by its terms or in the Ordinary Course. To the knowledge of the Company, (i) there are no facts, events or circumstances that may reasonably be expected to result in a failure to obtain or failure to be in compliance with all Authorizations as are necessary to conduct the business of the Company or its Subsidiaries, (ii) no event has occurred which, with the giving of notice, lapse of time or both, could constitute a default under, or in respect of, any Authorization, and (iii) to the knowledge of the Company, none of the Company and its Subsidiaries have received written notice of any actual or alleged breach of or default under such Authorizations, except, in each case, as would not reasonably be expected to have, individually or in the aggregate, a Material Adverse Effect.

(c) To the knowledge of the Company, no action, investigation or proceeding is pending in respect of or regarding any such Authorization and none of the Company or any of its Subsidiaries has received notice, whether written or oral, of revocation, non-renewal or material amendments of any such Authorization, or stating the intention of any Person to revoke, refuse to renew or materially amend any such Authorization.

22. **Material Contracts**. Except as would not be reasonably expected to have, individually or in the aggregate, a Material Adverse Effect, (a) each Material Contract is legal, valid, binding and in full force and effect and is enforceable by the Company or a Subsidiary of the Company, as applicable, in accordance with its terms subject only to any limitation under bankruptcy, insolvency or other Law affecting the enforcement of creditors' rights generally and the discretion that a court may exercise in the granting of equitable remedies such as specific performance and injunction, (b) none of the Company or its Subsidiaries is in breach or default under any Material Contract, nor does the Company have knowledge of any condition that with the passage of time or the giving of notice or both would result in such a breach or default, and (c) as of the date hereof, none of the Company or any of its Subsidiaries knows of, or has received any notice (whether written or oral) of, any breach, default, cancelation, termination, or no renewal under any Material Contract by any other party to any Material Contract. True and complete copies of all of the Material Contracts have been made available in the Data Room.

23. **Title to Company Assets**. Except as disclosed in Schedule 3.1(23) of the Company Disclosure Letter, no Person has any right of first refusal, undertaking or commitment or any right or privilege capable of becoming such, to purchase any of the material Company Assets, or any material part thereof or material interest therein. Except as would not be reasonably expected to have, individually or in the aggregate, a Material Adverse Effect, no part of the Company Assets has been taken, condemned or expropriated by any Governmental Entity nor has any written notice or proceeding in respect thereof been given or commenced nor, to the knowledge of the Company, does any Person have any intent or proposal to give such notice or commence any such proceedings. Except as would not be reasonably expected to have, individually or in the aggregate, a Material Adverse Effect, all material tangible or corporeal Company Assets are, in all material respects, in good operating condition and repair having regard to their uses and ages, and are adequate and suitable for their respective uses.

24. **Real Property and Personal Property**.

(a) Except as would not be reasonably expected to have, individually or in the aggregate, a Material Adverse Effect, (i) the Company or its Subsidiaries, as applicable, have valid, good and marketable title to all of the Owned Real Property, free and clear of any Liens, except for Permitted Liens, and (ii) except as disclosed in Schedule 3.1(24)(a) of the Company Disclosure Letter, there are no outstanding options or obligations to purchase or rights of first offer, refusal or opportunity to purchase, the Owned Properties, or any portion thereof or interest therein. Neither the Company nor any of its Subsidiaries has granted any Person the right to use, lease or occupy any material portion of the Owned Real Property, taken as a whole.

(b) Except as would not be reasonably expected to have, individually or in the aggregate, a Material Adverse Effect, (i) each Real Property Lease is valid, legally binding, enforceable and in full force and effect, (ii) none of the Company or any of its Subsidiaries is in breach of, or default under, any Real Property Lease, and no event has occurred which, with notice, lapse of time or both, would constitute such a breach or default by the Company or any of its Subsidiaries or permit termination, modification or acceleration by any third party thereunder, and (iii) to the knowledge of the Company, no third party has repudiated or has the right to terminate or repudiate any Real Property Lease (except for the normal exercise of remedies in connection with a default thereunder or any termination rights set forth therein) or any provision thereof, and no third party is in material breach of or default under any Real Property Lease. Neither the Company nor any of its Subsidiaries has granted any Person the right to use, sublease, or occupy any material portion of the Leased Premises, taken as a whole.

(c) The Company and its Subsidiaries have valid, good and marketable title to all personal property owned by them, except as would not, individually or in the aggregate, be reasonably expected to have a Company Material Adverse Effect.

25. **Intellectual Property**. Except as would not be reasonably expected to have, individually or in the aggregate, a Material Adverse Effect, (a) the Company and/or its Subsidiaries own or possess, or has a license to or otherwise has the right to use, all Intellectual Property which is material and necessary for the conduct of its business as presently conducted, (b) to the knowledge of the Company, such Intellectual Property owned by the Company and/or its Subsidiaries are valid and enforceable subject only to any limitation under bankruptcy, insolvency or other Law affecting the enforcement of creditors' rights generally and the discretion that a court may exercise in the granting of equitable remedies such as specific performance and injunction, and does not infringe in any material way upon the rights of others, and (c) to the knowledge of the Company, no third party is infringing upon the Intellectual Property owned by the Company and/or its Subsidiaries in a manner that currently would be reasonably expected to adversely affect such Intellectual Property.

26. **Litigation**. Except as disclosed in Schedule 3.1(26) of the Company Disclosure Letter, and other any inquiry, investigation or proceeding solely related to satisfying or obtaining the Regulatory Approvals, there are no claims, actions, suits or arbitrations or inquiries, investigations or proceedings pending, or, to the knowledge of the Company threatened,

against the Company or any of its Subsidiaries, or affecting any of their respective properties or assets, that if determined adverse to the interests of the Company or its Subsidiaries (a) would have, individually or in the aggregate, a Material Adverse Effect, (b) would be reasonably expected to prevent or delay the consummation of the Arrangement or the transactions contemplated hereby. Neither the Company nor any of its Subsidiaries, nor any of their respective properties or assets is subject to any outstanding judgment, order, writ, injunction or decree that would have or would be reasonably expected to have, individually or in the aggregate, a Material Adverse Effect or that would or would be reasonably expected to prevent or delay the consummation of the Arrangement or the transactions contemplated hereby. There is no bankruptcy, liquidation, winding-up or other similar proceeding pending or in progress, or, to the knowledge of the Company, threatened against or relating to the Company or any of its Subsidiaries before any Governmental Entity.

27. **Environmental Matters**. Except as would not be reasonably expected to have, individually or in the aggregate, a Material Adverse Effect, (a) no written notice, order, complaint or penalty has been received by the Company or any of its Subsidiaries alleging that the Company or any of its Subsidiaries is in violation of, or has any liability or potential liability under, any Environmental Law, and, to the knowledge of the Company, there are no claims pending or threatened against the Company or any of its Subsidiaries which allege a violation of, or any liability or potential liability under, any Environmental Laws, (b) the Company and each of its Subsidiaries has all environmental permits necessary for the operation of their respective businesses and to comply with all Environmental Laws, and (c) the operations of the Company and each of its Subsidiaries are in compliance in with Environmental Laws.

28. **Employees and Collective Agreements**.

(a) The Company and its Subsidiaries are in compliance with all terms and conditions of employment and all Laws respecting employment, including pay equity, wages, hours of work, overtime, vacation, privacy, human rights, worker classification, workers' compensation and work safety and health, except as would not reasonably be expected to have, individually or in the aggregate, a Material Adverse Effect.

(b) All amounts due or accrued due for all salary, wages, bonuses, incentive compensation, deferred compensation, commissions, vacation with pay, sick days and benefits under Employee Plans and other similar accruals have either been paid or are accrued and accurately reflected in all material respects in the books and records of the Company and its Subsidiaries.

(c) There are no material outstanding assessments, penalties, fines, Liens, charges, surcharges, or other amounts due or owing pursuant to any workers' compensation Laws owing by the Company or any of its Subsidiaries, and neither the Company nor any of its Subsidiaries has been assessed or reassessed in any material respect under such Laws during the past two years.

(d) Except as disclosed in Schedule 3.1(28)(d) of the Company Disclosure Letter, there are no change of control payments, golden parachutes, severance payments, retention payments, Contracts or other agreements with current or former Company Employees or Employee Plans providing for cash or other compensation or benefits (including any increase in amount of compensation or benefit or the acceleration of time of payment or vesting of any compensation or benefit) upon the consummation of, or relating to, the Arrangement, including a change of control of the Company or of any of its Subsidiaries.

(e) The Collective Agreements described in Schedule 3.1(28)(e) of the Company Disclosure Letter are the only Collective Agreements in force with respect to the Company Employees.

(f) Other than the Collective Agreements described in Schedule 3.1(28)(e) of the Company Disclosure Letter, neither the Company nor any Subsidiary is (i) a party to, nor is engaged in any negotiations with respect to, any collective bargaining, union agreement, employee association agreement, project labour agreement or similar Contract, or (ii) subject to any actual or, to the knowledge of the Company, threatened application for certification or bargaining rights or letter of understanding or related successor employer application.

(g) To the knowledge of the Company, there are no threatened or pending union organizing activities involving any Company Employees not already covered by a Collective Agreement. There is no labour strike, dispute, work slowdown or stoppage pending or involving or, to the knowledge of the Company, threatened against, the Company or any of its Subsidiaries and no such event has occurred within the past two years.

(h) The Company and its Subsidiaries are in material compliance with the Collective Agreements and there are no material grievances or arbitration proceedings under the Collective Agreements.

(i) To the knowledge of the Company, neither the Company nor any of its Subsidiaries has engaged in any unfair labour practice and no unfair labour practice complaint, grievance or arbitration proceeding is pending or, to the knowledge of the Company, threatened against the Company.

29. **Employee Plans**.

(a) The Company has disclosed in the Data Room true, correct and complete copies of: (i) all material Employee Plans as amended, together with all related documentation including funding, trust, insurance and investment management agreements, and (ii) summary plan descriptions, employee booklets, actuarial reports, financial statements, and asset statements.

(b) Except as would not be reasonably expected to have, individually or in the aggregate, a Material Adverse Effect, all of the Employee Plans are and have been established, registered, qualified, funded, invested and administered in accordance with all Laws, and in accordance with their terms, the terms of the material documents that support such Employee Plans and the terms of agreements between the Company and its Subsidiaries and Company Employees (present and former) who are members of, or beneficiaries under, the Employee Plans. To the knowledge of the Company, no fact or circumstances exists which could adversely affect the registered or qualified status of any such Employee Plan.

(c) To the knowledge of the Company, no event has occurred and no condition or circumstance exists that has resulted in or could reasonably be expected to result in any Employee Plan being ordered, or required to be, terminated or wound up in whole or in part, having its registration under applicable Laws refused or revoked, being placed under the administration of any trustee or receiver or Governmental Entity or being required to pay any material taxes, penalties, payments or levies under applicable Laws.

(d) All contributions or premiums required to be made or paid by the Company or any of its Subsidiaries as the case may be, under the terms of each Employee Plan or by Law have been made in a timely fashion in accordance with Law and in accordance with the terms of the applicable Employee Plan.

(e) Except as expressly disclosed in the Employee Plans disclosed in the Data Room and Schedule 3.1(29) of the Company Disclosure Letter, and other than as required by Law, none of the Employee Plans provide for post-termination welfare benefits to any individual for any reason and neither the Company nor any of its Subsidiaries has any Liability to provide post-termination or retiree welfare benefits to any individual or ever represented, promised or contracted to any individual that such individual would be provided with post-termination or retiree welfare benefits.

(f) Except as disclosed in Schedule 3.1(29) of the Company Disclosure Letter, no Employee Plan is a “registered pension plan”, a “multi-employer pension plan” or contains a “defined benefit provision” within, in each case, the meaning of the Tax Act. Neither the Company nor any of its Subsidiaries or sponsors, maintains or contributes to, or is obligated to contribute to, or has, within the past three years, sponsored, maintained or contributed to an Employee Plan of the kind described in the preceding sentence.

(g) To the knowledge of the Company, no Employee Plan is subject to, or within the past three years, has been subject to, any material claims (other than routine claims for benefits) or actions initiated or reasonably expected to be initiated by any Governmental Entity, or by any other party.

(h) No Employee Plan is registered, operated or subject to the Laws of any jurisdiction outside of Canada.

(i) Only Company Employees, directors, and their respective beneficiaries, participate in the Employee Plans, and no entity other than the Company or its Subsidiaries is a participating employer under any Employee Plan. All Employee Plans are sponsored by the Company and/or its Subsidiaries.

30. **Insurance**. The Company and each of its Subsidiaries is, and has been continuously since January 1, 2020, insured by reputable third party insurers with reasonable and prudent policies appropriate and customary for the size and nature of the business of the Company, its Subsidiaries and their respective assets. The insurance policies of the Company and its Subsidiaries are in all material respects in full force and effect in accordance with their terms and none of the Company or any of its Subsidiaries is in default in any material respect under the terms of any such policy. To the knowledge of the Company, there is no material claim pending under any insurance policy of the

Company or its Subsidiaries that has been denied, rejected or disputed by any insurer, or as to which any insurer has refused to cover all or any material portion of such claim. To the knowledge of the Company, all material claims covered by any insurance policy of the Company or any of its Subsidiaries have been properly reported to and accepted by the applicable insurer.

31. **Taxes**.

(a) Each of the Company and its Subsidiaries has duly and timely filed all material Tax Returns required to be filed by it prior to the date hereof and all such Tax Returns are true, complete and correct in all material respects.

(b) Each of the Company and its Subsidiaries has paid on a timely basis all material Taxes which are due and payable by it on or before the date hereof (including instalments), other than those which are being or have been contested in good faith and in respect of which reserves have been provided in the most recently published consolidated financial statements of the Company in accordance with IFRS. Each of the Company and its Subsidiaries has provided accruals in accordance with IFRS in the most recently published consolidated financial statements of the Company for any Taxes of the Company and its Subsidiaries for the period covered by such financial statements that have not been paid whether or not shown as being due on any Tax Returns. Since such publication date, no material liability in respect of Taxes not reflected in such statements or otherwise provided for has been assessed, proposed to be assessed, incurred or accrued, other than in the Ordinary Course.

(c) No material deficiencies, litigation, audits, claims, proposed adjustments or matters in controversy exist or have been asserted with respect to Taxes of the Company or any of its Subsidiaries, and neither the Company, nor any of its Subsidiaries, is a party to any material action or proceeding for assessment or collection of Taxes and no such event has been asserted or, to the knowledge of the Company, threatened against the Company or any of its Subsidiaries, or any of their respective assets.

(d) No claim has been made by any Governmental Entity in a jurisdiction where the Company or any of its Subsidiaries does not file Tax Returns that the Company, or any of its Subsidiaries, is or may be subject to material Tax by that jurisdiction or is or may be required to file a tax return in that jurisdiction.

(e) There are no Liens (other than Permitted Liens) with respect to Taxes upon any of the assets of the Company or any of its Subsidiaries.

(f) Each of the Company and its Subsidiaries has withheld, deducted or collected all material amounts required to be withheld, deducted or collected by it on account of Taxes and has remitted all such amounts to the appropriate Governmental Entity when required by Law to do so.

(g) There are no outstanding agreements, arrangements, elections, waivers or objections extending or waiving the statutory period of limitations applicable to any material claim for, or the period for the collection or assessment or reassessment of Taxes due from the Company or any of its Subsidiaries, for any taxable period and no request for any such waiver or extension is currently pending.

(h) The Company and each of its Subsidiaries has made available to the Purchaser true, correct and complete copies of all material Tax Returns, examination reports and statements of deficiencies for taxable periods, or transactions consummated, for which the applicable statutory periods of limitations have not expired.

(i) None of the Company or any of its Subsidiaries has, at any time, directly or indirectly transferred any property or supplied any services to, or acquired any property or services from, a Person with whom the Company or Subsidiary, as the case may be, was not dealing at arm's length (within the meaning of the Tax Act) for consideration other than consideration equal to the fair market value of such property or services at the time of transfer, supply or acquisition, as the case may be, nor has the Company or any of its Subsidiaries been deemed to have done so for purposes of the Tax Act.

(j) The Company and its Subsidiaries have complied in material respects with the transfer pricing (including any contemporaneous documentation) provisions of each applicable Law, including for greater certainty, under section 247 of the Tax Act (and the corresponding provisions of any applicable provincial Law).

(k) There are no circumstances existing which could result in the material application of Section 78 or Sections 80 to 80.04 of the Tax Act, or any equivalent provision under provincial Law, to the Company or any of its Subsidiaries. Except as in accordance with past practices, the Company and its Subsidiaries have not claimed nor will they claim any reserve under any provision of the Tax Act or any equivalent provincial provision, if any material amount could be included in the income of the Company or its Subsidiaries for any period ending after the Effective Date.

(l) For the purposes of the Tax Act, any applicable Tax treaty and any other relevant Tax purposes (i) the Company is resident in, and is not a non-resident of, Canada, and is a "taxable Canadian corporation"; and (ii) each of its Subsidiaries is resident in the jurisdiction in which it was formed, and is not resident in any other country and if resident in Canada and is a corporation, is a "taxable Canadian corporation".

32. **Opinion of Financial Advisors**. The Special Committee and the Company Board have received each of the Fairness Opinions and such Fairness Opinions have not been withdrawn or modified as of the date hereof.

33. **Brokers**. Except for the engagement letters between the Company and the Financial Advisors and the fees payable under or in connection with such engagements, no investment banker, broker, finder, financial adviser or other intermediary has been retained by or is authorized to act on behalf of the Company or any of its Subsidiaries or is entitled to any fee, commission or other payment from the Company or any of its Subsidiaries in connection with this Agreement or any other transaction contemplated by this Agreement. In Schedule 3.1(33) of the Company Disclosure Letter, the Company has disclosed to the Purchaser all fees, commissions or other payments that may be payable to the Financial Advisors in connection with this Agreement or any other transaction contemplated by this Agreement and a true and complete copy of the engagement letter between the Company and each Financial Advisor has been provided to Goodmans LLP.

34. **Anti-Terrorism Laws**. Neither the Company nor any of its Subsidiaries has been or is currently subject to any economic or financial sanctions or trade embargoes imposed,

authorized, administered or enforced by any Governmental Entity (including the Government of Canada, the Office of Foreign Assets Control of the U.S. Treasury Department (including the designation as a "specially designated national or blocked person" thereunder), or any other applicable sanctions authority) or other similar Laws (collectively, "**Sanctions**"). To the knowledge of the Company, neither the Company nor any of its Subsidiaries has received any written notice alleging that the Company, any of its Subsidiaries or any of their respective Representatives has violated any Sanctions, and, to the knowledge of the Company, no condition or circumstances exist (including any ongoing action, suit, proceeding or hearing) that would form the basis of any such allegations.

35. **Corrupt Practices Legislation**. Neither the Company nor any of its Subsidiaries have, directly or indirectly, taken any action which is or would be otherwise inconsistent with or prohibited by the Corruption of Foreign Public Officials Act (Canada), the Proceeds of Crime (Money Laundering) and Terrorist Financing Act (Canada) or the anti-bribery corruption and corruption provisions of the Criminal Code (Canada) or any applicable Law of similar effect (collectively, the "**Corrupt Practices Legislation**"). Neither the Company nor any of its Subsidiaries has received any notice alleging that the Company or any of its Subsidiaries or any of their respective Representatives has violated any Corrupt Practices Legislation, and, to the knowledge of the Company, no condition or circumstances exist that would form the basis of any such allegations.

36. **Money Laundering**. The operations of the Company and each of its Subsidiaries have been, since September 1, 2018, conducted in compliance in all material respects with applicable financial recordkeeping and reporting requirements and money laundering or similar Laws ("**Money Laundering Laws**"). Neither the Company nor any of its Subsidiaries has received any notice alleging that the Company, any of its Subsidiaries or any of their respective Representatives has violated any Money Laundering Laws, and, to the knowledge of the Company, no condition or circumstances exist (including any ongoing actions, suits, proceedings or hearings) that would form the basis of any such allegations.

37. **Privacy and Anti-Spam**. Except as would not reasonably be expected to have, individually or in the aggregate, a Material Adverse Effect:

(a) the Company and each of its Subsidiaries have complied, in all material respects, with all applicable Privacy Laws, and there are no material actions, suits, proceedings or hearings in progress or pending or, to the knowledge of the Company, threatened against or affecting the Company or any of its Subsidiaries with respect to any of the foregoing;

(b) the Company and each of its Subsidiaries have taken commercially reasonable measures (including implementing and monitoring organizational, technical and physical security) to ensure that confidential information of the Company and its Subsidiaries and Company Data are protected against unauthorized access, use, modification, disclosure or other misuse, and, since September 1, 2018, to the knowledge of the Company, no material unauthorized access to or unauthorized use, modification, disclosure or other material misuse of such confidential information or Company Data has occurred; and

(c) the Company and each of its Subsidiaries have conducted its business in compliance with CASL, and the Company and each of its Subsidiaries retain records sufficient to demonstrate such compliance, including evidence of express consent or circumstances giving rise to implied consent or any exemption available under CASL.

38. **Special Committee and Board Approval.**

(a) The Special Committee, after receiving financial and legal advice, has unanimously recommended to the Company Board that the Company Board (i) approve this Agreement and the Arrangement, and (ii) recommend that the Company Participating Shareholders (other than the Shaw Family Group) vote in favour of the Arrangement Resolution.

(b) The Company Board, after receiving the recommendation of the Special Committee and after receiving financial and legal advice, has unanimously (subject to abstentions of any conflicted director): (i) determined that the Arrangement is fair and reasonable to the Company Participating Shareholders (other than the Shaw Family Group) and in the best interests of the Company, (ii) resolved to unanimously (subject to abstentions of any conflicted director) recommend that Company Participating Shareholders (other than the Shaw Family Group) vote in favour of the Arrangement Resolution, and (iii) authorized the entering into of this Agreement and the performance by the Company of its obligations under this Agreement, and no action has been taken to amend, or supersede such determinations, resolutions, or authorizations.

39. **Funds Available**. The Company has sufficient funds available to pay the Termination Amount.

SCHEDULE D
REPRESENTATIONS AND WARRANTIES OF THE PURCHASER

1. **Organization and Qualification**. The Purchaser is a corporation duly incorporated, validly existing and in good standing under the laws of the jurisdiction of its incorporation, and has all requisite power and authority to own, lease and operate its assets and properties and conduct its business as now owned and conducted.

2. **Corporate Authorization**. The Purchaser has the requisite corporate power and authority to enter into and perform its obligations under this Agreement. The execution, delivery and performance by the Purchaser of its obligations under this Agreement and the consummation of the Arrangement and the other transactions contemplated hereby have been duly authorized by all necessary corporate action on the part of the Purchaser and no other corporate proceedings on the part of the Purchaser are necessary to authorize this Agreement or the consummation of the Arrangement and the other transactions contemplated hereby.

3. **Execution and Binding Obligation**. This Agreement has been duly executed and delivered by the Purchaser, and constitutes a legal, valid and binding agreement of the Purchaser enforceable against it in accordance with its terms subject only to any limitation under bankruptcy, insolvency or other Laws affecting the enforcement of creditors' rights generally and the discretion that a court may exercise in the granting of equitable remedies such as specific performance and injunction.

4. **Governmental Authorization**. The execution, delivery and performance by the Purchaser of its obligations under this Agreement and the consummation of the Arrangement and the other transactions contemplated hereby do not require any Authorization or other action by or in respect of, or filing with, or notification to, any Governmental Entity by the Purchaser or any of its Subsidiaries other than: (a) the Interim Order and any approvals required by the Interim Order; (b) the Final Order; (c) filings with the Registrar under the ABCA, (d) the Key Regulatory Approvals, and (e) filings with the Securities Authorities or the TSX, the TSXV or the NYSE, as applicable.

5. **Non-Contravention**. The execution and delivery of, and performance by the Purchaser of its obligations under, this Agreement and the consummation of the Arrangement and the other transactions contemplated hereby (including the Financing, any Alternative Financing or Substitute Financing permitted by the terms of this Agreement or any other financings being entered into in connection therewith) do not and will not (or would not with the giving of notice, the lapse of time or the happening of any other event or condition):

   (a) contravene, conflict with, or result in any violation or breach of the Purchaser's Constating Documents;

   (b) assuming compliance with the matters referred to in paragraph 4 above, contravene, conflict with or result in a violation of breach of any Law applicable to the Purchaser, any of its Subsidiaries or any of their respective properties or assets, except as would not reasonably be expected to, individually or in the aggregate, materially impede the ability of the Purchaser to consummate the Arrangement and the transactions contemplated hereby; or

(c) constitute a breach of or default under, or cause or permit the termination, cancellation, acceleration or other change of any right or obligation or the loss of any benefit to which the Purchaser or any of its Subsidiaries is entitled under any Contract in respect of Indebtedness (other than clause (e) of such defined term) to which the Purchaser or any of its Subsidiaries is a party or by which the Purchaser or any of its Subsidiaries is bound.

6. **Litigation**. There are no claims, actions, suits or arbitrations or inquiries, investigations or proceedings pending, or, to the knowledge of the Purchaser, threatened, against the Purchaser or any of its Subsidiaries, or affecting any of their respective properties or assets, that if determined adverse to the interests of the Purchaser or its Subsidiaries, would, individually or in the aggregate, reasonably be expected to prevent or delay the consummation of the Arrangement or the transactions contemplated hereby. Neither the Purchaser nor any of its Subsidiaries, nor any of their respective properties or assets is subject to any outstanding judgment, order, writ, injunction or decree that would reasonably be expected to prevent or delay the consummation of the Arrangement or the transactions contemplated hereby.

7. **Financing**. The Purchaser will have, at the Effective Time, assuming the Debt Financing contemplated in the Debt Commitment Letter is funded, sufficient funds available to satisfy the aggregate Arrangement Consideration payable under the terms of the Plan of Arrangement and any other obligations payable by the Purchaser pursuant to this Agreement. The Purchaser has delivered to the Company a true, correct and complete copy, including all exhibits, schedules or amendments thereto, of the Debt Commitment Letter (provided that such copies may be subject to customary redactions with respect to fee amounts, economic terms and "market flex" provisions, provided further that none of such redactions affect or relate to the conditionality, enforceability, termination, timing, availability or aggregate principal amount of the Debt Financing or reduce the Debt Financing below the amount set forth in the Debt Commitment Letter). The Debt Commitment Letter is in full force and effect, constitutes a legal, valid and binding obligation of the Purchaser and each of the Debt Financing Sources, and at the date hereof such Debt Financing has not been modified, amended, restated or replaced. None of the respective commitments contained in the Debt Commitment Letter have been withdrawn, terminated or rescinded in whole or in part. The Purchaser is not in breach of any of the terms or conditions set forth in the Debt Commitment Letter and no event has occurred which, with or without notice, lapse of time or both, could reasonably be expected to constitute such a breach by the Purchaser or a failure by the Purchaser to satisfy a condition precedent set forth therein. The Purchaser has fully paid any and all commitment fees or other fees required by the Debt Commitment Letter to be paid on or before the date of this Agreement, and will pay any such fees when due prior to and including the Effective Date. There are no conditions precedent or other contingencies related to the funding of the full amount of the financing provided for in the Debt Commitment Letter other than as specified in the Debt Commitment Letter and the Purchaser has no reason to believe that the conditions set forth in the Debt Commitment Letter will not be satisfied, that such available cash will not be available on the Effective Date or that the Debt Commitment Letter will not be funded on the Effective Date. The aggregate proceeds contemplated by the Debt Commitment Letter shall be sufficient to enable the Purchaser to consummate the transactions contemplated by this Agreement (including the payment of all necessary fees, expenses and other amounts in relation thereto). Except for customary engagement letters, there are no side letters or other agreements, arrangements or understandings, whether written or oral, contingent or

otherwise, with any Person relating to the availability, amount or conditionality contained in the Debt Commitment Letter, other than as set forth in the Debt Commitment Letter.

8. **Solvency**. Immediately after giving effect to the consummation of the transactions contemplated by this Agreement (including the Financing, any Alternative Financing or Substitute Financing permitted by the terms of this Agreement or any other financings being entered into in connection therewith):

(a) the fair value of the assets of the Purchaser and its Subsidiaries, taken as a whole, shall be greater than the total amount of the liabilities of the Purchaser and its Subsidiaries (including all liabilities, whether or not reflected in a balance sheet prepared in accordance with IFRS, and whether direct or indirect, fixed or contingent, secured or unsecured, disputed or undisputed), taken as a whole;

(b) the Purchaser and its Subsidiaries, taken as a whole, shall be able to pay their debts and obligations as they become due in the ordinary course of business; and

(c) the Purchaser and its Subsidiaries, taken as a whole, shall have adequate capital to carry on their businesses and all businesses in which they are about to engage,

and, for greater certainty, "Subsidiaries" shall include the Company and its Subsidiaries for the purposes of this paragraph 8.

9. **Security Ownership**. Neither the Purchaser, any of its Subsidiaries nor any Person acting jointly or in concert with the Purchaser, beneficially owns or exercises control or direction over, any securities of the Company.

10. **Residency and Ownership Restrictions**.

(a) The Purchaser is a "qualified corporation" within the meaning of the Direction to the CRTC (Ineligibility of Non-Canadians) and the Canadian Telecommunications Common Carrier Ownership and Control Regulations. The Purchaser has knowledge of and is familiar with the restrictions imposed under applicable Laws with respect to the ownership and control of the Company and the ownership and control of certain CRTC licenses held by the Company, including the restrictions set forth under Broadcasting Legislation and the related regulations and directions thereto, and the eligibility requirements of ISED Licences held by the Company, and shall comply with all such requirements up to and including the Closing.

(b) The Purchaser is not a non-Canadian within the meaning of the *Investment Canada Act* (Canada).

(c) For the purposes of the Tax Act, any applicable Tax treaty and any other relevant Tax purposes, the Purchaser is resident in, and is not a non-resident of, Canada, and is a "taxable Canadian corporation".

This is **Exhibit "G"** to the affidavit of Erik Himan, affirmed remotely by Erik Himan stated as being located in the city of Chicago, in the State of Illinois, in the United States of America, before me at the city of Ottawa, in the province of Ontario, on May 4, 2022, in accordance with O. Reg 431/20, Administering Oath or Declaration Remotely.

Commissioner of Oaths etc.

Commissioner for Oaths
Amani
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234915
Quebec and all provinces in Canada

Rogers and Shaw to come together in $26 billion transaction, creating new jobs and investment in Western Canada and accelerating Canada's 5G rollout

Rogers to purchase all outstanding Class A Shares and Class B Shares of Shaw for $40.50 per share in cash, reflecting a ~70% premium to Shaw's Class B Share price

Shaw Family Trust irrevocably agrees to vote in favour of transaction

Rogers will invest $6.5 billion in Western Canada to build critically needed 5G networks, connect underserved rural and Indigenous communities, and bring added choice to customers and businesses

New technology and network investments will create up to 3,000 net new jobs across Alberta, British Columbia, Manitoba and Saskatchewan

Highlights of the Transaction

- *Rogers to acquire all issued and outstanding Class A Shares and Class B Shares of Shaw for a price of $40.50 per share in cash, amounting to approximately $20 billion, which reflects a premium of approximately 70% to Shaw's recent Class B Share price*
- *Transaction valued at approximately $26 billion inclusive of approximately $6 billion of Shaw debt, equivalent to 10.7x 2021 Calendar Year EBITDA based on latest consensus estimates, or 7.6x post synergies*
- *Transaction to be funded by cash consideration of $40.50 to all shareholders, with the exception of approximately 60% of the Shaw family shares which will be exchanged for 23.6 million Class B Shares of Rogers at an exchange ratio of 0.70 reflecting the volume weighted average trading price of Rogers shares over the last 10 days*
- *The transaction is not conditional upon financing, as Rogers has secured committed financing to cover the cash consideration*
- *Pro forma leverage on closing is expected to be just over 5x and Rogers expects to maintain its investment grade rating*
- *Synergies are expected to exceed $1 billion annually within two years of closing, and the transaction will be significantly accretive to earnings and cash flow per share as of the first year after closing*
- *Rogers pro forma dividend payout ratio declines to below 30% within 24 months of close*
- *Shaw family will become one of the largest shareholders in Rogers*
- *Brad Shaw, and another Director to be nominated by the Shaw family, will join the Rogers Board of Directors when transaction closes*
- *Transaction unanimously approved by the Rogers Board of Directors and unanimously recommended by the Shaw Board of Directors*
- *The Shaw family fully and irrevocably supports the transaction and anticipated benefits to customers, local communities and small businesses in Western provinces and Canada as a whole*

<u>Investments to Create Jobs and Connect Communities</u>

- *Rogers to invest $2.5 billion to build 5G network in Western Canada, driving economic growth and strengthening innovation sector*
- *New $1 billion fund dedicated to connecting rural, remote and Indigenous communities to high-speed Internet across the four Western provinces*
- *Additional $3 billion to support additional network, services, and technology investments*
- *Western head office of combined company to remain at Shaw Court in Calgary; President of Western operations and other senior roles to be based in Calgary*
- *Rogers to maintain and grow local Shaw jobs so that teams across Alberta, British Columbia, Manitoba and Saskatchewan will continue to serve customers and support local communities*
- *The combined company is committed to continue offering affordable wireless plans, with no overage fees, that meet the budgets and needs of Canadians. As part of this commitment, Rogers will not increase wireless prices for Freedom Mobile customers for at least three years following the close of the transaction*

CALGARY and TORONTO, March 15, 2021- Rogers Communications Inc. (“Rogers”) and Shaw Communications Inc. (“Shaw”) today announced that they have reached an agreement for Rogers to acquire all of Shaw’s issued and outstanding Class A Shares and Class B Shares in a transaction valued at approximately $26 billion inclusive of approximately $6 billion of Shaw debt (the “Transaction”). The offer price of $40.50 per share represents a significant premium for Shaw shareholders; further details of the transaction are described below. The transaction is not subject to a financing condition as Rogers has secured committed debt financing, which it will use along with balance sheet cash and the issuance of 23.6 million shares to the Shaw Family Living Trust.

The combination of Rogers and Shaw builds on the strong legacy of two family-founded Canadian companies. The combined entity will have the scale, assets and capabilities needed to deliver unprecedented wireline and wireless broadband and network investments, innovation and growth in new telecommunications services, and greater choice for Canadian consumers and businesses.

As part of the transaction, the combined company will invest $2.5 billion in 5G networks over the next five years across Western Canada, which will enhance competitiveness, offer consumers and businesses more choice and improved services, help close the digital divide between urban and rural communities, and deliver significant long-term benefits for businesses and consumers.

This transaction will create Canada’s most robust wholly-owned national network, and as a result of the combined spectrum holdings and enhanced capacity, will generate more choice and competition for businesses and consumers, as well as realizing the full benefits of next generation networks for Canadians and Canada’s productivity.

The combination will accelerate the delivery of critical 5G service across Western Canada, from rural areas to dense cities, more quickly than either company could achieve on its own. This will be accomplished by bringing together the expertise and assets of both companies, including Shaw's existing cable, fibre, and wireless networks and Rogers' robust national wireless network and extensive 5G capabilities.

Additionally, Rogers will commit to establishing a new $1 billion Rogers Rural and Indigenous Connectivity Fund dedicated to connecting rural, remote and Indigenous communities across Western Canada to high-speed Internet and closing critical connectivity gaps faster for underserved areas. As part of this fund, Rogers will consult with Indigenous communities to create Indigenous-owned and operated Internet Service Providers, which would leverage Rogers' expanded networks and capabilities to create sustainable, local connectivity solutions.

The combined company is committed to continue offering affordable wireless plans, with no overage fees, that meet the budgets and needs of Canadians. As part of this commitment, Rogers will not increase wireless prices for Freedom Mobile customers for at least three years following the close of the transaction.

In addition, to help individuals and families access affordable Internet services, Rogers will also expand its *Connected for Success* program nationally to reach every Canadian where the combined company offers Internet services. This first-of-its-kind program is designed to help seniors and low-income Canadians who receive income assistance access low-cost, high-speed Internet, with multiple speed options to meet customers' needs.

The scale created by this combination will enable the level of infrastructure expansion that is critical to drive growth, attract new consumer and business customers, and drive technology adoption. Upgrading Canada's digital infrastructure and accelerating digitization is critical to diversifying and strengthening the country's economy and innovation sector as well as fueling economic recovery.

Once approved, the transaction is expected to generate significant growth and efficiency opportunities to support the accelerated investment into 5G capabilities and expanded urban and high-speed rural connectivity in Western Canada. Anticipated benefits include access to new services and capabilities for Shaw customers as well as savings opportunities for Rogers, such as reduced wholesale charges and network costs and the elimination of duplicative technology and infrastructure associated with greater scale.

"We are proud to join forces with the Shaw family and team as we combine our companies and our 10,000 team members across Alberta, British Columbia, Manitoba, and Saskatchewan, supported by a head office in Calgary. Western Canada is a major driver of our national economy and together we will have the scale, expertise and commitment to deliver the technology infrastructure needed to keep local communities connected, businesses competitive and attract new investment," said **Joe Natale, President and CEO of Rogers Communications**. "We're at a critical inflection point where generational investments are needed to make

Canada-wide 5G a reality. 5G is about nation-building; it's vital to boosting productivity and will help close the connectivity gap faster in rural, remote and Indigenous communities. Fundamentally, this combination of two great companies will create more jobs and investment in Western Canada, connect more people and businesses, deliver best-in-class-services and infrastructure across the nation, and provide increased competition and choice for Canadian consumers and businesses."

"Our two companies have been successful because of the foresight and vision of two great founders who were driven by their unrelenting pioneering spirit and entrepreneurial values. Without a doubt, my father would be proud of this moment, combining forces with the company founded by his old friend to deliver more Canadians world class connectivity, more choice, and better value," said **Brad Shaw, Executive Chair & CEO, Shaw**. "While unlocking tremendous shareholder value, combining these two great companies also creates a truly national provider with the capacity to invest greater resources expeditiously to build the wireline and wireless networks that all Canadians need for the long term. This transaction will create benefits for generations to come."

Edward Rogers, Chairman of Rogers Communications, said, "Today's announcement brings two iconic Canadian family-founded businesses together with the expertise, combined assets, and scale to deliver the next generation of telecommunications to Canadian consumers and businesses. This is a transformational combination; and extends our company's long legacy of innovation, entrepreneurship, and dedication to world-class service for decades to come."

Create new jobs in Western Canada

In addition to unprecedented broadband and wireless investments that will create up to 3,000 net new jobs, the combined company would expand on Shaw's legacy of commitment to Canada's four Western provinces:

- The combined company will create a headquarters for all Western operations, at Shaw's iconic Shaw Court in downtown Calgary and remain one of the largest private sector employers in Western Canada.

- The President of Western operations and other senior roles will be based in the company's Calgary headquarters, to lead the combined company's operations across Western Canada.

- Brad Shaw, and another Director to be nominated by the Shaw family, will be named to the Rogers Board of Directors to assist in driving the future success of the combined company, following the completion and approval of the transaction.

- Shaw's skilled workforce is integral to the success of the combined company. Following the close of the transaction, Rogers will maintain a strong local employee base in

Western Canada so that local teams can continue to serve local consumer, business and government customers and their communities.

- The combined teams will be 10,000 people strong across Alberta, British Columbia, Manitoba and Saskatchewan and will bring together the best of two corporate cultures that are each passionate about growth, serving customers and contributing to local communities.

- The additional investment of the combined company will continue to diversify the Alberta and British Columbia economies with next generation economic opportunities, while strengthening its commitment to research and development in Western Canada through existing partnerships with the University of Calgary and the University of British Columbia.

- Building on our existing commitment to R&D innovation in 5G in Western Canada through our partnerships with UBC and University of Calgary, Rogers will establish a new National Centre of Technology and Engineering Excellence, located in Calgary, to support the needs of the new combined company, creating hundreds of new high skilled jobs and opportunities to work with Canadian developers to create new consumer and business applications and services.

Support and connect communities

Today approximately 10% of homes in Canada have no Internet access and approximately 600,000 households in Western Canada still cannot access the minimum Internet speeds recommended by the federal government. This connectivity gap has been identified as the number one issue impeding economic growth in rural and remote communities.

Using the companies' combined spectrum assets and infrastructure for 5G across its expanded network, including Rogers national low band 5G spectrum, the combined company will be able to bring the highest quality mobile broadband and fixed wireless Internet services to even more rural communities, in many cases for the first time.

The combined company will help to further close the digital divide by:

- Creating a new $1 billion Rogers Rural and Indigenous Connectivity Fund to connect rural, remote, and Indigenous communities across Western Canada to high-speed Internet, one of the largest ever commitments of its kind made by the private sector.

- Consulting with Indigenous communities to create Indigenous-owned and operated Internet Service Providers that leverage Rogers expanded networks and capabilities to create sustainable, local connectivity solutions.

- Extending Rogers *Connected for Success* program across Western Canada to bring the first of its kind low-cost broadband program nationally to help seniors and low-income Canadians in every community where the combined company offers Internet services.

Rogers will also build on Shaw's activities and impact to communities and charities, valued at more than $40 million in 2020. In addition to Rogers existing robust community impact programs, this includes commitments to:

- Continue and augment Shaw's charitable giving programs, including adding new youth scholarships to support the future talent pipeline in emerging technologies.

- Work with the Shaw Charity Classic partners to support and extend the annual PGA TOUR Champions event for up to ten years. The event has raised more than $61 million for Alberta kids' charities since 2013.

Deliver affordable services and improve choice for customers

In addition to dramatically improved connectivity and accessibility, the combination will deliver choice, competition and affordability to Canadians:

- The combined company is committed to continue offering affordable wireless plans, with no overage fees, that meet the budgets and needs of Canadians. As part of this commitment, Rogers will not increase wireless prices for Freedom Mobile customers for at least three years following the close of the transaction.

- The combined company's coast-to-coast fibre network would create new competition for Bell and Telus for large enterprise and government customers across Canada.

- Today many rural communities are served by only one provider. With Rogers investment in broadband in Western Canada and deployment of spectrum assets and infrastructure for 5G across its expanded network, including its national low band 5G spectrum, Rogers will bring the highest quality mobile broadband and fixed wireless Internet and service to residents of many rural communities for the first time. These new services will deliver significantly better connectivity and offer new choice to these communities.

Details of the Transaction

Under the terms of the Transaction, holders of Shaw Class A Shares and Class B Shares will receive $40.50 per share in cash. The Shaw Family Living Trust, the controlling shareholder of Shaw, and certain members of the Shaw family, will receive 60% of the consideration for their shares in the form of 23.6 million Class B Shares of Rogers valued on the basis of the volume-weighted average trading price for the 10 trading days for the Rogers Class B Shares ending March 12, 2021, and the balance in cash.

The Transaction will be implemented by way of a court-approved plan of arrangement under the *Business Corporations Act* (Alberta). The Transaction requires the approval of two thirds of the votes cast by the holders of Shaw's Class A Shares and Class B Shares at a special shareholders meeting to be held in May 2021 (the "**Special Meeting**"), voting separately as a class, as well as majority of the minority approval under Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions. The Shaw Family Living Trust has irrevocably agreed to vote all of its Class A Shares (representing 79% of the outstanding Class A Shares) and Class B Shares in favour of the Transaction.

The Transaction is subject to other customary closing conditions including court and stock exchange approval, as well as approvals from Canadian regulators. Rogers and Shaw intend to work cooperatively and constructively with the Competition Bureau, the Ministry of Innovation, Science and Economic Development ("ISED") and the Canadian Radio-television and Telecommunications Commission ("CRTC"). Subject to receipt of all required approvals, closing of the Transaction is expected to occur in the first half of 2022.

Under the Arrangement Agreement, Rogers has the right to cause Shaw to redeem its outstanding preferred shares on June 30, 2021 in accordance with their terms by providing written notice to Shaw. As of the date of this news release, Rogers has not exercised this right.

Shaw will continue to pay its regular monthly dividends of $0.098542 in cash per Class A Share and $0.09875 in cash per Class B Share, and its regular quarterly dividend on its preferred shares in accordance with their terms.

A Special Committee of independent directors of Shaw has unanimously recommended the Transaction, and Shaw's Board of Directors has unanimously (subject to abstentions of any conflicted Directors) approved the Transaction and unanimously recommends that Shaw shareholders (other than the Shaw Family Living Trust) approve it. Shaw's Directors and senior management have agreed to vote all of their shares in favour of the Transaction.

TD Securities Inc. and CIBC World Markets Inc. have provided an opinion to the Board of Directors and the Special Committee, respectively, to the effect that, subject to the assumptions, limitations and qualifications set out in such opinions, the consideration to be received by Shaw shareholders (other than the members of the Shaw family) in connection with the Transaction is fair, from a financial point of view, to such shareholders.

Further information regarding the Transaction will be contained in a management information circular that Shaw will prepare, file on SEDAR and mail to its shareholders in advance of the Special Meeting. Copies of the arrangement agreement and voting support agreements will also be available on the SEDAR profiles of Rogers and Shaw at www.sedar.com.

Rogers has retained BofA Securities and Barclays as its financial advisors and Goodmans LLP as its legal advisor. Torys LLP is the legal advisor to the Rogers Control Trust. Shaw has retained TD Securities Inc. as its exclusive financial advisor and Davies Ward Phillips & Vineberg LLP and Wachtell, Lipton Rosen & Katz as its legal advisors. CIBC World Markets Inc. is acting as independent financial advisor to the Special Committee and Burnet, Duckworth & Palmer LLP is independent legal advisor to the Special Committee. The Shaw Family Living Trust has retained Dentons Canada LLP as its legal advisor.

Call details

Rogers and Shaw will host a conference call for financial analysts at 8:00 AM Eastern Time today (6:00 AM Mountain Time) to discuss this announcement.

To participate, please dial +1-416-915-3239 or toll-free 1-800-319-4610 before the start of the call. A live audio webcast of the call can be accessed here https://investors.rogers.com

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Cautionary statement

This news release includes "forward-looking information" within the meaning of applicable securities laws relating to, among other things, the anticipated benefits of the transaction, including corporate, operational, scale and other synergies and the timing thereof, the ability to integrate the business of Rogers and Shaw, Shaw's ability to redeem the preferred shares and the timing thereof, the timing and anticipated receipt of required shareholder, regulatory court, stock exchange or other approvals, the ability of the parties to satisfy the other conditions to the closing of the transaction and the anticipated timing for closing of the transaction. Forward-looking information may in some cases be identified by words such as "will", "anticipates", "expects", "intends" and similar expressions suggesting future events or future performance.

We caution that all forward-looking information is inherently subject to change and uncertainty and that actual results may differ materially from those expressed or implied by the forward-looking information. A number of risks, uncertainties and other factors could cause actual results and events to differ materially from those expressed or implied in the forward-looking information or could cause our current objectives, strategies and intentions to change. Accordingly, we warn investors to exercise caution when considering statements containing forward-looking information and that it would be unreasonable to rely on such statements as creating legal rights regarding our future results or plans. We cannot guarantee that any forward-looking information will materialize and you are cautioned not to place undue reliance on this forward-looking information. Any forward-looking information contained in this news release represent expectations as of the date of this news release and are subject to change after such date. However, we are under no obligation (and we expressly disclaim any such obligation) to update or alter any statements containing forward-looking information, the factors or assumptions underlying them, whether as a result of new information, future events or otherwise, except as required by law. All of the forward-looking information in this news release is qualified by the cautionary statements herein.

Forward-looking information is provided herein for the purpose of giving information about the proposed transaction referred to above and its expected impact. Readers are cautioned that such information may not be appropriate for other purposes. The completion of the above-mentioned proposed transaction is subject to customary closing conditions, termination rights and other risks and uncertainties including, without limitation, court, shareholder and regulatory approvals. Accordingly, there can be no assurance that the proposed transaction will occur, or that it will occur on the terms and conditions contemplated in this news release. The proposed transaction could be modified, restructured or terminated. There can also be no assurance that the strategic benefits and competitive, operational and cost efficiencies expected to result from the transaction will be fully realized. In addition, if the transaction is not completed, and each of the parties continues as an independent entity, there are risks that the announcement of the transaction and the dedication of substantial resources of each party to the completion of the transaction could have an impact on such party's current business relationships (including with future and prospective employees, customers, distributors, suppliers and partners) and could have a material adverse effect on the current and future operations, financial condition and prospects of such party.

A comprehensive discussion of other risks that impact Rogers and Shaw can also be found in their public reports and filings which are available under their respective profiles at www.sedar.com.

About Rogers Communications

Rogers is a proud Canadian company dedicated to making more possible for Canadians each and every day. Our founder, Ted Rogers, purchased his first radio station, CHFI, in 1960. We have grown to become a leading technology and media company that strives to provide the very best in wireless, residential, sports, and media to Canadians and Canadian businesses. Our shares are publicly traded on the Toronto Stock Exchange (TSX: RCI.A and RCI.B) and on the New York Stock Exchange (NYSE: RCI).

About Shaw Communications

Shaw Communications Inc. is a leading Canadian connectivity company. The Wireline division consists of Consumer and Business services. Consumer serves residential customers with broadband Internet, Shaw Go WiFi, video and digital phone. Business provides business customers with Internet, data, WiFi, digital phone and video services. The Wireless division provides wireless voice and LTE data services.

Shaw is traded on the Toronto and New York stock exchanges and is included in the S&P/TSX 60 Index (Symbol: TSX - SJR.B, SJR.PR.A, SJR.PR.B, NYSE – SJR, and TSXV – SJR.A). For more information, please visit www.shaw.ca

CT-2022-

THE COMPETITION TRIBUNAL

IN THE MATTER OF the Competition Act, R.S.C. 1985, c. C-34, as amended;

AND IN THE MATTER OF the proposed acquisition by Rogers Communications Inc. or an affiliate thereof of Shaw Communications Inc.;

AND IN THE MATTER OF an application by the Commissioner of Competition for one or more orders pursuant to section 92 of the Competition Act;

AND IN THE MATTER OF an application by the Commissioner of Competition for an interim order pursuant to section 104 of the Competition Act.

BETWEEN:

THE COMMISSIONER OF COMPETITION

Applicant

– and –

ROGERS COMMUNICATIONS INC.
SHAW COMMUNICATIONS INC.

Respondents

AFFIDAVIT OF ERIK HIMAN

CT-2022-

THE COMPETITION TRIBUNAL

IN THE MATTER OF the *Competition Act*, R.S.C. 1985, c.C-34;

AND IN THE MATTER OF the proposed acquisition by Rogers Communications Inc. of Shaw Communications Inc.;

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BETWEEN:

COMMISSIONER OF COMPETITION

Applicant

- and -

ROGERS COMMUNICATIONS INC. AND

SHAW COMMUNICATIONS INC.

Respondents

AFFIDAVIT OF NATHAN H. MILLER
(AFFIRMED May 6, 2022)

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1. My name is Nathan H. Miller. I am the Saleh Romeih Associate Professor at the McDonough School of Business at Georgetown University in Washington, DC. I earned my Ph.D in Economics from the University of California at Berkeley in 2008. I have served as a Visiting Professor at Toulouse School of Economics

in 2019 and 2020. Prior to joining Georgetown University in 2013, I served as a Staff Economist at the U.S. Department of Justice from 2008-2013.

2. My area of expertise is in the field of industrial organization, which is the area of economics that addresses the behavior of firms, industries, and their markets. Within that field I have specialized in antitrust economics, with a recent focus on collusion and the competitive effects of mergers. I have taught graduate level courses on Microeconomics, Industrial Organization, Firm Analysis and Strategy, and Strategic Pricing. My research has been published in leading economics journals, including the *American Economic Review, Econometrica*, and the *RAND Journal of Economics*, among others. I am an editor at the *Journal of Law and Economics* and am on the editorial boards of the *Review of Industrial Organization* and the *International Journal of Industrial Organization*.

3. In addition to my academic work in the area of antitrust economics, I have provided economic analysis for antitrust litigation matters. I served as a staff economist at the U.S. Department of Justice (DOJ), where I received an Award of Distinction for my work on a high-profile merger review. As a staff economist for the DOJ, I analyzed a number of merger matters across multiple industries, including Bazaarvoice/PowerReviews, AT&T/T-Mobile, and Ticketmaster/Live Nation. I have also analyzed the competitive effects of a merger on behalf of the merging parties, specifically the Express Scripts acquisition by Cigna. Finally, I have been retained by both the DOJ and Federal Trade Commission (FTC) as a testifying expert on several merger-related matters, and I worked with the Commissioner of Competition on Evonik Industries AG's acquisition of PeroxyChem Holding Company LLC, Parrish & Heimbecker, Limited's acquisition of certain grain elevators from Louis Dreyfus Company Canada ULC, and on the merger between SECURE Energy Services Inc. and Tervita Corporation. In the Parrish & Heimbecker, Limited matter, I prepared reports and was qualified as an expert economic witness before the Competition Tribunal. I also prepared reports in the

SECURE Energy Services Inc. matter. Additional information on my qualifications is contained in my curriculum vitae, attached.

4. I was asked by counsel for the Commissioner of Competition to prepare a report assessing the likely effect on competition of the proposed acquisition by Rogers Communications Inc. of Shaw Communications Inc. and other related matters specified in the report.

5. I attach as Exhibit "A" to this affidavit my report.

6. I attached as Exhibit "B" to this affidavit my curriculum vitae.

7. I attach as Exhibit "C" to this affidavit my Acknowledgement of Expert Witness.

8. I attach as Appendix "A" to this affidavit a list of the sources and documents relied upon in preparing the report.

Affirmed remotely by Nathan H. Miller stated as being located in Washington D.C. before me in the City of Gatineau, in the Province of Quebec on May 6, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.	
Commissioner of Oaths etc.	Nathan H. Miller

Raha Araz Mohammad
Commissioner of Oaths etc.
Province of Ontario
LSO P15816.

APPENDIX A TO THE AFFIDAVIT OF NATHAN MILLER
SOURCES AND DOCUMENTS RELIED UPON

Sources and documents relied upon in the Miller Report are those referenced in the report, appendices, workpapers, and other supporting materials.

The data and documents relied upon also include records from the following sets of materials provided by the Competition Bureau:

- Records and written returns of information provided in the merger notification filings and request for advance ruling certificate by Rogers Communications Inc. ("Rogers") and Shaw Communications Inc. ("Shaw"), including related email exchanges
- Records and written returns of information provided in response to Supplementary Information Requests, made pursuant to subsection 114(2) of the Competition Act, by Rogers and Shaw, including related email exchanges
- Records and written returns of information provided in response to orders made pursuant to section 11 of the Competition Act, from BCE Inc. and TELUS Corporation, including related email exchanges
- Records and written returns of information provided in the merger notification filing and request for advance ruling certificate [redacted]
- Letter from Marisa Fabiano (SVP, Head of Business Finance, Rogers Communications Inc.) to Andrew C. Harington of The Brattle Group, confirming representations made by Rogers' management with respect to the proposed transaction, November 8, 2021
- Freedom Mobile Confidential Information Memorandum, February 2022

This is **Exhibit "A"** to the affidavit of Nathan Miller, affirmed remotely by Nathan Miller stated as being located in Washington D.C. before me in the city of Gatineau in the province of Quebec, on May 6, 2022, in accordance with O. Reg 431/20, Administering Oath or Declaration Remotely.

Commissioner of Oaths etc.

Raha Araz Mohammad
Commissioner of Oaths etc.
Province of Ontario
LSO P15816.

THE COMPETITION TRIBUNAL

IN THE MATTER OF *the Competition Act*, R.S.C. 1985, c.C-34;

AND IN THE MATTER OF the proposed acquisition of Shaw Communications Inc. by Rogers Communications Inc.;

AND IN THE MATTER OF an Application by the Commissioner of Competition for an order pursuant to 92 of the *Competition Act*;

AND IN THE MATTER OF an Application by the Commissioner of Competition for an interim order pursuant to section 104 of the *Competition Act*;

BETWEEN:

COMMISSIONER OF COMPETITION
Applicant

- and -

ROGERS COMMUNICATIONS INC.
SHAW COMMUNICATIONS INC.
Respondents

EXPERT REPORT OF NATHAN H. MILLER

May 6, 2022

Table of contents

1. Qualifications

1. My qualifications are included in the sworn affidavit to which this expert report is attached[1].

2. Background and assignment

2. Rogers Communications Inc. (hereafter, "Rogers") is one of the largest telecommunication and media companies operating in Canada. Rogers offers mobile wireless telecommunication services, wireline telecommunication services, and media content.[2] Rogers' total revenue in 2020 was roughly $13.9 billion, of which about $8.5 billion was from mobile wireless services.[3]

3. Shaw Communications, Inc. (hereafter, "Shaw," and collectively with Rogers "the parties") is a Canadian telecommunication company offering mobile wireless telecommunication services, wireline telecommunication services, and satellite video.[4] Shaw's total revenue in 2021 was $5.5 billion, of which about $1.3 billion was from mobile wireless services.[5]

4. [redacted] (hereafter, "the proposed transaction" or "the merger").[6]

5. I was asked by counsel for the Commissioner of Competition to prepare a report assessing the likely effects on competition of the proposed transaction. In assessing those effects, I was asked, to the extent possible, to quantify any anti-competitive effects and to describe any likely anti-competitive effects of the transaction based on qualitative evidence.

[1] Affidavit of Nathan H. Miller, Affirmed May 6, 2022.
[2] Rogers Communications Inc., "2020 Annual Report," March 5, 2021 ("Rogers 2020 Annual Report"), p. 28.
[3] All dollar amounts in Canadian dollars. Rogers 2020 Annual Report, p. 25.
[4] Shaw Communications, Inc., "2021 Annual Report," October 29, 2021 ("Shaw 2021 Annual Report"), p. 8.
[5] Shaw 2021 Annual Report, pp. 10, 16.
[6] Letter from [redacted] p. 5.

6. I was also asked to evaluate what impact, if any, the transaction might have on competition in the period (of up to two years) between the Commissioner filing an application and the Competition Tribunal making a final determination on the merger, including whether there is likely to be any impact of the merger closing (should that be permitted) on the Tribunal's ability to remedy any competitive concerns it finds are likely to occur from the transaction.

7. I was asked by counsel not to rely on Comlink data in forming an overall opinion concerning the likelihood of any interim anti-competitive effects, but to consider that data separately. As a result, I have segregated my analysis so that any consideration, observation or opinion based on such data is independent from analysis and conclusions based on other data available to me.

3. Summary of opinions

8. In this report, I will address the following issues and offer the following opinions:

- The merger affects an industry, wireless communications, that has a historic and regulatory context in Canada that suggests competitors such as Shaw have played a significant role in bringing consumers better terms and higher utilization of mobile phones. (**Section 4)**

- The merger presents all of the indicia that harm to consumers is likely from a loss of competition in a well-defined market. (**Section 5)** Specifically,

    - Mobile wireless services offered to consumers in Alberta, British Columbia, and Ontario are well-defined markets for analyzing competitive effects. (**Section 5.1**)

    - These relevant markets have barriers to entry that make them susceptible to competitive effects. (**Section 5.2**)

    - Rogers and Shaw have significant share, particularly as indicated by the share of customers seen to be actively participating in the market at a given time, and their combined market share would exceed [redacted] in Alberta, British Columbia, and Ontario. (**Section 5.3**)

- The environment of close competition indicated by these shares is also reflected in the history of competition between Rogers and Shaw in these markets, as demonstrated by their internal documents and by data on the frequency with which customers transfer between their brands. (**Section 5.4**)

- Economic analyses of the competitive effects of the proposed merger demonstrate that the loss of competition between Rogers and Shaw is likely to be significantly adverse to consumers in Alberta, British Columbia, and Ontario. (**Section 6**)

  - Event studies of Shaw's aggressive competitive offerings demonstrate that Shaw has led the market to offer significantly more attractive terms to consumers. (**Section 6.1**)

  - A quantitative model of competitive incentives in these markets predicts market-wide price increases ranging from [redacted] percent to [redacted] percent inducing an increased loss of efficiency to the Canadian economy (the "deadweight loss" of market power) of over $[redacted] per year. The increased prices also constitute a transfer of wealth from consumers in these markets to mobile wireless carriers predicted to exceed [redacted] dollars per year. (**Section 6.2**)

  - The quantification model understates overall effects of the proposed merger as certain effects cannot be quantified to a reasonable degree of accuracy based on the information available to me at this time. These include lost future competition for customers that Shaw does not presently serve, but which would have been likely to see expansion of Shaw's competitive presence in the near future. The quantification also does not include the prospect that Shaw's loss as a disruptive competitive force in these markets may result in more cooperative and less competitive interactions among Rogers, Bell, and Telus. (**Section 6.3**)

- The competitive effects of this proposed merger are not well mitigated by the proposed divestiture and, if the transaction is allowed to proceed, would constitute irreparable harm over the course of a pending review. (**Section 7**) Specifically,
  - A lower-bound estimate of quantifiable harms from the proposed acquisition of Shaw with a divestiture of [redacted] predicts a deadweight loss of [redacted] per year and a transfer of wealth from consumers in these markets to mobile wireless carriers of [redacted] per year. The same unquantifiable harms are still present and new unquantifiable harms are embodied in the likelihood that [redacted] Additionally, using a lower bound to estimate the effects on consumers in Alberta and British Columbia over the time a review is likely to be pending demonstrates that at least one third of the quantifiable harms predicted for these provinces during a review period would be unaddressed by the proposed divestiture. (**Section 7.1**)
  - Moreover, the proposal to proceed with the transaction and with a separation of Shaw's assets into a new entity (New Freedom) and a reallocation with assets of Rogers (into a New Rogers) limits the ability to ever unwind the competitive effects and makes the harms permanent to some degree that constitutes an irreparable harm. (**Section 7.2**)

4. Context of competition in the Canadian wireless industry

4.1. Overview of wireless services and service providers available to Canadian consumers

9. In what follows I offer an overview of the services that Canadian consumers purchase to satisfy their mobile communication needs and of the firms that offer these services to Canadian consumers.

10. Canadian consumers typically access a carrier's cellular network with a mobile device on a subscription basis to place phone calls, exchange texts, and consume (i.e., download and upload) data.[7] While technically they could purchase voice, text, and data services separately from different providers, in practice they purchase them as a bundle through a subscription known colloquially as a "plan."[8]

11. A mobile wireless plan specifies, among other terms, the amount of voice minutes, the amount of text, and an allocation of data (measured in megabytes or gigabytes) that the consumer can use in a month in exchange for a payment. Carriers offer a variety of plans at different price points that come with more or less generous allocations for voice, text, and data. The plans currently offered by Canadian carriers typically offer unlimited voice and text, but different data allocations.[9]

12. Consumers are billed for the services they purchase on a postpaid or prepaid basis. Subscribers with postpaid plans receive a bill each month for the services they consumed in the prior month. Subscribers with prepaid plans pay for their plan services in advance.[10] Most Canadian consumers subscribe to postpaid plans.[11] Postpaid plans may have a fixed term (typically two years, and sometimes three years) or no term.[12] Prepaid plans do not have a pre-specified

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[7] Rogers 2020 Annual Report, p. 28; Canadian Radio-television and Telecommunications Commission, "Telecom Regulatory Policy CRTC 2021-130," April 15, 2021 ("CRTC April 2021 Decision"), ¶ 41.

[8] CRTC April 2021 Decision, ¶ 41; Shaw 2021 Annual Report, p. 16.

[9] CRTC April 2021 Decision, ¶¶ 530, 535. Data allocation refers to the amount of data users are allowed to consume based on the terms of their plan; CRTC April 2021 Decision, ¶ 529; When consumers exceed their allocation they may incur additional charges or experience reductions in download speeds depending on the conditions of their plans; CRTC April 2021 Decision, ¶¶ 508, 523. See, for example, Rogers Communications, Inc., "Rogers Infinite Plans," available at https://www.rogers.com/plans.

[10] Canadian Radio-television and Telecommunications Commission, "Postpaid versus prepaid services," available at https://crtc.gc.ca/eng/phone/mobile/prepay.htm.

[11] See for example CRTC April 2021 Decision, ¶ 534 ("According to the 2019 *Communications Monitoring Report*, in 2018 over 88 percent of mobile wireless service subscribers were on a postpaid plan, in comparison to about 12 percent on a prepaid plan, a proportion that has increased from about 83 percent in 2013.")

[12] For example, [redacted] The CRTC attempted to prevent the wireless companies from offering three-year terms, but carriers continued to offer three-year terms in some circumstances. The CRTC reviewed these plans in a recent proceeding and found that "…device financing plans with terms longer than 24 months are not compliant with sections G.1. and G.2. of the Wireless Code. However, in light of the significant debate on the record and the complexity of the analysis required to provide clarification to parties as to whether and in what manner the Wireless Code applies to device financing plans, the Commission declines to make a specific finding of violation in this instance." Canadian Radio-television and Telecommunications Commission, "Telecom Decision CRTC 2021-98," March 4, 2021, available at https://crtc.gc.ca/eng/archive/2021/2021-98.htm, ¶ 62.

term.[13] Instead, the consumer pays in advance of the service provision, typically on a monthly basis.[14]

13. Plan pricing involves numerous components usually including a fixed fee, allocations of voice, text, and data, and consequences of exceeding the allocation (possibly reduced speed or service quality or a usage-based charge for the overage).[15] Other items tangentially related to wireless service might also appear on a consumer's monthly bill. For example, the consumer may also pay installments for her mobile device if she purchased it or financed it through the carrier at the time she subscribed to the plan.[16] [redacted] Average Revenue per User ("ARPU").[17]

14. Depending on the province or territory in which they will be primarily using mobile wireless services, Canadian consumers can choose between different sets of carriers to which they can subscribe. The ability of a carrier to offer service in a given location depends on whether that carrier has spectrum licenses and network infrastructure in place to serve that particular location.[18] Most Canadian consumers purchase mobile wireless service from three large national carriers that offer services throughout Canada. These carriers are Bell, Rogers, and Telus, and are known collectively as the "Big 3" of Canadian mobile wireless service.[19] In some parts of Canada, consumers can also purchase services from other providers that operate only in certain provinces, territories,

[13] See, for example, Rogers Communications, Inc., "Prepaid Plans - Talk, Text & Data Plans," available at https://www.rogers.com/plans/prepaid.

[14] See Canadian Radio-television and Telecommunications Commission, "Postpaid versus Prepaid Services," available at https://crtc.gc.ca/eng/phone/mobile/prepay.htm, "You have prepaid services when you top up your account to activate your services for the month."

[15] Canadian Radio-television and Telecommunications Commission, "Communications Monitoring Report," January 21, 2020, p. 142. For an example of reduced data speed after exceeding the data allocation, see Rogers Communications, Inc., "Rogers Infinite Plans," available at https://www.rogers.com/plans.

[16] Rogers Communications, Inc., "Phones," available at https://www.rogers.com/phones/?icid=R_WIR_JOR_WBOM11.

[17] Rogers 2020 Annual Report, p. 88; Shaw 2021 Annual Report, p. 38. For examples o[redacted] See SJRB-CCB00356295 at pp. 2, 5; SJRB-CCB00361187 at p. 8; ROG00186819 at pp. 4, 23, 39; ROG00192359 at pp. 3, 11, 19, 29.

[18] When these assets are not deployed mobile devices cannot connect to that carrier network. See, for example, Shaw 2021 Annual Report, p. 32. Carriers can still offer service in these locations via roaming. For example, under roaming a Shaw customer can receive mobile wireless service, via another carrier, as long as Shaw has a roaming agreement with that carrier. See, for example, Shaw 2021 Annual Report, p. 53.

[19] Canadian Radio-television and Telecommunications Commission, "Annual highlights of the telecommunications sector 2020," December 15, 2021, p. 24.

or portions thereof. Some of these regional carriers include: Shaw (operating in Alberta, British Columbia, and Ontario), Videotron (operating in Quebec and in Ottawa), and SaskTel (operating in Saskatchewan).[20]

15. The Big 3 carriers each offer mobile wireless services to consumers through the brands that they own. These are typically a premium brand (Bell Mobility, Rogers Wireless, and Telus Mobility), a flanker brand (Virgin Mobile, Fido, and Koodo Mobile), and a prepaid brand (Public Mobile, Chatr, and Lucky Mobile). In some places, a wireless carrier may also offer wireline communications services,[21] and in some of these cases the carrier may offer plans that bundle together wireline and wireless services.[22] In addition, carriers often provide service for other, non-phone devices (e.g., tablets), and mobile phone service to commercial/enterprise customers.[23] The plans offered for these services often have different data allocations and pricing terms than the consumer mobile phone plans that I described above.[24]

16. Carriers incur large operating and capital expenditures. As I mentioned above, carriers can offer service only if they have a license to use a band of radio frequency spectrum and network infrastructure assets in a given location. A mobile device in that location can connect over the air to a carrier's nearest antenna using the radio frequencies that carriers license from the Canadian government.[25] The antenna allows information to be transmitted over the carrier's network. Network infrastructure includes antennas, towers on which these antennas are placed, and infrastructure that connects the antennas to one another and to the telecommunications network more broadly.[26] Carriers incur

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[20] SaskTel, "2020/21 Annual Report," June 29, 2021, p. 13; Shaw 2021 Annual Report, p. 113; Videotron, "Annual Information Form," March 30, 2021, p. 8.

[21] For example, Shaw and Telus offers both wireless and wireline services in British Columbia and Alberta. Rogers and Bell provide both wireless and wireline services in Ontario and parts of Atlantic Canada. See Shaw 2021 Annual Report, p. 13; Rogers 2020 Annual Report, p. 30; [redacted] p. 5 ([redacted]

[22] Shaw 2021 Annual Report, p. 13; Telus Corporation, "Annual Report 2020," February 19, 2021, p. 48.

[23] See for example Rogers 2020 Annual Report, 28; Rogers Communications, Inc., "Rogers Infinite Plans," available at https://www.rogers.com/plans (referencing that Rogers Infinite plans allow data use on connected devices).

[24] See for example Rogers' menu of dedicated business wireless plans and pricing for adding smartwatches to a wireless plan. Rogers Communications, Inc., "Business wireless plans," available at https://www.rogers.com/business/wireless/plans; Rogers Communications, Inc., "Wireless Device Add-Ons: Apple Watch Series 7," available at https://www.rogers.com/consumer/wireless/apple-watch?icid=R_WIR_JOR_FFGAOY.

[25] Industry Canada, "CPC-2-1-23 – Licensing Procedure for Spectrum Licenses for Terrestrial Services," Section 3, available at https://www.ic.gc.ca/eic/site/smt-gst.nsf/eng/sf01875.html.

[26] CRTC April 2021 Decision, ¶¶ 98, 206; Shaw 2021 Annual Report, p. 26.

large operating and capital expenditures to secure spectrum licenses; to operate, maintain, or expand the coverage and capacity of their network; and to update network equipment as mobile wireless technology standards evolve.[27] Carriers also sustain operating expenses to provide customer service, to operate stores in which consumers can purchase subscriptions and mobile devices, and to conduct advertising and promotional campaigns.[28]

17. Most of these expenditures are fixed rather than varying with the number of customers or the amount a customer uses the carrier's service.[29] However, a degree of variability might be reasonably assumed. For example, as the amount of network infrastructure in an area that is needed to provide a given level of service quality to users can be affected by the number of users in that area, it is customary to treat a portion of the network costs as if they were variable costs related to usage.[30] Even so, the wireless industry is generally characterized by high fixed costs and high margins.[31]

4.2. Wireless services prices are higher and data consumption is lower in Canada than in other developed countries likely as a result of insufficient competition among carriers

18. Company documents indicate that prices for mobile wireless services in Canada are among the highest in the world. [redacted] Studies of wireless prices across countries have reached similar conclusions. For example, in a comparison of 29 countries, the U.S. Federal Communications Commission ranked Canada among those with

[27] CRTC April 2021 Decision, ¶¶ 96-99; Rogers 2020 Annual Report, pp. 38, 48.

[28] Rogers 2020 Annual Report, pp. 30-31; Shaw 2021 Annual Report, p. 62; [redacted]

[29] CRTC April 2021 Decision, ¶ 97.

[30] See, for example, Rogers 2020 Annual Report, p.71; SJRB-CCB00223356 at p. 4 [redacted] See ROG00206352 at pp. 3, 30.

[31] CRTC April 2021 Decision, ¶¶ 126-130.

[32] ROG00192359 at p. 3.

the highest prices for mobile data.[33] Similar findings have also been obtained in earlier studies.[34]

19. While I am not drawing any conclusions about the determinants of these cross-country differences, I understand that Canadian Radio-television and Telecommunications ("CRTC") has recently found that insufficient competition in Canada likely contributes to higher prices relative to other countries.[35]

20. CRTC further observed that a history of price differences between Canadian provinces suggests the importance of competition and particularly of competitors beyond the Big 3. I understand that they observed a historic pattern of lower prices in Manitoba, Quebec, and Saskatchewan—i.e., in provinces that had strong regional carriers competing alongside the Big 3—relative to other areas in Canada.[36] Recognizing that differences across provinces may reflect different demand and supply conditions and not just the effect of competition, the CRTC considered and rejected a number of such alternative explanations such as differences in the quality of networks, in flanker brand penetration, and in data usage levels.[37] The CRTC also observed that while pricing differences across Canadian provinces appear to have decreased in recent years, as of April 2021, competition was "not currently sufficient to discipline the market and protect the interests of consumers."[38]

21. In this respect, as well, Rogers' internal documents recognize a similar relationship between the competitiveness of prices in a province and the strength of a competitor beyond the Big 3. [redacted]

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[33] Sixth Report Before the Federal Communications Commission, *In the Matter of International Comparison Requirements Pursuant to the Broadband Data Improvement Act*, February 2, 2018, available at https://docs.fcc.gov/public/attachments/DA-18-99A1.pdf, p. 90.

[34] CRTC April 2021 Decision, ¶¶ 118–119 for a discussion of these studies.

[35] CRTC April 2021 Decision, ¶ 122. See also CRTC April 2021 Decision, ¶ 120 ("The Commission acknowledges that there are challenges associated with the comparisons of retail prices across countries. In this regard, considerable debate occurred with regard to the validity or appropriateness of the methodologies and data used in studies cited in this proceeding. That being said, almost all international reports and studies that were submitted or referred to throughout this proceeding, despite using different methodologies and different datasets, pointed to similar conclusions and consistently reported higher retail prices in Canada.")

[36] CRTC April 2021 Decision, ¶¶ 131–132.

[37] CRTC April 2021 Decision, ¶ 135.

[38] CRTC April 2021 Decision, ¶¶ 124–125.

[39] ROG00192359 at p. 11.

[redacted]

22. While prices for wireless services in Canada have been high, data usage has been low relative to other developed countries. For example, [redacted][41]

Exhibit 1

[redacted]

23. These results suggest that Canadians are on the unfavorable end of a relationship that is seen across countries: Canadians face relatively high prices

[40] ROG00192359 at p. 12.

[41] ROG00646941 at p. 2; ROG00192359 at p. 3.

for mobile wireless service and make less use of their phones—particularly less use of mobile data. While I have not conducted an analysis of the determinants of these cross country differences, analyses I conducted for this affidavit confirm that competition does reduce prices for Canadian consumers and that they respond by increasing their data usage.[42] Taken together, these observations indicate that wireless communications services in Canada are vulnerable to a loss of competition from the proposed transaction—that returning to competition only between the Big 3 would likely increase prices and likely lower consumption of wireless services, including data usage, to the detriment of Canadian consumers.

4.3. The three major wireless carriers attempt to signal each other to limit outbreaks of competitiveness among them

24. In this section, I examine whether the relatively high prices for wireless services experienced by consumers in Alberta, British Columbia, and Ontario may in part be the result of the Big 3 having been successful in coordinating their activity to soften any competition among them. Their pattern of behavior with respect to each other's promotions suggests that such coordination may be present among them in these three provinces.

25. Wireless carriers often use promotions as a tool to compete for customers. Company documents indicate that the Big 3 carriers monitor each other's pricing and promotions in the ordinary course of business.[43] When one carrier launches a new promotion, the other carriers routinely identify and track detailed information about it including the level of discounts offered, customer eligibility terms, geographic reach, and duration. I also understand that the Big 3 carriers may attempt to coordinate their offers by signaling a desired end date

[42] See Section 6.1 and 6.2.3.

[43] [redacted] ROG00655110. See also ROG00666010 [redacted] See SJRB-CCB00410822; ROG00575901 at pp. 54–62.

or other limitation of a promotion in the terms they advertise for a responsive promotion. For example:

- [redacted]

26. In addition to monitoring promotions and sending each other signals about the duration of promotions, the Big 3 carriers engage in behavior that may maintain less aggressive price competition within a carriers' tacitly acknowledged "home market," i.e., the province or provinces from which a Big 3 carrier recruits a larger portion of its customer base relative to other carriers. For example, [redacted][47] Another Rogers document proposes [redacted]

[44] ROG00665131 [redacted]

[45] ROG00206967 [redacted]

[46] ROG00666010 [redacted]

[47] ROG00666115 ([redacted]

[redacted]

27. The overall pattern here is similar to the one seen in recent theoretical models of collusion such as Bernheim and Madsen (2017).[49] In such models, the market participants can sustain long-term coordination on price more easily if they also engage in some limited deviation from the target collusive price, which can be achieved by market participants offering temporary discounts relative to that price. The behavior of the Big 3 in the context of price promotions could fit that pattern, as carriers attempt to signal each other and thereby limit the extent of such outbreaks of price competition, particularly in their "home market." Regardless of how coordinated the current state of affairs between the Big 3 may be, these signals appear to be designed to rein in outbreaks of particularly intense competition. As such, some softening of competition through coordinated actions seems to be likely among the Big 3 carriers in Alberta, British Columbia, and Ontario.

4.4. Likely impact of recent CRTC regulatory changes aimed at addressing persistent market power in wireless telephony

28. In April 2021, the CRTC determined that Bell, Rogers, and Telus "together exercise market power in the provision of retail mobile wireless service in all provinces except Saskatchewan, where SaskTel exercises sole market power."[50] This situation led CRTC to expand regulatory measures "given the extent of retail market power that exists throughout the country."[51] The changes include an obligation to support Mobile Virtual Network Operator ("MVNO") options for certain carriers (MVNO is a relationship where one wireless carrier resells

[48] ROG00662331 [redacted]

[49] Douglas Bernheim and Erik Madsen, "Price Cutting and Business Stealing in Imperfect Cartels," *American Economic Review*, 107(2), 2017, pp. 387–424, at pp. 388–389.

[50] CRTC April 2021 Decision, p. 1.

[51] CRTC April 2021 Decision, p. 1.

the network of another wireless carrier) and an expectation by CRTC that these carriers will offer regulated retail plans with minimal characteristics.[52] Neither of these changes is likely to reduce the competitive effects of the proposed transaction.

29. The MVNO portion of these changes would, if anything, make Shaw a more significant competitor than it otherwise would be. In considering MVNO access as an option for carriers that the CRTC mandated, it is useful to distinguish a carrier that has its own facilities and might use MVNO access for a period of time to more quickly expand the footprint of its service (a "facilities-based" MVNO), from a carrier that depends entirely on MVNO access to another carrier's network to offer service (a "pure" MVNO). The MVNO option mandated by the CRTC does not make pure MVNO a more likely or more competitively significant option;[53] instead it is only available for a limited time period and only to facilities-based MVNOs.[54] These limitations mean that this change would primarily allow a regional carrier like Shaw to "use the networks of Bell Mobility, RCCI, TCI, and SaskTel, where these four exercise market power, to serve new areas while they build out their networks."[55] I discuss barriers that impact the competitive significance of MVNOs further in Section 5.2.

30. The changes related to regulated retail plans will also likely have a limited impact in the marketplace. As part of the April 2021 decision, the CRTC introduced an expectation that the Big 3 carriers and SaskTel introduce low-cost and occasional-use postpaid plans, as well as "emergency use" prepaid plans, by mid-July 2021 and make them widely available.[56]

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[52] CRTC April 2021 Decision, p. 2.

[53] While pure MVNO carriers currently do exist in Canada, they play a very limited role. In particular, only a few MVNO carriers have been able to negotiate access to the wireless network of a Big 3 carrier, and they essentially resell the services of the Big 3 carriers to narrow segments of the market. The restrictive terms under which these pure MVNOs operate has limited their offerings to consumers and their effectiveness to compete in the market for consumer wireless services. CRTC April 2021 Decision, ¶¶ 77, 99, 280.

[54] CRTC April 2021 Decision, p. 2.

[55] CRTC April 2021 Decision, p. 2. The CRTC also required the Big 3 carriers to "implement seamless roaming as part of their wholesale roaming service. This measure will benefit consumers by helping to prevent dropped calls and data sessions when consumers move from one network to another. It will also benefit competition because it will enable wireless competitors to offer a higher overall quality of service."

[56] CRTC April 2021 Decision, ¶¶ 544–545, 552–553, 557–558. These low-cost plans were to include unlimited talk and text and a minimum of 3 GB of data per month at 3G speed for a rate not exceeding $35 per month. Occasional-use plans were to include unlimited talk and text and 250 MB of data at 3G speed for a rate not exceeding $15 per month. The emergency use prepaid plans were to include a yearly allotment of voice minutes and text, but not data, available for a year on a prepaid basis, for a yearly maximum of $100. See CRTC April 2021 Decision, ¶¶ 531, 545, 553, 557.

31. These plans that were expected to be introduced by July 14, 2021 are thus too recent for me to assess directly their uptake and overall impact in the marketplace.[57] However, I can infer their likely significance from similar plans that existed before them. The newly-introduced plans have similarities to plans currently offered by Rogers under its prepaid brands both in terms of price point and network speed.[58] The fact that prepaid brands only serve about 12 percent of subscribers in the marketplace suggests that the low-cost and occasional-use plans are likely to serve only a small number of customers.[59] Moreover, like these old plans, some of the low-cost and occasional-use plans have not been introduced under a premium brand,[60] which, as the CRTC indicated in its policy decision, may reduce their popularity among consumers.[61] For these reasons, it does not seem that the newly-offered plans introduce a difference that will make them more competitively significant than the old plans, nor that they are likely to introduce a significant constraint on unregulated prices.

[57] The CRTC also required the Big 3 carriers and SaskTel to provide semi-annual reports relating to the offering on these plans and associate promotional efforts, including an abridged version for publication on the CRTC website. At the time of writing no such report is currently available on the CRTC page devoted to these plans. Canadian Radio-television and Telecommunications Commission, "Low-cost and occasional-use wireless service plans," June 4, 2021, available at https://crtc.gc.ca/eng/phone/mobile/occa.htm.

[58] At the time of writing, Chatr offers, among others, a 2GB plan with unlimited voice and text for $35 per month and similar plan with 500 MB of data for $25 per month. See Chatr Wireless, "Nation-wide Plans," available at https://www.chatrwireless.com/plans.

[59] See Section 4.1. See also Exhibit 29 in Appendix 8.6 presenting percentages of subscribers by brand in Alberta, British Columbia, and Ontario and Canadian Radio-television and Telecommunications Commission, "data-retail-mobile-sector-2020.xlsx," tab "MB-I7." The emergency use plan is a prepaid plan. CRTC April 2021 Decision, ¶ 557. As I explained in Section 4.1 above the vast majority of Canadian subscribers subscribe to mobile wireless services on a postpaid basis.

[60] ROG00664598. For example, at the time of writing, Rogers Bell, and Telus did not offer plans with the characteristics described by CRTC for the "low-cost plan," but flanker brands Fido, Virgin Mobile, and Koodo did. See Rogers Communications, Inc., "Basic Phone Plans," available at https://www.rogers.com/plans/basic-phones?icid=R_WIR_JOR_ZMR48H; Rogers Communications, Inc., "Prepaid Plans - Talk, Text & Data Plans," available at https://www.rogers.com/plans/prepaid; See, Data, Talk & Text and Basic tabs, Fido Solutions, "Build your Plan," available at https://www.fido.ca/phones/bring-your-own-device?icid=ba-lpmbcnac-pgpfcwrls-1021206&flowType=byod; Bell Canada, "Prepaid," available at https://www.bell.ca/Mobility/Cell_phone_plans/Prepaid_plans/Prepaid_plans.tab; Virgin Mobile, "Bring Your Own Phone," available at https://www.virginplus.ca/en/plans/postpaid.html?province=ON&geoResult=failed#!/BYOP/research/; See, "Other plans" tab, Telus Corporation, "Plans," available at https://www.telus.com/en/mobility/plans?linktype=ge-meganav; Koodo Mobile, "Bring Your Own Phone," available at https://www.koodomobile.com/rate-plans?INTCMP=KMNew_NavMenu_Shop_Plans; Telus, "Starter plan FAQ," available at https://www.telus.com/en/on/support/article/starter-plan-faq?INTCMP=Tcom_Plans_existing_customer_starter_plan_support.

[61] CRTC April 2021 Decision, ¶¶ 542–543.

4.5. Existing or additional regulation would be a poor substitute for the competition Shaw has recently brought to Canadian wireless markets

32. As I explain in Section 6.1 below, Shaw has recently enhanced competition in the provinces where it operates without the need for further regulation. In its April 2021 Decision the CRTC stated multiple times that one of its lodestars in crafting the specific regulations it proposed was to not disrupt competition that is already occurring in the marketplace, and, instead, foster such competition and make it sustainable over the long term.[62]

33. This preference for competition over regulatory fiat is evident throughout the CRTC's decision. In particular, the CRTC motivated its decision to limit the mandate of MVNO access only to facilities-based carriers such as Shaw as a way to preserve competition for the long term. While the CRTC expected that broad MVNO access would reduce prices in the short term, it offset that possibility with its recognition that the competition from new MVNO entrants would disproportionally affect regional carriers and hamper their ability to continue competing with Big 3 carriers over the long term.[63] The CRTC chose competition over regulation in deciding that broad MVNO access would disrupt the incentive of regional carriers like Shaw to keep investing in the networks and thus reduce their ability to discipline market power by Big 3 carriers in the future.[64] The CRTC stated that competition is more effective than regulation in weighing the two options and that "it is reasonable to expect prices to decline further in the future as the regional wireless carriers grow their market shares."[65]

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[62] See, for example, CRTC April 2021 Decision, pp. 1–2 ("While these findings are concerning, there are also positive signs that competition is intensifying. Retail prices, although higher than what would prevail in a fully competitive market, are clearly trending down across Canada, and there is evidence of rivalrous behaviour among wireless carriers. Regional wireless carriers are having an impact on the market in terms of disciplining, to a certain extent, dominant wireless carriers; they have introduced innovative plans and features that have led to new offerings in the market such as unlimited data plans and plans that allow data to be carried over month to month, and have been successful in attracting customers, including customers switching from other wireless carriers…In considering its regulatory approach, the Commission must take care not to disrupt the competition that is already occurring, but instead foster an environment where this competition can grow and be sustainable over the long term.")

[63] CRTC April 2021 Decision, ¶ 199 ("the Commission considers that it is likely that, upon entry into retail markets, MVNOs would take a greater share of subscribers from regional wireless carriers than from the national wireless carriers or SaskTel, particularly with respect to their main brands, and would therefore have a disproportionate impact on regional wireless carriers…while there may be some initial downward pressure on overall pricing as MVNOs seek to gain customers, over the longer term the net impact of broad-based MVNO presence on competition, particularly as a means of affecting retail market power, is not likely to be substantial.")

[64] CRTC April 2021 Decision, ¶¶ 200, 261.

[65] CRTC April 2021 Decision, ¶ 200 ("Furthermore, in the Commission's view, while competition is intensifying and prices are lower in areas where regional wireless carrier operates in competition with the national wireless carriers, it is reasonable to expect prices to decline further in the future as the regional wireless carriers grow

34. The preference CRTC has demonstrated for the ongoing and future competition by regional carriers such as Shaw also reflects on the welfare considerations in the proposed transaction. I discuss my own calculations of welfare effects in Section 6.2.

5. Fundamental elements of market analysis

5.1. Mobile wireless services offered to consumers in Alberta, British Columbia, and Ontario constitute relevant markets for competition analysis

35. A common theme in competition analysis is that mergers or acquisitions are likely to lessen competition when they enhance the ability of market participants to exercise market power, such as by raising prices above the competitive level. This principle is articulated in the *Merger Enforcement Guidelines* ("*Guidelines*") issued by the Competition Bureau,[66] which provide general direction for the Bureau's analytical approach that, while not a statement of Canadian law, is a useful framework for merger review.[67]

36. As explained in the *Guidelines*, a useful analytical tool in assessing how a merger changes the industry participants' abilities to exercise market power is market definition.[68] Defining a relevant market involves identifying the products and services for which a competitive effect can be assessed including those of the merging parties as well as products or services that customers

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their market shares, the potential beneficial impacts on retail competition resulting from the mandated provision of a broad MVNO access service are speculative at best. Further, the available evidence is not persuasive enough to support a conclusion that any such impact would outweigh any negative impacts on established regional wireless carriers with regard to their subscriber base and their corresponding ability to invest in expanding and upgrading their network coverage and, thus, on their ability to discipline retail market power.")

[66] Competition Bureau Canada, "Merger Enforcement Guidelines," October 6, 2011 ("Merger Enforcement Guidelines"), ¶ 2.1, ("A substantial prevention or lessening of competition results only from mergers that are likely to create, maintain or enhance the ability of the merged entity, unilaterally or in coordination with other firms, to exercise market power."), 2.3 ("Market power of sellers is the ability of a firm or group of firms to profitably maintain prices above the competitive level for a significant period of time").

[67] Merger Enforcement Guidelines, p. 1.

[68] "Market definition is not necessarily the initial step, or a required step, but generally is undertaken." Merger Enforcement Guidelines, ¶ 3.1. This can be useful because "market definition generally sets the context for the Bureau's assessment of the likely competitive effects of a merger." It can do this by specifying the line(s) of commerce and geographic area(s) in which competitive concerns arise. It "identif[ies] the set of products that customers consider to be substitutes for those produced by the merging firms." Then, customers that might be harmed by the merger are those that might reasonably purchase any of the identified products. Additionally, it allows the identification of the industry participants and measurement of their market shares / concentration, and how such concentration changes after the merger. Merger Enforcement Guidelines, ¶ 3.2.

consider to be reasonable substitutes. It also involves identifying a geography within which competition may be affected.[69]

37. For my preliminary analysis of the effects of the proposed transaction:

- I define the relevant product market to be no broader than postpaid and prepaid mobile wireless services offered to consumers; and
- I define the relevant geographies for this product to be no broader than a province and identify three geographic markets of interest: Alberta, British Columbia, and Ontario.

In what follows, I describe these product and geographic markets and explain why they constitute relevant markets for analyzing the competitive effects of the proposed transaction.

38. The question of how to define a relevant product market with respect to mobile telecommunication services has been examined by the CRTC in a recent regulatory policy decision. The CRTC found that "retail mobile wireless services, that is, retail mobile voice, text, and data services, offered to individuals and small businesses, irrespective of the network technology used" constitute a relevant product market.[70]

39. The analysis that the CRTC conducted to substantiate this definition tracks well with the considerations of whether a product market is suitable for an examination of competitive effects. In particular, the CRTC found that Canadian consumers do not currently have practical alternatives to consumer mobile wireless services to satisfy their mobile telecommunication needs, and furthermore that enterprise plans are not viable substitutes for consumer plans:

- Given the technology commonly available on mobile devices, consumers cannot place calls, send texts, and consume data with their mobile devices unless these are connected to a mobile wireless carrier network, a Wi-Fi hotspot, a fixed wireless router, or a wireline network router. Wi-Fi hotspot, fixed wireless, and wireline services, however, do not provide practical alternatives to consumer mobile wireless services. Fixed wireless and wireline services do not provide the degree of mobility that

[69] Merger Enforcement Guidelines, ¶¶ 4.1, 4.2.

[70] CRTC April 2021 Decision, ¶ 47 ("the relevant product market consists of retail mobile wireless services, that is, retail mobile voice, text, and data services, offered to individuals and small businesses, irrespective of the network technology used.")

consumers expect of a mobile wireless service. In Canada, Wi-Fi hotspots are not yet and are not expected to be as ubiquitously available as mobile wireless carriers' cellular network to provide consistent mobile telecommunication services.[71]

- The plans that carriers offer to enterprises or institutional customers are not substitutes because these services tend to be marketed differently from mobile wireless services and would not be generally available to consumers looking for an alternative.[72]

40. As discussed in Section 4.1, consumers can purchase consumer mobile wireless services either on a postpaid or a prepaid basis. There are differences between prepaid and postpaid service, including different prepaid brand characteristics such as lower prices and advertised quality,[73] and different customer characteristics such as poor credit and a higher tendency to temporarily or permanently separate from their chosen wireless service brands (known as "churn" in the industry). I have not been able to determine, as of yet, whether these or any other differences between prepaid and postpaid service are sufficient to consider these separate markets. My initial analysis of porting data indicates that some consumers switch between postpaid and prepaid service.[74]

41. For the purpose of this analysis of the effects of the proposed transaction, I will consider postpaid and prepaid mobile wireless services as part of the same relevant market,[75] acknowledging that a degree of differentiation appears to exist between postpaid and prepaid service. I may revise this assessment as I continue to refine my analysis and as additional evidence is produced in the

[71] CRTC April 2021 Decision, ¶ 43.

[72] See for example, CRTC April 2021 Decision, ¶ 45.

[73] See for example, Chatr Mobile, "Nation-wide Plans," available at https://www.chatrwireless.com/plans.

[74] See Workpaper 5.1.a.

[75] In a recent policy regulation, the CRTC considered postpaid and prepaid mobile wireless services as part of the same product market. See CRTC April 2021 Decision, ¶ 44 ("Some parties submitted that the retail market should be segmented, for example, between plans offered on a prepaid and postpaid basis; between plans with varying amounts of data, minutes for voice calls, and number of text messages included in a plan; and between services offered on different technologies (i.e. 3G, LTE, LTE-A, or 5G). While there might be differences between the offerings in each of these segments, and further segmentation may be conceptually possible, the Commission considers that regardless of the sub-segment considered, the essential functionality of mobile voice, text, and data communications remains. As such, the Commission does not consider that it would be appropriate to divide the broader product market into the proposed segments.")

record, but do not expect that the difference would change the substance of my conclusions.[76]

42. Based on the above discussion, a product market defined as no broader than postpaid and prepaid consumer mobile wireless services constitutes a reasonable candidate for a relevant product market.

43. I now turn to the relevant geography in which to assess competition. Shaw offers consumers mobile wireless services in three provinces: Alberta, British Columbia, and Ontario. Rogers also offers mobile wireless services in these provinces. In defining the geographic bounds of markets for this service, I consider three possibilities: a national market, provincial markets, or local markets within each province.

44. Of these options, and in light of the available data, geographical markets no broader than a province seem to be the most reasonable way to evaluate the competitive effects of the merger. First, the competitors available to consumers vary from province to province and sometimes even across geographic areas within the same province.[77] Second, my initial analysis of ordinary course documents indicates that [redacted][78] Third, in its assessment, the CRTC chose to define

[76] As both companies predominantly offer postpaid service, the difference would not raise the possibility that separate markets mean the parties are less competitive with one another than a combined market suggests. Separate markets could mean that overlaps were more significant in one type of the service, likely postpaid, and that the effect of the merger on customers in such a market could be larger than a combined market would suggest.

[77] See Section 4.1. Note that Rogers also offers service in most areas within-province in which Shaw offers service. See ROG00646474 at p. 4 for a comparison of coverage maps as of January 2018. Shaw has since expanded its network into additional coverage areas in Alberta, British Columbia, and Ontario. See for example, Shaw Communications , "More Affordable Data for More Canadians: Freedom Mobile Launches in Red Deer and Victoria," February 8, 2019, available at https://newsroom.shaw.ca/corporate/newsroom/article/materialDetail.aspx?MaterialID=6442452197; Shaw Communications , "More Canadians get access to affordable plans and an abundance of data as Freedom Mobile expands into Eastern Ontario," March 8, 2019, available at https://newsroom.shaw.ca/corporate/newsroom/article/materialDetail.aspx?MaterialID=6442452211

[redacted] See ROG00456355. [redacted] See ROG00118354. [redacted] SJRB-CCB00223003 at pp. 8–9, 46.

markets at the province level.[79] While there are differences between service areas of different providers even within a province that may be worth consideration (e.g., Videotron offers service in a very small portion of Ontario), for this assessment of competition, I follow the approach of the CRTC and define markets for the three provinces in which Shaw and Rogers both offer mobile wireless services.

45. Defining relevant markets at the sub-provincial level would also be impractical and would likely not alter the conclusion of my analysis. While there is some variation in coverage and pricing promotions across carriers at the sub-province level, adequate data to obtain accurate estimates of each carriers' market share, pricing, and costs at the sub-province level, including the extent to which consumers travel to purchase from local areas with lower prices, are not available to me at this time and may not exist. Abstracting from sub-provincial differences in coverage is unlikely to meaningfully alter the results of my analysis because Shaw and the Big 3 carriers have substantial overlap in their within-province coverage in Alberta, British Columbia, and Ontario, particularly in major population centers.[80] While I do not directly consider the impact of the merger on carriers' pricing incentives at the sub-province level, the pricing data I rely on in my analysis reflects the price actually paid by consumers, and thus incorporates any local variation in price.

46. A commonly-applied test discussed in the *Guidelines* to assess whether a defined market is sufficiently broad to constitute a relevant market is the "hypothetical monopolist test."[81] This test evaluates whether a hypothetical monopolist of the candidate relevant product would find it profitable to impose a small but significant and non-transitory increase in price ("SSNIP") in the candidate relevant geographic market. I now perform this test for the product and geographic markets that I identified.

47. One way to implement the hypothetical monopolist test is to examine the effects of a merger among all of the participants in a candidate market, in this case all suppliers of consumer mobile wireless services in each of the provinces of interest. As I discuss in Section 6.2 below, a standard model of oligopolistic competition predicts that large price effects arise from the proposed

[79] CRTC April 2021 Decision, ¶ 58 ("the Commission finds that the relevant geographic market for retail mobile wireless services is provincial/territorial.")

[80] See for example ROG00646474 at p. 4 for a comparison of Rogers and Shaw coverage areas as of January 2018. Shaw has since expanded its coverage in certain areas in Alberta, British Columbia, and Ontario.

[81] Merger Enforcement Guidelines, ¶ 4.4.

transaction, which is a merger among a *subset* of the products that would be merged into a hypothetical monopolist. As a merger of Shaw and Rogers is predicted to impose a price increase larger than a SSNIP on mobile wireless service in each of the three relevant provinces, a hypothetical monopolist comprised of these and the other competitors in these markets would be predicted to impose an *even larger* price increase. Therefore, I conclude that a hypothetical monopolist would find it profitable to impose a SSNIP.[82]

5.2. There are barriers to entry for the provision of retail mobile wireless services in Canada

48. The *Guidelines* explain that "[e]ntry is only effective in constraining the exercise of market power when it is viable."[83] If entry by new firms or expansion by fringe firms is not "likely, timely, and sufficient in scale and scope," then attempts to raise and sustain prices by incumbent firms are more likely to be successful.[84] As I explain in what follows, it would be difficult for new facilities-based mobile wireless service firms to enter the relevant markets, and for fringe firms such as pure MVNOs to substantially expand their competitive significance in them.

49. Prospective operators contemplating entry into the market for facilities-based mobile wireless service need to undertake substantial and protracted upfront investments, including: (1) securing spectrum, which is a scarce resource expensive to acquire;[85] and (2) building up or acquiring a cellular network, which is an infrastructure that requires lengthy construction periods for its deployment as well as large operating and capital expenses to maintain and expand.[86] Consistent with these facts, in its April 2021 Decision, the CRTC found that barriers to entry into consumer mobile wireless services "remain

[82] See also Workpaper 5.1.b.

[83] Merger Enforcement Guidelines, ¶ 7.2.

[84] Merger Enforcement Guidelines, ¶ 7.2.

[85] CRTC April 2021 Decision, ¶ 96 ("Spectrum is a scarce resource and, while set-asides may have improved access for competitors, it can still prove to be relatively expensive to acquire. For example, large amounts were invested in the 600 megahertz (MHz) auction by each successful WSP, and these amounts were proportionally higher for carriers that benefited from the set-asides."), and 97 ("Further, market participants do not control when and what types of spectrum are made available. Spectrum auctions may also take place well before wireless carriers are ready to use the spectrum.")

[86] CRTC April 2021 Decision, ¶ 98 ("The mobile wireless service industry is also highly capital-intensive: it takes considerable investments to build, upgrade, and maintain a RAN, and mobile wireless network deployment involves lengthy construction periods.")

high and adversely impact new market entry or market expansion by regional wireless carriers and others."[87]

50. Shaw benefited from a rare combination of assets that facilitated its entry by securing the rapid acquisition of a customer base and reducing the upfront costs *and* time to build up a wireless network. As I explain in Section 6.1, Shaw first entered the market for retail mobile wireless services in 2016, by acquiring an existing regional operator (Wind) with an established customer base. Shaw later leveraged its large existing wireline customer base to launch Shaw Mobile as a bundled product in 2020. It also leveraged its existing wireline network infrastructure to provide mobile wireless services to Shaw Mobile customers via Wi-Fi hotspots linked to Shaw's wireline network.[88] Because Shaw benefited from a rare set of complementary assets, I expect its experience to be unusual.

51. I have also considered whether new MVNOs might enter the market or whether existing MVNOs might succeed in expanding their footprint and customer bases, at a scale sufficient to offset the lost competition between Rogers and Shaw. This is unlikely. I expect MVNOs (either the pure or facilities-based) will continue to be less competitive than carriers that rely on their own network infrastructure and spectrum licenses to provide service in a given area. Because MVNOs do not own network assets, they are dependent on the wholesale terms that they can obtain from facilities-based carriers. Those facilities-based carriers would not be motivated to provide terms that would make the MVNOs very competitive because that would reduce the facilities-based carriers' own sales. In addition, the competitive significance of MVNOs would likely be affected by the MVNOs' reliance on the owners of the network to make any changes to facilities that the MVNO may need to better fit their customers' usage.

52. These limitations persist despite CRTC's April 2021 regulation to expand MVNO access. Because the CRTC mandated that MVNO access be offered to facilities-based carriers that meet certain specific requirements,[89] only few carriers can potentially take advantage of the regulation to expand their service areas through MVNO access. In fact, as one participant in the proceeding observed, "although the Commissioner mentioned several potential candidates,

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[87] CRTC April 2021 Decision, ¶ 100, emphasis added. See also CRTC April 2021 Decision, ¶ 101 ("The Commission also finds that those barriers relate mainly to the availability of spectrum, the capital-intensive nature of the industry, the time it takes to deploy mobile wireless networks and to generate positive cash flows.")

[88] See Section 6.1.

[89] CRTC April 2021 Decision, ¶ 390.

only Shaw would have the subscriber base and resources to be in a position to fully benefit from the proposal."[90] In addition, the regulation does not guarantee that MVNO access will be available at a regulated rate. Rather, it directs carriers to negotiate a tariff rate. If commercial negotiations fail, the regulation only directs final offer arbitration as the recourse.[91] Moreover, if negotiation with the national carriers does result in tariffs that do not prohibit competitive pricing, the service is only available for seven years, so the recipient would still need to focus on transitioning service to their own network, which would entail substantial investment costs.[92]

5.3. Rogers and Shaw have significant shares of mobile wireless service in Alberta, British Columbia, and Ontario

53. Having defined a set of relevant markets for the analysis, I next calculate shares for the participants in those markets.

54. I first need to consider the appropriate measure of market shares. The *Guidelines* state that one should use "the best indicators of sellers' future competitive significance" when calculating market shares.[93] As explained in Section 4.1 above, consumers of mobile wireless services do not actively shop for new plans in each monthly billing cycle. Instead, only a fraction of current subscribers updates their plans or switches carriers in any given month. Mobile wireless carriers thus routinely consider their subscriber base as composed of an installed base of existing consumers and a group of newly acquired consumers that joined the carrier in any given month.[94]

55. The distinction between existing and newly acquired customers is important in assessing the proposed transaction because in Alberta and British Columbia the entry of the Shaw Mobile brand has provided consumers with a new and attractive option for mobile wireless services. As a new entrant, Shaw Mobile

[90] CRTC April 2021 Decision, ¶ 275.

[91] CRTC April 2021 Decision, ¶¶ 354, 390.

[92] CRTC April 2021 Decision, ¶¶ 386, 390.

[93] Merger Enforcement Guidelines, ¶ 5.3 ("When calculating market shares, the Bureau uses the best indicators of sellers' *future* competitive significance.")

[94] The carriers' financial reports also subdivide their customers into total subscribers and net additions for both prepaid and postpaid subscribers. See, for example, Rogers 2020 Annual Report, p. 26 and Shaw Communications, Inc., "2020 Annual Report," October 30, 2020, p. 10. See also
[redacted]

has a small installed base, even though it has been successful in attracting new consumers.[95] In such a setting, the *Guidelines* state that it may be more appropriate to consider the proportion of new customers that a firm gets (as opposed to its installed base) to measure market shares:

> When a regulated or historical incumbent firm is facing deregulation or enhanced competition, shares based on new customer acquisitions may be a better indicator of competitive vigor than are shares based on existing customers.[96]

56. The best approximation of "new customer acquisitions" that is available to me is the same measure that mobile wireless carriers often use to assess their competitive success, their share of "gross adds."[97] Gross adds are the new customers that a wireless carrier gains during a particular period of time. Thus, for that period of time, the *share* of gross adds for a wireless carrier is their percentage of all new subscribers in the market.[98] Unlike the percentage of subscribers—which compares the relative sizes of the carriers' subscriber bases and thus comprises all customers, including those not actively looking for a wireless plan—shares of gross adds approximate the choices made by customers that are actively shopping among the current competitive options. They provide a better indicator of competitive vigor and future competitive significance of market participants than the percentage of subscribers. A firm that has a high share of gross adds—such as Shaw—is likely to be an important competitor in the market even if its installed base of customers is relatively small. Over time, all else equal, a high share of gross adds will lead to a large share of subscribers as that carrier builds an installed base.

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[95] See Exhibits 2, 18, and 29.

[96] Merger Enforcement Guidelines, ¶ 5.4.

[97] [redacted] See, for example, ROG00341090; SJRB-CCB00427328 [redacted] Shaw, "Freedom Mobile Inc. Management Report QTD Oct 2020," November 24, 2020 at p. 1, ("QTD Gross Adds of 147K is higher by 31K vs budget"); Shaw, "Audit Committee Meeting – Q2 Fiscal 2021," p. 89; Rogers 2019 Annual Report, p. 39, ("We believe the decreases in gross and net additions to our postpaid subscriber base this year were a result of our disciplined approach around subscriber base management and an overall softness in the market in the first half of the year.")

[98] This percentage is an approximation of the percentage of all customers who are shopping in a given month. What it does not include is measurement of customers that may engage in some shopping and then decide to stay with their current provider. If these shopping customers who stay with their current provider do so for the same reasons that new subscribers would choose that provider, which seems likely, the percentages may be effectively the same.

57. For these reasons, in my analysis I consider the share of gross adds as the appropriate measure of market shares. Other ways that one might attempt to measure share in a market, such as the share of current subscribers, would not reflect current competitive conditions as well.

58. In Exhibit 2 I report the market share based on gross adds of consumer mobile phone service between January and April of 2021 in each province for Rogers and Shaw as well as Bell and Telus.[99] I choose this particular time period because it is the most recent period in which data is available for all carriers. I exclude new subscriptions to non-phone mobile service (e.g., connectivity for tablets) and new subscriptions for larger business accounts to allow for the possibility that adding a line to a business service or adding a device to an existing consumer account may not reflect the same competitive situation as a new phone subscription for a consumer.[100]

Exhibit 2
Market Shares Based on Gross Adds of Consumer Phone Service: January – April 2021

[redacted]

Note: For each province, a carrier's share of gross adds is calculated as that carrier's gross adds divided by the total gross adds of all carriers considered. Only consumer gross adds are included using categories reported in produced data. Gross adds for each carrier and province are the sum of gross adds from January – April 2021. Brands not owned by Rogers, Shaw, Bell, or Telus are not considered. See Appendix 8.3 for additional information about how gross adds are calculated.

59. The Competition Bureau has recognized in its *Guidelines* that an analysis of market shares, while not enough on its own, is an informative starting point to establish whether or not the merged entity will be able to exercise market power post-merger.[101] More specifically the *Guidelines* state that a substantial

[99] I do not consider PC Mobile, and brands not owned by Shaw or the Big Three.

[100] [redacted]

[101] Merger Enforcement Guidelines, ¶ 5.8 ("[I]nformation that demonstrates that market share or concentration is likely to be high is not, in and of itself, sufficient to justify a conclusion that a merger is likely to prevent or lessen competition substantially. However, information about market share and concentration can inform the analysis of competitive effects when it reflects the market position of the merged firm relative to that of its rivals.")

lessening of competition is unlikely if the combined shares of the merging parties are less than 35 percent.[102] In each of the three relevant provinces, the combined market share of Rogers and Shaw [redacted]

60. Indeed, combined, Rogers and Shaw [redacted] share of gross adds among the carriers that would be competing for customers in these provinces post-merger: [redacted] percent in Alberta, [redacted] percent in British Columbia, and [redacted] percent in Ontario. Share of gross adds for Shaw are particularly large in Alberta and British Columbia, [redacted] and [redacted] percent respectively, due to the large share of new customers that the Shaw Mobile brands attracts in these two provinces where it was recently launched.[103]

61. Although, as I explained above, subscriber bases—which comprise all customers, including those not actively looking for a wireless plan—are not an appropriate measure of competitive significance in the relevant markets, I nonetheless examine the relative size of the carriers' subscriber bases. The percentage of all subscribers in the three markets are reported in Exhibit 3 below. As this table makes clear, Shaw's higher share of gross adds has not yet generated an installed base comparable to its more established competitors. Put differently, calculating shares based on each carrier's installed base as a share of all wireless subscribers, which includes consumers not actively looking for a wireless plan, would not fully capture the competitive significance of Shaw. Even so, if one nevertheless applied the 35 percent threshold to such shares, the proposed merger would still indicate a basis for competitive concern. [redacted]

[102] Merger Enforcement Guidelines, ¶ 5.9 ("The Bureau has established the following thresholds to identify and distinguish mergers that are unlikely to have anti-competitive consequences from those that require a more detailed analysis: The Commissioner generally will not challenge a merger on the basis of a concern related to the unilateral exercise of market power when the post-merger market share of the merged firm would be less than 35 percent.")

[103] I will detail shares by brand of gross adds in my analysis of competitive effects. See Section 6.2.4.

Exhibit 3
Percentage of Consumer Subscribers to Consumer Phone Service: January – April 2021

[redacted]

Note: For each province, a carrier's subscriber share is calculated as that carrier's subscriber count divided by the total subscriber count of all carriers considered. Only consumer subscribers are included using categories reported in produced data. Subscriber counts are the average monthly consumer phone subscriber counts from January – April 2021 for Rogers, Shaw and Telus' brands. Bell's subscriber counts for this period are estimated using the simple average of December 2020 subscribers and July 2021 subscribers. See Appendix 8.3 for additional information on how I calculated subscriber counts from produced data. The share of "Other" brands is estimated using CRTC data from 2020. In particular, the ratio of "Other" subscribers to the subscribers of Rogers, Bell, and Telus is assumed to be the same as the ratio of respective shares in the CRTC data.

62. In sum, the evidence presented above indicates that the proposed transaction involves parties with significant share of the relevant markets.

5.4. Rogers and Shaw compete closely with each other for consumers of mobile wireless services in Alberta, British Columbia, and Ontario

63. In Section 5.3 I showed that the parties to the proposed transaction have market shares (based on gross adds) that the *Guidelines* identify as raising the possibility of a substantial lessening of competition. Evidence from porting data and ordinary course documents, which I examine in what follows, confirms that Rogers and Shaw do indeed compete closely with one another, as their market shares would indicate, and that the proposed transaction is likely to lessen competition.

64. I start by analyzing porting data, which provide information on wireless subscribers' switching behavior between wireless carriers.[104] Exhibit 4 shows ports to and from Rogers and Shaw in each of the three relevant provinces.

[104] Porting occurs when a consumer switches from one wireless carrier to another but keeps their same phone number.

Exhibit 4
Shares of Port-outs, January – April 2021

[redacted]

Source: [redacted]
Note: The percentages represent the share of all wireless accounts diverting out from the "From Carrier" that diverted to the "To Carrier" within a given province. Only consumer port-outs are included as part of Rogers port-outs. Switches within the same brand (e.g., from Freedom to Freedom) or to a wireline service and brand migrations within the same carrier (e.g. from Fido to Rogers Wirelss) are not considered for this analysis. The port-outs from Rogers cover switches labeled in the data as switches from Rogers Wireless and Fido to Freedom Mobile, Bell Mobility, Telus Mobility, Public Mobile, and other brands. The port-outs from Shaw cover switches labeled in the data as switches from Freedom Mobile and Shaw Mobile to Rogers Wireless, Fido, Bell Mobility Wireless, Telus Mobility, Public Mobile, and other brands.

65. The data reported in Exhibit 4 indicate that consumers often switch between Rogers and Shaw.[105] In Alberta and British Columbia, approximately [redacted] percent of consumers porting out from Rogers chose to switch to Shaw, Conversely, [redacted] percent of consumers porting out of Shaw in Alberta and [redacted] percent of consumers porting out of Shaw in British Columbia chose to switch to Rogers. In Ontario, where the Shaw Mobile brand is not available, [redacted] percent of consumers porting out from Rogers chose to switch to Shaw, and [redacted] percent of consumer porting out from Shaw chose to switch to Rogers.[106]

66. I also reviewed ordinary course documents produced by Rogers and Shaw that discuss each carrier's view of the competitive landscape in wireless services. My initial review of these documents provides some confirmation that Rogers and Shaw see each other as important competitors in each of the three relevant provinces.

[105] I note that Rogers operates a premium, a flanker, and a prepaid brand. Rogers 2020 Annual Report, p. 40; Shaw does not operate a prepaid brand; Shaw 2021 Annual Report, p.16. I also consider the share of ports from Rogers' premium and flanker brands to Shaw's brands, and vice versa, excluding prepaid brands, using the Comlink data. Results, reported in Workpaper 5.4.a, are similar.

[106] [redacted] See Workpaper 5.4.b.

67. For example:

- [redacted]
- [redacted]

[redacted]

[107] SJRB-CCB00434040 [redacted] ROG00118354 [redacted]

[108] SJRB-CCB00434040.

[109] SJRB-CCB00434040 [redacted] SJRB-CCB00434040 [redacted]

[110] ROG00646941 at pp. 2–3.

[111] ROG00646941 at p. 5 [redacted]

[112] ROG00186819 at p. 9 [redacted]

[113] ROG00662331, [redacted]

68. Together, the porting data and the party documents indicate that the proposed transaction is likely to lead to a lessening of competition, which is consistent with the large combined market shares I discussed in Section 5.3. The substitutability for consumers between Rogers and Shaw, their history of head-to-head competition, and Shaw's growth as a recent entrant all indicate that the competition between them is substantial.[114]

6. Competitive effects of the Rogers-Shaw transaction

6.1. Shaw has enhanced competition in Ontario, Alberta, and British Columbia since its entry into mobile wireless services

69. Evidence about a firm's historical behavior in a market can help to inform whether its acquisition by a horizontal competitor is likely to lead to higher prices, lower quality, or other effects on the market that harm consumers and can result in deadweight loss. The *Guidelines* note that a merger involving a firm that is a "vigorous and effective competitor" may be of concern. The *Guidelines* characterize this type of competitor as follows:

> A firm that is a vigorous and effective competitor often plays an important role in pressuring other firms to compete more intensely with respect to existing products or in the development of new products. A firm does not have to be among the larger competitors in a market in order to be a vigorous and effective competitor. Small firms can exercise an influence on competition that is disproportionate to their size.[115]

70. As discussed in this and the following sections, Shaw has played an important role in introducing new and less expensive wireless service plans that compete with those offered by the Big 3, including its Shaw Mobile bundled plans which offer both wireless and wireline services at lower prices than other carriers.

[114] See also Section 6.1.
[115] Merger Enforcement Guidelines, ¶ 6.5, fn. 33.

71. Shaw entered the wireless market in 2016 with its acquisition of Wind Mobile, a facilities-based carrier operating a 3G network in Ontario, Alberta, and British Columbia.[116] Shaw changed Wind Mobile's name to Freedom Mobile and began rolling out an LTE network to major Canadian cities in Alberta, British Columbia, and Ontario in November 2016.[117] Since 2016, Shaw has competed with Rogers and other large wireless carriers through the introduction of low-priced data plans. These competitive offerings, including the launch of Big Gig plans in 2017, the introduction of the Big Binge Bonus promotion in 2018, and the introduction of Big Gig Unlimited plans in 2019, have contributed to expanding Shaw's subscriber base in all three provinces since 2016.[118]

72. Shaw expanded its subscriber base further in Alberta and British Columbia with the launch of the Shaw Mobile brand in 2020. Shaw Mobile offers bundled wireless and wireline service plans that leverage its large wireline subscriber base in Western Canada to offer low prices for wireless data plans.[119] The launch of this brand also allows Shaw to compete more directly with Telus, which also offers wireless and wireline services in Western Canada, including some bundled service options.[120]

73. Rogers, Bell, and Telus have responded to Shaw's competitive initiatives, including by offering price promotions, introducing plans with more data at a less expensive base price (per gigabyte), and reducing data overage charges.

74. This section discusses Shaw's incentives to compete for new subscribers through novel plan offerings (Section 6.1.1) and analyzes evidence on the

[116] SJRB-CCB00420123.

[117] Shaw Communications, "Freedom Mobile expands new LTE network to Calgary and Edmonton," May 17, 2017, available at https://newsroom.shaw.ca/corporate/newsroom/article/materialDetail.aspx?MaterialID=6442451980.

[118] Shaw Communications, "Life is a big gig, live it with Freedom: Freedom Mobile gives Canadians 10 GB for only $50," October 17, 2017, available at https://newsroom.shaw.ca/corporate/newsroom/article/materialDetail.aspx?MaterialID=6442452038. Shaw Communications, "Break free from data overages: Freedom Mobile introduces unprecedented 100 GB Big Binge Bonus," November 19, 2018, available at https://newsroom.shaw.ca/corporate/newsroom/article/materialDetail.aspx?MaterialID=6442452169; Shaw Communications, "Freedom Mobile Lowers Monthly Bills with Absolute Zero Phone-Included Offers and More Affordable Unlimited Plans," July 25, 2019, available at https://newsroom.shaw.ca/corporate/newsroom/article/materialDetail.aspx?MaterialID=6442452253. Shaw's postpaid wireless subscribers grew from 667 thousand in 2016 to 1.3 million in 2019. Shaw Communications, Inc., "2016 Annual Report," November 28, 2016 ("Shaw 2016 Annual Report"), p. 7; Shaw Communications, Inc., "2019 Annual Report," November 27, 2019 ("Shaw 2019 Annual Report"), p. 10.

[119] See Section 6.1.3.

[120] Telus Corporation, "Build your bundle," available at https://www.telus.com/en/shop/home-services/bundle/build-your-own.

competitive impact of two events in particular, the introduction of Big Gig plans in 2017 (Section 6.1.2), and the launch of Shaw Mobile in 2020 (Section 6.1.3). I analyze data and the parties' documents that show these plan offerings expanded Freedom's subscriber base and induced competitors to reduce the price per gigabyte that their subscribers pay for data in Alberta, British Columbia, and Ontario. These benefits for consumers demonstrate the impact Shaw has had in promoting competition in the relevant markets. In particular, they represent pertinent examples of vigorous competition between Rogers and Shaw in wireless. As I discuss below, the merged entity would have a reduced incentive to compete as aggressively as Shaw has done.

6.1.1. Shaw has a greater incentive to compete for new consumers with lower prices than Rogers, Telus, and Bell

75. Wireless carriers face a basic tradeoff when designing their menu of plans. Offering a less expensive plan can help attract new consumers, but it creates a risk that existing customers on more expensive plans might switch to the new, less expensive plan. Therefore, carriers that have larger bases of installed consumers can have a weaker incentive to compete by introducing lower-priced plans. A smaller carrier, in contrast, may find it more worthwhile to offer such plans in order to grow its subscriber base. In their ordinary course of business, both Rogers and Shaw reference this tradeoff between attracting new subscribers and "repricing" the existing subscriber base.[121]

76. As a relatively new competitor in wireless, Shaw has a smaller base of established customers than the Big 3 carriers and therefore has a greater economic incentive, all else equal, to engage in an aggressive strategy focused on attracting subscribers from other carriers. Shaw's documents related to its Big Gig and Shaw Mobile plan offerings state that [redacted][2]

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[121] ROG00340339 [redacted] SJRB-CCB00618778 at p. 9 [redacted]

[122] SJRB-CCB00618778 at p. 9 [redacted]

Consistent with these economic incentives, Shaw describes itself as a [redacted]

77. One pricing strategy through which Shaw has competed aggressively is the bundling of wireless and wireline service at a discount. Because Shaw provides both wireless and wireline services in Alberta and British Columbia, it has the incentive to compete aggressively in wireless by bundling wireless and wireline service together. By conditioning a wireless discount on continued purchase of wireline services, Shaw can offer its existing wireline customers who were on the margin of reducing or discontinuing service a reason to stay, while also attracting new wireless customers. The implication of such strategy is that, by offering the customers wireless service at a low price, Shaw not only earns the smaller margins on that wireless service, it also earns additional profits through bundling of these customers to the wireline service. The additional wireline profits give Shaw Mobile an incentive to compete by offering bundled wireless service at a lower price compared to non-bundled wireless service, and thus, from an economics perspective, affect the pricing of wireless service in a way that is similar to a reduction in the marginal cost of providing that service.

78. Indeed, Shaw documents indicate that, consistent with economic incentives, the [redacted]"[124] Shaw's press release reporting financial results for the second quarter of 2021 indicated that the introduction of the Shaw Mobile brand was associated with an increase in "household profitability of bundled customers."[125]

79. A merger between Rogers and Shaw would reduce the incentives for Shaw to compete vigorously with the Big 3 carriers both through low-priced conventional plans and through bundled plans. The merged entity would take

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[redacted]

[123] SJRB-CCB00368092 at p. 1 [redacted] SJRB-CCB00406603 [redacted]

[124] SJRB-CCB00361187 at p. 7.

[125] Shaw Communications, "Shaw Announces Second Quarter and Year-to-Date Fiscal 2021 Results," April 14, 2021, available at https://newsroom.shaw.ca/corporate/newsroom/article/materialDetail.aspx?MaterialID=6442452492.

into account the impact of the introduction of competitive plan offerings by Shaw on Rogers' subscriber base in Alberta, British Columbia, and Ontario. As shown in the following sections, Rogers has often been the carrier to lose the most subscribers following the introduction of a new plan offering by Shaw.

80. The same consideration would affect the merged entity's incentives with respect to the bundled discounts that Shaw Mobile currently offers in Alberta and British Columbia. While the merged entity would continue to benefit from retaining profits associated with Shaw's wireline customers, it would also consider two additional effects of this competitive strategy. First, it would consider the loss of wireless margin coming from Rogers' customers switching to the less profitable Shaw Mobile product. Indeed, Rogers' internal documents indicate that [redacted][126] The merger simulation presented in Section 6.2 quantifies the effect of incentives of this sort on prices after the proposed acquisition.

81. Second, the merged entity would consider the [redacted][127] As discussed in Section 6.3, there is evidence that accommodative strategic behavior (such as competing less aggressively in another carrier's "turf") occurs among the Big 3 carriers.

[126] ROG00236681 [redacted]

[127] SJRB-CCB00434040 [redacted]

6.1.2. Shaw's Big Gig plans resulted in lower data prices for consumers in Alberta, British Columbia, and Ontario

82. In October 2017, Shaw introduced a new menu of Freedom Mobile plans collectively referred to as "Big Gig" plans, which reduced the price per gigabyte of data.[128] After introducing changes to its menu of plans, Shaw began extending the availability of its Freedom Mobile plans to iPhone users in late November and early December 2017.[129] I refer to the Big Gig plan introduction and iPhone expansion from October 2017 to December 2017 collectively as the "Big Gig event."

83. With the Big Gig event, Shaw reduced plan prices and thereby expanded the pool of potential customers. The new Freedom Mobile plans offered more generous data allocations at a lower price per gigabyte.[130] The expansion of Freedom Mobile's compatibility with older iPhone models and its introduction of new iPhones at its stores allowed Shaw to make the Big Gig plans accessible to many more wireless subscribers in Alberta, British Columbia, and Ontario because, as of 2017, approximately [redacted] of Canadian wireless subscribers used iPhone devices.[131] As had been the case with previous Freedom Mobile plans, the Big Gig plans did not charge data overage penalties, unlike the Big 3 carriers. The expansion of iPhone coverage thus increased the ability of iPhone

[128] SJRB-CCB00347785 at p. 2 [redacted] Shaw Communications, "Life is a big gig, live it with Freedom: Freedom Mobile gives Canadians 10 GB for only $50," October 17, 2017, available at https://newsroom.shaw.ca/corporate/newsroom/article/materialDetail.aspx?MaterialID=6442452038.

[129] Shaw first offered the newest generations of iPhone in November, and then expanded its spectrum in major metropolitan areas to support legacy iPhone and other devices. Shaw Communications,

"iPhone X, iPhone 8 and iPhone 8 Plus arrive at Freedom Mobile on Friday, December 8," November 22, 2017, available at https://newsroom.shaw.ca/corporate/newsroom/article/materialDetail.aspx?MaterialID=6442452055.

[130] Shaw Communications, "Life is a big gig, live it with Freedom: Freedom Mobile gives Canadians 10 GB for only $50," October 17, 2017, available at https://newsroom.shaw.ca/corporate/newsroom/article/materialDetail.aspx?MaterialID=6442452038; In its press release, Shaw described these plans as an offering that "resets the marketplace and redefines what Canadians should be paying for data." The press release also highlighted that the Freedom Mobile plans did not charge penalties for data overages: "Until now, the approach to wireless data pricing has been deliberately punitive, and out of line with customer usage...Better wireless prices for Canadians will only come through competition without compromise. Our Big Gig plans don't compromise on price or value, so our customers don't have to compromise on using their data." Shaw Communications, "Life is a big gig, live it with Freedom: Freedom Mobile gives Canadians 10 GB for only $50," October 17, 2017, available at https://newsroom.shaw.ca/corporate/newsroom/article/materialDetail.aspx?MaterialID=6442452038.

[131] SJRB-CCB00138803 [redacted] ROG00504796 at p. 2 [redacted]

subscribers to not only reduce the cost of their wireless service plan, but also potentially avoid data penalties.[132]

84. In what follows, I evaluate whether the available evidence indicates that Shaw's Big Gig plan offerings resulted in more vigorous competition with the Big 3 resulting in lower prices for data and increased data consumption.

85. I first observe that Rogers, Bell, and Telus responded to the Big Gig event by [redacted]

[redacted]

86. At the time, the carriers noted that [redacted][137]

[132] Shaw Communications, "Life is a big gig, live it with Freedom: Freedom Mobile gives Canadians 10 GB for only $50," October 17, 2017, available at https://newsroom.shaw.ca/corporate/newsroom/article/materialDetail.aspx?MaterialID=6442452038.

[133] ROG00118354 [redacted]

[134] SJRB-CCB00434040.

[135] SJRB-CCB00434040 [redacted]

[136] ROG00171065 at p. 2.

[137] SJRB-CCB00427328; See ROG00171065 at pp. 3–4 for [redacted]

87. On December 16, 2017, Shaw in turn responded to these short-term offers from the Big 3 carriers [redacted][8]

88. In the following paragraphs, I analyze the effect that the introduction of the Big Gig plans had on the market for wireless services in Alberta, British Columbia, and Ontario using wireless subscriber billing data produced by Shaw and Bell, postal code-plan level data produced by Telus, and data on wireless number porting between Shaw and other carriers produced by Shaw.[139] Evidence from these data indicate that consumers responded strongly to the introduction of the Big Gig plans and the associated promotions. Many more new data subscribers joined each carrier for which I have data during the relevant period than in the surrounding months. These newly added subscribers benefitted from lower prices for mobile data and consumed more data than subscribers who joined outside the timeframe of the Big Gig event.

89. I start by analyzing the effect of the introduction of the Big Gig plans and associated price promotions on each carriers' addition of new data subscribers.[140] Exhibit 5 below shows the number of added Freedom Mobile data subscribers and Bell postpaid data subscribers each month between May 2017 and April 2018 in each of Alberta, British Columbia, and Ontario. The effect of the Big Gig event on new data subscriber additions for both carriers is most apparent in December 2017, after the Big 3 carriers and Shaw introduced short-term promotions. Freedom Mobile added [redacted] new data subscribers in Alberta, [redacted] in British Columbia, and [redacted] in Ontario in December 2017.[141] Shaw's added new data subscribers associated with the Big Gig event included port-ins from each of the Big 3 carriers, including from Rogers.[142] Bell's main brand and flanker brand Virgin Mobile added [redacted] new postpaid data subscribers in Alberta, [redacted] in British Columbia, and [redacted] in Ontario.[143]

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[138] SJRB-CCB00103709; SJRB-CCB00103686.

[139] While Rogers also produced billing data, [redacted] made a similar analysis infeasible. If these issues are sufficiently addressed, I will update my analysis as permitted by the Tribunal.

[140] Note that Exhibit 5 looks specifically at the subset of added subscribers who purchase a data plan and appear in the billing data. Gross adds as reported at the brand level will differ as they contain subscribers without data plans and may contain subscribers who do not appear in the billing data.

[141] See Workpaper 6.1.2.a.

[142] See Exhibit 10 below.

[143] See Workpaper 6.1.2.b.

Exhibit 5

Monthly Added Data Subscribers, May 2017 – April 2018

[redacted]

Source[redacted]

Note: Only subscribers with plans including at least 0.5 GB of data are included. All subscribers without record of a past active line are considered new. Bell's monthly added data subscribers include postpaid subscribers for the Bell Mobility and Virgin Mobile brands.

90. The format of the Telus data I use does not allow me to report a statistic that is directly comparable to what I report for the Shaw and Bell in Exhibit 5: [redacted][144] Accordingly, I analyze the subscribers added to the new promotional plans introduced by Telus in December 2017 in response to Freedom Mobile. [redacted][145]

91. Next, I analyze the data usage of new subscribers who joined during the Big Gig Event. Exhibit 6 displays data usage for newly added Freedom Mobile and Bell data subscribers in Alberta, British Columbia, and Ontario who joined in the months surrounding the Big Gig Event. I group subscribers into "cohorts" based on the period of time during which they joined Freedom or Bell, respectively, and track their average monthly data usage over time. Tracking the behavior of user cohorts who joined at different times allows me to evaluate whether the Big Gig event and the associated promotions on data plans resulted in persistently higher data usage for subscribers who signed up for a new wireless plan when those data plans were offered, compared with subscribers who signed up for a new wireless plan when the lower-cost data plans were not offered.

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[144] I considered two datasets produced by Telus for the purpose of this analysis. Data produced in response to Specification 12 of its Section 11 Order include [redacted] Telus produced data associated with Specification 17 that [redacted]

[145] See Workpaper 6.1.2.c.

Exhibit 6
Average Data Usage by Newly Added Subscriber Cohort, September 2017 – June 2018

[redacted]

Source: [redacted]

Note: Each cohort includes data subscribers in Alberta, British Columbia, and Ontario. For Freedom Mobile, the Pre-Big Gig cohort includes subscribers who first activated in July – September 2017, the During Big-Gig cohort those who first activated October – December, and the Post-Big Gig cohort those who first activated in January – March 2018. For Bell Mobility and Virgin Mobile, the Pre-December Cohort includes postpaid subscribers who first activated in July – November 2017, the December cohort those who first activated in December, and the Post-December cohort those who first activated in January – March 2018. Only subscribers with plans including at least 0.5 GB of data are included[redacted]

92. For Freedom Mobile, the exhibit displays cohorts of newly added data subscribers grouped into three time periods based on Freedom Mobile's actions in the wireless market around that time: before the Big Gig event, during the Big Gig event (i.e., between October and December 2017), and after the Big Gig event. For Bell, the exhibit displays cohorts of subscribers who joined Bell during three time periods: before December 2017, December 2017 (when Bell reacted to Freedom's Big Gig plans with short-term promotions), and after December 2017 (when Bell had removed those promotions from the market).

93. The same impacts can be observed in each of the relevant provinces. In Exhibit 7, I break out the effect of the Big Gig event on data usage by subscribers in Alberta, British Columbia, and Ontario separately and confirm that the increase in data consumption for cohorts of subscribers who joined during the Big Gig event is statistically significant. Specifically, I find that:

- Shaw subscribers who joined after the Big Gig event consumed [redacted] percent more data in Alberta, [redacted] percent more data in British Columbia, and [redacted] percent more data in Ontario. These effects are statistically significant at the 99 percent confidence level.
- Bell Mobility postpaid subscribers in each province who joined in December 2017 (when Bell offered promotional pricing) consumed between [redacted] percent and [redacted] percent more data than subscribers who joined in the surrounding months. Virgin Mobile postpaid subscribers consumed between [redacted] percent and [redacted] percent more data than subscribers who joined in the surrounding months. These effects are statistically significant at the 99 percent confidence level.

Exhibit 7
Change in Data Usage by Carrier and Province

[redacted]

Note: The percent change in data usage for Shaw compares the data usage of new data subscribers in Alberta, British Columbia, and Ontario who first activated Freedom Mobile service in July – September 2017 and new data subscribers who first activated in October 2017 – February 2018. The comparison for Bell brands compares the cohort of new postpaid data subscribers who first activated in December 2017 with cohorts who first activated from July – November 2017 and January – March 2018. For all carriers, the cohorts are compared over the period April – June 2018. Only subscribers with plans including at least 0.5 GB of data are included. [redacted] denotes that the change in data usage between groups is statistically significant at the 99 percent level.

94. As discussed above, the format of the Telus data I use differs from that of Shaw and Bell in that it reports information at the plan level rather than the subscriber level. Nevertheless, it still allows me to confirm that the promotional plans that Telus introduced in December were associated with higher data usage than other similar Telus plans. I compare data usage associated with Telus' promotional plans introduced in December by Telus Mobility and Koodo in response to the Big Gig event with the average data consumption across other plans from each Telus brand with at least 5 gigabytes of allocated data. I find that data usage associated with Telus Mobility's promotional plans is [redacted] percent higher in Alberta, [redacted] percent higher in British Columbia, and [redacted] percent higher in Ontario. The data usage associated with the promotional plans of Koodo is [redacted] percent higher in Alberta, [redacted] percent higher in British Columbia, and [redacted] percent higher in Ontario.[146] These effects are statistically significant at the 99 percent confidence level, and indicate that Telus Mobility and Koodo's promotional plans were associated with higher data usage

[146] The promotional plans introduced by Telus in response to Big Gig generally offered 10 gigabytes of data allocation. I compare these plans with the overall average usage of plans with similar data allocations of 5 gigabytes or greater, during the period April to June 2018. The effects reported are from a means comparison weighted by the number of subscribers associated with each plan-postal code-month observation. See Workpaper 6.1.2.c.

compared with their other plan offerings with similar data allocations at that time.

95. The magnitude of the change in data usage, [redacted] is consistent with the fact that these promotions represented a substantial decrease in their typical pricing for similar data plans. I therefore quantify, in what follows, the extent to which the average incremental price that newly added data subscribers paid for data dropped in connection with the Big Gig event.

96. In order to quantify this change in price, I again focus on the same three cohorts of Shaw subscribers discussed in Exhibit 6 above. In order to measure the prices that each cohort paid for data on average, I calculate the incremental price paid by subscribers per gigabyte of data allocation offered by their plans, taking into account all wireless service charges.[147] Exhibit 8 below displays these prices per gigabyte of data allocation for each of these cohorts.[148] The exhibit shows that, by April 2018, newly added subscribers who joined Freedom Mobile during or after the Big Gig event paid less per gigabyte of plan data allocation each month than those who chose a new plan before the event.[149] Subscribers who joined during the Big Gig event paid [redacted] percent less per gigabyte, and subscribers who joined after the Big Gig event paid [redacted] percent less per gigabyte, than did subscribers who joined before the event. These effects are significant at the 99 percent confidence level.[150]

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147 [redacted] See, for example, Shaw Mobile, "Plans," available at https://shop.shawmobile.ca/en-CA/plans; Rogers Communications, Inc., "Prepaid Plans - Talk, Text & Data Plans," available at https://www.rogers.com/plans/prepaid; Bell Canada, "Prepaid," available at https://www.bell.ca/Mobility/Cell_phone_plans/Prepaid_plans/Prepaid_plans.tab; Telus Corporation, "Stay connected for less with TELUS Prepaid," available at https://www.telus.com/en/mobility/prepaid/plans?linktype=subnav .

148 [redacted]

149 [redacted]

150 See Workpaper 6.1.2.d.

[redacted]

Note: Each cohort includes data subscribers in Alberta, British Columbia, and Ontario. The Pre-Big Gig cohort includes subscribers who first activated in July – September 2017, the During Big-Gig cohort those who first activated October – December, and the Post-Big Gig cohort those who first activated in January – March 2018. Only subscribers with plans including at least 0.5 GB of data are included. [redacted]

97. Next, I quantify the effect of the Big Gig event on prices per gigabyte of data allocation paid by subscribers in Alberta, British Columbia, and Ontario by comparing the prices paid across cohorts. The results of this comparison are reported in Exhibit 9. Specifically, I find that:

- Shaw subscribers who joined Freedom Mobile after the Big Gig event faced a cost of data [redacted] percent less in Alberta, [redacted] percent less in British Columbia, and [redacted] percent less in Ontario. These effects are statistically significant at the 99 percent confidence level.
- Bell Mobility subscribers in each province who joined during the month of its promotional pricing paid between [redacted] percent and [redacted] percent less per gigabyte of data allocation than subscribers who joined in the surrounding months. Virgin Mobile subscribers paid between [redacted] percent and [redacted] percent less per gigabyte compared with subscribers who joined in the surrounding months. These effects are statistically significant at the 99 percent confidence level.

Exhibit 9
Change in Average Incremental Price per Gigabyte of Data Allocation by Carrier and Province

[redacted]

Note: The percent change in price per gigabyte for Shaw compares the price per gigabyte of new data subscribers in Alberta, British Columbia, and Ontario who first activated in July – September 2017 and new data subscribers who first activated in October 2017 – February 2018. The comparison for Bell compares the cohort of new data subscribers who joined in December 2017 with cohorts who joined from July – November 2017 and January – March 2018. For both carriers, the cohorts are compared over the period April – June 2018. Data subscribers are defined as subscribers with a data allocation of at least 0.5 gigabytes. For Shaw, [redacted] ** denotes that the change in price per gigabye between groups is statistically significant at the 99 percent level.

98. Telus Mobility subscribers who joined the promotional plans introduced in response to the Big Gig event in December 2017 paid [redacted] percent less per gigabyte of data allocation than the average price per gigabyte across other Telus Mobility plans with at least 5 gigabytes of allocated data in Alberta, [redacted] percent less in British Columbia, and [redacted] percent less in Ontario. Koodo subscribers who joined the plans introduced in December 2017 paid [redacted] percent less per gigabyte of data allocation than the average price per gigabyte across other Koodo plans with at least 5 gigabytes of allocated data in Alberta, [redacted] percent less in British Columbia, and [redacted] percent less in Ontario. These effects are statistically significant at the 99 percent level.[151]

99. While I was not able to perform a similar analysis of the impact of the Big Gig event and the promotions offered by Rogers on its subscribers, the available evidence from Rogers documents indicates [redacted]

[151] See Workpaper 6.1.2.c.

[redacted]

100. Overall, I find that the Big Gig event promoted vigorous competition between Shaw's Freedom Mobile brand and its competitor carriers. The Big Gig event was associated with an increase in new data subscriber additions for Freedom Mobile and persistent lower prices per gigabyte of data and higher data usage for these newly added subscribers. In other words, the Big Gig event spurred incumbents into action, reduced prices and increased output. These outcomes, when considered together, are consistent with a strengthening of competition. These pro-competitive outcomes also translated into benefits for consumers.

101. Freedom Mobile's Big Gig plans benefited consumers through lower prices for data allocations. The lower price for data plans led to higher data consumption for Freedom Mobile subscribers. The fact that consumers responded to Freedom Mobile's lower data plan pricing by increasing their consumption illustrates that they benefitted directly from Freedom Mobile's offer. This benefit alone indicates that there is reason for concern that the merger may reduce Shaw's incentive to compete in the future with plans as effective as the Big Gig plans.

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152 ROG00171144.

153 ROG00171144.

154 ROG00508635 at p. 2.

155 [redacted] ROG00508635 at p. 2; [redacted]

102. But as shown in this section, consumers had even more benefit from the Big Gig plan through its competitive effect on the Big 3. Despite its smaller subscriber base, Freedom Mobile's offerings prompted the Big 3 to offer—at least in the short term—lower prices for data plans that led to increased data consumption for many more consumers.[156] This suggests that Shaw, in the context of the Big Gig event, acted as a significant impetus for more vigorous competition and produced an outsized benefit for subscribers in Alberta, British Columbia, and Ontario.

103. This impetus would be lost if the transaction is consummated. While the Big 3 carriers' responses to the Big Gig event benefitted their subscribers, they only introduced lower promotional rates in response to increased competition. The Big 3 carriers had found it more profitable to charge higher prices up to that point and likely would have continued doing so as long as they did not face a competitor like Shaw. Therefore, a merger with Rogers, by removing the competitive pressure of Shaw's stand-alone incentive to compete through lower-prices for data plans like the Big Gig plans, would likely let them return to competing less aggressively.

104. While each of the Big 3 carriers lost subscribers to Shaw, there is evidence that Rogers lost the most subscribers in each province. Exhibit 10 below reports the sources of port-ins to Freedom Mobile during December 2017, the month in which Freedom Mobile experienced the largest increase in gross adds during the Big Gig event. In all three provinces, Rogers was the largest source of ports to Freedom Mobile. In Alberta, [redacted] percent of port-ins to Freedom Mobile came from Rogers. In British Columbia, [redacted] percent of port-ins came from Rogers. In Ontario, [redacted] percent came from Rogers. Despite the fact that porting data do not capture all flows between the Big 3 carriers and Shaw, Exhibit 10 suggests that, among the Big 3 carriers, Rogers was particularly affected by competition from Shaw in the context of the Big Gig event. This conclusion is corroborated by an initial review of ordinary course documents which indicate that [redacted][157] The evidence from porting data and ordinary course

[156] [redacted] ROG00118354 [redacted]

[157] ROG00118354 [redacted] ROG00173212 ([redacted]

documents thus suggest that Rogers would have a strong incentive, all else equal, to raise prices for Freedom Mobile plans after its acquisition of Shaw.

Exhibit 10
Freedom Mobile Share of Port-ins by Carrier, December 2017

[redacted]

Source: [redacted]

Note: 'Other' includes Vidéotron and Execulink Wireless. The percentages represent the share of all wireless accounts diverting out from the "From Carrier" that diverted to the "To Carrier" within a given province. Switches within the same brand (e.g., from Freedom to Freedom) or to a wireline service are excluded from the data.

105. After the Big Gig event, Shaw introduced other low-price plan offers. For example, in November 2018, Shaw introduced its Big Binge Bonus plan promotion, in which consumers were offered 100 gigabytes of flexible data for signing up for a Big Gig plan, an offer marketed as a way to consume larger amounts of data while avoiding the overage fees charged by the Big 3.[158] Meanwhile, the Big 3 also offered new plans that continued to make Canadian wireless consumers better off. For example, in 2019 the Big 3 carriers, led by Rogers, introduced the first unlimited plans in Canada, the first plans offered by the Big 3 that eliminated overage fees.[159] [redacted][160] In 2020, Shaw introduced a new competitive strategy through the Shaw Mobile brand, an event I discuss in the next section.

[redacted] ROG00341090 [redacted]

[158] Shaw Communications, "Break free from data overages: Freedom Mobile introduces unprecedented 100 GB Big Binge Bonus," November 19, 2018, available at https://newsroom.shaw.ca/corporate/newsroom/article/materialDetail.aspx?MaterialID=6442452169.

[159] ROG00343982; SJRB-CCB00665632.

[160] ROG00203878 at pp. 25–26, [redacted] ROG00186819 at pp. 4–6, [redacted] SJRB-CCB00419360 [redacted]

6.1.3. Shaw's launch of the Shaw Mobile brand also enhanced competition in Alberta and British Columbia

106. Shaw expanded its subscriber base further at the end of July 2020 with the launch of the Shaw Mobile brand in Alberta and British Columbia. The brand offers heavily-discounted prices for its data plans to customers who also subscribe to Shaw's wireline internet services.[161] [redacted] plans at launch were offered to its wireline subscribers: a voice and text plan with no recurring monthly charge that offers by-the-gig data purchases (the "By-the-Gig" plan), and an unlimited plan charging $45 for 25 gigabytes of unthrottled data.[162] [redacted][163] The plans also offer access to Shaw Wi-Fi hotspots, thereby leveraging Shaw's wireline assets to potentially reduce subscribers' consumption of mobile data. Shaw Mobile marketed this feature as an option that could allow some subscribers to consume less data, to "virtually eliminate their monthly wireless data bill."[164]

107. Shaw documents indicate that launching the Shaw Mobile brand offered two benefits for Shaw: [redacted][165]

[redacted]

[161] Shaw Mobile, "Plans," available at https://shop.shawmobile.ca/en-CA/plans.

[162] [redacted] Shaw Mobile, "Plans," available at https://shop.shawmobile.ca/en-CA/plans.

[163] [redacted]

[164] Shaw Communications, "Shaw Mobile Has Arrived — Fast LTE And Shaw's Fibre+ Network Combine to Give Customers an Innovative Wireless Experience with Unprecedented Savings," July 30, 2020, available at https://newsroom.shaw.ca/corporate/newsroom/article/materialDetail.aspx?MaterialID=6442452394.

[165] SJRB-CCB00361187 at p. 7 [redacted]

108. In what follows, I evaluate the launch of Shaw Mobile, the response of competitors to the launch, and the extent to which it resulted in more vigorous competition with the Big 3 that can be seen in lower prices of data and increased data consumption for consumers.

109. Rogers documents indicate that the Shaw Mobile launch in the latter half of 2020 [redacted]”[166] In that light, it is worth noting the timeline of promotional pricing strategies of each major carrier around the time of the Shaw Mobile launch:

- [redacted][171]

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[166] ROG00333914 [redacted]

[167] SJRB-CCB00411081; SJRB-CCB00411099.

[168] SJRB-CCB00409287; SJRB-CCB00480007; SJRB-CCB00409778; SJRB-CCB00136936; SJRB-CCB00138497; SJRB-CCB00410737.

[169] ROG00186068 at p. 18; ROG00456355; SJRB-CCB00367431; ROG00008832; SJRB-CCB00142380; SJRB-CCB00142763 [redacted]

[170] ROG00456355; SJRB-CCB00367431; ROG00008832; SJRB-CCB00142380.

[171] SJRB-CCB00421464 [redacted] ROG00340339 [redacted]

- [redacted][172]

110. In the following paragraphs, I analyze the effect that the launch of the Shaw Mobile brand had on the market for wireless services in Alberta, British Columbia, and Ontario using the same wireless subscriber billing data and porting data for Shaw, Bell, and Telus previously described in Section 6.1.2.[173] Evidence from these data indicate that consumers responded strongly to the introduction of the Shaw Mobile brand and the associated promotions offered by Shaw and its competitors: Many more newly added data subscribers joined after the launch of Shaw Mobile than in the months prior at each carrier for which I have data. These newly added subscribers benefitted from lower prices for mobile data and consumed more data than subscribers who joined before the launch of the Shaw Mobile brand.

111. I start by analyzing the effect of the introduction of the Shaw Mobile brand and the associated price promotions on each carriers' addition of new data subscribers.[174] Exhibit 11 below shows the number of added Freedom Mobile and Shaw Mobile data subscribers each month between March 2020 and February 2021 in each of Alberta, British Columbia, and Ontario (for Freedom Mobile) and Alberta and British Columbia (for Shaw Mobile). [redacted][175]

[redacted]

[172] SJRB-CCB00421464.

[173] While Rogers also produced billing data, [redacted] made a similar analysis infeasible. If these issues are sufficiently addressed, I will update my analysis as permitted by the Tribunal. The format of the data provided by Telus does not allow me to report a statistic that is directly comparable to Shaw and Bell. [redacted]

[174] Exhibit 11 considers specifically the subset of added subscribers who purchase a data plan and appear in the billing data. Gross adds as reported at the brand level will differ as they contain subscribers without data plans and may contain subscribers who do not appear in the billing data.

[175] SJRB-CCB00421464 [redacted]

112. Shaw Mobile launched on July 30, 2020 and added [redacted] thousand data subscribers by the end of August, as well as [redacted] thousand subscribers to its By-the-Gig plan, [redacted] Shaw Mobile continued to add an average of [redacted] new data subscribers each month between October 2020 and February 2021, as well as an additional [redacted] By-the-Gig subscribers each month.[176] [redacted][177]

113. Bell's brands, Bell Mobility and Virgin Mobile, each experienced an increase in additions of data subscribers during late 2020 and early 2021 as well, as shown in Exhibit 12, consistent with their promotional activity at that time. [redacted]

[176] See Workpaper 6.1.3.b.

[177] [redacted]

[178] [redacted] SJRB-CCB00368266; SJRB-CCB00411467; ROG00194928 at p. 2; ROG00209733 at p. 2; ROG00453404 at p. 6.

Exhibit 11
Monthly Added Data Subscribers, March 2020–February 2021

[redacted]

Source: [redacted]

Note: All subscribers without record of a past active line are considered new. Only subscribers with plans including at least 0.5 GB of data are included for Freedom Mobile. Subscribers with By-the-Gig plans or plans including at least 0.5 GB of data are included for Shaw Mobile. The dashed lines indicate the number of subscribers excluding By-the-Gig plans. Shaw Mobile launched on July 30, 2020.

Exhibit 12

Monthly Added Data Subscribers, March 2020–February 2021

[redacted]

Source: [redacted]

Note: All subscribers without record of a past active line are considered new. Only postpaid subscribers with plans including at least 0.5 GB of data are included.

114. As described in Section 6.1.2, the format of the Telus data I use differs from that of Shaw and Bell in that it reports information at the plan level rather than the subscriber level. Accordingly, I analyze the data in order to identify the Telus Mobility promotional plans that were offered from January to July 2020 (immediately before the launch of Shaw Mobile) and separately, those offered from August to November 2020 (immediately after the launch of Shaw Mobile).[179] The number of new subscribers in January to July 2020 added to pre-Shaw Mobile promotional plans offered by Telus Mobility was [redacted] on average per month in Alberta [redacted] on average per month in British Columbia, and [redacted] on average per month in Ontario. The number of new subscribers in August to November 2020 added to post-Shaw Mobile promotional plans offered by Telus Mobility was [redacted] on average per month in Alberta, [redacted] on average per month in British Columbia, and 7.8 thousand on average per month in Ontario.[180]

115. [redacted][181] A

[179] Based on my review of the Specification 17 data produced by Telus [redacted] See ROG00456355. [redacted]

[180] See Workpaper 6.1.3.c.

[181] ROG00662266 [redacted] ROG00333914 [redacted]

Shaw document from January 2021 indicates that [redacted]

116. Next, I analyze the effect of the launch of the Shaw Mobile brand and the promotions in the latter half of 2020 on Shaw and Bell subscribers' data usage. I do not include the data usage of Shaw Mobile subscribers who purchase the By-the-Gig plan. The distinctive feature of the By-the-Gig plans is that it offers bundled subscribers the option of using their Shaw home Wi-Fi and Shaw's Wi-Fi hotspots as a substitute for mobile data, thereby potentially eliminating all charges associated with their wireless service plan (since there is no charge associated with voice and text).[183] Given the number of new subscribers who chose to sign up for a By-the-Gig plan, this option is attractive for consumers. However, moving data transmissions to the Wi-Fi network takes them out of the data I have available so including the data I can measure for these customers would miss the value of this product.

117. Exhibit 13 displays data usage for Freedom Mobile subscribers before and after the launch of Shaw Mobile and Shaw Mobile data subscribers after its launch. The chart shows that new Freedom Mobile subscribers who joined after the launch of Shaw's second mobile brand used [redacted] more data each month than those who joined Freedom Mobile before the launch, likely due to Freedom Mobile's promotional activity in response to targeted promotions by other carriers, which reduced the price of certain data plans. New Shaw Mobile data plan subscribers use more data on average than Freedom Mobile subscribers, which is consistent with the Shaw Mobile data plan's relatively large data allocation.

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[182] SJRB-CCB00421464 [redacted]

[183] Shaw Communications, "Shaw Mobile Has Arrived — Fast LTE And Shaw's Fibre+ Network Combine to Give Customers an Innovative Wireless Experience with Unprecedented Savings," July 30, 2020, available at https://newsroom.shaw.ca/corporate/newsroom/article/materialDetail.aspx?MaterialID=6442452394.

Exhibit 13
Average Data Usage by Newly Added Subscriber Cohort, March 2020–February 2021

[redacted]

Source: [redacted]

Note: The Freedom Mobile, Bell Mobility, and Virgin Mobile Pre-Launch cohorts include data subscribers in Alberta, British Columbia, and Ontario that first activate in January – July 2020. The Freedom Mobile, Shaw Mobile, Bell Mobility, and Virgin Mobile Post-Launch cohorts include subscribers who first activated in August – December 2020. Shaw Mobile was launched on July 30, 2020. [redacted] Only subscribers with plans including at least 0.5 GB of data are included. For Shaw [redacted] For Bell, [redacted]

118. Data usage is also higher for Bell Mobility and Virgin Mobile subscribers who join after the launch of Shaw Mobile than for cohorts of subscribers who join these brands before.[184] The increase in usage is consistent with the fact that Bell Mobility and Virgin Mobile's promotions reduced the price of certain data plans offering relatively large data allocations.[185]

Exhibit 14
Change in Data Usage by Carrier and Province

[redacted]

Note: The percent change in data usage for Shaw compares the data usage of new data subscribers in Alberta, British Columbia, and Ontario who first activated Freedom Mobile service in January – July 2020 and new data subscribers who first activated Freedom Mobile service in August – October 2020. The comparison for Bell brands compares the cohort of new data subscribers who joined in January – July 2020 with cohorts who joined from August – November 2020. For both carriers, the cohorts are compared over the period December 2020 – February 2021. Data subscribers are defined as subscribers with a data allocation of at least 0.5 gigabytes. For Shaw, [redacted] ** denotes that the change in data usage between groups is statistically significant at the 99 percent level.

119. Exhibit 14 reports the difference in data usage between these cohorts of subscribers and their statistical significance. The exhibit compares the average data usage of Freedom Mobile subscribers who joined before and after the launch of Shaw Mobile in each province. In an average month, subscribers who joined Freedom Mobile after the launch of Shaw Mobile used [redacted] more data in Alberta, [redacted] more data in British Columbia, and [redacted] more data in Ontario. These effects are statistically significant at the 99 percent confidence level. The larger effect in Western Canada is consistent with the fact

[184] [redacted]

[185] See for example, ROG00008832.

that Shaw Mobile is only offered in these provinces, leading to particularly intense price competition between Shaw's brands and the Big 3 in Western Canada.[186]

120. Next, the exhibit compares the average data usage of Bell subscribers who joined before and after the launch of Shaw Mobile in each province. Bell Mobility and Virgin Mobile subscribers who joined after Shaw Mobile's launch used [redacted] percent more data and [redacted] percent more data, respectively, across the three provinces than subscribers who joined in other months. These effects are statistically significant at the 99 percent confidence level.

121. I compare data usage associated with Telus Mobility's promotional plans (described above) that were offered after the launch of Shaw Mobile to the average data usage on all other Telus Mobility plans with at least 10 gigabytes of allocated data.[187] Data usage associated with Telus' promotional plans offered after the launch of Shaw Mobile is [redacted] than the average data usage on other Telus Mobility plans with at least 10 gigabytes of allocated data that were active at that time in Alberta [redacted] in British Columbia, and [redacted] in Ontario.[188] These differences are statistically significant at the 99 percent confidence level.

[186] ROG00333914 [redacted]

[187] [redacted]

[188] See Workpaper 6.1.3.c. I weight promotional plan usage by the gross adds from August to November 2020 associated with each plan-postal code observation in order to reflect their relative importance in gross adds during the post-Shaw Mobile period. I weight average usage across all other plans by the total number of subscribers associated with each plan-postal code-month observation.

122. Next, I evaluate the impact of the launch of Shaw Mobile on the incremental price per gigabyte of data allocation faced by Shaw, Bell, and Telus subscribers before and after the launch.

Exhibit 15
Shaw Brands Average Incremental Price per Gigabyte of Data Allocation by Newly Added Subscriber Cohort

[redacted]

Source: [redacted]

Note: The Freedom Mobile Pre-Launch cohorts include data subscribers in Alberta, British Columbia, and Ontario who first activate in January – July 2020. The Freedom Mobile and Shaw Mobile Post-Launch cohorts include subscribers who first activated in August – December 2020. Shaw Mobile was launched on July 30, 2020. Only subscribers with plans including at least 0.5 GB of data are included. [redacted]

123. Exhibit 15 displays the comparison of the incremental price of data for cohorts of Freedom Mobile subscribers who joined before and after the launch of Shaw Mobile [redacted]89

124. Subscribers faced a lower price per gigabyte of plan data allocation in Ontario as well. Even though Shaw Mobile was not available, promotions targeted at Freedom Mobile subscribers extended to Ontario, as discussed

189 [redacted]

above. These promotions contributed to lower-priced plan offerings in Ontario as well.[190] To the extent that Shaw Mobile provided the impetus for these promotions that may not have otherwise been introduced, the launch of Shaw Mobile in Western Canada provided additional benefit to consumers in Ontario through more vigorous price competition.

Exhibit 16
Change in Average Incremental Price per Gigabyte of Data Allocation by Carrier and Province

[redacted]

Note: The percent change in price per gigabyte for Freedom Mobile compares the price per gigabyte of new data subscribers in Alberta, British Columbia, and Ontario who first activated in January – July 2020 and new data subscribers who first activated in August – October 2020. The comparison for Bell brands compares the cohort of new data subscribers who joined in January – July 2020 with cohorts who joined from August – November 2020. For both carriers, the cohorts are compared over the period December 2020 – February 2021. Only subscribers with plans including at least 0.5 GB of data are included. For Freedom Mobile, [redacted] For Bell brands, [redacted] $15 is subtracted to account for the value of the plan's talk and text service. ** denotes that the change in price per gigabyte between groups is statistically significant at the 99 percent level.

125. Next, I report the breakout of the change in incremental price per gigabyte of data across each province for Shaw and Bell's wireless brands. Exhibit 16 reports the difference in the price per gigabyte of data faced by these cohorts of subscribers and their statistical significance:

- Subscribers who joined Freedom Mobile after the launch of Shaw Mobile paid [redacted] percent less in Alberta, [redacted] percent less in British Columbia, and [redacted] percent less in Ontario. These differences are significant at the 99 percent confidence level.
- Bell Mobility subscribers who joined after the launch of Shaw Mobile faced an incremental price per gigabyte of data allocation between [redacted]

[190] ROG00456355; SJRB-CCB00367431.

percent and [redacted] percent lower than subscribers who joined in early January. Virgin Mobile subscribers who joined after the launch of Shaw Mobile faced a price between [redacted] percent and [redacted] percent lower than subscribers who joined in early January. These differences are statistically significant at the 99 percent confidence level.

126. I also compare the incremental price per gigabyte of data associated with Telus Mobility's promotional plans described above that were offered after the launch of Shaw Mobile to the average price per gigabyte of data on all other Telus Mobility plans with at least 10 gigabytes of allocated data.[191] The incremental price per gigabyte of data associated with Telus' promotional plans introduced after the launch of Shaw Mobile is [redacted] percent lower in Alberta, [redacted] percent lower in British Columbia, and [redacted] percent lower in Ontario than the average price per gigabyte of data associated with Telus' other plans active at that time.[192] These effects are statistically significant at the 99 percent confidence level.

127. While I was not able to perform a similar analysis of the impact of the launch of Shaw Mobile and the promotions offered by Rogers on its subscribers, the available evidence from Rogers documents indicates that [redacted]

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[191] [redacted]

[193] ROG00572858 at p. 2.

[redacted]

128. Overall, I find that the launch of Shaw Mobile promoted vigorous competition between Shaw's brands and competitor carriers. Its launch benefitted consumers directly because Shaw Mobile offered bundled service options that were differentiated from the offerings of existing wireless brands at low prices. It also prompted an increase in price competition with and between existing brands. The launch of Shaw Mobile was associated with an increase in new data subscriber additions for Shaw overall, including both Freedom Mobile and Shaw Mobile. The promotions offered by the Big 3 and Shaw's Freedom Mobile resulted in persistent lower prices of data and higher usage of data for these newly added subscribers. These benefits accrued not only in Alberta and British Columbia, where Shaw Mobile entered, but spilled over to Ontario as well, as the result of retaliatory promotions targeted at Freedom Mobile. These outcomes, when considered together, are consistent with a strengthening of competition that conveyed a benefit to consumers.

129. The impetus for more vigorous competition prompted by Shaw would be lost if the transaction is consummated. While each of the Big 3 wireless carriers operates a wireline network in parts of Canada, I am not aware of a bundled wireless plan currently marketed by any of the Big 3 with wireless pricing comparable to Shaw Mobile's plan offerings.[196] Therefore, a merger with Rogers, by removing the competitive pressure of Shaw's stand-alone incentive to compete through bundled offerings like Shaw Mobile, would likely let the Big 3 return to competing less aggressively.

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[194] ROG00572858 at pp. 11–12, 14.

[195] [redacted] SJRB-CCB00421464 at p. 1; ROG00655389 at p. 2. [redacted]

[196] [redacted] ROG00236681 [redacted] Telus, which offers wireless and wireline service in British Columbia and Alberta, also offers bundled wireless-wireline plans involving discounted wireline service. The bundle appears to offer a $10 discount on wireline internet subscriptions for consumers who purchase both wireless and home internet. https://www.telus.com/en/shop/home-services/bundle/build-your-own.

130. While each of the Big 3 carriers lost subscribers to Shaw, there is evidence that [redacted] Exhibit 17 below reports the sources of port-ins to Shaw brands during August to October 2020, the months immediately following Shaw Mobile's launch. In Alberta, [redacted] percent of port-ins to Freedom Mobile came from Rogers. In British Columbia, [redacted] percent of port-ins came from Rogers. In Ontario, [redacted] percent came from Rogers. Despite the fact that porting data do not capture all flows between the Big 3 carriers and Shaw, Exhibit 17 suggests that, among the Big 3 carriers, Rogers was particularly affected by competition from Shaw in the context of the launch of Shaw Mobile. This conclusion is corroborated by an initial review of ordinary course documents which indicate that [redacted][197]

Exhibit 17
Freedom Mobile and Shaw Mobile Share of Port-ins by Carrier, August 2020–October 2020

[redacted]

Source: [redacted]

Note: 'Other' includes Vidéotron, Execulink Wireless, Searsconnect Wireless, Petro Canada Mobile, 7 Eleven Speakout Wireless, Solo Mobile, and DCI Wireless. The percentages represent the share of all wireless accounts diverting out from the "From Carrier" that diverted to the "To Carrier" within a given province. Switches within the same brand (e.g., from Freedom to Freedom) or to a wireline service are excluded from the data. Brand migrations within the same carrier (e.g., from Shaw Mobile to Freedom Mobile are excluded).

[197] ROG00662331 ([redacted] ROG00251667 [redacted] oduct...")

6.2. A quantitative model allows estimation of unilateral effects of the proposed transaction

131. The previous section commented on evidence related to Shaw's history of competing in wireless since its 2016 acquisition of Wind Mobile. This section evaluates the likely impact of the merger on future competitive conditions in the market for mobile wireless services, including prices for wireless services and the deadweight loss resulting from predicted price increases associated with the merger.

132. This section develops an economic model, commonly known as a "merger simulation model," that can be used to predict the effects of the merger in Alberta, British Columbia, and Ontario. Merger simulation models are a well-known method for assessing the competitive effects of a merger that has gained wide acceptance at the Competition Bureau and at competition authorities in other jurisdictions.[198]

133. My analysis in this section proceeds in the following steps:

- I explain why the merger between Rogers and Shaw creates an incentive for the merged carrier to raise price and why this can harm consumers (Section 6.2.1).
- I explain how I use an economic model to quantify the price and welfare effects of this change in incentives introduced by the merger (Section 6.2.2).
- I explain how the economic model captures consumers' preferences across wireless brands and the nature of competition between wireless carriers (Section 6.2.3).

[198] See, for example, Jonathan B. Baker, and David Reitman, "Research Topics in Unilateral Effects Analysis" in *Research Handbook on the Economics of Antitrust Law*, ed. Einer Elhauge, Edward Elgar Publishing, 2012, pp. 34–39; Gregory J. Werden and Luke M. Froeb, "The Effects of Mergers in Differentiated Products Industries: Logit Demand and Merger Policy," *Journal of Law, Economics, and Organization*, 10(2), 1994, pp. 407–426 at p. 407; Nathan H. Miller and Matthew C. Weinberg, "Understanding the Price Effects of the MillerCoors Joint Venture," *Econometrica*, 85(6), 2017, pp. 1763–1791; *The Commissioner of Competition v. Superior Propane Inc.*, 2000 Comp. Trib. 15, available at https://decisions.ct-tc.gc.ca/ct-tc/cdo/en/464664/1/document.do, ¶ 247; Government of Canada, "Competition Bureau statement regarding Evonik's proposed merger with PeroxyChem," January 28, 2020, available at https://www.competitionbureau.gc.ca/eic/site/cb-bc.nsf/eng/04519.html; Government of Canada, "Proposed acquisition of Cargill Limited's grain and retail crop inputs businesses in Ontario by La Coop fédérée," November 13, 2018, available at https://www.competitionbureau.gc.ca/eic/site/cb-bc.nsf/eng/04403.html; Government of Canada, "Competition Bureau statement regarding Superior Plus LP's proposed acquisition of Canwest Propane from Gibson Energy ULC," September 28, 2017, available at https://www.competitionbureau.gc.ca/eic/site/cb-bc.nsf/eng/04307.html; Government of Canada, "Merger between Heinz and Kraft," June 17, 2015, available at https://www.competitionbureau.gc.ca/eic/site/cb-bc.nsf/eng/03965.html.

- I explain how I incorporate data on consumers' choices of wireless brand and carriers' prices and markups into the model in order to generate predictions about the likely effect of the merger (Section 6.2.4).
- I describe the model's predictions for the prices charged by each wireless carrier after the merger, and the effect on each carrier's market share (Section 6.2.5).
- I describe the model's predictions for total surplus, consumer surplus, and transfers between consumer and wireless carriers in the wireless services market in each province, and show that the merger is expected to result in deadweight loss in each province (Section 6.2.6).
- I describe the model's predictions for prices, total surplus, consumer surplus, and transfers between consumer and wireless carriers for a sensitivity analysis that considers different values for the market elasticity (Section 6.2.7).

6.2.1. A merger between two competing wireless carriers can harm customers and welfare in the market for mobile wireless services in the relevant provinces

134. As discussed in Section 5.1, a focus of merger review analysis is the extent to which the merger allows the combined entity to exercise market power.[199] Economic theory indicates that a merger between substitutes, such as Rogers' and Shaw's wireless services, can lead to less favorable pricing terms for consumers of wireless services and ultimately harm them.[200] In this section, I discuss in detail the intuition behind that conclusion.

135. In the market for wireless services, a carrier faces a trade-off when deciding whether to raise its prices. On the one hand, higher prices increase revenue earned from subscribers that continue to purchase from the carrier. On the other hand, some subscribers will switch to other carriers or reduce their consumption as a result of the higher prices. The carrier loses all profit associated with subscribers that switch away and incremental profit associated

[199] "Market power of sellers is the ability of a firm or group of firms to profitably maintain prices above the competitive level for a significant period of time." See Merger Enforcement Guidelines, ¶¶ 2.1, 2.3.

[200] Merger Enforcement Guidelines, ¶ 2.9.

with subscribers who use their phone less. A profit-maximizing firm balances these considerations when setting prices.[201]

136. A merger between wireless carriers alters one side of this tradeoff. Specifically, after the merger, the merged carrier takes into account that it recaptures some of the lost profit from subscribers that leave, because some of those subscribers will switch to wireless brands owned by the recently acquired carrier. For example, if Rogers were to raise plan prices for the Rogers brand, it would lose some subscribers to Freedom Mobile or Shaw Mobile. After the merger, these subscribers are not lost, since Rogers recaptures the sales diverted to the Shaw brands.

137. As a result, a price increase that was not profitable *before* the transaction can become profitable *after* the transaction. This change in incentives leads to higher prices for wireless services at Rogers and Shaw, which in turn likely has a number of effects.

138. First, wireless carriers are better off than before the transaction. As explained above, Rogers and Shaw would now be able to impose a price increase that raises their profits. That change in price also affects Rogers' and Shaw's competitors. As the merging firm raises its prices, consumer demand increases for the brands of the non-merging firms, which allows these firms to maintain higher prices as well. As a result, prices and profits in the market as a whole will rise.

139. Second, the wireless carriers' increase in profit comes at the expense of wireless subscribers—especially those most likely to purchase from Rogers and Shaw—who are worse off than they were before the transaction. Some subscribers simply absorb the higher price of wireless services, leaving them with less disposable income for other household expenditures. Other subscribers purchase less wireless service from wireless brands owned by Rogers and Shaw in response to the price increase. Subscribers who reduce their consumption of wireless service may do so by switching to lower-cost plans offering smaller data allocations, by reducing the number of lines purchased within a household, or by discontinuing wireless service altogether,

[201] Carriers typically offer multiple brands and multiple plan options within a brand. When all prices of a given carrier rise, some customers who choose to use their phone less might do so by purchasing a smaller data allocation or switching to another of the carrier's brands. A carrier will set prices across its brands to optimize the relative attractiveness across the carrier's menu of brands and plans, and that may mean that the prices of some plans rise more or less than others. The core intuition of the tradeoff faced by the carrier still governs how high the average price can be across the entire menu of its plans.

among other strategies. Finally, others could respond by switching to a less-preferred wireless brand and could reduce their consumption in the process depending on the particular plan they subscribe to.

140. The reduction in the consumption of mobile wireless services associated with an increase in prices resulting from the merger reflects an inefficiency caused by the exercise of market power by the merged carrier. Subscribers who decrease consumption or switch to a less-preferred wireless service brand in response to the increase in price associated with the merger are willing to pay more for the forgone service than it would cost the merged carrier to provide, but less than the merged carrier charges, and so these subscribers do not purchase the same service as before the merger. In the language of economics, this reduction of consumption is a source of deadweight loss, meaning that the potential benefits of mobile wireless usage that does not happen due to the exercise of market power are lost to the economy.

141. It should be noted that my analysis, as well as the deadweight loss concept just described, is measuring the effects of competition only with respect to the relevant markets—the market for consumer mobile wireless services in Alberta, British Columbia, and Ontario—while the rest of the economy is treated as if it were unaffected, as is common practice. The focus on a specific market may intentionally set aside some of the interrelationships between the market and the larger economy in which broader economic concepts, such as consumer welfare, are properly defined. For example, the welfare implications of a transfer between customers and carriers are likely understated without some macroeconomic considerations of the welfare implications of income inequality, a point I discuss further in Section 6.2.6.

142. Even with respect to the relevant markets, my analysis may under-predict the adverse competitive effects of the merger. For example, the model presented in this section considers the effect of the merger in provinces in which both Rogers and Shaw currently operate, setting aside the impact of any additional competition that might be created in the future if Shaw continues to expand its service area to a greater portion of the relevant provinces. Ordinary course documents indicate that, before the proposed merger with Rogers was announced, [redacted]

[redacted][202]

143. The analysis presented in this section may also understate the adverse competitive effects of the merger to the extent that competition from Shaw has disrupted price coordination by the Big 3 carriers in Alberta, British Columbia, and Ontario, and that price coordination would be more effective after the merger. As discussed in Section 4.3, the Big 3 engage in signaling behaviors that are consistent with an attempt to coordinate wireless pricing. If the merger of Rogers and Shaw facilitates this coordination, the model presented in this section—which assumes that carriers set prices independently—will tend to underestimate the effect of the merger on wireless prices and deadweight loss.

144. I discuss these and other reasons to expect harms that I cannot include in this quantification of the proposed acquisition's effects in Section 6.3.

145. Having discussed these consequences in the abstract, I next employ an economic model to simulate and quantify the effects of the merger, particularly the resulting price changes and welfare consequences of the transaction.

6.2.2. Quantifying the effects of the merger through an economic model of competition in the market for mobile wireless services in Alberta, British Columbia, and Ontario

146. In order to quantify the likely effects of a merger, I conduct a merger simulation analysis, which consists of three steps: model specification, model calibration, and model simulation. I discuss these in turn.

147. ***Model Specification***. I begin the analysis by formulating an economic model that describes the way consumers of the product make choices, and the way the firms interact with each other and determine market prices and quantities in an equilibrium. The model comprises a number of equations that represent consumer preferences and govern the interaction between firms. These equations include two type of terms: parameters and outcomes. Parameters govern the nature of consumer preferences (such as a value specifying that consumers prefer lower prices to higher prices) and firm characteristics (such as marginal costs and brand ownership indicators).

[202] See Section 6.3.1.

Outcomes typically represent observable magnitudes of economic significance, such as prices and market shares, that the model can calculate once the values of the parameters are specified.

148. ***Model Calibration***. I select values for the parameters such that the model can replicate, as a prediction, outcomes that are observed in real-world data available before the merger. This process is commonly referred to as "model calibration." Specifically, to calibrate the model, I calculate values for the parameters representing consumer preferences and firm marginal costs based on data on market shares and prices that were provided to the Competition Bureau by the merging parties, as well as by Bell and Telus. The model, thus calibrated, predicts market shares, prices, and profit margins that are reasonably close to those I observe in the data.

149. ***Model Simulation***. I use the calibrated model to recalculate prices, market shares, and profit margins in a scenario in which the Rogers and Shaw brands belong to a single owner, the combined entity that would result from the consummation of the proposed transaction. In order to do so, I use the calibrated parameter values from the previous step and adjust the ownership indicators to account for the change in ownership of brands belonging to the merging firms. With this adjustment, the model can take into account the change in the merging firms' pricing incentives and calculate the new prices and quantities chosen by all market participants after the merger. Finally, based on these prices and quantities, I calculate the deadweight loss, the change in consumer surplus, and the transfer of wealth from consumer to producers due to the merger and thus quantify the welfare effects of the merger.

150. In the remainder of this subsection, I discuss in more detail how I implemented these three steps and summarize the results of the model simulation. For each of these steps, I also prepared accompanying appendices that cover the more technical aspects of the implementation.

151. Before delving into the details of the model and the analysis it is important to note that merger simulation models, like economic models in general, are meant to capture the most salient features of markets. As I explain in my 2020 paper "Quantitative Methods for Evaluating the Unilateral Effects of Mergers," they cannot be expected to capture all details and complexities of markets.[203]

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[203] Nathan Miller and Gloria G. Sheu, "Quantitative Methods for Evaluating the Unilateral Effects of Mergers," *Review of Industrial Organization* 58(1), 2021, pp. 143–177 at 144. Special Issue: "The 2010 Horizontal Merger

Instead they focus on the mechanisms and economic interactions that are most salient for the task at hand; other features are often incorporated in a more stylized manner.

152. The key competitive impetus that Shaw has provided to mobile wireless services in the provinces in which it operates has been reducing prices for consumers.[204] Given this background, it is the competitive vigor that Shaw introduced to wireless pricing that is most at risk of being lost with the proposed transaction. Accordingly, the model that I specify and calibrate for my analysis is one focused on price competition. The simulations based on such a model indicate the magnitude of the merger's effect on pricing incentives and provide a useful measure of overall changes that are likely to occur. As such, they are not intended to predict precise changes in every price and plan choice post-merger. Finally, they allow me to assess how such changes in pricing incentives translate into welfare changes for producers and consumers.

6.2.3. Specifying the model of the market for wireless service in Alberta, British Columbia, and Ontario

153. I model consumers' decisions related to their purchase of wireless services from one of the four major wireless carriers operating in Alberta, British Columbia, and Ontario using a framework known as the Logit demand system (or Logit model).[205] Within this framework, when consumers decide to purchase wireless services, they choose between a discrete set of wireless brands, factoring in the differing prices and contractual terms offered for those brands, among other considerations. They also consider the option of not using

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Guidelines after Ten Years." ("Models by their nature are simplified representations of the world. Their purpose is to isolate the most important ways that mergers affect economic incentives, and they need not account for secondary and tertiary details… Furthermore, as parametric assumptions are necessary to make predictions, some uncertainty is inevitable. Thus, our view is that modeling should not be expected to provide precise estimates of merger effects, but rather should be used to assess countervailing forces and provide an overall sense of magnitudes.").

[204] See Section 6.1.

[205] This framework for analyzing consumer choice was developed by Professor Daniel McFadden. His framework has been widely adopted by economists. See Daniel McFadden, "Conditional Logit Analysis of Qualitative Choice Behavior," *Frontiers in Econometrics*, ed. Paul Zarembka (New York: Academic Press, 1974), pp. 105–142 at p. 106 ("This paper outlines a general procedure for formulating econometric models of population choice behavior from distributions of individual decision rules…The relevance of these methods to economic analysis can be indicated by a list of the consumer choice problems to which conditional logit analysis has been applied: choice of college attended, choice of occupation, labor force participation, choice of geographical location and migration, choice of number of children, housing choice, choice of number and brand of automobiles owned, choice of shopping travel mode and destination.")

a mobile phone or of using a mobile phone less often as part of their choice among wireless services (referred to in what follows as the "outside option"). I assume that consumers choose among a selection of representative plans, one for each brand, taking prices into account. The model captures consumers' average valuation of each brand, which reflects non-price characteristics such as the quality of the network. [206]

154. I model competition among the wireless carriers as an equilibrium of the Bertrand pricing model, which is commonly used to model unilateral effects when competition is on price.[207] That is, equilibrium consists of a collection of prices such that each carrier maximizes profits, taking as given the prices chosen by all other carriers. In equilibrium, no carrier can unilaterally improve its profit by changing the price of one or more of its brands.[208]

155. For practical purposes, I focus my analysis on the brands that constitute the most popular and most common types of consumer mobile wireless service currently available. These include the following premium, flanker, and prepaid brands: Rogers Wireless, Fido, and Chatr; Bell Mobility, Virgin Mobile, and Lucky Mobile; Telus Mobility, Koodo Mobile, and Public Mobile. In addition, these include Freedom Mobile and Shaw Mobile. These carriers provide wireless service to the vast majority of wireless subscribers in Alberta, British Columbia, and Ontario.[209]

156. My model does not explicitly address consumers' option to purchase mobile wireless services from MVNO brands or the option to subscribe to low-priced regulated plans, which have been the object of a recent CRTC regulatory policy decision. I do not expect that explicitly incorporating these choices into the model would change the substance of my conclusions. As discussed in Section 4.4, market participation by MVNOs in Canada has been limited historically, and the recent regulatory changes are not anticipated to change competition in any way that would lessen competitive concerns of the transaction.

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[206] See Appendix 8.1 for a detailed description of the Logit model I use for the analysis.

[207] Organisation for Economic Co-operation and Development, "Glossary of Statistical Terms," February 28, 2003, available at https://stats.oecd.org/glossary/detail.asp?ID=3151 ("In a Bertrand model of oligopoly, firms independently choose prices (not quantities) in order to maximize profits. This is accomplished by assuming that rivals' prices are taken as given. The resulting equilibrium is a Nash equilibrium in prices, referred to as a Bertrand (Nash) equilibrium.")

[208] See Appendix 8.1 for a detailed description of the Logit model I use for the analysis.

[209] See Exhibit 3.

6.2.4. Calibrating the model of the market for wireless service in Alberta, British Columbia, and Ontario

157. To calibrate the model presented in Section 6.2.3—in other words, to calculate the parameters of the model from the data—I use information on observed prices, markups, market elasticity, and market shares. I discuss in what follows how I obtain information on these variables, outline the calibration procedure and present its results.

158. ***Prices***. I measure representative prices as the ARPU for each Rogers and Shaw wireless brand calculated using data provided by the parties.[210] Measuring prices with ARPU allows me to aggregate the components of wireless prices for each plan (e.g., plan price, add-ons, data overage charges, and promotions) into a brand-level average price that is relevant for the firm's profit per subscriber. A similar approach has been taken in the literature.[211] [redacted][212] Because ARPU reflects a measure of the average total price charged across all subscribers of the brand it also reflects the phone usage of the average consumer of that brand.

159. ***Markups***. I define markups as the brand's price minus marginal cost.[213] Calibration of the model requires observations on markups for at least one brand. I observe a price for each Rogers and Shaw brand (its ARPU), and use accounting data to calculate marginal costs for Rogers Wireless, Fido, and Freedom Mobile. Thus, I am able to calibrate the model using the markups for those three brands. I do not include Shaw Mobile because its effective marginal costs incorporate the wireline revenue that it preserves through bundling—thus, the accounting data do not provide an accurate measure of its effective marginal costs. I do not include remaining brands due to a lack of comparable

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[210] See Appendix 8.3 for additional information on how ARPUs are calculated. [redacted] so I make an assumption that their premium brands have the same price as Rogers Wireless, their flanker brands have the same prices as Fido, and their prepaid brands have the same price as Chatr.

[211] Marc Bourreau, Yutec Sun and Frank Verboven, "Market Entry, Fighting Brands, and Tacit Collusion: Evidence from the French Mobile Telecommunications Market," *American Economic Review* 111(11), 2021 ("Bourreau et al. (2021)"), pp. 3459–3499.

[212] [redacted] See, for example, SJRB-CCB00361187 at p. 8; ROG00186819 at pp. 4, 23, 39; ROG00192359 at pp. 3, 11, 19, 29.

[213] See Appendix 8.3 for additional information on how markups are calculated.

data. See Appendix 8.1 and 8.3 for details on my calibration procedure and markup calculations.

160. ***Market Elasticity***. The market elasticity describes the percentage of consumers that switch to the outside option in response to a one percent increase in the average price of wireless brands. I consider a range of evidence in order to select values of the market elasticity reflecting a wireless subscriber's possible responses to an increase in wireless service prices, which may include consuming less (reducing data usage, texting, etc.) and, in the extreme, canceling their wireless service. I discuss this evidence and the calculation further in Appendix 8.2. Based on this evidence, the baseline version of the model considers an elasticity of [redacted] in Alberta, [redacted] in British Columbia, and [redacted] in Ontario. As a sensitivity, I also consider the effects of the merger using an alternate value of the market elasticity that I derive from a review of estimates of the market elasticity in the academic literature. I discuss these sensitivities and the associated results in Section 6.2.7.

161. ***Market shares***. I calculate market shares as the share of gross adds for each brand, which, as discussed in more detail below, is the best available metric to calculate market shares in the relevant markets, [redacted][214]

162. With a Logit demand system, market shares correspond to the probabilities with which consumers purchase the brands available in the market.[215] This aspect of the model is consistent with using market shares that best reflect the choices of consumers who are actively making purchase decisions.

163. As discussed in Section 5.3, each wireless brand's share of gross adds is the best available metric to calculate such market shares in the relevant markets. Shares of gross adds capture the proportion of subscribers actively switching carriers who decide to select that particular brand. As a result, shares of gross adds reflect the competitive significance of the Shaw brands in recent years, which have drawn a large number of gross adds from other carriers. I present

214 [redacted] ROG00341090; SJRB-CCB00427328 [redacted]

215 With a logit demand system, diversions as well are proportional to market shares. See the discussion at the end of this Section 6.2.4.

the share of gross adds for all the brands I consider in the analysis in Exhibit 18 below.

Exhibit 18
Brand-Level Market Shares Based on Gross Adds of Consumer Phone Service: January – April 2021

[redacted]

Note: For each province, a brand's share of gross adds is calculated as that brand's gross adds divided by the total gross adds of all brands considered. Only consumer gross adds are included using categories reported in produced data. Gross adds for each brand and province are the sum of gross adds from January – April 2021. Brands not owned by Rogers, Shaw, Bell, or Telus are not considered. See Appendix 8.3 for additional information on how gross adds are calculated.

164. The exhibit shows that from January to April 2021, gross adds associated with Shaw Mobile [redacted] I considered this time period in order to exclude the first few months after Shaw Mobile's launch in July 2020 [redacted][216] In Ontario, Freedom Mobile's share of gross adds [redacted]

165. Using the information about prices, markups, market elasticity, and market shares, that I just discussed, I calibrate the parameters of the model that pertain to consumer preferences as well as the firms' marginal costs. The calibration procedure involves calculation of these model parameters, using data from the pre-merger period, and is discussed in greater detail in Appendix

[216] See Workpaper 6.2.4.

8.1. Using the calibrated marginal costs and the data on prices, I also calculate the modeled pre-merger markups of the brands.

166. As discussed in Section 5.1, a degree of differentiation appears to exist between postpaid and prepaid wireless service. For this reason, I implement this calibration procedure for two versions of the model, one version that includes just the premium, flanker, and Shaw brands (which I refer to as the "8-brand model"), and another that also includes the prepaid brands owned by the Big 3 (which I refer to as the "11-brand model"). I report the calibrated marginal costs and the model-implied markups for both versions of the model in Exhibit 19 below.[217]

Exhibit 19
Calibration Results

[redacted]

Source: [redacted] Rogers Communications Inc., 2020 Annual Report; Shaw Communications Inc., 2020 Annual Report.

Note: This analysis uses data ranging from January 2021 through April 2021. The 8-brand model includes Rogers Wireless, Fido, Chatr, Freedom Mobile, Shaw Mobile, Bell Mobility, Virgin Mobile, Telus Mobility, and Koodo Mobile. The 11-brand model includes those brands as well as the prepaid brands: Chatr, Lucky Mobile, and Public Mobile. Both models are calibrated using market elasticities of [redacted] in Alberta, [redacted] in British Columbia, and [redacted] in Ontario . See Appendices 8.1 and 8.3 for the calibration procedure, and additional information on the data inputs.

[217] Other calibrated parameters of the model such as the price coefficient, non-price values of the brands, and the marginal costs of the non-merging firms, as well as the modeled pre-merger outside share, are reported in Appendix 8.6.

167. For both versions, the model infers markups for the Shaw brands that are commensurate with Shaw's overall market share. In Alberta and British Columbia, [redacted] I attribute this to Shaw's bundling strategy. As I have previously discussed in Section 6.1.3, part of the reason Shaw Mobile's wireless plans in Alberta and British Columbia are priced below those of other mobile wireless brands is that Shaw offers a substantial discount on wireless service purchased as part of a bundle with its wireline products. [redacted][218] Thus, some of the incremental profit that Shaw obtains from its wireless products accrues through increased revenues from its wireline products.

168. Focusing the model on the pricing incentives of firms in the wireless services market means that it is not designed to explain the decision of Shaw or any other carriers to offer bundled wireless-wireline service. Still, the implications of those decisions are included in the model. That is, the model implicitly incorporates the bundling strategy adopted by Shaw—and the revenue that Shaw earns on its wireline products—by allowing for relatively low marginal costs for Shaw's wireless products in Alberta and British Columbia. As adding new subscribers is more profitable if marginal costs are lower, all else equal, having low (or even negative) marginal costs is economically equivalent to having an additional source of revenue that is captured by the firm from other products that are not part of the relevant market. Thus, I interpret the markups and marginal costs calibrated in the model as reflecting the relevant economic tradeoffs faced by Shaw.[219]

169. In the 11-brand version of the model, a similar outcome arises with respect to the carriers' decisions to offer prepaid brands and the calibration of [redacted] marginal costs to each of the prepaid brands, Chatr, Public Mobile, and Lucky Mobile. Prepaid brands are somewhat differentiated from premium and flanker brands, including in the amount of churn associated with their subscribers.[220] The model does not impose a differentiation for prepaid brands. Rather, it calibrates to the lower prices charged by the prepaid brands, coupled with their

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[218] See Section 6.1.3.

[219] The model also infers a low marginal cost for Freedom in Alberta and British Columbia. I understand that, in addition to the bundled Shaw Mobile product, Shaw offers a discounted "Freedom Home Internet" to Freedom Mobile subscribers[redacted] See SJRB-CCB00359132 at p. 3; [redacted] Freedom Mobile, "Home," available at https://www.freedommobile.ca/en-CA/home-internet.

[220] See Section 5.1.

[redacted] share of gross adds, by treating these brands as especially cost-efficient. While this aspect of the 11-brand model is stylized, properly interpreted, it does not prevent the model from generating reasonable predictions about the likely impact of the merger on pricing incentives, because those incentives arise due to Roger's acquisition of, Freedom Mobile and Shaw Mobile, which are not prepaid brands.

170. The 8-brand model, which focuses on premium and flanker brands, appears to better match the data inputs as it is not required to reconcile the prices, market shares, and markups for an additional group of brands (the prepaid brands) that is somewhat differentiated from the other two groups (premium and flanker brands). Accordingly, the 8-brand model is likely to deliver more informative predictions about the merger of Rogers with a competitor that does not operate a prepaid brand. Nevertheless, I continue to report the predictions of both models in my discussion of the merger simulations results below. As the results indicate, the predictions of the two models are consistent with one another.

171. Finally, I also confirmed that, in Alberta and British Columbia, the model calibrated to market shares based on gross adds matches substitution patterns observed in porting data better than the model calibrated to the percentages of subscribers.[221] Therefore, in Alberta and British Columbia, where the recent entry of the Shaw Mobile brand makes the difference relevant to assessing the competitive effects of the proposed transaction, I expect the model calibrated to market shares based on gross adds to provide more accurate predictions about the effects of the merger than the model calibrated to the percentage of subscribers. In Ontario, the model matches substitution patterns observed in

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221 [redacted] ROG00133092, ROG00186068 (slides 7-9); ROG00203193. [redacted] ROG00173212. [redacted]

porting data similarly well whether it is calibrated with market shares based on gross adds or the percentages of subscribers.[222]

6.2.5. The model predicts that the proposed transaction will increase prices

172. Using the model to simulate the results of the transaction is straightforward. As discussed above, I note the merged carriers' altered incentives—i.e., the fact that Rogers takes into account profits at Shaw when setting its price, and vice-versa—and then calculate the model-predicted post-merger prices that maximize profits for the combined entity, Bell, and Telus, as well as the implied post-merger shares of each carrier and the outside option.

173. As shown in Exhibit 20, in all three provinces, both the 8-brand and the 11-brand model predict that prices for brands owned by the merging carriers increase. Predicted price effects are similar in both versions of the model. The 8-brand model predicts slightly larger price increases for Rogers' brands in all three provinces, compared to the 11-brand model. The opposite is true for Shaw brands. The results across two models may be summarized as follows:

- Prices for Rogers and Fido brands increase by [redacted] percent in Alberta, [redacted] percent in British Columbia, and [redacted] percent in Ontario. Prices for Chatr increase by [redacted] percent in Alberta, [redacted] in British Columbia, and [redacted] percent in Ontario.
- Prices for Freedom Mobile and Shaw Mobile increase by [redacted] to [redacted] percent in Alberta and [redacted] to [redacted] percent in British Columbia, while prices for Freedom Mobile increase by [redacted] percent in Ontario.

[222] The distinction is less salient in Ontario given the lack of a recent entrant like the Shaw Mobile brand and [redacted] See Section 5.3.

Exhibit 20
Percent Price Increases for the Parties' Brands Predicted by the Model

[redacted]

Source: [redacted] Rogers Communications Inc., 2020 Annual Report; Shaw Communications Inc., 2020 Annual Report.

Note: This analysis uses data ranging from January 2021 through April 2021. The 8-brand model includes Rogers Wireless, Fido, Chatr, Freedom Mobile, Shaw Mobile, Bell Mobility, Virgin Mobile, Telus Mobility, and Koodo Mobile. The 11-brand model includes those brands as well as the prepaid brands: Chatr, Lucky Mobile, and Public Mobile. Both models are calibrated using market elasticities of [redacted] in Alberta, [redacted] in British Columbia,and [redacted] in Ontario . See Appendices 8.1 and 8.3 for the calibration and simulation procedures, and additional information on the data inputs.

174. Prices also rise in the model for Bell and Telus brands, albeit to a lesser extent, across model specifications and provinces. The predictions of the model are consistent with Bell and Telus's profit-maximizing incentive to share in the benefit of reduced competition, rather than take steps in the opposite direction. As I explained above, because the merging firm raises its prices, consumer demand increases for the brands of the non-merging firms, which allows these

firms to maintain higher prices as well.[223] The predictions of the model are also consistent with the evidence I presented in Section 6.1, showing that vigorous price competition from Shaw in recent years has provided the impetus for Bell and Telus to offer lower prices for data plans to consumers in Alberta, British Columbia, and Ontario. If this impetus to offer lower prices is reduced through the merger, Bell and Telus will not have an incentive to replicate that lost competition.

175. Because the merging parties increase their prices by more than the non-merging parties, the average price effects are more modest than the effects on Rogers and Shaw prices, although still reflecting some degree of harm for customers throughout the market and not just those of Rogers and Shaw. I calculate the average price increase post-merger to be [redacted] percent in Alberta, [redacted] percent in British Columbia, and [redacted] percent in Ontario.

6.2.6. The model predicts that the proposed transaction will result in deadweight loss in the absence of merger-specific efficiencies

176. In this section, I report the results of the merger simulation for the 8-brand and 11-brand versions of the model with respect to annual deadweight loss, consumer surplus, and transfer from consumers to producers in Alberta, British Columbia, and Ontario. For these simulations, I do not consider any merger-specific efficiencies for mobile wireless service that the parties may claim.

177. Exhibit 21 below presents the results of these simulations. Taken together, the two versions of the model predict deadweight losses of comparable magnitude across the three relevant provinces. Specifically:

- Across the three relevant provinces, the deadweight loss is predicted to amount to [redacted] per year by the 8-brand model and [redacted] per year by the 11-brand model.
- In Alberta, the deadweight loss is predicted to amount to $47 million per year by the 8-brand model and [redacted] per year by the 11-brand model.

[223] Se Section 6.2.1.

- In British Columbia, the deadweight loss is predicted to amount to [redacted] per year by the 8-brand model and [redacted] per year by the 11-brand model.
- In Ontario, the deadweight loss is predicted to amount to [redacted] per year by the 8-brand model and [redacted] per year by the 11-brand model.

Exhibit 21
Annual Welfare Results in Millions of Dollars Predicted by the Model

[redacted]

Source: [redacted] Rogers Communications Inc., 2020 Annual Report; Shaw Communications Inc., 2020 Annual Report.

Note: All dollar values in millions of dollars annually. This analysis uses data ranging from January 2021 through April 2021. The 8-brand model includes Rogers Wireless, Fido, Chatr, Freedom Mobile, Shaw Mobile, Bell Mobility, Virgin Mobile, Telus Mobility, and Koodo Mobile. The 11-brand model includes those brands as well as the prepaid brands: Chatr, Lucky Mobile, and Public Mobile. Both models are calibrated using market elasticities of [redacted] in Alberta [redacted] in British Columbia, and [redacted] in Ontario. See Appendices 8.1, 8.3, and 8.5 for the calibration and simulation procedures, additional information on the data inputs, and the deadweight loss calculation.

178. The two versions of the model also predict losses in consumer surplus in each of the provinces:

- The losses predicted by the 8-brand model are [redacted] per year in Alberta, [redacted] per year in British Columbia, and [redacted] per year in Ontario, for a combined predicted loss in consumer surplus across all provinces of [redacted] per year.

- The losses predicted by the 11-brand model are [redacted] per year in Alberta, [redacted] per year in British Columbia, and [redacted] per year in Ontario, for a combined predicted loss in consumer surplus across all provinces of [redacted] per year.

179. The decrease in consumer surplus comes from multiple sources:

- First, some subscribers choose to remain with their current wireless brand and pay the higher post-merger price.
- Second, some subscribers that were customers of Rogers or Shaw brands pre-merger choose to switch to Bell or Telus post-merger, as reflected by the fact that the model predicts that the shares of the merging parties' brands decrease while the share of Bell and Telus brands increase.[224] This represents a loss for those consumers, first because they are now consuming services from a brand that provided them with less value pre-merger than their original choice of a Rogers or Shaw brand, and, second because they need to pay a higher price for service post-merger because Bell and Telus increase their prices post-merger.
- Third, some consumers choose the outside option of reduced or discontinued wireless service consumption post-merger. Since these consumers did not originally choose the outside option, they now receive less benefit from their choice of the outside option than they did from their brand choice pre-merger.

180. As shown in the exhibit, however, most of the harm to consumers comes from the fact that they pay higher prices to the producers. The transfer of money from consumers due to the merger is predicted to amount across all provinces to [redacted] per year by the 8-brand model and [redacted] per year by the 11-brand model, thus accounting for [redacted] percent, respectively, of the predicted loss in consumer surplus. The rest of the harm to consumers reflects the forgone consumption of phone services in the market.

181. One implication of the simulations results is that although all wireless customers are worse off than pre-merger, the primary source of the loss in consumer surplus comes from Rogers and Shaw customers. As discussed in

[224] See Exhibit 33 in Appendix 8.6.

Section 6.2.5, prices of all brands rise post-merger, but do so especially for the Rogers and Shaw brands. Thus, Rogers and Shaw customers are ones that contribute the most to the transfer from consumers to producers.

182. Additionally, I understand there are inefficiencies from income inequality that the proposed transaction would exacerbate by transferring surplus between wireless consumers and the owners of the combined firm. To the extent this transfer of wealth adds to the task of government actions to address income inequality, such as the progressive tax system used in Canada, I understand such programs also introduce their own inefficiencies.[225] Thus, in light of these social inefficiencies, another implication is that transfers between wireless consumers and owners of Rogers, Bell and Telus should be recognized as contributing to a portion of this real resource cost for Canada.

6.2.7. Even when considering a lower-bound on the market elasticity, the model predicts that the proposed transaction will increase prices and result in deadweight loss in the absence of merger-specific efficiencies

183. In this section, I present the predictions of the merger simulation model when I calibrate it using an alternative market elasticity parameter value. I select an alternative value of 0.1 based on a review of estimates of the market elasticity from the academic literature, as described in more detail in Section 8.2. This estimate comes from a recent academic article in the literature I examined that was published in a prestigious economics journal, Bourreau et al. (2021), which studies the market for consumer mobile wireless services in France.[226]

184. I consider the elasticity value estimated in this article a lower bound on the value of the market elasticity. Within the framework of this article, consumers can respond to a price increase by a wireless brand either by switching to

[225] The economics literature has explored a number of inefficiencies that may flow from income inequality. At a high level, when the marginal utility of income is decreasing, a more unequal distribution of resources is less socially desirable, which suggests the transfer of income in this merger may constitute an element of social loss. See Piketty and Saez (2013) for an illustration of this mechanism in the context of optimal taxation and the inefficiencies associated with addressing it through tax systems. As a more specific example of the inefficiencies that have been associated with inequality, see Cingano (2014) finding that income inequality has a negative and statistically significant impact on economic growth and providing a survey of other studies in this area. Thomas Piketty and Emmanuel Saez, "Optimal Labor Income Taxation," in *Handbook of Public Economics,* Volume 5, eds. Alan J. Auerbach, Raj Chetty, Martin Feldstein and Emmanuel Saez (North Holland: Elsevier, 2013), at pp. 400, 404, 410–445; Federico Cingano, "Trends in Income Inequality and its Impact on Economic Growth," *OECD Social, Employment and Migration* Working Papers No. 163, 2014, at pp. 6, 37–39.

[226] See Appendix 8.2 for further discussion.

another brand or by discontinuing wireless service altogether, but not by reducing their consumption of mobile phone services. As I explained in Section 6.2.1, reducing consumption of mobile phone services constitutes an important adjustment consumers can make in response to a price increase, so an elasticity excluding this option is an underestimate.

185. Using a value of the market elasticity that does not reflect the possibility for consumers to reduce usage would not be appropriate to analyze the competitive effect of the proposed transaction. A model calibrated to a value of the market elasticity that does not reflect how consumers can adjust their usage of wireless services without discontinuing service cannot reflect the extent to which the proposed transaction would restrict the consumption of mobile wireless services through reduced usage, and would likely understate the extent to which the proposed transaction would reduce consumer surplus. Nevertheless, it is instructive to evaluate the prediction of such a model.

186. I present the price and welfare effects of the model calibrated to such a lower-bound value of the market elasticity in Appendix 8.2.[227] The model predicts price increases that are larger than the ones presented above in Exhibit 20.[228] The deadweight losses predicted by the model calibrated to this elasticity value are lower as a result of the prediction of the model that, with a lower market elasticity, carriers are able to recapture more of the losses in consumer surplus as transfers. The deadweight loss across all provinces in this version of the merger sim model is no less than [redacted] per year. The associated decrease in consumer surplus is no less than [redacted] per year, with an associated transfer from consumers to producers of no less than [redacted] per year.[229]

6.3. Additional effects of the proposed transaction that are not captured by the model could make its consequences even more significant

187. The quantitative model of harm from the proposed transaction discussed in Section 6.2 may not fully capture all of the harms that are likely to result. In

[227] I do not consider any merger-specific efficiencies in fixed or marginal costs of the merging firms for this analysis. Results are qualitatively consistent with the ones presented in Section 6.2.5–6.2.6 above. See Exhibits 26 and 27 in Appendix 8.2.2.

[228] The model also predicts that prices for Bell and Telus brands will increase.

[229] See Appendix 8.2.2.

this section I consider two ways in which the overall harm is likely to exceed the estimates I can quantify.

188. First, the model necessarily omits some products and customers from the calculation. In particular, the model does not consider wireless customers in areas that Shaw does not currently serve,[230] but will likely benefit from expansions of Shaw's service area if Shaw continues to operate as an independent provider. It also excludes plans associated with non-phone wireless devices, such as tablets, and commercial customers.

189. Second, the model assumes that wireless carriers will continue to compete in the same fashion after the merger as before, and only considers the changed incentives the new ownership would bring to that form of competition. To the extent that the history of competition in this industry suggests the Big 3 have been prone to coordinating amongst themselves in provinces which lack a strong fourth competitor, it is possible that the acquisition of Shaw by Rogers might see a return to more effective coordination and less vigorous competition than I have assumed in the model.

6.3.1. The products and customers necessarily omitted from the quantitative model represent an unquantified element of the harms from the proposed transaction

190. In quantifying effects of the proposed acquisition, I have taken Shaw's current wireless service area as given. However, internal company documents indicate that [redacted]

[230] See Section 6.3.1.

[231] SJRB-CCB00223356 at pp. 4–6; See also SJRB-CCB00224154 at p. 4; SJRB-CCB00221090 at p. 2. [redacted]

[redacted][233]

191. Customers in areas where Shaw is likely to expand its service, if left to continue as an independent competitor, are a group of customers that would have seen competitive benefits absent the merger. The loss of these future benefits is not included in the quantification of harms. To be precise, while I have modeled the competition as occurring throughout a province, the province-wide attractiveness of Shaw's service, reflected in its current share of province-level gross adds, is effectively its share over a blend of areas it can serve currently and areas where it does not yet offer service. The quantification model misses the benefit of Shaw's future expansion of service, continuing to treat these areas as ones where the Shaw wireless brands cannot attract new customers. As a result, the model likely understates the province-wide share of wireless subscribers that Shaw will serve as it continues to expand its network.

192. In quantifying effects of the proposed acquisition, I have focused on non-commercial phone customers. This focus reflects the fact that [redacted]

193. [redacted][4] For instance, non-

[232] SJRB-CCB00221090 at p. 2. [redacted]

[233] [redacted]
SJRB-CCB00477492 at p. 3.

[234] [redacted]

phone consumer subscriptions make up [redacted] percent of Rogers consumer postpaid subscriptions.[235] Business wireless subscribers make up [redacted] percent of all Rogers Wireless postpaid subscriptions.[236]

194. [redacted]

195. All of these omitted elements of likely future competition between Shaw and the Big 3, though not quantifiable to a reasonable degree of accuracy based on the information available to me at this time, would mean that the overall harm is larger than the amount I have quantified.

6.3.2. The likelihood of more effective coordination or softened competition among the Big 3 in the relevant provinces means that the model likely understates harm from the proposed transaction.

196. As I discussed in Section 4.2, there is a history of higher prices in Canadian provinces that lack a strong fourth competitor. One reason why provinces without a strong fourth competitor may have higher prices may be that the Big 3 are more successful in softening the competition among the three of them. As I also discussed in Section 4.3, the Big 3 actively monitor one another's

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[redacted] See SJRB-CCB00786628 at p. 3; SJRB-CCB00786931 at p. 5.

[235] See S24_File04_Wireless_Factpack_2018_2021.xlsx. [redacted]

[236] See S24_File04_Wireless_Factpack_2018_2021.xlsx. [redacted]

[237] SJRB-CCB00501784, tab [redacted] See also SJRB-CCB00369593 at p. 12–14. [redacted] See SJRB-CCB00786607 at p. 2; SJRB-CCB0078628 at p. 3.

[238] SJRB-CCB00501784, tab "Exec Summary Wireless," row 48.

promotions and signal one another to try to coordinate such activity. If, without Shaw, the Big 3 would be more effective at implementing such a strategy in Alberta, British Columbia, and Ontario, consumers would be harmed to a greater extent than the quantification model can encompass because it assumes that there is no coordinated behavior among wireless carriers before or after the merger.

197. It is worth noting the characteristics of the Canadian wireless markets that make coordination of this form a considerable risk if a merger leaves the Big 3 as the only wireless carriers throughout most or all of a province. These three carriers:

- Set prices in a form that is conducive to reaching an implicit agreement on terms to offer (that is, they offer certain common key plan features and prices, e.g., voice, text, and data allowances, [redacted]0
- Can detect deviations from such an agreement [redacted][241]
- Can communicate about such an agreement and any perceived deviations [redacted][242]

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239 [redacted] See SJRB-CCB00410822; ROG00575901 at pp. 54–62 [redacted] SJRB-CCB00359348; SJRB-CCB00473316; SJRB-CCB00120181; SJRB-CCB00120495. See also Sections 6.1.2 and 6.1.3 [redacted]

240 [redacted] ROG00206967 [redacted] ROG00655110. See also ROG00666010 [redacted]

241 See, ROG00655110 [redacted] See ROG00666010 [redacted]

242 See, ROG00206967 [redacted] See, ROG00665131 [redacted] See, ROG00666010 [redacted]

- [redacted][244]
- Have a history suggestive of coordination having been successful among these firms in some past instances as discussed in Sections 4.2 and 4.3.[245]

198. It is worth noting that in a recent regulatory submission, Shaw cited to evidence that it and other regional wireless carriers were responsible for fostering "effective and sustainable wireless competition," including by disrupting coordinated behavior.[246] Moreover, Shaw's position to CRTC, claiming "substantial evidence of coordinated behaviour" before the entry of regional competitors such as Shaw, includes high prices in areas without a strong regional competitor as part of the behavior that Shaw believes it disrupted.[247]

199. Taking all of these factors into account, it is reasonably likely that Shaw's presence as a strong fourth carrier in Alberta, British Columbia, and Ontario has inhibited coordination among the Big 3 in those provinces. If so, the merger simulation model discussed in Section 6.2, which assumes that carriers set their prices independently may be missing the element of harm to consumers that

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[243] [redacted] ROG00118354 [redacted] See SJRB-CCB00618778 at p. 9.

[244] ROG00666115 [redacted] ROG00662331 [redacted]

[245] See Sections 4.2 and 4.3.

[246] Shaw Communications Inc., "In the matter of Telecom Notice of Consultation CRTC 2019-57, Call for additional comments – Review of mobile wireless services: Final Comments," July 15, 2020, available at https://services.crtc.gc.ca/pub/DocWebBroker/OpenDocument.aspx?DMID=3891000, ¶ 28 ("Industry analysts have also observed that the price per GB declined by ~30% in last year's back-to-school promotional period and facilities-based competitors have disrupted coordination by the national carriers.")

[247] Shaw Communications, Response to Questions from the CRTC, July 5, 2019, Response to Q117, p. 34.

arises if it is easier for the Big 3 carriers to coordinate effectively on price (or other terms) than it is for them to coordinate when facing additional competition from Shaw.

200. Specifically, the merger simulation model assumes that competition after the merger is still well-described by the same Logit-Bertrand model in which carriers make unilateral profit-maximizing decisions, and the harm arises because, as explained in Section 6.2.1 the merged carrier finds it profitable to increase prices on its brands above pre-merger levels. If, in addition, competition among the Big 3 without Shaw is likely to be softened through signals conveying information that would allow carriers to coordinate on price to a greater degree, the effect of the merger on wireless prices is likely to be higher than what the unilateral model predicts. The additional increase in prices coming from coordination and the associated harms are not quantifiable based on the information available to me at this time.[248]

201. For example, the prospect of retaliation against the merged entity may also present a disincentive for the merged entity to continue offering substantially discounted wireless service as part of a bundle with its wireline service. The model does not quantify the impact such a change in incentives would have on prices.

202. Since its launch, the Shaw Mobile brand has offered bundled wireless-wireline plans to subscribers who also purchase Shaw wireline services. A substantial fraction of Shaw Mobile subscribers since Shaw launched the brand have come from Rogers brands.[249] The merger would lead to a decreased incentive to compete for these Rogers subscribers. The quantitative model does reflect some of the merged entity's incentive to raise the price of the Shaw Mobile brand, but likely understates it because it does not include any effect that the threat of retaliation from other carriers would impose on pricing and bundling decisions of the parties once they are merged.

[248] I have not seen data from all parties on their attempted signaling and so have not attempted to explore whether a model of such signaling activity can be practically connected to outcomes in the market. I would note that it may be particularly difficult to quantify such a connection even with additional data as firms generally have an incentive to conceal the extent to which they have restrained competition through coordination.

[249] See Sections 5.4 and 6.1. See also, for example, SJRB-CCB00420993 [redacted]

203. As discussed above, [redacted][250] The Big 3 may also factor the threat of retaliation among them in their willingness (or unwillingness) to offer similar discounts for bundled plans. If these bundles of wireless and wireline services are particularly effective at winning subscribers away from other Big 3 competitors for the firm with wireline service in a province, it would make sense that offering such a bundle would be expected to trigger retaliation by other carriers attempting to coordinate on pricing. The merged entity will take into account [redacted] It is therefore likely that the merged entity will lose some of the incentives which have led Shaw Mobile to be an unusually effective entrant.

204. Consequently, the proposed acquisition would tend to eliminate the strategies Shaw has pursued over the course of its entry and which have particularly enhanced competition in the relevant provinces. The merged entity is less likely to continue the aggressive pricing of a wireline-wireless bundle after the acquisition.[251] At present, however, I cannot quantify the degree to which signaling among Big 3 carriers, including threats of retaliation, might change the merged entity's incentive to compete vigorously or the likelihood that the merged firm reduces or abandons any of Shaw's aggressive strategies for winning new customers. I can only identify these effects as an unquantified harm to consumers.

7. Irreparable harm

205. I understand that Rogers and Shaw have proposed to ameliorate some competitive effects of their transaction and would like to close their transaction prior to a review by the Tribunal. If the transaction is allowed to proceed in this fashion, consumers are likely to suffer from lost competition in the span of time between closing and an eventual decision by the Tribunal on the merits of the

[250] See Section 6.1.

[251] The merger simulation model predicts the effect of an impetus to harm as a price increase. The manifestation of these anti-competitive effects, however, could also occur through changes in other terms that matter to consumers.

transaction, which I was asked to assume could take up to two years.[252] Moreover, an integration today is likely to degrade the options available to the Tribunal to ever fully address the loss of competition that Shaw has been introducing to the affected markets. That is, consumers would likely continue to suffer lost competition even after the Tribunal might do everything in its power, at the point of an eventual decision, to repair the harm that the integration today will likely cause.

206. In this section, I consider two aspects of the parties' proposal to proceed with an integration. First, I consider the scope of the parties' proposed divestiture and quantify a *minimum* amount of consumer harm that is unaddressed by the proposal even if the divestiture could perfectly replicate the pre-acquisition competitive significance of the products to be divested. I also consider reasons that such a divestiture is unlikely to be so perfect—reasons that suggest the harm to consumers is likely to be larger than I can quantify presently. Next, I consider ways in which an integration today is likely to degrade the options available after the Tribunal has had time to conclude that Shaw's competitiveness is important to preserve.[253]

7.1. The proposed divestiture leaves some of the harm unaddressed

207. On [redacted] presented a proposal to the Competition Bureau to acquire [redacted][254] Specifically, under [redacted] proposal:

- [redacted][255]

[252] See Section 2.

[253] In my analysis of the proposed divestiture as well as in my assessment of how an integration today may degrade the options available to the Tribunal to curtail competitive effects, I do not consider any merger-specific efficiencies for mobile wireless service (or any other service) that the parties may claim.

[254] [redacted] pp. 1–2.

[255] [redacted] pp. 1–2.

- [redacted]

[redacted]

[redacted]

[redacted]261

256 [redacted]

- [redacted]

208. [redacted]

209. [redacted] Accordingly, this proposal would leave some of the harm I identified in Section 6 unaddressed—including the unquantified elements and many of the quantified elements as I will now discuss.

210. I can quantify a lower bound to the unaddressed portion of quantifiable competitive harm using the same merger simulation model I employed in Section 6.2, but assuming that [redacted]

[redacted] pp. 5–6.

[redacted][264] This quantification is a lower bound to the extent that [redacted]

211. [redacted] After presenting this lower bound, I will return to consideration of issues likely to make the transfer less than seamless.

212. I present the results of the merger simulation for [redacted] in Exhibits 22 and 23 below. [redacted]

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[264] [redacted]

[265] In the context of the merger simulation model, [redacted]

Exhibit 22

Percent Price Increases for the Parties' Brands Predicted by the Model with a [redacted] Divestiture

[redacted]

Source: [redacted] Rogers Communications Inc., 2020 Annual Report; Shaw Communications Inc., 2020 Annual Report.

Note: This analysis uses data ranging from January 2021 through April 2021. The 8-brand model includes Rogers Wireless, Fido, Chatr, Freedom Mobile, Shaw Mobile, Bell Mobility, Virgin Mobile, Telus Mobility, and Koodo Mobile. The 11-brand model includes those brands as well as the prepaid brands: Chatr, Lucky Mobile, and Public Mobile. Both models are calibrated using market elasticities of [redacted] See Appendices 8.3 and 8.4 for additional information on the data inputs, the calibration procedure, and the simulation procedure.

213. As shown in the exhibit, [redacted]

266 [redacted]

[redacted]

214. [redacted]

215. [redacted][9]

216. As I show in the exhibit below, [redacted][270]

267 [redacted]

Exhibit 23
Annual Welfare Results in Millions of Dollars Predicted by the Model with a [redacted] Divestiture

[redacted]

Source: [redacted] Rogers Communications Inc., 2020 Annual Report; Shaw Communications Inc., 2020 Annual Report.

Note: All dollar values in millions of dollars annually. This analysis uses data ranging from January 2021 through April 2021. The 8-brand model includes Rogers Wireless, Fido, Chatr, Freedom Mobile, Shaw Mobile, Bell Mobility, Virgin Mobile, Telus Mobility, and Koodo Mobile. The 11-brand model includes those brands as well as the prepaid brands: Chatr, Lucky Mobile, and Public Mobile. Both models are calibrated using market elasticities o[redacted] See Appendices 8.3, 8.4, and 8.6 for additional information on the data inputs, the calibration procedure, the simulation procedure, and the deadweight loss calculation.

217. Deadweight loss in the model is calculated assuming the merger is a permanent shock. To get the portion of loss that might occur during the pendency of a Tribunal decision, I consider that consumers might only experience the effect of the merger when they shop for new mobile wireless service. The fraction of customers likely to shop for a new plan over the next two years is a reasonable approximation of the effect that will occur before a Tribunal decision. As these first two years may not be completely like the steady state scenario I used for long-term effects,[271] I compute a lower bound on the fraction of customers that will likely shop over the next two years. Such fraction is likely to represent almost all consumers with a term to their contract, as two years is a typical contract length.[272] Among consumers without a term to their contract, it is possible that some are on the brink of shopping for a new plan while others may be non-shoppers—people who rolled off a plan's term and will

[271] See Appendix 8.5.3.

[272] According to data by the CRTC, subscribers with a one- to two-year contract account for 88 percent of all subscribers with a term to their contract in 2020. See Workpaper 7.1.a.

just continue on extensions of that plan as long as the carrier lets them. Even if one assumes that all of the off-term consumers are non-shoppers, the fraction of consumers whose term will likely end during the next two years is [redacted][273] So, a lower bound of the effect integration would have on consumers before a Tribunal decision is predicted by the model to be [redacted] in harm across two years [redacted] even when the effect of the proposed divestiture is taken into account.[274] This means that about [redacted] of the harm, at least, that would occur across these same two years [redacted] in a merger with no divestiture remains unaddressed.[275]

218. The above calculation assumes that the integrated firm would only impose price increases on customers as their contracts expire or as they occasionally go to market looking for new and better plans that they no longer find. That is not the only mechanism Canadian mobile wireless carriers have available to raise prices, however. [redacted]

2[redacted]h the percentage of consumers on a one- to two-year contract that the CRTC reported for 2020: 40.1 percent. The CRTC figure is calculated nationwide and across all brands and [redacted] See Canadian Radio-television and Telecommunications Commission, "data-retail-mobile-sector-2020.xlsx," tab "MB-S8.

274 I calculate this amount of deadweight loss as ([redacted], instead, I use the deadweight loss estimate from the 11-brand [redacted] version of the model and apply the percentages described in the prior footnote I calculate [redacted] in harm across two years.

275 Using the same formulas described above, for the 8-brand [redacted] model I have [redacted] For the 11-brand [redacted] model I have [redacted] So, with the 11-brand [redacted] model, the unaddressed harm is about [redacted] at least, of the harm with no divestiture.

[redacted][276] Thus, I expect that New Rogers could find ways to impose price increases even on the portion of their customer base that would not shop for new service within a two-year span.

219. [redacted] Consequently, there would be an unquantifiable portion of the harms that the model assumes the divestiture addresses which would, in practice, not be addressed.

220. For example, [redacted]

221. [redacted]

[276] ROG00436005; ROG00436610; [redacted] see ROG00404562 at pp. 12–13.

[277] See for example, [redacted]

[278] Shaw clarified that [redacted] See Letter from Davies to Derek Leschinsky, "Shaw Communications Inc. – Response to Request for Information dated April 7, 2022," April 22, 2022, p. 3.

[redacted]

222. [redacted]

223. [redacted]

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279 [redacted]

280 [redacted] Shaw 2021 Annual Report, p. 11.

281 [redacted]

[redacted] ROG00192359, p. 12.

[redacted]

224. [redacted] Indeed, the US Federal Trade Commission conducted a study which found that 30 percent of the divestitures it had approved as a remedy were not "successful" when the assets divested were less than a full business unit.[285] The Competition Bureau also notes that it applies greater scrutiny to divestitures of less than a full business unit because there is "limited or no proven track record that the components of the business will be able to operate both effectively and competitively."[286] A business unit is not so much a matter of corporate structure as of the assets that are used in a line of business, [redacted] The extent to which the divested product is less effective than it had been pre-divestiture is an

[283] ROG00192359, p. 11.

[284] See [redacted]

[285] Federal Trade Commission, "The FTC's Merger Remedies 2006-2012: A Report of the Bureaus of Competition and Economics," January 2017, available at https://www.ftc.gov/system/files/documents/reports/ftcs-merger-remedies-2006-2012-report-bureaus-competition-economics/p143100_ftc_merger_remedies_2006-2012.pdf, pp. 1–2 ("In evaluating the 50 orders in the case study component, Commission staff considered a merger remedy to be successful only if it cleared a high bar—maintaining or restoring competition in the relevant market. Using that standard, all of the divestitures involving an ongoing business succeeded. Divestitures of limited packages of assets in horizontal, non-consummated mergers fared less well, but still achieved a success rate of approximately 70%.")

[286] Competition Bureau Canada, "Information Bulletin on Merger Remedies in Canada," September 22, 2006, available at https://www.competitionbureau.gc.ca/eic/site/cb-bc.nsf/eng/02170.html, ¶ 17.

unquantifiable harm of this proposal to integrate and to divest now. Moreover, should the Tribunal eventually determine that a more substantial divestiture is warranted – that no separation or a lesser separation of these assets would better serve consumers and competition – that resolution would be complicated to implement if the proposed divestiture has already been implemented.

225. My calculation of a minimum harm also assumes that [redacted]

7.2. Allowing Shaw and Rogers to integrate now would limit the options for curtailing competitive effects after a Tribunal decision

226. The proposed integration of Rogers and Shaw prior to an eventual Tribunal decision would lead to the loss or diminishment of assets that are important for Shaw's competitive significance. Thus, if the Tribunal eventually decides that a combination of Shaw and Rogers poses enough competitive concern that the transaction should not have ever happened, the loss or diminishment of these assets is likely to be a social loss that has no obvious remedy. [redacted]

227. [redacted]

[287] See for example, Letter from Marisa Fabiano (SVP, Head of Business Finance, Rogers Communications Inc.) to Andrew C. Harington of The Brattle Group, confirming representations made by Rogers' management with respect to the proposed transaction, November 8, 2021 ("Confirmation Letter"), p. 4.

[redacted]

228. [redacted]

229. Two years of integration with Rogers may also mean that investments in its network or other business expansion plans that Shaw likely would have undertaken as a standalone company are delayed or even prevented from occurring. I understand that, under the terms of the proposed transaction, Shaw has *already* agreed not to participate in recent spectrum auctions nor to take certain business actions without Rogers' consent while the transaction is pending; limitations which arguably affect Shaw's ability to compete in the future.[289] [redacted]

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288 [redacted]

289 Shaw Annual Report 2021, p. 46 ("The entering into of the Arrangement Agreement may also preclude the Company from participating in any auction by ISED for wireless spectrum licenses. If the Transaction is not completed, the inability of the Company to participate in any wireless spectrum auction and to acquire licenses thereunder could have a material adverse effect on the current and future operations, financial condition and prospects of the Company;... [P]rior to the completion of the Transaction or the termination of the Arrangement Agreement, the Company is subject to certain covenants which restrict it from taking certain actions without the prior consent of Rogers and which require it to take certain other actions. In either case, such covenants may

[redacted]

230. [redacted]

231. There are probably other assets in addition to the ones I discussed above that would be lost or diminished in a complex and costly process of attempting to reconstitute something similar to the competitive pressure Shaw presently brings to the relevant markets. [redacted]

delay or prevent the Company from pursuing business opportunities that may arise or preclude actions that would otherwise be advisable if the Company were to remain a standalone entity.")

[290] Arrangement Agreement, 8.2(e); 8.2(h).

[redacted]

232. In sum, an integrated-then-reconstituted Shaw would need to rely on assets the effectiveness of which would have degraded in the pendency of a Tribunal decision and, as a result, is likely to be a shadow of the competitor that is available to consumers today. Utilizing some of the assets that are presently with Rogers does not eliminate this cost to society. Instead, it merely reallocates the cost and leaves consumers with a less effective Rogers as well as (or instead of) a less effective Shaw. Either way, consumers will likely see the effect of these lost or diminished assets as a loss of competition beyond the interim period while the Tribunal is considering the proposed merger.

8. Appendices

8.1. Specification, calibration, and simulation of the model

233. This appendix describes the specification, calibration, and simulation of the Logit-Bertrand model I use to analyze the unilateral competitive effects of the proposed transaction. As discussed in Section 6.2.2, the model specification provides the economic framework which describes how consumers and firms make choices, the model calibration calculates the model parameters from pre-merger data, and the model simulation predicts the prices and shares of each firm post-merger that can also be used to calculate the welfare effects of the merger.

8.1.1. Model specification

234. The economic model has two parts: The Logit demand system, describing the behavior of consumers, and the Nash-Bertrand market equilibrium, describing the behavior of the firms. I refer to this economic model as the Logit-Bertrand model or merger simulation model in what follows.

235. In the Logit demand system, consumer preferences are parametrized as follows:

$$u_{ij} = \alpha p_j + v_j + \varepsilon_{ij},$$

236. where u_{ij} is consumer i's surplus from choosing mobile wireless brand j, α is a parameter describing the consumer i's preference not to pay a higher price (also called a "price coefficient"), p_j is the price of brand j, v_j is the non-price value of brand j, and ε_{ij} is a random utility term assumed to be independently and identically distributed according to an Extreme Value Type 1 distribution.[291] Consumers are assumed to choose between several wireless brands j=*1, ... , J* and an outside option indexed by j=0. Their choices determine

[291] See for example, Kenneth E. Train, *Discrete Choice Methods with Simulation*, 2nd Edition, (Cambridge University Press: Cambridge, 2009) ("Train (2009)"), p. 34.

the shares of the brands, s_1, ..., s_J, and of the outside option s_0. The utility of the outside option is set to:

$$u_{i0} = \varepsilon_{i0}.$$

As discussed in Section 6.2.3, the outside option represents the consumer's option to not use a mobile phone or use a mobile phone less often as part of their choice among wireless services.

237. The Logit demand system implies the following closed-form formulas which determine the relationship between the demand parameters, prices, and market shares:

$$s_j = \frac{\exp(\alpha p_j + v_j)}{1 + \sum_{k=1}^{J} \exp(\alpha p_k + v_k)} \text{ for all brands } j,$$

$$s_0 = \frac{1}{1 + \sum_{k=1}^{J} \exp(\alpha p_k + v_k)} \text{ for the outside share.}$$

238. In the Nash-Bertrand market equilibrium, the firms maximize their overall profits by choosing prices for each of their brands. Given the prices, the quantities of brands purchased are determined by the Logit demand system. Each firm considers other firms' prices as given, and can only affect its profits by varying its own prices.

239. For example, if there are only two firms, each selling one product in the market, 1 and 2, they solve

$$\max_{p_1} \; m \cdot s_1(p_1, p_2) \cdot (p_1 - c_1),$$

$$\max_{p_2} \; m \cdot s_2(p_1, p_2) \cdot (p_2 - c_2),$$

where s are market shares, p are prices, c are marginal costs, $(p - c)$ are markups and m is the market size.[292] The solution to these profit-maximization problems is given by the following system of first-order conditions:

[292] I assume that, within each of its brands, a carrier faces a constant marginal cost to offer wireless services to customers. Their marginal costs are allowed to vary across brands.

$$s_1(p_1, p_2) + \frac{\partial s_1(p_1, p_2)}{\partial p_1}(p_1 - c_1) = 0,$$

$$s_2(p_1, p_2) + \frac{\partial s_2(p_1, p_2)}{\partial p_2}(p_2 - c_2) = 0.$$

240. Prices which satisfy this system of equations constitute a Nash-Bertrand equilibrium, because, given other firms' prices, no firm wants to change its prices.

241. Using this system of equations, markups $(p_j - c_j)$ may be predicted using the shares and the derivatives (i.e., the changes) of shares with respect to prices. Within the Logit framework, both market shares and their derivatives with respect to prices have a closed-form solution in terms of the model parameters and firm prices.

242. The first-order conditions of carriers in the model used here are more complex than the ones presented in the example above because all carriers considered in the model, with the exception of Shaw in Ontario, offer multiple brands in each province. However, markups can be obtained in a similar way. For example, the first-order conditions of a single carrier offering two wireless brands (1 and 2) are given by:

$$s_1(p_1, p_2) + \frac{\partial s_1}{\partial p_1}(p_1 - c_1) + \frac{\partial s_2}{\partial p_1}(p_2 - c_2) = 0 \text{ and}$$

$$s_2(p_1, p_2) + \frac{\partial s_2}{\partial p_2}(p_2 - c_2) + \frac{\partial s_1}{\partial p_2}(p_1 - c_1) = 0.$$

The additional term $\frac{\partial s_2}{\partial p_1}(p_2 - c_2)$ in the first equation reflects an incentive to set a higher price of brand 1 due to the fact that some of the consumers diverted away from brand 1 are re-captured by the same firm as the sales of brand 2. The second equation has a similar term for the price of brand 2.

243. More generally, with many firms and products, firms set prices to equalize:[293]

$$s + (\Omega\Delta) * (p - c) = 0 \qquad (*)$$

where s is a vector of market shares, Ω is the ownership matrix, Δ is a matrix of shares derivatives with respect to prices across brands, p is a vector of prices, and c is a vector of marginal costs. The ownership matrix Ω has as its elements the (0, 1) indicators for whether a given product is owned by a particular firm.

8.1.2. Model calibration

244. The Logit-Bertrand model described above includes two types of terms: parameters and outcomes. Parameters govern the nature of consumer preferences (such as a value specifying that consumers prefer lower prices to higher prices) and firm characteristics (such as marginal costs and brand ownership indicators). Parameters thus represent a sufficient set of numbers from which all other economic outcomes may be calculated using the model. The parameters of the Logit-Bertrand model described above are:

- the non-price values of the brands v_1, ..., v_J,
- the price coefficient α, and
- the brands' marginal costs c_1, ..., c_J

245. Once values for each of these parameters are specified the Logit-Bertrand model can calculate the values of the following outcomes:

- prices, p_1, ..., p_J,
- market shares of the brands, s_1, ..., s_J,
- outside option share s_0,
- markups $(p_1 - c_1)$, ..., $(p_J - c_J)$ (referred to in what follows as "modelled markups").

[293] Note that $(\Omega\Delta)$ represents the element-wise multiplication of Ω and Δ. The matrix $(\Omega\Delta)$ is a transformation of the Δ matrix where the cross-price derivatives of brands associated with separate carriers are set to 0.

246. I next discuss the calibration of the model to the pre-merger data. As I explain in Section 6.2.2, the calibration involves selecting the values of the parameters such that the model can replicate, as a prediction, outcomes observed in real-world data before the merger. The observed outcomes that I use to calibrate the model include:

- prices measured as ARPU,
- market shares conditional on not using the outside option measured as shares of gross adds (referred to in what follows as "conditional market shares"),
- markups for Rogers, Fido, and Freedom Mobile, calculated from the produced data (referred to in what follows as "empirical markups")

247. The calibration procedure fits parameters v_j, α, and the pre-merger value of s_0 to the data in a sequential fashion. Conditional on fixing s_0 and α, it finds v_j by fitting the market shares; conditional on fixing s_0, it finds α by fitting the markups of Rogers, Fido, and Freedom Mobile; and, finally, it finds s_0 by fitting the market elasticity.[294] I next discuss these steps in more detail. In the process, the brands' marginal costs c_j are calibrated, as well, and the modelled pre-merger markups $p_j - c_j$ of all brands are calculated.

248. First, the non-price values v_j are found from fitting the shares predicted by the model to shares of gross adds s_j implied by the data, taking as given prices p_j (calculated as ARPUs) and assumed values of s_0 and α. Parameters v_j may be calculated as:

$$v_j = \ln s_j - \ln s_0 - \alpha p_j,$$

which follows from the closed-form solution for the shares in the Logit model presented in Subsection 8.1.1 above.

[294] In programming terms, the code for this calibration has an outer loop which iterates over values of s_0 in order to fit the modeled market elasticity to the empirical one. The calculation of modeled market elasticity requires knowing α, in addition to s_0, so there is an inner loop which, for any s_0, iterates over different values of α to find the one which fits the markups. The values of v_j are calculated in each iteration of the outer loop, after parameter α is calculated: for any value of s_0 which passes through the outer loop and the corresponding optimal value of α, v_j's are given by the equations presented in the text.

249. I do not directly observe shares s_j because the shares I can measure empirically based on gross adds are conditional on choosing one of the brands. Therefore, I express s_j as follows:

$$s_j = (1 - s_0)s_{j|\text{in}},$$

where $s_{j|\text{in}}$ denotes the conditional markets shares based on gross adds presented in Section 6.2.4.

250. Parameter α is found by fitting the modelled markups to the empirical markups. Because I fit multiple markups (those of Rogers Wireless, Fido, and Freedom Mobile), these markups are not fit exactly, but rather the quadratic sum of the differences between predicted and actual markups is minimized:

$$\alpha = \underset{\alpha}{\text{argmin}} \sum_{\substack{j \in \{\text{Rogers Wireless,} \\ \text{Fido,} \\ \text{Freedom Mobile}\}}} (\text{modelled markup}_j(\alpha) - \text{empirical markup}_j)^2$$

251. The modelled markups are derived from the carriers' first order conditions presented in a matrix form in equation (*) above. Plugging in the expressions for the market shares and derivatives and solving the system of equations, one can find the expressions for markups. For example, in the 8-product model, the markups of Rogers Wireless depend on the share of Rogers Wireless (indexed below by R) and Fido (indexed below by F) brands, as well as the price coefficient α:

$$p_\text{R} - c_\text{R} = -\frac{1}{\alpha(1 - s_\text{R} - s_\text{F})} = p_\text{F} - c_\text{F}$$

252. As may be seen from this expression, the Logit demand system implies that markups are the same for the brands of the same carrier. To understand why this occurs, suppose that a carrier has a higher markup on one brand, and a lower markup on another. In that case, it has an incentive to raise price on the lower-markups brand in order to shift consumers to the (more profitable) higher-markup brand. With Logit demand and profit maximization, this leads to markups that are the same across all brands owned by the same carrier. This "common markups" property extends to economic models that use a number of

other demand systems, though not across all economic models.[295] I have not seen the need to impose the complications of such other demand systems to fit empirical differences in markups.

253. Each markup in the system could theoretically be used to inform calibration. However, as I discuss in Section 6.2.4, I only use markups of particular Rogers and Shaw brands in the calibration because the cost data available to me are more reliable for these products. These data are sufficient to calibrate the system and avoid problems of reconciling parameter implications between more and less reliable data.

254. Given the value of the price coefficient α, I calculate the modelled markups of all brands from the same system of first-order conditions (*). I calculate marginal costs of the brands, c_j, as empirical prices minus modelled markups.

255. The share of the outside option s_0 is calculated by equating the empirical market elasticity to that predicted by the model. The market elasticity is another outcome term that can be calculated from the model and represents the percentage change in the inside brands' share following a percentage increase in all prices of the brands considered in the model. In the Logit model, the market elasticity is derived as:[296]

$$Mkt\ elas = \sum_{j=1}^{J} \frac{\partial \ln(1-s_0)}{\partial \ln p_j} = -\frac{1}{1-s_0}\sum_{j=1}^{J}\frac{\partial s_0}{\partial p_j}p_j = \frac{\alpha}{1-s_0}\sum_{j=1}^{J} s_0 s_j p_j$$

$$= \alpha s_0 \frac{\sum_{j=1}^{J} s_j p_j}{1-s_0}.$$

Therefore, the predicted value of the market elasticity may be calculated from α, s_0, and the shares and prices data. I explain in Appendix 8.2 how I obtain the empirical values of the market elasticity that I use to fit the model-predicted market elasticity.

[295] See Volker Nocke and Nicholas Schutz, "Multiproduct-Firm Oligopoly: An Aggregative Games Approach," *Econometrica*, 86(2), 2018, pp. 523–557, at p. 523. See also Peter Caradonna, Nathan Miller, and Gloria Sheu, "Mergers, Entry, and Consumer Welfare" *Georgetown McDonough School of Business Research Paper No. 3537135*, 2021, (July 30, 2021) p. 8.

[296] The market elasticity defined in this equation is negative. I refer to the absolute value of the market elasticity throughout the text of this affidavit.

256. I report in Appendix 8.3 all the inputs which go into calibration, the calibrated values of the model parameters, and the modelled values of the pre-merger outside share and markups.

8.1.3. Merger simulation

257. The merger simulation keeps the following calibrated parameters of the model fixed: the consumer valuations of brands v_j, the price coefficient α, and the brands' marginal costs c_j. Based on these parameters the model then predicts how prices, shares, and welfare metrics change after the merger.

258. Specifically, before the merger, Rogers and Shaw solve the profit optimization problems which contain only their own brands. Post-merger in the analysis presented in Section 6.2, the merged firm owns all brands of Rogers and Shaw and, therefore, solves a different profit maximization problem. In the model, this is achieved by editing the matrix of brands' ownership Ω post-merger, leaving the calibrated parameters unchanged, and running the model to generate new predicted outcomes.

259. The system of firms' first-order conditions, updated with the new ownership matrix, is solved for the new equilibrium prices. The post-merger shares are calculated using these post-merger prices and the model parameters v_j and α based on the formulas discussed in Subsection 8.1.1. I also calculate the weighted average price increases in percentage terms by 1) calculating weighted average prices post- and pre-merger, using brands' shares as weights; 2) taking the difference between the price post-merger and the price pre-merger and dividing by the price pre-merger. I calculate these weighted average price increases for all brands and for just Bell and Telus brands. I explain in Appendix 8.5 how I calculate welfare metrics before and after the merger.

8.2. Market elasticity

8.2.1. Obtaining estimates of the market elasticity in the market for wireless services

260. The market elasticity quantifies the extent to which wireless consumers decrease their consumption in response to an increase in the average price of wireless services.

261. In order to obtain a value or range of values for the market elasticity in Canada, I start by reviewing publically available data collected by the CRTC on consumers' average wireless data consumption over time and their average price paid per gigabyte of data over time. I find that between 2018 and 2019—the most recent years for which data from the CRTC is consistently available—consumption of mobile wireless data among subscribers with a data plan rose by 18.8 percent, while the revenue per a gigabyte of data fell by 20.0 percent.[297] Assuming that this change in usage is solely a result of observed change in price, the implied market elasticity is equal 0.94 (absolute value).[298]

262. The CRTC data only provide a rough measure of the market elasticity because multiple factors may drive the observed increase in data usage rather than just the observed decrease in the price of a gigabyte. For example, aggregate data usage may have grown over the period just as a result of changing consumption habits or as a result of increasing smartphone penetration.[299] In addition, the CRTC estimates are reported for the whole of Canada, rather than for the three provinces of interest. Even with these limitations, I interpret these CRTC estimates as showing that, in the aggregate, usage responds to changes in the price of data.

263. To obtain a more accurate estimate, I therefore examine Canadian wireless subscribers' response to a recent market event which altered the menu of prices they face. In June 2019, each of the Big 3 carriers introduced unlimited plans for the first time (i.e., plans that throttle data once the subscriber exceeds their data allocation, rather than charging data overage fees).[300] This event is an

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[297] CRTC, "data-retail-mobile-sector-2020.xlsx", tabs "MB-F15", "MB-S3"; Workpaper 8.2.

[298] I report all price elasticities in absolute value.

[299] Smartphone penetration in Canada has been rising in recent years, and increased from 81 percent to 85 percent between 2018 and 2019. See CRTC, "data-retail-mobile-sector-2020.xlsx", tab "MB-F18".

[300] [redacted] SJRB-CCB00359348; [redacted] SJRB-CCB00473316; see also for same: SJRB-CCB00120181; [redacted] SJRB-CCB00120495.

appropriate context in which to quantify the market elasticity because the introduction of unlimited plans represents an immediate and near-simultaneous decrease in the price per gigabyte across each of the Big 3 carriers' data plans.

264. In order to measure consumers' response to this event in Alberta, British Columbia, and Ontario, I analyze Bell data on its subscribers' plan choices and data consumption around the time of the introduction of its unlimited plans.[301] I measure the change in price per gigabyte and change in consumption experienced by subscribers in each province who migrate to a new plan in the first three months after the introduction of unlimited plans by comparing their consumption during two time periods: five months before the introduction of unlimited plans (January to May 2019) and three months after the introduction of unlimited plans (September to December 2019).[302]

265. As discussed in Section 4.1, wireless service plans generally include voice, text, and data. Plans currently offered to Canadian consumer typically include unlimited domestic voice and text as well as a data allocation of varying size. The total plan charges represent the total price for these various services. In order to determine the average price of data under these plans, therefore, I distinguish between two parts of the price of a wireless plan: a fixed component relating to services other than data usage, and a component that increases in the size of the subscribers' data allocation.

266. I determine the average price of the data allocation faced by Bell subscribers in each province who upgrade after the introduction of Bell's "Unlimited" plans by regressing their total wireless service charges, including base plans, data add-ons, overage charges, etc., on their data allocation during the pre-period and post-period. I include interaction terms for the post-unlimited period and to distinguish subscribers who switch to the unlimited plans from subscribers who switch to other plans in the post-unlimited period.

267. Wireless data consumption may trend upward over time or experience seasonal fluctuations. In order to assess how the consumption of subscribers

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301 [redacted] Due to the similarity of Rogers' and Bell's unlimited plan offers, I expect that the effect of the introduction of unlimited plans would be similar for Rogers.

302 I limit the analysis to data from 2019 to avoid any potential confounding effects stemming from the COVID-19 pandemic starting in 2020.

that migrated plans after the introduction of unlimited in each province might have changed had they not upgraded, I compare their consumption and price paid with the data usage growth and growth in price paid by subscribers in the same province who remain on the same Bell plan before and after the introduction of unlimited plans.[303] In order to determine the average price of data faced by Bell subscribers in each province who do not change their plans during the period, I similarly regress their total price paid for wireless service on their data allocation, including an interaction term for the post-unlimited period.

[303] In order to exclude subscribers who change plans very infrequently (such as subscribers with particularly low demand for mobile data), I restrict this comparison group to subscribers who joined Bell or changed their plan in 2018. I also restrict the analysis to the set of subscribers who remain in the same province during 2019, the analysis period.

Exhibit 24
Elasticity of Data Consumption Calculated from 2019 Bell Unlimited Plan Event

[redacted]

Note: The "Adjusted Percent Change" column reports the value of data usage or price per gigabyte for the corresponding subscriber group deflated by the growth of that metric in the "No Plan Migration" subscriber group. The overall percent change in data usage and price per gigabyte used to calculate the elasticity for each province are calculated by taking the weighted average of the adjusted change in data usage and price per gigabyte for "Unlimited Migrations" and "Other Migrations" for that province. The average is weighted by the percent of plan migrations and new additions joining an unlimited plan in the province during the period of June – August 2019.

268. The average price per gigabyte of data allocation computed for each group of subscribers in each province is reported in Exhibit 24. [redacted] By construction, subscribers who change plans during the period, whether to unlimited or another plan, have the same marginal price of data in the pre-period within each province. [redacted]

[redacted] As discussed above, I use the growth of data usage and price paid by these subscribers to determine how the usage of subscribers in the same province who migrated to a new plan would have changed had they not migrated to another plan. Exhibit 24 reports the adjusted growth in usage and price per gigabyte for subscribers who migrate to unlimited and non-unlimited plans respectively by province.

269. To obtain a measure of the average elasticity among subscribers who change plan, I then take, for each province, a weighted average of the adjusted change in data consumption and adjusted change in the average price of data. Weights are based on the relative share of unlimited subscribers and non-unlimited subscribers among subscribers who change plan or join Bell during the event period within each province.[304] I find an elasticity of data consumption to the average price of data of [redacted] in Alberta, [redacted] in British Columbia, and [redacted] in Ontario (reported in absolute value).

270. In order to place in perspective the number I obtain through this analysis of an event of the wireless market in these three provinces, I now consider my estimate of the market elasticity above in relation to estimates available in the economic literature on wireless services. Studies in the literature use samples from a range of different countries and different time periods (often before the widespread use of smartphones). Many articles in the literature focus specifically on the extensive margin: the consumers' choice of whether or not to continue purchasing a wireless plan in response to an increase in price. For these reasons, the number I obtain from recent data will not be directly comparable to the estimates available in the literature. Nevertheless, it is still informative to consider how the estimated elasticities of [redacted] that I obtained above relate to estimates from the literature and to consider alternative values that I can use as a sensitivity for my analysis.

271. Many of the academic studies studying demand in the wireless market are based on relatively old data from a time when wireless technology was much different (i.e., before the widespread use of smartphones or the advent of LTE

[304] Results are similar if I instead use the share of unlimited subscribers only among existing subscribers who change plan during the event period.

wireless networks).[305] Additionally, many articles examine the wireless market in developing countries that likely have different per capita incomes, wireless infrastructure, and mobile penetration rates than Canada. In order to narrow down the literature to studies that are more comparable with Canada's wireless market today, I do not discuss studies whose entire data sample is more than twenty years old, or that primarily study a country that is not part of the OECD, because those articles are less likely to be comparable to contemporary Canada.[306]

272. Several of the articles I consider have market elasticity estimate that considers both the extensive and intensive margin. For example, an article might measure the response of total minutes of calls to a change in price. In this case the reduction in call volume would encapsulate both the extensive margin (giving up the wireless plan altogether) and the intensive margin (making fewer calls). Among these studies: Lee and Lee (2006) estimate a wireless market elasticity in Korea of 0.48 to 0.64;[307] Dewenter and Haucap (2008) find a market elasticity for consumers of 0.37 in Austria;[308] Grzybowski and Pereira (2008) use a panel data set in Portugal to estimate the intensive margin of call and message price elasticity, finding that messages have a market price elasticity of 0.28 and calls have a market price elasticity of 0.38;[309] Huang (2008) estimates the market elasticity in Taiwan to be 1.13 (extensive margin only) or 1.35 (total call volume);[310] Karacuka, Haucap, and Heimeshoff (2011) estimate the market elasticity in Turkey to be about 0.45;[311] finally, Agiakloglou

[305] As points of reference in the evolution of wireless services over time, LTE wireless network technology first appeared in Canada in 2011. Canadian Radio-television and Telecommunications Commission, "Communications Monitoring Report," January 21, 2020, p. 155.

[306] Nevertheless, most, but not all, of these additional papers I do not include in this section also estimate market elasticities that are similar to the papers I do consider. For more details, see the literature reviews in Hausman and Ros (2013) and Karacuka, Haucap, and Heimeshoff (2011).

[307] Duk Hee Lee, and Dong Hee Lee, "Estimating Consumer Surplus in the Mobile Telecommunications Market: The Case of Korea," *Telecommunications Policy* 30, 2006, pp. 605–621.

[308] Ralf Dewenter and Justus Haucap, "Demand Elasticities for Mobile Telecommunications in Austria," Jahrbücher für Nationalökonomie und Statistik 228(1), 2008, pp. 49–63.

[309] Lukasz Grzybowski and Pedro Pereira, "The Complementarity Between Calls and Messages in Mobile Telephony," *Information Economics and Policy* 20, 2008, pp. 279–287.

[310] Ching-I Huang, "Estimating Demand for Cellular Phone Service Under Nonlinear Pricing," *Quantitative Marketing and Economics* 6, 2007, pp. 371–413. Although Taiwan is not an OECD country, I chose to include this paper since the economy of Taiwan is similar to other countries I consider.

[311] Mehmet Karacuka, Justus Haucap, and Ulrich Heimeshoff, "Competition in Turkish Mobile Telecommunications Markets: Price Elasticities and Network Substitution," *Telecommunications Policy* 35, 2011, pp. 202–210.

and Polemis (2018), using a broad index of 19 European Union countries, estimate a market elasticity of 0.82.[312]

273. As mentioned above, some articles only consider an extensive margin, where consumers who switch in response to an average price change among the inside good firms do so by not using a wireless plan offered by any of the inside good firms at all. Among these studies: Grzybowski and Pereira (2007) estimate an elasticity of 0.32 to 0.45 in Portugal over a longer duration than measured in their 2008 article;[313] and Hausman and Ros (2013) estimate the elasticity in Mexico to be between 0.48 and 0.59.[314] The most recent article that estimates a wireless market elasticity is Bourreau, Sun, and Verboven (2021), also corresponding to the extensive margin.[315] This article uses data from France during 2011-2014 and estimates an extensive margin market elasticity of about 0.1. Additionally, this elasticity is lower than the rest of the literature has found. For these reasons, I consider their 0.1 estimate to be a lower bound on the market elasticity.

274. Many of the studies discussed above present more than one estimate of the market elasticity resulting from alternative model specifications or because the article offers a measure of an extensive margin elasticity and a total (extensive and intensive) margin elasticity. In Exhibit 25 below, I show a table of both the lower and higher of the market elasticities from each of the articles described above. For articles that report only one estimate of the market elasticity, I consider that estimate to be both the low and the high estimate. I take an average of all of the lower estimates and an average of all of the higher estimates to derive a range of market elasticities from the literature. This range of 0.47 to 0.55 provides more evidence that the market elasticities [redacted] in Alberta, [redacted] in British Columbia, and [redacted] in Ontario that I calculate above are a reasonable input for the merger simulation model.

[312] Christos Agiakloglou and Michael Polemis, "Evaluating the Liberalization Process on Telecommunications Services for EU Countries," *Economics and Business Letters* 7(3), 2018, pp. 98–107.

[313] Lukasz Grzybowski and Pedro Pereira, "Merger Simulation in Mobile Telephony in Portugal," *Review of Industrial Organization* 31, 2007, pp. 205–220.

[314] Jerry A. Hausman and Agustin J. Ros, "An Econometric Assessment of Telecommunications Prices and Consumer Surplus in Mexico Using Panel Data," *Journal of Regulatory Economics* 43(3), 2013, pp. 284–304.

[315] Marc Bourreau, Yutec Sun, and Frank Verboven, "Market Entry, Fighting Brands, and Tacit Collusion: Evidence from the French Mobile Telecommunications Market," *American Economic Review* 111(11), 2021, pp. 3459–3499.

Exhibit 25
Market Elasticity Estimates from the Literature

Article	Low	High
Lee and Lee (2006)	0.48	0.64
Dewenter and Haucap (2008)	0.37	0.37
Grzybowski and Pereira (2008)	0.28	0.38
Huang (2008)	1.13	1.35
Karacuka, Haucap, and Heimeshoff (2011)	0.45	0.45
Agiakloglou and Polemis (2018)	0.82	0.82
Grzybowski and Pereira (2007)	0.32	0.45
Hausman and Ros (2013)	0.48	0.59
Bourreau, Sun, and Verboven (2021)	0.10	0.11
Average	0.49	0.57

Note: Elasticities are reported in absolute value. Some academic articles whose market elasticity estimates are reported above contain multiple values coming from alternated specifications, while other articles report only one. For articles that report only one estimate of the market elasticity, the table reports that estimate as both the low and the high estimate. Some articles also report a 'short-run' market elasticity. These results are not reported above.

8.2.2. Price increases and deadweight loss from the merger in a sensitivity using a lower bound on the market elasticity.

275. As discussed in Section 6.2.7, I also consider a sensitivity in which I calibrate the merger simulation model using an alternative elasticity value of 0.1, taken from the Bourreau, Sun, and Verboven (2021) article discussed above. I choose an alternative market elasticity value taken from this article because: (1) the authors find a value on the low end of the literature, reflecting only the extent to which consumers start buying fewer subscriptions in response to a change in the overall price of wireless services, as opposed to an additional effect of lower data consumption I consider; (2) the study is recent and has been published in a prestigious economics journal. The values in this article represent a reasonable lower bound on consumers' response.

276. I present the price and welfare effects of the model calibrated to a lower-bound value of the market elasticity in Exhibit 26 and Exhibit 27 below.

Exhibit 26
Percent Price Increases for the Parties' Brands Predicted by the Model Calibrated to a Market Elasticity of 0.1

[redacted]

Source: [redacted] Rogers Communications Inc., 2020 Annual Report; Shaw Communications Inc., 2020 Annual Report.

Note: This analysis uses data ranging from January 2021 through April 2021. The 8-brand model includes Rogers Wireless, Fido, Chatr, Freedom Mobile, Shaw Mobile, Bell Mobility, Virgin Mobile, Telus Mobility, and Koodo Mobile. The 11-brand model includes those brands as well as the prepaid brands: Chatr, Lucky Mobile, and Public Mobile. Both models are calibrated using a market elasticity of 0.1. See Appendices 8.1 and 8.3 for the calibration and simulation procedures, and additional information on the data inputs.

Exhibit 27
Annual Welfare Results in Millions of Dollars Predicted by the Model Calibrated to a Market Elasticity of 0.1

[redacted]

Source: [redacted] Rogers Communications Inc., 2020 Annual Report; Shaw Communications Inc., 2020 Annual Report.

Note: This analysis uses data ranging from January 2021 through April 2021. The 8-brand model includes Rogers Wireless, Fido, Chatr, Freedom Mobile, Shaw Mobile, Bell Mobility, Virgin Mobile, Telus Mobility, and Koodo Mobile. The 11-brand model includes those brands as well as the prepaid brands: Chatr, Lucky Mobile, and Public Mobile. Both models are calibrated using a market elasticity of 0.1. See Appendices 8.1, 8.3, and 8.5 for the calibration and simulation procedures, additional information on the data inputs, and the deadweight loss calculation.

277. The higher price effects and lower deadweight losses predicted by this implementation of the model, compared with the version of the model presented in Exhibit 20 and Exhibit 21, are a consequence of using a lower market elasticity. With a lower market elasticity, consumers are less likely to reduce their consumption of mobile wireless services in response to a price increase. From the carriers' perspective, consumers' smaller reduction in consumption means that they can profitably impose a larger price increase. As a result, in each province, the loss in consumer surplus predicted by a model calibrated to an elasticity of 0.1 is larger than the one predicted by a model calibrated to the province-level elasticity estimates used in Section 6.2.

278. Carriers recapture a larger amount of the losses in consumer surplus as transfers, which are larger than those reported in Section 6.2.6. These larger transfers to firms offset the larger losses of consumer surplus, resulting in lower deadweight loss than in the version of the model reported in Section 6.2.6.

279. The model calibrated to an elasticity of 0.1 still predicts that the proposed transaction will result in competitive harm. The deadweight loss across all provinces is no less than [redacted] per year and the associated decrease in consumer surplus is no less than [redacted] per year, with an associated transfer from consumers to producers of no less than [redacted] per year.

8.3. Calibration inputs

280. In this appendix I discuss how I obtain from data produced by the Rogers and Shaw, as well as Bell and Telus, three of the inputs required to calibrate the Logit-Bertrand model: gross adds for the brands' market shares, ARPU used as brand prices, and markups. In this appendix, I also describe how I obtain subscriber counts, which I use to calculate the size of the market—an input to the calculation of the deadweight loss and other welfare metrics.[316] One additional calibration input, the market elasticity, is discussed in a dedicated appendix.[317]

8.3.1. Gross adds

281. For each of the relevant provinces, a brand's share of gross adds is calculated as that brand's gross adds in that province divided by the total gross adds in that province for all brands considered in the model.

282. For each province I consider the total gross adds of consumer mobile phone service that a brand obtained over the period January 2021 – April 2021. I chose this time period for two reasons. First, April 2021 is the last month for which information on gross adds is available in the data Rogers produced in response to a Supplementary Information Request ("SIR"). Second, considering

[316] See Appendix 8.5.
[317] See Appendix 8.2.

gross adds obtained in or after January 2021 allows me to exclude the first few months after Shaw Mobile's launch in July 2020, to better reflect Shaw's ongoing competitive significance [redacted] [318] I exclude the non-phone and business customer gross adds to allow for the possibility that adding a line to a business service or adding a device to an existing consumer account may not reflect the same competitive situation as a new phone subscription for a consumer.[319] [redacted] [320]

283. In what follows I describe how I construct total gross adds counts in this time period from the information that Rogers, Shaw, Bell, and Telus provided to the Competition Bureau in response to SIRs and orders pursuant to section 11 of the Competition Act ("Section 11 Orders") in connection with the Bureau's review of the proposed transaction.

(1) Gross adds for Rogers brands

284. [redacted]

[redacted]

[318] See Section 6.2.4.

[319] See Section 5.3.

[320] [redacted]

[321] [redacted]

[redacted]

285. [redacted]

[redacted]

323 To construct the percentages, I divide each provincial subscriber counts by national subscribers at the brand-prepaid segment level.

324 [redacted]

325 [redacted]

[redacted]

(2) Gross adds for Shaw brands

286. [redacted]

287. [redacted]

[327] See [redacted]

[328] [redacted] See Workpaper 8.3.1.b. See also, Shaw Communications Inc., Shaw Announces Second Quarter and Year-to-Date Fiscal 2021 Results, p. 17.

[329] [redacted]

(3) Gross adds for Bell brands

288. [redacted]

289. [redacted]

290. [redacted]

291. [redacted]

292. [redacted]

330 [redacted]

(4) Gross adds for Telus brands

293. [redacted]

294. [redacted]

295. [redacted]

296. [redacted]

8.3.2. Subscribers

297. I use the data on subscriber counts as an input to calculate the changes in welfare predicted by the model.[338] As with gross adds I only consider subscriber

[334] See [redacted]
[335] See [redacted]
[336] See [redacted]
[337] See [redacted]
[338] See Appendix 8.6.

counts for consumer phone customers over the period January 2021 – April 2021. I calculate the average monthly subscriber counts by province and brand over this four-month period. In what follows, I describe how I construct these subscriber counts from the information that Rogers, Shaw, Bell, and Telus produced to the Competition Bureau.

(1) Subscribers for Rogers brands

298. [redacted]

299. [redacted]

300. [redacted]

(2) Subscribers for Shaw brands

301. [redacted]

[339] See [redacted]

[340] See Section 8.2.1.

[redacted]

(3) Subscribers for Bell brands

302. [redacted]

(4) Subscribers for Telus brands

303. [redacted]

8.3.3. ARPU

304. I use the average monthly ARPU in January 2021 – April 2021 as the pre-merger prices in the merger simulation.

305. [redacted]

[redacted]

[redacted]

306. [redacted] I use the ARPU for the Rogers' brands in place of Telus and Bell prices. In particular, in each province, I use Rogers Wireless ARPU to approximate Bell Wireless and Telus Wireless ARPU, Fido ARPU to approximate Virgin Mobile and Koodo Mobile ARPU, and Chatr ARPU to approximate Lucky Mobile and Public Mobile ARPU.[344]

307. To the extent that additional discovery will allow further investigation into the differences between the ARPU data available from Rogers and Shaw and the ARPU data available from Bell and Telus, I may adjust my estimates accordingly in the future.

(1) ARPU for Rogers brands

308. [redacted]

309. [redacted]

[343] "Mobile phone average billing per user (ABPU) or subscriber approximates the average amount billed to customers on a monthly basis, including monthly billings related to device financing receivables owing from customers on contract, which is used to track our recurring billing streams." See BCE Inc., 2021 First Quarter Shareholder Report, p. 32.

[344] I report prices used as data inputs for all brands and provinces in Exhibits 30 and 31 in Appendix 8.6.

[redacted]

(2) ARPU for Shaw brands

310. [redacted]

8.3.4. Markups

311. To calibrate the logit model, I use the monthly dollar markups per customer. I refer to the dollar difference between price and marginal cost as markup. I refer to the ratio of the markup and price as margin. The monthly dollar markup is calculated as

$$Markup = p - c = \frac{p - c}{p} p = Margin * p$$

As discussed above, I use ARPU as prices in the merger simulation:

$$Markup = Margin * ARPU$$

I next discuss how I calculate the margins.

312. In order to calculate the margins, I first need to calculate the marginal costs. I approximate the marginal costs starting with the subset of costs identified as variable costs of wireless services in Shaw's and Rogers' produced data. In an abundance of caution, I added costs that, even though not included on the list of variable costs produced by the parties, appear likely to increase with providing wireless services to a larger number of customers.[345] To the extent that additional discovery will allow further investigation into categories

[345] As explained below I did not include costs related to the sales of handsets.

of costs seen in the parties' produced data, I may adjust my estimates accordingly in the future.

313. Generally speaking, these costs may be of two types: costs which the firm pays every month on an existing customer ("carrying costs per user," or CCPU), and costs which are only paid upon customer acquisition ("costs of acquisition," or COA). Such per-user costs are not directly observable in the data, which report total costs. Therefore, to obtain per-user costs, I divide the carrying costs by the number of subscribers, and the costs of acquisition by the number of gross adds.[346] I calculate the per-user cost for each category I consider within a month and province, then sum up across cost categories within a month and province, and then average across four months (January 2021 – April 2021) in each province.[347]

314. Because I need to combine COA and CCPU, which are incurred at different points in time, into a single value, I calculate the present value of marginal costs as follows:

$$PV\ MC = PV\ CCPU - COA,$$

where $PV\ CCPU$ refers to the present value of the stream of future carrying costs per user.

315. Similarly, I calculate the present value of the stream of future ARPU, so that the prices and the marginal costs are consistent with each other. The resulting calculation of the margin is as follows:[348]

$$Margin = \frac{PV\ ARPU - PV\ CCPU - COA}{PV\ ARPU}$$

316. To calculate the present value of ARPU and CCPU, I take the average monthly values and sum up across all future months. I illustrate this present

346 [redacted]

[redacted]

[redacted]

value calculation using ARPU; the calculation for CCPU is similar. To calculate the present value of the stream of future ARPUs I discount each future month with the factor β^t where t is the number of months from the present:

$$PV\ ARPU = ARPU + \beta ARPU + \beta^2 ARPU + \cdots = \frac{ARPU}{1-\beta}$$

I calculate the discount factor β as

$$\beta = \frac{1 - churn}{1 + discount\ rate}$$

317. Churn represents the share of users who deactivate service in any given month, and the discount rate discounts the value of future dollars relative to the present. I use the monthly average churn at the brand-province level from each company's produced data and the wireless-specific discount rate from each company's 2020 annual report.[349]

(1) Shaw's variable costs

318. [redacted]

349 [redacted] The wireless-specific discount rate is 7.0 percent for Shaw and 8.4 percent for Rogers. I convert these annual discount rates to a monthly basis by taking the 12th root of 1 + the annual discount rate and subtracting 1 as follows: monthly rate = $\sqrt[12]{1 + \text{annual rate}} - 1$. See Shaw 2020 Annual Report, p. 105; Rogers 2020 Annual Report, p. 118.

350 [redacted]

[redacted]

319. [redacted]

320. [redacted]

321. [redacted]

[351] For example, Shaw's 2020 Annual Report describes ARPU as the "*service* revenue divided by the average number of subscribers on the network during the period [emphasis added]." See Shaw 2020 Annual Report, p. 46.

[352] [redacted]

[redacted]

(2) Rogers' variable costs

322. [redacted]

323. [redacted]

324. [redacted]

[redacted]

[redacted]

8.4. Comparison of model predicted diversions to porting data

325. Diversion ratios can be used to quantify how much consumers substitute between different brands. The diversion ratio between brand i and brand j is equal to the share of consumers who switch to brand j from brand i, out of all consumers which leave brand i, in response to i raising its price. Diversion ratios are important to predict the competitive effects of a merger: the higher the diversion ratio between the merging brands, the more consumers the merged firm would be able to recapture as it raises its prices. This implies that a model that better fits substitution patterns (as measured by diversions) will provide more accurate predictions on the competitive effects of the merger. In the logit model, the diversion ratios are given by the conditional shares of the brands considered. In other words, consumers switch to the brands in the same proportion as given by these brands' shares:

$$D_{ij} = s_{j|\text{in}} / \sum_k s_{k \neq i|\text{in}}.$$

326. Therefore, I can calculate the diversions predicted by the model—either calibrated to market shares or calibrated to subscriber percentages—using only the shares of gross adds and subscribers. Porting data from Comlink may be

361 [redacted]

used to approximate "empirical" diversion ratios. Porting data track the number of customers who switch between brands of different carriers (for any reason). Thus, while they not provide perfect experiments in which one brand changes its price, and the other market conditions are held constant, porting data still include useful information on substitution patterns between brands.

327. I calculate the "empirical" diversion ratio between brand i and brand j by counting the consumers who port from brand i to brand j, and then dividing by consumers who port out from brand i to any of the competitor's brands. With rare exceptions, Comlink does not track migrations (i.e., switches between brands of the same carrier), so I do not use diversions between brands of the same carrier in this exercise. Comlink does not report Freedom Mobile separately from Shaw Mobile. I split the port-ins to Shaw brands from each brand using the ratio of ports to Freedom Mobile and Shaw Mobile from that brand in the porting data that Shaw produced. I do not have information that would allow me to apportion port-outs from Shaw brands between Freedom Mobile and Shaw Mobile. Therefore, I calculate the diversion ratios from Shaw overall and assume the diversion ratios from Freedom Mobile and Shaw Mobile are the same.

328. Having calculated "empirical" diversions from porting data and diversion predicted by the model—either calibrated to market shares or to subscriber percentages, I evaluate how much they differ from each other on average. I do so by computing a statistic called mean square error ("MSE"). Porting data may not reflect flows between prepaid brands as well as for other brands, as I understand that consumers who switch between prepaid brands are likely to do so with a new phone number, as opposed to porting an existing number, and, thus, such flows are not captured by the porting data. Accordingly, I focus my comparison on premium and flanker brands.

329. I report the calculated MSEs in Exhibit 28 below. The diversions based on the gross adds are much closer to the actual diversions than the ones based on the subscriber shares in Alberta and British Columbia, as evidenced by lower MSEs. Additionally, the difference is even larger when the set of errors is restricted to the merging carriers' brands (which is especially important in order to calculate predictions about the effects of the merger). In Ontario, the diversions based on the subscriber shares reflect the actual diversions better. However, the difference is not as high as it is in the other direction for Alberta

and British Columbia. In other words, the diversions in Ontario are similar, whether one uses subscriber shares or gross adds shares.

Exhibit 28
Mean Squared Error between Diversions Predicted by the Model and the Actual Diversions, January – April 2021

[redacted]

Source: [redacted] Comlink data.

Note: Diversions are calculated using eight premium and flanker brands of Rogers, Shaw, Bell, and Telus. Only diversions to external brands are included (e.g., there are no diversions from Rogers to Fido in this analysis). Actual diversions are calculated from Comlink data. Comlink data do not separate between Freedom Mobile and Shaw Mobile brands. Produced Shaw data are used to divide port-ins to Shaw from external brands between Freedom Mobile and Shaw Mobile. Produced Shaw data do not contain a brand-level breakdown of port-outs, so diversions from both Shaw Mobile and Freedom Mobile to each external brand are assumed to have the same proportions. Predicted diversions are based on gross adds shares and subscriber shares as given by the logit formula. The error term for brand pair within a province is the difference between the actual and the predicted diversion. Each error term within a province is squared and the average of error terms is calculated for each province. The panel with only Rogers' and Shaw's brands reports the MSE using the same errors which are in the all brands calculation, but subset to those between Rogers' and Shaw's brands (as opposed to recalculating diversions and the errors for this subset of brands).

8.5. Deadweight loss calculation

330. The deadweight loss following the merger is equal to the total welfare after the merger minus the total welfare before the merger. From the merger simulation model I obtain the welfare loss per unit of quantity per month for each of the provinces I consider. I therefore rescale the model output to capture the total annualized welfare loss for the entire province. I do so by multiplying the model output by the market size in each province and 12, the number of months in a year.

331. Specifically, for each province p the deadweight loss DWL_p is the product of three components: the deadweight loss per unit of quantity per month,

dwl_p, obtained from the merger simulation model, market size Q_p, and 12, the number of months in a year:[362]

$$DWL_p = dwl_p \times Q_p \times 12.$$

In what follows I describe in detail the three components of this formula.

8.5.1. Deadweight loss per unit of quantity per month

332. The deadweight loss per unit of quantity per month can also be expressed as the difference in welfare per unit of quantity per month before and after merger, as follows[363]:

$$dwl = tw^{\mathrm{post}} - tw^{\mathrm{pre}}.$$

333. The total welfare (whether pre- or post-merger) is calculated as the consumer surplus plus carriers' profits:

$$tw = \; cs + \sum\nolimits_k \pi_k,$$

where k indexes carriers.

334. The Logit model provides an average expected consumer surplus which has a closed-form solution:

$$cs = -\frac{1}{\alpha}\ln\left(1 + \sum\nolimits_j e^{\alpha p_j + v_j}\right),$$

where j indexes brands, v_j is the brand-specific term in the consumer utility function, p_j is the price of brand j, and α is the absolute value of the sensitivity of consumer utility to price.[364]

[362] I also perform the same calculation for the other metrics of welfare reported in the affidavit, such as the transfer of welfare from producers to consumers and the change in consumer surplus.

[363] All welfare metrics in lowercase are per unit of quantity per month.

[364] See Train (2009), p. 55.

335. The firms' profits per unit of quantity are given by

$$\sum_k \pi_k = \sum_j (p_j - c_j)\, s_j,$$

where the sum is over all brands j, c_j is the marginal cost of brand j, and s_j is the unconditional share of brand j (i.e., share out of the total market size). That is, the profits per unit of quantity are given by the sum, across all brands, of the markup on that brand (i.e., the difference between the price and the marginal cost) times the brand's share.

The changes in the welfare post-merger are due to the changes in equilibrium prices p_j and the brand shares s_j.[365] The parameters of the model α and v_j are assumed to have the same values before and after the merger. I also assume that the firms' marginal costs c_j do not change.

336. The resulting expression for the deadweight loss per unit of quantity per month is:

$$dwl = -\frac{1}{\alpha}\ln\left(1 + \sum_j e^{\alpha p_j^{\text{post}} + v_j}\right) + \sum_j \left(p_j^{\text{post}} - c_j\right) s_j^{\text{post}} + \frac{1}{\alpha}\ln\left(1 + \sum_j e^{\alpha p_j^{\text{pre}} + v_j}\right) - \sum_k \left(p_j^{\text{pre}} - c_j\right) s_j^{\text{pre}}.$$

8.5.2. Market size

337. All the welfare metrics above are defined per unit of quantity. These units of quantity refer to the amount of mobile wireless service that consumers *may* consume, which is consistent with the interpretation of the market elasticity and the outside option that I articulated in Section 6.2.

338. The market elasticity that I consider reflects not only the possibility that consumer may cancel their wireless service in response to a price increase, but also that they reduce their consumption of wireless services.[366] Accordingly the

[365] Note that these are not the shares conditional of choosing one of the brands, $s_{j|\text{in}}$, that I calculate based on gross adds. Accordingly, they add up to $(1 - s_0)$ and not to 1. Thus, it is possible for the sum of these shares to decline after the merger if more consumers elect to choose the outside option.

[366] Section 6.2.3.

possibility of choosing the outside option in the model reflects not only the possibility of not using a mobile phone at all but also of not using it as often.[367] Consistent with this interpretation, more consumers would choose the outside option if they want to reduce their consumption of mobile wireless services in response to a price increase. Conversely, fewer consumers would choose the outside option, if they want to increase their consumption of mobile wireless services. These adjustments could take the form of subscribing to fewer or additional phone lines, subscribing to plans with less or more generous data allocations, or risking a charge for going over an allocation.

339. The formulas for the welfare metrics presented above incorporate this notion of consumption. For example, the profits per unit of quantity are defined not in terms of the shares conditional on buying a brand—which sum to 1—but in terms of the shares of the total quantity—which sum up to $(1 - s_0)$ because the remainder is the share of the outside option. Thus, if consumers decided to consume more at the same prices, then some share of consumption would switch from the outside option to the inside brands, and profits would increase.[368]

340. A measure of total market size therefore needs to consider both the amount of mobile wireless services currently consumed ("inside brands" market size) and the service which could be consumed ("outside option" size). Formally, market size Q_p of province p is then given by:

$$Q_p = Q_{\text{inside brands}, p} + Q_{\text{outside option}, p}.$$

Since $\frac{Q_{\text{outside option}, p}}{Q_{\text{inside brands}, p}} = \frac{s_{\text{out}, p}}{1 - s_{\text{out},}}$, the equation above can be rewritten as:

$$Q_p = Q_{\text{inside brands}, p}\left(1 + \frac{s_{\text{out}, p}}{1 - s_{\text{out}, p}}\right) = \frac{Q_{\text{inside brands}, p}}{1 - s_{\text{out}, p}}.$$

As explained in Section 6.2.4, I calculate prices based on ARPU, which is the average revenue per user per month and reflects the phone usage of the average consumer of that brand. Thus, in the model, units of quantity are already normalized to the usage

[367] Section 6.2.3.

[368] Similarly, the derivation of consumer surplus includes the possibility that, instead of buying an additional unit of phone service, the consumer chooses the outside option.

of an average user. Accordingly, I approximate the market size of the inside brands with the total number of consumer phone subscribers on these brands. Specifically:

$$Q_p = \frac{Number\ of\ consumer\ phone\ subscribers_p}{1 - s_{\text{out},\ p}},$$

where the $Number\ of\ consumer\ phone\ subscribers_p$ is calculated from the produced data as the average number of phone consumer subscribers in January–April 2021, and the $s_{\text{out},\ p}$ is the outside share calibrated in the model.[369]

8.5.3. Annualization

341. In order to convert the monthly deadweight loss values obtained from the model to annualized values, I multiply them by 12. The model takes as inputs the prices (i.e. ARPUs) and the marginal costs which are monthly values. Thus, any dollar amount calculated within the model, including welfare, is also monthly. However, a consumer who made a plan choice and incurred a surplus loss due to higher prices post-merger does not only incur that loss in the first month; she continues to do so in subsequent months. Similarly, a firm collecting higher plan prices due to the merger does so in every month.

342. In addition, welfare losses and price increases are predicted by the model assuming that the merger is a permanent shock. Thus, welfare losses and price increases are assumed to remain in place indefinitely. This means that, eventually, consumers will incur a welfare loss as their contracts expire or as they go to market looking for new and better plans that they no longer find, and that these harms will persist indefinitely relative to the scenario in which the merger never takes place. [redacted][370] The annualized deadweight loss value thus represents the long-term welfare loss that the merger is predicted to have on average per year after all consumers shop for new plans or have the terms of their plans updated.

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[369] See Workpaper 8.5.2 for the number of subscribers, outside option share, and the market size for the 8-brand and 11-brand model.

[370] See, for example, ROG00436005; ROG00436006, at pp. 6-8; ROG00436610.

8.6. Supplemental exhibits

Exhibit 29

Brand-Level Percentage of Consumer Subscribers to Consumer Phone Service: January – April 2021

[redacted]

Source: [redacted]

Note: For each province, a brand's subscriber share is calculated as that brand's subscriber count divided by the total subscriber count of all brands considered. Only consumer subscribers are included using categories reported in produced data. [redacted] See Appendix 8.3 for additional information on how I calculated subcriber counts from produced data. The share of “Other” brands is estimated using CRTC data from 2020. In particular, the ratio of “Other” subscribers to the named subscribers is assumed to be the same as the ratio of respective shares in the CRTC data.

Exhibit 30

Data Inputs and Calibrated Values for the 8-brand Model

[redacted]

Source: [redacted] Rogers Communications Inc., 2020 Annual Report; Shaw Communications Inc., 2020 Annual Report.

Note: This analysis uses data ranging from January 2021 through April 2021. The 8-brand model includes Rogers Wireless, Fido, Chatr, Freedom Mobile, Shaw Mobile, Bell Mobility, Virgin Mobile, Telus Mobility, and Koodo Mobile. The model is calibrated using market elasticities of [redacted] in Alberta [redacted] in British Columbia, and [redacted] in Ontario. See Appendices 8.1 and 8.3 for the calibration procedure, and additional information on the data inputs.

Exhibit 31

Data Inputs and Calibrated Values for the 11-brand Model

[redacted]

Source: [redacted] Rogers Communications Inc., 2020 Annual Report; Shaw Communications Inc., 2020 Annual Report.

Note: This analysis uses data ranging from January 2021 through April 2021. The 11-brand model includes Rogers Wireless, Fido, Chatr, Freedom Mobile, Shaw Mobile, Bell Mobility, Virgin Mobile, Telus Mobility, and Koodo Mobile, as well as the prepaid brands: Chatr, Lucky Mobile, and Public Mobile. The model is calibrated using market elasticities o[redacted] in Alberta, [redacted] in British Columbia, and [redacted] in Ontario. See Appendices 8.1 and 8.3 for the calibration procedure, and additional information on the data inputs.

Exhibit 32
Percent Price Increases Predicted by the Model

[redacted]

Source: [redacted] Rogers Communications Inc., 2020 Annual Report; Shaw Communications Inc., 2020 Annual Report.

Note: This analysis uses data ranging from January 2021 through April 2021. The 8-brand model includes Rogers Wireless, Fido, Chatr, Freedom Mobile, Shaw Mobile, Bell Mobility, Virgin Mobile, Telus Mobility, and Koodo Mobile. The 11-brand model includes those brands as well as the prepaid brands: Chatr, Lucky Mobile, and Public Mobile. Both models are calibrated using market elasticities of [redacted] in Alberta [redacted] in British Columbia, and [redacted] in Ontario. See Appendices 8.1 and 8.3 for the calibration and simulation procedures, and additional information on the data inputs.

Exhibit 33
Changes in Shares Predicted by the Model

[redacted]

Source: [redacted] Rogers Communications Inc., 2020 Annual Report; Shaw Communications Inc., 2020 Annual Report.

Note: This analysis uses data ranging from January 2021 through April 2021. Unconditional market shares are reported. The 8-brand model includes Rogers Wireless, Fido, Chatr, Freedom Mobile, Shaw Mobile, Bell Mobility, Virgin Mobile, Telus Mobility, and Koodo Mobile. The 11-brand model includes those brands as well as the prepaid brands: Chatr, Lucky Mobile, and Public Mobile. Both models are calibrated using market elasticities of [redacted] in Alberta, [redacted] in British Columbia, and [redacted] in Ontario. See Appendices 8.1 and 8.3 for the calibration and simulation procedures, and additional information on the data inputs.

This is **Exhibit "B"** to the affidavit of Nathan Miller, affirmed remotely by Nathan Miller stated as being located in Washington D.C. before me in the city of Gatineau in the province of Quebec, on May 6, 2022, in accordance with O. Reg 431/20, Administering Oath or Declaration Remotely.

Rahamohammad

Commissioner of Oaths etc.

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- Affiliated Professor, 2019-present, Economics Department
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- Associate Professor, 2017-present, McDonough School of Business
- Assistant Professor, 2013-2017, McDonough School of Business

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U.S. Department of Justice, Antitrust Division
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Ph.D., Economics, University of California at Berkeley, 2008.
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Refereed Publications

"Oligopolistic Price Leadership and Mergers: The United States Beer Industry" (with Gloria Sheu and Matthew Weinberg). *American Economic Review*, Vol. 111, No. 10, 3123-3159 (2021).

"Finding Mr. Schumpeter: Technology Adoption in the Cement Industry" (with Jeffrey Macher and Matthew Osborne). *RAND Journal of Economics*, Vol 52, No. 1, 78-99 (2021).

"Forward Contracts, Market Structure, and the Welfare Effects of Mergers" (with Joseph Podwol). *Journal of Industrial Economics*, Vol. 68, No. 2, 364-407 (2020).

"Understanding the Price Effects of the MillerCoors Joint Venture" (with Matthew Weinberg). *Econometrica*, Vol. 85, No. 6, 1763-1791 (2017).

"Pass-Through in a Concentrated Industry: Empirical Evidence and Regulatory Implications" (with Matthew Osborne and Gloria Sheu). *RAND Journal of Economics*, Vol. 48, No. 1, 69-93 (2017).

"Upward Pricing Pressure as a Predictor of Merger Price Effects" (with Marc Remer, Conor Ryan and Gloria Sheu). *International Journal of Industrial Organization*, Vol. 52, 216-247 (2017).

"Pass-Through and the Prediction of Merger Price Effects" (with Marc Remer, Conor Ryan and Gloria Sheu). *Journal of Industrial Economics*, Vol. 64, December, 684-709 (2016).

"Spatial Differentiation and Price Discrimination in the Cement Industry: Evidence from a Structural Model" (with Matthew Osborne), *RAND Journal of Economics*, Vol. 45, No. 2, 221-247 (2014, lead article).

"Modeling the Effects of Mergers in Procurement," *International Journal of Industrial Organization*, Vol. 37, November, 201-208 (2014).

"Automakers' Short-Run Responses to Changing Gasoline Prices" (with Ashley Langer), *Review of Economics and Statistics*, Vol. 95, No. 4, 1198-1211 (2013).

"Why Do Borrowers Pledge Collateral? New Empirical Evidence on the Role of Asymmetric Information" (with Allen Berger, Marco Espinosa-Vega, and Scott Frame), *Journal of Financial Intermediation*, Vol. 20, No. 1, 55-70 (2011).

"Strategic Leniency and Cartel Enforcement," *American Economic Review*, Vol. 99, No. 3, 750-768 (2009).

"Debt Maturity, Risk, and Asymmetric Information" (with Allen Berger, Marco Espinosa-Vega, and Scott Frame), *Journal of Finance*, Vol. 60, No. 6, 2895-2923 (2005).

"Does Functional Form Follow Organizational Form? Evidence from the Lending Practices of Large and Small Banks" (with Allen Berger, Mitchell Petersen, Raghuram Rajan, and Jeremy Stein), *Journal of Financial Economics*, Vol. 76, No. 2, 237-269 (2005, lead article).

"Credit Scoring and the Availability, Price, and Risk of Small Business Credit" (with Allen Berger and Scott Frame), *Journal of Money, Banking, and Credit*, Vol 37, No. 2, 191-222 (2005, lead article).

Shorter Refereed Articles

"Bias in Reduced-Form Estimates of Pass-Through" (with Alexander MacKay, Marc Remer and Gloria Sheu), *Economics Letters*, Vol. 123, No. 2, 200-202 (2014).

"Consistency and Asymptotic Normality for Equilibrium Models with Partially Observed Outcome Variables" (with Matthew Osborne), *Economics Letters*, Vol. 123, No. 1, 70-74 (2014).

"Using Cost Pass-Through to Calibrate Demand" (with Marc Remer and Gloria Sheu), *Economics Letters*, Vol. 118, No. 3, 451-454 (2013).

"The Entry Incentives of Complementary Producers: A Simple Model with Implications for Antitrust Policy" (with Juan Lleras), *Economics Letters*, Vol. 110, No. 2, 147-150 (2011).

Book Chapters and Non-Refereed Publications

"Quantitative Methods for Evaluating the Unilateral Effects of Mergers" (with Gloria Sheu), *Review of Industrial Organization*, Vol. 58, No. 1, 143-177 (2021). Special Issue: The 2010 Horizontal Merger Guidelines after Ten Years.

"How the MillerCoors Joint Venture Changed Competition in U.S. Brewing" (with Matthew Weinberg), *Microeconomic Insights*, 2017.

"Ex Post Merger Evaluation: How Does It Help Ex Ante?" (with Daniel Hosken and Matthew Weinberg), *Journal of European Competition Law & Practice*, 2016.

"Choosing Appropriate Control Groups in Merger Evaluations" (with Aditi Mehta), in More Pros and Cons of Merger Control, Konkurrensverket 2012.

Working Papers and Research Projects

"Estimating Models of Supply and Demand: Instruments and Covariance Restrictions" (with Alexander MacKay), 2021.

"Mergers, Entry, and Efficiencies" (with Peter Caradonna and Gloria Sheu), 2021.

"Rising Markups and the Role of Consumer Preferences" (with Hendrik Döpper, Alex MacKay, and Joel Stiebale), 2021.

"On the Misuse of Regressions of Price on the HHI in Merger Review" (with Steven Berry, Fiona Scott Morton, Jonathan Baker, Timothy Bresnahan, Martin Gaynor, Richard Gilbert, George Hay, Ginger Jin, Bruce Kobayashi, Francine Lafontaine, James Levinsohn, Leslie Marx, John Mayo, Aviv Nevo, Ariel Pakes, Nancy Rose, Daniel Rubinfeld, Steven Salop, Marius Schwartz, Katja Seim, Carl Shapiro, Howard Shelanski, David Sibley, and Andrew Sweeting), 2021.

"The Evolution of Concentration and Markups in the Cement Industry" (with Matthew Osborne, Gloria Sheu and Gretchen Sileo), 2022.

"The Curious Case of the Canned Tuna Cartel" (with Minhae Kim, Ryan Mansley, Marc Remer, and Matthew Weinberg), 2021.

"An Empirical Study of Inmate Telecommunication Services Procurement" (with Marleen Marra and Gretchen Sileo), in progress.

"An Empirical Study of Cattle Markets" (with Francisco Garrido, Minji Kim and Matthew Weinberg), in progress.

"An Empirical Study of the Reynolds/Lorillard Merger" (with Kenneth Rios, Ted Rosenbaum, and Nathan Wilson), in progress.

"Modeling the Effects of Mergers in Procurement: Addendum," SSRN Working Paper, 2017.

"Cumulative Innovation and Competition Policy" (with Alexander Raskovich), EAG Discussion Paper 10-5, 2010.

"Competition when Consumers Value Firm Scope," EAG Discussion Paper 8-7, 2008.

Grants and Awards

Washington Center for Equitable Growth Grant, $75,278, 2021-2022
Concurrences Antitrust Award: Best Academic Economics Article, 2021
National Science Foundation Grant, SES 2117197, $59,436, 2021-2022
Washington Center for Equitable Growth Grant, $51,750, 2020-2021
National Science Foundation Grant, SES 1824318, $88,635, 2018-2020
Best Paper Award, Association of Competition Economics, 2017

Robert F. Lanzillotti Prize for Best Paper in Antitrust Economics, 2015
Assistant Attorney General's Award of Distinction, 2013, AT&T/T-Mobile merger
Jerry S. Cohen Award for Antitrust Scholarship, Honorary Mention, 2009
COMPASS Prize for Best Paper in Antitrust Economics by Graduate Students, 2007
UC Berkeley Dean's Normative Time Fellowship, 2006-2007
Competition Policy Center Dissertation Award, 2006
Institute of Business and Economic Research Mini-Grant, 2006

Invited Seminar Presentations

2008: DOJ; Duke (Fuqua); FTC; George Washington University; Johns Hopkins University; University of Iowa; University of North Carolina, Chapel Hill

2009: BEA; BLS; College of William and Mary; Georgetown University

2010: University of British Columbia (Sauder)

2011: University of Virginia

2012: DOJ; Michigan State University

2013: DOJ; Drexel University; Georgetown University (McDonough); Stony Brook University

2014: DOJ; University of California, Berkeley; UCLA; University of Virginia

2015: Clemson University; FTC; Indiana University (Kelley); University of Colorado, Boulder; Yale University

2016: Boston College; Columbia University; Federal Reserve Board; Harvard University; London School of Economics; University of British Columbia (Sauder); University of Texas, Austin; University of Toronto (Rotman)

2017: FTC; University of Kentucky; University of Pennsylvania (Econ/Wharton); University of Wisconsin–Madison

2018: FTC; MIT; Texas A&M; Penn State University; University of Maryland

2019: Harvard (HBS); Toulouse School of Economics; MINES ParisTech; KU Leuven; University of Mannheim; Berlin Applied Economics

2020: Research Institute of Industrial Economics (RIFN); Sciences Po; University of Düsseldorf (DICE); Directorate-General for Competition of the European Commission (DG COMP); Hong Kong University of Science and Technology

2021: CBO, Washington University at St. Louis; George Mason University (Scalia Law); Joint DOJ/FTC; West Virginia University; FTC; University of Maryland

2022: University of California, Berkeley (scheduled); University of Pennsylvania (Econ/Wharton, scheduled); University of Virginia (scheduled); Iowa State University (scheduled); Indiana University (scheduled)

Conference Presentations

APIOS (2018); Association of Competition Economics (2018); Barcelona GSE Summer Forum (2018); DC IO Day (2020); ESEM (2019); FTC Microeconomics (2010, 2014, 2021); Hal White Antitrust (2013, 2014, 2017, 2019); IEF Applied Microeconomics (2016); IIOC (2008, 2009, 2013, 2015, 2016, 2018); NASMES (2019); SEA (2013, 2018); Searle Antitrust (2013, 2015); Triangle Microeconomics (2016)

Conference Discussions

AEA (2015); DC IO Day (2015); Toulouse Digital Economics Conference (2020); HEC Montreal–RIIB Conference on IO (2018); IIOC (2008, 2009, 2013, 2015, 2016, 2018, 2021); NY IO Day (2020); RIDGE IO (2021, scheduled); SEA (2013, 2018); Searle Antitrust (2018); WCEG (2020)

Panels

"Upward Pricing Pressure and Simulation in Merger Review," Economists' Roundtable with the Canadian Competition Bureau, 2017.

"Institutional Shareholdings: Is There an Antitrust Issue?" Concurrences Global Antitrust Conference, 2018.

"Digital Mergers: Need for Reform?" Concurrences International Mergers Conference, 2020.

"Making Competition Work: Promoting Competition in Labor Markets," DOJ/FTC Hearings, December 2021.

Teaching

Firm Analysis and Strategy, MBA Core Curriculum
Industrial Organization, PhD Economics
Strategic Pricing, MBA Elective
Microeconomics, Executive Education
Causal Inference, MSBA Core Curriculum

Ph.D Advising and Dissertation Committees

Georgetown University (Economics)
Francisco Garrido, 2020, ITAM
Yanyang Wang, 2021, Amazon Web Services

Service

Georgetown University
Research Executive Committee, 2021-
MSB Graduate Curriculum and Standards Committee: 2013-2019, 2021

Other Service
Editor, *Journal of Law and Economics*, 2021-present
Associate Editor, *International Journal of Industrial Organization*, 2022-present
Editorial Board, *Review of Industrial Organization*, 2019-present
DC IO Day: Program Committee 2015-2019, Organizer 2017
IIOC: Program Committee, 2019-2021

Referee reports for:

American Economic Journal; American Economic Review; Econometrica; European Economic Review; International Journal of Industrial Organization; Journal of Economics & Management Strategy; Journal of the European Economics Association; Journal of Finance; Journal of Industrial Economics; Journal of Law and Economics; Journal of Political Economy; Management Science; National Science Foundation; *The RAND Journal of Economics; Review of Economic Studies; Review of Economics and Statistics; Review of Industrial Organization; Quarterly Journal of Economics,* others.

This is **Exhibit "C"** to the affidavit of Nathan Miller, affirmed remotely by Nathan Miller stated as being located in Washington D.C. before me in the city of Gatineau in the province of Quebec, on May 6, 2022, in accordance with O. Reg 431/20, Administering Oath or Declaration Remotely.

Commissioner of Oaths etc.

Raha Araz Mohammad
Commissioner of Oaths etc.
Province of Ontario
LSO P15816.

CT-2022-

THE COMPETITION TRIBUNAL

IN THE MATTER OF the *Competition Act*, R.S.C. 1985, c.C-34;

AND IN THE MATTER OF the proposed acquisition by Rogers Communications Inc. of Shaw Communications Inc.;

AND IN THE MATTER OF an Application by the Commissioner of Competition for an order pursuant to section 92 of the *Competition Act*;

AND IN THE MATTER OF an Application by the Commissioner of Competition for an interim order pursuant to section 104 of the *Competition Act*.

BETWEEN:

COMMISSIONER OF COMPETITION

Applicant

- and -

ROGERS COMMUNICATIONS INC. AND

SHAW COMMUNICATIONS INC.

Respondents

ACKNOWLEDGEMENT OF EXPERT WITNESS

of NATHAN H. MILLER

I, Nathan H. Miller, acknowledge that I will comply with the Competition Tribunal's code of conduct for expert witnesses which is described below:

1. An expert witness who provides a report for use as evidence has a duty to assist the Tribunal impartially on matters relevant to his or her area of expertise.

2. This duty overrides any duty to a party to the proceeding, including the person retaining the expert witness. An expert is to be independent and objective. An expert is not an advocate for a party.

May 6, 2022

Date

Nathan Miller

Nathan H. Miller

CT-2022-

THE COMPETITION TRIBUNAL

IN THE MATTER OF the Competition Act, R.S.C. 1985, c. C-34;

AND IN THE MATTER OF the proposed acquisition by Rogers Communications Inc. or an affiliate thereof of Shaw Communications Inc.;

AND IN THE MATTER OF an application by the Commissioner of Competition for one or more orders pursuant to section 92 of the Competition Act;

AND IN THE MATTER OF an application by the Commissioner of Competition for an interim order pursuant to section 104 of the Competition Act.

BETWEEN:

THE COMMISSIONER OF COMPETITION

Applicant

– and –

ROGERS COMMUNICATIONS INC. AND SHAW COMMUNICATIONS INC.

Respondents

AFFIDAVIT OF NATHAN H. MILLER

CT-2022-

THE COMPETITION TRIBUNAL

IN THE MATTER OF the *Competition Act*, R.S.C. 1985, c.C-34, as amended;

AND IN THE MATTER OF the proposed acquisition by Rogers Communications Inc. of Shaw Communications Inc.;

AND IN THE MATTER OF an Application by the Commissioner of Competition for an order pursuant to section 92 of the *Competition Act*;

AND IN THE MATTER OF an Application by the Commissioner of Competition for an interim order pursuant to section 104 of the *Competition Act*.

BETWEEN:

COMMISSIONER OF COMPETITION

Applicant

- and -

ROGERS COMMUNICATIONS INC. AND

SHAW COMMUNICATIONS INC.

Respondents

AFFIDAVIT OF MICHAEL A. M. DAVIES
AFFIRMED MAY 6, 2022

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1. My name is Michael Allan Martin Davies. I have worked for nearly thirty years in the telecommunications and related industries with a particular focus on innovation in mobile devices, communications services and network infrastructure. I am Founder and Chairman of Endeavour Partners ("Endeavour"), a technology

strategy consulting firm that works with leading businesses throughout the high-tech, mobile and telecom areas on business strategy for the digital economy. The firm is headquartered in Cambridge, MA, with an office in London, United Kingdom.

2. I have an MA in Electrical Sciences and Engineering from the University of Cambridge, a Masters in Engineering from the University of Durham and a Masters in Business Administration from London Business School.

3. I began my professional career as an engineer and then worked for consulting firms with clients from a wide range of technology firms and telecoms businesses. I was then Chief of Strategy, BellSouth NZ (now Vodafone NZ), in which position I was directly involved in various projects related to the implementation of wireless telephony, including pioneering work on digital cellular connectivity and the economics of wireless networks. I subsequently became the principal of a consulting firm working on broadband, IP and next generation wireless technologies for a range of telecom clients and worked with several other technology-related consulting firms before founding Endeavour in 2003.

4. I am a Senior Lecturer at MIT, where I teach or have taught courses on topics including innovation, product management, basic finance and business models, pricing and marketing, competitive analysis, market opportunity identification, and data-driven decision making. As a Guest Lecturer at the London Business School, I manage and teach the New Technology Ventures Program and am the Course Director for the program “The Business of AI”.

5. As a result of the foregoing, my expertise includes: the design, development and deployment of digital and high-tech products; research and development; technology; and business strategy. I have particular direct, consulting and expert evidence experience with issues related to the design, implementation and management of wireless networks, competition in mobile services, and other digital technologies.

6. I also have experience providing evidence as an expert witness related to wireless and other digital products and markets. I have provided evidence and testified in numerous proceedings before the United States International Trade Commission and United States District Court in several states. In 2011, for example, I prepared an expert report in the U.S. Department of Justice's antitrust challenge to AT&T's proposed acquisition of T-Mobile, a case which was ultimately settled.

7. In this case, I was asked by counsel for the Commissioner of Competition, given my expertise on how wireless networks are constructed and operated and competition in mobile services, to prepare a report on the two questions described below.

8. First, I was asked to express my opinion on the remedy proposed by the parties involving the divestiture of Freedom Mobile and possibly certain other assets ("Freedom divestiture"), in terms of the competitive strength of the proposed divested wireless services business, relative to the competitive strength of Shaw prior to the proposed merger and divestiture.

9. The second is whether there is likely to be any impact on the Competition Tribunal's ability to remedy any competitive concerns it finds are likely to occur from the transaction ("anti-competitive impacts") from:

    a. the closing of the proposed Rogers-Shaw merger (should that be permitted); and

    b. the Freedom divestiture, should that divestiture be permitted as part of the closing.

10. In preparing this opinion, I was asked to assume that the imposition of any such remedy would take place up to two years after the closing (i.e. after the completion of the Tribunal's hearing on the Commissioner's application under section 92, as well as receipt of a decision therefrom).

11. I attach as Exhibit “A” to this affidavit my report.

12. I attached as Exhibit “B” to this affidavit my curriculum vitae.

13. I attach as Exhibit “C” to this affidavit my Acknowledgement of Expert Witness.

14. I attach as Appendix “A” to this affidavit a list of the sources and documents relied upon in preparing the report.

Affirmed remotely by Michael A.M. Davies stated as being located in the City of Edinburgh in Scotland before me in the City of Gatineau, in the Province of Quebec on May 6, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.	
Commissioner of Oaths etc.	Michael A.M. Davies

Raha Araz Mohammad
Commissioner of Oaths etc.
Province of Ontario
LSO P15816.

Appendix A
To the Affidavit of Michael A. M. Davies
Sources and Documents Relied Upon

1. **Material produced by Rogers. in response to the Supplementary Information Request ("SIR)" issued June 3, 2021**

ROG00247605
ROG00052642
ROG00243956
ROG00119303
ROG00251667
ROG00127766
ROG00300981 Press-Release.pdf
ROG00141352
ROG00646941
ROG00192359
ROG00083323
ROG00332275
ROG00624265
ROG00082655

2. **Material produced by Shaw in response to the SIR issued June 3, 2021**

SJRB-CCB00618778
SJRB-CCB00699795
SJRB-CCB00208891
SJRB-CCB00223517
SJRB-CCB00223003
SJRB-CCB00786205
SJRB-CCB00502428
SJRB-CCB00682056
SJRB-CCB00700294
SJRB-CCB00468970
SJRB-CCB00162831
SJRB-CCB00211493
SJRB-CCB00163860
SJRB-CCB00219615
SJRB-CCB00230611
SJRB-CCB00356295
SJRB-CCB00167977
SJRB-CCB00023005
SJRB-CCB00035043
Shaw, Specification 28 - Cell Site & Spectrum Data UPDATED (Sept. 23).xlsx

3. Material provided by Rogers in response to the Remedy RFI issued April 7, 2022

RFI00000042
RFI00000229
RFI00000243
RFI00000245
RFI00000258
RFI00000286
RFI00000288

4. [redacted]

[redacted]

5. Materials provided by the Rogers and Shaw in respect of their submission on claimed efficiencies

The Brattle Report, “Proposed Merger Between Rogers and Shaw: Initial Report Assessing Productive Efficiencies Arising From the Proposed Transaction”, submitted November 8, 2021.

a. Brattle Report supporting materials summitted by Rogers and Shaw

Rogers, Shaw Retail.xlsx
Shaw, C.3 - Specification 28 - Retail Locations.xlsx
Shaw, C8 - 1.05 - Wireless Advertising and Marketing Spend.xlsx

6. Other materials produced by Rogers and Shaw

Rogers-Shaw ARC Request.pdf , Letter dated April 13, 2021 from Goodmans LLP Re: Acquisition of Shaw Communications Inc. by Rogers Communications Inc. or an Affiliate thereof.

RBCH00002_000000453, Arrangement Agreement among Rogers and Shaw, March 13, 2021.

Shaw Response to Bureau April 7, 2022 RFI.pdf

7. Other materials produced in respect of the Proposed Remedy

[redacted]

[redacted]

8. Public documents

Handbook of Telecommunications Economics, Volume 2: Technology Evolution and the Internet, Volume 2, 2005.

Shaw 2020 Annual Report.
Shaw's 2021 Annual Report.
Rogers Earnings Release Q4 2021
Shaw's Annual information form, Jan 13, 1999
Shaw F_21_Annual_Report_Filing_Verision_.pdf
Shaw quarterly report, July 30, 2020.
Rogers Communications Reports Second Quarter 2021 Results.
Rogers Communications Inc. April 22, 2020 Earnings Call Transcript.
Abbreviations and codes for provinces and territories, Statistics Canada, 2011 – available at: https://www150.statcan.gc.ca/n1/pub/92-195-x/2011001/geo/prov/tbl/tbl8-eng.htm

2021AR-Appendix-A-Complaints-by-Service-Provider.xlsx , Commission for Complaints for Telecom-television services, complaints by Service Provider between August 1, 2020 and July 31, 2021.

Shaw, "Building a Brighter Future for Canadians", (April 14, 2021) - available at: https://assets.ctfassets.net/tzb4ihmthaev/3LNtSBJIE69RVXffgi9aa1/939409f3eeb09bd074439be6d4620645/SCI_-_Notice___Mngmnt_Information_Circular.PDF

9. Public links

https://www.litepoint.com/5g-small-cell/
https://www.shawmobile.ca/en-CA/network-coverage
https://www.shawmobile.ca/docs/default-source/general/terms_of_service.pdf
https://shop.shawmobile.ca/en-CA/plans
https://www.telus.com/en/mobility/plans
https://www.rogers.com/plans
https://www.freedommobile.ca/en-CA/plans/?planSku=Big%20Gig%20Unlimited%20%2B%20Talk%2010GB)
https://1vjoxz2ghhkclty8c1wjich1-wpengine.netdna-ssl.com/wp-content/uploads/2021/03/Rogers-Q4-2021-Press-Release.pdf

https://www.similarweb.com/website/shaw.ca/#overview

https://shop.shawmobile.ca/en-CA/devices
https://shop.freedommobile.ca/en-CA/
https://www.shaw.ca/internet/wifi/find-a-wifi-hotspot
https://www.xfinity.com/hub/mobile/xfinity-mobile-new-unlimited-pricing
http://www.ftthcouncilap.org/wp-content/uploads/2016/08/FCGA-Definition-of-Terms-Revisions2016.pdf
Shaw.ca homepage

[redacted]

[redacted]

July 30, 2020 - Shaw Mobile Launch press release:
https://newsroom.shaw.ca/corporate/newsroom/article/materialDetail.aspx?MaterialID=6442452394

https://sedar.com/DisplayCompanyDocuments.do?lang=EN&issuerNo=00001544
https://crtc.gc.ca/eng/archive/2021/2021-181.htm

https://www.competitionbureau.gc.ca/eic/site/cb-bc.nsf/eng/02170.html

https://newsroom.shaw.ca/corporate/newsroom/article/materialDetail.aspx?MaterialID=6442451782

https://www.globenewswire.com/news-release/2021/10/29/2323626/0/en/Shaw-Announces-Fourth-Quarter-and-Full-Year-Fiscal-2021-Results.html

This is **Exhibit "A"** to the affidavit of Michael A. M. Davies, affirmed remotely by Michael A. M. Davies stated as being located in the City of Edinburgh in Scotland, before me in the city of Gatineau in the province of Quebec, on May 6, 2022, in accordance with O. Reg 431/20, Administering Oath or Declaration Remotely.

Raha Mohammad

Commissioner of Oaths etc.

Raha Araz Mohammad
Commissioner of Oaths etc.
Province of Ontario
LSO P15816.

Expert Report of Michael A M Davies
6 May 2022

Privileged and Confidential
Attorney Work Product

Table of Contents

NOTE: words or phrases ***bold*** and ***italicised*** are defined in the Glossary

I. INTRODUCTION

A. Case background

1. The parties, Rogers Communications Inc. ("Rogers") and Shaw Communications Inc. ("Shaw"), propose to merge their relevant businesses.

2. Their plans for integration are set out in the report of the Brattle Group, titled "Initial Report Assessing Productive Efficiencies Arising from the Proposed Transaction" prepared by Andrew C. Harrington, dated November 8, 2021 ("Brattle Report").[1]

3. Rogers and Shaw have proposed a remedy (the Parties' Proposed Remedy) to address regulatory issues, divesting some elements of the Freedom Mobile network to a third party [redacted] I will refer to this new standalone entity as "the proposed divested wireless business".

B. Michael A M Davies

4. A summary of my relevant experience to this case and my CV is provided in the attached affidavit.

C. My Task for Report in Chief on Injunction

5. As outlined in the attached affidavit I was asked by counsel for the Commissioner of Competition, given my expertise on how wireless networks are constructed and

[1] Brattle Repor [redacted]

operated and competition in mobile services, to prepare a report on the two questions described below:

- The first is whether there is likely to be any impact on the Competition Tribunal's ability to remedy any competitive concerns it finds are likely to occur from the transaction ("anti-competitive impacts") from:
    - The closing of the proposed Rogers-Shaw merger (should that be permitted); and
    - the remedy proposed by the parties involving the acquisition of Freedom Mobile and other assets [redacted]
- Second, I was asked to express my opinion on the New Freedom divestiture remedy proposed by the parties in terms of the competitive strength of the proposed divested wireless services business, relative to the competitive strength of Shaw prior to the proposed merger and divestiture

6. In preparing my opinion, I was asked to assume that the imposition of a remedy by the Competition Tribunal, to address any competitive concerns that it finds are likely to occur from the transaction, would take up to two years from the closing of the transaction.

II. SUMMARY OF OPINIONS

A. My opinion regarding the competitive strength of the proposed divested wireless business, relative to the competitive strength of Shaw, prior to the proposed merger and divestiture

7. The competitive strength of the new proposed divested wireless business that would be formed as a result of the New Freedom divestiture remedy would be

much less than the competitive strength of the Shaw wireless business prior to the proposed merger and divestiture for three principal reasons:

1) [redacted]

2) [redacted]

3) [redacted]

8. [redacted] would not mitigate this reduced competitive strength to any significant extent.

B. My opinion on the impact of the closing of the proposed merger on the Competition Tribunal's ability to remedy any competitive concerns that it finds are likely to occur from the transaction

9. It is my opinion that the closing of the transaction would create significant barriers to the ability of the Competition Tribunal to remedy any competitive concerns that it finds are likely to occur from the transaction, whether through reversing the

[3] [redacted]

transaction or an alternative remedy that increases the competitive strength of the proposed divested wireless business.

1. The options for the Competition Tribunal to address its competitive concerns

10. The Competition Tribunal has two significant options to address its competitive concerns:

1) Reversal of the merger, restoring (as closely as possible) the status quo ante in which Rogers and Shaw were independent entities, and to re-establish the competitive strength that Shaw would otherwise have had in wireless services; and

2) An alternative remedy that alleviates the harm, from substantial lessening of the competition, by taking measures to restore the competitive strength of the new divested wireless business.

2. My opinion regarding the impact of the closing of the transaction on the ability of the Competition Tribunal to reverse the transaction, and to thereby re-establish the competitive strength that Shaw would have had

11. Reversing the transaction requires four steps:

1) Separating the merged Shaw and Rogers wireline businesses, and as part of that, disentangling the previous Shaw wireline business from the Rogers wireless business;

2) [redacted]

3) Re-integrating the disentangled new proposed divested wireless business with the separated Shaw wireline business; and

4) Re-establishing the competitiveness of the Shaw wireless business.

12. It also requires taking any additional actions to address the enduring competitive concerns that it finds are likely to occur as a result of the transaction; up to two years between the closing of the transaction and the reversal of the merger.

13. There are three principal reasons why the closing of the transaction will create significant barriers to the ability of the Competition Tribunal to reverse the transaction:

    1) The need to disentangle the Shaw wireline business from the Rogers wireless business;

    2) The need to re-establish the competitiveness of the Shaw wireless business; and

    3) The need to overcome a very different competitive situation in the market for mobile services in Canada, in which the competitive strength of the proposed divested wireless business will be greatly reduced relative to the competitive strength of Shaw, prior to the proposed merger and divestiture.

14. It is my opinion that the closing of the transaction would create significant barriers to the ability of the Competition Tribunal to remedy its competitive concerns through increasing the competitive strength of the new proposed divested wireless business relative to that of Shaw, prior to the proposed merger. Increasing the competitive strength of the proposed divested wireless business will not overcome the significant lessening of competition that would otherwise occur.

15. The most significant impact on competition in the wireless business arising from the ‘Freedom Transaction’, is the divesting of specific assets of Freedom to create the new proposed divested wireless business.

16. This proposed divested wireless business is not equivalent to the former Freedom Mobile, Inc. The latter was comprised of the Freedom Mobile and Shaw Mobile

businesses in their entirety, including their ability to [redacted]

17. There are seven significant elements that would present barriers to the ability of the Competition Tribunal to remedy any competitive concerns, created by the loss of competitive strength of the proposed divested wireless business, sufficient to substantially overcome the significant lessening of competition that would occur post-merger:

1) [redacted]

2) [redacted]

3) [redacted]

4) [redacted]

5) [redacted]

6) [redacted]

7) Inability to overcome the enduring effects of the weakening of its competitive strength between the imposition of a remedy that would take place up to two years from the closing of the Transaction.

18. All these elements are complex and difficult and will take at least many months and up to a few years to address or rectify. These steps also involve significant additional expenditures by the parties, above and beyond the normal course of business, and significant additional expenditures by third parties. These steps also require the availability of individuals and organizations with the required capabilities, skills and relevant experience; this would be a significant gating factor and rate-limiting obstacle in the speed to deploy and in the cost to execute.

19. It will present significant barriers to the ability of the Competition Tribunal to overcome the enduring effects of the very different competitive situation that would obtain in the market for mobile services in Canada. The competitive strength of the proposed divested wireless business will be greatly reduced relative to the competitive strength of Shaw prior to the proposed merger and divestiture.

20. I was asked to assume that it could take up to two years from the closing of the transaction to the imposition of a remedy by the Competition Tribunal.

21. [redacted]

III. OVERVIEW OF MY REPORT

22. The following sections comprise the main body of my opinion.

23. I begin by first providing a brief background on the business of communications services in general, and of the wireless networks and mobile services which are relevant to the issues on which I have been asked to provide my opinion.

24. Next, I describe the specific characteristics of the communications businesses that first Rogers and then Shaw currently own and operate, focusing on the most relevant areas which is the wireless networks and mobile services.

25. I then set out the steps that the parties propose to take to merge the two businesses and implement the proposed remedy.

26. I then provide my opinion regarding the competitive strength of the proposed divested wireless services business, relative to the competitive strength of Shaw prior to the proposed merger and divestiture and explain the basis for my opinion.

27. I then provide my opinion regarding the impact of the closing of the transaction on the Competition Tribunal's ability to remedy any competitive concerns that it finds are likely to occur from the transaction.

IV. THE BUSINESS OF COMMUNICATIONS SERVICES, AND OF MOBILE SERVICES AND WIRELESS NETWORKS

A. Overview

28. The three key elements of communications businesses are the network or networks, product development, and customer acquisition and retention.

29. The quality, the cost to operate, and other key characteristics of a wireless or wireline network, determines the products that a communication business can offer to its customers for mobile and fixed services. These products attract customers who subscribe to a specific service. These products can be bundled together across mobile services and fixed services based on the market and customer demand.

30. The business processes of product development, customer acquisition, and customer retention, in conjunction with the mobile and fixed services offered and their characteristics determine the prices for those services; this combination results in the number of customers that the business has, and hence its revenues.

31. The ***Access Network*** provides access to two categories of users: mobile users and fixed location users. These users are primarily serviced by network assets from two types of networks: wireless networks and wireline networks, each of which utilizes a largely separate set of infrastructure.

B. Wireless Network

32. A modern communications network consists of four main categories of assets:

- User Equipment (UE) including wireline modems and mobile phones;
- The access network;
- The internet backbone network; and
- Data centres and cloud infrastructure.[4]

33. A general view of a typical network and associated assets is reflected in Figure 1.

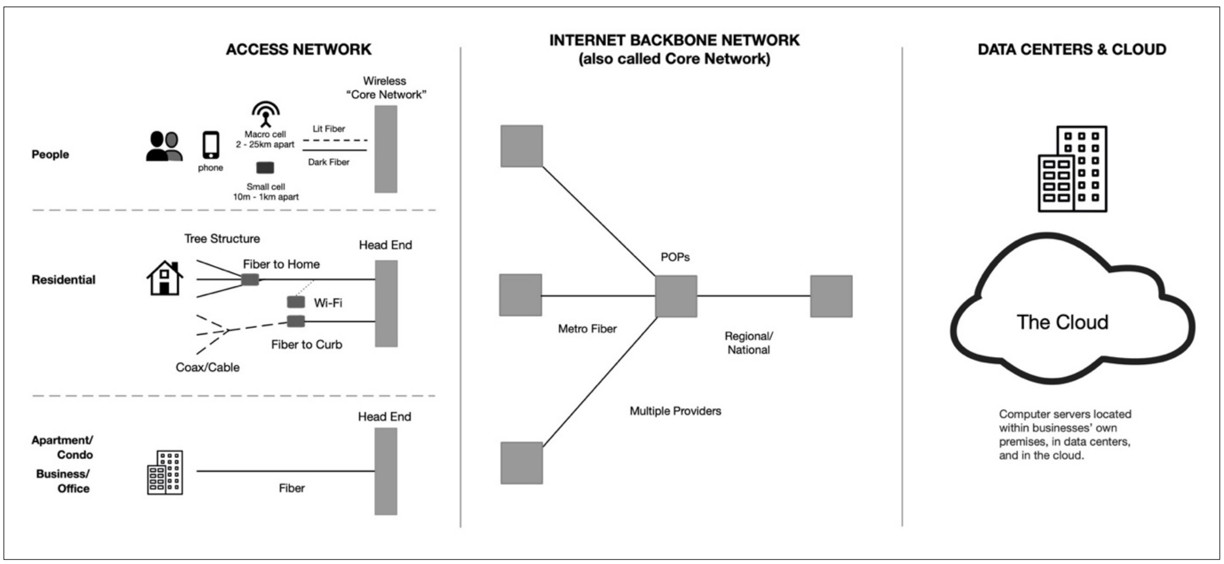

Figure 1 *Wireline and Wireless Infrastructure and their Interrelationship*

34. The wireless network is depicted in the top left portion of the diagram. It has a set of assets connected by the RAN which customers connect to via their phone when

[4] These networks interconnect with the legacy ***Public Switched Telephone Network (PSTN)***, provided primarily by ***Incumbent Local Exchange Carriers (ILEC)*** for telephone calls to conventional landline services; these are now a small portion of telephone calls and a negligible portion of traffic

they are on the move, i.e., mobile. The wireless network is also referred to as the cellular or mobile network. Wireless services are sold to customers as 3G, 4G/LTE or 5G access, depending on the wireless technology that is deployed.

35. The RAN consists of network equipment called ***macro cell base stations*** (commonly referred to as ***cell phone towers***), typically up to 25km apart, and small cells (femto, pico, and micro cells) that provide densification of capacity and which can be 10s of meters to a few hundred meters apart, as shown in Figure 2 below.[5] These are usually attached to various types of physical infrastructure such as buildings, rooftops, street furniture or towers.

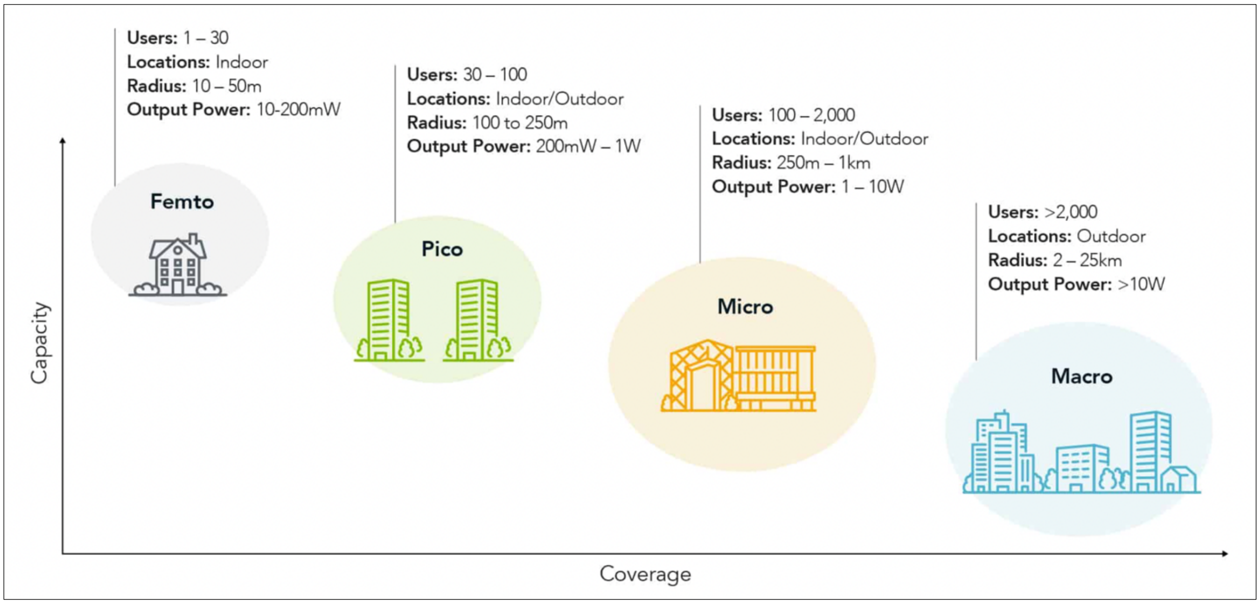

Figure 2 *Cell Sizes*

C. Wireline Network

36. The wireline network or fixed network is provided by a set of assets connected by fibre, cable (or coax), and copper. This is marketed to residential customers as fixed services, including cable services, Internet services, or fibre services and provides connectivity to the access network.

5 https://www.litepoint.com/5g-small-cell/. Litepoint Is a wireless test company. Subsidiary of Teradyne, American automatic test equipment (ATE) designer and manufacturer (total equity of USD$2.56B)

37. The wireline access network provides services to residential and enterprise customers. For residential services the access network generally consists of fibre infrastructure to a local ***Fibre Distribution Hub (FDH)*** then to the home via coax or fibre. This illustrated in the middle of the left-hand side of Figure 1.

38. Enterprises will typically have full fibre connectivity to the business; this is illustrated in the lower left corner of Figure 1**.**

39. While the infrastructure is distinct, the wireless network typically possesses some critical dependencies on the wireline infrastructure.

- Use of metro fibre or other wireline fibre links for ***macro and small cell backhaul***
- The Internet backbone[6], sometimes referred to as the Core Network, or Internet Core Network, is the connection between large urban areas via metro fibre and regional/national fibre through interchange "Points of Presence" (POPs).[7]
- Wi-Fi access points (residential or public Wi-Fi hotspots) may be used by wireless devices to connect to the internet; Wi-Fi access points are often connected to the internet backbone via residential coax/cable or enterprise ***metro fibre***.

40. The data centre and cloud infrastructure consist of computer servers hosted in different locations depending on the needs of the business. Some are located within businesses' own premises, others are in third-party data centres with services for storing and processing data, while others are hyperscale cloud services such as Amazon, Microsoft, and Google. The distributed nature of cloud

[6] Handbook of Telecommunications Economics, Volume 2: Technology Evolution and the Internet, Volume 2, 2005, Chapter 9.
[7] Note that this is different than the "core network" that is part of the RAN in the wireless access network described above and in Figure 1.

facilities allows cloud service providers to have multiple options for connecting to the Internet backbone network.

D. Mobile and fixed services

41. Product development for mobile and fixed services includes selecting the devices made available to customers, what services are available and how they are packaged (such as how much data / month at unlimited speeds, roaming to other partners within Canada, or the inclusion of roaming or calls to other countries). It also includes defining what other services are bundled together, such as bundling fixed services with the wireless subscription.

42. Customer preference may vary based on their individual circumstances. For example, a customer who has good service from several networks may decide primarily on price, while a customer who has good service from one network and none from others may choose primarily on network quality. Similarly heavy data users may choose based on the availability and characteristics of an ‘unlimited’ data bundle.

43. Customer acquisition consists of a set of (marketing) activities and processes required to sign up a new user. This includes engaging with a consumer who is in the process of selecting a device, trading in an old device, transferring service from a previous provider if any, porting a previous number if desired, selecting a new number if not porting a number, credit checks, payments, online account setup and so forth.

44. Customer acquisition typically takes place through several channels: owned stores (for example, a Shaw or Freedom store); retail partners (for example, Best Buy or Wal-Mart); online using the Internet (using for example, Shaw.ca or freedommobile.ca); and other channels such as call centers. Physical retail stores, whether owned by the business or by partners, remain a key distribution channel

for these services. Store closures resulting from the Covid pandemic significantly slowed growth.[8]

45. Customer retention depends on several factors. Dissatisfaction with network quality can be a main driver for customer ***churn***, as can better offers from competitors at different price points or with different services included. Customer care activities can help with retention, as can bundling with other services that can make it less compelling to switch overall.

V. SHAW'S AND ROGERS' COMMUNICATIONS BUSINESS, AND THEIR WIRELESS NETWORKS AND MOBILE SERVICES

A. Shaw's and Roger's communication networks and businesses

46. Shaw's communication networks and businesses are comprised of wireless networks for mobile services in Alberta and British Columbia (Shaw), and those provinces plus Ontario (Freedom) and wireline networks and fixed Internet services serving retail and business customers in Alberta, British Columbia, Saskatchewan, Manitoba, and Northern Ontario.[9]

47. Shaw's total revenues in 2021 were $5.5BN, of which $3.7BN comes from its consumer wireline business.[10]

48. Rogers' communication networks and businesses are comprised of wireless networks providing mobile services nationally, and wireline networks and fixed

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[8]Rogers Communications Inc. April 22, 2020 Earnings Call Transcript. "As a result of the market essentially being frozen with no or very limited growth in March. We posted net postpaid subscriber losses of 6,000. This was an abnormal result and due solely to the COVID-related decision to substantially wind down competitive offer activities in the final weeks or the quarter." "As you would expect, we do not anticipate the subscriber market to reactivate in any material way until the public is allowed to safely return to malls and our stores. While the market was previously growing at approximately 4% on an annual basis, this lack of subscriber growth rate will impact our revenue growth."

[9] Shaw's coverage map (https://www.shawmobile.ca/en-CA/network-coverage). Shaw, 2021 Annual Report (October 29, 2021) P.7 - Wireline in British Columbia, Alberta,
Saskatchewan, Manitoba, and northern Ontario. Shaw Mobile currently operates in British Columbia and Alberta. Freedom Mobile current operates in Ontario. British Columbia and Alberta

[10] Shaw's 2021 Annual Report. https://www.globenewswire.com/news-release/2021/10/29/2323626/0/en/Shaw-Announces-Fourth-Quarter-and-Full-Year-Fiscal-2021-Results.html

Internet services serving retail and business customers in Ontario, New Brunswick and Newfoundland.[11]

49. Rogers' total revenues are $14.6BN, of which $3.9BN comes from its wireline networks.[12]

50. Their combined and businesses would comprise wireless networks providing mobile services nationwide and distinct wireline networks providing fixed services in Alberta, British Columbia (via erstwhile Shaw) and Ontario, Newfoundland and New Brunswick (via erstwhile Rogers).

51. Shaw provides mobile and fixed communications services using its wireless and wireline networks across Canada through the following brands:

- Freedom Mobile: Provides mobility services in Alberta and British Columbia and Ontario through ***LTE***. It provides Wi-Fi wireless services mostly in Alberta and British Columbia, but also Saskatchewan, Manitoba, and Ontario;[13]
- Shaw Mobile: Connects individuals through LTE and Wi-Fi wireless services in Alberta and British Columbia;
- Shaw: Provides fixed access for residential customers for Internet, TV in Alberta, British Columbia, Saskatchewan and Manitoba, also provides Wi-Fi services in Alberta and British Columbia, Saskatchewan, Manitoba and Ontario;
- Shaw Direct: Provides entertainment via licensed satellite video services; and

[11] Rogers/Shaw ARC Request (p.12 - Section 2)
[12] Rogers Earnings Release Q4 2021.
[13] Shaw, 2021 Annual Report (October 29, 2021) page 8, Shaw's Go Wi-Fi coverage map (https://www.shaw.ca/internet/wifi/find-a-wifi-hotspot)

- Shaw for Business: Provides businesses with enterprise-class services for business internet, phone, security, and Wi-Fi.

52. I focus on Shaw's wireline and wireless businesses, namely Shaw, Shaw Mobile, and Freedom Mobile [redacted]

B. Shaw's wireless network business

1. Shaw's wireless network

53. [redacted]

54. [redacted][15]

55. [redacted][6]

56. [redacted]

> [redacted]

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[14] [redacted] SJRB-CCB00208891, [redacted]

[15] Shaw, SJRB-CCB00223517, slide 10; SJRB-CCB00023005.pptx, slide 8

[16] Shaw. SJRB-CCB00223003 (1).pptx, page 7, 11, 20, 23-26; also Shaw 2020 Annual Report p 20

[17] Rogers, ROG00243956.pdf, slide 6.

[redacted]

[redacted]

[redacted]

[redacted]

57. [redacted][22]

58. [redacted]

59. [redacted]

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[18] Document: SJRB-CCB00786205 (1).pdf Page 13
[19] Document: SJRB-CCB00786205 (1).pdf Page 15
[20] Document: SJRB-CCB00786205 (1).pdf Page 15
[21] Document: SJRB-CCB00786205.pdf Page 16
[22] Document: SJRB-CCB00786205.pdf Page 17
[23] The Brattle Report, para 227
[24] Brattle Schedule 2.1.7; [redacted]
[25] RBCH00002_000000453.pdf page 80

[redacted]

2. Shaw's mobile services

60. Shaw provides mobile services under two brands:

- Freedom Mobile: Originally acquired as Wind Mobile ("Wind")[27] to provide Shaw with a wireless network which it could use to provide mobile services, and from which it formed the Freedom Mobile brand; and
- Shaw Mobile: A brand launched in 2020 as a division of Freedom Mobile[28] [redacted]

61. Shaw Mobile currently provides three bundles of services, all of which include Access to 450,000+ Shaw Wi-Fi Hotspots, voicemail, incoming calls, and Unlimited Canada-wide telephone calls and Unlimited Global text messaging.

- 'By the Gig' for the light data user which includes Unlimited Canada-wide Calling + Global Text and enables the user to Purchase Rollover Data by the Gig for $10/GB
- A $25 / month plan that includes 25GB Fast LTE Data (Shaw network) and 2GB LTE Data (roaming onto other networks) and Unlimited Canada-wide Calling + Global Text[30]

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[26] SJRB-CCB00162831 page 7-8, [redacted] Shaw, 2021 Annual Report (October 29, 2021), page 45, RBCH00002_000000453 - "Arrangement Agreement" [redacted]

[27] ""Shaw Closes WIND Acquisition" March 01, 2016, https://newsroom.shaw.ca/corporate/newsroom/article/materialDetail.aspx?MaterialID=6442451782

[28] https://www.shawmobile.ca/docs/default-source/general/terms_of_service.pdf Appendix A: Terms of Service, July 30, 2020

[29] SJRB-CCB00618778 (October 2019) Slide 8 - [redacted]

[30] https://shop.shawmobile.ca/en-CA/plans

- A $35 / month plan that adds US and Mexico calling and roaming to the above.

62. Shaw Mobile currently prices its mobile services product offering that bundles these with fixed services at a substantial discount to other facility-based providers on the market, with unlimited mobile service plans at $25 / month (when bundled with fixed services) vs. $85 / month for competitors[31]. The level of discount also depends on the tier of internet speed that is purchased.

63. Freedom Mobile has an equivalent 25GB / month plan that is priced at $60 / month (including a promotional discount, down from regular $65).[32] It has other price points as well.

64. [redacted]

[redacted]

[redacted]

[31] https://shop.shawmobile.ca/en-CA/plans
https://www.telus.com/en/mobility/plans
https://www.rogers.com/plans
[32] https://www.freedommobile.ca/en-CA/plans/?planSku=Big%20Gig%20Unlimited%20%2B%20Talk%2010GB)

65. The figures for calendar quarters and the calculation of the share of growth are set out in Table 1 below.

Table 1 *Postpaid subscriber growth*

	Q4 2020	**Q1 2021**	**Q2 2021**	**Q3 2021**	**Q4 2021**	**Q42020-Q42021**
Freedom	[redacted]					
Shaw						
Total						

66. [redacted]

67. [redacted][3], as it is easier to upsell an existing customer an additional service than it is to bring in a new customer with no existing relationship. They have Shaw's website, Shaw.ca, as a distribution channel with visits from existing Shaw customers or those shopping for fixed services on a regular basis. SimilarWeb reports 11.6M visits to Shaw.ca in January 2022.[34]

68. [redacted]

[33] SJRB-CCB00682056 – [redacted]
[34] https://www.similarweb.com/website/shaw.ca/#overview;
In my opinion this is an excellent source for comparing the order of magnitude of web traffic, as it is used by more than half of Fortune 100 companies and all of the big 6 marketing agencies. In addition Endeavour Partners uses it for its own business. https://www.similarweb.com/corp/clients/

[redacted][35,36] [redacted][7]

69. Shaw mobile currently offers 28 devices from Apple, Samsung, Google, Motorola, Alcatel and ZTE.[38] Freedom Mobile offers a similar assortment, plus Apple watches and tablets from ZTE and Samsung.[39]

70. The Shaw brand is well established since Shaw went public in 1972 and renamed to Shaw Cablesystems Ltd.in 1984[40] and is supported by substantial advertising. In 2020, Shaw spent [redacted] in marketing costs on the wireline business[41] and approximately [redacted] in marketing costs on the wireless business, both promoting the Shaw brand.[42 ,43]

[35] An "Unlimited" plan from Shaw Mobile is $50 /month currently, down from a regular price of $55. This unlimited plan has reduced speeds after 15GB. A The comparable plan from Freedom costs $25-30 more with 10GB less of full speed LTE. Rogers has a similar unlimited plan at $80 / month with speed reduced after 15GB, TELUS and Bell the same unlimited plan with speeds reduced after 20GB. So, Shaw is underpricing all their facility-based competitors.
[36] Shaw states in their 1Q 2020 report, page 2, "Consumer Wireline RGU4 losses of approximately 76,200 improved over the prior year period, led by positive Internet additions as customers continue to bundle their Internet and Wireless service together." They also state, "Internet subscriber growth, driven by Shaw Mobile bundle" and "Internet churn lower than historical, reflecting favorable impacts of Shaw Mobile and COVID". Also, "Internet pricing power is expected to remain strong with our focus on Shaw Mobile bundling helping drive sustainable ARPU increases and churn reduction over the forecasted period".
[37] ROG00119303 page 40, ROG00251667 page 2, ROG00127766 page 24
[38] https://shop.shawmobile.ca/en-CA/devices
[39] https://shop.freedommobile.ca/en-CA/
[40] Shaw's Annual information form, Jan 13, 1999 ""Shaw Communications Inc. ("Shaw") is a Canadian-controlled corporation incorporated under the laws of the Province of Alberta on December 9, 1966, and became a public company on November 14. 1972. Its corporate name was changed from Capital Cable TV Ltd. to Shaw Cablesystems Ltd. on February 29, 1984"
[41] Shaw, "SJRB-CCB00700294.xlsx."
[42] Shaw, [redacted]
[43] Brattle 284; [redacted]

71. In 2020 Shaw's physical retail stores accounted for [redacted][44]

72. [redacted][45]

73. Freedom Mobile has physical distribution in [redacted] locations and Shaw Mobile has physical distribution in [redacted] locations; this notwithstanding, [redacted][46]

C. The interrelationship between Shaw's wireless network business and its wireline network business

74. Shaw's wireline network provides services to retail customers i.e., consumers in households and to businesses. In addition, it provides wholesale wireline services to business customers to access other communications networks, including its own wireless networks.

75. [redacted]

1) [redacted]

2) [redacted] and

3) [redacted]

1. [redacted]

76. [redacted]

[44] SJRB-CCB00468970 [redacted]

[redacted]

77. [redacted]

78. [redacted]

79. [redacted]

47 [redacted]

80. [redacted][48]

81. [redacted][51]

82. [redacted][2]

83. [redacted]

[redacted]

[48] Shaw, SJRB-CCB00208891, slide 6
[49] Shaw, SJRB-CCB00211493, slide 4
[50] Shaw, SJRB-CCB00208891.pptx, slide 7
[51] Shaw, SJRB-CCB00211493.pptx, slide 6
[52] Shaw, SJRB-CCB00092221, slide 5 and SJRB-CCB00231597, slide 3

- [redacted]
- [redacted][53]

3. Wi-Fi Hotspots [redacted]

84. Shaw has a large footprint of many Wi-Fi hotspots. These hotspots fall into two categories: Home Hotspots and Public Wi-Fi hotspots.[54] ***Shaw Go*** Wi-Fi is available in British Columbia, Alberta, Saskatchewan, Manitoba, and Ontario.[55]

85. The Home Hotspots, of which there are approximately 350,000[56], are residential Wi-Fi access points that Shaw has configured in a split configuration. The residential user has their private home Wi-Fi network, and the split is another broadcasted Wi-Fi network from same access point that is available to Shaw and Freedom customers.

86. The Public Wi-Fi hotspots, of which there are more than 100,000[57] are Wi-Fi access points deployed outdoors or in public/private venues that are available to both Shaw wireline and wireless customers, and Freedom customers.

87. [redacted]

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[53] ROG00300981.pdf, page 2
[54] Shaw, SJRB-CCB00163860, slide 6
[55] https://www.shaw.ca/internet/wifi/find-a-wifi-hotspot
[56] Shaw 2020 Annual Report, P23 “In addition to our reliable Internet service enhanced by our BlueCurve experience, a key differentiator for our customers continues to be the access they receive to our carrier-grade Shaw Go Wi-Fi network. With over 3.7 million devices authenticated on our network and over 117,000 public access points covering locations from British Columbia to Ontario, we continue to see growth in usage of our Shaw Go Wi-Fi network for Shaw Internet and Freedom Mobile customers, and now Shaw Mobile customers. As an added value proposition, Wireless customers have access to over 350,000 additional “hotspots” by way of our home hotspot deployment.”
[57] Shaw, SJRB-CCB00163860, slide 6
[58] SJRB-CCB00219615.pptx

[redacted][9]

88. [redacted]

89. [redacted] This is true for both Shaw Mobile and for the Freedom Mobile marketing material, both of which promote theses services by referring to the availability of 450,000 Wi-Fi hotspots.[60]

> "In addition to our reliable Internet service enhanced by our BlueCurve experience, a key differentiator for our customers continues to be the access they receive to our carrier-grade Shaw Go Wi-Fi network. With over 3.7 million devices authenticated on our network and over 117,000 public access points covering locations from British Columbia to Ontario, we continue to see growth in usage of our Shaw Go Wi-Fi network for Shaw Internet and Freedom Mobile customers, and now Shaw Mobile customers. As an added value proposition, Wireless customers have access to over 350,000 additional "hotspots" by way of our home hotspot deployment."[61]

90. Shaw Mobile provides Shaw Internet customers with bundling opportunities, combined with the ability to customize their mobile data requirements.

> "This approach is a powerful example of how facilities-based service providers can compete and innovate. Shaw Mobile capitalizes on the long-term trend that shows the vast majority of Canadians' smart device data

[59] SJRB-CCB00219615.pptx, slide 3
[60] Shaw 2020 Annual Report, P23; https://www.shawmobile.ca
[61] Shaw 2020 Annual Report, P23

> usage occurs on Wi-Fi networks, a fact amplified by recent work-from-home trends."[62]

91. [redacted]"[64]

92. This is true with similar companies elsewhere in North America. For example, a similar company to Shaw due to having cable and mobile offers that can be bundled along with a Wi-Fi network, Comcast's Xfinity mobile states their value proposition, and hotspot access is one of the four main points of value:[65]

> "Xfinity Mobile also offers the best coverage. Here's how:
>
> - Access to our fast, reliable network wherever you go
> - 5G nationwide included at no additional cost
> - The most reliable 4G LTE network
> - Automatically connect to over 20 million secure Xfinity Wi-Fi hotspots"[66]

93. [redacted][68]

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[62] Shaw 2020 Annual Report, p18
[63] SJRB-CCB00219615.pptx, slide 5
[64] SJRB-CCB00219615.pptx, slide 5
[65] https://www.xfinity.com/hub/mobile/xfinity-mobile-new-unlimited-pricing
[66] https://www.xfinity.com/hub/mobile/xfinity-mobile-new-unlimited-pricing
[67] Shaw, SJRB-CCB00230611 page 9; SIRB-CCB00356295.
[68] Shaw, SJRB-CCB00230611 page 12

94. [redacted]

95. [redacted]

96. [redacted]

97. [redacted] 2

[69] SJRB-CCB00356295 page 2

[70] [redacted]

[71] Shaw, SJRB-CCB00167977 [redacted]

[72] SJRB-CCB00219615 [redacted]

[redacted]

[redacted]

D. Rogers' wireless network business

1. Rogers' wireless network

98. Rogers is one of the top three mobile and fixed access providers in Canada. Its wireless coverage spans over 98.1% of the population with 10.1M and 1.1M post and prepaid subscribers respectively.[73]

99. [redacted]

100. [redacted]

[73] ROGERS COMMUNICATIONS REPORTS FOURTH QUARTER AND FULL-YEAR 2021 RESULTS, https://1vjoxz2ghhkclty8c1wjich1-wpengine.netdna-ssl.com/wp-content/uploads/2021/03/Rogers-Q4-2021-Press-Release.pdf

[74] Rogers, ROG00083323[redacted]

[redacted][5]

E. Rogers' mobile services

101. Rogers provides mobile services under three distinct brands:

- Rogers Wireless: The flagship brand owned by the parent company, Rogers Communications. It is the largest wireless operator in Canada with approximately 11.2 million subscribers.[76]
- Fido: Fido is a ***flanker brand*** of Rogers Communications that was a acquired in 2004 and operates 4G/LTE and HSPA+ networks.
- Chatr Mobile: Chatr is another flanker brand of Rogers and operates in major Canadian cities.

F. Rogers' wireline network

102. The Rogers wireline network provides service for home internet access, video, Rogers Home phone, and Smart home monitoring. Its wireline network can potentially service approximately [redacted] homes (Homes Passed).[77] Within its potential homes passed, [redacted] are Fibre to the Home (***FTTH***), [redacted] Fibre to the Curb (***FTTC***), and [redacted] Fibre to the Frontage (***FTTF***).[78]

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[75] Rogers, ROG00332275[redacted]
Rogers, ROG00083323[redacted]
ROG00624265 [redacted]
[76] ROGERS COMMUNICATIONS REPORTS FOURTH QUARTER AND FULL-YEAR 2021 RESULTS, https://1vjoxz2ghhkclty8c1wjich1-wpengine.netdna-ssl.com/wp-content/uploads/2021/03/Rogers-Q4-2021-Press-Release.pdf
[77] http://www.ftthcouncilap.org/wp-content/uploads/2016/08/FCGA-Definition-of-Terms-Revisions2016.pdf Homes Passed" is the potential number of Premises which a Service Provider has capability to connect to an FTTH/FTTB network in a service area. Typically, new service activation will require the installation and/or connection of a drop cable from the homes passed point (e.g. fibre-pedestal, manhole, chamber, utility-pole) to the Premises, and the installation of subscriber Premises equipment at the Premises.
[78] fibre-to-the-frontage: This is very similar to FTTB. In a fibre to the front yard scenario, each fibre node serves a single subscriber.

103. [redacted][79]

104. [redacted]"[80] [81]

G. Rogers' fixed services

105. Rogers fixed services consist of cable television, telephone, and Internet services:

- Internet services to residential and businesses, including Wi-Fi, and Smart Home Monitoring, and speeds up to 1 Gbps
- Television services through traditional cable, or IP-based streaming.
- Phone services for residential and small businesses
- Enterprise services such as private networking, IP-voice, cloud solutions

H. The interrelationship between Rogers' wireless network and its wireline network

106. Rogers' wireline network provides services to retail customers i.e., consumers in households, and to businesses. In addition, it provides wholesale services to other communications networks, including its own wireless networks.

107. [redacted]

1) [redacted]

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[79] Rogers, ROG00083323.pptx, [redacted]

[8080] Rogers, ROG00082655, [redacted]

2) [redacted]

3) [redacted]

[redacted]

108. [redacted][82]

[redacted]

109. [redacted]

110. [redacted][83]

111. [redacted]"[84]

112. [redacted]

113. [redacted]

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[82] [redacted]

[83] Rogers, ROG00082655, slide 6

[84] Rogers, ROG00082655, slide 11

[85] Rogers, ROG00082655, slide 20

[redacted]

114. [redacted]

115. [redacted][86]

116. [redacted]

VI. THE STEPS THE PARTIES PROPOSE TO TAKE TO MERGE THEIR BUSINESSES AND IMPLEMENT THE PROPOSED REMEDY

A. The steps that the parties propose to take to merge their businesses and implement the proposed remedy

117. This section of the report describes the steps that the parties propose to take to merge their businesses and to implement the proposed remedy, and some

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[86] Rogers, ROG00082655, slide 11
[87] Rogers, ROG00082655, slide 8 and 11
[88] Rogers, ROG00082655, slide 19

additional steps that may be taken within two years after the closing of the transaction.

118. The steps that the parties propose to take to integrate these two businesses are reflected in the Brattle Report. [redacted]

119. The two key steps that the parties plan to take are divesting elements of the Freedom Mobile network, Freedom Mobile and Shaw Mobile businesses,[89] [redacted] into a new entity and merging the Shaw wireline business with Rogers' wireline and wireless businesses.

120. The combined wireline networks would be complementary, providing Rogers with wireline services in Alberta, British Columbia and Manitoba/Saskatchewan in addition to its current share in Ontario and the Atlantic region[90].

121. The wireless assets that would be divested would be comprised of assets of Freedom Mobile, Inc., the Freedom Mobile subscribers, and the Shaw Mobile subscribers. These would form a new stand-alone entity, the proposed divested wireless services business.

122. [redacted]

123. [redacted]

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[89] [redacted]

[90] Abbreviations and codes for provinces and territories, 2011 Census at https://www150.statcan.gc.ca/n1/pub/92-195-x/2011001/geo/prov/tbl/tbl8-eng.htm

B. The major steps that the parties propose to take to create a new business

124. There are four significant steps that the parties propose to take to create a new stand-alone entity:

1) Transfer some of the assets of Shaw to the new entity;

2) Transfer the current wireless subscribers of Shaw to the new entity;

3) [redacted]

4) [redacted]

[redacted]

125. [redacted]

- [redacted]

[redacted]

91 [redacted]

- [redacted][92]

126. [redacted]

127. [redacted]

128. [redacted][93]

[redacted]

129. [redacted][94]

[92] [redacted]
[93] [redacted] SJRB-CCB00163860, [redacted]
[94] [redacted]

[redacted]

130. [redacted]

131. [redacted]

132. [redacted]

133. [redacted][97]

134. The new proposed divested wireless business will also lose access to a large amount of organic traffic that comes through the Shaw website. SimilarWeb reports 11.6 million visits to Shaw.ca in January 2022., 2.6 million visits to Freedom Mobile [redacted][98] Reliance only on Freedom would

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[95] (See page 28)
[96] [redacted]
[97] [redacted]
[98] https://www.similarweb.com/website/shaw.ca/#overview
https://www.similarweb.com/website/freedommobile.ca/#overview

represent an [redacted] drop in web traffic due to the transaction, which would substantially reduce the visibility of the new proposed divested wireless business relative to that of the Shaw wireless business prior to the merger and divestiture.

135. [redacted]

136. In addition, the new proposed divested wireless business would no longer benefit from the $29M annually that Shaw spends on advertising its wireline products and brand.[100] That advertising drives consumers to the Shaw website or stores, where they can be exposed to Shaw bundle offers that include mobile services.

[redacted]

1. Overview

137. [redacted]

138. [redacted]

139. There are two key steps that the parties may take:

[redacted] In my opinion this is an excellent source for comparing the order of magnitude of web traffic, as it is used by more than half of Fortune 100 companies and all of the big 6 marketing agencies. https://www.similarweb.com/corp/clients/

[99] Shaw.ca homepage

[100] [redacted] "SJRB-CCB00700294.xlsx."

1) [redacted]

2) [redacted]

[redacted]

140. [redacted]

141. [redacted]

142. [redacted]

101 [redacted]

143. [redacted]

144. [redacted]

145. [redacted]

146. [redacted]

[redacted]

147. [redacted]

[redacted]

148. [redacted] Shaw offers internet packages with speeds ranging from 300Mbps for $100 / month to 1.5Gbps for $135 / month, [redacted]

149. [redacted]

[106] SJRB-CCB00682056 – [redacted]

[redacted]

150. [redacted]

151. [redacted]

VII. MY OPINION ON THE COMPETITIVE STRENGTH OF THE PROPOSED DIVESTED WIRELESS SERVICES BUSINESS, RELATIVE TO SHAW PRIOR TO THE PROPOSED MERGER AND DIVESTITURE

A. Overview

152. As described above, I have been asked to express my opinion on the competitive strength of the proposed divested wireless business remedy, relative to the competitive strength of the Shaw wireless business prior to the proposed merger and divestiture.

107 [redacted]

B. My opinion

153. The competitive strength of the proposed divested wireless business would be much less than the competitive strength of the Shaw wireless business prior to the proposed merger and divestiture for three principal reasons:

1) [redacted]

2) [redacted]

3) [redacted]

154. [redacted]

[redacted]

155. [redacted]

[redacted]

[redacted]

[redacted]

[redacted]

[redacted]

156. [redacted]

[redacted]

[redacted]

[redacted]

157. [redacted]

[redacted]

[redacted]

[redacted]

[redacted]

[redacted]

158. [redacted]

[redacted]

- [redacted]

VIII. MY OPINION ON THE IMPACT OF THE CLOSING OF THE TRANSACTION ON THE ABILITY OF THE COMPETITION TRIBUNAL TO REMEDY ANY COMPETITIVE CONCERNS

A. Overview

159. This section first describes the two primary options that the Competition Tribunal may impose to remedy any competitive concerns,

160. It then provides my opinion of the impact of the closing of the Transaction on the ability of the Competition Tribunal to remedy any competitive concerns, for each of the options that the Competition Tribunal may pursue.

161. It assesses the impact of the closing of the Transaction on the basis of the steps that the parties propose to take, the additional steps that may be taken, and in particular the enduring effect of the closing of the transaction over the course of the two years following the closing of the transaction, as described above.

162. In doing so it takes into account the additional steps that may be taken within two years relating to the proposed divested wireless business [redacted]

163. It also takes into account in particular the implications of the reduction of the competitive strength of the proposed divested wireless business relative to the competitive strength of Shaw prior to the proposed merger and divestiture over the up to two years that it may take from the closing of the transaction to the imposition of a remedy.

B. The options that the Competition Tribunal may pursue to remedy any competitive concerns

164. The Competition Tribunal may determine that the Transaction creates competitive concerns. It may then impose a remedy for those competition concerns.

165. I understand that the remedy that it can impose in the case of a completed merger are as follows (§ 92(1)(e)) of the *Competition Act*

(e) in the case of a completed merger, order any party to the merger or any other person

(i) to dissolve the merger in such manner as the Competition Tribunal directs,

(ii) to dispose of assets or shares designated by the Competition Tribunal in such manner as the Competition Tribunal directs, or

(iii) in addition to or in lieu of the action referred to in subparagraph (i) or (ii).

with the consent of the person against whom the order is directed and the Commissioner, to take any other action

166. I am instructed by counsel that the Competition Tribunal cannot impose behavioural remedies without the consent of the Commissioner and that behavioural remedies are not common in competition law given, for example, the need for future intervention or monitoring and supervision.[108]

167. The Competition Tribunal has two significant options to address its competitive concerns:

1) Reversal of the merger, restoring (as closely as possible) the status quo ante in which Rogers and Shaw were independent entities

2) Alternative remedies that alleviate the harm from the substantial lessening of competition in the wireless business, including addressing the competitive concerns through a measures taken to restore the competitive strength of the new wireless entity, including through increasing the competitive strength of the proposed divested wireless business

1. Reversal of the Merger

168. Reversal of the merger would seek to re-establish Shaw with substantially the same competitive strength that it would have had if the merger had not closed,

[108] https://www.competitionbureau.gc.ca/eic/site/cb-bc.nsf/eng/02170.html, paragraph 43

and the parties had not pursued the steps that they have set out to integrate their two wireline businesses and implement the proposed remedy.

169. This would require five steps:

3) Separating the merged Shaw and Rogers wireline businesses

4) Disentangling the previous Shaw wireline business from the Rogers wireless business

5) [redacted]

6) Re-integrating the disentangled proposed divested wireless business with the separated Shaw wireline business

7) Re-establishing the competitiveness of the Shaw wireless business

170. It also requires taking any additional actions that would be required to address the enduring competitive concerns that it finds are likely to occur from the transaction.

2. An alternative remedy that alleviates the competitive harm by increasing the competitive strength of the new proposed divested wireless business

171. The most significant impact on competition is in the wireless business arising from the Freedom Transaction, the divestiture of specific assets of Freedom to form the new proposed divested wireless business.

172. As such the alternative remedy that the Competition Tribunal may choose to impose to address its competitive concerns would be to increase the competitive strength of the proposed divested wireless business to the extent sufficient to substantially address any substantial lessening of competition that may occur as a result of the Transaction.

C. The impact of the closing of the transaction on the ability of the Competition Tribunal to reverse the transaction

173. I examine below the difficulties that the Competition Tribunal will face with the five steps required to reverse the transaction.

1. Separation of the merged Shaw and Rogers wireline business and disentangling the Shaw wireline business from the Rogers wireless business

174. The separation of the Rogers-Shaw merged wireline business into two separate wireline businesses, one of which is the pre-merger Shaw wireline business, is a significant barrier to the reinstatement of competition as the wireline network infrastructure would need to be disentangled, which means reversing any integrations around backhaul, fixed-wireless swap out, [redacted]

[redacted]

175. If the Competition Tribunal determines that the divestiture did not alleviate the competitive effects of the merger, a challenge in reversing the divestiture of [redacted]

[redacted]

[redacted]

[redacted]

176. To achieve full reversal of the merger, requires merging the disentangled Shaw wireline business with the [redacted]

177. It will be impossible to fully replicate the *status quo ante* because, as described above, the re-merged Shaw would be very different from either of its predecessor networks and would not resemble the Shaw that would have been if the Rogers-Shaw merger and Freedom Transaction had not occurred, especially the more

time passes. The re-merged Shaw [redacted][109]

4. Re-establishing the competitive strength of the Shaw business

178. The Competition Tribunal will be faced by numerous challenges or outright barriers at this stage in attempting to restore the divested wireless business to its competitiveness prior to starting the merger talks. As a result, it would be impossible to re-create the Shaw wireline and wireless business. These challenges or barriers relate to the need to do the following:

- Disentangle Shaw wireline infrastructure from Rogers
- Undo the bundles and associated marketing that were created between Rogers' wireless and the merged wireline business, as Rogers' subscribers for the combined wireline business, will be migrated to the disentangled Shaw wireline business.
- [redacted]
- [redacted]

[109] SJRB-CCB00618778 [redacted]

- [redacted]

179. [redacted]

180. The challenges or barriers relate to the following seven principal elements required to restore the pre-merger competitive position of the divested wireless business:

    1) [redacted]

    2) [redacted]

3) [redacted]

4) [redacted]

5) [redacted]

6) [redacted]

7) Critically, there would be a need to increase the competitive strength of the business sufficiently to overcome the enduring effects of the weakening of its competitive strength between the Transaction and the imposition of a

remedy that would take place up to two years from the closing of the Transaction.

181. All of these steps are complex and difficult and will take a significant amount of time, in some cases many months to a few years. All of these steps involve significant additional expenditures by the parties, above and beyond the normal course of business, and significant additional expenditures by third parties, including but not limited to any entities involved in oversight of this process. These steps also require the availability of organizations with the required capabilities, which may be a significant gating factor or rate-limiting step in the speed and cost of execution, including individuals with specialist expertise and relevant experience.

[redacted]

182. [redacted]

183. [redacted]

184. [redacted]

[110] [redacted]

[111] SJRB-CCB00223003.pptx, slide 22

[redacted]

6. [redacted]

185. [redacted]

186. [redacted]

187. [redacted]

188. [redacted]

[112] [redacted]

[113] ROG00082655.pptx, page 14

[114] SJRB-CCB00023005.pptx

[redacted]

[redacted]

189. [redacted]

190. [redacted]

[redacted]

191. [redacted]

192. [redacted]

193. [redacted]

115 [redacted]

[redacted]

194. [redacted]

195. [redacted]

196. [redacted]

197. [redacted]

198. [redacted]

[116] ROG00247605.docx. Page 1. [redacted]

[redacted]

199. [redacted]

200. Any competitive remedy would need to replicate the advantage of a large existing customer base [redacted] landline Shaw subscribers in the wireless footprint) and web audience that could be exposed to mobile offers on a regular basis, or it would not be as competitive as the current Shaw Mobile business.

[redacted]

201. [redacted]

202. [redacted]

203. This also affects advertising; any wireless business needs a strong brand and substantial investment in marketing to be able to successfully attract customers. [redacted]

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118 [redacted]

119 SJRB-CCB00618778 slides 3,4,5,8, SJRB-CCB00699795 - [redacted]

11. Acquire 5G mid band spectrum

204. [redacted]

205. [redacted]

12. Summary of the impact of the steps that the Competition Tribunal would have to take to remedy any competitive concerns

206. These steps in aggregate to ensure an entity that approaches the competitive strength of the Shaw wireless business prior to the proposed merger and divestiture are daunting.

207. [redacted] 21

[120] Brattle schedule 2.1.7; Brattle 228
[121] These are Endeavour Partner estimates based on the materials provided.

208. The time to implement all of the above would be at least [redacted] Even so, despite the time it will take and the expenditure it will require, it will be impossible to re-establish the *status quo ante,* and very difficult to craft a remedy that is sufficiently competitive to alleviate the substantial lessening of competition, and it will be extraordinarily difficult without imposing behavioral remedies.

IX. GLOSSARY

ARPU - Average Revenue Per Unit (ARPU) measures the earnings generated per user or unit. This figure is most often reported by telecom companies and media companies. ... It indicates which is doing the best job of maximizing revenue from its subscribers or users.

Backhaul - A term used for the transmission of a signal (normally video) from the ends of transmission systems such as microwave to a central point.

Base station - In telecommunications, a base station is a fixed transceiver that is the main communication point for one or more wireless mobile client devices. A base station serves as a central connection point for a wireless device to communicate.

Bundling - A package that includes several products for one price

C-Band - The terms C-band and Mid-band are often incorrectly used to mean the same. The C-band frequency range is defined as a component of the larger mid-band spectrum. C-band specifically refers to the 500 MHz segment of spectrum between 3.7 GHz to 4.2 GHz. The 5G 3500 MHz range is the spectrum between 3.3 GHz to 4.2 GHz, of which C-band is a sub-range.

Cell site - A cell site, cell tower, or cellular base station is a cellular-enabled mobile device site where antennas and electronic communications equipment are placed—typically on a radio mast, tower, or other raised structure—to create a cell (or adjacent cells) in a cellular network. The raised structure typically supports antenna and one or more sets of transmitters, receivers, transceivers, digital signal processors, control electronics, a GPS receiver for timing (for CDMA2000/IS-95 or GSM systems), primary and backup electrical power sources, and sheltering.

Churn - is the percentage of subscribers moving from a specific service or a service provider to another in a given period of time.

Core network - Typically, in telecommunication networks, the term 'core' is used by service providers and refers to the high-capacity communication facilities that connect primary nodes. A core/backbone network provides paths for the exchange of information between different sub-networks.

Dark fibre - Dark fibre is fibre-optic infrastructure that is not yet “lit” or put into use by a service provider. A dark fibre lease requires the customer rather than the service provider to maintain and operate the equipment required to “light” the fibre and use it for Internet access and communications.

Densification - refers to integrating more elements into a given space primarily by adding more cellular transmission points into a network; additionally, it also means a way to increase the number/volume of signals that can be carried on wireless networks, both by widening the range of frequencies that can carry signals as well as increasing the amount of information that can be carried on any given frequency. Collectively, the goal of all these efforts is to make 5G networks faster and to reduce latency, or lag times.

Distributed Antenna Systems (DAS) - A distributed antenna system, or DAS, is a network of spatially separated antenna nodes connected to a common source via a transport medium that provides wireless service within a geographic area or structure. ... A distributed antenna system may be deployed indoors (an iDAS) or outdoors (an oDAS).

Fibre Distribution Hub (FDH) - is an enclosure that provides the connection between fibre optic cables and passive optical splitters in the outside plant segment of the network. It makes it easy and fast to service connections and reconfigurations and serves as a testing point in the outside plant network.

FTTx – Refers to the demarcation point of where a network provider runs their fibre infrastructure, i.e., Fibre to the Home (FTTH), Fibre to the Curb (FTTC), and Fibre to the Frontage (FTTF)

Fixed Wireless Access (FWA) - Fixed Wireless Access enables network operators to deliver ultra-high-speed broadband to suburban and rural areas, supporting home and business applications where fibre is prohibitively expensive to lay and maintain.

Flanker Brand - is a new brand introduced into the market by a company that already has an established brand in the same product category. The new brand is designed to compete in the category without damaging the existing item's market share by targeting a different group of consumers.

Fronthaul - Fronthaul is defined as the fibre-based connection in RAN infrastructure between the Baseband Unit (BBU) and Remote Radio Head (RRH). Fronthaul originated with LTE networks when operators first moved their radios closer to the antennas.

ILEC - Incumbent Local Exchange Carrier is a local telephone company which held the regional monopoly on landline service before the market was opened to competitive local exchange carriers, or the corporate successor of such a firm.

LTE - Long-Term Evolution is a standard for wireless broadband communication for mobile devices and data terminals, based on the GSM/EDGE and UMTS/HSPA standards. It improves on those standards' capacity and speed by using a different radio interface and core network improvements.

Macro cells - A macro cell or macro site is a cell in a mobile phone network that provides radio coverage served by a high-power cell site (tower, antenna, or mast). Generally, macro cells provide coverage larger than microcell.

Metro Fibre - Metro fibre is fibre optic networks used to connect buildings in a large metropolitan area over the internet. Often the providers of metro fibre lease out unused fibres (dark fibre) to other companies to establish high-speed connections in their area.

Macro cell base stations - A macro cell is a cellular base station that sends and receives radio signals through large towers and antennas.

Internet Gateway - A computer that sits between different networks or applications. The gateway converts information, data or other communications from one protocol or format to another.

Public Switched Telephone Network (PSTN) - Network that provides infrastructure and services for public telecommunication. The PSTN is the aggregate of the world's circuit-switched telephone networks that are operated by national, regional, or local telephone operators.

Points Of Presence (POPs) - Point of Presence. A central office where the inter-exchange carrier's responsibilities for the line begins and the local exchange carrier's responsibility ends. Location of a communications carrier's switching or terminal equipment.

Radio Access Network (RAN) - A radio access network (RAN) is a major component of a wireless telecommunications system that connects individual devices to other parts of a network through a radio link. The RAN links user equipment, such as a cellphone, computer or any remotely controlled machine, over a fibre or wireless **backhaul** connection.

Radio base station - In telecommunications, a base station is a fixed transceiver that is the main communication point for one or more wireless mobile client devices.

Remedy - is a form of court enforcement of a legal right resulting from a successful civil lawsuit.

RGU - Revenue Generating Unit (RGU) - is an individual service subscriber who generates recurring revenue for a company. This is used as a performance measure for management, analysts, and investors.

Shaw GO - Shaw customers have access to ‘Shaw Go’ which is Wi-Fi access that automatically connects to secure hotspots nationwide.

Small cell - A small cell is a low-cost radio access point with low radio frequency (RF) power output, footprint and range. It can be deployed indoors or outdoors, and in licensed, shared or unlicensed spectrum.

Spectrum - Range of electromagnetic radio frequencies used in transmission of voice, data, and TV of which some are allocated to the mobile industry and specifically to a mobile network operator

[redacted]

Wi-Fi hotspots - A hotspot is a physical location where people can access the Internet, typically using Wi-Fi, via a wireless local area network (WLAN) with a router connected to an Internet service provider. ... While many public hotspots offer free wireless access on an open network, others require payment.

[redacted]

[redacted]

This is **Exhibit "B"** to the affidavit of Michael A. M. Davies, affirmed remotely by Michael A. M. Davies stated as being located in the city of Edinburgh in Scotland, before me at the city of Gatineau in the province of Quebec, on May 6, 2022, in accordance with O. Reg 431/20, Administering Oath or Declaration Remotely.

Commissioner of Oaths etc.

Raha Araz Mohammad
Commissioner of Oaths etc.
Province of Ontario
LSO P15816.

Michael A M Davies

Senior Partner and Chairman, Endeavour Partners

Senior Lecturer, Massachusetts Institute of Technology

Guest Lecturer, London Business School

CEO and Founder, WKD.SMRT, Inc. and Founder, Silverthread Inc.

Expertise

Michael Davies' expertise and experience covers the spectrum of the key issues involved in high-tech businesses, particularly mobile devices and services and wireless networks, and business strategies for the digital economy:

- anticipating the future – developing insight into the co-evolution of technological innovation and technology infrastructure, the demand opportunity, and the business ecosystem, with a particular focus on novel and breakthrough technologies, on projecting demand and determining consumers' purchase preferences and buying behavior, and on creative business models
- developing creative and robust business strategies – identifying opportunities and options for initiatives, investments, and business models to create and to capture value
- executing effectively – aligning activities with opportunities and evolving to adapt for new episodes in the co-evolution of the enterprise and its environment

He has several areas of specialist expertise relevant to these challenges:

- the architecture and economics of communication networks, in particular broadband wireless, fiber infrastructure, shared infrastructure, packet networks, cloud services and 'edge computing'
- the economics of hardware electronic and mechanical systems, in particular semiconductor and hardware manufacturing, modern computing systems, and consumer electronics, and their related supply chain
- creative business models, co-opetition and building business ecosystems, including open innovation, open source, shared infrastructure, and other innovative approaches
- the economics of innovation, standards, and intellectual property (trade secrets, patents, and licensing strategies), and in particular how to create and capture value from technological innovation, or commoditize others' IP to protect value
- the economics of systems, platforms, architecture, and modularity, in particular as this relates to complex products and services that combine software and computers
- consumer behavior and segmentation, for high-tech and other novel products
- strategy and management for R&D, product creation and technological innovation
- how knowledge-intensive technical teams, such as R&D people, work effectively

Experience

Michael Davies has worked for more than thirty years in the telecommunications and related industries with a particular focus on innovation in mobile devices, communications services, and network infrastructure. His experience spans the design, development, and deployment of mechanical, electrical, electronic, and high-tech products; manufacturing; software coding; video; supply chain management; research and development; technology; product creation; and business strategy.

As the Senior Partner and Chairman of Endeavour Partners, Michael:

- leads a firm specializing in the connections between technology, innovation, product development, consumer choice and behavior, the adoption and diffusion of new products, intellectual property, and the emergence and evolution of mobile and digital ecosystems
- provides consulting services to companies throughout the mobile and wireless industry, including cellular infrastructure providers, mobile device manufacturers, and mobile network operators, as well as traditional companies that are being impacted by technology
- provides expert witness testimony on matters related to intellectual property, public policy, and commercial relationships within the mobile, wireless and digital sectors

As a Senior Lecturer at MIT, Michael:

- created and teaches courses in fundamental and advanced topics in integrated design and product development process
- teaches topics including creative innovation, value creation, digital transformation, emerging technologies, product management, product marketing, basic finance and business models, pricing and marketing, competitive analysis, market opportunity identification, funding entrepreneurship, business plan & pitch, and data-driven decision making

As a Guest Lecturer at the London Business School, Michael manages and teaches the New Technology Ventures Program, which enables emerging entrepreneurs to evaluate novel ideas and inventions and turn them into new technology ventures

As the Founder of WKD.SMRT and Silverthread Inc., Michael:

- leads a company that is accelerating innovation in healthcare by provide superior real-life data for clinical trials, through a turnkey solution that combines state-of-the-art technologies in sensing, machine learning, and computer processing
- founded a company that helps clients diagnose and improve the economics of maintaining, evolving, and developing very large-scale software systems

Education

London Business School **1989-1991**

MBA (With Distinction)

Business Strategy, Technology Management and Decision Sciences

Participation in the PhD Program on Systems Dynamics

Post-graduate study in Systems Thinking

University of Durham, UK **1982-1984**

Master of Engineering

Microelectronics, Cybernetics and Robotics, and Management Science

St Catharine's College, University of Cambridge **1979-1982**

Master of Arts

Electrical Sciences Tripos (Computer Science, Mathematics, Engineering and Physics)

Engineering Part I and Part II

Harvard Business School

Post-graduate study in Innovation & Organizations

Expert Reports and Testimony Experience

United States of America et al. v. AT&T Inc et al.

- Department of Justice anti-trust investigation, Civil Action No. 11-01560 (ESH)
- Antitrust
- Expert Report (2011)

Apple v. Samsung Electronics America, Inc., Samsung Telecommunications America LLC, and Samsung Electronics Co., Ltd.

- International Trade Commission Investigation No. 337-TA-796
- Public Interest
- Expert Declaration (2013)

Ericsson Inc. and Telefonaktiebolaget LM Ericsson v. Samsung Electronics America, Inc., Samsung Telecommunications America LLC, and Samsung Electronics Co., Ltd.

- International Trade Commission Investigation No. 337-TA-862
- Public Interest
- Expert Report, Rebuttal Expert Report, Expert Witness Statement, Deposition Testimony, Trial Testimony (all 2013)

Samsung Electronics Co., Ltd. And Samsung Telecommunications America, LLC v. Ericsson Inc. and Telefonaktiebolaget LM Ericsson

- International Trade Commission Investigation No. 337-TA-866

- Public Interest
- Expert Report, Rebuttal Expert Report, Deposition Testimony, Trial Testimony (all 2013)

InterDigital Communications, Inc., InterDigital Technology Corporation, IPR Licensing, Inc. and InterDigital Holdngs v. <u>Samsung Electronics America, Inc. and Samsung Telecom America, LLC</u>

- International Trade Commission Investigation No. 337-TA-868
- Public Interest
- Expert Report, Rebuttal Expert Report, Deposition Testimony, Expert Witness Statement, Trial Testimony (2013-2014)

Sasken Communication Technologies Limited v. <u>Spreadtrum Communications, Inc. and Spreadtrum Communications USA</u>

- American Arbitration Association, International Centre for Dispute Resolution No. 50-117-T-0092-12
- Industry Expert
- Expert Report, Deposition Testimony, Trial Testimony (2013-2014)

On Track Innovations LTD v. <u>T-Mobile USA, Inc.</u>

- United States District Court, Southern District of New York No. 12-cv.02224-AJN-JCF
- Technical Expert
- Expert Report, Deposition Testimony (2013-2014)

Enterprise Systems Technologies v. <u>Samsung Electronics America, Inc., Samsung Electronics Co. Ltd. and Samsung Telecommunications America, LLC</u>

- International Trade Commission Investigation No. 337-TA-925
- Public Interest
- Expert Report, Deposition Testimony (2015)

NVIDIA Corporation v. <u>Samsung Electronics America, Inc., Samsung Electronics Co. Ltd. and Samsung Telecommunications America, LLC</u>

- International Trade Commission Investigation No. 337-TA-932
- Public Interest
- Expert Report, Deposition Testimony, Trial Testimony (2015)

Nokia Corporation v. <u>Samsung Electronics Co., LTD</u>

- Arbitration, International Chamber of Commerce No. 19602/AGF/RD (c.19638/AGF)
- Intellectual Property and Patent Royalties
- Expert Report, Trial Testimony (2015)

Ericsson Inc. and Telefonaktiebolaget LM Ericsson v. Apple, Inc.

- International Trade Commission Investigation No. 337-TA-952
- Public Interest
- Expert Report, Deposition Testimony, Trial Testimony (2015)

Core Wireless Licensing S.A.R.L. v. LG Electronics, Inc., LG Electronics Mobilecomm U.S.A., Inc.

- United States District Court, Eastern District of Texas No. 2-14-cv-00911-JRG-RSP
- Technical Expert
- Expert Declaration, Expert Report, Deposition Testimony (2015)

ParkerVision Inc. v. Apple Inc., Samsung Electronics Co., Ltd and Samsung Electronics, Inc., LG Electronics, Inc., and LG Electronics Mobilecomm U.S.A., Inc., and Qualcomm Inc.

- International Trade Commission Investigation No. 337-TA-982
- Public Interest
- Expert Report, Deposition Testimony (2016)

T-Mobile U.S.A., Inc. v. Huawei Device U.S.A., Inc., and Huawei Technologies Co Ltd.

- United States District Court, Western District of Washington No. 14-cv-01351-RAJ
- Trade Secrets
- Expert Report, Deposition Testimony (2016), Declarations, Trial Testimony (2017)

Immersion Corporation v. Apple Inc., and AT&T Mobility LLC.

- International Trade Commission Investigation No. 337-TA-1004/990
- Public Interest
- Expert Report (2016), Deposition Testimony, Trial Testimony (2017)

Netlist, Inc. v. SK hynix America Inc., SK hynix Inc., SK hynix memory solutions Inc.

- International Trade Commission Investigation No. 337-TA-1023
- Public Interest
- Expert Report, Deposition Testimony, Trial Testimony (2017)

Andrea Electronics Corporation v. Samsung Electronics America, Inc., Samsung Electronics Co., LTD

- International Trade Commission Investigation No. 337-TA-1026
- Public Interest
- Expert Report, Deposition Testimony (2017)

Motorola Solutions, Inc. v. Hytera America, Inc., and Hytera Communications America (West), Inc.

- International Trade Commission Investigation No. 337-TA-1053
- Technical Expert
- Inter Partes Review
- Expert Report (2017)

Huawei Technologies, Co., LTD. et al. v. Samsung Electronics Co. LTD., et al.

- United States District Court, Northern District of California No. 16-cv-02787-WHO
- Technical Expert
- Standards Essential Patents
- Expert Report (2018)

BiTMICRO, LLC v. Samsung Electronics America, Inc., Samsung Electronics Co., LTD, SK Hynix America Inc, and SK Hynix Inc.

- International Trade Commission Investigation No. 337-TA-1097
- Public Interest
- Expert Report, Deposition Testimony (2018)

United States of America et al. in the matter of T-Mobile and Sprint

- Work as Industry Expert (2019)

EVS Codec Technologies and St Lawrence Communications v. Sony Mobile Communications, Inc.

- United States District Court, Southern District of New York, No. 1:18-cv-09518-JSR
- Technical Expert
- Industry Expert
- Declarations and Expert Report (2019)

Peloton Interactive, Inc. v. Flywheel Sports, Inc.

- United States District Court, Eastern District of Texas 2:2018-cv-00390-RWS-RSP and 2:19-cv-00317-JRG-RSP
- Trade Secrets, Intellectual Property, *Inter Partes Review*
- Expert Reports (2020)

Neodron v. Samsung Electronics and others

- International Trade Commission Investigation No. 337-TA-1062 and No. 337-TA-1093
- Industry Expert

- Public interest
- Expert Report (2020)

Helios Towers v. Orange

- Arbitration, International Chamber of Commerce
- Expert Report (2020)

United States of America v. Huawei

- Western District of Washington Docket No. CR19-010-RSM
- Eastern District of New York Docket No. 18-CR-457 (AMD)
- Theft of trade secrets, and conspiracy to steal trade secrets, violating the Racketeer Influenced and Corrupt Organizations (RICO) Act
- Expert (trial in 2021)

RED v. CloudMinds

- Arbitration
- Expert Report
- Deposition
- *Hearing (Forthcoming)*

Nokia v. Lenovo

- International Trade Commission Investigation No. 337-TA-1208
- Industry Expert
- Public interest
- Domestic Industry
- Bonding
- Remedies
- Deposition

Evolved Wireless v. Samsung Electronics and others.

- International Trade Commission Investigation No. 337-TA-1253
- Public interest
- Expert Report
- Deposition

United States of America v. Google

- United States District Court for the District of Columbia Docket No. 1:20-cv-03010

Competition Bureau Canada in the matter of Rogers and Shaw

- Assessment of the proposed acquisition by Rogers Communication of Shaw Communication
- Public interest
- Expert Report for §'104 Injunction

Sonrai Memory v. Amazon, Dell, Lenovo, Samsung and LG

- International Trade Commission Investigation No. 337-TA-1280
- Public Interest
- Deposition
- Hearing (Forthcoming)

Professional Experience

Endeavour Partners

Founder and Chairman *2003-Present*

Endeavour Partners is a technology strategy consulting firm that works with the top management teams of leading businesses throughout the high-tech, mobile and digital business ecosystems, to drive growth and innovation, and with global businesses worldwide on business strategy for the digital economy. The firm is headquartered in Cambridge, MA, with an office in London, United Kingdom.

Technical Experience

Michael and his team have experience working throughout the digital ecosystem, across mobile, Internet and digital convergence and commerce. This includes extensive work on communications, in particular mobile devices (feature phones, smartphones, tablets, cameras, connected home, home automation), services (video/PnP, data, messaging, mobile payment, barcode, Bluetooth), components (codecs, sensors) and networks (network infrastructure and equipment), broadband and internet, computing (from semiconductors through personal computing to software services), consumer electronics, content (video, audio, gaming), commerce and the convergence of these domains. The firm specializes in technological innovation, the adoption and diffusion of new products, and the emergence and evolution of business ecosystems from a systems point of view.

This expertise extends to the key digital technologies redefining business, the economy and society: smartphones; cloud services; the internet of things (IoT); artificial intelligence (AI) and robotics.

Clients

Michael's clients include: leading network operators and service providers, including Verizon Wireless, AT&T, Sprint, T-Mobile, Vodafone, and BT; network infrastructure providers such as Crown Castle, Samsung, and Lucent; and most of the leading mobile device/connected home OEMs, including HTC, Samsung, Apple, Nokia, LG, Sony Ericsson, and Motorola. His work also includes standards work for the GSMA, the leading network operator association.

Most recently, his work in this area has focused on the empowering business leaders to build new businesses through creative innovation that harnesses advanced technologies.

Recent Work (IP and strategy work)

Corporate strategy, business strategy, technology strategy and product creation including:

- being the expert for the Department of Justice on the anti-trust case of the proposed AT&T and T-Mobile merger in 2011
- being a technical and industry expert on Standard Essential Patents (SEPs) on mobile connectivity and related mobile services for an IP arbitration case
- being a technical expert on a patent case related to the capture and decoding of real-time video signals and communication on smartphones
- being a technical expert on various wireless standard creation, including prior art and invalidity expert for the leading wireless network operator association
- being a technical expert in the area of audio codecs for a leading mobile device manufacturer
- being an expert on a number of ITC cases involving wireless infrastructure/network, mobile devices/connected home devices, software applications and ecosystems
- developing strategies for wireless carriers on video/PnP, 4G and LTE technologies, Bluetooth and data/messaging, particularly around innovative business models
- being an expert on contract disputes involving computer software and licensing
- developing the video and media platform strategy for one of the world's largest and most successful network operators and service providers
- developing strategies on Internet and mobile advertising for various services providers, including market sizing, opportunity assessment and business model deployment
- developing strategies on smart and connected home products and connectivity standards within the home
- driving strategies in NFC technology and mobile payments for a major wireless carrier, including a deep technical analysis of competing solutions, as well as assessment on the surrounding business ecosystem, viable business models and drivers and consumer adoption patterns
- developing a comprehensive projection of the medium and long-term demand for all digital services and devices, and the related attributes driving consumer choice and preference, including projected market share for major players under a variety of alternative scenarios, and the strategic implications
- driving strategies on software innovation and content management for the world's largest information technology provider
- providing external stimulus and challenge to the top management team on the renewal of product creation for one of the world's largest, most complex, and fastest-changing R&D organizations, which was one of the world's largest software development organizations) with ~20,000 people in R&D

- developing an "R&D University" with the world's top academics for the top management team of the #1 mobile device vendor
- mapping the future of the consumer electronics and connected home devices, computing and communications business ecosystem for the world's #1 consumer electronics business
- driving the renewal of technology management for a multi-billion-dollar broad scope global technology business, with activities from semiconductors through software platforms to devices and complete solutions
- support for corporate and business strategy for top-tier service providers and network operators (such as BT and Deutsche Telekom), for software businesses, innovative start-ups, and infrastructure vendors.

WKD.SMRT, Inc.

Co-Founder and Chief Executive Officer *2019-present*

WKD.SMRT is accelerating innovation in healthcare by delivering superior real-life data for clinical trials in the home. Its solution makes clinical trials faster, easier, lower cost and lower risk by combining state-of-the-art sensing, machine learning and computing technologies to deliver data that is more precise, more complete, more objective and more real-life. It is partnering with the world's leading pharma company focused on neurodegenerative diseases, the world's #1 neurology department, and the leading research group worldwide working on the medical aspects of activities of daily living, and quality of life.

Silverthread, Inc.

Co-Founder *2013-present*

Silverthread's services and tools help clients diagnose and improve the design architecture of large software systems to improve predictability of project schedules, reduce unnecessary overhead costs, and prevent compounding complexity. Silverthread's clients include large corporations and government entities that own and manage large, complex software systems.

Zero-360

Co-Founder and Board Member *2012-2015*

Strategic thought leader for this next-generation wearable device and solutions company focused on unique interactions and bio-sensing capabilities. The company's cloud platform provided an open and scalable solution that integrated with 3rd party wellness programs that captured valuable health and wearable data.

EquuSys

Co-Founder and Chief Technology Officer *2004-present*

Led development of the company's patented solution, including the development of a hardware electronics sensor product and the accompanying software. EquuSys is a telemetry and informatics company that provides real time real-world data to enhance the evaluation, diagnosis, rehabilitation, training and conditioning of elite horses.

Mercator Partners

Founder and Chairman Emeritus *1998-2009*

Thought leader for this technology strategy consulting firm; designed, directed and delivered all training programs in strategy and technology. Its alumni have gone on to top strategy roles with a number of industry leading firms, including Google, HTC, Nielsen, Yahoo!, Sony Ericsson, HTC and Vodafone. His work with clients focused on how to build creative new business models and develop effective business strategies, including:

- for the leading US mobile company, work on building business ecosystems, on challenging its business strategies, and on understanding customers and their likely behavior
- for a major global JV with European and Japanese parents, understanding emerging applications and potential business models
- for the most successful MVNO in the world, a range of work including strategies for data services, market entry and partnership development
- for several high-tech R&D-intensive businesses across consumer electronics, telecommunications, automotive and aerospace, looking at how to commercialize highly innovative technologies
- for the #1 US communications infrastructure company, work on customer needs, and on its strategy for 3G mobile
- for a leading Japanese consumer electronics and industrial conglomerate, a wide range of work on the evolution of consumer electronics, on monetizing its semiconductor intellectual property, on consumer segmentation, on creative business models and on product portfolios, pipeline, and positioning
- work with a variety of media companies on business models and content plays in the Internet and mobile service space
- for a leading European mobile operator, developing novel values- and lifestage-based consumer segmentations that enabled it to increase customer loyalty and reduce its costs
- for UK 3G auctions, assembling a consortium bid (SpectrumCo), and raising >$4 billion for an innovative business model, with players such as Virgin, Sonera, Nextel, and Tesco
- for several broadband and IP players, developing business models and market entry strategies
- for several top-tier private equity players, (such as The Carlyle Group, Providence Equity, Kohlberg Kravis Roberts, Blackstone, and Berkshire Partners) due diligence and strategic counsel on technology and telecoms investments.

GeoPartners Research

Principal *1996-1998*

Technology evaluation and strategy focused on broadband, IP and next generation wireless technologies:

- for AT&T, overall corporate strategy, including IP, VoIP, local entry, wireless and broadband, including network infrastructure and equipment (including NAT and DNS for VoIP)
- for Qualcomm, evaluating new technologies, business ventures, and organizational design

- for HP, Northern Telecom (subsequently Nortel Networks) and Intel, work on business models and building business ecosystems.

BellSouth International

Chief of Strategy, BellSouth NZ (now Vodafone NZ) *1992-1996*

Corporate and business strategy, government relations and industry relations, and R&D, including:

- pioneered the first PDA with digital cellular connectivity (Apple Newton, Nokia Data Card and Nokia 2110) and collaborated with Nokia on the development and testing of the very first modern smartphone, the Nokia Communicator
- elected as a Vice Chairman of the GSM MoU (later became the GSMA); founder and chairman of its 3rd Generation Interest Group; chaired Government working parties on PCS Spectrum
- built the business from pre-launch through to profitability, which has now become the clear market leader and Vodafone's most successful business worldwide
- designed and drove a path-breaking multi-million-dollar global academic research program on the economics of communications, networks and technologies in deregulated markets, whose participants included: Jean-Jacques Laffont; Jean Tirole; Paul David; David Teece; David Gabel; and Glenn Woroch.

Boston Consulting Group

Manager *1991-1993*

Focused on technology and telecoms businesses, including Philips Electronics, Telecom NZ, Telstra and in particular BellSouth International. Responsible for training programs in advanced analytical techniques for strategy development.

Braxton Associates

Manager *1987-1991*

Worked on a wide range of strategy projects, focusing on electronics and defense businesses in particular, and on corporate strategy, product development, manufacturing and operational transformation, and market entry. Played a leading role in development and training, focusing in particular on approaches to organizational transformation.

Mars Electronics

Senior Engineer, Program Manager *1984-1987*

Worked as roboticist, cyberneticist and designer, developer and program manager for large scale real-time systems for manufacturing and logistics. Involved in the development of overall business strategy.

Cookson Group

Robotics Engineer, Project Manager *1982-1984*

Worked as a robotics engineer and automation manager overseeing and supporting many existing robotic handling and other automation systems. Designed, developed, and deployed additional state of the art robotic and automation systems for manufacturing processes and material handling.

Academic Experience

Massachusetts Institute of Technology

Senior Lecturer- Integrated Design and Management

Invited to create and teach as part of Integrated Design Lab I and Integrated Design Lab II (EM.441 and EM.442), courses that present fundamentals of and advanced topics in integrated design and product development process.

Developed and taught fundamental concepts including innovation, emerging technologies, product management, product marketing, basic finance and business models, and pricing and marketing. developed taught advanced topics including competitive analysis and market opportunity identification, funding entrepreneurship, business plan & pitch, and data-driven decision making.

Senior Lecturer – Engineering Systems Division (now Institute for Data, Systems, and Society)

Responsible for creating, managing and teaching two capstone leadership courses, the Systems Leadership & Management Lab (ESD.39) and Praxis (ESD.S51).

SL&M Lab is a semester-long course in which SDM Fellows work an average of at least one full day per week (~fifteen person-days) with the top management of a high tech business on a relevant real-world systems and management challenge. The host companies set the project focus; that is project teams work on the problems that are of real concern to the host companies.

The course also includes an intense focus on how to work effectively with these types challenges, including team roles, logical thinking and writing, and the use of graphical communication. Assignments can range from a high-level systems thinking issue, through to building a prototype. SDM students take this experience with them as they work with their sponsoring companies or continue in their career progression and development.

The SL&M Praxis course is about praxis, practice, as distinguished from theory; application or use, as of knowledge or skills. The course gives SDM Fellows insights into the realities of decision-making and managerial behavior in large, complex high-tech and systems businesses. It provides them with a systematic approach and the practical skills needed for the application of their rich and deep learning and frameworks about systems, architecture, technology and strategy to real-world leadership and management challenges. It runs during the summer session as a complement to and preparation for the SL&M Lab course.

Senior Lecturer – Bernard M. Gordon-MIT Engineering Leadership Program, School of Engineering

Taught the capstone undergraduate leadership course, Engineering Leadership (ESD.045), and Technology & Strategy (15.905/15.965).

The Bernard M. Gordon-MIT Engineering Leadership Program (http://web.mit.edu/gordonelp/) fosters new approaches that prepare the nation's young engineering leaders for productive and effective careers in engineering companies and continues MIT's rich, innovative tradition of engineering leadership. The Engineering Leadership course exposes students to the models and methods of engineering leadership within the contexts of conceiving, designing, implementing and operating products, processes and systems.

The Technology & Strategy course provides a strategic framework for managing high-technology businesses. Its emphasis is on the development and application of ways of thinking or mental models that bring clarity to the complex co-evolution of technological innovation, the demand opportunity, business ecosystems, and decision-making and execution within the business.

These tools provide managers with insights when anticipating and deciding how to respond to the behavior of competitors, complementors, and customers, and when deciding which technologies to invest in, opportunities to target or partnerships to pursue.

Principal Investigator – Engineering Systems Division (now Institute for Data, Systems, and Society)

Involved in the research on the improvement of software project outcomes by attacking complexity and technical debt as part of a National Science Foundation (NSF) I-Corps program.

Researcher and Thesis Advisor

Supervises thesis work on related areas, including recent prize-winning work on the future of the smart grid, and theses on a broad range of issues.

Conducts research on how psychology shapes consumers' buying behavior and how product features and specifications influence consumers' choices among products and their liking for products. This culminated in a keynote presentation at MIT in Europe, held in Vienna, Austria

London Business School

The Business of Artificial Intelligence

Course director for the new online program in how to create business value from artificial intelligence.

New Technologies Ventures Program

Manages and teaches this unique program that brings together MBAs and business students from London Business School with post-doctoral researchers from University College London.

The goal of this course is to enable would-be entrepreneurs to evaluate novel ideas and inventions and turn them into new technology ventures. Participants, who are business professionals, scientists, engineers and would-be entrepreneurs, explore how entrepreneurs and investors identify and analyze the feasibility of innovative technical ideas, turn them into products and services, and take these products and services to market, in both start-ups and established businesses. A key element of the program is projecting demand for innovative products and new product features

Professional Affiliations

Recognized as a World Class New Zealander (March 2007)

Appointed to U.S. Beachhead Board of New Zealand Trade & Enterprise (NZTE) (July 2006)

Member, Board of Directors, Massachusetts Technology Leadership Council (MassTLC)

Co-Chairman, Mobile Cluster, Massachusetts Technology Leadership Council (MassTLC)

Member, Board of Advisors, Department of Systems Engineering at the United States Military Academy at West Point

Member, Executive Committee, Boston Area Chapter of the Communications Society of the Institute of Electrical and Electronic Engineers (IEEE)

Member, Association for Computing Machinery (ACM)

Member, Academy of Management

Member, Strategic Management Society

Member, INFORMS

Member, Product Development Management Association (PDMA)

Leader, London Business School alumni in North America

Founder and President, Kiwi Expatriates Association (KEA) in New England

This is **Exhibit "C"** to the affidavit of Michael A. M. Davies, affirmed remotely by Michael A. M. Davies stated as being located in the city of Edinburgh in Scotland, before me at the city of Gatineau in the province of Quebec, on May 6, 2022, in accordance with O. Reg 431/20, Administering Oath or Declaration Remotely.

Raha Mohammad

Commissioner of Oaths etc.

Raha Araz Mohammad
Commissioner of Oaths etc.
Province of Ontario
LSO P15816.

CT-2022-

THE COMPETITION TRIBUNAL

IN THE MATTER OF the *Competition Act*, R.S.C. 1985, c.C-34, as amended;

AND IN THE MATTER OF the proposed acquisition by Rogers Communications Inc. of Shaw Communications Inc.;

AND IN THE MATTER OF an Application by the Commissioner of Competition for an order pursuant to section 92 of the *Competition Act*;

AND IN THE MATTER OF an Application by the Commissioner of Competition for an interim order pursuant to section 104 of the *Competition Act*.

BETWEEN:

COMMISSIONER OF COMPETITION

Applicant

- and -

ROGERS COMMUNICATIONS INC. AND

SHAW COMMUNICATIONS INC.

Respondents

ACKNOWLEDGEMENT OF EXPERT WITNESS

of Michael A. M. Davies

I, Michael A. M. Davies, acknowledge that I will comply with the Competition Tribunal's code of conduct for expert witnesses which is described below:

1. An expert witness who provides a report for use as evidence has a duty to assist the Tribunal impartially on matters relevant to his or her area of expertise.

2. This duty overrides any duty to a party to the proceeding, including the person retaining the expert witness. An expert is to be independent and objective. An expert is not an advocate for a party.

6th May 2022
Date

Michael A. M. Davies

CT-2022-

THE COMPETITION TRIBUNAL

IN THE MATTER OF the Competition Act, R.S.C. 1985, c. C-34, as amended;

AND IN THE MATTER OF the proposed acquisition by Rogers Communications Inc. or an affiliate thereof of Shaw Communications Inc.;

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AND IN THE MATTER OF an application by the Commissioner of Competition for an interim order pursuant to section 104 of the Competition Act.

BETWEEN:

THE COMMISSIONER OF COMPETITION

Applicant

– and –

ROGERS COMMUNICATIONS INC. AND SHAW COMMUNICATIONS INC.

Respondents

AFFIDAVIT OF MICHAEL A.M. DAVIES

Statistics Canada Statistique Canada

Certificate Respecting Statistics

I, Stéphane Dufour, am the Assistant Chief Statistician of Census, Regional Services and Operations Field. The records, reports and statements of statistics attached to this Certificate were prepared under my supervision under the authority of the *Statistics Act*, R.S.C. 1985, c. s-19.

Dated: April 22, 2022

Stéphane Dufour

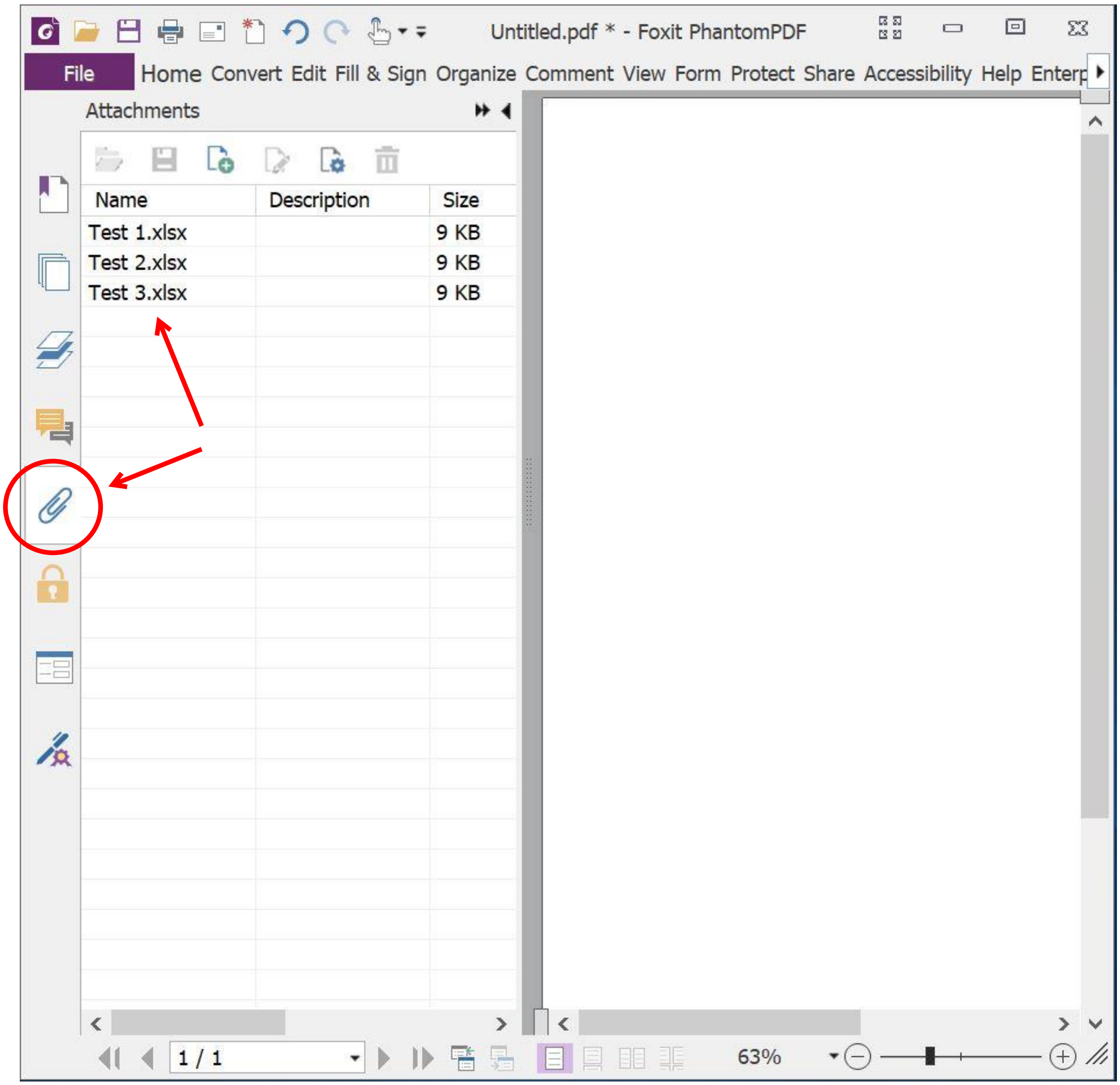
Stéphane Dufour
Assistant Chief Statistician

List of documents

File 98-401-X2021002_eng_CSV Census CMAs and CAs, from Census Profile, 2021 Census of Population

Please see attachment
" [98-401-X2021002_English_CSV_data.csv] "

Step 1 - Click paperclip on left hand side Step 2 - Double click attachment to open



Statistics Canada Statistique Canada

Certificate Respecting Statistics

I, Lynn Barr-Telford, am the Assistant Chief Statistician of Canada, Social, Health and Labour Statistics. The records, reports and statements of statistics attached to this Certificate were prepared under my supervision under the authority of the *Statistics Act*, R.S.C. 1985, c. s-19.

Dated: 25-04-2022

Lynn Barr-Telford
Assistant Chief Statistician

List of documents

Table 11-10-0057-01 Assets and debts by after-tax income quintile, Canada, provinces and selected census metropolitan areas, Survey of Financial Security (x 1,000,000)

Table 11-10-0066-01 Market Basket Measure (MBM) thresholds for the reference family by Market Basket Measure region, component and base year

Table 11-10-0223-01 Household spending by household income quintile, Canada, regions and provinces

Quintile Boundaries – 2019

SHS 2019_HhldChar_Quintile

Please see attachment
" [11100057.csv] "

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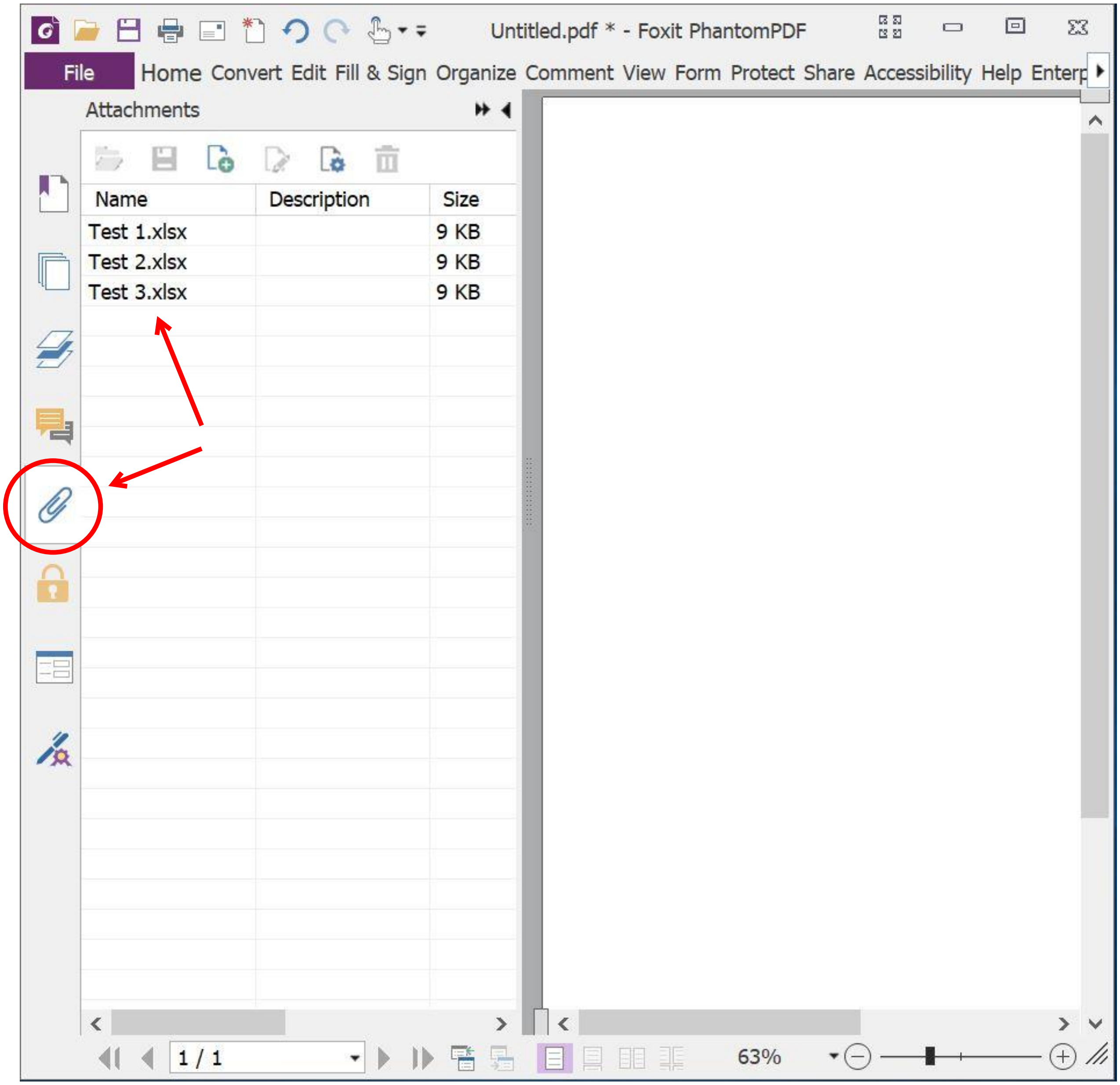

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" [11100066.csv] "

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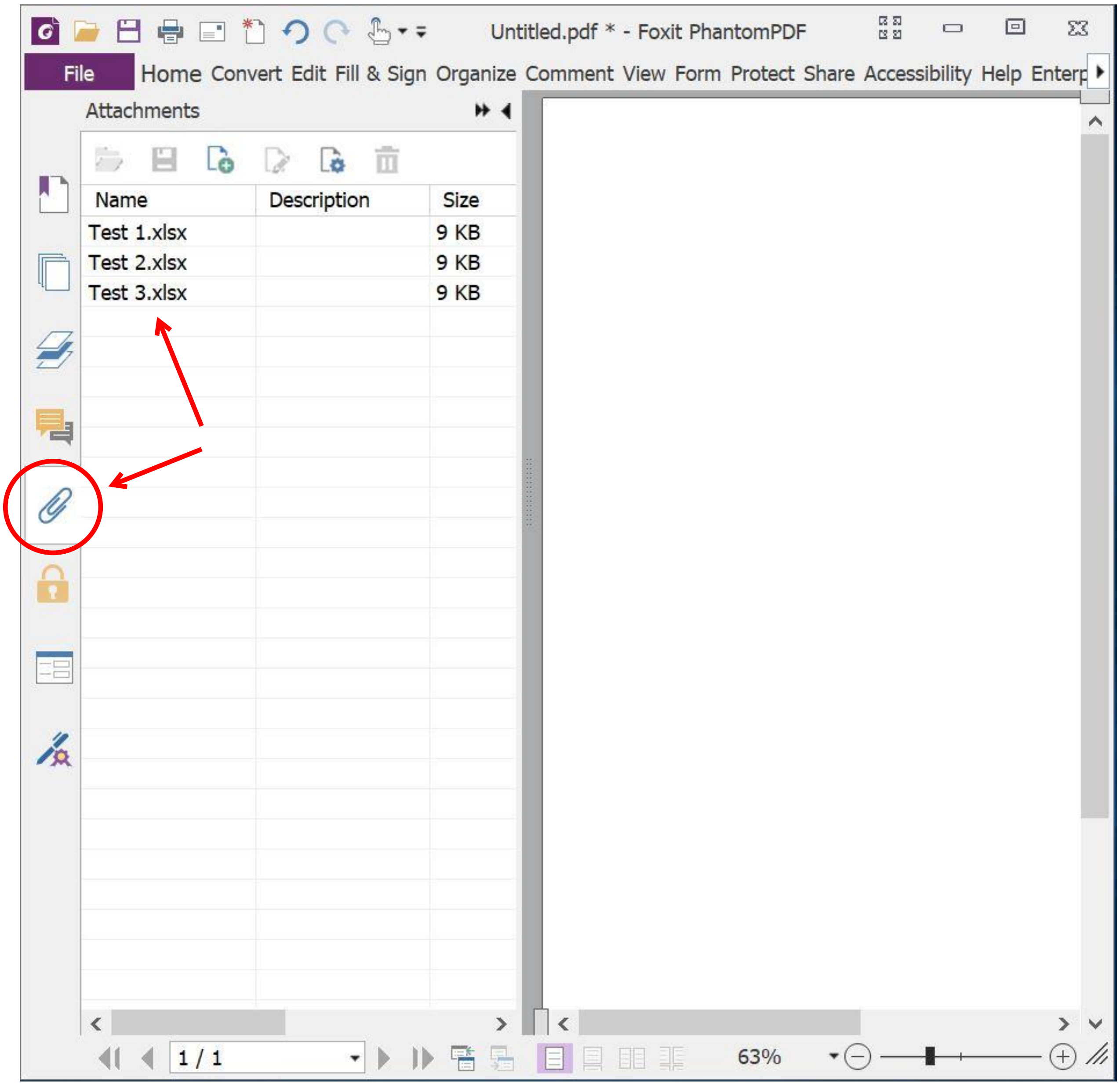

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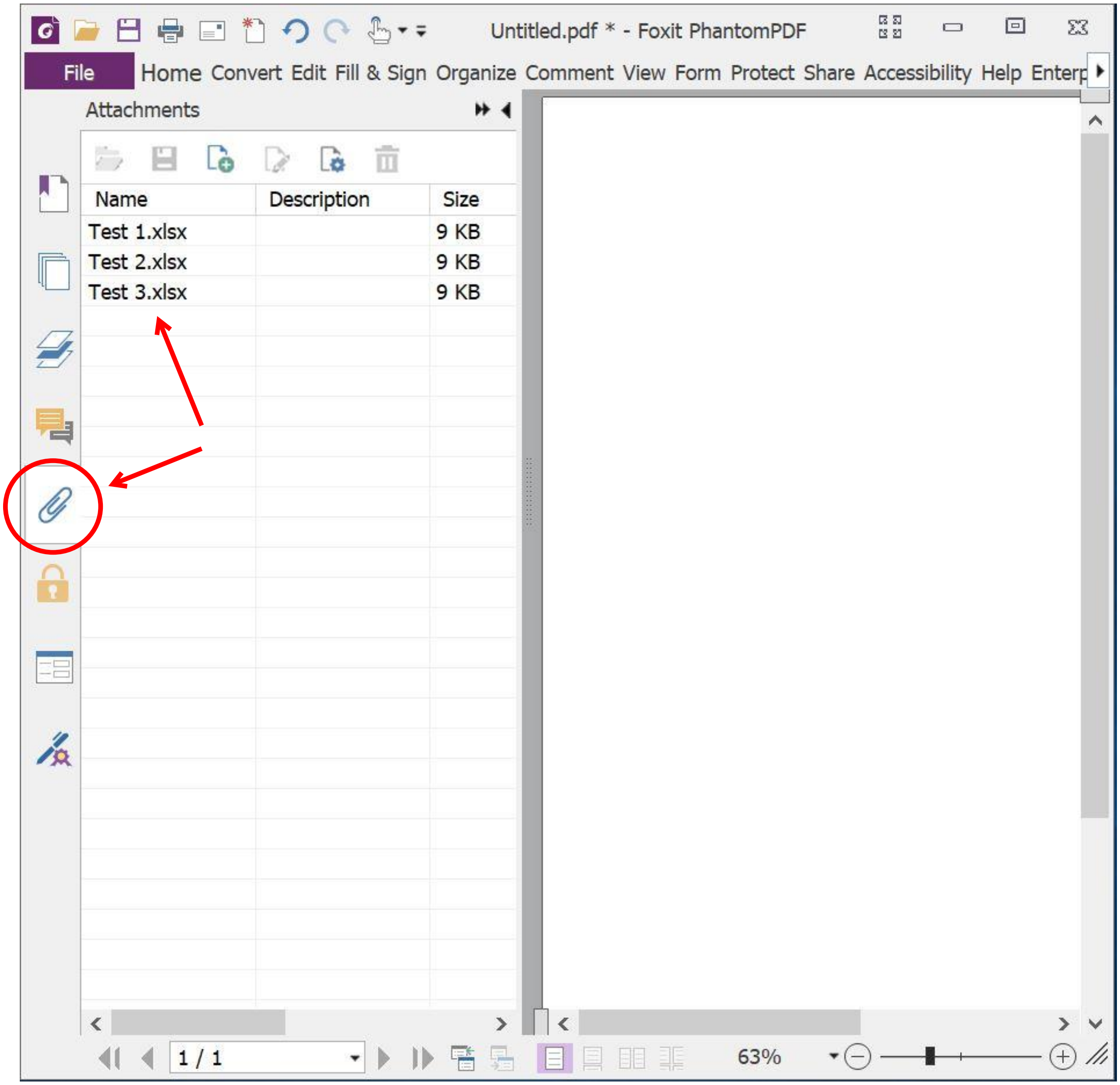

Please see attachment
" [Quintile Boundaries - 2019.xlsx] "

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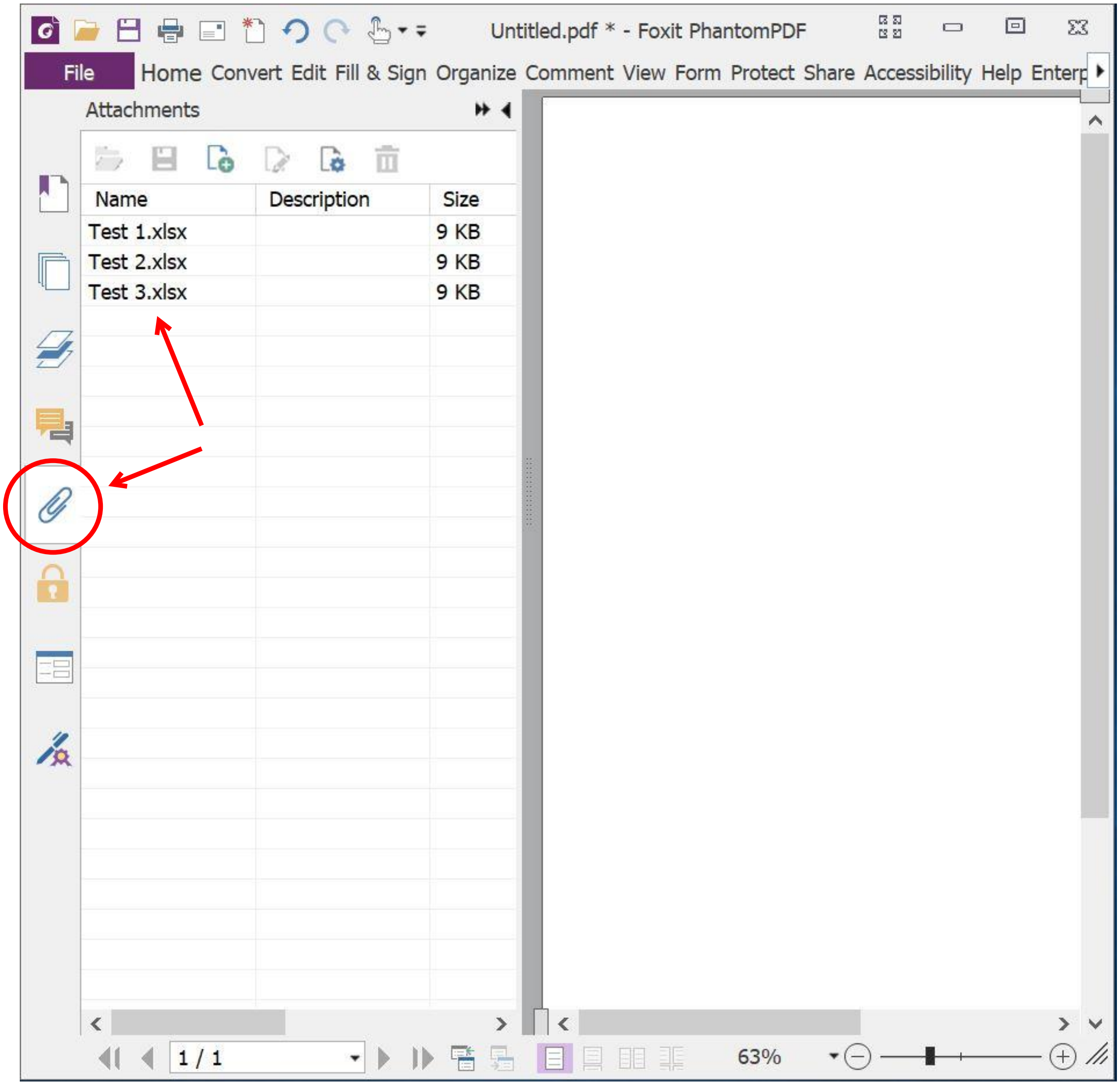

Please see attachment " [SHS 2019_HhldChar_Quintile.xlsx] "

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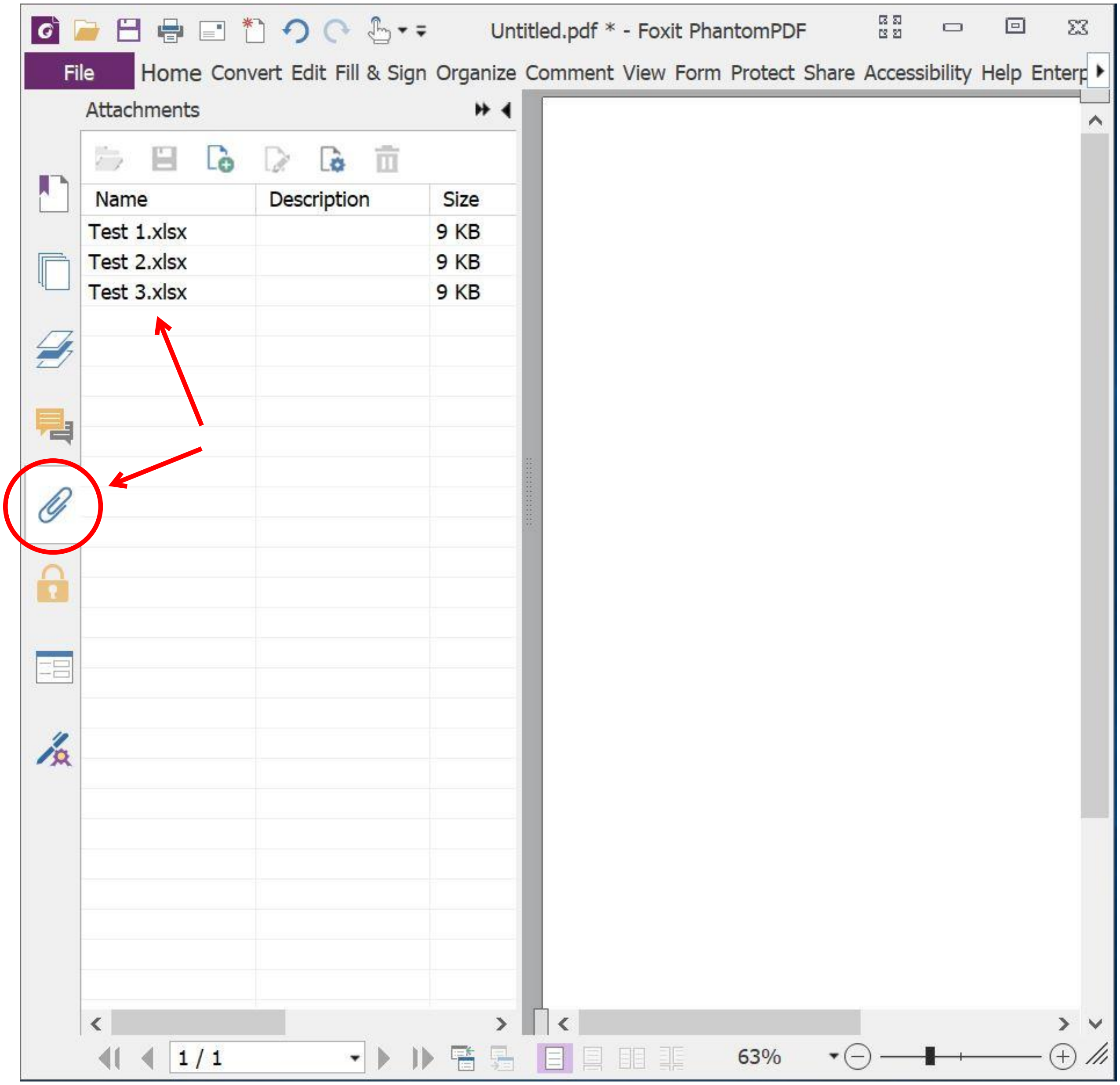


Statistics Canada Statistique Canada

Certificate Respecting Statistics

I, Greg Peterson, am the Assistant Chief Statistician of Canada, Economic Statistics. The records, reports and statements of statistics attached to this Certificate were prepared under my supervision under the authority of the *Statistics Act*, R.S.C. 1985, c. s-19.

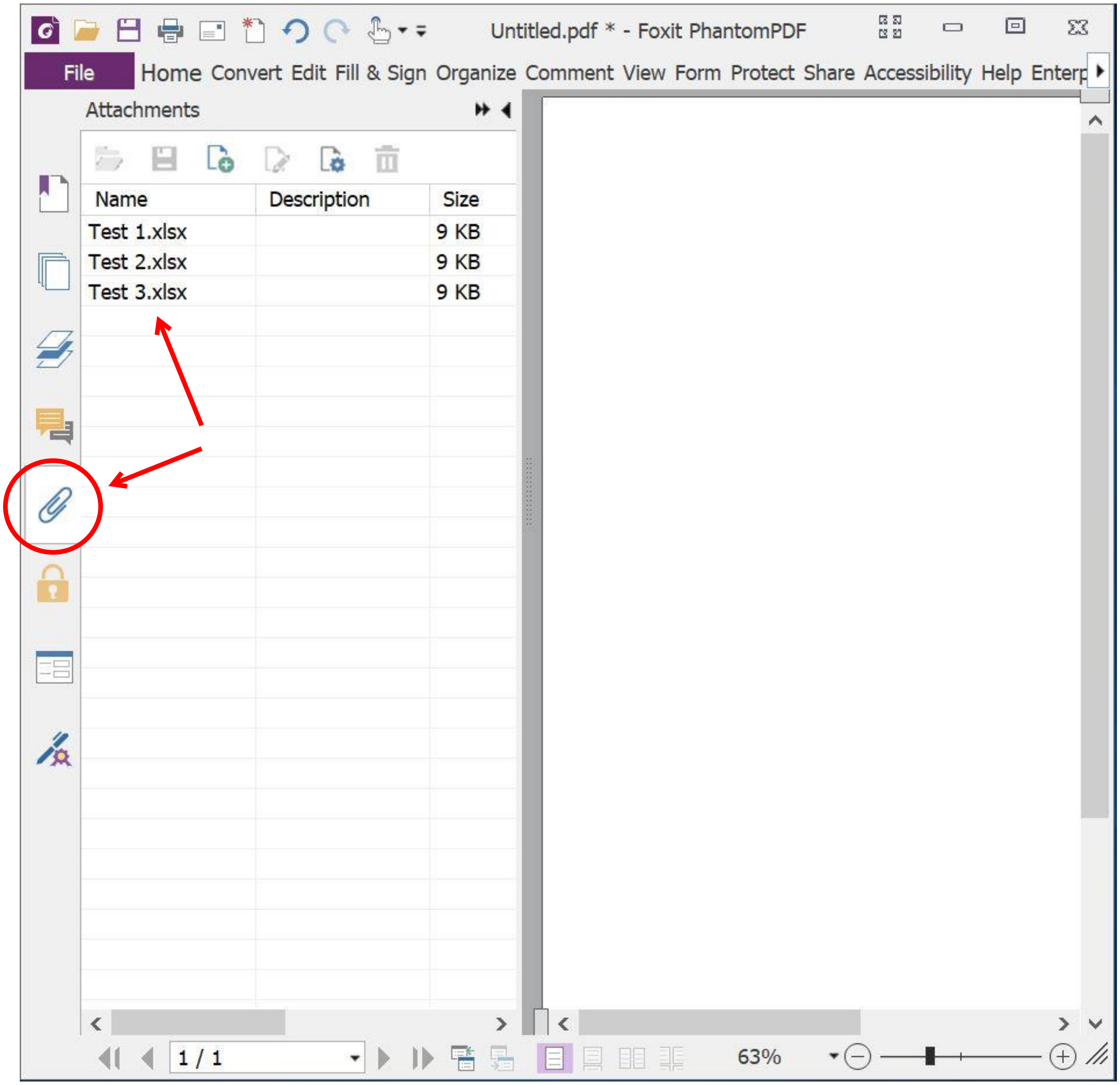
Dated: April 25, 2022

Greg Peterson
Assistant Chief Statistician

List of Documents

Please see attachment " [36100587.csv] "

Step 1 - Click paperclip on left hand side Step 2 - Double click attachment to open



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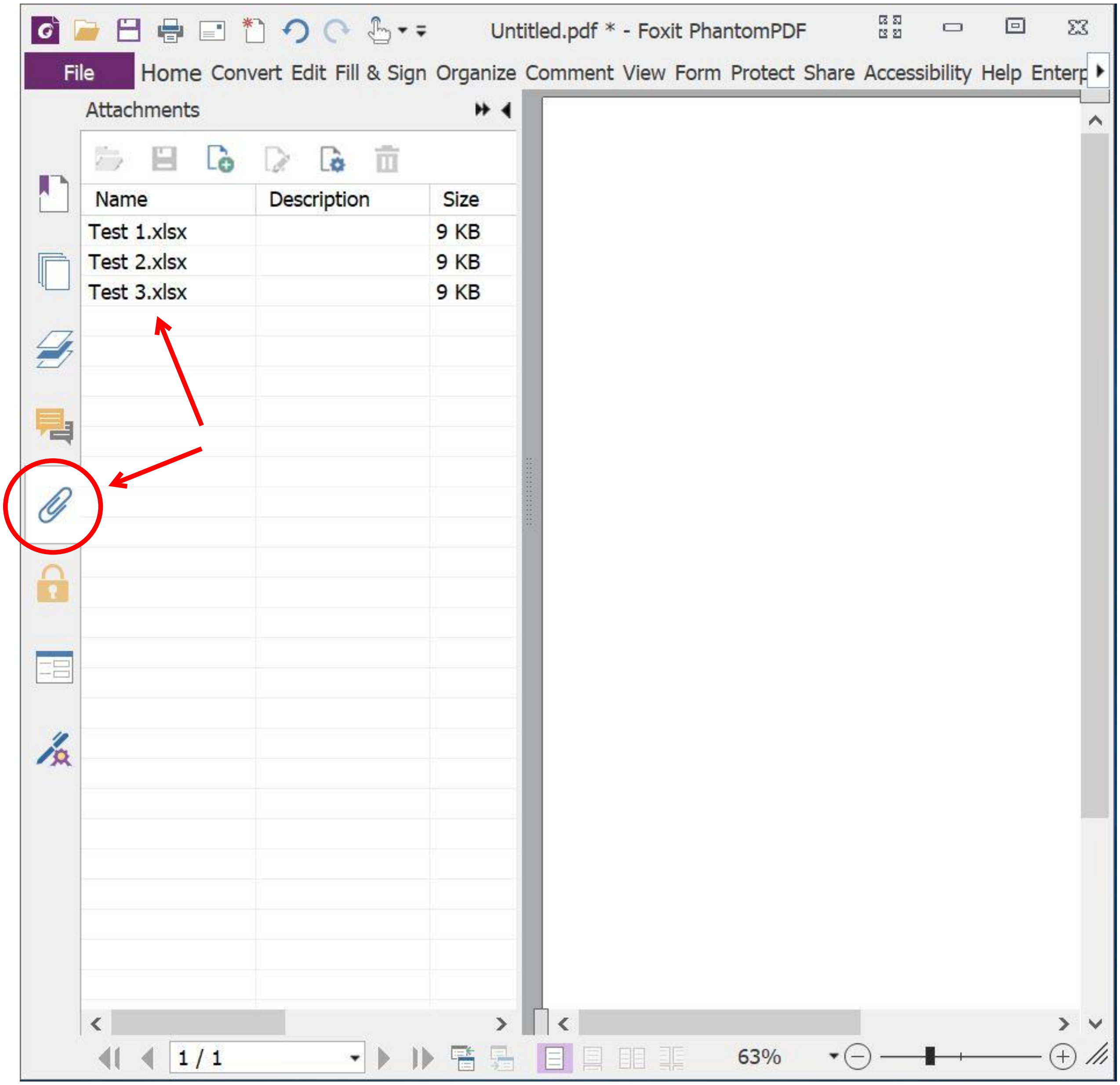

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" [36100664.csv] "

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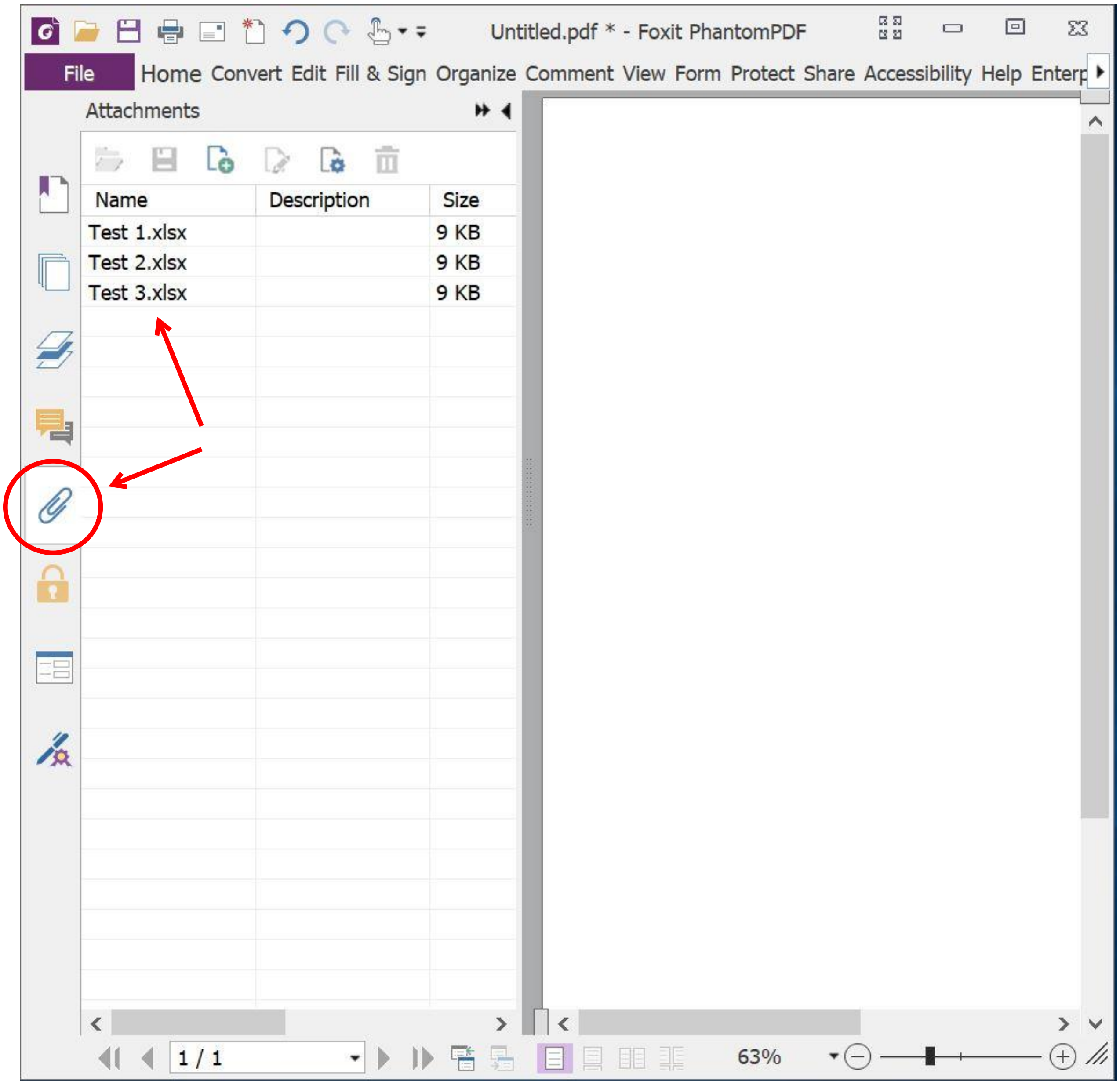

PUBLIC

CT-2022-

THE COMPETITION TRIBUNAL

IN THE MATTER OF the Competition Act, R.S.C. 1985, c. C-34;

AND IN THE MATTER OF the proposed acquisition by Rogers Communications Inc. or an affiliate thereof of Shaw Communications Inc.;

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B E T W E E N:

THE COMMISSIONER OF COMPETITION

Applicant

- and -

ROGERS COMMUNICATIONS INC.
SHAW COMMUNICATIONS INC

Respondents

NOTICE OF APPLICATION FOR INTERIM ORDER
(Volume 7)