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**CT-2022-002**

OTTAWA, ONT.

Doc. # 720

**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 one or more orders pursuant to section 92 of the *Competition Act*.

B E T W E E N:

**COMMISSIONER OF COMPETITION**

Applicant

– and –

**ROGERS COMMUNICATIONS INC. AND  
SHAW COMMUNICATIONS INC.**

Respondents

– and –

**ATTORNEY GENERAL OF ALBERTA  
and VIDEOTRON LTD.**

Intervenors

**WITNESS STATEMENT OF DONOVAN LEIGH ANNETT  
(Sworn October 20, 2022)**

I, Donovan Leigh Annett, of the City of Calgary, in the Province of Alberta, MAKE OATH AND SAY:

1. I am a Principal Strategist, Strategy Architecture and Engineering at Shaw Communications Inc. ("**Shaw**"). As explained below, in the period since mid-March 2021 I have helped lead Shaw's efforts to identify underserved communities in Western Canada to which high-speed connectivity will be expanded following the completion of the proposed business combination between Shaw and Rogers Communications Inc. ("**Rogers**").

2. I am swearing this Witness Statement in connection with an Application commenced by the Commissioner of Competition under section 92 of the *Competition Act* concerning that proposed business combination.

### **PART I – MY BACKGROUND AND EXPERIENCE**

3. I am a Telecommunications Engineering Technologist by education and training, having graduated with honours from the Northern Alberta Institute of Technology in 1994. I have spent nearly my entire professional career of approximately 28 years in the telecommunications industry in Canada.

4. Following my graduation in 1994, I joined Nortel Networks as a Production Test Technologist in Calgary, Alberta. At the time, Nortel was known as Northern Telecom and was a subsidiary of Bell Canada Enterprises (now known as BCE Inc.). In 1996, I joined Bell Northern Research, a joint venture of Bell Canada and Nortel, at its R&D Centre in Ottawa.

5. In 1998, I rejoined Nortel in Calgary and remained with the company until its insolvency in 2009. During that time, I served in a number of roles, including Team Leader for Broadband Wireless Access Microwave Radio and New Product Manager for Point-to-Point Microwave backhaul.

6. From 2009 to 2010, I served as Director of Operations for PCC Communications in Calgary. In that capacity, I led a team of engineers, field technicians and customer support personnel in operating a wireless network in rural Alberta.

7. From 2010 to 2014, I served as Senior Technology Development Leader for TRTech in Calgary. My responsibilities involved driving innovation and technology adoption for clients in the resource sector, and consulting for small and medium enterprises to assist them in bringing new products to market.

8. I returned to the telecommunications industry in 2014, when I joined Shaw. I have remained with Shaw ever since. From 2014 to 2021, my title was Principal Network Architect, Business Technology. Among other things, I architected and helped deliver

managed product solutions for Shaw Business. I worked solely on the wireline side of Shaw and had no involvement in its wireless division.

9. In 2021, I took on my current role as Principal Strategist, Strategy Architecture and Engineering at Shaw. My responsibilities include supporting analyses we conduct when evaluating whether and where to expand our wireline network, as well as supporting the broader wireline business of Shaw by conducting research and analysis in order to inform and enable better decision-making.

10. A copy of my curriculum vitae is attached to this Witness Statement as **Exhibit “1”**.

## **PART II – ANALYSIS CONCERNING EXPANSION OF HIGH-SPEED CONNECTIVITY**

11. On March 15, 2021, Shaw and Rogers announced publicly that they had entered into an agreement pursuant to which Rogers will acquire Shaw. A copy of that announcement is attached to this Witness Statement as **Exhibit “2”**.

12. Of significance to my role at Shaw, the announcement disclosed that:

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.

13. As alluded to above, in the period since this announcement in mid-March 2021, I have worked with my peers at Rogers to identify underserved communities in Western Canada to which high-speed connectivity will be expanded as part of the \$1 billion commitment made by Rogers. This has involved a comprehensive analysis of areas that include hundreds of communities in Western Canada to identify areas where there are a significant number of underserved homes, in order to determine how capital can most efficiently be deployed to bring high-speed connectivity to the greatest number of people.

14. As part of our analysis, we have considered “underserved” homes to be those without current access to download speeds of at least 50 megabits per second and upload speeds of at least 10 megabits per second. Those are the thresholds that Industry,

Science and Economic Development Canada (“**ISED**”) has used for the purposes of the Universal Broadband Fund that it administers. As stated on ISED’s webpage for the Universal Broadband Fund, “[t]he \$2.75 billion Universal Broadband Fund supports high-speed Internet projects across the country. These projects will bring Internet at speeds of 50/10 Megabits per second (Mbps) to rural and remote communities.” A screenshot of that webpage is attached to this Witness Statement as **Exhibit “3”**.

15. To administer the Universal Broadband Fund program, ISED has collected and made publicly available a large amount of data concerning the location of underserved households across Canada. In order to protect the privacy of Canadians, ISED has anonymized the data such that the exact locations of the households in question are not available to members of the public. Instead, ISED’s publicly-available data discloses the general location and number of underserved households without revealing their exact location. For that reason, the dataset is referred to as “pseudo-households” or “PHH”.

16. In essence, the PHH data set consists of a series of dots on a map. Each spatially reference dot has an associated value of households. When members of my team select all of the dots within a given area, we can add up the “TDwell” (“Total Dwelling”) fields for those dots and arrive at a count of households within the area.

17. The PHH data set is available to be downloaded online from a webpage maintained by the Government of Canada. A screenshot of that webpage is attached to this Witness Statement as **Exhibit “4”**. The data set includes a series of .csv (Comma Separated Values) files broken down by province or territory within Canada.

18. I am aware of no other data set of this nature. Shaw does not have, and has no means of collecting, data as comprehensive as the PHH data set ISED has collected and maintained. Nor does Shaw have any other means of determining the levels of internet service that are available in communities across the country, and to my knowledge the same is true of other telecommunications providers in Canada. Shaw does subscribe to data from Ookla, an organization that provides subscribers with spatial speed-test data from consumers that run speed tests. Data provided by Ookla can sometimes be used

for similar purposes as ISED's data, but is not nearly as comprehensive as the PHH data set.

19. In addition, ISED maintains a National Broadband Internet Service Availability Map that depicts, on a street-by-street basis, the levels of high-speed internet services that are available to residents of Canada from coast to coast to coast. As stated on ISED's webpage for the Universal Broadband Fund (see **Exhibit "3"** to this Witness Statement), the Map "provides detailed mapping data that shows available broadband Internet services and infrastructure in Canada", and "includes new, more detailed mapping data so that you can find Internet coverage at the level of 250m road segments". The Canadian Radio-television and Telecommunications Commission also has a mapping tool that identifies areas of the country where 50/10 Mbps speeds are unavailable, but it does not provide the granular detail contained in the National Broadband Internet Service Availability Map.

20. My team and I have used ISED's PHH data set to conduct our analysis of underserved communities in Western Canada. Specifically, we have used the data set to identify areas in which there are clusters of underserved households. Where the clusters are sufficiently dense—*i.e.*, where there is a sufficient number of underserved households in a given community—for it to be potentially economically viable, we have considered the possibility of providing high-speed connectivity by building fibre-to-the-customer facilities. Where the clusters are insufficiently dense to justify building fibre facilities, we have considered the possibility of providing high-speed connectivity by building fixed wireless infrastructure.

21. To date, based on our analysis five areas in Western Canada have been selected as areas to which high-speed connectivity will be extended as part of Rogers' \$1 billion commitment. Those areas are: [REDACTED]

[REDACTED]

Work to identify other areas to which high-speed connectivity will be extended as part of Rogers' \$1 billion commitment remains ongoing.

22. Using ISED’s PHH data set, we have identified that there are thousands of underserved households in the five areas in question that can be provided with high-speed connectivity either through fibre facilities or through fixed wireless. The table below sets out the number of such households in each of the five areas:

Area	Underserved—Fibre	Underserved—Fixed Wireless	Total Underserved
██████████	886	548	1,434
██████████	179	864	1,043
██████████	608	0	608
██████████	527	2,118	2,645
██████████	4,432	1,789	6,221

23. I have attached to this Witness Statement as **Exhibit “5”** a copy of a PowerPoint presentation containing analysis my team and I, in conjunction with our peers at Rogers, have prepared in respect of the five areas in question.

**SWORN** remotely by Donovan Leigh Annett at the City of Calgary, in the Province of Alberta, before me this 20<sup>th</sup> day of October, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

*Alisa McMaster*

\_\_\_\_\_  
Commissioner for Taking Affidavits  
**ALISA MCMASTER**

*Don Annett*

\_\_\_\_\_  
**DONOVAN LEIGH ANNETT**

This is Exhibit "1" referred to in the Affidavit of DONOVAN LEIGH ANNETT sworn by DONOVAN LEIGH ANNETT of the City of Calgary, in the Province of Alberta, before me at the City of Toronto, in the Province of Ontario, on October 20, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

*Alisa McMaster*

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*Commissioner for Taking Affidavits (or as may be)*

**ALISA MCMASTER**

# Don Annett

## EDUCATION

### *Telecommunications Engineering Technologist – With honours*

Northern Alberta Institute of Technology, 1994

## SKILLS / COMPETENCIES

- Data Analysis
- Requirements Gathering
- Risk Management
- Root Cause Analysis
- Critical Thinker
- Vendor Management
- Process Optimization
- Technical Proficiency
- Engaging Presenter
- Empathetic Leader
- Project Management
- Communication Up and Down Org
- Ability to decompose complex issues
- Product Development
- Lifelong Learner

## EXPERIENCE

### *Shaw Communications, Calgary, AB*

*2021-Present*

#### **Principal Strategist, Strategy Architecture and Engineering**

Responsibilities:

- Support Service Expansion Analysis
- WiFi reporting and Analysis
- Support the broader Shaw wireline business by providing research and analysis into various topics to support better decision making

### *Shaw Communications, Calgary, AB*

*2014-2021*

#### **Principal Network Architect, Business Technology**

Responsibilities:

- Architect and deliver Managed Product Solutions for Shaw Business (Meraki and Intello).
- Lead architecture design activities for the managed solutions and complex enterprise opportunities.
- Perform technical product assessments to support Strategic Supply Chain RFI/RFP's.
- Regular reporting of KPI's ('Dashboard by the Numbers')

Key Accomplishments / Projects:

- Developed Managed Service Provider (MSP) solutions with Meraki (new business model for both companies)
- Delivered 'Managed WiFi for Hospitality', 'SmartWiFi', 'SmartSecurity' products for Shaw Business.
- Supported RFP and product definition for 'SmartSurveillance' offering.
- Developed and proposed a process by which to deliver complex Enterprise projects. Process was approved by Shaw Business and TOPS Leadership. Prime architect in most major deployments.
- Performed comprehensive analysis of SmartWiFi customer usage and recommended transition to lower cost AP at quarterly savings of \$1M.

### *TRTech (formerly TR Labs), Calgary, AB*

*2010-2014*

#### **Senior Technology Development Leader**

Responsibilities:

- Drive innovation and technology adoption in the resource sector.
- Consult for small/medium enterprises (SME's) in bringing new products to market.



- Collaborate with government and academia on moving forward the innovation agenda.
- Aid SME's in leveraging assistance through provincial and federal funded programs and centers of excellence.

#### Key Accomplishments / Projects:

- Led development of the Data Analytics program within TRTech, which focused on the use of machine learning in industrial processes.
- Led development of an analysis toolset to analyze time-series gas flow data from gas wells in order to classify their performance for Zedi. Toolset is being enhanced to detect network issues in the reservoirs and collection system as well as predict operational state changes to drive proactive decision making.

#### *PCC Communications, Calgary AB*

**2009-2010**

#### **Director of Operations**

##### Responsibilities:

- Managed a team of engineers, field technicians, and customer support personnel that operated a 75 tower network providing wireless data services to rural Alberta. Both residential and resource sector.
- Led a focused team that submitted a comprehensive bid to Industry Canada for \$35M funding.
- Completed an extensive evaluation of over 20 different suppliers, tower construction, geotechnical, land acquisition companies for the purpose of building a network of 150 towers across Alberta and BC.

##### Accomplishments:

- Received conditional approval on 13/17 projects bid on under the Broadband Canada project.
- Performed risk assessments and successfully negotiated competitive contracts for the network build.

#### *Nortel Networks, Calgary AB*

**1994-2009**

#### **Senior CDMA Radio Hardware and Systems Designer – Design Cost Reduction**

**2003-2009**

- Directly manage and investigate all major CDMA customer support issues with radio hardware and RF system.
- Document, report, and publish investigations reports.
- Design and implement cost reduction projects.
- Transfer design ownership from Calgary to China and support shutdown of Calgary operations.
- Released numerous technical troubleshooting white papers.
- Identified as 'Top Contributor' in performance reviews.

#### **Team Leader – CDMA Radio Test Engineering**

**2001-2003**

- Development and execution of end-to-end test strategy. Met production ramp and service deliverables.
- Successfully led and motivated a team of 10 test engineers
- Audited Contract Manufacturers for production test capability

#### **New Product Project Manager – Point-to-Point Microwave Backhaul**

**2000-2001**

- Development and execution of Operations plan and budget
- Led operations team and consulted on test engineering development
- Transferred business operations ownership from Montreal to Calgary
- Designed multi-site supply chain strategy

#### **Team Leader – Broadband Wireless Access Microwave Radio**

**1998-2000**

- Development of end-to-end production test strategy
- Designed IF modem, Radio (24-38GHz) and Network test areas

#### *Bell Northern Research / Nortel Networks – R&D Centre, Ottawa*

#### **RF Hardware Design Sustaining – TDMA Fixed Wireless Access Terminals**

**1996-1998**

- Transferred design to a manufacturing facility in Mexico and supported production ramp

- Weekly Pareto Analysis of process capability (Cpk)

*Nortel Networks, Calgary AB*

**Production Test Technologist – TDMA Base-station Radio**

**1994-1996**

- RF hardware troubleshooting of TDMA radios
- Key contributor to raising production yields from 30% to 70% in Lean manufacturing environment
- Supported transfer of production to Raleigh, NC.

This is Exhibit "2" referred to in the Affidavit of DONOVAN LEIGH ANNETT sworn by DONOVAN LEIGH ANNETT of the City of Calgary, in the Province of Alberta, before me at the City of Toronto, in the Province of Ontario, on October 20, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

*Alisa McMaster*

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*Commissioner for Taking Affidavits (or as may be)*

**ALISA MCMASTER**



**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*

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**Investments to Create Jobs and Connect Communities**

- *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.

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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

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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

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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.



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- 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.

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## 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.

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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](http://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>

**Contact details****Rogers:**

Investment community contact:

Paul Carpino  
[paul.carpino@rci.rogers.com](mailto:paul.carpino@rci.rogers.com)  
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**Shaw Contact**

Investment community contact:

Shaw Investor Relations  
[investor.relations@sjrb.ca](mailto:investor.relations@sjrb.ca)

Media Contact:

Chethan Lakshman, VP, External Affairs  
[chethan.lakshman@sjrb.ca](mailto:chethan.lakshman@sjrb.ca)  
(403) 930-8448

**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

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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](http://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](http://www.shaw.ca)

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This is Exhibit "3" referred to in the Affidavit of DONOVAN LEIGH ANNETT sworn by DONOVAN LEIGH ANNETT of the City of Calgary, in the Province of Alberta, before me at the City of Toronto, in the Province of Ontario, on October 20, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

*Alisa McMaster*

---

*Commissioner for Taking Affidavits (or as may be)*

**ALISA MCMASTER**



# Universal Broadband Fund

From: [Innovation, Science and Economic Development Canada](#)



**The Universal Broadband Fund program is now closed for applications**

The \$2.75 billion Universal Broadband Fund supports high-speed Internet projects across the country. These projects will bring Internet at speeds of 50/10 Megabits per second (Mbps) to rural and remote communities. The funding includes:

- up to \$50 million for mobile Internet projects that primarily benefit Indigenous peoples, including projects along highways and roads where mobile connectivity is lacking;
- up to \$750 million for large, high-impact projects;
- through a Rapid Response Stream for shovel-ready projects that can be completed quickly

The Universal Broadband Fund is part of the Government of Canada's coordinated plan to connect all Canadians: [High Speed Access for all: Canada's Connectivity Strategy](#).

It is also consistent with the [Government's roadmap](#) for supporting strong and resilient rural communities.

## Related pages

- [High-speed Internet for all](#)
- [Application Process: Universal Broadband Fund](#)
- [Application Process: Rapid Response Stream](#)
- [Low Earth Orbit \(LEO\) Satellite Capacity Agreement](#)
- [National Broadband Internet Service Availability Map](#)
- [ISED Broadband Connection](#)
- [Selected Universal Broadband Fund projects](#)
- [Apply for 5G jobs to help connect Canadians](#)

## Why is it important?

Today, high-speed Internet access is essential for all Canadians, no matter where they live. It is necessary to telework, to access on-line medicine, for distance learning and more. It helps businesses thrive, no matter where they are located, and it ensures that rural Canadians can transition smoothly to the digital economy. But there is a connectivity gap — Canadians living in rural and remote areas have less access to high-speed Internet than those living in urban areas.

That is why the Government of Canada launched the Universal Broadband Fund, which is designed to meet the needs of those living in rural and remote communities.

## See what services are available in your area

Our [National Broadband Internet Service Availability Map](#) provides detailed mapping data that shows available broadband Internet services and infrastructure in Canada. You can use it to find projects, Internet services and Internet service providers in your area.

Our map also includes new, more detailed mapping data so that you can find Internet coverage at the level of 250m road segments. Zoom in close to your area and click "Rural Roads Coverage" on the Layer Selector bar on the left to see this detailed coverage in your area.

It is also the basis of our new [Eligibility Mapping Tool](#), which helped applicants design their projects using the most accurate coverage information available.

## Stay current

Subscribe to our e-blast to learn more about the Universal Broadband Fund. [Contact us](#) if interested.

- [E-blast #9 - March 2021](#)

## See what services are available in your area

Our [National Broadband Internet Service Availability Tool](#) provides detailed mapping data that shows available broadband Internet services and infrastructure in Canada. You can use it to find projects, Internet services and Internet service providers in your area.

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## Stay current

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- [E-blast #9 – March 2021](#)
- [E-blast #8 – March 2021](#)
- [E-blast #7 – February 2021](#)
- [E-blast #6 – February 2021](#)
- [E-blast #5 – February 2021](#)
- [E-blast #4 – January 2021](#)
- [E-blast #3 – January 2021](#)
- [E-blast #2 – December 2020](#)
- [E-blast #1 – November 2020](#)

## Other federal broadband programs

The Government of Canada has several programs supporting high-speed Internet access for all Canadians, especially in rural and remote communities. A list is available on the [High Speed Internet for All of Canada](#) page. If you can't find what you are looking for, we would be pleased to help you. [Contact us](#) for more information.

## Frequently Asked Questions

Expand all

Collapse all

▶ Q1. What is the Universal Broadband Fund?

▶ Q2. When we talk about high-speed Internet, what do we mean?

▶ Q3. How has COVID-19 affected plans for rural broadband delivery? What is the Rapid Response Stream?

▶ Q4. Which areas are currently underserved?

▶ Q5. Who could have applied and what projects were eligible?

▶ Q6. How are projects being selected?

▶ Q7. Were mobile projects eligible?

▶ Q8. What are large scale, high-impact projects?

▶ Q9. Did the Government consult on the Universal Broadband Fund to ensure it meets the needs of all Canadians?

▶ Q10. Are you on track to reach your goal of connecting all Canadians to high-speed Internet, defined as speeds of at least 50 Megabits per second (Mbps) download / 10 Mbps upload, by 2030?

## Contact us

Connect with us to answer your questions.

Telephone: 1-800-328-6189

Email: [get-connected@canada.ca](mailto:get-connected@canada.ca)

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Date modified: 2022-08-30

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This is Exhibit "4" referred to in the Affidavit of DONOVAN LEIGH ANNETT sworn by DONOVAN LEIGH ANNETT of the City of Calgary, in the Province of Alberta, before me at the City of Toronto, in the Province of Ontario, on October 20, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

*Alisa McMaster*

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*Commissioner for Taking Affidavits (or as may be)*

**ALISA MCMASTER**



MENU

Canada.ca > Open Government > Pseudo-Household ...

# Pseudo-Household Demographic Distribution

## Have your say



[Rate this dataset](#)

[Comment\(s\)](#)

## Additional Information

**Creator:** Daniel Winters, Patrick Pilon

**Contact Email:** [ic.broadband-largebande.ic@canada.ca](mailto:ic.broadband-largebande.ic@canada.ca)

### Keywords:

- Demographics
- Households
- Distribution
- Pseudo-households
- Dissemination block

### Subject:

- Economics and Industry
- Information and Communications
- Persons
- Society and Culture

### Audience:

- Indigenous peoples
- Business
- Funding applicants
- General public
- Government
- Media
- Rural community
- Scientists
- Students

### Place of Publication:

Canada

### Series Issue ID:

PHH.3.5

**Maintenance and Update Frequency:** As Needed

**Date Published:** 2017-10-18

**Date Modified:** 2020-07-03

**Temporal Coverage:** 2017-02-08 to undefined

**Openness Rating:**☆☆☆

## About this Record

**Record Released:** 2017-10-18

**Record Modified:** 2022-

The Pseudo-Household Demographic Distribution is a geospatial representative distribution of demographic data (population and households) derived from the Canadian Census from Statistics Canada. Demography is distributed within Dissemination Blocks along roadways, providing a more accurate geospatial distribution while still aligning with published Census geographies.

Pseudo-household demographics are currently used to calculate broadband Internet service availability, but are equally applicable to other disciplines requiring a spatial distribution of households or population.

**Publisher - Current Organization Name:** Innovation, Science and Economic Development Canada

**Publisher - Organization Section Name:** Connected Canada Branch

**Licence:** [Open Government Licence - Canada](#)

## Data and Resources

- Data Dictionary - EN** (English, specification, TXT) [Download](#)
- Data Dictionary - FR** (French, specification, TXT) [Download](#)
- PHH-BC.csv** (English, French, dataset, CSV) [Download](#)
- PHH-AB.csv** (English, French, dataset, CSV) [Download](#)
- PHH-MB.csv** (English, French, dataset, CSV) [Download](#)
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- PHH-ON.csv** (English, French, dataset, CSV) [Download](#)
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## About this Record

Record Released: 2017-10-18

Record Modified: 2022-01-28

Record ID: b3a1d603-19ca-466c-ae95-b5185e56addf

### Metadata:

[Link to JSON format](#)

[DCAT \(JSON-LD\)](#)

[DCAT \(XML\)](#)

 [Atom Feed](#)

PHH  
English French dataset TAB

PHH  
English French dataset TAB

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English French dataset SHP

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## Geographic Information

Geographic Region Name: Canada

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This dataset is rated 19 time(s) with an average rating of **Fair**

## Similar records

- [National Broadband Data](#)
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- [2017\\_Q4 Immigration Survey Results](#)
- [QD0026 Mussel Monitoring Program](#)
- [2019\\_Q1 Immigration Online Survey Results](#)

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## Comments

### When will this file be...

Submitted by Alyssa Parker on March 30, 2022 - 10:49 PM

When will this file be updated for 2021 census data?

[+ Reply](#)

In reply to [When will this file be...](#) by Alyssa Parker

### Hi Alyssa, I recommend that...

Submitted by open-ouvert on April 01, 2022 - 11:22 PM

Hi Alyssa,

I recommend that you email [ic.broadband-largebande.ic@canada.ca](mailto:ic.broadband-largebande.ic@canada.ca) directly for help with your question.

All the best,

Sam, from the Open Government team

[+ Reply](#)

### The data shows that around...

Submitted by Usman Bajwa on May 29, 2021 - 7:08 PM

The data shows that around 40% of the households (2.15 million) had 0 population. Is it a data quality issue or an actual representation of the population in these households?

Submitted by Usman Bajwa on May 29, 2021 - 7:08 PM

The data shows that around 10% of the households (2.15 million) had 0 population. Is it a data quality issue or an actual representation of the population in these households?

[+ Reply](#)

In reply to [The data shows that around...](#) by Usman Bajwa

#### Note that points with type...

Submitted by Alyssa Parker on March 30, 2022 - 10:49 PM

Note that points with type value of 8 = PHH null points added on highways (see data dictionary)

[+ Reply](#)

#### Trying to download this data...

Submitted by Aidan Mattrick on March 07, 2021 - 10:39 PM

Trying to download this data (PHH shp) launches a new tab which immediately closes.

[+ Reply](#)

In reply to [Trying to download this data...](#) by Aidan Mattrick

#### Hello, Please try right...

Submitted by open-ouvert on March 12, 2021 - 4:00 PM

Hello,

Please try right clicking on the access links and "saving as". Trying a different web browser such as Edge or Firefox may help as well.

Thank you,

Momin

The Open Government team

[+ Reply](#)

#### Trying to access the...

Submitted by Peter S on February 28, 2021 - 2:23 PM

Trying to access the database launches a new tab which immediately closes. Data should be displayed on this tab rather than waiting for download as data is too large to download for rural customers with slow internet speeds.

[+ Reply](#)

#### FYI

Submitted by ATC on December 15, 2020 - 5:23 PM

FYI

[+ Reply](#)

#### Document disponible seulement en .CSV

Submitted by Langis Lavoie on August 27, 2019 - 7:16 PM

Bonjour!

Serait-ce possible d'obtenir les données pour le Québec en document Excel pour qu'ils soient plus utiles et faciles à travailler ?

Merci de votre collaboration.

[information personnelle retirée] pour l'entreprise Digicom

[information personnelle retirée]

Digicom.ca

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**Note that points with type...**

Submitted by Alyssa Parkers on March 30, 2022 - 10:49 PM

Note that points with type value of 8 = PHH null points added on highway (see user dictionary)

[+ Reply](#)

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SJRB-CCB00897260/004

**Trying to download this data...**

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[+ Reply](#)

In reply to [Trying to download this data...](#) by Aidan Mattrick

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This is Exhibit "5" referred to in the Affidavit of DONOVAN LEIGH ANNETT sworn by DONOVAN LEIGH ANNETT of the City of Calgary, in the Province of Alberta, before me at the City of Toronto, in the Province of Ontario, on October 20, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

*Alisa McMaster*

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*Commissioner for Taking Affidavits (or as may be)*

**ALISA MCMASTER**

