

Director Material Relationship Standards

Introduction

The Board of Directors (the "Board") of Rogers Communications Inc. (the "Company") has adopted these Director Material Relationship Standards for the purpose of assisting the Board in making determinations 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 (which for the purposes of these Standards includes 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 are in addition to any that may be imposed by applicable law for assessing whether such a material relationship exists or a director is otherwise not independent.

Standard of Director Relationships

Any business, commercial, industrial, banking, consulting, professional, charitable or service relationship that may exist between the Company and a director of the Company, or between the Company and an entity of which the director is a director, executive officer, partner or managing member, shall be in the ordinary course of business of the Company and on substantially the same terms as those prevailing at the time for comparable transactions with non-affiliated persons on an arm's length basis.

Material Director Relationship

Payments that do not exceed the following thresholds will not be considered material:

The director has, within the preceding 3 fiscal years of the Company, been a director, executive officer, partner or managing member of an entity that has or had a business, commercial, industrial, banking, consulting, professional or service relationship with the Company and, pursuant to that relationship, the aggregate annual sales or billings from that entity to the Company, or from the Company to that entity, in each of the 3 most recently completed fiscal years of that entity, amounted to more than the greater of 2 percent of that entity's consolidated gross revenues and U.S. \$1,000,000.

Other Director Relationships

If the payments do exceed those thresholds or there are other facts and circumstances which the Board considers relevant, the Board will determine in its discretion whether the director has a material relationship with the Company after applying any Standards imposed by applicable law and otherwise based on a consideration of all relevant facts and circumstances.

Interpretation

For the purposes of these Standards, the terms used herein shall have the following meanings:

"entity" - includes a body corporate, a partnership, a trust, a joint venture or an unincorporated association or organization;

"subsidiary" - a body corporate is a subsidiary of another body corporate if (a) it is controlled by (i) that other body corporate, (ii) that other body corporate and one or more bodies corporate each of which is controlled by that body corporate, or (iii) two or more bodies corporate each of which is controlled by that other body corporate, or (b) it is a subsidiary of a body corporate that is a subsidiary of that other body corporate.