GROUPE AEROPLAN

Q1 2010 Financial Highlights

May 12, 2010

Forward-Looking Statements

Forward-looking statements are included in this presentation. These forward-looking statements are identified by the use of terms and phrases such as “anticipate”, “believe”, “could”, “estimate”, “expect”, “intend”, “may”, “plan”, “predict”, “project”, “will”, “would”, and similar terms and phrases, including references to assumptions. Such statements may involve but are not limited to comments with respect to strategies, expectations, planned operations or future actions.

Forward-looking statements, by their nature, are based on assumptions and are subject to important risks and uncertainties. Any forecasts or forward-looking predictions or statements cannot be relied upon due to, amongst other things, changing external events and general uncertainties of the business and its corporate structure. Results indicated in forward-looking statements may differ materially from actual results for a number of reasons, including without limitation, risks related to the business and the industry, Air Canada liquidity issues, dependency on top accumulation partners and clients, conflict of interest, Air Canada or travel industry disruptions, airlines industry changes and increased airline costs, retail market/economic downturn, greater than expected redemptions for rewards, industry competition, integration of Carlson Marketing, supply and capacity costs, unfunded future redemption costs, failure to safeguard databases and consumer privacy, consumer privacy legislation, changes to loyalty programs, seasonal nature of the business, other factors and prior performance, regulatory matters, legal proceedings, reliance on key personnel, labour relations, pension liability, technological disruptions and inability to use third party software, failure to protect intellectual property rights, interest rate and currency fluctuations, leverage and restrictive covenants in current and future indebtedness, dilution of shareholders, uncertainty of dividend payments, level of indebtedness-refinancing risk, managing growth, credit ratings, as well as other factors identified throughout this presentation and Groupe Aeroplan's public disclosure record on file with the Canadian securities regulatory authorities. The forward-looking statements contained herein represent Groupe Aeroplan's management's expectations as of May 11, 2010, and are subject to change after such date. However, Groupe Aeroplan disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except as required under applicable securities regulations.

For further information, please contact Investor Relations at 416 352 3728 or trish.moran@groupeaeroplan.com.

DAVID ADAMS

Executive Vice President & CFO

Consolidated Financial Highlights
Reported & Adjusted for Constant Currency

($ thousands, except per share amounts)	**Q1 2010 (Reported)**	**Q1 2009 (Reported)**	**% Change**	**Foreign Exchange Impact**	**Q1 2010 Constant Currency**	**Q1 2009 (Reported)**	**% Change**
Gross billings	517,947	346,328	49.6%	(9,099)	527,046	346,328	52.2%
Gross billings from sale of GALUs	338,269	326,248	3.7%	(8,238)	346,507	326,248	6.2%
Total revenue	506,779	355,824	42.4%	(7,811)	514,590	355,824	44.6%
Cost of rewards	305,740	228,656	33.7%	(5,356)	311,096	228,656	36.1%
Gross margin	201,039	127,168	58.1%	(2,455)	203,494	127,168	60.0%
SG&A	146,435	63,847	129.4%	(1,861)	148,296	63,847	132.3%
D&A	7,627	4,937	54.5%	(172)	7,799	4,937	58.0%
Amortization of accumulation partners' contracts, customer relationships and technology	22,968	19,715	16.5%	(118)	23,086	19,715	17.1%
Operating income	24,009	38,669	(37.9%)	(1,114)	22,895	38,669	(40.8%)
Net earnings	14,872	23,228	(36.0%)	(448)	14,424	23,228	(38.1%)
Non-GAAP							
EBITDA	54,604	63,321	(13.8%)	(824)	53,780	63,321	(15.1%)
Adjusted EBITDA	55,990	65,228	(14.2%)	(1,749)	54,241	65,228	(16.8%)

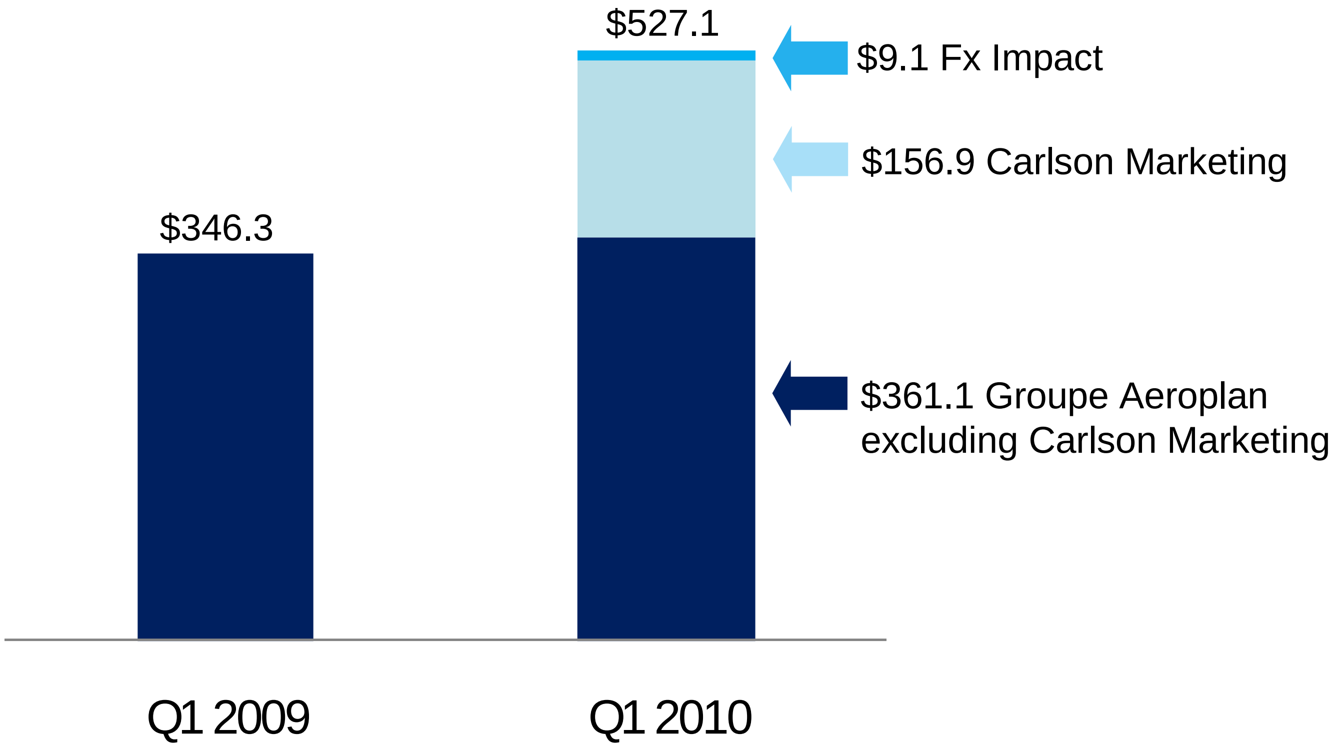
Non-Comparable Items

	Effect on Adjusted EBITDA	Effect on Free Cash Flow
1. Nectar Italia launch costs	$11.1 million	$11.1 million
2. Carlson Marketing transition and migration costs		
– Fees paid pursuant to transition services agreement	$7.8 million	$7.8 million
– Migration expenses	$2.6 million	$2.6 million
3. Corporate costs (strategic consulting fees)	$2.0 million	$2.0 million
4. Incremental for Q4 2009 redemptions in the UK		$10.0 million
5. Dividends paid on our preferred shares in Q1 2010		$2.1 million
6. Capex related to migration of Carlson Marketing		$3.1 million
7. Incremental interest expense related to Series 3 Senior Secured Notes issued in January 2010		$1.0 million

Note: F/X – Canadian dollar strengthened against all local currencies

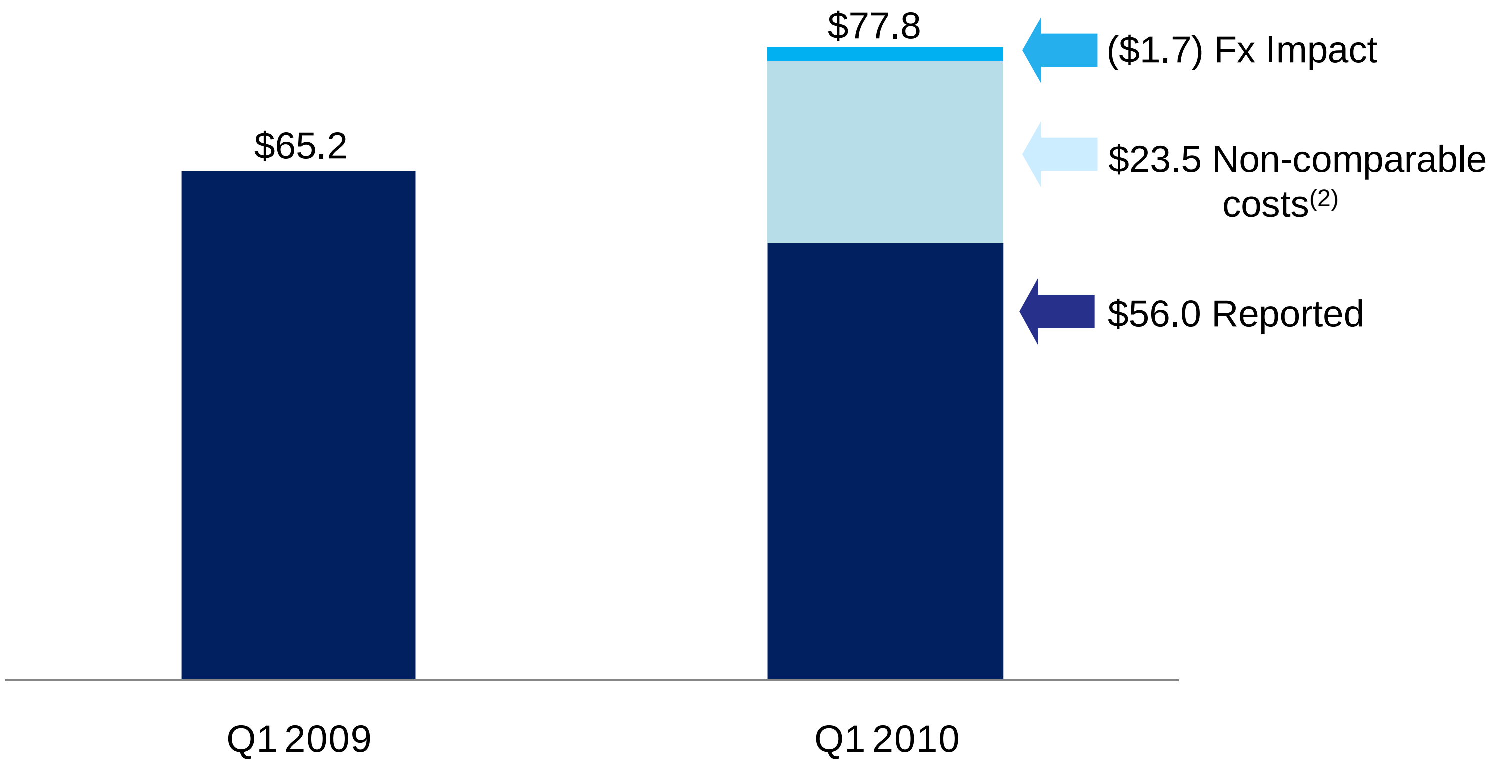
Consolidated Gross Billings

($ Millions)



Consolidated Adjusted EBITDA(1)

($ Millions)



(1) Calculated in accordance with the definition included in the Corporation's MD&A for the quarter ended March 31, 2010.

(2) Non-comparable items of $23.5 million, affecting SG&A include costs of $11.1 million associated with the launch of Nectar Italia, $10.4 million in connection with the transition and migration of Carlson Marketing and $2.0 million in strategic consulting fees at the corporate level.

Consolidated Free Cash Flow[1]

($ Millions)

Reported Free Cash Flow in Q1 2010	($66.0 million)
Non-comparable items[2] that affected Adjusted EBITDA	$23.5 million

In addition to the $23.5 million non-comparable items that impacted Adjusted EBITDA, the following items also effected consolidated free cash flow:

– Incremental for Q4 2009 redemptions in the UK	$10.0 million
– Dividends paid on our preferred shares in Q1 2010	$2.1 million
– Capex related to migration of Carlson Marketing	$3.1 million

(1) Calculated in accordance with the definition included in the Corporation's MD&A for the quarter ended March 31, 2010.

(2) Non-comparable items of $23.5 million, affecting SG&A include costs of $11.1 million associated with the launch of Nectar Italia, $10.4 million in connection with the transition and migration of Carlson Marketing and $2.0 million in strategic consulting fees at the corporate level.

Aeroplan Canada - Financial Highlights

($ thousands)	Aeroplan Canada Q1 2010	Q1 2009	% Change
Gross billings	260,553	254,726	2.3%
Gross billings from sale of GALUs	246,491	240,184	2.6%
Total revenue	272,595	277,837	(1.9%)
Cost of rewards & direct costs	168,501	173,046	(2.6%)
Gross margin	104,094	104,791	(0.7%)
Selling, general and administrative	35,832	37,263	(3.8%)
Earnings before income taxes	52,158	45,547	14.5%
Adjusted EBITDA	68,553	65,469	4.7%
Gross margin as a % of total revenue	38.2%	37.7%	50 bps
Adjusted EBITDA as a % of total revenue	25.1%	23.6%	150 bps

Q1 2010 Highlights

- Positive growth in consumer spend in financial card portfolio.
- Miles issued continued to grow in excess of miles redeemed.
- Aeroplan Canada demonstrated 50 bps growth in gross margin and 150 bps improvement in operating leverage.
- Going forward, Aeroplan Canada is required to honour any obligation resulting from the redemption of Air Canada Miles. Our potential liability, if all of the remaining broken but unexpired miles were to be redeemed, amounts to $92.2 million over for four years – until the end of 2013 – and is included in our current cost per mile redeemed guidance. Given the shape of the redemption curve, we would expect that less than half of these miles will be redeemed.

Groupe Aeroplan Europe - Financial Highlights

($ thousands)	Reported			Constant Currency			
	Groupe Aeroplan Europe Q1 2010	Groupe Aeroplan Europe Q1 2009	% Change	Foreign Exchange Impact Q1 2010	Groupe Aeroplan Europe Q1 2010	Groupe Aeroplan Europe Q1 2009	% Change
Gross billings	100,503	91,602	9.7%	(9,099)	109,602	91,602	19.7%
Gross billings from sale of GALUs	91,778	86,064	6.6%	(8,238)	100,016	86,064	16.2%
Total revenue	79,164	77,987	1.5%	(7,811)	86,975	77,987	11.4%
Cost of rewards & direct costs	54,283	55,610	(2.4%)	(5,356)	59,639	55,610	7.2%
Gross margin	24,881	22,377	11.2%	(2,455)	27,336	22,377	22.2%
Selling, general and administrative	33,545	19,108	75.6%	(1,861)	35,406	19,108	85.3%
Earnings before income taxes	(8,243)	1,980	(516.3%)	(813)	(9,056)	1,980	(557.4%)
Adjusted EBITDA	(9,440)	7,235	(230.5%)	(1,749)	(11,189)	7,235	(254.7%)
Gross margin as a % of total revenue	31.4%	28.7%	270 bps		31.4%	28.7%	270 bps
Adjusted EBITDA as a % of total revenue	(11.9%)	9.3%	(2120) bps		(12.9%)	9.3%	(2220) bps

Q1 2010 Highlights

- Solid top line growth on a constant currency basis. As a result of the launch of Nectar Italia, gross billings were positively affected by certain one-time effects consistent with a program launch. Nectar points issued increased in excess of points redeemed.
- While Groupe Aeroplan Europe's gross margin increased by 270 basis points, Adjusted EBITDA was negative. This is mostly attributable to the launch of Nectar Italia, with $11.1 million of launch costs and a significant increase in the outstanding points liability, which grew in part as a result of promotional points issued in connection with the Italian launch, the timing effect of certain promotional activities in the UK, and a full quarter of SG&A related to the Italian operations. Other factors influencing Adjusted EBITDA during the quarter were: (i) added personnel costs required by the I&C business to support increased contract activity, and (ii) additional international business development expenses, which have started to pay off, as I&C has signed its first international contract with CVS Caremark. We anticipate that I&C will start generating revenue from this contract in the second half of the year.

Carlson Marketing - Financial Highlights

($ thousands)	**Carlson Marketing Q1 2010**
Gross billings	156,891
Total revenue	155,020
Cost of rewards & direct costs	82,956
Gross margin	72,064
Selling, general and administrative	65,732
Earnings before income taxes	634
Adjusted EBITDA	8,202
Gross margin as a % of total revenue	46.5%
Adjusted EBITDA as a % of total revenue	5.3%

Q1 2010 Highlights

- Year-over-year growth with particularly strong performance in Canada and Asia Pacific.
- Excluding $2.6 million in transition costs, Adjusted EBITDA was$10.8 million and the Adjusted EBITDA margin was 6.9%.

Update: Carlson Marketing Migration & Non-Recurring Costs

Migration Costs

Original estimate of migration costs (at time of acquisition) • migration required from Carlson Marketing's former parent company's infrastructure	$15.0 million
Change in technology migration approach • required as a result of increased security safeguards during the migration of the business systems	$ 7.0 million
Re-engineering of financial processes & financial system • Now a requirement for a complete re-engineering of the financial processes and systems for the US operations	$ 4.0 million
	$26.0 million

** Groupe Aeroplan management is currently in discussions with Carlson Companies, Inc. to identify mitigating solutions to the increased migration costs*

Non-Recurring Costs

Employee retention bonuses	$ 3.0 million
Upgrade of U.S. rewards fulfillment platform	$ 3.0 million
	$ 6.0 million

Liquidity, Long-Term Receivable and Capital Structure

(in $ millions)	**March 31, 2010**	**Dec 31, 2009**
Cash and cash equivalents*	551.6	609.8
Restricted cash	6.7	4.2
Short-term investments	11.1	14.4
	569.4	628.5
Loan Receivable from Air Canada	150.0	150.0
Long-term debt	641.2	780.1
Shareholders' equity	2,026.8	1,915.4

* Approximately $469.0 million of this amount represents the reserves for the Aeroplan Canada and Nectar UK programs.

2010 Outlook

For 2010 Groupe Aeroplan anticipates Gross Billings growth ranging between 2 and 4 per cent in its legacy businesses.

Groupe Aeroplan expects to realize growth in consolidated Adjusted EBITDA in 2010.

Groupe Aeroplan expects to realize growth in Adjusted EBITDA in its legacy businesses, after adjusting for operating costs, which are not expected to recur in the future, related to: (i) the launch of the Nectar Italia program; and (ii) the effect of brand investment promotional campaigns scheduled for 2010, in the Aeroplan and Nectar UK programs.

During 2010, Free Cash Flow levels are expected to be reduced, as a result of investments required to support future growth.

In Aeroplan Canada, the Average Cost of Rewards per Aeroplan Mile Redeemed is not expected to exceed 0.95 cents on an annual basis throughout 2010, with gross margin remaining relatively stable.

Gross Billings from Carlson Marketing in 2010 are expected to approximate US$600 million, with Adjusted EBITDA in the 6% to 8% range, before one time migration costs, which are estimated at US$26 million. The successful migration of the technology solutions in the US, out of the vendor's platforms, represents both, the biggest opportunity and risk associated to Carlson Marketing's 2010 performance. While there is an expectation that the migration will be fully completed in 2010, should the network and customer applications and the financial systems implementation extend into 2011, the associated incremental costs of migration and any additional payments that may be required under an extension to the transition services agreement, may represent up to a total of US$4 million per month.

Groupe Aeroplan's portion of the funding requirements for the launch of the Nectar Italia program, which will affect consolidated Adjusted EBITDA, is expected to be in the range of €15 million over 2010. Nectar Italia is expected to generate annual Gross Billings in the range of €60 million to €80 million within three years. Nectar Italia is expected to generate annual Gross Billings in the range of €30 million to €40 million in 2010.

The current income tax rate is anticipated to approximate 30% in Canada, and there is an expectation that no significant cash income taxes will be incurred in the rest of the Corporation's foreign operations.

The above guidance excludes the effect of any currency fluctuations on Groupe Aeroplan's operating results.

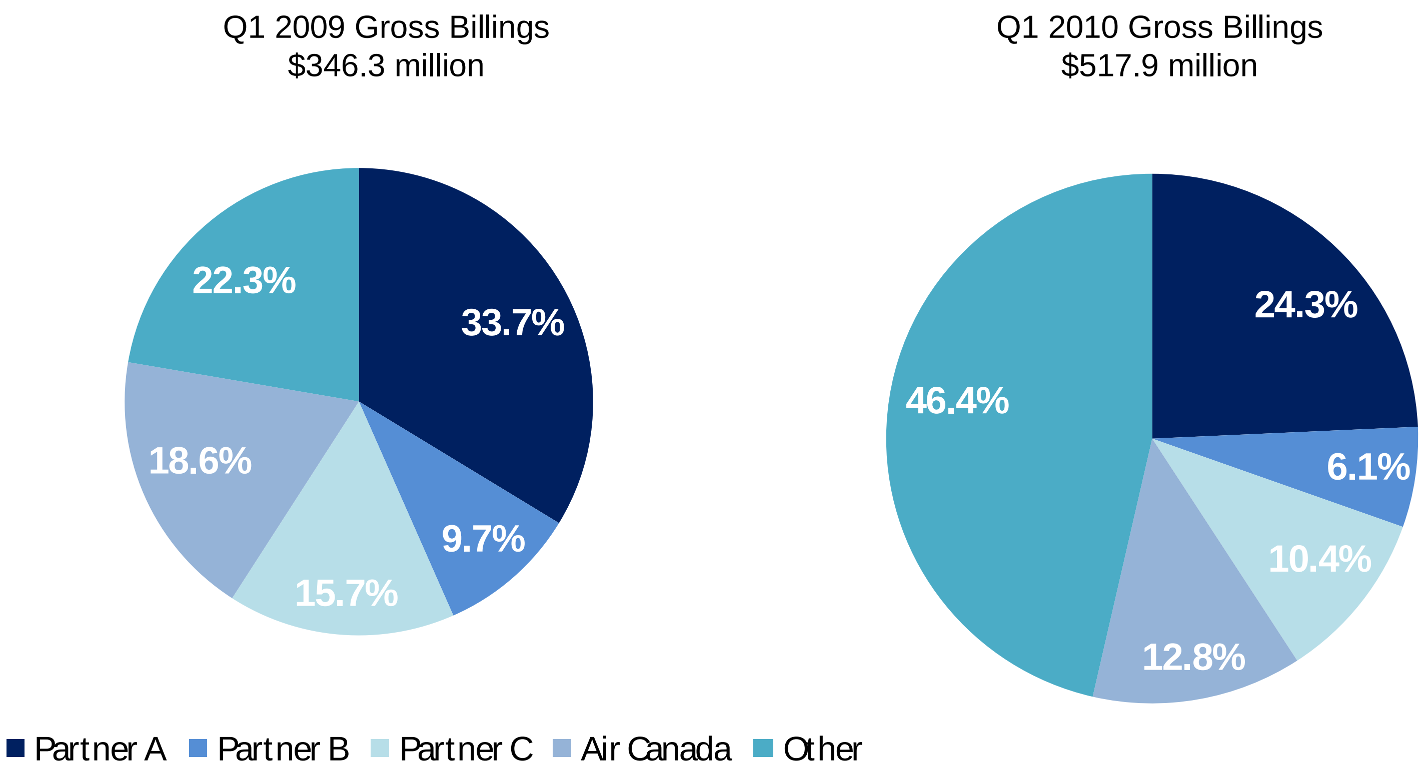
The outlook provided constitutes forward-looking statements within the meaning of applicable securities laws and should be read in conjunction with the "Caution Concerning Forward-Looking Information" section.


APPENDIX

Foreign Exchange Rates

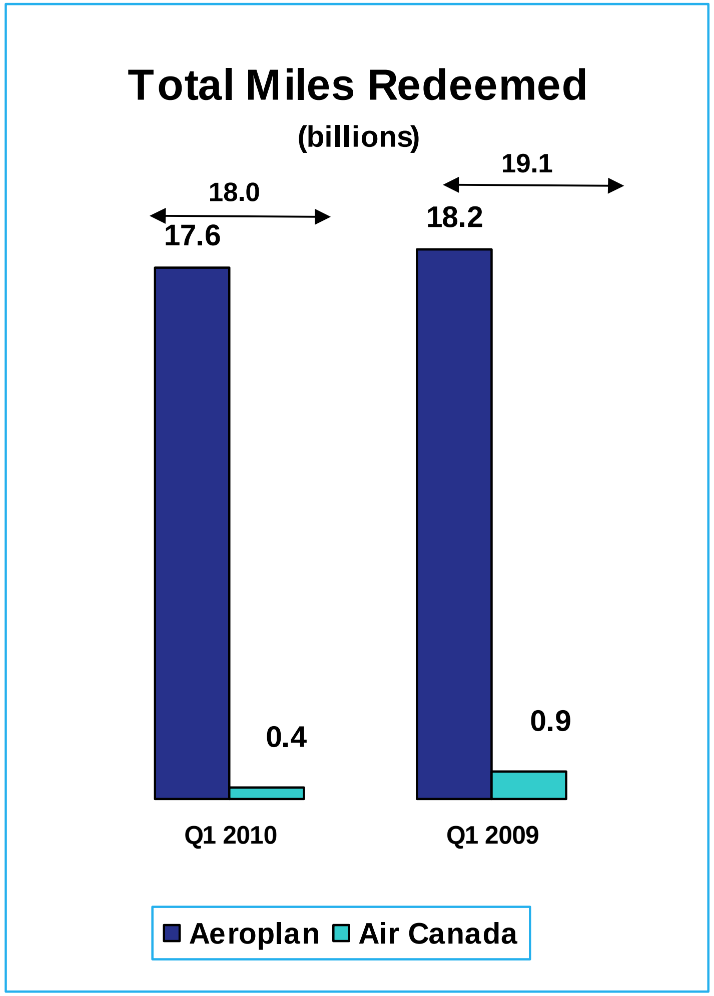
Period	Rates	Q1 2010	Q1 2009	Change	% Change
Period end rate	£ to $	1.5422	1.8022	(0.2600)	(14.4%)
Average Quarter	£ to $	1.6256	1.7860	(0.1604)	(9.0%)
Period end rate	AED to $	0.2765	0.3431	(0.0666)	(19.4%)
Average Quarter	AED to $	0.2834	0.3390	(0.0556)	(16.4%)
Period end rate	AED to £	0.1807	0.1917	(0.0110)	(5.7%)
Average Quarter	AED to £	0.1746	0.1896	(0.0150)	(7.9%)
Period end rate	USD to $	1.0192	1.2613	(0.2421)	(19.2%)
Average Quarter	USD to $	1.0409	1.2450	(0.2041)	(16.4%)
Period end rate	EUR to $	1.3737	1.6492	(0.2755)	(16.7%)
Average Quarter	EUR to $	1.4406	1.6217	(0.1811)	(11.2%)

Gross Billings(1) by Major Partner



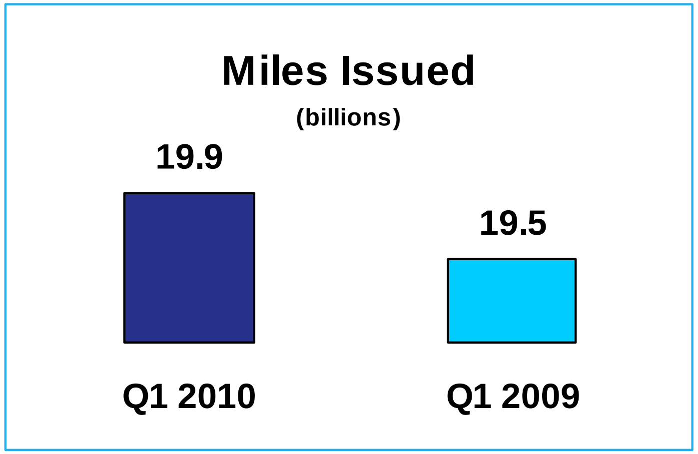
(1) The definition of "gross billings" has been updated to mean gross proceeds from the sale of Groupe Aeroplan loyalty units (GALUs) and services rendered or to be rendered.

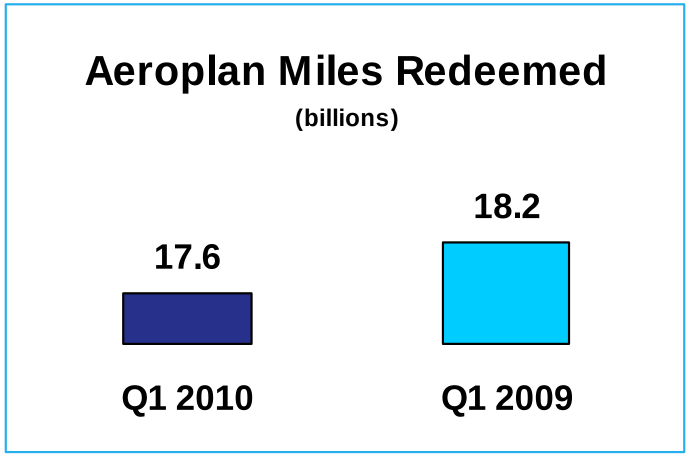
Aeroplan Canada - Revenue

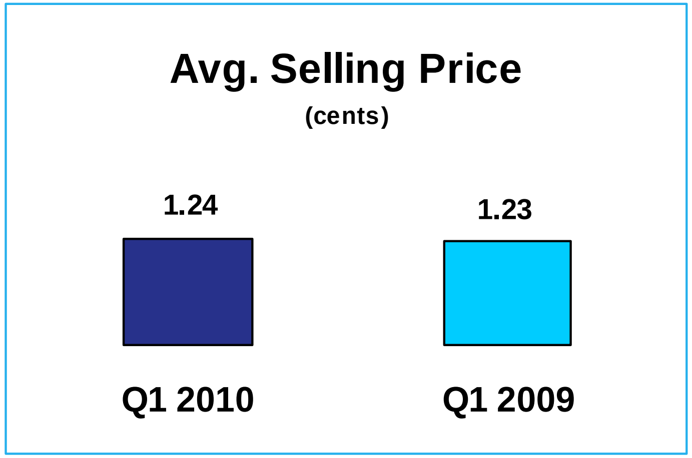


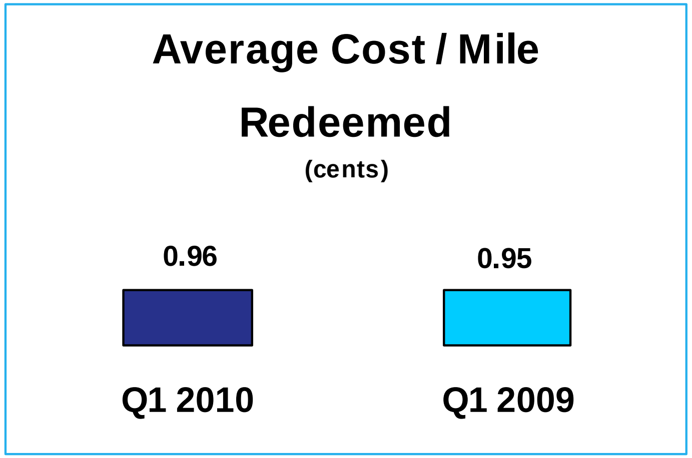
(in millions)	March 31, 2010	March 31, 2009	Change	% Change
Miles revenue	213.9	220.1	(6.2)	(2.8%)
Breakage revenue	44.6	43.2	1.4	3.2%
Other	14.1	14.5	(0.4)	(2.8%)
Total Revenue	272.6	277.8	(5.2)	(1.9%)

Aeroplan Canada – Miles









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