



NOTICE OF ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON MAY 14, 2013

MANAGEMENT INFORMATION CIRCULAR

March 15, 2013

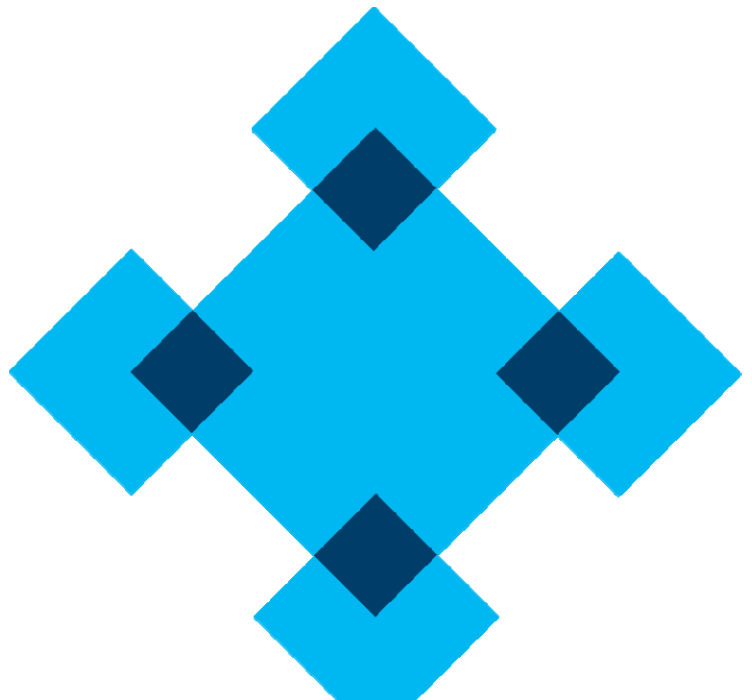


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Dear Shareholders:

You are cordially invited to the 2013 annual meeting of shareholders of Aimia Inc. It will be held on May 14, 2013 at 11:00 a.m. (Eastern Daylight Time), at St. Andrew's Club and Conference Centre, 150 King Street West, Toronto, Ontario.

As a shareholder, you have the right to vote your shares on all items that come before the meeting. You can vote your shares either by proxy or in person at the meeting. This proxy circular will provide you with information about these items and how to exercise your right to vote. It will also tell you about the nominee directors, the proposed auditors, the compensation of directors and certain officers, and our corporate governance practices.

This important meeting is your opportunity to hear first-hand how the business performed in 2012 and our plans for the future. It also provides you with an opportunity to meet and ask questions to the directors and management of Aimia Inc.

We look forward to seeing you at our 2013 annual meeting of shareholders. If you are unable to attend the meeting in person, please complete and return a proxy by the date indicated on your form. We have also made arrangements to provide an audio webcast of the meeting. Details regarding the webcast will be available on our website at www.aimia.com.

Yours very truly,

A handwritten signature in black ink that reads "RE Brown".

Robert E. Brown
Chairman of the Board of Directors

A handwritten signature in black ink that reads "Rupert Duchesne".

Rupert Duchesne
Group Chief Executive



NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

to be held on May 14, 2013

NOTICE IS HEREBY GIVEN that the annual meeting (the “**Meeting**”) of the holders (“**Shareholders**”) of common shares (“**Shares**”) of Aimia Inc. (“**Aimia**” or the “**Corporation**”) will be held at St. Andrew’s Club and Conference Centre, 150 King Street West, Toronto, Ontario, on May 14, 2013, at 11:00 a.m. (Eastern Daylight Time) for the following purposes:

- (a) to receive the consolidated financial statements of the Corporation for the year ended December 31, 2012, including the auditors’ report thereon;
- (b) to elect the directors of the Corporation (collectively, the “**Directors**”, and individually, a “**Director**”) who will serve until the end of the next annual meeting of the Shareholders or until their successors are appointed;
- (c) to appoint the auditors of the Corporation;
- (d) to consider and approve a resolution to ratify the Advance Notice By-Law (By-Law 2013-1) (the “**Advance Notice By-law**”), the text of which is set forth in Appendix B to the accompanying management information circular (the “**Information Circular**”), as more fully described in the Information Circular;
- (e) to consider and approve a resolution amending the Corporation’s Long-Term Incentive Plan (the “**LTIP**”), as more fully described in the Information Circular;
- (f) to consider and approve, on an advisory basis, a resolution accepting the Corporation’s approach to executive compensation (the “**Say-on-Pay Advisory Resolution**”), as more fully described in the Information Circular; and
- (g) to transact such further and other business as may properly be brought before the Meeting or any adjournment thereof.

Specific details of the matters to be put before the Meeting are set forth in the accompanying Information Circular.

The record date (the “**Record Date**”) for determination of Shareholders entitled to receive notice of and to vote at the Meeting is March 19, 2013.

A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment thereof in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment thereof. To be effective, the proxy must be received by Canadian Stock Transfer Company Inc. (CST) as administrative agent for CIBC Mellon Trust Company at one of its principal offices in Halifax, Montréal, Toronto, Vancouver or Calgary, by no later than 5:00 p.m. (Eastern Daylight Time) on May 10, 2013, or prior to 5:00 p.m. (Eastern Daylight Time) on the second to last business day preceding any adjournment or postponement of the Meeting.

A proxyholder has discretion under the accompanying form of proxy to consider a number of matters that are not yet determined. Holders of Shares who are planning on returning the accompanying form of proxy are encouraged to review the accompanying Information Circular carefully before submitting the form of proxy.

Dated at the City of Montréal, in the Province of Quebec, as of the 15th day of March, 2013.

BY ORDER OF THE BOARD OF DIRECTORS OF AIMIA INC.



Mark Hounsell
Chief Legal Officer and Corporate Secretary

MANAGEMENT INFORMATION CIRCULAR

Introduction

This Information Circular is furnished in connection with the solicitation of proxies by and on behalf of management of the Corporation (“Management”) for use at the Meeting and any adjournment thereof. No person has been authorized to give any information or make any representation in connection with any matters to be considered at the Meeting other than those contained in this Information Circular and, if given or made, any such information or representation must not be relied upon as having been authorized.

All capitalized terms used in this Information Circular but not otherwise defined herein have the meanings set forth in the Notice of Annual Meeting of Shareholders. Unless otherwise indicated in this Information Circular, *Aimia*, *we*, *us*, *our*, or *the Corporation* refer to Aimia Inc., and, where the context requires, its subsidiaries and associated companies or Aeroplan Income Fund, the predecessor entity to the Corporation, and, where the context requires, its subsidiaries and associated companies. Through its subsidiaries and affiliated companies, Aimia operates in three (3) business segments: Canada, the United States and Asia-Pacific (“**US and APAC**”) and Europe, Middle-East and Africa (“**EMEA**”).

Aimia is a global leader in loyalty management. Employing more than 4,000 people in over 20 countries worldwide, Aimia offers clients, partners and members proven expertise in launching and managing coalition loyalty programs, delivering proprietary loyalty services, creating value through loyalty analytics and driving innovation in the emerging digital, mobile and social communications spaces.

In Canada, Aimia owns and operates the Aeroplan Program, Canada’s premier coalition loyalty program. EMEA owns and operates Nectar, the United Kingdom’s largest coalition loyalty program; Air Miles Middle East, the leading coalition loyalty program in the United Arab Emirates, through a 60% ownership interest; and Nectar Italia, Italy’s largest coalition loyalty program, through a 75% participation. EMEA also provides data driven insight and analytics services in the United Kingdom and internationally to retailers and their suppliers, through its Intelligent Shopper Solutions (“**ISS**”) services and its 50% participation in Insight 2 Communications LLP (“**I²C**”), a joint venture with Sainsbury’s. Aimia’s loyalty analytics group develops analytical tools to provide services to clients globally to collect, analyze and derive actionable insight from their customer data which is used to improve marketing return-on-investment. In each of the regions, Aimia provides proprietary loyalty services, including loyalty program design, launch and operation. In addition, through the acquisition of Excellence in Motivation, Inc. (“**EIM**”), Aimia has broadened its footprint in the United States (“**US**”) and strengthened its product offerings for channel and employee performance improvement solutions in that region. Aimia also holds a 48.9% interest in, and jointly controls with Grupo Aeromexico, S.A.B. de C.V., PLM Premier, S.A.P.I. de C.V. (“**PLM**”), owner and operator of Club Premier, a Mexican coalition loyalty program, a 50% interest in, and jointly controls with Multiplus S.A., Prismah Fidelidade S.A. (“**Prismah**”), a company formed to offer loyalty services in Brazil, and a minority interest in Cardlytics, Inc., a US-based private company operating in transaction-driven marketing for electronic banking.

Information contained in this Information Circular is given as of March 15, 2013, unless otherwise specifically stated.

GENERAL PROXY MATTERS

The following questions and answers provide guidance on how to vote your Shares.

Who is soliciting my proxy?

Management of the Corporation is soliciting your proxy. Solicitations of proxies will be primarily by mail, but may also be by newspaper publication, in person or by telephone, fax or oral communication by directors, officers or employees of the Corporation who will be specifically remunerated therefor by the Corporation. Management of the Corporation has retained the services of Kingsdale Shareholder Services Inc. (“**Kingsdale**”) for the solicitation of proxies at an aggregate cost estimated to be \$30,000 to be borne by the Corporation. If you need help completing your proxy form, you may contact Kingsdale by telephone at 1-866-879-7644 toll-free in North America or 416-867-2272 outside of North America, or by email at contactus@kingsdaleshareholder.com.

Who can vote?

Shareholders of record on March 19, 2013 are entitled to receive notice of and vote at the Meeting. Shareholders are entitled to one (1) vote per Share on any matters that may come before the Meeting. As of March 15, 2013, there were 172,432,890 Shares issued and outstanding.

A quorum of Shareholders shall be present at the Meeting if two or more persons holding not less than 10% of the Shares entitled to vote at the Meeting are present in person or represented by proxy, irrespective of the number of persons actually present at the Meeting.

If a body corporate or association is a Shareholder, the Corporation shall recognize any individual authorized by a resolution of the directors or governing body of the body corporate or association to represent it at the Meeting. An individual thus authorized may exercise on behalf of the body corporate or association all the powers it could exercise if it were an individual Shareholder. If two or more persons hold Shares jointly, one of those holders present at the Meeting may in the absence of the others vote the Shares, but if two or more of those persons who are present, in person or by proxy, vote, they shall vote as one on the Shares jointly held by them.

As of March 15, 2013, to the knowledge of the Directors or executive officers of the Corporation, no person beneficially owned, directly or indirectly, or exercised control or direction over, Shares carrying 10% or more of the votes attached to all outstanding Shares.

How do I vote?

You can attend the Meeting or you can appoint someone else to vote for you as your proxyholder. A Shareholder entitled to vote at the Meeting may by means of a proxy appoint a proxyholder or one or more alternate proxyholders, who are not required to be Shareholders, to attend and act at the Meeting in the manner and to the extent authorized by the proxy and with the authority conferred by the proxy. Voting by proxy means that you are giving the person named on your form of proxy (“**proxyholder**”) the authority to vote your Shares for you at the Meeting or any adjournment thereof.

You can choose from among three (3) different ways to vote your Shares by proxy:

1. by telephone
2. on the Internet
3. by mail

The persons who are named on the form of proxy are Directors of the Corporation and will vote your Shares for you. **You have the right to appoint someone else to be your proxyholder.** If you appoint someone else, he or she must attend the Meeting to vote your Shares.

How do I vote if I am a registered shareholder?

You are a registered Shareholder if your name appears on your Share certificate. If you are not sure whether you are a registered Shareholder, please contact Canadian Stock Transfer Company Inc. (CST) as administrative agent for CIBC Mellon Trust Company (“CST”) at 1-800-387-0825.

Voting by proxy

By telephone

Voting by proxy using the telephone is only available to Shareholders located in Canada and the United States. Call 1-866-206-5293 (toll-free in Canada and the United States) from a touchtone telephone and follow the instructions provided. Your voting instructions are then conveyed by using touchtone selections over the telephone.

You will need your 12 digit control number. You will find this number on your form of proxy or in the e-mail addressed to you if you chose to receive this Information Circular electronically.

If you choose the telephone, you cannot appoint any person other than the Directors of the Corporation named on your form of proxy as your proxyholder.

The cut-off time for voting by telephone is 11:59 p.m. (Eastern Daylight Time) on May 10, 2013.

On the Internet

Go to the website www.proxypush.ca/aim and follow the instructions on the screen. Your voting instructions are then conveyed electronically over the Internet.

You will need your 12 digit control number. You will find this number on your form of proxy or in the e-mail addressed to you if you chose to receive this Information Circular electronically.

If you return your proxy via the Internet, you can appoint a person other than the Directors of the Corporation named in the form of proxy as your proxyholder. This person does not have to be a Shareholder. Indicate the name of the person you are appointing in the space provided on the form of proxy. Complete your voting instructions, and date and submit the form. Make sure that the person you appoint is aware that he or she has been appointed and attends the Meeting.

The cut-off time for voting over the Internet is 11:59 p.m. (Eastern Daylight Time) on May 10, 2013.

By mail

Accompanying this Information Circular is a form of proxy for Shareholders.

Complete your form of proxy and return it in the envelope we have provided or by delivery to one of CST’s principal offices in Halifax, Montréal, Toronto, Vancouver or Calgary **for receipt before 5:00 p.m. (Eastern Daylight Time) on May 10, 2013, or prior to 5:00 p.m. (Eastern Daylight Time) on the second to last business day preceding any adjournment or postponement of the Meeting.**

If you return your proxy by mail, you can appoint a person other than the Directors of the Corporation named in the form of proxy as your proxyholder. This person does not have to be a Shareholder. Fill in the name of the person you are appointing in the blank space provided on the form of proxy. Complete your

voting instructions, and date and sign the form. Make sure that the person you appoint is aware that he or she has been appointed and attends the Meeting.

Please refer to the section of this Information Circular “General Proxy Matters – How do I complete the form of proxy?” on page 8 for further details.

Voting in person at the Meeting

You do not need to complete or return your form of proxy. You will receive an admission ticket at the Meeting upon registration at the registration desk.

How do I vote if I am a non-registered shareholder?

You are a non-registered Shareholder if your bank, trust company, securities broker or other financial institution (your “**nominee**”) holds your Shares for you. If you are not sure whether you are a non-registered Shareholder, please contact CST at 1-800-387-0825.

Non-registered shareholders are either “objecting beneficial owners” or “OBOs” who object that intermediaries disclose information about their ownership in the Corporation, or “non-objecting beneficial owners” or “NOBOs”, who do not object to such disclosure. The Corporation pays intermediaries to send proxy-related materials to OBOs and NOBOs.

Voting by voting instruction form

Your nominee is required to ask for your voting instructions before the Meeting. Please contact your nominee if you did not receive a request for voting instructions in this package.

In most cases, non-registered Shareholders will receive a voting instruction form which allows you to provide your voting instructions on the Internet or by mail. You will need your control number found on your voting instruction form, if you choose to vote on the Internet. Alternatively, non-registered Shareholders may complete the voting instruction form and return it by mail, as directed in the voting instruction form.

Voting in person at the Meeting

You can vote your Shares in person at the Meeting if you have instructed your nominee to appoint you as proxyholder. In order to do so, write your name in the space provided on the voting instruction form and otherwise follow the instructions of your nominee.

How do I vote if I am an employee holding Shares under the Employee Share Purchase Plan of the Corporation?

Shares purchased by employees of the Corporation (“**Employee Shares**”) under the employee share purchase plan of the Corporation (the “**Employee Share Purchase Plan**”) are beneficially held by Computershare Trust Company of Canada (“**Computershare**”), as administrative agent, in accordance with the provisions of the Employee Share Purchase Plan unless the employees have withdrawn their Shares from the plan. If you are not sure whether you are an employee holding your Shares through Computershare, please contact Computershare at 1-866-982-1878.

In the event that an employee holds any Shares other than Employee Shares, he or she must also complete a form of proxy or voting instruction form with respect to such additional Shares in the manner indicated above for registered Shareholders or non-registered Shareholders, as applicable.

Voting by voting instruction form

A voting instruction form is enclosed with this Information Circular which allows you to provide your voting instructions on the Internet or by mail.

On the Internet

Go to the website at www.investorvote.com and follow the instructions on the screen. Your voting instructions are then conveyed electronically over the Internet.

You will need the 15 digit control number found on your voting instruction form.

If you return your voting instruction form via the Internet, you can appoint a person other than Computershare as your proxyholder. This person does not have to be a Shareholder. Indicate the name of the person you are appointing in the space provided on the voting instruction form. Complete your voting instructions, and date and submit the form. Make sure that the person you appoint is aware that he or she has been appointed and attends the Meeting.

The cut-off time for voting over the Internet is 11:59 p.m. (Eastern Daylight Time) on May 9, 2013.

By mail

Alternatively you may vote your Shares by completing the voting instruction form as directed on the form and returning it in the business reply envelope provided **for receipt before 5:00 p.m. (Eastern Daylight Time) on May 9, 2013.**

Voting in person at the Meeting

To appoint yourself as proxyholder, write your name in the space provided on the voting instruction form and follow the instructions otherwise provided in the voting instruction form.

How do I complete the form of proxy?

You can choose to vote “For” or “Withhold” with respect to the election of each of the nominated Directors and the appointment of the auditors and “For” or “Against” with respect to the approval of the Advance Notice By-law, the amendments to the LTIP and the Say-on-Pay Advisory Resolution. If you are a non-registered Shareholder voting your Shares, or an employee voting your Employee Shares held pursuant to the Employee Share Purchase Plan of the Corporation, please follow the instructions provided in the voting instruction form provided.

When you sign the form of proxy without appointing an alternate proxyholder, you authorize Robert E. Brown, Roman Doroniuk or Rupert Duchesne, who are Directors of the Corporation, to vote your Shares for you at the Meeting in accordance with your instructions. **If you return your proxy without specifying how you want to vote your Shares, your vote will be FOR the election of each of the nominated Directors, FOR the appointment of the auditors and the determination of the auditors’ remuneration by the Directors of the Corporation, FOR the approval of the Advance Notice By-law, FOR the approval of amendments to the LTIP, FOR the approval of the Say-on-Pay Advisory Resolution and as your proxyholder sees fit on any other matters to be considered at the Meeting.**

The board of directors of the Corporation (the “**Board of Directors**” or the “**Board**”) has adopted a policy regarding majority voting for the election of Directors. This policy is described under “The Nominated Directors – Majority Voting for Election of Directors” on page 28.

The Directors of the Corporation are not aware of any other matters which will be presented for action at the Meeting. If, however, other matters properly come before the Meeting, the persons designated in the enclosed form of proxy will vote in accordance with their judgment, pursuant to the discretionary authority conferred by the proxy with respect to such matters.

You have the right to appoint someone other than the proxy nominees to be your proxyholder. If you are appointing someone else to vote your Shares for you at the Meeting, fill in the name of the person voting for you in the blank space provided on the form of proxy.

A proxyholder has the same rights as the Shareholder by whom it was appointed to speak at the Meeting in respect of any matter, to vote by way of ballot at the Meeting and, except where the proxyholder has conflicting instructions from more than one Shareholder, to vote at the Meeting in respect of any matter by way of any show of hands.

If you are an individual Shareholder, you or your authorized attorney must sign the form of proxy. If you are a corporation or other legal entity, an authorized officer or attorney must sign the form of proxy.

If you need assistance completing your form of proxy (or voting instruction form), please contact Investor Relations at 514-205-7163 for service in English or in French.

If I change my mind, how can I revoke my proxy?

In addition to revocation in any other manner permitted by law, a Shareholder giving a proxy and submitting it by mail may revoke it by an instrument in writing executed by the Shareholder or the Shareholder's attorney authorized in writing and deposited either at the Montréal office of CST, the transfer agent for the Shares (the "**Transfer Agent**"), at 2001 University Street, Suite 1600, Montréal, Quebec, or at the Corporation's registered office, at 5100 de Maisonneuve Blvd. West, Montréal, Quebec, Canada, H4A 3T2 at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used, or with the chair of the Meeting on the day of the Meeting, or any adjournment thereof. If the voting instructions were conveyed by telephone or over the Internet, conveying new voting instructions by any of these two (2) means or by mail within the applicable cut-off times will revoke the prior instructions.

BUSINESS OF THE MEETING

Seven (7) items will be covered at the Meeting:

1. presentation of the consolidated financial statements of the Corporation for the year ended December 31, 2012, including the auditors' report thereon;
2. election of the Directors of the Corporation who will serve until the end of the next annual meeting of the Shareholders or until their successors are appointed;
3. appointment of the auditors of the Corporation;
4. a vote on the ratification of the Advance Notice By-law;
5. a vote on the amendments to the LTIP;
6. an advisory vote on executive compensation; and
7. transaction of such further and other business as may properly be brought before the Meeting or any adjournment thereof.

As of the date of this Information Circular, the Directors of the Corporation are not aware of any changes to these items, and do not expect any other items to be brought forward at the Meeting. **If there are changes or new items, your proxyholder can vote your Shares on these items as he or she sees fit.**

Presentation of Financial Statements

The consolidated financial statements of the Corporation for the year ended December 31, 2012, including the auditors' report thereon, submitted to the Shareholders are included in the Corporation's 2012 annual report and are available on our website at www.aimia.com or on SEDAR at www.sedar.com. Copies of such statements will also be available at the Meeting.

Election of Directors

Shareholders will be asked to elect the Directors of the Corporation. Each Director elected at the Meeting will hold office until the end of the next annual meeting of Shareholders or until his or her successor is appointed. Please see "The Nominated Directors" on page 16.

The Board of Directors has adopted a policy regarding majority voting for the election of Directors. This policy is described under "The Nominated Directors – Majority Voting for Election of Directors" on page 28.

All of the individuals nominated for election as Directors are, as at March 15, 2013, members of the Board of Directors.

The Governance and Nominating Committee of the Board of Directors has reviewed the qualifications and recommended for election to the Board each of the nominees. The nominees are, in the opinion of the Board, well qualified to act as Directors for the coming year. Each nominee has established and confirmed his or her eligibility and willingness to serve as a Director, if elected.

The Board of Directors of the Corporation recommends to the Shareholders to vote FOR the election as Directors of each of the nominee directors who are named in this Information Circular.

If you do not specify how you want your Shares voted, the persons named as proxyholders will cast the votes represented by proxy at the Meeting **FOR** the election as Directors of each of the nominee directors who are named in this Information Circular.

Appointment of Auditors

The Board of Directors, on the advice of the Audit, Finance and Risk Committee of the Board of Directors (the “**Audit Committee**”), recommends that PricewaterhouseCoopers LLP, Chartered Accountants, be reappointed as auditors of the Corporation. PricewaterhouseCoopers LLP has served as auditors of the Corporation since the Corporation’s incorporation in May 2008 and as auditors of Aeroplan Income Fund, the predecessor of the Corporation, since its inception on May 12, 2005. The auditors appointed at the Meeting will serve until the end of the next annual meeting of Shareholders or until their successors are appointed.

Fees paid for the years ended December 31, 2012 and December 31, 2011 to PricewaterhouseCoopers LLP and its subsidiaries are \$3,776,160 and \$3,741,863, respectively, as detailed below:

	Year ended December 31, 2012	Year ended December 31, 2011
Audit fees	\$2,119,057	\$2,276,710
Audit-related fees	\$149,012	\$28,558
Tax fees	\$676,424	\$578,276
All other fees	\$831,667	\$858,319
	\$3,776,160	\$3,741,863

The nature of each category of fees is described below.

Audit fees. Audit fees were paid for professional services rendered for the audit of Aimia’s annual financial statements and for services that are normally provided in connection with statutory and regulatory filings or engagements.

Audit-related fees. In 2012, audit-related fees were paid for services rendered in connection with the offering of the \$250 million Series 4 Notes and the \$200 million Series 5 Notes. In 2011, audit-related fees were paid for services rendered in connection with the preparation and filing of the short form base shelf prospectus dated April 8, 2011.

Tax fees. Tax fees were paid in 2012 and 2011 in connection with the review of tax provisions, fees associated with general tax and compliance advice, and for assistance in the preparation of Scientific Research & Experimental Development tax credit claims.

All other fees. In 2012 and 2011, other fees were paid for professional services rendered with respect to the review of quarterly reporting by Aimia and the translation thereof, the due diligence investigation in connection with acquisitions and investments, including the acquisition of EIM in 2012 and the investment in Cardlytics, Inc. in 2011, and other regulatory and contractual audit-related obligations.

The Board of Directors of the Corporation recommends to the Shareholders to vote **FOR the appointment of PricewaterhouseCoopers LLP as auditors and the determination of the auditors’ remuneration by the Directors of the Corporation.**

If you do not specify how you want your Shares voted, the persons named as proxyholders will cast the votes represented by proxy at the Meeting **FOR** the appointment of

PricewaterhouseCoopers LLP as auditors and the determination of the auditors' remuneration by the Directors of the Corporation.

Ratification of the Advance Notice By-law

On February 27, 2013, the Board adopted the Advance Notice By-law (reproduced in Appendix B to this Information Circular) which requires advance notice to the Corporation in circumstances where nominations of persons for election as a director of the Corporation are made by Shareholders other than pursuant to: (i) a requisition of a meeting made pursuant to the provisions of the *Canada Business Corporations Act*; or (ii) a Shareholder proposal made pursuant to the provisions of the *Canada Business Corporations Act*.

Among other things, the Advance Notice By-law fixes a deadline by which Shareholders must submit a notice of director nominations to the Corporation prior to any annual or special meeting of Shareholders where directors are to be elected and sets forth the information that a Shareholder must include in the notice for it to be valid.

In the case of an annual meeting of Shareholders, notice to the Corporation must be made not less than 30 nor more than 65 days prior to the date of the annual meeting; provided, however, that in the event that the annual meeting is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made, notice may be made not later than the close of business on the tenth (10th) day following such public announcement.

In the case of a special meeting of Shareholders (which is not also an annual meeting), notice to the Corporation must be made not later than the close of business on the fifteenth (15th) day following the day on which the first public announcement of the date of the special meeting was made.

The Advance Notice By-law will allow the Corporation to receive adequate prior notice of director nominations, as well as sufficient information on the nominees. The Corporation will thus be able to evaluate the proposed nominees' qualifications and suitability as directors. It will also facilitate an orderly and efficient meeting process.

At the Meeting, Shareholders will be asked to review and, if deemed appropriate, to adopt the following resolution to ratify the Advance Notice By-law (the "**Advance Notice By-law Resolution**"):

"BE IT RESOLVED:

THAT the Advance Notice By-Law (By-Law No. 2013-1) adopted by the Board of Directors of the Corporation, the full text of which is reproduced in Appendix B to the Corporation's Information Circular dated March 15, 2013, be ratified.

THAT any director or officer of the Corporation be and is hereby authorized and directed, for and on behalf of the Corporation, to do all acts and things, as such director or officer may determine necessary or advisable to give effect to this resolution."

To be adopted, this resolution must be approved by a majority of the votes cast by the holders of the Shares. **The Board of Directors of the Corporation recommends to the Shareholders to vote FOR the approval of the Advance Notice By-law Resolution.**

If you do not specify how you want your Shares voted, the persons named as proxyholders will cast the votes represented by proxy at the Meeting FOR the approval of the Advance Notice By-law Resolution.

Amendments to the Corporation's LTIP

On February 28, 2013, in the context of the continued growth of the Corporation and the corresponding increase in the number of employees, the Board of Directors of the Corporation approved certain amendments to the LTIP. These amendments are outlined below. All defined terms used below, unless otherwise defined, have the meaning ascribed to them in the section entitled "Appendix C – Incentive Plans – The LTIP".

The following amendments do not require Shareholder approval:

- A definition of "Date of Grant" was added to the LTIP in order to highlight the Board of Directors' ability to determine the date on which an option ("**Option**") or performance share unit ("**PSU**") is granted, which may be on or, if so determined by the Board of Directors at the time of the grant, after the date that the Board of Directors grants the Option or PSU.
- PSUs now entitle Participants to only receive Shares purchased on the open market as opposed to Shares issued from treasury.
- In order to be consistent with the Corporation's Change in Control Policy (as described on page 62 of this Information Circular), the definition of "change in control" contained in the LTIP has been amended to include new triggering events more fully described under "Appendix C – Incentive Plans – The LTIP", related to circumstances where: the nominees named in the most recent Management Information Circular of the Corporation for election to the Board of Directors no longer constitute a majority of the Board of Directors; and certain mergers or consolidations of the Corporation with another person.
- A definition of "Retirement" was added to the LTIP, which now refers to the termination of employment at age 60 or later. The Corporation's chief executive officer may consent to a retirement at an earlier age. In the case of the Corporation's executive management committee, the Board of Directors may consent to such early retirement.
- The LTIP now specifically mentions that non-employee directors of the Corporation are not Eligible Participants of the LTIP.
- With respect to an election of a Participant to receive cash instead of exercising Options, the fair market value of a Share to which such Participant would be entitled shall now be the closing price of a Share on the Toronto Stock Exchange ("**TSX**") on the Trading Day on which a Participant makes such election. Prior to the amendments, the LTIP provided that following such an election by a Participant, the fair market value of the Shares was the average closing price of the Shares on the TSX for the five (5) Trading Day period ending on the last Trading Day immediately preceding the date of exercise of the Participant's rights.
- With respect to PSUs, the calculation of the market value of the Shares for the purpose of determining the payment due to a Participant is now the average closing price of a Share on the TSX for the five (5) Trading Day period immediately following the determination by the Board of Directors or the Human Resources and Compensation Committee (the "**HRCC**") that the PSU vesting conditions have been met whereas prior to the amendment, the LTIP provided for a market value based on the five (5) Trading Day period ending on the last Trading Day before the day on which the payment is made.
- The general conditions applicable to the granting of Options in the event a Participant's employment is terminated voluntarily by such Participant, in the event a Participant's employment is terminated by reason of injury or disability, or in the event a Participant elects to take a voluntary leave of absence, have been modified. Additionally, the general conditions applicable to the granting of PSUs in the event a Participant's employment is terminated voluntarily by such

Participant, in the event of death, or in the event a Participant's employment is terminated by reason of injury or disability or retirement, have been modified. The modifications brought to such general conditions bear upon the time frame during which any unexercised portion of the Options or PSUs may be exercised before the Options or PSUs are forfeited and cancelled.

- A number of other non-material or "housekeeping" changes were made to the wording of certain defined terms, along with the appropriate modifications in the LTIP text flowing therefrom, and to certain sections of the LTIP in an effort to follow best practices and to streamline and simplify the LTIP.

The Corporation is seeking Shareholder approval for the following amendments to the LTIP:

- The percentage of the issued and outstanding Shares represented by the aggregate number of Shares (i) issued to Insiders under the LTIP or any other proposed or established share compensation arrangement within any one-year period and (ii) issuable to Insiders at any time under the LTIP or any other proposed or established share compensation arrangement has been increased from a maximum of five percent (5%) to a maximum of ten percent (10%).
- The LTIP now provides that, as at May 14, 2013, the maximum number of Shares reserved and available for grants of Options is limited to 16,381,000. This represents a replenishment of 671,970 Shares in the LTIP reserve to take into account the Options that have been exercised as at March 15, 2013 plus an increase in the maximum number of Shares reserved and available for grants of Options of 6,382,560 Shares.
- The amendment provisions of the LTIP now require that the Corporation obtain Shareholder approval: (i) prior to the exchange or buy-out of Options for cash or property in a case where the exercise price of such Options is below the prevailing price of one (1) Share on the TSX, or (ii) for any amendment which allows a payment of PSUs through the use of Shares issued from treasury.

At the Meeting, Shareholders will be asked to review and, if deemed appropriate, to adopt the following resolution, approving the amendments to the LTIP described above and reflected in the summary of the LTIP provided in "Appendix C – Incentive Plans – The LTIP" (the "**LTIP Resolution**"):

"BE IT RESOLVED:

THAT the Corporation be and is hereby authorized to amend its Long-Term Incentive Plan ("**LTIP**"), now providing for a maximum number of Shares reserved and available under the LTIP for grants of Options of 16,381,000 Shares as at May 14, 2013, as described in the Corporation's Information Circular dated March 15, 2013; and

THAT any director or officer of the Corporation be, and each is hereby authorized and directed, for and on behalf of the Corporation, to sign and execute all documents, to conclude any agreements and to do and perform all acts and things deemed necessary or advisable in order to give effect to this resolution and the amendments to the LTIP."

To be adopted, this resolution must be approved by a majority of the votes cast by the holders of the Shares. **The Board of Directors of the Corporation recommends to the Shareholders to vote FOR the approval of the LTIP Resolution.**

If you do not specify how you want your Shares voted, the persons named as proxyholders will cast the votes represented by proxy at the Meeting FOR the approval of the LTIP Resolution.

Advisory Vote on Executive Compensation

The Board of Directors believes that Shareholders should have the opportunity to fully understand the objectives and principles underlying executive compensation decisions made by the Board of Directors. The Corporation's executive compensation policies and programs are based on the fundamental principle of pay-for-performance to align the interests of the senior executive team with those of the Shareholders. This compensation approach allows the Corporation to attract and retain high-performing executives who will be strongly incented to create value for the Shareholders on a sustainable basis.

The Corporation is committed to providing Shareholders with clear, comprehensive and transparent disclosure relating to executive compensation and to receive feedback from Shareholders on this matter. In 2012, Shareholders had an opportunity to vote on our approach to executive compensation. This was an advisory and non-binding vote, and a very high percentage (94.8%) of our Shareholders who casted a vote voted for our approach to executive compensation. Shareholders will again be asked to vote, on an advisory basis, on our approach to executive compensation at the Meeting.

The resolution Shareholders will be asked to approve is similar to the form of resolution recommended by the Canadian Coalition for Good Governance. Please carefully review the "Compensation Discussion and Analysis" starting on page 36 of this Information Circular before voting on this matter. As this is an advisory vote, the results will not be binding upon the Board of Directors. However, in considering its approach to compensation over the upcoming years, the Board of Directors will take into account the results of the vote on such resolution, together with the comments and concerns received from Shareholders.

At the Meeting, Shareholders will be asked to approve the following resolution (the "**Say-on-Pay Advisory Resolution**"):

"BE IT RESOLVED, on an advisory basis and not to diminish the role and responsibilities of the Board of Directors:

THAT the Shareholders accept the approach to executive compensation disclosed in the Corporation's Information Circular dated March 15, 2013."

The Board of Directors of the Corporation recommends to the Shareholders to vote FOR the approval of the Say-on-Pay Advisory Resolution.

If you do not specify how you want your Shares voted, the persons named as proxyholders will cast the votes represented by proxy at the Meeting FOR the approval of the Say-on-Pay Advisory Resolution.

Consideration of Other Business

We will:

- Report on other items that are significant to our business; and
- Invite questions and comments from Shareholders.

THE NOMINATED DIRECTORS

The articles of incorporation of the Corporation provide for the Board of Directors to consist of a minimum of three (3) and a maximum of twelve (12) Directors, a minimum of twenty-five percent (25%) of whom must be residents of Canada. The number of Directors presently in office, as determined by the Board of Directors, is ten (10).

The proposed Board of Directors consists of ten (10) Directors, nine (9) of whom are independent from the Corporation. Please refer to “Statement of Governance Practices – Board of Directors – Independence” of this Information Circular for a discussion on Director independence.

Directors are elected annually. Each of the nominees whose names are set forth below are currently members of the Board of Directors, and have been so since the dates indicated. Management does not contemplate that any of the nominees will be unable to serve as a Director but, if that should occur for any reason prior to the Meeting, the persons named in the enclosed form of proxy reserve the right to vote for another nominee at their discretion. Each Director elected will hold office until the end of the next annual Shareholders’ meeting or until his or her successor is elected or appointed, unless his or her office is vacated earlier.


Board Nominees

The following summary sets forth, for each person proposed to be nominated for election as a Director, the following information:

- name;
- age;
- place of residence;
- independence from the Corporation;
- date since which the nominee has been a Director of the Corporation or its predecessor, Aeroplan Income Fund;
- whether the nominee meets, as at March 15, 2013, the Shareholding Guidelines for Directors described under “Statement of Executive Compensation – Compensation of Directors – Director Share Ownership Requirements”;
- principal occupation (including office with the Corporation or any of its significant affiliates);
- biography;
- areas of expertise;
- memberships on the Corporation’s committees, including the Audit Committee, the Governance and Nominating Committee or the Human Resources and Compensation Committee (collectively, the “Committees”), if applicable;
- memberships on boards of other public companies during the last five (5) years, if applicable;
- number of Board of Directors and Committee meetings attended in 2012;
- aggregate shareholdings as at March 15, 2013 and March 16, 2012 (the date of the 2012 Management Information Circular), including Shares, deferred share units (“DSUs”), and net change;
- total at-risk value of Shares and DSUs as at March 15, 2013 and March 16, 2012 and the corresponding multiple in relation to the annual Board retainer of \$45,000 (\$200,000 for the Chairman of the Board); and
- total compensation received for each of the past two (2) years.

The following summary also sets forth, for each nominee proposed for election as a Director, whether, to the knowledge of the Corporation, such nominee, while acting in certain capacities or personally, was involved in certain proceedings, was subject to certain penalties or sanctions, or became bankrupt or made a proposal under any legislation relating to bankruptcy or insolvency.

Certain information set out below with respect to Director nominees is not within the knowledge of the Corporation and was provided by the respective Director nominees individually.

 <p>ROBERT E. BROWN^(A) Age: 68 Montréal, Quebec, Canada</p> <p>Independent</p> <p>Director since: Chairman since January 1, 2008 and Director since June 21, 2005</p> <p>Meets Shareholding Guidelines for Directors⁽³⁾</p>	Principal Occupation		Corporate Director			
	<p>Robert E. Brown has been Chairman of the Corporation since January 1, 2008, and was President and Chief Executive Officer of CAE Inc., a provider of simulation and modeling technologies as well as integrated training services for both civil aviation and defence customers, from August 2004 to September 2009. Prior to joining CAE Inc., Mr. Brown was Chairman of Air Canada during its restructuring from May 2003 to October 2004. Mr. Brown joined Bombardier Inc. in 1987 and was responsible for the Bombardier Aerospace sector from 1990 to 1999. He became President and Chief Executive Officer of Bombardier Inc. (aerospace, transportation and recreational products) from 1999 to 2002. Mr. Brown also held various senior positions in federal ministries with economic vocations, including the position of Associate Deputy Minister in the Department of Regional Industrial Expansion. He holds a Bachelor of Science Degree from the Royal Military College and attended the Advanced Management Program at the Harvard Business School. Mr. Brown is a Director of BCE Inc., Bell Canada, Rio Tinto Plc. and Rio Tinto Ltd. He has also received honorary doctorates from five Canadian universities. Mr. Brown is a Member of the Order of Canada and an Officer of L'Ordre National du Québec.</p>					
	<i>Areas of Expertise:</i> Aviation Industry; Executive Leadership; and International Business					
	<i>Public Board Membership During Last 5 Years:</i>		Rio Tinto plc Rio Tinto Limited BCE Inc. Bell Canada CAE Inc. ACE Aviation Holdings Inc.	February 2010 – Present February 2010 – Present May 2009 – Present May 2009 – Present August 2004 – September 2009 September 2004 – April 2009		
	Meetings Attended in 2012			#	%	
	Board of Directors			8 of 8	100%	
	Securities Held or Controlled					
		Shares (#)	DSUs⁽¹⁾ (#)	Total Shares and DSUs (#)	Total at Risk Value of Shares and DSUs⁽²⁾ (\$)	Multiple of Annual Retainer
	March 15, 2013	44,571	31,126	75,697	1,160,435	5.8 x
	March 16, 2012	44,571	21,964	66,535	825,034	4.1 x
Net change	0	9,162	9,162	335,401		
Value of Total Compensation Received						
Year	(\$)					
2012	353,369					
2011	326,109					



ROMAN DORONIUK
 Age: 55
 Toronto, Ontario,
 Canada

Independent

Director since:
 June 21, 2005

Meets Shareholding
 Guidelines for
 Directors⁽³⁾

Principal Occupation	Consultant
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Roman Doroniuk is a consultant providing financial and strategic advisory services to a variety of companies in the healthcare, industrial manufacturing and media industries. Mr. Doroniuk is Vice Chairman of Aquatics, Inc., a wholly-owned subsidiary of Tomkins plc. Mr. Doroniuk acts as the Court appointed special receiver in the matter of the Livent Inc. bankruptcy. Mr. Doroniuk was Executive Vice President of Magna International Inc. and Chief Operating Officer of Magna Entertainment Corp. from January 2003 to October 2003, President of Lions Gate Entertainment from October 1998 to April 2000, and Chief Financial Officer of Alliance Communications Corporation from October 1995 to September 1998. Mr. Doroniuk holds a Bachelor of Business Management from Ryerson University and is a Chartered Accountant.

Areas of Expertise: Financial Literacy; Executive Leadership; International Business; and Retail Industry


Membership – Aimia Committees: Chair of the Audit Committee and Member of the Governance and Nominating Committee

Public Board Membership During Last 5 Years: The Forzani Group Ltd. June 1997 – August 2011

Meetings Attended in 2012	#	%
Board of Directors	8 of 8	100%
Audit Committee	4 of 4	100%
Governance and Nominating Committee	4 of 4	100%

Securities Held or Controlled					
	Shares (#)	DSUs⁽¹⁾ (#)	Total Shares and DSUs (#)	Total at Risk Value of Shares and DSUs⁽²⁾ (\$)	Multiple of Annual Retainer
March 15, 2013	9,000	12,746	21,746	333,366	7.4 x
March 16, 2012	9,000	6,968	15,968	198,003	4.4 x
Net change	0	5,778	5,778	135,363	

Value of Total Compensation Received	
Year	(\$)
2012	141,678
2011	145,081

 <p>RUPERT DUCHESNE^(B) Age: 53 Toronto, Ontario, Canada</p> <p>Not Independent (Management)</p> <p>Director since: June 21, 2005</p> <p>Meets Minimum Shareholding Guidelines**</p>	Principal Occupation		Group Chief Executive of the Corporation			
	<p>Rupert Duchesne is Group Chief Executive of the Corporation. In this role, Mr. Duchesne culminates a decade of innovative stewardship of the rapid growth of the organization from its carve-out as a division of Air Canada in 2002, the initial public offering as the Aeroplan Income Fund in 2005, conversion to corporate status as Groupe Aeroplan Inc. in 2008 and the re-branding of the Corporation as Aimia in 2011. Throughout this period, Mr. Duchesne has cultivated the ambition and passion of an ever-growing team of loyalty professionals who are redefining the very nature of precise, relationship-rich, permission-based marketing. Under his leadership the Corporation has grown from a single loyalty program in a single market to a truly global enterprise. Prior to his leadership role in creating Aimia, Mr. Duchesne spent twelve years in strategy and investment consulting around the world before joining Air Canada in 1996, where he held the positions of Vice President Marketing, Senior Vice President International and ultimately Chief Integration Officer, overseeing the integration of Air Canada with Canadian Airlines. Mr. Duchesne holds a Masters in Business Administration from the University of Manchester and a Bachelor Honours degree in Pharmacology from the University of Leeds. He is a director of Dorel Industries and Chair of the boards of the NeuroScience Canada Partnership and Brain Canada Foundation. Mr. Duchesne is Vice President of the Art Gallery of Ontario (AGO)'s Board of Trustees, where he chairs the Finance Committee, and also co-chairs the Grange Park Advisory Council. Mr. Duchesne is a member of the boards of Greenwood College School, Business for the Arts, and the Luminato Festival in Toronto.</p>					
	<p>Areas of Expertise: Loyalty Marketing Industry; Aviation Industry; Executive Leadership; and International Business</p>					
	<i>Public Board Membership</i>		Dorel Industries Inc.		May 2009 – Present	
	<i>During Last 5 Years:</i>		Alliance Atlantis Communications Inc.		February 2006 – August 2007	
	Meetings Attended in 2012			#	%	
	Board of Directors			8 of 8	100%	
	Securities Held or Controlled					
		Shares (#)	RSUs/DSUs* (#)	Total Shares and RSUs/DSUs (#)	Total at Risk Value of Shares and RSUs/DSUs*** (\$)	Multiple of Annual Base Salary**
	March 15, 2013	155,061	132,775	287,836	4,412,526	5.5 x
March 16, 2012	114,000	184,685	298,685	3,703,694	4.8 x	
Net change****	41,061	(51,910)	(10,849)	708,832		

* "RSUs/DSUs" for Mr. Duchesne refers to the aggregate number of Time-Vesting RSUs and DSUs held at the respective dates under the Omnibus Plan and DSU Plan described under "Appendix C – Incentive Plans – The Omnibus Plan" and "Appendix C – Incentive Plans – The DSU Plan" respectively. As at March 15, 2013, Mr. Duchesne also held an aggregate of 34,385 performance-based Restricted Shares under the Omnibus Plan, 175,423 PSUs and 676,161 Options.

** As Mr. Duchesne is Group Chief Executive of the Corporation, he does not receive an annual retainer for his services to the Board of Directors. Please refer to the section entitled "Statement of Executive Compensation – Compensation Discussion and Analysis – Compensation of Named Executive Officers – CEO" starting on page 50 for a description of Mr. Duchesne's employment agreement. Pursuant to his employment agreement, Mr. Duchesne must achieve a minimum ownership level of Shares, Time-Vesting RSUs and DSUs equal to four (4) times his base salary by June 1, 2012. As at March 15, 2013, Mr. Duchesne achieved such minimum ownership level. Mr. Duchesne's base salary as at March 15, 2013 and March 16, 2012 was \$800,000 and \$770,000, respectively.

*** The "Total at Risk Value of Shares and RSUs/DSUs" is based on the closing price of the Shares as of March 15, 2013 (\$15.33) and as of March 16, 2012 (\$12.40), the date of the 2012 Management Information Circular.

**** Once vested, a portion of Mr. Duchesne's RSUs were sold to pay required tax withholdings and the balance was held as Shares and transferred to his personal brokerage account. The number of RSUs held by Mr. Duchesne has declined year-over-year as he has transitioned onto the LTIP and all new awards are made as Options and performance vesting PSUs rather than Time-Vesting RSUs.



JOANNE FERSTMAN
 Age: 45
 Toronto, Ontario,
 Canada

Independent

Director since:
 June 21, 2005

Meets Shareholding
 Guidelines for
 Directors⁽³⁾

Principal Occupation	Corporate Director
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Joanne Ferstman is currently a corporate director and sits on both public and private corporate boards. Ms. Ferstman was most recently the President and Chief Executive Officer of Dundee Capital Markets Inc. Prior to taking this position on January 31, 2011, Ms. Ferstman was Vice-Chair and Head of Capital Markets of DundeeWealth Inc., and prior to 2009 was Executive Vice President and Chief Financial Officer of DundeeWealth Inc. and Executive Vice President, Chief Financial Officer and Corporate Secretary of Dundee Corporation. From 1994 to 2012, Ms. Ferstman held a variety of executive positions with the Dundee group of companies until her retirement in June 2012 and in early 2009, assumed leadership of Dundee Capital Markets, including all Investment Banking activities. Prior to joining the Dundee group of companies, Ms. Ferstman spent four years as Chief Financial Officer for a national securities firm and five years at a major international accounting firm. Ms. Ferstman currently serves as the Chair of Dundee Industrial Real Estate Investment Trust and as a Trustee of Dundee Real Estate Investment Trust. Ms. Ferstman holds a Bachelor of Commerce from McGill University and is a Chartered Accountant.

Areas of Expertise: Financial Literacy; Capital Markets; Corporate Governance; and Executive Leadership

Membership – Aimia Committees: Chair of the Human Resources and Compensation Committee and Member of the Audit Committee

<i>Public Board Membership During Last 5 Years:</i>	Dundee Industrial Real Estate Investment Trust	October 2012 – Present
	Dundee Real Estate Investment Trust	March 2007 – Present
	Breakwater Resources Ltd.	June 2007 – August 2011
	Dundee Capital Markets Inc.	February 2011 – February 2012

Meetings Attended in 2012	#	%
Board of Directors	8 of 8	100%
Human Resources and Compensation Committee	5 of 5	100%
Audit Committee	4 of 4	100%

Securities Held or Controlled					
	Shares (#)	DSUs⁽¹⁾ (#)	Total Shares and DSUs (#)	Total at Risk Value of Shares and DSUs⁽²⁾ (\$)	Multiple of Annual Retainer
March 15, 2013	5,000	25,083	30,083	461,172	10.2 x
March 16, 2012	5,000	17,138	22,138	274,511	6.1 x
Net change	0	7,945	7,945	186,661	

Value of Total Compensation Received	
Year	(\$)
2012	145,170
2011	148,358



HON. MICHAEL M. FORTIER, PC

Age: 51
Town of Mount-Royal, Quebec, Canada

Independent

Director since:
January 19, 2009

Meets Shareholding Guidelines for Directors⁽³⁾

Principal Occupation	Vice-Chairman, RBC Capital Markets				
<p>Michael M. Fortier joined RBC Capital Markets (RBCCM) as a Vice-Chairman in October 2010. Prior to joining RBCCM, Mr. Fortier was a partner of Ogilvy Renault LLP (now Norton Rose Canada LLP) and a Senior Advisor to Morgan Stanley in Canada since January 2009. Between February 2006 and October 2008, Mr. Fortier held various positions in the Government of Canada, including as Minister of International Trade and Minister responsible for Greater Montreal. Prior to that, Mr. Fortier was active in the investment banking industry, first as a Managing Director with Credit Suisse First Boston (1999-2004) and then as a Managing Director with TD Securities (2004-2006). Mr. Fortier also practiced law with Ogilvy Renault LLP from 1985 to 1999 in the areas of corporate finance and mergers and acquisitions. He was based in London (England) for several years during this period. Mr. Fortier holds a Bachelor of Laws from Université Laval.</p> <p><i>Areas of Expertise:</i> Capital Markets; Corporate Governance; Financial Literacy; and International Business</p> <p><i>Membership – Aimia Committees:</i> Member of the Governance and Nominating Committee and the Human Resources and Compensation Committee</p> <p><i>Public Board Membership During Last 5 Years:</i> CAE Inc. August 2010 – Present</p>					
Meetings Attended in 2012		#	%		
Board of Directors		8 of 8	100%		
Governance and Nominating Committee		4 of 4	100%		
Human Resources and Compensation Committee		5 of 5	100%		
Securities Held or Controlled					
	Shares (#)	DSUs⁽¹⁾ (#)	Total Shares and DSUs (#)	Total at Risk Value of Shares and DSUs⁽²⁾ (\$)	Multiple of Annual Retainer
March 15, 2013	8,000	6,907	14,907	228,524	5.1 x
March 16, 2012	8,000	5,141	13,141	162,948	3.6 x
Net change	0	1,766	1,766	65,576	
Value of Total Compensation Received					
Year	(\$)				
2012	110,519				
2011	133,723				



JOHN M. FORZANI

Age: 64
Calgary, Alberta,
Canada

Independent

Director since:
July 17, 2007

Meets Shareholding
Guidelines for
Directors⁽³⁾

Principal Occupation	Corporate Director
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John M. Forzani is the founder (1974) of The Forzani Group Ltd., Canada's largest retailer of sporting goods with over 600 stores under eight different banners until its acquisition by Canadian Tire Corporation Limited in August 2011. He was Chairman of the Board of The Forzani Group Ltd. and has held the positions of Chief Executive Officer, President and Chief Operating Officer. In addition to the boards of other public companies listed below, he was Chairman of Swiss based Intersport International from September 2003 to September 2009, the world's largest sporting goods retailer and purchasing group with over 7,000 stores worldwide. Mr. Forzani is a graduate of Utah State University with a Bachelor of Science Degree. He also played for the Calgary Stampeders of the Canadian Football League and is currently a partner and Chairman of the club.

Areas of Expertise: Retail Industry; Executive Leadership; International Business; and Media and Advertising

Membership – Aimia Committees: Member of the Governance and Nominating Committee and the Human Resources and Compensation Committee

Public Board Membership During Last 5 Years: Sustainable Energy Technologies Ltd. July 2004 – July 2012
The Forzani Group Ltd. June 1993 – August 2011

Meetings Attended in 2012	#	%
Board of Directors	8 of 8	100%
Governance and Nominating Committee	4 of 4	100%
Human Resources and Compensation Committee	5 of 5	100%

Securities Held or Controlled					
	Shares (#)	DSUs⁽¹⁾ (#)	Total Shares and DSUs (#)	Total at Risk Value of Shares and DSUs⁽²⁾ (\$)	Multiple of Annual Retainer
March 15, 2013	15,500	17,706	33,206	509,048	11.3 x
March 16, 2012	15,500	13,688	29,188	361,931	8.0 x
Net change	0	4,018	4,018	147,117	

Value of Total Compensation Received	
Year	(\$)
2012	135,138
2011	134,853



BETH S. HOROWITZ

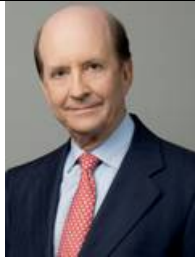
Age: 55
Toronto, Ontario,
Canada

Independent

Director since:
December 20, 2012

In the Process of
Meeting Shareholding
Guidelines for Directors

Principal Occupation		Corporate Director			
<p>Beth S. Horowitz is Former Chair, President & CEO, Amex Bank of Canada, and Former President & General Manager, Amex Canada, Inc. She spent 22 years with Amex in a variety of leadership roles including Senior Vice President, International Product Strategy & Development, and Vice President, Quality and Reengineering. In 2009, Ms. Horowitz was appointed to the HSBC Bank Canada Board and is a member of its audit and risk committee. She also serves as Trustee on the Art Gallery of Ontario (AGO)'s Board of Trustees, Advisor on the Schulich School of Business' Dean's Advisory Board, Advisor on Catalyst Canada's Advisory Board, Director on the Harvard Business School Club of Toronto Board of Directors, and Advisor for the Women's Venture Capital Fund. Ms. Horowitz received a B.A. degree in Medieval and Renaissance European History from Cornell University, and an M.B.A. degree from Harvard Business School. She also holds the ICD.D certification from the Institute of Corporate Directors.</p>					
<p><i>Areas of Expertise:</i> : Financial Literacy; Executive Leadership; International Business; and Media and Advertising</p>					
<p><i>Membership – Aimia Committees:</i> Member of the Audit Committee</p>					
<p><i>Public Board Membership</i></p>		<p>HSBC Bank Canada</p>		<p>September 2009 – Present</p>	
<p><i>During Last 5 Years:</i></p>					
Meetings Attended in 2012			#	%	
Board of Directors			N/A ⁽⁴⁾	N/A	
Audit Committee			N/A	N/A	
Securities Held or Controlled					
	Shares (#)	DSUs⁽¹⁾ (#)	Total Shares and DSUs (#)	Total at Risk Value of Shares and DSUs⁽²⁾ (\$)	Multiple of Annual Retainer
March 15, 2013	6,890	798	7,688	117,857	2.6 x
Value of Total Compensation Received					
Year	(\$)				
2012	N/A				



DAVID H. LAIDLEY,
FCPA, FCA

Age: 66
Westmount, Quebec,
Canada

Independent

Director since:
January 19, 2009

Meets Shareholding
Guidelines for
Directors⁽³⁾

Principal Occupation	Corporate Director
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David H. Laidley is a retired partner of Deloitte & Touche LLP (Canada), where he served as a partner from 1975 until his retirement in 2007. A chartered accountant, he has enjoyed a distinguished career spanning 40 years with Canada's largest professional services firm, with specialization in its tax and audit practices. He was elected Chairman of the firm in 2000 and served in that capacity until 2006. He currently serves as a director of the boards of two other public companies: EMCOR Group Inc. (NYSE) and ProSep Inc. (TSX). He also served on the board of Biovail Corporation from August, 2008 to September, 2010. He is a director of the Bank of Canada and Aviva Canada Inc. and Chairman of the Board of Nautilus Indemnity Limited and also serves on the boards of the McGill University Health Centre, the Cole Foundation and the Birks Family Foundation. Mr. Laidley is a Fellow of the Québec Order of Chartered Professional Accountants and holds a Bachelor of Commerce degree from McGill University.

Areas of Expertise: Financial Literacy; Corporate Governance; and International Business

Membership – Aimia Committees: Member of the Audit Committee and the Governance and Nominating Committee

<i>Public Board Membership During Last 5 Years:</i>	EMCOR Group Inc. ProSep Inc. Biovail Corporation	December 2008 – Present August 2008 – Present August 2008 – September 2010
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Meetings Attended in 2012	#	%
Board of Directors	8 of 8	100%
Audit Committee	4 of 4	100%
Governance and Nominating Committee	4 of 4	100%

Securities Held or Controlled					
	Shares (#)	DSUs⁽¹⁾ (#)	Total Shares and DSUs (#)	Total at Risk Value of Shares and DSUs⁽²⁾ (\$)	Multiple of Annual Retainer
March 15, 2013	1,000	38,323	39,323	602,822	13.4 x
March 16, 2012	1,000	30,209	31,209	386,992	8.6 x
Net change	0	8,114	8,114	215,830	

Value of Total Compensation Received	
Year	(\$)
2012	137,258
2011	144,801




DOUGLAS D. PORT^(C)
 Age: 69
 Oakville, Ontario,
 Canada

Independent

Director since:
 July 17, 2007

Meets Shareholding
 Guidelines for
 Directors⁽³⁾

Principal Occupation		Corporate Director			
<p>Douglas D. Port is a retired senior airline executive with more than 30 years experience in the airline industry, including 11 years as an executive with Air Canada, where he headed major portfolios such as Airports, International, Marketing and Sales, Sales and Product Distribution, Corporate Affairs and Government Relations, Corporate Communications and Customer Service. He also served as Chairman of the Air Transport Association of Canada, Chairman of Galileo Canada and Chairman and CEO of Air Canada Vacations. From 2005 through 2010, he was an executive consultant at an international transportation consultancy. He is Vice-Chairman of the Air Canada Foundation.</p>					
<i>Areas of Expertise:</i> Aviation Industry; and International Business					
<i>Membership – Aimia Committees:</i> Chair of the Governance and Nominating Committee and Member of the Human Resources and Compensation Committee					
Meetings Attended in 2012			#	%	
Board of Directors			8 of 8	100%	
Governance and Nominating Committee			4 of 4	100%	
Human Resources and Compensation Committee			5 of 5	100%	
Securities Held or Controlled					
	Shares (#)	DSUs⁽¹⁾ (#)	Total Shares and DSUs (#)	Total at Risk Value of Shares and DSUs⁽²⁾ (\$)	Multiple of Annual Retainer
March 15, 2013	3,200	12,184	15,384	235,837	5.2 x
March 16, 2012	3,200	10,183	13,383	165,949	3.7 x
Net change	0	2,001	2,001	69,888	
Value of Total Compensation Received					
Year	(\$)				
2012	130,388				
2011	121,298				

 <p>ALAN P. ROSSY Age: 50 Town of Mount-Royal, Quebec, Canada</p> <p>Independent</p> <p>Director since: July 17, 2007</p> <p>Meets Shareholding Guidelines for Directors⁽³⁾</p>	Principal Occupation		President and Chief Executive Officer Groupe Copley			
	<p>Alan P. Rossy is President and Chief Executive Officer of Groupe Copley, a real estate company which purchases, develops and leases properties in Quebec and Ontario. Mr. Rossy was Executive Vice-President of Store Operations at Dollarama L. P., a national retail chain, from 1991 to 2007. His responsibilities included new store growth, sales, merchandising, advertising and human resources consulting. Mr. Rossy is a founding family member of Dollarama and current shareholder. Presently, Mr. Rossy serves on the Board of Directors of Canadian Tire Corporation and is a member of its audit committee. Mr. Rossy is also a director of the Selwyn House School, a private boys' school in Westmount, Québec and a member of the Montreal Children's Hospital Corporate Appeal Board. Mr. Rossy graduated in 1985 from McGill University with a Bachelor's of Arts, majoring in Economics.</p>					
	<i>Areas of Expertise:</i> Retail Industry; Executive Leadership; and Media and Advertising					
	<i>Membership – Aimia Committees:</i> Member of the Audit Committee and the Human Resources and Compensation Committee					
	<i>Public Board Membership During Last 5 Years:</i>		Canadian Tire Corporation	May 2011 - present		
	Meetings Attended in 2012			#	%	
	Board of Directors			8 of 8	100%	
	Audit Committee			3 of 4	75%	
	Human Resources and Compensation Committee			4 of 5	80%	
	Securities Held or Controlled					
	Shares (#)	DSUs⁽¹⁾ (#)	Total Shares and DSUs (#)	Total at Risk Value of Shares and DSUs⁽²⁾ (\$)	Multiple of Annual Retainer	
March 15, 2013	15,228	7,004	22,232	340,817	7.6 x	
March 16, 2012	15,228	5,233	20,461	253,716	5.6 x	
Net change	0	1,771	1,771	87,101		
Value of Total Compensation Received						
Year	(\$)					
2012	119,837					
2011	136,279					

(1) "DSUs" refers to the number of DSUs held by the nominee under the DSU Plan described under "Appendix C – Incentive Plans – The DSU Plan" (the "DSU Plan"). The DSU Plan was implemented as of January 1, 2009.

(2) The "Total at Risk Value of Shares and DSUs" is based on the closing price of the Shares as of March 15, 2013 (\$15.33) and as of March 16, 2012 (\$12.40), the date of the 2012 Management Information Circular.

(3) Pursuant to the Shareholding Guidelines for Directors described under "Statement of Executive Compensation – Compensation of Directors – Director Share Ownership Requirements", Directors are required to hold Shares or DSUs with an aggregate minimum value at least equal to (i) the lesser of two (2) times the annual retainer and 25,000 Shares and DSUs in the case of the Chairman of the Board, and (ii) the lesser of three (3) times the annual retainer and 8,000 Shares and DSUs in the case of any other Director. Directors have a four-year period to comply with the Shareholding Guidelines for Directors, starting at the later of (i) November 14, 2008, or (ii) the date of election of the Director to the Board of Directors.

- (4) Beth S. Horowitz was appointed to the Board of Directors on December 20, 2012 and to the Audit Committee on February 28, 2013. There were no Board of Directors meetings in 2012 after her appointment.
- (A) Robert E. Brown was a director of Air Canada when Air Canada filed for protection under the *Companies' Creditors Arrangement Act* (the "CCAA") on April 1, 2003 and became Chairman of Air Canada on May 13, 2003. Robert E. Brown was a director of Nortel Networks Corporation when, on or about May 31, 2004, cease trade orders were issued against directors, officers and certain other current and former employees of Nortel Networks Corporation and Nortel Networks Limited ("Nortel Networks"). The management cease trade orders were imposed in response to the failure by Nortel Networks to file certain financial statements with the Canadian securities regulators.
- (B) Rupert Duchesne was President and Chief Executive Officer, Aeroplan, when Air Canada filed for protection under the CCAA on April 1, 2003.
- (C) Douglas D. Port was Senior Vice President, Customer Service, Air Canada when Air Canada filed for protection under the CCAA on April 1, 2003.

Shareholdings of Nominated Directors

The following table sets out the total number of Shares and Time-Vesting RSUs and DSUs held by nominated Directors as at March 15, 2013, as well as the value of such holdings based on the closing price of Shares on the TSX on March 15, 2013 (\$15.33).

Shares (#)	RSUs / DSUs (#)	Total Value (\$)
263,450	284,652	8,402,404

Other Public Company Directorships / Committee Appointments

The following table sets forth, for each Director who is a member of the board of directors of other public companies, information relating to such companies as well as the committees on which they serve.

Name	Other Public Company Directorship	Type of Company	Stock Exchange	Committee Appointments
Robert E. Brown	Rio Tinto plc & Rio Tinto Limited	Industrial Metals	LSE /ASX	Nominations Committee, Sustainability Committee
	BCE Inc. & Bell Canada	Telecom Services	TSX	Chair, Governance Committee, Pension Fund Committee
Rupert Duchesne	Dorel Industries Inc.	Consumer Products – Household Goods	TSX	-
Joanne Ferstman	Dundee Real Estate Investment Trust	Real Estate	TSX	-
	Dundee Industrial Real Estate Investment Trust		TSX	Executive Committee
Hon. Michael M. Fortier, PC	CAE Inc.	Industrial Products-Energy	TSX / NYSE	Governance Committee
Beth S. Horowitz	HSBC Bank Canada	Financial Services	TSX	Audit Committee, Conduct Review Committee

Name	Other Public Company Directorship	Type of Company	Stock Exchange	Committee Appointments
David H. Laidley, FCA	EMCOR Group Inc.	Industrial/Commercial Construction	NYSE	Audit Committee, Compensation Committee
	ProSep Inc.	Oil Equipment and Services	TSX	Chair, Audit Committee
Alan P. Rossy	Canadian Tire Corporation	Retail and Financial Services	TSX	Audit Committee

Board Interlocks

The Governance and Nominating Committee has reviewed the membership on the boards of other public companies of the Corporation's proposed nominees to the Board of Directors. No two (2) proposed nominees to the Board of Directors are members of the same board of directors of another public company.

In order to limit board interlocks, the Board of Directors adopted in 2011 a policy pursuant to which Directors must first disclose to the Governance and Nominating Committee for its review any proposed appointment to the board of a public company prior to accepting such appointment.

Majority Voting for Election of Directors

On November 14, 2008, the Board of Directors adopted a "majority voting" policy, pursuant to which if a nominee for election as Director receives a greater number of votes "withheld" than votes "for" at a meeting of Shareholders, he or she will be expected to tender his or her resignation to the Board of Directors promptly following the meeting of Shareholders at which the election is held. Upon receiving such resignation, the Governance and Nominating Committee will consider it and make a recommendation to the Board of Directors whether to accept it or not. The Board of Directors will make its decision and announce it in a press release within 90 days following the meeting of Shareholders. The Director who tendered his or her resignation should not be part of any deliberations of any Committee or the Board of Directors pertaining to the resignation offer.

The policy only applies in circumstances involving an uncontested election of Directors. For the purpose of the policy, an "uncontested election of Directors" means that the number of Director nominees is the same as the number of Directors to be elected to the Board of Directors and that no proxy material is circulated in support of one or more nominees who are not part of the candidates supported by the Board of Directors.

Directors Attendance Record

In the 2012 financial year, the Board of Directors and its three (3) standing Committees held the following number of meetings:

Board of Directors	8
Audit Committee	4
Governance and Nominating Committee	4
Human Resources and Compensation Committee	<u>5</u>
Total	21

Overall, the combined attendance by the Directors at Board of Directors and Committee meetings was 98.6%. A record of attendance by individual Directors at meetings of the Board of Directors and its Committees, as applicable, for the 2012 financial year is set out below.

Director	Number and % of Meetings Attended					
	Board	Audit Committee	Governance and Nominating Committee	Human Resources and Compensation Committee	Overall Committee Attendance	Overall Attendance
Robert E. ⁽¹⁾ Brown	8 of 8 (100%)	-	-	-	-	100%
Roman Doroniuk	8 of 8 (100%)	4 of 4 (Chair)	4 of 4	5 of 5	100%	100%
Rupert Duchesne ⁽¹⁾	8 of 8 (100%)	-	-	-	-	100%
Joanne Ferstman	8 of 8 (100%)	4 of 4	-	5 of 5 (Chair)	100%	100%
Michael M. Fortier	8 of 8 (100%)	-	4 of 4	5 of 5	100%	100%
John M. Forzani	8 of 8 (100%)	-	4 of 4	5 of 5	100%	100%
Beth S. Horowitz ⁽²⁾	N/A	N/A	-	-	-	-
David H. Laidley	8 of 8 (100%)	4 of 4	4 of 4	-	100%	100%
Douglas D. Port	8 of 8 (100%)	-	4 of 4 (Chair)	5 of 5	100%	100%
Alan P. Rossy	8 of 8 (100%)	3 of 4	-	4 of 5	77%	88%

(1) Robert E. Brown, as Chairman of the Board, and Rupert Duchesne, as Group Chief Executive, attend all Committee meetings.

(2) Beth S. Horowitz was appointed to the Board of Directors on December 20, 2012 and to the Audit Committee on February 28, 2013. There were no Board of Directors meetings in 2012 after her appointment.

Sessions without Management and Meetings Held

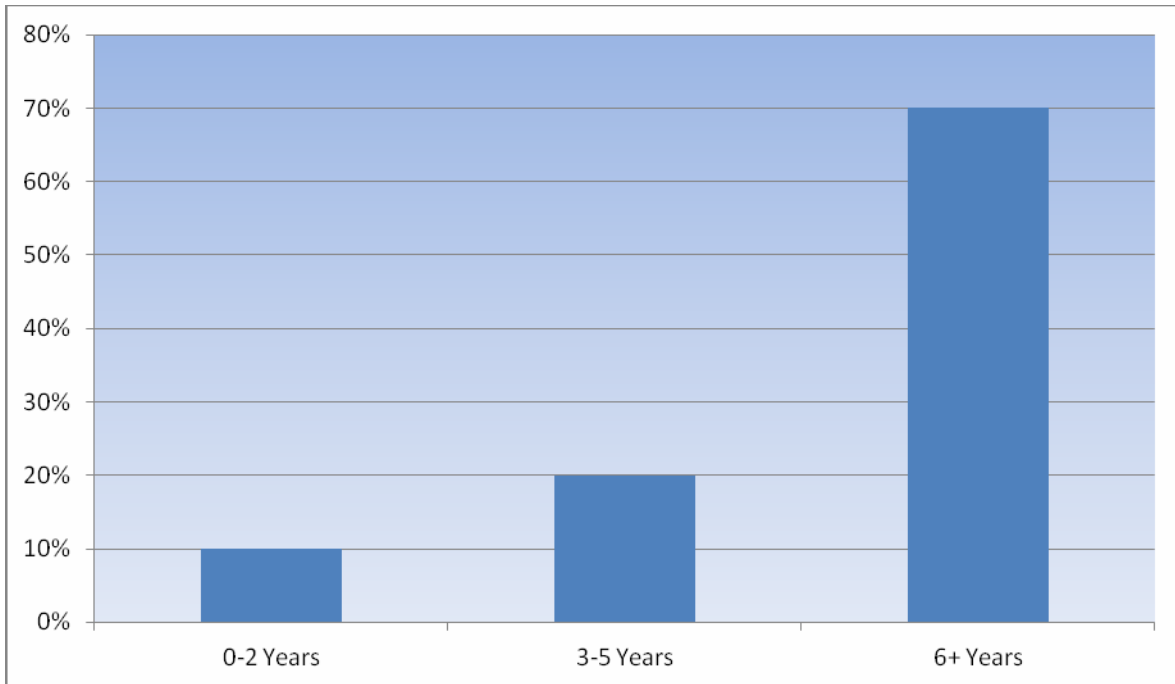
The non-Management Directors meet “in camera” (without Management representatives) at each regularly scheduled and special Board and Committee meeting. The Chairman of the Board or, as the case may be, the Chair of the Committee, presides over these sessions and informs Management of the nature of the items discussed and if any action is required.

Retirement Policy for Directors

The Corporation's policy for retirement is that no person shall be appointed or elected as a Director if the person is aged 75 or more. The policy allows for an exception where the Board of Directors determines it is in the interest of the Corporation to request a Director to extend his/her term beyond the regular retirement age, provided however that such extension is requested in one-year increments.

Board Tenure

The following chart shows the tenure of the Corporation's Board of Directors as of March 15, 2013.



Please refer to the biographies contained in the section "The Nominated Directors" for details regarding length of Board tenure of each nominee for election as Directors.

Areas of Expertise

The Corporation maintains a skills matrix for its Directors and each Director indicates his or her expertise level in each area based on the following ratings:

- no or limited knowledge;
- basic knowledge;
- strong working knowledge; or
- expert.

Expertise Description:	Number of Nominee Directors with Strong Working Knowledge or Expertise
Aviation Industry: Knowledge of or senior executive experience in the aviation industry	3
Capital Markets: Knowledge of or senior executive or similar experience in corporate finance and capital markets	4
Compensation: Knowledge of issues and best practices relating to benefit and pension programs and executive compensation, including incentives and perquisites	5
Corporate Governance: Legal training or other experience in or knowledge of issues or best practices relating to the governance of Canadian public companies	5
Executive Leadership: Senior executive experience driving strategic direction and leading growth	7
Financial Literacy: Knowledge of or senior executive or equivalent experience in financial accounting and reporting	7
International Business: Senior executive experience in an organization with international operations	8
Loyalty Marketing Industry: Knowledge of or senior executive experience in the loyalty marketing industry	6
Media and Advertising: Knowledge of or senior executive experience in the media, advertising and marketing industries	3
Retail Industry: Knowledge of or senior executive experience in the retail industry	2

STATEMENT OF EXECUTIVE COMPENSATION

Human Resources and Compensation Committee Report to Shareholders

To our fellow Shareholders:

The Board of Directors of the Corporation believes that one of its core responsibilities is to provide transparent disclosure of all aspects of the Corporation's executive compensation program. This report is intended to provide an overview of how we pay our executives and the important work relative to executive compensation that was completed over the course of fiscal 2012. A more detailed discussion of our executive compensation program is provided in the "Compensation Discussion and Analysis" starting on page 36.

The Role of the Human Resources and Compensation Committee

The Board of Directors, assisted by the HRCC, is responsible for the executive compensation policies and practices of the Corporation, with specific accountability for the compensation of the Group Chief Executive (referred to in this "Statement of Executive Compensation" as the "CEO") and the senior executives, including (with the CEO) the Named Executive Officers (the "NEOs"), whose compensation is detailed in the "Compensation Discussion and Analysis" and supporting tables that follow. The members of the HRCC have extensive experience in compensation, business management, finance, law and corporate governance, among other areas. All of the Directors who served as members of the HRCC during the year ended December 31, 2012 are independent within the meaning of applicable regulatory requirements. The HRCC held five meetings in the fiscal year ended December 31, 2012 and met without Management present at each meeting. In addition, the HRCC employs an independent compensation consultant, PCI – Perrault Consulting Inc., that advises the HRCC on the design and market competitiveness of our executive compensation program. While the advice of the external consultant is an important input into the HRCC's decision-making process, all decisions regarding executive compensation are the ultimate responsibility of the Board of Directors. When making recommendations to the Board of Directors, the HRCC believes that shareholder interests should be considered first and foremost. In addition, the HRCC exercises its judgment and considers a variety of additional important factors, including the Corporation's business strategy, competitive market forces, independent external advice, internal business needs, and governance best practices.

The Corporation's Executive Compensation Program Summary

The table on the following page provides an overview of each of the components of the Corporation's executive compensation program. A more detailed explanation of each component is provided in the "Compensation Discussion and Analysis" which begins on page 36.

Component	Design
Fixed Compensation	
Base Salary	<ul style="list-style-type: none"> • Provide a compelling offer in order to attract and retain the key executive talent required to successfully lead the Corporation • Generally set at the median of the peer group, with adjustments above or below median in recognition of skills, competencies and experience
Perquisites, Benefits and Retirement Program	<ul style="list-style-type: none"> • Provide perquisites and benefits that are generally competitive with market practices in the specific regions where our executives reside (primarily Canada, the US and the UK) • Executive retirement programs are defined contribution programs, with the philosophy that the majority of long-term wealth creation for executives should be derived from performance-based variable compensation programs
Variable Compensation	
Short-Term Incentive Plan	<ul style="list-style-type: none"> • Annual cash bonus for performance against key business objectives within the fiscal year • Payout is based on annual consolidated Adjusted EBITDA (A-EBITDA), Free Cash Flow and Adjusted Net Earnings metrics, as established by the Board of Directors, divisional Revenues / Gross Billings, A-EBITDA and Operating Income for division executives and individual performance
Long-Term Incentive Plan: <i>Performance Share Units (PSUs)</i>	<ul style="list-style-type: none"> • PSUs are generally granted annually, following approval of the Board of Directors • PSUs are earned based on the achievement of the Corporation's A-EBITDA growth targets over a three-year period, and earned PSUs vest and become payable at the end of three years • No payout if minimum A-EBITDA performance threshold is not achieved; up to 100% of PSUs are paid if targets are met or exceeded over the three-year period • PSUs are intended to focus executives on the achievement of the Corporation's longer-term objectives and promote alignment with shareholder interests
Long-Term Incentive Plan: <i>Options</i>	<ul style="list-style-type: none"> • Options are generally granted annually, following approval of the Board of Directors • Options vest over four years, 25% per year, with a seven year term • Options are intended to promote value creation and align executives with long-term shareholder interests – Options have no value unless the share price increases above the value on the date of grant
Total Compensation	
Fixed + Variable Compensation	<ul style="list-style-type: none"> • Designed to provide market median total compensation when target performance levels are achieved • Provide the opportunity for top-quartile total compensation when performance is exceptional • Resulting in below-median total compensation levels when performance targets are not achieved • Reviewed annually by the HRCC under a variety of performance scenarios to ensure that compensation programs do not promote excessive risk taking
Share Ownership	
Shareholding Guidelines for Executives	<ul style="list-style-type: none"> • Prescribes minimum share ownership levels that executives are required to achieve within five years of being named to their position in order to increase the alignment of executive interests with those of shareholders

Key Events and Activities in 2012

The HRCC undertook the following important activities in 2012:

- 1- *Executive compensation benchmarking review.* With the assistance of the HRCC's external consultant, the HRCC undertook a comprehensive market review of the Corporation's executive compensation levels. This included a review of the peer companies that are used for compensation benchmarking purposes and the weighting of these groups in assessing market positioning. The weightings of the US Peer Group and the European Peer Group were adjusted to 20% each to better reflect the Corporation's global business distribution. The HRCC utilized the findings of the comprehensive broad market review completed in 2011 to implement the 2012 compensation decisions described in the following Compensation Discussion and Analysis. The HRCC also completed a detailed review of other compensation (executive perquisites, benefits, etc.) to ensure that this element of compensation remains aligned with shareholder interests and market best practices.
- 2- *Alignment of global incentive plans.* The HRCC believes that it is important to periodically review the effectiveness and appropriateness of the Corporation's incentive plan designs, to ensure that they closely align executive interests with the Corporation's strategic objectives and support the Corporation's pay-for-performance philosophy. In 2012, the HRCC oversaw a review of the Corporation's performance-based cash incentive plans for all employees globally. This review will result in minor changes to the performance-based cash incentive plan (the "**Annual Performance Incentive Plan**") for senior executives starting in 2013, but will drive greater alignment across the organization in incentive practices for other Management members. A full description of the Annual Performance Incentive Plan design for 2012 and the associated performance levels and incentive payouts that were approved under the plan is included in the section titled "Short-Term Incentives" starting on page 44.
- 3- *Historical performance analysis.* As part of the HRCC's review of the Corporation's executive compensation plans, a review of the Corporation's historical financial performance was conducted relative to external peer companies in order to review compensation levels within the context of performance. This review was performed relative to the same peer groups that are used for compensation benchmarking purposes, in addition to a group of additional companies that are commonly referenced by the investment community as performance peers. The analysis provided a view of performance based on the variety of metrics that investors use to evaluate the Corporation, including but not limited to those that are used as metrics in the Corporation's incentive compensation plans, and was performed over multiple timeframes to provide a robust view of performance over the shorter and longer terms. The results of this analysis provided important additional context to the HRCC when making decisions regarding executive compensation.
- 4- *Review of key compensation plans, policies and practices.* In 2012, the HRCC completed a review of key compensation plans, policies and practices, including aligning termination provisions in a number of executive compensation plans (including the LTIP), shareholding guidelines, and change of control provisions. Each of these plans, policies and practices was reviewed within the context of the Corporation's continued global expansion as well as current governance best practices. Further details regarding changes to these plans, policies and practices are provided in the following Compensation Discussion and Analysis. The HRCC also developed a clarified compensation philosophy for the Corporation, and oversaw the redesign and implementation of a global employee share purchase program, aiming to drive alignment globally while incenting all employees to have a shareholder interest in the Corporation.
- 5- *Organizational Effectiveness.* The HRCC oversaw an important review of the organizational structure of the Corporation, in conjunction with the CEO, to ensure the structure is optimized for long-term growth. This review led to a new organizational construct implemented during the first

quarter of 2013, including the appointment of a Group Chief Operating Officer. Furthermore, the HRCC conducted a thorough review of senior executive talent and succession information to ensure continuity and sustainability of leadership.

Conclusion

We know that executive compensation is a high-profile area of shareholder focus, and believe that Shareholders should have transparent information regarding how much our executives are paid, how the Corporation's executive compensation program works, and why the HRCC approved the payments that were made to executives. The HRCC takes its responsibilities very seriously, and believes that the executive compensation program described in these pages is consistent with the Corporation's business strategy, is aligned with shareholder interests, and supports governance best practices regarding executive compensation.

Sincerely,

Joanne Ferstman (Chair)
Michael Fortier
John Forzani
Doug Port
Alan Rossy

Compensation Discussion and Analysis

The following Compensation Discussion and Analysis provides a detailed discussion of the structure of the Corporation's executive compensation program as well as the specific compensation decisions that were made with respect to the fiscal year ended December 31, 2012. The Compensation Discussion and Analysis is structured as follows:

Section	Page Number
1- Composition of the HRCC	36
2- Executive Compensation Approach and Key Objectives	37
3- Use of Compensation Consultants and Benchmarking Peer Groups	38
4- Elements of the Corporation's Compensation Program – Fixed Compensation	42
a. Base Salary	42
b. Perquisites and Other Benefits	43
c. Retirement Plans	43
5- Elements of the Corporation's Compensation Program – Variable Compensation	44
a. Short-Term Incentives	44
b. Long-Term Incentives	47
6- Identification and Management of Risks Related to Compensation	48
7- Compensation of Named Executive Officers	50
a. CEO	50
b. Other Named Executive Officers	52
8- Total Compensation Pay Mix	54
9- Alignment of Executive Compensation with Shareholder Interests	54

Composition of the HRCC

For the year ended December 31, 2012, the HRCC was chaired by Joanne Ferstman. In addition, Michael Fortier, John Forzani, Doug Port and Alan Rossy were members of the HRCC.

Most members of the HRCC have significant experience in the areas of executive compensation and risk management as senior leaders of complex organizations and through their prior and current membership on the HRCC. The following is a description of the education, skills and experience of each member of the HRCC as of the date of this Information Circular, including skills and experience enabling the HRCC to make decisions on the suitability of the Corporation's compensation policies and practices.

Ms. Ferstman is currently a corporate director and sits on both public and private corporate boards. Ms. Ferstman was most recently the President and Chief Executive Officer of Dundee Capital Markets Inc. As Chief Executive Officer, the head of the Human Resources Department reported directly to her office. Prior to taking this position on January 31, 2011, Ms. Ferstman was Vice-Chair and Head of Capital Markets of DundeeWealth Inc., and prior to 2009 was Executive Vice President and Chief Financial Officer of DundeeWealth Inc. and Executive Vice President, Chief Financial Officer and Corporate Secretary of Dundee Corporation. From 1994 to 2012, Ms. Ferstman held a variety of executive positions with the Dundee group of companies until her retirement in June 2012 and in early 2009, assumed leadership of Dundee Capital Markets, including all Investment Banking activities. In all of these roles, Ms. Ferstman was actively involved in assisting with the design and implementation of appropriate compensation structures for a variety of employee functions. Prior to joining the Dundee group of companies, Ms. Ferstman spent four years as Chief Financial Officer for a national securities firm and five years at a major international accounting firm. Ms. Ferstman currently serves as the Chair of Dundee Industrial Real Estate Investment Trust and as a Trustee of Dundee Real Estate Investment Trust. Ms. Ferstman was a director of Breakwater Resources Ltd. from June 2007 to August 2011 and a director of Dundee Capital Markets Inc. from February 2011 to February 2012. Ms. Ferstman holds a Bachelor of Commerce from McGill University and is a Chartered Accountant. Ms. Ferstman has been Chair of the HRCC since June 2005.

Mr. Fortier joined RBC Capital Markets (RBCCM) as a Vice-Chairman in October 2010. Prior to joining RBCCM, Mr. Fortier was a partner of Ogilvy Renault LLP (now Norton Rose Canada LLP) and a Senior Advisor to Morgan Stanley in Canada since January 2009. Between February 2006 and October 2008, Mr. Fortier held various positions in the Government of Canada, including Minister of International Trade and Minister responsible for Greater Montreal. Prior to that, Mr. Fortier was active in the investment banking industry, first as a Managing Director with Credit Suisse First Boston (1999-2004) and then as a Managing Director with TD Securities (2004-2006). Mr. Fortier also practiced law with Ogilvy Renault LLP from 1985 to 1999. He currently serves as a director of CAE Inc. Mr. Fortier holds a Bachelor of Laws from Université Laval. Mr. Fortier has been a member of the HRCC since June 2010.

Mr. Forzani is the founder (1974) of The Forzani Group Ltd., Canada's largest retailer of sporting goods with over 600 stores under eight different banners, until its acquisition by Canadian Tire Corporation Limited in August 2011. He was Chairman of the Board of The Forzani Group Ltd. and has held the positions of Chief Executive Officer, President and Chief Operating Officer. As Chief Executive Officer, the head of the Human Resources Department, which was responsible for approximately 8,000 employees, reported directly to his office. He is a past Chairman of Swiss based Intersport International, the world's largest sporting goods retailer and purchasing group with over 7,000 stores worldwide. As a former director of Sustainable Energy Technologies Ltd., Mr. Forzani was a member of the Compensation Committee for close to three years. Mr. Forzani is a graduate of Utah State University with a Bachelor of Science Degree. Mr. Forzani has been a member of the HRCC since August 2007.

Mr. Port is a retired senior airline executive with more than 30 years experience in the airline industry, including eleven years as an executive with Air Canada, where he headed major portfolios such as Airports, International, Marketing and Sales, Sales and Product Distribution, Corporate Affairs and Government Relations, Corporate Communications and Customer Service. He also served as Chairman of the Air Transport Association of Canada, and Chairman and CEO of Air Canada Vacations. He was also a member of the board of directors of Apollo Travel Services and Chairman of Galileo Canada, where the board was directly involved in compensation matters for the chief executive officer. He is Vice-Chairman of the Air Canada Foundation. Mr. Port has been a member of the HRCC since March 2008.

Mr. Rossy is President and Chief Executive Officer of Groupe Copley, a real estate company which purchases, develops and leases properties in Quebec and Ontario. Mr. Rossy was Executive Vice-President of Store Operations at Dollarama L.P., a national retail chain, from 1991 to 2007. His responsibilities included new store growth, sales, merchandising, advertising and human resources consulting. Mr. Rossy is a founding family member of Dollarama and current shareholder. Presently, Mr. Rossy serves on the Board of Directors of Canadian Tire Corporation and is a member of its audit committee. Mr. Rossy graduated in 1985 from McGill University with a Bachelor's of Arts, majoring in Economics. Mr. Rossy has been a member of the HRCC since May 2010.

Executive Compensation Approach and Key Objectives

The Corporation's executive compensation program, as described in the following pages, is designed to achieve the following key objectives:

Compensation Objective

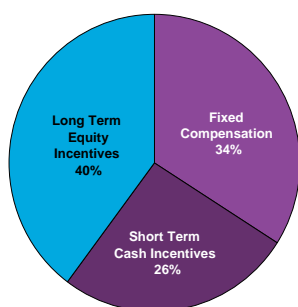
Design Criteria

- | | |
|---|---|
| <ul style="list-style-type: none"> • Attract and retain senior executives with the skills, capabilities, talent and passion required for the Corporation to achieve its long-term strategic objectives. • Motivate executives and reward them for the achievement of ambitious corporate objectives, thereby building a strong results-oriented culture that directly links pay with performance. | <ul style="list-style-type: none"> ➔ Deliver total compensation levels that are competitive with the median of the applicable peer group, as described in the following section, when target performance levels are achieved. ➔ Provide the opportunity for top-quartile total compensation when performance is exceptional, reduced to below-median total compensation levels when performance targets are not achieved. |
|---|---|

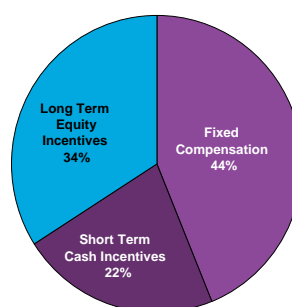
- Align executive interests with those of Shareholders with the ultimate objective of sustained long-term shareholder value creation, without encouraging excessive risk taking. → Ensure that a large proportion of compensation is equity-based with a multi-year vesting period, combined with minimum shareholding requirements, which promote sustained performance and value growth.

To achieve these objectives, over half (or more if financial and personal targets are exceeded) of the Corporation’s executive compensation is incentive-based, as illustrated in the following charts:

CEO Target Compensation Mix



Other Senior Executives Target Compensation Mix



Use of Compensation Consultants and Benchmarking Peer Groups

During the 2012 financial year, the HRCC retained the services of PCI – Perrault Consulting Inc. for the purpose of providing external market data and expertise on the compensation of senior management, including the NEOs identified in this Information Circular, as well as for general advice throughout the year in reviewing proposed changes to policies and other materials presented by Management to the HRCC. PCI – Perrault Consulting Inc. has provided consulting services to the HRCC since the Corporation’s initial public offering as an income trust in 2005.

The executive compensation-related fees (i.e. services related to determining compensation for any of the Corporation’s Directors or executive officers) and all other fees paid to PCI – Perrault Consulting Inc. for services provided during the 2012 and 2011 financial years are shown in the following table.

Type of Fees	Consulting Fees Billed in 2012 and 2011		Percentage of Total Fees Billed in 2012 and 2011	
	PCI – Perrault Consulting Inc.		PCI – Perrault Consulting Inc.	
	2012	2011	2012	2011
Executive Compensation-Related Fees	\$92,772	\$23,925	85%	47%
All Other Fees ⁽¹⁾	\$16,436	\$27,260	15%	53%
Total Annual Fees	\$109,209	\$51,185	100%	100%

(1) “All Other Fees” represents fees paid to PCI – Perrault Consulting Inc. for consulting services rendered to the Corporation in relation to the preparation of the Information Circular.

While the advice of external consultants is an important input into the HRCC’s decision-making process, all decisions regarding executive compensation are the ultimate responsibility of the Board of Directors. When making recommendations to the Board of Directors, the HRCC exercises its judgment and considers a variety of important factors, including the Corporation’s business strategy, competitive market forces, independent external advice, internal business needs, governance best practices and, most importantly, shareholder interests.

External market benchmarking is an important component of the Corporation’s executive compensation design. In order to calibrate the Corporation’s pay for performance programs relative to the marketplace, it is important to have a benchmarking peer group that accurately reflects the various markets within which the Corporation competes for the leadership skills and talent required for the Corporation to be successful. In determining the peer groups, the HRCC considers the following important factors and challenges:

- As a Canadian company, an important point of reference is similar companies within the Canadian marketplace. However there is a lack of other Canadian companies that are direct peers within the loyalty industry;
- Within the broader North American (or international) marketplace, there are few companies that have a mix of businesses and geographic footprint that compare well with the Corporation;
- Many loyalty management organizations are embedded within larger companies (such as financial institutions, credit card companies, or airlines) which are not reasonable peers from an executive compensation point of view; and
- Smaller players occupying niche segments of the market represent a new and powerful source of competitive demand for talent.

Accordingly, the HRCC has adopted a multi-faceted approach which considers compensation peers from a variety of angles and includes a broader selection of both Canadian and international peer companies (the “**Comparator Groups**”), as follows:

Comparator Group & Rationale	Selection Criteria
<ul style="list-style-type: none"> • <i>Canadian peer group</i> – developed in order to provide a view of compensation practices for companies of similar size in the Canadian market 	<ul style="list-style-type: none"> – Companies similar in size based on market capitalization and annual revenues (within roughly 0.5x to 2.0x of the Corporation’s annual revenues) – Companies with significant international operations – Companies commonly referenced as peers from a shareholder point of view (based on analyst reports)
<ul style="list-style-type: none"> • <i>US peer group</i> – developed to provide a view of compensation practices within US peer companies that are generally more directly comparable from an industry point of view and provide peer data for the Corporation’s executives based in the United States 	<ul style="list-style-type: none"> – Companies similar in size based on market capitalization and annual revenues (within roughly 0.5x to 2.0x of the Corporation’s annual revenues) – Companies within similar industry sectors <ul style="list-style-type: none"> ○ Advertising/media, data analytics, internet retail, market research, business services, IT consulting – Companies commonly referenced as peers from a shareholder point of view (based on analyst reports)

- *European peer group* – developed to reflect the Corporation’s international expansion and provide peer data for the Corporation’s executives based in Europe
 - Companies similar in size based on market capitalization and annual revenues (within roughly 0.5x to 2.0x of the Corporation’s annual revenues)
 - Companies within similar industry sectors
 - Advertising/media, data analytics, internet retail, market research, business services, IT consulting

To establish competitive market ranges for the Corporation’s executives and to reflect the scope of responsibilities for each role, the Comparator Group weighting was established at 100% of the applicable regional peer group for divisional executives and in proportion to the Corporation’s overall revenue sources for corporate executives:

Executive Position	Comparator Group Weighting		
	Canadian Peer Group	US Peer Group	European Peer Group
Corporate Executives (CEO, CFO, COO)	60%	20%	20%
Canadian Division Executives	100%		
US Division Executives		100%	
European Division Executives			100%

In 2012, the weightings of the US Peer Group and the European Peer Group in regards to the Corporation’s corporate executives were adjusted from 25% and 15%, respectively, to 20% each in order to better reflect the Corporation’s global business distribution.

The HRCC believes that this multi-faceted approach using the expanded groups of peer companies more accurately reflects the complexities of the various markets within which the Corporation competes for talent, while allowing the Corporation to establish compensation levels and designs that are globally consistent but also regionally competitive.

The Comparator Groups used for benchmarking in 2012 were modified from those used in 2011 based on the HRCC’s review of the benchmarking peers, such modifications including the removal of certain peers due to acquisitions or other significant changes in their business such that they no longer met the selection criteria outlined above. These were replaced with new peers that are a better match with the desired selection criteria. The following tables describe the companies which have been identified in accordance with the above criteria and included in the Comparator Groups, and provide additional data regarding each peer company. All financial data for the peer companies was obtained from publicly available sources, and represents data for fiscal year 2011.

Canadian Peer Group

All values in \$CDmillions						
Company Name	FY 2011				Dec. 31, 2011	
	Revenue	Assets	Net Income	EBITDA	Mkt. Cap.	Industry
WESTJET AIRLINES LTD	\$3,072	\$3,474	\$149	\$431	\$1,626	Airlines
LINAMAR CORP	\$2,861	\$2,221	\$101	\$333	\$906	Auto Parts & Equipment
TIM HORTONS INC	\$2,853	\$2,204	\$383	\$675	\$7,816	Restaurants
RUSSEL METALS INC	\$2,693	\$1,538	\$118	\$219	\$1,347	Trading Companies & Distributors
TRANSFORCE INC	\$2,691	\$2,100	\$102	\$313	\$1,237	Trucking
MARTINREA INTL INC	\$2,193	\$1,417	\$55	\$169	\$620	Auto Parts & Equipment
TRANSCONTINENTAL INC -CL A	\$2,044	\$2,454	\$85	\$357	\$1,022	Commercial Printing
CAE INC	\$1,821	\$3,184	\$180	\$399	\$2,547	Aerospace & Defense
GILDAN ACTIVEWEAR INC	\$1,793	\$1,963	\$249	\$331	\$2,325	Apparel, Accessories & Luxury Goods
TORSTAR CORP -CL B	\$1,549	\$1,485	\$218	\$242	\$658	Publishing
TOROMONT INDUSTRIES LTD	\$1,382	\$913	\$246	\$192	\$1,636	Construction & Farm Machinery & Heavy Trucks
STANTEC INC	\$1,379	\$1,327	\$13	\$198	\$1,251	Diversified Commercial & Professional Services
CORUS ENTERTAINMENT INC	\$825	\$2,085	\$146	\$459	\$1,695	Broadcasting & Cable TV
75th %ile	\$2,693	\$2,221	\$218	\$399	\$1,695	
50th %ile	\$2,044	\$2,085	\$146	\$331	\$1,347	
25th %ile	\$1,549	\$1,485	\$101	\$219	\$1,022	
Average	\$2,089	\$2,028	\$157	\$332	\$1,899	
Aimia	\$2,233 ⁽¹⁾	\$4,932 ⁽²⁾	\$(77)	\$342 ⁽²⁾	\$2,075	Marketing Services

(1) Represents Aimia's Gross Billings.

(2) Represents Aimia's Adjusted EBITDA.

US Peer Group (all data in USD)⁽³⁾

All values in \$USmillions						
Company Name	FY 2011				Dec. 31, 2011	
	Revenue	Assets	Net Income	EBITDA	Mkt. Cap.	Industry
PRICELINE.COM INC	\$4,356	\$3,971	\$1,056	\$1,453	\$23,284	Internet & Catalog Retail
EXPEDIA INC	\$3,449	\$6,505	\$472	\$655	\$3,904	Internet & Catalog Retail
ALLIANCE DATA SYSTEMS CORP	\$3,173	\$8,980	\$315	\$966	\$5,217	IT Services
DST SYSTEMS INC	\$2,385	\$3,429	\$183	\$405	\$2,007	IT Services
TERADATA CORP	\$2,379	\$2,616	\$353	\$600	\$8,121	IT Services
CONVERGYS CORP	\$2,262	\$2,326	\$335	\$262	\$1,534	IT Services
VALASSIS COMMUNICATIONS INC	\$2,236	\$1,644	\$113	\$299	\$866	Media
GLOBAL PAYMENTS INC	\$2,204	\$2,688	\$188	\$506	\$3,712	IT Services
EQUIFAX INC	\$1,960	\$3,509	\$233	\$637	\$4,691	Professional Services
TOTAL SYSTEM SERVICES INC	\$1,809	\$1,858	\$221	\$457	\$3,730	IT Services
DUN & BRADSTREET CORP	\$1,759	\$1,977	\$260	\$529	\$3,637	Professional Services
ACXIOM CORP	\$1,131	\$1,227	\$77	\$213	\$953	IT Services
HARTE HANKS INC	\$851	\$933	\$44	\$95	\$571	Media
75th %ile	\$2,385	\$3,509	\$335	\$637	\$4,691	
50th %ile	\$2,236	\$2,616	\$233	\$506	\$3,712	
25th %ile	\$1,809	\$1,858	\$183	\$299	\$1,534	
Average	\$2,304	\$3,205	\$296	\$544	\$4,787	
Aimia	\$2,233 ⁽¹⁾	\$4,932 ⁽²⁾	\$(77)	\$342 ⁽²⁾	\$2,075	Marketing Services

(1) Represents Aimia's Gross Billings.

(2) Represents Aimia's Adjusted EBITDA.

(3) Aimia data shown converted from CAD to USD at par for comparison purposes.

European Peer Group⁽³⁾

All values in local currencies							
Company Name	FY 2011				Dec. 31, 2011		
	Revenue	Assets	Income Before Extraordinary Items	EBITDA	Mkt. Cap.	Country	Industry
EXPERIAN PLC	USD 4,487	USD 8,154	USD 661	USD 1,495	USD 8,657	United Kingdom	IT Consulting & Other Services
CAPITA PLC	£2,930	£3,538	£238	£528	£3,821	United Kingdom	IT Consulting & Other Services
AXEL SPRINGER VERLAG AG	€ 3,185	€ 4,188	€ 258	€ 560	€ 3,274	Germany	Publishing
DAILY MAIL & GENERAL TRUST	£1,990	£2,207	£112	£303	£1,549	United Kingdom	Publishing
HAVAS	€ 1,645	€ 4,861	€ 120	€ 248	€ 1,371	France	Advertising
SAGE GROUP PLC	£1,334	£2,743	£256	£393	£3,884	United Kingdom	Application Software
GFK AG	€ 1,374	€ 1,746	€ 75	€ 209	€ 1,118	Germany	Diversified Commercial & Professional Services
IPSOS SA	€ 1,363	€ 2,233	€ 86	€ 183	€ 992	France	Construction & Engineering
AEGIS GROUP PLC	£1,135	£4,406	£80	£187	£1,657	United Kingdom	Advertising
UBM PLC	£972	£1,685	£76	£215	£1,164	United Kingdom	Publishing
INFORMA	SFr. 1,275	SFr. 3,076	SFr. 75	SFr. 357	SFr. 2,172	Switzerland	Publishing
Summary Statistics converted to CAD *							
75th %ile	\$3,644	\$5,990	\$354	\$674	\$5,117		
50th %ile	\$2,059	\$4,235	\$159	\$386	\$2,391		
25th %ile	\$1,778	\$3,141	\$115	\$308	\$1,806		
Average	\$2,626	\$4,673	\$241	\$547	\$3,525		
Aimia	\$2,233 ⁽¹⁾	\$4,932 ⁽²⁾	\$(77)	\$342 ⁽²⁾	\$2,075		Marketing Services

(1) Represents Aimia's Gross Billings.

(2) Represents Aimia's Adjusted EBITDA.

(3) Converted using the current exchange rates as of March 18, 2013. 1.5436 CAD = 1 GBP; 1.0217 CAD = 1 USD; 1.3240 CAD = 1 EUR; 1.0813 CAD = 1 CHF.

In addition to proxy compensation data for the peer companies in the Comparator Groups, the Corporation reviews general compensation surveys on a regular basis to compare its compensation policies to generally accepted practices for publicly traded companies of similar scope and scale of operations, as well as incorporating data from a range of external sources, such as public disclosure documents from a variety of entities, and access to research carried out by the Conference Board of Canada and other agencies. It is important to note that, while market data from the sources described above is an important input into the HRCC's compensation decisions, the HRCC does not make these decisions based exclusively on market compensation data. In addition to market data, the HRCC considers information such as (but not limited to):

- Each executive's experience, progression and success within their role;
- Each executive's leadership of their specific part of the business, in addition to the Corporation as a whole; and
- The Corporation's strategic plans with respect to executive talent development and succession.

Elements of the Corporation's Compensation Program – Fixed Compensation

Base Salary

The HRCC reviews and approves the base salary for each executive officer of the Corporation taking into account the executive's responsibilities, the scale and scope of the business operations under his or her supervision, experience and competencies and overall performance. As the base salary represents the reference for many of the other elements of compensation, critical attention is paid to the positioning of the individual salary against external benchmarks for similar roles and within the Corporation. Base salaries are evaluated on a regional basis (e.g., Canada, the United States, the United Kingdom) and are targeted to the median levels of comparable roles within the Comparator Group (or weighted group for the CEO,

CFO and COO) with adjustments above or below median in recognition of skills, competencies and experience.

Perquisites and Other Benefits

The Corporation’s executive benefits, pension and perquisite programs have been designed to reflect competitive market practices in each of the regional markets where we compete for talent and to support the contributions of executive officers in meeting the ongoing demands of a dynamic business environment. Details on the value of these programs to individual executive officers are included in the Summary Compensation Table shown on page 56.

The Corporation’s executives participate in the same benefits programs that are offered to all employees of the Corporation. These programs are tailored to the typical market practices and conditions in the various countries where the Corporation operates, and include mandatory and voluntary participation options for employees and their eligible dependents. Key elements of the benefit plans are basic group life insurance, accidental death and dismemberment insurance, short- and long-term disability coverage, medical and dental coverage, out-of-country insurance and supplementary life and accidental death and dismemberment insurance. In addition to these benefits, the Corporation’s executive officers are provided with supplemental perquisites and benefits as follows:

Executive Roles by Region	Supplemental Perquisites and Benefits
<ul style="list-style-type: none"> ▪ Group Chief Executive (“CEO”) ▪ Executive Vice President and Chief Financial Officer (“CFO”) ▪ Executive Vice President, Chief Operating Officer; President and CEO – US and APAC (“COO and President & CEO US and APAC”) ▪ Executive Vice President; President and CEO - Canada (“President & CEO Canada”) ▪ Executive Vice President; President and CEO – EMEA (“President & CEO EMEA”) 	<p>Flexible perquisites account equal to 15% of base salary</p>

Retirement Plans

The Corporation’s executives participate in retirement programs that are tailored to the market practices and conditions in the various countries where the Corporation operates. Details regarding the retirement plans available to the Corporation’s executive officers in each region are as follows:

Canada: Retirement savings for Canadian-based executive officers are delivered through a registered defined contribution pension plan (the “**Defined Contribution Plan**”) and a supplementary executive retirement plan (the “**SERP**”). The Defined Contribution Plan involves annual contributions, through co-payment by the Corporation and executive officers, of 15% of base salary, up to the annual maximums permitted under Canadian tax legislation at which point a Corporation-paid defined contribution SERP completes the contribution to achieve the target annual contribution.

United Kingdom: Executives based in the United Kingdom participate in a retirement savings plan established for all UK-based employees. Under the plan, the Corporation contributes 10% of base salary provided the executive also contributes 5% of base salary. There is no supplemental retirement plan for UK-based executive officers.

Elements of the Corporation's Compensation Program – Variable Compensation

Short-Term Incentives

The Annual Performance Incentive Plan is a critical component of the Corporation's executive compensation program. The primary objective of the plan is to recognize and reward executives for the achievement of results that are aligned with business objectives over the annual performance cycle.

Each executive is assigned an annual performance incentive target, expressed as a percentage of her or his base salary, which is established based on the market median of the applicable Comparator Group (or weighted group for the CEO, CFO and COO). Actual incentive payments can range from 0x to 2.0x the target incentive, based on the achievement of corporate, divisional, and individual results. The performance metrics used in the plan, and the business rationale for their selection, are discussed in the following table:

Performance Metrics	Reasons for Selection
<i>Corporate Metrics:</i>	
– A-EBITDA ⁽¹⁾	– A-EBITDA and FCF are two of the primary metrics tracked by Shareholders to evaluate the profitable growth of our business and our ability to generate returns for Shareholders
– Free Cash Flow ⁽¹⁾ (“FCF”)	
– Adjusted Net Earnings ⁽²⁾	– Adjusted Net Earnings provides a view of profitability at the corporate level
<i>Divisional Metrics:</i>	
– Divisional A-EBITDA or EBITDA	– Divisional executives are directly responsible for A-EBITDA / EBITDA results within their divisions
– Divisional Gross Billings / Gross Revenues	– Gross Billings / Revenues is a key indicator of our success in implementing the Corporation's growth strategy
– Divisional Operating Income	– Operating Income provides a view of profitability at the divisional level
<i>Individual Strategic Metrics:</i>	
– Strategic objectives that are directly impacted by each executive	– The HRCC believes that each executive should also be evaluated on the successful achievement of objectives that are linked to the Corporation's business strategy, as well as critical qualitative metrics, such as effective leadership and behaviours that demonstrate and promote the Corporation's core values

(1) A-EBITDA (Adjusted EBITDA) refers to earnings before interest, taxes, depreciation and amortization (EBITDA) adjusted for certain factors particular to the Corporation's business, such as changes in deferred revenue and future redemption costs. A-EBITDA also includes distributions and dividends received from equity-accounted investments. A-EBITDA is used by Management to evaluate performance and to measure compliance with debt covenants. Management believes A-EBITDA assists investors in comparing the Corporation's performance on a consistent basis without regard to depreciation and amortization, which are non-cash in nature and can vary significantly depending on accounting methods and non-operating factors such as historical cost. A-EBITDA is not a measurement based on GAAP, is not considered an alternative to operating income or net income in measuring performance, and is not comparable to similar measures used by other issuers. Free Cash Flow before dividends paid is defined as cash flows from operating activities, as reported in accordance with GAAP, less capital expenditures as reported in accordance with GAAP.

(2) Adjusted Net Earnings provides a measurement of profitability calculated on a basis consistent with A-EBITDA. Net earnings attributable to equity holders of the Corporation are adjusted to exclude Amortization of Accumulation Partners' contracts, customer relationships and technology, share of net earnings (loss) of equity-accounted investments and impairment charges. Adjusted Net Earnings includes the change in deferred revenue and Change in Future Redemption Costs, net of the income tax effect and non-controlling interest effect (where applicable) on these items at an entity level basis. Adjusted Net Earnings also includes distributions and dividends received from equity-accounted investments.

The weighting of corporate and divisional metrics depends on the level and scope of each executive position. Financial metrics are measured against specific targets set at the beginning of the plan year. Individual strategic metrics are measured using a mix of quantitative results and qualitative evaluation by

the HRCC of each executive's performance, including input from the CEO. Together, the financial and individual performance metrics can result in a total incentive payment from 0x to 2.0x the target amount.

The annual performance incentive formula for each of the NEOs, with the respective weightings of each metric, is shown in the following table:

2012 Annual Performance Incentive Plan Formula / Weightings

Role	Target Incentive (% of base salary)	Corporate Metrics			Divisional Metrics			Individual Metrics
		A-EBITDA	FCF	Adj Net Earnings	A-EBITDA / EBITDA	Billings / Revenues	Operating Income	
CEO	100%	30%	30%	20%		N/A		20%
CFO; COO and President & CEO US and APAC	65%	30%	30%	20%		N/A		20%
Presidents & CEOs, Canada and EMEA	65%	15%	15%	10%	15%	15%	10%	20%

The threshold, target and maximum performance levels and corresponding payouts are established annually by the HRCC based on the annual Board-approved targets for the Corporation's financial results. For A-EBITDA, FCF, Adjusted Net Earnings and Divisional Operating Income, the minimum threshold and maximum are 90% and 110% of target, respectively, while for Divisional Gross Billings / Gross Revenues the minimum threshold and maximum are 96% and 104% of target, respectively. The overall threshold for any payment under the Annual Performance Incentive Plan to any participant is the achievement of 85% of the annual Board-approved target for the Corporation's consolidated A-EBITDA to align bonuses with the Corporation's capacity to pay.

The HRCC strongly believes that the evaluation of performance and payouts under the Corporation's Annual Performance Incentive Plan is one of its key responsibilities. As such, the HRCC considers that it is important to exercise a degree of judgment when evaluating performance results. Therefore, the actual bonus paid to executives (including NEOs) is not purely formulaic. Rather, the Board retains the discretion to adjust the final bonus payable based on evaluation of other relevant factors. The Board exercised its discretion to make certain minor adjustments (positive and negative) to the regional results to take into account the impact of certain non-operating events.

The Annual Performance Incentive Plan threshold, target, and maximum performance objectives for 2012 are presented in the following table, along with the actual reported full year 2012 results.

	2012 Performance Objectives			Actual 2012 Results	
	Threshold	Target	Maximum	As reported	% of target ⁽¹⁾
<i>Corporate Performance Objectives and Results (in millions of CAD, except per share amounts)</i>					
A-EBITDA	\$335.6	\$372.9	\$410.2	\$402.6	108.0%
FCF	\$221.9	\$246.6	\$271.3	\$299.5	max
Adj. Net Earnings	\$208.7	\$231.9	\$255.1	\$268.5	max

	2012 Performance Objectives			Actual 2012 Results	
	Threshold	Target	Maximum	As reported	% of target ⁽¹⁾
<i>Divisional Performance Objectives and Results</i>					
Canada (in millions of CAD)					
A-EBITDA	\$347.0	\$385.5	\$424.1	\$396.1	103.6%
Gross Billings	\$1,302.1	\$1,356.4	\$1,410.7	\$1,292.6	95.3%
Operating Income	\$253.6	\$281.8	\$310.0	\$304.2	108.5%
EMEA (in millions of GBP)					
A-EBITDA	£27.0	£30.0	£33.0	£31.5	105.0%
Gross Billings	£381.0	£396.9	£412.8	£403.8	101.0%
Operating Income	£1.3	£1.4	£1.5	£13.7	max

(1) The percentage of target was adjusted to take into account certain consolidating adjustments which impacted the divisional reported results and were not included in the divisional target performance objectives.

The individual metrics, which have a 20% target weighting for NEO bonuses, are determined based on quantitative results and a qualitative evaluation by the HRCC of each NEO's performance, including input from the CEO. Strategic objectives for each NEO are established at the start of each year and include metrics from the following performance categories:

- Operational effectiveness and financial performance:
 - Revenue enhancement
 - Budget oversight and resource management
 - Project delivery that meets/exceeds targets
- Strategic innovation and business growth:
 - Customer service enhancements
 - Business, product and/or process design and development
 - Product and program enhancements
- Talent development and succession planning:
 - Development of effective leadership and communications processes within areas under control
 - Performance management systems applications
 - Identification and development of critical talent
- Enhancement of the Corporation's capabilities and reputation:
 - Global collaboration and execution of enterprise-wide initiatives
 - Sustainability of the business and the communities in which the Corporation operates
 - Enhancement of professional skill set

In the context of the overall business planning process, the Chairman of the Board of Directors and the Chair of the HRCC review and set the strategic performance objectives of the CEO, who in turn develops the individual performance objectives for the Corporation's most senior executives, including the NEOs, which reflect the specific strategic objectives within each of the categories listed above, in accordance with the executive's role, scope and specific mandate.

The Corporation offers a full suite of loyalty management services, including coalition loyalty, proprietary loyalty and loyalty analytics in a very highly competitive global environment, characterized by multiple competitor programs/services delivered through a very large variety of business models, including credit card operations within financial institutions, proprietary programs through retailers, and multi-partner coalition programs. In each of our operating markets, our programs and service offerings enjoy a leadership position, with active engagement of both consumers and commercial partners. As such, our commercial practices, business development, and consumer marketing efforts reflect significant differentiation that requires active protection from wide-ranging competitive challenges. The individual

performance objectives of the Corporation's executives include specific targets that would, if made public, provide explicit identification of both financial and strategic direction of the Corporation, including timing of strategic initiatives, and therefore provide highly competitive data as well as inappropriate market guidance to our competitors. As such, disclosure of the specific individual performance objectives of our executives would seriously prejudice the Corporation's interests and significantly weaken our ability to maintain and build our market leadership. Hence, these objectives are not disclosed.

However, in the spirit of nurturing increasing shareholder value and driving a performance-based reward system, the performance objectives for both disclosed and undisclosed metrics are appropriately ambitious and significantly difficult to achieve, so as to align with our performance-based rewards philosophy. Individual performance objectives are generally based on strategic activities that are aligned with the Corporation's long-range plan, and where applicable must generally meet or exceed the actual results from the prior year. The proportion of total compensation represented by this undisclosed component of the short-term incentive plan is provided in the "Total Compensation Pay Mix" table on page 54 under the column labeled "% of Total Compensation from Annual Incentive Plans".

Long-Term Incentives

The Corporation's long-term incentive programs are designed to provide eligible participants with incentive compensation that enhances the Corporation's ability to attract, retain and motivate the key contributors to drive the Corporation's long-term business success and to reward executives and other critical employees for significant performance that results in the Corporation meeting or exceeding its performance targets over the long-term. For the fiscal year ended December 31, 2012, long-term incentives were awarded under the LTIP. The LTIP provides for awards of Options and PSUs to eligible plan participants. A summary of the design of the awards granted in 2012 is provided in the following table:

LTIP Award Type	Design Details	Design Objectives
Options	<ul style="list-style-type: none"> – Exercise price set at the market price on the date of grant – Vest over four years from the date of grant, 25% per year – Expire seven years after the date of grant 	<ul style="list-style-type: none"> – Align plan participants with shareholders <ul style="list-style-type: none"> ○ Options only have value if the share price increases from the date of grant – Motivate plan participants to pursue strategies that will enhance shareholder value over the long term
Performance Share Units (PSUs)	<ul style="list-style-type: none"> – Vest at the end of three years from the date of grant – PSUs are earned based on the achievement of the Corporation's A-EBITDA growth targets over the three-year vesting period, with 50% weighted on the performance for each of the three years, and 50% on the aggregate performance for the full three year vesting period 	<ul style="list-style-type: none"> – Align plan participants with shareholders <ul style="list-style-type: none"> ○ PSU value directly tracks the share price – Reward plan participants for consistent earnings performance over the long-term <ul style="list-style-type: none"> ○ A-EBITDA was selected as the PSU performance metric since it is one of the principal metrics used by the investment community to evaluate the Corporation's performance and is considered to have an important impact on long-term value growth

The three-year A-EBITDA targets that apply to the PSU component of the LTIP are established based on the projections that are contained in the Corporation's three-year business plan, which is approved by the Board of Directors. The Corporation believes that the specific three-year A-EBITDA targets are competitively sensitive since they represent earnings projections into the future. Furthermore, since these targets reflect a rolling three-year performance horizon, and as the Corporation does not provide financial

forecasts with respect to these metrics in any of its public disclosure documents, disclosing such targets could be misinterpreted as guidance. Hence, these objectives are not disclosed. To support the Corporation's intent to continuously increase shareholder value and foster a performance-based reward mind-set, the targets approved by the Board for A-EBITDA growth rates reflect increasing expectations and demands on executives each year and explicitly align the leadership across the organization to our performance-based rewards philosophy. The percentage of each NEO's total compensation that is related to these PSU targets is shown in the "Total Compensation Pay Mix" table on page 54 under the column labeled "% of Total Compensation from Share-Based Awards".

The HRCC believes that the combination of PSUs and time-vesting Options provides a strong link between pay and performance, by focusing executives on both financial objectives over a three year time horizon (measured by A-EBITDA growth) and share price appreciation over the longer term.

In addition to the LTIP, a full description of which is provided in "Appendix C – Incentive Plans – The LTIP" of this Information Circular, the Corporation also manages the long-term incentive plans described below (details of which are also provided under "Appendix C – Incentive Plans").

- **Omnibus Plan:** In 2006, the Board of Directors approved the implementation of the Omnibus Plan for attraction and retention purposes. The only remaining outstanding awards under the Omnibus Plan were made as a result of pre-existing contractual commitments to the CEO. No further grants under the Omnibus Plan are anticipated, and the Omnibus Plan will terminate at the completion of the last award grant vesting cycle.
- **Deferred Share Unit Plan:** In 2008, the Board of Directors approved the DSU Plan in order to provide Directors and designated officers and executives of the Corporation with DSUs to promote a greater alignment of interests with the Shareholders. DSUs are a regular component of compensation for members of the Board of Directors and following an amendment to the DSU Plan implemented by the Board in 2012, are now sometimes used as new hire awards for senior executives.

Identification and Management of Risks Related to Compensation

In conjunction with the HRCC and the committee's external advisor, Management regularly reviews the Corporation's compensation programs to ensure that they do not encourage excessive or inappropriate risk taking. These reviews include stress testing incentive plan designs under various performance scenarios (from minimum threshold to maximum) to understand the impact on potential incentive payouts. In addition, the Corporation has adopted the following policies to help prevent excessive risk taking:

- Incentive compensation for all executives is balanced between short-term and long-term incentives to promote balanced decision making and ensure that executives do not make decisions that increase short-term payouts at the expense of long-term performance.
- Short-term incentive compensation plans include a variety of performance metrics so that executives must take a balanced view in order to earn incentive payouts, rather than focusing on a single goal to the detriment of others.
- The HRCC reviews and approves the achievement of performance objectives and regularly exercises judgement and discretion when finalizing incentive payouts under the Corporation's executive compensation plans.
- The Corporation has clawback provisions in place as described in the following section such that the Board of Directors may require the reimbursement or forfeiture of all or part of any incentive based compensation under certain circumstances.

- The Corporation has minimum shareholding guidelines and trading guidelines in place for all executives, as described in the following section, to ensure that executive interests are aligned with those of Shareholders and which prohibit certain hedging activities. In addition, the CEO is required to maintain his minimum share ownership level for a period of three (3) months after termination of his employment for any reason.

Clawback/Recoupment of Incentive-Based Compensation

Under the Corporation's clawback/recoupment policy (the "**Clawback Policy**"), the Board of Directors has the right, to the extent it determines in its discretion, to require the repayment or forfeiture by an Executive of all or part of any incentive-based compensation (including Options) in the event that: (i) the amount of any incentive-based compensation was calculated based upon, or contingent upon, the achievement of certain financial results that are subsequently the subject of, or affected by, a restatement of Aimia's financial statements for any reason, other than a change in accounting rules or policy with retroactive effect; and (ii) the amount of any incentive-based compensation would have been lower based on the restated financial results.

The clawback/recoupment applies in respect of any incentive-based compensation made in all fiscal periods affected by the restatement, at the discretion of the Board of Directors bearing in mind all facts and considerations. The clawback/recoupment shall be applied only to incentive-based compensation subsequent to the date of adoption of the Clawback Policy (*i.e.* March 2013), and the two fiscal years immediately prior to the year of adoption.

Clawback/recoupment shall not be greater than the difference between the incentive-based compensation earned and the incentive-based compensation that would have been earned had the incentive-based compensation been determined using the restated financial results.

For the purposes of the Clawback Policy, "*Executive*" means the members of Aimia's executive management committee, as well as the heads of any of Aimia's principal business units and any other person holding an executive function within Aimia or its principal operating subsidiaries, as the Board may in its discretion name in the event of a restatement, bearing in mind the relevant facts.

Senior Executives' Minimum Shareholding Requirements and Trading Guidelines

The CEO's employment agreement stipulates that he must achieve a minimum ownership level of Shares, Time-Vesting RSUs and DSUs equal to 4.0x his base salary as follows:

- 50% of minimum ownership level by December 1, 2009 (achieved); and
- 100% of minimum ownership level by June 1, 2012 (achieved).

The CEO is required to maintain his minimum share ownership level for a period of three (3) months after termination of his employment for any reason.

The Corporation has Shareholding Guidelines for Executives which were reviewed and updated by the HRCC in 2012. Under the revised guidelines, certain executives of the Corporation are required to maintain equities with an aggregate minimum value (the "**Minimum Share Ownership Value for Executives**") at least equal to (i) 2.0x the annual base salary for an Executive Vice-President; (ii) 1.25x the annual base salary for other officers of the Corporation; and (iii) 1.0x the annual base salary for the most senior executives reporting to an officer of the Corporation, in each case within a five-year period starting at the later of (a) January 1, 2009; and (b) the executives' date of hiring or promotion into a role that is subject to the guidelines. Equities that are included in the calculation of the guideline include Shares, DSUs, RSUs, the in-the-money value of vested options, earned PSUs, and 2/3 of any unearned PSUs that are within the performance cycle. The extent to which the Minimum Share Ownership Value for Executives is achieved will be evaluated annually at the end of each financial year. Any executive who is

not in compliance with the applicable guideline is required to retain 50% of all Shares vested or Options exercised (on an after-tax basis) until the guideline is met.

The Corporation also has trading guidelines in place for all Executives which specifically prohibit the purchase of financial instruments that are designed to hedge or offset a decrease in market value of the Corporation's securities.

Compensation of Named Executive Officers

CEO

The Chair of the HRCC works closely with the Chairman of the Board of Directors in completing the final performance appraisal of the CEO. The Chairman submits the annual performance appraisal and accompanying compensation recommendations to the HRCC for review and subsequent submission for approval by the Board of Directors.

In order to promote alignment between the CEO and the rest of his senior executive team, the CEO participates in the same Annual Performance Incentive Plan as described in the section titled "Short-Term Incentives" starting on page 44. A full discussion of the 2012 targets, results achieved, and the HRCC's evaluation of performance relative to the targets is provided on pages 45 and 46. The 2012 individual strategic objectives set by the Board of Directors for the CEO were focused on an important set of enterprise development objectives. Details regarding these objectives and the HRCC's assessment of the CEO's performance relative to these objectives are discussed in the following table.

Individual Strategic Objectives	Specific Areas of Focus in 2012	Discussion of Achievement in 2012
Deliver 2012 budget & continue to strengthen balance sheet	Achieve 2012 targets for revenue growth and profitability; optimize balance sheet and cash position.	<p>Evaluation: Outstanding</p> <p>The Corporation overall performed extremely well compared to budget, outperforming in many respects despite a slower global recovery than anticipated. Overall financial performance outpaced expectations due to rigorous cost management in tandem with successful negotiations with both existing and new key partners.</p> <p>Debenture issues and bank line renewals secure balance sheet for the long-term, minimizing refinancing risk.</p>
Cement global investor and corporate reputation	Build upon newly established investor base and strength of market profile.	<p>Evaluation: Exceeded expectations</p> <p>Shareholder relations continued to strengthen, with underlying fundamentals of Aimia's business more prominent, creating greater resilience in Share price. Government and community relations activities enhanced understanding of Aimia as a Canadian success story, as Aimia also rose on the world stage as title sponsor of the global loyalty conference series in all markets.</p>
Renew/develop foundations for future	Renegotiate key partner contracts and pursue strategies for growth in key markets.	<p>Evaluation: Expected</p> <p>Key contracts were renewed and/or extended with improved economics for the Corporation, coupled with new partner launches that exceeded expectations.</p> <p>US business positioned for growth with leadership renewal.</p>
Build for the future	<p>Develop global strategy function to enhance strategic planning and resource allocation.</p> <p>Build global capability, prioritizing opportunities.</p>	<p>Evaluation: Outstanding</p> <p>Defined new product/services construct for proprietary business. Embedded digital strategy into operations sparking business initiatives in major markets. EIM acquisition completed, bolstering US-based business loyalty capability. Prismah, the Brazilian joint venture with Multiplus S.A., launched and capability transfer commenced. Standard Charter Bank program contracted. Minority investment in China Rewards completed. PLM investment increased to 49%, strengthening partnership and financial position.</p>
Create focus across top-team and "one-team" culture	<p>Evaluate organizational structure to optimize for long-term growth.</p> <p>Continue to build executive team and pipeline.</p>	<p>Evaluation: Exceeded expectations</p> <p>New organizational construct developed and ready for 2013 implementation, focused on exploiting global strengths and creating global scale economies. Major progress on executive team build with strong candidates hired/on-boarded for critical executive roles. Global talent review and succession planning enhanced and further embedded in all regions.</p>

The CEO's achievements in the areas listed above led the HRCC to recommend to the Board of Directors that the CEO be awarded an annual cash bonus for 2012 of 190% of the base salary earned in 2012, in accordance with the formula set forth under "Short-Term Incentives" on page 45. Details regarding the calculation of the annual performance incentive for the CEO are provided in the following table:

Role	2012 Base Salary Paid (CAD)	Target Incentive (% of base salary)	Payout Achieved		Annual Incentive Paid (CAD) ⁽¹⁾
			Corporate Metrics	Individual Metrics	
CEO	\$789,215	100%	192% of target	Exceeds Expectations	\$1,500,000

(1) Represents the total annual incentive paid, as adjusted based on Board discretion.

The CEO participates in the LTIP, with the same terms and conditions as described in the section "Long-Term Incentives" starting on page 47.

For the financial year ended December 31, 2012, the following recommendations on compensation for the CEO were submitted for review and subsequently approved by both the HRCC and the Board of Directors:

- The CEO's base salary was increased to \$800,000.
- The CEO's target annual bonus was unchanged in 2012.
- The CEO was awarded a bonus under the Annual Performance Incentive Plan in the amount of \$1,500,000 (190% of the aggregate base salary earned in 2012, as described above).
- The CEO was granted 263,280 Options and 64,000 PSUs under the LTIP with the same vesting terms and conditions as those described in the "Long-Term Incentives" section starting on page 47.

Other Named Executive Officers

All of the Corporation's NEOs identified in the Summary Compensation Table on page 56 participate in the same Annual Performance Incentive Plan as described in the section titled "Short-Term Incentives" starting on page 44.

The CEO works closely with the Chairman of the Board and the HRCC to establish financial and individual performance objectives for each of the executive officers of the Corporation, including the NEOs. The critical financial and individual performance categories are described starting on page 46, with specific individual areas of focus aligned to each executive's roles and responsibilities. The set of each executive's individual strategic objectives includes specific targets that would, if made public, provide explicit identification of both the financial and strategic direction for the Corporation, including timing of strategic initiatives, and therefore provide highly competitive data as well as inappropriate market guidance to our competitors. The HRCC believes that disclosure of the specific individual strategic objectives under the Annual Performance Incentive Plan would seriously prejudice the Corporation's interests and significantly weaken our ability to maintain and build our market leadership. Hence, these objectives are not disclosed. The CEO develops an annual performance appraisal for each of the executive officers, including the NEOs, based on quantitative results and a qualitative evaluation of each executive's performance measured against the predetermined criteria set at the beginning of each fiscal year. These performance appraisals are used to determine the individual performance rating, which is worth 20% of the target annual performance incentive and is presented to the HRCC for subsequent submission for approval by the Board of Directors.

The following table provides additional detail regarding the annual performance incentive calculation for each of the NEOs for the 2012 performance year. Bonuses awarded to the NEOs with respect to financial year 2012 were determined by applying the Annual Performance Incentive Plan formula presented in the section “Short-Term Incentives” (the same formula that was used to determine the CEO’s bonus) and also reflect any adjustments made by the Board of Directors based on their judgement and discretion. A full discussion of the 2012 targets, results achieved, and the HRCC’s evaluation of performance relative to the targets is provided on pages 45 and 46.

Role	2012 Base Salary Paid (CAD)	Target Incentive (% of base salary)	Payout Achieved			Annual Incentive Paid (CAD) ⁽¹⁾
			Corp. Metrics	Div. Metrics	Ind. Metrics	
CFO	\$453,253	65%	192% of target	N/A	Exceeds	\$541,777
President & CEO EMEA ⁽²⁾	\$574,533	65%	192% of target	148% of target	Exceptional	\$683,465
President & CEO Canada	\$418,564	65%	192% of target	119% of target	Exceeds	\$420,609
COO and President & CEO US and APAC	\$398,632	65%	192% of target	N/A	Exceeds	\$476,489

(1) Represents the total annual incentive paid as adjusted based on Board discretion.

(2) All amounts have been converted from British pounds to Canadian dollars using a conversion rate of \$1.6099 per GBP, which corresponds to the GBP to CAD exchange rate on December 31, 2012.

(3) The Corporation’s COO assumed the additional responsibility of President and CEO US & APAC in October 2011. Due to the interim nature of this role, her bonus for 2012 was calculated based on corporate and individual results and did not include a divisional component (although results for the US & APAC region are included in the consolidated corporate results).

In addition to the annual performance incentive awards described in the preceding table, each of the NEOs was granted awards under the LTIP in 2012 as shown in the following table. None of the NEOs exercised any of their vested Options in 2012.

Role	Target Annual LTIP (% of base salary) ⁽¹⁾⁽²⁾	Annual 2012 LTIP Awards		
		Options		PSUs
		# of Options	Exercise price	# of PSUs
CFO	100%	128,350	\$12.50	10,400
President & CEO EMEA	100%	148,100	\$12.50	12,000
President & CEO Canada	100%	103,670	\$12.50	8,400
COO and President & CEO US and APAC	100%	123,420	\$12.50	10,000

(1) The HRCC has the discretion to make annual LTIP awards above or below target, based on the recommendations of the CEO.

(2) The target annual LTIP was awarded in a mix of 75% Options and 25% PSUs for EVPs and Region Presidents in 2012.

Please refer to the Summary Compensation Table and other tabular disclosure on page 56 of this Information Circular for further details on the total compensation awarded to the NEOs for the 2012 financial year.

Total Compensation Pay Mix

The following table provides the “pay mix” (as hereinafter defined) of the total compensation awarded in 2012 for each of the NEOs. “Pay mix” is the resulting relative value of each compensation element following the allocation of total compensation value. It is expressed as a percentage of the total compensation.

Name and Principal Position	% of Total Compensation from Salary	% of Total Compensation from Share-Based Awards	% of Total Compensation from Option-Based Awards	% of Total Compensation from Annual Incentive Plans	% of Total Compensation from Pension Value	% of Total Compensation from All Other Compensation
Rupert Duchesne CEO	18%	18%	19%	35%	3%	7%
David L. Adams CFO	28%	8%	24%	33%	4%	3%
David Johnston President & CEO EMEA ⁽¹⁾	29%	8%	23%	34%	0%	6%
Vince Timpano President & CEO Canada	30%	7%	23%	30%	4%	6%
Elizabeth Graham COO and President & CEO US and APAC ⁽²⁾	26%	8%	25%	32%	4%	5%

(1) Effective February 27, 2013, David Johnston was named Group Chief Operating Officer of the Corporation.

(2) Effective February 27, 2013, Elizabeth Graham was named Executive Vice President, Operations and Strategic Initiatives.

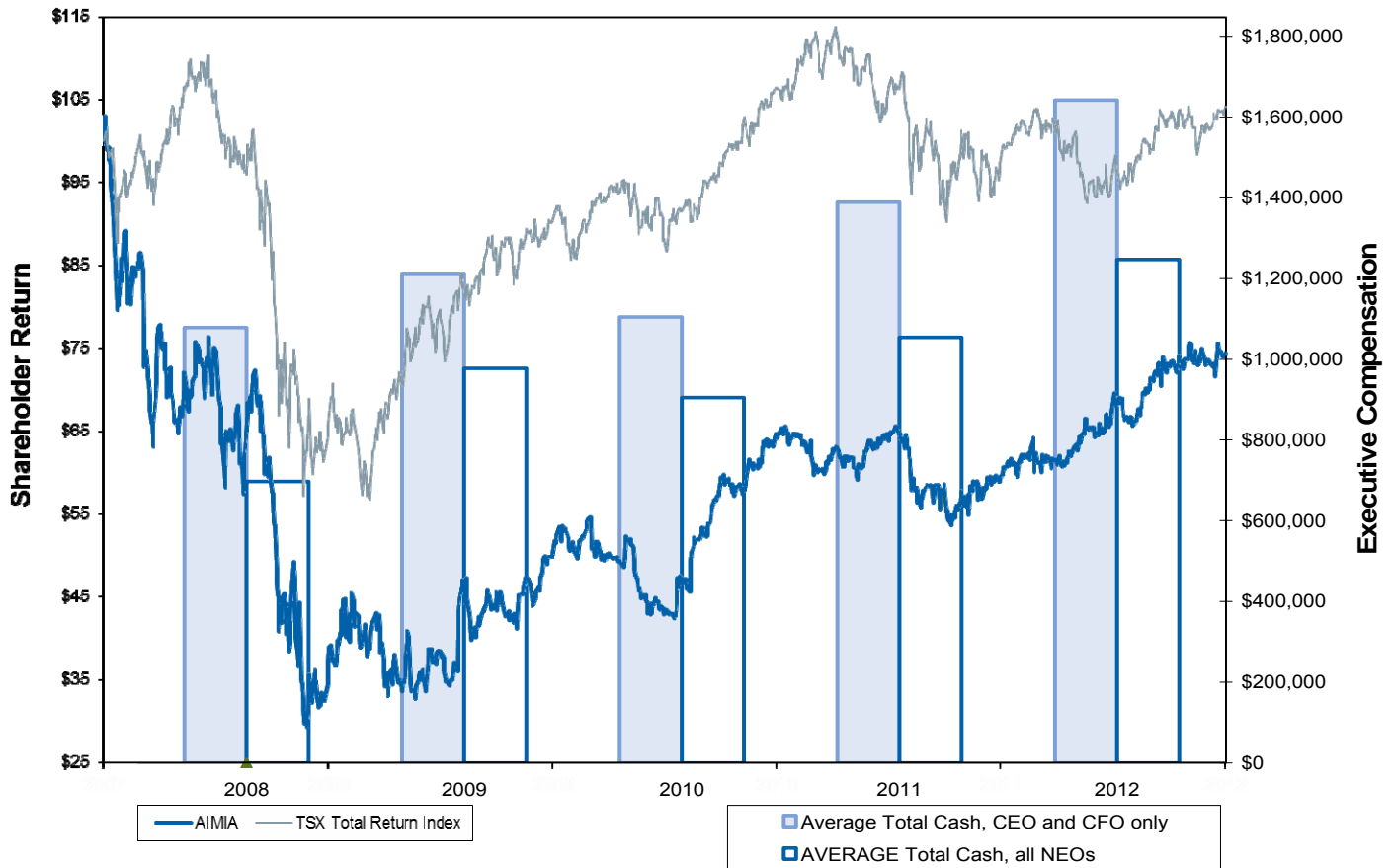
The percentage of NEO total cash compensation (base salary and annual performance incentive) and total compensation that resulted from the achievement of individual performance objectives within the Annual Performance Incentive Plan that are based on qualitative and quantitative assessment of metrics that are not fully disclosed, as described on page 46, is shown in the following table. The HRCC believes that the performance objectives for both disclosed and undisclosed metrics are appropriately ambitious and significantly difficult to meet to ensure the leadership across the organization recognizes and delivers upon our performance-based rewards philosophy.

Name and Principal Position	% of Compensation Based on Metrics Not Fully Disclosed	
	% of Total Cash Compensation (Base Salary + Annual Performance Incentive)	% of Total Compensation
David L. Adams CFO	8.9	5.4
David Johnston President & CEO EMEA	10.7	6.8
Vince Timpano President & CEO Canada	9.7	5.8
Elizabeth Graham COO and President & CEO US and APAC	8.9	5.2

Alignment of Executive Compensation with Shareholder Interests

The following performance graph compares the total cumulative return of a \$100 investment in Aeroplan Income Fund units made on January 1, 2008, with the cumulative return on the S&P/TSX Composite Total Return Index for the period beginning January 1, 2008 and ended December 31, 2012, and with the average cash compensation paid to the Corporation’s CEO and CFO, and to all the NEOs, over the same

period of time. It assumes reinvestment of all distributions and dividends during the covered period. As a result of the conversion from an income fund to a corporation, the units of Aeroplan Income Fund were delisted from the TSX on June 27, 2008, at which time the Corporation's Shares commenced trading on the TSX.



Average cash compensation is based on the sum of the base salary and bonus (or non-equity incentive plan compensation) paid to NEOs as reported in the Corporation's proxy circulars for the years ending on December 31, 2008 through to December 31, 2012. For consistency and comparability, in years where more than five NEOs were reported, the sum of the base salary and bonus (or non-equity incentive plan compensation) paid to the five highest-paid NEOs were included in the calculation. For 2010, average compensation was calculated excluding the one-time bonus paid by the Corporation pursuant to a one-year post-transaction retention agreement between Carlson Marketing and Jeff Balagna that was established before the Corporation acquired Carlson Marketing.

As demonstrated above, the overall corporate performance of the Corporation, and its predecessor Aeroplan Income Fund, was impacted more severely during the global downturn in financial markets in 2008 than the Canadian public companies community, as represented by the S&P/TSX Composite Total Return Index. Similarly, total cash compensation for the Corporation's NEOs was lower in 2008 relative to both prior and subsequent years.

Since 2009, while navigating through the recession, the Corporation continued to focus on strategic and operational execution. Management succeeded in transforming the business to become a global leader in loyalty management with a substantially diversified revenue base and geographical reach into many G20 countries, enhancing the Corporation's positioning for future growth. The Total Return of the Corporation, from 2009 to the end of 2012, is 17.6% on a compound annual growth basis. This compares to the S&P/TSX Total Return for the same period of 12.8% on a compound annual growth basis. Over this period, due to the Corporation's international growth and diversification, several new executives have joined in senior leadership roles at compensation levels commensurate with roles and responsibilities they now hold. Since 2009, NEO and CEO/CFO average total cash compensation levels have increased

15.6% and 11.1%, respectively, on a compound annual growth basis, but remain below the Corporation's Total Return for the same period.

In 2012, the Corporation's strategic and operational performance was demonstrated by the financial results reported by the Corporation's EMEA region and the Corporation's successful investment in Club Premier, together with record Adjusted EBITDA from the Aeroplan program and significant generation of Free Cash Flow for Aimia as a whole. The Total Return to Shareholders was 25% in 2012 compared to the S&P/TSX Total Return of 7%. NEO and CEO/CFO average total cash compensation levels increased 18% for the same period.

On a cumulative basis, total cash compensation paid to NEOs over the last five years represents 1.5% of the \$1.63 billion of A-EBITDA generated by the Corporation during the period (calculation of five year A-EBITDA is based on IFRS for 2010, 2011 and 2012 and on prior Canadian GAAP for 2008 and 2009). The compensation awarded to Management reflects both fundamental business-building achievements to date, and an incentive to pursue value creation by sustaining a long-term focus on business strategy. In addition, long-term incentive programs serve the purpose of further tying executive compensation to the long-term performance of the Corporation and to Shareholders' interests.

Summary Compensation Table

The following table sets forth the annual compensation, including total compensation, for the financial years ended December 31, 2012, December 31, 2011 and December 31, 2010 for the CEO, the CFO and the three (3) other most highly compensated executive officers of the Corporation and its subsidiaries.

Name and Principal Position	Year	Salary (\$)	Share-Based Awards ⁽¹⁾ (\$)	Option-Based Awards ⁽²⁾ (\$)	Non-Equity Incentive Plan Compensation – Annual Incentive Plans ⁽³⁾ (\$)	Pension Value ⁽⁴⁾ (\$)	All Other Compensation ⁽⁵⁾ (\$)	Total Compensation (\$)
Rupert Duchesne ⁽⁶⁾ CEO	2012	789,215	800,000	803,004	1,500,000	111,885	305,018 ^{(5)(a)}	4,309,122
	2011	767,367	769,996	765,673	1,225,222	103,620	312,214	3,944,092
	2010	731,682	871,200	-	841,434	98,527	266,862	2,809,705
David L. Adams ⁽⁷⁾ CFO	2012	453,253	130,000	391,468	541,777	57,578	50,229 ^{(5)(b)}	1,624,305
	2011	398,632	124,997	372,892	387,800	48,310	52,355	1,384,986
	2010	378,241	88,773	311,174	258,149	45,511	62,468	1,144,316
David Johnston ⁽⁸⁾ President & CEO EMEA	2012	574,533	150,000	451,705	683,465	-	129,004 ^{(5)(c)}	1,988,707
	2011	448,398	163,495	487,744	457,737	-	108,066	1,665,438
	2010	415,669	162,750	945,471	318,890	-	96,894	1,939,674
Vince Timpano President & CEO Canada	2012	418,564	105,000	316,194	420,609	60,560	79,199 ^{(5)(d)}	1,400,126
	2011	418,564	115,494	344,553	408,942	51,300	63,155	1,402,008
	2010	408,368	98,636	345,748	278,711	50,030	54,450	1,235,943

Name and Principal Position	Year	Salary (\$)	Share-Based Awards ⁽¹⁾ (\$)	Option-Based Awards ⁽²⁾ (\$)	Non-Equity Incentive Plan Compensation – Annual Incentive Plans ⁽³⁾ (\$)	Pension Value ⁽⁴⁾ (\$)	All Other Compensation ⁽⁵⁾ (\$)	Total Compensation (\$)
Elizabeth Graham COO and President & CEO US and APAC	2012	398,632	125,000	376,431	476,489	61,922	69,353 ^{(5)(e)}	1,507,827
	2011	370,268	112,501	335,602	384,274	44,055	67,490	1,314,190
	2010	330,731	76,250	263,633	247,221	38,385	50,601	1,006,821

- (1) This column shows the compensation value that was allocated to PSUs.
- (2) This column shows the compensation value that was allocated to Options.
- (3) The amounts in this column are paid as annual cash bonuses and are reported for the fiscal year in which they were earned. Please refer to “Compensation of Named Executive Officers” for a description of such amounts.
- (4) This column includes the annual compensatory value from the Defined Contribution Plan and the SERP. Please refer to “Pension Plan Benefits – Defined Contribution Plans Table” below.
- (5) The value in this column includes all other compensation not reported in any other column of the table for each of the NEOs. Executive officers receive a flexible perquisites allowance as described under “Perquisites and Other Benefits”, the value of which is a percentage of their base salary. They can choose to use their allowance against various executive compensation items, such as car lease and maintenance expenses, improved health, life, AD&D and long-term disability insurance, financial planning and club memberships, among others. NEOs also receive Aeroplan Program membership privileges. The value of the dividend equivalents in the form of additional RSUs and DSUs credited during the financial year in NEOs’ accounts pursuant to the terms the Omnibus Plan and/or the DSU Plan, as applicable, and which are equivalent to the dividends paid on Shares, is also included in this column, as well as the Corporation’s contribution to a NEO’s personal registered retirement saving plan (RRSP) or similar pension scheme, if applicable.
- (5)(a) The amount in this column for Rupert Duchesne includes the value of dividend equivalents in the form of additional RSUs and DSUs credited during the financial year to Mr. Duchesne’s accounts pursuant to the terms of the Omnibus Plan and the DSU Plan which are equivalent to the dividends paid on Shares representing an aggregate amount of \$161,834 and an amount of \$143,184 representing the aggregate value of perquisites, including \$89,300 related to his Corporation-owned vehicle (lease, maintenance, gas, insurance, among other things) and \$9,955 related to his Aeroplan Program membership privileges.
- (5)(b) The amount in this column for David L. Adams includes the value of dividend equivalents in the form of additional DSUs credited during the financial year to Mr. Adams’ accounts pursuant to the terms of the DSU Plan which are equivalent to the dividends paid on Shares representing an aggregate amount of \$4,197 and an amount of \$46,032 representing the aggregate value of perquisites, including \$23,102 related to his Corporation-owned vehicle (lease, maintenance, gas, insurance, among other things) and \$11,727 related to his Aeroplan Program membership privileges.
- (5)(c) The amount in this column for David Johnston represents the sum of (i) an amount of \$71,551 representing the aggregate value of perquisites, including a flexible perquisites allowance amount of \$66,408 and (ii) the employer’s 2012 contribution of \$57,453 to Mr. Johnston’s retirement plan.
- (5)(d) The amount in this column for Vince Timpano includes the value of dividend equivalents in the form of additional DSUs credited during the financial year to Mr. Timpano’s accounts pursuant to the terms of the DSU Plan which are equivalent to the dividends paid on Shares representing an aggregate amount of \$2,598 and an amount of \$76,601 representing the aggregate value of perquisites, including \$31,345 related to his Corporation-owned vehicle (lease, maintenance, gas, insurance, among other things) and \$11,093 related to his Aeroplan Program membership privileges.
- (5)(e) The amount in this column for Elizabeth Graham includes the value of dividend equivalents in the form of additional DSUs credited during the financial year to Ms. Graham’s accounts pursuant to the terms of the DSU Plan which are equivalent to the dividends paid on Shares representing an aggregate amount of \$20,172 and an amount of \$49,181 representing the aggregate value of perquisites, including \$28,695 related to her Corporation-owned vehicle (lease, maintenance, gas, insurance, among other things) and \$11,720 related to her Aeroplan Program membership privileges.
- (6) Mr. Duchesne’s base salary increased to \$800,000 on April 1, 2012.
- (7) Mr. Adams’ base salary increased to \$475,000 on April 1, 2012.
- (8) David Johnston joined the Corporation on January 11, 2010 at an annualized salary of £275,000 as per his employment contract. The amounts reported for the financial year 2010 represent compensation awarded to him from his hire date to December 31, 2010 and were converted from British Pounds to Canadian dollar using a conversion rate of 1.5513 which corresponds to the exchange rate on December 31, 2010. Mr. Johnston’s base salary increased to £375,000 on April 1, 2012.

All amounts reported for the financial year 2012 have been converted using a conversion rate of \$1.6099 per GBP, which corresponds to the exchange rate on December 31, 2012.

For the year ended December 31, 2012 the number of PSUs awarded was determined by taking the target PSU value awarded and dividing it by \$12.50, which is the average closing price of the Shares on the TSX for February 27, 28 and 29, 2012, the three trading day period following the last day of the black-out period following the announcement of the Corporation's annual financial results.

The number of Options granted was determined by taking the target option award value and dividing it by \$3.05, their estimated fair market value on the date of grant. The assumptions used to determine the fair value of Options are based on the binomial options pricing model as follows: for the Options granted to NEOs, exercise price: \$12.50, which represents the average closing price of the Shares on the TSX for February 27, 28 and 29, 2012, the three trading day period following the last day of the black-out period following the announcement of the Corporation's annual financial results; risk-free rate: 1.49%; dividend yield: 4.80%; Share price expected volatility: 34.10%; Option life: 7 years. This valuation is slightly different from the one used to determine the stock-based compensation expense recorded in the Corporation's financial statements for the year ended December 31, 2012 because the full 7-year Option term is used to establish the compensation value of the Options, while an expected life of 5.25 years is used to calculate the accounting value for expensing purposes.

The total cost of compensation in 2012 to the NEOs represented 2.69% of the Corporation's A-EBITDA for 2012 of \$402.6M and 0.42% of the Corporation's market capitalization as at December 31, 2012 of \$2.56B.

Incentive Plan Awards

Outstanding Share-based Awards and Option-based Awards

The following table indicates for each of the NEOs all awards outstanding at the end of the 2012 financial year.

Name	Option-Based Awards				Share-Based Awards		
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-The-Money Options ⁽¹⁾ (\$)	Number of Shares or Units of Shares that have not Vested ⁽²⁾ (#)	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⁾ (\$)
Rupert Duchesne CEO	263,280	12.50	March 1, 2019	623,974	211,726	3,148,364	1,184,217
	196,831	12.79	March 3, 2018	409,408			
David L. Adams CFO	128,350	12.50	March 1, 2019	304,190	30,067	447,094	76,364
	95,859	12.79	March 3, 2018	199,387			
	90,986	10.85	March 4, 2017	365,764			
	90,000	8.47	March 4, 2016	576,000			
	50,000	15.07	August 20, 2015	-			

Name	Option-Based Awards				Share-Based Awards		
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-The-Money Options ⁽¹⁾ (\$)	Number of Shares or Units of Shares that have not Vested ⁽²⁾ (#)	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⁾ (\$)
David Johnston President & CEO EMEA	148,100	12.50	March 1, 2019	350,997	39,783	591,573	-
	125,384	12.79	March 3, 2018	260,799			
	166,808	10.85	March 4, 2017	670,568			
	100,000	11.33	January 10, 2017	354,000			
Vince Timpano President & CEO Canada	103,670	12.50	March 1, 2019	245,698	27,581	410,124	47,272
	88,574	12.79	March 3, 2018	184,234			
	101,096	10.85	March 4, 2017	406,406			
	75,086	8.47	March 4, 2016	480,550			
	50,000	7.52	November 19, 2015	367,500			
Elizabeth Graham COO and President & CEO US and APAC	123,420	12.50	March 1, 2019	292,505	34,052	506,360	367,071
	86,273	12.79	March 3, 2018	179,448			
	77,086	10.85	March 4, 2017	309,886			
	58,077	8.47	March 4, 2016	371,693			
	50,000	15.07	August 20, 2015	-			

- (1) The value of unexercised in-the-money Options at financial year-end is calculated on outstanding vested and unvested Options and based on the difference between the closing price of the Shares on December 31, 2012 on the TSX (\$14.87) and the exercise price. Where the results are negative, a "-" is disclosed.
- (2) RSUs granted under the Omnibus Plan; PSUs granted under the LTIP; and DSUs granted under the DSU Plan. The numbers shown in this column are the unvested balances in the individual accounts as at December 31, 2012, and include RSUs granted in 2010 (for Rupert Duchesne only), and PSUs (for all NEOs) and 25% of DSUs (for all NEOs except David Johnston) granted in 2009, as well as RSUs and DSUs accrued as a result of distributions/dividends reinvested between the grant date and December 31, 2012 and which could be awarded to the NEO upon vesting, subject to Board approval. The numbers include RSUs and PSUs that were approved for vesting by the Board of Directors on February 28, 2013, on recommendation of the HRCC.
- (3) The amounts shown in this column are the product of the total number of unvested RSUs, PSUs and DSUs, as applicable, held in the individual accounts as at December 31, 2012 multiplied by the closing price of the Shares on the TSX as of December 31, 2012 (\$14.87), assuming target performance metrics will be met. The actual number of RSUs, PSUs and DSUs that could vest is subject to each NEO's continued employment up to the end of the respective cycles, and, with respect to some RSUs and all PSUs, achievement of the Corporation's performance targets for the respective cycles and the Board's approval.
- (4) The amounts shown in this column are the product of the total number of vested RSUs and DSUs, as applicable, that have not been paid out or distributed as at December 31, 2012 multiplied by the closing price of the Shares on the TSX as of December 31, 2012 (\$14.87).

Incentive-Plan Awards -Value Vested or Earned during the Year

The following table indicates for each of the NEOs the value on vesting of all awards and the bonus payout during the 2012 financial year.

Name	Option-Based Awards Value Vested During the Year ⁽¹⁾ (\$)	Share-Based Awards Value Vested During the Year ⁽²⁾ (\$)	Non-Equity Incentive Plan Compensation – Value Earned During the Year ⁽³⁾ (\$)
Rupert Duchesne CEO	-	1,269,263	1,500,000
David L. Adams CFO	121,420	197,246	541,777
David Johnston President & CEO EMEA	86,303	N/A	683,465
Vince Timpano President & CEO Canada	201,869	159,925	420,609
Elizabeth Graham COO and President & CEO US and APAC	104,019	251,265	476,489

- (1) The amounts in this column represent the product of the number of Options that vested during the year ended on December 31, 2012 multiplied by the difference between the closing price of the Shares on the TSX on the vesting dates, namely on January 10, 2012 (\$12.28) (\$0.95 in-the-money), March 5, 2012 (\$12.35) (out-of-the-money, \$1.50 in-the-money and \$3.88 in-the-money), August 20, 2012 (\$14.08) (out-of-the-money) and November 19, 2012 (\$14.81) (\$7.29 in-the-money) and their exercise price. "N/A" means that no Options have vested.
- (2) The amounts shown in this column include the value based on the share price on their respective payment dates of (i) the time-based RSUs awarded in 2009 to Rupert Duchesne pursuant to the Omnibus Plan that were approved for vesting on February 28, 2012, by the Board of Directors, on the recommendation of the HRCC, based on the achievement of performance criteria for the 2011 financial year; (iii) 100% of the PSUs awarded to Messrs. Adams and Timpano and Ms. Graham on March 4, 2009 that became vested on March 4, 2012 pursuant to the terms of their grant; and (iv) 25% of the DSUs awarded to Messrs. Duchesne, Adams and Timpano and Ms. Graham on March 6, 2009 that became vested on March 6, 2012 pursuant to the terms of their grant. The amounts include the value of the sum of (i) such vested RSUs, PSUs and DSUs plus (ii) the number of RSUs and DSUs purchased with monies accrued to the participants on distributions/dividends on their vested RSUs and DSUs over the period running from the grant date to December 31, 2012 for the vested and yet unpaid performance-based RSUs under the Omnibus Plan and for the vested and yet unpaid DSUs.
- (3) The amounts in this column represent the annual cash bonuses paid with respect to the 2012 financial year as presented in the "Summary Compensation Table".

Securities Authorized for Issuance under Equity Compensation Plan

The LTIP is the only compensation plan under which equity securities of the Corporation have been authorized for issuance. Please see "Appendix C – The LTIP" for a description of the plan.

The following table outlines the number of Shares to be issued upon the exercise of outstanding Options under the LTIP, the weighted average exercise price of the outstanding Options, and the number of Shares available for future issuance under the LTIP, all as at December 31, 2012.

Plan Category	(a) Number of Securities to be Issued upon Exercise of Outstanding Options as at December 31, 2012	(b) Weighted-Average Exercise Price of Outstanding Options as at December 31, 2012	Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (excluding securities reflected in column (a)) as at December 31, 2012
Equity Compensation Plans Approved by Securityholders	5,861,266	\$12.04	3,560,780
Equity Compensation Plans Not Approved by Securityholders	-	N/A	-
TOTAL	5,861,266	\$12.04	3,560,780

Pension Plan Benefits

The following table sets forth the changes in the aggregate accumulated values in the Defined Contribution Plan and the SERP for each NEO in the past fiscal year.

Defined Contribution Plans Table

Name	Accumulated Value at Start of Year (\$)	Compensatory⁽¹⁾ (\$)	Accumulated Value at Year End (\$)
Rupert Duchesne CEO	607,673	111,885	748,952
David L. Adams CFO	235,178	57,578	317,587
David Johnston⁽²⁾ President & CEO EMEA	-	-	-
Vince Timpano President & CEO Canada	212,618	60,560	294,164
Elizabeth Graham COO and President & CEO US and APAC	286,066	61,922	374,854

(1) Employer contribution in 2012 under the Defined Contribution Plan and SERP, as described under "Retirement Plans" on page 43 of this Information Circular and below.

(2) Mr. Johnston, being a UK resident, does not participate in the Defined Contribution Plan or the SERP. The Corporation's contribution to Mr. Johnston's pension arrangement is reported in the "Summary Compensation Table" under "All Other Compensation".

Narrative Discussion

All NEOs based in Canada participate in the Corporation's Defined Contribution Plan. Under this plan, each NEO contributes 7.5% of his/her base salary to the plan annually and the Corporation makes a matching contribution equal to 7.5% of such NEO's base salary on an annual basis.

In the event that the combined employer and employee contributions exceed the money purchase limit as defined in the *Income Tax Act* (Canada), the Corporation will contribute an amount equal to 15% of the NEO's excess pensionable earnings to the SERP.

NEOs based in the United Kingdom participate in the retirement savings plan established for all UK-based employees. Under the plan, the employer contributes 10% of base salary provided the executive also contributes 5% of base salary. There is no supplemental retirement plan for UK-based NEOs.

Termination and Change of Control Benefits

Termination Without Cause

All of the NEOs benefit from severance arrangements upon termination without cause.

With the exception of Rupert Duchesne, pursuant to the terms and conditions of their employment agreements, if the employment of a NEO is terminated without cause, the individual is entitled to severance equal to 12 months of base salary, with an additional month per year of continuous service exceeding 12 years, up to an all inclusive maximum of 24 months (subject to a minimum period of 18 months for Mr. Adams) (the “**Severance Period**”). Each of the NEOs is also entitled to a lump sum cash amount equal to the product of (i) the number of months included in the Severance Period divided by 12; and (ii) the average amount of the bonus, which was paid to the executive in respect of each of the two calendar years preceding termination. In addition, within 30 days following the approval by the Board of Directors of the Corporation’s audited annual financial statements for the year during which the executive was terminated, and provided that the corporate performance during the year of such termination results in the payment of bonuses, he or she will be entitled to an amount equal to the bonus for the calendar year of such termination calculated at target multiplied by the number of days from January 1 of the calendar year of such termination to the date of termination, divided by 365. Furthermore, each of the NEOs will continue to receive basic health, dental and life insurance benefits, as well as an annual spending perquisites allowance, covering items such as certain professional services, supplementary insurances, executive medical services, and company car expenses, with certain exceptions, until the earlier of the expiry of the Severance Period or the date the executive secures alternate employment with comparable perquisites. The executive shall also be deemed to accumulate service during the Severance Period for purposes of the SERP and Defined Contribution Plan (retirement savings plan in the case of David Johnston) and the executive and the Corporation shall continue to make the required contributions to the SERP and Defined Contribution Plan (retirement savings plan in the case of David Johnston) during the Severance Period, in accordance with the terms of the plans.

Rupert Duchesne’s employment agreement provides that if his employment is terminated by the Corporation without cause, he is entitled to a lump sum severance payment equal to 24 months of his base salary plus two times the average amount of his bonus received in each of the two calendar years preceding the year of termination, and he will continue to be entitled to the benefits, perquisites and other payments, as described above for the other NEOs, for 24 months following his termination without cause. In addition, within 30 days following the approval by the Board of Directors of the Corporation’s audited annual financial statements for the year during which Rupert Duchesne was terminated, Mr. Duchesne will be entitled to an amount equal to the bonus for the calendar year of such termination multiplied by the number of days from January 1 of the calendar year of such termination to the date of termination, divided by 365.

All of the agreements for the NEOs described above provide for non-compete and non-solicitation restrictions upon termination of employment.

Change in Control Policy

The Corporation’s change in control policy, adopted by the Board of Directors on June 19, 2008 (as amended), upon recommendation of the HRCC (the “**Change in Control Policy**”), is designed to (a) retain certain executive officers of the Corporation (each, a “**Specified Executive**”) through a period of potential uncertainty; (b) enhance the value of the Corporation and preserve value for Shareholders; (c) preserve the neutrality of the Specified Executives in negotiating and executing a potential Change in Control (as defined in the Change in Control Policy) transaction; (d) ensure that the Specified Executives’

focus is on the best potential outcome for Shareholders; and (e) provide certain arrangements for Specified Executives whose employment with the Corporation is terminated following a Change in Control.

The Change in Control Policy provides that in the event of a Specified Executive's Termination Due to a Change in Control (defined in the Change in Control Policy as termination without cause during the period commencing thirty (30) days prior to the Change in Control and ending on the date which is twenty-four (24) months after the Change in Control), the Specified Executive shall be entitled to receive (a) an amount equal to the Specified Executive's accrued but unpaid annual salary for the period to and including the termination date, together with an amount equal to any accrued but unused vacation entitlement; (b) an amount equal to the annual bonus the Specified Executive would be entitled to receive, prorated until the termination date; (c) a lump sum equal to (i) three times the Specified Executive's annual salary, in the case of the CEO, and (ii) the Specified Executive's annual salary for a period equal to the product of: (A) twelve (12) months, with an additional month per year of continuous service exceeding 12 years; and (B) one and a half, up to an all inclusive maximum period of twenty-four (24) months, in the case of an Executive Vice-President or a Senior Vice-President; (d) a lump sum equal to (i) three times the Specified Executive's average annual bonus, in the case of the CEO, and (ii) in the case of an Executive Vice-President or a Senior Vice-President, the product of (A) the Specified Executive's average annual bonus paid in the last two fiscal years prior to the Change in Control by (B) the number of months included in the Severance Period of such Specified Executive, divided by 12; (e) the perquisites listed in the Specified Executive's employment agreement, for a period equivalent to the earlier of the end of the Severance Period or the date the Specified Executive secures alternate employment with comparable perquisites; (f) coverage under all group, life, medical, dental, supplementary life, annual health spending and similar account benefits listed in the Specified Executive's employment agreement for a period equivalent to the earlier of the end of the Severance Period or the date the Specified Executive secures alternate employment with comparable benefits; (g) reimbursement for all expenses incurred, in accordance with the Corporation's expense reimbursement policy; (h) subject to the terms of any applicable indemnification agreements, maintenance of coverage for the maximum extended reporting period available under any directors' and officers' liability insurance that is in place at the time of the termination; and (i) the executive shall also be deemed to accumulate service during the Severance Period for purposes of the SERP and Defined Contribution Plan and the executive and the Corporation shall continue to make the required contributions to the SERP and Defined Contribution Plan during the Severance Period, in accordance with the terms of the plans. Such entitlements under the Change in Control Policy are conditional upon the Specified Executive's compliance with obligations related to loyalty, confidentiality, non-disclosure, ownership of intellectual property, files and other property as well as obligations related to non-competition and non-solicitation for the duration of the severance period.

In the event of a Specified Executive's Termination Due to a Change in Control, all Options and PSU awards granted pursuant to the LTIP (or any other future similar plan) held by the Specified Executive shall be accelerated and become fully vested; and the Specified Executive shall be entitled to payments under any deferred compensation, pension or supplementary retirement plans offered by the Corporation, to the extent the Specified Executive participates in such plans and subject to the terms contained therein.

Upon Resignation of the CEO following a Change in Control (defined in the Change in Control Policy as resignation within twelve (12) months after the date of the Change in Control), the CEO shall be entitled to all payments, benefits, and rights under the Change in Control Policy, with the exception that he shall only be entitled to a reduced lump sum payment, as described in (e) above, of two times his annual salary and two year average annual bonus. Any unvested Options would be forfeited and any unvested PSUs would be paid on a pro-rata basis assuming target performance metrics had been met. Similarly, Mr. Adams' employment contract specifies that, subject to his continued employment with the Corporation for at least six months after the Change in Control date, in the event of his Resignation Following a Change in Control, as defined in the Change in Control Policy, Mr. Adams would be entitled to eighteen (18) months' severance benefits and in such instance, no vesting acceleration would apply to any outstanding unvested Options and PSUs.

Incremental Benefits Payable Upon the Occurrence of Certain Events, as of December 31, 2012

The following table presents the estimated incremental benefits that would have been payable to the NEOs had certain events, as indicated therein, occurred on December 31, 2012. In all instances, the value of long-term incentive plans is estimated based on the closing price of the Shares on the TSX as of December 31, 2012 (\$14.87).

Event as of December 31, 2012	Rupert Duchesne CEO	David L. Adams CFO	David Johnston President & CEO EMEA	Vince Timpano President & CEO Canada	Elizabeth Graham COO and President & CEO US and APAC
Resignation (other than for good reason) and Termination with Cause					
Forfeiture of unvested LTIPs. Access to accrued obligations and retirement benefits only.					
Retirement					
Pro-rata vesting of RSUs ⁽¹⁾	Not eligible for retirement	Not eligible for retirement	Not eligible for retirement	Not eligible for retirement	-
Pro-rata vesting of PSUs ⁽²⁾					
Termination without Cause or Resignation for good reason					
Pro-rata vesting of RSUs ⁽¹⁾	\$852,187	N/A	N/A	N/A	N/A
Pro-rata vesting of PSUs ⁽²⁾	-	-	-	-	-
Severance	\$4,561,769 ⁽⁴⁾⁽⁵⁾	\$1,547,509 ⁽³⁾⁽⁴⁾⁽⁶⁾	\$1,301,983 ⁽³⁾⁽⁴⁾⁽⁷⁾	\$945,331 ⁽³⁾⁽⁴⁾⁽⁷⁾	\$1,851,877 ⁽³⁾⁽⁴⁾⁽⁷⁾
Forfeiture of unvested Options, if any ⁽⁸⁾	-	-	-	-	-
	\$5,413,956	\$1,547,509	\$1,301,983	\$945,331	\$1,851,877
Change in Control					
Full vesting of RSUs upon the Change in Control date ⁽⁹⁾	\$2,636,587	N/A	N/A	N/A	N/A
No acceleration of Options, PSUs and DSUs ⁽¹⁰⁾	-	-	-	-	-
	\$2,636,587	\$-	\$-	\$-	\$-
Resignation (other than for good reason) following a Change in Control					
Full vesting of RSUs upon the Change in Control date ⁽⁹⁾	\$2,636,587	N/A	N/A	N/A	N/A
Severance ⁽⁴⁾⁽⁵⁾	\$4,835,359 ⁽¹¹⁾	\$1,602,925 ⁽¹²⁾	N/A ⁽¹³⁾	N/A ⁽¹³⁾	N/A ⁽¹³⁾
Pro-rata vesting of PSUs for the CEO only	\$914,039 ⁽¹¹⁾	_ ⁽¹²⁾	_ ⁽¹³⁾	_ ⁽¹³⁾	_ ⁽¹³⁾
No acceleration of Options and DSUs	_ ⁽¹¹⁾	_ ⁽¹²⁾	_ ⁽¹³⁾	_ ⁽¹³⁾	_ ⁽¹³⁾
	\$8,385,985	\$1,602,925	\$-	\$-	\$-
Termination Due to a Change in Control (including Resignation for good reason)					
Full vesting of RSUs upon the Change in Control date ⁽⁹⁾	\$2,636,587	N/A	N/A	N/A	N/A
Severance ⁽⁴⁾⁽⁵⁾	\$7,253,038 ⁽¹⁴⁾	\$1,602,925 ⁽¹⁴⁾	\$1,983,486 ⁽¹⁴⁾	\$1,457,906 ⁽¹⁴⁾	\$1,904,607 ⁽¹⁴⁾
Accelerated vesting of Options ⁽¹⁵⁾	\$931,032	\$780,614	\$1,058,880	\$707,218	\$705,932
Full vesting of PSUs ⁽¹⁶⁾	\$1,846,899	\$299,973	\$368,523	\$259,184	\$279,497
No acceleration of DSUs ⁽¹⁷⁾	-	-	N/A	-	-
	\$12,667,556	\$2,683,512	\$3,410,889	\$2,424,308	\$2,890,036

- (1) Upon retirement or termination without cause, in the case of RSUs awarded pursuant to the Omnibus Plan, any outstanding unvested RSUs will be prorated based on the number of full months worked during the performance cycle and will be paid based on the achievement of the performance targets, if any, as determined by the Board of Directors on the vesting date. The amounts presented herein represent the value of the total number of unvested RSUs outstanding on December 31, 2012 prorated based on the number of months in each respective performance cycle up to December 31, 2012 and assuming target performance metrics, if any, are fully satisfied. The amounts presented will only be paid if target performance metrics are subsequently achieved at the end of the cycle. In the case of Mr. Duchesne, in the event of his termination without cause or resignation for good reason, the number of months included in the pro-rata vesting of the 50,000 time vesting RSUs he has received in 2010 includes the sum of i) the number of months in the performance cycle up to December 31, 2012 and ii) the 24 months' severance period entitlement.
- (2) PSU award agreements indicate that plan participants must be active employees on the vesting date to receive payouts under the plan. Any pro-rata vesting upon termination would be at the discretion of the Board of Directors.
- (3) The estimated severance benefits are calculated based on the executive officers' 2012 annual base salary, the 2-year average bonus paid for fiscal years 2011 and 2012, the perquisites and, with the exception of Rupert Duchesne's severance entitlement other than pursuant to a Change in Control, the Corporation's contributions to the NEO's Defined Contribution Plan and SERP or government-sponsored pension scheme paid in 2012. Severance benefits would also include the continuance of group benefits for the shorter of the duration of the severance period or the period from the termination date to the date the NEO secures alternate employment. The value of such group benefits is not included in the above estimated severance payments presented in the table.
- (4) The NEO is also entitled to the payment of any accrued but unpaid annual salary and prorated bonus for the period up to and including the termination date. For 2012, these amounts are fully disclosed in the "Summary Compensation Table" and therefore not included in the estimated severance benefits presented in this table.
- (5) In the event of his termination without cause or resignation for good reason, Rupert Duchesne is entitled to 24 months' severance benefits calculated on the basis described in Notes (3) and (4) above.
- (6) In the event of his termination, without cause or resignation for good reason, David L. Adams is entitled to severance benefits calculated on the basis described in Notes (3) and (4) above, for a severance period equivalent to 18 months.
- (7) In the event of their termination without cause or resignation for good reason, David Johnston, Vince Timpano and Elizabeth Graham are entitled to severance benefits calculated on the basis described in Notes (3) and (4) above, for a severance period equivalent to 12 months plus 1 month per year of service exceeding 12 years, up to a maximum severance period of 24 months.
- (8) Unvested Options outstanding at the termination date would be forfeited. Any exercisable Options outstanding at the termination date would expire on the earlier of thirty (30) days after the termination date and the original expiry date.
- (9) Upon a Change in Control, any outstanding unvested RSUs awarded pursuant to the Omnibus Plan would become fully vested. In addition, if a Change in Control occurs prior to January 1, 2013, Mr. Duchesne's employment agreement provides for 20,000 additional RSUs to be granted for each calendar year from 2007 up to the date of the Change in Control and consequently, the amount that would have been paid with respect to the accelerated vesting of RSUs differs from the market value of RSUs included in the Share-based Awards presented for Rupert Duchesne under "Incentive Plan Awards - Outstanding Share-based Awards and Option-based Awards".
- (10) No vesting acceleration would have applied to any Options outstanding had a Change in Control occurred on December 31, 2012, unless the Board, to protect the rights of the participant, would have decided, at its discretion and if it had considered it appropriate in the circumstances, to change the vesting conditions or the expiry date of any Options outstanding on the date of the Change in Control.
- (11) In the event of his Resignation Following a Change in Control as defined in the Change in Control Policy and described under "Termination and Change of Control Benefits – Change in Control Policy", Mr. Duchesne would be entitled to 24 months' severance benefits calculated on the basis described in Notes (3) and (4) above and in such instance, any unvested PSUs would have been paid on a pro-rata basis assuming target performance metrics had been met with the balance forfeited. No vesting acceleration would apply to any outstanding unvested Options. Similarly, the DSU Plan does not provide for the acceleration of DSU vesting.
- (12) Mr. Adams' employment contract specifies that, subject to his continued employment with the Corporation for at least six months after the Change in Control date, in the event of his Resignation Following a Change in Control, as defined in the Change in Control Policy and described under "Termination and Change of Control Benefits – Change in Control Policy", Mr. Adams would be entitled to 18 months' severance benefits (calculated on the basis described in Notes (3) and (4) above) and in such instance, no vesting acceleration would apply to any outstanding unvested PSUs, Options and DSUs.
- (13) In the event of their resignation other than for good reason, NEOs, with the exception of Mr. Duchesne and Mr. Adams, as described in Notes (14) and (15) respectively, are not entitled to any severance benefits. Furthermore, any outstanding unvested RSUs, PSUs, DSUs and Options would be forfeited as of the resignation date.
- (14) In the event of their Termination Due to a Change in Control as defined in the Change in Control Policy and described under "Termination and Change of Control Benefits – Change in Control Policy", the NEOs, other than Mr. Duchesne, would be entitled to severance benefits for a period of 12 months plus 1 month per year of service in excess of 12 years, multiplied by 1.5, up to a maximum of 24 months. Based on their service with the Corporation on December 31, 2012, Mr. Adams', Mr. Johnston's and Mr. Timpano's severance period would have been 18 months and Ms. Graham's severance period would have been 24 months. Mr. Duchesne's severance period pursuant to the Change in Control Policy would have been 36 months. The severance amounts would be calculated on the basis described in Notes (3) and (4) above.
- (15) Had a Termination Due to a Change in Control, as defined in the Change in Control Policy and described under "Termination and Change of Control Benefits – Change in Control Policy" occurred on December 31, 2012, any outstanding unvested Options held by all NEOs would have become vested, whether or not any performance condition had been met.

- (16) The amount represents the full vesting of all PSUs outstanding and unvested on December 31, 2012, assuming target performance metrics would have been met.
- (17) Neither the DSU Plan nor the Change in Control Policy provide for the accelerated vesting of DSUs pursuant to a Termination Due to a Change in Control as defined in the Change in Control Policy and described under "Termination and Change of Control Benefits – Change in Control Policy" above. The Board could, however, make such provision for the protection of the rights of the participants as the Board in its discretion considers appropriate in the circumstances.

Compensation of Directors

Narrative Discussion

The compensation structure of the Board of Directors is designed to attract and retain highly talented and experienced directors, leading to the long-term success of the Corporation. This requires that Directors be adequately and competitively compensated. The Board of Directors has determined that the directors of the Corporation should be compensated in a form and amount which is customary for comparable corporations, having regard for such matters as time commitment, responsibility and trends in director compensation. As part of its mandate, the Governance and Nominating Committee reviews on a regular basis the adequacy and form of Director compensation.

Summary of Board Compensation

During the 2012 financial year, Directors received a base annual retainer of \$45,000 while the Chairman of the Board received an annual retainer of \$200,000. Except for the Chairman of the Board who is granted 8,000 DSUs per year (issued quarterly), Directors are also granted 1,500 DSUs per year (issued quarterly) and are awarded meeting fees for Board and Committee meetings of \$1,500 per meeting (whether in person or by phone).

Directors also received additional retainers of \$15,000, \$7,500 and \$10,000 if they chair the Audit Committee, the Governance and Nominating Committee or the HRCC, respectively. Members of the Audit Committee, the Governance and Nominating Committee and the HRCC received additional retainers of \$5,000, \$2,500 and \$2,500, respectively.

Directors can elect yearly to receive up to one hundred percent (100%) of their base annual retainer, Committee retainer and meeting fees in DSUs. Please refer to the section of this Information Circular "Appendix C – The DSU Plan" for a description of the DSU Plan.

The Directors also received Aeroplan Program membership privileges and a discretionary travel award of up to \$20,000 per year on STAR Alliance carriers and were reimbursed for travel and out-of-pocket expenses incurred in attending meetings of the Board of Directors or the Committees, as applicable.

Director Share Ownership Requirements

The Corporation's shareholding guidelines for directors (the "**Shareholding Guidelines for Directors**") were adopted by the Board of Directors on November 14, 2008 and are designed to promote Share ownership by Directors to better align their interests with those of Shareholders.

The Shareholding Guidelines for Directors require Directors to hold Shares or DSUs with an aggregate minimum value (the "**Minimum Share Ownership Value for Directors**") at least equal to (i) the lesser of two (2) times the annual retainer and 25,000 Shares and DSUs, in the case of the Chairman of the Board of Directors; and (ii) the lesser of three (3) times the annual retainer and 8,000 Shares and DSUs, in the case of any other Director, within a four-year period starting at the later of (a) November 14, 2008; and (b) the first election of the Director to the Board. Directors are not permitted to purchase financial instruments that are designed to hedge or offset a decline in value of the Corporation's Securities granted as compensation or held, directly or indirectly, by Directors.

The extent to which the Minimum Share Ownership Value for Directors is achieved will be evaluated annually at the end of each financial year. Until the Minimum Share Ownership Value for Directors has been achieved, fifty percent (50%) of a Director's annual base retainer will be paid in DSUs.

As at the date hereof, other than Ms. Horowitz who joined the Board of Directors in December of 2012, all Directors comply with the Shareholding Guidelines for Directors. As Mr. Duchesne is Group Chief Executive, he does not receive an annual retainer for his services to the Board of Directors. Pursuant to his employment agreement, Mr. Duchesne must achieve a minimum ownership level of Shares, Time-

Vesting RSUs and DSUs equal to four (4) times his salary by June 1, 2012. As at the date hereof, Mr. Duchesne meets the Corporation's Shareholding Guidelines for Executives.

Director Compensation Table

The following table provides details of the compensation received by Directors during the 2012 financial year:

Name ⁽¹⁾	Fees Received		Share-Based Awards ⁽⁴⁾	All Other Compensation ⁽⁵⁾	Total (\$)	Percentage of Compensation paid in Share-Based Awards ⁽⁶⁾ %
	Retainer ⁽²⁾ (\$)	Attendance ⁽³⁾ (\$)				
Robert E. Brown	200,000	-	104,700	48,669	353,369	34%
Roman Droniuk	62,500	24,000	19,631	35,547	141,678	44%
Joanne Ferstman	60,000	25,500	19,631	40,039	145,170	74%
Michael M. Fortier	50,000	25,500	19,631	15,388	110,519	21%
John M. Forzani	50,000	25,500	19,631	40,007	135,138	40%
Beth S. Horowitz ⁽⁷⁾	N/A	N/A	N/A	N/A	N/A	N/A
David H. Laidley	52,500	24,000	19,631	41,127	137,258	80%
Douglas D. Port	55,000	25,500	19,631	30,257	130,388	20%
Alan P. Rossy	52,500	22,500	19,631	25,206	119,837	19%
TOTAL	582,500	172,500	242,117	276,240	1,273,357	-

(1) As Group Chief Executive, Rupert Duchesne receives no remuneration for serving as a Director. His compensation as Group Chief Executive is disclosed under "Summary Compensation Table" and "Statement of Executive Compensation – Compensation Discussion and Analysis – Compensation of Named Executive Officers".

(2) These amounts represent all retainer fees (Board and Committees, as the case may be), including those paid in DSUs.

(3) These amounts represent all attendance fees, including those paid in DSUs.

(4) These amounts represent the total value of the DSUs granted on a quarterly basis to each Director, based on the average closing price of the Corporation's Shares on the TSX for the five (5) trading days immediately preceding the date of award of the DSUs.

(5) These amounts represent the value attributed to Aeroplan Program membership privileges and any portion of the \$20,000 discretionary travel allowance used by Directors as well as reinvested dividends on DSUs earned in 2012 valued at the closing market price of the Corporation's Shares on the TSX on the payment dates.

(6) These amounts represent the percentage of aggregate compensation paid in the form of DSUs and includes the portion of the retainer and attendance fees paid in the form of DSUs.

(7) Beth S. Horowitz was appointed to the Board of Directors on December 20, 2012. There were no Board of Directors meetings held in 2012 after her appointment and she did not receive any compensation during the 2012 financial year.

Outstanding Share-Based Awards

The table below reflects all share-based awards outstanding as at December 31, 2012 for non-executive directors:

Name	Share-based Awards		
	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 share-based awards not paid out or distributed ⁽¹⁾
	(#)	(\$)	(\$)
Robert E. Brown	29,125	-	433,089
Roman Doroniuk	11,221	-	166,856
Joanne Ferstman	23,598	-	350,902
Michael M. Fortier	6,532	-	97,131
John M. Forzani	16,910	-	251,452
Beth S. Horowitz	-	-	-
David H. Laidley	36,963	-	549,640
Douglas D. Port	11,810	-	175,615
Alan P. Rossy	6,628	-	98,558

(1) Represents the number of DSUs multiplied by the closing price of the Corporation's Shares on the TSX on December 31, 2012 (\$14.87).

STATEMENT OF GOVERNANCE PRACTICES

Governance is a key priority for the Board of Directors and Management of the Corporation and transparency and accountability are essential ingredients of the governance and management framework guiding the Corporation. The Board has adopted policies and guidelines designed to align its interests and those of Management with our Shareholders' interests and to promote the highest standards of reporting, accountability and ethical behavior. We regularly review the corporate governance policies and practices we have developed over the years to maintain assurance that they continue to be comprehensive, relevant and effective.

The following describes the Corporation's governance practices with reference to the governance disclosure required of issuers under *National Instrument 58-101 – Disclosure of Corporate Governance Practices* (“**NI 58-101**”), including additional voluntary disclosure where appropriate, and guidance on governance practices contained in *National Policy 58-201 – Corporate Governance Guidelines*.

Board of Directors

Independence

The Charter of the Board of Directors provides that the Board of Directors shall at all times be constituted of a majority of individuals who are independent. Based on the information received from each Director of the Corporation and having taken into account the independence criteria set forth below, the Board of Directors concluded that all Directors of the Corporation, with the exception of Rupert Duchesne, are independent within the meaning of NI 58 -101.

All of the other Directors, namely Robert E. Brown, Roman Droniuk, Joanne Ferstman, Michael M. Fortier, John M. Forzani, Beth S. Horowitz, David H. Laidley, Douglas D. Port and Alan P. Rossy are “independent” Directors within the meaning of NI 58-101 in that each of them has no material relationship with the Corporation and, in the reasonable opinion of the Board of Directors, are independent under the applicable laws, regulations and listing requirements to which the Corporation is subject.

9 OF THE 10 NOMINEES FOR ELECTION TO THE BOARD OF DIRECTORS ARE INDEPENDENT.

The Board of Directors has determined that Rupert Duchesne is not independent because he is the Group Chief Executive of the Corporation.

As shown in the following table, nine (9) of the ten (10) nominees for election to the Board of Directors are independent:

Directors	Independent	Not Independent	Reason for non-independence
Robert E. Brown	✓		
Roman Doroniuk	✓		
Rupert Duchesne		✓	Mr. Duchesne is the Group Chief Executive of the Corporation.
Joanne Ferstman	✓		
Michael M. Fortier	✓		
John M. Forzani	✓		
Beth S. Horowitz	✓		
David H. Laidley	✓		
Douglas D. Port	✓		
Alan P. Rossy	✓		

Please refer to the section of this Information Circular titled “The Nominated Directors” for information relating to each nominee proposed for election as a Director. All directorships with other public entities for each of the nominees are described thereunder.

Chair of the Board of Directors

The positions of Chief Executive Officer and Chairman of the Board of Directors are split. The current Chairman of the Board of Directors, Robert E. Brown, is independent under the applicable laws, regulations and listing requirements.

A position description for the Chairman of the Board of Directors has been adopted and is available on our website at www.aimia.com. Pursuant to the description, the Chairman assumes, among other things, the following responsibilities: (i) ensuring that the responsibilities of the Board of Directors are well understood by the Board of Directors; (ii) ensuring that the Board of Directors works as a cohesive team and providing the requisite leadership to enhance Board effectiveness and ensure that the Board’s agenda will enable it to successfully carry out its duties; (iii) ensuring that the resources available to the Board of Directors (in particular, timely and relevant information) are adequate to support its work; (iv) adopting procedures to ensure that the Board of Directors can conduct its work effectively and efficiently, including scheduling and management of meetings; (v) developing the agenda and procedures for meetings; (vi) ensuring proper flow of information to the Board of Directors; (vii) acting as a resource person and advisor to the Group Chief Executive and to the various Board Committees; and (viii) chairing every Shareholders’ meeting and meetings of the Board of Directors and encouraging free and open discussion at such meetings. The position description is reviewed annually by the Governance and Nominating Committee.

Independent Directors’ Meetings

At each Board of Directors meeting (eight (8) times during the year ended December 31, 2012), non-Management Directors hold “in camera” sessions, in the absence of the members of Management of the Corporation. Questions and comments formulated during such “in camera” sessions are then passed on to the members of Management who were excluded from the “in camera” sessions. In addition, all Committees are entirely composed of independent Directors and meet without Management at each meeting.

<p>AT EACH BOARD OF DIRECTORS OR COMMITTEE MEETING, NON-MANAGEMENT DIRECTORS HOLD “IN CAMERA” SESSIONS.</p>
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The Board of Directors has access to information independent of Management through external auditors and consultants and believes that sufficient processes are in place to enable it to function independently of Management. The Board of Directors and its Committees are also able to retain and meet with external advisors and consultants.

Attendance Record

Please refer to “The Nominated Directors – Directors Attendance Record” of this Information Circular for the attendance records of each Director of the Corporation for each of the meetings of the Board of Directors and the Committees held in 2012.

Board Size

The Board of Directors is currently comprised of ten (10) Directors. The Board of Directors is of the view that its size and composition are adequate and allow for the efficient functioning of the Board of Directors as a decision making body.

Board Mandate

The Board of Directors has adopted a written charter which sets out, among other things, its roles and responsibilities. The Charter of the Board of Directors can be found at Appendix A to this Information Circular.

Audit Committee Information

Reference is made to the annual information form of the Corporation for the year ended December 31, 2012 for disclosure of information relating to the Audit Committee required under Form 52-110 F1 – *Audit Committee Information Required in an AIF*. A copy of this document can be found on SEDAR at www.sedar.com or by contacting the Corporate Secretary at 5100 de Maisonneuve Blvd. West, Montréal, Quebec, Canada, H4A 3T2.

Position Descriptions

Group Chief Executive

The Board of Directors has adopted a position description for the Group Chief Executive, which is reviewed annually by the Governance and Nominating Committee. The position description is available on our website at www.aimia.com. Pursuant to the position description, the Group Chief Executive acts as Chief Executive Officer of the Corporation and has full responsibility for the day-to-day operations of the Corporation’s business in accordance with its strategic plan and operating and capital budgets as approved by the Board of Directors. The Group Chief Executive is accountable to the Board of Directors for the overall management of the Corporation, and for conformity with policies agreed upon by the Board of Directors. The approval of the Board of Directors (or appropriate Committee) shall be required for all significant decisions outside of the ordinary course of the Corporation’s business.

More specifically, the primary responsibilities of the Group Chief Executive include the following: (i) developing, for the Board of Directors’ approval, a strategic direction and positioning to ensure the Corporation’s success; (ii) ensuring that the day-to-day business affairs of the Corporation are appropriately managed by developing and implementing processes that will ensure the achievement of the Corporation’s financial and operating goals and objectives; (iii) identifying and communicating to the Board of Directors the principal risks with respect to the Corporation and its businesses, and developing processes for managing such risks; (iv) fostering a corporate culture that promotes professionalism, integrity, performance, customer focus and service; (v) keeping the Board of Directors aware of the Corporation’s performance and events affecting its business, including opportunities in the marketplace and adverse or positive developments; (vi) recruiting, developing and maintaining competent and productive management teams and establishing the organizational structure within the Corporation and its

subsidiaries; and (vii) ensuring, in cooperation with the Board of Directors, that there is an effective succession plan in place for the Group Chief Executive position.

Chief Financial Officer

The Board of Directors has adopted a position description for the Chief Financial Officer, which is reviewed annually by the Governance and Nominating Committee. The position description is available on our website at www.aimia.com.

Chair of each Committee

The Chairs of the Audit Committee, the Governance and Nominating Committee and the HRCC are Roman Droniuk, Douglas D. Port and Joanne Ferstman, respectively.

The Board of Directors has adopted a position description for the Chair of each of the Audit Committee, the HRCC and the Governance and Nominating Committee which is reviewed annually by the Governance and Nominating Committee. The position description is available on our website at www.aimia.com. Pursuant to the position description, the Chair of each Committee shall, among other things: (i) ensure that the Committee fulfils the objectives and responsibilities set out in its charter; (ii) ensure that enough time and attention is given to each aspect of the Committee's responsibilities; (iii) ensure that members of the Committee maintain the level of independence required by applicable legislation; (iv) review the annual assessment of the Committee and take the appropriate measures to correct the weaknesses underlined by the assessment; (v) ensure that the other members of the Committee understand the role and responsibilities of the Committee; (vi) ensure that sufficient information is provided by Management to enable the Committee to exercise its duties; (vii) set the agenda for meetings of the Committee in cooperation with the Chairman of the Board; (viii) ensure that Committee members have sufficient resources to support its work (in particular, timely and relevant information); (ix) report to the Board on any issues considered by the Committee; and (x) carry out other duties as requested by the Board of Directors, depending on need and circumstances.

<p>POSITIONS DESCRIPTIONS HAVE BEEN ADOPTED FOR THE CHAIR OF THE BOARD, THE GROUP CHIEF EXECUTIVE, THE CHIEF FINANCIAL OFFICER AND THE CHAIR OF EACH BOARD COMMITTEES.</p>

Succession Planning

The Corporation has in place a succession plan identifying and developing successors from our most talented individuals for the Group Chief Executive, senior management and other positions deemed critical for the success of the Corporation. Each year the Group Chief Executive reviews with the HRCC the internal talent pool considered for these positions. The HRCC assists with candidate selection, development and performance evaluation as well as planning for illness, disability and other unscheduled absences. In addition, the Board of Directors regularly interacts with the members of the executive management team and knows them and their capabilities well. The Board of Directors also meets key staff members through their participation in meetings and presentations to the Board of Directors and its Committees, and informally through a variety of social events designed to allow Directors to get to know members of Management who are potential future leaders of the Corporation.

Orientation and Continuing Education

The Corporation has in place an orientation program for new Directors of the Corporation. New Directors are invited to attend orientation sessions with members of senior management as well as with the Group Chief Executive to improve their understanding of the business. Each new Director also receives an orientation binder with important information relating to the strategy and operations of the various the Corporation businesses, including the Board approved budget and corporate plan. New Directors are also asked to review the Charter of the Board of Directors, the Charter of each Committee, the position descriptions of the Chairman of the Board of Directors, the Group Chief Executive and the Chair of each

Committee, the Code of Ethics, the Trading Guidelines and the Public Disclosure Policy of the Corporation in order to fully grasp the role he or she is expected to play as a Director and/or Committee member.

The Board of Directors recognizes the importance of ongoing director education. Directors are surveyed at least annually to determine areas of interest and this information is used to develop the continuous education program. The Directors regularly meet with Management and are given periodic presentations on the Corporation's business units and recent business developments. The presentation subjects are determined in part from education topics suggested by Directors. Also, the Chair of the Board of Directors invites Directors to attend dinners on the evening before regularly scheduled Board meetings. Regularly at these dinners the Board meets with senior-decision makers within the Corporation in order to get to know them better and to enhance the Board's understanding of the business and affairs of the Corporation. In June of 2012, the Board also held a day and a half strategic session in London, U.K., with members of the executive team and certain senior leaders of the regional business teams. In addition, in order to facilitate Directors' professional development, the Corporation encourages and funds attendance at seminars or conferences of interest and relevance.

<p style="text-align: center;">AN ORIENTATION PROGRAM FOR NEW DIRECTORS IS IN PLACE AND PERIODIC PRESENTATIONS ON THE CORPORATION'S BUSINESS ARE GIVEN TO THE DIRECTORS. FUNDING IS AVAILABLE TO ENCOURAGE DIRECTOR EDUCATION.</p>

Public Disclosure Policy

The Corporation is committed to maintaining high standards regarding disclosure issues. The Board of Directors has adopted a Public Disclosure Policy (the "**Public Disclosure Policy**") to confirm in writing the Corporation's disclosure policies and practices that have been and continue to be in place and to which Management adheres. The objective of the Public Disclosure Policy is to provide guidelines with respect to the dissemination and disclosure of information to the financial community and investors which seek to ensure (i) communications that are timely, accurate and broadly disseminated in accordance with and otherwise responsive to applicable legislation, and (ii) sound disclosure practices which maintain the confidence of the financial community, including investors, in the integrity of the Corporation information.

The Board of Directors has also established a disclosure policy committee, (the "**Disclosure Committee**") responsible for overseeing the Corporation's disclosure practices and implementing, administering and monitoring the effectiveness of, and compliance with, the Public Disclosure Policy; such committee consists of the Group Chief Executive, the Group COO, the EVP & CFO, the EVP, Operations & Strategic Initiatives, the Chief Legal Officer and Corporate Secretary and the Senior Vice President, Global Brand, Communications and External Affairs. The Disclosure Committee reviews and updates, as appropriate, the Public Disclosure Policy, on an annual basis or as needed to ensure compliance with changing regulatory requirements. The Disclosure Committee reports to the Audit Committee, on an annual basis or at such other time, as deemed appropriate by the Audit Committee, with respect to the Public Disclosure Policy.

Trading Guidelines

The Board of Directors has also adopted trading guidelines which set out guidelines on trading of Shares (or any other securities of the Corporation) for any person with knowledge of privileged information about the Corporation or any of its operating entities.

As a general principle, Covered Persons may only purchase or sell Shares (or any other securities of the Corporation) during the period commencing after two (2) full trading days after the Corporation's quarterly or annual results have been disseminated by means of a press release and ending on the last day of the then current quarter. For purposes of the trading guidelines, "Covered Persons" means directors, officers and senior management of the Corporation or any of its operating entities and anyone else who would reasonably be expected to have access to privileged information during periods when financial statements are being prepared but results have not yet been publicly disclosed. No employee of, or anyone having

access to privileged information of the Corporation shall trade in the Shares (or any other securities of the Corporation) while in possession of privileged information of any kind (related to financial results or other matters), until such privileged information has been generally disclosed to the public by way of a press release.

Directors, as well as employees who are subject to the Shareholding Guidelines for Executives, are not permitted to purchase financial instruments that are designed to hedge or offset a decrease in market value of the Corporation's securities granted as compensation or held, directly or indirectly, by such employees.

Code of Ethics

The Corporation has adopted a Code of Ethics (the "**Code**"). The Code applies to all Directors and officers and employees of the Corporation. A copy of the Code can be obtained on SEDAR at www.sedar.com or on the Corporation's website at www.aimia.com. The Code includes a number of guiding principles, such as integrity and confidentiality, and covers a variety of subjects such as:

- (a) conflicts of interest;
- (b) use of the Corporation's assets;
- (c) privacy and confidentiality; and
- (d) fair dealing with other people and organizations.

A CODE OF ETHICS HAS BEEN ADOPTED AND APPLIES TO ALL DIRECTORS, OFFICERS AND EMPLOYEES OF THE CORPORATION.

The Governance and Nominating Committee has the responsibility for monitoring compliance with and interpreting the Code. The Code has been communicated or brought to the attention of all employees of the Corporation. In addition, all employees and Directors of the Corporation are required to complete an acknowledgement form whereby they undertake to comply with the guidelines and principles of the Code. The Corporation uses a confidential and anonymous reporting system that allows employees to report suspected violations of the Code through the internet or a telephone hotline. The Board of Directors has concluded that such measures foster a culture of ethical conduct within the Corporation and are appropriate and sufficient to ensure compliance with the Code. Management prepares reports for the Governance and Nominating Committee noting any alleged violations, on a quarterly basis. Since the adoption of the Code, the Corporation has not filed any material change report pertaining to any conduct of a Director or executive officer of the Corporation that would constitute a departure from the Code. The Code and the process for administering it is reviewed by the Governance and Nominating Committee on an annual basis.

In addition to the relevant provisions of the *Canada Business Corporations Act* applicable to Directors, the Charter of the Board of Directors provides that the Directors shall disclose all actual or potential conflicts of interest and refrain from voting on matters in which the Director has a conflict of interest. The Charter also provides that a Director shall excuse himself or herself from any discussion or decision on any matter in which the Director is precluded from voting as a result of a conflict of interest or which otherwise affects his or her personal, business or professional interests.

Nomination of Directors

The Governance and Nominating Committee is composed entirely of independent Directors of the Corporation. It is responsible for considering and making recommendations on the desired size of the Board of Directors, the need for recruitment and the expected skill-set of new candidates. In consultation with the Chairman of the Board of Directors and the Group Chief Executive, the Governance and

Nominating Committee determines the expected skill-set of new candidates by taking into account the existing strength of the Board of Directors and the needs of the Corporation. The Governance and Nominating Committee then reviews and recommends the candidates for nomination as Directors and approves the final choice of candidates for nomination and election as Directors by the Shareholders. Directors must have an appropriate mix of skills, knowledge and experience in business and an understanding of the industry and the geographical areas in which the Corporation operates. Directors selected should be able to commit the requisite time for all of the applicable board's business. The Governance and Nominating Committee maintains a list of potential director candidates for its future consideration and may engage outside advisors to assist in identifying potential candidates.

Please refer to the section "Committees – Governance and Nominating Committee" of this Information Circular for a description of the responsibilities, powers and operations of the Governance and Nominating Committee.

Compensation

The Governance and Nominating Committee, which is composed entirely of independent Directors, periodically reviews the compensation of the Directors. Please refer to the section "Statement of Executive Compensation – Compensation Discussion and Analysis – Compensation of Directors" of this Information Circular for the criteria used to determine the remuneration of the Directors of the Corporation.

The HRCC, which is composed entirely of independent Directors, is accountable on behalf of the Board to determine the compensation for the executive officers of the Corporation and to recommend to the Board the remuneration package for the Group Chief Executive. The process the HRCC uses for these determinations can be found under the section "Statement of Executive Compensation – Compensation Discussion and Analysis" of this Information Circular.

Information relating to compensation consulting services provided by PCI – Perrault Consulting Inc. during the 2012 financial year can be found in this Information Circular under "Statement of Executive Compensation – Compensation Discussion and Analysis".

Board Committees

There are three (3) Committees of the Board of Directors: the Audit Committee; the Governance and Nominating Committee; and the HRCC. Each of the Committees is currently composed entirely of independent Directors. The roles and responsibilities of each Committee are described in the respective Committee charters. Please refer to the section "Committees" of this Information Circular for a description of the responsibilities, powers and operations of such Committees.

Assessments

The Governance and Nominating Committee assumes the responsibility of assessing the effectiveness of the Board of Directors, the Committees and the contribution of individual Directors on an annual basis.

THE BOARD ASSESSMENT PROCESS IS CONDUCTED ON AN ANNUAL BASIS.
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The Governance and Nominating Committee has the mandate and responsibility to review, on an annual basis, the performance and effectiveness of the Board of Directors as a whole and each individual Director. The Chair of the Governance and Nominating Committee annually approves and distributes a comprehensive questionnaire to each member of the Board of Directors regarding various aspects of board and individual performance. The questionnaire covers a wide range of issues, including the operation and effectiveness of the Board of Directors and its Committees, the level of knowledge of the Directors relating to the business of the Corporation and the risks it faces, and the contribution of individual Directors, and allows for comments and suggestions. The Chair of the Governance and Nominating Committee compiles responses to the questionnaire and prepares a report to the Governance

and Nominating Committee which provides a report to the full Board. The Governance and Nominating Committee may then recommend changes based upon such feedback to enhance Board and Committee performance or refer any areas requiring follow-up to the relevant Committees.

COMMITTEES

The Board of Directors has three (3) standing Committees:

- the Audit Committee;
- the Governance and Nominating Committee; and
- the HRCC.

The Board of Directors does not have an Executive Committee. All Committees of the Board of Directors are composed of independent Directors of the Corporation. The roles and responsibilities of each Committee are set out in formal written charters which are available on the Corporation's website at www.aimia.com. These charters are reviewed annually to ensure that they reflect best practices as well as applicable regulatory requirements. Each of the Committees has the authority to retain advisors to assist in fulfilling its obligations.

Audit Committee

The Corporation is required by law to have an audit committee. The Audit Committee shall be composed of not less than three (3) Directors of the Corporation, all of whom shall meet the independence, experience and other membership requirements under applicable laws, rules and regulations, as determined by the Board of Directors. The members of the Audit Committee shall have no relationships with Management, the Corporation or its related entities that in the opinion of the Board of Directors may interfere with their independence from Management and from the Corporation. In addition, a member of the Audit Committee shall not receive, other than for service on the Board of Directors or the Audit Committee or other Committees of the Board of Directors, any consulting, advisory, or other compensatory fee from the Corporation or any of its related parties or subsidiaries. The members of the Audit Committee shall possess the mix of characteristics, experiences and skills to provide an appropriate balance for the performance of the duties of the Audit Committee and in particular each member of the Audit Committee shall be "financially literate" as defined by relevant securities legislation or regulations.

The objectives of the Audit Committee include the following:

- To assist the Board of Directors in the discharge of its responsibility to monitor the component parts of the Corporation's financial reporting and audit process.
- To maintain and enhance the quality, credibility and objectivity of the Corporation's financial reporting and to satisfy itself and oversee Management's responsibility as to the adequacy of the supporting systems of internal financial and accounting controls.
- To assist the Board of Directors in its oversight of the independence, qualifications and appointment of the external auditor.
- To monitor the performance of the internal financial and accounting controls and of the internal and external auditors.
- To provide independent communication between the Board and the internal auditor and the external auditor.
- To facilitate in-depth and candid discussions between the Audit Committee and Management and the external auditor regarding significant issues involving judgment and impacting quality of controls and reporting.

The Audit Committee's responsibilities include the following:

- Monitor and review the quality and integrity of the Corporation's accounting and financial reporting process through discussions with Management, the external auditor and the internal auditor.
- Review with Management, the internal auditor and the external auditor and, if considered appropriate, approve for recommendation to the Board of Directors the release of the Corporation's annual or quarterly financial statements, as applicable, related MD&A and earnings press releases.
- Meet with the external auditor to review and approve their audit plan.
- Review and approve estimated audit and audit-related fees and expenses.
- Review and approve the nature of all non-audit services, as permitted by securities legislation and regulations, to be provided by the external auditor prior to the commencement of such work.
- Evaluate the performance of the external auditor.
- Review significant emerging accounting and reporting issues.
- Review policies and procedures for the receipt, retention and treatment of complaints received by the Corporation from employees, Shareholders and other stakeholders regarding accounting issues and financial reporting.
- Review and approve the Public Disclosure Policy.
- Identify and address material financial and other risks to the business and affairs of the Corporation and its subsidiaries and make recommendations in that regard to the Board of Directors.

The Audit Committee is currently composed of Roman Doroniuk, Chair, Joanne Ferstman, Beth S. Horowitz, David H. Laidley and Alan P. Rossy, each of whom are "independent" from the Corporation within the meaning of applicable securities laws.

The Audit Committee met four (4) times during the period from January 1, 2012 to December 31, 2012.

Governance and Nominating Committee

The Governance and Nominating Committee shall be comprised of not less than three (3) Directors of the Corporation as determined by the Board of Directors, all of whom shall be independent (as defined under applicable securities laws) and comply with eligibility and qualification standards under applicable legislation in effect from time to time.

The primary objective of the Governance and Nominating Committee is to assist the Board of Directors in fulfilling its responsibilities by (i) ensuring that corporate governance guidelines are adopted, disclosed and applied, including director qualification standards, director responsibilities, director access to Management and independent advisors, director compensation, director orientation and continuing education and annual performance evaluation of the Board of Directors, and (ii) identifying individuals qualified to become new board members and recommending to the Board of Directors the Director nominees for each annual meeting of Shareholders.

The Governance and Nominating Committee's responsibilities include the following:

- Develop and review position descriptions for the Chairman of the Board of Directors, the Chair of each Board Committee and the Group Chief Executive.

- Ensure that appropriate structures and procedures are in place so that the Board of Directors can function independently of Management.
- Put in place an orientation and continuing education program for new Directors on the Board of Directors.
- Make recommendations to the Board of Directors with respect to monitoring, adoption and disclosure of corporate governance guidelines.
- Recommend the types, charters and composition of the Board Committees.
- Review on a regular basis the adequacy and form of director compensation.
- Recommend the nominees to the chairmanship of the Board Committees.
- Assist the Board of Directors in determining what competencies and skills the Board of Directors, as a whole, should possess and what competencies and skills each existing Director possesses.
- Assess the contribution of the Directors and the Board Committees on an on-going basis.
- Periodically review and approve the Code of Ethics.
- Review the Corporation's social responsibility agenda and its activities relating to the charitable and other donations.
- Assist the Board of Directors in determining the appropriate size of the Board of Directors, with a view to facilitating effective decision-making.
- Develop and review criteria regarding personal qualification for Board membership, such as background, experience, technical skill, affiliations and personal characteristics, and develop a process for identifying and recommending candidates.
- Identify individuals qualified to become new members of Board of Directors and recommend them to the Board of Directors.
- Recommend the slate of Director nominees for each annual meeting of Shareholders.
- Recommend candidates to fill vacancies on the Board of Directors occurring between annual meetings of Shareholders.

The Governance and Nominating Committee is currently composed of Douglas D. Port, Chair, Roman Droniuk, Michael M. Fortier, John M. Forzani and David H. Laidley, each of whom are "independent" from the Corporation within the meaning of applicable securities laws.

The Governance and Nominating Committee met four (4) times during the period from January 1, 2012 to December 31, 2012.

Human Resources and Compensation Committee

The HRCC shall be comprised of not less than three (3) Directors of the Corporation as determined by the Board of Directors, all of whom shall be independent (as defined under applicable securities laws). The members of the HRCC are required to have direct experience relevant to their responsibilities in executive compensation.

The purpose of the HRCC is to assist the Board in fulfilling its oversight responsibilities in the field of human resources and compensation. The HRCC's primary focus is with respect to the development, succession planning and compensation of senior executives and the identification, oversight and management of risk related to the compensation policies and practices of the Corporation. The HRCC also assists the Board of Directors in establishing the compensation philosophy and the compensation and benefit plans for the workforce of the Corporation's material operating subsidiaries.

The responsibilities of the HRCC include the following:

- Develop the compensation philosophy and guidelines for the Corporation's material operating subsidiaries.
- In consultation with the Chairman of the Board of Directors, review and approve corporate goals, objectives and business performance measures relevant to the compensation of the Group Chief Executive, evaluate the Group Chief Executive's performance in light of such goals, objectives and business performance measures, and make recommendations to the Board of Directors with respect to the Group Chief Executive's compensation level based on this evaluation.
- Make recommendations to the Board of Directors with respect to senior executive compensation (other than in respect of the Group Chief Executive, as such is dealt with as per above), incentive compensation and equity-based plans.
- Review and approve, on behalf of the Board of Directors, the annual salary increase budget and any significant changes to the salary structure that could impact the salary costs in the short-term or long term.
- Review executive compensation disclosure before public dissemination, in accordance with applicable rules and regulations.
- Review the succession plans for senior executives to ensure that successors have been identified and that their career development is appropriate.
- Review the reporting structure of senior executives as required or upon request by the Board of Directors.
- Review and approve the contingency plans in the event of the death, disability and/or any unplanned departure of senior executives.
- Approve all services to be provided by the HRCC's external compensation consultant or advisor prior to the commencement of such work.
- Review pension plan funding and design changes for the Corporation's material operating subsidiaries.

The HRCC is currently composed of Joanne Ferstman, Chair, Michael M. Fortier, John M. Forzani, Douglas D. Port and Alan P. Rossy, each of whom are "independent" from the Corporation within the meaning of applicable securities laws. In addition, none of the members of the HRCC is an acting chief executive officer of another publicly traded company. In order to ensure that risks related to the compensation policies and practices of the Corporation are taken into account in the oversight and management of risk of the Corporation by the Audit Committee, it is required that either the Chair of the HRCC be a member of the Audit Committee, or that the Chair of the Audit Committee be a member of the HRCC. Currently, Joanne Ferstman, the Chair of the HRCC, is also a member of the Audit Committee.

The HRCC met five (5) times during the period from January 1, 2012 to December 31, 2012.

OTHER IMPORTANT INFORMATION

Interest of Informed Persons in Material Transactions

To the knowledge of the Corporation, no Director, senior officer or other insider, as applicable, of (i) the Corporation, or (ii) any associate or affiliate of the persons referred to in (i) has or has had any material interest, direct or indirect, in any transaction since the commencement of the Corporation's last financial year or in any proposed transaction that has materially affected or will materially affect the Corporation or any of its subsidiaries.

No Indebtedness of Directors and Officers

As at March 15, 2013, the Corporation had not made any loan to Directors, officers, employees or former Directors, officers and employees of the Corporation.

FUTURE SHAREHOLDER PROPOSALS

The next annual meeting of the Corporation is expected to be held in May 2014. Any Shareholder proposals must be submitted in writing at 5100 de Maisonneuve Blvd. West, Montréal, Quebec, Canada, H4A 3T2, Attention: Corporate Secretary of the Corporation, facsimile number: (514) 205-7578, and must be received prior to the close of business on December 16, 2013.

ADDITIONAL INFORMATION

Documents you can request

You can ask us for a copy of the following documents at no charge:

- the annual report of the Corporation for the year ended December 31, 2012, which includes the Corporation's consolidated financial statements for the year ended December 31, 2012 and the auditors' report thereon, and the management's discussion and analysis related to such financial statements;
- any interim financial statements of the Corporation that were filed after the consolidated financial statements for their most recently completed financial year;
- management's discussion and analysis for such interim financial statements; and
- the annual information form of the Corporation for the year ended December 31, 2012, together with any document, or the relevant pages of any document, incorporated by reference into it.

The Corporation's financial information is included in the audited consolidated financial statements of the Corporation and the notes thereto and in the accompanying management's discussion and analysis for the financial year ended December 31, 2012.

Should you want a copy of any such documents, please write to the Corporate Secretary, 5100 de Maisonneuve Blvd. West, Montréal, Quebec, Canada, H4A 3T2.

The above documents are also available on our website at www.aimia.com and on SEDAR at www.sedar.com. All of our news releases are also available on our website.

Receiving information electronically

You can choose to receive electronically all of our corporate documents, such as this Information Circular and our annual report for the year ended December 31, 2012. We will send you an email indicating when

they are available on our website. If you do not sign up for this service, we will continue to send you these documents by mail.

How to Sign Up –Registered Shareholders

You are a registered Shareholder if your name appears on your Share certificate.

If you are not sure whether you are a registered Shareholder, please contact CST at 1-800-387-0825.

To sign up, go to the website www.canstockta.com/electronicdelivery and follow the instructions.

How to Sign Up – Non-Registered Shareholders

You are a non-registered Shareholder if your nominee holds your Shares for you.

If you are not sure whether you are a non-registered Shareholder, please contact CST at 1-800-387-0825.

To sign up to receive electronically materials relating to our annual shareholders' meetings, go to www.investordeliverycanada.com.

To sign up to receive electronically all other documents, go to the website www.canstockta.com/electronicdelivery and follow the instructions.

How to Sign Up – Employees Holding Shares under the Employee Share Purchase Plan of the Corporation

If you are not sure whether you are an employee holding your Shares under the Employee Share Purchase Plan of the Corporation, please contact Computershare at 1-866-982-1878.

To sign up, go to the website www.computershare.com/employee/ca and follow the instructions.

QUESTIONS AND FURTHER ASSISTANCE

If you have any questions about the information contained in this Information Circular or require assistance in completing your proxy form, please contact CST, the Transfer Agent, at 1-800-387-0825.

APPROVAL OF DIRECTORS

The content and the sending of this Information Circular to Shareholders of the Corporation have been approved by the Directors of the Corporation.

Dated at the City of Montréal, in the Province of Quebec, as of the 15th day of March, 2013.



Rupert Duchesne
Group Chief Executive



Mark Hounsell
Chief Legal Officer and Corporate Secretary

APPENDIX A

CHARTER OF THE BOARD OF DIRECTORS

I. PURPOSE

This charter describes the role of the Board of Directors (the “**Board**”) of Aimia Inc. (the “**Corporation**”).

This charter is subject to the provisions of the Corporation’s articles of incorporation and by-laws and to applicable laws. This charter is not intended to limit, enlarge or change in any way the responsibilities of the Board as determined by such articles, by-laws and applicable laws. Directors are elected or appointed by the shareholders of the Corporation and together with those appointed to fill vacancies or appointed as additional directors throughout the year, collectively constitute the Board.

II. ROLE

The Board is responsible for the stewardship of the Corporation and its business and is accountable for the performance of the Corporation.

The Board shall establish the overall policies for the Corporation, monitor and evaluate the Corporation’s strategic direction, and retain plenary power for those functions not specifically delegated by it to its Committees or to management. Accordingly, in addition to the duties of directors of a Canadian corporation as prescribed by applicable laws, the Board shall supervise the management of the business and affairs of the Corporation with a view to evaluate, on an ongoing basis, whether the Corporation’s resources are being managed with integrity and in a manner consistent with ethical considerations and stakeholders’ interests and in order to enhance shareholder value. In discharging their duties, directors must act honestly and in good faith, with a view to the best interests of the Corporation. Directors must exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

III. COMPOSITION

Selection

The Board shall be comprised of that number of directors as shall be determined from time to time by the Board upon recommendation of the Governance and Nominating Committee of the Board.

The Governance and Nominating Committee shall maintain an overview of the desired size of the Board, the need for recruitment and the expected skill-set of new candidates. The Governance and Nominating Committee shall review and recommend to the Board candidates for nomination as directors of the Corporation. The Board shall approve the final choice of the candidates that are to be elected as directors of the Corporation by its shareholders.

Board members must have an appropriate mix of skills, knowledge and experience in business and an understanding of the industry and the geographical areas in which the Corporation operates. Directors selected should be able to commit the requisite time for all of the Board’s business.

Chairman

A Chairman of the Board shall be appointed by the Board. The Board currently believes that it is in the best interest of the Corporation and its shareholders that the offices of Chairman of the Board and Chief Executive Officer (currently the Group Chief Executive) be separate. The Chairman’s responsibilities shall include the following, in addition to the Chairman’s responsibilities pursuant to legislation and the Corporation’s articles and by-laws as well as those which may be assigned to him from time to time by the Board:

- (a) ensuring that the responsibilities of the Board are well understood by the Board;
- (b) ensuring that the Board works as a cohesive team and providing the requisite leadership to enhance Board effectiveness and ensure that the Board's agenda will enable it to successfully carry out its duties;
- (c) ensuring that the resources available to the Board (in particular, timely and relevant information) are adequate to support its work;
- (d) adopting procedures to ensure that the Board can conduct its work effectively and efficiently, including scheduling and managing meetings;
- (e) developing the agenda and procedures for Board meetings;
- (f) ensuring proper flow of information to the Board;
- (g) acting as a resource person and advisor to the Group Chief Executive and the various Board committees; and
- (h) chairing every shareholders' meeting and meetings of the Board and encouraging free and open discussions at such meetings.

Independence

A majority of the Board shall be composed of directors who must be determined to have no material relationship with the Corporation and who, in the reasonable opinion of the Board, must be unrelated and independent under the laws, regulations and listing requirements to which the Corporation is subject.

Criteria for Board Membership

Board members are expected to possess the following characteristics and traits:

- (a) demonstrate high ethical standards and integrity in their personal and professional dealings;
- (b) act honestly and in good faith with a view to the best interests of the Corporation;
- (c) devote sufficient time to the affairs of the Corporation and exercise care, diligence and skill in fulfilling their responsibilities both as Board members and as Committee members;
- (d) provide independent judgment on a broad range of issues;
- (e) understand and critically evaluate the key business plans and the strategic direction of the Corporation;
- (f) raise questions and issues to facilitate active and effective participation in the deliberation of the Board and of each Committee;
- (g) make all reasonable efforts to attend all Board and Committee meetings; and
- (h) review the materials provided by management in advance of the Board and Committee meetings.

Retirement Age for Directors

The policy of the Board is that no person shall be appointed or elected as a director if the person exceeds 75 years of age. The policy allows for an exception where the Board determines it is in the interest of the

Corporation to request a director to extend his/her term beyond the regular retirement age, provided however that such extension is requested in one-year increments.

IV. COMPENSATION

The Board has determined that the directors should be compensated in a form and amount which is appropriate and which is customary for comparable corporations, having regard for such matters as time commitment, responsibility and trends in director compensation.

V. RESPONSIBILITIES

Without limiting the Board's governance obligations, general Board responsibilities shall include the following:

- (a) discussing and developing the Corporation's approach to corporate governance, with the involvement of the Governance and Nominating Committee;
- (b) declaring and approving dividends paid by the Corporation;
- (c) reviewing and approving management's strategic and business plans on an annual basis, including developing an in-depth knowledge of the business, understanding and questioning the plans' assumptions, and reaching an independent judgment as to the probability that the plans can be realized;
- (d) monitoring corporate performance against the strategic business plans, including reviewing operating results on a regular basis to evaluate whether the business is being properly managed;
- (e) appointing the Group Chief Executive and developing his or her position description with the recommendation of the Governance and Nominating Committee;
- (f) reviewing, through the Human Resources and Compensation Committee, succession plans for the Group Chief Executive and for the Corporation's senior executives;
- (g) reviewing, through the Human Resources and Compensation Committee, the compensation of the Group Chief Executive;
- (h) identifying the principal risks of the Corporation's businesses and ensuring the implementation of appropriate systems to manage these risks;
- (i) ensuring that appropriate structures and procedures are in place so that the Board and its Committees can function independently of management;
- (j) ensuring the proper and efficient functioning of the Committees of the Board;
- (k) providing a source of advice and counsel to management;
- (l) reviewing and approving key policies developed by management;
- (m) reviewing, approving and, as required, overseeing compliance with the Corporation's public disclosure policy;
- (n) overseeing the Corporation's disclosure controls and procedures;
- (o) monitoring, through the Audit, Finance and Risk Committee, the Corporation's internal controls;

- (p) ensuring that the Corporation's senior executives possess the ability required for their roles, are adequately trained and monitored;
- (q) ensuring that the Group Chief Executive and the other senior executives have the integrity required for their roles and the capability to promote a culture of integrity and accountability within the Corporation;
- (r) conducting, through the Governance and Nominating Committee, an annual assessment of the Board and its Committees;
- (s) selecting, upon the recommendation of the Governance and Nominating Committee, the candidates that are to be nominated as directors of the Corporation;
- (t) selecting a Chairman of the Board; and
- (u) ensuring, with the Governance and Nominating Committee, that the Board as a whole, the Committees of the Board and each of the directors are capable of carrying out and do carry out their roles effectively.

VI. MEETINGS

The Board shall meet at least quarterly, with additional meetings scheduled as required. Such additional meetings may be held at the request of any director with notice given to all directors of the Board. Each director has a responsibility to attend and participate in meetings of the Board. The Chairman of the Board shall approve the agenda for Board meetings. The Corporate Secretary shall distribute the meeting agenda and minutes to the Board.

Information and materials that are important to the Board's understanding of the agenda items and related topics shall be distributed in advance of a meeting. The Corporation shall deliver information on the business, operations and finances of the Corporation to the Board on an as-required basis.

On the occasion of each regularly scheduled Board meeting and at other times as they may wish, non-management directors shall hold "in-camera" sessions, in the absence of members of management.

VII. DECISIONS REQUIRING PRIOR BOARD APPROVAL

In addition to those specific matters requiring prior Board approval pursuant to the Corporation's by-laws or applicable laws, the Board shall be responsible for approving the following:

- (a) interim and annual financial statements, provided that the Board may delegate to the Audit, Finance and Risk Committee the responsibility to review such financial statements and make its recommendations to the Board;
- (b) strategic plans, business plans and capital expenditure budgets;
- (c) raising of debt or equity capital and other major financial activities;
- (d) hiring, compensation and succession for the Group Chief Executive and other senior executives;
- (e) major organizational restructurings, including spin-offs;
- (f) material acquisitions and divestitures; and
- (g) major corporate policies.

VIII. BOARD COMMITTEES

There are three Committees of the Board: the Audit, Finance and Risk Committee, the Governance and Nominating Committee and the Human Resources and Compensation Committee. The roles and responsibilities of each Committee are described in the respective Committee charters.

Members of the Audit, Finance and Risk Committee, the Human Resources and Compensation Committee and the Governance and Nominating Committee shall be independent as required under the charter of each Committee and the laws, regulations and listing requirements to which the Corporation is subject.

IX. COMMUNICATION WITH THE BOARD

Shareholders of the Corporation and other constituencies may communicate with the Board and individual board members by contacting Investor Relations.

X. ADVISORS

The Board has determined that any individual director who wishes to engage a non-management advisor to assist on matters involving such director's responsibilities as a director at the expense of the Corporation should have his or her request reviewed by, and obtain the authorization of, the Chairman of the Board.

XI. OTHER MATTERS

The Board expects directors as well as officers and employees of the Corporation to act ethically at all times and to acknowledge their adherence to the policies comprising the Code of Ethics (the "**Code**"). The Board, with the assistance of the Governance and Nominating Committee, is responsible for monitoring compliance with the Code.

Directors shall disclose all actual or potential conflicts of interest and refrain from voting on matters in which the director has a conflict of interest. In addition, a director shall excuse himself or herself from any discussion or decision on any matter in which the director is precluded from voting as a result of a conflict of interest or which otherwise affects his or her personal, business or professional interests.

August 9, 2012.

APPENDIX B

ADVANCE NOTICE BY-LAW

BY-LAW NO. 2013-1

A by-law relating generally to the advance notice requirements for the nomination of directors of AIMIA INC.

(the “Corporation”)

INTRODUCTION

The purpose of this advance notice by-law (the “**Advance Notice By-law**”) is to establish the conditions and framework under which holders of record of common shares of the Corporation may exercise their right to submit director nominations by fixing a deadline by which such nominations must be submitted by a shareholder to the Corporation prior to any annual or special meeting of shareholders, and sets forth the information that a shareholder must include in the notice to the Corporation for the notice to be in proper form.

It is the position of the Corporation that this Advance Notice By-law is beneficial to shareholders and other stakeholders of the Corporation.

NOMINATIONS OF DIRECTORS

1. Subject only to the *Canada Business Corporations Act* (the “**Act**”) and the articles, only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the Corporation. Nominations of persons for election to the board of directors of the Corporation (the “**Board**”) may be made at any annual meeting of shareholders, or at any special meeting of shareholders if one of the purposes for which the special meeting was called was the election of directors. Such nominations may be made in the following manner:
 - a. by or at the direction of the Board, including pursuant to a notice of meeting;
 - b. by or at the direction or request of one or more shareholders of the Corporation pursuant to a proposal made in accordance with the provisions of the Act, or a requisition of meeting of the shareholders of the Corporation made in accordance with the provisions of the Act; or
 - c. by any person (a “**Nominating Shareholder**”): (A) who, at the close of business on the date of the giving of the notice provided below in this Advance Notice By-law and on the record date for notice of such meeting, is entered in the securities register of the Corporation as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting; and (B) who complies with the notice procedures set forth below in this Advance Notice By-law.
2. In addition to any other applicable requirements, for a nomination to be made by a Nominating Shareholder, the Nominating Shareholder must have given timely notice thereof in proper written form to the Corporate Secretary of the Corporation at the principal executive offices of the Corporation.
3. To be timely, a Nominating Shareholder’s notice to the Corporate Secretary of the Corporation must be made:

- a. in the case of an annual meeting of shareholders, not less than 30 nor more than 65 days prior to the date of the annual meeting of shareholders; provided, however, that in the event that the annual meeting of shareholders is to be held on a date that is less than 50 days after the date on which the first public announcement (the “**Notice Date**”) of the date of the annual meeting was made, notice by the Nominating Shareholder may be made not later than the close of business on the tenth (10th) day following the Notice Date; and
 - b. in the case of a special meeting (which is not also an annual meeting) of shareholders called for the purpose of electing directors (whether or not called for other purposes), not later than the close of business on the fifteenth (15th) day following the day on which the first public announcement of the date of the special meeting of shareholders was made.
 - c. In no event shall any adjournment or postponement of a meeting of shareholders or the announcement thereof commence a new time period for the giving of a Nominating Shareholder’s notice as described above.
4. To be in proper written form, a Nominating Shareholder’s notice to the Corporate Secretary of the Corporation must set forth:
- a. as to each person whom the Nominating Shareholder proposes to nominate for election as a director: (A) the name, age, business address and residential address of the person; (B) the principal occupation or employment of the person; (C) the class or series and number of shares in the capital of the Corporation which are controlled or which are owned beneficially or of record by the person as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice; and (D) any other information relating to the person that would be required to be disclosed in a dissident’s proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws (as defined below); and
 - b. as to the Nominating Shareholder giving the notice, any proxy, contract, arrangement, understanding or relationship pursuant to which such Nominating Shareholder has a right to vote any shares of the Corporation and any other information relating to such Nominating Shareholder that would be required to be made in a dissident’s proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws (as defined below).

The Corporation may require any proposed director nominee to furnish such other information as may reasonably be required by the Corporation to determine the eligibility of such proposed director nominee to serve as an independent director of the Corporation or that could be material to a reasonable shareholder of the Corporation’s understanding of the independence, or lack thereof, of such proposed director nominee.

5. No person shall be eligible for election as a director of the Corporation unless nominated in accordance with the provisions of this Advance Notice By-law; provided, however, that nothing in this Advance Notice By-law shall be deemed to preclude discussion by a shareholder (as distinct from the nomination of directors) at a meeting of shareholders of the Corporation of any matter in respect of which it would have been entitled to submit a proposal pursuant to the provisions of the Act. The chairman of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the foregoing provisions and, if any proposed nomination is not in compliance with such foregoing provisions, to declare that such defective nomination shall be disregarded.

6. For purposes of this Advance Notice By-law:
 - a. “**public announcement**” shall mean disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by the Corporation under its profile on the System of Electronic Document Analysis and Retrieval at www.sedar.com; and
 - b. “**Applicable Securities Laws**” means the applicable securities legislation of each relevant province of Canada, as amended from time to time, the rules, regulations and forms made or promulgated under any such statute and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commission and similar regulatory authority of each province of Canada.
7. Notwithstanding any other provision of this Advance Notice By-law, notice given to the Corporate Secretary of the Corporation may only be given by personal delivery, facsimile transmission or by email (at such email address as stipulated from time to time by the Corporate Secretary of the Corporation for purposes of this notice), and shall be deemed to have been given and made only at the time it is served by personal delivery, email (at the aforesaid address) or sent by facsimile transmission (provided that receipt of confirmation of such transmission has been received) to the Corporate Secretary of the Corporation at the address of the principal executive offices of the Corporation; provided that if such delivery or electronic communication is made on a day which is a not a business day or later than 5:00 p.m. (Montreal time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the subsequent day that is a business day.
8. Notwithstanding the foregoing, the Board may, in its sole discretion, waive any requirement in this Advance Notice By-law.

APPENDIX C

INCENTIVE PLANS

This Appendix C provides details regarding the LTIP, the DSU Plan and the Omnibus Plan.

The LTIP

The LTIP of the Corporation is dated June 25, 2008 and was amended by the Board of Directors on May 4, 2012, which amendments did not require Shareholder approval. On February 28, 2013, the Board of Directors of the Corporation approved certain amendments to the LTIP, which will be submitted to the Shareholders for approval at the Meeting through the LTIP Resolution. A description of the substantial amendments of the LTIP is provided under the section “Business of the Meeting – Amendments to the Corporation’s LTIP” of this Information Circular. The description of the LTIP provided below is that of the LTIP as amended by the Board of Directors on February 28, 2013. Definitions of capitalized terms of the LTIP that are used in this section of Appendix C are reproduced below:

- **“Black-Out Period”** means a period during which designated employees of the Corporation cannot trade Shares pursuant to the Corporation’s policy respecting restrictions on employee trading which is in effect at that time (which, for greater certainty, does not include the period during which a cease trade order is in effect to which the Corporation, or in respect of an Insider (as such term is defined under the *Securities Act* (Ontario)), that Insider, is subject);
- **“Business Day”** means a day other than a Saturday, Sunday or statutory holiday, when banks are generally open for business in the City of Montreal, in the Province of Québec, for the transaction of banking business;
- **“Date of Grant”** means the date on which an Option or PSU is granted under the LTIP, which date may be on or, if so determined by the Board at the time of grant, after the date that the Board resolves to grant the Option or PSU, provided that if the date on which the Board resolves to grant an Option or PSU falls within a Black-Out Period or within five Trading Days following the end of a Black-Out Period, the Date of Grant shall be presumed to be the sixth Trading Day following the end of such Black-Out Period;
- **“Insider”** has the meaning given to this term in the *Securities Act* (Ontario), as such legislation may be amended, supplemented or replaced from time to time, and also includes “associates” and “affiliates” of an Insider, as such terms are also defined in such legislation;
- **“Retirement”** means the termination of employment at age 60 or later (or earlier with the consent of the Corporation’s Group Chief Executive, or the Board in the case of members of the Corporation’s executive management committee);
- **“Termination Date”** means (i) in the event of a Participant’s (as defined below) voluntary termination, the date on which such Participant ceases to be an employee of the Corporation or a subsidiary; (ii) in the event of the termination of the Participant’s employment by the Corporation or a subsidiary, the date on which such Participant is advised by the Corporation or the subsidiary, as the case may be, in writing or verbally, that his/her services are no longer required; or (iii) such later date as may be directed by the Corporation; and
- **“Trading Day”** means a Business Day on which a sale of Shares occurred on the TSX.

General Terms Applicable to PSUs and Options

The LTIP has replaced all prior long-term incentive plans as the Corporation’s principal long-term incentive plan for all new grants. The plan is designed to provide Eligible Participants (as defined below)

with incentive compensation that enhances the Corporation's ability to attract, retain and motivate the key contributors who will drive the Corporation's long-term business success and to reward executives and other critical employees for significant performance that results in the Corporation meeting or exceeding its performance targets over the long-term. The plan is also designed to align Participants' interests with those of Shareholders by delivering awards which are either settled in shares of the Corporation or which track the value of the Corporation's shares. "Eligible Participants" or "Participants" are defined in the LTIP as being officers, senior executives and other employees of the Corporation as the Board of Directors or HRCC shall from time to time determine are in key positions in the Corporation. For greater certainty, non-employee directors of the Corporation are not Eligible Participants.

The LTIP permits the granting of Options and PSUs to Eligible Participants of the Corporation and its subsidiaries. The LTIP is administered by the HRCC.

Subject to Shareholder approval, as at May 14, 2013, a maximum of 16,381,000 Shares will be reserved and available for grant and issuable pursuant to the LTIP, which number represents approximately 9.5% of the issued and outstanding Shares as of March 15, 2013. As at March 15, 2013, the 7,641,796 Shares to be issued pursuant to the exercise of outstanding Options represents approximately 4.4% of all of the Corporation's issued and outstanding Shares. As per the LTIP, the value of PSUs realized upon achievement of performance vesting conditions can be settled in cash or purchase of Shares on the open market, at the determination of the Board of Directors.

The LTIP provides that (i) the aggregate number of Shares reserved for issuance at any time to any one Eligible Participant and (ii) the aggregate number of Shares issued to any one Insider under the LTIP or any other proposed or established share compensation arrangement within any one-year period, shall not exceed five percent (5%) of the issued and outstanding Shares at such time. The LTIP also provides that the aggregate number of Shares (i) issued to insiders under the LTIP or any other proposed or established share compensation arrangement within any one-year period and (ii) issuable to insiders at any time under the LTIP or any other proposed or established share compensation arrangement, shall in each case not exceed ten percent (10%) of the issued and outstanding Shares.

Options or PSUs granted or awarded under the LTIP may not be assigned or transferred with the exception of an assignment made to a personal representative of a deceased Participant.

Specific Terms Related to the Options

The Board of Directors or the HRCC will (i) set the term of the Options granted under the LTIP which term cannot exceed ten (10) years and (ii) fix the vesting terms and Date of Grant of Options as it deems appropriate at the time of the grant of such Options. Should the expiration date for an Option fall within a Black-Out Period (as defined in the LTIP) or within ten Trading Days (as defined in the LTIP) following the expiration of a Black-Out Period, the expiry date of the Option shall be extended until that date which is the tenth Trading Day following the end of the Black-Out Period.

The exercise price of any Options granted pursuant to the LTIP will be determined by the Board of Directors or the HRCC when such Options are granted, provided that the exercise price shall not be less than the market value of the Shares at the Date of Grant. The "market value" of a Share shall be the average closing price of a Share on the TSX for the five Trading Days preceding the Date of Grant. Should the Date of Grant for any given Option fall within a Black-Out Period or within five (5) Trading Days following the end of a Black-Out Period, the Date of Grant will be presumed to be the sixth (6th) Trading Day following the end of such Black-Out Period. No Option shall be exercised by a Participant on a day that is not a Trading Day or during a Black-Out Period.

When exercising Options, a Participant may give the Corporation instructions to sell, at the prevailing market price of the Shares on the TSX at the time of any such sale, the necessary number of Shares issuable upon exercise of such Options to effect payment of the applicable purchase price with the resulting proceeds.

With the consent of the Board of Directors or the HRCC, a Participant may, rather than exercise an Option which the Participant is entitled to exercise under the LTIP, elect to terminate the Option in whole or in part and, in lieu of receiving the Shares to which the terminated Option relates, receive such amount of cash equal to the product of the number of Shares to which the terminated Option relates multiplied by the difference between the fair market value of a Share on the date of termination of the Options and the Option Price of the Shares to which the terminated Option relates, less any amount withheld on account of income taxes, which withheld income taxes will be remitted by the Corporation. The fair market value of a Share shall be the closing price of a Share on the TSX on the Trading Day on which the election described above is made.

The decision to grant Options and the number of Options granted are subject to the Board's discretion. Options granted in 2012 were subject to the following conditions:

- 7 year term to expiry; and
- 25% vesting per year over 4 years.

While under the LTIP performance vesting conditions may be attached to Option awards, all Option awards granted in 2012 contained only time-based vesting conditions.

Specific Terms Related to the PSUs

PSUs will be granted to Eligible Participants, from time to time, in the sole discretion of the Board of Directors or the HRCC.

The Board of Directors or the HRCC will fix the period during which PSUs may vest which period shall not exceed three (3) years after the calendar year in which the PSU is granted (the "**Restriction Period**"). Each PSU grant will be subject to certain vesting conditions, including performance criteria, such conditions to be determined by the Board of Directors or the HRCC and to be provided to the Participant under a separate agreement.

The Board of Directors, upon recommendation of the HRCC, approved the adoption of corporate consolidated A-EBITDA growth as the basis for performance vesting conditions.

Consequently, the vesting of PSUs awarded in 2012 is subject to the following conditions and schedule:

- 1/6th of the award may vest at the end of each year in the three-year cycle, based on the achievement of the Corporation's consolidated annual A-EBITDA in each respective year;
- The remaining 1/2 of the award may vest at the end of the three-year cycle based on the achievement of the Corporation's consolidated cumulative A-EBITDA over the three-year period;
- The vested PSUs only become payable at the end of the three-year cycle, subject to the Participant's continued employment with the Corporation until the end of the cycle; and
- The vesting threshold is achievement of 80% of the target, vesting at 50% of the value, increasing linearly to 100%.

The Participant will be entitled to receive, as soon as possible upon confirmation by the Board of Directors or the HRCC that the vesting conditions (including the performance criteria) have been met, payment for each awarded PSU in the form of Shares purchased on the open market, cash, or a combination of Shares purchased on the open market and cash, at the discretion of the Board of Directors or the HRCC. For the purposes of such payment, the market value of Shares shall be the average closing price of a Share on the TSX for the five Trading Day period immediately following the determination by the Board or the HRCC that the vesting conditions have been met. Should the Board or the HRCC confirm

that the vesting conditions have been met during a Black-Out Period, any cash payment shall be determined based on the average closing price of a Share on the TSX for the five Trading Days following the end of the Black-Out Period.

Treatment Upon Termination of Employment – Options

Unless the Board of Directors or the HRCC decides otherwise, Options granted under the LTIP will expire at the earlier of the expiration of the original term of the Option and (i) the Participant's Termination Date when the Participant's employment has been terminated for "cause"; (ii) on the thirty-first (31st) day following the Participant's Termination Date when the Participant's employment has been terminated voluntarily or by the Corporation for reasons other than for "cause"; (iii) twelve (12) months after the Participant's death; or (iv) three (3) years after the Participant's Retirement.

Upon a Participant's voluntary leave of absence, including without limitation, maternity and paternity leaves or disability which does not lead to a termination of employment, or when a Participant's employment has been terminated by reason of injury or disability, any Options or unexercised part thereof granted to such Participant may be exercised as the rights to exercise accrue, with the consent of the Corporation's chief executive officer or the Board of Directors in the case of members of the Corporation's executive management committee.

Treatment Upon Termination of Employment – PSUs

Unless the Board of Directors or the HRCC decides otherwise, upon a Participant's (i) voluntary leave of absence, including without limitation, maternity and paternity leaves; or (ii) termination of employment for reasons other than for cause, the Participant's participation in the LTIP in respect of PSUs shall be immediately terminated, provided, however, that all unvested PSUs shall remain in effect until the end of the applicable Restriction Period. At the end of such Restriction Period, the Board of Directors or the HRCC will evaluate whether the vesting conditions and performance criteria were met in order to determine the amount of the payment to which the Participant is entitled, if any, in accordance with the following formula:

$$\begin{array}{r} \text{Number of unvested PSUs} \\ \text{outstanding in the Participant's} \\ \text{account} \end{array} \quad \times \quad \frac{\begin{array}{c} \text{Number of completed months during the applicable} \\ \text{Restriction Period, as of the date of the Participant's} \\ \text{termination or voluntary leave of absence} \end{array}}{\begin{array}{c} \text{Total number of months included in the applicable} \\ \text{Restriction Period} \end{array}}$$

Upon a Participant's death, the Participant's participation in the LTIP in respect of PSUs shall be immediately terminated, provided, however, that the Participant's legal representatives shall be entitled to receive that number of Shares equal to the number of unvested PSUs outstanding in the Participant's account, as if the applicable vesting conditions related to those PSUs were met, and prorated in the same manner as set forth in the formula above.

Upon a Participant's Retirement or termination of employment for reason of injury or disability or in the case of disability which does not lead to a termination of employment, all unvested PSUs shall remain in effect until the end of the applicable Restriction Period as if the Participant was still employed by the Corporation or not disabled. Upon a Participant's employment being terminated voluntarily by such Participant or for "cause", the Participant's participation in the LTIP shall be immediately terminated on such Participant's Termination Date and all PSUs credited to such Participant's account that have not vested shall be forfeited and cancelled.

Impact of a Change of Control

Subject to the provisions contained in any employment agreement between a holder of PSUs and/or Options and the Corporation and the Change in Control Policy described on page 62, if (i) any person becomes the beneficial owner, directly or indirectly, of 50% or more of either the issued and outstanding Shares or the combined voting power of the Corporation's then outstanding voting securities entitled to vote generally in the election of directors; (ii) any person acquires, directly or indirectly, securities to which is attached the right to elect the majority of the directors of the Corporation; (iii) the Corporation undergoes a liquidation or dissolution or sells all or substantially all of its assets; (iv) as a result of or in connection with: (A) a contested election of directors, or (B) a merger, consolidation, reorganization or acquisition involving the Corporation or any of its affiliated entities and another corporation or other entity, the nominees named in the most recent Information Circular of the Corporation for election to the Board no longer constitute a majority of the Board; or (v) a merger or consolidation of the Corporation is consummated with any other Person, other than (A) a merger or consolidation that would result in the voting securities entitled to vote generally in the election of directors outstanding immediately prior thereto continuing to represent, in combination with the ownership of any trustee or other fiduciary holding securities under an employee benefit plan of the Corporation, at least fifty percent (50%) of the combined voting power of the voting securities entitled to vote generally in the election of directors of the Corporation or such surviving entity or parent thereof outstanding immediately after such merger or consolidation, or (B) a merger or consolidation effected to implement a recapitalization of the Corporation in which no Person is or becomes the beneficial owner, directly or indirectly, of securities of the Corporation representing fifty percent (50%) or more of the combined voting power of the Corporation's then outstanding securities, the Board of Directors may make such provision for the protection of the rights of the Participants as the Board of Directors, in its discretion, considers appropriate in the circumstances, including, without limitation, changing the vesting for the Options and/or the date on which any Option expires or the Restriction Period for the PSUs.

For greater certainty, unless the Board decides otherwise, the consummation of any transaction or series of transactions immediately following which the record holders of the Shares immediately before such transaction or series of transactions continue, directly or indirectly, to have substantially the same proportionate ownership in any entity which owns all or substantially all of the assets of the Corporation immediately following such transaction or series of transactions, shall not constitute a Change in Control.

Amendment Provisions of the LTIP

The LTIP includes an amendment procedure pursuant to which the Board may amend the LTIP or any Option or PSU outstanding under the LTIP, provided that such amendment shall: (a) not adversely alter or impair any Option or PSU previously granted, except for certain adjustments in the case of changes affecting the Shares ("**Shares Adjustments**"); (b) be subject to any regulatory approvals including, where required, the approval of the TSX; and (c) be subject to Shareholder approval, where required by law or the requirements of the TSX, provided that Shareholder approval shall not be required for the Board of directors to make the changes which may include but are not limited to: (a) amendments of a "housekeeping" nature; (b) a change to the vesting provisions of any Option or PSU; (c) the introduction or amendment of a cashless exercise feature payable in securities, whether or not such feature provides for a full deduction of the number of underlying securities from the LTIP reserve; (d) the addition of a form of financial assistance and any amendment to a financial assistance provision which is adopted; (e) a change to the Eligible Participants of the LTIP, including a change which would have the potential of broadening or increasing participation by Insiders; and (f) the addition of a deferred or restricted share unit or any other provision which results in Participants receiving securities while no cash consideration is received by the issuer.

Notwithstanding the foregoing, the Board shall be required to obtain Shareholder approval to make the following amendments: (a) any change to the maximum number of Shares issuable from treasury under the LTIP, including an increase to the fixed maximum number of Shares or a change from a fixed maximum number of Shares to a fixed maximum percentage, except in case of Shares Adjustments; (b) any amendment which reduces the exercise price of any Option after the Option has been granted or any

cancellation of an Option and the substitution of that Option by a new Option with a reduced price, except in the case of Shares Adjustments; (c) any exchange or buy-out of any Option for cash or other property, in a case where the exercise price of such Option is below the prevailing price of one Share on the TSX; (d) any amendment which extends the expiry date of any Option or the Restriction Period of any PSU beyond the original expiry date, except in case of an extension due to a Black-Out Period; (e) any amendment which would allow non-employee directors to be eligible for awards under the LTIP; (f) any amendment which would permit any Option or PSU granted under the LTIP to be transferable or assignable by any Participant other than by will or pursuant to the laws of succession; (g) any amendment which allows a payment of PSUs through the use of Shares issued from treasury; (h) any amendment which increases the maximum number of Shares that may be issued to Insiders as a group or any one Insider under the LTIP or any other proposed or established share compensation arrangement, except in case of Shares Adjustments; and (i) any amendment to the amendment provisions of the LTIP, provided that Shares held directly or indirectly by Insiders benefiting from the amendments in (b) and (d) shall be excluded when obtaining such shareholder approval.

The LTIP Grants Awarded in Financial Year 2012

Effective March 1, 2012, the Board of Directors approved the granting of 540,770 PSUs to 155 participants.

As further approved by the Board of Directors, a total of 2,062,180 Options were awarded to 83 participants on March 1, 2012 with an exercise price of \$12.50 each. Such grants have a 7-year term, with vesting over 4 years at a rate of 25% per year.

Furthermore, the Board of Directors approved the granting of additional Options to new hires in 2012, as described in the following table, with the same vesting criteria and option term as those granted on March 1, 2012:

Grant Date	Number of Options Granted	Option Exercise Price
May 11, 2012	40,000	\$12.89
August 17, 2012	75,000	\$13.57
September 17, 2012	10,000	\$14.64
September 24, 2012	260,000	\$14.52
November 16, 2012	50,000	\$14.90
December 31, 2012	50,000	\$14.88

For 2012, an aggregate of 2,547,180 Options were granted, representing 1.5% of the total Shares outstanding. As at December 31, 2012 an aggregate of 5,861,266 Options were outstanding, representing 3.4% of total Shares outstanding. This compares to Options representing 2.3% of total Shares outstanding as at December 31, 2011.

The Corporation's 2012 long-term incentive plan awards were not granted based on the achievement of a specific set of performance criteria. Most plan participants received awards based on their role and degree of executive responsibility within the Corporation. Nevertheless, the Board and the HRCC retained the discretion to adjust LTIP awards upwards or downwards, based on the recommendation of Management, in order to recognize specific circumstances or instances of exceptional performance in the prior year.

None of the NEOs exercised any of their vested Options in 2012.

The DSU Plan

The DSU Plan is administered by the Governance and Nominating Committee for the compensation of directors, and by the HRCC for the compensation of designated officers and executives of the Corporation. Directors of the Corporation are automatically eligible to participate in the DSU Plan while the HRCC designates from time to time and at its sole discretion, the designated officers and executives of the Corporation who are eligible to participate in the DSU Plan.

Subject to approval by the Board of Directors, designated officers and executives may elect to convert a portion of their annual bonus amount earned in DSUs. In addition, at its discretion, the Board of Directors may from time to time award DSUs to recognize outstanding achievements or for reaching certain corporate objectives or as new hire awards for senior executives. As described earlier, the objectives underlying participation of the Corporation executives in the DSU Plan are to provide significantly longer term engagement of Management in fulfilling value needs of Shareholders, nurture long-term retention of critical talent and support executives in meeting the applicable Shareholding Guidelines for Executives.

Since January 1, 2009, Directors are granted annually (and issued quarterly) a fixed number of DSUs, which is set from time to time by the Board of Directors upon recommendation of the Governance and Nominating Committee (currently 1,500 DSUs per year for Directors other than the Chairman, and 8,000 DSUs for the Chairman). Directors are required to convert a minimum of 50% of their annual cash Board retainer fee in DSUs until they meet the applicable Shareholding Guidelines for Directors. In addition, Directors may also elect, on an annual basis, to convert all or a portion of their: (i) annual Board cash retainer fees; (ii) annual committee(s) cash retainer fees; and (iii) Board meeting fees, in DSUs.

Upon termination of service, a participant in the DSU Plan shall be entitled to receive for each DSU credited to his account the payment in cash of the value of a Share (the "**Share Value**") at the market price on the date of his termination of service, provided, however, that if a participant's termination of service occurs concurrently with the occurrence of a Black-Out Period (as defined in the DSU Plan), the market price shall, in such case, be calculated at the end of the fifth trading day immediately following the last day of such Black-Out Period. No guarantee of the market value of the Shares is attached to the Share Value.

A participant in the DSU Plan is not entitled to exercise any Shareholder rights with respect to the Shares relative to DSUs that were granted to such participant. Additional DSUs are received as dividend equivalents. Vesting conditions may be attached to DSUs at the Board's discretion.

In the event of the occurrence of a Change in Control as defined in the Change in Control Policy, the Board of Directors may make such provision as the Board, in its discretion, considers appropriate in the circumstances, to ensure the value of DSUs prior to the implementation of any such transaction is not detrimentally affected as a result thereof.

During financial year 2012, a total of 34,252 DSUs were granted to non-executive Directors and 3,336 DSUs were awarded to executives of the Corporation.

The Omnibus Plan

A trustee purchased Aeroplan Income Fund units under the Omnibus Plan, which were converted into Shares following the conversion of Aeroplan Income Fund to a Corporation on June 25, 2008. The trustee holds the Shares until such time as ownership vests to each participant. At the time of vesting, participants receive the Shares underlying the grants they received. Dividends declared by the Corporation on any Shares granted under the Omnibus Plan may, at the Corporation's discretion, be used to purchase additional Shares which vest concurrently and proportionately with the Shares initially granted.

Unvested Shares held by the trustee on behalf of an Omnibus Plan participant are forfeited if the participant resigns or is terminated for cause prior to the applicable vesting date. If a participant is terminated without cause, his or her unvested Shares vest on a pro-rata basis, subject to the satisfaction

of performance vesting conditions, if any. If a participant retires, his or her unvested Shares continue to vest unless the award of the respective Shares is subject to the participant's continued employment until the end of the vesting period or the participant commences employment with a competitor, in which case the unvested Shares are forfeited. If a participant becomes disabled, Shares continue to vest. In the event of participant's death, his or her unvested Shares become immediately vested. Subject to the provisions contained in any employment agreement between a holder of RSUs and the Corporation, in the event of the occurrence of a Change in Control as defined under the Omnibus Plan text, any unvested RSUs will become vested as of the date of the Change in Control, whether or not the vesting conditions have been met.

No new awards were made under the Omnibus Plan in 2011. The last cycle of new awards under the plan were made in 2010, and the only awards outstanding under the plan are for the CEO and one other executive.

On February 23, 2011, upon the recommendation of the HRCC, the Board approved the vesting of the 2008 grants under the CEO's employment agreement due to the achievement of the underlying performance conditions for each of the financial years therein, and pending completion of time vesting conditions.

Specifically for the period 2009-2011 the Corporation met the performance vesting criteria as shown in the following table:

Year	A-EBITDA Target	A-EBITDA Results	Results % of Target	Vesting Approved
2009	\$278.3 million	\$281.6 million	101%	YES
2010	\$295.2 million	\$294.4 million ⁽¹⁾	100%	YES
2011	\$351.8 million	\$373.2 million ⁽¹⁾	106%	YES

(1) Excludes extraordinary events.

In December 2012, as a consequence of the achievement of the performance conditions described above in addition to all time-based conditions, the 50,000 time vesting and 30,000 performance vesting units granted to the CEO in December 2009 were vested and released. As a result, ownership of 36,331 performance vesting and 60,552 time vesting units (including reinvested dividends) held in trust were transferred to the CEO.