



**ANNUAL INFORMATION FORM  
FOR THE FINANCIAL YEAR  
ENDED DECEMBER 31, 2016**

**March 22, 2017**

## TABLE OF CONTENTS

EXPLANATORY NOTES .....	1
Forward-Looking Statements.....	1
Trademarks .....	2
CORPORATE STRUCTURE .....	2
Name, Address and Incorporation .....	2
Intercorporate Relationship.....	3
GENERAL DEVELOPMENT OF THE BUSINESS.....	3
History.....	3
THE BUSINESS .....	6
Overview .....	6
Structure of the Business.....	7
Financial Highlights.....	7
Coalition Loyalty .....	11
Americas Coalitions .....	13
International Coalitions.....	22
Global Loyalty Solutions .....	26
Corporate and Other.....	27
Competition.....	27
Logos and Trademarks.....	29
Regulatory.....	29
Employees.....	31
Facilities.....	31
Environmental.....	31
RISKS AND UNCERTAINTIES AFFECTING THE BUSINESS.....	31
Risks Related to the Business and the Industry .....	32
Risks Related to Aimia .....	40
DESCRIPTION OF CAPITAL STRUCTURE .....	42
Common Shares .....	42
Preferred Shares .....	43
Senior Secured Notes .....	47
Ratings .....	49
Debt Financing.....	49
Redemption Reserve .....	50
DIVIDENDS AND DISTRIBUTIONS .....	51
Dividend Policy.....	51
MARKET FOR SECURITIES .....	51
Trading Price and Volume .....	52
PRIOR SALES.....	55
DIRECTORS AND OFFICERS .....	56
Directors.....	56
Officers .....	58
Biographies .....	58

Cease Trade Orders, Bankruptcies, Penalties or Sanctions.....	64
Conflicts of Interest.....	65
<b>AUDIT COMMITTEE INFORMATION .....</b>	<b>66</b>
Charter of the Audit Committee.....	66
Composition of the Audit Committee .....	66
Relevant Education and Experience of the Audit Committee Members.....	66
Pre-approval Policies and Procedures.....	68
Audit Fees .....	68
<b>LEGAL PROCEEDINGS AND REGULATORY ACTIONS .....</b>	<b>69</b>
Class Action Contesting Changes to Aeroplan’s Mileage Accumulation and Expiry rules .....	70
Canada Revenue Agency Notice of Reassessment .....	70
Revenue Quebec Notice Of Assessment.....	71
<b>INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS.....</b>	<b>71</b>
<b>TRANSFER AGENT AND REGISTRAR.....</b>	<b>71</b>
<b>MATERIAL CONTRACTS .....</b>	<b>71</b>
<b>INTERESTS OF EXPERTS .....</b>	<b>72</b>
<b>ADDITIONAL INFORMATION.....</b>	<b>72</b>
<b>SCHEDULE A – GLOSSARY OF TERMS.....</b>	<b>A-1</b>
<b>SCHEDULE B – CHARTER OF THE AUDIT, FINANCE AND RISK COMMITTEE.....</b>	<b>B-1</b>

## EXPLANATORY NOTES

The information in this Annual Information Form is stated as at December 31, 2016, unless otherwise indicated.

Unless otherwise indicated in this Annual Information Form, “*Aimia*”, “*we*”, “*us*”, “*our*”, or “*the Corporation*” refers to Aimia Inc., and, where the context requires, its Subsidiaries and associated companies or Aeroplan Income Fund, the predecessor entity to Aimia, and, where the context requires, its Subsidiaries and associated companies.

For an explanation of the capitalized terms and expressions and certain defined terms, please refer to the *Glossary of Terms* set out in Schedule “A” of this Annual Information Form. Unless otherwise indicated, all dollar amounts are expressed in Canadian dollars and references to \$ are to Canadian dollars.

### FORWARD-LOOKING STATEMENTS

Aimia is entirely dependent upon the operations and financial condition of its Subsidiaries and associated companies. The earnings and cash flows of Aimia are affected by certain risks. For a description of those risks, please refer to the section “Risks and Uncertainties Affecting the Business.”

This Annual Information Form includes forward-looking statements within the meaning of applicable securities laws. These statements relate to analyses and other information that are based on forecasts of future results or events and estimates of amounts not yet determinable. These statements may involve, but are not limited to, comments relating to strategies, expectations, planned operations or future actions.

These forward-looking statements are identified by the use of terms and phrases such as “anticipate”, “believe”, “could”, “estimate”, “expect”, “intend”, “may”, “plan”, “predict”, “project”, “will”, “would”, and similar terms and phrases, including references to assumptions.

Forward-looking statements, by their nature, are based on assumptions and are subject to important risks and uncertainties. Any forecasts, predictions or forward-looking statements cannot be relied upon due to, among other things, changing external events and general uncertainties of the business and its corporate structure. Results indicated in forward-looking statements may differ materially from actual results for a number of reasons, including without limitation, dependency on significant Accumulation Partners and clients, failure to safeguard databases, cyber security and consumer privacy, reliance on Redemption Partners, conflicts of interest, greater than expected redemptions for rewards, regulatory matters, retail market/economic conditions, industry competition, Air Canada liquidity issues or air travel industry disruptions, airline industry changes and increased airline costs, supply and capacity costs, unfunded future redemption costs, changes to coalition loyalty programs, seasonal nature of the business, other factors and prior performance, foreign operations, legal proceedings, reliance on key personnel, labour relations, pension liability, technological disruptions, inability to use third-party software and outsourcing, failure to protect intellectual property rights, interest rate and currency fluctuations, leverage and restrictive covenants in current and future indebtedness, uncertainty of dividend payments, managing growth, credit ratings, audits by tax authorities, as well as the other factors identified throughout this Annual Information Form. The forward-looking statements contained herein represent Aimia’s expectations as of March 22, 2017 and are subject to change after such date. However, Aimia disclaims any intention or obligation to update or revise any forward-looking statements whether as a

result of new information, future events or otherwise, except as required under applicable securities regulations. See “Risks and Uncertainties Affecting the Business”.

## **TRADEMARKS**

The following words are trademarks of the Corporation that are referred to and used as such in this Annual Information Form or in other materials prepared by the Corporation. These trademarks are the subject of either registration, or application for registration, in various jurisdictions: AEROCORPORATE®, AÉROENTREPRISE®, AEROEXPRESS®, AÉROGOLD®, AÉROHYPOTHÈQUE®, AEROMOVE®, AEROMORTGAGE®, AERONOTE®, AÉRONOTE®, AEROPLAN®, AÉROPLAN®, AEROPLAN PLUS®, AÉROPLAN PLUS®, AERO PLATINUM®, AÉRO PLATINE®, AEROSERVICE®, AÉRO OR®, AIMIA®, AIR MILES®, AIR MILES SHOPPING REWARDS®, AIR MILES TRAVEL THE WORLD®, BEST OF EVERYTHING®, DÉFI DES ÉTOILES®, EIM ELEMENT®, FIXED MILEAGE FLIGHT REWARDS®, GLOBAL REWARDS®, i2C®, MARKET FARE FLIGHT REWARDS®, MCERTS®, NECTAR®, PREPAID IMPRESSIONS®, READY REWARDS®, RSx®, STAR CHALLENGE®, TRAVEL EASE®, V.I.P. CHECKS & DESIGN®, VIRTUAL ENGAGEMENT SUITE®, and ZIPSETGO®.

Any other trademarks, or corporate, trade or domain names used in this Annual Information Form are the property of their owners. Our exclusive trademark rights are perpetual provided that their registrations are timely renewed and that the trademarks are used in commerce by us or our licensees. We take appropriate measures to protect, renew and defend our trademarks. We take great care not to infringe on the intellectual property and trademarks of others.

## **CORPORATE STRUCTURE**

### **NAME, ADDRESS AND INCORPORATION**

The Corporation was incorporated on May 5, 2008 under the CBCA. The Corporation is the successor to Aeroplan Income Fund following the completion of the reorganization of Aeroplan Income Fund from an income trust structure to a corporate structure by way of a court-approved plan of arrangement under the CBCA on June 25, 2008 and a reorganization of its corporate structure on December 29 and 30, 2008.

On January 19, 2010, the Corporation’s articles of incorporation were amended to create the Series 1 Preferred Shares (as hereinafter defined) and the Series 2 Preferred Shares (as hereinafter defined). On May 19, 2010, the Corporation’s articles of incorporation were amended to grant voting rights, in certain limited circumstances, to holders of Preferred Shares. On January 15, 2014, the Corporation’s articles of incorporation were further amended to create the Series 3 Preferred Shares (as hereinafter defined) and the Series 4 Preferred Shares (as hereinafter defined). See the section “Description of Capital Structure” for a summary of the material terms of the Series 1 Preferred Shares, Series 2 Preferred Shares, Series 3 Preferred Shares and Series 4 Preferred Shares.

The registered and head office of Aimia is located at Tour Aimia, 525 Viger Avenue West, Suite 1000, Montreal, Quebec, Canada, H2Z 0B2.

## INTERCORPORATE RELATIONSHIP

The table below shows Aimia’s main Subsidiaries, where they are incorporated or registered, and the percentage of voting securities that Aimia beneficially owns or directly or indirectly exercises control or direction over. Aimia has other Subsidiaries, but they have not been included in the table because each represents 10% or less of our total consolidated assets and 10% or less of our total consolidated operating revenues for the year ended December 31, 2016. These other Subsidiaries together represented 20% or less of our total consolidated assets and 20% or less of our total consolidated operating revenues for the year ended December 31, 2016.

Subsidiary	Where Is it Incorporated or Registered	Percentage of Voting Securities that Aimia Holds at March 22, 2017
Aimia Canada Inc.	Canada	100%
Aimia Coalition Loyalty UK Limited	England and Wales	100%
Aimia Proprietary Loyalty U.S. Inc.	Delaware	100%

## GENERAL DEVELOPMENT OF THE BUSINESS

### HISTORY

On June 12, 2009, the Corporation concluded with a syndicate of lenders a renewal of its \$650 million credit facilities, consisting of a term facility of \$300 million and a revolving facility of \$250 million, both maturing on April 23, 2012, and a bridge facility of \$100 million, which was repaid with the proceeds of the 7.90% senior secured notes series 2, maturing on September 2, 2014 (the “**Series 2 Notes**”), which were issued on September 2, 2009. On December 7, 2009, the revolving facility was amended to increase the maximum borrowings under this facility from \$250 million to \$300 million. On January 26, 2010, a portion of the term facility was repaid with the proceeds generated from the issuance of the Series 3 Notes, with the authorized availability being reduced by the amount of the payment. On May 6, 2011, Aimia concluded an amendment to its credit facilities. The Corporation repaid \$100 million outstanding under its term facility with funds drawn from its revolving facility, and the term facility was terminated. The new secured credit facility, which only consisted of a revolving facility of \$300 million, had a maturity date of April 23, 2014. Through a series of subsequent amendments, the last of which was dated April 11, 2016, Aimia extended the terms of its revolving facility to April 23, 2020.

Pursuant to a short form universal base shelf prospectus, which was filed with the securities regulators in each of the provinces and territories of Canada on March 13, 2009, and which was subsequently amended and restated on March 26, 2009, and renewed on April 8, 2011, April 12, 2013 and May 12, 2015 (the “**Shelf Prospectus**”), and a prospectus supplement dated January 13, 2010, the Corporation issued on January 20, 2010, 6,000,000 cumulative rate reset preferred shares, Series 1 (the “**Series 1 Preferred Shares**”) for aggregate gross proceeds of \$150 million. In addition, following the

exercise by the underwriters of an over-allotment option, the Corporation issued an additional 900,000 Series 1 Preferred Shares on January 26, 2010, bringing the aggregate gross proceeds of the offering of Series 1 Preferred Shares to \$172.5 million. The proceeds from the offering of the Series 1 Preferred Shares were used as follows: (i) \$140 million to repay indebtedness under the revolving credit facility which was drawn to finance a portion of the acquisition of Carlson Marketing, and (ii) the balance for general corporate purposes. The Series 1 Preferred Shares are convertible, subject to certain conditions, into cumulative floating rate preferred shares, Series 2 (the “**Series 2 Preferred Shares**”) on a one-for-one basis. On February 27, 2015, Aimia announced that it would not be exercising its right to redeem all or part of the Series 1 Preferred Shares on March 31, 2015. As a result and subject to certain conditions, the holders of the Series 1 Preferred Shares had the right to convert all or part of their Series 1 Preferred Shares, on a one-for-one basis, into Series 2 Preferred Shares on March 31, 2015. On March 31, 2015, the holders of 2,946,635 Series 1 Preferred Shares exercised their option to convert their Series 1 Preferred Shares into an equivalent number of Series 2 Preferred Shares.

On November 8, 2011, Aimia and Multiplus S.A. (“**Multiplus**”), entered into an agreement pursuant to which they agreed to join forces to create a new loyalty marketing services company in Brazil. The joint venture, named Prismah Fidelidade S.A (“**Prismah**”), was owned in equal share participations by each of Aimia and Multiplus. On December 31, 2014, Aimia and Multiplus agreed to wind up the Prismah joint venture, which was completed on March 7, 2015.

On May 13, 2014, the Corporation received approval from the TSX for the renewal of its Normal Course Issuer Bid (the “**NCIB**”) to repurchase up to 15,530,762 of its issued and outstanding common shares during the period from May 16, 2014 to no later than May 15, 2015. On May 14, 2015, Aimia received approval from the TSX for the renewal of its NCIB to repurchase up to 16,346,860 of its issued and outstanding common shares during the period from May 20, 2015 to no later than May 19, 2016. On May 12, 2016 Aimia received approval from the TSX for the renewal of its NCIB to repurchase up to 11,153,635 of its issued and outstanding common shares during the period from May 20, 2016 to no later than May 19, 2017. As of December 31, 2016, the Corporation had repurchased an aggregate of 50,280,173 Common Shares under the NCIB.

On May 17, 2012, the Corporation issued \$250 million of 5.60% senior secured notes Series 4 maturing on May 17, 2019 (the “**Series 4 Notes**”) pursuant to the Shelf Prospectus and a prospectus supplement dated May 14, 2012. The net proceeds of the offering were used to repay a portion of the amount outstanding under the Credit Facility and for general corporate purposes.

Pursuant to the Shelf Prospectus and a prospectus supplement dated November 19, 2012, the Corporation issued on November 22, 2012, \$200 million of 4.35% senior secured notes Series 5 maturing on January 22, 2018 (the “**Series 5 Notes**”, and together with the Series 4 Notes, the “**Notes**”). The proceeds from the Series 5 Notes were used to finance the acquisition of the additional 20% equity participation in PLM (as hereinafter defined) and for general corporate purposes.

During the second quarter of 2013, the Corporation took full control of the Nectar Italia coalition loyalty program by purchasing the remaining 25% of the issued shares of Nectar S.r.l. held by Banque Accord S.A. for cash and contingent consideration totaling \$9.3 million. On December 16, 2015, the Corporation announced that it would close the Nectar Italia Program on March 1, 2016. On March 1, 2016, the Nectar Italia program was wound down.

On September 16, 2013, Aimia entered into ten-year financial credit card agreements with each of TD and CIBC, effective from January 1, 2014. Under these agreements TD became Aeroplan's primary financial services partner and credit card issuer, while CIBC continues to be an issuer of Aeroplan credit cards. On September 16, 2013, Aimia also entered into an asset purchase agreement with TD and CIBC. Pursuant to this agreement, TD acquired on December 27, 2013, approximately half of the Aeroplan credit card portfolio from CIBC and CIBC retained the balance, composed of Aeroplan cardholders who have broader banking relationships with CIBC. As a result, a payment of \$150 million in relation to the sale of approximately half of the Aeroplan card portfolio to TD, was made by Aimia to CIBC. Concurrent with the asset purchase agreement, the parties entered into a migration agreement. Depending on the net migration of Aeroplan-branded credit card accounts between CIBC and TD over the first five years of the agreement (meaning the net amount of cardholders retained by CIBC who choose to move to TD and the cardholders purchased by TD who choose to move to CIBC), TD, Aimia and CIBC have agreed to make payments of up to \$400 million. Aimia will be responsible for, or entitled to receive, up to \$100 million of these payments over five years. In accordance with the migration agreement, annual payments relating to the net migration of the Aeroplan-branded credit card accounts are to be made within the first 45 days each year.

On January 1, 2014, Aeroplan implemented enhancements to the Aeroplan Program including: the launch of a tiered recognition program that rewards top accumulating members; Market Fare Flight Rewards which replaced ClassicPlus Flight Rewards, offering significantly improved value; and the cancellation of the seven-year mileage redemption policy, with Aeroplan Miles no longer expiring after seven years for members active in the program each year.

Pursuant to the Shelf Prospectus and a prospectus supplement dated January 8, 2014, the Corporation issued on January 15, 2014, 6,000,000 cumulative rate reset preferred shares, Series 3 (the "**Series 3 Preferred Shares**") for aggregate gross proceeds of \$150 million. The proceeds from the offering of the Series 3 Preferred Shares were used to supplement its financial resources and for general corporate purposes, including the repayment at maturity on September 2, 2014, of the Series 2 Notes in the amount of \$150 million. The Series 3 Preferred Shares are convertible, subject to certain conditions, into cumulative floating rate preferred shares, Series 4 (the "**Series 4 Preferred Shares**") on a one for one basis.

On February 6, 2014, the Corporation acquired a minority stake in Think Big Digital Sdn Bhd ("**Think Big**"), the owner and operator of BIG, AirAsia and Tune Group's loyalty program, for a total of \$17.1 million. On December 23, 2014 and December 23, 2015, Aimia invested additional amounts of \$3.7 million and \$3.5 million, respectively, upon the achievement of certain milestones.

On April 10, 2014, Aimia acquired a 25% stake in Travel Club, Spain's leading coalition loyalty program. In February, 2017, Aimia exited its investment in Travel Club.

On August 12, 2014, the Corporation formed a strategic long-term partnership with Fractal Analytics, a provider of advanced analytics, deepening Aimia's analytics capabilities and extending Aimia's loyalty expertise to Fractal Analytics' existing clients. As part of the partnership, the Corporation made a minority equity investment in Fractal Analytics.

On December 11, 2014, Aimia acquired Zed Inc. Ltd., a provider of SaaS behavioural segmentation solutions and consulting services focused on customer-centric store management, ecommerce, buying and merchandising, and product category management.



On March 20, 2016, Aimia acquired full ownership of Air Miles Middle East through the purchase of HSBC Bank Middle East's 40 per cent stake in Aimia Middle East Free Zone LLC (formerly Rewards Management Middle East Free Zone LLC), the company that owns and operates Air Miles Middle East.

On June 30, 2016, Aimia exited the card-linked marketing business it had built in the United Kingdom under its commercial agreements with Cardlytics Inc. for a non-cash consideration in the form of convertible notes in Cardlytics Inc.

On July 29, 2016, Aimia sold its Enhancement Services business to Sigma Capital for cash consideration of \$15.4 million, subject to certain working capital adjustments.

On December 9, 2016, Aimia redeemed, prior to maturity, its entire outstanding \$200 million principal amount of 6.95% Series 3 Senior Secured Notes, maturing January 26, 2017.

On February 14, 2017, Aimia reached an agreement to sell its U.S. Channel and Employee Loyalty ("U.S. CEL") business to CM Insights.

## **THE BUSINESS**

### **OVERVIEW**

Aimia is a data-driven marketing and loyalty analytics company. We provide our clients with the customer insights they need to make smarter business decisions and build relevant, rewarding and long-term one-to-one relationships, evolving the value exchange to the mutual benefit of both our clients and consumers.

With about 2,900 employees across 16 countries, Aimia partners with groups of companies (coalitions) and individual companies to help generate, collect and analyze customer data and build actionable insights.

We do this through our own coalition loyalty programs such as Aeroplan in Canada, Nectar in the U.K., and Air Miles Middle East, and through provision of loyalty strategy, program development, implementation and management services underpinned by leading products and technology platforms such as the Aimia Loyalty Platform – Enterprise ("**ALP-Enterprise**") and Aimia Loyalty Platform – SaaS ("**ALP-SaaS**"), and through our analytics and insights business, including our ISS business. In other markets, we own stakes in loyalty programs, such as Club Premier in Mexico and Think Big, a partnership with Air Asia and Tune Group. Our clients are diverse, and we have industry-leading expertise in the fast-moving consumer goods, retail, financial services, and travel and airline industries globally to deliver against their unique needs.

## **STRUCTURE OF THE BUSINESS**

Aimia is organized into four divisions, including three operating segments: Americas Coalitions, International Coalitions and Global Loyalty Solutions, along with a Corporate and Other division.

Within its Americas Coalitions segment, Aimia owns and operates the Aeroplan program, Canada's premier coalition loyalty program. Also included in this segment are the Corporation's Canadian non-platform based loyalty services business.

Within the International Coalitions segment, Aimia owns and operates Nectar, the U.K.'s largest coalition loyalty program, and Air Miles Middle East, the leading coalition loyalty program in the UAE, Qatar and Bahrain. The segment also includes the Corporation's Shopper Insights and Communications business, which provides data-driven analytics and insights services to retailers and their suppliers globally through its ISS business and its 50% participation in i2c, a joint venture with Sainsbury's.

Within its Global Loyalty Solutions ("GLS") segment, Aimia provides clients with comprehensive end-to-end loyalty solutions across the globe with operations in the Americas, Europe and Asia Pacific regions. GLS provides clients with loyalty strategy, program design, implementation, campaign analytics and rewards fulfillment. GLS also deploys Aimia's loyalty platforms including ALP-Enterprise and ALP-SaaS as part of its loyalty solutions.

Aimia's Corporate and Other division includes global shared services, product development costs and share-based compensation that have not been allocated to operating segments, as well as investments. Corporate investments include a 48.9% interest in, and joint control with Grupo Aeromexico of, PLM, the owner and operator of Club Premier, a Mexican coalition loyalty program. Additionally, the Corporate and Other division includes investments in Think Big, the owner and operator of BIG, AirAsia and Tune Group's loyalty program, as well as minority interests in Cardlytics, a US-based private company operating in card-linked marketing for electronic banking, and Fractal Analytics, a provider of advanced analytics. The Enhancement Services business, which was sold in July, 2016, and the U.S. CEL business are also reported under Corporate and Other. The U.S. CEL business is presented as held for sale at December 31, 2016.

## **FINANCIAL HIGHLIGHTS**

For the year ended December 31, 2016, Aimia generated Gross Billings of \$2,339.7 million. Core business Gross Billings were \$2,172.0 million. Aimia's top four Accumulation Partners were responsible for approximately 55% of Gross Billings for the year ended December 31, 2016.

Reported amounts for Aimia's total Gross Billings for the years ended December 31, 2014, 2015 and 2016 were \$2,686.6 million, \$2,469 million, and \$2,339.7 million respectively. In 2014, total Gross Billings included a \$100 million upfront contribution received on January 2, 2014 from TD to help fund Aeroplan's program enhancements.

Reported amounts for Aimia's total revenue for the years ended December 31, 2014, 2015, and 2016 were \$2,468.8 million, \$2,460.6 million, and \$2,288.1 million respectively. In 2014, total revenue included the favourable impact of the change in the Breakage estimate in the Nectar Italia Program, which occurred in the fourth quarter of 2014 and resulted in an increase of \$19.4 million to revenue, of which \$13.4 million was attributable to the years prior to 2014 and \$6 million to the 2014 year.

Reported amounts for Aimia's operating income (loss) for the years ended December 31, 2014, 2015, and 2016 were \$(9.3) million, \$(1.2) million, and \$(86.4) million respectively. Reported amounts for Aimia's net earnings (loss) for the years ended December 31, 2014, 2015, and 2016 were \$(37.7) million, \$(5.2) million, and \$(64.6) million respectively.

For the year ended December 31, 2014, operating loss and net loss included the favourable impact of the change in Breakage estimate recorded during the fourth quarter of 2014 in the Nectar Italia program amounting to \$19.4 million.

For the year ended December 31, 2015, operating loss included the favourable impact of \$45.7 million resulting from the reduction of the Card Migration Provision and impairment charges amounting to \$13.5 million related to the Canada Loyalty Solutions group of cash-generating units.

For the year ended December 31, 2016, operating loss included impairment charges amounting to \$66.0 million, of which \$53.2 million relate to the GLS group of cash-generating units and \$12.8 million to the U.S. Channel and Employee business.

For the year ended December 31, 2015, net earnings included the following:

- the favourable impact resulting from the reduction of the Card Migration Provision of \$33.6 million, net of an income tax expense of \$12.1 million;
- the impairment charges related to the Canada Loyalty Solutions group of cash-generating units amounting to \$9.9 million, net of an income tax recovery of \$3.6 million; and
- the gain on the sale of the investment in Air Canada Class B shares of \$18.6 million, net of an income tax expense of \$2.9 million.

For the year ended December 31, 2016, net loss included the following:

- the impact of the gain on the disposal of the commercial rights in the UK card-linked marketing business of \$23.2 million; and
- the impairment charges related to GLS group of cash-generating units and to the U.S. Channel and Employee business amounting to \$64.6 million, net of an income tax recovery of \$1.4 million.

For the year ended December 31, 2016, Aimia's top four major Accumulation Partners accounted for a 55% of Gross Billings. Since Aimia's revenues are recognized based on redemptions by members as opposed to the issuance of Loyalty Units to members by the Accumulation Partners, the information on major customers is based on the Gross Billings issued through each Accumulation Partner to members. Gross Billings for each Accumulation Partner represent the contracted amounts invoiced to Accumulation Partners during each period. Aimia's top four major Accumulation Partners accounted for significant issuance of Gross Billings as follows:

<b>Accumulation Partner</b>	<b>Year Ended December 31, 2016</b>	<b>Year Ended December 31, 2015</b>
TD	18%	16%
Sainsbury's	15%	16%
CIBC	11%	11%
Air Canada	11%	10%

Air Canada, including other Star Alliance partners, is Aimia's largest Redemption Partner. The cost of rewards provided by Air Canada (and other Star Alliance Partners) as a percentage of total rewards and direct costs represented 47% for the year ended December 31, 2016 compared to 43% for the year ended December 31, 2015.

## Segmented Information

At December 31, 2016, Aimia had four operating segments: Americas Coalitions, Internal Coalitions and GLS and Corporate and Other. The table below summarizes the relevant Gross Billings, revenue and intangible assets information by segment:

<i>(in millions of Canadian dollars)</i>										
Years ended December 31,										
	2016	2015	2016	2015	2016	2015	2016	2015	2016	2015
Operating segments	Americas Coalitions		International Coalitions		GLS		Corporate & Other and Eliminations		Consolidated	
Gross Billings from the sale of Loyalty Units	1,226.1	1,201.3	522.0	631.4	-	-	-	-	1,748.1	1,832.7
Gross Billings from Loyalty Services and Other	100.7	109.3	95.5	94.0	228.3	239.3	167.1	193.7	591.6	636.3
<b>Total Gross Billings</b>	<b>1,326.8</b>	<b>1,310.6</b>	<b>617.5</b>	<b>725.4</b>	<b>228.3</b>	<b>239.3</b>	<b>167.1</b>	<b>193.7</b>	<b>2,339.7</b>	<b>2,469.0</b>
Revenue from Loyalty Units	1,140.0	1,112.9	554.2	704.0	-	-	-	-	1,694.2	1,816.9
Revenue from Loyalty Services and Other	101.0	110.4	95.2	93.8	228.0	240.4	169.7	199.1	593.9	643.7
Intercompany revenue	-	-	0.4	0.6	0.2	1.5	(0.6)	(2.1)	-	-
<b>Total revenue</b>	<b>1,241.0</b>	<b>1,223.3</b>	<b>649.8</b>	<b>798.4</b>	<b>228.2</b>	<b>241.9</b>	<b>169.1</b>	<b>197.0</b>	<b>2,288.1</b>	<b>2,460.6</b>
Software and technology <sup>(1)</sup>	72.6	70.7	35.6	33.8	6.8	13.0	21.4	63.6	136.4	181.1
Trade names <sup>(2)</sup>	275.0	275.0	119.6	148.3	-	-	-	-	394.6	423.3
Accumulation Partners' contracts and customer relationships <sup>(3)</sup>	714.1	822.9	17.5	25.6	1.1	4.0	-	29.3	732.7	881.8
Other intangibles <sup>(4)</sup>	-	-	-	-	0.3	0.6	-	-	0.3	0.6
Goodwill <sup>(5)</sup>	1,675.8	1,675.8	299.9	367.1	-	12.7	-	25.1	1,975.7	2,080.7

(1) Software and technology are recorded at cost and amortized using the straight-line method over 3 to 7 years.

(2) Trade names, which are considered intangible assets with indefinite lives, are recorded at cost, and are not amortized.

(3) Accumulation Partners' contracts and customer relationships are recorded at cost and are amortized using the straight-line method over their estimated lives, typically 5 - 25 years.

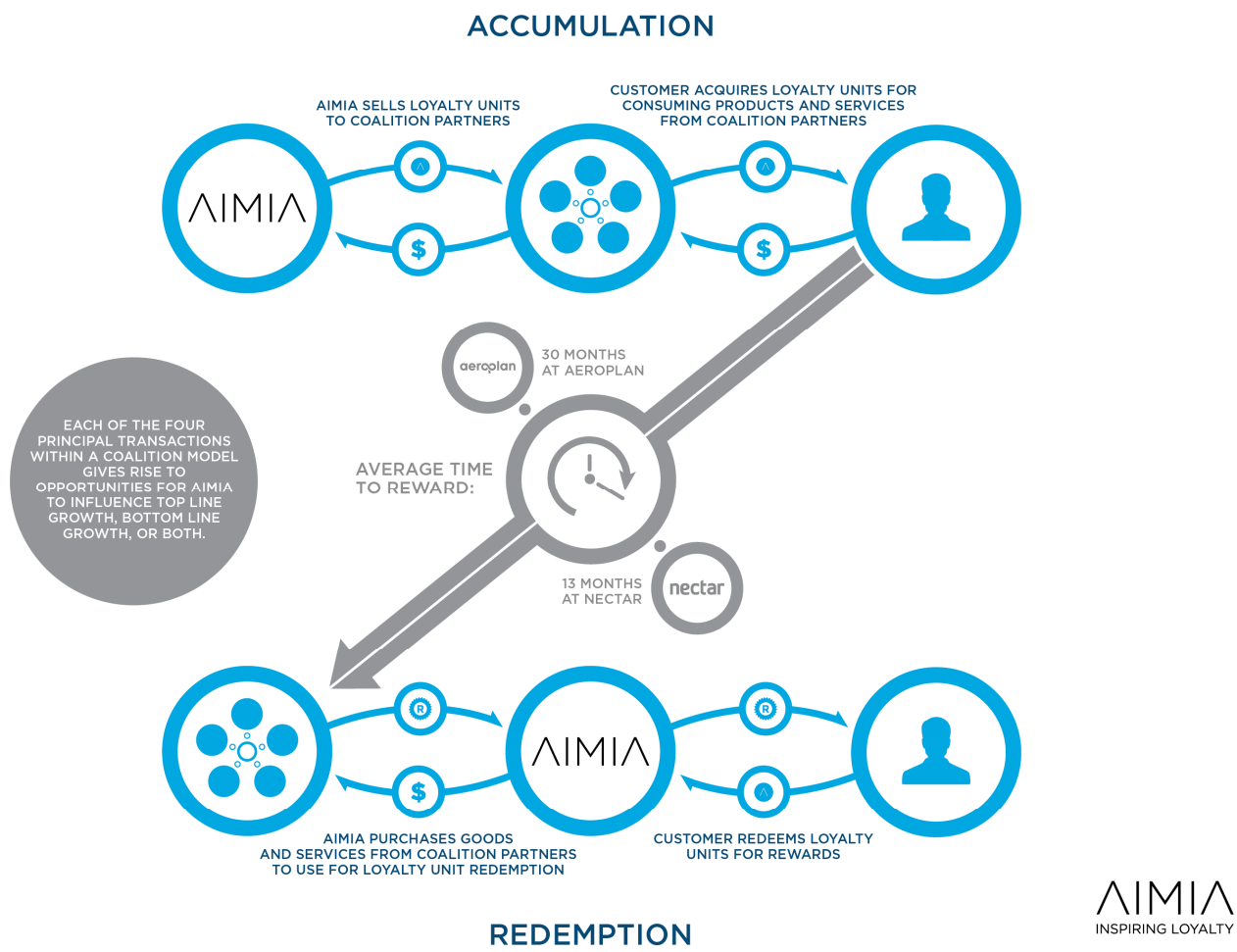
(4) Other intangibles, which include non-competition restrictions agreed to by the vendors, pursuant to certain acquisition agreements are recorded at cost and are amortized using the straight-line method over their estimated lives, 3 - 5 years.

(5) Goodwill is the residual amount that results when the purchase price of an acquired business exceeds the sum of the amounts allocated to the assets acquired, less liabilities assumed, based on their fair values. Goodwill is not amortized.

## Coalition Loyalty

Central to Aimia's business is the development and operation of coalition loyalty programs. Coalitions bring together companies that issue a common loyalty currency that members can accumulate and redeem. Members benefit in two ways from their participation in a coalition loyalty program: by doing business with Commercial Partners, they earn loyalty units that can then be redeemed for rewards such as airline tickets and merchandise, more quickly than through an individual company's loyalty program; and by sharing their personal data with the coalition, they receive more personalized and more relevant communications and offers from the coalition and its Commercial Partners.

Coalition Commercial Partners, including financial services providers, airlines, and retailers, benefit in a number of ways from their participation in the coalition: the data created by a coalition is richer than any one partner would have access to individually and is hard to replicate, which allows the Commercial Partners to better personalize their interactions with their customers, in turn helping them to increase the frequency, volume and breadth of business they do together. This helps build a long-term relationship between partners and their customers.



As a coalition owner and operator, Aimia is responsible for establishing relationships with Commercial Partners, issuing the applicable loyalty units, funding any required reserve, owning the redemption liability and managing Breakage. In general terms, Aimia's coalition loyalty business is based on two major streams of activity: (i) the sale of Loyalty Units and related marketing services to Accumulation Partners; and (ii) delivering rewards to members through the purchase of rewards or shopping discounts from its Redemption Partners.

Aimia derives its Gross Billings from the sale of Loyalty Units and marketing services to its Accumulation Partners. The marketing services consist primarily of advertising and promotion related services.

Members accumulate Loyalty Units through their interactions with a network of Accumulation Partners, representing brands in credit and charge cards, grocery, airline, retail and other industries.

The gross proceeds received by Aimia at the time of sale of Loyalty Units to its partners, known as Gross Billings from the sale of Loyalty Units, are deferred and recognized as revenue upon the redemption of Loyalty Units in line with generally accepted accounting principles. Revenue recognized per Loyalty Unit redeemed is calculated, on a weighted average basis, separately for each coalition loyalty program owned by the Corporation. Upon the redemption of Loyalty Units, Aimia purchases airline seats, shopping discounts or other products or services in order to deliver the reward chosen by the member. At such time, Aimia incurs and recognizes an expense equal to the cost of the reward, and the deferred revenue related to the Loyalty Units being redeemed is recognized as earned revenue from the sale of Loyalty Units.

The other significant expenses incurred by Aimia in relation to the operation of coalition loyalty programs include contact centre expenses, information technology costs and selling, marketing of the programs and administrative expenses.

Based upon past experience, Management anticipates that some Loyalty Units issued will never be redeemed by members. This is known as Breakage. By its nature, Breakage is subject to estimates and judgment. The amount of revenue recognized related to Breakage is based on the number of Loyalty Units redeemed in a period in relation to the total number expected to be redeemed, which factors in the Corporation's estimate for Breakage. Breakage is estimated by Management based on the terms and conditions of membership and historical accumulation and redemption patterns, as adjusted for changes to any terms and conditions that may affect members' future redemption practices. Management, assisted by an independent expert, developed an econometric model that takes into account historical activity, and expected member behaviour, projected on a going-concern basis. This tool is used by Aimia to estimate and monitor the appropriate Breakage estimates of several programs it operates on a regular basis. Management's consolidated weighted average Breakage estimate at December 31, 2016 is 12% (2015: 12%), calculated based on the total Loyalty Units outstanding under the Corporation's loyalty programs. This Breakage estimate is based on the results of the application of the model in 2016.

## **AMERICAS COALITIONS**

Aimia's Americas Coalitions segment includes Aeroplan, the Corporation's largest coalition by Gross Billings, together with its Canadian Loyalty Solutions business, which predominantly provides program management and rewards fulfillment services.

### **Aeroplan**

#### **Overview**

The Aeroplan Program is one of Canada's longest standing loyalty programs. Aeroplan benefits from its unique strategic relationship with Air Canada in addition to its contractual arrangements with leading Commercial Partners including TD, CIBC, AMEX, Imperial Oil (Esso), Star Alliance member airlines, Home Hardware, Avis, Toyota and numerous hotel chains.

Aeroplan offers its close to 5 million active members the ability to accumulate Aeroplan Miles throughout its Accumulation Partner network through purchases of products and services. Aeroplan sells loyalty marketing services, including Aeroplan Miles, to its extensive network of Accumulation Partners, representing brands in credit and charge card, airline, and other industries. Credit and charge card partners generate the majority of Aeroplan's Gross Billings. Once members have accumulated a sufficient number of Aeroplan Miles, they can redeem their Aeroplan Miles for air travel and other attractive rewards offered by Aeroplan's Redemption Partners. Upon the redemption of Aeroplan Miles by its members, Aeroplan incurs the cost to acquire the member's desired reward.

#### **Aeroplan Initiatives**

Over the recent years, Management has initiated a number of significant changes aimed at improving the Aeroplan member experience. Most notably, Management implemented the initiatives described below.

##### **(i) Aeroplan Transformation**

On January 1, 2014, Aeroplan implemented enhancements to the Aeroplan program that included:

- The launch of a tiered recognition program that rewards top accumulating members, based on total Aeroplan Miles earned across all coalition partners, with preferential mileage levels for redemption, bonus mile offers and exclusive privileges;
- Market Fare Flight Rewards which offers significantly improved value to members; and
- The cancellation of the seven-year mileage redemption policy.

##### **a) Aeroplan Status**

Aeroplan's recognition program, Aeroplan Status (formerly known as Distinction), includes several benefits such as:

- Exclusive flight reward benefit with significantly better value on Market Fare Flight Rewards;



- Bonus mile offers on eligible Air Canada flights, with select hotel partners, and on online purchases with Aeroplan's eStore; and
- Privileges, including priority access to the Aeroplan Contact Centre as well as access to special reward offers and other limited time offers.

Aeroplan Status levels are achieved based on miles earned across all coalition partners including financial card partners, airline, travel and retail. Aeroplan Status includes three (3) status levels based on a member's total eligible mileage accumulation:

- Aeroplan Silver – 25,000 miles accumulated during the calendar year;
- Aeroplan Black – 50,000 miles accumulated during the calendar year; and
- Aeroplan Diamond – 100,000 miles accumulated during the calendar year.

The Aeroplan Status qualification period begins on January 1 of each calendar year and ends on December 31 of the same year. Aeroplan Status benefits start as soon as a member successfully reaches an Aeroplan Status level, and will last until the end of the following calendar year.

#### **b) Market Fare Flight Rewards**

On January 1, 2014, Aeroplan introduced Market Fare Flight Rewards offering members significantly improved value, with Aeroplan Status members enjoying the greatest value in this reward segment.

#### **c) Cancellation of the seven-year mileage redemption policy**

As part of its commitment to improve member satisfaction, Aeroplan also announced the cancellation of its seven-year mileage redemption policy. As a result, miles will not expire as long as members stay active in the program by having at least one accumulation or redemption activity every 12 months.

#### **d) Cash-free Flight Redemptions**

In 2016, Aeroplan announced that members would be able to use their miles to cover the taxes, fees and surcharges associated with their Aeroplan flight rewards.

##### **ii) Adding Accumulation Partners**

Aeroplan actively pursues opportunities to increase its Accumulation Partner base with the objective of further expanding its sources of revenue. Partners are selected from categories which represent substantial spending by Aeroplan's member base. Aeroplan will continue to seek to sign on and leverage highly recognizable national brand names. Aeroplan also intends to seek product categories where members can double their opportunity to accumulate Aeroplan Miles. For example, if an Aeroplan member purchases gasoline at Esso using a TD Aeroplan Visa Card, such member receives Aeroplan Miles from both Esso and TD.

In 2016, Aeroplan entered into new partner relationships, renewed partnership agreements with existing partners and further expanded its partner base:

- Aeroplan entered into an agreement with The Brick Warehouse LP to enable Aeroplan members to earn Miles on online purchases at [www.thebrick.com](http://www.thebrick.com).
- Aimia announced that Avis Budget Group became the exclusive car rental partner of Aeroplan. Under the new agreement, Avis Budget Group will add Budget Car Rental and Payless Car Rental to the Aeroplan program offering.

### iii) Diversifying and Improving the Reward Portfolio

As part of its continuing strategy to expand and diversify reward opportunities for its members, Aeroplan has added many new rewards to its non-air reward portfolio that at year-end offered over 800 such rewards to members for redemption. Aeroplan also offers a collection of eco-friendly rewards and the option to offset the carbon emissions of their rewards flights. Over the past 10 years, Aimia has been helping Aeroplan members give back to causes that are close to their hearts. Since founding the Aeroplan member donation program in 2006, members have donated more than 600 million Aeroplan Miles in support of Canadian-based initiatives that are working to improve lives and assist communities locally, across Canada and around the world. Aeroplan's online booking engine includes hotel rewards from Best Western, Starwood hotels including Sheraton, Westin, Le Meridien, W Hotels, St. Regis, Aloft, element, Four Points by Sheraton and The Luxury Collection, as well as Fairmont Hotels & Resorts throughout North America and select properties in Mexico and the Caribbean. Gift cards for a number of these partners are also available, as well as options to redeem Miles toward car rentals with Avis, as well as cruise and vacation packages with Air Canada Vacations, and Expedia CruiseShipCenters. Member response has been consistently positive to the increasing choice and value that non-air rewards provide.

Air travel remains the most popular reward among members, representing 73% of all rewards claimed by Aeroplan members in 2016.

### iv) Accumulation Partners

Aeroplan attracts and retains Accumulation Partners based on the value of (i) its premium member base as a target market for such Accumulation Partners' acquisition, retention and increased basket size initiatives with results driven by the ability to earn Aeroplan Miles, (ii) the portfolio of value-added marketing services and channels offered by Aeroplan, (iii) better understanding their customers through Aeroplan's data and insights, for more effective marketing strategies and tactics, and (iv) brand association and marketing power of the Aeroplan coalition program.

Today, Aeroplan has commercial relationships with Accumulation Partners that can be divided into three main categories:

- financial services, including credit and charge cards;
- travel; and
- retail and other.

Also, Aeroplan provides members with the opportunity to accumulate Aeroplan Miles twice with every travel purchase, by choosing to do business with Aeroplan partners, and using an Aeroplan credit or charge card to pay for their purchase. This accelerates Miles accumulation, which deepens members' engagement and shortens time to earn members' desired rewards.

### **a) Credit and Charge Cards**

TD is one of the market leaders in premium credit card issuance in Canada based on purchase volumes and outstanding balances. Pursuant to the TD Agreement, TD administers various Visa and other products through which Aeroplan members can accumulate Aeroplan Miles from their credit card and other spending. In exchange, Aimia Canada receives Gross Billings for the Aeroplan Miles credited to participating TD Visa cardholders' accounts based on the value of the purchases charged to such cards and other products purchased. Members accumulate Aeroplan Miles based upon an earnings ratio specific to the particular type of card or other product for purchases charged to such card or amounts spent on other products. The TD Agreement has a term expiring on December 31, 2023, unless renewed on mutual agreement of the parties. In 2014, Aimia entered into a new multi-year agreement with TD launching two co-branded Aeroplan/TD US consumer credit cards in the U.S. market. The new consumer credit cards bear the Aeroplan trade-marks and earn Aeroplan Miles.

Pursuant to the CIBC Agreement, CIBC administers various Visa and other banking products through which Aeroplan members can accumulate Aeroplan Miles from their credit card, as well as from certain banking products in respect of which Aeroplan Members applied or had a pending application prior to January 1, 2014. In exchange, Aimia Canada receives Gross Billings for the Aeroplan Miles credited to participating CIBC Visa cardholders' accounts and participating CIBC customers who have a CIBC Aeroplan banking product based on the value of the purchases charged to such cards and other products purchased. Members accumulate Aeroplan Miles based upon an earnings ratio specific to the particular type of card or other product for purchases charged to such card or amounts spent on other products. The CIBC Agreement has a term expiring on December 31, 2023, unless renewed on mutual agreement of the parties.

Pursuant to the AMEX Agreements, AMEX administers various American Express products through which Aeroplan members accumulate Aeroplan Miles from their card spending. In exchange, Aimia Canada receives Gross Billings for the Aeroplan Miles credited to participating AMEX cardholders' accounts based on the value of the purchases charged to such cards. Cardholders accumulate Aeroplan Miles based upon an earnings ratio specific to the particular type of card for purchases charged to such card. The AMEX Agreements have a term expiring December 31, 2018.

AMEX currently offers four card products for consumers: AMEX AeroplanPlus, AMEX AeroplanPlus Gold, AMEX AeroplanPlus Platinum and AMEX AeroplanPlus Reserve. AMEX also offers the AMEX AeroplanPlus Corporate Gold and the AMEX AeroplanPlus Corporate Platinum cards. Each AMEX card offers a unique set of features and benefits.

In addition, AMEX operates its own points program called Membership Rewards that allows certain participants to convert points from Canadian or U.S. Membership Rewards accounts into Aeroplan Miles.

## **b) Airlines**

The airline category is comprised of 38 partners, most notably Air Canada, Air Canada Express, Air Canada Rouge, and other Star Alliance member airlines.

*Air Canada.* Air Canada, Canada's largest domestic and international full-service airline, is one of Aeroplan's leading Accumulation Partners purchasing a high volume of Aeroplan Miles annually for the purpose of awarding Aeroplan Miles to its customers. Aeroplan members can accumulate Aeroplan Miles for travel on flights operated by Air Canada, Air Canada Express and Air Canada Rouge. Please see the section "The Business — Coalition Loyalty — Americas Coalitions — Aeroplan — Long-Term Strategic Relationship with Air Canada — CPSA".

*Star Alliance.* Aeroplan members can accumulate Aeroplan Miles for travel on flights operated by all Star Alliance member airlines. Air Canada is a founding member of the Star Alliance network, the world's largest airline alliance group. Air Canada operates an extended global network in conjunction with its international partners. Since its inception in 1997, the Star Alliance network has grown to include the following 28 airlines: Adria Airways, Aegean Airlines, Air Canada, Air China, Air India, Air New Zealand, ANA, Asiana Airlines, Austrian, Avianca, Avianca Brazil, Brussels Airlines, Copa Airlines, Croatia Airlines, EGYPTAIR, Ethiopian Airlines, EVA Air, LOT Polish Airlines, Lufthansa, Scandinavian Airlines, Shenzhen Airlines, Singapore Airlines, South African Airways, SWISS, TAP Portugal, THAI, Turkish Airlines and United.

*Other Airlines.* Aeroplan members can also accumulate Aeroplan Miles for travel on flights operated by the following independent Canadian regional airlines: Canadian North, Air Creebec, First Air, Bearskin Airlines and Calm Air. In addition, Aeroplan members can accumulate Aeroplan Miles for travel on flights operated by Germanwings, a Germany-based low cost airline offering flights in Europe and since February 2016 on GOL, a Brazil based carrier offering flights in Brazil, South America and the U.S.

## **c) Retail and Other**

*Car Rental.* – In November 2016, Aimia announced that Avis Budget Group became the exclusive car rental partner of Aeroplan. Under the new agreement, Avis Budget Group will add Budget Car Rental and Payless Car Rental to the Aeroplan program offering and will provide more choice, value and availability for Aeroplan members when they rent cars.

*Hotels and Travel.* Many of the leading Canadian and internationally recognized hotel companies, including Starwood, Fairmont, Marriott, Delta, Best Western, Intercontinental, Langham and Hilton Hotels, participate in the Aeroplan Program. Aeroplan's broad-reaching hotel partner network provides its members with the opportunity to accumulate Aeroplan Miles at a variety of partner locations and also the benefit of being recognized as an Aeroplan Program member when they travel domestically and internationally. Aeroplan's travel partner portfolio also includes several complementary travel suppliers providing members with a wide variety of opportunities to earn miles while travelling. This includes Air Canada Vacations, select airport parking lots, and online travel booking sites such as Destination Miles and Rocket-Miles.

*Retail and Services.* Aeroplan members accumulate one Aeroplan Mile for every \$3 spent on regular gas and convenience items, 2 miles for \$3 spent on mid-range gas, and 3 miles for every \$3 spent on premium grade gas, at about 1,800 Esso stations across Canada.

Aeroplan members can accumulate one Aeroplan Mile for every \$2 spent at more than 1,000 Home Hardware, Home Building Centre, Home Hardware Building Centre or Home Furniture stores across Canada and on over 100,000 products.

The Aeroplan eStore is an online shopping portal that allows members to earn Aeroplan Miles as they shop online from over 120 top-branded retailers in 13 different product categories. This greatly expands the Aeroplan Miles accumulation opportunities to members giving them the ability to earn a minimum of one Aeroplan Mile for every \$1 they spend at the Apple Store Canada, thebay.com and chapters.indigo.ca.

In July 2015, Aeroplan entered into a multi-year agreement with Toyota Canada to enable Aeroplan members to earn Miles across the full automotive customer journey on all Toyota and Scion vehicles in Canada.

In May 2016, Aeroplan entered into a partnership with The Brick Warehouse LP to enable Aeroplan members to earn Miles on online purchases at [www.thebrick.com](http://www.thebrick.com).

Other partners in this category include Costco, Primus, Direct Energy, Uniprix, Texture by NextIssue, The UPS Store, and FTD.

## **Members**

### **i) Membership**

The Aeroplan Program currently has close to 5 million active members who join for free, and who have completed at least one transaction (either accumulating or redeeming an Aeroplan Mile) during the last 12 months.

#### **a) Protecting the Privacy of Aeroplan's Members**

As set out in Aeroplan's privacy policy, Aeroplan is committed to protecting the personal information of its members, and of foremost concern is its members' trust in Aeroplan's custodianship of their personal information. Aeroplan is committed to constant self-evaluation of its practices and procedures and to responding to members' comments in order to meet their expectations in this regard. Aeroplan collects, uses, and discloses member information to administer the Aeroplan Program and to offer its members rewards, benefits, products, goods and services under the Aeroplan Program. Aeroplan does not collect, use or disclose personal information about a member without consent except as may otherwise be permitted or required by law. Aeroplan's members may opt out of its marketing lists which are used to promote special offers from Aeroplan and its partners. Aeroplan uses contractual provisions to ensure that its Commercial Partners are bound to protect individuals' privacy. Aeroplan's privacy policy is designed to meet or exceed the requirements of Canadian privacy law, including the Federal PIPEDA, and the principles set forth in the Canadian *National Standard for the Protection of Personal Information* (CAN/CSA- Q830-96). The Corporation's Code of Ethics reinforces its commitment to protecting privacy. The Corporation's investment in this regard contributes to building corporate trust, and protecting its reputation and brand.

## **Data Analytics**

Aeroplan leverages its members' data from across a number of different sources to deliver value to members, our partners and our program. These data sources include: member transactional data (both accumulation and redemption), Aeroplan contact centre data, Aeroplan website data, Aeroplan mobile application data, member communications data (contact and response), partner-specific SKU-level data, social media data, and marketing research data obtained through the Aeroplan advisors panel, or from off-panel surveys.

Aeroplan's analytics teams use statistical analysis and propensity modeling to deliver targeted and relevant messaging and communication to Aeroplan members. Over the past number of years, Aeroplan communications have become more relevant and meaningful as a result of Aeroplan's use of data to provide members with 1:1 personalized communications.

Aeroplan's capacity to provide targeted communications presents a value-added marketing tool to its Commercial Partners. This type of targeted communication provides a more relevant and effective channel compared to alternative mass media. The objectives of such targeted communications are: (i) to increase members' spending and accumulation of Aeroplan Miles with a greater number of Accumulation Partners, (ii) to accelerate the activation of new members, and (iii) to maximize the engagement of members in the Aeroplan Program by encouraging their active participation in the Aeroplan Program through accumulation and redemption.

Accumulation Partners are given communications access to targeted members through Aeroplan's member communication channels, including direct mail, email, the Aeroplan mobile app, and new member fulfillment materials, as well as Aeroplan's Internet site aeroplan.com. Aeroplan also creates dedicated and coalition marketing promotions for Accumulation Partners which often take the form of multi-channel national campaigns, including point-of-sale promotions, national advertising and direct marketing. Similarly, Aeroplan applies targeting algorithms to the redemption side of the business by making reward related communication as customized and relevant as possible to specific members.

## **Long-Term Strategic Relationship with Air Canada**

Aeroplan has a long-term strategic relationship with Air Canada, Canada's largest domestic and international full-service airline.

Aeroplan derives service fees from the management by Aeroplan of Air Canada's tier membership program for its most frequent flyers (Altitude). Aeroplan also collects various fees that may be charged to members upon redemption of Aeroplan Miles, including booking, service and administrative fees.

Aeroplan is a party to the following principal agreements with Air Canada: (i) an Amended and Restated Commercial Participation and Services Agreement dated June 9, 2004, as amended (the "CPSA"); (ii) a Database Agreement dated May 13, 2005 (the "**Database Agreement**"); and (iii) Trademark License Agreements dated May 13, 2005 and November 23, 2006 (the "**Trademark License Agreements**").

(i) CPSA

Pursuant to the CPSA, Aeroplan offers its Fixed Mileage Flight Rewards through a fixed seat capacity allocation on AC Flights, consisting of a total of 8% of the seat capacity on flights operated by Air Canada and its affiliates, Air Canada Rouge and Air Canada Express, and certain other air carriers under the “AC” code at a fixed rate per mile flown. The rates charged for such seat capacity are fixed and increase modestly on a yearly basis through the end of 2016. Thereafter, any upwards or downwards adjustments to such rates are based on an identified set of parameters. As provided for in the CPSA, Aeroplan and Air Canada entered into an agreement effective February 2, 2017 relating to fixed capacity redemption rates to be paid by Aeroplan in connection with airline seat redemptions for the period beginning January 1, 2017 through to December 31, 2019. The outcome falls within the pre-established contractual parameters and is in line with Aeroplan's business expectations.

Aeroplan has access to unlimited seat capacity on AC Flights with the Market Fare Flight Rewards product. In addition, Aeroplan continues to have access to 8% of the seat capacity on AC Flights at a fixed rate (subject to adjustments described above) and is able to purchase additional inventory based on published fares with a variable discount depending on fare type. The CPSA also provides that Aeroplan would be charged the most favourable rates charged to any other loyalty program, taking into account Aeroplan's status as the largest purchaser of Air Canada's seat inventory. These arrangements allow Aeroplan to provide its members with significant improved access to air travel rewards.

Pursuant to the CPSA, Aeroplan is required to purchase annually a minimum number of reward travel seats on Air Canada and its affiliates, representing 85% of the average number of seats utilized in the three preceding calendar years. Based on the three years ended December 31, 2016, Aeroplan is required to purchase reward travel seats amounting to approximately \$567.5 million each year.

While Air Canada can change the number of Aeroplan Miles under the Aeroplan Program awarded to members per flight without Aeroplan's consent, Air Canada is required to purchase, on an annual basis, a pre-established number of Aeroplan Miles at a specified rate. The annual commitment is based on 85% of the average total Aeroplan Miles actually issued in respect of Air Canada flights or Air Canada airline affiliate products and services in the three preceding calendar years. The estimated minimum requirement for 2017 is \$209.8 million.

Air Canada, including other Star Alliance partners, is Aeroplan's largest Redemption Partner. Air Canada pays a fee to participate in the Aeroplan Program which is based on the Aeroplan Miles awarded to Air Canada customers who travel on AC Flights and is included under Gross Billings in the financial statements of Aimia.

The CPSA also provides that Aeroplan shall, in return for a service fee, manage Air Canada's frequent flyer tier membership program, Air Canada Altitude, for Air Canada's Super Elite 100k, Elite 75k, Elite 50k, Elite 35k and Prestige 25k customers, as well as perform certain marketing and promotion services for Air Canada, including contact centre services for the frequent flyer tier membership program.

The CPSA prevents any other transportation business that competes with Air Canada (other than Star Alliance member airlines) from participating in the Aeroplan Program, provided that Aeroplan can have, as Commercial Partners, certain transportation companies such as car rental, rail and bus companies and cruise ship lines with Air Canada's prior approval (not to be unreasonably withheld). This exclusivity provision ceases to apply if, in four consecutive quarters based on a quarterly, year-over-year comparison,

a very significant decrease occurs in the total seat capacity of Air Canada and Air Canada Express (the “**Air Canada Material Change**”). Alternatively, Aeroplan may terminate the CPSA upon the occurrence of an Air Canada Material Change.

Air Canada is not permitted during the term of the CPSA to create or participate in any other frequent flyer program or customer loyalty recognition program other than programs with certain Star Alliance partners who have agreed to give Aeroplan reciprocal access, and certain time-limited internal programs that are not denominated in a reward currency, as well as certain other programs operated by third parties if particular conditions are met. This exclusivity provision shall cease to apply if, in four consecutive quarters based on a quarterly, year-over-year comparison, a very significant decrease occurs in the total number of Aeroplan Miles accumulated in the Aeroplan Program, provided that such decrease is unrelated to material reductions in the seat capacity of Air Canada and Air Canada Express (the “**Aeroplan Material Change**”). Alternatively, Air Canada may terminate the CPSA upon the occurrence of an Aeroplan Material Change.

Subject to the foregoing, the CPSA expires on June 29, 2020, subject to four automatic renewals of five years each, unless either party provides written notice to the other of its intention not to renew at least 12 months prior to the expiry of the initial term or the then current renewal term.

ii) Database Agreement

Pursuant to the Database Agreement, Aeroplan manages Air Canada’s passenger information database. The Database Agreement allows Aeroplan to access and use the Air Canada database information for statistical purposes, as well as for revenue generating and general marketing purposes by using such information to conduct market research for other Aeroplan partners who are not in direct competition with Air Canada. Moreover, Air Canada is entitled to access and use the Aeroplan database information for certain limited purposes, including pre-approved targeted marketing activities. The access and usage by each of Aeroplan and Air Canada is subject to adherence to any applicable confidentiality restrictions and pre-established fees based on information access or use, which fees are invoiced on a quarterly basis and are subject to revision annually. During 2016, no fees were billed or paid under the Database Agreement.

The Database Agreement expires on June 29, 2020. In addition, the Database Agreement automatically terminates in the event that the CPSA is terminated.

iii) Trademark License Agreement dated May 13, 2005

Air Canada granted Aeroplan a royalty-free, non-exclusive, non-sublicensable, non-assignable right to use certain trademarks registered by Air Canada around the world that incorporate the Air Canada name, and/or Air Canada’s roundel design, solely in association with the Aeroplan Program. The Trademark License Agreement dated May 13, 2005 can be terminated in the event the CPSA is terminated.

iv) Trademark License Agreement dated November 23, 2006

Aeroplan granted Air Canada a royalty-free, non-exclusive, non-sublicensable, non-assignable right to use certain trademarks registered by Aeroplan around the world which incorporate the Aeroplan name, and/or other trademarks, solely in association with the loyalty marketing program operated by Aeroplan, the management of Air Canada’s tier program for frequent travelers and scheduled and charter



air transportation services. The Trademark License Agreement dated November 23, 2006 can be terminated in the event the CPSA is terminated.

### **Loyalty Services**

In Canada, Aimia is a leader of outsourced loyalty rewards, managing relationships with more than 500 travel, merchandise and gift card partners, carrying a total of more than 1,000 global and local brands. We manage both inventoried and drop ship integrations with our vendors.

Aimia has deep experience in managing and optimizing rewards costs. We use our scale and experience to provide cost effective solutions and optimal reward margins while also delivering desired personalized customer experiences.

### **INTERNATIONAL COALITIONS**

Aimia's International Coalitions business comprises three major businesses: Nectar in the U.K., Air Miles Middle East, and Shopper Insights and Communications.

### **Nectar Program**

#### **Overview**

The Nectar Program enables its members to earn Nectar Points for making everyday household purchases at several market leading Accumulation Partners. Current Accumulation Partners include household names such as Sainsbury's, BP, British Gas, eBay, Virgin Trains, American Express and Expedia, many of whom have long-term contracts with Nectar. Members earn Nectar Points based upon either their level of spend or through activity (for example being a customer of an Accumulation Partner). Members can then redeem these Nectar Points with Redemption Partners, including, but not limited to Sainsbury's, Argos, eBay, Expedia, Vue Cinemas, Café Nero and Pizza Express, for rewards ranging from merchandise and shopping discounts to discounts on flights and admissions to leisure attractions.

Nectar communicates tailored marketing offers through email and its mobile applications.

Nectar enables participating Accumulation Partners to improve customer loyalty, influence customer buying behaviour, improve marketing effectiveness and obtain customer data and analytics at a lower cost than we believe can be provided through an in-house single participant loyalty program. Redemption Partners are able to access a discrete distribution channel and a large pool of Nectar members.

Nectar earns the majority of its Gross Billings by receiving a marketing service fee from its Accumulation Partners for each Nectar Point issued to members. Accumulation Partners generally have long-term contracts containing minimum commitments. When members redeem Nectar Points for rewards, Nectar pays Redemption Partners a redemption service fee for fulfilling the reward to the members.

Operating costs, not included in the cost of providing rewards, include the maintenance of the systems used to manage Nectar Points balances and securely hold customer data, marketing costs such as advertising and communications, employee costs and contact centre costs.

Nectar is the United Kingdom's largest coalition loyalty program with over 19 million active members. In order to drive member interest and engagement, Nectar focuses on five key program drivers:

- the number of members registering in Nectar;
- frequency of card usage (activation);
- the number of Accumulation Partners that a member visits in a given period;
- the number of Nectar Points a member earns; and
- redemption behaviour including the number of Nectar Points a member uses for specific rewards, the frequency of redemption and the level of members' understanding of the redemption process and portfolio.

These indicators provide Management with important information on the spending behaviour of members and the health of Nectar more generally.

Nectar also operates "Nectar Business", a business-to-business loyalty program which enables small and medium sized businesses to collect Nectar Points. These Nectar Points can be earned across a range of consumer and dedicated business-to-business Accumulation Partners and redeemed for rewards in a similar manner to the consumer program, using Nectar Redemption Partners.

In September 2015, Nectar launched an accumulation partnership with Pizza Express, giving customers the opportunity to collect Nectar points when visiting Pizza Express. Under this partnership Nectar delivers Pizza Express points offers to customers, such as points for purchasing a pizza, or points for each visit to Pizza Express.

In the summer of 2017, Nectar will launch a new accumulation partnership with The Mail Newspapers, the owners of the most read daily and Sunday newspaper in the UK, giving customers the opportunity to collect Nectar points when purchasing print editions of the newspapers.

Nectar is a truly omni-channel loyalty program, offering partners the ability to engage with members through a variety of digital channels, social and offline channels. Nectar has over 8 million digitally contactable customers, covering the Nectar mobile app, website and email channels.

### **Accumulation Partners**

The contracts which form the basis of each Accumulation Partner's participation in the Nectar Program generally contain the following characteristics:

- Long-term in nature;
- Annual minimum financial commitments; and
- Annual program support fees.

In general, contracts prevent an Accumulation Partner from participating in competitive programs and provide the Accumulation Partner with the exclusive right to issue Nectar Points within its category, use the Nectar brand in its marketing activities and identify other Nectar members who are currently not

its own customers via Nectar's marketing initiatives. The Nectar database, together with other intellectual property used to operate Nectar, is owned exclusively by Nectar.

Nectar continues to seek opportunities to secure new long-term Accumulation Partner commitments while seeking to renew existing agreements. To the extent possible, the contract term of Accumulation Partner agreements are staggered in order to minimize concurrent contract renewal negotiations.

### **Redemption Partners**

Members have the opportunity to redeem rewards across a wide spectrum of goods and services. Nectar contracts with a wide network of Redemption Partners who can broadly be divided into three categories:

*In Store Discounts:* Members can redeem Nectar Points to receive immediate discounts upon making a purchase at various retail locations. Significant retail suppliers include Sainsbury's and Argos.

*Entertainment and Gifts:* Members can redeem Nectar Points for discounts and gifts from various entertainment and lifestyle-oriented suppliers such as theme parks, concerts, video rental and cinema tickets. Significant suppliers of entertainment and gifts include Vue Cinemas.

*Travel and Leisure:* Members can redeem Nectar Points for more traditional rewards such as discounts off flights and hotel reservations with Expedia, and flights on easyJet.

### **Operations**

*Systems and Database Management:* Management of Nectar has used its past experience in building loyalty programs to design and build a modern, proprietary, loyalty database system which is robust, reliable and scalable.

The system is hosted by a leading provider of data hosting services and is supported by back-up and recovery systems. There is ongoing investment in the platform, which is regularly upgraded and enabled with new analytical tools.

*Registration and Fulfilment:* The print and production function is responsible for sourcing all materials and production of registration kits. Registration and fulfilment consist primarily of registration of new members and replacement of lost, stolen or damaged cards.

### **Air Miles Middle East**

Launched in 2001, the program now counts more than 1.5 million registered members, of which 580,000 are active members from across the UAE, Qatar and Bahrain. Members can collect Air Miles from over 120 market-leading companies including HSBC, Spinneys, Sharaf DG, Lamey Plaza, Arabian Centre, Adidas and Damas, plus many more. Air Miles Middle East also runs My Rewards Points Program for HSBC in Egypt, Lebanon and Oman.

Air Miles Middle East offers a wealth of rewards and experiences to members such as flight and hotel bookings, car rental, electronics, jewellery, adventure experiences and entertainment tickets.

On March 20, 2016, Aimia acquired full ownership of Air Miles Middle East through the purchase of HSBC Bank Middle East's 40% stake in Aimia Middle East Free Zone LLC, the company that owns and operates Air Miles Middle East.

### **Shopper Insights & Communications**

Aimia delivers a full suite of tailored retail analytics to a global client base. We combine our vast knowledge of data, leading edge global products, experienced analysts, consultancy and retail experience to provide clients with actionable insight. Our retail analytics capabilities enable our clients to increase relevance and value to their customers via more personalized and responsive retailing disciplines. These tools, along with our proprietary self-reporting tool, allow Aimia's retail clients to acquire an intimate understanding of their customers' behaviour and generate incremental revenue by monetizing their customer data via consumer packaged goods ("CPG") companies.

Aimia's experienced analysts use proprietary products to deliver customized analysis to global retailers. Our Aimia Insights Platform includes Self Serve, our proprietary tool that enables retailers and their vendors to proactively manage their business by identifying their customers' changing habits as they happen. Self Serve reports are driven from embedded algorithms based on best practices from working with major global retailers since 2007. The fuel for the Self Serve analytic engine is customer and point of sale data. Self Serve is designed for the business user, is extremely flexible and can significantly improve decision making across assortment and category management, pricing, store layouts/item adjacencies, new product launches and promotional effectiveness.

This level of customer intelligence also enables timely, relevant, and targeted product communications and promotional offers directed to specific customer segments or store formats. In addition, we offer bespoke innovative analysis for a wide range of global retailers to support the client's vision and strategy.

Aimia analyzes customer shopping behaviour in terms of how much, what and when they purchase and through statistical techniques, segment these behaviours into defined customer groups. Our approach is to build a common customer language that enables our retail partners to understand all components of their business. We create multiple customer segmentations that act as lenses into a customer's complete shopping and consumption behaviour. These multiple views come together to form the basis of our retail partners' customer strategy.

Aimia works closely with global retailers to provide extensive customer analytics and insight regarding customer-product interaction. We analyze these customer metrics and combine them with product performance metrics to deliver range optimization tools that enable retailers to make informed category management decisions.

We build store-based cluster solutions using analytical expertise and statistical techniques. These clusters provide our retailer partners with operationally viable solutions including:

- Store layout
- Category space
- Product mix

These clusters allow the retailer to tailor their range and communications to be more customer specific, providing customers a more personalized experience. Current clients include names such as Sainsbury's in the UK, CVS Pharmacy and SpartanNash in the U.S., Aeon in Japan, Migros in Switzerland, ICA in Sweden and Sonae in Portugal.

## GLOBAL LOYALTY SOLUTIONS

Coalitions by nature provide category exclusivity – a coalition will have just one grocery or airline partner, for example. Aimia's GLS business provides our loyalty expertise and solutions to individual companies that choose to have their own program and widens Aimia's addressable market, providing end-to-end loyalty solutions for some of the world's top global brands. We work with our clients to build unparalleled relationships with their customers by working together to solve their customer acquisition, engagement and retention challenges. We do this by providing a full suite of services, covering loyalty program design, program deployment and program management, including rewards fulfilment. Our advantage comes from our unique position as both a global loyalty solutions provider and an operator of multiple coalition loyalty programs. This is best exemplified by our global platforms, which have our global expertise embedded in them. The ALP-Enterprise and ALP-SaaS are our industry-leading loyalty platforms for enterprise and mid-market clients and have both been recognized by Forrester as leaders in loyalty solutions in their respective categories. The Aimia Communications Platform ("ACP") combines Aimia's extensive global campaign expertise and best-in-class technology to deliver proven customer relationship management solutions. We target enterprise and mid-market clients primarily in the financial services, retail, CPG, travel and hospitality, automotive and telecommunications sectors.

Our offering includes:

*Loyalty Program Design* - covering comprehensive loyalty strategy consulting and design services for clients without a loyalty program or those looking for a complete program overhaul, to health check services for clients with a loyalty program today looking to refresh their program. Our global team of expert loyalty strategy consultants leverage the accumulated expertise from both our roster of global clients and the knowledge gained as operators of our own coalition loyalty programs.

*Loyalty Program Deployment* – includes our suite of industry leading platforms, such as:

- ALP-Enterprise – an enterprise loyalty platform that allows clients to develop a richer and longer lasting relationship with their customers, across not only their traditional transactional channels but also online, social, and mobile interactions with the brand. Its functionality supports real-time recognition and reward across a variety of touch-points, creating a personalised offering and an immediacy of response that drives increased engagement.
- ALP-SaaS – a proven Software as a Service (SaaS) loyalty platform for mid-sized companies with more than 60 clients. By analyzing and acting upon transactional data coming in from point of sale, eCommerce and other sources of consumer data, ALP-SaaS helps client answer key questions about their business. It leverages these customer and transactional data linkages to drive consumer behaviour and, with that, business results. As a SaaS product, it is able to provide price certainty, time certainty and feature certainty.
- ACP – features pre-built sector specific data models, workflows, rules engine, historical campaign repository, campaign templates and performance measurement reports. Our campaign

services and platforms are paired together, so that clients can execute multi-channel engaging programs and realize value faster than ever.

*Loyalty Program Management* – consisting of professional services covering loyalty program operations (maintenance, reporting, marketing, optimization and rewards fulfilment), campaign management (design, creatives, setup, delivery, analytics, reporting) and loyalty analytics (performance, segmentation, behavioural analysis, engagement scoring, geographical analysis, promotional evaluation, predictive analysis, next best action, headroom analysis).

## **CORPORATE AND OTHER**

Aimia owns 48.9% of PLM Premier, S.A.P.I. de C.V. (“**PLM**”), which owns Club Premier. Club Premier is the leading coalition program in Mexico with more than 4.8 million members and over 100 partners, and the operator of the frequent flyer program of Aeromexico, Mexico’s flagship airline. As a member of the global airline alliance SkyTeam, Club Premier members have the opportunity to earn and redeem points on airlines such as Delta Airlines, the largest airline in the world, and Air France-KLM, the largest airline in Europe. Members also earn points for using the American Express and Santander co-branded cards on a variety of services from other loyalty partners. Other partners of the Club Premier program include Soriana, Mexico’s second largest grocer, and Cinopolis, Mexico’s largest cinema franchise. For the year ended December 31, 2016, its sixth full year in business, Club Premier reported Gross Billings of \$255.5 million.

The Enhancement Services business, which was sold in July, 2016, and the U.S. CEL business, are reported under Corporate and Other. The U.S. CEL business is presented as held for sale at December 31, 2016.

Aimia owns 20% of Think Big, the owner and operator of BIG, AirAsia and Tune Group’s loyalty program, which has 16 million members. Aimia also owns minority stakes in Cardlytics and Fractal Analytics.

## **COMPETITION**

Aimia is one of the leading global loyalty players active in the coalition space. There are only a handful of players on a global scale and these include American Express, with its Plenti and Payback coalitions, and Alliance Data Systems, through its LoyaltyOne subsidiary and its Air Miles program in Canada.

Aeroplan partners and coexists with the proprietary loyalty programs developed by Aeroplan’s existing and potential Commercial Partners. Aeroplan’s principal competitors in Canada include the loyalty programs offered by credit and charge card institutions, such as Royal Bank of Canada’s Avion program and the BMO World Elite card, the Air Miles program, frequent flyer programs operated by competing airlines, such as WestJet and Porter, and loyalty programs operated by consumer products, services retailers and gasoline retailers.

Nectar generally competes with other forms of marketing services, including advertising, promotions and other loyalty incentives, both traditional and on-line, for a portion of a client’s total marketing budget. With over 19 million active members, Nectar is the largest coalition loyalty program in the United Kingdom. The rest of the market is largely fragmented as the vast majority of loyalty programs in the United Kingdom represent single retailer in-house programs, the main ones being Boots’ Advantage card and Tesco Clubcard.

Similarly, Air Miles Middle East and Club Premier compete with other forms of marketing services and loyalty incentives, both traditional and on-line.

It is expected that competition will remain intense in the respective markets of each of our coalition loyalty programs. The ability to generate Gross Billings from Accumulation Partners will depend on the ability of our programs to differentiate themselves through the products and services offered and the attractiveness of the programs to members. The continued attractiveness of the programs will depend in large part on our ability to remain affiliated with Commercial Partners that are valuable to members and to offer rewards that are both attainable and attractive to members. For database marketing services, the ability to continue capturing detailed transaction data on members is critical to providing effective customer relationship management strategies for Accumulation Partners.

Aimia's GLS division competes with a broad spectrum of companies engaged in one or more aspects of the customer loyalty value chain – from program strategy and design to enabling technology platforms to ongoing marketing services in program management, rewards and fulfillment, campaign management and loyalty analytics. Those offering the broadest array of services related to consumer loyalty are (i) Alliance Data Systems, a provider of loyalty marketing technology, solutions and services, through its subsidiaries Epsilon, LoyaltyOne and Conversant, (ii) Brierley+Partners, a privately-held company creating customer loyalty programs primarily focused on the retail sector and recently acquired by Nomura Research Institute (NRI) in Asia, (iii) Kobie Marketing, Inc., a privately held company managing loyalty-strategy, technology, and program management, (iv) Bond Brand Loyalty, a privately-held company (formerly Maritz Canada and Maritz Loyalty Marketing) providing strategy and analytics, market research, technology, creative communications and rewards fulfillment services, (v) Affinion, a privately held company offering customer engagement, loyalty and insurance solutions, (vi) ICF Olson 1to1, owned by ICF International, providing strategy, integrated marketing and creative services and technology, (vii) International Customer Loyalty Programmes Ltd. (ICLP), a privately held company providing strategy services including marketing strategy, data modeling and data management; (viii) Comarch, a Warsaw, Poland-based IT services company, engaging in the provision of IT business solutions with a focus on building out strategy and program management services; (ix) Oracle, a provider of enterprise planning and customer relationship and loyalty management software; (x) Adobe, a US multinational software company that provides multi-media and creative products as well as a cloud based multi-channel campaign solution; (xi) Salesforce, a US cloud computing company that provides a real-time CRM solution with components covering B2B & B2C marketing, e-commerce, social, analytics, mobile enablement as well as integration tools; (xii) Edenred, a provider of prepaid services operating in markets across the globe providing employee benefits, expense management, incentive and reward services; (xiii) Microsoft, which develops, licenses, and supports a range of software products, services, devices, and also designs, manufactures and sells devices that integrate with cloud-based services; and (xiv) SAS Institute Inc., a provider of business analytics software and services, including data integration, storage, analytics, and business intelligence applications.

Aimia's analytics and insights services compete with suppliers of data insight and communication services, particularly in respect to the sale, supply or provision of enhanced data (including SKU-level data) analytics services, involving the combination of data from loyalty programs and transactional data, such as Dunhumby, 5one, Loyalty Partner (EMNOS), Data Ventures, EYC–Engage Your Customers, Alliance Data Systems, Information Resources, Inc. (IRI), Nielsen, Epsilon, Leo Burnett, Digitas, Bond Brand Loyalty, LoyaltyOne, Loyalty Lab, McKinsey & Company, Oliver Wyman, Bain & Company, and IBM.

## LOGOS AND TRADEMARKS

Management believes that its trademarks are important to its competitive position. The following trademarks are the subject of either registration, or application for registration, in various jurisdictions: AEROCORPORATE®, AÉROENTREPRISE®, AEROEXPRESS®, AÉROGOLD®, AÉROHYPOTHÈQUE®, AEROMOVE®, AEROMORTGAGE®, AERONOTE®, AÉRONOTE®, AEROPLAN®, AÉROPLAN®, AEROPLAN PLUS®, AÉROPLAN PLUS®, AERO PLATINUM®, AÉRO PLATINE®, AEROSERVICE®, AÉRO OR®, AIMIA®, AIR MILES®, AIR MILES SHOPPING REWARDS®, AIR MILES TRAVEL THE WORLD®, BEST OF EVERYTHING®, DÉFI DES ÉTOILES®, EIM ELEMENT®, FIXED MILEAGE FLIGHT REWARDS®, GLOBAL REWARDS®, i2C®, MARKET FARE FLIGHT REWARDS®, MCERTS®, NECTAR®, PREPAID IMPRESSIONS®, READY REWARDS®, RSx®, STAR CHALLENGE®, TRAVEL EASE®, V.I.P. CHECKS & DESIGN®, VIRTUAL ENGAGEMENT SUITE®, and ZIPSETGO®. Air Canada has granted Aeroplan a license to use the Air Canada trade name and the Air Canada trademarks, including Air Canada and Air Canada Roundel, solely in connection with Air Canada's participation in the Aeroplan Program. Please see the section "The Business – Overview – Americas Coalitions – Aeroplan – Long-Term Strategic Relationship with Air Canada".

Aimia has granted licenses to use the Air Miles, Air Miles Travel the World and Air Miles Shopping Rewards word marks and logos in the United Kingdom, Canada, Holland, Spain and the Middle East.

In addition, Aimia owns certain rights, trademark, know-how and other intellectual property of the Air Miles brand and receives royalty income from these assets.

Aimia's intangible assets are an important part of its business. It benefits from the goodwill established for its brand names and protects its proprietary information, including its trademarks and database, through trademark laws, contractual provisions and confidentiality procedures. Employees, service providers and Commercial Partners are contractually bound to protect the Aimia's proprietary information in order to control access to and the distribution of any such information.

## REGULATORY

### Privacy

A number of privacy laws have been enacted in the key markets where we conduct business, including Canada, the United States, Europe and the Asia-Pacific region. Aimia and its Subsidiaries have privacy policies which are designed to meet or exceed the requirements of the applicable local private sector privacy legislation.

The Personal Information Protection and Electronic Documents Act (Canada) (the "**Federal PIPEDA**") governs the collection, use and disclosure of personal information in the course of commercial activities. Pursuant to the Federal PIPEDA, organizations may collect, use or disclose personal information only for purposes that a reasonable person would consider appropriate in the circumstances. Furthermore, the knowledge and consent of the individual are required for the collection, use or disclosure of his or her personal information except in certain circumstances as set out in the Federal PIPEDA. Québec, Alberta and British Columbia also have private sector privacy legislation and that legislation has been declared substantially similar to the Federal PIPEDA. The Canadian Radio-television and Telecommunications Commission governs rules for telemarketing and the National Do Not Call List. Canada's Anti-Spam Legislation ("**CASL**") came into force on July 1, 2014. CASL prohibits the sending



of a commercial electronic message to an electronic address without consent, and prescribes form and content requirements. Management believes that its privacy policies and practices comply with applicable law. In particular, please see the section “The Business — Americas Coalitions — Aeroplan — Members — Protecting the Privacy of Aeroplan’s Members.”

Businesses in the United States which collect or hold personal information must comply with a variety of Federal and State laws that regulate the collection and use of personal information (“**U.S. Privacy Laws**”). The U.S. Privacy Laws require certain processes for collection and storage of personal data (which may include encryption), reporting on disclosures of personal data, policies with regard to protections, and requirements for destruction of data. In addition to compliance with U.S. Privacy Laws, and because of Aimia’s heavy concentration of clients in the financial services industry in the U.S. and the Asia Pacific region, Aimia also strives to be compliant with the Payment Card Industry standards applicable to the services they provide.

The Data Protection Act and various statutory instruments give effect in United Kingdom law to the EC Directive 94/46/EC. The Data Protection Act requires Nectar and Aimia’s proprietary loyalty service, as businesses which handle personal information, to comply with data protection principles which make sure that personal information is: fairly and lawfully processed, processed for limited purposes, adequate, relevant and not excessive, accurate and up to date, not kept for longer than is necessary, processed in line with the individual’s rights, secure and not transferred to countries outside the European Union without adequate protection. The Data Protection Act also provides individuals with important rights, including the right to find out what personal information is held on computer and most paper records. The Information Commissioner’s Office is the independent public body set up in the United Kingdom to protect personal information and has legal powers (including the power to issue information and enforcement notices, conduct audits and prosecute offenders) to ensure that organizations comply with the requirements of the Data Protection Act. Nectar has registered with the Information Commissioner’s Office in the United Kingdom as required by the Data Protection Act. Management believes that Nectar’s Privacy Policy, cookie policy and practices comply with the applicable law. New data protection legislation will come into force in May 2018 and Aimia is taking appropriate steps to ensure compliance.

Operations in Australia must comply with the Australian Privacy Act of 1988 when collecting any personally identifiable information from program participants. The Australian Privacy Act of 1988 is governed by thirteen Australian Privacy Principles (“**APPs**”). The APPs regulate how Australian and Norfolk Island Government agencies and some private sector organizations manage personal information. They cover how and when personal information can be collected, how it should be used and disclosed, and storage and security. They also allow individuals to access that information and have it corrected if it is wrong.

Aimia’s New Zealand operations must comply with the New Zealand Privacy Act of 1993 when collecting any personally identifiable information from program participants. The New Zealand Privacy Act of 1993 is governed by twelve privacy principles which control how private and public sector agencies collect, use, disclose, store and give access to personal information.

Aimia’s operations in Asia are likewise subject to local privacy legislation. Singapore’s Personal Data Protection Act of 2012 governs the collection, use and disclosure of individuals’ personal data by organisations and contains provisions regarding the Do Not Call Registry. Malaysia’s Personal Data Protection Act of 2010 is based on seven principles. In Hong Kong, Aimia must comply with the six Data Protection Principles which represent the core of Hong Kong’s Personal Data (Privacy) Ordinance (Cap. 486) covering the life cycle of a piece of personal data.

## **EMPLOYEES**

Aimia benefits from a strong and experienced employee base in coalition loyalty, loyalty solutions and services and analytics and insights. Aimia has about 2900 employees working in more than 16 countries around the world, with its largest employee bases in Canada (where we own and operate the Aeroplan program), the U.K. (where we own and operate the Nectar program) and the U.S. (where approximately 500 employees are currently employed in the U.S. CEL business).

## **FACILITIES**

In Canada, Aimia leases office space in Montreal, Quebec, where its global head offices are located; Toronto, Ontario; and Richmond, British Columbia. In the U.S., Aimia's main offices are in Minneapolis, Minnesota. In the Asia Pacific region, Aimia's main offices are in Singapore, Sydney, New South Wales, and Melbourne, Victoria, in Australia; and Auckland, New Zealand; Mumbai, India; Kuala Lumpur, Malaysia; Hong Kong; Tokyo, Japan, and Jakarta, Indonesia. In Europe, Aimia leases office space in London, England. Air Miles Middle East leases office space in Dubai, United Arab Emirates; Doha, Qatar; and Manama, Bahrain. All of the above leases are at market rates.

## **ENVIRONMENTAL**

Aimia is not engaged in any activities that are subject to material environmental risk. Aimia has not identified any existing or potential environmental hazards at any of its leased facilities, nor has it received any inquiry or notice that has resulted, or may reasonably be expected to result in, actual or potential proceedings, claims, lawsuits or losses related to environmental liabilities.

Aimia conducts its business in ways that are sensitive to the environment, including continuously improving the environmental impact of its activities while maintaining its competitiveness. Energy associated with office operations, business travel and printed paper for marketing account for most of Aimia's direct environmental impacts.

Aimia has been a carbon neutral company since 2008, voluntarily measuring and offsetting its greenhouse gas emissions through the purchase of high quality carbon credits. The CDP (Carbon Disclosure Project) recognized Aimia's progress in the transparency and accuracy of its environmental reporting, giving Aimia a score of 99B for 2015 and a ranking of B in 2016, based on CDP's updated scoring methodology. The quality of our environmental reporting was recognized by the CDP in 2015 with Aimia ranking for the first time on the CDP Canadian Disclosure Leadership Index. In 2015, Aimia also joined more than a thousand other organizations in signing the Paris Pledge for Action. For the first time in 2016, Aimia ranked amongst Corporate Knights' Best 50 Corporate Citizens in Canada.

## **RISKS AND UNCERTAINTIES AFFECTING THE BUSINESS**

The results of operations and financial condition of Aimia are subject to a number of risks and uncertainties, and are affected by a number of factors outside of the control of Management. The following section summarizes certain of the major risks and uncertainties that could materially affect our future business results going forward. The risks described below may not be the only risks faced by Aimia. Other risks which currently do not exist or which are deemed immaterial may surface and have a material adverse impact on Aimia's results of operations and financial condition.

## **RISKS RELATED TO THE BUSINESS AND THE INDUSTRY**

### **Dependency on Significant Accumulation Partners and Clients**

Aimia's top four Accumulation Partners were responsible for approximately 55% of Gross Billings for the year ended December 31, 2016. A decrease in sales of Loyalty Units to these partners or to any other significant Accumulation Partner, for any reason, including a decrease in pricing or activity, or a decision to either utilize another service provider or to no longer outsource some or all of the services provided, could have a material adverse effect on Gross Billings and revenue. The success of our coalition programs is dependent to a large extent on our relationships with certain key anchor partners. There is no assurance that contracts with Aimia's principal Accumulation Partners, including anchor partners, will be renewed on similar terms, or at all when they expire.

The Aeroplan Program derives a significant portion of its Gross Billings from its agreements with TD, CIBC, and Air Canada.

On January 1, 2014, ten-year financial credit card agreements between Aimia and each of TD and CIBC (the "**Credit Card Agreements**") became effective. Under the Credit Card Agreements, TD became Aeroplan's primary financial services partner and credit card issuer, while CIBC also continues to be an issuer of the Aeroplan credit cards. There can be no assurance that the Credit Card Agreements will provide, over the course of the term of the Credit Card Agreements, a financial contribution to Aimia similar to the historical contribution of the previous agreement with CIBC (the "**Old CIBC Agreement**") which expired on December 31, 2013 and/or similar to the contribution from the first year of the term during which there was substantial bonusing activity as well as card acquisition incentives. In the event the Credit Card Agreements provide, over the course of the term of the Credit Card Agreements, a lesser financial contribution to Aimia as compared to the historical contribution of the Old CIBC Agreement or as compared to the first year of the term, there would be an adverse effect on our Gross Billings, revenue, redemption costs and profitability.

The CPSA between Aeroplan and Air Canada expires on June 29, 2020, subject to four automatic renewals of five years each, unless either party provides written notice to the other of its intention not to renew at least 12 months prior to the expiry of the initial term or the then current renewal term. Please see the section "Supply and Capacity Costs" below. Subject to the minimum number of Aeroplan Miles to be purchased by Air Canada under the CPSA, Air Canada can change the number of Aeroplan Miles awarded per flight without Aeroplan's consent, which could lead to a significant reduction in Gross Billings.

The Nectar Program derives a significant portion of its Gross Billings from its founding coalition partner, Sainsbury's. The commercial agreements governing the participation of Sainsbury's as an Accumulation Partner and Redemption Partner in the Nectar Program expire in 2019, unless renewed by the parties. On October 13, 2014, Aimia announced that Nectar members will earn one point for every £1 spent in stores or online with Sainsbury's starting in April of 2015, compared with the two points per £1 previously, with greater emphasis being placed on bonus offers and increased personalized points offers. While these changes are intended to drive increased engagement and activity with more frequent and targeted bonusing, there can be no assurance that the new accumulation program will be successful in doing so and instead may lead to decreases in member engagement with the Nectar Program generally. Any material decrease in member engagement with the Nectar Program could have an adverse effect on Aimia's Gross Billings and revenues.

Aimia's GLS clients are generally able to reduce marketing spending or cancel projects on short notice at their discretion. It is possible that such clients could reduce spending in comparison with historical patterns, or they could reduce future spending. A significant reduction in marketing spending by Aimia's largest GLS clients, or the loss of several large clients, if not replaced by new accounts or an increase in business from other clients, could adversely affect our GLS revenues and impact Aimia's results of operations and financial condition.

### **Failure to Safeguard Databases, Cyber Security and Consumer Privacy**

As part of our coalition loyalty programs and in connection with the activities of Aimia's GLS and loyalty analytics businesses, member databases are maintained for our programs and those of our clients. These databases contain member information including account transactions. Although we and third parties providing services to us have established rigorous physical and cyber security procedures, the databases may be vulnerable to potential unauthorized access to, or use or disclosure of member data. If we or our service providers were to experience a security breach, our reputation may be negatively affected and an increased number of members in our loyalty programs may opt out from receiving marketing materials or resist providing their personal data. The use of loyalty marketing services by partners and clients could decline in the event any compromise of security occurred. Any public perception that we released consumer information without authorization could subject our businesses to complaints and investigation by the applicable privacy regulatory bodies and adversely affect relationships with members, clients and partners. In addition, any unauthorized release of member information, or any public perception that member information was released without authorization, could lead to complaints from consumers and investigations by the applicable privacy regulatory bodies and adversely affect relationships with members and Commercial Partners and expose us to litigation (including class action litigation) and other enforcement proceedings, material fines, remediation costs and other compensatory damages, any of which could adversely affect our results of operations and financial condition.

### **Reliance on Redemption Partners**

We rely on third party Redemption Partners to provide air travel and other rewards to members upon redemption of Loyalty Units. Our profitability could be adversely impacted if they fail to fulfill their obligations. The failure of our Redemption Partners to deliver products and services in sufficient quantities and in a timely manner could adversely affect our business. If we were unable to renew our existing contracts with our significant Redemption Partners, we might not be able to replace the related product or service at the same cost which would negatively impact our profitability.

### **Conflicts of Interest**

Aimia's businesses provide services to a number of clients who are competitors in various industries. Our ability to retain existing, and attract new, Accumulation Partners and clients may be limited by perceptions of conflicts of interest arising out of other relationships. If we are unable to adequately manage multiple client relationships and avoid potential conflicts of interests, there could be an impact on our results of operations and financial condition.

### **Greater Than Expected Redemptions for Rewards**

A significant portion of our profitability is based on estimates of the number of Loyalty Units that will never be redeemed by the member base. The percentage of Loyalty Units that are not expected to be redeemed is known as "Breakage" in the loyalty industry. Breakage is estimated by Management based on the terms and conditions of membership and historical accumulation and redemption patterns, as adjusted

for changes to any terms and conditions that may affect members' future redemption practices. Management, assisted by an independent expert, developed an econometric model that takes into account historical activity, and expected member behaviour, projected on a going concern basis. This tool is used by Aimia to estimate and monitor the appropriate Breakage estimates of several programs it operates on a regular basis. The consolidated weighted average Breakage estimate at December 31, 2016 is 12% (December 31, 2015: 12%). The consolidated weighted average Breakage estimate is calculated based on the total Loyalty Units outstanding under the Corporation's loyalty programs. This Breakage estimate is based on the results of the application of the model in 2016. The amount of revenue recognized related to Breakage is based on the number of Loyalty Units redeemed in a period in relation to the total number expected to be redeemed, which factors in the Corporation's estimate for Breakage. Breakage for the Aeroplan and Nectar Programs may decrease as such programs grow and a greater diversity of rewards becomes available. If actual redemptions are greater than current estimates, profitability could be adversely affected due to the cost of the excess redemptions. Furthermore, the actual mix of redemptions between air and non-air rewards could adversely affect profitability. Management believes that the estimates, methodologies, judgments and assumptions made in the preparation of the Corporation's financial statements, including those relating to the treatment of Breakage, are reasonable based upon the information available and reliance on subject matter experts. However, there can be no assurance that applicable tax or other regulatory authorities will agree with such estimates, judgments and assumptions.

## **Regulatory Matters**

Aimia's businesses are subject to several types of regulation, including legislation relating to privacy, telemarketing, consumer protection, competition, advertising and sales, and lotteries, gaming and publicity contests. In addition, an increasing number of laws and regulations pertain to the Internet, including in relation to liability for information retrieved from or transmitted over the Internet and online content regulation. Moreover, the applicability to the Internet to existing laws governing personal privacy, intellectual property ownership and infringement and other issues continues to be uncertain and is developing. There is also the possibility that additional laws and regulations are adopted to specifically regulate the loyalty industry, or portions thereof.

Aimia closely monitors and regularly participates in dialogues with the appropriate governmental departments to ensure that we are constantly apprised of the current status of global regulatory matters that could have a material impact on Aimia's business in the short or long term, including the following:

### **A. Privacy**

In Canada, we are subject to laws and regulations relating to consumer privacy and/or marketing, including: (i) the Privacy Act, (ii) Federal PIPEDA which sets out rules for how private sector organizations may collect, use or disclose personal information in the course of commercial activities; (iii) the Safeguarding Canadians' Personal Information Act which includes provisions regarding individuals' consent to the collection, use or disclosure of their personal information; and (iv) Canada's anti-spam legislation which prohibits the sending of a commercial electronic message to a recipient without prior consent, and prescribes form and content requirements. Failure to comply with the provisions of applicable consumer privacy and/or marketing laws and regulations may result in monetary penalties that could have an impact on Aimia's results of operation and financial condition.

The enactment of new, or amendments to existing, legislation or industry regulations relating to consumer privacy issues and/or marketing, in Canada or in any of the markets where Aimia conducts business, may materially impact our relationships with members and our Commercial Partners. Any such legislation or industry regulations could also place restrictions upon the

collection and use of information and could adversely affect our ability to deliver loyalty marketing services.

## **B. Payments in Canada**

The voluntary Code of Conduct for the Credit and Debit Industry in Canada was introduced by the Federal Minister of Finance in 2010 in response to calls for greater transparency in respect of the fees associated with accepting electronic payments at the point of sale, specifically the costs incurred by merchants when accepting "premium" card products vs "standard" card products. On February 11, 2014, as part of the 2014/2015 federal budget, the then Minister of Finance announced that the Government would continue to work with stakeholders to promote fair and transparent practices and to help lower credit card acceptance costs, while encouraging merchants to lower prices to consumers. In order to attain these objectives, the Government stated that it intended to strengthen the voluntary Code of Conduct for the Credit and Debit Card Industry, in consultation with stakeholders.

On November 4, 2014, Visa and MasterCard submitted separate and individual voluntary undertakings to reduce their credit card fees to an average effective rate of 1.50% for the next five years. As stated by the Canadian Minister of Finance, the two commitments represent a reduction in credit card fees of approximately 10%. Aimia worked with TD and CIBC to develop a satisfactory outcome for the parties.

Any further changes to the current payments system, including further changes to the system for setting interchange rates of credit cards, could affect revenue for credit card companies and, as a result, could have an adverse effect on our Gross Billings.

## **Retail Market/Economic Conditions**

The markets for the services that Aimia's businesses offer may contract or continue to contract and this could negatively impact growth and profitability. There can be no guarantee that merchants will continue to use loyalty and database marketing strategies. In addition, Gross Billings and marketing revenues are dependent on levels of consumer spend with Accumulation Partners and clients, and any slowdown or reduction in consumer activity may have an impact on our business.

## **Industry Competition**

Competition in the loyalty marketing industry is intense. New and existing competitors may target Accumulation Partners, clients and members, as well as draw rewards from Redemption Partners. The continued attractiveness of Aimia's businesses will depend in large part on their ability to remain affiliated with existing Commercial Partners and clients or add new partners that are desirable to consumers, and to offer rewards that are both attainable and attractive to consumers. Many of our current competitors may have greater financial, technical, marketing and other resources. We cannot ensure that we will be able to compete successfully against current and potential competitors, including in connection with technological advancements by such competitors.

## **Air Canada Liquidity Issues or Air Travel Industry Disruptions**

Aeroplan members' strong demand for air travel creates a significant dependency on Air Canada in particular and the airline industry in general.

In the past, Air Canada has sustained significant losses and may sustain significant losses in the future. In its public filings, Air Canada has indicated that it is faced with a variety of risks, including risks related to leverage, the need for additional capital and liquidity, foreign exchange rates, economic and geopolitical conditions, volatility in fuel costs and other expenses, competition, labour issues, pension plan funding, low gross profit margins and high fixed costs, as well as risks relating to restrictive terms under its financing agreements.

Air Canada has, and is expected to continue to have and incur, a significant amount of indebtedness, and as a result of any challenging economic or other conditions affecting Air Canada, Air Canada may incur greater levels of indebtedness. The amount of indebtedness that Air Canada has and which it may incur in the future could have a material adverse effect on Air Canada. There can be no assurance that Air Canada will at all times be able to generate sufficient cash from its operations to pay its debts and lease obligations or to obtain, on a timely basis, sufficient funds to provide adequate liquidity if cash flows from operations and cash on hand are insufficient. If Air Canada is unable to meet its financial liabilities and other contractual obligations as they become due, or to conclude arrangements to secure additional liquidity should it be unable to do so, it may be required to commence proceedings under applicable creditor protection legislation.

The bankruptcy or insolvency of Air Canada could lead to a termination or renegotiation of the CPSA. Upon such a renegotiation, Aimia may be required to pay more for seat capacity from Air Canada than the currently negotiated rates under the CPSA. If the CPSA is terminated, Aimia would have to purchase seat capacity from other airlines. Seat capacity from other airlines could be more expensive than comparable seat capacity under the CPSA, and the routes offered by the other airlines may be inconvenient or undesirable to the redeeming members. As a result, Aimia would experience higher air travel redemption costs, while at the same time member satisfaction with the Aeroplan Program may be adversely affected by requiring travel on other carriers.

The bankruptcy or insolvency of Air Canada could also lead certain Accumulation Partners to attempt to renegotiate certain terms of their commercial relationships with Aeroplan. Depending on the results of any such negotiation, Aimia's gross proceeds from the sale of Aeroplan Miles could be negatively affected.

Any disruptions or other material adverse changes in the airline industry, whether domestic or international, affecting Air Canada or a Star Alliance member airline, could have a material adverse impact on the business. This could manifest itself in Aeroplan's inability to fulfill member's flight redemption requests or to provide sufficient accumulation opportunities. As a result of airline or travel services industry disruption or delays, including those which may result from terrorist attacks or terrorist activity, accidents or disasters involving an aircraft, political instability, acts of war, epidemic diseases, environmental conditions and factors, such as those arising from volcanic eruptions or other natural phenomena, or from increasingly restrictive security measures, such as restrictions on the content of carry-on baggage, passenger identification document requirements, and passenger screening procedures, too much uncertainty could result in the minds of the traveling public and have a material adverse effect on passenger demand for air travel and on the number of passengers traveling on Air Canada's flights. Consequently, members might forego redeeming miles for air travel and therefore might not participate in the Aeroplan Program to the extent they previously did which could adversely affect revenue from the Aeroplan Program. A reduction in member use of the Aeroplan Program could impact Aeroplan's ability to retain its current Commercial Partners and members and to attract new Commercial Partners and members.

## **Airline Industry Changes and Increased Airline Costs**

Air travel rewards remain the most desirable reward for consumers under the Aeroplan Program. An increase in low cost carriers and the airline industry trend which has major airlines offering low cost fares may negatively impact the incentive for consumers of air travel services to book flights with Air Canada or participate in the Aeroplan Program. Similarly, any change which would see the benefits of Star Alliance reduced either through Air Canada's, or, to a lesser extent, another airline's withdrawal from Star Alliance, or the dissolution of Star Alliance, could also have a negative impact since Aeroplan's members would lose access to the existing portfolio of international reward travel. In addition, the growth or emergence of other airline alliance groups could have a negative impact on Aeroplan by reducing traffic on Air Canada and Star Alliance member airlines.

The airline industry has been subject to a number of increasing costs over the last several years, including increases in the cost of fuel, insurance, airport user fees and air navigation fees. In addition, new and proposed legislation have been considered or adopted concerning carbon emissions emanating from the airline industry, including the setting of emissions allowances and charging aircraft operators for a certain percentage of these allowances. These increased costs may be passed on to consumers, increasing the cost of redeeming Aeroplan Miles for air travel rewards. This may negatively impact consumer incentive to participate in the Aeroplan Program.

## **Supply and Capacity Costs**

Costs may increase as a result of supply arrangements with Air Canada and other suppliers for our coalition loyalty programs. Aeroplan may not be able to satisfy its members if the seating capacity made available to Aeroplan by Air Canada and Star Alliance member airlines or other non-air rewards from other suppliers are inadequate to meet their redemption demands at specific prices.

If, upon the expiry of the CPSA, Aeroplan is unable to negotiate a replacement agreement with Air Canada on similarly favourable terms, or if Air Canada sharply reduces its seat capacity, Aeroplan may be required to pay more for seat capacity from Air Canada than the currently negotiated rates under the CPSA or to purchase seat capacity from other airlines. Seat capacity from other airlines could be more expensive than comparable seat capacity under the CPSA, and the routes offered by the other airlines may be inconvenient or undesirable to the redeeming members. As a result, Aeroplan would experience higher air travel redemption costs, while at the same time member satisfaction with the Aeroplan Program may be adversely affected by requiring travel on other carriers on certain routes.

## **Unfunded Future Redemption Costs**

In the coalition loyalty program model, Gross Billings are derived from the sale of Loyalty Units to Accumulation Partners. The earnings process is not complete at the time a Loyalty Unit is sold as most of the costs are incurred on the redemption thereof. Based on historical data, the estimated period between the issuance of a Loyalty Unit and its redemption is currently approximately 30 months for the Aeroplan Program and 13 months for the Nectar Program; however, Aeroplan and Nectar have no control over the timing of the redemption or the number of units redeemed. Aeroplan and Nectar currently use proceeds from Gross Billings (which are deferred for accounting purposes) in the fiscal year from the issuance of the unit to pay for the redemption costs incurred in the year. As a result, if Aeroplan or Nectar were to cease to carry on business, or if redemption costs incurred in a given year were in excess of the revenues received in the year from the issuance of the Loyalty Units, they would face unfunded Future Redemption Costs, which could increase the need for working capital and, consequently, affect the payment of dividends to Shareholders.



### **Changes to Coalition Loyalty Programs**

From time to time we may make changes to our coalition loyalty programs that may not be well received by certain segments of the membership and may affect their level of engagement. In addition, these members may choose to seek such legal and other recourses as available to them, which if successful, could have a negative impact on results of operations and/or reputation.

### **Seasonal Nature of the Business, Other Factors and Prior Performance**

Aeroplan has historically experienced lower Gross Billings from the sale of Aeroplan Miles in the first and second quarters of the calendar year and higher Gross Billings from the sale of Aeroplan Miles in the third and fourth quarters of the calendar year. In addition, Aeroplan has historically experienced greater redemptions and therefore costs for rewards, in the first and second quarters of the calendar year and lower redemptions and related costs for rewards in the third and fourth quarters of the calendar year. This pattern results in significantly higher operating cash flow and margins in the third and fourth quarters for each calendar year compared to the first and second quarters. This pattern may however vary in future years as the degree of seasonality evolves over time.

Nectar's Gross Billings from the Nectar Program are seasonal with fourth quarter gross billings typically higher than the preceding quarters, as a result of the impact of Christmas shopping. Gross Billings for the other quarters are broadly similar. Redemption activity in the Nectar Program is more seasonal than Gross Billings. More than 40% of all redemptions for the Nectar Program in the last three years have taken place during the fourth quarter, as a result of members redeeming for gifts and other rewards prior to Christmas. Consequently, operating results for any one quarter may not be indicative of operating results for an entire year.

Demand for travel rewards is also affected by factors such as economic conditions, war or the threat of war, fare levels and weather conditions. Due to these and other factors, operating results for an interim period may not be indicative of operating results for an entire year, and operating results for a historical period may not be indicative of operating results for a future period.

The GLS business also fluctuates seasonally, with award redemptions typically higher around the Christmas shopping season, and business loyalty events typically occurring during the spring and fall.

### **Foreign Operations**

A significant portion of Aimia's Gross Billings is generated outside Canada. We expect Gross Billings from outside Canada to continue to represent a significant portion of Aimia's consolidated Gross Billings in the foreseeable future. As a result, we are subject to the risks of doing business internationally, including changes in foreign laws and regulations and general changes in economic and geopolitical conditions.

### **Legal Proceedings**

From time to time, Aimia becomes involved in various claims and litigation as a result of carrying on its business. Our businesses are susceptible to various claims and litigation, including class action claims, arising in the course of operating our business or with respect to the interpretation of existing agreements. Any future claims or litigation could also have a material adverse effect on our business and results from operations.

### **Reliance on Key Personnel**

Aimia's success depends on the abilities, experience, industry knowledge and personal efforts of senior Management and other key employees, including the ability to retain and attract skilled employees. The loss of the services of such key personnel could have a material adverse effect on our business, financial condition or future prospects. Aimia's growth plans may also put additional strain and demand on senior Management and key employees and produce risks in both productivity and retention levels. In addition, we may not be able to attract and retain additional qualified Management as needed in the future.

### **Labour Relations**

Aeroplan's contact centre employees are unionized. The collective agreement for these employees expires on November 14, 2018. No strikes or lock-outs may lawfully occur during the term of the collective agreement, nor during the negotiations of its renewal until a number of pre-conditions have been satisfied. There can be no assurance that the collective agreement will be renewed without labour conflict or action or that there will not be a labour conflict that could lead to a dispute or to an interruption or stoppage in Aeroplan's contact centre service or otherwise adversely affect the ability of Aeroplan to conduct its operations, any of which could have an adverse effect on our business, operations and financial condition.

### **Pension Liability**

The funding requirements of the defined benefit pension plan of the unionized Aeroplan contact centre agents, including employees who were Air Canada customer sales and service agents prior to 2009 and who were transferred to Aeroplan in 2009, resulting from valuations of its assets and liabilities, depends on a number of factors, including actual returns on pension plan assets, long-term interest rates, plan demographic and pension regulations. Changes in these factors could cause actual future contributions to significantly differ from our current estimates and could require us to make contributions in the future and, therefore, could have a negative effect on our liquidity and results of operations.

### **Technological Disruptions and Inability to use Third-Party Software and Outsourcing**

Aimia's ability to protect the data and information technology infrastructure assets of our coalition loyalty programs and those of our clients that are within our control against damage from fire, power loss, telecommunications failure and other disasters is critical. In order to provide many of our services, we must be able to store, retrieve, process and manage large databases and periodically expand and upgrade their capabilities. While we have in place, and continue to invest in, technology security initiatives and disaster recovery plans, these measures may not be adequate or implemented properly. Any damage to data and information technology infrastructure assets, any failure of telecommunication links that interrupts operations or any impairment of the ability to use licensed software could adversely affect our ability to meet our Commercial Partners', clients' and members' needs and their confidence in utilizing our services or programs in the future. In addition, proper implementation and operation of technology initiatives is fundamental to the ability to operate a profitable business. We continuously invest in new technology initiatives to remain competitive, and our continued ability to invest sufficient amounts to enhance technology will affect our ability to operate successfully.

In order to achieve cost and operational efficiencies and to have access to leading processes and solutions, specialized expertise and innovation, we outsource to third-party vendors many of the information technology systems and other services that are integral to the operations of our global businesses. A failure to adequately manage our third-party service providers or to monitor our third party service providers' compliance with regulatory or legal requirements could result in economic and reputational harm to us. There is also a risk that the confidentiality, privacy and/or security of data held by third parties or communicated over third party networks or platforms could become compromised, which could significantly harm our business even if the attack or breach does not impact our systems. In addition, the management of multiple third-party vendors increases our operational complexity and decreases our control.

### **Failure to Protect Intellectual Property Rights**

Third parties may infringe or misappropriate our trademarks or other intellectual property rights or may challenge the validity of trademarks or other intellectual property rights, which could have a material adverse effect on our business, financial condition or operating results. The actions that are taken to protect trademarks and other proprietary rights may not be adequate. Litigation may be necessary to enforce or protect intellectual property rights, trade secrets or determine the validity and scope of the proprietary rights of others. Aimia cannot ensure that we will be able to prevent infringement of intellectual property rights or misappropriation of proprietary information. Any infringement or misappropriation could harm any competitive advantage that we currently derive or may derive from proprietary rights. Third parties may assert infringement claims against our businesses. Any such claims and any resulting litigation could result in significant liability for damages. An adverse determination in any litigation of this type could require us to design around a third party's patent or to license alternative technology from another party. In addition, litigation may be time-consuming and expensive and could result in the diversion of time and resources. Any claims from third parties may also result in limitations on the ability to use the intellectual property subject to these claims.

## **RISKS RELATED TO AIMIA**

### **Interest Rate and Currency Fluctuations**

Aimia may be exposed to fluctuations in interest rates under its borrowings. Increases in interest rates may have an adverse effect on Aimia's earnings.

Aimia's results are sensitive to fluctuations in the Canada/U.S. dollar exchange rate and to the exchange rate from pound sterling ("GBP") to Canadian dollars. Aeroplan incurs expenses in U.S. dollars for such items as air, car rental and hotel rewards issued to redeeming Aeroplan members, while a substantial portion of its revenues are generated in Canadian dollars. A significant deterioration of the Canadian dollar relative to the U.S. dollar would increase the costs of Aimia. A material portion of the revenues and expenses from our International Coalitions business are denominated in GBP rendering its results and their impact on Aimia's consolidated statements sensitive to fluctuations in the Canadian dollar exchange rate. A material portion of our GLS activities are located in the U.S. and the Asia Pacific region. Financial results are sensitive to the changing value of the Canadian dollar and foreign operations are sensitive to the fluctuations of other currencies, including the United States dollar, British pound sterling and the Australian dollar.

## **Leverage and Restrictive Covenants in Current and Future Indebtedness**

The ability of Aimia to pay dividends, make distributions or make other payments or advances is subject to applicable laws and contractual restrictions contained in the instruments governing any indebtedness (including the credit facilities). The degree to which Aimia is leveraged has important consequences to Shareholders, including: (i) Aimia's ability to obtain additional financing for working capital, capital expenditures or acquisitions in the future may be limited; (ii) a significant portion of cash flow from operations may be dedicated to the payment of the principal of and interest on its indebtedness, thereby reducing funds available for future operations; (iii) certain borrowings will be at variable rates of interest, which exposes Aimia to the risk of increased interest rates; and (iv) Aimia may be more vulnerable to economic downturns and be limited in its ability to withstand competitive pressures.

In addition, the credit facilities contain a number of financial and other restrictive covenants that require Aimia to meet certain financial ratios and financial condition tests and limit the ability to enter into certain transactions. A failure to comply with the obligations in the credit facilities could result in a default which, if not cured or waived, could permit acceleration of the relevant indebtedness. If the indebtedness under the credit facilities, including any possible hedge contracts with the lenders, were to be accelerated, there can be no assurance that the assets of Aimia would be sufficient to repay in full that indebtedness.

Aimia may need to refinance its available credit facilities or other debt and there can be no assurance that it will be able to do so or be able to do so on terms as favourable as those presently in place. If Aimia is unable to refinance these credit facilities or other debt, or is only able to refinance these credit facilities or other debt on less favourable and/or more restrictive terms, this may have a material adverse effect on Aimia's financial position, which may result in a reduction or suspension of payments of dividends to Shareholders. In addition, the terms of any new credit facility or debt may be less favourable or more restrictive than the terms of the existing credit facilities or other debt, which may indirectly limit or negatively impact the ability of Aimia to pay dividends.

## **Uncertainty of Dividend Payments**

Payment of dividends are dependent upon operating cash flows generated by Subsidiaries of Aimia, financial requirements of Aimia and the satisfaction of solvency tests on the payment of dividends pursuant to the Canada Business Corporations Act.

## **Managing Growth**

We regularly review potential acquisitions of businesses we believe may be complementary to ours. As part of any acquisition we conduct customary due diligence with the goal of identifying and evaluating material risks. Notwithstanding our review, we may be unsuccessful in identifying all such risks or realizing the intended synergies of any given acquisition and our results of operations and financial condition could be adversely impacted. In addition, our inability to effectively manage growth could have a material adverse impact on our business, operations and prospects.

## **Credit Ratings**

Aimia has been assigned issuer credit ratings of BBB (low) with a stable trend by DBRS and BBB- with negative outlook by S&P. The Notes have also been assigned credit ratings of BBB (low) with a stable trend by DBRS and BBB- with negative outlook by S&P. There can be no assurance that the credit ratings assigned to Aimia and the Notes will remain in effect for any given period of time or that

the ratings will not be withdrawn or revised by either or both of the rating agencies at any time. The interest rate payable pursuant to Aimia's credit facilities and the Notes will be subject to adjustment from time to time if any of DBRS or S&P downgrade (or subsequently upgrade) their ratings. Additionally, Aimia's access to capital markets could be adversely affected by changes to the debt credit ratings assigned by independent rating agencies such as DBRS and S&P.

### **Audits by Tax Authorities**

In the ordinary course of business, the Corporation is subject to ongoing audits by tax authorities. While Aimia believes that its tax filing positions are appropriate and supportable, from time to time, certain matters are reviewed and challenged by the tax authorities. We regularly review the potential for adverse outcomes in respect of tax matters and believe that any ultimate disposition of a reassessment will not have a material adverse impact on our liquidity, consolidated financial position or results of operations due to adequate provisioning for these tax matters. Should an outcome materially differ from existing provisions, the Corporation's effective tax rate, its earnings, and its liquidity and working capital position could be affected positively or negatively in the period in which matters are resolved.

## **DESCRIPTION OF CAPITAL STRUCTURE**

The authorized capital of Aimia consists of (i) an unlimited number of Common Shares issuable in series, of which 152,294,611 were issued and outstanding as of December 31, 2016, (ii) an unlimited number of Preferred Shares issuable in series, of which 3,953,365 have been designated as Series 1 Preferred Shares 2,946,635 have been designated as Series 2 Preferred Shares, and 6,000,000 have been designated as Series 3 Preferred Shares and were issued and outstanding as of December 31, 2016. See section "Description of Capital Structure – Debt Financing". Aimia further has \$250 million Series 4 Notes and \$200 million Series 5 Notes issued and outstanding as of December 31, 2016.

The summary below of the rights, privileges, restrictions and conditions attaching to the securities of Aimia does not purport to be complete and is subject to, and qualified by reference to, Aimia's articles and by-laws and the trust indenture dated April 23, 2009 between Aimia and CIBC Mellon Trust Company (the "**Trust Indenture**").

### **COMMON SHARES**

Each Common Share shall entitle the holder thereof to one (1) vote at all meetings of Shareholders (except meetings at which only holders of another specified class of shares are entitled to vote, pursuant to the provisions of the CBCA).

The holders of Common Shares shall be entitled to receive, as and when declared by the directors of Aimia, subject to the rights, privileges, restrictions and conditions attaching to the Preferred Shares and to any other class of shares ranking senior to the Common Shares, dividends which may be paid in money, property or by the issue of fully paid shares in the capital of Aimia.

In the event of the liquidation, dissolution or winding-up of Aimia, whether voluntary or involuntary, or other distribution of assets of Aimia among Shareholders for the purpose of winding up its affairs, subject to the rights, privileges, restrictions and conditions attaching to the Preferred Shares and to any other class of shares ranking senior to the Common Shares, the holders of Common Shares shall be entitled to receive the remaining property of Aimia. In the event of an insufficiency of property and assets to pay in full the amounts which the holders of Common Shares are entitled to receive upon such liquidation, dissolution or winding-up, the holders of Common Shares shall participate rateably among

themselves in accordance with the amounts to which they are respectively entitled upon such liquidation, dissolution or winding-up.

## **PREFERRED SHARES**

The directors of Aimia may, at any time and from time to time, issue the Preferred Shares in one (1) or more series, each series to consist of such number of shares as may, before issuance thereof, be determined by the directors. The directors may from time to time fix, before issuance, the designation, rights, privileges, preferences, restrictions, conditions and limitations attaching to the Preferred Shares of each series, the whole subject to the issuance of a certificate of amendment in respect of articles of amendment in the prescribed form to designate a series of shares.

The holders of the Preferred Shares shall not be entitled to receive notice of, nor to attend or vote at meetings of the shareholders of Aimia other than (i) as provided for in the CBCA, and (ii) as have been provided for in the rights, privileges, restrictions and conditions attached to the Series 1 Preferred Shares, the Series 2 Preferred Shares, the Series 3 Preferred Shares and the Series 4 Preferred Shares, or as may be provided for in the rights, privileges, restrictions and conditions attached to any series of preferred shares created by the board of directors of Aimia (the “**Board of Directors**”), but in such cases, voting rights shall be attached to the preferred shares of such series if, and only if, Aimia fails to pay a certain number of dividends, as set out in such rights, privileges, restrictions and conditions.

The holders of the Preferred Shares shall be entitled to receive, as and when declared by the directors of Aimia, in preference and priority to any dividends on the Common Shares of Aimia and any other shares of Aimia ranking junior to the Preferred Shares, dividends which may be paid in money, property or by the issue of fully paid shares in the capital of Aimia.

In the event of the liquidation, dissolution or winding-up of Aimia or other distribution of assets of Aimia among shareholders for the purpose of winding-up its affairs, the holders of the Preferred Shares shall, before any amount shall be paid to or any property or assets of Aimia distributed among the holders of the Common Shares or any other shares of Aimia ranking junior to the Preferred Shares, be entitled to receive an amount equal to the consideration received by Aimia upon the issuance of such shares together with, in the case of cumulative Preferred Shares, all unpaid cumulative dividends (which, for such purpose, shall be calculated as if such cumulative dividends were accruing from day to day for the period from the expiration of the last period for which cumulative dividends have been paid, up to and including the date of distribution) and, in the case of non-cumulative Preferred Shares, all declared and unpaid non-cumulative dividends, but shall not be entitled to share any further in the distribution of the property or assets of Aimia.

The above restrictions contained in the terms of the Preferred Shares render these shares not ideal for use as a takeover defense. Specifically, the fact that the Preferred Shares are non-voting except in certain limited circumstances where Aimia fails to pay a certain number of dividends make them unlike unconstrained “blank cheque” preferred shares.

### **Series 1 Preferred Shares and Series 2 Preferred Shares**

Holders of the Series 1 Preferred Shares are entitled to receive fixed cumulative preferential cash dividend, as and when declared by the Board of Directors of Aimia, payable quarterly on the last business day of each of March, June, September and December at an annual rate of 6.50%, or \$1.625 per Series 1 Preferred Share, for the initial five-year period ending on March 31, 2015. The dividend rate was reset on March 31, 2015 and will be reset every five years thereafter at a rate equal to the sum of the five-year Government of Canada bond yield plus 3.75%. On March 31, 2015 and on each March 31 every fifth year

thereafter, Aimia may, at its option, redeem the Series 1 Preferred Shares in whole or in part by the payment of \$25.00 in cash per Series 1 Preferred Share together with all declared and unpaid dividends to but excluding the date fixed for redemption. The Series 1 Preferred Shares do not have a fixed maturity date and are not redeemable at the option of the holders of the Series 1 Preferred Shares. Holders of Series 1 Preferred Shares had the right, at their option, to convert all or any of their Series 1 Preferred Shares into Series 2 Preferred Shares, on the basis of one Series 2 Preferred Share for each Series 1 Preferred Share, subject to certain conditions, on March 31, 2015 and will have such right on March 31 every fifth year thereafter.

Holders of the Series 2 Preferred Shares will be entitled to receive quarterly floating rate cumulative preferred cash dividends, as and when declared by the Board of Directors of Aimia, payable on the last business day of each of March, June, September and December in each year. On any Series 2 Conversion Date (as hereinafter defined) on and after March 31, 2020, Aimia may, at its option, redeem the Series 2 Preferred Shares in whole or in part by the payment of \$25.00 in cash per Series 2 Preferred Share together with all declared and unpaid dividends to but excluding the date fixed for redemption. On any date after March 31, 2015 that is not a Series 2 Conversion Date (as hereinafter defined), Aimia may, at its option, redeem all or any part of the outstanding Series 2 Preferred Shares by the payment of an amount in cash of \$25.50 per Series 2 Preferred Share together with all declared and unpaid dividends to but excluding the redemption date. The Series 2 Preferred Shares do not have a fixed maturity date and are not redeemable at the option of the holders of the Series 2 Preferred Shares. Holders of Series 2 Preferred Shares will have the right, at their option, on March 31, 2020 and on each March 31 every fifth year thereafter (each such date a “**Series 2 Conversion Date**”), to convert, subject to certain conditions, all or any of their Series 2 Preferred Shares, into Series 1 Preferred Shares, on the basis of one Series 1 Preferred Share for each Series 2 Preferred Share.

On February 27, 2015, Aimia announced that it would not be exercising its right to redeem all or part of the Series 1 Preferred Shares on March 31, 2015. As a result and subject to certain conditions, the holders of the Series 1 Preferred Shares had the right to convert all or part of their Series 1 Preferred Shares, on a one-for-one basis, into Series 2 Preferred Shares on March 31, 2015.

On March 31, 2015, the holders of 2,946,635 Series 1 Preferred Shares exercised their option to convert their Series 1 Preferred Shares into an equivalent number of Series 2 Preferred Shares. Holders of the Series 2 Preferred Shares are entitled to receive quarterly floating rate, cumulative, preferential cash dividends, calculated on the basis of the actual number of days elapsed in such quarterly period divided by 365, as and when declared by the Board of Directors of Aimia, subject to the provisions of the CBCA. The dividend rate for the floating rate period from and including December 31, 2016 to, but excluding March 31, 2017, will be 4.259%, being 3.75% over the 90-day Government of Canada Treasury Bill yield, as determined in accordance with the terms of the Series 2 Preferred Shares.

With respect to the remaining 3,953,365 Series 1 Preferred Shares outstanding after March 31, 2015, holders of the Series 1 Preferred Shares are entitled to receive quarterly fixed, cumulative, preferential cash dividends, as and when declared by the Board of Directors of Aimia, subject to the provisions of the CBCA. The dividend rate for the five-year period from and including March 31, 2015 to, but excluding March 31, 2020, is 4.5%, being 3.75% over the five-year Government of Canada bond yield, as determined in accordance with the terms of the Series 1 Preferred Shares.

Holders of the Series 2 Preferred Shares are entitled to receive quarterly floating rate, cumulative, preferential cash dividends, calculated on the basis of the actual number of days elapsed in such quarterly period divided by 365, as and when declared by the Board of Directors of Aimia, subject to the provisions of the CBCA.

In the event of the liquidation, dissolution or winding-up of Aimia or any other distribution of assets of Aimia among its shareholders for the purpose of winding-up its affairs, subject to the prior satisfaction of the claims of all creditors of Aimia and of holders of shares of Aimia ranking prior to the Series 1 Preferred Shares and the Series 2 Preferred Shares, the holders of Series 1 Preferred Shares and Series 2 Preferred Shares will be entitled to payment of an amount equal to \$25.00 per share, plus an amount equal to all declared and unpaid dividends up to but excluding the date fixed for payment or distribution (less any tax required to be deducted and withheld by Aimia), before any amount may be paid or any assets of Aimia are distributed to the registered holders of any shares ranking junior to the Series 1 Preferred Shares and the Series 2 Preferred Shares. After payment of such amounts, the holders of Series 1 Preferred Shares and Series 2 Preferred Shares will not be entitled to share in any further distribution of the assets of Aimia.

Subject to applicable law, holders of Series 1 Preferred Shares and Series 2 Preferred Shares, in their capacity as holders thereof, will not be entitled to receive notice of, or to attend or to vote at, any meeting of Aimia's shareholders, unless and until Aimia fails to pay dividends for any eight quarters. In the event that Aimia has not paid the dividends accrued and payable for any eight quarters, whether or not consecutive and whether or not such dividends have been declared, on the Series 1 Preferred Shares or the Series 2 Preferred Shares, as applicable, at the applicable dividend rate for such shares, the holders of shares of the relevant series will be entitled to receive notice of and to attend meetings of shareholders of Aimia, other than meetings at which only holders of another specified class or series are entitled to vote, and to vote together with all of Aimia's other shareholders entitled to vote at such meetings on the basis of one vote for each Series 1 Preferred Share or Series 2 Preferred Share held, as applicable. The voting rights of the holders of shares of the relevant series will forthwith cease upon payment by Aimia of all accrued but unpaid dividends on the shares of such series until such time as Aimia may again fail to pay the applicable dividend for any further eight quarters, in which case such voting rights will become effective again.

The Series 1 Preferred Shares and Series 2 Preferred Shares will rank on parity with all other Preferred Shares of Aimia and will rank prior to the Common Shares as to the payment of dividends and the distribution of the assets of Aimia in the event of the dissolution, liquidation or winding-up of the Corporation or any other distribution of the assets of Aimia for the purpose of winding-up its affairs.

The Series 1 Preferred Shares and Series 2 Preferred Shares have been given a Canadian scale rating of P-3 by S&P. Such P-3 rating is the tenth highest of twenty ratings used by S&P in its Canadian preferred share rating scale. According to S&P, such a P-3 rating indicates that although the obligation is considered to be less vulnerable to non-payment than other speculative issues, it faces major ongoing uncertainties or exposure to adverse business, financial, or economic conditions which could lead to the obligor's inadequate capacity to meet its financial commitment on the obligation. The Series 1 Preferred Shares and Series 2 Preferred Shares have been given a rating of Pfd-3 (low) by DBRS. Pfd-3 (low) is the ninth highest of sixteen ratings used by DBRS for preferred shares. According to DBRS, preferred shares rated Pfd-3 (low) are of adequate credit quality and, while protection of dividends and principal is still considered acceptable for such preferred shares, the issuing entity of preferred shares with a Pfd-3 (low) rating is considered to be more susceptible to adverse changes in financial and economic conditions, and there may be other adverse conditions present which detract from debt protection.



### Series 3 Preferred Shares and Series 4 Preferred Shares

Holders of the Series 3 Preferred Shares are entitled to receive fixed cumulative preferential cash dividend, as and when declared by the Board of Directors of Aimia, payable quarterly on the last business day of each of March, June, September and December at an annual rate of 6.25%, or \$1.5625 per Series 3 Preferred Share, for the initial five-year period to but excluding March 31, 2019. The dividend rate will be reset on March 31, 2019, and every five years thereafter at a rate equal to the sum of the five-year Government of Canada bond yield plus 4.20%. On March 31, 2019, and on each March 31 every fifth year thereafter, Aimia may, at its option, redeem the Series 3 Preferred Shares in whole or in part by the payment of \$25.00 in cash per Series 3 Preferred Share together with all declared and unpaid dividends to but excluding the date fixed for redemption. The Series 3 Preferred Shares do not have a fixed maturity date and are not redeemable at the option of the holders of the Series 3 Preferred Shares. Holders of Series 3 Preferred Shares will have the right, at their option, to convert all or any of their Series 3 Preferred Shares into Series 4 Preferred Shares, on the basis of one Series 4 Preferred Share for each Series 3 Preferred Share, subject to certain conditions, on March 31, 2019, and on March 31 every fifth year thereafter.

Holders of the Series 4 Preferred Shares will be entitled to receive quarterly floating rate cumulative preferred cash dividends, as and when declared by the Board of Directors of Aimia, payable on the last business day of each of March, June, September and December in each year. On any Series 4 Conversion Date (as hereinafter defined) on and after March 31, 2024, Aimia may, at its option, redeem the Series 4 Preferred Shares in whole or in part by the payment of \$25.00 in cash per Series 4 Preferred Share together with all declared and unpaid dividends to but excluding the date fixed for redemption. On any date after March 31, 2019, that is not a Series 4 Conversion Date (as hereinafter defined), Aimia may, at its option, redeem all or any part of the outstanding Series 4 Preferred Shares by the payment of an amount in cash of \$25.50 per Series 4 Preferred Share together with all declared and unpaid dividends to but excluding the redemption date. The Series 4 Preferred Shares do not have a fixed maturity date and are not redeemable at the option of the holders of the Series 4 Preferred Shares. Holders of Series 4 Preferred Shares will have the right, at their option, on March 31, 2024, and on each March 31 every fifth year thereafter (each such date a “**Series 4 Conversion Date**”), to convert, subject to certain conditions, all or any of their Series 4 Preferred Shares, into Series 3 Preferred Shares, on the basis of one Series 3 Preferred Share for each Series 4 Preferred Share.

In the event of the liquidation, dissolution or winding-up of Aimia or any other distribution of assets of Aimia among its shareholders for the purpose of winding-up its affairs, subject to the prior satisfaction of the claims of all creditors of Aimia and of holders of shares of Aimia ranking prior to the Series 3 Preferred Shares and the Series 4 Preferred Shares, the holders of Series 3 Preferred Shares and Series 4 Preferred Shares will be entitled to payment of an amount equal to \$25.00 per share, plus an amount equal to all declared and unpaid dividends up to but excluding the date fixed for payment or distribution (less any tax required to be deducted and withheld by Aimia), before any amount may be paid or any assets of Aimia are distributed to the registered holders of any shares ranking junior to the Series 3 Preferred Shares and the Series 4 Preferred Shares. After payment of such amounts, the holders of Series 3 Preferred Shares and Series 4 Preferred Shares will not be entitled to share in any further distribution of the assets of Aimia.

Subject to applicable law, holders of Series 3 Preferred Shares and Series 4 Preferred Shares, in their capacity as holders thereof, will not be entitled to receive notice of, or to attend or to vote at, any meeting of Aimia’s shareholders, unless and until Aimia fails to pay dividends for any eight quarters. In the event that Aimia has not paid the dividends accrued and payable for any eight quarters, whether or not consecutive and whether or not such dividends have been declared, on the Series 3 Preferred Shares or the

Series 4 Preferred Shares, as applicable, at the applicable dividend rate for such shares, the holders of shares of the relevant series will be entitled to receive notice of and to attend meetings of shareholders of Aimia, other than meetings at which only holders of another specified class or series are entitled to vote, and to vote together with all of Aimia's other shareholders entitled to vote at such meetings on the basis of one vote for each Series 3 Preferred Share or Series 4 Preferred Share held, as applicable. The voting rights of the holders of shares of the relevant series will forthwith cease upon payment by Aimia of all accrued but unpaid dividends on the shares of such series until such time as Aimia may again fail to pay the applicable dividend for any further eight quarters, in which case such voting rights will become effective again.

The Series 3 Preferred Shares and Series 4 Preferred Shares will rank on parity with all other Preferred Shares of Aimia and will rank prior to the Common Shares as to the payment of dividends and the distribution of the assets of Aimia in the event of the dissolution, liquidation or winding-up of the Corporation or any other distribution of the assets of Aimia for the purpose of winding-up its affairs.

The Series 3 Preferred Shares have been given a Canadian scale rating of P-3 by S&P. Such P-3 rating is the tenth highest of twenty ratings used by S&P in its Canadian preferred share rating scale. According to S&P, such a P-3 rating indicates that although the obligation is considered to be less vulnerable to non-payment than other speculative issues, it faces major ongoing uncertainties or exposure to adverse business, financial, or economic conditions which could lead to the obligor's inadequate capacity to meet its financial commitment on the obligation.

The Series 3 Preferred Shares have been given a rating of Pfd-3 (low) by DBRS. Pfd-3 (low) is the ninth highest of sixteen ratings used by DBRS for preferred shares. According to DBRS, preferred shares rated Pfd-3 (low) are of adequate credit quality and, while protection of dividends and principal is still considered acceptable for such preferred shares, the issuing entity of preferred shares with a Pfd-3 (low) rating is considered to be more susceptible to adverse changes in financial and economic conditions, and there may be other adverse conditions present which detract from debt protection.

## **SENIOR SECURED NOTES**

### **Trust Indenture**

The Trust Indenture was entered into by Aimia and CIBC Mellon Trust Company, as trustee, on April 23, 2009.

The Trust Indenture sets out the terms governing Aimia's Senior Secured Notes. It allows for the issuance of an unlimited amount of Notes or other evidence of indebtedness, issuable in series. The Notes issued under the Trust Indenture will be in the form of fully registered global Notes held by, or on behalf of, CDS or another corporation performing similar services that is acceptable to the trustee under the Trust Indenture as custodian of the global Notes. Interest on the Notes will be payable on such periodic basis or at maturity as specified in the applicable prospectus supplement.

The Notes issued under the Trust Indenture may be direct unsecured or secured debt obligations of Aimia as specified in the terms schedule of any series of Notes and each series of Notes shall rank equally and *pari passu* with other Notes of the same series and with respect to security interests, with all other present and future subordinated indebtedness for borrowed money of Aimia or Aimia Canada, as the case may be. In addition, Aimia shall cause certain of its Subsidiaries to provide an unconditional guarantee for the obligations of Aimia under the Notes. Aimia, for so long as it is not in default under the Trust Indenture, is entitled to redeem any Notes issued thereunder stated by their terms to be so

redeemable, either in whole at any time or in part from time to time before the stated maturity, at such rate or rates of premium, on such date or dates and on such terms and conditions as shall have been determined at the time of issue of such Notes.

The Trust Indenture governing the Notes also contains restrictive covenants that place significant restrictions on, among other things, the ability of Aimia and certain of its Subsidiaries to incur liens or enter into transactions in which all or substantially all of Aimia's property and assets would become the property of another person. In addition, the Trust Indenture limits Aimia's and its Subsidiaries' ability to incur additional indebtedness.

## Notes

On December 9, 2016, Aimia redeemed, prior to maturity on January 26, 2017, its entire outstanding \$200 million principal amount of 6.95% Series 3 Senior Secured Notes.

As of December 31, 2016, Aimia had an amount of \$250 million in Series 4 Notes issued and outstanding. The Series 4 Notes will mature on May 17, 2019, and bear interest at the rate of 5.60% per annum from May 17, 2012. Interest on the Series 4 Notes is payable semi-annually in arrears on May 17 and November 17 of each year, commencing on November 17, 2012. The interest rate payable on the Series 4 Notes will be subject to adjustment from time to time, if either of DBRS or S&P downgrade (or upgrade) their rating assigned to the Series 4 Notes. The Series 4 Notes have been assigned credit ratings of BBB (low) with a stable trend by DBRS and BBB- by S&P. The Series 4 Notes are redeemable in whole or in part at any time, at the option of Aimia, at the greater of 100% of the principal amount and the Canada Yield Price (as defined in the Trust Indenture), together in each case with accrued and unpaid interest to the date fixed for redemption. The Corporation will be required to make an offer to repurchase the Series 4 Notes at a price equal to 101% of their aggregate principal amount together with accrued and unpaid interest to the date of purchase upon the occurrence of a Change of Control Triggering Event (as defined in the Trust Indenture).

As of December 31, 2016, Aimia had an amount of \$200 million in Series 5 Notes issued and outstanding. The Series 5 Notes will mature on January 22, 2018, and bear interest at the rate of 4.35% per annum from November 22, 2012. Interest on the Series 5 Notes is payable semi-annually in arrears on January 22 and July 22 of each year, commencing on January 22, 2013. The interest rate payable on the Series 5 Notes will be subject to adjustment from time to time, if either of DBRS or S&P downgrade (or upgrade) their rating assigned to the Series 5 Notes. The Series 5 Notes have been assigned credit ratings of BBB (low) with a stable trend by DBRS and BBB- by S&P. The Series 5 Notes are redeemable in whole or in part at any time, at the option of Aimia, at the greater of 100% of the principal amount and the Canada Yield Price (as defined in the Trust Indenture), together in each case with accrued and unpaid interest to the date fixed for redemption. The Corporation will be required to make an offer to repurchase the Series 5 Notes at a price equal to 101% of their aggregate principal amount together with accrued and unpaid interest to the date of purchase upon the occurrence of a Change of Control Triggering Event (as defined in the Trust Indenture).

The Notes are direct secured debt obligations of Aimia, secured by certain present and future undertakings, property and assets of Aimia and certain of its Subsidiaries, and all rights and benefits accruing thereunder, and rank equally and *pari passu*, including with respect to security interests, with all other present and future unsubordinated Indebtedness (as defined in the Trust Indenture) for borrowed money of Aimia or Aimia Canada, as the case may be. In the event that all *pari passu* ranking secured and unsubordinated Indebtedness for borrowed money of Aimia or Aimia Canada, as the case may be, becomes unsecured, the Notes will become direct unsecured Indebtedness of Aimia and will rank equally

and *pari passu* with all other unsecured and unsubordinated Indebtedness of Aimia or Aimia Canada, as the case may be.

## **RATINGS**

In addition to the ratings assigned to its securities as described herein, Aimia has been assigned issuer credit ratings of BBB (low) with a stable trend by DBRS and BBB– with negative outlook by S&P. Issuer credit ratings are intended to convey the opinion of a rating agency in respect of an obligor's overall financial capacity to pay its financial obligations.

Both DBRS and S&P rate issuers, with ratings ranging from “AAA”, the highest issuer credit rating, to “D”, for issuers that are in payment default. According to the DBRS rating system, long-term debt rated BBB is of adequate credit quality. Protection of interest and principal is considered acceptable but the entity is fairly susceptible to adverse changes in financial and economic conditions, or that there may be other adverse conditions present which reduce the strength of the entity and its related securities. A DBRS rating may be modified by the addition of “(high)” or “(low)” to indicate the relative standing of a credit within a particular rating category. According to the S&P rating system, an obligor that is rated in the BBB category is considered by S&P to have an adequate capacity to meet its financial commitments. However, S&P considers that adverse economic conditions or changing circumstances are more likely to lead to a weakened capacity of the issuer to meet its financial commitments. An S&P rating may be modified by the addition of a plus “(+)” or minus “(–)” to show relative standing within the particular major rating category.

Ratings are intended to provide investors with an independent assessment of the credit quality of an issue or issuer of securities and do not speak to the suitability of particular securities for any particular investor. A security rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time by the rating organization. There is no assurance that any rating will remain in effect for any given period of time or that any rating will not be withdrawn or revised entirely by a rating agency at any time if in its judgment circumstances so warrant.

In the last two years, Aimia paid rating agencies their customary fees in connection with the above ratings. Aimia has not made any payments to the rating agencies in the past two years for services unrelated to the provision of such ratings.

## **DEBT FINANCING**

On June 12, 2009, the Corporation concluded with a syndicate of lenders a renewal of its \$650 million credit facilities, consisting of a term facility of \$300 million and a revolving facility of \$250 million, both maturing on April 23, 2012, and a bridge facility of \$100 million, which was repaid with the proceeds of the Series 2 Notes. On December 7, 2009, the revolving facility was amended to increase the maximum borrowings under this facility from \$250 million to \$300 million. On January 26, 2010, a portion of the term facility was repaid with the proceeds generated from the issuance of the Series 3 Notes, with the authorized availability being reduced by the amount of the payment. On May 6, 2011, Aimia concluded an amendment to its credit facilities. The Corporation repaid \$100 million outstanding under its term facility with funds drawn from its revolving facility and the term facility was terminated. The new secured credit facility, which now only consists of a revolving facility of \$300 million, had a maturity date of April 23, 2014. Through a series of subsequent amendments the last of which was dated April 11, 2016, Aimia extended the terms of its revolving facility to April 23, 2020. The credit facility ranks *pari passu* with the Series 4 Notes and Series 5 Notes. Interest rates under the credit facilities depend on Aimia's credit ratings, and are at Canadian prime rate plus 0.20% to 1.50% and Bankers'

Acceptance and LIBOR rates plus 1.20% to 2.50%. As of December 31, 2017, Aimia had issued irrevocable letters of credit in the aggregate amount of \$9.5 million. This amount reduces the available credit under the revolving facility. The debt service ratio covenant under the credit facilities is maximum 2.0 to 1.0.

## **REDEMPTION RESERVE**

In conjunction with the credit facilities concluded on December 19, 2007, as amended, Aeroplan established the Aeroplan Miles redemption reserve (the “**Reserve**”) in connection with the Aeroplan Program. As at December 31, 2016, the Reserve amounted to \$300.0 million and was included in short-term and long-term investments.

The amount held in the Reserve, as well as the types of securities in which it may be invested, are based on policies established by Management, which are reviewed periodically. At December 31, 2016, the Reserve was invested in corporate, federal and provincial bonds.

Subject to compliance with the provisions of the credit facilities, the Reserve may be used to supplement cash flows generated from operations in order to pay for rewards during periods of unusually high redemption activity associated with Aeroplan Miles under the Aeroplan Program. In the event that the Reserve is accessed, Aeroplan has agreed to replenish it as soon as practicable, with available cash generated from operations.

Management is of the opinion that the Reserve is sufficient to cover redemption costs, including redemption costs incurred in periods of unusually high redemption activity, as they become due, in the normal course of business. Management reviews the adequacy of the Reserve periodically and may adjust the level of the Reserve depending upon the outcome of this review.

To date, Aimia has not used the funds held in the Reserve.

At December 31, 2016, the Reserve, as well as other assets held to comply with a contractual covenant with a major Accumulation Partner, amounted to \$410.2 million, representing 18.5% of the consolidated Future Redemption Cost liability.

The deferred revenue presented in the balance sheet contained in the Corporation’s financial statements ended December 31, 2016, represents accumulated unredeemed Loyalty Units valued at their weighted average selling price and unrecognized Breakage. The estimated consolidated Future Redemption Cost liability of those Loyalty Units, calculated at the current Average Cost of Rewards per Loyalty Unit redeemed is approximately \$2,217.1million as of December 31, 2016.

## DIVIDENDS AND DISTRIBUTIONS

### DIVIDEND POLICY

Aimia's current policy is to declare dividends of \$0.20 per Common Share per quarter. For each of the three most recently completed financial years, Aimia declared and paid quarterly dividends on its Common Shares, Series 1 Preferred Shares, Series 2 Preferred Shares and Series 3 Preferred Shares as follows:

Date of Dividend Declaration	Amount of Dividend (per Common Share)	Amount of Dividend (per Series 1 Preferred Share)	Amount of Dividend (per Series 2 Preferred Share)	Amount of Dividend (per Series 3 Preferred Share)
February 26, 2014	\$0.17	\$0.40625	--	\$0.3211 (pro-rated)
May 13, 2014	\$0.18	\$0.40625	--	\$0.390625
August 13, 2014	\$0.18	\$0.40625	--	\$0.390625
November 12, 2014	\$0.18	\$0.40625	--	\$0.390625
February 26, 2015	\$0.18	\$0.40625	--	\$0.390625
May 14, 2015	\$0.19	\$0.28125	\$0.2635625	\$0.390625
August 13, 2015	\$0.19	\$0.28125	\$0.278205	\$0.390625
November 12, 2015	\$0.19	\$0.28125	\$0.259995	\$0.390625
February 24, 2016	\$0.19	\$0.28125	\$0.264049	\$0.390625
May 12, 2016	\$0.20	\$0.28125	\$0.261811	\$0.390625
August 11, 2016	\$0.20	\$0.28125	\$0.270281	\$0.390625
November 8, 2016	\$0.20	\$0.28125	\$0.267831	\$0.390625

Dividends payable by Aimia to its Shareholders are recorded when declared. Dividends paid by Aimia to Canadian residents on both its common and preferred shares are "eligible dividends" for Canadian income tax purposes.

The declaration of dividends is subject to the discretion of the Board of Directors and may vary depending on, among other things, Aimia's earnings, financial requirements, debt covenants, the satisfaction of certain tests imposed by the CBCA for the declaration of dividends and other conditions existing at such future time.

### MARKET FOR SECURITIES

Since October 7, 2011, the Common Shares and the Series 1 Preferred Shares have been listed for trading on the TSX under the symbol "AIM" and "AIM.PR.A", respectively. Prior to October 7, 2011, the Common Shares and the Series 1 Preferred Shares were listed for trading on the TSX under the symbol "AER" and "AER.PR.A", respectively. The Series 2 Preferred Shares are listed for trading on the TSX, under the symbol "AIM.PR.B". The Series 3 Preferred Shares are listed for trading on the TSX under the symbol "AIM.PR.C".

## TRADING PRICE AND VOLUME

The following table shows the monthly range of high and low closing prices per Common Share, the total monthly volumes, and the average daily volumes of Common Shares traded on the TSX (and other alternative platforms, including Alpha Trading Systems) for the months of January to, and including December 2016, as quoted on Bloomberg.

<b>2016 Month</b>	<b>Price per Common Share Monthly High</b>	<b>Price per Common Share Monthly Low</b>	<b>Common Shares Total Monthly Volume</b>	<b>Common Shares Average Daily Volume</b>
January 2016	\$9.91	\$8.71	23,797,452	1,133,212
February 2016	\$8.92	\$7.49	16,909,421	805,211
March 2016	\$8.99	\$8.45	11,900,619	517,418
April 2016	\$8.64	\$7.81	13,608,048	648,002
May 2016	\$8.53	\$7.35	14,145,988	642,999
June 2016	\$9.20	\$7.52	18,004,303	818,377
July 2016	\$8.64	\$7.90	9,290,959	442,427
August 2016	\$8.71	\$8.12	8,898,851	386,907
September 2016	\$8.76	\$8.11	7,826,614	355,755
October 2016	\$8.31	\$7.25	6,999,587	333,314
November 2016	\$8.36	\$7.00	13,317,409	605,337
December 2016	\$8.89	\$8.31	10,343,246	470,148

The following table shows the monthly range of high and low closing prices per Series 1 Preferred Share, the total monthly volumes, and the average daily volumes of Series 1 Preferred Shares traded on the TSX (and other alternative platforms, including Alpha Trading Systems) for the months of January to, and including, December 2016, as quoted on Bloomberg.

<b>2016 Month</b>	<b>Price per Series 1 Preferred Share Monthly High</b>	<b>Price per Series 1 Preferred Share Monthly Low</b>	<b>Series 1 Preferred Share Total Monthly Volume</b>	<b>Series 1 Preferred Share Average Daily Volume</b>
January 2016	\$12.81	\$10.03	166,020	7,906
February 2016	\$10.64	\$9.65	104,454	4,974
March 2016	\$11.68	\$10.01	226,502	9,848
April 2016	\$10.55	\$10.15	73,215	3,486
May 2016	\$10.75	\$10.17	109,841	4,993
June 2016	\$11.00	\$10.15	103,642	4,711
July 2016	\$10.80	\$10.08	101,859	4,850
August 2016	\$12.00	\$10.78	133,117	5,788
September 2016	\$12.70	\$11.71	56,655	2,575
October 2016	\$12.20	\$11.68	112,683	5,366
November 2016	\$12.60	\$ 12.11	174,489	7,931
December 2016	\$12.77	\$ 12.21	184,009	8,364



The following table shows the monthly range of high and low closing prices per Series 2 Preferred Share, the total monthly volumes, and the average daily volumes of Series 2 Preferred Shares traded on the TSX (and other alternative platforms, including Alpha Trading Systems) for the months of January to, and including, December 2016, as quoted on Bloomberg.

<b>2016 Month</b>	<b>Price per Series 2 Preferred Share Monthly High</b>	<b>Price per Series 2 Preferred Share Monthly Low</b>	<b>Series 2 Preferred Share Total Monthly Volume</b>	<b>Series 2 Preferred Share Average Daily Volume</b>
January 2016	\$12.10	\$9.45	54,460	2,593
February 2016	\$10.40	\$9.08	50,857	2,422
March 2016	\$11.46	\$9.60	108,078	4,699
April 2016	\$9.81	\$9.50	37,610	1,791
May 2016	\$10.00	\$9.50	56,328	2,560
June 2016	\$10.44	\$9.75	51,641	2,347
July 2016	\$10.59	\$9.70	54,921	2,615
August 2016	\$11.34	\$10.45	86,718	3,770
September 2016	\$11.76	\$11.38	60,316	2,742
October 2016	\$11.50	\$11.14	93,740	4,464
November 2016	\$11.60	\$11.30	103,662	4,712
December 2016	\$11.48	\$11.19	141,209	6,419

The following table shows the monthly range of high and low closing prices per Series 3 Preferred Share, the total monthly volumes, and the average daily volumes of Series 3 Preferred Shares traded on the TSX (and other alternative platforms, including Alpha Trading Systems) for the months of January to, and including, December 2016, as quoted on Bloomberg.

<b>2016 Month</b>	<b>Price per Series 3 Preferred Share Monthly High</b>	<b>Price per Series 3 Preferred Share Monthly Low</b>	<b>Series 3 Preferred Share Total Monthly Volume</b>	<b>Series 3 Preferred Share Average Daily Volume</b>
January 2016	\$16.40	\$14.02	91,658	4,365
February 2016	\$14.10	\$12.45	84,832	4,040
March 2016	\$14.95	\$13.49	135,631	5,897
April 2016	\$13.57	\$12.98	112,544	5,359
May 2016	\$13.50	\$12.74	218,346	9,925
June 2016	\$14.10	\$12.89	198,142	9,006
July 2016	\$14.01	\$12.75	129,582	6,171
August 2016	\$15.05	\$13.87	107,993	4,695
September 2016	\$15.80	\$14.30	121,582	5,526
October 2016	\$14.70	\$14.10	272,308	12,967
November 2016	\$15.15	\$14.43	142,772	6,490
December 2016	\$15.30	\$14.67	281,785	12,808

#### **PRIOR SALES**

During the financial year ended December 31, 2016, no securities of Aimia that are not listed or quoted on a marketplace were issued.

## DIRECTORS AND OFFICERS

### DIRECTORS

The articles and by-laws of Aimia 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 (25) percent of whom must be residents of Canada. Each member of the Board of Directors will hold office until the next annual Shareholders meeting or until his or her successor is elected or appointed, unless his or her office is vacated earlier. The Board of Directors is comprised, as at March 22, 2017, of twelve (12) members as set out in the following table.

Name, Municipality and Province of Residence	Position with Aimia	Principal Occupation	Director Since
<b>Robert E. Brown</b> Westmount, Quebec, Canada	Chairman of the Board	Corporate Director	June 21, 2005
<b>Roman Doroniuk</b> <sup>(1)(3)</sup> Toronto, Ontario, Canada	Director	Consultant	June 21, 2005
<b>Rupert Duchesne</b> Toronto, Ontario, Canada	Director	Group Chief Executive, Aimia	June 21, 2005
<b>Joanne Ferstman</b> <sup>(1)(3)</sup> Toronto, Ontario, Canada	Director	Corporate Director	June 21, 2005
<b>Thomas D. Gardner</b> <sup>(1)(3)</sup> Bedford, NY, USA	Director	Corporate Director	December 1, 2016
<b>Michael M. Fortier</b> <sup>(2)(3)</sup> Town of Mount- Royal, Quebec, Canada	Director	Vice-Chairman, RBC Capital Markets	January 19, 2009

<b>Name, Municipality and Province of Residence</b>	<b>Position with Aimia</b>	<b>Principal Occupation</b>	<b>Director Since</b>
<b>Emma Griffin</b> <sup>(1)(2)</sup> Westmount, Quebec, Canada	Director	Corporate Director	January 25, 2016
<b>Beth S. Horowitz</b> <sup>(1)(2)</sup> Toronto, Ontario, Canada	Director	Corporate Director	December 20, 2012
<b>David H. Laidley</b> <sup>(1)(2)</sup> Westmount, Quebec, Canada	Director	Corporate Director	January 19, 2009
<b>William McEwan</b> <sup>(2)(3)</sup> Meaford, Ontario Canada	Director	Corporate Director	December 1, 2016
<b>Douglas D. Port</b> <sup>(2)(3)</sup> Oakville, Ontario, Canada	Director	Corporate Director	July 17, 2007
<b>Alan P. Rossy</b> <sup>(1)(3)</sup> Town of Mount- Royal Quebec, Canada	Director	President and Chief Executive Officer, Groupe Copley	July 17, 2007

(1) Member of the Audit Committee.

(2) Member of the Governance and Nominating Committee.

(3) Member of the Human Resources and Compensation Committee.

## OFFICERS

The following table sets out, as at March 22, 2017, for each of the current executive officers, the person's name, municipality of residence, position, principal occupation and date of start of office.

<u>Name, Municipality and Province of Residence</u>	<u>Position and Principal Occupation</u>	<u>Executive Officer Since</u>
<b>Marc Allsop</b> Hove, England	Senior Vice President and Head of Global Business Development	July 1, 2013
<b>Shailesh Baidwan</b> Singapore	President, Global Loyalty Solutions	June 9, 2014
<b>Rupert Duchesne</b> Toronto, Ontario, Canada	Group Chief Executive	August 1, 2000
<b>Liz Graham</b> Westmount, Quebec, Canada	Executive Vice President, Operations and Strategic Initiatives	November 1, 2000
<b>David Johnston</b> London, England	Group Chief Operating Officer <sup>1</sup>	January 11, 2010
<b>Tor Lønnum</b> Westmount, Quebec, Canada	Chief Financial Officer	May 2, 2016
<b>Vincent R. Timpano</b> Toronto, Ontario, Canada	President, Americas Coalitions	November 3, 2008
<b>Sandra Walker</b> Nobleton, Ontario, Canada	Chief Talent Officer, Head of Corporate Affairs & Corporate Secretary	October 17, 2011

As at March 22, 2017, the directors and officers of Aimia as a group owned, directly or indirectly, or had control or direction over 350,275 Common Shares representing approximately 0.23% of the issued and outstanding Common Shares.

## BIOGRAPHIES

The following are biographies of the directors of Aimia, and the current executive officers of Aimia.

**Marc Allsop** is Senior Vice President and Head of Global Business Development. In this role, he leads the global business development team who plan and execute the expansion of Aimia's full suite strategy into new territories, as well as supporting the enhancement of the Aimia value proposition in existing geographies. Alongside this, he also takes responsibility for the management of our combined businesses in the Middle East region. Mr. Allsop joined Aimia from American Express where he spent 15

---

<sup>1</sup> In January 2017, David Johnston was appointed Interim Group Chief Executive during Mr. Duchesne's temporary medical leave of absence.

years across a range of business lines, including operations, merchant acquiring and consumer card issuing, where he was most recently responsible for business development in their European business. He has extensive global experience, spending a significant amount of time working in loyalty, business development and partnership management, working with major blue chip clients across a range of key industry verticals including airline, lodging, retail and financial services. He holds an Honours Degree in Management Studies and French from the University of Brighton in the United Kingdom. Mr. Allsop is currently a serving member of the board of governors of the University of Brighton, where is also Chair of the Finance and Infrastructure Committee.

**Shailesh Baidwan** is President, Global Loyalty Solutions and is responsible for developing and executing Aimia's growth strategy across the Global Loyalty Solutions Division. This Division provides clients and partners comprehensive end to end loyalty solutions across the globe with operations in Americas, Europe and the Asia Pacific region. GLS helps clients with loyalty strategy, program design, implementation and ongoing provision of platform based solutions, campaigns, and analytics. Mr. Baidwan has more than 20 years of experience across marketing, sales, strategy and general management in both financial services and consumer products, with a proven ability to work across borders. Before joining Aimia, he spent 10 years with American Express, where he worked across multiple markets and was most recently Chief Executive Officer for American Express Banking Corporation, India. He previously spent six years at VISA in Singapore across various roles and before that he was at Nestle India in a range of roles. Mr. Baidwan holds a Bachelor of Arts in Economics from University of Delhi, and a Masters in Business Administration from Indian Institute of Management, Bangalore.

**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.

**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 sits on the board of Martinrea International Inc. and 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 Professional Accountant.

**Rupert Duchesne** is Group Chief Executive of the Corporation. In this role, Mr. Duchesne culminates more than a decade of innovative stewardship of the rapid growth of the organization from its carve-out as a division of Air Canada in 2002. Under his leadership the Corporation has grown from a single loyalty program in a single market to a truly global enterprise with operations in over 15 countries. 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 Mattamy Homes, Director and former Chair of the Board of the Brain Canada Foundation and a member of the National Council of the CD Howe Institute. A passionate supporter of the arts, Mr. Duchesne is Vice President of the Art Gallery of Ontario's Board of Trustees, a member of the boards of the Luminato Festival in Toronto, the Royal Conservatory of Music, and the International Festival of Authors.

**Joanne Ferstman** currently serves as a corporate director. Over an 18 year period until her retirement in June 2012, Ms. Ferstman held a variety of executive positions with the Dundee Group of Companies. Most recently, Ms. Ferstman was the President and Chief Executive Officer of Dundee Capital Markets Inc., a full service investment dealer with principal businesses including investment banking, institutional sales and trading and private client financial advisory. Prior to January 31, 2011, Ms. Ferstman was Vice-Chair and Head of Capital Markets of DundeeWealth Inc., a diversified wealth management company. Prior to 2009 Ms. Ferstman was Executive Vice President and Chief Financial Officer of DundeeWealth Inc. and Executive Vice President, Chief Financial Officer and Corporate Secretary of Dundee Corporation. In these senior financial roles, Ms. Ferstman was actively involved in all corporate strategy, including acquisitions and financings, and was responsible for all public financial reporting. 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 a trustee of Dream Office REIT, and a director of Osisko Gold Royalties Ltd., Dream Unlimited Corp. and Cogeco Communications Inc. Ms. Ferstman holds a Bachelor of Commerce and a Graduate degree in Public Accountancy from McGill University and is a Chartered Professional Accountant.

**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 Fulbright 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. He is a director of CAE. Mr. Fortier holds a Bachelor of Laws from Université Laval.

**Thomas D. Gardner** is the former Executive Vice President of Reader's Digest Association, Inc. (now Trusted Media Brands, Inc.). He spent 15 years at the company in a variety of operating leadership roles, including President of Reader's Digest International, and President of North American Books & Home Entertainment. He also served as Senior Vice President of Global Marketing and Vice President of Marketing for Reader's Digest USA. Mr. Gardner is currently a trustee of Guideposts, and he previously served as a Director of Dex Media as well as of its predecessor company, SuperMedia. He is also currently on the Advisory Board of Hope's Door, a domestic violence agency located in New York, and previously served as a Trustee of Northern Westchester Hospital Center in New York, and Reader's Digest Foundation. Earlier in his career, Mr. Gardner held positions at McKinsey & Co., General Foods Corporation (now part of KraftHeinz) and Yankelovich, Skelly and White, Inc. Mr. Gardner received a B.A. in Political Science from Williams College and an M.B.A. from the Graduate School of Business at Stanford University.

**Liz Graham** was appointed Executive Vice President, Operations and Strategic Initiatives in February, 2013. In this role Ms. Graham is responsible for overseeing the global CIO office and its strategic transformation. This includes the development and deployment of differentiated global technology products which provide scale and efficiencies to support client needs and business growth. As a founding executive of Aeroplan, the predecessor to the global entity now known as Aimia, over the last decade Ms. Graham has developed and led the full spectrum of operational support units across the enterprise and through significant corporate transformations and growth, including previous roles as Chief Operating Officer, and President USA & Asia Pacific. Prior to joining Aimia, Ms. Graham enjoyed a lengthy and successful career with Air Canada in increasingly complex and senior leadership roles in Customer Service, Business Development and Strategy culminating in her appointment, in 1998, as Vice President, Airports, where she was responsible for airport and cargo operations in North America. Ms. Graham holds the designation of Chartered Director (C. Dir) as well as the ICD.D certification from the Institute of Corporate Directors. She is a board member of the Canadian Chamber of Commerce.

**Emma Griffin** holds more than 20 years of experience in capital markets and investment banking, with sector expertise in support services, construction and infrastructure, leisure, and technology. Most recently, she was the founder and managing director of Refined Selection, a private-equity-backed holding company created in 2014 for investing in the professional services and recruitment industries. Prior to this, in 2002, Ms. Griffin co-founded and built Oriel Securities, a U.K.-based stockbroking and mid-market investment banking firm, which was sold to Stifel Corporation in 2014. Her early career was spent at HSBC, where for several years she led the top-rated pan-European support services and technology research team. Ms. Griffin currently serves as a Director of IA Financial Group and as a Director and Strategic Advisor to Golder Associates. Ms. Griffin trained in corporate finance at Schroders, and holds an MA in Classics from Oxford University.

**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, member of the Harvard Business School (Global) Alumni 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.

**David Johnston** was appointed Interim Group Chief Executive in January 2017. As Interim Group Chief Executive he leads the global executive team of the Corporation. He is also Group Chief Operating Officer. In this role, he is responsible for driving further development of Aimia's global operating model and performance, with all operating divisions reporting to Mr. Johnston. Mr. Johnston is also responsible for the global business development team who plan and execute the expansion of Aimia's full suite strategy into new territories. Prior to this Mr. Johnston was President and Chief Executive Officer, EMEA and Executive Vice President from January 2010. In this role, he had full responsibility for driving the expansion of Aimia's businesses in the EMEA region including Nectar, Nectar Italia and Air Miles Middle East as well as all of our proprietary loyalty and loyalty analytics businesses in the region. Mr. Johnston joined Aimia from PepsiCo where he spent 13 years in Marketing and General Management. He has had extensive global experience in PepsiCo in Europe, Latin America



and in PepsiCo's global headquarters in Purchase, New York. He holds an Honours Degree in Business from Nottingham Trent University in the United Kingdom.

**David H. Laidley** is a retired partner of Deloitte LLP (Canada), where he served as a partner from 1975 until his retirement in 2007. A chartered professional 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 on the boards of CT Real Estate Investment Trust, EMCOR Group Inc. (NYSE) and Input Capital Corp. He is also a director of Aviva Canada Inc. He served on the boards of Biovail Corporation (now Valeant Pharmaceuticals International Inc.) from 2008 to 2010, the Bank of Canada from 2007 to 2013 where he was Lead Director, Nautilus Indemnity Holdings Limited from 2008 to 2013 where he was Chairman and ProSep Inc. from 2008 to 2014. Mr. Laidley is a Fellow of the Québec Order of Chartered Professional Accountants and holds a Bachelor of Commerce degree from McGill University.

**Tor Lønnum** is Chief Financial Officer. He brings 17 years of financial leadership, with a strong grounding in both capital markets and operational finance in large, publicly traded, and complex businesses. Prior to joining Aimia in May 2016, Mr. Lønnum was CFO of Copenhagen-based Tryg, the second largest P&C insurance company in Scandinavia. During his time with Tryg, operating performance improved and total shareholder returns increased significantly. Between 2003 and 2011, Mr. Lønnum served as Deputy CEO and CFO of insurance company and retail bank Gjensidige Forsikring ASA and oversaw the company's demutualization and IPO. Mr. Lønnum qualified as an accountant in Norway and worked at Deloitte and KPMG in the early stages of his career. He holds an Executive MBA from the University of Bristol and Ecole Nationale des Ponts et Chaussées. He sits on the Board of TGS Nopec ASA (OSLO: TGS).

**William McEwan** is an accomplished CEO. He is a member of the Board of Directors of international food retailer Ahold Delhaize and serves as Chair of the Remuneration Committee and member of the Sustainability & Innovation Committee. Mr. McEwan is also a member of the Board of Agrifoods International Cooperative Ltd. and Ultima Foods. Between 2000 and until he made the personal decision to step down in June 2012, Mr. McEwan held the roles of President and Chief Executive Officer, and Director of Sobeys Inc., a leading Canadian grocery retailer and food distributor. Mr. McEwan also served on the Board of Directors of Sobeys' parent company, Empire Company Limited. At Sobeys, Mr. McEwan was responsible for the leadership and oversight of all aspects of growing the company from a \$9 billion to a \$17 billion organization by leading the development and execution of the company's long-term strategic plan and executing Sobeys' food-focused growth initiatives. Between 1989 and 2000, Mr. McEwan held a variety of progressively senior marketing and merchandising roles in the consumer packaged goods industry with Coca-Cola Limited and Coca-Cola Bottling as well as in grocery retail with the Great Atlantic & Pacific Tea Company (A&P) in both Canada and the U.S. Mr. McEwan served as President of A&P's Canadian operations before his appointment as President and CEO of the company's U.S. Atlantic Region. Mr. McEwan began his career at Ferraro's Ltd.'s, Super Valu Stores at age 15, spending 13 years with the company in both B.C. and Alberta in a variety of store, operations, merchandising, procurement and general management roles. Mr. McEwan has played an active leadership role in a number of industry and charitable organizations. He served on the Board of Directors of the global Consumer Goods Forum, the Canadian Council of Grocery Distributors, the Coca-Cola Research Council, the Food Marketing Institute, the Grocery Foundation, the McEwan Family Foundation and Kids Help Phone.

**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.

**Alan P. Rossy** is President and Chief Executive Officer of Groupe Copley, comprised of real estate entities that purchase, develop and lease residential and commercial properties in Quebec and Ontario. Mr. Rossy has served as Executive Vice-President of Store Operations at Dollarama L.P., a national retail chain. His responsibilities included new store growth, sales, merchandising, advertising and human resource consulting. Mr. Rossy is a founding family member of Dollarama and current shareholder. Presently, he is on the Board of Directors of the Jewish General Hospital Foundation, the National Arts Center Foundation in Ottawa, and Selwyn House School, a private boys' school in Westmount, Quebec. In 2012, Mr. Rossy was awarded the Queen Elizabeth II Diamond Jubilee Medal for significant contributions and achievements by the Right Honourable Prime Minister Jean Chrétien. Mr. Rossy graduated from McGill University with a Bachelor's of Arts, majoring in Economics.

**Vincent R. Timpano** is President, Americas Coalitions. In this role, Mr. Timpano has full accountability for leading and growing Aimia's existing Americas coalition and data driven marketing business, Aeroplan, as well as overseeing the non-platform based business in Canada. Mr. Timpano is also responsible for launching and developing new coalition programs across North and South America. Previously, he served as President and CEO of Aimia's Canadian operations, where he established the strategic direction and led each of Aimia's businesses within the region, including Aeroplan. Before joining Aimia, Mr. Timpano was President, Coca-Cola Ltd in Canada and prior to holding that position, he served as President and CEO for The Minute Maid Company Canada Inc. Mr. Timpano is currently the Chair, United Way Toronto and York Region, as well as Chair of its Governance and Human Resources Committee. He is also a member of the Board of Governors of Seneca College and the Board of Directors of Business for the Arts. Mr. Timpano holds a Masters of Business Administration degree from the Richard Ivey School of Business, University of Western Ontario. He also holds the ICD.D certification from the Institute of Corporate Directors.

**Sandy Walker** is Aimia's Chief Talent Officer, Head of Corporate Affairs & Corporate Secretary and is responsible for human resources, talent and culture strategy and delivery globally. She is also responsible for global communications, corporate reputation and oversight of global legal services and is Corporate Secretary to the Board of Directors of Aimia Inc. Previous to this role, Ms. Walker held senior positions at BCE/Bell Canada and Alliance Atlantis Communications Inc. She joined BCE/Bell Canada in 2005, ultimately taking the post of Vice President, Human Resources - Business Markets where she successfully oversaw multiple transformational business endeavours and led the reset of Bell's Leadership Development and Talent Management programs. Prior to joining Bell, Ms. Walker was Senior Vice President, Human Resources & Administration at Alliance Atlantis Communications Inc. where, as a member of the Executive Committee, she had full responsibility for all matters related to global human resources governance. Earlier in her career, Ms. Walker held progressively senior roles in the life and health reinsurance business, leading to the role of Head, Human Resource Services, North America for Swiss Re Life & Health. Ms. Walker is a graduate of the University of Toronto and holds the ICD.D certification from the Institute of Corporate Directors.

## CEASE TRADE ORDERS, BANKRUPTCIES, PENALTIES OR SANCTIONS

### Corporate Cease Trade Orders or Bankruptcies

To the knowledge of Aimia, (a) no director or executive officer of Aimia is, as at the date hereof, or has been, within 10 years before the date of this Annual Information Form, a director, chief executive officer or chief financial officer of any company that, (i) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days (each an “**Order**”) that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or (ii) was subject to an Order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer, (b) and no Shareholder holding a sufficient number of securities of Aimia to affect materially the control of Aimia, is, as at the date of this Annual Information Form, or has been within 10 years before the date of this Annual Information Form, a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, and (c) no Shareholder holding a sufficient number of securities of Aimia to affect materially the control of Aimia, has, within the 10 years before the date of this Annual Information Form, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director or executive officer, except for:

- (i) David H. Laidley was a director of 2907160 Canada Inc. (formerly ProSep Inc.) (“**ProSep**”) from August 2008 until January 2014. On April 12, 2013, the Autorité des marchés financiers issued a management cease trade order restricting all trading in securities of ProSep by management and insiders of ProSep due to failure to file its annual disclosure documents within the prescribed time period. The management cease trade order was revoked on June 17, 2013. On October 28, 2013, ProSep filed for and obtained creditor protection under the *Companies’ Creditors Arrangement Act* (Canada). At the same time, the Superior Court of Quebec (Commercial Division) approved the sale of substantially all of ProSep’s assets to a third party. The distribution of ProSep’s liquidation proceeds was completed and ProSep was dissolved on January 15, 2014.
- (ii) Thomas D. Gardner was a director of SuperMedia Inc. (formerly Idearc Media Inc.) (“**SuperMedia**”) from December, 2009 to April, 2013. Under the Amended and Restated Merger Agreement (the “**Merger Agreement**”), dated as of December 5, 2012, among SuperMedia, Dex One Corporation (“**Dex One**”), Newdex Inc. and Spruce Acquisition Sub. Inc., the transactions contemplated by the Merger Agreement could, under certain circumstances, be effected through voluntary pre-packaged plans of reorganization under Chapter 11 of Title 11 of the United States Code (the “**U.S. Bankruptcy Code**”). On March 18, 2013, SuperMedia and all of its domestic subsidiaries filed voluntary bankruptcy petitions in the United States Bankruptcy Court for the District of Delaware (the “**U.S. Bankruptcy Court**”) for reorganization relief under the provisions of the U.S. Bankruptcy Code. Concurrently with the bankruptcy petition, SuperMedia filed and requested confirmation of a prepackaged plan of

reorganization (the “**SuperMedia Prepackaged Plan**”). The SuperMedia Prepackaged Plan sought to effect the proposed merger and related transactions contemplated by the Merger Agreement. Also on March 18, 2013, Dex One and its subsidiaries filed separate voluntary bankruptcy petitions in the U.S. Bankruptcy Court, seeking approval of Dex One’s separate prepackaged plan (together with the SuperMedia Prepackaged Plan, the “**Prepackaged Plans**”). On April 29, 2013, the U.S. Bankruptcy Court held a hearing and entered separate orders confirming the Prepackaged Plans. On April 30, 2013, SuperMedia and Dex One (1) consummated the transactions contemplated by the Merger Agreement, including the merger of SuperMedia with and into Spruce, with SuperMedia surviving as a wholly owned subsidiary of Dex Media Inc. (“**Dex Media**”), (2) otherwise effected the transactions contemplated by the Prepackaged Plans and (3) emerged from Chapter 11 protection.

- (iii) Thomas D. Gardner was a director of Dex Media from April, 2013 to July, 2016. On May 17, 2016, Dex Media filed a voluntary bankruptcy petition in the U.S. Bankruptcy Court for reorganization relief under the provisions of the U.S. Bankruptcy Code. Concurrently with the bankruptcy petition, Dex Media filed and requested confirmation of a prepackaged plan of reorganization (the “**Dex Media Prepackaged Plan**”). On July 15, 2016, Dex Media received confirmation of the Dex Media Prepackaged Plan from the U.S. Bankruptcy Court. On July 29, 2016, the Dex Media Prepackaged Plan came into effect and on August 1, 2016, Dex Media completed its financial restructuring and emerged from Chapter 11 protection.

### **Penalties or Sanctions**

To the knowledge of Aimia, no director or executive officer of Aimia, and no Shareholder holding a sufficient number of securities of Aimia to affect materially the control of Aimia, nor any personal holding company thereof, (i) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or (ii) has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

### **Personal Bankruptcies**

To the knowledge of Aimia, in the last ten years, no director or executive officer of Aimia, and no Shareholder holding a sufficient number of securities of Aimia to affect materially the control of Aimia, nor any personal holding company thereof, has become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, has become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold his or her assets or the assets of his or her holding company.

### **CONFLICTS OF INTEREST**

Except as disclosed in the section “Interest of Management and Others in Material Transactions” and elsewhere herein, no director or senior officer of Aimia or other insider of Aimia, nor any associate or affiliate of the foregoing persons, has any existing or potential material conflict of interest with Aimia or any of its Subsidiaries.

## AUDIT COMMITTEE INFORMATION

The primary purpose of the Audit Committee is to assist the Board of Directors of Aimia in fulfilling their responsibilities of oversight and supervision of the accounting and financial reporting practices and procedures, the adequacy of internal accounting controls and procedures, and the quality and integrity of financial statements.

### CHARTER OF THE AUDIT COMMITTEE

The charter of the Audit Committee is set out in Schedule “B” to this Annual Information Form.

### COMPOSITION OF THE AUDIT COMMITTEE

The Audit Committee is composed of six members, as follows: Roman Droniuk, Chair, Joanne Ferstman, Thomas D. Gardner, Emma Griffin, Beth S. Horowitz, David H. Laidley and Alan P. Rossy. Each member of the Audit Committee is Independent of Aimia and financially literate as required under *Multilateral Instrument 52-110 – Audit Committees*.

### RELEVANT EDUCATION AND EXPERIENCE OF THE AUDIT COMMITTEE MEMBERS

In addition to each member’s general business experience, the education and experience of each Audit Committee member that is relevant to the performance of his or her responsibilities as an Audit Committee member is as follows:

- (i) Roman Droniuk is a consultant providing financial and strategic advisory services to a variety of companies in the healthcare, industrial manufacturing and media industries. Mr. Droniuk sits on the board of Martinrea International Inc. and acts as the Court appointed special receiver in the matter of the Livent Inc. bankruptcy. Mr. Droniuk 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. Droniuk holds a Bachelor of Business Management from Ryerson University and is a Chartered Professional Accountant.
- (ii) Joanne Ferstman currently serves as a corporate director. Over an 18 year period until her retirement in June 2012, Ms. Ferstman held a variety of executive positions with the Dundee Group of Companies. Most recently, Ms. Ferstman was the President and Chief Executive Officer of Dundee Capital Markets Inc., a full service investment dealer with principal businesses including investment banking, institutional sales and trading and private client financial advisory. Prior to January 31, 2011, Ms. Ferstman was Vice-Chair and Head of Capital Markets of DundeeWealth Inc., a diversified wealth management company. Prior to 2009 Ms. Ferstman was Executive Vice President and Chief Financial Officer of DundeeWealth Inc. and Executive Vice President, Chief Financial Officer and Corporate Secretary of Dundee Corporation. In these senior financial roles, Ms. Ferstman was actively involved in all corporate strategy, including acquisitions and financings, and was responsible for all public financial reporting. 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 a trustee of Dream Office REIT, and

a director of Osisko Gold Royalties Ltd., Dream Unlimited Corp. and Cogeco Communications Inc. Ms. Ferstman holds a Bachelor of Commerce and a Graduate degree in Public Accountancy from McGill University and is a Chartered Professional Accountant.

- (iii) Thomas D. Gardner is the former Executive Vice President of Reader's Digest Association, Inc. (now Trusted Media Brands, Inc.). He spent 15 years at the company in a variety of operating leadership roles, including President of Reader's Digest International, and President of North American Books & Home Entertainment. He also served as Senior Vice President of Global Marketing and Vice President of Marketing for Reader's Digest USA. Mr. Gardner is currently a trustee of Guideposts, and he previously served as a Director of Dex Media as well as of its predecessor company, SuperMedia. He is also currently on the Advisory Board of Hope's Door, a domestic violence agency located in New York, and previously served as a Trustee of Northern Westchester Hospital Center in New York, and Reader's Digest Foundation. Earlier in his career, Mr. Gardner held positions at McKinsey & Co., General Foods Corporation (now part of KraftHeinz) and Yankelovich, Skelly and White, Inc. Mr. Gardner received a B.A. in Political Science from Williams College and an M.B.A. from the Graduate School of Business at Stanford University.
- (iv) Emma Griffin holds more than 20 years of experience in capital markets and investment banking, with sector expertise in support services, construction and infrastructure, leisure, and technology. Most recently, she was the founder and managing director of Refined Selection, a private-equity-backed holding company created in 2014 for investing in the professional services and recruitment industries. Prior to this, in 2002, Ms. Griffin co-founded and built Oriel Securities, a U.K.-based stockbroking and mid-market investment banking firm, which was sold to Stifel Corporation in 2014. Her early career was spent at HSBC, where for several years she led the top-rated pan-European support services and technology research team. Ms. Griffin currently serves as a Director of IA Financial Group and as a Director and Strategic Advisor to Golder Associates. Ms. Griffin trained in corporate finance at Schroders, and holds an MA in Classics from Oxford University.
- (v) 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, member of the Harvard Business School (Global) Alumni 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.

- (vi) David H. Laidley is a retired partner of Deloitte LLP (Canada), where he served as a partner from 1975 until his retirement in 2007. A chartered professional 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 on the boards of CT Real Estate Investment Trust, EMCOR Group Inc. (NYSE) and Input Capital Corp. He is also a director of Aviva Canada Inc. He served on the boards of Biovail Corporation (now Valeant Pharmaceuticals International Inc.) from 2008 to 2010, the Bank of Canada from 2007 to 2013 where he was Lead Director, Nautilus Indemnity Holdings Limited from 2008 to 2013 where he was Chairman and ProSep Inc. from 2008 to 2014. Mr. Laidley is a Fellow of the Québec Order of Chartered Professional Accountants and holds a Bachelor of Commerce degree from McGill University.
- (vii) Alan P. Rossy is President and Chief Executive Officer of Groupe Copley, comprised of real estate entities that purchase, develop and lease residential and commercial properties in Quebec and Ontario. Mr. Rossy has served as Executive Vice-President of Store Operations at Dollarama L.P., a national retail chain. His responsibilities included new store growth, sales, merchandising, advertising and human resource consulting. Mr. Rossy is a founding family member of Dollarama and current shareholder. Presently, he is on the Board of Directors of the Jewish General Hospital Foundation, the National Arts Center Foundation in Ottawa, and Selwyn House School, a private boys' school in Westmount, Quebec. In 2012, Mr. Rossy was awarded the Queen Elizabeth II Diamond Jubilee Medal for significant contributions and achievements by the Right Honourable Prime Minister Jean Chrétien. Mr. Rossy graduated from McGill University with a Bachelor's of Arts, majoring in Economics.

#### **PRE-APPROVAL POLICIES AND PROCEDURES**

The Audit Committee reviews and approves the nature of all non-audit services, as permitted by securities legislation and regulations, to be provided by Aimia's external auditor prior to the commencement of such work.

The Audit Committee also reviews a report from the external auditor of all relationships between the external auditor and its related entities and Aimia and its related entities, including all work performed and fees paid for such work of a non-audit nature, that in the external auditor's professional judgment may reasonably be perceived to bear on its objectivity and independence and confirming that in the external auditor's professional judgment it is independent of Aimia, and discusses this report with the external auditor in order to evaluate the objectivity and independence of the external auditor. The Audit Committee will also review steps taken by the external auditor to address any findings in any of the foregoing reviews.

#### **AUDIT FEES**

PricewaterhouseCoopers LLP has served as auditors of Aimia since June 25, 2008 and as auditors of Aeroplan Income Fund since the Initial Public Offering.

Fees paid for the years ended December 31, 2016, and December 31, 2015, to PricewaterhouseCoopers LLP and its subsidiaries are \$4,565,970 and \$4,685,578, respectively, as detailed below:

	<b>Year ended December 31, 2016</b>	<b>Year ended December 31, 2015</b>
Audit fees	\$3,111,614	\$3,549,637
Audit-related fees	\$842,926	\$549,884
Tax fees	\$577,408	\$585,685
All other fees	\$34,022	\$372
	<u>\$4,565,970</u>	<u>\$4,685,578</u>

The nature of each category of fees is described below.

Audit fees. Audit fees include all fees incurred in respect of audit services, being professional services rendered for the annual audit and quarterly review of Aimia's financial statements and for services that are normally provided in connection with statutory and regulatory filings or engagements.

Audit-related fees. Audit-related fees include audit or attest services related to pension plan audits, non-statutory audit-related obligations, review of offering documents for the issuance of securities and the delivery of customary consent and comfort letters in connection therewith, due diligence and other related services.

Tax fees. Tax fees include fees incurred in connection with general tax and compliance advice, and for assistance in the preparation of Scientific Research & Experimental Development tax credit claims.

All other fees. All other fees refer to all fees not included in audit fees, audit-related fees and tax fees.

## **LEGAL PROCEEDINGS AND REGULATORY ACTIONS**

From time to time, Aimia becomes involved in various claims and litigation as a result of carrying on its business. This section describes important legal proceedings which involve Aimia's businesses. While the final outcome of the claims and litigation described below and any other pending claims and litigation cannot be predicted, nor can we estimate the amount of loss, or range of loss, if any, that may result from these proceedings, based on the information currently available, Management believes the resolution of current pending claims and litigation will not have a material impact on the Corporation's financial position and results of operations. The Corporation will regularly assess its position as events progress.



## **CLASS ACTION CONTESTING CHANGES TO AEROPLAN'S MILEAGE ACCUMULATION AND EXPIRY RULES**

On July 2, 2009, Aimia was served with a motion for authorization to institute a class action and to obtain the status of representative in the Superior Court of Quebec. The motion was heard on May 9 and 10, 2011 and Aeroplan was added as a potential defendant. In a judgment dated March 6, 2012, the Superior Court of Quebec authorized the motion for the petitioner to bring a class action. That motion was the first procedural step before any class action could be instituted. A notice of the judgment authorizing the class action was published on April 6, 2013.

On October 1, 2013, the petitioner served and filed its class action proceeding seeking to nullify the changes made to the mileage expiry and accumulation rules of the Aeroplan Program announced on October 16, 2006, reimbursement of any amounts expended by Aeroplan members to reinstate their expired miles, \$50 in compensatory damages and an undetermined amount in exemplary damages on behalf of each class member. The parties have agreed upon a timetable for procedural matters leading up to readiness for trial.

Management has filed a strong defence to this class action lawsuit and believes that it is more likely than not that its position will be sustained, consequently, no liability has been recognized in the financial statements. If the ultimate resolution of this class action lawsuit differs from this assessment and assumptions, a material adjustment to the financial position and results of operations could result.

## **CANADA REVENUE AGENCY NOTICE OF REASSESSMENT**

On August 30, 2013, Aimia received a notice of reassessment from the CRA with respect to the taxation year ended December 31, 2008. The reassessment related to the timing of recognition for tax purposes of deferred revenues from Breakage. Aimia recognizes the deferred revenue from Breakage for tax purposes in the same manner as for accounting purposes. The CRA was of the view that Aimia should, for tax purposes, recognize all of its deferred revenue from Breakage in the year that it is billed. The impact of this reassessment was to increase taxable income at December 31, 2008 by \$222.5 million, representing the deferred Breakage revenue balance reflected in the accounts at December 31, 2008, with a corresponding increase in current income tax liability of \$54 million. Interest and penalties of \$24 million were also assessed. This difference in income inclusion for tax purposes versus the method adopted for accounting purposes represented a temporary difference which would give rise to a deferred income tax recovery asset of \$43 million.

Management contested the reassessment through the CRA appeals procedures and, as required under the relevant tax laws, the Corporation issued a letter of credit to the CRA in the amount of \$41.3 million to act as security for the reassessment.

Since Management believed that it was more likely than not that its position would be sustained, no amounts related to the issue were recorded in the financial statements.

Management was successful in its objection to the above noted reassessment and on July 2, 2015, the CRA issued a new reassessment for the 2008 taxation year cancelling its previous reassessment and accepting Aimia's tax position as filed. The CRA also sent a copy of the new reassessment to Revenue Quebec ("RQ").

On July 2, 2015, the CRA released the \$41.3 million letter of credit and it was returned to Aimia and cancelled.

#### **REVENUE QUEBEC NOTICE OF ASSESSMENT**

On August 28, 2014, Aimia received a notice of assessment from RQ with respect to the taxation year ended December 31, 2008. This assessment followed the same tax treatment for deferred breakage as was assessed by the CRA and resulted in an increase in taxable income at December 31, 2008 for Quebec tax purposes of \$222.5 million with a corresponding increase in current income tax liability of \$13.6 million. Interest and penalties of \$7.1 million were also assessed.

The difference in income inclusion for tax purposes versus the method adopted for accounting purposes represented a temporary difference which would give rise to a deferred income tax recovery asset of \$15.6 million.

The appeal filed by management contesting the similar reassessment issued by CRA was recorded by RQ, and on September 16, 2014, as required under tax laws, the Corporation deposited \$20.7 million with RQ to act as security for the assessment.

Following the successful objection process with the CRA, on September 25, 2015, RQ issued a reassessment for the 2008 taxation year cancelling its previous assessment and accepting Aimia's tax position as filed.

On October 1, 2015, the deposit of \$20.7 million was refunded to the Corporation.

#### **INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS**

To the knowledge of Aimia, none of the directors, executive officers or other insider, as applicable, of (i) Aimia 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 within the three most recently completed financial years or during the current financial year that has materially affected or will materially affect Aimia or any of its Subsidiaries.

#### **TRANSFER AGENT AND REGISTRAR**

The transfer agent and registrar for the Common Shares is CST Trust Company at its principal offices in Montreal, Toronto, Vancouver, Calgary and Halifax.

#### **MATERIAL CONTRACTS**

Except for those contracts entered into in the ordinary course of business of Aimia, and/or its Subsidiaries, as the case may be, entered into the following material contracts: (i) before the most recently completed financial year, and these contracts are still in effect at the current time; or (ii) during the financial year ended December 31, 2016:

- the Trust Indenture; and
- the amended and restated credit facility dated May 6, 2011, as amended on April 13, 2012, May 9, 2014, May 5, 2015, and April 12, 2016 among Aimia, as borrower, Royal Bank of Canada, as administrative agent, RBC Capital Markets, TD Securities and Canadian Imperial Bank of Commerce, as co-lead arrangers and bookrunners, TD

Securities, as syndication agent, Bank of Montreal and Canadian Imperial Bank of Commerce, as co-documentation agents, and the financial institution party thereto (the “Credit Facility”).

### INTERESTS OF EXPERTS

PricewaterhouseCoopers LLP are the auditors of Aimia and have advised that they are independent with respect to Aimia within the meaning of the Code of Ethics of the Ordre des comptables agréés du Québec.

### ADDITIONAL INFORMATION

Additional information relating to Aimia may be found on SEDAR at [www.sedar.com](http://www.sedar.com).

Additional information, including, without limitation, directors’ and officers’ remuneration and indebtedness and principal Shareholders, is included in Aimia’s information circular for its most recent annual meeting of Shareholders that involved the election of directors.

Additional financial information is provided in the audited consolidated financial statements and management’s discussion and analysis of Aimia for the year ended December 31, 2016.

Aimia will, upon request to the Chief Talent Officer, Head of Corporate Affairs and Corporate Secretary of Aimia, Tour Aimia, 525 Viger Avenue West, Suite 1000, Montreal, Québec, H2Z 0B2, provide to any person or company, the documents specified below:

- (a) when Aimia is in the course of a distribution of its securities under a short form prospectus, or has filed a preliminary short form prospectus in respect of a proposed distribution of its securities:
  - (i) one copy of Aimia’s latest annual information form, together with one copy of any document, or the pertinent pages of any document, incorporated therein by reference;
  - (ii) one copy of the comparative consolidated financial statements of Aimia for the most recently completed financial year for which financial statements have been filed, together with the auditors’ report thereon, and one copy of any interim consolidated financial statements of Aimia for any period after its most recently completed financial year;
  - (iii) one copy of the information circular of Aimia in respect of its most recent annual meeting of Shareholders that involved the election of directors or one copy of any annual filing prepared instead of that information circular, as appropriate; and
  - (iv) one copy of any other documents that are incorporated by reference into the preliminary short form prospectus or the short form prospectus and are not required to be provided under subparagraphs (i) to (iii); or

- (b) at any other time, Aimia shall provide to any person or company one copy of any of the documents referred to in items (i), (ii) and (iii) of paragraph (a) above, provided that Aimia may require the payment of a reasonable charge if the request is made by a person or company who is not a holder of Aimia's securities.

## SCHEDULE A

### GLOSSARY OF TERMS

In this Annual Information Form, unless the context otherwise requires, the terms defined below have the following meanings:

“**AC Flights**” means the flights operated by Air Canada and its affiliates, Air Canada Express, Air Canada Rouge and certain other carriers under the “AC” code;

“**Accumulation Partners**” means Commercial Partners that purchase loyalty marketing services, including Loyalty Units;

“**Aeroplan**” or “**Aimia Canada**” means Aimia Canada Inc., a corporation amalgamated under the CBCA and a direct wholly-owned Subsidiary of Aimia, and the successor of Aeroplan LP. Where applicable, references to Aimia Canada include references to Aeroplan LP;

“**Aeroplan LP**” means Aeroplan Limited Partnership, a limited partnership established under the laws of the Province of Québec on June 21, 2005 and which was liquidated and dissolved on December 29, 2008;

“**Aeroplan Miles**” means the miles issued by Aimia Canada under the Aeroplan Program;

“**Aeroplan Program**” means the loyalty marketing program owned and operated by Aimia Canada;

“**Aimia**” or “**Corporation**” means Aimia Inc., a corporation incorporated under the CBCA and, where applicable, means Aeroplan Income Fund, the predecessor entity to Aimia;

“**AMEX**” means Amex Bank of Canada;

“**AMEX Agreements**” means the four-year agreements, each dated November 13, 2013, between Aeroplan and AMEX;

“**Annual Information Form**” means this annual information form of Aimia dated March 22, 2017, together with all schedules hereto;

“**Audit Committee**” means the audit, finance and risk committee of Aimia;

“**Average Cost of Rewards per Loyalty Unit**” means, for any reporting period, the cost of rewards for such period divided by the number of Loyalty Units redeemed for rewards during such period;

“**Breakage**” means estimated Loyalty Units sold which are not expected to be redeemed. By its nature, Breakage is subject to estimates and judgment;

“**Card Migration Provision**” means the provision in relation to the net migration of Aeroplan-branded credit card account between CIBC and TD as described under the Financial Highlights section;

“**CBCA**” means the *Canada Business Corporations Act*, as amended;

“**CIBC**” means Canadian Imperial Bank of Commerce;

“**CIBC Agreement**” means the ten-year financial card agreement dated September 16, 2013 and effective as of January 1, 2014 between CIBC and Aeroplan;

“**Commercial Partners**” means Accumulation Partners and Redemption Partners;

“**Common Shares**” means the common shares in the share capital of Aimia;

“**Data Protection Act**” means the *Data Protection Act 1998*;

“**DBRS**” means DBRS Limited;

“**Future Redemption Costs**” means the total estimated liability of the future cost of rewards for Loyalty Units which have been sold and remain outstanding, net of Breakage and valued at the Average Cost of Rewards per Loyalty Unit experienced during the most recent quarter (for interim periods) or fiscal year (for annual reporting purposes);

“**Governance and Nominating Committee**” means the governance and nominating committee of Aimia;

“**Gross Billings**” means gross proceeds from the sale of Loyalty Units, from loyalty services, loyalty analytics services and from other services rendered or to be rendered;

“**Gross Billings from the sale of Loyalty Units**” means gross proceeds from the sale of Loyalty Units;

“**Human Resources and Compensation Committee**” means the human resources and compensation committee of Aimia;

“**Independent**” means independent as defined in *National Policy 58-201 — Corporate Governance Guidelines*;

“**Initial Public Offering**” means the offering of 25,000,000 Units issued and sold by Aeroplan Income Fund pursuant to its prospectus dated June 22, 2005;

“**ISS**” means Intelligent Shopper Solutions services, formerly known as LMG Insight and Communication (I&C);

“**Loyalty Units**” means the miles, points or other loyalty program reward units issued by Aimia’s Subsidiaries under the respective programs owned and operated by such Subsidiaries;

“**Management**” means the management of Aimia or its Subsidiaries, as the context requires;

“**Miles**” means the miles issued under the Aeroplan Program;

“**Nectar**” or “**Nectar Program**” means the loyalty marketing program operated by Aimia in the United Kingdom;

“**Nectar Italia**” or “**Nectar Italia Program**” means the loyalty marketing program previously operated by Aimia in Italy;

“**Nectar Points**” means the points accumulated by members under the Nectar Program;

“**Person**” includes an individual, limited or general partnership, limited liability company, limited liability partnership, trust, joint venture, association, body corporate, trustee, executor, administrator, legal representative, government (including any governmental entity) or any other entity, whether or not having legal status;

“**Preferred Shares**” means the preferred shares in the share capital of Aimia;

“**Redemption Partners**” means Commercial Partners that offer air travel, shopping discounts or other rewards to members upon redemption of Loyalty Units;

“**S&P**” means Standard & Poor’s Ratings Services;

“**Shareholders**” means the holders of Common Shares;

“**Subsidiary**” means, with respect to any Person, a subsidiary (as that term is defined in the CBCA (for such purposes, if such person is not a corporation, as if such person were a corporation)) of such Person and includes any limited partnership, joint venture, trust, limited liability company, unlimited liability company or other entity, whether or not having legal status, that would constitute a subsidiary (as described above) if such entity were a corporation;

“**TD**” means The Toronto-Dominion Bank;

“**TD Agreement**” means the ten-year financial card agreement dated September 16, 2013, and effective as of January 1, 2014, between Aeroplan and TD;

“**TSX**” means the Toronto Stock Exchange.

## SCHEDULE B

### AUDIT, FINANCE AND RISK COMMITTEE CHARTER

#### 1. Structure and Qualifications

The Audit, Finance and Risk Committee (the “**Committee**”) shall be composed of not less than three directors, 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 “**Board**”) of Aimia Inc. (the “**Corporation**”). The members of the Committee shall have no relationships with management, the Corporation and its related entities that in the opinion of the Board may interfere with their independence. In addition, a Committee member shall not receive, other than for service on the Board or the Committee or other committees of the Board, any consulting, advisory, or other compensatory fee from the Corporation or any of its related parties or subsidiaries. The members of the Committee shall possess the mix of characteristics, experiences and skills to provide an appropriate balance for the performance of the duties of the Committee and in particular each member of the Committee shall be “financially literate”. The members of the Committee shall be appointed by the Board to hold office from the time of their appointment until the next annual general meeting of the shareholders of the Corporation or until their successors are appointed. Unless a Chair and a Secretary are appointed by the Board, the members of the Committee may designate a Chair and a Secretary by a majority vote of all the Committee members. The Board may remove, at any time, any member of the Committee at its discretion and may accept the resignation of any member of the Committee. Vacancies at any time occurring on the Committee shall be filled by the Board.

#### 2. Procedure

- (a) A quorum of the Committee shall be a majority of the members, and a majority of the members present shall be required to pass a resolution or make a recommendation of the Committee. The Chair and the members of the Committee shall be appointed annually by the Board.
- (b) The Committee shall meet at least quarterly at the call of the Chair of the Committee.
- (c) An “in-camera” session of the members of the Committee shall be held as part of each meeting of the Committee.
- (d) Meetings may be held in person or by telephone or by any other means which enables all participants to communicate with each other simultaneously.
- (e) The Committee may fix its own procedure at meetings and for the calling of meetings except as may be otherwise provided by the Board.
- (f) Notice of meetings shall be given by letter, facsimile, email or telephone not less than 24 hours before the time fixed for the meeting other than in extraordinary circumstances. Notice of meetings shall state the date, the place and the hour at which such meetings will be held. Members may waive notice of any meeting.
- (g) The minutes of the Committee meetings shall accurately record the significant discussions of, and decisions made by, the Committee, including all recommendations to be made by the Committee to the Board, and shall be distributed to Committee members, with copies to the Chairman of the Board and Group Chief Executive of the Corporation.



- (h) The Committee, through its Chair, shall report to the Board on all proceedings and deliberations of the Committee at the first subsequent meeting of the Board, and at such other times and in such manner as the Board may require or as the Committee in its discretion may consider advisable.

### **3. Objectives**

- (a) The objectives of the Committee are as follows:
  - (i) To assist the Board in the discharge of its responsibility to monitor the component parts of the Corporation's financial reporting and audit process.
  - (ii) 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.
  - (iii) To assist the Board in its oversight of the independence, qualifications and appointment of the external auditor.
  - (iv) To monitor the performance of the internal financial and accounting controls and of the internal and external auditors.
  - (v) To provide independent communication between the Board and the internal auditor and the external auditor.
  - (vi) To facilitate in-depth and candid discussions between the Committee and management and the external auditor regarding significant issues involving judgment and impacting quality of controls and reporting.
  - (vii) To monitor and discuss management's identification and handling of significant risks.

### **4. Duties**

To achieve its objectives, the Committee shall:

- (a) 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. This will include a review of the annual and quarterly financial statements and accompanying notes and Management's Discussion and Analyses ("MD&As") to be filed with regulatory authorities and provided to shareholders of the Corporation, and financial statements and other financial disclosure included in earnings press releases and other similar documents. These reviews will include:
  - (i) discussions with management and the external auditor and a consideration of the report by the external auditor to the Committee of matters related to the conduct of an audit;
  - (ii) discussions with the external auditor respecting the auditor's judgment regarding both the acceptability and quality of the financial statements including the critical accounting policies and practices used by management in their preparation, alternative treatments and disclosures of financial information within generally accepted accounting principles that have been considered by management and their ramifications, the selection of changes in significant accounting policies, the method used to account for significant

unusual transactions, the effect of significant accounting policies in controversial or emerging areas, the degree of aggressiveness or conservatism, as the case may be, of the accounting policies adopted by the Corporation, the process used by management in formulating particularly significant accounting estimates and the basis for the external auditor's conclusions regarding the reasonableness of those estimates;

- (iii) a review of significant adjustments arising from an audit;
  - (iv) a review of disagreements with management over the application of accounting policies as well as any disclosure in the financial statements;
  - (v) a review of all material off-balance sheet transactions and other relationships with non-consolidated entities that may have a material current or future effect on the financial condition of the Corporation including their disclosure or lack thereof in the applicable quarterly or annual financial statements;
  - (vi) a review of the external auditor's suggestions for improvements to the Corporation's operations and internal controls;
  - (vii) a review of the nature and size of unadjusted errors of a non-trivial amount; and
  - (viii) the selection of, and changes in, accounting policies and consideration of the appropriateness of such selections and changes.
- (b) Review with management, the internal auditor and the external auditor and, if considered appropriate, approve for recommendation to the Board the release of the Corporation's annual or quarterly financial statements, as applicable, accompanying notes, related MD&A and earnings press releases.
  - (c) Review with management, the external auditor and legal counsel, the Corporation's procedures to ensure compliance with applicable laws and regulations, and any significant litigation, claim or other contingency, including tax assessments, that would have a material effect upon the financial position or operating results of the Corporation and the disclosure or impact on the results of these matters in the quarterly and annual financial statements.
  - (d) Meet with the external auditor to review and approve their audit plan, with particular emphasis on risk factors which could lead to a material misstatement of the financial statements, the scope and timing of the audit, the assumptions and decisions that have been made in developing the plan and co-ordination of work between the external auditor and the internal audit department.
  - (e) Review and approve estimated audit and audit-related fees and expenses for the current year. Pre-approve any significant additional audit and audit-related fees over the estimated amount. Review and approve audit and audit-related fees and expenses for the prior year. The authority for the determination and payment of fees to the external auditor rests solely and exclusively with the Committee. The Corporation shall ensure that funding is available to the Committee for payment of compensation to the external auditor.
  - (f) Review and approve, or delegate to a member of the Committee the responsibility to review and approve and subsequently report to the Committee, 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. Implement from time to time a process in connection with non-audit services performed by the external auditor.

- (g) Review a report from the external auditor, if deemed appropriate by the Committee, of all relationships between the external auditor and its related entities and the Corporation and its related entities, including all work performed and fees paid for such work of a non-audit nature, that in the external auditor's professional judgment may reasonably be perceived to bear on its objectivity and independence and confirming, or otherwise, that in the external auditor's professional judgment it is independent, and discuss this report with the external auditor in order to evaluate the objectivity and independence of the external auditor.
- (h) Receive reports on any consultations between management and other public accountants respecting accounting principles to be applied in preparing the quarterly or annual financial statements, and on any incidents involving fraud or illegal acts of which management, the internal audit department or the external auditor become aware. In this regard, review the relevant control procedures with management to ensure that such matters are adequately guarded against.
- (i) At least once each year, meet privately with management to assess the performance of the external auditor.
- (j) Meet privately with the external auditor at each regularly scheduled Committee meeting, amongst other things, to understand any restrictions placed on them or other difficulties encountered in the course of the audit, including instructions on the scope of their work and access to requested information and the level of co-operation received from management during the performance of their work and their evaluation of the Corporation's financial, accounting and audit personnel and systems.
- (k) Evaluate the performance of the external auditor, and if so determined, recommend that the Board either take steps to replace the external auditor or provide for the reappointment of the external auditor by the shareholders of the Corporation.
  - (i) Regarding the services provided by the internal audit department, the Committee shall:
    - (ii) review and approve annually the internal audit plan and planned scope for the internal audit program, its objectives, and the resources required to attain these objectives;
    - (iii) meet privately with the head of the internal audit department at each regularly scheduled Committee meeting, amongst other things, to understand any restrictions placed on the internal audit department or other difficulties encountered in the course of its audits, including instructions on the scope of its work and access to requested information and the level of co-operation received from management during the performance of its work;
    - (iv) periodically review and approve the mandate, reporting relationships and resources of the internal audit department;
    - (v) review the objectivity, qualifications, adequacy and experience of the internal audit staff and approve the appointment, dismissal or replacement of the head of the internal audit department;

- (vi) periodically throughout each year review the reports of the internal audit department which describe the activities of the internal audit department for the preceding period; and
  - (vii) review the working relationship between the internal audit department and the external auditor, and between the internal audit department and management.
- (l) Obtain from both the internal audit department and the external auditor the major audit findings and internal control recommendations reported during the period under review, the response of management to those recommendations, and review the follow-up performed by management and the internal audit department in order to monitor whether management has implemented an effective system of internal accounting control.
  - (m) Review significant emerging accounting and reporting issues, including recent professional and regulatory pronouncements, and assess their impact on the Corporation's financial statements.
  - (n) Review policies and procedures for the receipt, retention and treatment of complaints received by the Corporation from employees, shareholders of the Corporation and other stakeholders regarding accounting issues and financial reporting, internal controls and internal or external auditing matters. The Committee should be satisfied that sufficient controls are in place to ensure that all such complaints can be received anonymously and with an appropriate degree of confidentiality and that potential employee informants are aware of the process that is in place. The Committee should also be satisfied that processes are in place to ensure that all such complaints, regardless of significance, are presented to the Committee.
  - (o) Review policies for approval of senior management expenses.
  - (p) Review the process relative to the periodic certifications by the Chief Executive Officer and the Chief Financial Officer of the Corporation in respect of financial disclosures, the existence of any significant deficiencies in the design or operation of internal controls which could adversely affect the ability to record, process, summarize and report financial data and any significant changes in internal controls or changes to the environment in which the internal controls operate, including corrections of material deficiencies and weaknesses.
  - (q) Review and approve all related party transactions as such term is defined from time to time in Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions*, as may be amended from time to time.
  - (r) Whenever it may be appropriate to do so, retain and receive advice from experts, including independent legal counsel and independent public accountants, and conduct or authorize the conduct of investigations into any matters within the scope of the responsibility of the Committee as the Committee may consider appropriate. The Corporation shall ensure that funding is available to the Committee in respect of the aforementioned activities.
  - (s) Report regularly to the Board on the activities, findings and conclusions of the Committee.
  - (t) Review this Charter on an annual basis and recommend to the Board any changes to it that the Committee considers advisable.

- (u) Complete a self-assessment annually to determine how effectively the Committee is meeting its responsibilities.
- (v) Perform such other functions as may be delegated from time to time by the Board.
- (w) Review the process for the rotation of the lead audit partner, the concurring partner and any other audit engagement team partner.
  - (i) Set policies for the hiring of partners and employees or former partners and employees of present and former external auditors.

## **5. Other**

### **(a) Public Disclosure**

- (i) The Committee shall review and approve the Public Disclosure Policy and any changes related thereto and ensure consistency with current developments and best practices; and
- (ii) Where practicable, management will review with the Committee or the Chair of the Committee draft news releases to be disseminated to the public related to earnings warnings or financial results which are expected by management to be material in relation to the market price of any of the Corporation's securities.

### **(b) Risk Identification and Management**

The Committee shall make all reasonable efforts to identify and address material financial and other risks to the business and affairs of the Corporation and its subsidiaries, including contingent liabilities and IT system contingency plans and make recommendations in that regard to the Board. The Committee shall review and discuss with management, the internal audit department and the external auditor all major financial risk exposures and the steps management has taken to monitor/control those exposures, in particular in relation to derivatives, foreign currency exposure, hedging and insurance. The Committee shall be entitled, from time to time, to retain experts and consultants to assist the Committee with the discharge of such mandate. The Committee shall have the discretion in the discharge of these duties to address risks to the Corporation's and its subsidiaries' revenues and costs, as well as potentially corrupt or other practices that may lead to loss or depreciation of business reputation.

### **(c) Corporate Authorizations Policies**

The Committee shall:

- (i) Periodically review and approve policies relative to the financial control, conduct, regulation and administration of the Corporation and its subsidiaries;
- (ii) Periodically review any administrative resolutions adopted from time to time pertaining to the establishment of procedures relative to commitment and transaction authorizations, the determination of the officers or other persons by whom any instrument in writing or document is to be executed and the manner of execution thereof; and
- (iii) Review, monitor and approve any other financial expenditure policies that would affect the Corporation's and its subsidiaries' financial condition or reputation.

(d) **Pension Plans.**

The Committee shall:

- (i) review on an annual basis the accounting treatment for the Corporation's pension plans;
- (ii) review and recommend for Board approval pension plan funding changes;
- (iii) review and approve the asset investment strategy for the Corporation's pension plans; and
- (iv) review on an annual basis reports focusing on the performance, funded status, and other relevant issues relating to the Corporation's pension plans.

**6. Responsibilities**

Nothing contained in the above mandate is intended to assign to the Committee the Board's responsibility to ensure the Corporation's compliance with applicable laws or regulations or to expand applicable standards of liability under statutory or regulatory requirements for the directors or the members of the Committee. Even though the Committee has a specific mandate and its members have financial experience and expertise, it is not the duty of the Committee to plan or conduct audits, or to determine that the Corporation's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. Such matters are the responsibility of management, the internal auditor and the external auditor.

Members of the Committee are entitled to rely, absent knowledge to the contrary, on (i) the integrity of the persons and organizations from whom they receive information, (ii) the accuracy and completeness of the information provided, and (iii) representations made by management as to the non-audit services provided by the external auditor.