AIMIA

MANAGEMENT'S DISCUSSION & ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

For the three and nine months ended September 30, 2022 and 2021

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Aimia Inc. (together with its direct and indirect subsidiaries, where the context requires, "Aimia" or the "Corporation") was incorporated on May 5, 2008 under the laws of Canada.

The following management's discussion and analysis of financial condition and results of operations (the "MD&A") presents a discussion of the financial condition and results of operations for Aimia. The MD&A is prepared as at November 8, 2022 and should be read in conjunction with the accompanying condensed interim consolidated financial statements of Aimia for the three and nine months ended September 30, 2022 and the notes thereto, the audited consolidated financial statements of Aimia for the year ended December 31, 2021 and the notes thereto, and the Annual Information Form dated March 29, 2022. The earnings and cash flows of Aimia are affected by certain risks. For a description of those risks, please refer to the *Risks and uncertainties affecting the business* *section.*

CAUTION REGARDING FORWARD-LOOKING INFORMATION

This MD&A contains statements that constitute "forward-looking information" within the meaning of Canadian securities laws ("forward-looking statements"), which are based upon our current expectations, estimates, projections, assumptions and beliefs. All information that is not clearly historical in nature may constitute forward-looking statements. Forward-looking statements are typically identified by the use of terms or phrases such as "anticipate", "believe", "could", "estimate", "expect", "intend", "may", "plan", "predict", "project", "will", "would" and "should", and similar terms and phrases, including references to assumptions.

Forward-looking statements in this MD&A include, but are not limited to, statements with respect to Aimia's current and future strategic initiatives and investment opportunities; Aimia's ability to source and execute on acquisitions on terms acceptable to it; the indemnification obligations and earn-out in connection with the PLM transaction; the use of proceeds from the PLM transaction, including any returns to shareholders; purchases under the current NCIB; payment of dividends; the ability of Kognitiv to secure additional sources of financing that will support Kognitiv's updated business plan; the outcome of the contested matters with the CRA and Revenu Québec and other litigated matters; the use of Aimia's tax losses; Aimia's anticipated annualized cash expenses; the impacts of COVID-19 on Clear Media and their mitigation by Clear Media and the regularization plan of Capital A.

Forward-looking statements, by their nature, are based on assumptions and are subject to known and unknown risks and uncertainties, both general and specific, that contribute to the possibility that the forward-looking statement will not occur. The forward-looking statements in this MD&A speak only as of the date hereof and reflect several material factors, expectations and assumptions. While Aimia considers these factors, expectations and assumptions to be reasonable, actual events or results could differ materially from the results, predictions, forecasts, conclusions or projections expressed or implied in the forward-looking statements. Undue reliance should not be placed on any predictions or forward-looking statements as these may be affected by, among other things, changing external events and general uncertainties of the business. A discussion of the material risks applicable to us can be found in our Management Discussion and Analysis for the financial years ended December 31, 2021 and 2020, which can be found on SEDAR and accessed at www.sedar.com. Aimia cautions that the list of risk factors included in such Management Discussion and Analysis is not exhaustive. Except as required by applicable securities laws, forward-looking statements speak only as of the date on which they are made and we disclaim any intention and assume no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

THIS MD&A CONTAINS THE FOLLOWING SECTIONS:

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

OVERVIEW

Aimia was incorporated on May 5, 2008 under the *Canada Business Corporations Act*. The registered and head office of Aimia is located at 176 Yonge Street, 6th floor, Toronto, Ontario, M5C 2L7.

The Corporation is a holding company with a focus on making long-term investments in public and private companies, on a global basis, through controlling or minority stakes.

The company owns a portfolio of investments which include: a 10.85% stake in Clear Media Limited, one of the largest outdoor advertising firms in China, a 48.8% equity stake in Kognitiv, a B2B company enabling global brands to redefine loyalty with solutions for multi-enterprise collaboration, a 10.8% equity stake in TRADE X, a global B2B cross-border automotive trading platform as well as a wholly owned investment advisory business, Mittleman Investment Management, LLC.

Aimia, through its own operations and those of its subsidiaries, currently operates two reportable and operating segments, namely, Holdings and Investment Management.

Holdings

Holdings includes Aimia's long-term investments in Clear Media Limited, Kognitiv, TRADE X as well as minority investments in various public company securities and limited partnerships.

Holdings also includes central operating costs, including costs related to public company disclosure and Board costs, executive leadership, finance and administration.

Prior to their respective disposals on July 15, 2022 and June 28, 2021, the results associated with Aimia's 48.9% investment in PLM and Aimia's 20% investment in BIGLIFE were included in the Holdings segment.

Investment Management

Investment Management includes Mittleman Investment Management ("MIM"), an SEC-registered investment adviser that provides discretionary portfolio management to institutional investors and high-net-worth individuals.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

INVESTMENTS IN PRIVATE EQUITY INSTRUMENTS, ASSOCIATES AND JOINT ARRANGEMENTS

The table below summarizes Aimia's main investments in private equity instruments, associates and joint arrangements at September 30, 2022:

Name	Nature of business	Nature of investment	Reporting segment	Place of business	% of ownership interest	Measurement method
Kognitiv	B2B Loyalty	Associate	Holdings	Worldwide	48.8	Equity [(a)]
Clear Media Limited [(b)]	Outdoor advertising	Equity instrument	Holdings	China	10.85	Fair value
TRADE X	B2B automotive cross-border trading platform	Equity instrument and convertible note	Holdings	Worldwide	10.8	Fair value

(a) The Corporation also has an investment in convertible notes of Kognitiv. The investment in the convertible notes is measured at fair value.

(b) Following the acceptance of the share alternative by the Corporation and the privatization of Clear Media Limited, Aimia has a 10.85% stake in Ever Harmonic Global Limited., which wholly-owns Clear Media.

Q3 2022 HIGHLIGHTS

Completion of divestiture of Aimia's investment in PLM

On February 8, 2022, Aimia announced that it had entered into a binding letter of intent (the “Binding LOI”) with PLM and Grupo Aeromexico, S.A.B. de C.V. and Aerovías de México, S.A. de C.V. (collectively, “Aeromexico”) to divest the company’s 48.9% equity stake in PLM upon which PLM would become a wholly-owned subsidiary of Aeromexico.

The Mexican antitrust authorities “COFECE” approved the proposed transaction on June 16, 2022. On June 30, Aimia confirmed the execution of the Definitive Agreement in connection with the previously announced PLM transaction, subject to the satisfaction of the certain closing conditions. Upon the satisfaction of the closing conditions, Aimia completed the divestiture of its investment in PLM on July 15, 2022.

At the closing of the transaction, Aimia received $536.9 million (US$410.1 million) in net cash proceeds, which was subject to certain adjustments to be made pursuant to the Definitive Agreement. As a result of these adjustments, Aimia received an additional $4.5 million (US$3.5 million) in net cash proceeds in September 2022.

In addition, an earn-out in an amount of $28.2 million (US$20.6 million) on a net basis, is payable to Aimia in cash should the PLM loyalty program achieve 100% of targeted annual gross billings amounts in either of the years 2022, 2023 or 2024 (the "earn-out years"). The earn-out that could be payable to Aimia is subject to an adjustment based on the actual gross billings achieved by PLM compared to the target and could vary from $12.9 million (US$9.4 million) based on 97.5% of the target, up to $38.5 million (US$28.1 million) based on 115% of the target, on a net basis. Aimia is only entitled to receive an earn-out amount once in respect of the earn-out years and, accordingly, to the extent that PLM’s annual gross billings for any of the earn-out years are equal to or more than 97.5% of the target, Aimia shall receive such earn-out amount for that earn-out year. Once an earn-out amount is received, Aimia will not be entitled to receive an additional earn-out amount in respect of any subsequent earn-out year. On July 15,

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Q3 2022 HIGHLIGHTS (continued)

2022, using an expected value approach based on probability assigned to various annual gross billings scenarios and a discount rate based on the estimated credit risk of the counterparty, the fair value of the earn-out receivable was estimated at $11.0 million (US$8.4 million) and is presented in Other non-current assets in the consolidated statement of financial position. As of September 30, 2022, the fair value of the earn-out has been estimated at $11.8 million (US$8.6 million).

Based on the carrying value of PLM as of July 15, 2022, Aimia recognized a gain net of tax on divestiture of approximately $530.6 million in the three months ended September 30, 2022, including the reclassification to net earnings of $32.4 million of cumulative translation adjustments ("CTA") related to the PLM investment, based on the calculation below.

Consideration associated with the PLM divestiture *(in millions of Canadian dollars)*	
Net consideration	541.4
Earn-out recognized at fair-value	11.0
Transaction costs	(4.3)
Consideration relating to the divestiture of PLM	**548.1**
Carrying value of PLM	(49.9)
Gain before reclassification to net earnings of cumulative translation adjustments	**498.2**
Reclassification to net earnings of cumulative translation adjustments	32.4
Gain on the divestiture of PLM	**530.6**

As part of the PLM divestiture, the Corporation agreed to provide indemnification to PLM and Aeromexico in the event that PLM and Aeromexico suffer losses resulting from the default or breach by the Corporation of its obligations under the Definitive Agreement. The maximum potential future payments that the Corporation could be required to make under these indemnifications are not determinable at this time, as any future payments would be dependent on the type and extent of the related claims, and all available defenses, which cannot be estimated. However, historically, costs incurred to settle claims related to these indemnifications have not been material to the Corporation's consolidated financial position, net income or cash flows.

In addition, Aimia and PLM and Aeromexico have agreed to share certain potential additional Mexican income and withholding tax liabilities that could result solely from this transaction. If any additional Mexican income and withholding tax liabilities are to be assessed by the Mexican tax authorities (the "Liability"), Aimia would assume and shall be solely responsible for the first US$27.5 million of Liability, PLM and Aeromexico would assume and be jointly and severally responsible for the next US$27.5 million and, for any amount above such US$55.0 million of the Liability, the Liability shall be assumed and shared equally between the parties, whereby Aimia shall be responsible for 50% of such Liability and PLM and Aeromexico shall assume and are jointly and severally responsible for the other 50% of such Liability. Aimia's responsibility and obligation to pay its share of the Liability is limited to US$50.0 million and will not extend beyond five years from the date of filing before the tax authorities of the annual income tax return of PLM containing the tax liability resulting from this transaction, subject to statute of limitation extension by the tax authorities whereby the indemnification term would be extended until the expiration of such statute of limitations. No amount has been recorded in these financial statements with respect to this clause.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Q3 2022 HIGHLIGHTS (continued)

Use of proceeds

Aimia is pursuing investments in cash generating businesses, which will utilize Aimia's sizeable tax losses.

Aimia also intends to allocate up to $75.0 million of the net proceeds towards a combination of opportunistic share buybacks and/or a tax-efficient special dividend to common shareholders. Since that announcement up to September 30, 2022, Aimia repurchased, 543,276 common shares under the 2021-2022 NCIB and 7,327,331 common shares under the 2022-2023 NCIB for a total consideration of $34.9 million. Subsequent to September 30, 2022, Aimia repurchased 384,300 common shares for a total consideration of $1.4 million.

The final amount of the net proceeds from the PLM transaction that could ultimately be allocated to share buybacks and/or a special dividend to common shareholders will be subject to the then applicable market conditions, investment opportunities and other relevant factors.

Goodwill impairment

Following the PLM transaction, Aimia's Holdings cash generating unit ("CGU") is mostly composed either of assets for which the carrying amounts are equal to their fair values or financial instruments measured at fair value. As a result, the carrying amount of the Holdings CGU (including goodwill) was determined to be higher than its recoverable amount and therefore, an impairment of $11.4 million was recorded in the three months ended September 30, 2022.

COVID-19 Impact Update

The COVID-19 pandemic can still impact the operations of certain of our investments or their partners to various degrees, which are detailed below.

Clear Media

Clear Media's revenues began to decline substantially in February 2020 amid the outbreak of COVID-19 which further slowed China's economic growth, negatively impacted customers' advertising spend and reduced demand for advertising space. In its March 17, 2021 Annual Results Announcement, Clear Media indicated that its revenue bottomed in March 2020 (prior to Aimia's investment in Clear Media) and that its revenue had been recovering in the second quarter of 2020. Clear Media's revenue continued their recovery in the second half of 2020 as well. Total revenue in the fourth quarter of 2020 also slightly exceeded the level of the same period in the prior year. In 2021, Clear Media's revenue increased by 22% for the full year over 2020.

In the nine months ended September 30, 2022, facing the resurgence of COVID-19 cases, China continued to apply zero-COVID policy, which has triggered full and partial lockdowns in many Chinese cities, including Shanghai, Beijing and Guangzhou. These lockdowns are significantly affecting the demand for outdoor advertising and therefore, Clear Media's revenue are lower than in the same period in 2020. Clear Media is in the process of mitigating these impacts via various cost-saving plans and delays in capital expenditures compared to normal course. The investment in Clear Media is recorded at fair value at each reporting period. The assumptions and estimates used in the valuation of Clear Media are described in *Note 3* of the accompanying condensed interim consolidated financial statements of Aimia for the three and nine months ended September 30, 2022 as well as in section *Critical accounting estimates* of this MD&A.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

PERFORMANCE INDICATORS (INCLUDING CERTAIN NON-GAAP FINANCIAL MEASURES)

GAAP FINANCIAL MEASURES

To measure performance, the Corporation uses and presents several financial measures in accordance with GAAP, including, but not limited to, various source of Income, Expenses, Earnings (loss) before income taxes, Net earnings (loss) and Earnings (Loss) by Common Share. The summary of Aimia's significant accounting policies is included in *Note 2* of the audited consolidated financial statements for the year ended December 31, 2021 dated March 29, 2022.

Please refer to the *Critical Accounting Estimates* section for a discussion on the identified areas that are the most subject to judgments, inherently uncertain and which could change significantly in subsequent periods, as well as the *Change in Accounting Policies* section for the list of revised accounting standards and accounting policies adopted during the three and nine months ended September 30, 2022 and their impacts on the consolidated financial statements.

NON-GAAP FINANCIAL MEASURES

In order to complement the analysis of the financial performance of its investments, certain Non-GAAP measures are presented in this MD&A. A reconciliation to these investments' most comparable GAAP measure can be found in the *Non-GAAP Financial Measures for Investments* section.

OPERATING AND FINANCIAL RESULTS

Certain of the following financial information of Aimia has been derived from, and should be read in conjunction with, the condensed interim consolidated financial statements for the three and nine months ended September 30, 2022 and 2021, and the notes thereto. Results of the Corporation are not significantly impacted by seasonality.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

SELECTED CONSOLIDATED OPERATING RESULTS

(in millions of Canadian dollars, except share and per share information)	Three Months Ended September 30, 2022		Three Months Ended September 30, 2021		Nine Months Ended September 30, 2022		Nine Months Ended September 30, 2021	
Continuing operations								
Share of net earnings (loss) of equity-accounted investments	**(6.5)**		(1.7)		**(22.2)**		(8.5)	
Net change in fair value of investments	**7.8**		7.9		**(29.3)**		17.4	
Interest, dividend and other investment income	**1.7**		0.3		**7.3**	*(b)*	0.7	
Revenue from investment management fees	**0.3**		0.5		**1.2**		1.9	
Gain on disposal of equity-accounted investments	**530.6**		—		**530.6**		6.9	
Total Income	**533.9**		7.0		**487.6**		18.4	
Expenses	**15.9**	*(c)(d)*	3.1	*(c)*	**23.5**	*(c)(d)*	17.8	*(c)*
Decrease in limited partners' capital liability	**0.7**		0.8		**3.2**		1.1	
Earnings before income taxes	**518.7**		4.7		**467.3**		1.7	
Distributions from equity-accounted investments	**—**		6.3	*(b)*	**—**	*(b)*	21.4	*(b)*
Including continuing and discontinued operations, unless otherwise noted								
Net earnings (loss) attributable to equity holders of the Corporation	**517.5**	*(e)*	3.5	*(e)*	**463.4**	*(e)*	(1.8)	*(e)*
Net earnings (loss) attributable to equity holders of the Corporation - Continuing operations	**517.5**	*(e)*	3.5	*(e)*	**463.4**	*(e)*	(2.0)	*(e)*
Weighted average number of common shares - Basic	**86,686,075**		90,922,527		**89,357,236**		90,922,527	
Weighted average number of common shares - Diluted	**87,376,634**		90,922,527		**90,052,778**		90,922,527	
Basic earnings (loss) per common share [(a)]	**5.93**		—		**5.08**		(0.12)	
Continuing operations [(a)]	**5.93**		—		**5.08**		(0.12)	
Diluted earnings (loss) per common share [(a)]	**5.89**		—		**5.04**		(0.12)	
Continuing operations [(a)]	**5.89**		—		**5.04**		(0.12)	
Total assets	**832.3**		442.0		**832.3**		442.0	
Total non-current liabilities	**16.1**		13.4		**16.1**		13.4	
Dividends paid on preferred shares	**3.1**		3.1		**9.5**		9.5	

(a) After deducting cumulative preferred shares dividends (whether declared or not) and after adding the excess of preferred shares' assigned value over consideration paid for the repurchase, if any.

(b) Interest, dividend and other investment income include distributions from PLM of $2.9 million (US$2.3 million) for the nine months ended September 30, 2022. Prior to the reclassification of the investment in PLM to assets held for sale on February 8, 2022, the distributions received from PLM were recorded as a reduction of the carrying amount of the investment and presented under the caption "distributions from equity-accounted investments" in the table above.

(c) Includes stock-based compensation and other performance awards expense (reversal) of $(2.5) million (2021: $(0.2) million) and $(3.7) million (2021: $4.5 million) for the three and nine months ended September 30, 2022 and 2021, respectively.

(d) Includes a goodwill impairment charge of $11.4 million recorded during the three and nine months ended September 30, 2022 related to Aimia's Holdings CGU.

(e) Net earnings (loss) from continuing operations for the three and nine months ended September 30, 2022 and 2021 include the effect of $1.2 million (2021: $1.2 million) and $3.9 million (2021: $3.7 million) of current income tax expenses, respectively. For the three and nine months ended September 30, 2022 and 2021, current income taxes related to continuing operations are primarily related to Part VI.1 tax expense recognized in our Canadian operations.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

SEGMENTED OPERATING RESULTS

This section provides a discussion of the segmented operating results.

HOLDINGS

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in millions of Canadian dollars)	2022	2021	2022	2021
Income				
Share of net earnings (loss) of equity-accounted investments	**(6.5)**	(1.7)	**(22.2)**	(8.5)
Net change in fair value of investments	**7.8**	7.9	**(29.3)**	17.4
Interest, dividend and other investment income	**1.7**	0.3	**7.3** (a)	0.7
Gain on disposal of equity-accounted investments	**530.6**	—	**530.6**	6.9
Total Income	**533.6**	6.5	**486.4**	16.5
Expenses				
Compensation and benefits	**3.2**	1.6	**6.5**	10.0
Professional, advisory and service fees	**0.9**	1.2	**2.8**	3.2
Insurance, technology and other office expenses	**0.8**	0.7	**2.3**	2.5
Expenses before the following:	***4.9***	*3.5*	***11.6***	*15.7*
Fair value (gain) loss on contingent consideration	**(0.9)**	(0.4)	**(1.2)**	0.3
Other financial (income) expense, net	**0.1**	(0.4)	**—**	(0.4)
Impairment charge	**11.4**	—	**11.4**	—
Total Expenses	**15.5**	2.7	**21.8**	15.6
Decrease in limited partners' capital liability	**0.7**	0.8	**3.2**	1.1
Earnings before income taxes	**518.8**	4.6	**467.8**	2.0
Included in Expenses and Earnings (loss) before income taxes:				
Share-based compensation and other performance awards	**(2.5)**	(0.2)	**(3.7)**	4.5
Additional Information				
Distributions from equity-accounted investments	**—**	6.3 (a)	**—** (a)	21.4 (a)

(a) During the nine months ended September 30, 2022, Aimia received distributions from PLM of $2.9 million (US$2.3 million), compared to distributions of $6.3 million (US$4.9 million) and $21.4 million (US$17.0 million) for the three and nine months ended September 30, 2021, respectively. The distributions received during the nine months ended September 30, 2022, have been received when the investment was classified as an asset held for sale and, therefore, the distributions have been recognized in "Interest, dividend and other investment income" in the consolidated statement of operations. Prior to the reclassification of the investment in PLM to assets held for sale on February 8, 2022, the distributions received from PLM were recorded as a reduction of the carrying amount of the investment and presented under the caption "distributions from equity-accounted investments" in the table above.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

SEGMENTED OPERATING RESULTS - HOLDINGS (continued)

SHARE OF NET EARNINGS (LOSS) OF EQUITY-ACCOUNTED INVESTMENTS

The share of net earnings (loss) of equity-accounted investments amounted to $(6.5) million and $(22.2) million for the three and nine months ended September 30, 2022, an unfavorable variance of $4.8 million and $13.7 million, respectively, compared to the same periods in the prior year, and is mainly due to the classification of PLM as an asset held for sale in the first quarter of 2022 as well of the underlying performance of the equity-accounted investment in Kognitiv analyzed below.

Share of net earnings (loss) of equity-accounted investments	Three Months Ended September 30,		Nine Months Ended September 30,	
(in millions of Canadian dollars)	2022	2021	2022	2021
PLM Premier, S.A.P.I. de C.V.	—	4.1	0.6	12.6
Kognitiv	(6.5)	(5.8)	(22.8)	(20.4)
BIGLIFE	—	—	—	(0.7)
Total	**(6.5)**	(1.7)	**(22.2)**	(8.5)

Investment in PLM Premier, S.A.P.I. de C.V.

The share of net earnings of PLM amounted to nil and $0.6 million for the three and nine months ended September 30, 2022, a decrease of $4.1 million and $12.0 million, respectively, compared to the same periods in the prior year, mostly due to the fact that Aimia recorded its share of net earnings of PLM only for a partial period in the first quarter of 2022, after which, the investment in PLM was classified as an asset held for sale and Aimia ceased to account for its investment using the equity method. Aimia completed the divestiture of its investment in PLM on July 15, 2022.

PLM also paid distributions of US$4.8 million during the nine months ended September 30, 2022, with Aimia's share being $2.9 million (US$2.3 million). Distributions received during the nine months ended September 30, 2022 have been received when the investment was classified as an asset held for sale and Aimia had ceased to account for its investment using the equity method, therefore, the distributions have been recognized in "Interest, dividend and other investment income" in the consolidated statement of operations.

PLM paid distributions of US$10.0 million and US$34.8 million during the three and nine months ended September 30, 2021, with Aimia's share being $6.3 million (US$4.9 million) and $21.4 million (US$17.0 million), respectively. Given the fact that Aimia was accounting for its investment in PLM using the equity method at the time, Aimia's share of the distributions was recorded as a reduction of the carrying amount of the investment.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

SEGMENTED OPERATING RESULTS - HOLDINGS (continued)

Investment in Kognitiv

Summarized statement of operations

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in millions of Canadian dollars)	2022	2021	2022	2021
Revenue [(b)]	**13.5**	14.0	**42.0**	41.5
Cost of sales and operating expenses [(b)]	**(23.2)**	(23.2)	**(75.8)**	(75.9)
Depreciation and amortization	**(0.1)**	(0.2)	**(0.3)**	(0.8)
Loss before net financial income and income tax expense [(b)]	**(9.8)**	(9.4)	**(34.1)**	(35.2)
Net loss	**(10.8)**	(9.6)	**(40.1)**	(36.6)
Share of net loss of Kognitiv	**(5.3)**	(4.9)	**(19.7)**	(17.8)
Amortization expense related to identifiable assets recognized on acquisition	**(0.4)**	(0.4)	**(1.2)**	(1.1)
Cumulative undeclared dividends on preferred shares not owned by Aimia	**(0.8)**	(0.5)	**(1.9)**	(1.5)
Aimia's share of Kognitiv's net loss	**(6.5)**	(5.8)	**(22.8)**	(20.4)
Additional financial information				
Adjusted EBITDA [(a)(b)]	**(7.9)**	(8.5)	**(28.9)**	(31.9)
Included in Net loss:				
Net earnings (loss) from discontinued operations [(c)]	**—**	(1.7)	**—**	1.5

(a) A non-GAAP measure. Please refer to the *Non-GAAP Financial Measures for Investments* section for additional information on this measure.

(b) Revenue, cost of sale and operating expenses, loss before net financial income and income tax expense as well as Adjusted EBITDA in 2021, are presented on a continuing operations basis, excluding ISS discontinued operations.

(c) Net earnings from discontinued operations include ISS operations up to March 17, 2021 and the preliminary gain on disposal. The preliminary gain on disposal has been calculated based on the transaction terms and the values of the net assets disposed of. This includes values from Aimia's notional purchase price allocation process for customer relationships and technology intangible assets as well as goodwill that have been allocated to the ISS business based on the relative values of the operations disposed of and the ones retained. The gain has been adjusted in the three months ended September 30, 2021, due to an adjustment to the ISS disposal group. The gain is still subject to the finalization of closing working capital and indebtedness.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

SEGMENTED OPERATING RESULTS - HOLDINGS (continued)

Summarized balance sheet

As at	September 30,	December 31,
(in millions of Canadian dollars)	2022	2021
Cash and cash equivalents	7.2	10.3
Other current assets	51.5	50.8
Total current assets	58.7	61.1
Total non current assets	6.1	9.2
Total assets	**64.8**	70.3
Total current liabilities	(52.8)	(57.2)
Total non-current liabilities	(46.2)	(9.9)
Total liabilities	**(99.0)**	(67.1)
Net assets/(liabilities)	**(34.2)**	3.2

Quarter ended September 30, 2022 compared to quarter ended September 30, 2021

Revenue for the three months ended September 30, 2022 amounted to $13.5 million, a decrease of $0.5 million compared to the revenue for the three months ended September 30, 2021, mainly due to client roll-offs offset in part by new clients revenue.

Cost of sales and operating expenses for the three months ended September 30, 2022 amounted to $23.2 million, in line with the three months ended September 30, 2021. This is mainly due to lower technology expense offset by higher restructuring expenses, as well as lower compensation and benefits expense for the three months ended September 30, 2022 being offset by the fact that the three months ended September 30, 2021, compensation and benefits expense benefited from the Canada Emergency Wage Subsidy (CEWS) program.

The net loss for the three months ended September 30, 2022 amounted to $10.8 million, an unfavorable variance of $1.2 million compared to the three months ended September 30, 2021, mainly due to higher interest expense and lower revenue. This was partly offset by a positive variance of $1.7 million related to discontinued operations.

Kognitiv's Adjusted EBITDA for the three months ended September 30, 2022 amounted to $(7.9) million, an improvement of $0.6 million compared to the same period in the prior year, mainly due to lower technology and compensation and benefits expense offset in part by lower revenue.

Nine months ended September 30, 2022 compared to nine months ended September 30, 2021

Revenue for the nine months ended September 30, 2022 amounted to $42.0 million, an increase of $0.5 million compared to the revenue for the nine months ended September 30, 2021, mainly due to new clients revenue, increased redemptions and rewards fulfillment volumes as well as the gradual recovery of revenues from travel and hospitality clients. This was offset in part by client roll-offs.

Cost of sales and operating expenses for the nine months ended September 30, 2022 amounted to $75.8 million, a decrease of $0.1 million compared to the nine months ended September 30, 2021. The cost of sales and operating expenses for the nine months ended September 30, 2022 include the impact of a true-up of $1.0 million in operating

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

SEGMENTED OPERATING RESULTS - HOLDINGS (continued)

expense relating to the previous financial year of Kognitiv. Excluding this impact, costs of sales and operating expenses improved by $1.1 million compared to the same period in the prior year mainly due to reduced professional fees. This decrease was offset in part by higher compensation expense due to the comparative period benefiting from the Canada Emergency Wage Subsidy (CEWS) program.

The net loss for the nine months ended September 30, 2022 amounted to $40.1 million, an unfavorable variance of $3.5 million, mainly due to higher interest expense and a $1.5 million preliminary gain on the disposal of ISS included in the nine months ended September 30, 2021 results, offset by a favorable variance of foreign exchange expense and other factors listed above.

Kognitiv's Adjusted EBITDA for the nine months ended September 30, 2022 amounted to $(28.9) million, an improvement of $3.0 million compared to the same period in the prior year, mainly due to reduced professional fees and higher revenues.

Financing

In January 2022, Kognitiv secured additional financing from the following sources:

- $31.0 million in the form of secured subordinated convertible notes. Investors in the secured subordinated convertible notes included $15.0 million from a new U.S. institutional investor, $10.0 million from Aimia, and $1.25 million from company insiders, including members of the board of directors and senior management, among other investors.

- $17.5 million in the form of a senior debt facility.

Refer to the sub-section *Net Changes in Fair Value of Investments* for additional details on Aimia's investment in these convertible notes. This new capital helped support Kognitiv's growth initiatives, including research and development and accelerating the adoption of their collaborative loyalty platform. These funds also supported Kognitiv's commercial efforts to convert their pipeline into recurring revenue, subscription clients.

Kognitiv is undertaking a series of initiatives to reduce costs and drive efficiency as it rolls out its commercial offering, which is expected to drive the company towards positive EBITDA and to secure additional sources of financing as necessary.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

SEGMENTED OPERATING RESULTS - HOLDINGS (continued)

GAIN ON DISPOSAL OF EQUITY-ACCOUNTED INVESTMENTS

Investment in PLM Premier, S.A.P.I. de C.V.

Aimia completed the divestiture of its investment in PLM on July 15, 2022. Based on the carrying value of PLM as of July 15, 2022, Aimia recognized a gain net of tax on divestiture of approximately $530.6 million in the three months ended September 30, 2022, including the reclassification to net earnings of $32.4 million of cumulative translation adjustments ("CTA") related to the PLM investment.

Refer to the *Q3 2022 Highlights* section for complete details on the PLM transaction.

Investment in BIGLIFE

On March 22, 2021, Aimia entered into a binding memorandum of understanding with Capital A to sell Aimia's investment in BIGLIFE in exchange for 85.9 million of new common shares of Capital A. On April 14, 2021, the parties entered into a share sale and purchase agreement under the same terms. This agreement was subject to Capital A shareholders approval as well as approval from Bursa Malaysia Securities Berhad (“Bursa Securities”) on the listing of and quotation for the shares on the Main Market of Bursa Securities. With both conditions fulfilled, the sale of Aimia's investment in BIGLIFE closed on June 28, 2021.

The fair value of the Capital A common shares received on that date was $22.3 million (MYR75.1 million), resulting in a gain on disposal of equity-accounted investment of $6.9 million in the second quarter of 2021.

INTEREST, DIVIDEND AND OTHER INVESTMENT INCOME

Interest, dividend and other investment income for the three and nine months ended September 30, 2022 amounted to $1.7 million and $7.3 million, an increase of $1.4 million and $6.6 million, respectively.

The increase for the three and nine months ended September 30, 2022 is primarily due to interest income earned on the TRADE X and Kognitiv convertible notes. The increase for the nine months ended September 30, 2022 is also due to a $2.9 million distribution received from PLM. Prior to the reclassification of the investment in PLM to assets held for sale on February 8, 2022, the distributions received from PLM were recorded as a reduction of the carrying amount of the investment.

As a result of the PLM transaction, Aimia received significant cash proceeds. The Corporation has determined that, for its current financial year ending December 31, 2022, it was in its best interest to hold substantially all of these proceeds in non-interest-bearing instruments to avoid generating passive income and to ensure immediate liquidity to execute on its strategic plan of making long-term investments in public and private companies, on a global basis, through controlling or minority stakes.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

SEGMENTED OPERATING RESULTS - HOLDINGS (continued)

NET CHANGE IN FAIR VALUE OF INVESTMENTS

As of September 30, 2022, the value of Aimia's investments in marketable securities and other investments accounted for at fair value is detailed below:

(in millions of Canadian dollars)	Hierarchy	September 30, 2022	December 31, 2021
Investment in marketable securities			
Capital A			
Capital A - Common shares	Level 1	20.7	29.2
Capital A - RCUIDS	Level 1	8.3	9.0
Capital A - Warrants	Level 1	1.2	1.3
Cineplex	Level 1	6.4	9.6
Marketable securities - held through Precog Capital Partners, L.P. [(a)]	Level 1	15.9	28.4
Total		**52.5**	77.5
Investment in private companies and other financial instruments			
Clear Media Limited	Level 3	62.3	68.3
TRADE X			
TRADE X - Preferred shares	Level 3	47.9	44.6
TRADE X - Convertible Note	Level 3	37.4	32.0
Kognitiv - Convertible Notes	Level 3	9.8	—
Special purpose vehicles	Level 2	19.7	21.7
Investment funds	Level 2	4.5	5.3
Total		**181.6**	171.9

(a) Included in Precog's portfolio of equity instruments is an investment of $0.9 million in Cineplex.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

SEGMENTED OPERATING RESULTS - HOLDINGS (continued)

The net change in fair value of investments for the three and nine months ended September 30, 2022 and 2021 is detailed below. A discussion follows on the main events and movements that occurred during these periods.

		Three Months Ended September 30,		Nine Months Ended September 30,	
(in millions of Canadian dollars)	Hierarchy	2022	2021	2022	2021
Realized fair value gain (loss)					
JCDecaux	Level 1	**—**	—	**—**	6.9
Capital A - Common shares	Level 1	**—**	—	**(0.6)**	—
Marketable securities - held through Precog Capital Partners, L.P.	Level 1	**(1.0)**	0.3	**(1.3)**	0.3
Net change in unrealized fair value					
JCDecaux	Level 1	**—**	—	**—**	(3.6)
Newmark Group	Level 1	**—**	3.3	**—**	9.0
Clear Media	Level 3	**3.5**	1.4	**(6.0)**	(0.6)
Capital A					
Capital A - Common shares	Level 1	**1.0**	6.3	**(5.8)**	6.9
Capital A - RCUIDS	Level 1	**0.4**	—	**(0.7)**	—
Capital A - Warrants	Level 1	**0.1**	—	**(0.1)**	—
TRADE X					
TRADE X - Preferred shares	Level 3	**2.7**	0.6	**3.4**	0.6
TRADE X - Convertible Note	Level 3	**2.0**	—	**3.5**	—
Cineplex	Level 1	**(1.2)**	(1.2)	**(3.2)**	1.0
Kognitiv - Convertible Notes	Level 3	**—**	—	**(1.0)**	—
Marketable securities - held through Precog Capital Partners, L.P.	Level 1	**(0.6)**	(3.4)	**(13.0)**	(4.8)
Special purpose vehicle	Level 2	**0.8**	0.4	**(3.5)**	1.5
Investment funds	Level 2	**0.1**	0.2	**(1.0)**	0.2
Net change in fair value of investments		**7.8**	7.9	**(29.3)**	17.4

Investment in Clear Media

As of September 30, 2022, the fair value of the indirect investment in Clear Media Limited has been estimated at $62.3 million. Aimia recognized an unrealized fair value gain of $3.5 million and an unrealized fair value loss of $6.0 million during the three and nine months ended September 30, 2022, respectively, with the year-to-date unrealized fair value loss mainly due to the impacts of COVID-19 related lockdowns in China on demand for outdoor advertising, which have caused delays in the execution of Clear Media's business plan, offset in part by the strengthening of the Hong-Kong dollar versus the Canadian dollar. Refer to *Q3 2022 Highlights* for additional details on COVID-19 impacts. Aimia sees this as a temporary adjustment to the fair value until COVID-19 restrictions are lifted in China.

On November 5, 2021, Clear Media Limited declared a dividend to Ever Harmonic payable in two installments of 50% each in November 2021 and May 2022. The dividend received by Ever Harmonic has been used to repay the external financing, creating Forward Elite Payables in the amount of $1.3 million owed to Aimia as of September 30, 2022

SEGMENTED OPERATING RESULTS - HOLDINGS (continued)

which is included in other non-current assets in the statement of financial position. Of this amount, $0.2 million and $0.6 million were recorded in other investment income in the statement of operations during the three and nine months ended September 30, 2022, respectively.

Refer to *Note 3* of the accompanying condensed interim consolidated financial statements of Aimia for the three and nine months ended September 30, 2022 for more details on the structure of the Clear Media Limited investment since the privatization of the company and section *Critical Accounting Estimates* of this MD&A for additional details on the main assumptions used in the fair value calculation.

Investments in TRADE X

Preferred shares

On July 27, 2021, Aimia invested $44.0 million (US$35.0 million) in convertible preferred shares series A of TRADE X, a global B2B cross-border automotive trading platform using a proprietary data and analytics technology. On August 11, 2021, an additional US$10.0 million of convertible preferred shares series A were issued by TRADE X to other strategic investors in a subsequent closing to achieve its target round size of US$45.0 million. Since Aimia's initial investment, TRADE X pursued its growth strategy both organically through the development of new international trade corridors and through the acquisition of two Canadian companies, including Techlantic Ltd., an Ontario-based automotive trading, redistribution, and financing company.

As of September 30, 2022, the fair value of the preferred shares has been estimated at $47.9 million (US$35.0 million) and the Corporation recorded unrealized fair value gains of $2.7 million and $3.4 million during the three and nine months ended September 30, 2022, respectively, for this investment due to the strengthening of the US dollar versus the Canadian dollar.

Convertible Note

In December 2021, Aimia invested $31.6 million (US$25.0 million) in a convertible note of TRADE X. The note has an 8% interest bearing rate and, unless converted as a result of a qualified financing, will mature 12 months after the closing date. At maturity, Aimia will have the option to convert the note and accrued interest into TRADE X preferred shares using the original issue price, which is based on the preferred shares series A financing round mentioned above, or have the notes and accrued interests paid in full.

In the event a qualified financing occurs, the notes will automatically convert into the same equity instruments than such qualified financing at the lesser of (i) 25% discount over the qualified financing price per share; and (ii) price per share based on a certain pre-money valuation cap.

As of September 30, 2022, the fair value of the investment has been estimated at $37.4 million (US$27.3 million). The Corporation has accrued interest of $0.6 million and $1.9 million, as well as recorded unrealized net fair value gains of $2.0 million and $3.5 million during the three and nine months ended September 30, 2022, respectively, for this investment based on the assumptions listed in section *Critical Accounting Estimates* and the strengthening of the US dollar versus the Canadian dollar.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

SEGMENTED OPERATING RESULTS - HOLDINGS (continued)

Investments in Capital A Berhad

Common shares

In the year ended December 31, 2021, the Corporation participated in the second tranche of a private placement of new ordinary shares in Capital A Berhad (formerly known as AirAsia Group Berhad, "Capital A"). Aimia subscribed for 35.6 million of new common shares for an amount of $9.4 million (MYR30.8 million). Aimia also entered into a binding memorandum of understanding with Capital A to sell Aimia's investment in BIGLIFE in exchange for 85.9 million of new common shares of Capital A. On April 14, 2021, the parties entered into a share sale and purchase agreement under the same terms. This agreement was subject to Capital A shareholders approval as well as approval from Bursa Malaysia Securities Berhad (“Bursa Securities”) on the listing of and quotation for the shares on the Main Market of Bursa Securities. With both conditions fulfilled, the sale of Aimia's investment in BIGLIFE closed on June 28, 2021.

During the nine months ended September 30, 2022, the Corporation sold 10,355,900 common shares of Capital A for total proceeds of $2.1 million (MYR 7.2 million). The disposal of Capital A shares resulted in a realized loss of $0.6 million during the nine months ended September 30, 2022.

As of September 30, 2022, the fair value of the total investment remaining in common shares of Capital A was $20.7 million and Aimia recognized an unrealized fair value gain of $1.0 million and an unrealized fair value loss of $5.8 million during the three and nine months ended September 30, 2022, respectively. Unrealized fair value gains of $6.3 million and $6.9 million were recognized during the three and nine months ended September 30, 2021, respectively, for this investment.

RCUIDS and Warrants

In the twelve months ended December 31, 2021, Capital A announced to its shareholders the issuance of renounceable rights for 7-year redeemable convertible unsecured Islamic debt securities ("RCUIDS") with a nominal value of MYR0.75 each, on the basis of two RCUIDS with one Warrant for every six Capital A Shares held by entitled shareholders.

As an entitled shareholder, Aimia was allotted 40.5 million RCUIDS and 20.2 million warrants, which were subscribed for by the Corporation for $9.3 million (MYR 30.4 million). The rights issue was completed on December 31, 2021, with the listing and quotation of the RCUIDS and warrants on the main market of Bursa Securities. As of September 30, 2022, the fair values of the RCUIDS and warrants were $8.3 million and $1.2 million, respectively, and Aimia recognized an unrealized fair value gain of $0.4 million and an unrealized fair value loss of $0.7 million for the RCUIDS and an unrealized fair value gain of $0.1 million and an unrealized fair value loss of $0.1 million for the warrants, during the three and nine months ended September 30, 2022. Aimia also recorded dividend income of $0.1 million and $0.5 million related to the RCUIDS during the three and nine months ended September 30, 2022.

Practice Note 17 ("PN 17")

As announced by Capital A in January 2022, Capital A continued to trigger the prescribed criteria pursuant to Paragraph 8.04 and Paragraphs 2.1(a) and 2.1(e) of PN17 of the Main Listing Requirements of Bursa Malaysia Securities Berhad. The company triggered the prescribed criteria given that (i) its December 31, 2020 audited

SEGMENTED OPERATING RESULTS - HOLDINGS (continued)

financial statements included a unqualified audit opinion with material uncertainty relating to going concern from its external auditors, and (ii) Capital A's shareholders' equity on a consolidated basis was 25% or less of its share capital and such equity is less than MYR40.0 million based on the audited financial statements for the year ended December 31, 2020.

In the event Capital A fails to comply with any part of its obligations to regularize its condition within the timeframes permitted by Bursa Securities, Bursa Securities shall (i) suspend the trading of the company's listed securities on the 6th market day after the date of notification of suspension by Bursa Securities; and (ii) de-list the company subject to the company's right to appeal against the de-listing which appeal by the company must be submitted to Bursa Securities within 5 market days from the date of notification of de-listing by Bursa Securities.

This situation has created increased volatility in the share price of Capital A in 2022. As of this date, Capital A is in the midst of formulating a regularization plan to address its financial condition. The regularization plan is not expected to result in a significant change in the business direction or policy of the Company. Aimia is closely monitoring the developments.

Investment in convertible notes of Kognitiv

In January 2022, Aimia invested an amount of $10.0 million in convertible notes of Kognitiv. The notes have a 12% interest bearing rate (paid-in-kind) and, unless converted as a result of a qualified financing, will mature 18 months after the closing date. Unless the notes have been repaid before or on the maturity date, at the option of Aimia, the principal and accrued interest under the note may be:

i. subject to the approval of other senior secured lenders, repaid in cash, in which case Aimia will also be issued a warrant to acquire 5 common shares of the Company at the then fair market value for each $1,000 of principal amount of notes outstanding, which warrant shall be exercisable for a period of five years from the date of issuance; or

ii. converted into an aggregate number of the shares of the most senior ranking share capital of the Kognitiv then outstanding (such class or series, the "Senior Shares") at a discount to the fair market value of such Senior Shares.

In the event the approval of other senior secured lenders is not obtained in i) above (and the notes are not converted in accordance with ii) above), the notes shall remain outstanding and the interest rate of the outstanding notes shall be increased by 5% from the maturity date until such repayment is completed.

In the event a qualified financing occurs, Aimia has the option to convert the notes into the same series of securities at a 20% discount to the price at which equity is offered in Kognitiv's qualified financing round.

As of September 30, 2022, the fair value of the investment has been estimated at $9.8 million. The Corporation has accrued interest of $0.3 million and $0.8 million as well as recorded unrealized fair value losses of nil and $1.0 million during the three and nine months ended September 30, 2022, respectively, for this investment based on the assumptions listed in section *Critical Accounting Estimates* section.

SEGMENTED OPERATING RESULTS - HOLDINGS (continued)

Investments in equity instruments of JCDecaux

During the year ended December 31, 2020, the Corporation purchased 481,164 common shares of JCDecaux (DEC.PA), for a total of $10.5 million (€6.8 million). In 2021, the Corporation disposed of all of its JCDecaux common shares for proceeds of $17.4 million (€11.8 million), resulting in a $6.9 million overall realized gain on the investment in the second quarter of 2021. The fair value of the investment in equity instruments of JCDecaux was based on the quoted market value for its publicly traded equity securities.

Investments in equity instruments of Newmark Group

The Corporation purchased 500,000 common shares of Newmark Group (NMRK) in the year ended December 31, 2020 as well as an additional 491,700 common shares in the three months ended March 31, 2021 for a total of $9.1 million (US$7.1 million). In the fourth quarter of 2021, Aimia sold all of its investment in Newmark Group and received total proceeds of $18.7 million (US$15.1 million), resulting in an overall realized gain of $9.7 million (US$8.0 million) on the investment. The fair value of the investment in equity instruments of Newmark Group was based on the quoted market value for its publicly traded equity securities. During the three and nine months ended September 30, 2021, Aimia recognized unrealized fair value gains of $3.3 million and $9.0 million, respectively, for this investment.

Investment in Precog Capital Partners L.P.

On June 1, 2021, the Corporation invested $25.0 million in Precog Capital Partners L.P., an investment fund whose general partner is MIM, a wholly-owned subsidiary of the Corporation. As a result of this investment, Aimia concluded it had control over the investment fund per the definition of IFRS 10 and therefore consolidates the fund. Aimia recognized realized fair value losses of $1.0 million and $1.3 million during the three and nine months ended September 30, 2022, respectively, as well as unrealized fair value losses of $0.6 million and $13.0 million during the three and nine months ended September 30, 2022, respectively, in regards to the equity instruments held through Precog.

Investment in a Special Purpose Vehicle

Special Purpose Vehicle 1

Starting in 2020, the Corporation invested into a special purpose vehicle created to pursue a leveraged buyout of a target company. Aimia has the option to purchase up to a total of 25% of the potential acquired company in the event the leveraged buyout is consummated. Aimia recognized an unrealized fair value gain of $0.5 million and an unrealized fair value loss of $2.5 million during the three and nine months ended September 30, 2022, respectively. Unrealized fair value gains of $0.4 million and $1.5 million were recognized during the three and nine months ended September 30, 2021, respectively, for this investment.

Special Purpose Vehicle 2

On November 9, 2021, Aimia invested $12.4 million (US$10.0 million) in a second special purpose vehicle which was created also to pursue a leverage buyout strategy. Aimia recognized an unrealized fair value gain of $0.3 million and an unrealized fair value loss of $1.0 million during the three and nine months ended September 30, 2022, respectively, for this investment.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

SEGMENTED OPERATING RESULTS - HOLDINGS (continued)

EXPENSES

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in millions of Canadian dollars)	2022	2021	2022	2021
Compensation and benefits	**3.2**	1.6	**6.5**	10.0
Professional, advisory and service fees	**0.9**	1.2	**2.8**	3.2
Insurance, technology and other office expenses	**0.8**	0.7	**2.3**	2.5
Expenses before the following:	***4.9***	*3.5*	***11.6***	*15.7*
Fair value (gain) loss on contingent consideration	**(0.9)**	(0.4)	**(1.2)**	0.3
Other financial (income) expense, net	**0.1**	(0.4)	**—**	(0.4)
Impairment charge	**11.4**	—	**11.4**	—
Total Expenses	**15.5**	2.7	**21.8**	15.6
Included in compensation and benefits expense:				
Share-based compensation and other performance awards	**(2.5)**	(0.2)	**(3.7)**	4.5

Quarter ended September 30, 2022 compared to quarter ended September 30, 2021

Total expenses for the three months ended September 30, 2022 amounted to $15.5 million, an increase of $12.8 million compared to the three months ended September 30, 2021.

Expenses from compensation and benefits, professional, advisory and service fees, as well as insurance, technology and other office expenses amounted to $4.9 million for the three months ended September 30, 2022, an increase of $1.4 million compared to the same quarter in the prior year. The variance is mainly due to a $4.0 million provision recognized in the current period in relation to a litigation with a former executive (refer to the section *Contingent liabilities and guarantees* for additional details). This was offset in part by a decrease of $2.3 million of share-based compensation resulting from a larger decrease in the Corporation's price per common shares in the three months ended September 30, 2022 compared to the same quarter last year, as well as lower vesting expense of the DSUs due in part to a lower quantity of outstanding DSUs subject to vesting conditions. Excluding share-based compensation and the litigation provision, the expenses from compensation and benefits, professional, advisory and service fees, as well as insurance, technology and other office expenses decreased by $0.3 million.

The total expenses for the three months ended September 30, 2022 also include a $11.4 million goodwill impairment charge recorded as of result of Aimia's Holdings CGU being mostly composed either of assets for which the carrying amounts are equal to their fair values or financial instruments measured at fair value following the PLM transaction.

Nine months ended September 30, 2022 compared to nine months ended September 30, 2021

Total expenses for the nine months ended September 30, 2022 amounted to $21.8 million, an increase of $6.2 million compared to the nine months ended September 30, 2021.

Expenses from compensation and benefits, professional, advisory and service fees, as well as insurance, technology and other office expenses amounted to $11.6 million for the nine months ended September 30, 2022, a decrease of $4.1 million compared to the nine months ended September 30, 2021. This is mainly due to a decrease of $3.5 million

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

SEGMENTED OPERATING RESULTS - HOLDINGS (continued)

in compensation and benefits driven by a decrease of $8.2 million of share-based compensation and other performance awards mainly due to a decrease in the Corporation share price in the nine months ended September 30, 2022 compared to an increase in the Corporation share price in the nine months ended September 30, 2021. The decrease in share-based compensation is also due to the derecognition of $1.9 million of the accrued liability related to unvested DSUs previously granted to an executive of the Corporation in connection with a change in role effective in the first quarter of 2022, as well as lower vesting expense of the DSUs due in part to a lower quantity of outstanding DSUs subject to vesting conditions. This was offset in part by a $4.0 million provision recognized in the current period in relation to a litigation with a former executive (refer to the section *Contingent liabilities and guarantees* for additional details). Excluding share-based compensation and the litigation provision, the compensation and benefits increased by $0.7 million, mainly due to a non-recurring payment of $0.7 million to an executive of the Corporation related to the change of role noted above.

The fair value (gain) loss on contingent consideration had a favorable variance of $1.5 million mainly due to a decrease in the Corporation share price in the nine months ended September 30, 2022 compared to an increase in the Corporation share price in the nine months ended September 30, 2021.

The total expenses for the nine months ended September 30, 2022 also include a $11.4 million goodwill impairment charge recorded as of result of Aimia's Holdings CGU being mostly composed either of assets for which the carrying amounts are equal to their fair values or financial instruments measured at fair value following the PLM transaction.

SEGMENTED OPERATING RESULTS (continued)

INVESTMENT MANAGEMENT

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in millions of Canadian dollars)	2022	2021	2022	2021
Revenue from investment management fees	**0.4**	0.7	**1.5**	2.1
Total Income	**0.4**	0.7	**1.5**	2.1
Compensation and benefits	**0.5**	0.4	**1.5**	1.4
Professional, advisory and service fees	**—**	0.1	**0.3**	0.2
Insurance, technology and other office expenses	**—**	0.1	**0.1**	0.2
Expenses before the following:	**0.5**	0.6	**1.9**	1.8
Depreciation and amortization [(a)]	**—**	—	**0.1**	0.6
Total Expenses	**0.5**	0.6	**2.0**	2.4
Earning (loss) before income taxes	**(0.1)**	0.1	**(0.5)**	(0.3)

(a) Depreciation and amortization on customer relationships intangible assets.

Revenue from investment management fees for the three and nine months ended September 30, 2022 amounted to $0.4 million and $1.5 million, a decrease of $0.3 million and $0.6 million, respectively. Revenue from investment management fees for the nine months ended September 30, 2021 includes a $0.3 million of one-time revenue.

Total expenses for the three and nine months ended September 30, 2022 amounted to $0.5 million and $2.0 million, respectively, compared to $0.6 million and $2.4 million for the three and nine months ended September 30, 2021.

As of September 30, 2022, MIM had $125.6 million (US$91.7 million) of assets under management, including $15.0 million related to Precog Capital Partners L.P. which is consolidated in the results of the company. This represents a 10.4% decrease (in US dollars) from the assets under management as of June 30, 2022, mainly due to negative performance of its concentrated and value-oriented investment strategy, offset in part by new investments from clients.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

SUMMARY OF QUARTERLY RESULTS

This section includes selected sequential quarterly data for the eight quarters ended September 30, 2022.

	2022			2021				2020
(in millions of Canadian dollars, except per share amounts)	Q3	Q2	Q1	Q4	Q3	Q2	Q1	Q4
Total Income	**533.9** (d)(f)(g)	(32.0) (d)(f)	(14.3) (d)(f)	(5.8) (d)	7.0 (d)	9.7 (d)(e)	1.7 (d)	10.2 (d)
Expenses	**15.9** (h)	3.5	4.1	7.7	3.1	5.9	8.8	5.9
Earnings (loss) before tax from continuing operations	**518.7**	(33.8)	(17.6)	(13.8)	4.7	4.1	(7.1)	4.3
Net earnings (loss) attributable to equity holders of the Corporation	**517.5**	(35.2)	(18.9)	(14.6)	3.5	3.1	(8.4)	1.9 (c)
Continuing operations	**517.5**	(35.2)	(18.9)	(15.1)	3.5	2.9	(8.4)	3.0
Basic earnings (loss) per common share [a]	**5.93**	(0.42)	(0.24)	(0.19)	—	—	(0.13)	(0.01) (c)
Continuing operations [a]	**5.93**	(0.42)	(0.24)	(0.20)	—	—	(0.13)	—
Diluted earnings (loss) per common share [a]	**5.89**	(0.42)	(0.24)	(0.19)	—	—	(0.13)	(0.01) (c)
Continuing operations [a]	**5.89**	(0.42)	(0.24)	(0.20)	—	—	(0.13)	—
Distribution from equity-accounted investments - continuing operations	— (f)	— (f)	— (f)	5.0	6.3	5.3	9.8	— (b)

(a) After deducting cumulative preferred shares dividends (whether declared or not) for the period and after adding the excess of preferred shares' assigned value over consideration paid for the repurchase, if any.

(b) As a result of COVID-19 impacts, PLM temporarily halted distributions payments in the second half of 2020.

(c) Includes the impact of the loss of $1.8 million related to the loss of control of the Loyalty Solutions business and related assets during the three months ended December 31, 2020.

(d) Includes net change in fair value of investments of $7.8 million for the three months ended September 30, 2022, $(25.0) millions for the three months ended June 30, 2022, $(12.1) million for the three months ended March 31, 2022, $(5.5) million for the three months ended December 31, 2021, $7.9 million for the three months ended September 30, 2021, $4.1 million for the three months ended June 30, 2021, $5.4 million for the three months ended March 31, 2021 and $6.4 million for the three months ended December 31, 2020.

(e) Total Income for the three months ended June 30, 2021, includes a gain of $6.9 million on the disposal of the BIGLIFE equity-accounted investment.

(f) During the three months ended March 31, 2022, Aimia received distributions from PLM of $2.9 million (US$2.3 million). These distributions were received when the investment was classified as an asset held for sale and, therefore, have been recorded in "Interest, dividend and other investment income" in the consolidated statement of operations and are presented under the caption "Total Income" in the table above. Prior to the classification of the investment in PLM as an asset held for sale, the distributions received from PLM were recorded as a reduction of the carrying amount of the investment and presented under the caption "Distribution from equity-accounted investments" in the table above. Aimia did not receive any distribution from PLM in the three months ended September 30, 2022 and June 30, 2022.

(g) Total Income for the three months ended September 30, 2022, includes a gain of $530.6 million on the divestiture of the PLM equity-accounted investment.

(h) Expenses for the three months ended September 30, 2022, includes a goodwill impairment charge of $11.4 million related to Aimia's Holdings CGU.

LIQUIDITY AND CAPITAL RESOURCES

The following table provides an overview of Aimia's cash flows for the periods indicated:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in millions of Canadian dollars)	2022	2021	2022	2021[(a)]
Cash and cash equivalents, beginning of period	**10.2**	120.8	**34.8**	146.1
Cash from (used in) operating activities	(4.2)	(1.0)	(11.7)	0.2
Cash from (used in) investing activities	536.0	(46.5)	528.1	(65.6)
Cash used in financing activities	(35.2)	(3.1)	(44.2)	(9.5)
Translation adjustment related to cash	14.2	—	14.0	(1.0)
Cash and cash equivalents, end of period	**521.0**	70.2	**521.0**	70.2

(a) Certain comparative figures in the consolidated statement of cash flows have been reclassified to conform to the presentation in Aimia's audited annual consolidated financial statements for the year ended December 31, 2021.

OPERATING ACTIVITIES

Cash from (used in) operating activities is mainly generated from distributions received from equity-accounted investments, proceeds of marketable securities held for trading, revenues from investment management activities as well as interest, dividend and other investment income, and is reduced by operating expenses, purchases of marketable securities held for trading as well as income taxes paid.

Cash flows from (used in) operating activities amounted to $(4.2) million for the three months ended September 30, 2022, compared to $(1.0) million for the three months ended September 30, 2021. The unfavourable variance of $3.2 million is primarily due to:

- lower distributions received from PLM of $6.3 million;
- a reduction of $2.7 million in proceeds from the disposal of marketable securities held for trading through Precog;
- higher cash taxes paid of $0.6 million; offset in part by
- a decrease of $4.1 million in purchases of marketable securities held for trading through Precog; and
- a $2.0 million favourable variance in the change in net operating assets and other.

Cash flows from (used in) operating activities amounted to $(11.7) million for the nine months ended September 30, 2022, compared to $0.2 million for the nine months ended September 30, 2021. The unfavourable variance of $11.9 million is primarily due to:

- lower distributions received from PLM of $18.5 million;
- a reduction of $14.5 million in proceeds from the disposal of marketable securities held for trading, explained by the $17.4 million proceeds received from the disposal of common shares of JCDecaux in 2021 which was offset in part by an increase of $2.9 million proceeds from the disposal of investments held through Precog;

LIQUIDITY AND CAPITAL RESOURCES (continued)

- higher cash taxes paid of $2.4 million;
- a $1.5 million unfavourable variance in the change in net operating assets and other; offset in part by
- a decrease of $25.5 million in purchases of marketable securities held for trading, due mostly to a reduction in investments purchased through Precog of $21.1 million, which had larger investments made in June 2021 following the Corporation's initial investment in the fund, and the purchase of additional common shares of Newmark Group (NMRK) for an amount of $4.4 million in 2021.

INVESTING ACTIVITIES

Cash from (used in) investing activities for the three months ended September 30, 2022 amounted to $536.0 million and included the following:

- $537.3 million net cash proceeds from the divestiture of Aimia's 48.9% investment in PLM; offset in part by
- $1.3 million loan granted to a related party.

Cash from (used in) investing activities for the nine months ended September 30, 2022 amounted to $528.1 million and included the additional following items which occurred during the six months ended June 30, 2022:

- $10.0 million invested in convertible notes of Kognitiv;
- $2.1 million proceeds from the disposal of 10,355,900 Capital A common shares.

Cash from (used in) investing activities for the three months ended September 30, 2021 amounted to $(46.5) million and included the following:

- $44.0 million investment in preferred shares of TRADE X; and
- $2.5 million invested in an investment fund.

Cash from (used in) investing activities for the nine months ended September 30, 2021 amounted to $(65.6) million and included the additional following items which occurred during the six months ended June 30, 2021:

- $9.4 million invested to purchase 35.6 million Capital A common shares;
- $8.3 million invested to purchase Cineplex common shares;
- $3.2 million invested to complete the funding of the company’s initial investment commitment of $6.4 million in a special purpose vehicle created to pursue a leveraged buyout of a target company;
- $2.5 million invested in an investment fund; offset in part by
- $4.3 million received for the closing working capital adjustment of the Kognitiv transaction.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

LIQUIDITY AND CAPITAL RESOURCES (continued)

FINANCING ACTIVITIES

Cash used in financing activities for the three and nine months ended September 30, 2022 reflect the payment of $3.1 million and $9.5 million, respectively, related to preferred shares dividends, as well as payments of $32.1 million and $34.7 million, respectively, for the repurchase of common shares through the normal course issuer bid.

Cash used in financing activities for the three and nine months ended September 30, 2021 reflect the payment of $3.1 million and $9.5 million, respectively, related to preferred shares dividends.

LIQUIDITY

The following table presents an overview of Aimia's liquidity as of September 30, 2022.

As at	September 30,
(in millions of Canadian dollars)	2022
Cash and cash equivalents, excluding cash held through Precog	521.0
Investments directly held in marketable securities:	
Capital A - Common shares	20.7
Capital A - RCUIDS	8.3
Capital A - Warrants	1.2
Cineplex	6.4
Liquidity position	**557.6**

Excluding any investing activities, Aimia anticipates having an annualized cash expenses of $14.0 to $15.0 million going forward. In addition, Aimia has cash requirements for preferred shares dividends, if and when declared and paid, and associated Part VI.1 tax. These cash requirements will be comfortably met from the Corporation’s source of capital listed above.

The amount held in cash, cash equivalents and investments, as well as the types of securities in which it may be invested, are based on policies established by the Board of Directors, which are reviewed periodically.

CONTINGENT LIABILITIES AND GUARANTEES

Guarantees and indemnifications

Aimia has agreed to indemnify its directors and officers, and the directors and officers of its subsidiaries, to the extent permitted under corporate law, against costs and damages incurred as a result of lawsuits or any other judicial, administrative or investigative proceeding in which said directors or officers are sued as a result of their services. The directors and officers are covered by directors' and officers' liability insurance.

In limited circumstances, Aimia may provide guarantees and/or indemnifications to third parties to support the performance obligations of its subsidiaries under commercial contracts or in regards to representations and warranties made by Aimia when Aimia disposed of businesses and other assets. No amount has been recorded in these financial statements with respect to the indemnification and guarantee agreements.

Aeroplan transaction

On January 10, 2019, Aimia completed the sale of Aeroplan Inc. (formerly known as Aimia Canada Inc.), the owner and operator of the Aeroplan loyalty program, to Air Canada, pursuant to the share purchase agreement entered into (the "SPA").

The SPA provides that, as of and after the closing date, each of Aimia and Air Canada shall indemnify one another, as well as certain affiliates and their respective representatives, for losses suffered as a result of or arising in connection with any inaccuracy, misrepresentation or breach of any representation or warranty made or given in the agreement or any certificate delivered pursuant thereto and any failure to observe, fulfill or perform any covenant or obligation in the agreement. With respect to those general indemnification clauses, Aimia has no obligation to indemnify Air Canada unless and until the aggregate amount of the losses incurred exceeds $2.25 million, in which case all losses above $2.25 million are indemnifiable. Aimia's liability for such indemnity claims shall not exceed $55.0 million in all cases except with respect to (i) Aimia's fundamental representations, where its liability shall not exceed the purchase price (ii) tax claims for pre-closing tax periods, where Aimia's liability is uncapped, and (iii) non-compliance with antispam laws, consumer protection laws, privacy laws or other laws pertaining to the security and protection of personal information, where Aimia's liability is uncapped.

In addition to the foregoing, Aimia has agreed to indemnify Air Canada for income tax payments that may arise after the closing date relating to pre-closing tax periods for Aeroplan Inc. This included the income tax audit conducted by the CRA regarding certain Aeroplan income tax matters dating back to 2013 (the "2013 CRA audit"). In regards to the tax payment indemnification clause described above, $100.0 million of the purchase proceeds were deposited in a separate interest-bearing account jointly controlled by Aimia and Air Canada pending the conclusion of the 2013 CRA audit.

Since the transaction close, Aimia received notices of reassessment from the CRA and Revenu Québec for the 2012 through 2017 taxation years and notices of assessment for the 2018 and 2019 taxation years. Aimia has funded the amounts due upon receipt of the assessments from the restricted cash account. The remaining restricted cash account balance of $66.9 million was released to Aimia in July 2020 in accordance with the terms of the SPA between Aimia and Air Canada.

CONTINGENT LIABILITIES AND GUARANTEES (continued)

Aimia, in conjunction with Aeroplan Inc., has initiated the process to vigorously contest these matters. Based on external advice it has received, the Corporation believes that it is more likely than not that Aeroplan Inc. will prevail in the recourse procedures available to taxpayers in these situations, which could eventually lead to a court contestation. Based on this assessment, Aimia did not record any income tax expenses related to discontinued operations in its financial statements and presents the amount funded in other non-current assets. Should Aeroplan Inc. be successful in its recourse procedures, the $32.9 million remitted to the CRA and Revenu Québec from the original $100.0 million restricted cash account would be returned to Aimia.

PLM Transaction

Refer to the *Q3 2022 Highlights* section for a description of the indemnification clauses related to the divestiture of PLM.

Class actions

Class actions seeking reimbursement of fuel surcharges, airport improvement fees and passenger charges

Following the completion of the sale of the Aeroplan Program and related assets on January 10, 2019, Aimia will bear 50% of the liability and costs, if any, associated with these class action proceedings against Aeroplan, up to a cap of $25.0 million for Aimia, after which Air Canada is solely responsible.

Management believes that Aeroplan Inc. has a strong defense to these class actions and believes that it is more likely than not that its position will ultimately be sustained; therefore, no amount was recorded in the Corporation's consolidated financial statements as at September 30, 2022 and December 31, 2021.

Other claims and litigation

Claim from a former executive

On November 12, 2020, a former executive of the Corporation filed a statement of claim with the Ontario Superior Court against Aimia seeking, among other remedies, an aggregate of at least $9.0 million in compensatory and punitive damages for breach of contract and wrongful dismissal. Aimia has filed a statement of defense and counterclaim in January 2021. The counterclaim against the plaintiff seeks damages on the basis of the plaintiff's breach of his employment contract. The parties have exchanged productions and conducted examinations for discovery. As of September 30, 2022, the Corporation has recorded a provision of $4.0 million for this claim. The provision has been classified in Compensation and benefits in the consolidated statements of operations and in Other non-current liabilities in the consolidated statements of financial position.

The Corporation is actively contesting this claim.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

CAPITAL STOCK

At September 30, 2022, Aimia had 84,617,605 common shares, 5,083,140 Series 1 Preferred Shares and 4,355,263 Series 3 Preferred Shares issued and outstanding for an aggregate amount of $235.5 million. In addition, there were 75,142 stock options issued and outstanding under the Aimia Long-Term Incentive Plan.

COMMON SHARES

Normal course issuer bid

On June 17, 2021, the Corporation announced it had received approval from the Toronto Stock Exchange to purchase up to 7,349,638 of its issued and outstanding common shares under a normal course issuer bid ("NCIB") during the period from June 21, 2021 to no later than June 20, 2022 (the "2021-2022 NCIB"). During the nine months ended September 30, 2022, Aimia repurchased, under the 2021-2022 NCIB, 543,276 common shares for a total consideration of $2.6 million. Share capital was reduced by a negligible amount and the remaining $2.6 million was accounted for as a reduction of contributed surplus.

On June 17, 2022, the Corporation announced it had received approval from the Toronto Stock Exchange to purchase up to 7,780,322 of its issued and outstanding common shares under a normal course issuer bid during the period from June 21, 2022 to no later than June 20, 2023 (the "2022-2023 NCIB"). During the three and nine months ended September 30, 2022, Aimia repurchased, under the 2022-2023 NCIB, 7,327,331 common shares for a total consideration of $32.3 million, of which $32.1 million was paid during the period and $0.2 million was recorded in accounts payable and accrued liabilities at September 30, 2022. Share capital was reduced by $0.4 million and the remaining $31.9 million was accounted for as a reduction of contributed surplus. Subsequent to September 30, 2022, Aimia repurchased 384,300 common shares for a total consideration of $1.4 million.

ESCROW SHARES AND CONTINGENT SHARES

On June 19, 2020, Aimia announced the closing of the acquisition of all outstanding shares of Mittleman Brothers LLC, a related party to the Corporation and the parent company of Mittleman Investment Management, LLC, an SEC-registered adviser that provides discretionary portfolio management to institutional investors and high-net-worth individuals.

The fair value of the total consideration has been estimated at $16.4 million and includes of $14.4 million related to the business acquisition and $2.0 million of deferred compensation. The total consideration consisted of $6.3 million (US$4.6 million) in cash paid at closing and up to approximately 4.2 million common shares of the Corporation. The consideration in common shares included 1.5 million common shares that were issued as initial consideration and up to 2.7 million common shares that will be issued to the sellers subject to achievement of certain earn-out and performance related targets. Of those 2.7 million common shares, 1.6 million are subject to forfeiture and/or clawback clauses, and have already been issued and deposited in escrow (the "escrow shares"). The remaining 1.1 million common shares will be issued upon achieving the performance related targets (the "contingent shares").

The performance related targets include a significant increase in MIM's assets under management or Aimia's share price trading at a weighted average of $6.00/share or higher over a consecutive 20 day trading period, in each case, prior to the fourth anniversary of the closing of the transaction.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

DIVIDENDS

Quarterly dividends declared to preferred shareholders of Aimia during the three and nine months ended September 30, 2022 and 2021 were as follows:

Three months ended	2022		2021	
(in millions of Canadian dollars, except per share information)	Amount	Per preferred share	Amount	Per preferred share
Series 1				
March 31,	1.5	0.300125	1.5	0.300125
June 30,	1.6	0.300125	1.6	0.300125
September 30,	1.5	0.300125	1.5	0.300125
Total	**4.6**	**0.900375**	4.6	0.900375
Series 3				
March 31,	1.7	0.375688	1.7	0.375688
June 30,	1.6	0.375688	1.6	0.375688
September 30,	1.6	0.375688	1.6	0.375688
Total	**4.9**	**1.127064**	4.9	1.127064
Total preferred dividends on Series 1 and Series 3	**9.5**		9.5	

Aimia is subject to Part VI.1 tax under the Income Tax Act (Canada) (the "ITA") at an imposed tax rate of 40% associated with dividends paid on its preferred shares. For the three and nine months ended September 30, 2022, the gross amount of Part VI.1 tax expense is $1.3 million and $3.8 million (2021: $1.3 million and $3.8 million), respectively. In prior years when Aimia paid dividends on its Preferred Shares, Aimia transferred all or part of its Part VI.1 tax liability to its related Canadian subsidiaries to offset the Part VI.1 tax by reducing the taxable income of its Canadian subsidiary and Part 1 tax liability. However, following the sale of Aeroplan and the Kognitiv transaction, Aimia and its related Canadian subsidiaries currently do not have sufficient Canadian taxable income to benefit from the Part VI.1 tax deduction to offset the Part 1 tax. Any unused Part VI.1 tax deduction are carried forward as non-capital losses under the rules specifically provided under the ITA.

During the nine months ended September 30, 2022 and 2021, the Corporation paid $3.8 million and $3.8 million of Part VI.1 tax, respectively.

On November 8, 2022, the Board of Directors of Aimia declared quarterly dividends of $0.300125 per Series 1 preferred share and $0.375688 per Series 3 preferred share, in each case payable on December 30, 2022, to shareholders of record on December 16, 2022.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

EARNINGS (LOSS) PER COMMON SHARE

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in millions of Canadian dollars, except share and per share information)	2022	2021	2022	2021
Net earnings (loss) attributable to equity holders of the Corporation	**517.5**	3.5	**463.4**	(1.8)
Deduct: Dividends declared on preferred shares related to the period	**(3.1)**	(3.1)	**(9.5)**	(9.5)
Net earnings (loss) attributable to common shareholders	**514.4**	0.4	**453.9**	(11.3)
Weighted average number of common shares - Basic [(a)]	**86,686,075**	90,922,527	**89,357,236**	90,922,527
Adjustments for calculation of diluted earnings per share:				
Stock options	**16,269**	—	**21,252**	—
Escrow shares	**674,290**	—	**674,290**	—
Weighted average number of common shares - Diluted	**87,376,634**	90,922,527	**90,052,778**	90,922,527
Basic earnings (loss) per common share	**$ 5.93**	$ —	**$ 5.08**	$ (0.12)
Continuing operations	**$ 5.93**	$ —	**$ 5.08**	$ (0.12)
Discontinued operations	**—**	—	**—**	—
Diluted earnings (loss) per common share	**5.89**	—	**5.04**	(0.12)
Continuing operations	**5.89**	—	**5.04**	(0.12)
Discontinued operations	**—**	—	**—**	—

(a) The weighted average number of basic common shares calculation excludes common shares issued and deposited in escrow as part of the MIM transaction as they are still subject to forfeitures as of September 30, 2022.

RELATED PARTIES TRANSACTIONS

LOAN TO A FORMER EXECUTIVE

Effective March 29, 2022, Mr. Christopher Mittleman ceased to be Chief Investment Officer of Aimia to serve solely as the Chief Investment Officer of Mittleman Investment Management, LLC, a wholly-owned subsidiary of Aimia. In connection therewith, on March 29, 2022, all unvested Deferred Share Units ("DSUs") held by Mr. Mittleman have been forfeited. The liability associated with these unvested DSUs has been derecognized during the quarter ended March 31, 2022. Additionally, on July 8, 2022, the Corporation entered into a secured promissory note agreement to lend Mr. Mittleman an amount of $1.3 million (US$1.0 million).

The secured promissory note bears interest at 7.5% annually and matures at the earlier of (1) July 8, 2027 or (2) the date upon which the vested DSUs granted to Mr. Mittleman are settled pursuant to the terms and conditions of the DSU plan. Interests are payable on a quarterly basis. The promissory note is secured by 300,000 common shares of the Corporation held by Mr. Mittleman. The secured promissory note is presented as part of Other non-current assets on the consolidated statement of financial position.

CHANGES IN ACCOUNTING POLICIES

Adoption of revised accounting standards

The Corporation has adopted the following revised standards as detailed below:

Annual Improvements to IFRS Standards 2018-2020

The IASB issued 'Annual Improvements to IFRS Standards 2018 - 2020, which includes amendments to the following standards:

- IFRS 9, *Financial instruments* was amended to address which fees should be included in the 10% test for derecognition of financial liabilities.
- IFRS 16, *Leases* amended illustrative example 13 to remove the illustration of payments from the lessor related to leasehold improvements.

These amendments are effective for annual reporting periods beginning on or after January 1, 2022. The amendments did not have any impact on the consolidated statements of the Corporation.

Reference to Conceptual Framework (Amendments to IFRS 3)

The IASB issued 'Reference to the Conceptual Framework (Amendments to IFRS 3) with amendments to IFRS 3 'Business Combinations' that update an outdated reference in IFRS 3 without significantly changing its requirements, add a new exception for certain liabilities and contingent liabilities to refer to IAS 37 or IFRIC 21 rather than the 2018 Conceptual Framework, and clarify that an acquirer should not recognize contingent assets at the acquisition date. The amendments are effective for annual reporting periods beginning on or after January 1, 2022. The amendments did not have any impact on the consolidated statements of the Corporation.

IAS 37 Onerous contracts - Cost of fulfilling a contract

The IASB issued 'Onerous Contracts — Cost of Fulfilling a Contract (Amendments to IAS 37)' amending the standard regarding costs a company should include as the cost of fulfilling a contract when assessing whether a contract is onerous. The amendments are effective for annual reporting periods beginning on or after January 1, 2022. The amendments did not have any impact on the consolidated statements of the Corporation.

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in accordance with the International Financial Reporting Standards ("IFRS") requires management to make estimates, judgments and assumptions that management believes are reasonable based upon the information available. These estimates, judgments and assumptions affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results can differ from those estimates (refer to *Caution regarding forward-looking information*). For the three and nine months ended September 30, 2022, significant estimates made in preparation of the condensed interim consolidated financial statements include:

- Impact of COVID-19 on the value of certain Aimia's investments;
- Measurement of the fair value of the investments in Clear Media and TRADE X, which include significant unobservable inputs;
- Measurement of the fair value of the investment in convertible notes of TRADE X and Kognitiv, which include significant unobservable inputs;
- Measurement of the fair value of the contingent consideration receivable, which include significant unobservable inputs;
- Income Taxes;
- Contingent Liabilities.

The following table provides information about how the fair value of the investments in private companies and other financial instruments were derived.

		September 30, 2022		
Investments	Valuation technique	Key valuation inputs	Range	Sensitivity
Clear Media Limited	**Market Approach** - EBITDA multiple (adjusted for change in accounting pronouncements)	EBITDA multiple	8.0x - 8.5x	+/- 1.0x = +/- $7.8m
		Return to historical profitability by	2025	
		Discount rate	20% - 22%	
TRADE X - Preferred shares	**Market Approach** - Preferred Shares Series A financing round	Enterprise value of US$285.0m	N/A	N/A
TRADE X - Convertible Note	**Market Approach** - Coupled partial differential equations solved numerically using finite difference methods.	Conversion price (maturity)	US$108.40	
		Qualified Financing conversion discount	25%	
		Share price	US$108.40	+/- 10% = +/- $1.5m
		Implied Credit Spread	41%	+/- 1% = +/- $0.1m
		Volatility	66%	+/- 5% = +/- $0.3m

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

CRITICAL ACCOUNTING ESTIMATES (continued)

		September 30, 2022		
Investments	Valuation technique	Key valuation inputs	Range	Sensitivity
Kognitiv - Convertible Notes	**Market Approach** - Coupled partial differential equations solved numerically using finite difference methods.	Conversion price (maturity)	US$4.00	
		Qualified Financing conversion discount	20%	
		Share price	US$1.00	+ 10% = +$0.2m; - 10% = -$0.1m
		Implied Credit Spread	23%	+/- 1% = +/- $0.2m
		Volatility	67%	+/- 5% = +/- $0.1m
Special purpose vehicles	**Net Asset Value** attributed based on investor statement	N/A	N/A	N/A
Investment funds	**Net Asset Value** attributed based on investor statement	N/A	N/A	N/A

		September 30, 2021		
Investments	Valuation technique	Key valuation inputs	Range	Sensitivity
Clear Media Limited	**Market Approach** - EBITDA multiple (adjusted for change in accounting pronouncements)	EBITDA multiple	7.0x - 8.0x	+/- 1.0x = +/- $9.5m
		Return to historical profitability by	2023 - 2024	
		Discount rate	18% - 20%	
TRADE X - Preferred shares	**Market Approach** - Preferred Shares Series A financing round	Enterprise value of US$285.0m	N/A	N/A

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

CONTROLS AND PROCEDURES

DISCLOSURE CONTROLS AND PROCEDURES AND INTERNAL CONTROLS OVER FINANCIAL REPORTING

The Corporation has adopted disclosure controls and procedures, with management's assistance, that are under the responsibility of the Chief Executive Officer and Chief Financial Officer, in order to provide reasonable assurance that they are made aware of material information. The Corporation has also adopted internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with IFRS.

During the interim period ended on September 30, 2022, there were no changes in the Corporation's internal controls over financial reporting that have significantly affected, or are reasonably likely to significantly affect, Aimia’s internal controls over financial reporting.

Because of inherent limitations, internal controls over financial reporting and disclosure controls can provide only reasonable assurances and may not prevent or detect misstatements. Furthermore, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The Audit, Finance and Risk Committee reviewed this MD&A, and the condensed interim consolidated financial statements, and the Board of Directors of Aimia approved these documents prior to their release.

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.

For more information, and for a complete description of the risk factors that could materially affect the business, please refer to the corresponding section in the MD&A of the Corporation for the financial years ended December 31, 2021 and 2020 dated March 29, 2022.

The risks described therein and in the MD&A of the Corporation for the financial years ended December 31, 2021 and 2020 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.

NON-GAAP FINANCIAL MEASURES FOR INVESTMENTS

KOGNITIV

Kognitiv Adjusted EBITDA

Adjusted EBITDA for Kognitiv ("Kognitiv Adjusted EBITDA") is earnings before net financial income (expense) and net income tax expense adjusted to exclude depreciation, amortization, shared-based compensation, restructuring expenses, business acquisition/disposal related expenses and impairment charges related to non-financial assets.

Kognitiv Adjusted EBITDA is not a measurement based on GAAP, is not considered an alternative to net earnings in measuring profitability, does not have a standardized meaning and is not comparable to similar measures used by other issuers. A reconciliation to earnings before net financial income (expense) and net income tax expense is provided below.

Kognitiv Adjusted EBITDA is used by Aimia and Kognitiv's management to evaluate performance. Aimia and Kognitiv's management believe Adjusted EBITDA assists investors in comparing Kognitiv's performance on a consistent basis excluding depreciation, amortization, impairment charges related to non-financial assets, share-based compensation, which are non-cash in nature and can vary significantly depending on accounting methods as well as non-operating factors such as historical cost. Aimia and Kognitiv's management believe that the exclusion of restructuring and business acquisition/disposal related expenses assists investors by excluding expenses that are not representative of the run-rate cost structure of Kognitiv.

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in millions of Canadian dollars)	2022	2021	2022	2021
Loss before net financial income and income tax expense *(b)*	**(9.8)**	(9.4)	**(34.1)**	(35.2)
Depreciation and amortization	0.1	0.2	0.3	0.8
Share-based compensation	1.3	0.5	3.3	2.0
Restructuring expenses	0.5	0.2	1.6	0.5
Kognitiv's Adjusted EBITDA *(a)(b)*	**(7.9)**	(8.5)	**(28.9)**	(31.9)

(a) A non-GAAP measure.

(b) Loss before net financial income and income tax expense as well as Kognitiv's Adjusted EBITDA for 2021 are presented on a continuing operations basis, excluding ISS discontinued operations.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

GLOSSARY

"Aeroplan" - means Aeroplan Inc. (formerly Aimia Canada Inc.);

"Aeroplan Program" - means the coalition loyalty program owned and operated by Aeroplan, which was sold on January 10, 2019;

"Aimia" or the "Corporation" - means Aimia Inc., and where the context requires, includes its subsidiaries and affiliates;

"Aeromexico" - means Aerovias de Mexico, S.A de C.V.;

"BIGLIFE" - means BIGLIFE Sdn Bhd (formerly Think Big Digital Sdn Bhd), the owner and operator of BIG Rewards, a loyalty and lifestyle program;

"CPSA" - means the Amended and Restated Commercial Participation and Services Agreement, dated June 29, 2020, between Aeromexico and PLM;

"CRA" - means the Canada Revenue Agency;

"GAAP" - means generally accepted accounting principles in Canada which are in accordance with IFRS;

"IFRS" - means International Financial Reporting Standards;

"Kognitiv" - means Kognitiv Corporation, a Canadian B2B technology platform and services company;

"Limited Partners Capital Liability" - means the capital in Precog Capital Partners, L.P. that is not owned by the Corporation;

"MIM" - means Mittleman Investment Management LLC;

"PLM" - means PLM Premier, S.A.P.I. de C.V., together with its predecessor Premier Loyalty & Marketing, S.A.P.I. de C.V., owner and operator of Club Premier, a Mexican coalition loyalty program;

"Precog" - means Precog Capital Partners L.P., a Delaware limited partnership whose general partner and investment manager is MIM, that is consolidated in the Corporation's financial statements;

"RCUIDS" - means redeemable convertible unsecured Islamic debt securities.

ADDITIONAL INFORMATION

Additional information relating to Aimia and its operating businesses, including Aimia's Annual Information Form dated March 29, 2022, is available on SEDAR at www.sedar.com or on Aimia's website at www.aimia.com under “Investor Relations”.