AIMIA

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

For the years ended December 31, 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 March 15, 2023 and should be read in conjunction with the accompanying audited consolidated financial statements of Aimia for the year ended December 31, 2022 and the notes thereto, and the Annual Information Form dated March 15, 2023. 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, investment opportunities and use of cash; 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; payment of dividends; the series of initiatives undertaken by Kognitiv to reduce costs and drive efficiency; Kognitiv’s investment and partnership opportunities to optimize alternative travel assets; the growth of Kognitiv’s EBITDA; the ability of Kognitiv to secure additional sources of financing as necessary; the A&R Note with respect to TRADE X; the sale of a certain TRADE X subsidiary; the growth of TRADE X; the ability of Capital A to comply with any part of its obligations to regularize its condition within the timeframes permitted by Bursa Securities, including the submission of its regularization plan to address its financial condition; the outcome of the contested matters with the CRA and Revenu Québec and other litigated matters; the use of Aimia’s tax losses; the issuance of shares to the sellers of all outstanding shares of Mittleman Brothers LLC and related earn-out and performance related targets; Aimia’s anticipated annualized cash expenses; the impacts of COVID-19 on Clear Media and their mitigation by Clear Media; closing of the Tufropes Transaction; closing of the Bozzetto Transaction; the costs related to the Tufropes Transaction; the partnership with Paladin, including the Paladin’s options and crystallization events; the completion of the debt financing and the expected level of debt in connection with the Tufropes Transaction and the Bozzetto Transaction.

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 the section entitled Risks and uncertainties affecting the business of this MD&A. Aimia cautions that the list of risk factors included in this 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 11.8% 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 December 31, 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 instruments and convertible note	Holdings	Worldwide	11.8	Fair value

(a) The Corporation also has an investment in a secured subordinated convertible note of Kognitiv. The investment in the convertible notes is measured at fair value. As of December 31, 2022, Aimia had also advanced $2.0 million under a secured promissory note agreement. Refer to the *Related Parties Transactions* section for more details.

(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.

Q4 2022 HIGHLIGHTS

Subsequent event - Business Acquisition - Tufropes

On January 31, 2023, Aimia announced that it had signed definitive agreements to acquire all of the issued and outstanding shares of Tufropes Pvt Ltd. as well as substantially all the net assets of India Nets (together referred to as "Tufropes"). The purchase price for the acquisition amounts to $252.6 million (₹15,216.5 million; based on INR/ CAD of 0.0166 as of March 15, 2023) on a cash-free and debt-free basis, and is subject to customary adjustments related to net debt and working capital at closing.

Tufropes is leading global manufacturer of high-performance synthetic fiber ropes and netting solutions for the aquaculture and maritime sectors, as well as diversified industrial end markets. Aquaculture is among the fastest growing sectors within the food industry, and now supplies more than half the world's fish for human consumption. Tufropes boasts a product portfolio of over 35,000 individual SKUs and is uniquely positioned to capture an increasing share of these attractive end markets through its global sales network and its cost-efficient manufacturing facilities across India. Its revenue is geographically diverse, with its products sold in over 70 countries, with 34% of revenues generated in Europe, 34% in Asia, 20% in the Americas and 12% in Australasia.

Aimia expects to close this transaction on or about March 17, 2023. Aimia estimates that transaction costs of approximately $13.2 million will be incurred in regard to this transaction, which includes due diligence, stamp duties and other Indian related transfer fees, warranty and indemnity insurance as well as success fees. Of this total, $2.1 million was incurred prior to December 31, 2022 and is recorded in professional, advisory and service fees in the consolidated statements of operations.

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

Q4 2022 HIGHLIGHTS (continued)

Paladin Private Equity LLC ("Paladin") is acting as Aimia's partner on the transaction. Upon closing of the transaction, Aimia and Paladin will enter into certain agreements providing for, among other things, governance rights, preferred return for Aimia, carry related rights to the benefit of Paladin, and an option for Paladin to acquire a minority equity position of Tufropes from Aimia.

Paladin Option

Within one year of closing, Paladin will have the option, through an investment fund to be established and managed by Paladin, to purchase a minimum of 10% and a maximum of 19.9% of Tufropes' equity at its fully-loaded cost (i.e. purchase price inclusive of pro-rata share of all aggregate transaction costs) plus an 8% per annum cost of capital charge.

Paladin Carried Interest - Upon Crystallization

In the event that Aimia disposes of Tufropes or a carried interest crystallization event occurs, for a period of 10 years after the closing date, Paladin will be entitled to certain carried interest distributions, in addition to any rights it would have under its equity ownership in the event that it exercised the Paladin Option described above. These distribution rights will commence only if and when Aimia has earned an 8% annual compound return on its investment. More specifically, in the event of a disposal or carried interest crystallization event, distribution of the proceeds to Aimia and Paladin would be as follows:

i. Aimia is entitled to receive its initial investment at its fully-loaded cost (inclusive of all aggregate transaction costs);
ii. Next, Aimia is entitled to an 8% preferred return over its initial investments at its fully-loaded cost, compounded annually;
iii. Next, Paladin would receive each additional dollar until it received 25% of the preferred return received by Aimia (under ii above);
iv. Thereafter, any remaining funds shall accrue and be allocated 80% to Aimia and 20% to Paladin.

Paladin Carried Interest - Crystallization events

In each of year three to year ten post-closing, the Paladin carried interest can be crystallized by either Aimia or Paladin subject to certain conditions in each case. After year ten, in the event the carry calculation does not result in a payout per the thresholds described above, Paladin shall no longer be entitled to any carried interest.

Subsequent event - Business Acquisition - Bozzetto

On March 6, 2023, Aimia announced that it had signed a definitive agreement to acquire substantially all of the issued and outstanding shares of Giovanni Bozzetto S.p.A. ("Bozzetto") from Chequers Capital and other minority shareholders. Bozzetto is a leading ESG-focused provider of specialty chemicals, manufacturing over 2,000 proprietary chemicals to service its core textile, water solutions, and dispersion end markets. With a product portfolio comprised of over 75% ESG-focused chemicals, Bozzetto has built a strong reputation as a pioneer of developing ESG-focused solutions that align with secular purchasing criteria trends and key customers' stated sustainability initiatives, including the benefits of a circular economy, and reduction in water, energy, and hazardous chemicals.

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

Q4 2022 HIGHLIGHTS (continued)

The purchase price will be based on an enterprise value of approximately $332.4 million (€227.0 million; based on EUR/CAD of 1.4645 as of March 15, 2023). The transaction closing, which is subject to regulatory approval and other customary conditions, is expected to occur before the end of the second quarter of 2023. Aimia estimates that transaction costs of approximately $8.6 million will be incurred in regard to this transaction, which includes due diligence, warranty and indemnity insurance as well as success fees.

Paladin will act as Aimia's partner on the transaction. In connection thereto, upon closing of the transaction, Aimia and Paladin will enter into certain agreements on customary terms and conditions and providing for, among other things, minority governance rights, preferred return for Aimia, certain carry related rights to the benefit of Paladin, and an option for Paladin to acquire a minority equity position of Bozzetto within one year of closing.

Paladin Option

Within one year of closing, Paladin will have the option, through an investment fund to be established and managed by Paladin, to purchase a minimum of 10% and a maximum of 19.9% of Bozzetto' equity at its fully-loaded cost (i.e. purchase price inclusive of pro-rata share of all aggregate transaction costs) plus an 8% per annum cost of capital charge.

Paladin Carried Interest - Upon Crystallization

In the event that Aimia disposes of Bozzetto or a carried interest crystallization event occurs, for a period of 10 years after the closing date, Paladin will be entitled to certain carried interest distributions, in addition to any rights it would have under its equity ownership in the event that it exercised the Paladin Option described above. These distribution rights will commence only if and when Aimia has earned an 8% annual compound return on its investment. More specifically, in the event of a disposal or carried interest crystallization event, distribution of the proceeds attributable to Aimia and Paladin would be as follows:

i. Aimia is entitled to receive its initial investment at its fully-loaded cost (inclusive of all aggregate transaction costs);
ii. Next, Aimia is entitled to an 8% preferred return over its initial investments at its fully-loaded cost, compounded annually;
iii. Next, Paladin would receive each additional dollar until it received 25% of the preferred return received by Aimia (under ii above);
iv. Thereafter, any remaining funds shall accrue and be allocated 80% to Aimia and 20% to Paladin.

Paladin Carried Interest - Crystallization events

In each of year three to year ten post-closing, the Paladin carried interest can be crystallized by either Aimia or Paladin subject to certain conditions in each case. After year ten, in the event the carry calculation does not result in a payout per the thresholds described above, Paladin shall no longer be entitled to any carried interest.

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

Q4 2022 HIGHLIGHTS (continued)

Bozzetto management reinvestment

Bozzetto's executive management will reinvest a portion of their after tax sales proceeds into the new investment structure, which currently represents a minority position of approximately 6.4% of equity after expected debt financing. After the closing date, other Bozzetto executive managers may also invest into the new investment structure by acquiring in aggregate up to 4.3% of the equity. Included in the Bozzetto executive management share structure, is a class of shares, which will provide enhanced returns should the value of the business achieve specified valuation thresholds in a disposal or crystallization event scenario.

COVID-19 Impact Update - Clear Media

The COVID-19 pandemic has continued to impact the operations of Clear Media during the three months ended December 31, 2022. 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. During that year Clear Media's revenue bottomed in March 2020 (prior to Aimia's investment in Clear Media) and afterwards started to recover for the remainder of 2020. In 2021, Clear Media's revenue increased by 22% for the full year over 2020.

However, during the year ended December 31, 2022, facing the resurgence of COVID-19 cases, China applied a zero-COVID policy, which triggered full and partial lockdowns in many Chinese cities, including Shanghai, Beijing, and Guangzhou. These lockdowns have significantly affected the demand for outdoor advertising during the year and therefore, Clear Media has reported a decrease in revenue of 43% for the full year over 2021. Clear Media has mitigated these impacts via various cost-saving plans and delays in capital expenditures compared to normal course, and continues to do so.

The investment in Clear Media is recorded at fair value at each reporting period. As of December 31, 2022, the fair value of the indirect investment in Clear Media Limited has been estimated at $54.7 million. Aimia recognized unrealized fair value losses of of $7.6 million and $13.6 million during the three months and year ended December 31, 2022, respectively. The assumptions and estimates used in the valuation of Clear Media are described in *Note 3* of the accompanying annual consolidated financial statements of Aimia for the year ended December 31, 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

OTHER 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 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 $28.0 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 $12.8 million (US$9.4 million) based on 97.5% of the target, up to $38.1 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, 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 December 31, 2022, the fair value of the earn-out has been estimated at $11.9 million (US$8.8 million).

Based on the carrying value of PLM as of July 15, 2022, Aimia recognized a gain net of tax on divestiture of approximately $530.5 million in the year ended December 31, 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.

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

OTHER 2022 HIGHLIGHTS (continued)

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	(4.4)
Consideration relating to the divestiture of PLM	**548.0**
Carrying value of PLM	(49.9)
Gain before reclassification to net earnings of cumulative translation adjustments	**498.1**
Reclassification to net earnings of cumulative translation adjustments	32.4
Gain on the divestiture of PLM	**530.5**

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.

Use of proceeds

Aimia allocated a portion of the net proceeds towards share buybacks. During the year ended December 31, 2022, Aimia repurchased, 543,276 common shares under the 2021-2022 NCIB and 7,780,322 common shares under the 2022-2023 NCIB for a total consideration of $36.5 million.

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,

OTHER 2022 HIGHLIGHTS (continued)

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 third quarter of 2022.

Additional investment in Kognitiv - Convertible Note

In January 2022, Aimia invested an amount of $10.0 million in a secured subordinated convertible note of Kognitiv. The note has 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. Refer to the sub-section *Net Changes in Fair Value of Investments* for additional details on Aimia's investment in these convertible notes.

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, 2022 dated March 15, 2023.

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 year ended December 31, 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 annual consolidated financial statements for the years ended December 31, 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 ANNUAL CONSOLIDATED OPERATING RESULTS

	Years Ended December 31,					
(in millions of Canadian dollars, except share and per share information)	2022		2021		2020	
Continuing operations						
Share of net earnings (loss) of equity-accounted investments	**(27.5)**		(10.2)		1.4	
Net change in fair value of investments	**(39.5)**		11.9		9.5	
Interest, dividend and other investment income	**11.5**	(b)	1.6		2.5	
Revenue from investment management fees	**1.5**		2.4		0.9	
Gain on disposal of equity-accounted investments	**530.5**		6.9		—	
Total Income	**476.5**		12.6		14.3	
Expenses	**34.1**	(c)(d)	25.5	(c)	24.5	(c)
Decrease in limited partners' capital liability	**2.9**		0.8		—	
Earning (loss) before income taxes	**445.3**		(12.1)		(10.2)	
Distributions from equity-accounted investments	**—**	(b)	26.4	(b)	18.3	(b)
Including continuing and discontinued operations, unless otherwise noted						
Net earnings (loss) attributable to equity holders of the Corporation	**440.1**	(f)	(16.4)	(f)	(4.1)	(e)(f)
Net earnings (loss) attributable to equity holders of the Corporation - Continuing operations	**440.1**	(f)	(17.1)	(f)	(15.1)	(f)
Weighted average number of common shares - Basic	**87,682,533**		90,922,527		93,067,109	
Weighted average number of common shares - Diluted	**88,447,907**		90,922,527		93,067,109	
Basic earnings (loss) per common share [(a)]	**4.88**		(0.32)		(0.18)	
Continuing operations [(a)]	**4.88**		(0.33)		(0.30)	
Diluted earnings (loss) per common share [(a)]	**4.83**		(0.32)		(0.18)	
Continuing operations [(a)]	**4.83**		(0.33)		(0.30)	
Total assets	**804.0**		431.0		444.2	
Total non-current liabilities	**17.6**		16.9		8.5	
Dividends paid on preferred shares	**12.6**		12.6		12.7	

(a) After deducting cumulative preferred shares dividends (whether declared or not).

(b) Interest, dividend and other investment income include distributions from PLM of $2.9 million (US$2.3 million) for the year ended December 31, 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 $(2.4) million, $7.3 million and $2.2 million for the years ended December 31, 2022, 2021 and 2020, respectively.

(d) Includes a goodwill impairment charge of $11.4 million recorded during the year ended December 31, 2022 related to Aimia's Holdings CGU.

(e) Includes the gain on the loss of control of the Loyalty Solution business and related assets of $13.3 million for the year ended December 31, 2020.

(f) Net Earnings (Loss) from continuing operations for the years ended December 31, 2022, 2021 and 2020 include the effect of $5.2 million, $5.0 million and $4.9 million of current income tax expenses, respectively.

For the years ended December 31, 2022, 2021 and 2020, 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

SELECTED QUARTERLY CONSOLIDATED OPERATING RESULTS

	Three Months Ended December 31,			
(in millions of Canadian dollars, except share and per share information)	2022		2021	
Continuing operations				
Share of net earnings (loss) of equity-accounted investments	**(5.3)**		(1.7)	
Net change in fair value of investments	**(10.2)**		(5.5)	
Interest, dividend and other investment income	**4.2**		0.9	
Revenue from investment management fees	**0.3**		0.5	
Loss on disposal of equity-accounted investments	**(0.1)**		—	
Total Income	**(11.1)**		(5.8)	
Expenses	**10.6**	*(b)*	7.7	*(b)*
Increase in limited partners' capital liability	**(0.3)**		(0.3)	
Loss before income taxes	**(22.0)**		(13.8)	
Distributions from equity-accounted investments	**—**		5.0	
Including continuing and discontinued operations, unless otherwise noted				
Net earnings (loss) attributable to equity holders of the Corporation	**(23.3)**	*(c)*	(14.6)	*(c)*
Net earnings (loss) attributable to equity holders of the Corporation - Continuing operations	**(23.3)**	*(c)*	(15.1)	*(c)*
Weighted average number of common shares - Basic	**82,713,034**		90,922,527	
Weighted average number of common shares - Diluted	**82,713,034**		90,922,527	
Basic earnings (loss) per common share [(a)]	**(0.32)**		(0.19)	
Continuing operations [(a)]	**(0.32)**		(0.20)	
Diluted earnings (loss) per common share [(a)]	**(0.32)**		(0.19)	
Continuing operations [(a)]	**(0.32)**		(0.20)	
Total assets	**804.0**		431.0	
Total non-current liabilities	**17.6**		16.9	
Dividends paid on preferred shares	**3.1**		3.1	

(a) After deducting cumulative preferred shares dividends (whether declared or not).

(b) Includes stock-based compensation and other performance awards expense of $1.3 million and $2.8 million for the three months ended December 31, 2022 and 2021, respectively.

(c) Net earnings (loss) from continuing operations for the three months ended December 31, 2022 and 2021 include the effect of $1.3 million and $1.3 million of current income tax expenses, respectively. For the three months ended December 31, 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 December 31,		Years Ended December 31,	
(in millions of Canadian dollars)	2022	2021	2022	2021
Income				
Share of net earnings (loss) of equity-accounted investments	**(5.3)**	(1.7)	**(27.5)**	(10.2)
Net change in fair value of investments	**(10.2)**	(5.5)	**(39.5)**	11.9
Interest, dividend and other investment income	**4.2**	0.9	**11.5** *(a)*	1.6
Gain (loss) on disposal of equity-accounted investments	**(0.1)**	—	**530.5**	6.9
Total Income	**(11.4)**	(6.3)	**475.0**	10.2
Expenses				
Compensation and benefits	**3.1**	4.7	**9.6**	14.7
Professional, advisory and service fees	**2.6**	1.1	**5.4**	4.3
Insurance, technology and other office expenses	**0.6**	0.8	**2.9**	3.3
Expenses before the following:	***6.3***	*6.6*	***17.9***	*22.3*
Fair value (gain) loss on contingent consideration	**0.2**	0.5	**(1.0)**	0.8
Other financial (income) expense, net	**3.0**	0.1	**3.0**	(0.3)
Impairment charge	**—**	—	**11.4**	—
Total Expenses	**9.5**	7.2	**31.3**	22.8
Decrease (increase) in limited partners' capital liability	**(0.3)**	(0.3)	**2.9**	0.8
Earnings (loss) before income taxes	**(21.2)**	(13.8)	**446.6**	(11.8)
Included in Expenses and Earnings (loss) before income taxes:				
Share-based compensation and other performance awards	**1.3**	2.8	**(2.4)**	7.3
Additional Information				
Distributions from equity-accounted investments	**—**	5.0 *(a)*	**—** *(a)*	26.4 *(a)*

(a) During the year ended December 31, 2022, Aimia received distributions from PLM of $2.9 million (US$2.3 million), compared to distributions of $5.0 million (US$3.9 million) and $26.4 million (US$20.9 million) for the three and twelve months ended December 31, 2021, respectively. The distributions received during the year ended December 31, 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.

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 $(5.3) million and $(27.5) million for the three and twelve months ended December 31, 2022, an unfavorable variance of $3.6 million and $17.3 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 and its subsequent divestiture on July 15, 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 December 31,		Years Ended December 31,	
(in millions of Canadian dollars)	2022	2021	2022	2021
PLM Premier, S.A.P.I. de C.V.	—	7.0	0.6	19.6
Kognitiv	(5.3)	(8.7)	(28.1)	(29.1)
BIGLIFE	—	—	—	(0.7)
Total	**(5.3)**	(1.7)	**(27.5)**	(10.2)

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 twelve months ended December 31, 2022, a decrease of $7.0 million and $19.0 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 year ended December 31, 2022, with Aimia's share being $2.9 million (US$2.3 million). Distributions received during the year ended December 31, 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$8.0 million and US$42.8 million during the three and twelve months ended December 31, 2021, with Aimia's share being $5.0 million (US$3.9 million) and $26.4 million (US$20.9 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

Presented below are the summarized balance sheet and statement of operations for Kognitiv, excluding amounts relating to identifiable assets and goodwill recognized on the date of acquisition. The information reflects the amounts presented in the financial statements of Kognitiv adjusted for differences in accounting policies between the Corporation and Kognitiv.

Discontinued operations

Kognitiv’s core business is focused on advanced loyalty, data activation and partner collaboration. Travel and travel products are important in the context of loyalty, and as such, Kognitiv has robust travel capabilities and technology. As the company streamlines its operations around its core capabilities, it is exploring investment and partnership opportunities to optimize these alternative travel assets, with the intention of using cash proceeds therefrom to fund its business plans. As discussions with counterparties in these proposed opportunities were in advanced stages as of December 31, 2022, operations of the alternative assets are presented as discontinued operations in Kogntiv’s summarized statement of operations presented below.

Additionally, in March 2021, Kognitiv announced a sales transaction and partnership agreement with IRI, a provider of big data, predictive analytics and forward-looking insights for CPG, OTC health care organizations, retailers, financial services and media companies. IRI acquired from Kognitiv the Intelligent Shopper Solutions ("ISS") business. ISS operations are also presented as discontinued operations in Kognitiv's summarized statement of operations presented below.

Summarized balance sheet

As at	December 31,	December 31,
(in millions of Canadian dollars)	2022	2021
Cash and cash equivalents	10.2	10.3
Other current assets	36.9	50.8
Total current assets	47.1	61.1
Total non current assets	2.2	9.2
Total assets	**49.3**	70.3
Total current liabilities	(49.1)	(57.2)
Total non-current liabilities	(43.6)	(9.9)
Total liabilities	**(92.7)**	(67.1)
Net assets/(liabilities)	**(43.4)**	3.2

SEGMENTED OPERATING RESULTS - HOLDINGS (continued)

Summarized statement of operations

	Three Months Ended December 31,		Years Ended December 31,	
(in millions of Canadian dollars)	2022	2021	2022	2021
Revenue [(b)]	**12.5**	12.9	**47.7**	47.7
Cost of sales and operating expenses [(b)]	**(20.9)**	(26.0)	**(87.4)**	(92.1)
Depreciation and amortization	**(0.1)**	(0.3)	**(0.4)**	(1.1)
Loss before net financial income and income tax expense [(b)]	**(8.5)**	(13.4)	**(40.1)**	(45.5)
Net loss	**(7.2)**	(15.7)	**(47.3)**	(52.3)
Share of net loss of Kognitiv	**(3.5)**	(7.8)	**(23.2)**	(25.6)
Amortization expense related to identifiable assets recognized on acquisition	**(0.5)**	(0.4)	**(1.7)**	(1.5)
Cumulative undeclared dividends on preferred shares not owned by Aimia	**(0.5)**	(0.5)	**(2.4)**	(2.0)
Impairment charge related to identifiable assets recognized on acquisition	**(0.8)**	—	**(0.8)**	—
Aimia's share of Kognitiv's net loss	**(5.3)**	(8.7)	**(28.1)**	(29.1)
Additional financial information				
Adjusted EBITDA [(a)(b)]	**(5.9)**	(11.1)	**(32.3)**	(39.9)
Included in Net loss:				
Net earnings loss from discontinued operations [(c)]	**(1.2)**	(2.8)	**(1.4)**	(4.3)

(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, are presented on a continuing operations basis.

(c) Net earnings from discontinued operations include ISS operations up to March 17, 2021 and the gain on disposal. The 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.

Quarter ended December 31, 2022 compared to quarter ended December 31, 2021

Revenue for the three months ended December 31, 2022 amounted to $12.5 million, a decrease of $0.4 million compared to the revenue for the three months ended December 31, 2021, mainly due to client roll-offs.

Cost of sales and operating expenses for the three months ended December 31, 2022 amounted to $20.9 million, a decrease of $5.1 million compared to the three months ended December 31, 2021. This is mainly due to lower compensation and benefits expenses, excluding restructuring expenses, driven by reduced headcount, lower technology expenses and professional fees offset in part by higher restructuring expenses.

The net loss for the three months ended December 31, 2022 amounted to $7.2 million, a favorable variance of $8.5 million compared to the three months ended December 31, 2021, mainly due to factors listed above as well as

SEGMENTED OPERATING RESULTS - HOLDINGS (continued)

positive variances related to foreign exchange and discontinued operations offset in part by higher interest expense related to the new convertible notes financing.

Kognitiv's Adjusted EBITDA for the three months ended December 31, 2022 amounted to $(5.9) million, an improvement of $5.2 million compared to the same period in the prior year, mainly due to lower compensation and benefits expenses, lower technology expenses and professional fees, offset in part by lower revenues.

Year ended December 31, 2022 compared to year ended December 31, 2021

Revenue for the year ended December 31, 2022 amounted to $47.7 million, in line with the revenue for the year ended December 31, 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 by client roll-offs.

Cost of sales and operating expenses for the year ended December 31, 2022 amounted to $87.4 million, a decrease of $4.7 million compared to the year ended December 31, 2021. The cost of sales and operating expenses for the year ended December 31, 2022 include the impact of a true-up of $1.0 million in operating expense relating to the previous financial year of Kognitiv. Excluding this impact, costs of sales and operating expenses improved by $5.7 million compared to the same period in the prior year mainly due to lower compensation and benefits expenses, excluding restructuring expenses, driven by reduced headcount and short-term incentives, offset in part by the end of the Canada Emergency Wage Subsidy (CEWS) program. The improvement is also due to lower technology expenses and professional fees, offset in part by higher restructuring expenses.

The net loss for the year ended December 31, 2022 amounted to $47.3 million, a favorable variance of $5.0 million, mainly due to factors listed above and favorable variances of foreign exchange expense and discontinued operations, offset in part by higher interest expense related to the new convertible notes financing.

Kognitiv's Adjusted EBITDA for the year ended December 31, 2022 amounted to $(32.3) million, an improvement of $7.6 million compared to the prior year, mainly due to lower compensation and benefits expenses, lower technology expenses and professional fees.

Financing

In January 2022, Kognitiv secured new 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

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

SEGMENTED OPERATING RESULTS - HOLDINGS (continued)

Kognitiv's commercial efforts to convert their pipeline into recurring revenue, subscription clients. During the year ended December 31, 2022, Kognitiv collected $6.4 million related to the remaining deferred consideration related to the ISS transaction and repaid amounts outstanding under the senior debt facility.

Subsequent to December 31, 2022, Kognitiv secured new debt financing in the form of secured promissory notes. Investors in the secured promissory notes included US$6.0 million from a U.S. institutional investor and $5.0 million from Aimia (of which $2.0 million was advanced to Kognitiv as of December 31, 2022). The promissory note to Aimia was fully repaid by Kognitiv on March 7, 2023. Refer to the *Related Parties Transactions* section for additional details.

Kognitiv continues to undertake 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.

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 $530.5 million during the year ended December 31, 2022, including the reclassification to net earnings of $32.4 million of cumulative translation adjustments ("CTA") related to the PLM investment.

Refer to the *Other 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.

SEGMENTED OPERATING RESULTS - HOLDINGS (continued)

INTEREST, DIVIDEND AND OTHER INVESTMENT INCOME

	Three Months Ended December 31,		Years Ended December 31,	
	2022	2021	2022	2021
Interest income				
Interest on cash and cash equivalents, restricted cash	0.2	0.1	0.3	0.4
Interest on convertible notes and other financial instruments	1.4	0.2	4.4	0.2
Total interest income	**1.6**	0.3	**4.7**	0.6
Dividend income				
Dividend income from marketable securities	0.2	—	0.8	—
Dividend income from marketable securities held through Precog	—	—	0.1	0.4
Distribution from PLM	—	—	2.9	—
Total dividend income	**0.2**	—	**3.8**	0.4
Other investment income				
Other investment income	2.4	0.6	3.0	0.6
Total other investment income	**2.4**	0.6	**3.0**	0.6
Total interest, dividend and other investment income	**4.2**	0.9	**11.5**	1.6

Interest, dividend and other investment income for the three and twelve months ended December 31, 2022 amounted to $4.2 million and $11.5 million, an increase of $3.3 million and $9.9 million, respectively.

The increase for the three months ended December 31, 2022 is primarily due to other investment income of $2.4 million related to Forward Elite Payables (refer to sub-section *Net Change in Fair Value of Investments* for more details), and interest income earned on the TRADE X and Kognitiv convertible notes. In addition to the items above, the variance for the year is also due to $2.9 million distribution received from PLM in the first quarter of 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.

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 December 31, 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	December 31, 2022	December 31, 2021
Investment in marketable securities			
Capital A			
Capital A - Common shares	Level 1	21.4	29.2
Capital A - RCUIDS	Level 1	8.4	9.0
Capital A - Warrants	Level 1	1.2	1.3
Cineplex	Level 1	5.7	9.6
Marketable securities - held through Precog Capital Partners, L.P. [(a)]	Level 1	16.2	28.4
Total		**52.9**	77.5
Investment in private companies and other financial instruments			
Clear Media Limited	Level 3	54.7	68.3
TRADE X			
TRADE X - Preferred shares	Level 3	40.2	44.6
TRADE X - Convertible Note	Level 3	35.0	32.0
TRADE X - Warrants	Level 3	4.0	—
Kognitiv - Convertible Note	Level 3	9.8	—
Special purpose vehicles	Level 2	21.9	21.7
Investment funds	Level 2	4.8	5.3
Total		**170.4**	171.9

(a) Included in Precog's portfolio of equity instruments is an investment of $0.8 million in Cineplex.

SEGMENTED OPERATING RESULTS - HOLDINGS (continued)

The net change in fair value of investments for the three and twelve months ended December 31, 2022 and 2021 is detailed below. A discussion follows on the main events and movements that occurred during these periods.

		Three Months Ended December 31,		Years Ended December 31,	
(in millions of Canadian dollars)	Hierarchy	2022	2021	2022	2021
Realized fair value gain (loss)					
JCDecaux	Level 1	**—**	—	**—**	6.9
Newmark Group	Level 1	**—**	9.7	**—**	9.7
Capital A - Common shares	Level 1	**—**	—	**(0.6)**	—
Marketable securities - held through Precog Capital Partners, L.P.	Level 1	**(0.3)**	0.3	**(1.6)**	0.6
Net change in unrealized fair value					
JCDecaux	Level 1	**—**	—	**—**	(3.6)
Newmark Group	Level 1	**—**	(9.0)	**—**	—
Clear Media	Level 3	**(7.6)**	(0.1)	**(13.6)**	(0.7)
Capital A					
Capital A - Common shares	Level 1	**0.7**	(9.4)	**(5.1)**	(2.5)
Capital A - RCUIDS	Level 1	**0.1**	0.7	**(0.6)**	0.7
Capital A - Warrants	Level 1	**—**	0.3	**(0.1)**	0.3
TRADE X					
TRADE X - Preferred shares	Level 3	**(7.8)**	—	**(4.4)**	0.6
TRADE X - Convertible Note	Level 3	**(3.1)**	0.2	**0.4**	0.2
TRADE X - Warrants	Level 3	**4.0**	—	**4.0**	—
Cineplex	Level 1	**(0.7)**	0.3	**(3.9)**	1.3
Kognitiv - Convertible Note	Level 3	**(0.3)**	—	**(1.3)**	—
Marketable securities - held through Precog Capital Partners, L.P.	Level 1	**1.9**	0.4	**(11.1)**	(4.4)
Special purpose vehicle	Level 2	**2.5**	0.8	**(1.0)**	2.3
Investment funds	Level 2	**0.4**	0.3	**(0.6)**	0.5
Net change in fair value of investments		**(10.2)**	(5.5)	**(39.5)**	11.9

Investment in Clear Media

As of December 31, 2022, the fair value of the indirect investment in Clear Media Limited has been estimated at $54.7 million. Aimia recognized an unrealized fair value loss of $7.6 million and an unrealized fair value loss of $13.6 million during the three and twelve months ended December 31, 2022, respectively, with both quarter and year-to-date unrealized fair value losses 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, with the year-to-date loss being offset in part by the strengthening of the Hong-Kong dollar versus the Canadian dollar. Refer to *Q4 2022 Highlights* for additional details on COVID-19 impacts. Aimia sees this as a temporary adjustment to the fair value due to the impact that the COVID-19 restrictions had on the execution of Clear Media's business plan. Aimia believes

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SEGMENTED OPERATING RESULTS - HOLDINGS (continued)

there is pent-up demand to market the goods and services that Clear Media's advertising panels attract, and should propel a quick recovery, similar to what was experienced in other parts of the world exiting COVID lockdowns.

On November 10, 2022, Clear Media Limited declared a dividend to Ever Harmonic which was paid on the same date. On November 5, 2021, Clear Media Limited declared a dividend to Ever Harmonic which were paid in two installments of 50% each in November 2021 and May 2022. The dividends received by Ever Harmonic have been used to repay the external financing, creating Forward Elite Payables in the amount of $3.7 million owed to Aimia as of December 31, 2022 which is included in other non-current assets in the statement of financial position. Of this amount, $2.4 million and $3.0 million were recorded in other investment income in the consolidated statement of operations during the three and twelve months ended December 31, 2022.

Refer to *Note 3* of the accompanying audited consolidated financial statements of Aimia for the year ended December 31, 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 December 31, 2022, the fair value of the preferred shares has been estimated at $40.2 million (US$29.6 million) and the Corporation recorded unrealized fair value losses of $7.8 million and $4.4 million during the three and twelve months ended December 31, 2022, respectively, for this investment. The unrealized fair value loss recognized in the three months ended December 31, 2022, is mainly a result of a pullback in volume and a reduction in vehicle prices due to market headwinds that the used car industry has experienced caused in part by rising interest rates and prospects of recession, which, despite TRADE X's growth during the year, has led to delays in the execution of TRADE X's business plan. Aimia believes TRADE X will continue to grow as the business of automated cross-border used car sales matures and as TRADE X continues to open new sales corridors. Refer to the section *Critical Accounting Estimates* for additional details on the valuation of the TRADE X preferred shares.

Convertible note and warrants

In December 2021, Aimia invested $31.6 million (US$25.0 million) in a convertible note of TRADE X (the "Original Note"). The Original Note had an 8% interest bearing rate and, unless converted as a result of a qualified financing, was scheduled to mature 12 months after the closing date. At maturity, Aimia had the option to convert the Original Note and accrued interest into TRADE X preferred shares using the original issue price, which was based on the

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

SEGMENTED OPERATING RESULTS - HOLDINGS (continued)

preferred shares series A financing round mentioned above, or have the Original Note and accrued interests paid in full. In December 2022, in connection with the upcoming maturity of the Original Note, Aimia and TRADE X negotiated an amended and restated secured the convertible note ("A&R Note").

The A&R Note has an 8% interest bearing rate (until the interest peek date) and, unless converted as a result of a qualified financing, will mature in December 2023. At maturity, Aimia has the option to convert the A&R 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, or have the A&R Note and accrued interests paid in full.

The interest peek date is defined as the earlier of (i) June 8, 2023 if the sale of a certain TRADE X subsidiary has not been consummated by such date, or (ii) the maturity date. After the interest peek date, the A&R Note will have a 12% interest bearing rate.

In the event a qualified financing occurs, the A&R Note will automatically convert into the same equity instruments than such qualified financing at the lesser of (i) 27.5% discount over the qualified financing price per share; and (ii) price per share based on a certain pre-money valuation cap.

If the sale of a certain TRADE X subsidiary is consummated, the Corporation could be entitled to a partial or full repayment of the A&R Note depending on the proceeds generated from such sale.

As of December 31, 2022, the fair value of the convertible note has been estimated at $35.0 million (US$25.8 million). The Corporation has accrued interest of $2.6 million, as well as recorded an unrealized fair value loss of $3.1 million as well as an unrealized net fair value gain of $0.4 million during the three and twelve months ended December 31, 2022 for this investment based on the assumptions listed in the section *Critical Accounting Estimates* and the variation of the US dollar versus the Canadian dollar.

Concurrent with the execution of the A&R Note, TRADE X granted Aimia warrants to purchase common shares of TRADE X. Each warrant enables Aimia to purchase one common share of TRADE X at a purchase price of US$0.001 and exercisable for a period of 5 years from the date of their issuance. As of December 31, 2022, the fair value of the warrants has been estimated at $4.0 million (US$3.0 million). The value recognized on the grant of these warrants to Aimia was recorded in net change in fair value of investments in the consolidated statement of operations during the three and twelve months ended December 31, 2022.

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

SEGMENTED OPERATING RESULTS - HOLDINGS (continued)

Market of Bursa Securities. With both conditions fulfilled, the sale of Aimia's investment in BIGLIFE closed on June 28, 2021.

During the year ended December 31, 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 year ended December 31, 2022.

As of December 31, 2022, the fair value of the total investment remaining in common shares of Capital A was $21.4 million and Aimia recognized an unrealized fair value gain of $0.7 million and an unrealized fair value loss of $5.1 million during the three and twelve months ended December 31, 2022, respectively. Unrealized fair value losses of $9.4 million and $2.5 million were recognized during the three and twelve months ended December 31, 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 December 31, 2022, the fair values of the RCUIDS and warrants were $8.4 million and $1.2 million, respectively, and Aimia recognized an unrealized fair value gain of $0.1 million and an unrealized fair value loss of $0.6 million for the RCUIDS and unrealized fair value losses of nil and $0.1 million for the warrants, during the three and twelve months ended December 31, 2022. Aimia also recorded dividend income of $0.2 million and $0.7 million related to the RCUIDS during the three and twelve months ended December 31, 2022, respectively.

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 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

SEGMENTED OPERATING RESULTS - HOLDINGS (continued)

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.

On 21 December 2022, Capital A announced that Bursa Securities had granted the Company an extension of time of six months until July 7, 2023 for the Company to submit its regularization plan to the relevant regulatory authorities. 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 secured subordinated convertible note of Kognitiv

In January 2022, Aimia invested an amount of $10.0 million in a secured subordinated convertible note of Kognitiv. The note has 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 note has 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 note is not converted in accordance with ii) above), the note shall remain outstanding and the interest rate of the outstanding note 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 note into the same series of securities issued in the qualified financing at a 20% discount to the price at which such securities are offered.

As of December 31, 2022, the fair value of the investment has been estimated at $9.8 million. The Corporation has accrued interest of $0.3 million and $1.1 million as well as recorded unrealized fair value losses of $0.3 million and $1.3 million during the three and twelve months ended December 31, 2022, respectively, for this investment based on the assumptions listed in section *Critical Accounting Estimates* section.

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 $0.3 million and $1.6 million during the three and twelve months ended December 31, 2022, respectively, as well as an unrealized fair value gain of $1.9 million and an unrealized fair value

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

SEGMENTED OPERATING RESULTS - HOLDINGS (continued)

loss of $11.1 million during the three and twelve months ended December 31, 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 $6.5 million (US$5.0 million) 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 unrealized fair value losses of nil and $2.5 million during the three and twelve months ended December 31, 2022, respectively. Unrealized fair value gains of $0.2 million and $1.7 million were recognized during the three and twelve months ended December 31, 2021, respectively, for this investment.

Subsequent to December 31, 2022, the Corporation redeemed its capital invested in the SPV, which amounted to $6.3 million at the redemption date.

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 gains of $2.5 million and $1.5 million during the three and twelve months ended December 31, 2022, respectively, and unrealized fair value gains of $0.6 million and $0.6 million during the three and twelve months ended December 31, 2021, respectively, for this investment.

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 months ended December 31, 2021, Aimia recognized an unrealized fair value loss of $9.0 million for this investment.

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

SEGMENTED OPERATING RESULTS - HOLDINGS (continued)

EXPENSES

	Three Months Ended December 31,		Years Ended December 31,	
(in millions of Canadian dollars)	2022	2021	2022	2021
Compensation and benefits	**3.1**	4.7	**9.6**	14.7
Professional, advisory and service fees	**2.6**	1.1	**5.4**	4.3
Insurance, technology and other office expenses	**0.6**	0.8	**2.9**	3.3
Expenses before the following:	***6.3***	*6.6*	***17.9***	*22.3*
Fair value (gain) loss on contingent consideration	**0.2**	0.5	**(1.0)**	0.8
Other financial (income) expense, net	**3.0**	0.1	**3.0**	(0.3)
Impairment charge	**—**	—	**11.4**	—
Total Expenses	**9.5**	7.2	**31.3**	22.8
Included in compensation and benefits expense:				
Share-based compensation and other performance awards	**1.3**	2.8	**(2.4)**	7.3

Quarter ended December 31, 2022 compared to quarter ended December 31, 2021

Total expenses for the three months ended December 31, 2022 amounted to $9.5 million, an increase of $2.3 million compared to the three months ended December 31, 2021.

Expenses from compensation and benefits, professional, advisory and service fees, as well as insurance, technology and other office expenses amounted to $6.3 million for the three months ended December 31, 2022, a decrease of $0.3 million compared to the same quarter in the prior year. The variance is mainly due to a decrease in compensation and benefits of $1.6 million, due primarily to a decrease of $1.5 million in share-based compensation resulting from a larger increase in the Corporation's price per common shares in the three months ended December 31, 2021 compared to the same quarter in the current year, 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 an increase in professional, advisory and services fees of $1.5 million, primarily due to $2.1 million of transaction costs recognized in the current period in relation to Tufropes acquisition. (Refer to *Q4 2022 Highlights* for additional details on the Tufropes acquisition). Excluding share-based compensation and the $2.1 million in professional, advisory and service fees in relation to investment activities, expenses from compensation and benefits, professional, advisory and service fees, as well as insurance, technology and other office expenses decreased by $0.9 million.

Year ended December 31, 2022 compared to year ended December 31, 2021

Total expenses for the year ended December 31, 2022 amounted to $31.3 million, an increase of $8.5 million compared to the year ended December 31, 2021.

Expenses from compensation and benefits, professional, advisory and service fees, as well as insurance, technology and other office expenses amounted to $17.9 million for the year ended December 31, 2022, a decrease of $4.4 million compared to the year ended December 31, 2021. This is mainly due to a decrease of $5.1 million in compensation and benefits driven by a decrease of $9.7 million of share-based compensation and other performance awards mainly due to a decrease in the Corporation share price in the year ended December 31, 2022 compared to

SEGMENTED OPERATING RESULTS - HOLDINGS (continued)

an increase in the Corporation share price in the year ended December 31, 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 year in relation to a litigation with a former executive (refer to the section *Contingent liabilities and guarantees* for additional details), as well as by a non-recurring payment of $0.7 million to an executive of the Corporation related to the change of role noted above. The decrease in expenses from compensation and benefits, professional, advisory and service fees, as well as insurance, technology and other office expenses was offset in part by an increase of $1.1 million in professional, advisory and service fees, largely due to $2.1 million of transaction costs recognized in the current period in relation to Tufropes acquisition (refer to *Q4 2022 Highlights* for additional details on the Tufropes acquisition).

Excluding share-based compensation, the litigation provision and the $2.1 million in professional, advisory and service fees in relation to investment activities, expenses from compensation and benefits, professional, advisory and service fees, as well as insurance, technology and other office expenses decreased by $0.8 million.

The fair value (gain) loss on contingent consideration had a favorable variance of $1.8 million mainly due to a decrease in the Corporation share price in the year ended December 31, 2022 compared to an increase in the Corporation share price in the year ended December 31, 2021.

The total expenses for the year ended December 31, 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.

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

SEGMENTED OPERATING RESULTS (continued)

INVESTMENT MANAGEMENT

	Three Months Ended December 31,		Years Ended December 31,	
(in millions of Canadian dollars)	2022	2021	2022	2021
Revenue from investment management fees	**0.3**	0.6	**1.8**	2.7
Total Income	**0.3**	0.6	**1.8**	2.7
Compensation and benefits	**0.9**	0.3	**2.4**	1.7
Professional, advisory and service fees	**0.1**	0.2	**0.4**	0.4
Insurance, technology and other office expenses	**0.1**	—	**0.2**	0.2
Expenses before the following:	**1.1**	0.5	**3.0**	2.3
Depreciation and amortization [(a)]	**—**	0.1	**0.1**	0.7
Total Expenses	**1.1**	0.6	**3.1**	3.0
Earning (loss) before income taxes	**(0.8)**	—	**(1.3)**	(0.3)

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

Revenue from investment management fees for the three months ended December 31, 2022 amounted to $0.3 million and $1.8 million, a decrease of $0.3 million and $0.9 million, respectively. Revenue from investment management fees for the year ended December 31, 2021 includes $0.3 million of one-time revenue.

Total expenses for the three months ended December 31, 2022 amounted to $1.1 million and $3.1 million, respectively, compared to $0.6 million and $3.0 million for the three months ended December 31, 2021.

As of December 31, 2022, MIM had $127.4 million (US$93.9 million) of assets under management, including $16.0 million related to Precog Capital Partners L.P. which is consolidated in the results of the company. This represents a 2.4% increase (in US dollars) from the assets under management as of September 30, 2022, mainly due to the positive performance of its concentrated and value-oriented investment strategy.

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 December 31, 2022.

	2022				2021			
(in millions of Canadian dollars, except per share amounts)	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
Total Income	**(11.1)** *(b)(e)*	533.9 *(b)(e)*	(32.0) *(b)*	(14.3) *(b)(d)*	(5.8) *(b)*	7.0 *(b)*	9.7 *(b)(c)*	1.7 *(b)*
Expenses	**10.6**	15.9 *(f)*	3.5	4.1	7.7	3.1	5.9	8.8
Earnings (loss) before tax from continuing operations	**(22.0)**	518.7	(33.8)	(17.6)	(13.8)	4.7	4.1	(7.1)
Net earnings (loss) attributable to equity holders of the Corporation	**(23.3)**	517.5	(35.2)	(18.9)	(14.6)	3.5	3.1	(8.4)
Continuing operations	**(23.3)**	517.5	(35.2)	(18.9)	(15.1)	3.5	2.9	(8.4)
Basic earnings (loss) per common share *(a)*	**(0.32)**	5.93	(0.42)	(0.24)	(0.19)	—	—	(0.13)
Continuing operations *(a)*	**(0.32)**	5.93	(0.42)	(0.24)	(0.20)	—	—	(0.13)
Diluted earnings (loss) per common share *(a)*	**(0.32)**	5.89	(0.42)	(0.24)	(0.19)	—	—	(0.13)
Continuing operations *(a)*	**(0.32)**	5.89	(0.42)	(0.24)	(0.20)	—	—	(0.13)
Distribution from equity-accounted investments - continuing operations	— *(d)*	— *(d)*	— *(d)*	— *(d)*	5.0	6.3	5.3	9.8

(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) Includes net change in fair value of investments of $(10.2) million for the three months ended December 31, 2022, $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 and $5.4 million for the three months ended March 31, 2021.

(c) 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.

(d) 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 last nine months of 2022.

(e) Total Income for the three months ended September 30, 2022 and December 31, 2022, includes a gain of $530.6 million and a loss of $0.1 million, respectively, on the divestiture of the PLM equity-accounted investment.

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

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

LIQUIDITY AND CAPITAL RESOURCES

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

	Three Months Ended December 31,		Years Ended December 31,	
(in millions of Canadian dollars)	2022	2021	2022	2021
Cash and cash equivalents, beginning of period	**521.0**	70.2	**34.8**	146.1
Cash from (used in) operating activities	(6.0)	21.2	(17.7)	21.4
Cash from (used in) investing activities	(2.1)	(53.3)	526.0	(118.9)
Cash used in financing activities	(4.9)	(3.1)	(49.1)	(12.6)
Translation adjustment related to cash	(2.7)	(0.2)	11.3	(1.2)
Cash and cash equivalents, end of period	**505.3**	34.8	**505.3**	34.8

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 $(6.0) million for the three months ended December 31, 2022, compared to $21.2 million for the three months ended December 31, 2021. The unfavourable variance of $27.2 million is primarily due to:

- a reduction of $22.1 million in proceeds from the disposal of marketable securities held for trading, due to the $18.7 million proceeds received from the disposal of common shares of Newmark Group (NMRK) in 2021 as well as a reduction of $3.4 million in proceeds from the disposal of investments held through Precog;
- lower distributions received from PLM of $5.0 million given that no distribution from PLM were received in the fourth quarter of 2022 due to the divestiture of the investment in the third quarter;
- $2.1 million of transaction costs paid related to the announced Tufropes transaction; and
- a $2.0 million unfavourable variance in the change in net operating assets and other; offset in part by
- a decrease of $4.6 million in purchases of marketable securities held for trading through Precog.

Cash flows from (used in) operating activities amounted to $(17.7) million for the year ended December 31, 2022, compared to $21.4 million for the year ended December 31, 2021. The unfavourable variance of $39.1 million is primarily due to:

- a reduction of $36.6 million in proceeds from the disposal of marketable securities held for trading, due to the $18.7 million proceeds received from the disposal of common shares of Newmark Group (NMRK) and the $17.4 million proceeds received from the disposal of common shares of JCDecaux in 2021, and a decrease of $0.5 million proceeds from the disposal of investments held through Precog;
- lower distributions received from PLM of $23.5 million;
- a $3.5 million unfavourable variance in the change in net operating assets and other;
- higher cash taxes paid of $2.6 million;

LIQUIDITY AND CAPITAL RESOURCES (continued)

- $2.1 million of transaction costs paid related to the announced Tufropes transaction; and
- lower revenue from investment management of $0.9 million; offset in part by
- a decrease of $30.1 million in purchases of marketable securities held for trading, due mostly to a reduction in investments purchased through Precog of $25.7 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 December 31, 2022 amounted to $(2.1) million and included the following:

- $2.0 million advanced to Kognitiv in relation to a secured promissory note agreement signed in January 2023;
- $0.1 million transaction expense on divestiture of Aimia's 48.9% investment in PLM.

Cash from (used in) investing activities for the year ended December 31, 2022 amounted to $526.0 million and included the additional following items which occurred during the nine months ended September 30, 2022:

- $537.3 million net cash proceeds from the divestiture of Aimia's 48.9% investment in PLM;
- $10.0 million invested in convertible notes of Kognitiv;
- $2.1 million proceeds from the disposal of 10,355,900 Capital A common shares; and
- $1.3 million loan granted to a related party.

Cash from (used in) investing activities for the three months ended December 31, 2021 amounted to $(53.3) million and included the following:

- $31.6 million investment in convertible note of TRADE X;
- $12.4 million invested in special purpose vehicle; and
- $9.3 million invested to subscribe for 40.5 million RCUIDS and 20.2 million warrants allotted to Aimia by Capital A.

Cash from (used in) investing activities for the year ended December 31, 2021 amounted to $(118.9) million and included the additional following items which occurred during the nine months ended September 30, 2021:

- $44.0 million investment in preferred shares of TRADE X;
- $9.4 million invested to purchase 35.6 million Capital A common shares;
- $8.3 million invested to purchase Cineplex common shares;
- $5.0 million invested in investment funds; and
- $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; offset in part by
- $4.3 million received for the closing working capital adjustment of the Kognitiv transaction.

LIQUIDITY AND CAPITAL RESOURCES (continued)

FINANCING ACTIVITIES

Cash used in financing activities for the three and twelve months ended December 31, 2022 reflect the payment of $3.1 million and $12.6 million, respectively, related to preferred shares dividends, as well as payments of $1.8 million and $36.5 million, respectively, for the repurchase of common shares through the normal course issuer bid.

Cash used in financing activities for the three and twelve months ended December 31, 2021 reflect the payment of $3.1 million and $12.6 million, respectively, related to preferred shares dividends.

LIQUIDITY

The following table presents an overview of Aimia's liquidity as of December 31, 2022.

As at	December 31,
(in millions of Canadian dollars)	2022
Cash and cash equivalents, excluding cash held through Precog	505.3
Investments directly held in marketable securities:	
Capital A - Common shares	21.4
Capital A - RCUIDS	8.4
Capital A - Warrants	1.2
Cineplex	5.7
Liquidity position	**542.0**

Excluding any investing activities, Aimia anticipates having an annualized holding company cash expenses of $14.0 to $16.0 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.

Subsequent to December 31, 2022, the Corporation also signed definitive agreements to acquire Tufropes and Bozzetto for a combined gross purchase price of approximately $585.0 million. It is expected that Bozzetto's executive management will reinvest a portion of their after tax sales proceeds into the new investment structure, which currently represents a minority position of approximately 6.4% of equity after expected debt financing. The consideration expected to be paid by Aimia, net of the projected Bozzetto management reinvestment of $13.1 million and the $17.5 million Tufropes provisional closing working capital favorable adjustment, amounts to $554.4 million. Aimia also expects remaining transaction costs and debt financing fees of approximately $19.7 million and $9.5 million, respectively, to be incurred related to those acquisitions.

These cash requirements are expected to be met from the Corporation’s source of capital listed above as well as from an expected level of debt of approximately $242.0 million to be put in place in connection with these new acquisitions.

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.

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

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").

In addition to customary transactional indemnity clauses, Aimia had 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 this tax payment indemnification clause, $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.

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.

CONTINGENT LIABILITIES AND GUARANTEES (continued)

PLM Transaction

Refer to the *Other 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 December 31, 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. During the year ended December 31, 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

SUMMARY OF CONTRACTUAL OBLIGATIONS AND COMMITMENTS

As at December 31, 2022, the non-cancellable estimated future minimum payments under various short-term operating leases, other contractual obligations and commitments are as follows:

(in millions of Canadian dollars)	Total	2023	2024	2025	2026	2027	Thereafter
Operating leases	0.1	0.1	—	—	—	—	—
Technology infrastructure and other	0.4	0.3	0.1	—	—	—	—
Total Contractual Obligations and Commitments	**0.5**	**0.4**	**0.1**	**—**	**—**	**—**	**—**

CAPITAL STOCK

At December 31, 2022, Aimia had 84,164,614 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 year ended December 31, 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 year ended December 31, 2022, Aimia repurchased, under the 2022-2023 NCIB, 7,780,322 common shares for a total consideration of $33.9 million. Share capital was reduced by $0.4 million and the remaining $33.5 million was accounted for as a reduction of contributed surplus.

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 was estimated at $16.4 million and included of $14.4 million related to the business acquisition and $2.0 million of deferred compensation. The total consideration consisted of $6.3 million

CAPITAL STOCK (continued)

(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.

PREFERRED SHARES

Preferred shares, Series 1

As of December 31, 2022, there are 5,083,140 issued and outstanding Series 1 Preferred Shares, all of which are listed on the Toronto Stock Exchange. The holders of the Series 1 Shares are entitled to receive quarterly fixed, cumulative, preferential cash dividends, as and when declared by the Corporation's Board of Directors, subject to compliance with the provisions of the *Canada Business Corporations Act*. The annual dividend rate of the Series 1 Preferred Shares for the five-year period from and including March 31, 2020 up to but excluding March 31, 2025 will be 4.802%, being 3.75% over the five-year Government of Canada bond yield, as determined in accordance with the rights, privileges, restrictions and conditions attaching to the Series 1 Preferred Shares.

Preferred shares, Series 3

As of December 31, 2022, there are 4,355,263 issued and outstanding Series 3 Preferred Shares, all of which are listed on the Toronto Stock Exchange. The holders of the Series 3 Shares are entitled to receive quarterly fixed, cumulative, preferential cash dividends, as and when declared by the Corporation's Board of Directors, subject to compliance with the provisions of the *Canada Business Corporations Act*. The annual dividend rate for the five-year period from and including March 31, 2019 up to but excluding March 31, 2024 will be 6.01%, being 4.20% over the five-year Government of Canada bond yield, as determined in accordance with the rights, privileges, restrictions and conditions attaching to the Series 3 Preferred Shares.

DIVIDENDS

Quarterly dividends declared to preferred shareholders of Aimia during the years ended December 31, 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
December 31,	1.5	0.300125	1.5	0.300125
Total	**6.1**	**1.200500**	6.1	1.200500
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
December 31,	1.6	0.375688	1.6	0.375688
Total	**6.5**	**1.502752**	6.5	1.502752
Total preferred dividends on Series 1 and Series 3	**12.6**		12.6	

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 year ended December 31, 2022, the gross amount of Part VI.1 tax expense is $5.1 million (2021: $5.1 million). 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 in 2019 and the Kognitiv transaction in 2020, 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 years ended December 31, 2022 and 2021, the Corporation paid $5.1 million and $5.1 million of Part VI.1 tax, respectively.

On March 15, 2023, 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 March 31, 2023, to shareholders of record on March 24, 2023.

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

EARNINGS (LOSS) PER COMMON SHARE

	Three Months Ended December 31,		Years Ended December 31,	
(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	**(23.3)**	(14.6)	**440.1**	(16.4)
Deduct: Dividends declared on preferred shares related to the period	**(3.1)**	(3.1)	**(12.6)**	(12.6)
Net earnings (loss) attributable to common shareholders	**(26.4)**	(17.7)	**427.5**	(29.0)
Weighted average number of common shares - Basic [(a)]	**82,713,034**	90,922,527	**87,682,533**	90,922,527
Adjustments for calculation of diluted earnings per share:				
Stock options	**—**	—	**17,982**	—
Escrow shares	**—**	—	**747,392**	—
Weighted average number of common shares - Diluted	**82,713,034**	90,922,527	**88,447,907**	90,922,527
Basic earnings (loss) per common share	**$ (0.32)**	$ (0.19)	**$ 4.88**	$ (0.32)
Continuing operations	**$ (0.32)**	$ (0.20)	**$ 4.88**	$ (0.33)
Discontinued operations	**—**	0.01	**—**	0.01
Diluted earnings (loss) per common share	**(0.32)**	(0.19)	**4.83**	(0.32)
Continuing operations	**(0.32)**	(0.20)	**4.83**	(0.33)
Discontinued operations	**—**	0.01	**—**	0.01

(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 December 31, 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.

TRANSACTIONS WITH KOGNITIV

Convertible note

During the year ended December 31, 2022, the Corporation invested $10.0 million in a secured subordinated convertible note of Kognitiv. Refer to the sub-section *Net Changes in Fair Value of Investments* within the *Segmented Operating Results* section for additional details on Aimia's investment in this convertible note.

Promissory Note

Subsequent to December 31, 2022, the Corporation entered in to a secured promissory note agreement with Kognitiv whereby the Corporation has agreed to lend an amount of $5.0 million to Kognitiv. The promissory note bears interest at 12%, was subject to a 3% structuring fee and had a maturity date as of March 7, 2023 and was secured by all present and future accounts receivable of the Borrowers and all proceeds thereof. The promissory note was fully repaid by Kognitiv on March 7, 2023.

As of December 31, 2022, Aimia advanced to Kognitiv an amount of $2.0 million out of the $5.0 million in regards to that promissory note and recorded interest income of $0.1 million. The amount is presented as Receivable from related party on the consolidated statements of financial position.

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

DISCONTINUED OPERATIONS AND DISPOSAL OF BUSINESSES AND OTHER ASSETS

DISCONTINUED OPERATIONS

Kognitiv transaction - Loss of control in Loyalty Solutions business and related assets

On June 18, 2020, Aimia completed the divestiture of the Loyalty Solution business as part of the Kognitiv transaction. The transaction was a contribution of cash and Aimia's Loyalty Solutions business, which included Intelligent Shopper Solutions and the Air Miles Middle East program, in exchange of an ownership interest in Kognitiv, a B2B technology company enabling global brands to redefine loyalty with solutions for multi-enterprise collaboration.

The operating results of the Loyalty Solutions business are presented as discontinued operations and prior periods have been restated.

	Three Months Ended December 31,		Years Ended December 31,	
(in millions of Canadian dollars)	2022	2021	2022	2021
Results of the Loyalty Solutions business and related assets				
Total revenue	—	—	—	—
Total operating expenses (recoveries)	—	(0.5)	—	(0.5)
Earnings before income taxes	—	0.5	—	0.5
Income tax (expense) recovery	—	—	—	0.2
Net earnings	—	0.5	—	0.7

Cash flows from (used in) discontinued operations included within the consolidated statements of cash flows are as follows:

	Three Months Ended December 31,		Years Ended December 31,	
(in millions of Canadian dollars)	2022	2021	2022	2021
Net cash flows of the Loyalty Solutions business and related assets				
Cash flows from (used in):				
Operating activities [(a)]	—	0.5	—	1.3
Investing activities - Proceeds (payments) for the disposal of businesses, including cash disposed	—	—	—	4.3
Total	—	0.5	—	5.6

(a) Cash flows used in operating activities for the year ended December 31, 2021 include cash put aside of $0.9 million in the form of cash collateral in accordance with the Kognitiv transaction agreement, offset by an income tax refund of $1.7 million resulting from loss carry-backs on discontinued operations as well as $0.5 million from research and development credit related to eligible expenses incurred before the disposal of Loyalty Solutions.

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.

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

FUTURE ACCOUNTING CHANGES

The following standards and amendments have been published and their adoption is mandatory for future accounting periods.

Deferred taxes related to assets and liabilities arising from a single transaction (Amendments to IAS 12, IFRS 1)

The IASB issued 'Deferred taxes related to assets and liabilities arising from a single transaction (Amendments to IAS 12). The amendments require an entity to recognise deferred tax on certain transactions that give rise to equal amounts of taxable and deductible temporary differences on initial recognition. The amendments are effective for annual reporting periods beginning on or after January 1, 2023, with early application permitted. The Corporation has assessed the amendments to IAS 12 and concluded that these changes will not have an impact on its consolidated financial statements.

Accounting policy disclosures: Changes in estimates vs accounting policies (Amendments to IAS 1, IAS 8)

The IASB issued Definition of Accounting Estimates, which amended IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors. The amendments introduced the definition of accounting estimates and included other amendments to IAS 8 to help entities distinguish changes in accounting estimates from changes in accounting policies. The amendments are effective for annual reporting periods beginning on or after January 1, 2023, with early application permitted. At this time, the Corporation does not anticipate that these changes will have a significant impact, if any, on its consolidated financial statements.

Lease liability in a sale leaseback (Amendments to IFRS 16)

The IASB has issued narrow-scope amendments to requirements for sale and leaseback transactions in IFRS 16 explaining how an entity accounts for a sale and leaseback after the date of the transaction. The amendments are effective for annual reporting periods beginning on or after January 1, 2024, with early application permitted. At this time, the Corporation does not anticipate that these changes will have a significant impact, if any, on its consolidated financial statements.

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*).

Management has identified the areas, discussed below, which it believes are the most subject to judgments, often requiring the need to make estimates about the effects of matters that are inherently uncertain and may change significantly in subsequent periods.

The impact of COVID-19 on the value Aimia's investment in Clear Media

The COVID-19 pandemic continued to affect the business of Clear Media during the year ended December 31, 2022. Significant estimates, judgments and assumptions have been made by management in regards to the timing of the recovery of the outdoor advertising business of Clear Media. Refer to the *Q4 2022 Highlights* section for more details.

Measurement of fair value of the investments in private companies and other financial instruments

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

		December 31, 2022		
Investments	Valuation technique	Key valuation inputs	Range	Sensitivity
Clear Media Limited	**Income & Market Approach** - EBITDA multiple (adjusted for change in accounting pronouncements)	EBITDA multiple	8.0x - 8.5x	+/- 1.0x = +/- $7.1m
		Return to historical profitability by	2025	
		Discount rate	19% - 21%	
TRADE X - Preferred shares	**Market Approach** - Combination of valuation techniques and inputs, including Preferred Shares Series A financing round, Revenue and EBITDA multiples.	EBITDA multiple	9.0x - 10.0x	A combined change in multiple of +/- 1.0x on EBITDA multiple and 0.1x on revenue multiple would have an impact of +/- $2.2MM
		Revenue multiple	0.5x	
		Series A financing round enterprise value	US$285MM	
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	27.5%	
		Share price	US$91.60	+/- 10% = +/- $0.4MM
		Implied Credit Spread	41%	+/- 1% = +/- $0.1MM
		Volatility	60%	+ 5% = -$0.4MM - 5% = -$0.2MM

CRITICAL ACCOUNTING ESTIMATES (continued)

		December 31, 2022		
Investments	Valuation technique	Key valuation inputs	Range	Sensitivity
TRADE X - Warrants	**Market Approach** - Black-Scholes option pricing model	Share price	US$91.60	+/- 10% = +/- $0.4M
		Volatily	60%	
		Exercise price	US$0.001	
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$0.74	+/- 10% = +/-$0.1MM
		Implied Credit Spread	22%	+/- 1% = +/- $0.2MM
		Volatility	74%	+/- 5% = +/- $0.1MM
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

		December 31, 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 = +/- $9.3m
		Return to historical profitability by	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
TRADE X - Convertible Note	**Market Approach -** Principal amount advanced for the note, adjusted for interest accrued	N/A	N/A	N/A
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

CRITICAL ACCOUNTING ESTIMATES (continued)

Income taxes

Following an income tax audit conducted by the CRA regarding certain Aeroplan income tax matters dating back to 2013, Aimia received notices of reassessment for the 2012 through 2017 taxation years and notices of assessment for the 2018 and 2019 taxation years from the CRA and Revenu Québec for an aggregate amount of $32.9 million. Aimia has funded the amounts due upon receipt of the assessments from the $100.0 million restricted cash account set aside as part of the Aeroplan transaction.

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 would be returned to Aimia.

Contingent Liabilities

Refer to the section *Contingent liabilities and guarantees* for a description of current contingent liabilities the Corporation is exposed to.

CONTROLS AND PROCEDURES

DISCLOSURE CONTROLS AND PROCEDURES

Disclosure controls and procedures within Aimia have been designed to provide reasonable assurance that all relevant information is identified to the Disclosure Policy Committee to ensure appropriate and timely decisions are made regarding public disclosure.

An evaluation of the design and effectiveness of the operation of Aimia's disclosure controls and procedures has been conducted by Aimia, under the oversight of the Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO"). Based on this evaluation, the CEO and CFO have concluded that, as of December 31, 2022, Aimia's disclosure controls and procedures, as defined by National Instrument 52-109 - Certification of Disclosure in Issuers' Annual and Interim Filings, are effective to ensure that information required to be disclosed in reports that are filed or submitted under Canadian securities legislation is recorded, processed, summarized and reported within the time periods specified therein.

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

INTERNAL CONTROL OVER FINANCIAL REPORTING

Internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of Aimia’s financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

Aimia, under the oversight of the CEO and CFO, has used the criteria established in the 2013 Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”), to assess the effectiveness of Aimia's internal controls over financial reporting. Based on this evaluation, the CEO and CFO have concluded that internal control over financial reporting, as defined by National Instrument 52-109, was effective as at December 31, 2022 based on the applicable criteria.

Because of inherent limitations, internal control 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.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

A material change in internal control over financial reporting (ICFR) is a change that has, or is reasonably likely to materially affect, the issuer’s ICFR. There has been no change in Aimia's internal control over financial reporting that occurred during the year ended December 31, 2022 that has materially affected, or is reasonably likely to materially affect, Aimia's internal control over financial reporting.

RISKS AND UNCERTAINTIES AFFECTING THE BUSINESS

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

The execution of the strategic plan

On April 29, 2020, Aimia announced that, following the comprehensive strategic review process undertaken by a special committee of independent directors (the "Special Committee"), the Board of Directors approved the Special Committee's recommendation that Aimia focus on making long-term investments in public and private companies, on a global basis, through controlling or minority stakes. The targeted companies will exhibit durable economic advantages, evidenced by a well-established track record of substantial free cash flow generation over complete business cycles, guided by strong, experienced management teams.

There can be no assurance that the strategic plan will succeed in whole or in part. Implementation of this plan presents various managerial, organizational, administrative, operational and other challenges. Aimia has a very lean senior leadership team upon which the successful execution of the strategic plan is dependent. The strategic plan may be affected by the following items:

- Aimia's ability to source, diligence, analyze and execute upon accretive, cash-flow generative new investment and/or acquisition targets, particularly with a lean senior leadership team; and
- Aimia's ability to recruit, develop, motivate and retain talented employees as required to implement and execute the strategic plan.

If Aimia is unable to successfully execute on any or all of the initiatives contained in the strategic plan, its revenues, operating results, profits and asset values would be adversely affected. Further, even if Aimia successfully implements such plan, there can be no guarantee that it will be able to achieve its intended long-term growth, profitability and asset values, including generating and/or enhancing revenues, operating results and profitability. Modifications to the strategic plan may be required to achieve such objectives. Further, while Aimia currently has sufficient resources to undertake its strategic plan, there can be no assurance that its financial resources will continue to be sufficient in the future to fund potential new investment and/or acquisition opportunities and, consequently, Aimia may be required to obtain additional financing in order to successfully implement its strategic plan. Failure to secure any such financing may result in delays in implementing the strategic plan and, if required funding is unavailable, or only available on unfavourable terms, Aimia's ability to pursue its business strategy may be adversely affected and consequently Aimia's business, financial condition and results of operation may be adversely impacted.

RISKS AND UNCERTAINTIES AFFECTING THE BUSINESS (continued)

Investment risks, including in connection with how and when to deploy and invest Aimia's cash and other liquid assets

Aimia 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 nature and timing of the use of Aimia's cash, other sources of liquidity and investments in implementing its strategic plan will be determined by Management and the Board at their discretion, and there can be no certainty, and Aimia cannot provide any assurance as to how, and when, such investments will be made and, if made, whether such investments will be successful and provide a satisfactory return above its cost of capital.

The success of Aimia's investment strategy will depend, in part, on Aimia's ability to:

- identify suitable investments;
- complete the investments on acceptable terms (including acceptable levels of valuation) and within expected time frames; and
- capitalize and execute on such investments, including integrating the acquisitions, and creating and executing on cost-saving and other synergies between new businesses acquired and Aimia's existing businesses and investments.

Valuation of certain investment opportunities, particularly investments in private issuers, may involve subjective determinations and the use of multiple valuation methodologies. As a consequence of imperfect information, valuations of private issuer investment opportunities are inherently uncertain and may fluctuate prior to or during an equity investment. As a consequence, Aimia may not be able to identify or accurately valuate appropriate investments. The fair market value of investments may also fluctuate and not be represented in the realized value of investment positions on disposition.

Market Price and Trading Volume of the Common Shares and Preferred Shares

The market price and trading volume of the common shares and/or the Preferred Shares may materially decrease or experience increased fluctuation due to a variety of factors, primarily in connection with the level of Aimia's success in executing on its strategic plan. In addition, Aimia's financial performance may be impacted by general market conditions of the worldwide economy that are outside of its control. These include, without limitation, fluctuations in the market prices and trading volumes of securities, actions by market actors, interest rates, availability of credit, national and international political events, economic instability, regulatory changes and actions by regulatory authorities, changes of law, war, terrorism, natural disasters, disruption of supply chains and climate change.

The effects of these and other factors on the market prices of the common shares and/or the Preferred Shares may result in volatility in the trading prices of the common shares and/or the Preferred Shares of Aimia, as well as volatility in the value of its equity investments. The market price of the common shares and/or the Preferred Shares may be affected by numerous factors beyond the control of Aimia. There can be no assurance that the market price of the common shares and/or the Preferred Shares will not materially decrease or experience significant fluctuations in the future, including fluctuations that are unrelated to the Corporation's performance.

RISKS AND UNCERTAINTIES AFFECTING THE BUSINESS (continued)

Prior Performance Not Indicative of Future Results

The success of Aimia's prior investments may not necessarily be indicative of future results. There can be no assurance that successful investments opportunities continue to materialize or be properly assessed, or that past investments continue to generate profitable results. There is a possibility that any individual or the totality of Aimia's positions results in a loss.

Capital Requirements and Dilution

Aimia and the companies in which Aimia invests ("Investees") may be required to raise additional debt or equity funds through public or private financing, strategic relationships or other arrangements, including debt financing, for a variety of purposes, including business acquisitions, to capitalize on unanticipated opportunities, as well as to respond to competitive pressures. Additional equity funding by Investees may reduce the percentage ownership interest of the Corporation in such Investees.

Investment Strategy Risks

In order to effectively capitalize on investment opportunities, Aimia may engage in certain investment strategies that increase the potential for both gains and losses as part of its holding company and investment management activities. The use of special investment techniques such as leverage, hedging, derivatives, or short selling may incur additional particular risks depending on market conditions, timing, availability of credit, or external market forces.

Expedited Transactions

From time to time, Aimia may make investment decisions on an expedited timeline in order to take advantage of particular time-sensitive opportunities. Aimia may conduct analyses or valuations on shorter timelines using limited information, which may incur additional risks due to the lack of complete or sufficiently detailed information.

Cash and Cash Equivalents

Aimia currently holds cash and liquid assets and may hold them at any given time. These cash assets may be held in interest-bearing accounts or through financial instruments held by third parties. Adverse impacts on financial markets, or events outside of Aimia's control may result in a potential loss of assets held by third parties in the event of the failure of a financial institution.

Credit Risk

Aimia may extend credit, commercial loan, financing, or debenture agreements to its existing Investees or as part of its investment strategy. As a consequence of this lending activity, borrowers may be incapable or unwilling to make principal and interest payments on outstanding debt obligations. Insolvency, bankruptcy, or a failure of Borrowers to meet their debt obligations may result in adverse effects on Aimia's financial performance and cash flows.

RISKS AND UNCERTAINTIES AFFECTING THE BUSINESS (continued)

Competition

Aimia's investment activities compete with a number of investment funds, banks, as well as strategic and institutional investors for investment opportunities. Competition may reduce the number of investment opportunities available to Aimia and may lead to unfavorable terms as part of any investment, including high purchase prices, or acquire any suitable investments that it identifies. Aimia's asset management activities, through its subsidiary Mittleman Investment Management, compete in an active and growing industry. As a consequence, competition could have an adverse effect on management and performance fees with a negative impact on Aimia's overall earnings. In addition, Aimia's Investees may encounter competition both locally and internationally that may impact their performance and in turn impact Aimia's return on investment.

Investment Partnership Risks

Aimia's engagement in certain minority equity stakes, such as Clear Media Limited, Kognitiv, and TRADE X, and Aimia's engagement in certain controlling equity stakes, such as Tufropes, incur additional risks from third-party involvement. Third party investors in Aimia's Investees may incur financial, regulatory, reputational risks, or liability through their conduct in a manner that is outside of Aimia's control. Third party investors may also object to decisions or actions involving Investees that are contrary to Aimia's business interests.

Aimia's relationships with its partners in certain of its investments, such as TRADE X and Kognitiv Corporation, are governed by shareholders' and investor rights agreements that set forth the shareholders' rights and obligations, and typically contain transfer restrictions. Certain provisions of these shareholder agreements are complex, and the agreements are often governed by the laws of foreign jurisdictions. Disputes may arise between the shareholders. Aimia may incur significant costs, including legal fees, in exercising its rights under the shareholders' agreements in the event of disputes, and there can be no assurance that such disputes will be resolved in Aimia's favor.

Reliance on Investees Management

Aimia is currently engaged in certain minority equity stakes through its investments in Clear Media Limited, Kognitiv, and TRADE X. Aimia may be involved in certain matters related to strategic planning, the identification, negotiation and implementation of material acquisitions or capital markets transactions, the development of transformation, restructuring and other business plan and similar material matters but ultimately, Aimia relies on its Investees management to produce operating and financial results. The management of Aimia's Investees may therefore engage in business, financial, or management decisions which impact the profitability of the Investee to the detriment of Aimia's financial position. Aimia's inability to effectively manage the risks associated with the conduct of Investees may adversely impact Aimia's profitability and growth prospects.

In addition, Aimia's activities as a holding company involves a degree of reliance on the management of Investees to adequately assess and mitigate risks specific to their industry sectors and business activities. Aimia's Investees operate in diverse industry and geographic sectors, and Aimia may retain a minority equity stake in Investees. Aimia relies on the effectiveness of management appointed to its controlling equity stake Investees to take appropriate financial and managerial decisions appropriate for the market conditions they are situated in. The methodologies, application, and considerations used by Investees in their risk management practices may not adequately take into account relevant factors including, without limitation, operational, economic, political, market conditions, strategic and

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

RISKS AND UNCERTAINTIES AFFECTING THE BUSINESS (continued)

regulatory risks. A failure on the part of Investee management to adequately assess risks may have an adverse impact on Aimia’s financial conditions and profitability.

Private Issuer Investment Risks

As a long-term holding company, Aimia’s business activities include investments in the securities of private issuers. Private issuers are not subject to the same disclosure requirements as public issuers and as a consequence, investment decisions may be made on limited information. Informed investment decisions are dependent on Aimia’s due diligence processes, as well as reliance on the management of the target investee company to deliver accurate and complete information. The valuation of private companies is inherently difficult because of a certain level of uncertainty in the assumptions used to determine the fair value of these investments. As a consequence, the potential profitability of a private issuer may not materialize as initially predicted, which may cause a decline in Aimia’s profitability.

Investments in private issuers are also subject to factors that are outside of Aimia’s control including, but not limited to, inflation, availability of advantageous credit and financing opportunities, reliance on key and skilled personnel, employment matters, industry-specific risk factors, internal processes, competition, customer engagement and retention, regulatory compliance, taxation, effective management integration, production risks, technological displacement, research and development risks, data privacy, and litigation risk. Private issuer Investees may also become engaged in voluntary or involuntary bankruptcy or insolvency proceedings that create additional risks concerning the realization of Aimia’s equity investments, debt repayments, litigation, and profitability.

Public Issuer Investment Risks

Aimia may also acquire equity interest in the securities of public issuers through investment or if private issuer Investees become public. The value of investments in public issuers may be materially impacted by market conditions, availability of credit and debt, and the issuance of securities. Public issuer corporations are also subject to a variety of global market fluctuations that may impact the value of share prices, availability of credit, and financing opportunities. Public issuers may also dilute existing equity investments through the issuance of new securities, which may impact the value and profitability of equity investments.

Follow-On Investments

As part of Aimia’s investment in target investee companies, Aimia may benefit from the opportunity to provide additional equity to an Investee through the exercise of a warrant right for the purchase of additional securities, or additional diluted or non-diluted investment mechanisms. Aimia cannot guarantee that these rights will be exercised, nor that Aimia will be in a financial position to exercise these rights when they arise. Moreover, Aimia may not exercise these rights to invest even if Aimia is in a financial position to do so. Aimia may invest in other opportunities, or choose not to exercise these rights to diversify its holdings. Discretionary actions to exercise or not exercise rights to additional investment may result in the failure to capitalize on future profitability of an Investee, or cause additional exposure in a manner that adversely impacts Aimia’s profitability.

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

RISKS AND UNCERTAINTIES AFFECTING THE BUSINESS (continued)

Concentration Risks

Concentration risk is the risk of particular exposure to the downturn in certain industry sectors, geographic regions or investment positions. Aimia's investment strategy may concentrate on particular industries, geographic regions, or corporations which may not be diversified. Market fluctuations and adverse events with a particular impact on a given market sector may cause a decline in the fair market value of Aimia's largest investments and have a material impact on its earnings.

Holding Company Liquidity Risks

Aimia makes certain investments in the securities of private companies and illiquid securities. These investments may offer relatively high potential returns, but may also be subject to a relatively higher degree of risk. From time to time it may be in the best interests of Aimia to exit these investments. However, securities of private companies and illiquid securities may not have a ready market and Aimia may not be able to sell such securities at acceptable prices on a timely basis or at all. Illiquidity may limit Aimia's ability to realize a return or to vary components of its investment portfolio promptly in response to changing conditions.

As a holding company, Aimia's ability to meet its obligations, including payment of operating expenses and dividends, depends in large part on dividends from its principal investments. Dividends from these investments are dependent on the operating performance, profitability and financial position of these investments. Reductions in the operating performance, profitability or financial position of Aimia's investments, or the inability to monetize investments in a timely manner, may negatively impact our ability to meet our obligations.

Reliance on Key Personnel

Aimia has a very lean senior leadership team. Aimia's strategic plan relies on such team and requires it to have a hands-on operational approach to managing existing businesses and portfolio companies in which Aimia invests. Aimia's success depends on the abilities, experience, industry knowledge and personal efforts of its Management and other key employees, including the ability to retain and attract skilled employees at appropriate compensation levels as Aimia develops and grows pursuant to its strategic plan. In addition, the success of Aimia's operations in foreign markets also relies on the ability of Aimia to attract and retain qualified employees and executives with relevant local experience and industry-specific expertise.

The loss of the services of members of our Management team, and any other key employees, could have a material adverse effect on our business, financial condition or future prospects. Aimia's strategic plans may also put additional strain and demand on senior Management and key employees and produce risks in both productivity and retention levels. In addition, we may not be able to attract and retain additional qualified management as needed in the future.

Operational Risks

Aimia is subject to certain operational risks due to the nature of its business activities as a holding corporation, and is dependent on its management, key personnel, and processes. These include, without limitation, human errors, documentation errors, breach of regulatory obligations, failures of internal processes, fraud or negligent conduct, and improper disclosure during the ordinary course of its investment and wealth management activities. Aimia's code of conduct and internal processes mitigate against these risks, but a certain degree of operational risk is inevitable in the

RISKS AND UNCERTAINTIES AFFECTING THE BUSINESS (continued)

process of Aimia’s business activities. Aimia’s portfolio companies may face similar operational risks according to the nature of their business activities. A failure to adequately assess operational risks may lead to adverse impacts on Aimia’s financial position, legal and regulatory consequences, and reputational damage.

In addition, Aimia is dependent on the proper functioning of its business infrastructure and information systems. These include software, technology, and telecommunications systems necessary for the efficient conduct of Aimia’s business activities. A failure in these key systems, including the event of a cybersecurity or data security incident, may lead to financial losses, interruptions of service, breach of confidential information, and reputational damage, all of which may have an adverse impact on profitability and financial positions.

Uncertainty of Dividend Declarations and/or Payments on either Common Shares or Preferred Shares

Given the Corporation's strategic plan to focus on long-term investments in public and private companies, on a global basis, through controlling or minority stakes, Aimia currently has no intention of resuming the declaration and payment of regular dividends on its common shares in the foreseeable future as it intends to deploy and invest its cash and other sources of liquidity in the implementation of its strategic plan.

Furthermore, while Aimia is, as of the date hereof, up to date on the declaration and payment of the quarterly dividends on our outstanding Preferred Shares, any future decision and/or inability by Aimia to declare and/or pay dividends on our Preferred Shares could have an adverse effect on the trading price or value of such shares.

Under the terms of Aimia’s Preferred Shares, Aimia is subject to tax under Part VI.1 of the Income Tax Act (Canada) (the “ITA”) associated with dividends paid on its Preferred Shares. For corporations subject to Part VI.1 tax, there is an equivalent Part I tax deduction. As permitted under the ITA, a corporation may allocate its Part VI.1 tax liability and equivalent Part I tax deduction to its related subsidiaries. Aimia can provide no assurance that under its newly announced strategic plan, it will have sufficient taxable income and equivalent Part I tax available to be reduced from the Part VI.1 tax associated with future dividends paid on the Preferred Shares. If there is no equivalent Part I tax reduction, Aimia or its remaining related Canadian subsidiary will have non-capital losses that can be carried forward under rules specifically provided under the ITA. See “Risks and uncertainties affecting the business - Tax losses”, below.

As a result of Preferred Shares dividend payments, Aimia will be liable to pay Part VI.1 tax at a rate of 40% of these dividends payments. Aimia can provide no assurance that it will be able to recover or mitigate the effect of any Part VI.1 tax that is required to pay in respect of the 2020 tax year, and any such recurring Part VI.1 tax would adversely impact Aimia’s earnings and liquidity.

Classification as a “passive foreign investment company” (a “PFIC”) for United States (“U.S.”) federal income tax purposes for any prior taxable year or during the current taxable year.

In general, a non-U.S. corporation will be a PFIC with respect to a U.S. holder of shares if, for any taxable year in which the U.S. shareholder holds shares, either (i) at least 75% of the corporation’s gross income (without reduction for operating expenses) for the taxable year is passive income or (ii) at least 50% of the average value of its assets is attributable to assets that produce or are held for the production of passive income. For this purpose, passive income

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

RISKS AND UNCERTAINTIES AFFECTING THE BUSINESS (continued)

includes, among other things, dividends, interest, rents or royalties (other than certain rents or royalties derived from the active conduct of a trade or business), annuities, and gains from assets that produce passive income. If a non-U.S. corporation owns at least 25% by value of the stock of another corporation, the non-U.S. corporation is treated for purposes of the PFIC tests as owning its proportionate share of the assets of the other corporation and as receiving directly its proportionate share of the other corporation's income.

PFIC classification status depends upon the composition of a non-U.S. corporation's income, assets and activities from year-to-year as well as the application of complex U.S federal income tax rules, which are subject to differing interpretations. Based on its income, assets, and activities, Aimia does not believe that it was a PFIC for the taxable years ending December 31, 2022 and December 31, 2021. In addition, Aimia believes that it should not be a PFIC for the taxable year ending December 31, 2023. However, this determination is factual in nature and cannot be made until the close of the tax year in question. Therefore, no assurance can be provided that Aimia has not been, and will not be, a PFIC for any prior taxable year nor during the current taxable year. If Aimia were a PFIC for any taxable year in which a U.S. shareholder held shares, then the U.S. federal income tax consequences could be materially and adversely worse for such holder of shares as compared to if Aimia is not a PFIC.

If Aimia were a PFIC for any taxable year during which a U.S. shareholder held shares, and such U.S. shareholder does not make a "mark-to-market" election or a "qualified electing fund" election (each discussed below), then generally any gain recognized by such U.S. shareholder upon the sale or other disposition of shares would be allocated ratably over such holder's holding period for the shares. The amounts allocated to the taxable year of the sale or other disposition and to any year before Aimia became a PFIC would be taxed as ordinary income. The amount allocated to each other taxable year (without reducing such amount for offsetting deductions or losses) would be subject to tax at the highest rate on ordinary income in effect for individuals or corporations, as appropriate for that taxable year, and an interest charge would be imposed on the resulting tax liability. Further, to the extent that any distribution received by a U.S. shareholder on its shares exceeds 125% of the average of the annual distributions on the shares received during the preceding three years or the U.S. shareholder's holding period, whichever is shorter, that distribution would be subject to taxation in the same manner as gain, described immediately above. The favourable U.S. tax rates generally applicable to long-term capital gains with respect to dividends paid to noncorporate U.S. shareholders would not apply.

A U.S. shareholder that owns shares in a PFIC can avoid certain of the adverse rules described above by making a mark-to-market election with respect to its shares, provided that the shares are "marketable." Shares will be marketable if they are "regularly traded" on a "qualified exchange" or other market within the meaning of applicable Treasury regulations. If a U.S. shareholder makes the mark-to-market election, it generally will recognize as ordinary income any excess of the fair market value of the shares at the end of each taxable year over their adjusted tax basis, and will recognize an ordinary loss in respect of any excess of the adjusted tax basis of the shares over their fair market value at the end of the taxable year (but only to the extent of the net amount of income previously included as a result of the mark-to-market election). If a U.S. shareholder makes the election, the holder's tax basis in the shares will be adjusted to reflect the income or loss amounts recognized. Any gain recognized on the sale or other disposition of shares in a year when Aimia is a PFIC will be treated as ordinary income and any loss will be treated as an ordinary loss (but only to the extent of the net amount of income previously included as a result of the mark-to-market election).

RISKS AND UNCERTAINTIES AFFECTING THE BUSINESS (continued)

In addition, a U.S. shareholder that owns shares in a PFIC can also avoid certain of the adverse rules described above by making a “qualified electing fund” election (a “QEF Election”) with respect to such PFIC if the PFIC provides the information necessary for such election to be made. If a United States person makes a QEF Election with respect to a PFIC, the United States person will be currently taxable on its pro rata share of the PFIC’s ordinary earnings and net capital gain (at ordinary income and capital gain rates, respectively) for each taxable year that the entity is classified as a PFIC and will not be required to include such amounts in income when actually distributed by the PFIC. Aimia does not currently plan to provide information necessary for U.S. shareholders to make QEF Elections. Subject to certain exceptions, if a U.S. shareholder were to own shares during any taxable year in which Aimia is a PFIC, that holder generally will be required to file IRS Form 8621 both with respect to Aimia and with respect to any lower-tier PFICs. Significant penalties are imposed for failing to file IRS Form 8621, and the failure to file such form may suspend the running of the statute of limitations for U.S. federal income tax purposes.

U.S. shareholders are urged to consult their own tax advisors regarding the adverse tax consequences if Aimia were a PFIC for any relevant taxable year.

Tax losses

Aimia is carrying forward both operating and capital tax losses that it may be able to utilize in the future. There can be no certainty that Aimia will be able to utilize these losses going forward and the value of these losses could be adversely impacted in many ways, including changes in tax legislation. In addition, certain of the losses carried forward will expire if not used within a certain period of time. If there were to be a change of control of the Corporation as defined under applicable tax laws, such a change of control could significantly reduce the value of the tax losses being carried forward, in some cases reducing them to nil.

Closing of the previously announced acquisition of Giovanni Bozzetto S.p.A. may not occur

On March 6, 2023, Aimia announced that it has entered into a share purchase agreement (the “SPA”) with, *inter alia*, Chequers Partenaires S.A. to purchase (the “Bozzetto Transaction”), directly and indirectly, all of the issued and outstanding shares of Giovanni Bozzetto S.p.A. (“Bozzetto”).

The Bozzetto Transaction is subject to the receipt of required regulatory approvals and the satisfaction of various closing conditions, which may not occur. The completion of the Bozzetto Transaction is also subject to normal commercial risks. There is no certainty, nor can Aimia provide any assurance, that these conditions will be satisfied or, if satisfied, when they will be satisfied, or that other events will not intervene to delay or result in the failure to close the Bozzetto Transaction. Given the delay between the date hereof and the closing of the Bozzetto Transaction, there can be no assurance that Bozzetto or its operations and assets, may not be adversely affected by intervening events. Aimia will not control or direct the operations of Bozzetto until completion of the Bozzetto Transaction. As such, Bozzetto and the results of its operations may be adversely affected by events that are outside of Aimia’s control, and Aimia will indirectly be reliant on the business judgment and decisions of the board and management of Bozzetto prior to the closing of the Bozzetto Transaction, subject to the terms and conditions set forth in the SPA.

In addition, in the event that the Bozzetto Transaction is not completed for any reason, there is a risk that the announcement of the SPA and the dedication of resources to the conclusion thereof, and any transaction in connection thereto, may result in a negative impact on Aimia’s financial position. A failure of the Bozzetto Transaction

RISKS AND UNCERTAINTIES AFFECTING THE BUSINESS (continued)

to materialize for any reason may incur losses to Aimia's reputational, market confidence, future operational, or financial position, in addition to compromising certain portions of Aimia's strategic plan.

Closing of the previously announced acquisition of Tufropes may not occur

On January 31, 2023, Aimia announced that it had signed definitive agreements (the "Definitive Agreements") to acquire (the "Tufropes Transaction") all of the issued and outstanding shares of Tufropes Pvt Ltd. as well as substantially all the net assets of India Nets (together referred to as "Tufropes").

The Tufropes Transaction is subject to the satisfaction of various closing conditions, which may not occur. The completion of the Tufropes Transaction is also subject to normal commercial risks. There is no certainty, nor can Aimia provide any assurance, that these conditions will be satisfied or, if satisfied, when they will be satisfied, or that other events will not intervene to delay or result in the failure to close the Tufropes Transaction. Given the delay between the date hereof and the closing of the Tufropes Transaction, there can be no assurance that Tufropes or its operations and assets, may not be adversely affected by intervening events. Aimia will not control or direct the operations of Tufropes until completion of the Tufropes Transaction. As such, Tufropes and the results of its operations may be adversely affected by events that are outside of Aimia's control, and Aimia will indirectly be reliant on the business judgment and decisions of the board and management of Tufropes prior to the closing of the Tufropes Transaction, subject to the terms and conditions set forth in the Definitive Agreements.

In addition, in the event that the Tufropes Transaction is not completed for any reason, there is a risk that the announcement of the Definitive Agreements and the dedication of resources to the conclusion thereof, and any transaction in connection thereto, may result in a negative impact on Aimia's financial position. A failure of the Tufropes Transaction to materialize for any reason may incur losses to Aimia's reputational, market confidence, future operational, or financial position, in addition to compromising certain portions of Aimia's strategic plan.

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

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

Research and Technology Development Risk

The due diligence and research processes involved in the assessment of potential investment opportunities and the performance of investment opportunities results in considerable resources being deployed. In some cases, the due diligence process may reveal risks in an investment opportunity that result in Aimia discontinuing research in favor of other opportunities.

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

RISKS AND UNCERTAINTIES AFFECTING THE BUSINESS (continued)

Aimia relies on a number of information technology platforms and systems in order to adequately assess investment opportunities. In addition, a number of Aimia's investee corporations are engaged in software, technology and industrial production methodology development that may incur significant costs. A disruption in the capacity of either Aimia or its Investees to adequately source and track technological developments may lead to the loss of competitive advantage or profitability. In addition, the failure of research and development projects to produce market-ready and profitable applications of newly developed technology may impact the earnings and profitability of Aimia's investee corporations.

Reputational Risk

Reputational risk is the potential that adverse publicity, whether true or not, may cause a decline in a corporation's performance due to damage to its corporate image. Aimia's earnings, liquidity, share price, or client base of Aimia's Investees may be negatively impacted in the event that negative publicity is associated with Aimia or with Aimia's Investees. This risk is heightened in cases where Aimia's investee portfolio contains minority positions in Investees such that Aimia does not have significant control over the management of investee company's conduct. Reputational risk cannot be managed in isolation, as it often arises as a results of operational, regulatory or other risks inherent to its business or Aimia Investees' business. For these reasons, Aimia's framework for reputational risk management is integrated into all other areas of risk management and is a key component of Aimia's code of ethics of which Aimia's employees are expected to observe. Aimia places a high emphasis on safeguarding its reputation, as once compromised, it can be difficult to restore.

Conflicts of Interest

Due to the nature of Aimia's activities as a holding corporation, Aimia relies on its key personnel to identify investment opportunities with long-term growth potential. In addition, members of Aimia's board of directors will, from time to time, in their individual capacities, deal with parties with whom the Corporation may be dealing or may be seeking investments similar to those desired by the Corporation. The management of Investees in which Aimia has a minority equity stake may engage in business decisions at the company or individual level that conflict with Aimia's overarching interests. Directors or officers of the Corporation, its subsidiary, and Investees may also be directors or officers of companies that conflict with the business interests of Aimia or its subsidiaries. Applicable corporate law contains conflict of interest provisions requiring members of the board of directors to disclose their interests in certain contracts and transactions and to refrain from voting on those matters. In addition, Aimia has sought to mitigate any real or perceived conflicts of interest by contractually requiring its management team to refrain from engaging in activities that may give rise to such conflicts of interest. Aimia's Code of Ethics, applicable to all of Aimia's directors, officers and employees, also provides (i) the general rules applicable to common conflicts of interest, (ii) that Aimia's directors, officers and employees have to disclose to the Corporation any situation that arises that is, or could be, an actual, perceived or potential conflict of interest, and (iii) that all employees must annually complete an Acknowledgement confirming compliance with the Code of Ethics. Finally, any material conflicts of interest identified to Aimia's board of directors may be dealt with by way of the establishment of a special committee of Aimia's board of directors, to provide additional safeguards.

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

RISKS AND UNCERTAINTIES AFFECTING THE BUSINESS (continued)

Escrow Shares and Earn-Out Shares

On June 19, 2020, Aimia acquired all outstanding shares of Mittleman Brothers LLC, the parent company of Mittleman Investment Management, LLC ("MIM" and the overall transaction, the "Mittleman Acquisition"). The consideration for the Mittleman Acquisition consisted of US$4.6 million paid in cash at closing of the acquisition (the "Acquisition Closing") and up to approximately 4.2 million common shares of Aimia. The consideration in common shares of Aimia includes 1.5 million common shares issued to the sellers (which include members of Aimia's current management team (the "Management Sellers")) (collectively, the "Sellers") at the Acquisition Closing 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 common shares are subject to forfeiture and/or clawback clauses, and have already been issued and deposited in escrow (the "Escrowed Shares"). The remaining 1.1 million common shares will be issued upon achieving the performance related targets (the "Earn-Out Shares").

The Escrowed Shares and the Earn-Out Shares are linked to two (2) performance targets (the "Performance Targets"): (i) the volume weighted average price of the common shares of Aimia on the TSX for any 20 consecutive trading day period being equal to or higher than $6.00, and (ii) a significant increase in MIM's assets under management ("AUM"). For the Escrowed Shares and the Earn-Out Shares to be released in full, one (1) of the two (2) Performance Targets has to have been achieved before the 4th anniversary of the Acquisition Closing. If none of the Performance Targets are met, no Earn-Out Shares will be issued, a portion of the Escrow Shares will be forfeited and the remaining portion of the Escrow Shares will be remitted to the Sellers.

In addition, a portion of the Escrow Shares allocated to Philip Mittleman and Chris Mittleman can be clawed back by Aimia under certain circumstances tied to their respective employment agreements (the "Clawback").

While the Management Sellers in their capacity as members of Aimia's management team and board of directors are required to act in the best interests of Aimia and to recuse themselves from material discussions by the board of directors on the above matters, their ability to act in their own interests in order to meet one of the Performance Targets and to receive all Escrowed Shares and Earn-Out Shares and/or to avoid the Clawback may create a conflict of interest between Aimia, on the one hand, and such Management Sellers, on the other.

Investments by MIM

MIM provides discretionary portfolio management and advisory services to high-net-worth individuals and various types of institutional clients and to one private investment fund, Precog Capital Partners, L.P. (of which Aimia is a significant investor, with ownership of more than 80% of its limited partnership interests) ("Precog"). MIM conducts research, makes investment decisions for its client accounts, and generally selects the broker-dealers for the execution of client transactions. Shares of Aimia's common stock (representing less than 10% of issued and outstanding common shares) are currently held by Precog and in the investment accounts of MIM's clients and as a result, MIM has control over such shares of Aimia. MIM has therefore a certain (but limited) influence with respect to certain matters submitted to Aimia's shareholders for approval, and in considering such matters their interest may not always align with the interests of our other shareholders.

RISKS AND UNCERTAINTIES AFFECTING THE BUSINESS (continued)

Aimia’s interest might not always be aligned with those of MIM’s clients or Precog and thus might be in conflict. Further, any reduction in the ownership or control of shares of Aimia by Precog or the investment accounts of MIM may cause the market price of the common shares to decline.

Financial Fraud

Instances of fraud and other deceptive practices committed by Aimia's personnel or by senior management or employees of the businesses in which we invest may materially and adversely affect Aimia's or their financial condition, reputation and prospects and, in the case of Aimia's investments, the value of Aimia's investments. Instances of fraud may also undermine Aimia's due diligence efforts such that Aimia may make investments that it would otherwise not have made or would have made on significantly different terms. Misconduct by employees could include entering into binding transactions that exceed authorized parameters or present unacceptable risks, or, in certain contexts, the concealment of unauthorized or unsuccessful investment activities. It is not always possible to deter fraud or other deceptive practices and the systems in place to prevent and detect such activity may not be effective in all circumstances.

Insurance

Regardless of Aimia's effectiveness in monitoring and administering established compliance policies and procedures, the Corporation, and any of its directors, officers, employees and agents, may be subject to liability or fines which may limit the ability of each to conduct business. Aimia maintains various types of insurance to cover certain potential risks and continuously evaluate the adequacy of this coverage. In recent years, the cost of obtaining insurance has increased significantly. There can be no assurance that certain insurance coverage will be obtainable on economic terms in the future.

COVID-19

The lasting impacts of the COVID-19 pandemic on international markets may result in continued effects that adversely impact Aimia’s investments, specifically the operations of the companies in which Aimia invests (“Investees”), in addition to those of their suppliers, contractors and service providers. Though significantly reduced since the height of the pandemic in 2020, the economic disruptions caused by COVID-19 on financial markets may impact our Investees’ ability to obtain financing and maintain adequate liquidity, result in less than favorable interest rates, impact the demand for and ability to transport their products as well as their ability to advance their projects and other growth initiatives, which may in turn impact the valuation of our equity and debt investments. As risks relating to new variants of COVID-19 remain pertinent, relevant jurisdictional authorities may introduce new, or modify existing, laws, regulations, orders or other measures that could impact our Investees’ ability to operate or affect the actions of their suppliers, contractors and service providers. While some restrictions have been lifted, should restrictions be re-imposed and/or additional measures be implemented, this may prolong or provoke an economic downturn, which may adversely impact Aimia’s investments and results of operations. The Corporation will continue to work actively to monitor the situation and implement further measures as required to mitigate and/or deal with any repercussions that may occur as a result of the COVID-19 outbreak.

RISKS AND UNCERTAINTIES AFFECTING THE BUSINESS (continued)

Privacy Laws

Aimia is also subject to laws and regulations with respect to privacy regarding the collection, use, share or otherwise process personal information belonging to its clients, employees, consultants and third parties. These laws and regulations are subject to frequent modifications and require ongoing supervision in the jurisdictions in which Aimia operates. Failure to comply with such laws and regulations could lead to significant fines and penalties imposed by regulators, as well as claims by the Corporation's employees, consultants or third parties.

Regulatory Matters – Asset Management

Through its wholly owned subsidiary Mittleman Investment Management, a part of Aimia's business activities operates in the asset management sector as a registered Investment Adviser Firm. Regulatory and statutory changes at the provincial, state, and federal level in the United States and Canada concerning, without limitation, Investment Adviser designations, individuals (including high net worth), pooled investment vehicles, pension plans, and charitable organizations may increase compliance costs to the detriment of profitability. The actions of regulatory bodies may also increase the cost of compliance or have an adverse effect on Aimia's profitability including the revocation or restriction on licenses to conduct certain business activities, fines, and suspensions or expulsions from involvement in certain market activities. Regardless of Aimia's code of conduct and supervision of asset management activities, misconduct on the part of Aimia's key personnel, employees, or agents may heighten the risk of legal action, limit the conduct of business, or have an adverse effect on Aimia's reputation. Aimia maintains insurance to mitigate the potential risks associated with its asset management activities.

Foreign Operations and Regulatory Matters

A portion of the operations of portfolio companies in which Aimia has minority or controlling investments in are located outside of Canada in foreign jurisdictions including the United States, Europe, China and India, with Aimia's corporate costs largely based in Canada. As a result, Aimia is subject to the risks of doing business internationally which may expose it to risks not ordinarily associated with business practices in North America.

Aimia is subject to various securities, anti-bribery, competition, labour, money-laundering, and tax laws as well as the decisions of regulatory bodies in the jurisdictions where it conducts its activities. Constraints may be applicable to Aimia as an international investor that subjects it to obligations by state authorities in addition to applicable investor categorizations. Changes in the regulatory regime through changes in the laws applicable to Aimia's activities, as well as decisions by regulatory authorities may result in additional compliance costs.

As Aimia seeks to capitalize on international investment opportunities as they arise, Aimia's operations are based on the prevailing local laws, regulations and practice of the jurisdictions in which it and its Investees operate. Aimia's Investees are subject to regulation and supervision by regulatory authorities in the jurisdictions in which they are licensed to conduct business and may encounter challenges and uncertainties in navigating the legal and regulatory environments with respect to, but not limited to, restrictions on production, restrictions on the movement of cash and other assets, price controls, export controls, currency remittance, income taxes, foreign investment and additional costs in obtaining necessary licenses, approvals and permits. Any failure to comply with applicable laws and regulations could result in fines, penalties, legal proceedings, or reputational harm.

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

RISKS AND UNCERTAINTIES AFFECTING THE BUSINESS (continued)

For Investees in foreign jurisdictions, Aimia may face delays in repatriation of funds and investment income in Canada. Capital, proceeds of sales, and revenues realized from investments in Investees may be subject to regulatory restrictions and regulations with respect to foreign investment policy. A change in law or regulation or adverse political circumstances, governmental registration or approval for the repatriation of investment income, capital or the proceeds of sales may be required. In addition, if there is a deterioration in balance of payments or for other reasons, foreign regulatory bodies may impose temporary restrictions on foreign capital remittances abroad. Aimia may also be adversely affected by delays in, or a refusal to grant, any required governmental approval for repatriation of capital, as well as by the application to Aimia or to one (more more) of its Investees of any restrictions on investments. Aimia and its Investees may be subject to income tax and withholding tax, as may be applicable on the various streams of income earned directly or indirectly in foreign jurisdictions.

In the case of controlling investments in foreign jurisdictions, several factors including business practices, local cultural practices, information availability and familiarity with market conditions including changes to foreign laws and regulations, changes to tax exposure and liabilities, war, terrorism, civil unrest, expropriation, general changes in foreign economic markets and geopolitical conditions may have a material adverse impact on Aimia's results of operations and financial condition.

Currency Fluctuations

Aimia's financial results are sensitive to the changing value of the Canadian dollar and foreign operations are sensitive to the fluctuations of other currencies. Aimia's international investment strategy may lead to investments in corporations where the Canadian dollar is not the local currency, or revenues are derived from a variety of denominations other than the Canadian dollar. A significant depreciation in the value of the currency utilized in one or more countries where Aimia's Investees maintain a significant presence may have an adverse effect on the results of operations or financial positions. Aimia and its Investees may utilize financial instruments or other arrangements to mitigate the impact of currency fluctuations, but may opt not to for operational or financial reasons. Similarly, a significant deterioration of the Canadian dollar relative to any of these other currencies could have a negative impact on Aimia's results of operations or financial position.

Legal Proceedings

The Corporation, its Investees, and/or their respective directors and officers may be subject to a variety of civil or other legal proceedings, with or without merit, which could adversely affect the business of the Corporation. Defence and settlement costs of legal claims can be substantial, even with respect to claims that are without merit. In addition, as part of the disposal of the Aeroplan and Loyalty Solutions businesses and the divestiture of its stake in PLM Premier, S.A.P.I. de C.V., Aimia made, certain representations and warranties to the respective purchasers of those businesses and agreed to indemnify them in the event of certain losses. Some of these representations and warranties and indemnification obligations will not expire for a significant period of time or at all. While no claims have been made at this time in respect of these representations and warranties, there can be no guarantee that claims will not be made in the future. In addition, the disposition of certain equity stakes in the future may incur increased litigation risks. Aimia may be required to make certain representations, warranties, or indemnifications in connection with the financial condition of Aimia and its Investees to potential borrowers, creditors, investors, or purchasers. The disposition of equity stakes may also result in additional litigation risk due to Aimia's position as a public issuer concerning the contents, accuracy, representations, divulgation, and publication of public disclosure documents.

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

RISKS AND UNCERTAINTIES AFFECTING THE BUSINESS (continued)

Should any litigation or claims in which the Corporation, its Investees, and/or their respective directors and officers be determined against such party, such a decision could adversely affect the Corporation's business, financial condition, results of operations and/or the market price for the securities of the Corporation. Even if the Corporation is involved in litigation or claim and has the matter decided in its favour, litigation or claim can redirect significant company resources. Management of the Corporation is committed to conducting its business in an ethical and responsible manner which it believes will reduce the risk of conflict and legal disputes with third parties. However, if the Corporation is unable to resolve any potential future legal disputes favourably, it could have an adverse impact on the Corporation's business, financial condition and the results of operations.

Audits by Tax Authorities

In the ordinary course of business, the Corporation is subject to ongoing audits by tax authorities. While Aimia believes that its tax filing positions are appropriate and supportable, from time to time, certain matters are reviewed and challenged by the tax authorities. Taxes and other constraints that apply to Aimia may not apply to Investees in foreign jurisdictions that may have an impact on tax liabilities that impact disclosure and regulatory compliance. Increasing regulation of corporations with multinational operations through multilateral state mechanisms may impact Aimia adversely depending on the nature of the policies adopted in foreign jurisdictions and the practical implementations of such policies. Should an outcome of any such review or challenge materially differ from existing provisions, Aimia's effective tax rate, its earnings, and its liquidity and working capital position could be materially affected (positively or negatively) in the period in which matters are resolved.

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

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 December 31,		Years Ended December 31,	
(in millions of Canadian dollars)	2022	2021	2022	2021
Loss before net financial income and income tax expense [(b)]	**(8.5)**	(13.4)	**(40.1)**	(45.5)
Depreciation and amortization	0.1	0.3	0.4	1.1
Share-based compensation	(1.3)	1.8	2.0	3.8
Restructuring expenses	3.8	0.2	5.4	0.7
Kognitiv's Adjusted EBITDA [(a)(b)]	**(5.9)**	(11.1)	**(32.3)**	(39.9)

(a) A non-GAAP measure.

(b) Loss before net financial income and income tax expense as well as Kognitiv's Adjusted EBITDA are presented on a continuing operations basis, excluding 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 15, 2023, is available on SEDAR at www.sedar.com or on Aimia's website at www.aimia.com under "Investor Relations".