

## REGULATORY COMPARISON BETWEEN THE JSE & TORONTO STOCK EXCHANGE

In compliance with paragraph 18.20 and paragraph (s) of Appendix to section 18 of the Listings Requirements of the JSE Limited (“**JSE Listings Requirements**”) set out below is a summary of the difference between the applicable provisions of the JSE Listings Requirements and the regulatory and the legislative frameworks applicable to Aimia Inc. (“**Aimia**” or the “**Company**”), being the rules of the Toronto Stock Exchange where Aimia has its primary listing (“**TSX Company Manual**”) , as well as the Canada Business Corporations Act, RSC 1985, c C-44 (“**CBCA**” or “**the Act**”), the Ontario Securities Act, R.S.O. 1990, c. S.5 (“**Securities Act**”), the Articles of Amalgamation (“**Articles**”) and by-laws of the Company and related regulations.

<b>Description</b>	<b>JSE Listings Requirements</b>	<b>TSX Company Manual / CBCA / Securities Act / Articles / By-laws</b>
<p>18.20 (a) Pre-emptive rights, ranking of securities in the same class, and expropriation rights in respect of securities</p>	<p><b>Ranking of securities in the same class</b></p> <p><u>Paragraph 3.29:</u></p> <p>Securities in each class for which listing is applied must rank pari passu in respect of all rights. It should be noted that a statement that “securities in each class rank pari passu” is understood to mean that:</p> <ul style="list-style-type: none"> <li>a) they are in all respects identical;</li> <li>b) they are of the same nominal value, and that the same amount per share has been paid up;</li> <li>c) they carry the same rights as to unrestricted transfer, attendance and voting at general/annual general meetings and in all other respects; and</li> <li>d) they are entitled to dividends at the same rate and for the same period, so that at the next ensuing distribution the dividend payable on each share will be the same amount.</li> </ul>	<p><b>Ranking of securities in the same class</b></p> <p>Section 24 of the CBCA provides that where a company has only one class of shares, the rights of the holders thereof are equal in all respects, including the right to vote at shareholder meetings and the right to receive dividends. The articles may provide for more than one class of shares and, if they so provide, the rights, privileges, restrictions and conditions attaching to the shares of each class shall be set out therein.</p> <p><b>Pre-emptive rights</b></p> <p>Section 28 (1) of the CBCA provides that, <i>if the articles so provide</i>, no shares of a class shall be issued unless the shares have first been offered to the shareholders holding shares of that class, and</p>

	<p><b>Pre-emptive rights</b></p> <p><u>Paragraph 3.30:</u></p> <p>Subject to paragraphs 3.32 and 3.33, an issuer proposing to issue equity securities for cash must first offer those securities (unless the issue is an acquisition issue) effected by way of rights offer, to existing holders of equity securities in proportion to their existing holdings. Only to the extent that such securities are not taken up by holders of equity securities under the offer may they then be issued for cash to other persons or otherwise than in the proportion mentioned above.</p> <p><u>Paragraph 3.31:</u></p> <p>To the extent permitted by the Companies and Intellectual Property Commission and subject to the prior approval of the JSE, an issuer need not comply with paragraph 3.30 with respect to securities that the directors of the issuer consider necessary or expedient to be excluded from the offer because of legal impediments or compliance with the requirements of any regulatory body of any territory recognised as having import on the offer.</p> <p><b>Waiver of pre-emptive rights</b></p> <p><u>Paragraph 3.32:</u></p> <p>To the extent that holders of securities of an issuer provide their authorisation by way of resolution (requiring approval by a majority of 75% of the votes cast thereon), the issue by an issuer of equity securities for cash, made otherwise than to existing holders of securities in proportion to their existing holdings, will</p>	<p>those shareholders have a pre-emptive right to acquire the offered shares in proportion to their holdings of the shares of that class, at such price and on such terms as those shares are to be offered to others.</p> <p>Section 8.2 of the by-laws provides the following: Subject to the Act and the Corporation's Articles and by-laws, the directors may from time to time allot or grant options to purchase, accept subscriptions for, issue or otherwise dispose of the whole or any part of the authorized and unissued shares of the Corporation at such times and to such persons and for such consideration as the directors shall determine, provided that no share shall be issued until it is fully paid as provided by the Act.</p> <p>The law applicable to Aimia provides that there is no pre-emptive rights for common shareholders, unless it was negotiated in a contractual agreement (and in very limited circumstances).</p> <p>However, in order to issue shares, Aimia needs to either file a prospectus or otherwise, rely on one of the exemptions in the law in order to be relieved from the prospectus obligation.</p> <p>An authorization must also be granted by the TSX for Aimia to issue shares and shareholder approval is required if 25% or more of the outstanding shares are issued, it results in a change of control of Aimia</p>
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	<p>be permitted in respect of a specific issue of equity securities for cash for such equity securities issue, and in respect of a general issue of equity securities for cash, for a fixed period of time thereafter in accordance with such general authority.</p> <p><b>Expropriation rights</b></p> <p><u>Schedule 10 paragraph 10.22:</u></p> <p>The JSE must be informed of any expropriation rights in respect of securities.</p>	<p>and the issue price is at a discount to the current share price.</p> <p><b>Expropriation rights</b></p> <p>There are no expropriation rights in Aimia's Articles. The law provides for expropriation rights in very limited circumstances:</p> <p>a) The CBCA (section 206) allows a takeover bidder who acquires 90% or more of the shares of a particular class (excluding shares already owned by the bidder or its affiliates) to forcibly acquire the remaining shares of that class on the same terms as the takeover bid.</p> <p>b) The CBCA provides that a company may reorganize (with the court approval) capital such that minority shareholders' shares are exchanged or redeemed for cash or other consideration. (section 192).</p> <p>c) In an oppression remedy, a Court may force a shareholder to sell its shares (section 241 CBCA).</p> <p>d) Government can seize shares for national security reasons (the Investment Canada Act),</p> <p>In summary, a company cannot unilaterally take or cancel shares, unless an exemption applies.</p>
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<p>18.20 (b) Transferability of securities and transfer of securities</p>	<p><u>Paragraph 4.17 and schedule 10 paragraph 10.2:</u></p> <p>Securities for which listing is sought must be fully paid up and, unless otherwise required by statute or at the discretion of the JSE be freely transferable. Notwithstanding the provisions of Section 40(5) of the Companies Act 71 of 2008 (the “Companies Act”), the JSE will not list shares that are not fully paid for upon listing.</p>	<p>Section 25(1) of the CBCA provides that a share shall not be issued until the consideration for the share is fully paid in money or in property or past services that are not less in value than the fair equivalent of the money that the corporation would have received if the share had been issued for money.</p> <p>Section 49(9) of the CBCA indicates that shares are freely transferable. Exceptions exist such as a prohibition of insider trading or take-over bid rules.</p> <p>Exceptions exist in case of private placement where a minimum hold period of 4 months applies (section 2.5 of National Instrument 45-102).</p> <p>Section 8.2 of the by-laws provides as follows:</p> <p>Subject to the Act and the Corporation's Articles and by-laws, the directors may from time to time allot or grant options to purchase, accept subscriptions for, issue or otherwise dispose of the whole or any part of the authorized and unissued shares of the Corporation at such times and to such persons and for such consideration as the directors</p>

		shall determine, provided that no share shall be issued until it is fully paid as provided by the Act.
18.20 (c) Preferences, rights, limitations and other share terms	<p><u>Schedule 10 paragraph 10.5:</u></p> <p>a) Securities in each class for which listing is applied must rank pari passu in respect of all rights. It must be noted that a statement that “securities in each class rank pari passu” shall be understood to have the meaning attributed thereto in paragraph 3.29 of the JSE Listings Requirements.</p> <p>b) Every holder of an ordinary share must have one vote in respect of each share that he holds and must be entitled to vote at every general/annual general meeting, whether in person or by proxy.</p> <ul style="list-style-type: none"> <li>• The holders of securities, other than ordinary shares and any special shares created for the purposes of black economic empowerment in terms of the BEE Act and BEE Codes, shall not be entitled to vote on any resolution taken by the company, save for as permitted by paragraph 10.5(h) below. In instances that such shareholders are permitted to vote at general/annual general meetings, their votes may not carry any special rights or privileges and they shall be entitled to one vote for each share that they hold, provided that their total voting right at such a general/annual general</li> </ul>	<p>a) Section 24 of the CBCA provides that where a company has only one class of shares, the rights of the holders thereof are equal in all respects, including the right to vote at shareholder meetings and the right to receive dividends. The Articles may provide for more than one class of shares and, if they so provide, the rights, privileges, restrictions and conditions attaching to the shares of each class shall be set out therein.</p> <p>b) The Articles provide that each common shareholder is entitled to 1 vote at all shareholder meetings.</p> <p>c) The rights attaching to Aimia’s preferred shares are set out in Aimia’s Articles which provides in article II(b) that “the holders of preferred shares shall not be entitled to receive notice of, nor to attend or vote at meetings of the shareholders of the Corporation, other than:</p> <ul style="list-style-type: none"> <li>i. As provided for in the Act;</li> <li>ii. As have been provided for in the rights, privileges, restrictions and conditions</li> </ul>

	<p>meeting may not exceed 24.99% of the total voting rights of all shareholders at such meeting.</p> <p>e) If any amendment relates to the variation of any preferences, rights, limitations and other terms attaching to any other class of shares already in issue, that amendment must not be implemented without a special resolution, taken by the holders of shares in that class at a separate meeting. In such instances, the holders of such shares may be allowed to vote at the meeting of ordinary shareholders subject to paragraph 10.5(c) above. No resolution of shareholders of the company shall be proposed or passed, unless a special resolution, of the holders of the shares in that class, have approved the amendment.</p> <p>(f) In addition to the above and for the avoidance of doubt, if there are listed cumulative and/or listed non-cumulative preference shares in the capital of the company, the following right must attach to such shares:</p> <p>“No further securities ranking in priority to, or pari passu with, existing preference shares, of any class, shall be created without a special resolution passed at a separate general meeting of such preference shareholders.”</p> <p>(g) Preferences, rights, limitations or other terms of any class of shares of a listed company must not be varied and no resolution may be proposed to shareholders for rights to include such variation in response to any objectively ascertainable external fact or facts as provided for in Sections 37(6) and 37(7) of the Act.</p> <p>(h) Subject to the provisions of paragraph 10.5(c) above, the MOI may provide that holders of preference shares shall</p>	<p>attached to the Cumulative Rate Reset Preferred Shares...</p> <p>d) However, where a class vote is required, each holder of preferred shares shall be entitled to 1 vote for each preferred share held and where a series vote is required, each holder of preferred shares of such series shall be entitled to 1 vote for each preferred share of such series held.”</p> <p>Article 4 in respect of each class of preferred shares details the voting rights arising from non-payment of dividends and entitles a preferred shareholder to vote at a general meeting of common shareholders.</p> <p>Only Aimia’s common shares will be listed on the Main Board of the JSE. The preferred shares will remain listed on TSX only.</p>
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	<p>have the right to vote at any general/annual general meeting of the listed company–</p> <p>(i) during any special period, as provided for in (iii) below, during which any dividend, any part of any dividend on such preference shares or any redemption payment thereon remains in arrears and unpaid; and/or</p> <p>(ii) in regard to any resolution proposed for the winding-up of the company or the reduction of its capital;</p> <p>(iii) the period referred to in paragraph (i) above shall be the period commencing on a day specified in the MOI, not being more than six months after the due date of the dividend or redemption payment in question or, where no due date is specified, after the end of the financial year of the company in respect of which such dividend accrued or such redemption payment became due.</p>	
<p>18.20 (d) Special voting rights in respect of securities</p>	<p><b>Voting rights</b></p> <p><u>Paragraph 3.28</u></p> <p>An issuer shall not issue any securities with voting rights differing from other securities of the same class.</p> <p><b>High and low voting securities</b></p> <p><u>Paragraphs 4.44 &amp; 4.45:</u></p>	<p>Refer to the disclosure above regarding the voting rights of common shares and of preferred shares.</p> <p>Aimia does not have a weighted voting structure.</p>

	<p>Companies with weighted voting share structures are allowed to list, subject to certain admission criteria (as set out in paragraph 4.44), automatic conversion provisions and specific governance arrangements apply (as set out in paragraph 4.45). Each weighted voting share shall not carry more than 20 votes per share and the ratio cannot be increased.</p>	
<p>18.20 (e) Process dealing with amendment/s to the constitutional document of the issuer</p>	<p><b>Amendment of constitutional documents</b></p> <p><u>Schedule 10 paragraph 10.5(d):</u></p> <p>Any amendment to the MOI must be approved by a special resolution of ordinary shareholders, save where such an amendment is ordered by a court in terms of Sections 16(1)(a) and 16(4) of the Act. Amendment, for the avoidance of doubt, shall include, but shall not be limited to:</p> <ul style="list-style-type: none"> <li>i) the creation of any class of shares;</li> <li>ii) the variation of any preferences, rights, limitations and other terms attaching to any class of shares;</li> <li>iii) the conversion of one class of shares into one or more other classes;</li> <li>iv) an increase in the number of securities of a class;</li> <li>v) a consolidation of securities;</li> <li>vi) a sub-division of securities; and/or</li> <li>vii) the change of the name of the company</li> </ul>	<p><b>Amendment of Articles</b></p> <p>Section 173 of the CBCA requires the articles of a company to be amended by way of a special resolution in respect of the following:</p> <ul style="list-style-type: none"> <li>(a) change its name;</li> <li>(b) change the province in which its registered office is situated;</li> <li>(c) add, change or remove any restriction on the business or businesses that the corporation may carry on;</li> <li>(d) change any maximum number of shares that the corporation is authorized to issue;</li> <li>(e) create new classes of shares;</li> <li>(f) reduce or increase its stated capital, if its stated capital is set out in the articles;</li> <li>(g) change the designation of all or any of its shares, and add, change or remove any rights, privileges, restrictions and conditions, including rights to</li> </ul>

	<p><b>Variation of preference rights</b></p> <p><u>Schedule 10.5(e):</u></p> <p>If any amendment relates to the variation of any preferences, rights, limitations and other terms attaching to any other class of shares already in issue, that amendment must not be implemented without a special resolution, taken by the holders of shares in that class at a separate meeting. In such instances, the holders of such shares may be allowed to vote at the meeting of ordinary shareholders subject to paragraph 10.5(c) above. No resolution of shareholders of the company shall be proposed or passed, unless a special resolution, of the holders of the shares in that class, have approved the amendment.</p>	<p>accrued dividends, in respect of all or any of its shares, whether issued or unissued;</p> <p>(h) change the shares of any class or series, whether issued or unissued, into a different number of shares of the same class or series or into the same or a different number of shares of other classes or series;</p> <p>(i) divide a class of shares, whether issued or unissued, into series and fix the number of shares in each series and the rights, privileges, restrictions and conditions thereof;</p> <p>(j) authorize the directors to divide any class of unissued shares into series and fix the number of shares in each series and the rights, privileges, restrictions and conditions thereof;</p> <p>(k) authorize the directors to change the rights, privileges, restrictions and conditions attached to unissued shares of any series;</p> <p>(l) revoke, diminish or enlarge any authority conferred under paragraphs (j) and (k);</p> <p>(m) increase or decrease the number of directors or the minimum or maximum number of directors, subject to sections 107 and 112;</p> <p>(n) add, change or remove restrictions on the issue, transfer or ownership of shares; or</p>
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		(o) add, change or remove any other provision that is permitted by this Act to be set out in the articles.
18.20 (f) Appointment and removal of directors	<p><b>Appointment and resignation of directors</b></p> <p><u>Schedule 10 paragraph 10.16</u></p> <p>a) The minimum number of directors shall be four.</p> <p>b) The MOI may provide for the nomination of one or more directors by any person who is named in the MOI or determined in terms of the MOI provided that any shareholder will have the right to nominate directors. Such a person must not be entitled to appoint or remove any director/s. The appointment of all directors shall be subject to shareholder approval at any general/annual general meeting (in relation to Main Board issuers, the meeting may not be conducted in terms of Section 60 of the Act). The MOI may provide for the appointment of alternate directors in terms of the Act.</p> <p>c) The appointment of a director, to fill a casual vacancy or as an addition to the board, must be confirmed by shareholders at the next annual general meeting.</p> <p>d) Should the number of directors fall below the minimum provided in the MOI, the remaining directors must, as soon as possible, and, in any event, not later than three months from the date that the number of directors falls below the minimum, fill the vacancies or call a general meeting for the purpose of filling the vacancies. A failure by the listed company to have the minimum number of directors during the three-month period does not limit or negate the authority of the board of directors or invalidate anything done by the board of directors</p>	<p>The minimum and maximum number of directors may be specified in the Company's articles. Aimia's Articles provide for a minimum number of 3 directors and a maximum number of 12 directors.</p> <p>Director appointments are subject to shareholder approval. In terms of section 106(8) of the Act, the directors may appoint one or more additional directors, who shall hold office for a term ending not later than the close of the next annual meeting of shareholders.</p> <p>Sec. 461 of the TSX Company Manual provides that at each annual meeting, the board must permit security holders of each class or series to vote on the election of all directors to be elected by such class or series. Further, each director must be elected by a majority (50% +1 vote) of the votes cast with respect to his or her election other than at contested meetings (a contested meeting is a meeting at which the number of directors nominated for election is greater than the number of seats available on the board).</p> <p>The Company's by-laws provide that directors shall be elected by the shareholders by ordinary resolution in a general meeting. Directors have limited powers to appoint additional directors in</p>

	<p>or the company. After the expiry of the three-month period, the remaining directors shall only be permitted to act for the purpose of filling vacancies or calling general meetings of shareholders.</p> <p>e) In a new company, all the directors are to retire at the first annual general meeting. Thereafter, at least one-third of non-executive directors must retire at the company's annual general meeting (or other general meeting held on an annual basis), provided the meeting is not conducted in terms of Section 60 of the Act in respect of Main Board issuers. These retiring members of the board of directors may be re-elected, provided they are eligible. The board of directors, through the nomination committee, should recommend eligibility, taking into account past performance and contribution made.</p> <p>f) Life directorships and directorships for an indefinite period are not permissible.</p> <p><u>Paragraph 3.59</u></p> <p>Any issuer through its sponsor, must notify the JSE of any change to the board of directors including:</p> <p>a) the appointment of a new director (including the director's in capacity in terms of paragraph 3.84(e));</p> <p>b) the resignation, removal, retirement or death of a director; without delay and no later than by the end of the business day following the decision or receipt of notice detailing the change. Such changes must be announced as soon as practically possible.</p>	<p>which case, the dispositions of the CBCA apply (number of directors and the proper ratio of Canadian Directors. .</p> <p>In addition, the preferred shareholders have a right to nominate a director for election at an annual general meeting, when the Company fails to pay a dividend to the preferred shareholder for any eight quarters. Once the dividend is fully paid, the nominated director, if elected, will resign.</p> <p>No provision is made in the Articles for appointment of an alternate director.</p> <p>Pursuant to the CBCA, Aimia needs to comply with the Canadian residency requirement, which provides that at least 25% of the directors of a corporation must be Canadian resident.</p> <p>The Aimia board can only appoint 1 additional director until the next AGM, which represents less than 33% of the directors elected at the last AGM (1 out of 5= 20%).</p> <p>A quorum of directors may fill a vacancy among the directors upon a resignation of a director. As such, to be allowed to appoint other director(s), one (or more) of the 5 elected directors must leave his or her position by resigning. A vacancy replacement is not considered an appointment by the board.</p>
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	<p><b>Removal of directors</b></p> <p><u>Section 71 of the Companies Act</u></p> <p>(1) Despite anything to the contrary in a company's Memorandum of Incorporation or rules, or any agreement between a company and a director, or between any shareholders and a director, a director may be removed by an ordinary resolution adopted at a shareholders meeting by the persons entitled to exercise voting rights in an election of that director, subject to subsection (2).</p> <p>(2) Before the shareholders of a company may consider a resolution contemplated in subsection (1) -</p> <p>(a) the director concerned must be given notice of the meeting and the resolution, at least equivalent to that which a shareholder is entitled to receive, irrespective of whether or not the director is a shareholder of the company; and</p> <p>(b) the director must be afforded a reasonable opportunity to make a presentation, in person or through a representative, to the meeting, before the resolution is put to a vote.</p> <p>(3) If a company has more than two directors, and a shareholder or director has alleged that a director of the company -</p> <p>(a) has become (i) ineligible or disqualified in terms of section 69, other than on the grounds contemplated in section 69 (8) (a); or (ii) incapacitated to the extent that the director is unable to perform the</p>	<p>Following each meeting at which there is a vote on the election of directors at an uncontested meeting, the Company must forthwith issue a news release disclosing the detailed voting results for the election of each director.</p> <p>Once a director resigns, Aimia must (i) update its corporate record with Corporation Canada; (ii) update its internal records; and (iii) National instrument 51-102 requires a disclosure if the resignation is material. It is common practice to issue a news release on resignation of a director.</p> <p><b>Removal of directors</b></p> <p><u>Section 109 of the CBCA</u></p> <p>(1) Subject to paragraph 107 (g), the shareholders of a corporation may by ordinary resolution at a special meeting remove any director or directors from office.</p> <p>Exception</p> <p>(2) Where the holders of any class or series of shares of a corporation have an exclusive right to elect one or more directors, a director so elected may only be removed by an ordinary resolution at a meeting of the shareholders of that class or series.</p>
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	<p>functions of a director, and is unlikely to regain that capacity within a reasonable time; or</p> <p>(b) has neglected, or been derelict in the performance of, the functions of director, the board, other than the director concerned, must determine the matter by resolution, and may remove a director whom it has determined to be ineligible or disqualified, incapacitated, or negligent or derelict, as the case may be.</p> <p>(4) Before the board of a company may consider a resolution contemplated in subsection (3), the director concerned must be given -</p> <p>(a) notice of the meeting, including a copy of the proposed resolution and a statement setting out reasons for the resolution, with sufficient specificity to reasonably permit the director to prepare and present a response; and</p> <p>(b) a reasonable opportunity to make a presentation, in person or through a representative, to the meeting before the resolution is put to a vote.</p>	<p>Vacancy</p> <p>(3) Subject to paragraphs 107(b) to (e), a vacancy created by the removal of a director may be filled at the meeting of the shareholders at which the director is removed or, if not so filled, may be filled under section 111. Under section 111 of the CBCA, directors may fill a vacancy.</p> <p>Resignation (or removal)</p> <p>(4) If all of the directors have resigned or have been removed without replacement, a person who manages or supervises the management of the business and affairs of the corporation is deemed to be a director for the purposes of this Act.</p> <p>Exception</p> <p>(5) Subsection (4) does not apply to</p> <p>(a) an officer who manages the business or affairs of the corporation under the direction or control of a shareholder or other person;</p> <p>(b) a lawyer, notary, accountant or other professional who participates in the management of the corporation solely for the purpose of providing professional services; or</p> <p>(c) a trustee in bankruptcy, receiver, receiver-manager, sequestrator or secured creditor who participates in the management of the corporation</p>
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or exercises control over its property solely for the purpose of the realization of security or the administration of a bankrupt's estate, in the case of a trustee in bankruptcy.

Attendance at meeting

110 (1) A director of a corporation is entitled to receive notice of and to attend and be heard at every meeting of shareholders.

Statement of director

(2) A director who

(a) resigns,

(b) receives a notice or otherwise learns of a meeting of shareholders called for the purpose of removing the director from office, or

(c) receives a notice or otherwise learns of a meeting of directors or shareholders at which another person is to be appointed or elected to fill the office of director, whether because of the director's resignation or removal or because the director's term of office has expired or is about to expire,

is entitled to submit to the corporation a written statement giving reasons for resigning or for opposing any proposed action or resolution.

		<p>Circulating statement</p> <p>(3) A corporation shall forthwith send a copy of the statement referred to in subsection (2) to every shareholder entitled to receive notice of any meeting referred to in subsection (1) and to the Director unless the statement is included in or attached to a management proxy circular required by section 150.</p>
<p>18.20 (g) Authority to issue shares or other securities (general and specific)</p>	<p><b>General issue of shares</b></p> <p><u>Paragraph 5.52</u></p> <p>An applicant may only undertake a general issue for cash subject to the following requirements:</p> <ul style="list-style-type: none"> <li>a) the equity securities which are the subject of the issue for cash must be of a class already in issue or, where this is not the case, must be limited to such securities or rights that are convertible into a class already in issue;</li> <li>b) the equity securities must be issued to public shareholders and not to related parties;</li> <li>c) securities which are the subject of a general issue for cash must be less than 30% of the applicant's listed equity securities as at the date of the notice of general/annual general meeting seeking the general issue for cash authority;</li> <li>d) the maximum discount at which equity securities may be issued is 10% of the weighted average traded price of such</li> </ul>	<p>Part VI of the TSX Company Manual sets out the rules regarding changes in the capital structure of listed issuers. The issuance of shares cannot be done without prior approval from the Regulator. Shareholder approval is required for private placements resulting in the issuance of more than 25% of outstanding shares (on a non-diluted basis).</p> <p>Sec. 602 of the TSX Company Manual provides the following:</p> <ul style="list-style-type: none"> <li>a) Every listed issuer shall immediately notify TSX in writing of any transaction involving the issuance or potential issuance of any of its securities other than unlisted, non-voting, non-participating securities.</li> <li>b) A listed issuer may not proceed with a Subsection 602(a) transaction unless accepted by TSX. Failure to comply with this provision</li> </ul>

	<p>equity securities measured over the 30 business days prior to the date that the price of the issue is agreed;</p> <p>e) approval of the general issue for cash ordinary resolution, by achieving a 75% majority of the votes cast;</p> <p>f) related parties may participate in a general issue for cash through a bookbuild process provided that:</p> <p>(i) the shareholder approval expressly allows related parties to participate through a bookbuild process;</p> <p>(ii) the related parties may only participate with a maximum bid price at which they are prepared to take-up share or at the book close price; and</p> <p>(iii) equity securities must be allocated equitably “in the book” through the bookbuild process &amp; the measures to be applied must be disclosed in a Stock Exchange News Service (“SENS”) announcement.</p> <p><b>Specific issue of shares</b></p> <p><u>Paragraph 5.51:</u></p> <p>An applicant may only undertake a specific issue for cash subject to satisfactory compliance with the following requirements:</p> <p>a) the equity securities which are the subject of the issue for cash must be of a class already in issue or, where this is not the case, must be limited to such securities or rights that are convertible into a class already in issue;</p>	<p>may result in the suspension and delisting of the listed issuer's listed securities.</p> <p>c) Subject to subsection 607(c), TSX will advise the listed issuer in writing generally within seven business days of receipt by TSX of the Subsection 602(a) notice, of TSX's decision to accept or not to accept the notice, indicating any conditions to acceptance or its reasons for non-acceptance. Further information or documentation may be requested before TSX decides to accept or not accept notice of a transaction. In reviewing the transaction described in the notice, TSX will consider the applicable provisions of this Manual.</p> <p>d) Where a listed issuer proposes to enter into a Subsection 602(a) transaction, any public announcement of the transaction must disclose that the transaction is subject to TSX acceptance or approval.</p> <p>e) The notice required by Subsection 602(a) should initially take the form of a letter addressed to TSX requesting acceptance of the notice for filing, unless the applicable section of Part VI requires otherwise. A press release or information circular filed with TSX does not constitute notice under Section 602. The letter should contain the essential particulars of the transaction, and should state whether: (i) any insider has an interest, directly or indirectly, in</p>
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	<p>b) if any of the equity securities are to be issued to non-public shareholders, as defined in paragraph 4.25 to 4.27, this fact must be disclosed;</p> <p>c) the number or maximum number of equity securities to be issued must be disclosed;</p> <p>d) if the discount at which the equity securities are to be issued is not limited, this fact must be disclosed;</p> <p>e) if the discount at which the securities are to be issued is limited, such limit must be disclosed;</p> <p>f) if the issue is:</p> <p>(iv) to a related party/ies as described in paragraphs 10.1 to 10.3, and</p> <p>(v) the price at which the equity securities are issued is at a discount to the weighted average traded price of such equity securities measured over the 30 business days prior to the date that the price of the issue is agreed in writing between the issuer and the party subscribing for the securities (the JSE should be consulted for a ruling if the applicant's securities have not traded in such 30 business day period)</p> <p>then such issue shall be subject to the inclusion of a statement by the board of directors confirming whether the issue is fair insofar as the shareholders (excluding the related party/ies if it/they are equity securities holders) of the issuer are concerned and that the board of directors has been so advised by an independent expert acceptable to the</p>	<p>the transaction and the nature of such interest; and (ii) whether and how the transaction could materially affect control of the listed issuer. A copy of any written agreement in respect of the transaction must be provided with the notice. TSX must be provided with prompt notice of any changes to the material terms of the transaction described in the notice, regardless of whether the amendment could entail a further issuance of securities. This applies even if the transaction as previously accepted by TSX specifically contemplated future amendments, unless the amendment is solely due to standard anti-dilution provisions in the original agreement. The listed issuer may not proceed with the proposed amendment unless it is accepted by TSX.</p> <p>f) The requirements of Section 602 are in addition to the timely disclosure obligations of listed issuers, as set out in Sections 406 to 423.4 of this Manual and to all applicable corporate and securities legislation.</p> <p>Sec. 604. Security Holder Approval</p> <p>a) In addition to any specific requirement for security holder approval, TSX will generally require security holder approval as a condition of acceptance of a notice under Section 602 if in the opinion of TSX, the transaction:</p>
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	<p>JSE. The board of directors must obtain a fairness opinion prepared in accordance with Schedule 5 before making this statement; and</p> <p>g) approval of the specific issue for cash ordinary resolution, by achieving a 75% majority of the votes cast in favour of such resolution by all equity securities holders present in person or represented by proxy at the general meeting convened to approve such resolution, on which any parties and their associates participating in the specific issue for cash have not voted or whose votes have not been counted. If the dilution, as a result of a once-off issue (calculated by taking the number of equity securities to be issued and dividing it by the number of listed equity securities, excluding treasury shares) is equal to or less than 0.25% and the price at which the equity securities are issued is equal to or at a premium to the weighted average traded price of such equity securities measured over the 30 business days prior to the date that the price of the issue is agreed in writing between the issuer and the party subscribing for the securities (the JSE should be consulted for a ruling if the applicant's securities have not traded in such 30 business day period) then shareholder approval is not required.</p>	<p>i) materially affects control of the listed issuer; or</p> <p>ii) provides consideration to insiders in aggregate of 10% or greater of the market capitalization of the listed issuer, during any six-month period.</p> <p>b) For other transactions, TSX's decision as to whether to require security holder approval will depend on the particular fact situation having specific regard to those items listed in Subsection 604(a). For the purposes of Subsection 604(a)(ii), the insiders participating in the transaction are not eligible to vote their securities in respect of such approval.</p> <p>c) If TSX requires security holder approval of a transaction, the resolution to be voted upon must relate specifically to the transaction in question, rather than an unspecified transaction that may take place in the future.</p> <p>d) Security holder approval is to be obtained from a majority of holders of voting securities at a duly called meeting of security holders. In certain circumstances in which TSX requires security holder approval of a transaction, the listed issuer may be in a position to provide TSX with written evidence that holders of more than 50% of the voting securities of the listed issuer (other than those securities excluded as</p>
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required by TSX) are familiar with the terms of the proposed transaction and are in favour of it. In such circumstances, TSX will give consideration to permitting the listed issuer to proceed with the transaction without holding a meeting of security holders to formally approve it. Listed issuers using this exemption will be required to issue a press release at least five business days in advance of the closing of the transaction disclosing the material terms of the transaction and that the listed issuer has relied upon this exemption. The press release must be pre-cleared with TSX. A draft copy of the information circular or form of written consent must be filed with TSX and pre-cleared prior to mailing to security holders.

The disclosure provided to security holders in seeking security holder approval must be pre-cleared with TSX.

- e) Other than in respect of Sections 612 and 613, a listed issuer may apply to be exempted from security holder approval requirements. The application must address why the listed issuer cannot seek security holder approval in a timely manner at a meeting or in writing and be accompanied by a resolution of the listed issuer's board of directors stating that: i) the listed issuer is in serious financial difficulty; ii) the application is made upon the recommendation of a committee of board

member(s), free from any interest in the transaction and unrelated to the parties involved in the transaction; iii) the transaction is designed to improve the listed issuer's financial situation; and iv) based on the determination of the committee referred to in ii) above, that the transaction is reasonable for the listed issuer in the circumstances.

Listed issuers applying to use this exemption will be required to issue a press release at least five business days in advance of the closing of the transaction disclosing the material terms of the transaction and that the listed issuer has relied upon this exemption. The press release must be pre-cleared with TSX.

Listed issuers applying to use this exemption are expected to meet continued listing requirements as set out in Part VII of this Manual after completion of the transaction. Application to use this exemption will generally result in the issuer being placed under remedial delisting review.

- f) Security holder approval will not be required where at least 90% of a listed issuer's equity and outstanding voting securities are held by one person or company, together with its associates and affiliates. Listed issuers using this exemption will be required to issue a press release at least ten business days in advance of

		<p>the closing of the transaction disclosing the material terms of the transaction and that the listed issuer has relied upon this exemption. The press release must be pre-cleared with TSX.</p>
<p>18.20 (h) Disclosure of changes in beneficial ownership of securities</p>	<p><u>Paragraph 3.83(b):</u></p> <p>An issuer that has received a notice regarding certain share transactions, in terms of Section 122(1) and (3) of the Companies Act, must, within 48 hours after receipt of such notice, publish the information contained in the notice on SENS. No such announcement shall be required in respect of notices received by the issuer and which relate to a disposal of less than 1% of the relevant class of securities, per Section 122(3) of the Companies Act.</p> <p><u>Paragraph 18.21(e):</u></p> <p>In relation to applicant issuers with a secondary listing on the JSE where there are notifications dealing with (i) changes of beneficial ownership in the issuer or (ii) dealings in securities in the issuer by directors and those closely related to the directors as may be prescribed by local legislation, the listings requirements of the exchange where it has its primary listing or otherwise, such changes and dealings must be announced within 48 hours after receipt of such notice or such notice being made available, through SENS.</p>	<p>Under the CBCA, a corporation is required to maintain a securities register recording the shares issued by it. The register only reflects registered ownership (and not beneficial ownership). The CBCA specifically exempts a corporation from looking beyond its registered shareholders to determine beneficial ownership of its shares, except as required for certain constrained share provisions or as otherwise provided by law.</p> <p>Early warning disclosure: Anyone acquiring beneficial ownership or control over 10% or more of a class of voting or equity securities of Aimia must file an early warning report and issue a news release, with further disclosures required for subsequent changes of 2% or more.</p> <p>Insider reporting: Persons or companies with beneficial ownership or control over more than 10% of voting securities must file insider reports disclosing transactions involving those securities.</p> <p>Continuous disclosure: Aimia must include information in annual filings about persons or companies known to beneficially own more than 10% of voting securities</p>

		<p>At the 20% threshold, a formal take-over bid requirement is triggered. Acquiring more than 20% of the outstanding voting of Aimia (together with securities already owned or controlled) generally obliges the acquirer to make a formal take-over bid to all holders of the targeted class of shares</p>
<p>18.20 (i) Regulation in respect of director's interests in transactions</p>	<p><u>Paragraph 7.B.21:</u></p> <p>A circular / pre-listing statement must contain all relevant particulars regarding the nature and extent of any material beneficial interests, whether direct or indirect, of directors of the group, including a director who has resigned during the last 18 months, in transactions that were affected by the applicant:</p> <ul style="list-style-type: none"> <li>(a) during the current or immediately preceding financial year; or</li> <li>(b) during an earlier financial year and remain in any respect outstanding or unperformed; or</li> <li>(c) an appropriate negative statement.</li> </ul> <p><u>Paragraph 3.63:</u></p> <p>An issuer, via its sponsor, must announce the following information:</p> <ul style="list-style-type: none"> <li>(a) details of all transactions (including off market transactions) in securities relating to the issuer by or on behalf of:</li> </ul>	<p>Insider trading is regulated by Part XXI and Sections 76 and 134 of the Securities Act and the Regulation and is also regulated by Part XI of the CBCA. The definition of an "insider" will vary from statute to statute, but in any case will include directors and senior officers of the issuer and large shareholders (over 10% ownership of the outstanding shares). The Securities Act requires insiders who own securities of an issuer to file an initial report with the Securities Commission upon becoming insiders and to report all trades made in the securities of the issuer of which they are insiders within ten days after a trade is made.</p> <p>The insider requirements for publicly listed companies in Canada are primarily governed by National Instrument 55-104 Insider Reporting Requirements and Exemptions. Generally, an "insider" includes directors, officers, and any shareholder holding 10% or more of a company's shares, whether directly or indirectly. These insiders must report their initial holdings and any subsequent changes to their holdings to the</p>

	<p>(vi) a director and company secretary (held beneficially, whether directly or indirectly) of the issuer;</p> <p>(vii) a director and company secretary (held beneficially whether directly or indirectly) of a major subsidiary company of the issuer; or</p> <p>(viii) any associate of 3.63(a)(i) or (ii) above.</p> <p>(b) such announcement shall contain the following information:</p> <p>(ix) the nature and the extent of the director's interest in the transaction. In the case of dealings by associates, the announcement must disclose the name of the associate and the relationship with the director.</p> <p><u>Paragraph 8.61:</u></p> <p>Issuers are required to disclose the following information in the annual financial statements:</p> <p>(d) disclosure of directors' interests, including a director who has resigned during the reporting period:</p> <p>(i) the aggregate of the direct and indirect beneficial interests of the directors (and his associates) in, and the direct and indirect interest of each director's holding in the share capital of the listed company. The statement should include by way of a note any change in those interests occurring between the end of the financial year and the date of approval of the annual</p>	<p>applicable securities commission, typically within five days after the transaction. The reports must detail any direct or indirect beneficial ownership or control over securities of the issuer and are filed electronically through the System for Electronic Disclosure by Insiders (SEDI).</p> <p>Section 408 of the TSX Company Manual requires Aimia to promptly disclose any material information, including material contracts involving directors, when it becomes known to management or when management realizes the information is material. "Material information" includes both material changes and material facts, which would encompass a director's interest in a material contract. -Aimia also has a section disclosing material contracts in its Annual information form.</p>
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	<p>financial statements or, if there has been no such change, disclosure of that fact; and</p> <p>(ii) comparative figures for the previous year must be presented.</p>	
<p>18.20 (j)</p> <p>Regulation in respect of transactions (acquisitions and disposals) and related party transactions</p>	<p><u>Paragraph 9.6:</u></p> <p>Transactions are categorised to determine the level of regulation, the % ratios are figures resulting from each of the following calculations and are used for categorisation of transactions:</p> <p>(a) consideration to market capitalisation, being the consideration divided by the aggregate market value of all the listed equity securities, excluding treasury shares of the listed company;</p> <p>(b) dilution, being the number of listed equity securities issued by a listed company as consideration for an acquisition divided by those in issue, excluding treasury, shares prior to the transaction; or</p> <p>(c) transactions to be settled partly in cash and partly in shares, the category size for such for such transaction is to be calculated by first assessing the cash to market capitalisation percentage and then adding this percentage to the dilution percentage.</p> <p><b>Category 2</b></p> <p><u>Paragraph 9.15:</u></p>	<p>The primary source of rules governing the acquisition or disposal of assets is the TSX Company Manual, which imposes both automatic and discretionary requirements for shareholder approval in various circumstances.</p> <p><b>Sec. 611. Acquisitions</b></p> <p>Where a listed issuer proposes to issue securities as full or partial consideration for property (which may include securities or assets) purchased from an insider of the listed issuer, TSX may require that documentation such as an independent valuation or engineer's report be provided.</p> <p>a) Security holder approval will be required in those instances where the number of securities issued or issuable to insiders as a group, together with any securities issued or made issuable to insiders as a group for acquisitions during the preceding six months, in payment of the purchase price for an acquisition exceeds 10% of the number of securities of the listed issuer which are outstanding on a non-diluted basis, prior to the date of closing of the transaction. Insiders receiving securities</p>

	<p>In the case of a Category 2 transaction, the issuer must publish an announcement containing the details of such transaction immediately after the terms have been agreed.</p> <p><b>Category 1</b></p> <p><u>Paragraph 9.20:</u></p> <p>Upon the terms of a category 1 transaction being agreed the issuer must:</p> <p>(a) immediately comply with the requirements for a Category 2 transaction and state within the announcement that the transaction is subject to shareholders' approval and that a circular to shareholders will be issued in compliance with 9.20 (b); and</p> <p>(b) within 60 days, dispatch a circular to shareholders containing a notice of general meeting to obtain their approval and any agreement effecting the transaction must be conditional upon such approval being obtained. The JSE may, in its sole discretion, extend this period provided that there is sufficient justification to do so.</p> <p><u>Paragraph 9.22:</u></p> <p>If the Category 1 transaction results in an issue of securities that, together with any other securities of the same class issued during the previous 3 months, would increase the securities issued by more than 50%, then the issuer must include in the Category 1</p>	<p>pursuant to the transaction are not eligible to vote their securities in respect of such approval.</p> <p>b) Security holder approval will be required in those instances where the number of securities issued or issuable in payment of the purchase price for an acquisition exceeds 25% of the number of securities of the listed issuer which are outstanding, on a non-diluted basis.</p> <p>c) [Deleted]</p> <p>d) Where an acquisition by a listed issuer includes the assumption of security based compensation arrangements of a target issuer or the creation of security based compensation arrangements for employees of a target issuer as a result of the acquisition, securities issuable under such arrangements will be included in the securities issued or issuable for the purposes of the security holder approval requirement in Subsection 611(b) and (c). For the purpose of this Section 611, the assumption of security based compensation arrangements includes: i) a direct assumption of security-based compensation arrangements of the target issuer; and ii) the cancellation of security-based compensation arrangements of the target issuer and their replacement with arrangements of the listed issuer.</p>
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	<p>circular the information required to be disclosed for a pre-listing statement.</p> <p><b>Related party transactions</b></p> <p><u>Paragraph 10.1:</u></p> <p>a “related party transaction” means a transaction as contemplated in Section 9 or other agreement, or any variation or novation of an existing agreement, between an issuer, or any of its subsidiaries, and a related party.</p> <p><u>Paragraph 10.4:</u></p> <p>If an issuer, or any of its subsidiaries, proposes to enter into a related party transaction or, if the JSE determines that a transaction is a related party transaction, the issuer must:</p> <p>(a) make an announcement containing:</p> <ul style="list-style-type: none"> <li>(i) the information specified in paragraph 9.15;</li> <li>(ii) the name of the related party concerned; and</li> <li>(iii) details of the nature and extent of the interest of the related party in the transaction;</li> </ul> <p>(b) furnish the agreement to the JSE;</p> <p>(c) send a circular to its shareholders containing the information required by paragraph 10.11;</p> <p>(d) obtain the approval, by resolution, of its shareholders either prior to the transaction being entered into or, if it is expressed</p>	<p>e) Subsection 613(a) does not apply where an acquisition by a listed issuer includes: i) the assumption of security based compensation arrangements of a target issuer if the number of assumed securities (and their exercise or subscription price, if applicable) is adjusted in accordance with the price per acquired security payable by the listed issuer; and ii) the creation of security based compensation arrangements for employees of a target issuer if the aggregate number of securities issuable does not exceed 2% of the number of securities of the listed issuer which are outstanding, on a non-diluted basis, prior to the date of closing of the transaction, and such employees are not insiders or employees of the listed issuer prior to the acquisition.</p> <p>f) In calculating the number of securities issued or issuable in payment of the purchase price for an acquisition, any securities issued or issuable upon a concurrent private placement upon which the acquisition is contingent or otherwise linked will be included.</p> <p>In order to list the additional securities issued and/or reserved for issuance pursuant to an acquisition which has been conditionally approved by TSX, listed issuers must: (i) On the same business day of the closing of the acquisition, provide TSX with: (A) an email or facsimile of the press release announcing the</p>
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	<p>to be conditional on such approval, prior to completion of the transaction;</p> <p>(e) include in the ordinary resolution to approve or give effect to the transaction, a condition that the validity, for the purposes of the Listings Requirements, of the resolution will be subject to a simple majority of the votes of shareholders, other than the related party and its associates, being cast in favour of the resolution; and</p> <p>(f) include a statement by the board of directors confirming whether the transaction is fair insofar as the shareholders of the issuer are concerned and that the board of directors has been so advised by an independent expert acceptable to the JSE. The board of directors must obtain a fairness opinion (which must be included in the circular)</p> <p><u>Paragraph 10.7:</u></p> <p>In the case of a transaction with a related party where one or both of the percentage ratios referred to in paragraph 9.6 are less than or equal to 5%, but exceed 0.25%, the usual requirements for a transaction with a related party set out in paragraph 10.4 do not apply and, instead, the issuer must, prior to completing the transaction:</p> <p>(a) inform the JSE in writing of the details of the proposed transaction;</p> <p>(b) provide the JSE with written confirmation from an independent professional expert acceptable to the JSE that the</p>	<p>closing of the acquisition; or (B) a written confirmation by email or facsimile that the acquisition has closed; and (ii) Prior to the close of business on the business day following the closing of the acquisition, file with TSX all the requirements documents as outlined in the TSX conditional approval. Such documents may be filed using TMX LINX.</p> <p><b>Related party transactions</b></p> <p>For TSX companies, a "related party transaction" generally refers to a transaction between the issuer and a person or entity that is a related party of the issuer at the time the transaction is agreed to. The regulatory framework governing these transactions is primarily set out in Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions (MI 61-101). Under MI 61-101, related party transactions include a broad range of dealings, such as asset purchases or divestitures, property leases, acquisitions or combinations (including amalgamations), issuances or amendments of securities, assumptions or forgiveness of liabilities, loans or credit facilities, and guarantees or collateral security involving a related party</p> <p>A related party is typically defined to include directors, executive officers, significant shareholders, or entities under common control with the issuer. The purpose of the regulation is to</p>
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	<p>terms of the proposed transaction with the related party are fair as far as the shareholders of the issuer are concerned;</p> <p>(c) publish details of the proposed transaction in accordance with paragraph 10.4(a), including a statement that paragraph 10.7(b) has been complied with, that the transaction has been declared to be fair and that the fairness opinion can be inspected at the issuer's registered office and/or through a secure electronic manner at the election of the person requesting inspection for a period of 28 days from the date of announcement; and</p> <p>(d) comply with the usual requirements regarding transactions with related parties as per paragraph 10.4, if the independent professional expert states that the transaction is not fair.</p>	<p>address potential conflicts of interest and ensure fair treatment of minority shareholders. TSX companies must comply with enhanced disclosure, independent board review, formal valuation requirements, and, in certain cases, obtain minority shareholder approval for related party transactions, unless an exemption is available.</p> <p>Aimia must disclose related party transactions in its Management's Discussion and Analysis (MD&amp;A) in accordance with GAAP and securities law requirements. Disclosure must include the identity of the related parties, the business purpose, the amount and terms of the transaction, and any ongoing commitments.</p>
<p>18.20 (k) Mandatory corporate governance provisions and the corporate governance code applied</p>	<p><u>Paragraph 3.84:</u></p> <p>In addition to complying with paragraph 8.62(a), issuers must implement the following specific corporate governance practices and must disclose compliance therewith in their annual reports. (The effect of incorporating certain practices from the King Code in the JSE Listings Requirements is to make their implementation mandatory, this is notwithstanding the fact that application of the corporate governance practices in the King Code is generally voluntary):</p> <p>(a) there must be a policy evidencing a clear balance of power and authority at board of directors' level, to ensure that no one director has unfettered powers of decision-making;</p> <p>(b) the issuer must have an appointed chief executive officer and a chairman and these positions must not be held by the same</p>	<p>Aimia is subject to National Instrument 58-101 Disclosure of Corporate Governance Practices (including additional voluntary disclosure where appropriate) and guidance on governance practices contained in National Policy 58-201 – Corporate Governance Guidelines.</p> <p>In addition, Aimia adopted a public disclosure policy, as well as a by-law and a Code of Ethics (signed yearly by all Directors, executives and employees. Aimia also adopted a Mandate for the Board of Directors and the different Committees. All of Aimia's policies are published on its website.</p> <p>The board should have a majority of independent directors. The chair of the board should be an independent director. Where this is not appropriate,</p>

	<p>person. The chairman must either be an independent non-executive director, or the issuer must appoint a lead independent director, in accordance with the King Code;</p> <p>(c) all issuers must, in accordance with the King Code appoint an (i) audit committee, (ii) a committee responsible for remuneration and (iii) a social and ethics committee. The composition of such committees must comply with the Companies Act (as applicable) and should be considered in accordance with the recommended practices in the King Code on an apply and explain basis, provided that each committee must comprise of at least three members. A brief description of the committee mandates, the number of meetings held and other relevant information must be disclosed in the annual report;</p> <p>(d) a brief CV of each director must be provided in respect of a new listing. It should further be noted that a brief CV for each director standing for election or re-election at a general meeting or the annual general meeting (in relation to Main Board issuers, such election or re-election may not take place at a meeting contemplated in Section 60 of the Act) should accompany the notice of the general meeting or annual general meeting;</p> <p>(e) the capacity of each director must be categorised as executive, non-executive or independent;</p> <p>(f) all issuers must have an executive financial director. The JSE may, at its discretion, when requested to do so by the issuer and due to the existence of special circumstances, allow the financial director to be employed on a part time basis or not at</p>	<p>an independent director should be appointed to act as “lead director”. The board should adopt a written mandate in which it explicitly acknowledges responsibility for the stewardship of the issuer.</p> <p>The board should develop clear position descriptions for the chair of the board and the chair of each board committee. In addition, the board, together with the CEO, should develop a clear position description for the CEO, which includes delineating management’s responsibilities. The board should also develop or approve the corporate goals and objectives that the CEO is responsible for meeting.</p> <p>The board should adopt a written code of business conduct and ethics. The code should be applicable to directors, officers and employees of the issuer. The code should constitute written standards that are reasonably designed to promote integrity and to deter wrongdoing.</p> <p>The definition of "independence" for directors of a public company in Canada is primarily shaped by securities regulations rather than corporate statutes. The leading authority is National Instrument 52-110 Audit Committees (“NI 52-110”), adopted by the Canadian Securities Administrators and enforced across most provinces and territories. This Instrument sets out a detailed test, which specifically defining when a director is independent</p>
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	<p>all. This request must be accompanied by a detailed motivation by the issuer and the audit committee; and</p> <p>(g) the audit committee must, notwithstanding its duties pursuant to Section 94 of the Companies Act:</p> <p>(i) consider, on an annual basis, and satisfy itself of the appropriateness of the expertise and experience of the financial director;</p> <p>(ii) ensure that the issuer has established appropriate financial reporting procedures and that those procedures are operating, which should include consideration of all entities included in the consolidated group IFRS financial statements, to ensure that it has access to all the financial information of the issuer to allow the issuer to effectively prepare and report on the financial statements of the issuer; consider, the following information provided by the audit firm and individual auditor, in the assessment of the suitability of appointment or reappointment of the auditor:</p> <p>(aa) the latest inspection results (including related remedial action plan) of an inspection performed by its regulator. The audit committee may accept reports with the identity of specific entities redacted provided that such redaction does not limit the understanding of their content;</p> <p>(bb) any new inspection result of an inspection performed by its regulator, between the date of appointment of</p>	<p>for audit committee purposes and, by reference, for general board purposes in many jurisdictions.</p> <p>A director is considered independent under NI 52-110 if they have no direct or indirect material relationship with the issuer—meaning a relationship that could, in the board’s view, reasonably be expected to interfere with the exercise of the director’s independent judgment.</p> <p>Public companies listed in Canada must have an audit committee. The audit committee must comprise at least 3 directors who must be independent and financially literate. Every issuer must require its external auditor to report directly to the audit committee.</p> <p>Audit committee responsibilities:</p> <ul style="list-style-type: none"> <li>- An audit committee must have a written charter that sets out its mandate and responsibilities, which is available on Aimia’s website.</li> <li>- An audit committee must recommend to the board: (a) the external auditor to be nominated for the purpose of preparing or issuing an auditor’s report or performing other audit, review or attest services for the issuer; and (b) the compensation of the external auditor.</li> <li>- An audit committee must be directly responsible for overseeing the work of the external auditor engaged for the purpose of</li> </ul>
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	<p>the auditor and the date of signature of the audit report on the annual financial statements;</p> <p>(cc) a summary, of the ongoing communication related to monitoring and remediation referred to in paragraph 46 of International Standard on Quality Management 1 (ISQM 1); and</p> <p>(dd) a summary of any legal or disciplinary proceedings completed or pending, as determined by the audit firm's head of risk (or a similar senior person within the firm tasked with the responsibility of risk management) within the past five years. Legal or disciplinary proceedings include those instituted through any legislation or by any regulatory/professional body; and notwithstanding the provisions of Section 90(6) of the Companies Act, ensure that the appointment of the auditor is presented and included as a resolution at the annual general meeting of the issuer pursuant to Section 61(8) of the Companies Act;</p> <p>The issuer must confirm, by reporting to shareholders in its annual report, that the audit committee has executed the responsibilities set out in 3.84(g) above.</p> <p>(h) all issuers must appoint a company secretary in accordance with the Companies Act and should apply the recommended practices in the King Code. The board of directors must consider and satisfy itself on the competence, qualifications and experience of the company secretary. The issuer must</p>	<p>preparing or issuing an auditor's report or performing other audit, review or attest services for the issuer, including the resolution of disagreements between management and the external auditor regarding financial reporting.</p> <ul style="list-style-type: none"> <li>- An audit committee must pre-approve all non-audit services to be provided to the issuer or its subsidiary entities by the issuer's external auditor.</li> <li>- An audit committee must review the issuer's financial statements, MD&amp;A and annual and interim earnings press releases before the issuer publicly discloses this information.</li> <li>- An audit committee must be satisfied that adequate procedures are in place for the review of the issuer's public disclosure of financial information extracted or derived from the issuer's financial statements, other than the public disclosure referred to above, and must periodically assess the adequacy of those procedures.</li> <li>- An audit committee must establish procedures for: (a) the receipt, retention and treatment of complaints received by the issuer regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees of the</li> </ul>
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	<p>confirm this by reporting to shareholders in its annual report that the board of directors has executed this responsibility;</p> <p>(i) the board of directors or the nomination committee, as the case may be, must have a policy on the promotion of broader diversity at board level, specifically focusing on the promotion of the diversity attributes of gender, race, culture, age, field of knowledge, skills and experience. The issuer must confirm this by reporting to shareholders in its annual report on how the board of directors or the nomination committee, as the case may be, have considered and applied the policy of broad diversity in the nomination and appointment of directors. If applicable, the board of directors or the nomination committee must explain why any of the above diversity indicators have not been applied and further report progress in respect thereof on agreed voluntary targets;</p> <p>(j) the remuneration policy and the implementation report must be tabled every year for separate non-binding advisory votes by shareholders of the issuer at the annual general meeting. The remuneration policy must record the measures that the board of directors of the issuer commits to take in the event that either the remuneration policy or the implementation report, or both, are voted against by 25% or more of the votes exercised. In order to give effect to the minimum measures referred to in the King Code, in the event that either the remuneration policy or the implementation report, or both are voted against by shareholders exercising 25% or more of the voting rights exercised, the issuer must in its voting results announcement pursuant to paragraph 3.91 provide for the following:</p>	<p>issuer of concerns regarding questionable accounting or auditing matters.</p> <p>- An audit committee must review and approve the issuer's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the issuer.</p> <p>The board should appoint a nominating committee composed entirely of independent directors. The nominating committee should have a written charter that clearly establishes the committee's purpose, responsibilities, member qualifications, member appointment and removal, structure and operations (including any authority to delegate to individual members and subcommittees), and manner of reporting to the board.</p> <p>The nominating committee should be given authority to engage and compensate any outside advisor that it determines to be necessary to permit it to carry out its duties. If an issuer is legally required by contract or otherwise to provide third parties with the right to nominate directors, the selection and nomination of those directors need not involve the approval of an independent nominating committee.</p> <p>Prior to nominating or appointing individuals as directors, the board should adopt a process involving the following steps: (a) consider what</p>
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	<p>(a) An invitation to dissenting shareholders to engage with the issuer; and</p> <p>(b) The manner and timing of such engagement.</p> <p>(k) the CEO and the financial director responsibility statement must be made by them after due, careful and proper consideration of same and signed by the CEO and financial director;</p> <p>(l) the appointment of all directors must be subject to shareholders' approval at any general/annual general meeting pursuant to paragraph 10.16(b) of Schedule 10. The appointment of a director, to fill a casual vacancy or as an addition to the board, must be confirmed by shareholders at the next annual general meeting.</p> <p><u>Paragraph 8.62(a):</u></p> <p>Issuers are required to provide disclosure of the following supplementary information:</p> <p>(a) in respect of their application of the King Code:</p> <p>(i) the implementation of the King Code through the application of the King Code disclosure and application regime, which may be incorporated via a weblink; and</p> <p>(ii) a narrative on the non-binding advisory votes pursuant to paragraph 3.84(j), dealing specifically with (1) who the issuer engaged with and the manner and form of</p>	<p>competencies and skills the board, as a whole, should possess. In doing so, the board should recognize that the particular competencies and skills required for one issuer may not be the same as those required for another; (b) assess what competencies and skills each existing director possesses. It is unlikely that any one director will have all the competencies and skills required by the board. Instead, the board should be considered as a group, with each individual making his or her own contribution. Attention should also be paid to the personality and other qualities of each director, as these may ultimately determine the boardroom dynamic.</p> <p>The board should also consider the appropriate size of the board, with a view to facilitating effective decision-making. In carrying out each of these functions, the board should consider the advice and input of the nominating committee.</p> <p>The nominating committee should be responsible for identifying individuals qualified to become new board members and recommending to the board the new director nominees for the next annual meeting of shareholders. In making its recommendations, the nominating committee should consider: (a) the competencies and skills that the board considers to be necessary for the board, as a whole, to possess; (b) the competencies and skills that the board considers each existing director to possess; and (c) the competencies and skills each new nominee will</p>
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	<p>engagement and (2) the nature and steps taken to address objections.</p>	<p>bring to the boardroom. The nominating committee should also consider whether or not each new nominee can devote sufficient time and resources to his or her duties as a board member.</p> <p>The board should appoint a compensation committee composed entirely of independent directors. The compensation committee should have a written charter that establishes the committee's purpose, responsibilities, member qualifications, member appointment and removal, structure and operations and the manner of reporting to the board.</p> <p>The compensation committee should be given authority to engage and compensate any outside advisor that it determines to be necessary to permit it to carry out its duties. The compensation committee should be responsible for: (a) reviewing and approving corporate goals and objectives relevant to CEO compensation, evaluating the CEO's performance in light of those corporate goals and objectives, and determining (or making recommendations to the board with respect to) the CEO's compensation level based on this evaluation; (b) making recommendations to the board with respect to non-CEO officer and director compensation, incentive compensation plans and equity-based plans; and (c) reviewing executive compensation disclosure before the issuer publicly discloses this information.</p>
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		<p>definition <i>designated groups</i>, adopted a target number or percentage, or a range of target numbers or percentages, for members of the group to hold positions on the board of directors or be members of senior management by a specific date; (h) for each group referred to in the definition <i>designated groups</i>, the number and proportion, expressed as a percentage, of members of each group who hold positions on the board of directors or who are members of senior management.</p> <p>The diversity disclosure regime is based on a “comply or explain” approach: corporations must disclose their policies and statistics concerning the representation of women, Indigenous peoples, persons with disabilities, and members of visible minorities among directors and senior management or explain why they do not have such policies. There is no requirement to appoint or elect directors from these groups; the obligation is strictly to disclose information and policies related to diversity</p>
<p>18.20 (1) The pro-active monitoring process (if any) dealing with the review of financial statements of the issuer by the listing authority or any other relevant regulatory body. Further, confirmation will be required whether the applicant issuer has been subject to such review or not</p>	<p>A process exists, whereby the JSE pro actively monitors financial statements for compliance with International Financial Reporting Standards (IFRS). In terms of this process the financial statements of every listed company will be reviewed at least once every five years, in addition to any other queries arising from public or other complaints. It is a private process that is conducted between the Issuer Regulation Division of the JSE, the issuer and its sponsor/DA.</p>	<p>Corporations Canada does not review, approve, or assess these financial statements for accuracy or readability (they are simply filed and made available to the public).</p> <p>Canadian provincial securities commissions have the jurisdiction and authority to review public company filings (financial statements, management discussion and analysis, annual information forms,</p>

		<p>etc.) on a risk and issue-oriented basis. They have the authority to conduct full reviews, which would be a comprehensive audit of a company's disclosure or include a review of a company's disclosure related to a particular issue-based review targeted known risk areas such as non-GAAP measures, revenue recognition, impact of tariffs, etc..).</p>
<p>18.20 (m) Takeover laws applicable to the issuer; and</p>	<p>South African incorporated companies are regulated by the South African Companies Act, with affected transactions being regulated by the Takeover Regulations and the Takeover Regulation Panel in South Africa. Affected transactions include the disposal of all or the greater part of the assets or undertaking of the company, an amalgamation or merger as contemplated in the South African Companies Act, a scheme or arrangement, an offer to shareholders, a mandatory offer to shareholders and the like.</p>	<p>A mergers and acquisitions transaction refers to a transaction in which one issuer obtains control of all or part of the business of another issuer. Mergers and acquisitions transactions may be structured in several different ways, including:</p> <ul style="list-style-type: none"> <li>• take-over bids</li> <li>• plans of arrangement</li> <li>• amalgamations</li> <li>• asset sales</li> <li>• corporate restructurings</li> <li>• going-private transactions</li> </ul> <p>The regulatory framework for mergers and acquisitions transactions requires the application of the requirements of securities law and corporate law, the distinctive requirements that apply to corporate voting transactions and take-over bids, the concurrent jurisdiction of the courts and securities regulators on certain mergers and acquisitions issues and the imposition of additional securities law requirements on mergers and</p>

		<p>acquisitions transactions that raise major conflict of interest concerns.</p> <p>A “take-over bid” means a direct or indirect offer to acquire a security that is,</p> <ul style="list-style-type: none"> <li>(a) made by a person or company other than the issuer of the security; and</li> <li>(b) within a prescribed class of offers to acquire.</li> </ul> <p>An “issuer bid” means a direct or indirect offer to acquire or redeem a security or a direct or indirect acquisition or redemption of a security that is,</p> <ul style="list-style-type: none"> <li>(a) made by the issuer of the security; and</li> <li>(b) within a prescribed class of offers, acquisitions or redemptions.</li> </ul> <p>A take-over bid involving the acquisition of more than 20% of shares is subject to regulatory oversight.</p> <p>The takeover regime applicable to Aimia is primarily governed by National Instrument 62-104 – Take-Over Bids and Issuer Bids (NI 62-104), which defines a take-over bid as an offer to acquire 20% or more of a class of outstanding voting or equity securities made to one or more persons in Canada.</p> <p>Parties engaging in a take-over bid must comply with NI 62-104, which sets out the rules and</p>
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