



**WHISTLEBLOWER POLICY**

**AUGUST 12, 2024**

## TABLE OF CONTENTS

|   | Page |
|---|------|
| I. PURPOSE.....                                   | 1    |
| II. INCIDENT REPORTING .....                      | 1    |
| III. RETALIATION AND RETRIBUTION PROHIBITED ..... | 2    |
| IV. INVESTIGATION PROCEDURES.....                 | 3    |
| V. CORRECTIVE AND DISCIPLINARY ACTION .....       | 3    |
| VI. REVIEW OF POLICY .....                        | 4    |

## I. PURPOSE

- A. The purpose of this policy is to safeguard the integrity of the financial reporting and business dealings of Aimia Inc. (“**Aimia**”), as well as its subsidiaries and affiliates (collectively, “**Aimia Group**”), and to support adherence to the Code of Ethics (the “**Code**”).
- B. It is in the interest of all stakeholders of Aimia Group that concerns regarding Aimia Group’s financial reporting and adherence to the Code be reported so that they can be appropriately addressed.
- C. In furtherance of the foregoing, this policy:
- provides a procedure for reporting concerns (including on an anonymous basis);
  - provides protection to those individuals reporting concerns; and
  - establishes a process for investigating reported concerns.

## II. INCIDENT REPORTING

- A. Employees, officers and directors of Aimia Group (together the “**Aimia Personnel**” or “**personnel**”), have an obligation to immediately report any situation of known or suspected acts of misconduct or other violations of the Code (any such event being referred to as an “**Incident**” and a report of an Incident being referred to as an “**Incident Report**”).

Incidents to be reported include, but are not limited to, the following:

- a. *Financial Reporting*: concerns regarding the integrity of Aimia Group’s financial statements, financial reporting, financial controls, auditing process or financial accounting. Examples include misrepresentation or suppression of financial information, non-adherence to internal financial reporting policy/controls, accounting or auditing irregularities, and auditor independence concerns;
- b. *Fraudulent Activity*: concerns regarding any fraud, theft or other deceptive conduct, including falsification of Aimia Group’s records or theft of Aimia Group’s or third-party’s property;
- c. *Breaches*: concerns regarding any breach or suspected breach of the Code, this policy or any other of Aimia Group’s policies, or breach of any laws or regulations (including securities laws), including unauthorized disclosure of confidential information, workplace violence or threats, conflicts of interest, criminal conduct, kickbacks, bribes, sexual harassment, discrimination or substance abuse; and
- d. *Retaliation*: concerns regarding discrimination, harassment and/or retaliation against any employee, officer or director who, legitimately and in good faith, reports an Incident or provides information or otherwise assists in an investigation or proceeding regarding an Incident.

- B.** Aimia Personnel who find their concerns about an Incident not satisfactorily addressed by their immediate supervisor (or higher-ranking persons) or who feel that the seriousness and sensitivity of the issues or people involved require that the reporting of such questionable event should neither be addressed to the attention of their immediate supervisor, nor follow the hierarchical ladder, should file a complaint with the Chief Legal Officer and Corporate Secretary (“**Whistleblowing Officer**”).

Aimia Personnel can also choose instead to report any Incident to the Chair of the Audit, Finance and Risk Committee (the “**Audit Committee**”).

The contact information for the Whistleblowing Officer and the Chair of the Audit Committee is as follows:

Whistleblowing Officer:

E-mail: [mathieu.giguere@corp.aimia.com](mailto:mathieu.giguere@corp.aimia.com)

**Subject line must read: Aimia Whistleblower**

Chair of the Audit Committee:

E-mail: [thomas.little@corp.aimia.com](mailto:thomas.little@corp.aimia.com)

**Subject line must read: Aimia Whistleblower**

All Incidents reported to the Whistleblowing Officer, whether or not they are anonymous, are also forwarded directly to the Chair of the Audit Committee.

If the Incident Report names the Whistleblowing Officer, the Chief Executive Officer or the Chair of the Board of Directors of Aimia (the “**Board**”), the Incident Report should be sent directly to the Chair of the Audit Committee and not to the Whistleblowing Officer.

If the Incident Report names the Chair of the Audit Committee, the Incident Report should be sent directly to the Chair of the Board. The contact information of the Chair of the Board is as follows:

Executive Chairman:

E-mail: [thomas.finke@corp.aimia.com](mailto:thomas.finke@corp.aimia.com)

**Subject line must read: Aimia Whistleblower**

### **III. RETALIATION AND RETRIBUTION PROHIBITED**

Aimia Group does not tolerate acts of retaliation or retribution, including termination, demotion, transfer, denial of promotion, discipline, discrimination, harassment, suspension, threats or any other discriminatory actions, against any Aimia Personnel or other persons who make a good faith Incident Report. Aimia Group will ensure the protection from any form of retribution or retaliation made against any Aimia Personnel or other persons as a result of any such good faith Incident Report. Personnel found to have retaliated, or sought retribution, against a person having made a good faith Incident

Report, even if such Incident Report is ultimately mistaken, will face disciplinary action, which may include termination.

#### **IV. INVESTIGATION PROCEDURES**

- A.** The Whistleblowing Officer and the Chair of the Audit Committee shall adhere to the investigation procedures set out in this policy, but may, subject to approval of the Chair of the Board, in appropriate circumstances recognizing the unique and sensitive circumstances that may arise with respect to an Incident, and taking into account the severity of the Incident, adopt modified procedures if determined to be in the best interests of Aimia Group and the individuals involved in the Incident (for example to protect the confidentiality of the complainant).
- B.** The Whistleblowing Officer and the Chair of the Audit Committee shall also determine the internal procedures for managing the investigation, which shall include reporting of the Incident and the results of the investigation, as appropriate.
- C.** The investigation generally will include, but will not be limited to, discussions with the complainant (unless the Incident was submitted on an anonymous basis), the party against whom allegations have been made, and witnesses, as appropriate, together with an examination of all relevant and appropriate documentation concerning the Incident.
- D.** The Whistleblowing Officer and the Chair of the Audit Committee may enlist Aimia Personnel and/or outside legal, accounting or other advisors, as appropriate, to conduct any investigation of an Incident.
- E.** It is the obligation of all Aimia Personnel to cooperate in any investigation of an Incident. Cooperation in any investigation of an Incident will also be expected of Aimia Group's agents, representatives and advisors.
- F.** Any person to whom an Incident is reported, or who receives reports of an investigation of an Incident, or who is otherwise involved with or becomes aware of any aspect of an Incident, will use all reasonable efforts to maintain the confidentiality of the allegations of the Incident and the identity of the persons involved, subject to the need to conduct a full and impartial investigation, remedy any violations of Aimia Group's policies, or monitor compliance with or administer Aimia Group's policies. Disciplinary action may be taken as appropriate in the circumstances where there is a breach of this obligation of confidentiality.

#### **V. CORRECTIVE AND DISCIPLINARY ACTION**

- A.** Aimia Group shall determine the appropriate steps to undertake to determine what, if any, corrective and disciplinary actions will be taken in respect of any Incident. This may include input from the Board, its committees or their respective chairs, the Chief Executive Officer or the Chief Financial Officer.
- B.** Corrective and disciplinary actions, if appropriate, may include, alone or in combination, a warning or letter of reprimand, demotion, loss of merit increase, bonus, or stock options or other incentives, suspension without pay, or termination of employment or other contractual relationship. In the event that an investigation establishes that Aimia Personnel have engaged in conduct or actions constituting discrimination, harassment and/or

retaliation in violation of this policy, Aimia Group will take immediate and appropriate corrective action up to and including termination of an employee's employment.

- C.** In addition to any disciplinary or corrective action taken by Aimia Group, violations of some of this policy may require restitution or may lead to civil or criminal action against individual employees, officers and directors and any company involved. Conduct contrary to some of this policy may be in violation of federal, provincial or other law and may be the basis for legal action against the offending employee, officer or director by Aimia Group and/or others.
- D.** In the event that the investigation reveals that an Incident was frivolously reported or reported for improper motives or made in bad faith, disciplinary action may be taken as appropriate in the circumstances.
- E.** Aimia Group shall retain as a part of its records any reported Incidents, any resulting investigation and any corrective or disciplinary action for a period of no less than seven years.

## **VI. REVIEW OF POLICY**

- A.** The Whistleblowing Officer shall report to the Audit Committee on any failure of any personnel to cooperate in the effective implementation of this policy.
- B.** The Whistleblowing Officer shall report to the Audit Committee, on a quarterly basis, the status of any ongoing investigations as well as the outcome of any investigations that were closed in the preceding quarter.
- C.** The Audit Committee shall periodically review and evaluate this policy to determine whether it is effective in providing appropriate procedures to report violations or complaints regarding any of the matters covered herein. The Audit Committee will submit any proposed changes to the Board for approval.