

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2018 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2018 or fiscal plan year beginning <u>01/01/2018</u> and ending <u>12/31/2018</u>			
A	This return/report is for:	☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)	
	☒ a single-employer plan ☐ a DFE (specify) ____		
B	This return/report is:	☐ the first return/report ☐ the final return/report ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)	
C	If the plan is a collectively-bargained plan, check here. ▶ ☐		
D	Check box if filing under:	☒ Form 5558 ☐ automatic extension ☐ the DFVC program	
	☐ special extension (enter description)		

Part II	Basic Plan Information —enter all requested information		
1a	Name of plan <u>AIMIA US INC. EMPLOYEE SAVINGS AND INVESTMENT PLAN</u>	1b	Three-digit plan number (PN) ▶ <u>001</u>
		1c	Effective date of plan <u>10/01/2017</u>
2a	Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>AIMIA US INC.</u> <u>100 NORTH 6TH STREET</u> <u>SUITE 650C</u> <u>MINNEAPOLIS, MN 55403</u>	2b	Employer Identification Number (EIN) <u>82-0764765</u>
		2c	Plan Sponsor's telephone number <u>763-445-3500</u>
		2d	Business code (see instructions) <u>541600</u>

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/10/2019	KATI ATKINS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/10/2019	KATI ATKINS
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Form 5500 (2018)
v. 171027

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN 4d PN
5 Total number of participants at the beginning of the plan year	5 406
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	6a(1) 111 6a(2) 104 6b 0 6c 273 6d 377 6e 2 6f 379 6g 376 6h 12
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2T 3F 3H b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1)** ☒ **R** (Retirement Plan Information)
- (2)** ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3)** ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1)** ☒ **H** (Financial Information)
- (2)** ☐ **I** (Financial Information – Small Plan)
- (3)** ☐ **A** (Insurance Information)
- (4)** ☒ **C** (Service Provider Information)
- (5)** ☒ **D** (DFE/Participating Plan Information)
- (6)** ☐ **G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2018 Form M-1 annual report. If the plan was not required to file the 2018 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	OMB No. 1210-0110
		2018
		This Form is Open to Public Inspection.

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018		
A Name of plan AIMIA US INC. EMPLOYEE SAVINGS AND INVESTMENT PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 AIMIA US INC.	D Employer Identification Number (EIN) 82-0764765	

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No
- b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
VANGUARD
23-1945930

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
BLACKROCK
04-6171663

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
MAINSTAY
52-2206685

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
GOLDMAN SACHS
13-5108880

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

JANUS

43-1804048

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

BROWN CAPITAL MANAGEMENT

52-1304372

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

OAKMARK

04-3276558

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

DFA

22-2370029

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

FIDELITY INVESTMENTS

06-1194217

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

WELLS FARGO BANK, N.A.

94-1347393

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 21 37 50 62 63 64	SERVICE PROVIDER	90920	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2018 This Form is Open to Public Inspection
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For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018		
A Name of plan AIMIA US INC. EMPLOYEE SAVINGS AND INVESTMENT PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 AIMIA US INC.	D Employer Identification Number (EIN) 82-0764765	

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)	199461	134287
(9) Value of interest in common/collective trusts	1c(9)	3215356	2872318
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	30413314	27756524
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:		
(1)	Employer securities	1d(1)	
(2)	Employer real property	1d(2)	
e	Buildings and other property used in plan operation	1e	
f	Total assets (add all amounts in lines 1a through 1e)	1f	33828131 30763129
Liabilities			
g	Benefit claims payable	1g	
h	Operating payables	1h	
i	Acquisition indebtedness	1i	
j	Other liabilities	1j	
k	Total liabilities (add all amounts in lines 1g through 1j)	1k	0 0
Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	33828131 30763129

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

		(a) Amount	(b) Total
a	Contributions:		
(1)	Received or receivable in cash from: (A) Employers	2a(1)(A)	256513
	(B) Participants	2a(1)(B)	1014838
	(C) Others (including rollovers)	2a(1)(C)	
(2)	Noncash contributions	2a(2)	
(3)	Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)	1271351
b	Earnings on investments:		
(1)	Interest:		
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	
	(B) U.S. Government securities	2b(1)(B)	
	(C) Corporate debt instruments	2b(1)(C)	
	(D) Loans (other than to participants)	2b(1)(D)	
	(E) Participant loans	2b(1)(E)	8369
	(F) Other	2b(1)(F)	
	(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)	8369
(2)	Dividends: (A) Preferred stock	2b(2)(A)	
	(B) Common stock	2b(2)(B)	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	527515
	(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)	527515
(3)	Rents	2b(3)	
(4)	Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	
	(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)	0
(5)	Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	
	(B) Other	2b(5)(B)	
	(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)	0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		63772
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		-2546949
c Other income.....	2c		164
d Total income. Add all income amounts in column (b) and enter total.....	2d		-675778

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2295037	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		2295037
f Corrective distributions (see instructions)	2f		3265
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)		
(4) Other	2i(4)	90922	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		90922
j Total expenses. Add all expense amounts in column (b) and enter total	2j		2389224

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-3065002
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: CLIFTONLARSONALLEN LLP

(2) EIN: 41-0746749

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
4d		X	
e Was this plan covered by a fidelity bond?	X		1000000
4e	X		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?.....		X	
4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?.....		X	
4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k		X	
l Has the plan failed to provide any benefit when due under the plan?.....		X	
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	X		
4m	X		
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	X		
4n	X		

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?..... ☐ Yes ☒ No
If "Yes," enter the amount of any plan assets that reverted to the employer this year _____.

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ☐ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year _____. (See instructions.)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2018 This Form is Open to Public Inspection.
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For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A Name of plan <u>AIMIA US INC. EMPLOYEE SAVINGS AND INVESTMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>AIMIA US INC.</u>	D Employer Identification Number (EIN) <u>82-0764765</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>41-6257133</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)
----------------	---

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?	☐ Yes	☐ No	☐ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Schedule R (Form 5500) 2018
v. 171027

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year

b The plan year immediately preceding the current plan year

c The second preceding plan year

14a**14b****14c**

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year

b The corresponding number for the second preceding plan year

15a**15b**

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year

b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers

16a**16b**

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

- a** Enter the percentage of plan assets held as:

Stock: _____ % Investment-Grade Debt: _____ % High-Yield Debt: _____ % Real Estate: _____ % Other: _____ %

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate line 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

**AIMIA US INC. EMPLOYEES SAVINGS
AND INVESTMENT PLAN**

**FINANCIAL STATEMENTS AND
SUPPLEMENTAL INFORMATION**

**YEAR ENDED DECEMBER 31, 2018 AND
THREE-MONTH PERIOD ENDED DECEMBER 31, 2017**

**AIMIA US INC. EMPLOYEES SAVINGS AND INVESTMENT PLAN
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YEAR ENDED DECEMBER 31, 2018 AND
THREE-MONTH PERIOD ENDED DECEMBER 31, 2017**

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INDEPENDENT AUDITORS' REPORT

Benefits Committee
Aimia US Inc. Employees Savings and Investment Plan
Minneapolis, Minnesota

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Aimia US Inc. Employees Savings and Investment Plan (Plan), which comprise the statements of net assets available for benefits as of December 31, 2018 and 2017, and the related statements of changes in net assets available for benefits for the year ended December 31, 2018 and the three-month period ended December 31, 2017, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2018 and 2017 and the year ended and three-month period then ended, respectively, that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedule of assets (held at end of year) as of December 31, 2018, is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

A handwritten signature in cursive script that reads "CliftonLarsonAllen LLP".

CliftonLarsonAllen LLP

St. Cloud, Minnesota
October 4, 2019

AIMIA US INC. EMPLOYEES SAVINGS AND INVESTMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2018 AND 2017

	<u>2018</u>	<u>2017</u>
INVESTMENTS (at Fair Value)		
Mutual Funds	\$ 27,756,524	\$ 30,413,314
Collective Trust Fund	<u>2,872,318</u>	<u>3,215,356</u>
Total Investments (at Fair Value)	30,628,842	33,628,670
 NOTES RECEIVABLE FROM PARTICIPANTS	 <u>156,874</u>	 <u>222,048</u>
 NET ASSETS AVAILABLE FOR BENEFITS	 <u><u>\$ 30,785,716</u></u>	 <u><u>\$ 33,850,718</u></u>

See accompanying Notes to Financial Statements.

AIMIA US INC. EMPLOYEES SAVINGS AND INVESTMENT PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2018 AND
THREE-MONTH PERIOD ENDED DECEMBER 31, 2017

	<u>2018</u>	<u>2017</u>
ADDITIONS:		
INVESTMENT INCOME (LOSS)		
Interest and Dividends	\$ 527,515	\$ 213,910
Net Appreciation (Depreciation) in Fair Value of Investments	<u>(2,483,013)</u>	<u>1,118,876</u>
Total Investment Income (Loss)	(1,955,498)	1,332,786
INTEREST INCOME ON NOTES RECEIVABLE FROM PARTICIPANTS	8,369	2,469
CONTRIBUTIONS		
Employee Pre-Tax Deferrals	933,836	227,764
Employee Roth Deferrals	81,002	20,845
Employer Match	<u>256,513</u>	<u>56,991</u>
Total Contributions	<u>1,271,351</u>	<u>305,600</u>
Total Additions	(675,778)	1,640,855
DEDUCTIONS:		
BENEFITS PAID TO PARTICIPANTS	2,298,302	2,396,757
ADMINISTRATIVE EXPENSES	<u>90,922</u>	<u>18,777</u>
Total Deductions	<u>2,389,224</u>	<u>2,415,534</u>
NET DECREASE BEFORE TRANSFERS	(3,065,002)	(774,679)
TRANSFER IN FROM PREDECESSOR PLAN	<u>-</u>	<u>34,625,397</u>
NET INCREASE (DECREASE) AFTER TRANSFERS	(3,065,002)	33,850,718
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of Period	<u>33,850,718</u>	<u>-</u>
End of Period	<u><u>\$ 30,785,716</u></u>	<u><u>\$ 33,850,718</u></u>

See accompanying Notes to Financial Statements.

AIMIA US INC. EMPLOYEES SAVINGS AND INVESTMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE 1 DESCRIPTION OF PLAN

The following description of Aimia US Inc. (Employer) Employees Savings and Investment Plan (the Plan) provides general information only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan that was established effective October 1, 2017. This Plan was a spin-off of a previous plan in which the Employer was a participating employer. The Plan was last amended effective October 10, 2017. The Plan is subject to the Employee Retirement Income Security Act of 1974 (ERISA), as amended. The Benefits Committee is responsible for the oversight of the Plan and determines the appropriateness of the Plan's investment offerings and monitors investment performance.

Eligibility

The Plan covers all employees of the Employer and the participating employers of Aimia Loyalty Analytics U.S. Inc., and Smart Button Associates, Inc., who meet certain eligibility requirements including completion of 30 days of service and age 21. The Plan recognizes prior service for employees who had previously been employed by AIMIA Proprietary Loyalty US Inc. and controlled affiliates. The Plan excludes employees covered by a collective bargaining agreement, non-resident aliens, leased employees, reclassified employees, individuals who become employees of the Employer as a result of a merger or acquisition, until such employees are designated as eligible employees by the Employer, individuals who are part-time, temporary or seasonal employees, and employees hired on in an "on-demand" position.

Contributions

The Plan includes a salary deferral arrangement allowed under Section 401(k) of the Internal Revenue Code (IRC). Eligible participants are permitted to elect to have a percentage, limited by Plan provisions, of their compensation contributed as pre-tax 401(k) or Roth contributions to the Plan. The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rate set at 6% of eligible compensation, and their contributions invested in the designated default fund until changed by the participant. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions.

The Employer may, at its discretion, elect to make a matching contribution as determined by the Employer. For the year ended December 31, 2018, the Employer matched 50% of the first 6% of eligible compensation that a participant deferred into the Plan. For the three month period ended December 31, 2017, the Employer matched 40% of the first 6% of eligible compensation that a participant deferred into the Plan. The Employer may, at its discretion, elect to make a discretionary nonelective contribution as determined by the Employer. A participant must be employed on the last day of the Plan year to be eligible to receive an Employer nonelective contribution, unless termination is due to normal retirement, death, or total and permanent disability. For the year ended December 31, 2018 and the three month period ended December 31, 2017, the Employer did not authorize a discretionary nonelective contribution.

AIMIA US INC. EMPLOYEES SAVINGS AND INVESTMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE 1 DESCRIPTION OF PLAN (CONTINUED)

Contributions (Continued)

Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollover). Participants direct the investment of contributions into various investment options offered by the Plan. Contributions are subject to certain Internal Revenue Service (IRS) limitations.

Participant Accounts

Each participant's account is credited with the participant's contributions, the Employer's contributions, an allocation of Plan earnings or losses, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, or participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Employer's matching and nonelective contribution portions of their account, plus actual earnings thereon, is based on years of credited service. A participant vests at a rate of 25% after two years of service and is 100% vested after the completion of five years of credited service. A participant earns a year of vesting service for each calendar year in which they complete 1,000 or more hours of service. Notwithstanding the above, a participant is fully vested upon reaching normal retirement age, death, or permanent disability. Employees who were employed by Smart Button Associates, Inc. on August 1, 2013 are 100% vested in all accounts.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. The notes are secured by the vested balance in the participant's account and bear interest at a fixed rate which is equal to 1% over the prime rate. Principal and interest is paid ratably through regular payroll deductions.

Payment of Benefits

Upon termination of service due to death, disability or retirement (age 65), participants may receive the value of the vested interest in their account in the form of a lump sum payment or installment payments. If a participant terminates employment and the participant's account balance does not exceed \$5,000, the Plan administrator will authorize the benefit payment without the participant's consent. If the balance of the terminated participant's account is between \$1,000 and \$5,000, the Plan sponsor may authorize that the benefit payment be rolled into an individual retirement account in the participant's name. The Plan allows for in-service withdrawals upon attainment of age 59½ and hardship withdrawals, subject to Plan provisions.

AIMIA US INC. EMPLOYEES SAVINGS AND INVESTMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE 1 DESCRIPTION OF PLAN (CONTINUED)

Forfeited Nonvested Accounts

Forfeited nonvested accounts may be used to pay Plan expenses or reduce future Employer contributions. Forfeited nonvested accounts as of December 31, 2018 and 2017 totaled \$6,306 and \$9,616, respectively. Forfeitures of \$3,044 and \$-0- were used to pay Plan expenses during the year ended December 31, 2018 and the period ended December 31, 2017, respectively. Forfeitures of \$58,945 and \$9,149 were used to reduce Employer contributions during the year ended December 31, 2018 and the period ended December 31, 2017, respectively.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Benefits Committee determines the Plan's valuation policies utilizing information provided by the investment advisers and custodian. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2018 or 2017. Delinquent notes receivable are recorded as distributions on the basis of the terms of the Plan document.

Benefit Payments

Benefits are recorded when paid.

AIMIA US INC. EMPLOYEES SAVINGS AND INVESTMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Administrative Expenses

Certain expenses of maintaining the Plan are paid directly by the Employer and are excluded from these financial statements. Certain expenses incurred in connection with the general administration of the Plan are reflected as administrative expenses on the statement of changes in net assets available for benefits. In addition, certain investment related expenses, including revenue sharing credits, are included in net appreciation (depreciation) of fair value of investments.

Subsequent Events

The Plan has evaluated subsequent events through October 4, 2019, the date the financial statements were available to be issued.

NOTE 3 CERTIFICATION OF INVESTMENT INFORMATION

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Wells Fargo Bank, N.A., the trustee of the Plan, has certified to the completeness and accuracy of the notes receivable from participants and related interest income and all investment information presented in the accompanying statements of net assets available for benefits as of December 31, 2018 and 2017, the statements of changes in net assets available for benefits for the year ended December 31, 2018 and the three-month period ended December 31, 2017, and the supplemental schedule of assets (held at end of year) as of December 31, 2018.

NOTE 4 FAIR VALUE OF INVESTMENTS

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described as follows:

Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, such as:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

AIMIA US INC. EMPLOYEES SAVINGS AND INVESTMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE 4 FAIR VALUE OF INVESTMENTS (CONTINUED)

Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair market value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the valuation methodologies used at December 31, 2018 and 2017.

Mutual Funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Collective Trust Fund: Valued at the NAV of units of the bank collective trust. NAV is a readily determinable fair value and is the basis for current transactions. Participant transactions (purchases and sales) may occur daily. If the Plan initiates a full redemption of the collective trust, the issuer reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

The following tables set forth by Level, within the fair value hierarchy, the Plan's assets at fair value as of December 31:

2018				
	Level 1	Level 2	Level 3	Total
Mutual Funds	\$ 27,756,524	\$ -	\$ -	\$ 27,756,524
Collective Trust Fund	-	2,872,318	-	2,872,318
Total Investments at Fair Value	<u>\$ 27,756,524</u>	<u>\$ 2,872,318</u>	<u>\$ -</u>	<u>\$ 30,628,842</u>
2017				
	Level 1	Level 2	Level 3	Total
Mutual Funds	\$ 30,413,314	\$ -	\$ -	\$ 30,413,314
Collective Trust Fund	-	3,215,356	-	3,215,356
Total Investments at Fair Value	<u>\$ 30,413,314</u>	<u>\$ 3,215,356</u>	<u>\$ -</u>	<u>\$ 33,628,670</u>

AIMIA US INC. EMPLOYEES SAVINGS AND INVESTMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE 5 RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of the investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

NOTE 6 PLAN TERMINATION

Although it has not expressed any intent to do so, the Employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

NOTE 7 PLAN TAX STATUS

The Plan sponsor is placing reliance on an opinion letter dated March 31, 2014 received from the IRS on the prototype plan indicating that the Plan is qualified under Section 401 of the Internal Revenue Code (IRC) and is, therefore, not subject to tax under current income tax law. The Plan has been amended since receiving the opinion letter. However, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified, and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

NOTE 8 PARTY-IN-INTEREST TRANSACTIONS

The investments are managed by Wells Fargo Bank, N.A., the trustee, therefore, these investment transactions qualify as party-in-interest transactions. Fees incurred by the Plan for the investment management services are included in net appreciation in fair value of the investment, as they are paid through revenue sharing, rather than a direct payment. Fees paid by the Plan to Wells Fargo Bank, N.A. for administrative services amounted to \$90,922 and \$18,777 for the year ended December 31, 2018 and the three-month period ended December 31, 2017, respectively. These party-in-interest transactions are exempt from the prohibited transaction rules of ERISA.

AIMIA US INC. EMPLOYEES SAVINGS AND INVESTMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE 9 TRANSFER IN FROM PREDECESSOR PLAN

Effective October 1, 2017, this Plan is a spin-off of a previous plan in which the Employer was a participating employer. As a result, assets totaling \$34,625,397 that related to Aimia US Inc. participants were transferred into this newly formed Plan in October 2017.

NOTE 10 RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500 as of December 31:

	<u>2018</u>	<u>2017</u>
Net Assets Available for Benefits per Financial Statements	\$ 30,785,716	\$ 33,850,718
Less: Deemed Loan Activity	<u>(22,587)</u>	<u>(22,587)</u>
Net Assets Available for Benefits per Form 5500	<u>\$ 30,763,129</u>	<u>\$ 33,828,131</u>

The following is a reconciliation of the net decrease in net assets available for benefits per the financial statements to Form 5500 for the year ended December 31 and the period ended December 31:

	<u>2018</u>	<u>2017</u>
Net Decrease per Financial Statements	\$ (3,065,002)	\$ (774,679)
Deemed Loan Activity - Current Year	<u>-</u>	<u>(22,587)</u>
Net Decrease per the Form 5500	<u>\$ (3,065,002)</u>	<u>\$ (797,266)</u>

AIMIA US INC. EMPLOYEES SAVINGS AND INVESTMENT PLAN
E.I.N. 82-0764765 PLAN NO. 001
SCHEDULE H, LINE 4i—SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2018

(a)	(b)	(c)	(d)	(e)
	Identity of Issue	Description of Investment	Cost **	Current Value
		<u>Mutual Funds:</u>		
	DFA	DFA Emerging Markets Core Equity Fund		\$ 314,517
	Fidelity	Fidelity Mid Cap Index Fund		1,254,146
	Fidelity	Fidelity Small Cap Index Fund		57,062
	Goldman Sachs	Goldman Sachs Small/Mid Cap Growth Fund		851,784
	Janus Henderson	Janus Henderson Small Cap Value Fund		576,730
	Mainstay	Mainstay Large Cap Growth Fund I		2,198,223
	OakMark	International Fund		1,734,474
	Brown Capital	Brown Capital Mgmt Small Company Fund		901,026
	Vanguard	Vanguard 500 Index Fund		6,262,734
	Vanguard	Vanguard Total International Stock Index Fund		466,732
	Blackrock	Blackrock Total Return Fund		898,083
	Blackrock	Blackrock Global Allocation Fund		944,537
	Blackrock	Blackrock Life Index Retirement Fund		319,744
	Blackrock	Blackrock Life Index 2020 Fund		522,957
	Blackrock	Blackrock Life Index 2025 Fund		1,236,301
	Blackrock	Blackrock Life Index 2030 Fund		1,425,548
	Blackrock	Blackrock Life Index 2035 Fund		1,518,178
	Blackrock	Blackrock Life Index 2040 Fund		1,780,879
	Blackrock	Blackrock Life Index 2045 Fund		1,108,476
	Blackrock	Blackrock Life Index 2050 Fund		684,411
	Blackrock	Blackrock Life Index 2055 Fund		210,533
	Blackrock	Blackrock Life Index 2060 Fund		29,298
*	Wells Fargo	Wells Fargo Special Mid Cap Value Fund I		612,876
	Vanguard	Vanguard Equity Income Fund		1,316,323
	Vanguard	Vanguard Total Bond Market Index Adm Fund		530,952
		Total Mutual Funds		27,756,524
		<u>Collective Trust Fund:</u>		
*	Wells Fargo	Wells Fargo Stable Return Fund N		2,872,318
*	Participant Loans	4.25% to 8.75% Interest	-	134,287
		Total		<u>\$ 30,763,129</u>

* Designates party-in-interest

** Cost not required for participant-directed investments

**AIMIA US INC. EMPLOYEES SAVINGS
AND INVESTMENT PLAN**

**FINANCIAL STATEMENTS AND
SUPPLEMENTAL INFORMATION**

**YEAR ENDED DECEMBER 31, 2018 AND
THREE-MONTH PERIOD ENDED DECEMBER 31, 2017**

**AIMIA US INC. EMPLOYEES SAVINGS AND INVESTMENT PLAN
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THREE-MONTH PERIOD ENDED DECEMBER 31, 2017**

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INDEPENDENT AUDITORS' REPORT

Benefits Committee
Aimia US Inc. Employees Savings and Investment Plan
Minneapolis, Minnesota

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Aimia US Inc. Employees Savings and Investment Plan (Plan), which comprise the statements of net assets available for benefits as of December 31, 2018 and 2017, and the related statements of changes in net assets available for benefits for the year ended December 31, 2018 and the three-month period ended December 31, 2017, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2018 and 2017 and the year ended and three-month period then ended, respectively, that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedule of assets (held at end of year) as of December 31, 2018, is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

A handwritten signature in cursive script that reads "CliftonLarsonAllen LLP".

CliftonLarsonAllen LLP

St. Cloud, Minnesota
October 4, 2019

**AIMIA US INC. EMPLOYEES SAVINGS AND INVESTMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2018 AND 2017**

	<u>2018</u>	<u>2017</u>
INVESTMENTS (at Fair Value)		
Mutual Funds	\$ 27,756,524	\$ 30,413,314
Collective Trust Fund	<u>2,872,318</u>	<u>3,215,356</u>
Total Investments (at Fair Value)	30,628,842	33,628,670
 NOTES RECEIVABLE FROM PARTICIPANTS	 <u>156,874</u>	 <u>222,048</u>
 NET ASSETS AVAILABLE FOR BENEFITS	 <u><u>\$ 30,785,716</u></u>	 <u><u>\$ 33,850,718</u></u>

See accompanying Notes to Financial Statements.

AIMIA US INC. EMPLOYEES SAVINGS AND INVESTMENT PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2018 AND
THREE-MONTH PERIOD ENDED DECEMBER 31, 2017

	<u>2018</u>	<u>2017</u>
ADDITIONS:		
INVESTMENT INCOME (LOSS)		
Interest and Dividends	\$ 527,515	\$ 213,910
Net Appreciation (Depreciation) in Fair Value of Investments	<u>(2,483,013)</u>	<u>1,118,876</u>
Total Investment Income (Loss)	(1,955,498)	1,332,786
INTEREST INCOME ON NOTES RECEIVABLE FROM PARTICIPANTS	8,369	2,469
CONTRIBUTIONS		
Employee Pre-Tax Deferrals	933,836	227,764
Employee Roth Deferrals	81,002	20,845
Employer Match	<u>256,513</u>	<u>56,991</u>
Total Contributions	<u>1,271,351</u>	<u>305,600</u>
Total Additions	(675,778)	1,640,855
DEDUCTIONS:		
BENEFITS PAID TO PARTICIPANTS	2,298,302	2,396,757
ADMINISTRATIVE EXPENSES	<u>90,922</u>	<u>18,777</u>
Total Deductions	<u>2,389,224</u>	<u>2,415,534</u>
NET DECREASE BEFORE TRANSFERS	(3,065,002)	(774,679)
TRANSFER IN FROM PREDECESSOR PLAN	<u>-</u>	<u>34,625,397</u>
NET INCREASE (DECREASE) AFTER TRANSFERS	(3,065,002)	33,850,718
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of Period	<u>33,850,718</u>	<u>-</u>
End of Period	<u><u>\$ 30,785,716</u></u>	<u><u>\$ 33,850,718</u></u>

See accompanying Notes to Financial Statements.

AIMIA US INC. EMPLOYEES SAVINGS AND INVESTMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE 1 DESCRIPTION OF PLAN

The following description of Aimia US Inc. (Employer) Employees Savings and Investment Plan (the Plan) provides general information only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan that was established effective October 1, 2017. This Plan was a spin-off of a previous plan in which the Employer was a participating employer. The Plan was last amended effective October 10, 2017. The Plan is subject to the Employee Retirement Income Security Act of 1974 (ERISA), as amended. The Benefits Committee is responsible for the oversight of the Plan and determines the appropriateness of the Plan's investment offerings and monitors investment performance.

Eligibility

The Plan covers all employees of the Employer and the participating employers of Aimia Loyalty Analytics U.S. Inc., and Smart Button Associates, Inc., who meet certain eligibility requirements including completion of 30 days of service and age 21. The Plan recognizes prior service for employees who had previously been employed by AIMIA Proprietary Loyalty US Inc. and controlled affiliates. The Plan excludes employees covered by a collective bargaining agreement, non-resident aliens, leased employees, reclassified employees, individuals who become employees of the Employer as a result of a merger or acquisition, until such employees are designated as eligible employees by the Employer, individuals who are part-time, temporary or seasonal employees, and employees hired on in an "on-demand" position.

Contributions

The Plan includes a salary deferral arrangement allowed under Section 401(k) of the Internal Revenue Code (IRC). Eligible participants are permitted to elect to have a percentage, limited by Plan provisions, of their compensation contributed as pre-tax 401(k) or Roth contributions to the Plan. The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rate set at 6% of eligible compensation, and their contributions invested in the designated default fund until changed by the participant. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions.

The Employer may, at its discretion, elect to make a matching contribution as determined by the Employer. For the year ended December 31, 2018, the Employer matched 50% of the first 6% of eligible compensation that a participant deferred into the Plan. For the three month period ended December 31, 2017, the Employer matched 40% of the first 6% of eligible compensation that a participant deferred into the Plan. The Employer may, at its discretion, elect to make a discretionary nonelective contribution as determined by the Employer. A participant must be employed on the last day of the Plan year to be eligible to receive an Employer nonelective contribution, unless termination is due to normal retirement, death, or total and permanent disability. For the year ended December 31, 2018 and the three month period ended December 31, 2017, the Employer did not authorize a discretionary nonelective contribution.

AIMIA US INC. EMPLOYEES SAVINGS AND INVESTMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE 1 DESCRIPTION OF PLAN (CONTINUED)

Contributions (Continued)

Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollover). Participants direct the investment of contributions into various investment options offered by the Plan. Contributions are subject to certain Internal Revenue Service (IRS) limitations.

Participant Accounts

Each participant's account is credited with the participant's contributions, the Employer's contributions, an allocation of Plan earnings or losses, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, or participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Employer's matching and nonelective contribution portions of their account, plus actual earnings thereon, is based on years of credited service. A participant vests at a rate of 25% after two years of service and is 100% vested after the completion of five years of credited service. A participant earns a year of vesting service for each calendar year in which they complete 1,000 or more hours of service. Notwithstanding the above, a participant is fully vested upon reaching normal retirement age, death, or permanent disability. Employees who were employed by Smart Button Associates, Inc. on August 1, 2013 are 100% vested in all accounts.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. The notes are secured by the vested balance in the participant's account and bear interest at a fixed rate which is equal to 1% over the prime rate. Principal and interest is paid ratably through regular payroll deductions.

Payment of Benefits

Upon termination of service due to death, disability or retirement (age 65), participants may receive the value of the vested interest in their account in the form of a lump sum payment or installment payments. If a participant terminates employment and the participant's account balance does not exceed \$5,000, the Plan administrator will authorize the benefit payment without the participant's consent. If the balance of the terminated participant's account is between \$1,000 and \$5,000, the Plan sponsor may authorize that the benefit payment be rolled into an individual retirement account in the participant's name. The Plan allows for in-service withdrawals upon attainment of age 59½ and hardship withdrawals, subject to Plan provisions.

AIMIA US INC. EMPLOYEES SAVINGS AND INVESTMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE 1 DESCRIPTION OF PLAN (CONTINUED)

Forfeited Nonvested Accounts

Forfeited nonvested accounts may be used to pay Plan expenses or reduce future Employer contributions. Forfeited nonvested accounts as of December 31, 2018 and 2017 totaled \$6,306 and \$9,616, respectively. Forfeitures of \$3,044 and \$-0- were used to pay Plan expenses during the year ended December 31, 2018 and the period ended December 31, 2017, respectively. Forfeitures of \$58,945 and \$9,149 were used to reduce Employer contributions during the year ended December 31, 2018 and the period ended December 31, 2017, respectively.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Benefits Committee determines the Plan's valuation policies utilizing information provided by the investment advisers and custodian. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2018 or 2017. Delinquent notes receivable are recorded as distributions on the basis of the terms of the Plan document.

Benefit Payments

Benefits are recorded when paid.

AIMIA US INC. EMPLOYEES SAVINGS AND INVESTMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Administrative Expenses

Certain expenses of maintaining the Plan are paid directly by the Employer and are excluded from these financial statements. Certain expenses incurred in connection with the general administration of the Plan are reflected as administrative expenses on the statement of changes in net assets available for benefits. In addition, certain investment related expenses, including revenue sharing credits, are included in net appreciation (depreciation) of fair value of investments.

Subsequent Events

The Plan has evaluated subsequent events through October 4, 2019, the date the financial statements were available to be issued.

NOTE 3 CERTIFICATION OF INVESTMENT INFORMATION

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Wells Fargo Bank, N.A., the trustee of the Plan, has certified to the completeness and accuracy of the notes receivable from participants and related interest income and all investment information presented in the accompanying statements of net assets available for benefits as of December 31, 2018 and 2017, the statements of changes in net assets available for benefits for the year ended December 31, 2018 and the three-month period ended December 31, 2017, and the supplemental schedule of assets (held at end of year) as of December 31, 2018.

NOTE 4 FAIR VALUE OF INVESTMENTS

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described as follows:

Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, such as:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

AIMIA US INC. EMPLOYEES SAVINGS AND INVESTMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE 4 FAIR VALUE OF INVESTMENTS (CONTINUED)

Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair market value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the valuation methodologies used at December 31, 2018 and 2017.

Mutual Funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Collective Trust Fund: Valued at the NAV of units of the bank collective trust. NAV is a readily determinable fair value and is the basis for current transactions. Participant transactions (purchases and sales) may occur daily. If the Plan initiates a full redemption of the collective trust, the issuer reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

The following tables set forth by Level, within the fair value hierarchy, the Plan's assets at fair value as of December 31:

2018				
	Level 1	Level 2	Level 3	Total
Mutual Funds	\$ 27,756,524	\$ -	\$ -	\$ 27,756,524
Collective Trust Fund	-	2,872,318	-	2,872,318
Total Investments at Fair Value	<u>\$ 27,756,524</u>	<u>\$ 2,872,318</u>	<u>\$ -</u>	<u>\$ 30,628,842</u>
2017				
	Level 1	Level 2	Level 3	Total
Mutual Funds	\$ 30,413,314	\$ -	\$ -	\$ 30,413,314
Collective Trust Fund	-	3,215,356	-	3,215,356
Total Investments at Fair Value	<u>\$ 30,413,314</u>	<u>\$ 3,215,356</u>	<u>\$ -</u>	<u>\$ 33,628,670</u>

AIMIA US INC. EMPLOYEES SAVINGS AND INVESTMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE 5 RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of the investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

NOTE 6 PLAN TERMINATION

Although it has not expressed any intent to do so, the Employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

NOTE 7 PLAN TAX STATUS

The Plan sponsor is placing reliance on an opinion letter dated March 31, 2014 received from the IRS on the prototype plan indicating that the Plan is qualified under Section 401 of the Internal Revenue Code (IRC) and is, therefore, not subject to tax under current income tax law. The Plan has been amended since receiving the opinion letter. However, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified, and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

NOTE 8 PARTY-IN-INTEREST TRANSACTIONS

The investments are managed by Wells Fargo Bank, N.A., the trustee, therefore, these investment transactions qualify as party-in-interest transactions. Fees incurred by the Plan for the investment management services are included in net appreciation in fair value of the investment, as they are paid through revenue sharing, rather than a direct payment. Fees paid by the Plan to Wells Fargo Bank, N.A. for administrative services amounted to \$90,922 and \$18,777 for the year ended December 31, 2018 and the three-month period ended December 31, 2017, respectively. These party-in-interest transactions are exempt from the prohibited transaction rules of ERISA.

AIMIA US INC. EMPLOYEES SAVINGS AND INVESTMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE 9 TRANSFER IN FROM PREDECESSOR PLAN

Effective October 1, 2017, this Plan is a spin-off of a previous plan in which the Employer was a participating employer. As a result, assets totaling \$34,625,397 that related to Aimia US Inc. participants were transferred into this newly formed Plan in October 2017.

NOTE 10 RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500 as of December 31:

	<u>2018</u>	<u>2017</u>
Net Assets Available for Benefits per Financial Statements	\$ 30,785,716	\$ 33,850,718
Less: Deemed Loan Activity	<u>(22,587)</u>	<u>(22,587)</u>
Net Assets Available for Benefits per Form 5500	<u>\$ 30,763,129</u>	<u>\$ 33,828,131</u>

The following is a reconciliation of the net decrease in net assets available for benefits per the financial statements to Form 5500 for the year ended December 31 and the period ended December 31:

	<u>2018</u>	<u>2017</u>
Net Decrease per Financial Statements	\$ (3,065,002)	\$ (774,679)
Deemed Loan Activity - Current Year	<u>-</u>	<u>(22,587)</u>
Net Decrease per the Form 5500	<u>\$ (3,065,002)</u>	<u>\$ (797,266)</u>

AIMIA US INC. EMPLOYEES SAVINGS AND INVESTMENT PLAN
E.I.N. 82-0764765 PLAN NO. 001
SCHEDULE H, LINE 4i—SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2018

(a)	(b)	(c)	(d)	(e)
	Identity of Issue	Description of Investment	Cost **	Current Value
		<u>Mutual Funds:</u>		
	DFA	DFA Emerging Markets Core Equity Fund		\$ 314,517
	Fidelity	Fidelity Mid Cap Index Fund		1,254,146
	Fidelity	Fidelity Small Cap Index Fund		57,062
	Goldman Sachs	Goldman Sachs Small/Mid Cap Growth Fund		851,784
	Janus Henderson	Janus Henderson Small Cap Value Fund		576,730
	Mainstay	Mainstay Large Cap Growth Fund I		2,198,223
	OakMark	International Fund		1,734,474
	Brown Capital	Brown Capital Mgmt Small Company Fund		901,026
	Vanguard	Vanguard 500 Index Fund		6,262,734
	Vanguard	Vanguard Total International Stock Index Fund		466,732
	Blackrock	Blackrock Total Return Fund		898,083
	Blackrock	Blackrock Global Allocation Fund		944,537
	Blackrock	Blackrock Life Index Retirement Fund		319,744
	Blackrock	Blackrock Life Index 2020 Fund		522,957
	Blackrock	Blackrock Life Index 2025 Fund		1,236,301
	Blackrock	Blackrock Life Index 2030 Fund		1,425,548
	Blackrock	Blackrock Life Index 2035 Fund		1,518,178
	Blackrock	Blackrock Life Index 2040 Fund		1,780,879
	Blackrock	Blackrock Life Index 2045 Fund		1,108,476
	Blackrock	Blackrock Life Index 2050 Fund		684,411
	Blackrock	Blackrock Life Index 2055 Fund		210,533
	Blackrock	Blackrock Life Index 2060 Fund		29,298
*	Wells Fargo	Wells Fargo Special Mid Cap Value Fund I		612,876
	Vanguard	Vanguard Equity Income Fund		1,316,323
	Vanguard	Vanguard Total Bond Market Index Adm Fund		530,952
		Total Mutual Funds		27,756,524
		<u>Collective Trust Fund:</u>		
*	Wells Fargo	Wells Fargo Stable Return Fund N		2,872,318
*	Participant Loans	4.25% to 8.75% Interest	-	134,287
		Total		<u>\$ 30,763,129</u>

* Designates party-in-interest

** Cost not required for participant-directed investments

**AIMIA US INC. EMPLOYEES SAVINGS
AND INVESTMENT PLAN**

**FINANCIAL STATEMENTS AND
SUPPLEMENTAL INFORMATION**

**YEAR ENDED DECEMBER 31, 2018 AND
THREE-MONTH PERIOD ENDED DECEMBER 31, 2017**

**AIMIA US INC. EMPLOYEES SAVINGS AND INVESTMENT PLAN
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YEAR ENDED DECEMBER 31, 2018 AND
THREE-MONTH PERIOD ENDED DECEMBER 31, 2017**

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INDEPENDENT AUDITORS' REPORT

Benefits Committee
Aimia US Inc. Employees Savings and Investment Plan
Minneapolis, Minnesota

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Aimia US Inc. Employees Savings and Investment Plan (Plan), which comprise the statements of net assets available for benefits as of December 31, 2018 and 2017, and the related statements of changes in net assets available for benefits for the year ended December 31, 2018 and the three-month period ended December 31, 2017, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2018 and 2017 and the year ended and three-month period then ended, respectively, that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedule of assets (held at end of year) as of December 31, 2018, is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

A handwritten signature in cursive script that reads "CliftonLarsonAllen LLP".

CliftonLarsonAllen LLP

St. Cloud, Minnesota
October 4, 2019

**AIMIA US INC. EMPLOYEES SAVINGS AND INVESTMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2018 AND 2017**

	<u>2018</u>	<u>2017</u>
INVESTMENTS (at Fair Value)		
Mutual Funds	\$ 27,756,524	\$ 30,413,314
Collective Trust Fund	<u>2,872,318</u>	<u>3,215,356</u>
Total Investments (at Fair Value)	30,628,842	33,628,670
 NOTES RECEIVABLE FROM PARTICIPANTS	 <u>156,874</u>	 <u>222,048</u>
 NET ASSETS AVAILABLE FOR BENEFITS	 <u><u>\$ 30,785,716</u></u>	 <u><u>\$ 33,850,718</u></u>

See accompanying Notes to Financial Statements.

AIMIA US INC. EMPLOYEES SAVINGS AND INVESTMENT PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2018 AND
THREE-MONTH PERIOD ENDED DECEMBER 31, 2017

	<u>2018</u>	<u>2017</u>
ADDITIONS:		
INVESTMENT INCOME (LOSS)		
Interest and Dividends	\$ 527,515	\$ 213,910
Net Appreciation (Depreciation) in Fair Value of Investments	<u>(2,483,013)</u>	<u>1,118,876</u>
Total Investment Income (Loss)	(1,955,498)	1,332,786
INTEREST INCOME ON NOTES RECEIVABLE FROM PARTICIPANTS	8,369	2,469
CONTRIBUTIONS		
Employee Pre-Tax Deferrals	933,836	227,764
Employee Roth Deferrals	81,002	20,845
Employer Match	<u>256,513</u>	<u>56,991</u>
Total Contributions	<u>1,271,351</u>	<u>305,600</u>
Total Additions	(675,778)	1,640,855
DEDUCTIONS:		
BENEFITS PAID TO PARTICIPANTS	2,298,302	2,396,757
ADMINISTRATIVE EXPENSES	<u>90,922</u>	<u>18,777</u>
Total Deductions	<u>2,389,224</u>	<u>2,415,534</u>
NET DECREASE BEFORE TRANSFERS	(3,065,002)	(774,679)
TRANSFER IN FROM PREDECESSOR PLAN	<u>-</u>	<u>34,625,397</u>
NET INCREASE (DECREASE) AFTER TRANSFERS	(3,065,002)	33,850,718
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of Period	<u>33,850,718</u>	<u>-</u>
End of Period	<u><u>\$ 30,785,716</u></u>	<u><u>\$ 33,850,718</u></u>

See accompanying Notes to Financial Statements.

AIMIA US INC. EMPLOYEES SAVINGS AND INVESTMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE 1 DESCRIPTION OF PLAN

The following description of Aimia US Inc. (Employer) Employees Savings and Investment Plan (the Plan) provides general information only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan that was established effective October 1, 2017. This Plan was a spin-off of a previous plan in which the Employer was a participating employer. The Plan was last amended effective October 10, 2017. The Plan is subject to the Employee Retirement Income Security Act of 1974 (ERISA), as amended. The Benefits Committee is responsible for the oversight of the Plan and determines the appropriateness of the Plan's investment offerings and monitors investment performance.

Eligibility

The Plan covers all employees of the Employer and the participating employers of Aimia Loyalty Analytics U.S. Inc., and Smart Button Associates, Inc., who meet certain eligibility requirements including completion of 30 days of service and age 21. The Plan recognizes prior service for employees who had previously been employed by AIMIA Proprietary Loyalty US Inc. and controlled affiliates. The Plan excludes employees covered by a collective bargaining agreement, non-resident aliens, leased employees, reclassified employees, individuals who become employees of the Employer as a result of a merger or acquisition, until such employees are designated as eligible employees by the Employer, individuals who are part-time, temporary or seasonal employees, and employees hired on in an "on-demand" position.

Contributions

The Plan includes a salary deferral arrangement allowed under Section 401(k) of the Internal Revenue Code (IRC). Eligible participants are permitted to elect to have a percentage, limited by Plan provisions, of their compensation contributed as pre-tax 401(k) or Roth contributions to the Plan. The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rate set at 6% of eligible compensation, and their contributions invested in the designated default fund until changed by the participant. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions.

The Employer may, at its discretion, elect to make a matching contribution as determined by the Employer. For the year ended December 31, 2018, the Employer matched 50% of the first 6% of eligible compensation that a participant deferred into the Plan. For the three month period ended December 31, 2017, the Employer matched 40% of the first 6% of eligible compensation that a participant deferred into the Plan. The Employer may, at its discretion, elect to make a discretionary nonelective contribution as determined by the Employer. A participant must be employed on the last day of the Plan year to be eligible to receive an Employer nonelective contribution, unless termination is due to normal retirement, death, or total and permanent disability. For the year ended December 31, 2018 and the three month period ended December 31, 2017, the Employer did not authorize a discretionary nonelective contribution.

AIMIA US INC. EMPLOYEES SAVINGS AND INVESTMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE 1 DESCRIPTION OF PLAN (CONTINUED)

Contributions (Continued)

Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollover). Participants direct the investment of contributions into various investment options offered by the Plan. Contributions are subject to certain Internal Revenue Service (IRS) limitations.

Participant Accounts

Each participant's account is credited with the participant's contributions, the Employer's contributions, an allocation of Plan earnings or losses, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, or participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Employer's matching and nonelective contribution portions of their account, plus actual earnings thereon, is based on years of credited service. A participant vests at a rate of 25% after two years of service and is 100% vested after the completion of five years of credited service. A participant earns a year of vesting service for each calendar year in which they complete 1,000 or more hours of service. Notwithstanding the above, a participant is fully vested upon reaching normal retirement age, death, or permanent disability. Employees who were employed by Smart Button Associates, Inc. on August 1, 2013 are 100% vested in all accounts.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. The notes are secured by the vested balance in the participant's account and bear interest at a fixed rate which is equal to 1% over the prime rate. Principal and interest is paid ratably through regular payroll deductions.

Payment of Benefits

Upon termination of service due to death, disability or retirement (age 65), participants may receive the value of the vested interest in their account in the form of a lump sum payment or installment payments. If a participant terminates employment and the participant's account balance does not exceed \$5,000, the Plan administrator will authorize the benefit payment without the participant's consent. If the balance of the terminated participant's account is between \$1,000 and \$5,000, the Plan sponsor may authorize that the benefit payment be rolled into an individual retirement account in the participant's name. The Plan allows for in-service withdrawals upon attainment of age 59½ and hardship withdrawals, subject to Plan provisions.

AIMIA US INC. EMPLOYEES SAVINGS AND INVESTMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE 1 DESCRIPTION OF PLAN (CONTINUED)

Forfeited Nonvested Accounts

Forfeited nonvested accounts may be used to pay Plan expenses or reduce future Employer contributions. Forfeited nonvested accounts as of December 31, 2018 and 2017 totaled \$6,306 and \$9,616, respectively. Forfeitures of \$3,044 and \$-0- were used to pay Plan expenses during the year ended December 31, 2018 and the period ended December 31, 2017, respectively. Forfeitures of \$58,945 and \$9,149 were used to reduce Employer contributions during the year ended December 31, 2018 and the period ended December 31, 2017, respectively.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Benefits Committee determines the Plan's valuation policies utilizing information provided by the investment advisers and custodian. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2018 or 2017. Delinquent notes receivable are recorded as distributions on the basis of the terms of the Plan document.

Benefit Payments

Benefits are recorded when paid.

AIMIA US INC. EMPLOYEES SAVINGS AND INVESTMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Administrative Expenses

Certain expenses of maintaining the Plan are paid directly by the Employer and are excluded from these financial statements. Certain expenses incurred in connection with the general administration of the Plan are reflected as administrative expenses on the statement of changes in net assets available for benefits. In addition, certain investment related expenses, including revenue sharing credits, are included in net appreciation (depreciation) of fair value of investments.

Subsequent Events

The Plan has evaluated subsequent events through October 4, 2019, the date the financial statements were available to be issued.

NOTE 3 CERTIFICATION OF INVESTMENT INFORMATION

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Wells Fargo Bank, N.A., the trustee of the Plan, has certified to the completeness and accuracy of the notes receivable from participants and related interest income and all investment information presented in the accompanying statements of net assets available for benefits as of December 31, 2018 and 2017, the statements of changes in net assets available for benefits for the year ended December 31, 2018 and the three-month period ended December 31, 2017, and the supplemental schedule of assets (held at end of year) as of December 31, 2018.

NOTE 4 FAIR VALUE OF INVESTMENTS

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described as follows:

Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, such as:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

AIMIA US INC. EMPLOYEES SAVINGS AND INVESTMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE 4 FAIR VALUE OF INVESTMENTS (CONTINUED)

Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair market value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the valuation methodologies used at December 31, 2018 and 2017.

Mutual Funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Collective Trust Fund: Valued at the NAV of units of the bank collective trust. NAV is a readily determinable fair value and is the basis for current transactions. Participant transactions (purchases and sales) may occur daily. If the Plan initiates a full redemption of the collective trust, the issuer reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

The following tables set forth by Level, within the fair value hierarchy, the Plan's assets at fair value as of December 31:

2018				
	Level 1	Level 2	Level 3	Total
Mutual Funds	\$ 27,756,524	\$ -	\$ -	\$ 27,756,524
Collective Trust Fund	-	2,872,318	-	2,872,318
Total Investments at Fair Value	<u>\$ 27,756,524</u>	<u>\$ 2,872,318</u>	<u>\$ -</u>	<u>\$ 30,628,842</u>
2017				
	Level 1	Level 2	Level 3	Total
Mutual Funds	\$ 30,413,314	\$ -	\$ -	\$ 30,413,314
Collective Trust Fund	-	3,215,356	-	3,215,356
Total Investments at Fair Value	<u>\$ 30,413,314</u>	<u>\$ 3,215,356</u>	<u>\$ -</u>	<u>\$ 33,628,670</u>

AIMIA US INC. EMPLOYEES SAVINGS AND INVESTMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE 5 RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of the investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

NOTE 6 PLAN TERMINATION

Although it has not expressed any intent to do so, the Employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

NOTE 7 PLAN TAX STATUS

The Plan sponsor is placing reliance on an opinion letter dated March 31, 2014 received from the IRS on the prototype plan indicating that the Plan is qualified under Section 401 of the Internal Revenue Code (IRC) and is, therefore, not subject to tax under current income tax law. The Plan has been amended since receiving the opinion letter. However, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified, and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

NOTE 8 PARTY-IN-INTEREST TRANSACTIONS

The investments are managed by Wells Fargo Bank, N.A., the trustee, therefore, these investment transactions qualify as party-in-interest transactions. Fees incurred by the Plan for the investment management services are included in net appreciation in fair value of the investment, as they are paid through revenue sharing, rather than a direct payment. Fees paid by the Plan to Wells Fargo Bank, N.A. for administrative services amounted to \$90,922 and \$18,777 for the year ended December 31, 2018 and the three-month period ended December 31, 2017, respectively. These party-in-interest transactions are exempt from the prohibited transaction rules of ERISA.

AIMIA US INC. EMPLOYEES SAVINGS AND INVESTMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE 9 TRANSFER IN FROM PREDECESSOR PLAN

Effective October 1, 2017, this Plan is a spin-off of a previous plan in which the Employer was a participating employer. As a result, assets totaling \$34,625,397 that related to Aimia US Inc. participants were transferred into this newly formed Plan in October 2017.

NOTE 10 RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500 as of December 31:

	<u>2018</u>	<u>2017</u>
Net Assets Available for Benefits per Financial Statements	\$ 30,785,716	\$ 33,850,718
Less: Deemed Loan Activity	<u>(22,587)</u>	<u>(22,587)</u>
Net Assets Available for Benefits per Form 5500	<u>\$ 30,763,129</u>	<u>\$ 33,828,131</u>

The following is a reconciliation of the net decrease in net assets available for benefits per the financial statements to Form 5500 for the year ended December 31 and the period ended December 31:

	<u>2018</u>	<u>2017</u>
Net Decrease per Financial Statements	\$ (3,065,002)	\$ (774,679)
Deemed Loan Activity - Current Year	<u>-</u>	<u>(22,587)</u>
Net Decrease per the Form 5500	<u>\$ (3,065,002)</u>	<u>\$ (797,266)</u>

AIMIA US INC. EMPLOYEES SAVINGS AND INVESTMENT PLAN
E.I.N. 82-0764765 PLAN NO. 001
SCHEDULE H, LINE 4i—SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2018

(a)	(b)	(c)	(d)	(e)
	Identity of Issue	Description of Investment	Cost **	Current Value
		<u>Mutual Funds:</u>		
	DFA	DFA Emerging Markets Core Equity Fund		\$ 314,517
	Fidelity	Fidelity Mid Cap Index Fund		1,254,146
	Fidelity	Fidelity Small Cap Index Fund		57,062
	Goldman Sachs	Goldman Sachs Small/Mid Cap Growth Fund		851,784
	Janus Henderson	Janus Henderson Small Cap Value Fund		576,730
	Mainstay	Mainstay Large Cap Growth Fund I		2,198,223
	OakMark	International Fund		1,734,474
	Brown Capital	Brown Capital Mgmt Small Company Fund		901,026
	Vanguard	Vanguard 500 Index Fund		6,262,734
	Vanguard	Vanguard Total International Stock Index Fund		466,732
	Blackrock	Blackrock Total Return Fund		898,083
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*	Wells Fargo	Wells Fargo Special Mid Cap Value Fund I		612,876
	Vanguard	Vanguard Equity Income Fund		1,316,323
	Vanguard	Vanguard Total Bond Market Index Adm Fund		530,952
		Total Mutual Funds		27,756,524
		<u>Collective Trust Fund:</u>		
*	Wells Fargo	Wells Fargo Stable Return Fund N		2,872,318
*	Participant Loans	4.25% to 8.75% Interest	-	134,287
		Total		<u>\$ 30,763,129</u>

* Designates party-in-interest

** Cost not required for participant-directed investments