



Court File No. BK-25-3165297-0031
Estate File No. 31-3165297

ONTARIO
SUPERIOR COURT OF JUSTICE
IN BANKRUPTCY AND INSOLVENCY

THE HONOURABLE) TUESDAY, THE 17th
)
JUSTICE CAVANAGH) DAY OF FEBRUARY, 2026

**IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF
KOGNITIV CORPORATION
OF THE CITY OF TORONTO
IN THE PROVINCE OF ONTARIO**

ANCILLARY RELIEF ORDER
(re Settlement, Distributions and Approval of Fees)

THIS MOTION, made by Kognitiv Corporation (the “**Company**”), for certain relief pursuant to the *Bankruptcy and Insolvency Act*, R.S.C., 1985, c. B-3 (the “**BIA**”) for an Order (the “**Ancillary Relief Order**”), *inter alia*, (i) approving the First Report dated March 14, 2025 (the “**First Report**”) and the Second Report dated February 12, 2026 (the “**Second Report**” and collectively with the First Report, the “**Reports**”) of BDO Canada Limited (“**BDO**”), in its capacity as the Trustee acting *in re* the proposal of the Company (in such capacity, the “**Proposal Trustee**”), and the activities and conduct of the Proposal Trustee as described therein; (ii) approving the fees and disbursements of the Proposal Trustee and the Proposal Trustee’s independent legal counsel, Dentons Canada LLP (“**Dentons**”) as described in the Second Report and the fee affidavits appended thereto (the “**Fee Affidavits**”); (iii) approving the Settlement and authorizing the Company to enter into both of the Minutes of Settlement and the Release attached as Exhibits “**CC**” and “**DD**” to the McLeod Affidavit (as defined below) among each of the Company, Aimia Middle East Free Zone LLC, Kognitiv Singapore Pte Ltd., Kognitiv Australia Pty Ltd., Kognitiv US LLC, and BDO in its capacity as bankruptcy trustee of Loyalty Solutions

Canada Inc. (collectively, the “**Kognitiv Parties**”), on the one hand, and each of Gary Jonas Computing Ltd., CORA Group Australia Pty Ltd., Jonas Computing (UK) Limited, and Jonas Food Holdco Inc. (collectively, the “**Jonas Parties**”), on the other hand; and (iv) authorizing and directing the Proposal Trustee to make certain payments and distributions and establish, hold and maintain certain reserves as recommended and described in the Second Report, was heard this day by judicial videoconference via Zoom.

ON READING the Motion Record of the Company, including the Affidavit of Grant McLeod sworn February 9, 2026 (the “**McLeod Affidavit**”), the Reports of BDO in its capacity as Proposal Trustee, and the Factum of the Company dated February 13, 2026, and on hearing the submissions of counsel to the Company, counsel to the Proposal Trustee and those other parties listed on the Counsel Slip, no one else appearing although duly served as evidenced by the Affidavits of Service of Alex Bernicchia-Freeman sworn February 10, 2026, and February 13, 2026, as filed:

SERVICE AND DEFINITIONS

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.
2. **THIS COURT ORDERS** that capitalized terms used but not defined in this Order shall have the respective meanings given to them in the McLeod Affidavit.

APPROVAL OF THE PROPOSAL TRUSTEE’S REPORTS, ACTIVITIES AND FEES

3. **THIS COURT ORDERS** that the First Report and the Second Report, and the actions, conduct and activities of the Proposal Trustee described therein are hereby approved, provided that only the Proposal Trustee in its personal capacity and only with respect to its own personal liability, shall be entitled to rely upon or utilize in any way such approval.
4. **THIS COURT ORDERS** that the Proposal Trustee and counsel to the Proposal Trustee (collectively, the “**Professionals**”) shall be paid their reasonable fees and disbursements, in each case at their standard rates and charges (the “**Professional Fees**”), by the Company as part of the

costs of these proceedings. The Company is hereby authorized and directed to pay the accounts of the Professionals.

5. **THIS COURT ORDERS** that the fees and disbursements of the Proposal Trustee, for the period between March 1, 2025 and January 31, 2026, as set out in the fee affidavit of Christopher J. Mazur sworn February 11, 2026, appended to the Second Report, be and are hereby approved.

6. **THIS COURT ORDERS** that the fees and disbursements of the Proposal Trustee's counsel, Dentons, for the period between March 1, 2025 and January 31, 2026, as set out in the fee affidavit of John Salmas sworn February 12, 2026, appended to the Second Report, be and are hereby approved.

MINUTES OF SETTLEMENT AND RELEASE

7. **THIS COURT ORDERS** that each of the Minutes of Settlement and the Release is hereby approved and the Company is hereby authorized to enter into both the Minutes of Settlement and the Release, *nunc pro tunc*, and the Company is authorized to take such steps and execute such additional documentation as may be necessary or desirable to give effect to the Minutes of Settlement and the Release.

PAYMENT OF SUCCESS FEE AND DISTRIBUTIONS TO SECURED CREDITORS

8. **THIS COURT ORDERS AND DECLARES** that the Company is hereby authorized and directed to pay to Roystone Capital Management LP the Success Fee from the proceeds of the Remaining Assets in accordance with the terms of the Restructuring Advisory Agreement, which fee shall be paid in priority to all amounts owing to the Senior Secured Creditors (as defined below).

9. **THIS COURT ORDERS** that the Proposal Trustee is hereby authorized and directed to make one or more distributions (the "**Distributions**") from the Remaining Assets to each of Guines LLC ("**Guines**") and Aimia Inc. ("**Aimia**" and together with Guines, the "**Senior Secured Creditors**") on account of and in partial satisfaction of their respective senior secured indebtedness detailed in the Second Report, after deducting payment of the Success Fee, the Administrative Payments (which includes the Professional Fees), and any accrued and unpaid expenses in these

NOI Proceedings. For greater certainty, if any portion of the Reserve is not required by the Proposal Trustee or Dentons, the Proposal Trustee is hereby authorized and directed, without further Order of this Court, to distribute any such unused portion of the Reserve to the Senior Secured Creditors on account of and in partial satisfaction of the indebtedness of the Senior Secured Creditors.

10. **THIS COURT ORDERS** that the Proposal Trustee is hereby authorized to take all necessary steps and actions to effect each of the Distributions in accordance with the provisions of this Order from time to time and shall not incur any liability as a result of making any of the Distributions.

11. **THIS COURT ORDERS** that the Proposal Trustee is hereby authorized to establish, hold and maintain, from the Settlement proceeds, a reserve (the “**Reserve**”) in such amount as the Proposal Trustee determines, acting reasonably, to be necessary to fund the Company’s eventual assignment into bankruptcy, as detailed in the Second Report.

12. **THIS COURT ORDERS** that, notwithstanding:

- (a) the pendency of these proceedings, or the termination of these proceedings;
- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the BIA in respect of the Company and any bankruptcy order issued pursuant to any such applications;
- (c) any assignment in bankruptcy made in respect of the Company; and
- (d) the provision of any other federal, provincial or other statute,

any Distributions made pursuant to this Order and the transactions contemplated by the Settlement shall be binding on any trustee in bankruptcy that may be appointed in respect of the Company and shall not be void or voidable by creditors of the Company, nor shall it constitute nor be deemed to be a fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable transaction under the BIA or any other applicable federal or provincial legislation, nor shall they constitute conduct which is oppressive, unfairly prejudicial to or which unfairly disregards the interests of any person, and shall, upon the receipt thereof, be free of all claims,

liens, security interests, charges or other encumbrances granted by or relating to the Company or its property.

13. **THIS COURT ORDERS** that the Proposal Trustee and its agents shall be entitled to deduct and withhold from any Distribution such amounts as may be required to be deducted or withheld with respect to the Distribution under the *Income Tax Act* (Canada) or other applicable laws and to remit such amounts to the appropriate governmental authority (“**Governmental Authority**”) or other person entitled thereto. To the extent that amounts are so withheld or deducted and remitted to the appropriate Governmental Authority or other person, such withheld or deducted amounts shall be treated for all purposes as having been paid pursuant to this Order to such person as the remainder of the Distribution in respect of which such withholding or deduction was made.

GENERAL

14. **THIS COURT ORDERS AND DECLARES** that this Order shall have full force and effect in all provinces and territories in Canada.

15. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, or any other jurisdiction, to give effect to this Order and to assist the Proposal Trustee and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Proposal Trustee, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Proposal Trustee in any foreign proceeding, or to assist the Proposal Trustee and its agents in carrying out the terms of this Order.

16. **THIS COURT ORDERS** that the Proposal Trustee be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order, and that the Proposal Trustee is authorized and empowered to act as a representative in respect of the within proceedings for the purpose of having these proceedings recognized in a jurisdiction outside Canada.

17. **THIS COURT ORDERS** that this Order is effective as of 12:01 a.m. (Eastern Time) from the date that it is made and is enforceable without any need for entry and filing.



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PROCEEDING COMMENCED AT
TORONTO

**ANCILLARY RELIEF ORDER
(re Settlement, Distributions and Approval of Fees)**

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