

If you accepted Visa or MasterCard credits cards as payment for goods or services after March 23, 2001, your rights could be affected by proposed national class actions settlements with Bank of America, Capital One and Citigroup.

The Credit Card Actions

Class action lawsuits were commenced in British Columbia (the "BC Action"), Alberta, Saskatchewan, Quebec and Ontario (collectively, the "Credit Card Actions") against Visa Canada Corporation ("Visa"), MasterCard International Incorporated ("MasterCard") and certain banks which issue credit cards ("Issuing Banks") alleging each of Visa and MasterCard conspired with their issuing banks and Acquirers in setting the amount of interchange fees and imposing rules restricting merchants' ability to surcharge or refuse higher cost Visa and MasterCard credit cards ("Acquirer" is an organization or person that entered into a contract with a merchant for the provision of Visa Credit Card or MasterCard Credit Card services and charging Merchant Discount Fees, including Interchange fees in Canada). On March 27, 2014, the BC Action was certified as a class proceeding as against all defendants. This decision is currently under appeal.

The Settlements

Although Bank of America Corporation and BofA Canada Bank, formerly MBNA Canada Bank, affiliate of Bank of America Corporation (collectively, "BofA"), Capital One Bank (Canada Branch) and Capital One Financial Corporation (collectively, "Capital One") and Citigroup Inc. ("Citigroup") deny liability, they have each reached national settlements with the plaintiffs (respectively, the "BofA Settlement", the "Capital One Settlement", and the "Citigroup Settlement", or collectively, the "Settlements"), subject to approval of the courts in British Columbia, Alberta, Saskatchewan, Quebec and Ontario (the "Courts"). BofA will pay CAD \$7,750,000, Capital One will pay \$4,250,000 and Citigroup will pay \$1,630,000 (collectively, the "Settlement Amounts") for the benefit of the Settlement Class Members (see below) and provide cooperation that will assist with prosecuting the ongoing actions against the non-settling defendants in exchange for a full release of claims against them and their related entities.

If any of the Settlements are approved, the Class Lawyers will ask the Courts to approve the deduction of certain amounts (collectively, the "Court Approved Expenses") from the Settlement Amounts, including costs incurred to distribute this notice and process opt-out requests, comments and objections (see below), a counsel fee of up to 25% of the recovered amounts, and disbursements.

As the Credit Card Actions will continue as against the other defendants, it is proposed that the amounts remaining from the Settlement Amounts after deduction of all Court Approved Expenses be held in trust for Settlement Class Members pending receipt of further settlements or awards that may justify a distribution effort, or conclusion of the Credit Card Actions. At such time, a distribution protocol will be created and submitted to the Courts for approval, and further notice will be provided to Settlement Class Members. If you would like to receive direct notice of any distribution efforts, please register at www.creditcardsettlements.ca, or contact one of the Class Lawyers listed below.

Certification/Authorization as Class Proceedings for Settlement Purposes

Separate and apart from the certification of the BC Action against all defendants, in order to implement the Settlements, the Courts have certified/authorized all of the Credit Card Actions as class proceedings against BofA, Capital One and Citigroup for settlement purposes only.

Who Are The Settlement Class Members?

You are a Settlement Class Member if you are a BofA Settlement Class Member, a Capital One Settlement Class Member and/or a Citigroup Settlement Class Member. You are also a BofA Settlement Class Member, a Capital One Settlement Class Member and a Citigroup Settlement Class Member if you accept or accepted MasterCard credit cards as payment for goods or services and incurred merchant discount fees, including interchange fees, in Canada since March 23, 2001.

You are a BofA Settlement Class Member and a Citigroup Settlement Class Member if you accept or accepted Visa credit cards as payment for goods or services and incurred merchant discount fees, including interchange fees, in Canada since March 23, 2001. All Settlement Class Members are affected by this notice, whether or not they have a claim or potential claim against BofA, Capital One or Citigroup.

Settlement Approval Hearings

Hearings to consider approval of the Settlements, a counsel fee of up to 25% of the recovered amounts, and disbursements payable from the Settlement Amounts will be heard on November 9, 2015 at 10 a.m. (British Columbia Supreme Court, Vancouver), November 10, 2015 at 10 a.m. (Court of Queen's Bench of Alberta, Edmonton), November 12 at 10 a.m. (Court of Queen's Bench for Saskatchewan, Regina), November 23, 2015 at 2:15 p.m. (Quebec Superior Court, Montreal) and November 19 at 10 a.m. (Ontario Superior Court of Justice, Toronto). Anyone can attend the hearings, but if you wish to speak to the Court, please advise the Opt-Out Administrator (Epiq Systems)*.

If you wish to provide written comment on or objection to any of the Settlements, you must do so by delivering same to the Opt-Out Administrator* by **November 2, 2015**. Comments or objections will be provided to the Court for consideration in whether to approve or reject the Settlements.

Participating in the Settlements or the Credit Card Actions

If you fall within the Settlement Class, including the Quebec Settlement Class (defined below), and wish to participate in the Settlements and in the continuing Credit Card Actions, you do not need to do anything at this time.

Opting Out of the Class Proceedings

The deadline to opt out of the Settlements or the class actions is **November 4, 2015**.

Consequences of Opting Out

By opting out, you are choosing:

- 1. not** to take part in any of the Settlements,
- 2. not** to participate in the ongoing prosecution of the Credit Card Class Actions against the other defendants, AND
- 3. not** to participate in any future settlements reached in the Credit Card Class Actions.

Settlement Class Members who opt out (including Quebec Settlement Class Members) will not be bound by any of the Settlements or the releases in the Settlements, but will also not be entitled to share in any of the proceeds that may become available to merchants as part of the Settlements. Settlement Class Members who opt out (including Quebec Settlement Class Members) will also not be entitled to participate in the continued prosecution of the Credit Card Class Actions or future settlements.

Consequences of Not Opting Out

BECAUSE OF DIFFERENCES IN THE ORDERS MADE BY THE COURTS, THE CONSEQUENCES OF NOT OPTING OUT VARY DEPENDING ON WHETHER YOU ARE A QUEBEC SETTLEMENT CLASS MEMBER (A SUBGROUP OF THE SETTLEMENT CLASS) OR NOT.

You are a **Quebec Settlement Class Member** if you are a Quebec resident person who accepted Visa and/or MasterCard credit cards as payment for goods or services and incurred merchant discount fees, including interchange fees, in Canada, since March 23, 2001. Any legal persons established for a private interest, partnership or association which at any time between December 17, 2009 and December 17, 2010 had under its direction or control more than 50 persons bound to it by contract of employment are **not** Quebec Settlement Class Members.

a) Quebec Settlement Class Members

Quebec Settlement Class Members who **do not opt out** will be bound by the Settlements and the releases in them, and will be entitled to share in any of the proceeds that may become available to merchants as part of the Settlements. They will have an opportunity to opt out of the ongoing litigation against the other defendants if and when such litigation is authorized as a class action against some or all of those remaining defendants.

b) All Other Settlement Class Members

For all other Settlement Class Members, the election not to opt out also operates in relation to future settlements and the ongoing litigation against the remaining defendants. Settlement Class Members who are not Quebec Settlement Class Members who **do not opt out** will be bound by the Settlements and the releases in them, and will be entitled to share in any of the proceeds that may become available to merchants as part of the Settlements and the ongoing litigation against the other defendants. They will **not** have a further opportunity to opt out of the ongoing litigation against the other defendants if and when such litigation is authorized as a class action against some or all of those remaining defendants.

* * *

FOR MORE INFORMATION on the status of the approval hearings or on how to opt out of the Credit Card Actions, comment or object to any of the Settlements, or to view the Settlements and a list of other definitions that apply to this Notice, visit www.creditcardsettlements.ca, which will be periodically updated with information on the Settlements approval process and the Credit Card Actions.

*For communications with the Opt-Out Administrator, Epiq Systems call (877) 283-6548, email info@CreditCardSettlements.ca, fax (844) 772-0145 or write to Canadian Interchange, PO Box 2312, 349 W Georgia St., Vancouver, BC V6B 1Y0.

CLASS LAWYERS can be reached at lawyer@CreditCardSettlements.ca and are:

- Branch MacMaster LLP at (604) 654-2999 (Luciana Brasil)
- Camp Fiorante Mathews Mogerman at (604) 689-7555 (David Jones)
- Consumer Law Group (for Quebec residents) at 1-888-909-7863 x2 (Jeff Orenstein)

This notice is approved by the Courts.