

Affinion International Limited

FRN: 311584

**SUPPLEMENTAL APPLICATION TO REQUEST THAT REQUIREMENTS ARE IMPOSED ON
FIRM**

To: The Financial Conduct Authority

FAO: Chris Walmsley

Affinion International Limited hereby applies, pursuant to Part 4A of the Financial Services and Markets Act 2000, for the requirements set out in the schedule below.

Signed:..... [*Name, Role*]

Date:.....

SCHEDULE

General

1. This schedule sets out the terms of the requirements to be imposed on Affinion International Limited, to take immediate effect.

Affinion International Limited (FRN 311584)

Requirements included in the Firm's permission at the request of the Firm under section 55L of the Financial Services and Markets Act 2000

Terms referred to:

1. In this Supplemental Requirement, expressions defined shall have the meanings given to them in the Requirements unless the context otherwise requires.
2. Expressions defined in the Authority's Handbook of rules and guidance or at paragraph 1 above have the meanings given to them unless the context otherwise requires.
3. In this Supplemental Requirement:
 - 3.1 **"this Supplemental Requirement"** means the supplements to the Requirements set out in this document including its Annexure.
 - 3.2 **"the Requirements"** means the requirements and provisions in the application to request that requirements are imposed on the Firm dated 27 January 2015.

Background

4. The Requirements became effective on 27 January 2015.
5. The Firm applies for the supplements set out in this Supplemental Requirement to be made to the Requirements.

Supplemental Requirements

6. The Requirements shall be supplemented as follows:
 - 6.1 A new paragraph 1.21(A) be inserted as follows:

"Extreme Distressed Suppression Population" means Scheme Creditors in respect of whom Schemeco and/or the Scheme Administrators receive a direct communication, in writing or otherwise, from:

 - 1.21(A).1 that Scheme Creditor expressly requesting that no further communication be sent to that Scheme Creditor in connection with the Scheme of Arrangement; or
 - 1.21(A).2 a third party on behalf of a Scheme Creditor stating that the Scheme Creditor is deceased and requesting that no further communication be sent to that Scheme Creditor in connection with the Scheme of Arrangement (provided that the Scheme Administrators are reasonably satisfied that the third party is authorised by law to make such a request on behalf of the Scheme Creditor),

and in each case the Scheme Administrators reasonably determine at their discretion on the information available to them that the sending of further communications in connection with the Scheme to the Scheme Creditor will or will be reasonably likely to cause distress or harm."
 - 6.2 The definition of 'Scheme of Arrangement' at paragraph 1.33 shall mean the solvent scheme of arrangement under Part 26 of the Companies Act 2006 described more particularly in Annex 1 hereto and all references in the Requirements to Scheme Document shall be references to the scheme of arrangement in Annex 1 hereto.
 - 6.3 Paragraph 12.1.1(C) shall be supplemented by inserting, after the words "send a notice to Scheme Creditors", the words ", other than Scheme Creditors, if any, within the Extreme Distressed Suppression Population,".
 - 6.4 Paragraph 12.1.1(F) shall be supplemented by inserting, after the words "give

notice in writing to the Scheme Creditors", the words ", other than Scheme Creditors, if any, within the Extreme Distressed Suppression Population,".

Scheme Claims Decisioning Procedures

7. The requirements set out in Annex B to the Requirements be supplemented by inserting a new paragraph 5.2 at Part 3 of Annex B as follows:
 - 5.2 Certain time limits apply where Scheme Creditors wish to initiate the Dispute Resolution Procedure or (as part of the Dispute Resolution Procedure) to refer a dispute to the Scheme Adjudicator. These are set out in Clauses 4.6, 4.8, 4.9 and 7.1 of the Scheme of Arrangement.

Annex 1: Terms of the Scheme of Arrangement

[insert Scheme document]