

DUPLICATE ORIGINAL

COURT FILE NUMBER Q.B. No. 133 of 2013  
COURT OF QUEEN'S BENCH FOR SASKATCHEWAN  
JUDICIAL CENTRE REGINA  
PLAINTIFF(S) HELLO BABY EQUIPMENT INC.  
DEFENDANT(S) BOFA CANADA BANK, BANK OF MONTREAL,  
BANK OF NOVA SCOTIA, CANADIAN IMPERIAL  
BANK OF COMMERCE, CAPITAL ONE BANK  
(CANADA BRANCH), CITIGROUP INC.,  
FEDERATION DES CAISSES DESJARDINS DU  
QUEBEC, MASTERCARD INTERNATIONAL  
INCORPORATED, NATIONAL BANK OF  
CANADA INC., ROYAL BANK OF CANADA,  
TORONTO-DOMINION BANK and VISA CANADA  
CORPORATION  
Brought under *The Class Actions Act*, SS 2001, c C-12.01

ORDER

Mastercard International Incorporated  
Settlement Pre-Approval Notice

BA Barrington-Foote

BEFORE THE HONOURABLE MR. JUSTICE ~~BAL~~ on February 16,  
2018.

ON THE APPLICATION of the Plaintiff, Hello Baby Equipment, without a hearing and in writing, to certify this proceeding as a class proceeding, and for approval of the Notice to Class Members (the "Pre-Approval Notice") of a proposed settlement of all claims against the defendant Mastercard International Incorporated (the "Settling Defendant"); and upon being advised that the Plaintiff and others have entered into an agreement with the Settling Defendant dated June 9, 2017 (the "Mastercard Settlement Agreement") attached hereto as **Schedule "E"**; and upon being advised that the Plaintiff and the Settling Defendant consent to this Order; and upon being advised that the Non-Settling Defendants take no position on this Order;

**THIS COURT ORDERS that:**

1. Except to the extent that they are modified by this Order the definitions set out in the Mastercard Settlement Agreement apply to and are incorporated into this Order;
2. The within proceeding (the "Saskatchewan Proceeding") is certified as a class proceeding only as against the Settling Defendant, for settlement purposes only;
3. The "Saskatchewan Mastercard Settlement Class" is defined as:

All Merchants resident in Saskatchewan who, during the Class Period, accepted payments for the supply of goods or services by way of Mastercard Credit Cards, except the Excluded Persons;
4. Hello Baby Equipment Inc. is appointed as the representative plaintiff for the Saskatchewan Mastercard Settlement Class;
5. The Saskatchewan Proceeding is certified on the basis that the following issue is common to the Saskatchewan Mastercard Settlement Class:

Did the Settling Defendant conspire with others to fix, maintain, increase or control Merchant Discount Fees and/or Interchange Fees in Canada during the Class Period?
6. The period to opt-out of the Saskatchewan Proceeding has already expired pursuant to this Court's order pronounced August 18, 2015, except for Saskatchewan Mastercard Settlement Class members who began accepting Mastercard Credit Cards after September 4, 2015 (the "New Merchants"). Written elections to opt-out by New Merchants must be sent to Epiq Systems in the form attached hereto as Schedule "A" at the address, by the means and within the time period specified in the Pre-Approval Notice and Epiq Systems will provide counsel for all parties with copies of all valid elections to opt-out received by Epiq Systems;
7. Any member of the Saskatchewan Mastercard Settlement Class who has validly opted-out of the Saskatchewan Proceeding is not bound by the Mastercard

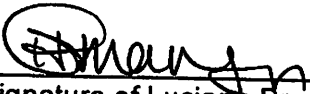
Settlement Agreement, and will not be entitled to receive any share of benefits payable in connection with the Mastercard Settlement Agreement;

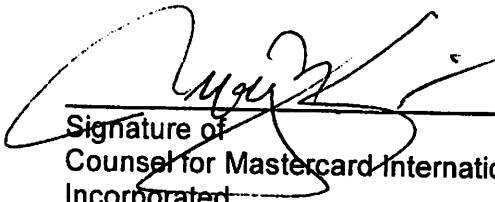
8. Any member of the Saskatchewan Mastercard Settlement Class who has not validly opted-out of the Saskatchewan Proceeding is bound by this Order and the Mastercard Settlement Agreement, and will not be entitled to opt-out of the continuing action as against the Non-Settling Defendants;
9. New Merchants who do not validly opt-out of the Saskatchewan Proceeding will be bound by this Order and the Mastercard Settlement Agreement as well as by the prior settlements that were approved by this Court on November 12, 2015 and June 10, 2016 including their Releases and will not be entitled to opt-out of the continuing action as against the Non-Settling Defendants;
10. This Order is binding upon each member of the Saskatchewan Mastercard Settlement Class who has not validly opted out of the Saskatchewan Proceeding, including those persons who are minors or mentally incapable;
11. The Publication and Long Forms of the Pre-Approval Notice are hereby approved substantially in the forms attached hereto as **Schedules "B" and "C"**, respectively;
12. The plan of dissemination for the Pre-Approval Notice (the "Plan of Dissemination") is hereby approved in the form attached hereto as **Schedule "D"**;
13. The Pre-Approval Notice shall be disseminated in accordance with the Plan of Dissemination approved as part of this Order and by any other additional means as may be ordered by any of the other Courts in the Canadian Proceedings;
14. This Order, including without limiting the generality of the foregoing, the certification of the Saskatchewan Proceeding against the Settling Defendant and the definitions of Saskatchewan Mastercard Settlement Class, Class Period and Common Issue, is without prejudice to any position a Non-Settling Defendant

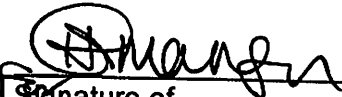
may take in this or any other proceeding on any issue, including the issue of whether the Saskatchewan Proceeding should be certified as a class proceeding as against the Non-Settling Defendants. For greater certainty, this Order, the Court's reasons in support of this Order and the certification of the Saskatchewan Proceeding against the Settling Defendant for settlement purposes only are not binding on and shall have no effect on the continuing prosecution of the Saskatchewan Proceeding or any other proceeding as against the Non-Settling Defendants; and

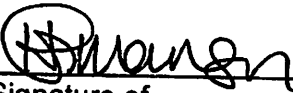
15. This Order may be executed in counterparts, electronically or by facsimile.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:

  
\_\_\_\_\_  
Signature of Luciaña Brasil  
Counsel for the Plaintiff

  
\_\_\_\_\_  
Signature of  
Counsel for Mastercard International  
Incorporated

  
\_\_\_\_\_  
Signature of  
Counsel for Visa Canada Corporation

  
\_\_\_\_\_  
Signature of  
Counsel for BMO Financial Group

\_\_\_\_\_  
Signature of  
Counsel for Royal Bank of Canada

\_\_\_\_\_  
Signature of  
Counsel for Toronto-Dominion Bank  
Inc.

\_\_\_\_\_  
Signature of  
Counsel for National Bank of Canada

may take in this or any other proceeding on any issue, including the issue of whether the Saskatchewan Proceeding should be certified as a class proceeding as against the Non-Settling Defendants. For greater certainty, this Order, the Court's reasons in support of this Order and the certification of the Saskatchewan Proceeding against the Settling Defendant for settlement purposes only are not binding on and shall have no effect on the continuing prosecution of the Saskatchewan Proceeding or any other proceeding as against the Non-Settling Defendants; and

15. This Order may be executed in counterparts, electronically or by facsimile.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:

---

Signature of Luciana Brasil  
Counsel for the Plaintiff

---

Signature of  
Counsel for Mastercard International  
Incorporated

---

Signature of  
Counsel for BMO Financial Group

---

Signature of  
Counsel for Toronto-Dominion Bank  
Inc.

---

Signature of  
Counsel for Visa Canada Corporation

---

Signature of  
Counsel for Royal Bank of Canada



---

Signature of  
Counsel for National Bank of Canada

may take in this or any other proceeding on any issue, including the issue of whether the Saskatchewan Proceeding should be certified as a class proceeding as against the Non-Settling Defendants. For greater certainty, this Order, the Court's reasons in support of this Order and the certification of the Saskatchewan Proceeding against the Settling Defendant for settlement purposes only are not binding on and shall have no effect on the continuing prosecution of the Saskatchewan Proceeding or any other proceeding as against the Non-Settling Defendants; and

15. This Order may be executed in counterparts, electronically or by facsimile.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:

---

Signature of Luciana Brasil  
Counsel for the Plaintiff

---

Signature of  
Counsel for Mastercard International  
Incorporated

---

Signature of  
Counsel for Visa Canada Corporation

---

Signature of  
Counsel for BMO Financial Group

---

Signature of  
Counsel for Royal Bank of Canada

---

Signature of  
Counsel for Toronto-Dominion Bank  
Inc.

---

Signature of  
Counsel for National Bank of Canada

may take in this or any other proceeding on any issue, including the issue of whether the Saskatchewan Proceeding should be certified as a class proceeding as against the Non-Settling Defendants. For greater certainty, this Order, the Court's reasons in support of this Order and the certification of the Saskatchewan Proceeding against the Settling Defendant for settlement purposes only are not binding on and shall have no effect on the continuing prosecution of the Saskatchewan Proceeding or any other proceeding as against the Non-Settling Defendants; and

15. This Order may be executed in counterparts, electronically or by facsimile.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:

\_\_\_\_\_  
Signature of Luciana Brasil  
Counsel for the Plaintiff

\_\_\_\_\_  
Signature of  
Counsel for Mastercard International  
Incorporated

\_\_\_\_\_  
Signature of  
Counsel for Visa Canada Corporation

\_\_\_\_\_  
Signature of  
Counsel for BMO Financial Group

\_\_\_\_\_  
Signature of  
Counsel for Royal Bank of Canada

\_\_\_\_\_  
Signature of  
Counsel for Toronto-Dominion Bank  
Inc.

Langlois Lawyers.  
\_\_\_\_\_  
Signature of  
Counsel for National Bank of Canada



Signature of  
Counsel for Bank of Nova Scotia

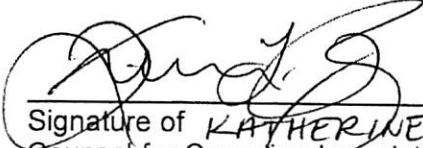
Signature of  
Counsel for Canadian Imperial Bank of  
Commerce

Issued by the Court at the City of Regina in the Province of Saskatchewan on  
\_\_\_\_\_, 20\_\_.


\_\_\_\_\_  
(Deputy) Registrar



\_\_\_\_\_  
Signature of  
Counsel for Bank of Nova Scotia

  
\_\_\_\_\_  
Signature of **KATHERINE KAY**  
Counsel for Canadian Imperial Bank of  
Commerce

Issued by the Court at the City of Regina in the Province of Saskatchewan on  
February 21, 2018.

  
\_\_\_\_\_  
(Deputy) Registrar  
*Local*