

SUPERIOR COURT
(Commercial Division)

CANADA

PROVINCE OF QUEBEC
DISTRICT OF MONTREAL

No: 500-11- 054208-182

DATE: 16 Mars 2018

UNDER THE PRESIDING OF: ~~Me~~ **Chantal Flamand, registraire**

IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF:
COMPTOIR DES INDES INC.

Debtor / Petitioner

-and-

KPMG INC.

Trustee

SALE AND SOLICITATION PROCESS APPROVAL ORDER

- [1] **ON READING** the Application for the authorization of a sale and solicitation process, priority charges and other interim reliefs (hereinafter the "Application") of Comptoir des Indes Inc. (hereinafter the "Debtor"), the solemn declaration and the exhibits in support thereof;
- [2] **CONSIDERING** the notification / service of the Application;
- [3] **CONSIDERING** the submissions of counsel;

- [4] **CONSIDERING** that it is appropriate to issue an order approving a sale and solicitation process in order to market the Debtor's business and related assets (hereinafter the "SSP") and the related procedure attached as Exhibit P-7 to the Application (hereinafter the "SSP Procedure") and to authorize KPMG Inc. (hereinafter "KPMG") to conduct the SSP;

THE COURT:

- [5] **GRANTS** the Application

Notification / Service

- [6] **ORDERS** that any prior delay for the presentation of this Application is hereby abridged and validated so that this Application is properly returnable today and hereby dispenses with further notification / service thereof.

- [7] **PERMITS** notification / service of this Order at any time and place and by any means whatsoever.

Sale and Solicitation Process

- [8] **APPROVES** and **AUTHORIZES** the SSP.

- [9] **APPROVES** and **AUTHORIZES** the SSP Procedure, with such non-material alterations, changes, amendments, deletions and/or additions thereto as may be agreed to with the consent of KPMG.

- [10] **AUTHORIZES** KPMG to conduct SSP and to implement and perform any and all actions contemplated under the SSP Procedure or related thereto.

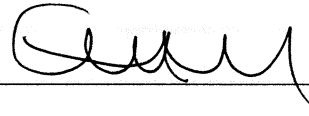
General

- [11] **DECLARES** that this Order shall have full force and effect in all provinces and territories of Canada.

- [12] **REQUESTS** the aid and recognition of any court or administrative body in any province or territory of Canada and any Canadian federal court or administrative body and any federal or state court or administrative body in the United States of America and any court or administrative body elsewhere, to act in aid of and to be complementary to this Court in carrying out the terms of the Order.

- [13] **ORDERS** the provisional execution of the present Order notwithstanding any appeal and without the requirement to provide any security or provision for costs whatsoever.

- [14] **THE WHOLE** without costs.



Me Chantal Flemand. registraire