

**SUPERIOR COURT  
(COMMERCIAL DIVISION)**

Canada  
Province of Québec  
District of Montréal  
No: 500-11-059536-215  
Date: September 3, 2021

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In the matter of the *Companies' Creditors Arrangement Act*, RSC 1985, c  
C-36 of:

**Atis Group Inc. 10422916 Canada Inc.**  
**8528853 Canada Inc. (d.b.a. Portes et Fenêtres Altek Inc.)**  
**9060642 Canada Inc.**  
**9092455 Canada Inc. (d.b.a. Alweather Windows & Doors)**  
**Distributeur Vitro Clair Inc.**  
**Solarcan Architectural Holding Limited**  
**Vitrierie Lévis Inc.**  
**Vitrotec Portes & Fenêtres Inc.**  
**Debtors**

and

**Atis LP**

**Mise-en-cause**

and

**Raymond Chabot Inc.**

**Monitor**

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**MONITOR'S CERTIFICATE**

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**CONSIDERING** that on February 19, 2021, the Québec Superior Court (Commercial Division) in the District of Montreal (the "**Court**") in Court file no. 500-11-059536-215 rendered an initial order in respect of Atis Group Inc., 10422916 Canada Inc., 8528853 Canada Inc. (d.b.a. Altek Windows & Doors), 9060642 Canada Inc., 9092455 Canada Inc. (d.b.a. Alweather Windows & Doors), Distributeur Vitro Clair Inc., Solarcan Architectural Holding Limited, Vitrotec Portes & Fenêtres Inc., Vitrierie Lévis Inc. and Atis LP (collectively, the "**Debtors**") commencing proceedings pursuant to the *Companies' Creditors*

*Arrangement Act*, RSC 1985, c C-36 (the “**CCAA**”) and appointing Raymond Chabot Inc. as monitor of the Debtors (the “**Monitor**”).

**CONSIDERING** that on August 30, 2021, the Court rendered an approval, assignment and vesting order (the “**Approval and Vesting Order**”) authorizing and approving the transaction(s) contemplated by:

- (i) the agreement entitled Asset Purchase Agreement (the “**Purchase Agreement**”), by and between 9060642 Canada Inc. (“**SDI**”), 8528853 Canada Inc. (doing business as Altek Windows and Doors) (“**Altek**”), Atis LP, acting through its general partner 10422916 Canada Inc., as vendors, and 9446-1753 Québec Inc. (“**1753**”), Fenplast Inc. (“**Fenplast**”), 9446-5523 Québec Inc. (“**5523**”) and Les Fenêtres Caméléon Inc. (“**Caméléon**”), as purchasers, with the intervention of Raymond Chabot Inc. (in its capacity as monitor of Atis Group and not in its personal capacity), Atis Group Inc. (Atis Group Inc., Atis LP, SDI and Altek are hereinafter collectively referred to as the “**Vendors**”) and Edificom Inc. (“**Edificom**” and together with 1753, Fenplast, 5523 and Caméléon, the “**Purchasers**”), with a view, *inter alia*, to vest in and to:
  - a. 5523 all of SDI’s rights, title and interest in and to all of the SDI Purchased Assets (as defined in the Approval and Vesting Order);
  - b. 1753 all of Altek’s rights, title and interest in and to all of the Altek Purchased Assets (as defined in the Approval and Vesting Order);
  - c. 1753 all of Atis LP’s rights, title and interest in and to all of the Laflamme Saint-Apollinaire Purchased Assets (as defined in the Approval and Vesting Order);
  - d. Fenplast all of Atis LP’s rights, title and interest in and to all of the Extrusion SP Purchased Assets (as defined in the Approval and Vesting Order); and
  - e. Caméléon all of Atis LP’s rights, title and interest in and to all of the Laflamme Terrebonne Purchased Assets (as defined in the Approval and Vesting Order); and
- (ii) the agreement entitled Deed of sale (the “**Deed of Sale**”) by an between Atis Group Inc., as vendor, and Edificom, as purchaser, with a view to, *inter alia*, vest in and to Edificom all of Atis Group Inc.’s rights, title and interest in and to the Real Property (as defined in the Approval and Vesting Order).

**CONSIDERING** that the Approval and Vesting Order provides for the vesting of all of SDI’s rights, title and interest in and to the SDI Purchased Assets in 5523, in accordance with the terms of the Approval and Vesting Order and upon the

issuance of a closing certificate issued by the Monitor confirming that all applicable conditions under the Purchase Agreement have been satisfied and/or waived (the “**Certificate**”).

**CONSIDERING** that the Approval and Vesting Order provides for the vesting of all of Altek’s rights, title and interest in and to the Altek Purchased Assets in 1753, in accordance with the terms of the Approval and Vesting Order and upon the issuance the Certificate

**CONSIDERING** that the Approval and Vesting Order provides for the vesting of all of Atis LP’s rights, title and interest in and to the Laflamme Saint-Apollinaire Purchased Assets in 1753, in accordance with the terms of the Approval and Vesting Order and upon the issuance of the Certificate.

**CONSIDERING** that the Approval and Vesting Order provides for the vesting of all of Atis LP’s rights, title and interest in and to the Extrusion SP Purchased Assets in Fenplast, in accordance with the terms of the Approval and Vesting Order and upon the issuance of the Certificate.

**CONSIDERING** that the Approval and Vesting Order provides for the vesting of all of Atis LP’s rights, title and interest in and to the Laflamme Terrebonne Purchased Assets in Caméléon, in accordance with the terms of the Approval and Vesting Order and upon the issuance of the Certificate.

**CONSIDERING** that the Approval and Vesting Order provides for the vesting of all of Atis Group Inc.’s rights, title and interest in and to the Real Property in Edificom, in accordance with the terms of the Approval and Vesting Order and upon the issuance of the Certificate.

**CONSIDERING** that the Approval and Vesting Order orders and directs the Monitor, upon receipt of (i) payment in full of the Purchase Price (as defined in the Purchase Agreement) and the Purchase Price (as defined in the Deed of Sale) (collectively, the “**Purchase Price**”) and (ii) written confirmation by the Purchasers that all applicable conditions under the Purchase Agreement and the Deed of Sale have been satisfied and/or waived, to (a) issue forthwith the Certificate to the Vendors and the Purchasers and (b) file as soon as practicable a copy of the Certificate with the Court.

**THEREFORE THE MONITOR CERTIFIES THE FOLLOWING:**

1. The Monitor has received (i) payment in full of the Purchase Price and (ii) written confirmation by the Purchasers that all applicable conditions under the Purchase Agreement and the Deed of Sale have been satisfied and/or waived, as applicable.
2. The Closing Time is deemed to have occurred at 10:00 AM on September 1, 2021.

**THIS CERTIFICATE** was issued by the Monitor at 10:30 am on September 3, 2021.

**Raymond Chabot Inc.**, in its  
capacity as Monitor, and not in its  
personal capacity



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Dominic Deslandes  
Representative of the Monitor  
responsible for the proceedings