

**SUPERIOR COURT
(COMMERCIAL DIVISION)**

Canada
Province of Québec
District of Montréal
No: 500-11-049838-150
Date: March 13, 2019

Presiding: The Honourable David R. Collier, S.C.J.

In the matter of the Companies' Creditors Arrangement Act, RSC 1985, c C-36:
9323-7055 Québec inc. (formerly known as Aquadis International inc.)

Debtor

and

Raymond Chabot Inc.

Monitor

MEETING ORDER

- [1] CONSIDERING the Demande modifiée d'autorisation du dépôt d'un plan de transaction et d'arrangement et de convocation de l'assemblée des créanciers dated January 8, 2019 (the "**Application**"), the affidavit and the exhibits in support thereof, as well as the Report of the Monitor dated November 29, 2018;
- [2] CONSIDERING the notification of the Application;
- [3] CONSIDERING the Initial Order;
- [4] CONSIDERING the support of the Creditors' Committee;
- [5] CONSIDERING the representations of the lawyers present;

THE COURT:

Service

- [6] DECLARES that the Monitor has given sufficient prior notice of the presentation of the Application to interested parties.
- [7] 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 service thereof.
- [8] PERMITS service of this Order at any time and place and by any means whatsoever.

Definitions

- [9] ORDERS that, unless otherwise stated or unless the subject matter or context otherwise requires, the capitalized terms have the meaning ascribed to them at Schedule "A" of the Plan, to the exception of the following terms which shall have the following meanings ascribed thereto:
- (a) "**Application**" has the meaning ascribed to that term at paragraph [1] hereof: the Demande modifiée d'autorisation du dépôt d'un plan de transaction et d'arrangement et de convocation de l'assemblée des créanciers;
 - (b) "**Chair**" has the meaning ascribed to that term at paragraph [28] hereof: the Monitor presiding as the chair of the Meeting;
 - (c) "**Plan**" means the Plan of Arrangement and Compromise filed as Exhibit P-1A to the Application, as such Plan may be amended, varied or supplemented from time to time in accordance with its terms;
 - (d) "**Required Majority**" has the meaning ascribed to that term at paragraph [20] hereof: if Creditors which are entitled to vote and represent at least one half in number of Proven Claims and two-thirds in value of Proven Claims actually vote on the resolution approving the Plan in person or by proxy at the Meeting; and
 - (e) "**Service List**" means the service list maintained by the Monitor pursuant to paragraph 42 of the Initial Order.

Plan filing and amendment

- [10] ORDERS that the Plan is hereby accepted for filing and the Monitor is authorized to contemporaneously file the Plan with this Order on behalf of Aquadis.
- [11] ORDERS that the Monitor may, prior to or during the Meeting, amend, restate, modify or supplement the Plan, provided that any such amendment, restatement, modification or supplement shall be made in accordance with the terms of the Plan.

Single class of Creditors

- [12] ORDERS that the Persons having Proven Claims shall constitute a single class for the purposes of considering and voting on the Plan, and that such class is hereby approved pursuant to Section 22 of the CCAA.

Meeting

- [13] DECLARES that the Monitor is hereby authorized to call, hold and conduct the Meeting at a date to be determined by the Monitor, in Montréal, Québec for the purpose of considering and, if appropriate, approving the Plan, unless the Creditors decide by resolution carried by the majority of votes (one vote for each dollar of every Proven Claim) to adjourn the Meeting to a later date.
- [14] DECLARES that the only Persons entitled to attend and speak at the Meeting are the

Persons having Proven Claims or Undetermined Claims, their legal representatives and their proxy holders, representatives of Aquadis, representatives of the Monitor, the Chair (as defined below) and their respective legal and financial advisors. Any other Person may be admitted to the Meeting on invitation of the Chair.

- [15] ORDERS that Unaffected Claimants are not entitled, in such capacity, to attend the Meeting.
- [16] ORDERS that any proxy which any Person wishes to submit in respect of the Meeting (or any adjournment thereof) must be substantially in the form attached hereto as Schedule A (or in such other form acceptable to the Monitor or the Chair) and be received by the Monitor before the beginning of the Meeting.
- [17] DECLARES that the quorum required at the Meeting shall be one Creditor present at such meeting in person or by proxy. If the requisite quorum is not present at the Meeting, then the Meeting shall be adjourned by the Chair to such time and place as the Chair deems necessary or desirable.

Vote at the Meeting

- [18] DECLARES that the only Persons entitled to vote at the Meeting shall be Creditors with Proven Claims and their proxy holders, and for voting purposes each Claim shall be valued at an amount that is equal to the Person's Proven Claim. A Creditor's Proven Claim shall not include fractional numbers and Proven Claims shall be rounded down to the nearest whole Canadian dollar amount.
- [19] ORDERS that the Creditors with Proven Claims and their proxy holders may vote with a signed voting form providing an instruction to vote for or against the approval of the resolution on the Plan substantially in the form attached hereto as Schedule C, provided such form is received by the Monitor one Business Day before the beginning of the Meeting.
- [20] DECLARES that, for the purpose of the adoption of the resolution approving the Plan, such resolution shall be approved if Creditors which are entitled to vote and represent at least one half in number of Proven Claims and two-thirds in value of Proven Claims actually vote on such resolution in person or by proxy at the Meeting (the "**Required Majority**").
- [21] DECLARES that, for greater certainty, one Cause of Action in connection with a same accident or event in any way arising out of products imported, distributed or sold by Aquadis shall constitute one Product Claim, which if finally determined for voting and distribution purposes shall constitute one Proven Product Claim, and Causes of Action in connection with several distinct accidents or events in any way arising out of products imported, distributed or sold by Aquadis shall constitute several distinct Product Claims, which if finally determined for voting and distribution purposes shall constitute several distinct Proven Product Claims.
- [22] ORDERS that Unaffected Claimants are not entitled, in such capacity, to vote on the Plan.

- [23] DECLARES that any Claimant holding an Undetermined Claim as of the date of the Meeting will be entitled to have its vote recorded based on the Face Value of its Undetermined Claim, although such vote will not be taken into account, including for the calculation of the Required Majority, unless the Court, on application within ten Business Days of the vote, considers appropriate that such vote be taken into account.
- [24] ORDERS the Monitor to keep a separate record of votes cast by Claimants holding Undetermined Claims and report to the Court with respect thereto at the Sanction Hearing.
- [25] ORDERS that the results of any and all votes conducted at the Meeting shall be binding on all Claimants, whether or not any such Claimant is present or voting at the Meeting.
- [26] ORDERS that, if a signed and returned proxy is not accompanied with a signed and returned voting form providing an instruction to vote for or against the approval of the resolution on the Plan, the proxy will be deemed to include an instruction to vote for the approval of the resolution on the Plan, provided that the holder of the proxy does not otherwise exercise its right to vote at the Meeting.
- [27] ORDERS that, if a signed and returned proxy appoints the Monitor or a person designated by him, the proxy will be deemed to include an instruction to vote for the approval of the resolution on the Plan, unless otherwise indicated in an accompanying voting form.

Chair of the Meeting

- [28] ORDERS that the Monitor shall preside as the chair of the Meeting (the "**Chair**") and, subject to any further order of this Court, shall decide all matters relating to the conduct of the Meeting. Any Claimant may appeal from any decision of the Chair to the Court, within five Business Days of any such decision.
- [29] DECLARES that, at the Meeting, the Chair is authorized to direct a vote with respect to the Plan and any amendments thereto as the Monitor may consider appropriate.
- [30] ORDERS that the Monitor may appoint scrutineers for the supervision and tabulation of the attendance, quorum and votes cast at the Meeting. A Person designated by the Monitor shall act as secretary at the Meeting.
- [31] ORDERS that the Monitor shall be directed to calculate the votes cast at the Meeting called to consider the Plan in accordance with this Order.

Notice of Meeting

- [32] ORDERS that, at least ten Business Days before the Meeting, the Monitor shall publish on the Monitor's Website, send by email to the Persons listed on the Service List, and send by regular mail to each Person having a Proven Claim or Undetermined Claim the following documents (collectively, the "**Meeting Materials**"):
- (a) a notice of the Meeting, substantially in the form attached hereto as Schedule B (the "**Notice to Creditors**");

- (b) the Plan;
- (c) the form of proxy substantially in the form attached hereto as Schedule A;
- (d) the voting form substantially in the form attached hereto as Schedule C; and
- (e) a copy of this Order.

- [33] ORDERS that publication of the Notice to Creditors in the manner set out in paragraph and mailing of the Meeting Materials in accordance with paragraph [32] hereof, shall constitute good and sufficient service of the Meeting Materials on all Persons who may be entitled to receive notice thereof, or of these proceedings, or who may wish to be present in person or by proxy at the Meeting, or who may wish to appear in these proceedings, and no other form of notice or service need be made on such Persons, and no other document or material need be served on such Persons in respect of these proceedings.
- [34] ORDERS that the Monitor may from time to time make such changes to the documents in the Meeting Materials as the Monitor considers necessary or desirable, including but not limited to changes to conform the content thereof to the terms of the Plan (including any amendments, restatements, modifications or supplements thereto), this Order or any further Orders of the Court, provided those changes, if made prior to the Meeting, are published and sent as soon as practically possible in accordance with paragraph [32] hereof and, if made at the Meeting, are communicated to those present at the Meeting prior to the vote being taken to approve the Plan.

Transfers of Claims

- [35] ORDERS that, for purposes of attending and voting at the Meeting, if a Person having a Proven Claim or an Undetermined Claim transfers or assigns all of its Proven Claim or Undetermined Claim and the transferee or assignee delivers evidence satisfactory to the Monitor of its ownership of all of such Claim not later than two Business Days prior to the Meeting, such transferee or assignee shall be allowed to attend the Meeting and, subject to paragraph [18] to [26] hereof, to vote, either in person or by proxy, the transferor's or assignor's Claim in lieu of the transferor or assignor.
- [36] ORDERS that, for purposes of distributions to be effected pursuant to the Plan, if a Creditor transfers or assigns the whole of its Proven Product Claim to another Person, the Monitor shall not be obligated to deal with the transferee or assignee of the Product Claim as the Creditor in respect thereof unless and until notice of the transfer or assignment from either the transferor, assignor, transferee or assignee, together with evidence showing that such transfer or assignment was valid at law, has been received by the Monitor at least ten Business Days prior to any distribution under the Plan.
- [37] ORDERS that if the holder of a Claim or any subsequent holder of the whole of a Claim who has been acknowledged by the Monitor as transferee or assignee in respect of such Claim, transfers or assigns the whole of such Claim to more than one Person or part of such Claim to another Person or Persons, such transfer or assignment shall not create a separate Claim or Claims and such Claim shall continue to constitute and be

dealt with as a single Claim notwithstanding such transfer or assignment, and the Monitor shall in each such case not be bound to recognize or acknowledge any such transfer or assignment and shall be entitled to give notices to and to otherwise deal with such Claim only as a whole and then only to and with the Person last holding such Claim in whole as the holder in respect of such Claim, provided such holder may by notice in writing to the Monitor direct that subsequent dealings in respect of such Claim, but only as a whole, shall be with a specified Person and in such event, such holder, such transferee or assignee of the Claim as a whole shall be bound by any notices given or steps taken in respect of such Claim with such Person in accordance with this Order.

Report of the Monitor and Sanction Hearing

- [38] ORDERS that the Monitor shall provide a report to this Court no later than two Business Days following the Meeting (the "**Monitor's Report Regarding the Meeting**"), which shall be served on the Service List and posted on the Monitor's Website as soon as practicable after it is filed with this Court, with respect to:
- (a) the results of the voting at the Meeting on the resolution to approve the Plan;
 - (b) whether the Required Majority has approved the Plan;
 - (c) the votes cast in respect of Undetermined Claims; and
 - (d) any other matter which the Monitor considers relevant.
- [39] ORDERS that, in the event that the Plan has been approved by the Required Majority, the Monitor shall bring an application before this Court for the Sanction Hearing, seeking the Sanction Order.
- [40] ORDERS that the posting on the Monitor's Website, service of the Meeting Materials and/or letters, and/or publication in accordance with paragraphs [32] to [34] above, shall constitute good and sufficient service and notice of the Sanction Hearing on all Persons entitled to receive such service and no other form of notice or service need be made and no other materials need be served in respect of the Sanction Hearing, except that the Monitor shall serve the Service List with the application relating to the Sanction Hearing and any additional materials to be used in support thereof and the Monitor shall post and serve the Monitor's Report Regarding the Meeting in accordance with paragraph [38] above.
- [41] ORDERS that any party who wishes to oppose the granting of the Sanction Order shall serve on the Service List a notice setting out the basis for such opposition and the materials to be used to oppose the granting of the Sanction Order at least two Business Days before the date set for the Sanction Hearing.

General

- [42] DECLARES that, in the event of any conflict, inconsistency or ambiguity between this Order, the Claims Procedure Order and the Plan, the terms, conditions and provisions of

the Plan shall govern and be paramount.

- [43] DECLARES that this Order shall have full force and effect in all provinces and territories in Canada.
- [44] DECLARES that the Monitor shall be authorized to apply as it may consider necessary or desirable, with or without notice, to any other court or administrative body, whether in Canada, the United States of America or elsewhere, for orders which aid and complement the Order and, without limitation to the foregoing, an order under Chapter 15 of the U.S. Bankruptcy Code, for which the Monitor shall be the foreign representative of Aquadis. All courts and administrative bodies of all such jurisdictions are hereby respectfully requested to make such orders and to provide such assistance to the Monitor as may be deemed necessary or appropriate for that purpose.
- [45] ORDERS the provisional execution of the present Order notwithstanding any appeal and without the requirement to provide any security or provision for costs whatsoever.



David R. Collier, SCJ

Schedule "A" – Proxy Form



Raymond Chabot inc.

An affiliate of
Raymond Chabot Grant Thornton LLP

Suite 2000
National Bank Tower
600 De La Gauchetiere Street West
Montréal (Quebec) H3B 4L8

Phone (514) 879-1385
Facsimile (514) 878-2100
www.raymondchabot.com

CANADA
PROVINCE OF QUEBEC
DISTRICT OF: 01-MONTREAL
COURT NO. : 500-11-049838-150
OFFICE NO: 156297-002

SUPERIOR COURT
« Companies' Creditors Arrangement Act »
(LRC 1985, ch. C-36) »

IN THE MATTER OF THE
ARRANGEMENT OR COMPROMISE OF :

**9323-7055 QUÉBEC INC. (FORMERLY KNOWN AS
AQUADIS INTERNATIONAL INC.)**

Legal person having its place of business located at
800 René-Lévesque Blvd. West, Suite 2220, in the city of Montréal,
in the province of Québec, H3B 1X9.

Debtor Company

PROXY FORM

_____ of _____
(Name and position or function of the authorized signatory of the creditor) (Name of the creditor)

creditor, hereby appoint as my proxy at the creditors' meeting (the "Meeting") that will be held on ● at ● a.m. pursuant to the Meeting Order rendered by the Superior Court of Quebec on ● and/or at any adjournment thereof by the Debtor Company, as the case may be, for any decision that may be taken there, the following person:

CHECK ONE OF THE FOLLOWING BOXES:

Jean Gagnon, CPA, CA, CIRP, LIT, Monitor appointed according to the Initial Order pursuant to the Companies' Creditors Arrangement Act, or a person designated by him;

Other, specify :

(specify the name, the position or the function as well as the entity, if applicable)

Note that a creditor which appoints the monitor as a proxy shall be deemed to vote in favour of the approval of the plan, unless otherwise indicated in its voting form, and that if a signed and returned proxy is not accompanied with a voting form providing an instruction to vote for or against the approval of the resolution on the plan, the proxy will be deemed to include an instruction to vote for the approval of the resolution on the plan, provided that the holder of the proxy does not otherwise exercise its right to vote at the Meeting.

Signed at _____

this _____

(Signature of authorised signatory)

(Signature of witness)



Raymond Chabot inc.

Société affiliée de
Raymond Chabot Grant Thornton
 S.E.N.C.R.L.
 Bureau 2000
 Tour de la Banque Nationale
 600, rue De La Gauchetière Ouest
 Montréal (Québec) H3B 4L8
 Téléphone : 514 878-2691
 Télécopieur : 514 878-2127
 www.raymondchabot.com

CANADA
 DISTRICT DU QUÉBEC
 DIVISION : 01-MONTRÉAL
 NO COUR : 500-11-049838-150
 NO BUREAU : 156297-002

COUR SUPÉRIEURE
 « Loi sur les arrangements avec les créanciers des compagnies »
 (LRC 1985, ch. C-36) »

DANS L'AFFAIRE DE
 L'ARRANGEMENT OU DU
 COMPROMIS DE :

**9323-7055 QUÉBEC INC. (ANCIENNEMENT CONNUE
 SOUS LE NOM D'AQUADIS INTERNATIONAL INC.)**

Personne morale dûment constituée, ayant sa place d'affaires située
 au 800, boul. René-Lévesque Ouest, bureau 2200, dans la ville de
 Montréal, dans la province de Québec, H3B 1X9.

Compagnie débitrice

FORMULAIRE DE PROCURATION

_____ de _____
 (Nom et poste ou fonction du signataire autorisé de l'entité créancière) (Nom de l'entité créancière)

créancière, nomme par les présentes comme mon fondé de pouvoir à l'Assemblée des créanciers (l'« **Assemblée** ») qui sera tenue le • à • h conformément à l'Ordonnance relative à l'assemblée des créanciers rendue par la Cour supérieure du Québec le • et/ou à toute reprise de l'Assemblée advenant son ajournement par la Compagnie débitrice, pour toute décision pouvant y être prise, la personne suivante :

COCHEZ UNE SEULE DES CASES SUIVANTES :

Jean Gagnon, CPA, CA, CIRP, SAI, Contrôleur désigné par l'Ordonnance initiale en vertu de la *Loi sur les arrangements avec les créanciers des compagnies*, ou une personne désignée par lui;

Autre, précisez :

_____ (précisez le nom, le poste ou fonction ainsi que l'entité, le cas échéant)

Notez qu'un créancier qui nomme le Contrôleur à titre de fondé de pouvoir sera réputé avoir voté en faveur de l'approbation du plan, à moins d'avis contraire dans son formulaire de vote, et que si une procuration signée et retournée n'est pas accompagnée d'un formulaire de vote donnant instruction de voter pour ou contre l'approbation de la résolution relative au plan, la procuration sera réputée comporter une instruction de voter en faveur de l'approbation de la résolution relative au plan, à condition que le fondé de pouvoir n'exerce pas autrement son droit de vote à l'assemblée.

Signé à _____

le _____

 (Signature du signataire autorisé)

 (Signature du témoin)

Schedule "B" – Notice of the Meeting



Raymond Chabot inc.

An affiliate of
Raymond Chabot Grant Thornton
LLP
Suite 2000
National Bank Tower
600 De La Gauchetière Street West
Montréal (QC) H3B 4L8
Phone: (514) 879-1385
Fax: (514) 878-2100
www.raymondchabot.com

CANADA
PROVINCE OF QUEBEC
DISTRICT OF: 01-MONTREAL
COURT NO. : 500-11-049838-150
OFFICE NO: 156297-002

SUPERIOR COURT
« *Companies' Creditors Arrangement Act* »
(LRC 1985, ch. C-36) »

IN THE MATTER OF THE
ARRANGEMENT OR COMPROMISE OF : **9323-7055 QUÉBEC INC. (FORMERLY KNOWN AS
AQUADIS INTERNATIONAL INC.)**

Legal person having its place of business located at
800 René-Lévesque Blvd. West, Suite 2220, in the city of
Montréal, in the province of Québec, H3B 1X9.

Debtor Company

**NOTICE OF THE FILING OF THE PLAN OF COMPROMISE AND
ARRANGEMENT, OF THE MEETING OF THE CREDITORS OF THE DEBTOR
COMPANY AND THE APPLICATION FOR COURT APPROVAL OF THE PLAN OF
COMPROMISE AND ARRANGEMENT**

Notice is hereby given that, on ●, the Superior Court of Québec (the "Court") rendered an order authorizing the filing of a plan of compromise and arrangement under the *Companies' Creditors Arrangement Act*, dated ● (the "Plan") and the convocation and holding of a creditors' meeting to vote on the Plan on ● (the "Meeting Order").

You will find attached hereto the Plan together with the Monitor's report thereon, **which includes the Monitor's recommendation to vote in favor of the Plan** for the reasons elaborated therein, as well as the Meeting Order, the voting form and the proxy form. All of the documents relating to the restructuring of the Debtor Company are available on the website of the Monitor:

<https://www.raymondchabot.com/en/public-records/9323-7055-quebec-inc-2/>

To be accepted, the Plan must be approved by the required majority of creditors, namely if creditors which are entitled to vote and represent at least one half in number of proven claims and two-thirds in value of proven claims actually vote on the resolution approving the Plan in person or by proxy at the meeting. To that end, you are summoned to a meeting of creditors of the Debtor Company that will be held on ● at ● a.m., at the ●.

You are also hereby informed that a hearing on the sanction of the Plan by the Court shall be held on ● at the Montréal Courthouse, located at 1 Notre-Dame Street East, in Montréal (Québec), at a time and in a room to be determined.

The only persons allowed to be present and to vote during the creditors' meeting are those holding a proven claim, as defined in the Plan and in the Meeting Order, or a representative of their choice authorized by proxy, filed with the Monitor before the creditors' meeting. However, persons holding an undetermined claim may attend the meeting, although their vote will not be taken into account, unless the Court decides otherwise.

9323-7055 QUÉBEC INC. (FORMERLY KNOWN AS AQUADIS INTERNATIONAL INC.)

Notice of the filing of the Plan of Arrangement, of the creditors meeting of the Debtor Company and the Application for Court approval of the Plan

2

The determination of whether a creditor holds a proven claim and of the amount of such proven claim will be made in accordance with the Claims Procedure Order dated January 6, 2016, the Meeting Order and the Plan.

Creditors who hold a proven claim can exercise their right to vote in one of the following ways:

- By sending a completed voting form to the Monitor to be received by the Monitor **no later than 9 a.m. on 9**, thus one business day before the meeting of creditors;
- By appointing a person of their choice as proxy by completing the proxy form and sending it to the Monitor before the meeting of creditors; or
- By voting in person at the meeting of creditors.

For additional information, you may contact the Monitor's representatives:

Raymond Chabot Inc.
600 de La Gauchetière Street West, Suite 2000
Montréal (Québec) H3B 4L8
Fax: 514-878-2100

Jean Gagnon, CPA, CA, CIRP, LIT
Phone: 514 393-4848 – e-mail: Gagnon.Jean@rcgt.com

or

Dax Romero
Phone: 514 393-4799 – e-mail: Romero.Dax@rcgt.com

Signed at Montréal on 9.

RAYMOND CHABOT INC.
Monitor

Jean Gagnon, CPA, CA, CIRP, LIT



Société affiliée de
Raymond Chabot Grant Thornton
S.E.N.C.R.L.
Bureau 2000
Tour de la Banque Nationale
600, rue De La Gauchetière Ouest
Montréal (Québec) H3B 4L8

Téléphone : 514 878-2691
Télécopieur : 514 878-2127
www.raymondchabot.com

CANADA
DISTRICT DU QUÉBEC
DIVISION : 01-MONTRÉAL
NO COUR : 500-11-049838-150
NO BUREAU : 156297-002

COUR SUPÉRIEURE
« *Loi sur les arrangements avec les créanciers des compagnies* »
(LRC 1985, ch. C-36) »

DANS L'AFFAIRE DE
L'ARRANGEMENT OU DU
COMPROMIS DE :

**9323-7055 QUÉBEC INC. (ANCIENNEMENT CONNUE
SOUS LE NOM D'AQUADIS INTERNATIONAL INC.)**

Personne morale dûment constituée, ayant sa place d'affaires
située au 800, boul. René-Lévesque Ouest, bureau 2200, dans la
ville de Montréal, dans la province de Québec, H3B 1X9.

Compagnie débitrice

**AVIS DE DÉPÔT DU PLAN DE TRANSACTION ET D'ARRANGEMENT, DE
CONVOCACTION DE L'ASSEMBLÉE DES CRÉANCIERS DE LA COMPAGNIE
DÉBITRICE ET DE LA DEMANDE D'APPROBATION DU PLAN DE TRANSACTION
ET D'ARRANGEMENT**

Avis est par les présentes donné que, le ●, la Cour supérieure du Québec (la « Cour ») a rendu une Ordonnance autorisant le dépôt du plan de transaction et d'arrangement de la Compagnie débitrice en vertu de la *Loi sur les arrangements avec les créanciers des compagnies* daté du ● (le « Plan ») ainsi que la convocation et la tenue d'une assemblée des créanciers afin de voter sur le Plan le ● (l'« Ordonnance relative à l'assemblée des créanciers »).

Vous trouverez ci-joint le Plan et le rapport du Contrôleur portant sur le Plan **incluant sa recommandation de voter en faveur dudit Plan** pour les motifs y élaborés, l'Ordonnance relative à l'assemblée des créanciers, le formulaire de vote et le formulaire de procuration. Tous les documents afférents à la restructuration de la Compagnie débitrice sont par ailleurs disponibles sur le site du Contrôleur au :

<https://www.raymondchabot.com/dossiers-publics/9323-7055-quebec-inc/>

Pour être accepté, le Plan doit être approuvé par la majorité requise des créanciers, soit si les créanciers qui ont le droit de voter et représentent au moins la moitié du nombre de réclamations prouvées et les deux tiers de la valeur des réclamations prouvées votent effectivement sur la résolution approuvant le Plan en personne ou par procuration à l'assemblée. À cette fin, vous êtes convoqués à l'assemblée des créanciers de la Compagnie débitrice qui se tiendra le ● à ● h au ●.

Vous êtes aussi, par la présente informés, qu'une audition sur l'homologation du Plan se tiendra le ● au Palais de justice de Montréal, situé au 1, rue Notre-Dame Est, Montréal (Québec), à une heure et dans une salle à être déterminées.

9323-7055 QUÉBEC INC. (ANCIENNEMENT CONNUE SOUS LE NOM D'AQUADIS INTERNATIONAL INC.)

Avis de dépôt du Plan d'arrangement, de convocation de l'assemblée des créanciers de la Compagnie débitrice et de la requête pour approbation par le Tribunal du Plan d'arrangement

2

Les seules personnes autorisées à être présentes et à voter lors de l'assemblée des créanciers sont ceux ayant une réclamation prouvée, telle que définie au Plan et à l'Ordonnance relative à l'assemblée des créanciers, ou leur fondé de pouvoir aux termes d'une procuration déposée auprès du Contrôleur avant l'assemblée des créanciers. Toutefois, les personnes détenant une réclamation non déterminée pourront assister à l'assemblée, bien que leur vote ne sera pas tenu en compte, à moins que le tribunal en décide autrement.

La détermination à savoir si un créancier a une réclamation prouvée et le montant de ladite réclamation prouvée est faite en conformité avec l'Ordonnance relative au traitement des réclamations datée du 6 janvier 2016, l'Ordonnance relative à l'assemblée des créanciers et le Plan.

Les créanciers détenant une réclamation prouvée peuvent exercer leur droit de vote de l'une des manières suivantes :

- En faisant parvenir au Contrôleur, un formulaire de vote rempli. Afin d'être considéré, le formulaire de vote devra avoir été reçu par le Contrôleur **au plus tard à 16 h le 15**, soit un jour ouvrable avant le début de l'assemblée des créanciers;
- En donnant une procuration à une personne de leur choix en complétant le formulaire de procuration et en le faisant parvenir au Contrôleur, avant l'assemblée; ou
- En votant en personne à l'assemblée.

Pour toute information additionnelle, vous pouvez communiquer avec les représentants du Contrôleur :

Raymond Chabot inc.
600, rue de La Gauchetière Ouest, bureau 2000
Montréal (Québec) H3B 4L8
Télécopieur. : 514 878-2100

Jean Gagnon, CPA, CA, CIRP, SAI
Téléphone : 514 393-4848 – courriel : Gagnon.Jean@rcgt.com

ou

Dax Romero
Téléphone : 514 393-4799 – courriel : Romero.Dax@rcgt.com

Montréal, le 15.

RAYMOND CHABOT INC.
Contrôleur

Jean Gagnon, CPA, CA, CIRP, SAI

Schedule "C" – Voting Form



An affiliate of
Raymond Chabot Grant Thornton LLP

Suite 2000
National Bank Tower
600 De La Gauchetière Street West
Montreal (Quebec) H3B 4L8

Phone : (514) 879-1385
Facsimile : (514) 878-2100
www.raymondchabot.com

CANADA
PROVINCE OF QUEBEC
DISTRICT OF: 01-MONTREAL
COURT NO. : 500-11-049838-150
OFFICE NO: 156297-002

SUPERIOR COURT
« Companies' Creditors Arrangement Act »
(LRC 1985, ch. C-36) »

IN THE MATTER OF THE
ARRANGEMENT OR COMPROMISE OF : **9323-7055 QUÉBEC INC. (FORMERLY KNOWN AS
AQUADIS INTERNATIONAL INC.)**

Legal person having its place of business located at
800 René-Lévesque Blvd. West, Suite 2220, in the city of
Montréal, in the province of Québec, H3B 1X9.

Debtor Company

**VOTING FORM IN RESPECT OF THE PLAN OF COMPROMISE AND ARRANGEMENT
OF THE DEBTOR COMPANY**

_____ of _____
(Name and position or function of the authorized signatory of the creditor) (Name of the creditor)

I hereby instruct the Monitor, Raymond Chabot Inc., to register my _____ [insert the number of causes of action] vote(s) on the resolution to approve the Plan of Arrangement of the Debtor Company under the *Companies' Creditors Arrangement Act* dated ●, (the "Plan") whose filing has been authorized by the Meeting Order rendered by the Superior Court of Quebec on ●, as followed:

- VOTE FOR THE PLAN OF ARRANGEMENT AND COMPROMISE**
- VOTE AGAINST THE PLAN OF ARRANGEMENT AND COMPROMISE**

Notes :

1. The only creditors authorized to fill this form are those that are permitted to vote at the creditors' meeting on ●, namely those holding a proven claim, as defined in the Plan and in the Meeting Order rendered on ● by the Superior Court of Québec.

9323-7055 QUÉBEC INC. (FORMERLY KNOWN AS AQUADIS INTERNATIONAL INC.)

Voting Form

2

2. One cause of action in connection with a same accident or event in any way arising out of products imported, distributed or sold by Aquadis constitutes one product claim, which if finally determined for voting and distribution purposes constitutes one proven claim.
3. The determination of whether a creditor holds a proven claim and of the amount related to that proven claim will be made in accordance with the Claims Procedure Order dated January 6, 2016, the Meeting Order dated ● and the Plan.
4. A creditor holding a proven claim may vote prior to the date of the creditors' meeting by submitting the present voting form to the Monitor before the creditors' meeting:

Raymond Chabot inc.
600 de la Gauchetière Street West, Suite 2000
Montréal (Québec) H3B 4L8
Fax: 514 858-3303
E-mail: ReclamationMtl@rcgt.com
5. To be considered, this voting form must be received by the Monitor at the latest by **● a.m. on ●**, thus one business day before the creditor's meeting.

Signed at _____ this _____

(Signature of the person filing in this form)

(Signature of witness)



Raymond Chabot inc.

Société affiliée de
Raymond Chabot Grant Thornton S.E.N.C.R.L.

Bureau 2000
Tour de la Banque Nationale
600, rue De La Gauchetière Ouest
Montréal (Québec) H3B 4L6

Téléphone (514) 879-1385
Télexcopieur (514) 878-2100
www.raymondchabot.com

CANADA
DISTRICT DU QUÉBEC
DIVISION : 01-MONTRÉAL
NO COUR : 500-11-049838-150
NO BUREAU : 156297-002

COUR SUPÉRIEURE
« Loi sur les arrangements avec les créanciers des compagnies »
(LRC 1985, ch. C-36) »

DANS L'AFFAIRE DE
L'ARRANGEMENT OU DU
COMPROMIS DE :

**9323-7055 QUÉBEC INC. (ANCIENNEMENT CONNUE
SOUS LE NOM D'AQUADIS INTERNATIONAL INC.)**

Personne morale dûment constituée, ayant sa place d'affaires
située au 800, boul. René-Lévesque Ouest, bureau 2200, dans la
ville de Montréal, dans la province de Québec, H3B 1X9.

Compagnie débitrice

**FORMULAIRE DE VOTE SUR LE PLAN DE TRANSACTION ET D'ARRANGEMENT DE LA
COMPAGNIE DÉBITRICE**

_____ de _____
(Nom et poste ou fonction du signataire autorisé de l'entité
créancière)

(Nom de l'entité créancière)

Par la présente, je demande au Contrôleur, Raymond Chabot inc., d'enregistrer mon ou mes _____ [insérer le nombre de causes d'action] vote(s) sur la résolution soumise aux créanciers visés d'approuver le Plan d'arrangement et de transaction de la Compagnie débitrice en vertu de la *Loi sur les arrangements avec les créanciers des compagnies* daté du ● (le « **Plan** ») dont le dépôt a été autorisé par l'Ordonnance relative à l'assemblée des créanciers rendue par la Cour supérieure du Québec le ●, comme suit :

- EN FAVEUR DE L'APPROBATION DU PLAN**
- CONTRE L'APPROBATION DU PLAN**

9323-7055 QUÉBEC INC. (ANCIENNEMENT CONNUE SOUS LE NOM D'AQUADIS INTERNATIONAL INC.)

Formulaire de vote

2

Notes :

1. Les seuls créanciers autorisés à remplir ce formulaire sont ceux qui sont autorisés à voter à l'assemblée des créanciers du ●, soit ceux ayant une réclamation prouvée, telle que définie au Plan et à l'Ordonnance relative à l'assemblée des créanciers rendue par la Cour supérieure du Québec le ●.
2. Une cause d'action en lien avec un même accident ou événement découlant de quelque façon que ce soit de produits importés, distribués ou vendus par Aquadis constitue une seule réclamation de produit, qui, si elle est définitivement déterminée pour des fins de vote et de distribution, constitue une réclamation prouvée.
3. La détermination à savoir si un créancier a une réclamation prouvée et le montant de ladite réclamation prouvée sera faite en conformité avec l'Ordonnance relative au traitement des réclamations datée du 6 janvier 2016, l'Ordonnance relative à l'assemblée des créanciers datée du ● et le Plan.
4. Un créancier disposant d'une réclamation prouvée peut voter avant la date prévue de l'assemblée en soumettant au Contrôleur le présent formulaire de vote avant l'assemblée des créanciers :

Raymond Chabot inc.
600, rue de La Gauchetière Ouest, bureau 2000
Montréal (Québec) H3B 4L8
Télécopieur. : 514 858-3303
Courriel : ReclamationMtl@rcgt.com

5. Afin d'être considéré, le présent formulaire de vote devra avoir été reçu par le Contrôleur **au plus tard à ● h le ●**, soit un jour ouvrable avant le début de l'assemblée des créanciers.

Signé à _____

le _____

(Signature du signataire autorisé)

(Signature du témoin)