

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST



THE HONOURABLE

JUSTICE HAINEY

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WEDNESDAY, THE 14TH

DAY OF OCTOBER, 2020

IN THE MATTER OF THE COMPANIES' CREDITORS
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF PERASO TECHNOLOGIES INC.

(the "Applicant")

ORDER
(Settlement Approval)

THIS MOTION, made by the Applicant pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCAA"), proceeded on this day by way of videoconference due to the COVID-19 crisis.

ON READING the unredacted affidavit of Ronald Glibbery affirmed October 9, 2020 (the "Twelfth Glibbery Affidavit") and the Exhibits thereto, the unredacted Ninth Report of Ernst & Young Inc., in its capacity as Monitor (the "Monitor"), dated October 13, 2020 (the "Ninth Report"), and on hearing the submissions of counsel for the Applicant, counsel for Ernst & Young Inc., in its capacity as monitor (the "Monitor"), counsel for Ubiquiti Inc. ("Ubiquiti") and those other parties listed on the counsel slip;

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

SETTLEMENT AGREEMENT

2. **THIS COURT ORDERS** that the Settlement Agreement dated October 9, 2020 (the "Settlement Agreement") between the Applicant and Ubiquiti is hereby approved.

3. **THIS COURT ORDERS** that, unless otherwise defined herein, all capitalized terms used in this Order shall have the meaning ascribed to them in the Settlement Agreement.

4. **THIS COURT ORDERS** that the Applicant and the Monitor are hereby authorized and directed to execute the Settlement Agreement and all of the other agreements or documents appended thereto or contemplated thereby, and the Applicant and the Monitor are authorized to take such additional steps and execute such additional documents as may be necessary or desirable to complete the transactions contemplated by the Settlement Agreement.

5. **THIS COURT ORDERS** that the Monitor, in carrying out its responsibilities and obligations under the Settlement Agreement and this Order:

- (a) shall have all the protections provided to it as an officer of the Court, including the protections granted in its favour pursuant to the CCAA and the other Orders granted in these CCAA proceedings; and
- (b) shall incur no liability or obligations as a result of carrying out any duties or work in connection with the Settlement Agreement and/or this Order, save and except for any gross negligence or wilful misconduct on its part.

6. **THIS COURT ORDERS** that each of the Settlement Agreement, the License and Manufacturing Agreement, the Escrow Agreement, the Step-in Rights Authorizations, the Shareholders' Consent and the Full and Final Mutual Release, along with any and all schedules, exhibits, and appendices thereto, are or will be in full force and effect and binding in accordance

with their terms on each of the Applicant and Ubiquiti including their respective heirs, administrators, executors, legal personal representatives, successors and assigns.

7. **THIS COURT ORDERS** that the License and Manufacturing Agreement and each of the schedules, exhibits, and appendices thereto and all contracts contemplated therein, are agreements granting rights to use intellectual property to which subsections 32(6) and 36(8) of the CCAA (and the similar provisions of the *Bankruptcy and Insolvency Act* (Canada)) apply, notwithstanding any current or future insolvency proceedings involving the Applicant or any sale of the Applicant's business or intellectual property in accordance with those statutory provisions.

GENERAL

8. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, to give effect to this Order and to assist the Applicant, the Monitor and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Applicant and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Monitor in any foreign proceeding, or to assist the Applicant and the Monitor and their respective agents in carrying out the terms of this Order.

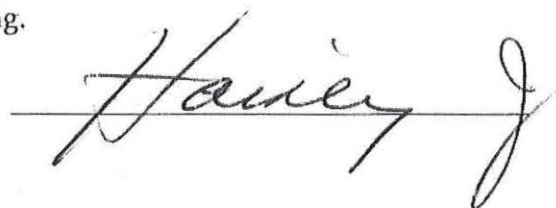
9. **THIS COURT ORDERS** that each of the Applicant and the Monitor be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order, and that the Monitor is authorized and empowered to act as a representative in respect of the within proceedings for the purpose of having these proceedings recognized in a jurisdiction outside Canada.

10. **THIS COURT ORDERS** that this Order and all of its provisions are effective from the date it is made without any need for entry and filing.

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ON / BOOK NO:
LE / DANS LE REGISTRE NO:

OCT 23 2020

PER / PAR:

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF PERASO TECHNOLOGIES INC.

Court File No.: CV-20-00642010-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)
Proceeding commenced at Toronto

ORDER
(Settlement Approval)

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