UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re: PERASO TECHNOLOGIES INC.,[1] Debtor in a Foreign Proceeding.	Chapter 15 Case No. 20-11354 (SHL)

ORDER ENFORCING SETTLEMENT AGREEMENT ORDER OF THE ONTARIO COURT AND CLOSING CHAPTER 15 CASE

This matter was brought by Ernst & Young Inc., as the court-appointed monitor (the **"Monitor**") and authorized foreign representative of Peraso Technologies Inc. ("**Peraso**") in a proceeding (the "**Canadian Proceeding**") under Canada's *Companies Creditors Arrangement* Act, R.S.C. 1985, c. C-36, as amended, pending before the Ontario Superior Court of Justice, Commercial List (the "**Ontario Court**") by motion (the "**Motion**") seeking the entry of an order pursuant to: (i) sections 350(a), 1507, and 1521 of title of the United States Code (the "**Bankruptcy Code**"); (ii) Rule 5009(c) of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**"); and (iii) Local Rule 5009-2 of the Local Bankruptcy Rules for the Southern District of New York (the "**Local Rules**"): (a) recognizing and giving full force and effect in the United States to the Ontario Court Order approving a settlement agreement between Peraso and Ubiquiti, Inc. and its affiliates, and (b) closing this chapter 15 case.[2]

[1] The last four digits of the United States Tax Identification Number, or similar foreign identification number, as applicable, for Peraso Technologies Inc. are 8747.

[2] Capitalized terms used, but not otherwise defined herein, shall have the meanings ascribed to such terms in the Motion.

The Court has considered and reviewed the Motion and *the Declaration of D.J. Miller* filed in support thereof. No objections or other responses were filed with respect to the Motion that have not been overruled, withdrawn, or otherwise resolved.

After due deliberation and sufficient cause appearing therefore, the Court finds and concludes as follows:

a. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and 11 U.S.C. § 1501 and the *Amended Standing Order of Reference of the United States District Court for the Southern District of New Yor*k, dated January 31, 2012, Reference M-431. *In re Standing Order of Reference Re*: Title 11, 12 Misc. 00032 (S.D.N.Y. Jan. 31, 2012) (Preska, C.J.).

b. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(P) and the Court may enter a final order consistent with Article III of the United States Constitution.

c. Venue is proper in this District pursuant to 28 U.S.C. § 1410.

d. The relief granted hereby is necessary and appropriate, in the interests of comity, not inconsistent with the public policy of the United States prohibited by section 1506 of the Bankruptcy Code, warranted pursuant to sections 105(a), 1507, and 1521 of the Bankruptcy Code, and will not cause hardship to creditors of Peraso or other parties-in-interest that is not outweighed by the benefits of granting that relief.

e. This case has been "fully administered" within the meaning of section 350(a) of the Bankruptcy Code, Bankruptcy Rule 5009(c), and Local Rule 5009-2.

f. Good, sufficient, appropriate, and timely notice of the filing of the Motion has been given pursuant to Bankruptcy Rule 5009(c) and Local Rule 5009-2 and no other or further notice is necessary or required.

NOW, THEREFORE, IT IS HEREBY ORDERED AS FOLLOWS:

1. The Motion is **GRANTED**.

2. The Settlement Agreement Order attached hereto as Exhibit I is granted full force and effect in the United States.

3. This case is hereby closed pursuant to sections 350(a) and 1517(d) of the Bankruptcy Code, subject to being reopened under section 350(b) of the Bankruptcy Code.

4. Notwithstanding this Order, all prior orders entered in this case shall remain in full force and effect following the entry of this Order.

5. The Court shall retain jurisdiction with respect to the enforcement, amendment, or modification of this Order and all prior orders entered in this case, any request for additional relief, and any request by an entity for relief from the provisions of this Order, for cause shown, that is properly commenced and within the jurisdiction of the Court.

Dated: New York, New York
December 1, 2020

/s/ Sean H. Lane
United States Bankruptcy Judge

Exhibit I
Settlement Agreement Order

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

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE	)	WEDNESDAY, THE 14TH
	)	
JUSTICE HAINEY	)	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.

ENTERED AT / INSCRIT À TORONTO
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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