

CERTIFICATE OF THE MONITOR

CANADA

**PROVINCE OF QUEBEC
DISTRICT OF MONTRÉAL**

SUPERIOR COURT
Commercial Division

File: No: 500-11-058116-209

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

SPECTRA PREMIUM INDUSTRIES INC.
-and-

**SPECTRA PREMIUM HOLDINGS (USA)
CORP.**
-and-

SPECTRA PREMIUM (USA) CORP.
-and-

**SPECTRA PREMIUM PROPERTIES (USA)
CORP.**
-and-

SPECTRA PREMIUM TAIWAN CO. LTD.
-and-

**SPECTRA PREMIUM (SHANGHAI)
AUTOMOTIVE TECHNICAL SERVICES CO.
LTD.**
-and-

**SPECTRA PREMIUM (CHONGQING)
AUTOMOTIVE SERVICES CO. LTD.**

Debtors/Petitioners

And

ERNST & YOUNG INC.
Monitor

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RECITALS:

WHEREAS on March 10, 2020, the Superior Court of Quebec (the "**Court**") issued an initial order (the "**Order**") pursuant to the Companies' Creditors Arrangement Act (the "**Act**") in respect of the Debtors;

WHEREAS Ernst & Young Inc. acts as Monitor of the Debtors;

WHEREAS on September 28, 2021, the Court issued an Order (the "**Vesting Order**") thereby, *inter alia*, authorizing and approving the execution by the relevant Debtors and Spectra Premium Taiwan Co. Ltd. of an agreement entitled *Asset Purchase Agreement* (the "**Purchase Agreement**") by and between certain of the Debtors, as Sellers and Spectra Premium Mobility Solutions Canada Ltd. (the "**Canadian Purchaser**") and Spectra Premium Mobility Solutions USA, LLC. (the "**US Purchaser**") as purchasers (the Canadian Purchaser and the US Purchaser, collectively the "**Purchasers**"), a copy of which was filed in the Court record, and into all the transactions contemplated therein (the "**Transaction**") with such alterations, changes, amendments, deletions or additions thereto, as may be agreed to with the consent of the Monitor;

WHEREAS the Vesting Order contemplates the issuance of this Certificate of the Monitor once the (a) the Purchase Agreement has been executed and delivered; and (b) the Purchase Price (as defined in the Purchase Agreement) has been paid by the Purchasers; and (c) all the conditions to the closing of the Transaction have been satisfied or waived by the parties thereto.

THE MONITOR CERTIFIES THAT IT HAS BEEN ADVISED BY THE DEBTORS AND THE CANADIAN PURCHASER AND THE US PURCHASER AS TO THE FOLLOWING:

- (a) the Purchase Agreement has been executed and delivered;
- (b) the Purchase Price (as defined in the Purchase Agreement) payable upon the closing of the Transaction and all applicable taxes have been paid; and
- (c) all conditions to the closing of the Transaction have been satisfied or waived by the parties thereto.

This Certificate was issued by the Monitor at Montreal on November 12, 2021.

ERNST & YOUNG INC. in its capacity as Monitor, and not in its personal capacity.



Name: Éric St-Amour, CPA, CA, CIRP, LIT
Title: Partner and Senior Vice President
