

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE
JUSTICE OSBORNE

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FRIDAY, THE 13TH
DAY OF DECEMBER, 2024

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

IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF THE BODY SHOP CANADA LIMITED, IN
THE CITY OF TORONTO, IN THE PROVINCE OF ONTARIO (the
"Applicant")

DECLARATION ORDER

THIS MOTION made by the Applicant pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") for an Order, was heard this day at 330 University Avenue, Toronto, Ontario by videoconference via Zoom.

ON READING the Notice of Motion and the Motion Record of the Applicant, the Affidavit of Jordan Searle sworn December 7, 2024, the Affidavit of Michael Serruya sworn December 6, 2024, the Second Report of the Monitor (the "**Second Report**") and the Supplement to the Second Report of the Monitor, and on hearing the submissions of counsel for the Applicant, Alvarez & Marsal Canada Inc., in its capacity as court appointed monitor of the Applicant (the "**Monitor**"), 1001072685 Ontario Inc. (the "**Purchaser**"), The Body Shop International Limited (the "**UK Purchaser**") and counsel for the other persons listed on the Participant Information Form, no one appearing for any other person on the service list, although properly served:

SERVICE AND DEFINITIONS

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

RELIEF FROM DISCLOSURE OBLIGATIONS

2. **THIS COURT ORDERS** that no party, including the Applicant, the Monitor, the UK Purchaser, nor their respective directors, officers, employees or other representatives, shall have any liability or obligation, including in respect of any claims based on any statutory or common law right to rescission or damages, arising from the failure of the Applicant, the Monitor or the UK Purchaser to provide Serruya Private Equity Inc., the Purchaser or any other party, and their respective directors, officers and shareholders, as applicable, with any disclosure that may be required under section 5 of the *Arthur Wishart Act (Franchise Disclosure)*, 2000, S.O. 2000, c. 3, or any similar provision in any other provincial franchise statutes or any similar laws of any jurisdiction in Canada, solely in connection with the execution of the master franchise agreement (together with all related or ancillary agreements, the “**Franchise Agreement**”) by the Purchaser. *For greater certainty*, the relief contained in this paragraph 2 shall not apply to any disclosure that may be required by the UK Purchaser in respect of any: (i) renewal of the Franchise Agreement by the Purchaser; or (ii) any resale of the Franchise Agreement by the Purchaser.

GENERAL

3. **THIS COURT ORDERS** that the Applicant or the Monitor may apply to the Court as necessary to seek further orders and directions to give effect to this Order.

4. **THIS COURT ORDERS** that this Order shall have full force and effect in all provinces and territories in Canada.

5. **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.

6. **THIS COURT ORDERS** that, unless otherwise set out herein, this Order and all of its provisions are effective as of 12:01 a.m. (Toronto time) on the date of this Order.

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

IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF THE BODY SHOP CANADA LIMITED, IN THE CITY OF TORONTO,
IN THE PROVINCE OF ONTARIO (the "**Applicant**").

Court File No. CV-24-00723586-00CL

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PROCEEDING COMMENCED AT
TORONTO

DECLARATION ORDER

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