

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	: Chapter 15
	:
NOVELION THERAPEUTICS INC.,	: Case No. 21-10245 (MEW)
	:
Debtor in a Foreign Proceeding.	:
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**FINAL ORDER GRANTING RECOGNITION OF FOREIGN MAIN
PROCEEDING AND CERTAIN RELATED RELIEF**

This matter came before the Court upon the *Petitioner's Verified Petition Under Chapter 15 for Recognition of the Canadian Proceeding and Request for Related Relief* [D.I. 2] (the "Verified Petition")¹ of Alvarez & Marsal Canada Inc., in its capacity as liquidator and duly authorized foreign representative (the "Petitioner"), as defined by section 101(24) of title 11 of the United States Code (the "Bankruptcy Code"), of Novelion Therapeutics Inc. (the "Company") in a foreign proceeding (the "Canadian Proceeding") commenced under the *Business Corporations Act*, S.B.C. 2002 c. 57 (the "BCBCA"), pending before the Supreme Court of British Columbia, Vancouver Registry (the "Canadian Court"); and the Court having jurisdiction to consider the Verified Petition and the relief requested therein in accordance with section 1334 of title 28 of the United States Code, sections 109 and 1501 of the Bankruptcy Code, and the *Amended Standing Order of Reference from the United States District Court for the Southern District of New York*, dated January 31, 2012 (the "Amended Standing Order"); and consideration of the Verified Petition and the relief requested therein being a core proceeding pursuant to section 157(b) of title 28 of the United States Code; and due and proper notice of the relief sought in the Verified Petition having been provided; and it appearing that no other or further notice need be provided; and a

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Verified Petition.

hearing having been held to consider the relief requested in the Verified Petition (the “Hearing”) on a final basis; and the appearances of all interested parties having been noted in the record of the Hearing; and the Court having considered, among other things, (i) the Verified Petition, the *Memorandum of Law in Support of (A) Petitioner’s Verified Petition Under Chapter 15 for Recognition of the Canadian Proceeding and Request for Related Relief, and (B) Motion for Provisional Relief* [D.I. 5], and the *Declaration of Kieran Siddall in Support of (A) Petitioner’s Verified Petition Under Chapter 15 for Recognition of the Canadian Proceeding and Request for Related Relief, and (B) Motion for Provisional Relief* [D.I. 6] (collectively, the “Chapter 15 Papers”), (ii) the record of the Hearing, and (iii) all of the proceedings before the Court in this Chapter 15 case; and the Court having found and determined that the relief sought in the Verified Petition is in the best interests of the Company, its creditors, and all parties in interest and that the legal and factual bases set forth in the Chapter 15 Papers and at the Hearing establish just cause for the relief granted herein; and after due deliberation thereon and sufficient cause appearing therefor

THIS COURT HEREBY FINDS AND DETERMINES THAT:

A. The findings and conclusions set forth herein constitute this Court’s findings of fact and conclusions of law pursuant to Bankruptcy Rule 7052 made applicable to this proceeding pursuant to Bankruptcy Rule 9014. To the extent any of the following findings of fact constitute conclusions of law, they are adopted as such. To the extent any of the following conclusions of law constitute findings of fact, they are adopted as such.

B. This Court has jurisdiction to consider this matter pursuant to section 1334 of title 28 of the United States Code and the Amended Standing Order.

C. This is a core proceeding pursuant to section 157(b)(2)(P) of title 28 of the United States Code.

D. Venue for this proceeding is proper before this Court pursuant to section 1410 of title 28 of the United States Code.

E. On February 8, 2021, this Chapter 15 case was commenced by the Petitioner's filing of a voluntary *Chapter 15 Petition for Recognition of a Foreign Proceeding for the Debtor* contemporaneously with the filing of the Verified Petition. Attached to the Verified Petition is an order (the "Liquidation Order") of the Canadian Court entered in the Canadian Proceeding approving the appointment of the Petitioner as the liquidator of the Company and granting additional relief.

F. By order dated December 16, 2020 (the "Interim Distribution Order"), the Canadian Court authorized the Petitioner to cause the Company to make an interim distribution of approximately 2.185 million of the American Depositary Receipts (the "ADRs") of Amryt Pharma plc (approximately 84.5% of the ADRs) to shareholders. The Interim Distribution Order expressly requested this Court's assistance in giving effect to the Interim Distribution Order and asked this Court "to grant representative status" to the Petitioner.

G. The Canadian Proceeding is a "foreign proceeding" as defined by section 101(23) of the Bankruptcy Code.

H. The Petitioner is the duly appointed "foreign representative" of the Company within the meaning of section 101(24) of the Bankruptcy Code.

I. This Chapter 15 case was properly commenced pursuant to sections 1504, 1509, and 1515 of the Bankruptcy Code.

J. The Petitioner has satisfied the requirements of section 1515 of the Bankruptcy Code and Bankruptcy Rule 2002(q).

K. The Canadian Proceeding is entitled to recognition by this Court pursuant to section 1517 of the Bankruptcy Code.

L. Canada is the center of main interests of the Debtor, and accordingly, the Canadian Proceeding is a “foreign main proceeding” as defined in section 1502(4) of the Bankruptcy Code, and is entitled to recognition as a foreign main proceeding pursuant to section 1517(b)(1) of the Bankruptcy Code.

M. The Petitioner is entitled to all the relief set forth herein pursuant to section 1520 of the Bankruptcy Code.

N. The relief granted herein is necessary and appropriate, in the interests of the public and international comity, consistent with the public policy of the United States, and warranted pursuant to sections 1517, 1520, and 1521 of the Bankruptcy Code.

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. The Verified Petition is granted as set forth herein.
2. The Canadian Proceeding in respect of the Company is granted recognition as a foreign main proceeding, as defined in section 1502(4) of the Bankruptcy Code.
3. Subject to any limitations under the BCBCA and to the extent consistent with the Canadian Proceeding, all relief afforded to foreign representatives and foreign debtors in a foreign main proceeding pursuant to section 1520 of the Bankruptcy Code is hereby granted to the Canadian Proceeding, the Company, and the Petitioner, as applicable, except that, for the avoidance of doubt, the automatic stay created under section 362(a) of the Bankruptcy Code shall only apply to the extent of stays granted in the Canadian Proceeding, and shall not bar any act that

is permitted under the orders and rules applicable to the Canadian Proceeding.

4. The Liquidation Order and the Interim Distribution Order are hereby recognized on a final basis and given full force and effect in the United States. Citi NY and all other entities are directed to take any and all lawful actions necessary to give effect to the Liquidation Order and the Interim Distribution Order and the transactions contemplated thereunder.

5. As provided in the Interim Distribution Order, the Petitioner's authority to supervise the administration, realization, and distribution of the Company's assets within the territorial jurisdiction of the United States is confirmed.

6. Subject to sections 1520 and 1521 of the Bankruptcy Code, the Canadian Proceeding, and the Liquidation Order, and the transactions consummated or to be consummated thereunder, shall be granted comity and given full force and effect in the United States to the same extent as in Canada, and each is binding on all creditors of the Company and any of their successors and assigns.

7. Notwithstanding any applicable Bankruptcy Rules to the contrary, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

8. The Petitioner is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.

9. The Petitioner, the Company, and/or each of their successors, representatives, advisors, or counsel shall be entitled to the protections contained in sections 306 and 1510 of the Bankruptcy Code.

10. This Court shall retain jurisdiction with respect to the enforcement, amendment or modification of this Order, any request for additional relief, any adversary proceeding brought in

and through this Chapter 15 case, and any request by an entity for relief from the provisions of this Order that is properly commenced and within the jurisdiction of this Court.

Dated: February 24, 2021
New York, New York

s/Michael E. Wiles
Honorable Michael E. Wiles
United States Bankruptcy Judge