

**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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ORDER ENFORCING FINAL DISTRIBUTION ORDER

Upon consideration of the Petitioner's Motion for Relief Pursuant to Sections 105(a), and 1521 of the Bankruptcy Code for an Order Enforcing the Final Distribution Order (the "Motion")¹; and due and sufficient notice of the Motion having been given; and no objections or responses to the Motion having been filed; and it appearing that the relief requested in the Motion is in the best interests of the Company, its creditors, and all other interested entities, including the Petitioner, and that the legal and factual bases set forth in the Motion establish just cause for the relief herein; and after due deliberation 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 of Reference from the United States District Court for the Southern District of New York*, dated January 31, 2012.

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Motion.

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*.

F. On February 24, 2021, this Court entered the *Final Order Granting Recognition of Foreign Main Proceeding and Certain Related Relief* [Docket No. 11], pursuant to which, among other things, this Court granted recognition to the Canadian Proceeding as a foreign main proceeding

G. By order dated August 18, 2021 (the "Final Distribution Order"), a copy of which was attached to the Motion, the Canadian Court authorized the Petitioner to cause the Company to make a final distribution to shareholders. The Final Distribution Order provides that the Petitioner is authorized to complete the monetization of the Company's remaining American Depositary Receipts (the "ADRs") of Amryt Pharma plc and the distribution by the Company of the proceeds thereof to shareholders. In that regard, the Final Distribution Order approves the Stifel Agreement. In addition, the Final Distribution Order releases the Petitioner and certain associated parties from, among other things, any claims arising in respect of any act done or default made by such parties in the administration of the affairs of the Company. Further, the Final Distribution Order expressly requested this Court's assistance in giving effect to such order.

H. Appropriate notice of the Motion was given, which notice is adequate for all purposes, and no other or further notice need be given.

I. The Petitioner is entitled to the relief requested in Motion pursuant to sections 105(a) and 1521 of the Bankruptcy Code, including, entry of an order enforcing the Final Distribution Order in the United States.

J. Enforcement of the Final Distribution Order in the United States 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 105 and 1521 of the Bankruptcy Code.

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. The Final Distribution Order is hereby enforced on a final basis and given full force and effect in the United States. All entities in the United States, including transfer agents, custodians and depositary banks, required to make any distributions, deliveries, transfers or allocations or take any steps or actions contemplated by the Final Distribution Order, are directed to take any and all lawful actions necessary to give effect to the Final Distribution Order and the transactions contemplated thereunder.

2. In accordance with the Final Distribution Order, the Petitioner is authorized to take all actions necessary to effectuate the distributions by the Company of the proceeds of the ADRs and any other assets to the Company's shareholders.

3. In accordance with the Final Distribution Order, the Petitioner, and its officers, directors, partners, employees, agents and legal counsel (collectively, the "Released Parties") are hereby released and discharged from any and all claims that any person may have or be entitled to assert against the Released Parties, whether known or unknown matured or unmatured, foreseen or unforeseen, existing or hereafter arising, in respect of any act done or default made by the Petitioner in the administration of the affairs of the Company or otherwise done by such Released Party in their capacity as such, in each case on or prior to the date of this Order (collectively, the

“Released Claims”), and any such Released Claims are hereby released, stayed, extinguished and forever barred and the Released Parties shall have no liability in respect thereof.

4. 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.

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

6. This Court shall retain jurisdiction with respect to the enforcement, amendment or modification of this Order, the Recognition Order, and any request for additional relief in or related to this Chapter 15 Case.

Dated: New York, New York
September 21, 2021

/s/ Michael E. Wiles
UNITED STATES BANKRUPTCY JUDGE