

**SUPERIOR COURT  
(Commercial Division)**

CANADA

PROVINCE OF QUÉBEC

DISTRICT OF MONTRÉAL

No.: 500-11-041305-117

Date: September 6, 2017

---

**PRESIDING: THE HONOURABLE LOUIS J. GOUIN, J.S.C.**

---

**IN THE MATTER OF THE PLAN OF COMPROMISE OR  
ARRANGEMENT OF:**

**1810040 ALBERTA LTD. (formerly known as HOMBURG  
INVEST INC. and HOMBURG SHARECO INC.)**

**Debtor**

and-

**DELOITTE RESTRUCTURING INC.**

**Monitor / Applicant**

and-

**STICHTING HOMBURG BONDS**

**Mis-en-Cause**

---

**ORDER ON THE APPLICATION TO AUTHORIZE THE MONITOR TO TENDER  
SOME OR ALL OF THE NEWCO COMMON SHARES HELD IN THE DISPUTED  
CLAIMS (NEWCO SHARES) RESERVE**

---

- 1] **CONSIDERING** the Monitor's *Application to Authorize the Monitor to Tender some or all of the Newco Common Shares Held in the Disputed Claims (Newco Shares) Reserve* (the "**Application**"), the affidavit and the exhibits in support thereof;
- 2] **CONSIDERING** the representation made by counsel present at the hearing;
- 3] **CONSIDERING** the consent of the Mis-en-Cause;

**FOR THESE REASONS, THE COURT:**

- 4] **GRANTS** the Application;
- 5] **DECLARES** that capitalized terms not otherwise defined herein shall have the meaning ascribed thereto in the plan of compromise and arrangement Homburg

Invest Inc. and Homburg Shareco Inc. (now together 1810040 Alberta Ltd.) (“HII”) under the *Companies’ Creditors Arrangement Act* (as amended and restated from time to time) approved by this Court on June 5, 2013 (the “HII Plan”);

6] **AUTHORIZES** Deloitte Restructuring Inc. in its capacity as monitor of HII (the “Monitor”), notwithstanding section 6.2 of the HII Plan, to tender, as part of the “One-Time Offer” (as such term is defined in the Application) of Frasers Property Investments Holland B.V., the Newco Common Shares (being, for greater certainty, the depositary receipts issued by NPEX in respect of the shares of Geneba Properties N.V.) held in the Disputed Claims (Newco Shares) Reserve which relate to the Bond 6 HII Deficiency Claim of (i) Electing Creditors, (ii) non-Electing Creditors who have sold all of their Newco Common Shares, and (iii) non-Electing Creditors who have chosen to tender their Newco Common Shares in the One-Time Offer by the “Offer Deadline” (as such term is defined in the Application and as same may be extended from time to time, as the case may be) (based on the latest information submitted to the Monitor by NPEX no later than one hour prior to such Offer Deadline), and **ORDERS** and **DECLARES** that the Monitor shall be entitled and empowered to give any instructions and directions and sign any documents necessary as the case may be to effect the tender of such securities;

7] **DECLARES** that the Monitor shall continue to benefit from all protections afforded to it as part of the HII Plan and of past Orders rendered by this Court, including namely the ones provided for at paragraphs 82 to 92 of the HII/Shareco Sanction and Vesting Order rendered on June 5, 2013, and, for greater certainty, shall incur no liability resulting directly or indirectly of the Application, this Order and any action taken or not taken in connection with the One-Time Offer (as such term is defined in the Application);

8] **ORDERS** the aid and recognition of any court of any judicial, regulatory or administrative body in any province or territory of Canada (including the assistance of any court in Canada pursuant to section 17 of the CCAA), and the Federal Court of Canada and any judicial, regulatory or administrative body of the United States of America and the states or other subdivisions of the United States of America, any court or any judicial, regulatory or administrative body of The Netherlands or any other nation or state to act in aid of and to be complementary to this court in carrying out the terms of this Order where required;

9] **ORDERS** the provisional execution of this Order notwithstanding appeal;

10] **THE WHOLE** without costs.



**LOUIS J. GOUIN, J.S.C.**