



**Third Report of
KSV Restructuring Inc. as
Information Officer of
Revlon, Inc., Revlon Canada Inc.,
Elizabeth Arden (Canada) Limited
et al**

February 27, 2023

Contents

	Page
1.0 Introduction.....	1
1.1 Purposes of this Report.....	4
1.2 Currency	4
1.3 Defined Terms	4
1.4 Restrictions	4
2.0 Background	5
3.0 Update on Chapter 11 Proceedings.....	6
3.1 Claims Process	6
3.2 Restructuring Support Agreement	6
4.0 Proposed Recognition of US Court Orders	7
4.1 Disclosure Statement Order	7
4.2 Backstop Commitment Order	9
4.3 Omnibus Claims Objection Order.....	10
5.0 Conclusion and Recommendation	10

Appendices

Appendix	Tab
Initial Recognition Order dated June 20, 2022	A
Supplemental Order dated June 20, 2022 (without schedules)	B
Letter from Official Committee of Unsecured Creditors dated February 21, 2023.....	C



COURT FILE NO.: CV-22-00682880-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

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

AND IN THE MATTER OF REVLON, INC., ALMAY, INC., ART & SCIENCE, LTD., BARI COSMETICS, LTD., BEAUTYGE BRANDS USA, INC., BEAUTYGE I, BEAUTYGE II, LLC, BEAUTYGE U.S.A., INC., BRANDCO ALMAY 2020 LLC, BRANDCO CHARLIE 2020 LLC, BRANDCO CND 2020 LLC, BRANDCO CURVE 2020 LLC, BRANDCO ELIZABETH ARDEN 2020 LLC, BRANDCO GIORGIO BEVERLY HILLS 2020 LLC, BRANDCO HALSTON 2020 LLC, BRANDCO JEAN NATE 2020 LLC, BRANDCO MITCHUM 2020 LLC, BRANDCO MULTICULTURAL GROUP 2020 LLC, BRANDCO PS 2020 LLC, BRANDCO WHITE SHOULDERS 2020 LLC, CHARLES REVSON INC., CREATIVE NAIL DESIGN, INC., CUTEX, INC., DF ENTERPRISES, INC., ELIZABETH ARDEN (CANADA) LIMITED, ELIZABETH ARDEN (FINANCING), INC., ELIZABETH ARDEN (UK) LTD., ELIZABETH ARDEN INVESTMENTS, LLC, ELIZABETH ARDEN NM, LLC, ELIZABETH ARDEN TRAVEL RETAIL, INC., ELIZABETH ARDEN USC, LLC, ELIZABETH ARDEN, INC., FD MANAGEMENT, INC., NORTH AMERICA REVSAL INC., OPP PRODUCTS, INC., PPI TWO CORPORATION, RDN MANAGEMENT, INC., REALISTIC ROUX PROFESSIONAL PRODUCTS INC., REVLON CANADA INC., REVLON CONSUMER PRODUCTS CORPORATION, REVLON DEVELOPMENT CORP., REVLON PROFESSIONAL HOLDING COMPANY LLC, REVLON GOVERNMENT SALES, INC., REVLON INTERNATIONAL CORPORATION, REVLON (PUERTO RICO) INC., RIROS CORPORATION, RIROS GROUP INC., RML, LLC, ROUX LABORATORIES, INC., ROUX PROPERTIES JACKSONVILLE, LLC, AND SINFULCOLORS INC.

APPLICATION OF REVLON, INC. UNDER SECTION 46 OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

THIRD REPORT OF KSV RESTRUCTURING INC.
AS INFORMATION OFFICER

FEBRUARY 27, 2023

1.0 Introduction

1. On June 15 and 16, 2022, Revlon, Inc. and 50 affiliated debtors, including Revlon Canada Inc. ("Revlon Canada") and Elizabeth Arden (Canada) Limited ("Elizabeth Arden Canada" and jointly with Revlon Canada, the "Canadian Debtors") (collectively, the "Chapter 11 Debtors", and together with their non-debtor affiliates, "Revlon" or the "Company"), commenced proceedings by filing voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of New York (the "US Court") (the "Chapter 11 Proceedings").

2. On June 15 and 16, 2022, the Chapter 11 Debtors filed several first day motions and the US Court entered interim and/or final orders in respect of such motions on June 16 and 17, 2022 (the “First Day Orders”). Also on June 17, 2022, the US Court entered the Interim DIP Order.
3. On June 20, 2022, on application by the Foreign Representative, the Ontario Superior Court of Justice (Commercial List) (the “Court”) issued the following orders pursuant to Part IV of the *Companies’ Creditors Arrangement Act* (“CCAA”):
 - a) the Initial Recognition Order (Foreign Main Proceeding), a copy of which is attached as Appendix “A”, which, *inter alia*, recognized the Chapter 11 Proceedings as a “foreign main proceeding” and recognized Revlon, Inc. (the “Foreign Representative”) as the “foreign representative”, as defined in section 45 of the CCAA, in respect of such proceedings, and granted stays of proceedings in favour of the Chapter 11 Debtors; and
 - b) the Supplemental Order (Foreign Main Proceeding) (the “Supplemental Order”), a copy of which is attached as Appendix “B” (without schedules), which, *inter alia*, appointed KSV Restructuring Inc. (“KSV”) as Information Officer (in such capacity, the “Information Officer”) with respect to the Chapter 11 Debtors, granted a stay of proceedings as set out therein, granted the Administration Charge and the DIP Charges (each as defined in the Supplemental Order) and recognized certain First Day Orders, including the Interim DIP Order.
4. On July 22, 28 and 29, 2022, the US Court held final hearings for certain First Day Motions that had been filed by the Chapter 11 Debtors and thereafter entered final orders in respect of such motions (the “Second Day Orders”).
5. Also on July 22, 2022, the US Court heard a motion seeking an Order (the “KERP Order”) approving the Chapter 11 Debtors’ key employee retention plan. The KERP Order was granted by the US Court on July 25, 2022.
6. On July 28 and 29 and August 1, 2022, a hearing took place before the US Court to address the objections of certain stakeholders to the final DIP order. On August 2, 2022, the US Court entered a final order approving the Chapter 11 Debtors’ entry into the DIP Facilities and related relief (the “Final DIP Order”).
7. On August 24, 2022, on application by the Foreign Representative, this Court issued the following orders, which, among other things:
 - a) recognized and enforced certain of the Second Day Orders entered by the US Court;
 - b) recognized and enforced the KERP Order entered by the US Court on July 25, 2022;
 - c) recognized and enforced the Final DIP Order; and

- d) amended the Supplemental Order to reflect the terms and conditions of the Final DIP Order (it had previously reflected the terms and conditions of the Interim DIP Order).
8. On September 12, 2022, the US Court granted an order establishing deadlines for filing proofs of claim, approving procedures for submitting proofs of claim, approving notice thereof and granting related relief (the “Claims Bar Date Order”). The Claims Bar Date Order provided for a General Bar Date of October 24, 2022 and a Governmental Bar Date of December 12, 2022.
9. The Claims Bar Date Order was recognized by this Court pursuant to an order made on September 21, 2022 (the “September 21st Order”).
10. On December 23, 2022, the Chapter 11 Debtors filed with the US Court a joint Chapter 11 plan of reorganization (the “Plan”) and a proposed disclosure statement for the Plan (the “Disclosure Statement”) and brought a motion for, *inter alia*, approval of the Disclosure Statement and solicitation and voting procedures with respect to confirmation of the Plan (the “Disclosure Statement Motion”).
11. In response to the Disclosure Statement Motion, seven objections were filed by various parties, none of whom were Canadian creditors or stakeholders. Following weeks of negotiations in January and February 2023, the Chapter 11 Debtors, the Ad Hoc Group of BrandCo Lenders, the Ad Hoc Group of 2016 Lenders and the Creditors’ Committee reached the Global Settlement.
12. As part of the Global Settlement, on February 21, 2023, the Chapter 11 Debtors:
 - a) entered into an amended and restated Restructuring Support Agreement;
 - b) entered into an amended and restated backstop commitment agreement, whereby certain parties agree to backstop an equity rights offering of up to \$670 million, and a \$200 million incremental new money exit facility (“Backstop Commitment Agreement”);
 - c) filed the First Amended Plan with the US Court; and
 - d) filed the Disclosure Statement for the First Amended Plan (the “Amended Disclosure Statement”).
13. On February 21, 2023, the US Court entered the Disclosure Statement Order. For greater clarity, the Disclosure Statement Order related to approval of the Amended Disclosure Statement and related relief, and did not grant approval (or confirmation) of the First Amended Plan itself. Such relief will be requested in a subsequent Plan Confirmation Order if the Plan is approved by the requisite majorities of creditors.
14. In addition to the Disclosure Statement Order, on February 21, 2023, the US Court also approved two additional orders (described further below): the Omnibus Claims Objection Order and the Backstop Commitment Order.

15. The Foreign Representative now seeks recognition of the Disclosure Statement Order, the Backstop Commitment Order, the Omnibus Claims Objection Order, and related relief.
16. This report (“Report”) has been filed with the Court by KSV in its capacity as Information Officer.

1.1 Purposes of this Report

1. The purposes of this Report are to:
 - a) provide an update on the Chapter 11 Proceedings and a summary of the US Court orders for which recognition is sought;
 - b) provide the Information Officer’s commentary on the reasonableness of the Foreign Representative’s request that this Court recognize:
 - i. the Disclosure Statement Order;
 - ii. the Backstop Commitment Order; and
 - iii. the Omnibus Claims Objection Order;
 - c) recommend that this Court make an order granting the relief sought by the Foreign Representative.

1.2 Currency

1. All currency references in this Report are to US dollars.

1.3 Defined Terms

1. Capitalized terms not otherwise defined in this Report have the meanings given to them in the: (i) Affidavit of Robert M. Caruso sworn June 19, 2022 (the “Initial Affidavit”); (ii) Affidavit of Robert M. Caruso sworn August 18, 2022 (the “Second Affidavit”); (iii) Affidavit of Robert M. Caruso sworn September 16, 2022 (the “Third Affidavit”); and/or (iv) Affidavit of Robert M. Caruso sworn February 24, 2023 (the “Fourth Affidavit”), which was filed in support of this motion.

1.4 Restrictions

1. In preparing this Report, the Information Officer has relied upon unaudited financial information prepared by the Chapter 11 Debtors’ representatives, the Chapter 11 Debtors’ books and records and discussions with the Chapter 11 Debtors’ Canadian counsel.

2. The Information Officer has not performed an audit or other verification of such information. An examination of the Chapter 11 Debtors' financial forecasts as outlined in the *Chartered Professional Accountants of Canada Handbook* has not been performed. Future-oriented financial information relied upon in this Report is based on the Chapter 11 Debtors' assumptions regarding future events; actual results achieved may vary from this information and these variations may be material.
3. The Information Officer expresses no opinion or other form of assurance with respect to the accuracy of any financial information presented in this Report or relied upon by the Information Officer in its preparation of this Report.

2.0 Background

1. Revlon is a global leader in the beauty industry, with a portfolio of over 20 key brands, including the iconic Revlon and Elizabeth Arden brands, associated with thousands of products sold in approximately 150 countries. The Company offers an extensive array of beauty offerings, which it develops, manufactures, sells and markets across the globe.
2. The Canadian Debtors are direct or indirect wholly-owned subsidiaries of Revlon, Inc. and maintain registered head offices in Ontario. As of the Petition Date, there were approximately 102 employees of the Canadian Debtors, with 82 employed by Revlon Canada and 20 employed by Elizabeth Arden Canada. Of Revlon Canada's employee base, 19 were unionized members of UNIFOR (Local 323). Revlon Canada is the sponsor and administrator of the Affiliated Revlon Companies' Employees' Retirement Plan, a defined benefit and defined contribution pension plan (the "Canadian Pension Plan").
3. The Canadian Debtors rely on the Chapter 11 Debtors in the US for, among other things, (i) continued availability of the BrandCo Entities' intellectual property, including the ability to sell associated products into the Canadian marketplace, (ii) purchasing power and supplier relationships, (iii) financial, IT, human resources and administrative functions on the Company's Shared Service Center, which is based in the US, (iv) a centralized and integrated cash management system, which is based in the US, and (v) customer orders, which are processed and shipped from facilities in the US.
4. Further information concerning the Chapter 11 Debtors' background, corporate structure, prepetition capital structure/indebtedness and the events leading up to the Chapter 11 Proceedings is provided in the First Report, the Initial Affidavit, the Second Affidavit, the Third Affidavit and the Fourth Affidavit. Accordingly, that information is not repeated in this Report. All materials filed with the Court in these proceedings are available on the Information Officer's case website at <https://www.ksvadvisory.com/experience/case/revlon>.

3.0 Update on Chapter 11 Proceedings¹

1. As described in the Fourth Affidavit, the Chapter 11 Debtors have continued to advance their restructuring objectives while operating in the ordinary course as contemplated in the Chapter 11 Cases.
2. As at the date of this Report, the Information Officer is not aware of any issues raised by Canadian stakeholders in respect of the Chapter 11 Proceedings or operational issues experienced by either of the Canadian Debtors resulting from the Chapter 11 Proceedings. The operations of the Canadian Debtors have been largely unaffected by the Chapter 11 Proceedings and/or these recognition proceedings.

3.1 Claims Process

1. As noted above, the Claims Bar Date Order provided for a General Bar Date of October 24, 2022 and a Governmental Bar Date of December 12, 2022.
2. As of February 23, 2023, 228 claims (within 187 distinct proofs of claim) and 68 scheduled liabilities were filed against the Canadian Debtors, totaling \$1,329,430,286. Four of these proofs of claim for unspecified amounts were filed by the Financial Services Regulatory Authority of Ontario (“FSRA”) on behalf of the Canadian Pension Plan Beneficiaries and the Pension Benefits Guarantee Fund. Pursuant to the September 21st Order, FSRA was authorized and entitled to file one or more proofs of claim in the claims process, on behalf of the administrator of the Canadian Pension Plan, in respect of any Canadian Pension Plan claim.
3. The Chapter 11 Debtors have advised that many of the claims filed against the Canadian Debtors, particularly the high value claims, were filed against all of the Chapter 11 Debtors, and accordingly, are likely to either be duplicative or not applicable to the Canadian Debtors.
4. As discussed in Section 4.3 of this Report, on November 29, 2022, the US Court entered an order authorizing the Chapter 11 Debtors to establish omnibus claims objection and satisfaction procedures. An amended order was signed on January 18, 2023, granting the first omnibus objection (the “Omnibus Claims Objection Order”). Only five of the 256 objected claims identified on the Omnibus Claims Objection Order were made by Canadian claimants, totaling an aggregate of \$56,151.03 (the “Canadian Objecting Claimants”).

3.2 Restructuring Support Agreement

1. On December 19, 2022, the Chapter 11 Debtors entered into a restructuring support agreement whereby, among other things, each Consenting BrandCo Lender agreed to commit to vote each of its Claims and/or Interests to accept the Plan and grant the releases set forth in the Plan (the “Restructuring Support Agreement”).

¹ Capitalized terms not otherwise defined in this section of the Report have the meanings provided to them in the Fourth Affidavit.

2. Pursuant to the Restructuring Support Agreement and the Plan, the Consenting BrandCo Lenders agreed to commit to backstop a \$650 million equity rights offering, and an incremental new money facility backstop commitment letter, pursuant to which certain of the Consenting BrandCo Lenders would commit to backstop a \$200 million first lien incremental new money exit facility.
3. On February 21, 2023, the Chapter 11 Debtors entered into an amended and restated Restructuring Support Agreement and the Backstop Commitment Agreement, which increased the backstop commitment amount to \$670 million.
4. Concurrent with the negotiation of the amended and restated Restructuring Support Agreement and First Amended Plan, the Chapter 11 Debtors conducted a marketing process for a sale of substantially all of their assets. Ultimately, the Chapter 11 Debtors concluded that none of the indications of interest had culminated in an offer that provided more value to the Chapter 11 Debtors' estate than the reorganization contemplated by the First Amended Plan.

4.0 Proposed Recognition of US Court Orders²

4.1 Disclosure Statement Order

1. The First Amended Plan and the Amended Disclosure Statement summarize the terms of the Restructuring Transactions, as defined in and contemplated by the amended and restated Restructuring Support Agreement.
2. The purpose of the Amended Disclosure Statement is to provide Holders of Claims in the Voting Classes (as defined below) who are entitled to vote on the First Amended Plan with information to make an informed decision as to whether to accept or reject the First Amended Plan.
3. The Disclosure Statement Order, *inter alia*, approves the adequacy of information in the Amended Disclosure Statement, approves the Solicitation and Voting Procedures and approves the confirmation schedule in respect of the First Amended Plan.
4. The Fourth Affidavit makes clear that pursuant to the First Amended Plan, the Canadian business will continue with restructured Revlon, including the Canadian facility, employees, the Canadian Pension Plan and other material aspects of the Canadian business.
5. The First Amended Plan classifies Holders of Claims and Interests (both as defined in the Plan) into 9 creditor groups separated into 15 different classes of claims and interests. Only holders of classes 4, 5, 6, 8, 9(a), 9(b), 9(c), and 9(d) (collectively, the "Voting Classes") will be solicited and are entitled to vote on the First Amended Plan. The Voting Classes are: Opco Term Loan Claims (Class 4), 2020 Term B-1 Loan Claims (Class 5), 2020 Term B-2 Loan Claims (Class 6), Unsecured Notes Claims (Class 8), Talc Personal Injury Claims (Class 9(a)), Non-Qualified Pension Claims (Class 9(b)), Trade Claims (Class 9(c)), and Other General Unsecured Claims (Class 9(d)).

² Capitalized terms not otherwise defined in this section of the Report have the meanings provided to them in the applicable US Court order.

6. Claims against the Canadian Debtors fall into the following Voting Classes: Class 4 – 14 claims;³ Class 9(a) – 84 claims; Class 9(c) – 96 claims; and, Class 9(d) – 8 claims. The remainder of the claims against the Canadian Debtors fall into the following classes:
- a) certain claims, including the claims filed by FSRA against the Canadian Debtors, in Classes 1 and 2, which are unimpaired under the First Amended Plan, meaning they are presumed to accept it;
 - b) certain claims in class 11, which are either unimpaired and presumed to accept the First Amended Plan or impaired and deemed to reject it; and
 - c) administrative claims and priority tax claims.
7. The Solicitation Materials to be sent to Holders of Claims in the Voting Classes include, among other things, a form of Ballot, the Confirmation Hearing Notice, a letter dated February 21, 2023 from the Official Committee of Unsecured Creditors (the “UCC Support Letter”) in support of the First Amended Plan, and the Amended Disclosure Statement Order, along with instructions to access the First Amended Plan and Amended Disclosure Statement on the Chapter 11 Debtors’ Case Information Website at: https://cases.ra.kroll.com/revlon/Home-DocketInfo?DocAttribute=6354&DocAttrName=PLANDISCLOSURESTATEMENT_Q&MenuID=19192&AttributeName=Plan%20%26%20Disclosure%20Statement.
8. The UCC Support Letter, a copy of which is attached as Appendix “C”, concludes as follows: “*The Committee supports the Plan and believes that the Plan is in the best interests of all unsecured creditors*”.
9. The Disclosure Statement Order establishes the following deadlines with respect to the solicitation of votes and confirmation of the First Amended Plan:

Milestone	Deadline
Voting Record Date	February 21, 2023
Deadline to Mail the Confirmation Hearing Notice	Two (2) business days following entry of the Disclosure Statement Order, or as soon as reasonably practicable thereafter.
Solicitation Deadline	Four (4) business days following entry of the Disclosure Statement Order, or as soon as reasonably practicable thereafter.
Publication Deadline	Seven (7) business days following entry of the Disclosure Statement Order, or as soon as reasonably practicable thereafter.
Plan Supplemental Filing Date	March 16, 2023
Voting Deadline	March 20, 2023 at 4:00 p.m.
Plan Objection Deadline	March 23, 2023 at 4:00 p.m.
Deadline to File Voting Report	Within three (3) business days following the Voting Deadline.
Deadline to File the Confirmation Brief and Plan Reply	April 1, 2023, at 4:00 p.m.
Confirmation Hearing Date	April 3, 2023 at 10:00 a.m.

³ Class 4 should have been characterized as a Voting Class in the Fourth Affidavit of Robert M. Caruso.

10. In accordance with the Disclosure Statement Order, counsel to the Chapter 11 Debtors has confirmed that the Amended Disclosure Statement will be mailed to all creditors, including Canadian creditors, on February 27, 2023.
11. The Information Officer believes that recognition of the Disclosure Statement Order is reasonable and appropriate for the following reasons:
 - a) in the Information Officer's view, the Amended Disclosure Statement provides Holders of Claims in the Voting Classes with adequate information to decide whether to vote to accept or reject the Plan, including the Chapter 11 Debtors' valuation analysis, liquidation analysis, financial projections and recommendations by the board of directors of the Chapter 11 Debtors and Creditors' Committee;
 - b) in the Information Officer's experience, the Solicitation and Voting Procedures and timelines are consistent with typical voting procedure orders issued and/or recognized by this Court in the context of cross-border insolvency proceedings;
 - c) the Disclosure Statement Order contemplates one comprehensive process for all creditors of the Chapter 11 Debtors, wherever they may be located. In this regard, the voting procedures with respect to the Canadian Debtors are to be addressed on the same basis as the US Debtors; and
 - d) Canadian Holders of Claims in the Voting Classes will receive the Solicitation Materials from Kroll Restructuring Administration LLC ("Kroll") in its capacity as Voting and Claims Agent.
12. Based on the foregoing, the Information Officer recommends that the Court grant an order recognizing the Disclosure Statement Order.
13. As noted above, the US Court has not yet issued an order approving (or confirming) the First Amended Plan (the "Plan Confirmation Order") and the order presently sought from the Canadian Court does not seek recognition of the Plan Confirmation Order. However, the First Amended Plan is subject to, *inter alia*, this Court's recognition of the Plan Confirmation Order. Accordingly, should the Plan Confirmation Order be issued by the US Court, the Foreign Representative will return to this Court to seek an order recognizing it and, among other things, terminating these CCAA proceedings.

4.2 Backstop Commitment Order

1. The Backstop Commitment Order authorizes the Chapter 11 Debtors to enter into and perform all obligations under the Backstop Commitment Agreement.
2. In order to consummate the First Amended Plan and fund distributions thereunder, among other things, the Chapter 11 Debtors are required to raise capital and obtain go-forward operating liquidity. The Backstop Commitment Agreement is a consensual arrangement that backstops both equity and debt financing to provide sufficient capital to the Chapter 11 Debtors.

3. The Information Officer recommends that the Canadian Court grant an order recognizing the Backstop Commitment Order as it appears necessary to implement the First Amended Plan, should it be accepted by creditors and approved by the US Court and this Court.

4.3 Omnibus Claims Objection Order

1. The Omnibus Claims Objection Order results in the disallowance or expungement of 256 claims, including the claims of five Canadian Objecting Claimants (defined above), with claims totaling an aggregate of \$56,151.03. Since this order disallows claims of five Canadian claimants, the Foreign Representative is seeking recognition of the Omnibus Claims Objection Order by this Court.
2. While five claims subject to the Omnibus Claims Objection Order were made by Canadian Objecting Claimants, none were made against the Canadian Debtors.
3. The Canadian Objecting Claimants were provided with Objection Notices by mail, in accordance with the Objection Procedures (as defined in the Omnibus Claims Objection Order). No response was received by the recipients of the Objection Notices.
4. The Information Officer believes that the Omnibus Claims Objection Order is reasonable and appropriate, including based on the US Court's finding that the Chapter 11 Debtors' Notice of the Objection and opportunity given for a hearing on the Objection were appropriate under the circumstances and that the legal and factual bases set forth in the Objection establish just cause for the relief granted.
5. Based on the foregoing, the Information Officer recommends that the Canadian Court grant an order recognizing the Omnibus Claims Objection Order.

5.0 Conclusion and Recommendation

1. Based on the foregoing, the Information Officer recommends that this Court grant the relief being sought by the Foreign Representative.

* * *

All of which is respectfully submitted,

KSV Restructuring Inc.

**KSV RESTRUCTURING INC.,
AS INFORMATION OFFICER OF REVLON, INC., REVLON CANADA INC.,
ELIZABETH ARDEN (CANADA) LIMITED ET AL
AND NOT IN ITS PERSONAL CAPACITY**

Appendix “A”



Court File No.: CV-22-00682880-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

THE HONOURABLE)
JUSTICE CONWAY)
)
)

MONDAY, THE 20TH
DAY OF JUNE, 2022

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

AND IN THE MATTER OF REVLON, INC., ALMAY, INC., ART & SCIENCE, LTD., BARI COSMETICS, LTD., BEAUTYGE BRANDS USA, INC., BEAUTYGE I, BEAUTYGE II, LLC, BEAUTYGE U.S.A., INC., BRANDCO ALMAY 2020 LLC, BRANDCO CHARLIE 2020 LLC, BRANDCO CND 2020 LLC, BRANDCO CURVE 2020 LLC, BRANDCO ELIZABETH ARDEN 2020 LLC, BRANDCO GIORGIO BEVERLY HILLS 2020 LLC, BRANDCO HALSTON 2020 LLC, BRANDCO JEAN NATE 2020 LLC, BRANDCO MITCHUM 2020 LLC, BRANDCO MULTICULTURAL GROUP 2020 LLC, BRANDCO PS 2020 LLC, BRANDCO WHITE SHOULDERS 2020 LLC, CHARLES REVSON INC., CREATIVE NAIL DESIGN, INC., CUTEX, INC., DF ENTERPRISES, INC., ELIZABETH ARDEN (CANADA) LIMITED, ELIZABETH ARDEN (FINANCING), INC., ELIZABETH ARDEN (UK) LTD., ELIZABETH ARDEN INVESTMENTS, LLC, ELIZABETH ARDEN NM, LLC, ELIZABETH ARDEN TRAVEL RETAIL, INC., ELIZABETH ARDEN USC, LLC, ELIZABETH ARDEN, INC., FD MANAGEMENT, INC., NORTH AMERICA REVSAL INC., OPP PRODUCTS, INC., PPI TWO CORPORATION, RDN MANAGEMENT, INC., REALISTIC ROUX PROFESSIONAL PRODUCTS INC., REVLON CANADA INC., REVLON CONSUMER PRODUCTS CORPORATION, REVLON DEVELOPMENT CORP., REVLON PROFESSIONAL HOLDING COMPANY LLC, REVLON GOVERNMENT SALES, INC., REVLON INTERNATIONAL CORPORATION, REVLON (PUERTO RICO) INC., RIROS CORPORATION, RIROS GROUP INC., RML, LLC, ROUX LABORATORIES, INC., ROUX PROPERTIES JACKSONVILLE, LLC, AND SINFULCOLORS INC.

APPLICATION OF REVLON, INC. UNDER SECTION 46 OF THE
COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS
AMENDED

**INITIAL RECOGNITION ORDER
(FOREIGN MAIN PROCEEDING)**

THIS APPLICATION, made by Revlon, Inc. in its capacity as the foreign representative (the "**Foreign Representative**") of Revlon, Inc., Almay, Inc., Art & Science, Ltd.,

Bari Cosmetics, Ltd., Beautyge Brands USA, Inc., Beautyge I, Beautyge II, LLC, Beautyge U.S.A., Inc, BrandCo Almay 2020 LLC, BrandCo Charlie 2020 LLC, BrandCo CND 2020 LLC, BrandCo Curve 2020 LLC, BrandCo Elizabeth Arden 2020 LLC, BrandCo Giorgio Beverly Hills 2020 LLC, BrandCo Halston 2020 LLC, BrandCo Jean Nate 2020 LLC, BrandCo Mitchum 2020 LLC, BrandCo Multicultural Group 2020 LLC, BrandCo PS 2020 LLC, BrandCo White Shoulders 2020 LLC, Charles Revson Inc., Creative Nail Design, Inc., Cutex, Inc., DF Enterprises, Inc., Elizabeth Arden (Canada) Limited, Elizabeth Arden (Financing), Inc., Elizabeth Arden (UK) Ltd., Elizabeth Arden Investments, LLC, Elizabeth Arden NM, LLC, Elizabeth Arden Travel Retail, Inc., Elizabeth Arden USC, LLC, Elizabeth Arden, Inc., FD Management, Inc., North America Revsale Inc., OPP Products, Inc., PPI Two Corporation, RDEN Management, Inc., Realistic Roux Professional Products Inc., Revlon Canada Inc., Revlon Consumer Products Corporation, Revlon Development Corp., Revlon Professional Holding Company LLC, Revlon Government Sales, Inc., Revlon International Corporation, Revlon (Puerto Rico) Inc., Riros Corporation, Riros Group Inc., RML, LLC, Roux Laboratories, Inc., Roux Properties Jacksonville, LLC, and SinfulColors Inc. (collectively, the “**Chapter 11 Debtors**”), pursuant to the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”) for an Order substantially in the form enclosed in the Application Record, was heard this day by judicial videoconference via Zoom at Toronto, Ontario.

ON READING the Notice of Application, the affidavit of Robert M. Caruso affirmed June 19, 2022, filed,

AND UPON BEING ADVISED by counsel for the Foreign Representative that in addition to this Initial Recognition Order, a Supplemental Order (Foreign Main Proceeding) (the “**Supplemental Order**”) is being sought,

AND UPON HEARING the submissions of counsel for the Foreign Representative, and those other parties present, no one else appearing although duly served as appears from the affidavit of service of Marleigh Dick affirmed June 20, 2022:

SERVICE

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

FOREIGN REPRESENTATIVE

2. **THIS COURT ORDERS AND DECLARES** that the Foreign Representative is the “foreign representative” as defined in section 45 of the CCAA of the Chapter 11 Debtors in respect of the cases commenced in the United States Bankruptcy Court for the Southern District of New York by the Chapter 11 Debtors pursuant to Chapter 11 of the United States Bankruptcy Code (collectively, the “**Foreign Proceeding**”).

CENTRE OF MAIN INTEREST AND RECOGNITION OF FOREIGN PROCEEDING

3. **THIS COURT DECLARES** that the centre of main interests for each of the Chapter 11 Debtors is the United States of America and that the Foreign Proceeding is hereby recognized as a “foreign main proceeding” as defined in section 45 of the CCAA.

STAY OF PROCEEDINGS

4. **THIS COURT ORDERS** that until otherwise ordered by this Court:
- (a) all proceedings taken or that might be taken against the Chapter 11 Debtors under the *Bankruptcy and Insolvency Act* or the *Winding-up and Restructuring Act* are stayed;
 - (b) further proceedings in any action, suit or proceeding against the Chapter 11 Debtors are restrained; and
 - (c) the commencement of any action, suit or proceeding against the Chapter 11 Debtors is prohibited.

NO SALE OF PROPERTY

5. **THIS COURT ORDERS** that, except with leave of this Court, each of the Chapter 11 Debtors is prohibited from selling or otherwise disposing of:

- (a) outside the ordinary course of its business, any of its property in Canada that relates to the business; and
- (b) any of its other property in Canada.

GENERAL

6. **THIS COURT ORDERS** that within five (5) business days from the date of this Order, or as soon as practicable thereafter, KSV Restructuring Inc., in its capacity as information officer, shall cause to be published a notice once a week for two consecutive weeks, in the Globe and Mail (National Edition) regarding the issuance of this Order and the Supplemental Order.

7. **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 of America, to give effect to this Order and to assist the Chapter 11 Debtors and the Foreign Representative and their respective counsel and agents in carrying out the terms of this Order.

8. **THIS COURT ORDERS AND DECLARES** that this Order shall be effective as of 12:01 a.m. Eastern Standard Time on the date of this Order.

9. **THIS COURT ORDERS** that any interested party may apply to this Court to vary or amend this Order or seek other relief on not less than seven (7) days notice to the Chapter 11 Debtors and the Foreign Representative and their respective counsel, and to any other party or parties likely to be affected by the order sought, or upon such other notice, if any, as this Court may order.



IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED Court File No: CV-22-00682880-00CL

AND IN THE MATTER OF REVLON, INC. et al

APPLICATION OF REVLON, INC. UNDER SECTION 46 OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

Applicant

Ontario
**SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**
Proceeding commenced at Toronto

**INITIAL RECOGNITION ORDER
(FOREIGN MAIN PROCEEDING)**

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Appendix “B”

Bari Cosmetics, Ltd., Beautyge Brands USA, Inc., Beautyge I, Beautyge II, LLC, Beautyge U.S.A., Inc, BrandCo Almay 2020 LLC, BrandCo Charlie 2020 LLC, BrandCo CND 2020 LLC, BrandCo Curve 2020 LLC, BrandCo Elizabeth Arden 2020 LLC, BrandCo Giorgio Beverly Hills 2020 LLC, BrandCo Halston 2020 LLC, BrandCo Jean Nate 2020 LLC, BrandCo Mitchum 2020 LLC, BrandCo Multicultural Group 2020 LLC, BrandCo PS 2020 LLC, BrandCo White Shoulders 2020 LLC, Charles Revson Inc., Creative Nail Design, Inc., Cutex, Inc., DF Enterprises, Inc., Elizabeth Arden (Canada) Limited, Elizabeth Arden (Financing), Inc., Elizabeth Arden (UK) Ltd., Elizabeth Arden Investments, LLC, Elizabeth Arden NM, LLC, Elizabeth Arden Travel Retail, Inc., Elizabeth Arden USC, LLC, Elizabeth Arden, Inc., FD Management, Inc., North America Revsale Inc., OPP Products, Inc., PPI Two Corporation, RDEN Management, Inc., Realistic Roux Professional Products Inc., Revlon Canada Inc., Revlon Consumer Products Corporation, Revlon Development Corp., Revlon Professional Holding Company LLC, Revlon Government Sales, Inc., Revlon International Corporation, Revlon (Puerto Rico) Inc., Riros Corporation, Riros Group Inc., RML, LLC, Roux Laboratories, Inc., Roux Properties Jacksonville, LLC, and SinfulColors Inc. (collectively, the “**Chapter 11 Debtors**”), pursuant to the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”) for an Order substantially in the form enclosed in the Application Record, was heard this day by judicial videoconference via Zoom at Toronto, Ontario.

ON READING the Notice of Application, the affidavit of Robert M. Caruso affirmed June 19, 2022 (the “**Caruso Affidavit**”), filed,

AND UPON HEARING the submissions of counsel for the Foreign Representative, and those other parties present, no one else appearing although duly served as appears from the affidavit of service of Marleigh Dick affirmed June 20, 2022, and on reading the consent of KSV Restructuring Inc. to act as the information officer:

SERVICE

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

2. **THIS COURT ORDERS** that capitalized terms used herein and not otherwise defined have the meaning given to them in the Caruso Affidavit.

INITIAL RECOGNITION ORDER

3. **THIS COURT ORDERS** that the provisions of this Order shall be interpreted in a manner complementary and supplementary to the provisions of the Initial Recognition Order (Foreign Main Proceeding) dated as of June 20, 2022 (the “**Recognition Order**”), provided that in the event of a conflict between the provisions of this Order and the provisions of the Recognition Order, the provisions of the Recognition Order shall govern.

RECOGNITION OF FOREIGN ORDERS

4. **THIS COURT ORDERS** that the following orders of the United States Bankruptcy Court for the Southern District of New York (the “**U.S. Bankruptcy Court**”) made in the Foreign Proceeding (as defined in the Recognition Order) (the “**Foreign Orders**”) are hereby recognized and given full force and effect in all provinces and territories of Canada pursuant to section 49 of the CCAA:

- (a) *Order (I) Authorizing Revlon, Inc. to Act as Foreign Representative, and (II) Granting Related Relief* (the “**Foreign Representative Order**”);
- (b) *Order (A) Directing Joint Administration of Chapter 11 Cases and (B) Granting Related Relief* (the “**Joint Administration Order**”);
- (c) *Interim Order (I) Authorizing the Debtors to (A) Obtain Postpetition Financing, (B) Use Cash Collateral, (II) Granting Liens and Providing Superpriority Administrative Expense Status, (III) Granting Adequate Protection to the Prepetition Secured Parties, (IV) Modifying the Automatic Stay, (V) Scheduling a Final Hearing, and (VI) Granting Related Relief* (the “**Interim DIP Order**”);
- (d) *Interim Order (A) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Utility Services, (B) Determining Adequate Assurance of Payment for Future Utility Services, (C) Establishing Procedures for Determining Adequate*

- Assurance of Payment, and (D) Granting Related Relief (the “**Interim Utilities Order**”);*
- (e) *Interim Order Approving Notification and Hearing Procedures for Certain Transfers of Common Stock or Options, Declarations of Worthlessness with respect to Common Stock and Claims Against the Debtors (the “**Interim NOL Order**”);*
- (f) *Interim Order (A) Authorizing the Payment of Certain Prepetition Taxes and Fees and (B) Granting Related Relief (the “**Interim Taxes Order**”);*
- (g) *Interim Order (I) Authorizing the Debtors to (A) Pay Prepetition Employee Wages, Salaries, Other Compensation, and Reimbursable Employee Expenses and (B) Continue Employee Benefits Programs and (II) Granting Related Relief (the “**Interim Wages Order**”);*
- (h) *Interim Order (A) Authorizing the Debtors to Continue and Renew their Surety Bond Program and (B) Granting Related Relief (the “**Interim Surety Bond Order**”);*
- (i) *Interim Order (I) Authorizing the Debtors to Pay Prepetition Claims of (A) Lien Claimants, (B) Import Claimants, (C) 503(B)(9) Claimants, (D) Foreign Vendors, and (E) Critical Vendors, (II) Confirming Administrative Expense Priority of Outstanding Orders and (III) Granting Related Relief (the “**Interim Vendor Order**”); and*
- (j) *Interim Order (I) Authorizing the Debtors to (A) Continue to Operate their Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Business Forms, and (D) Continue to Perform Intercompany Transactions, and (II) Granting Related Relief (the “**Interim Cash Management Order**”);*
- (k) *Interim Order (A) Authorizing the Debtors to Maintain and Administer their Existing Customer Programs and Honor Certain Prepetition Obligations Related*

Thereto and (B) Granting Related Relief (the “Interim Customer Programs Order”);

- (l) *Interim Order (I) Authorizing the Debtors to (A) Continue Insurance Coverage Entered into Prepetition and Satisfy Prepetition Obligations Related Thereto, (B) Renew, Supplement, Modify, or Purchase Insurance Coverage, (C) Continue to Pay Brokerage Fees, (D) Honor the Terms of the Premium Financing Agreement and Pay Premiums Thereunder, (E) Enter into New Premium Financing Agreements in the Ordinary Course of Business, and (II) Granting Related Relief (the “Interim Insurance Order”); and*
- (m) *Order (I) Authorizing and Approving the Appointment of Kroll Restructuring Administration LLC as Claims and Noticing Agent to the Debtors and (II) Granting Related Relief (the “Kroll Retention Order”),*

(copies of which are attached as Schedules “A” to “M” hereto, respectively);

provided, however, that in the event of any conflict between the terms of the Foreign Orders and the Orders of this Court made in the within proceedings, the Orders of this Court shall govern with respect to Property (as defined below) in Canada.

APPOINTMENT OF INFORMATION OFFICER

5. **THIS COURT ORDERS** that KSV Restructuring Inc. is hereby appointed as an officer of this Court (the “**Information Officer**”), with the powers and duties set out herein.

NO PROCEEDINGS AGAINST THE CHAPTER 11 DEBTORS OR THE PROPERTY

6. **THIS COURT ORDERS** that until such date as this Court may order (the “**Stay Period**”) no proceeding or enforcement process in any court or tribunal in Canada (each, a “**Proceeding**”) shall be commenced or continued against or in respect of the Chapter 11 Debtors, or their employees or representatives acting in such capacities, or affecting their business (the “**Business**”) or their current and future assets, undertakings and properties of every nature and kind whatsoever, and wherever situate including all proceeds thereof (the “**Property**”), except with the written consent of the Chapter 11 Debtors or with leave of this Court, and any and all

Proceedings currently under way against or in respect of any of the Chapter 11 Debtors or affecting the Business or the Property are hereby stayed and suspended pending further Order of this Court.

NO EXERCISE OF RIGHTS OR REMEDIES

7. **THIS COURT ORDERS** that, without limiting the stay of proceedings provided for in the Recognition Order, during the Stay Period, all rights and remedies of any individual, firm, corporation, governmental body or agency, or any other entities (all of the foregoing, collectively being “**Persons**” and each being a “**Person**”) against or in respect of the Chapter 11 Debtors or their employees and representatives acting in such capacities, or affecting the Business or the Property, are hereby stayed and suspended except with the written consent of the Chapter 11 Debtors or leave of this Court, provided that nothing in this Order shall (a) prevent the assertion of or the exercise of rights and remedies outside of Canada, (b) empower any of the Chapter 11 Debtors to carry on any business in Canada which that Chapter 11 Debtor is not lawfully entitled to carry on, (c) affect such investigations or Proceedings by a regulatory body as are permitted by section 11.1 of the CCAA, (d) prevent the filing of any registration to preserve or perfect a security interest, or (e) prevent the registration of a claim for lien.

NO INTERFERENCE WITH RIGHTS

8. **THIS COURT ORDERS** that during the Stay Period, no Person shall discontinue, fail to honour, alter, interfere with, repudiate, terminate or cease to perform any right, renewal right, contract, agreement, licence or permit in favour of or held by any of the Chapter 11 Debtors and affecting the Business in Canada, except with leave of this Court.

ADDITIONAL PROTECTIONS

9. **THIS COURT ORDERS** that during the Stay Period, all Persons having oral or written agreements with the Chapter 11 Debtors or statutory or regulatory mandates for the supply of goods and/or services in Canada, including without limitation all computer software, communication and other data services, centralized banking services, payroll services, insurance, transportation services, utility or other services provided in respect of the Property or Business of the Chapter 11 Debtors, are hereby restrained until further Order of this Court from

discontinuing, altering, interfering with or terminating the supply of such goods or services as may be required by the Chapter 11 Debtors, and that the Chapter 11 Debtors shall be entitled to the continued use in Canada of their current premises, telephone numbers, facsimile numbers, internet addresses and domain names.

10. **THIS COURT ORDERS** that during the Stay Period, and except as permitted by subsection 11.03(2) of the CCAA, no Proceeding may be commenced or continued against any of the former, current or future directors or officers of the Chapter 11 Debtors with respect to any claim against the directors or officers that arose before the date hereof and that relates to any obligations of the Chapter 11 Debtors whereby the directors or officers are alleged under any law to be liable in their capacity as directors or officers for the payment or performance of such obligations.

11. **THIS COURT ORDERS** that no Proceeding shall be commenced or continued against or in respect of the Information Officer, except with leave of this Court. In addition to the rights and protections afforded the Information Officer herein, or as an officer of this Court, the Information Officer shall have the benefit of all of the rights and protections afforded to a Monitor under the CCAA, and shall incur no liability or obligation as a result of its appointment or the carrying out of the provisions of this Order, save and except for any gross negligence or wilful misconduct on its part.

OTHER PROVISIONS RELATING TO INFORMATION OFFICER

12. **THIS COURT ORDERS** that the Information Officer:

- (a) is hereby authorized to provide such assistance to the Foreign Representative in the performance of its duties as the Foreign Representative may reasonably request;
- (b) shall report to this Court periodically with respect to the status of these proceedings and the status of the Foreign Proceeding, which reports may include information relating to the Property, the Business, or such other matters as may be relevant to the proceedings herein;

- (c) in addition to the periodic reports referred to in paragraph 12(b) above, the Information Officer may report to this Court at such other times and intervals as the Information Officer may deem appropriate with respect to any of the matters referred to in paragraph 12(b) above;
- (d) shall have full and complete access to the Property, including the premises, books, records, data, including data in electronic form, and other financial documents of the Chapter 11 Debtors, to the extent that is necessary to perform its duties arising under this Order; and
- (e) shall be at liberty to engage independent legal counsel or such other persons as the Information Officer deems necessary or advisable respecting the exercise of its powers and performance of its obligations under this Order.

13. **THIS COURT ORDERS** that the Chapter 11 Debtors and the Foreign Representative shall (a) advise the Information Officer of all material steps taken by the Chapter 11 Debtors or the Foreign Representative in these proceedings or in the Foreign Proceeding, (b) co-operate fully with the Information Officer in the exercise of its powers and discharge of its obligations, and (c) provide the Information Officer with the assistance that is necessary to enable the Information Officer to adequately carry out its functions.

14. **THIS COURT ORDERS** that the Information Officer shall not take possession of the Property and shall take no part whatsoever in the management or supervision of the management of the Business and shall not, by fulfilling its obligations hereunder, be deemed to have taken or maintained possession or control of the Business or Property, or any part thereof.

15. **THIS COURT ORDERS** that the Information Officer (a) shall post on its website all Orders of this Court made in these proceedings, all reports of the Information Officer filed herein, and such other materials as this Court may order from time to time, and (b) may post on its website any other materials that the Information Officer deems appropriate.

16. **THIS COURT ORDERS** that the Information Officer may provide any creditor of a Chapter 11 Debtor with information provided by the Chapter 11 Debtors in response to reasonable requests for information made in writing by such creditor addressed to the

Information Officer. The Information Officer shall not have any responsibility or liability with respect to the information disseminated by it pursuant to this paragraph. In the case of information that the Information Officer has been advised by the Chapter 11 Debtors is privileged or confidential, the Information Officer shall not provide such information to creditors unless otherwise directed by this Court or on such terms as the Information Officer, the Foreign Representative and the relevant Chapter 11 Debtors may agree.

17. **THIS COURT ORDERS** that the Information Officer and counsel to the Information Officer shall be paid by the Chapter 11 Debtors their reasonable fees and disbursements incurred in respect of these proceedings, both before and after the making of this Order, in each case at their standard rates and charges unless otherwise ordered by the Court on the passing of accounts. The Chapter 11 Debtors are hereby authorized and directed to pay the accounts of the Information Officer and counsel for the Information Officer on such terms as such parties may agree.

18. **THIS COURT ORDERS** that the Information Officer and its legal counsel shall pass their accounts from time to time, and for this purpose the accounts of the Information Officer and its legal counsel are hereby referred to a judge of the Commercial List of the Ontario Superior Court of Justice, and the accounts of the Information Officer and its counsel shall not be subject to approval in the Foreign Proceeding.

19. **THIS COURT ORDERS** that Canadian counsel to the Chapter 11 Debtors, the Information Officer and counsel to the Information Officer, shall be entitled to the benefit of and are hereby granted a charge (the “**Administration Charge**”) on the Property in Canada, which charge shall not exceed an aggregate amount of C\$1,500,000 as security for their professional fees and disbursements incurred in respect of these proceedings, both before and after the making of this Order. The Administration Charge shall have the priority set out in paragraphs 21 and 23 hereof.

INTERIM FINANCING

20. **THIS COURT ORDERS** that (i) the Term DIP Agent, for and on behalf of itself and the Term DIP Lenders (each as defined in the Interim DIP Order) shall be entitled to the benefit

of and is hereby granted a charge (the “**DIP Term Charge**”), (ii) the ABL DIP Agent, for and on behalf of itself and the ABL DIP Lenders (each as defined in the Interim DIP Order) shall be entitled to the benefit of and is hereby granted a charge (the “**DIP ABL Charge**”), and (iii) the Intercompany DIP Lenders (as defined in the Interim DIP Order) shall be entitled to the benefit of and is hereby granted a charge (the “**DIP Intercompany Charge**”, and together with the DIP Term Charge and the DIP ABL Charge, the “**DIP Charges**”) on the Property in Canada, in each case, consistent with the liens and charges created by the Interim DIP Order, provided however that, with respect to the Property in Canada, the DIP Charges shall have the priority set out in paragraphs 21 and 23 hereof, and further provided that, the DIP Charges shall not be enforced except with leave of this Court on notice to those parties on the service list established for these proceedings.

VALIDITY AND PRIORITY OF CHARGES CREATED BY THIS ORDER

21. **THIS COURT ORDERS** that the priorities of the Administration Charge and the DIP Charges (collectively, the “**Charges**”), as among them, shall be as follows:

- (a) First – Administration Charge (to the maximum of C\$1,500,000); and
- (b) Second – DIP Term Charge, DIP ABL Charge, and DIP Intercompany Charge, each having and subject to the relative priority of liens as set forth in the Interim DIP Order on the Property in Canada.

22. **THIS COURT ORDERS** that the filing, registration or perfection of the Charges shall not be required, and that the Charges shall be valid and enforceable for all purposes, including as against any right, title or interest filed, registered, recorded or perfected subsequent to the Charges coming into existence, notwithstanding any such failure to file, register, record or perfect the Charges.

23. **THIS COURT ORDERS** that the Charges (as constituted and defined herein) shall constitute a charge on the Property in Canada and such Charges shall rank in priority to all other security interests, trusts, liens, charges and encumbrances, claims of secured creditors, statutory or otherwise (collectively, “**Encumbrances**”) in favour of any Person.

24. **THIS COURT ORDERS** that except as otherwise expressly provided for herein, or as may be approved by this Court, the Chapter 11 Debtors shall not grant any Encumbrances over any Property in Canada that rank in priority to, or *pari passu* with, the Charges.

25. **THIS COURT ORDERS** that the Charges shall not be rendered invalid or unenforceable and the rights and remedies of the chargees entitled to the benefit of the Charges (collectively, the “**Chargees**”) shall not otherwise be limited or impaired in any way by (a) the pendency of these proceedings and the declarations of insolvency made herein; (b) any application(s) for bankruptcy order(s) issued pursuant to the *Bankruptcy and Insolvency Act*, RSC 1985, c B-3 (the “**BIA**”), or any bankruptcy order made pursuant to such applications; (c) the filing of any assignments for the general benefit of creditors made pursuant to the BIA; (d) the provisions of any federal or provincial statutes; or (e) any negative covenants, prohibitions or other similar provisions with respect to borrowings, incurring debt or the creation of Encumbrances, contained in any existing loan documents, lease, sublease, offer to lease or other agreement (collectively, an “**Agreement**”) which binds any Chapter 11 Debtor, and notwithstanding any provision to the contrary in any Agreement:

- (i) the creation of the Charges shall not create or be deemed to constitute a breach by a Chapter 11 Debtor of any Agreement to which it is a party;
- (ii) none of the Chargees shall have any liability to any Person whatsoever as a result of any breach of any Agreement caused by or resulting from the creation of the Charges; and
- (iii) the payments made by the Chapter 11 Debtors to the Chargees pursuant to this Order, and the granting of the Charges, do not and will not constitute preferences, fraudulent conveyances, transfers at undervalue, oppressive conduct, or other challengeable or voidable transactions under any applicable law.

26. **THIS COURT ORDERS** that the Charges created by this Order over leases of real property in Canada shall only be a Charge in the applicable Chapter 11 Debtors’ interest in such real property leases.

SERVICE AND NOTICE

27. **THIS COURT ORDERS** that any employee of any of the Chapter 11 Debtors who is sent a notice of termination of employment shall be deemed to have received such notice by no later than 8:00 a.m. Eastern Standard/Daylight Time on the fourth day following the date any such notice is sent, if such notice is sent by ordinary mail, expedited parcel or registered mail to the individual's address as reflected in the Chapter 11 Debtors' books and records; provided, however, that any notice of termination of employment that is sent to an employee of a Chapter 11 Debtor by electronic message to the individual's email address as last shown in the Chapter 11 Debtors' books and records shall be deemed to have been received 24 hours after the time such electronic message was sent, notwithstanding the mailing of any notices of termination of employment.

28. **THIS COURT ORDERS** that the E-Service Protocol of the Commercial List (the "Protocol") is approved and adopted by reference herein and, in this proceeding, the service of documents made in accordance with the Protocol (which can be found on the Commercial List website at <http://www.ontariocourts.ca/scj/practice/practice-directions/toronto/e-service-protocol/>) shall be valid and effective service. Subject to Rule 17.05 this Order shall constitute an order for substituted service pursuant to Rule 16.04 of the Rules of Civil Procedure. Subject to Rule 3.01(d) of the Rules of Civil Procedure and paragraph 21 of the Protocol, service of documents in accordance with the Protocol will be effective on transmission. This Court further orders that a Case Website shall be established in accordance with the Protocol with the following URL: www.ksvadvisory.com/experience/case/revlon.

29. **THIS COURT ORDERS** that if the service or distribution of documents in accordance with the Protocol or the CCAA and the regulations thereunder is not practicable (including as a result of COVID-19), the Chapter 11 Debtors, the Foreign Representative and the Information Officer are at liberty to serve or distribute this Order, any other materials and orders in these proceedings, any notices or other correspondence, by forwarding true copies thereof by prepaid ordinary mail, courier, personal delivery, facsimile transmission or electronic transmission to the Chapter 11 Debtors' creditors or other interested parties at their respective addresses (including e-mail addresses) as last shown on the books and records of the Chapter 11 Debtors and that any

such service or distribution shall be deemed to be received on the earlier of (a) the date of forwarding thereof, if sent by electronic message on or prior to 5:00 p.m. Eastern Standard/Daylight Time (or on the next business day following the date of forwarding thereof if sent on a non-business day); (b) the next business day following the date of forwarding thereof, if sent by courier, personal delivery, facsimile transmission or electronic message sent after 5:00 p.m. Eastern Standard/Daylight Time; or (c) on the third business day following the date of forwarding thereof, if sent by ordinary mail.

30. **THIS COURT ORDERS** that the Chapter 11 Debtors, the Foreign Representative, the Information Officer and their respective counsel are at liberty to serve or distribute this Order, any other materials and orders as may be reasonably required in these proceedings, including any notices, or other correspondence, by forwarding true copies thereof by electronic message to the Chapter 11 Debtors' creditors or other interested parties and their advisors. For greater certainty, any such distribution or service shall be deemed to be in satisfaction of a legal or judicial obligation, and notice requirements within the meaning of clause 3(c) of the *Electronic Commerce Protection Regulations*, Reg. 81000-2-175 (SOR/DORS).

GENERAL

31. **THIS COURT ORDERS** that the Information Officer may from time to time apply to this Court for advice and directions in the discharge of its powers and duties hereunder.

32. **THIS COURT ORDERS** that nothing in this Order shall prevent the Information Officer from acting as an interim receiver, a receiver, a receiver and manager, a monitor, a proposal trustee, or a trustee in bankruptcy of any Chapter 11 Debtor, the Business or the Property.

33. **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 of America, to give effect to this Order and to assist the Chapter 11 Debtors, the Foreign Representative, the Information Officer, and their respective counsel and 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 Chapter 11

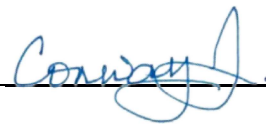
Debtors, the Foreign Representative and the Information Officer, as may be necessary or desirable to give effect to this Order, or to assist the Chapter 11 Debtors, the Foreign Representative, the Information Officer and their respective counsel and agents in carrying out the terms of this Order.

34. **THIS COURT ORDERS** that each of the Chapter 11 Debtors, the Foreign Representative and the Information Officer be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order.

35. **THIS COURT ORDERS** that the Guidelines for Communication and Cooperation between Courts in Cross-Border Insolvency Matters issued by the Judicial Insolvency Network and adopted by this Court and the U.S. Bankruptcy Court and attached as Schedule “N” hereto (the “**JIN Guidelines**”), are hereby adopted by this Court for the purposes of these recognition proceedings.

36. **THIS COURT ORDERS** that any interested party may apply to this Court to vary or amend this Order or seek other relief on not less than seven (7) days’ notice to the Chapter 11 Debtors, the Foreign Representative, the Information Officer and their respective counsel, and to any other party or parties likely to be affected by the order sought, or upon such other notice, if any, as this Court may order.

37. **THIS COURT ORDERS** that this Order shall be effective as of 12:01 a.m. Eastern Standard 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

Court File No: CV-22-00682880-00CL

AND IN THE MATTER OF REVLON, INC. et al

APPLICATION OF REVLON, INC. UNDER SECTION 46 OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

Applicant

Ontario
**SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**
Proceeding commenced at Toronto

**SUPPLEMENTAL ORDER
(FOREIGN MAIN PROCEEDING)**

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Appendix “C”

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February 21, 2023

TO: HOLDERS OF UNSECURED NOTES CLAIMS AND GENERAL UNSECURED CLAIMS

RE: Recommendation Of Official Committee Of Unsecured Creditors With Respect To *First Amended Joint Plan Of Reorganization Of Revlon, Inc. And Its Debtor Affiliates Pursuant To Chapter 11 Of The Bankruptcy Code* (the “Plan”) [Docket No. [●]]¹

**THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF REVLON, INC. RECOMMENDS THAT YOU
VOTE IN FAVOR OF THE PLAN, WHICH INCORPORATES
THE TERMS OF A GLOBAL SETTLEMENT REACHED BY THE COMMITTEE, AND NOT TO
OPT OUT OF THE THIRD-PARTY RELEASES CONTAINED IN THE PLAN.
GENERAL UNSECURED CLAIMS ARE DIVIDED INTO SEPARATE CLASSES UNDER THE
PLAN. IF YOUR SPECIFIC CLASS REJECTS THE PLAN, YOU MAY RECEIVE NO
RECOVERY UNDER THE PLAN. THEREFORE, IT IS CRITICALLY IMPORTANT THAT YOU
VOTE TO ACCEPT THE PLAN IF YOU AGREE WITH OUR RECOMMENDATION.**

Our firm is counsel to the Official Committee of Unsecured Creditors (the “Committee”) appointed in the Chapter 11 cases of Revlon, Inc. and certain of its affiliated entities (collectively, “Revlon” or the “Debtors”). The Committee was appointed on June 24, 2022, by the Office of the United States Trustee, and is made up of six members, consisting of a cross-section of unsecured creditors, including trade, personal injury, and non-qualified pension claims. The PBGC and the Unsecured Notes Indenture Trustee are also represented on the Committee. The Committee engaged our firm as its restructuring counsel, Province, LLC (“Province”) as its financial advisor, and Houlihan Lokey Capital, Inc. (“Houlihan”) as its investment banker.

You are receiving this letter because you are entitled to vote on Revlon’s Plan. For the reasons outlined below, the Committee recommends that all unsecured creditors vote to APPROVE the Plan.

Committee Investigation And Plan Settlement

Starting at the outset of these Chapter 11 cases, the Committee and its professionals conducted an intensive investigation on several fronts, comprised of substantial document discovery and a number of depositions. We first investigated the valuation of the Debtors as a whole, and of their individual units, including what unencumbered value there might be for distribution to unsecured creditors. We also investigated both the 2019 Financing Transaction and the BrandCo Financing Transaction, including what viable causes of action the Debtors may have related to these transactions.

¹ The Plan and Disclosure Statement are available online at https://cases.ra.kroll.com/revlon/Home-DocketInfo?DocAttribute=6354&DocAttrName=PLANDISCLOSURESTATEMENT_Q&MenuID=19192&Attribute=Plan%20%26%20Disclosure%20Statement. Capitalized terms used but not defined herein shall have the meanings ascribed thereto in the Plan.



Throughout the investigation process, the Committee and its professionals also engaged in extensive and hard-fought negotiations with the Debtors, the Ad Hoc Group of BrandCo Lenders, and other parties. These negotiations resulted in the Plan Settlement embodied in the Plan.

The Committee believes the Plan Settlement is a fair resolution of the causes of action identified in its investigation, in lieu of commencing litigation, with its attendant costs and uncertainty of outcome. The Committee further believes that the Plan Settlement is appropriate under the circumstances and in the best interests of all unsecured creditors. Implementation of the Plan Settlement is subject to Confirmation and Consummation of the Plan.

Summary Of Distributions To Unsecured Creditors

Class²	Recovery (Class votes to accept)	Recovery (Class votes to reject)
Class 8 Unsecured Notes Claims	<ul style="list-style-type: none"> • New Warrants to purchase 11.75% of New Common Stock; strike price set at enterprise value of \$4 billion.³ 	Each Holder of a Claim in Class 8 that votes to accept the Plan and does not, directly or indirectly, object to, or otherwise impede, delay or interfere with, solicitation, acceptance, Confirmation or Consummation of the Plan (an “Consenting Unsecured Noteholder”) will receive 50% of what such Holder would have received had Class 8 voted in favor of the Plan. ⁴
Class 9(a) Talc Personal Injury Claims	36.10% of: <ul style="list-style-type: none"> • \$44,000,000 in cash; and • Any Retained Preference Action Net Proceeds.⁵ 	None.
Class 9(b) Non-Qualified Pension Claims	19.86% of: <ul style="list-style-type: none"> • \$44,000,000 in cash; and • Any Retained Preference Action Net Proceeds.⁶ 	None.
Class 9(c) Trade Claims	25.27% of: <ul style="list-style-type: none"> • \$44,000,000 in cash; and • Any Retained Preference Action Net Proceeds.⁷ 	None.
Class 9(d) Other General Unsecured Claims	18.77% of: <ul style="list-style-type: none"> • \$44,000,000 in cash; and • Any Retained Preference Action Net Proceeds; and 	None.

² Each Holder of a Claim in each Class will receive their pro rata share of the Class’s recovery.

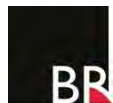
³ See Plan at §§ III.C.8, IV.A.4; Disclosure Statement at §§ I.C, VII.A.1.

⁴ If the Bankruptcy Court finds that recovery in these circumstances is improper, there shall be no distribution to Consenting Unsecured Noteholders under the Plan.

⁵ See Plan at §§ III.C.9, IV.A.5, IV.R, VI; Disclosure Statement at §§ I.C, VII.A.1, VII.A.2, VIII.C.18, VIII.E.

⁶ See Plan at §§ III.C.10, IV.A.5, IV.R, V; Disclosure Statement at §§ I.C, VII.A.1, VII.A.2, VIII.C.18, VIII.D.

⁷ See Plan at §§ III.C.11, IV.A.5, IV.R, V; Disclosure Statement at §§ I.C, VII.A.1, VII.A.2, VIII.C.18, VIII.D.



	13% of Allowed Contract Rejection Claims in excess of \$50 million. ⁸	
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The foregoing description of the settlement and Plan is not intended as a substitute for the Disclosure Statement. The Committee cannot provide you with any investment advice. Unsecured Creditors should read the Disclosure Statement and the Plan in their entirety, and then make their own respective independent decisions as to whether the Plan is acceptable. All Holders of Claims who vote in favor of the Plan will be deemed to grant the Third-Party Releases described in the Plan. Please review Article XII of the Disclosure Statement (“Risk Factors”).

THE COMMITTEE SUPPORTS THE PLAN AND BELIEVES THAT THE PLAN IS IN THE BEST INTERESTS OF ALL UNSECURED CREDITORS. ACCORDINGLY, THE COMMITTEE STRONGLY URGES UNSECURED CREDITORS TO ACCEPT THE PLAN AND NOT TO OPT OUT OF THE THIRD-PARTY RELEASES CONTAINED IN THE PLAN.

Your vote is important. To have your vote counted, you must complete and return the ballot previously provided to you in accordance with the procedures set forth therein. **PLEASE READ THE DIRECTIONS ON THE BALLOT CAREFULLY AND COMPLETE YOUR BALLOT IN ITS ENTIRETY THROUGH THE DEBTORS’ ONLINE BALLOTING PORTAL. PLEASE NOTE THAT CLASS 8 UNSECURED NOTES CLAIMS MASTER BALLOTS AND PRE-VALIDATED BENEFICIAL HOLDER BALLOTS MAY NOT BE SUBMITTED THROUGH THE ONLINE BALLOTING PORTAL BUT MAY BE SUBMITTED VIA EMAIL TO REVLONBALLOTS@RA.KROLL.COM.** Your ballot must be submitted *on or before March 20, 2023 at 4:00 p.m., prevailing Eastern Time* to be counted. If you previously voted against the Plan, the Committee encourages you to change your vote to reflect acceptance of the Plan.

If you have any questions or concerns regarding the Plan, please contact us at revloncommittee@brownrudnick.com

Sincerely,

BROWN RUDNICK LLP

⁸ See Plan at §§ III.C.12, IV.A.5, IV.R, V; Disclosure Statement at §§ I.C, VII.A.1, VII.A.2, VIII.C.18, VIII.D.