

IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION

CAUSE NO: FSD NO. 36 OF 2013 (AJEF)

IN THE MATTER OF THE COMPANIES LAW (2012 REVISION)

AND IN THE MATTER OF CIL LIMITED (IN OFFICIAL LIQUIDATION)

BEFORE THE HON. MR JUSTICE ANGUS FOSTER QC
IN CHAMBERS, 20 SEPTEMBER 2013

ORDER

UPON hearing Counsel for Peter Anderson and Matthew Wright of RHSV (Cayman) Limited as Joint Official Liquidators ("JOLs") of CIL Limited (the "Company") upon their summons dated 3 September 2013 and amended on 5 September 2013

AND UPON reading the Third Affidavit of Matthew Wright and Exhibit MW 3 sworn on 2 September 2013



IT IS ORDERED THAT:

1. the JOLs are authorised to enter into, execute and perform an International Protocol with Salvatore LaMonica, the Court-appointed chapter 7 trustee of the Company in the chapter 7 bankruptcy case in the Bankruptcy Court for the Southern District of New York, USA (the "Trustee") to promote the orderly administration of the estate of the Company pursuant to paragraph 6 of the Order dated 31 May 2013 in the form appended hereto;
2. A copy of this Order and all Reports to the Court filed pursuant to the said Order dated 31 May 2013 be provided to the Trustee; and
3. the JOLs' costs of this application be paid from the liquidation estate as an expense of the liquidation.

Dated this 20th day of September 2013

Filed this 24 day of September 2013

A handwritten signature in black ink, appearing to read "Angus Foster", is written over a horizontal line.

THE HON. MR JUSTICE ANGUS FOSTER
JUDGE OF THE GRAND COURT

This Order is filed by Campbells, Attorneys-at-Law, whose address for service is Floor 4, Willow House, Cricket Square, P.O. Box 884, George Town, Grand Cayman, Cayman Islands, B.W.I., KY1-1103, Tel: (1) 345 949 2648 (Ref: MG/14240-20563).

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INTERNATIONAL PROTOCOL

This International Protocol (the "Protocol") is entered into pursuant to the Order of the Honourable Justice Foster of the Grand Court of the Cayman Islands (the "Cayman Court") dated 31 May 2013 (the "Order") between Peter Anderson and Matthew Wright, as Joint Official Liquidators (the "JOLs") of CIL Limited (in official liquidation) (the "Company") and Salvatore LaMonica (the "Trustee"), the Court-appointed chapter 7 trustee of the Company in the chapter 7 bankruptcy case in the bankruptcy court for the Southern District of New York, USA (the "US Court" and together with the Cayman Court, the "Courts") under Case No. 13-11272 (the "Chapter 7 case").

1 RECITALS

- 1.1 The Company (until 1 April 2013 known as CEVA Investments Limited) is a Cayman Islands registered exempted company, incorporated on 15 August 2006 for the principal purpose of holding shares in CEVA plc.
- 1.2 On 1 April 2013, the shareholders of the Company passed a unanimous written resolution authorizing the presentation to the Cayman Court of a petition to wind up the Company and a subsequent application for a stay of the winding up petition and the appointment of joint

provisional liquidators to present a compromise or arrangement to creditors. A petition for the winding up of the Company was filed on 2 April 2013 under Cause No. FSD 36 of 2013 (AFJ).

- 1.3 On 22 April 2013, various creditors filed for relief under chapter 7 of title 11 of the United States Code (the "Bankruptcy Code") in the US Court.
- 1.4 On 14 May 2013, the Office of the United States Trustee appointed the Trustee as the interim Chapter 7 case trustee for the Company.
- 1.5 On 31 May 2013, the Grand Court entered an order appointing the JOLs.
- 1.6 The JOLs and the Trustee consider that a period of information-gathering and assessment must occur before the scope and nature of the tasks before them is ascertained.

2 SCOPE AND PURPOSE OF THE PROTOCOL

- 2.1 The JOLs and the Trustee seek by this protocol to promote orderly administration of the estate of the Company and avoid duplication of work and expense or conflict between the JOLs and the Trustee.
- 2.2 This Protocol is entered into for the purpose of setting forth the allocation of various duties and responsibilities to be undertaken by the JOLs and the Trustee with respect to the liquidation of the Company, and except as expressly provided herein, is not intended in any way to affect the JOLs' or the Trustee's rights, duties, and responsibilities with respect to the Company.

3 COOPERATION AND MUTUAL OPPORTUNITY FOR INPUT

- 3.1 To assist in the efficient administration of the Insolvency Proceedings, the Trustee and the JOLs shall, to the extent allowed by applicable law:



(a) reasonably consult and cooperate with each other in connection with actions taken in the Courts; and

(b) take any other reasonable steps to coordinate the administration of the Insolvency Proceedings in the United States and the Cayman Islands.

3.2 The Trustee and JOLs shall cooperate to constitute a committee of creditors (the "Committee") and both the Trustee and the JOLs shall participate in all meetings of the Committee. The purpose of the Committee will be to represent the interests of the creditors as a whole by overseeing the exercise of the powers of the JOLs/Trustee and by considering the remuneration of the JOLs in accordance with the Cayman Islands Insolvency Practitioners Regulations 2008, Reg. 12(1). The Committee may also be called upon to assist the JOLs/Trustee generally by acting as a sounding board in respect of issues arising in the course of the Insolvency Proceedings.

3.3 For the avoidance of doubt, the Committee shall not be required to consider the compensation of the Trustee, which shall be fixed by the US Court pursuant to section 326 of the Bankruptcy Code. The approval of this Protocol by the Cayman Court shall constitute the Cayman Court's authorisation for the compensation and expenses of the Trustee to be approved solely by the US Court. The approval of this Protocol by the US Court shall constitute the US Court's authorisation for the remuneration of the JOLs to be approved solely by the Cayman Court.

4 JURISDICTION OVER THE LIQUIDATION OF THE COMPANY'S ASSETS

4.1 Recognizing that under their respective appointments, both the JOLs and the Trustee assert responsibility for all of the assets of the Company, wherever they may be located, it is agreed that to effectively and efficiently manage the Insolvency Proceedings, the JOLs and the Trustee shall



allocate between themselves the processes of preservation and realisation of assets situated within or outside the Cayman Islands and the taking of proceedings against persons outside the Cayman Islands by further protocols. The JOLs shall, upon reasonable advance request, provide any information they may have to the Trustee regarding any such assets and the Trustee shall make available to the JOLs, upon reasonable advance request, any information concerning the assets or likely to assist in the liquidation thereof.

- 4.2 Without prejudice to the generality of the foregoing, nothing in this Protocol is intended to prejudice the right of the Trustee to be compensated by reference to assets remitted or distributed by the Trustee to the JOLs.

5 CONDUCT OF ACTIVITIES BY THE TRUSTEE

- 5.1 If, upon consultation, the JOLs and the Trustee jointly conclude that the liquidation of any assets owned by the Company should be effected by the Trustee, the JOLs and the Trustee will agree in writing the asset(s) to be liquidated by the Trustee. Similarly, if the JOLs and the Trustee jointly conclude that the liquidation of any assets owned by the Company should be effected by the JOLs, the JOLs and the Trustee will agree in writing the asset(s) to be liquidated by the Trustee.
- 5.2 Such agreement shall provide a budget associated with the liquidation of such assets.
- 5.3 The approval of this Protocol by the Cayman Court shall constitute the Cayman Court's authorisation, without further order, for the JOLs to permit the Trustee to effect the liquidation of such asset(s).
- 5.4 The approval of this Protocol by the US Court shall constitute the US Court's authorisation, without further order, for the Trustee to permit the JOLs to effect the liquidation of such asset(s).



6 COLLECTING IN PROPERTY AND DOCUMENTS BELONGING TO THE COMPANY

- 6.1 The JOLs and Trustee both have powers to collect information belonging to the Company. The JOLs have identified several service providers in the Cayman Islands from whom information will be collected, including the registered office provider, auditors, lawyers and other service providers. The Trustee has identified several service providers in the US and internationally from whom information will be collected, including professionals (e.g., attorneys, financial advisors, investment banks, etc...). The JOLs and the Trustee agree that they will share such information, either in electronic or hard copy, as is necessary for effective and efficient administration of the Insolvency Proceedings.
- 6.2 The provisions of section 5 above shall apply to assets of the Company situate outside the Cayman Islands and the US.
- 6.3 The Trustee is hereby authorized to conduct an investigation of all of the Company's assets inside and outside of the United States pursuant to Rule 2004 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") or any other applicable laws and rules. It is understood that on 3 July 2013, the Trustee filed a motion pursuant to Bankruptcy Rule 2004 to commence the investigation.

7 PROSECUTION OF CLAIMS AND CAUSES OF ACTION

- 7.1 The JOLs and Trustee have identified various potential claims and causes of action which may be pursued for the benefit of the Company. Following further investigation of those claims, the JOLs and the Trustee will jointly consider whether each claim is most closely connected with the US or with another territory.



7.2 Where the JOLs and Trustee agree that such claims are most closely connected with the US, or that it is in the best interests of the Company that claims be pursued in the US, the Trustee is authorized to pursue such claims in accordance with section 5 herein. The approval of this Protocol by the Cayman Court shall (i) constitute authorization for the JOLs to leave the task of prosecuting any claims and/or causes of action to the Trustee; and (ii) constitute sanction of those claims by the Cayman Court, to the extent necessary.

7.3 Where the JOLs and Trustee agree that such claims are most closely connected with the Cayman Islands, or that it is in the best interests of the Company that claims be pursued in the Cayman Islands, the JOLs are is authorized to pursue such claims in accordance with section 5 herein. The approval of this Protocol by the US Court shall (i) constitute authorization for the Trustee to leave the task of prosecuting any such claims and/or causes of action to the JOLs; and (ii) constitute sanction of those claims by the US Court, to the extent necessary.

7.4 When and if necessary, the JOLs and the Trustee may negotiate (subject to any necessary approval of the Courts) an amendment or addendum to this Protocol to allocate responsibility for the pursuit of claims following the initial investigative phase of the liquidation.

8 CONFIDENTIALITY, SHARING OF INFORMATION AND COMMON INTEREST

8.1 Any and all information considered to be of a confidential nature shared between the Trustee and JOLs shall be treated as such and each of the Trustee and the JOLs will ensure that both their respective staff, legal counsel and independent advisors will maintain the confidentiality of such information.



- 8.2 Both the Trustee and the JOLs shall be bound by, and shall adhere to, any confidentiality requirement, protective order, or other similar mechanism entered by either the US Court or the Cayman Court.
- 8.3 The Trustee and the JOLs shall, upon reasonable advance request, provide each other with any information either may have regarding any claims and/or causes of action being pursued or contemplated by either. In connection with any such claims or causes of action, or the reconciliation and adjudication of any disputes arising from asserted claims, debts or interests, and the liquidation of any assets, the Trustee, the JOLs, and their respective professionals (collectively, the "Common Interest Parties") have concluded that they share certain common legal interests, and that such interests will be best served if the Common Interest Parties can confidentially exchange privileged information, pool their individual attorney work product, and cooperate in a joint effort to pursue claims and causes of action and otherwise to administer the estate of the Company, subject to the continued protection of the attorney-client privilege, legal professional privilege and other privileges and protections. The Trustee and the JOLs agree that there is a mutuality of interest with respect to the pursuit of claims and causes of action by either of them, and with regard to the administration of the estate of the Company. Accordingly, it is the intention and understanding of the Common Interest Parties that the communications among them and their professionals are confidential and are protected from disclosure to any third party by legal professional privilege, litigation privilege, the attorney-client privilege, common interest privilege and work-product privileges.



9 ADJUDICATION OF CLAIMS

9.1 The Trustee and the JOLs agree that at present it is unclear whether the recoveries by the JOLs and the recoveries by the Trustee related to the Company will be sufficient to make distributions to creditors or shareholders of the Company, and therefore further agree that it is uncertain whether there will be any value to adjudicating, liquidating and allowing such claims or debts against, or interests in, the Company. In view of the foregoing, the JOLs agree that they will not expend material resources on the adjudication and reconciliation of claims until such time as it is apparent that there are likely to be funds available to distribute to creditors and/or shareholders, after making a reserve for expenses of the Insolvency Proceedings. The JOLs and the Trustee shall determine when funds are available for distribution to creditors which court or courts are appropriate to adjudicate the claims process.

10 REMISSION OF NET ASSETS AND PAYMENT OF DIVIDENDS AND DISTRIBUTIONS

10.1 The Trustee and the JOLs will consult and coordinate prior to the making of any distributions to creditors or shareholders of the Company to, among other things, ensure that creditors are unable to recover twice for the same claim.

11 PAYMENT OF PROFESSIONAL FEES/COMMISSIONS

11.1 Both the Trustee and the JOLs shall be entitled to retain legal counsel and such other professional advisers and staff as may be appropriate with respect to the activities contemplated by this Protocol. The approval of this Protocol by the Cayman Court shall constitute authority for the Trustee to retain such legal counsel and other professional advisers and staff without further order of the Cayman Court but shall be subject to the approval of the US Court. The approval of



this Protocol by the US Court shall constitute authority for the JOLs to retain such legal counsel and other professional advisers and staff without further order.

11.2 The Trustee shall receive his compensation from recoveries made in the Chapter 7 case pursuant to the Bankruptcy Code and orders of the US Court. The Trustee shall not, however, be required to obtain the approval of either the JOLs or the Cayman Court for either his compensation or that of his counsel, professionals or vendors, whose employment and fees and expenses have been approved by the US Court. Approval of this Protocol by the Cayman Court shall constitute authority for the Trustee to make payment out of the assets of the Company for such compensation and expenses as are approved from time to time by the US Court.

11.3 The JOLs will render an account to the Trustee of their remuneration (including costs of counsel, professionals, or other vendors). Except as provided herein, the JOLs shall not, however, be required to obtain the approval of either the Trustee or the US Court for their remuneration, or for that of their counsel or other professionals engaged directly by them, all of which shall be approved in accordance with the provisions of the laws of the Cayman Islands.

12 LIMITATION ON FURTHER INSOLVENCY PROCEEDINGS

12.1 The JOLs shall not (i) seek recognition of the Cayman Islands proceeding as a “foreign main proceeding” under Chapter 15 of the Bankruptcy Code, or (ii) seek powers beyond those recognized in this Protocol in connection with any request for recognition of the Cayman Islands proceedings as a “foreign non-main proceeding” under Chapter 15 of the Bankruptcy Code.

12.2 The Trustee shall not seek recognition of the Chapter 7 case in the Cayman Islands.



13 CONFLICTING COURT ORDER

- 13.1 If a party to this Protocol is directed by a court to act (or not act) with respect to a particular issue, such party's obligation to follow such direction shall not be impaired or abridged by this Protocol.
- 13.2 To the extent any party's obligation to follow a court's order conflicts with an obligation under this Protocol, such party shall be relieved from its obligation under this Protocol, but each party must notify the other in writing, copied to their counsel of record, the conflict between the court's direction or order and this Protocol.
- 13.3 Neither party to this Protocol, however, shall seek from any court any such direction or order inconsistent with this Protocol, and to the extent either party to this Protocol reasonably anticipates the potential for the entry of such a direction or order, such party shall give the other party as much written notice, and as much opportunity to object, as is reasonably practicable under the circumstances.

14 AMENDMENTS, WAIVERS, ETC.

- 14.1 This Protocol may not be waived, amended, or modified in any way except in writing signed by both the JOLs and the Trustee, and with the approval and authorization of the Courts. Notice of any proposed amendment or modification of this Protocol shall be provided to all parties hereto by the party seeking the amendment.



15 JURISDICTION OVER THE PROTOCOL

15.1 The US Court and the Cayman Court shall retain their respective jurisdiction over the Trustee and the JOLs for the purpose of enforcing the terms and provisions of this Protocol or approving amendments or modifications thereto.



16 EFFECTIVE DATE

16.1 This Protocol shall be deemed effective following its approval by the Courts, and shall have no binding or enforceable legal effect until approved by both the Courts.

16.2 Once approved by the Courts, this Protocol shall be binding on all parties to the Insolvency Proceedings, including, but not limited to, the Trustee, his successors and assigns, the Trustee's professionals, whether currently retained or retained in the future, and any professionals retained by any successors or assigns of the Trustee, the JOLs, their successors and assigns, the JOLs' professionals, whether currently retained or retained in the future, and any professionals retained by any successors or assigns of the JOLs, the creditors and any shareholders.

16.3 In the event of a subsequent order vacating, modifying or amending this Protocol, such order shall not rescind or nullify any action taken pursuant to the Protocol as of the date of such order.

Dated [____], 2013

For the Joint Official Liquidators of CIL Limited:

Peter Anderson, solely in his capacity as Joint Official Liquidator of CIL Limited (without personal liability)

Matthew Wright, solely in his capacity as Joint
Official Liquidator of CIL Limited (without
personal liability)

For the chapter 7 trustee:

Salvatore LaMonica, chapter 7 trustee

SO ORDERED:

HONORABLE JAMES M. PECK
UNITED STATES BANKRUPTCY JUDGE

THE HONOURABLE MR JUSTICE FOSTER
JUDGE OF THE GRAND COURT

