

IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION

CAUSE NO: FSD 122 OF 2013 (AJEF)

IN THE MATTER OF SECTION 86 OF THE COMPANIES LAW (2012 REVISION)

AND IN THE MATTER OF THE GRAND COURT RULES 1995 ORDER 102

AND IN THE MATTER OF MIR UK HEDGE FUND LIMITED

Before The Hon Mr. Justice Angus Foster
In Chambers, 24 September 2013



ORDER

UPON THE PETITION of MIR UK Hedge Fund Limited (the "Petitioner")

AND UPON READING the Summons of the Petitioner dated 9 September 2013

AND UPON READING the said Petition and the First Affidavit of Giles Morland dated 9 September 2013 and the proposed scheme of arrangement and shareholder documentation exhibited thereto (the "Shareholder Circular")

AND UPON HEARING Counsel for the Petitioner

IT IS ORDERED AND DIRECTED THAT:-

1. The Petitioner be at liberty to convene a meeting of the Ordinary Shareholders of the Petitioner and a meeting of the Management Shareholders of the Petitioner appearing in the Petitioner's register of members for the purpose of considering and, if thought fit, approving (with or without modification) the Scheme (the "**Scheme Meetings**").
2. The method of convening the Scheme Meetings and for the mode of delivery of the Shareholder Circular and form of proxy to the holders of Ordinary and Management Shares in the Petitioner shall be as follows:
 - a. the Shareholder Circular and form of proxy shall be delivered to the persons or entities listed in Article 140 (a)-(h) of the Articles of Association and where shares in the Petitioner

- are held via non-discretionary mandates then to each of the underlying private client investors;
- b. the mode of delivery of the Shareholder Circular and form of proxy in the case of shareholders shall be by courier, and in the case of any other person, by first class airmail to the addresses in the Register of Members maintained in accordance with Article 27 of the Articles of Association;
 - c. a custodian holding Shares in the Petitioner shall be permitted to cast votes both for and against the Scheme in the respective Scheme Meetings in accordance with the instructions of its clients;
 - d. in so voting, such custodian shall specify the number of votes cast in favour of the Scheme and the number of clients on whose instructions they are cast and the number of votes cast against the Scheme and the number of clients on whose instructions they are cast.
3. The Chairman of each of the Scheme Meetings shall be appointed in accordance with Article 57 of the Articles of Association of the Petitioner.
4. Each Chairman of a Scheme Meeting conducted pursuant to this Order shall report the results thereof to this Honourable Court within 7 days of such Scheme Meeting by way of affidavit verifying:
- a. that notice of such Scheme Meeting was duly sent in accordance with this Order;
 - b. that such Scheme Meeting was duly held in accordance with this Order; and
 - c. full particulars of the voting at such Scheme Meeting.
5. The directions in paragraphs 1 to 4 above shall be carried out in accordance with the timetable hereby prescribed by this Court and set out in Schedule A to this Order.

DATED this 24th day of September 2013

FILED this 25 day of September 2013



The Honourable Mr Justice Angus Foster
JUDGE OF THE GRAND COURT



Schedule A

Scheme Timetable



Key dates	
<i>First Hearing before the Grand Court of the Cayman Islands</i>	
Filing petition with the Grand Court of the Cayman Islands	Occurred on Monday, 9 September 2013
First Court Hearing before the Grand Court of the Cayman Islands	Occurred on Tuesday, 24 September 2013
<i>Meeting of Shareholders in MIR UK Hedge Fund</i>	
Documentation to be sent to Shareholders	Thursday, 3 October 2013
Latest date for transmission by non-discretionary beneficial owners to registered shareholders of voting instructions for Scheme Meetings	Friday, 25 October 2013
Latest time for lodging forms of proxy for the Scheme Meetings	By fax or mail with the Fund's Administrator 5pm (Dublin time), Monday, 28 October 2013. By hand with Chairman of meeting at 11am (Geneva time) on Tuesday, 29 October 2013.
Separate Class meetings of Shareholders	
Meeting of Management Shareholders:	11am (Geneva time), Tuesday, 29 October 2013
Meeting of Ordinary Shareholders:	12noon (Geneva time), Tuesday, 29 October 2013

<i>Sanction Hearing before the Grand Court of the Cayman Islands</i>	
Affidavit of Chairman of Scheme Meetings to be filed with the Grand Court of the Cayman Islands	Tuesday, 5 November 2013
Court Hearing	Tuesday, 12 November 2013

