

IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION

CAUSE NO. FSD NO 63 OF 2014 (AJJ)

In Open Court on 3rd, 4th and 7th November and 5th December 2014

The Honourable Mr. Justice Jones QC



IN THE MATTER OF THE COMPANIES LAW (2013 REVISION) (AS REVISED)

AND IN THE MATTER OF VC COMPUTER HOLDINGS LIMITED

WINDING UP ORDER

UPON hearing counsel for Zukiapa Management Limited and Sakaras Holdings Limited (the "Petitioners") on their petition dated 20th June 2014 as amended on 13th August 2014 for an order that VC Computer Holdings Limited (the "Company") be wound up and the Petitioners' application for disclosure by way of summons dated 28th August 2014;

AND UPON hearing counsel for the Company and Mertal Overseas SA ("Mertal");

AND UPON reading the Amended Petition, the 1st, 2nd, 3rd and 4th affidavits of Dr Olga Finkel, the 1st affidavit of Kris Beighton, the 1st and 2nd affidavit of Alexander Lawson, the 1st and 2nd affidavit of Mikhail Krasnov, the 1st affidavit of Gina Athey, the 2nd Affidavit of Georgette Bakhit, the 1st affidavit of Natalia Terekhova, the 1st, 2nd, 3rd, 4th and 5th Affidavits of Luis Filipe Azevedo, the 1st Affidavit of Ben Hobden and the 1st, 2nd, 3rd, 4th and 5th Affidavits of Astrid Stewart.

IT IS ORDERED that:-

1. The Company be wound up in accordance with the Companies Law.

2. Kris Beighton and Alexander Lawson of KPMG, P.O. Box 493, Century Yard, Cricket Square, Grand Cayman KY1-1106, Cayman Islands (+1345 815 2667) be appointed as Joint Official Liquidators of the Company.
3. The Joint Official Liquidators are hereby authorized to exercise the powers set out in paragraphs 2, 10 and 11 of Part I, schedule 3 of the Companies Law (2013 Revision) without further sanction of the Court.
4. The Joint Official Liquidators are hereby authorized to exercise the power set out in paragraph 1 of Part I, Schedule 3 of the Companies Law (2013 Revision) without further sanction of the Court to the extent that the exercise of such power is incidental to collecting or securing the Company's assets and/or property (whether in the Cayman Islands or outside of the Cayman Islands) or information in relation thereto.
5. During the period of their appointment any act required or authorised to be done by the Joint Official Liquidators may be done by any one or more of the Joint Official Liquidators.

AND upon reading the letter dated 5 December 2015 and written by the Provisional Liquidators

IT IS HEREBY DIRECTED that:-

6. The Company and Mr. Azevedo shall by noon on Wednesday 9th December 2014 disclose the following information in writing to the Joint Official Liquidators: confirmation of (i) the location(s) of storage of all of the Company's books and records (both hard copy and electronic records), including those held by any agent of the Company and (ii) the name and full contact details of the person(s) (a) in control of the premises at which such records are stored and (b) with authority to provide the Joint Official Liquidators with access to such books and records and to release such books and records to them. [Following the disclosure of the above information, Mr.



Azevedo shall co-operate with the Joint Official Liquidators in arranging the collection of such of those books and records as the Joint Official Liquidators may require.

7. The Company and/or Mr. Azevedo shall by noon on Wednesday 9th December 2014 execute and provide the requested letter to Rosbank (Switzerland) SA required by the Joint Official Liquidators as provided to Mr. Azevedo on 4th November 2014.

AND IT IS FURTHER ORDERED that:-

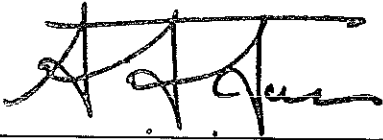
8. The Petitioners' costs of the Petition shall be paid out of the assets of the Company as an expense of the liquidation, such costs to be taxed if not agreed with the Joint Official Liquidators on the indemnity basis, save that the Petitioners be at liberty to apply for an order that all of the Petitioner's costs in this Petition be met jointly and severally by the Company, Meral and identified third parties controlling the litigation on behalf of the Company and Meral.
9. In the event the Joint Official Liquidators agree that the legal costs recoverable by the Petitioner will be greater than US\$100,000, the sum of US\$100,000 paid into the court in August 2014 shall be released by issuing a cheque payable to Turners, the Petitioner's attorney's, in part payment of the Petitioner's costs of this Petition to be agreed or taxed on the indemnity basis.
10. Any application by the Petitioners to seek an order for costs against Meral, Mr Azevedo and/or any other third parties personally, shall be made by summons issued and served by Monday, 5th January 2015, together with a written submission and affidavit setting out any evidence upon which the Petitioners intend to rely.



11. Liberty to apply.

Dated the 5th day of December 2014.

Filed the 15th day of December 2014.



The Hon Mr. Justice Andrew J. Jones, QC
JUDGE OF THE GRAND COURT

This Winding Up Order was filed by Turners, Attorneys-at-Law, PO Box 2636, George Town, Grand Cayman KY1-1102, for the Petitioners whose address for service is care of its said Attorneys-at Law.