

IN THE GRAND COURT OF THE CAYMAN ISLANDS

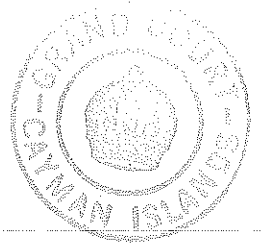
FINANCIAL SERVICES DIVISION

CAUSE NO. FSD 124 OF 2015 (NAS)

IN THE MATTER OF SECTION 131 OF THE COMPANIES LAW (2013 REVISION)

AND IN THE MATTER OF VISION CAPITAL LIMITED (IN VOLUNTARY LIQUIDATION)

ORDER



UPON the Petition and Summons filed in this proceeding on 4 August 2015

AND UPON reading the First Affidavit of Alexander Lawson sworn on 3 August 2015 and the First Affidavit of Christine Dolbeare sworn on 24 September 2015.

AND UPON reading the Skeleton Argument of the Petitioners, the Skeleton Argument of KBW Holdings Limited (**KBW**) and HRH Prince Khaled Bin Alwaleed Bin Talal Bin Abdulaziz Bin Al Saud (**Prince Khalid**) and the Supplementary Skeleton Argument of Petitioners

AND UPON hearing from the attorneys for the Petitioners and for KBW and Prince Khaled

IT IS HEREBY ORDERED THAT

1. The liquidation of the Company be continued under the supervision of the Court.
2. Alexander Lawson and Kris Beighton of KPMG, P.O. Box 493, Century Yard, Cricket Square, Grand Cayman KY1-1106, Cayman Islands be appointed as Joint Official Liquidators ("**JOLs**") of the Company.
3. In addition to the powers prescribed by Part II of the Third Schedule to the Companies Law which are exercisable, jointly and severally, with or without sanction of the Court,

the JOLs may, also without the sanction of the Court (but subject to and without limiting or affecting the right of any creditor or contributory to apply to the Court under section 110(3) of the Companies Law (2013 Revision)):

- (a) exercise the following powers, jointly and severally:
- (i) to dispose of any property of the Company to KBW and/or Prince Khalid and/or their nominees, whether or not they are related to the Company;
 - (ii) to pay any class of creditors in full;
 - (iii) to make any compromise or arrangement with creditors or persons claiming to be creditors or having or alleging themselves to have any claim (present or future, certain or contingent, ascertained or sounding only in damages) against the Company or for which the Company may be rendered liable;
 - (iv) to compromise on such terms as may be agreed all debts and liabilities capable of resulting in debts, and all claims (present or future, certain or contingent, ascertained or sounding only in damages) subsisting, or supposed to subsist between the Company and a contributory or alleged contributory or other debtor or person apprehending liability to the Company;
 - (v) to deal with all questions in any way relating to or affecting the assets or the winding up of the Company, to take any security for the discharge of any such call, debt, liability or claim and to give a complete discharge in respect of it;
 - (vi) to engage staff (whether or not as employees of the Company) to assist them in the performance of their functions; and
 - (vii) to engage attorneys and other professionally qualified persons to assist them in the performance of their functions;
- (b) exercise the power, to ascertain and conduct investigations into the affairs of the Company, including without prejudice to the generality of the foregoing, the



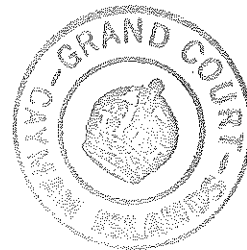
power to inspect, review, secure, take possession of and copy all books, records and documents of the Company and its bankers, accountants, auditors and other advisors or agents, or any other person whether in the Cayman Islands or overseas.

4. For the avoidance of doubt the powers bestowed on the JOLs herein may be exercised by them within and outside the Cayman Islands.
5. The Petitioners' costs of this petition shall be paid out of the assets of the Company as an expense of the liquidation.
6. These proceedings, being cause no. FSD 124 of 2015 (NAS) and cause no. FSD 138 of 2015 (NAS) (the "**Consolidated Proceedings**"), be treated as consolidated for the purposes of the Court Fees Rules 2009 (as amended) (the "**CFR**").
7. The combined filing fees payable upon the issuing of the Petitions for the Consolidated Proceedings pursuant to section 3(4) and paragraph 1 of Part B of the CFR shall be CI\$5,000.

DATED this *5th* day of *October* 2015
FILED this *5th* day of *October* 2015

Segal

The Honourable Mr Justice Segal
JUDGE OF THE GRAND COURT

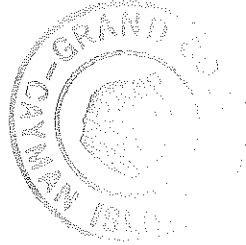


This Order is filed by Carey Olsen, Attorneys for the Plaintiff, whose address for service is Level 1, Willow House, Cricket Square, Grand Cayman, Cayman Islands KY1-1001.

Approved as to form and content:

Carey Olsen

CAREY OLSEN
Attorneys for the Petitioners



Approved as to form and content:

Travers Thorp Alberga

TRAVERS THORP ALBERGA
Attorneys for KBW Holdings Limited
and HRH Prince Khalid Bin Alwaleed
Bin Talal Bin Abdulaziz Bin Al Saud