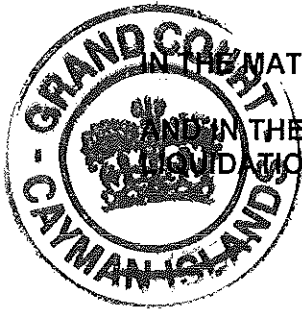


IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION

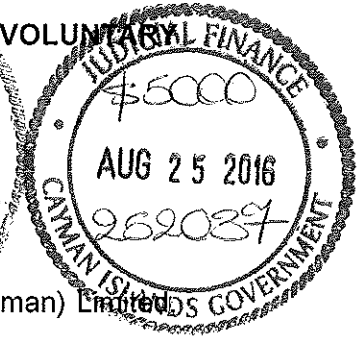
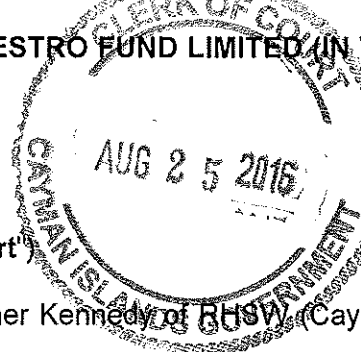
CAUSE NO. FSD 122 OF 2016



IN THE MATTER OF SECTION 124 OF THE COMPANIES LAW (2013 REVISION)

IN THE MATTER OF OLD PARK CAPITAL MAESTRO FUND LIMITED (IN VOLUNTARY LIQUIDATION)

PETITION



To: The Grand Court of the Cayman Islands (the "Court")

The humble petition of Matthew Wright and Christopher Kennedy of RHSW (Cayman) Limited, Windward 1, Regatta Office Park, PO Box 897, Grand Cayman KY1-1103, Cayman Islands, George Town, Grand Cayman, Cayman Islands (the "Petitioners"), shows that:

Particulars of Incorporation

1. Old Park Capital Maestro Fund Limited (in Voluntary Liquidation) (the "Company") is an exempted company limited by shares incorporated on 27 September 2013 and organised pursuant to the Companies Law of the Cayman Islands (as revised). The registration number of the Company issued by the Registrar of Companies is 281412.
2. The Company was registered as a mutual fund with Cayman Islands Monetary Authority ("CIMA") on 1 August 2014 (Reference Number 1144205).
3. The registered office of the Company was, prior to the commencement of the voluntary liquidation of the Company, at Mourant Ozannes Corporate Services (Cayman) Limited, P. O. Box 1348, 94 Solaris Avenue, Camana Bay, Grand Cayman KY1 – 1108, Cayman Islands. The registered office of the company is now care of RHSW (Cayman) Limited, Windward 1, Regatta Office Park, PO Box 987, Grand Cayman, KY1-1103, Cayman Islands.
4. The most recent version of the Memorandum and Articles of Association (the "Articles") were adopted by the Company on 31 July 2014. The objects for which the Company was established are unrestricted.
5. The directors of the Company prior to the commencement of the voluntary liquidation of the Company were Eric Bertrand, Russell Burt and Hugo van Kuffeler.

6. The Company has an authorised share capital of US\$50,000 divided into 100 Founder Shares with a par value of US\$1.00 each and 49,900,000 Participating Shares with a par value of US\$0.001 each (the "**Shares**").
7. The Shares are owned by the following entities:
 - (a) CITCO Global Custody (NA) NV Ref AAF
 - (b) KBL European Private Bankers/Zephyr 07 SA SICAV SIF/KONA(the "**Shareholders**").

Commencement of the voluntary liquidation of the Company

8. Section 116(c) of the Companies Law (2013 Revision) (the "**Law**") provides as follows:

"A company incorporated and registered under this Law [...] may be wound up voluntarily-

[...]

(c) if the company resolves by special resolution that it be wound up voluntarily;"

9. A "*Special Resolution*" is defined in Article 1 of the Articles as:

"[having] the same meaning as in the Statute, and includes a unanimous written resolution"

10. The effect of this is to incorporate the definition of a "**Special Resolution**" contained in section 60 of the Law, which provides that:

"A resolution is a special resolution when-

[...]

(b) if so authorised by [the Articles], it has been approved in writing by all of the members entitled to vote at a general meeting of the company in one or more instruments each signed by one or more of the members aforesaid, and the effective date of the special resolution so adopted shall be the date on which the instrument or the last of such instruments, if more than one, is executed."

11. On 25 July 2016 the Shareholders (being the only voting shareholders of the Company) passed the following as ordinary resolutions:

- (i) That the Petitioners be appointed joint voluntary liquidators of the Company with the power to act jointly and severally.
- (ii) That the remuneration of the Petitioners be fixed by reference to time spent attending to matters arising in the winding up and that the Petitioners be authorised to pay such time, costs and expenses on account of their remuneration and expenses pending the completion of the liquidation.

The following were passed as special resolutions:

- (iii) That the Company be placed in voluntary winding up.
- (iv) That the Petitioners be authorised to divide among the Shareholders in specie or in kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose, set such value as the Petitioners deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Shareholders or different classes of Shareholders.

12. In the premises:

- (a) the Company duly resolved by special resolution that it be wound up voluntarily pursuant to section 116(c) of the Law; and
- (b) the voluntary winding up of the Company is deemed to have commenced on 25 July 2016 pursuant to section 117(1)(a) of the Law.

13. The Petitioners filed a notice of winding up and consent to act as the joint voluntary liquidators of the Company with the Registrar of Companies on 28 July 2016 in accordance with sections 123(1)(a) and 123(1)(b) of the Law and Order 13, rules 2(a) and 2(b) of The Companies Winding Up Rules 2008 (as amended) (the "CWR"). Accordingly, the Petitioners' appointment took effect on 28 July 2016 pursuant to section 119(3) of the Law and Order 13, rule 3(2) of the CWR.

Declaration of solvency

14. As at the date of this Petition, the Petitioners have not received an executed declaration of solvency from any of the directors of the Company, Hugo van Kuffeler, Eric Bertrand and Russel Burt (the "**Directors**") in the form required by section 124(2) of the Law and Order 14, rule 1 of the CWR (a "**Declaration of Solvency**"), nor, to the best of the knowledge of the Petitioners, have any of the Directors filed an executed Declaration of Solvency with the Registrar of Companies in accordance with section 123(1)(c) of the Law and Order 13, rule 2(2) of the CWR.
15. The Petitioners arranged a call with the Directors on 26 July 2016 during which they inquired as to whether they would be providing an executed Declaration of Solvency. The Directors confirmed that they were not able to sign such a declaration. In an email dated 2 August 2016 Russell Burt confirmed on behalf of the Directors that: "*we will NOT be able to sign the declaration of solvency*". On 9 August 2016 the Petitioners received separate letters from Eric Bertrand and Hugo van Kuffeler stating that they would not be able to sign a declaration of solvency and that he believed that the Company was insolvent. As of the date of the Petition, the Petitioners have received confirmation from all of the Directors that they will not provide an executed Declaration of Solvency.

Requirement for Court supervision

16. Under section 124(1) of the Law, the Petitioners are required to present a petition seeking that the winding up of the Company continue under the supervision of the Court if a Declaration of Solvency executed by all of the Directors is not provided within 28 days of the commencement of voluntary liquidation.
17. As at the date of this Petition, all of the Directors have confirmed that they will not provide an executed Declaration of Solvency. In these circumstances, the Petitioners consider it prudent to now seek that the winding up of the Company continue under the supervision of the Court, rather than wait for 28 days to elapse.

Consent to Appointment as Joint Official Liquidators

18. Matthew Wright is a qualified insolvency practitioner (as that term is defined in section 89 of the Law) and consents to his appointment as a joint official liquidator of the Company.

19. Christopher Kennedy is a qualified insolvency practitioner (as that term is defined in section 89 of the Law) and consents to his appointment as a joint official liquidator of the Company.

Your Petitioners therefore humbly pray that:

1. The winding up of the Company continue under the supervision of the Court.
2. Matthew Wright and Christopher Kennedy of RHSW (Cayman) Limited, Windward 1, Regatta Office Park, PO Box 897, Grand Cayman, KY1-1103, Cayman Islands, Cayman Islands be appointed as joint official liquidators of the Company (the "JOLs").
3. The JOLs shall not be required to give security for their appointment.
4. The JOLs be authorised to take any such action as may be necessary or desirable to obtain recognition of the appointment of the JOLs and/or bring commence liquidation proceedings against creditors in any other relevant jurisdiction and to make applications to the courts of such jurisdictions for such purpose.
5. The JOLs be authorised to act jointly and severally and exercise any of the following powers within and outside the Cayman Islands specified in Part I and Part II of the Third Schedule to the Law without further sanction or intervention of the Court, namely the powers:
 - (a) to bring or defend any action or other legal proceeding in the name and on behalf of the Company;
 - (b) to carry on the business of the Company so far as may be necessary for its beneficial winding up;
 - (c) to sell any of the company's property by public auction or private contract at market value with power to transfer the whole of it to any person or to sell the same in parcels;
 - (d) to engage staff (whether or not as employees of the Company) to assist them in the performance of their functions;
 - (e) to engage attorneys and other professionally qualified persons to assist them in the performance of their functions;

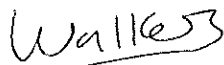
- (f) to take possession of, collect and get in the property of the Company and for that purpose to take all such proceedings as they consider necessary;
 - (g) to do all acts and execute, in the name and on behalf of the Company, all deeds, receipts and other documents and for that purpose to use, when necessary, the Company seal;
 - (h) to prove, rank and claim in the bankruptcy, insolvency or sequestration of any contributory for any balance against his estate, and to receive dividends in the bankruptcy, insolvency or sequestration in respect of that balance, as a separate debt due from the bankrupt or insolvent and rateably with the other separate creditors;
 - (i) to draw, accept, make and indorse any bill of exchange or promissory note in the name and on behalf of the Company, with the same effect with the respect of the Company's liability as if the bill or note had been drawn, accepted, made or indorsed by or on behalf of the Company in the course of its business;
 - (j) to promote a scheme of arrangement pursuant to section 86 of the Law;
 - (k) to convene meetings of creditors and contributories; and
 - (l) to do all other things incidental to the exercise of their powers.
6. The JOLs' remuneration and expenses be paid out of the assets of the Company in accordance with section 109 of the Law, the Insolvency Practitioner's Regulations 2008 (as amended) and Order 20 of the CWR.
7. The JOLs be at liberty to meet all disbursements reasonably incurred with the performance of their functions.
8. The JOLs shall have the authority to appoint Cayman Islands attorneys, and if necessary, legal representation in any other jurisdiction where the Company has or may have assets, as they may consider necessary to advise and assist them in the performance of their duties and to remunerate them for their reasonable fees and expenses out of the assets of the Company as an expense of the liquidation.
9. The JOLs be at liberty to and do pay their agents, employees, attorneys, solicitors and whomsoever else they may employ or instruct, remuneration and costs, and for the

avoidance of doubt, all such payments shall be made as and when they fall due out of the assets of the Company as expenses of the winding up.

10. No suit, action or other proceedings, including criminal proceedings, shall be proceeded with or commenced against the Company except with leave of the Court pursuant to section 97 of the Law.
11. No disposition of the Company's property by or with the authority of the JOLs in the carrying out of their duties and functions and the exercise of their powers shall be avoided by virtue of section 99 of the Law.
12. Any act required or authorised to be done by the JOLs may be done by any one of them.
13. The Petitioners' costs of and incidental to this Petition be paid from the assets of the Company, to be taxed on the indemnity basis if not agreed.
14. Such further or other orders or directions as the Court thinks fit.

AND your Petitioners will ever pray etc.

DATED the 25th day of August 2016



WALKERS
Attorneys-at-Law for the Petitioners

NOTE: This Petition will be served in accordance with any order of the Court requiring the Petitioners to do so.

This Petition was presented by Walkers, Attorneys-at-Law for the Petitioners whose address for service is care of their said Attorneys 190 Elgin Avenue, George Town, Grand Cayman KY1-9001, Cayman Islands.