

IN THE GRAND COURT OF THE CAYMAN ISLANDS  
FINANCIAL SERVICES DIVISION

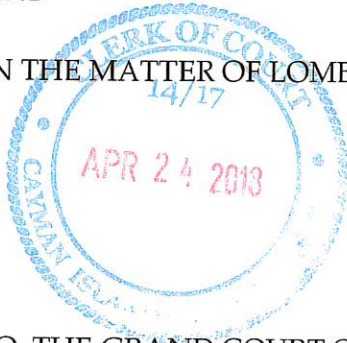


CAUSE NO. FSD 70 OF 2018

IN THE MATTER OF THE COMPANIES LAW (2018 REVISION)

AND

IN THE MATTER OF LOMBARD MEDICAL, INC.



\_\_\_\_\_

**WINDING UP PETITION**

\_\_\_\_\_



TO: THE GRAND COURT OF THE CAYMAN ISLANDS

The humble petition of Lombard Medical, Inc. (the "Petitioner" or the "Company") of  
Boundary Hall, Cricket Square, Grand Cayman , shows that:

**Background**

1. The Company was incorporated in the Cayman Islands on 16 January 2014 as an exempted non-resident company limited by shares under the then revision of the Companies Law. Its registration number is 284377.
2. The Company's registered office is situated at Boundary Hall, Cricket Square, Grand Cayman.
3. The authorised share capital of the Company is US\$1,000,000 divided into 100,000,000 shares with a par value of US\$0.01 each.
4. The Company's shares began trading on the ORCQX Market in November 2017 and currently trade at around US\$0.05/share.

5. The objects for which the Company was established are unrestricted and as more particularly set out in its Memorandum of Association.
6. The Company's principal business is to act as a holding company and wholly owns a number of subsidiaries around the globe (together, the "Group"). The ultimate operating companies within the Group are engaged in the business of creating medical devices focussed on the market for minimally invasive treatment of abdominal aortic aneurysms.

### **Insolvency**

7. Altura Medical Inc and Lombard Medical Technologies Inc (both being members of the Group and together, the "Borrowers") entered into a \$26m secured term loan (the "Facility") with Oxford Finance LLC (the "Lender") dated 24 April 2015. The Facility was guaranteed by the Company pursuant to the terms of a Guarantee and Indemnity dated 24 April 2015 (the "Guarantee").
8. The Group's management became concerned about its medium cash flow prospects towards the end of 2017 as cash burn exceeded revenue. At this time a short term forbearance was negotiated on the condition that the Company raised not less than \$5m of new equity before 1 February 2018.
9. The Company was unable to raise new equity.
10. The Company understood that the Lender was to present an acceleration notice to the Company and demand repayment of the amounts due under the Facility.
11. The Company does not have sufficient or indeed any assets to enable it to repay amounts due under the Guarantee being \$18,502,156.83. The Company also has a number of other unsecured creditors with which it has no assets to discharge.

12. In the premises, the Company is insolvent and cannot pay its debts.
13. As a result, the Petitioner seeks to wind up the Company on the basis that it is insolvent and cannot pay its debts as they fall due and it is otherwise just and equitable that the Company be wound up.
14. On 22 April 2018, the Company's board of directors has resolved to present this winding up petition as it is expressly permitted to do pursuant to Article 141(1) of the Company's articles of association thus complying with the provisions of Section 94(2) of the Companies Law (2018 Revision).

The Petitioner therefore humbly prays that:

- (1) The Company be wound up by the Court pursuant to Section 92(d) of the Companies Law (2018 Revision).
- (2) David Griffin and Andrew Morrison of FTI Consulting of Suite 3212, 53 Market Street, Camana Bay, PO Box 30613, Grand Cayman KY1-1203 be appointed as joint official liquidators of the Company (the "JOLs") with the power to act jointly and severally.
- (3) The JOLs shall not be required to give security for their appointment.
- (4) The JOLs be authorised to exercise such of the powers specified in Part I of the Third Schedule to the Companies Law (2018 Revision) as the Court may direct.
- (5) No suit, action or other proceeding may be proceeded with or commenced against the Company except with the leave of the Court and subject to such terms as the Court may impose.

- (6) The remuneration and expenses of the JOLs be paid out of the assets of the Company in accordance with Part III of the Insolvency Practitioner's Regulations 2018 and Order 20 of the Companies Winding Up Rules, 2018.
- (7) No disposition of the Company's property by or with the authority of the JOLs in carrying out their duties and functions and exercise of their powers under this Order shall be voided by virtue of section 99 of the Companies Law (2018 Revision).
- (8) The JOLs be at liberty to appoint counsel, attorneys, and professional advisors, whether in the Cayman Islands or elsewhere as they may consider necessary to advise and assist them in the performance of their duties and on such terms as they may think fit and to remunerate them out of the assets of the Company.
- (9) The requirement to form a liquidation committee be dispensed with.
- (10) The JOLs be at liberty to apply generally.
- (11) The costs of this Petition shall be paid out of the assets of the Company, as an expense of the liquidation, to be taxed if not agreed.
- (12) Such further or other relief be granted as the Court deems appropriate.

**AND** your Petitioner will ever pray etc.

Dated this 24<sup>th</sup> day of April 2018

  
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Conyers Dill & Pearman

### Notice of Hearing

TAKE NOTICE THAT the hearing of this petition will take place at the Law Courts, George Town, Grand Cayman on the \_\_\_\_ day of \_\_\_\_\_ 2018 at \_\_\_\_ am/pm.

Any correspondence or communication with the Court relating to the hearing of this petition should be addressed to the Registrar of the Financial Services Division of the Grand Court at PO Box 495, Grand Cayman, KY1-1106, telephone 345 949 4296.

This Petition was filed by Conyers Dill & Pearman, Attorneys-at-Law for and on behalf of the Petitioner herein whose address for service is C/o Cricket Square, Hutchins Drive, P. O. Box 2681, George Town, Grand Cayman, KY1-1111.