



IN THE GRAND COURT OF THE CAYMAN ISLANDS

FINANCIAL SERVICES DIVISION

CAUSE NO. FSD 88 OF 2021 (ASCJ)

IN THE MATTER OF COMPANIES ACT (2021 REVISION)

AND IN THE MATTER OF STAR INTERNATIONAL DRILLING LTD

BEFORE THE HONOURABLE CHIEF JUSTICE

IN CHAMBERS, 13 APRIL 2021

ORDER

UPON the petition (the "**Winding Up Petition**") of Star International Drilling Ltd (the "**Company**")

AND UPON the Company's *ex parte* application for the appointment of joint provisional liquidators (the "**JPL Application**")

AND UPON reading the Affidavit of Michael Pearson sworn on 6 April 2021, the Affidavit of Flavio Antonio Esteves Galdino sworn on 6 April 2021, the Affidavit of Dunzelle Daker sworn on 12 April 2021, the Affidavit of Eleanor Fisher sworn on 7 April 2021, the Affidavit of Roy Baily sworn on 7 April 2021 and in each case the exhibits thereto

AND UPON hearing Counsel for the Company

IT IS ORDERED THAT:

1. Eleanor Fisher of EY (Cayman) Ltd. and Roy Bailey of Ernst & Young Ltd. British Virgin Islands be appointed joint provisional liquidators (the "**JPLs**") of the Company with the power to act jointly and severally.

This Order was filed by Ogier, Attorneys-at-Law for the Petitioner, whose address for service is:
89 Nexus Way, Camana Bay, Grand Cayman KY1-9009, Cayman Islands (Ref: JFF/LVS/425182.00002).



2. The JPLs are authorised to cooperate with the Company's sole director and its Brazilian counsel, Galdino & Coelho Advogados (“**G&C**”) in supporting the Company's RJ Proceeding (as defined in the Affidavit of Michael Pearson filed herein).
3. The JPLs are authorised to enter into the protocol attached hereto as Schedule 1, which, for the avoidance of doubt, forms part of the Order.
4. Without prejudice to the powers retained by the Company's sole director pursuant to paragraph 6 below, until further order, the JPLs are authorised to exercise, within and outside the Cayman Islands, and without further sanction of the Court, the power to:
 - (a) oversee and monitor the day-to-day operations of the Company and the actions taken by the sole director (or those to whom the sole director has granted powers-of-attorney for the management of the Company, such persons, collectively or severally, referred to herein as the “**Authorised Managers**”) pursuant to paragraphs 6(a) to (g) below and to attend meetings (in person or by telephone or video-conference) with the sole director (or his authorised representatives) and/or other officers of the Company, and confer with the sole director and/or the Authorised Managers with respect to the exercise by the sole director or the Authorised Managers of any powers or the making of any decisions by the sole director;
 - (b) for the purpose or in furtherance of the restructuring of the Company and its affiliates, do all acts and execute, in the name and on behalf of the Company, all deeds, receipts and other documents, and for that purpose, use the Company's company seal when necessary;
 - (c) address, in consultation with the sole director, questions from other parties in any way relating to or affecting the restructuring of the Company and its affiliates;
 - (d) consult and agree with the sole director and/or the Authorised Managers of the Company in respect of any sale of property, assets or businesses of the Company that are material or outside of the ordinary course of business, which will be subject to the approval of this Honourable Court in any event;
 - (e) consult and agree with the sole director and/or Authorised Managers of the Company in respect of raising or borrowing any new money or granting new security over the property of the Company;
 - (f) appoint attorneys and professional advisors, whether in the Cayman Islands or any other jurisdiction including, but not limited to the United States, Brazil, Luxembourg, Paraguay, Panama, India, or elsewhere, as they may consider necessary to advise and assist them in the performance of their duties and to cause them to be

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remunerated out of the assets of Company as an expense of the provisional liquidation;

- (g) prove, rank, claim and/or receive dividends in the bankruptcy, insolvency or sequestration of any debtor;
 - (h) discharge costs, expenses and debts incurred by the Company after the commencement of these proceedings as expenses or disbursements to the extent properly incurred in furtherance of the provisional liquidation;
 - (i) open a bank account in any relevant jurisdiction to the extent necessary and appropriate to properly discharge their duties in respect of the provisional liquidation;
 - (j) in consultation with the Company, engage staff (whether or not as employees of the Company and whether located in the Cayman Islands or elsewhere) to the extent necessary and appropriate to assist them in the performance of their duties in respect of the provisional liquidation as set forth herein;
 - (k) procure a resolution of the sole director and/or call a meeting of the shareholders of the Company as appropriate and necessary to properly discharge their duties in respect of the provisional liquidation as set forth herein;
 - (l) authorise the sole director and/or the Authorised Managers to exercise such of the above powers relating to the Company on such terms as the JPLs consider fit to the extent necessary and appropriate to properly discharge their duties in respect of the provisional liquidation as set forth herein; and
 - (m) do all other things incidental to the exercise of the powers and duties as set forth herein and not inconsistent therewith.
5. Until further order, and subject to the JPLs' oversight and monitoring of the exercise of such powers, and upon the sole director of the Company undertaking (i) to include the JPLs in any exercise of any powers or the making of any decisions by the sole director and/or Authorised Managers, and (ii) to attend weekly meetings with the JPLs, (or at such other frequency as the JPLs shall from time to time require), in person or by telephone or video-conference, either by himself or by representatives authorised to act on his behalf, the director and Authorised Managers of the Company be authorised to continue to exercise all powers of management conferred on them by the Company and conduct the ordinary, day-to-day, business operations of the Company.
6. In relation to matters outside of the ordinary course of business of the Company, the sole director and/or the Authorised Managers shall obtain the JPLs' prior approval of the exercise of the sole director's powers (which for the avoidance of doubt, includes the

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passing of all written resolutions for transactions outside the ordinary course of business). In the event that the JPLs and the sole director and/or Authorised Managers cannot agree upon a proposed action outside the ordinary course of the Company's business, the JPLs and the sole director and Authorised Managers have liberty to apply to the Court for directions. Without prejudice to the generality of the foregoing, the sole director and Authorised Managers of the Company are authorised to:

- (a) continue to operate the bank accounts of the Company in the ordinary course of the Company's business;
 - (b) conduct the annual general meeting of the Company's shareholders in accordance with the provisions of the Company's Articles of Association;
 - (c) communicate with and carry out any necessary filings with regulatory bodies as appropriate, in the name and on behalf of the Company;
 - (d) consult and agree with the JPLs in respect of steps to be taken for any sale of any other property, assets, or businesses of the Company beyond the usual course of business;
 - (e) continue to work with and maintain authorisations granted to G&C to represent the Company in the RJ Proceeding;
 - (f) continue to work with and maintain authorisations granted to Mr Andrew Childe in his capacity as the foreign representative of the RJ Proceeding of the Company, and support the Company's Chapter 15 Proceeding; and
 - (g) consult and agree with the JPLs in respect of raising or borrowing any new money or granting new security over the property of the Company.
7. The JPLs shall not be required to give security for their appointment.
8. For the avoidance of doubt:
- (a) no disposition of the Company's property by or within the authority of the JPLs in the carrying out of their duties and functions and the exercise of their powers pursuant to this Order shall be avoided by virtue of section 99 of the Companies Act;
 - (b) payments made into or out of the bank account(s) of the Company in the ordinary course of business of the Company after the date of presentation of the Winding Up Petition herein shall not be avoided by virtue of the provisions of section 99 of the Companies Act in the event of an order for the winding up of the Company being made on the Petition;

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- (c) all future transfers of the fully paid shares of the Company be approved and shall not be avoided by virtue of section 99 of the Companies Act whilst the Company is in provisional liquidation provided that the JPLs provide their written consent to each transfer of the shares; and
- (d) pursuant to section 97(1) of the Companies Act, no suit, action or other proceedings, including criminal proceedings, shall be proceeded with or commenced against the Company except with the leave of this Court and subject to such terms as this Court may impose.
9. Unless otherwise ordered by the Court, the JPLs shall not act on the instruction of any shareholder of the Company or receiver or assignee thereof.
10. The JPLs be directed to prepare and submit reports (the "**Reports**") to the Court on a sealed basis, on the conduct of the provisional liquidation. The JPLs be authorised, in connection with the preparation of the Reports, to take all necessary steps with a view to identifying the viability of a restructuring including, without limitation, by way of a scheme of arrangement between the Company and its creditors or any class thereof pursuant to section 86 of the Companies Act and/or by way of analogous process available in any other foreign jurisdiction. In particular, the JPLs be authorised to:
- (a) review the financial position of the Company and, in particular, assess the feasibility of any proposal for a Restructuring; and
- (b) monitor, consult with and otherwise liaise with the creditors and other stakeholders as necessary the Company in determining whether a Restructuring will be successfully approved and implemented.
11. The first Report shall be filed (on a sealed basis), and served on the Company, within 12 weeks of the date of this Order. The JPLs shall file and serve further Reports every 4 months thereafter and at other intervals as the Court may from time to time direct.
12. The remuneration and expenses of the JPLs, including the expenses associated with the exercise of their powers shall be paid out of the assets of the Company on the basis set out in the Insolvency Practitioners' Regulations 2018 (the "**Regulations**"), subject to the approval of the Court.
13. Pending the approval of their fees by the Court, the JPLs are authorised to draw 80% of their fees, and 100% of their expenses, on account from the sums supplied to them by the Company and held by the JPLs for the purpose of discharging fees and expenses (the "**Restructuring Funding**") (as explained at paragraph 133 of the Affidavit of Michael Pearson dated 6 April 2021).

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14. The remuneration and expenses of the JPLs, to the extent they exceed the Restructuring Funding, shall be paid from the further assets of the Company.
15. Any creditor of the Company has liberty to apply to the Court at any time to vary or discharge this Order, on not less than 14 clear days' notice to the JPLs, and on receipt of such notice, the JPLs shall immediately notify the Company.
16. The hearing of the Winding Up Petition shall be adjourned generally. Any listing in the future shall be listed upon application to this Honourable Court by the JPLs, the Company or any creditor of the Company. Any such application by any creditor shall be served on the JPLs and the Company at least 14 clear days before the hearing of the application.
17. Subject to further order of the Court, the Company shall not be required to advertise the Winding Up Petition.
18. The JPLs and the sole director and Authorised Managers shall be at liberty to apply for further directions in relation to, without limitation, any matter concerning the Company or the conduct of the provisional liquidation, the sole director, the Authorised Managers, or the JPLs.
19. The costs of this Application shall be paid directly or indirectly out of the assets of the Company as an expense of the provisional liquidation.

DATED this 13th day of April 2021

FILED this 13th day of April 2021



The Honourable Chief Justice Anthony Smellie QC
Chief Justice of the Grand Court

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SCHEDULE 1

Insolvency Protocol

Constellation Overseas Ltd ("**Constellation**"), Constellation Services Ltd ("**Constellation Services**"), Lone Star Offshore Ltd ("**Lone Star**"), Gold Star Equities Ltd ("**Gold Star**"), Olinda Star Ltd ("**Olinda Star**"), Alpha Star Equities Ltd ("**Alpha Star**"), Hopelake Services Ltd ("**Hopelake**"), (the "**BVI Filing Entities**") and Star International Drilling Ltd ("**Star**") (collectively the "**JPL Filing Entities**" and the "**Companies**") and Eleanor Fisher of EY (Cayman) Ltd. and Roy Bailey of Ernst & Young Ltd. British Virgin Islands, as joint provisional liquidators (the "**JPLs**" and together with the Companies, the "**Parties**") of the Companies enter into this Insolvency Protocol Agreement (the "**Protocol**") with the Companies (acting by their directors) severally, as follows:

Preliminary Statement

The purpose of this Protocol is to ensure the just, efficient, orderly and expeditious administration of the provisional liquidation proceedings in the British Virgin Islands and the Cayman Islands (the "**Proceedings**"), to avoid duplication of work and conflict between the JPLs and the directors and management of the Companies, and to facilitate the function of the Proceedings in support of the Companies' global restructuring, as progressing in a centralised forum in Brazil through a judicially-supervised Brazilian *recuperacao judicial* (the "**RJ**") ("**Brazilian RJ Proceeding**").

The Proceedings

- A. On 6 December 2018, the Companies (excluding Hopelake) along with certain of their affiliates (the "**RJ Debtors**") filed a petition in Brazil commencing their procedurally joint Brazilian RJ

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Proceeding. The Companies are part of a global oil and gas enterprise (the "Constellation Group" or the "Group"). The Group elected to commence its centralised restructuring in Brazil because Brazil has historically been and presently is the operational centre of the Group's business; Brazil is the *principal establecimiento* or "principal place of business" of the Group for purposes of Brazilian restructuring law; and Brazil is the "centre of main interests" or "COMI" of each debtor filing for chapter 15 recognition for the purposes of U.S. restructuring law (relevant here because of the Group's New York-law governed debt).

- B. On 6 December 2018, the Brazilian Court entered an order formally accepting the RJ Debtors into the RJ. An amended plan support and lock-up agreement with a number of creditors was executed on 28 June 2019, and at a general creditors' meeting on 27 and 28 June 2019 the reorganisation plan (the "RJ Plan") was approved by creditors of the RJ Debtors. On 1 July 2019, the Brazilian RJ Court confirmed the RJ Plan.
- C. In order to achieve a globally coordinated, centralised and holistic restructuring, the Companies also commenced complementary restructuring proceedings in the BVI and in the United States. In the United States, certain affiliated RJ Debtors commenced proceedings in New York under chapter 15 of the U.S. Bankruptcy Code (the "Chapter 15 Proceedings") seeking recognition of the RJ. The RJ Plan was recognised by the US Bankruptcy Court on 4 December 2019 in the Chapter 15 Proceedings, with the order issued on 5 December 2019. In the BVI, certain affiliated RJ Debtors each filed an Originating Application and Ordinary Application in the BVI Commercial Court (the "BVI Court") seeking the appointment of joint provisional liquidators pursuant to s.170 of the BVI Insolvency Act, 2003; on 19 December 2018, the BVI Court appointed to each of those applicants joint provisional liquidators. There were subsequently several extensions before the joint provisional liquidators' appointment terminated on 18

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December 2019 in respect of the majority of the companies,¹ following a successful restructuring. In respect of Olinda Star, following a successful application to the BVI Court to sanction a scheme of arrangement in late 2019, the appointment of the JPLs terminated on 7 April 2020.

- D. As a result of liquidity issues, the RJ Debtors intend to apply within the Brazilian RJ Proceeding seeking (i) an extension of the supervision period of the RJ Court, (ii) a suspension of all obligations under the RJ Plan, and (iii) approval of an amended RJ plan following a further creditor vote. The RJ Debtors have concurrently sought the appointment of the JPLs in the BVI Courts and Cayman Islands' Courts in parallel support of this action.
- E. By way of Orders dated 8 April 2021, the BVI Court appointed to each of the BVI Filing Entities joint provisional liquidators (the "BVI Appointment Orders").
- F. By way of Order dated 13 April 2021, the Cayman Court appointed to Star joint provisional liquidators (the "Cayman Appointment Order").
- G. In order to ensure that the Proceedings are conducted efficiently and, as intended, that they provide needed support to the Brazilian RJ Proceeding and the proposed RJ Plan Amendment, the JPLs and the Companies wish to enter into the terms of this Protocol.

NOW THEREFORE, subject to the powers already afforded to the JPLs under the BVI Appointment Orders and the Cayman Appointment Order and for so long as the JPLs remain appointed to any of

¹ Constellation, Lone Star Offshore Ltd, Gold Star Equities Ltd, Snover International Inc. and Alpha Star Equities Inc

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the Companies as provisional liquidators, the JPLs and the Companies (acting by their respective director(s)) hereby agree the following as to those Companies to which they remain appointed:

- (1) Each of the Companies (acting by their directors, or those granted powers-of-attorney by the directors for the management of the company, such persons "**Authorised Managers**") shall continue to provide such information as is reasonably requested by the JPLs, including without limitation, reasonable requests for explanations or information as to:
 - (a) the actions or decisions taken by the Companies;
 - (b) the proposed terms of the incurrence of any new indebtedness or borrowing of money by the Companies whether pursuant to loan arrangements with financing institutions, bank or otherwise, and the granting of the security in respect of the same, and the guaranteeing of any indebtedness or borrowings of affiliates, which in each case will be subject to limitations within the Brazilian RJ Proceeding and/or the oversight of the Brazilian RJ Court;
 - (c) the proposed sale or disposal of any assets of the Companies;
 - (d) the Brazilian RJ Proceeding, the RJ Plan, the RJ Plan Amendment and any other proposed amendment of the RJ Plan, including discussions and communications with creditors; and
 - (e) any Chapter 15 proceedings in the United States with relation to any of the JPL Filing Entities.

- (2) The Companies shall be permitted, subject to the JPLs' oversight and monitoring and unless otherwise ordered by the Court, to operate their businesses in the ordinary course, including the ordinary course operation of cash management systems and bank accounts, which in each case will be subject to limitations within the Brazilian RJ Proceeding.

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- (3) In order to facilitate communication between the Companies and the JPLs, and to ensure the JPLs are adequately informed as to the ongoing activities and decisions of the Companies, the officers and directors (or their authorised representatives, including Authorised Managers) of the Companies shall include the JPLs in any board meetings of the Companies and shall supply the JPLs with copies of any draft written resolutions prior to any meetings.
- (4) The JPLs (or a representative thereof) shall meet with an Authorised Manager of the JPL Filing Entities and a representative of the Constellation Group with current and up to date knowledge of the Brazilian RJ Proceeding in person or by telephone or videoconference or by whatever means is most appropriate on a weekly basis, or at such other intervals as the JPLs require, to address matters such as budgeting, cash expenditures, cash management, ordinary course transactions and all other matters reasonably necessary to keep the JPLs informed as their appointment and duties require (the "**Update Meetings**"). The Update Meetings shall also include regular and timely updates regarding the progress of the Brazilian RJ Proceedings and any proceedings involving the JPL Filing Entities in any jurisdiction or territory, including updates as to any discussions and or meetings with relevant stakeholders.
- (5) The Authorised Manager shall supply to the JPLs, in a timely manner, updated iterations of any (i) cash flow forecasts, and (ii) copies of reports issued by A&M and/or BCG relating to the RJ Plan (or any amendment thereof).
- (6) The directors and/or the Authorised Managers shall obtain the JPLs' prior approval of the exercise of the directors' powers outside of the ordinary course of business, which in each case will be subject to limitations within the Brazilian RJ Proceeding and/or the oversight of the Brazilian RJ Court. In the event that the JPLs and the directors and/or the Authorised Managers

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cannot agree upon a proposed non-ordinary course action, the JPLs and the directors have liberty to apply to this Court for directions.

- (7) The Parties acknowledge that the Companies are engaged in a global restructuring with certain affiliates that is centered in the Brazilian RJ Proceeding. The Proceedings have been commenced in support of the global restructuring centered in Brazil, and that other foreign restructuring proceedings, including any Chapter 15 Proceedings in the United States are additionally in support of the Brazilian RJ Proceeding. To facilitate the role of the Proceedings in this global restructuring and to ensure that they provide needed support thereto, the JPLs will seek where possible (in accordance with their duties to the Companies' creditors) to exercise their duties accordingly.

- (8) Each of the Companies has granted to the Brazilian law firm of Galdino & Coelho Advogados (“G&C”) a power-of-attorney to act on its behalf, if involved, in the course of the Brazilian RJ Proceeding. In the course of the Brazilian RJ Proceeding, G&C will routinely enter filings with the Brazilian RJ Court, including motions for relief on behalf of the Companies. As G&C is expected to enter numerous filings with the Brazilian Court, many which are routine and/or minor and some of which must be entered at short notice, it is not feasible for G&C on behalf of the Companies to obtain permission from the JPLs, and in some case to give advance notice to the JPLs, of any expected filing. Nevertheless, the Parties recognise the importance of keeping the Companies and the JPLs equally apprised of and involved in important steps in the Brazilian RJ Proceeding, including filings made on behalf of the Companies. The Parties expect that G&C will provide routine informational updates on the development of the RJ Proceeding to the Companies and to the JPLs in tandem, and that any such updates or other information about progress in the Brazilian RJ Proceeding that is provided to the Companies will also be readily provided to the JPLs. The Parties also understand that the JPLs may have questions about the

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Brazilian restructuring process (the RJ), and the Companies will direct their counsels, including G&C, to readily address any such queries.

- (9) The Parties expect that G&C will provide, in a timely manner, to the Companies and the JPLs oral updates and English translations of drafts of any documents pertaining to the RJ Proceeding, the RJ Plan, the RJ Plan Amendment and any other proposed amendment of the RJ Plan, as well as materials in support of the RJ Plan, the RJ Plan Amendment and any other proposed amendment of the RJ Plan, such as valuation reports, liquidation analyses, and other schedules and reports.
- (10) The Parties expect that White & Case LLP, in its capacity as counsel to Andrew Childe, the foreign representative of the Brazilian RJ Proceeding with respect to each of the JPL Filing Entities, will provide to the Companies and the JPLs timely and regular updates as to the relevant Chapter 15 proceedings relating to any of the JPL Filing Entities.
- (11) The JPLs shall give notice to the Companies of all proceedings in the BVI and or Cayman Court and shall not object to the Companies attending and seeking to be heard at any hearings before the BVI or Cayman Court.
- (12) The JPLs may communicate and/or consult with any of the Companies' creditors, as and when and in the manner they believe it is appropriate to do so, following consultation with and consent of the directors of the relevant JPL Filing Entity, such consent not to be unreasonably withheld or delayed.
- (13) The JPLs shall consult and obtain the consent of the Companies (such consent not to be unreasonably withheld) prior to the appointment of any additional professional advisors.

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- (14) The JPLs may, as they deem necessary and subject to any ruling of the BVI or Cayman Court, apply for directions or sanction from the BVI or Cayman Court in relation to any matter. For the avoidance of doubt, this right is without prejudice to the right of the Companies to be put on notice of any such application and the right to be heard and, where necessary, object to the directions sought.
- (15) The BVI Court shall have exclusive jurisdiction over the remuneration of the JPLs of the BVI Filing Entities, and the Cayman Court shall have exclusive jurisdiction over the remuneration of the JPLs of Star. The JPLs shall seek approval of their remuneration from the BVI and/or Cayman Court as necessary. The JPLs shall open a bank account, and shall deposit an initial US\$400k from the assets of the Companies to facilitate the payment of BVI and Cayman restructuring costs, fees, disbursements and such other expenses as the JPLs shall be required to settle from time to time during the course of the Proceedings.
- (16) The JPLs acknowledge that in the course of the performance of their duties they will have access to and be provided with trade secrets and other confidential material ("**Confidential Information**"). The JPLs agree to keep such Confidential Information confidential and shall not, without the approval of the BVI or Cayman Court or agreement of the Companies (or as otherwise required by law), reveal, divulge or in any other manner authorise the access to or publish Confidential Information, to any person, entity or company, nor use the Confidential Information for any other purpose that is not directly related to their role as JPLs of the Companies. Notwithstanding the foregoing, the JPLs may disclose Confidential Information on a need-to-know basis to their Representatives ("**Representatives**" of the JPLs means their and EY (Cayman) Ltd.'s and/or Ernst & Young Ltd. British Virgin Islands' employees, directors,

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officers, agents, associates, colleagues, and advisors, including lawyers, accountants, auditors and consultants).

- (17) This Protocol shall be binding on and inure to the benefit of the parties hereto and their respective successors, assigns, representatives, heirs, executors, administrators, liquidators, trustees, and receivers, receiver managers, or custodians appointed.
- (18) This Protocol may not be waived, amended or modified except in writing by all parties and subject to the approval and authorisation of the BVI Court with respect to the BVI Filing Entities and the Cayman Court with respect to Star.
- (19) Each party represents and warrants to the other that its execution, delivery, and performance of this Protocol are within the power and authority of such party and have been duly authorised by such party (except that it is acknowledged that approval of the BVI Court (with respect to the BVI Filing Entities) and Cayman Court (with respect to Star) is required).
- (20) This Protocol may be signed in any number of counterparts, each of which shall be deemed an original and all of which together shall be deemed to be one and the same instrument, and may be signed by PDF signature, which shall be deemed to constitute an original signature.
- (21) The parties hereto are hereby authorised to take such actions and execute such documents as may be necessary and appropriate to implement and effectuate the terms of this Protocol.
- (22) This Protocol shall be deemed effective upon its approval by the BVI Court with relation to the BVI Filing Entities, and the Cayman Court with respect to Star. This Protocol shall have no

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binding or enforceable legal effect until approved by BVI Court with relation to the BVI Filing Entities and by the Cayman Court with respect to Star.

IN WITNESS WHEREOF the parties hereto have caused this Protocol to be executed either individually or by their respective attorneys or representatives hereunto authorised.

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JOINT PROVISIONAL LIQUIDATORS

By: _____
Eleanor Fisher as joint provisional liquidator and without personal liability

By: _____
Roy Bailey as joint provisional liquidator and without personal liability

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Mr. Michael Pearson, on behalf of each of the BVI Filing Entities in his capacity of a director of the BVI Filing Entities

By: _____
Name:
Title:
Date:

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