



IN THE GRAND COURT OF THE CAYMAN ISLANDS

FINANCIAL SERVICES DIVISION

CAUSE NO. FSD 3 OF 2022 (IKJ)

IN THE MATTER OF SECTION 86 OF THE COMPANIES ACT (2021 REVISION)

AND IN THE MATTER OF ATLAS FINANCIAL HOLDINGS, INC

CONVENING ORDER

UPON THE APPLICATION of ATLAS FINANCIAL HOLDINGS, INC (the "Company") by its Summons dated 4 January 2022 seeking orders convening a meeting of certain creditors of the Company (the "**Scheme Meeting**") to consider and, if thought fit, approve a scheme of arrangement pursuant to section 86 of the Companies Act (2021 Revision) (the "**Scheme**"), in the form exhibited to the First Affidavit of Scott Wollney sworn on 4 January 2022 ("**Wollney 1**")

AND UPON HAVING READ the Petition dated 4 January 2022 (the "Petition"), Wollney 1, the Affidavit of R. Craig Martin and the First Affidavit of Kristian Klein

AND UPON considering that the matter is suitable for disposal on the papers and without the need for a hearing

AND UPON the basis that all capitalised terms not otherwise defined in this Order shall have the meaning given to them in the draft Explanatory Statement

IT IS HEREBY DECLARED THAT the relevant class of creditors of the Company affected by the proposed Scheme comprises those persons identified as Scheme Creditors in the Scheme



AND IT IS HEREBY ORDERED THAT

1. The Company be at liberty to convene a single meeting of the Scheme Creditors for the purpose of considering and, if thought fit, approving, with or without modification, the Scheme.
2. The Scheme Meeting shall be held at 10.00am (EST) on 21 February 2022 at the offices of Conyers Dill & Pearman LLP, SIX, Cricket Square, Grand Cayman, Cayman Islands and at a satellite meeting office at the offices of DLA Piper LLP (US), 1251 6th Ave, New York, NY 10020 (or on such other later date and time as may be notified by the Company to the Scheme Creditors), with any adjournment as may be necessary or appropriate.
3. Scheme Creditors may observe the Scheme Meeting via Zoom, by requesting a meeting link forty-eight (48) hours prior to the scheduled Scheme Meeting by emailing atlas@conyers.com, allowing Scheme Creditors to observe the Scheme Meeting and to ask questions (but not to cast their vote).
4. Notice of the Scheme Meeting be in substantially the same form as exhibited at pages 58-61 of Exhibit SDW-1 to Wollney 1 (the “**Notice of Scheme Meeting**”).
5. The Company, or a designee of the Company, be at liberty to set a record date of 4pm (EST) on 15 January 2022 (the “**Dispatch Record Date**”) for determining the creditors of the Company entitled to receive the Notice of Scheme Meeting.
6. The Company, or a designee of the Company, be at liberty to set a record date of 4pm (EST) on 15 February 2022 (the “**Voting Record Date**”) for determining the Scheme Creditors entitled to vote at the Scheme Meeting and in the event that it is necessary to adjourn the Scheme Meeting, to set such record date at a date and time not earlier than 8 hours before the date and time of the adjourned meeting.
7. Notice of the Scheme Meeting shall be given to the Scheme Creditors not less than 21 days’ before the Scheme Meeting:



- (a) by placing the Notice of Scheme Meeting on the Company's website immediately after this order for directions is made;
 - (b) by placing the Notice of Scheme Meeting in both the Cayman Islands Gazette and either the Washington Post or New York Times;
 - (c) by publishing the Notice of Scheme Meeting on the Information Agent's website at <https://www.donlinrecano.com/Clients/afh/Index>; and
 - (d) in the manner as set out in the First Affidavit of Kristian Klein.
8. The form of Master Proxy and Beneficial Ownership Ballot in substantially the form exhibited to Wollney 1 be approved for use at the Scheme Meeting.
 9. The Notice of Scheme Meeting shall also state the website address of the Information Agent to enable Scheme Creditors to access an electronic copy of the Explanatory Statement substantially in the same form as exhibited at pages 1-107 of Exhibit SDW-1 to Wollney 1.
 10. The accidental omission to serve any Scheme Creditor with the Notice of Scheme Meeting, or the non-receipt by any Noteholder of the Notice of Scheme Meeting, shall not invalidate the proceedings at the Scheme Meeting.
 11. Matthew Stocker, a partner at Conyers Dill & Pearman LLP or, failing him, another representative of Conyers Dill & Pearman LLP be appointed Chairman of the Scheme Meeting ("**Chairman**") on behalf of the Company.
 12. The Chairman be at liberty to adjourn the Scheme Meeting in his or her sole discretion.
 13. The Chairman be entitled to accept, without further investigation, the signature on any Master Proxy as being the authority of the signatory to cast the votes in

accordance with such proxy.

14. Within seven (7) days of the Scheme Meeting, the Chairman shall report the result of the Court Meeting to this Court in accordance with Order 102, Rule 20(8) of the Cayman Islands Grand Court Rules 1995 (Revised Edition).
15. The Company be appointed as authorised representative to seek relief under Chapter 15 of Title 11 of the United States Bankruptcy Code, and to take such steps arising in connection therewith.
16. The substantive hearing of the Petition at which this Honourable Court will determine whether or not to sanction the Scheme Petition be listed to be heard on 25th February 2022 at 10.00 am (Cayman Islands time).
17. The resolution to be put to the Scheme Creditors at the Scheme Meeting is:

"THAT the Scheme of Arrangement, a copy of which has been tabled at this Scheme Meeting, be approved subject to any modification, addition or condition which the Grand Court of the Cayman Islands may think fit to approve or impose which would not directly or indirectly have a material adverse effect on the rights of the Scheme Creditors."

18. There be liberty to apply generally.

Dated this 25th day of January 2022

Filed this 26th day of January 2022

The Honourable Justice Kawaley
Judge of the Grand Court