



**IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION**

CAUSE NO: FSD 145 OF 2022 (RPJ)

**IN THE MATTER OF SECTION 64 OF THE COMPANIES ACT (2022 REVISION)
AND IN THE MATTER OF AVIVO GROUP**

NOTICE OF ORIGINATING MOTION

TAKE NOTICE that the Court at the Law Courts, George Town, Grand Cayman will be moved on the 2 day of August 2022 at 8:00 a.m./~~p.m.~~ or as soon thereafter as Counsel can be heard, by Counsel on behalf of Agricultural Development Fund (the “**Applicant**”) for an order that:

1. Andrew Richard Victor Morrison and David Martin Griffin of FTI Consulting (Cayman) Ltd., Suite 3212, 53 Market Street, Camana Bay, P.O. Box 30613, Grand Cayman, Cayman Islands (the “**Inspectors**”) be appointed as the Inspectors pursuant to Section 64 of the Companies Act (2022 Revision) for the purposes of examining the affairs of AVIVO Group (the “**Company**”) and to make a report of their findings and opinions to this Court.
2. The directors, officers, managers and agents of the Company shall provide the Inspectors with free and unrestricted access to all the books and records of the

Company, whether such books and records are maintained in hard copy or electronic form.

3. Without prejudice to the generality of the orders sought, the Inspectors shall be empowered to:
 - (a) Review the statutory records of the Company, including but not limited to the Certificate of Incorporation, Memorandum and Articles of Association, the Register of Members, the Register of Directors and the Register of Mortgages and Charges. In each case, the Inspectors shall be entitled to review any and all iterations of each document, as amended and restated from time to time;
 - (b) Examine the Company's trading activities, accounting books and records, minutes of board meetings, minutes of shareholders meetings, any written resolutions of the board of directors and any written resolutions of shareholders;
 - (c) Review the audited and unaudited financial statements, any internal working papers provided to the auditors and the management accounts of the Company;
 - (d) Review the bank statements and any investment account statements of the Company;
 - (e) Review all related party transactions, including but not limited to transactions with past or present shareholders, directors, officers and agents of the Company;
 - (f) Review any contractual documentation relating to the ongoing business of the Company, including the Investment Management Agreement dated 28 January 2016 entered into between the Company and Regulus Capital Limited; and

- (g) If thought appropriate by the Inspectors, to (i) examine upon oath such directors, officers, managers and agents of the Company; and (ii) require such persons to produce any documents belonging to the Company and/or relating to the affairs of the Company.
4. The Inspectors shall prepare a report to this Honourable Court containing their findings and opinions and such report shall be filed and served upon the Company, its directors and its shareholders.
 5. The Applicants shall have liberty to apply to Court to vary or discharge the Order upon giving not less than 5 working days' prior notice to the Inspectors, the Company and all shareholders and directors of the Company.
 6. The Inspectors shall have liberty to apply to the Court for directions upon giving not less than 5 working days' prior notice to the Company and all shareholders and directors of the Company.
 7. The expenses of and incidental the Inspector's examinations and report shall be paid out of the assets of the Company.
 8. The costs of and incidental to this application shall be paid by the Company.
 9. Any other orders or directions as this Honourable Court may deem appropriate.

AND FURTHER TAKE NOTICE that the grounds of this application are set out in the First Affidavit of Charles Balmain sworn 30 June 2022.

Dated the 30th day of June 2022

Conyers Dill & Pearman LLP

Conyers Dill & Pearman LLP
Attorneys-at-Law for and on behalf of the Applicant

TO: The Clerk of the Court

AND TO: The Company at its registered office at Walkers Corporate Limited, 190
Elgin Ave, George Town, Cayman Islands

TIME ESTIMATE: 2-3 Hours

This Notice of Originating Motion was filed by Conyers Dill & Pearman LLP, attorneys at law for the Applicant, whose address for service is SIX, 2nd Floor, Cricket Square, PO Box 2681, Grand Cayman KY1-1111, Cayman Islands.