



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

CAUSE NO: FSD 30 of 2010 (RPJ)

**IN THE MATTER OF THE COMPANIES ACT (2022 REVISION)
AND IN THE MATTER OF PRIMEO FUND (IN OFFICIAL LIQUIDATION)**

ORDER

UPON THE APPLICATION OF LTO Fund III LP made by way of letter dated 17 November 2022 (the "**Application**") made on behalf of all transferees namely, LTO Fund III LP, Hyposwiss Private Bank Geneve SA, and Hapoalim (Switzerland) Ltd. (the "**Proposed Transferees**")

AND UPON the Application seeking a validation order approving a share transfer to the Proposed Transferees pursuant to Section 99 of the Companies Act (2022 Revision) and Order 19 rule 4 of the Companies Winding Up Rules, 2018

AND UPON READING the Affidavit of Roger Rueegg, including its exhibits RR-1, sworn on 17 November 2022 and filed herein

AND UPON READING a letter from Mourant Ozannes acting on behalf of Paula Richmond and Gordon MacRae in their capacity as the Joint Official Liquidators (the "**JOLs**") of Primeo Fund (in Official Liquidation) (the "**Company**") confirming that the JOLs do not object to the transfer of shares in the Company to the Proposed Transferees

AND UPON CONSIDERING the Application suitable to be disposed of on the papers without the need for an oral hearing

IT IS HEREBY ORDERED THAT:

1. The Court hereby validates Fundsettle EOC Nominees Ltd's transfer of the following shares to the Proposed Transferees in the form set out in the Deeds of Agreement and Transfer dated 16 November 2022 exhibited to the First Affidavit of Roger Rueegg (the "**Share Transfer**"):
 - a. 460,574.74 Primeo Select USD Class Shares in the Company to Hyposwiss Private Bank Geneve SA;
 - b. 205,077.84 Primeo Select USD Class Shares in the Company to Hapoalim (Switzerland) Ltd.;
 - c. 127,358.94 Primeo Select USD Class Shares in the Company to LTO Fund III LP;
 - d. 10,348.86 Primeo Select Euro Class Shares in the Company to Hyposwiss Private Bank Geneve SA; and
 - e. 2,587.55 Primeo Select Euro Class Shares in the Company to Hapoalim (Switzerland) Ltd.
2. The JOLs are directed to take all reasonable steps, as soon as practicable, to cause the Register of Members of the Company to be updated to reflect the Share Transfer.
3. The costs of and incidental to the Application be borne by the Proposed Transferees.

DATED the 21 day of November 2022

FILED the 21 day of November 2022



THE HON. JUSTICE PARKER
JUDGE OF THE GRAND COURT

This Order was filed by Conyers Dill & Pearman, Attorneys for the Proposed Transferee, whose address for service is SIX, 2nd Floor, Cricket Square, PO Box 2681, Grand Cayman KY1-111, Cayman Islands.