

IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION

CAUSE NO. FSD OF 2023 ()



MATTER OF SECTION 111(2) OF THE COMPANIES ACT (2023) REVISION

IN THE MATTER OF WARWICK EUROPEAN DISTRESSED & SPECIAL
SITUATIONS CREDIT FUND GP (IN VOLUNTARY LIQUIDATION)

PETITION FOR RECALL OF A VOLUNTARY LIQUIDATION

To the Grand Court of the Cayman Islands

The humble petition of Mourant Liquidators (Cayman) Limited of 94 Solaris Avenue, Camana Bay, PO Box 1348, Grand Cayman, KY1-1108, Cayman Islands as voluntary liquidator (the **Petitioner** or the **Voluntary Liquidator**) of Warwick European Distressed & Special Situations Credit Fund GP (the **Company**), shows that:

The Company

1. The Company was incorporated under the Companies Act (as amended) (the **Act**) as an exempt company with registration no. 240516 on 11 May 2010. The Company's original name was CYAN WARWICK European Distressed & Special Situations Credit Fund GP, before being changed on 16 December 2010.

2. The current registered office of the Company is at the offices of Mourant Governance Services (Cayman) Limited, 94 Solaris Avenue, Camana Bay, PO Box 1348, Grand Cayman, KY1-1108, Cayman Islands.
3. The Amended and Restated Memorandum and Articles of Association of the Company are dated 17 December 2010. The objects for which the Company was established are unrestricted.
4. The Company has an authorised share capital of US\$50,000 divided into 50,000 shares of a nominal or par value of US\$1.00.

Voluntary Winding Up

5. On 3 January 2023 the shareholders of the Company passed unanimous written resolutions in which it was resolved that:
 - (a) by special resolution, the Company be wound up voluntarily; and
 - (b) by ordinary resolution, that the Petitioner be appointed as voluntary liquidator of the Company.
6. The voluntary liquidation of the Company is deemed to have commenced on 3 January 2023 pursuant to section 117(1) (a) of the Act.
7. The Petitioner's consent to act as the voluntary liquidator of the Company dated 4 January 2023 was filed with the Registrar of Companies on 4 January 2023. Accordingly, the Petitioner's appointment as voluntary liquidator took effect from 4 January 2023. A declaration of solvency by the directors of the Company dated 3 January 2023 was filed with the Registrar of Companies on 4 January 2023. A notice of winding up dated 4 January 2023 was filed with the Registrar of Companies on 4 January 2023.
8. Notice of the voluntary liquidation of the Company was published in the Cayman Islands Gazette on 4 January 2023 and creditors were required to

prove their claims or debts on or before 25 January 2023. No proof of debt or claim was submitted.

9. Notice of the final meeting of the Company had been published in the Cayman Islands Gazette on 4 January 2023 with the final meeting due to be convened on 30 January 2023. However, before the final meeting took place, it was noted that the Company needs to remain active and should not be liquidated and so the final meeting was not held.

Recall of voluntary liquidation of the Company

10. Pursuant to section 111(2) of the Act the Court may, at any time after a liquidation has commenced under section 116(c) of the Act but before the final meeting required by section 127 of the Act has been held, upon the application of the voluntary liquidator, make an order recalling the liquidation and placing the company into active status and good standing as it was prior to the commencement of the liquidation.
11. An application under section 111(2) of the Act must be accompanied by:
 - (a) a special resolution of the company stating that the company will not be wound up and setting out the reasons for such decision; and
 - (b) proof of a recall notice published in the Gazette; and
 - (c) such other documents as the Court may consider necessary.
12. On 8 March 2023 the shareholders of the Company passed unanimous written resolutions that resolved, by special resolution, that the Company not be wound up for the reasons set out in the resolutions and, by ordinary resolution, that the Voluntary Liquidator be authorised to apply to the Court to recall the voluntary resolution.
13. A recall notice was published in the Gazette on 27 March 2023.

14. In the premises the Court is respectfully requested to make an order recalling the liquidation and placing the Company into active status and good standing.

Your Petitioner therefore humbly prays that:

- (1) The voluntary liquidation of the Company be recalled.
- (2) The Company be placed into active status and good standing as it was prior to the commencement of the voluntary liquidation.
- (3) The Voluntary Liquidator be discharged from office.
- (4) The cost of and incidental to this Petition be paid on the indemnity basis as an expense of the voluntary liquidation.
- (5) Such further or other order or directions as the Court sees fit.

AND your Petitioner will ever pray etc.

Dated the 30 day of March 2023



Mourant Ozannes (Cayman) LLP
Attorneys at Law for the Petitioner

This Petition is not to be served

This Petition was presented by Mourant Ozannes (Cayman) LLP, attorneys at law for the Petitioner, whose address for service is 94 Solaris Avenue, Camana Bay, PO Box 1348, Grand Cayman, Cayman Islands.