



FSD CAUSE NO.: 008 OF 2024

IN THE GRAND COURT OF THE CAYMAN ISLANDS

FINANCIAL SERVICES DIVISION

IN THE MATTER OF THE COMPANIES ACT (2023 REVISION)

AND IN THE MATTER OF ROSE HILL ACQUISITION CORPORATION

Before the Honourable Mr Justice Asif KC

In Open Court

**WINDING
UP
ORDER**

UPON reading the Petition (the “**Petition**”) of Rose Hill Acquisition Corporation of Mourant Governance Services (Cayman) Limited, PO Box 1348, 94 Solaris Avenue, Camana Bay, Cayman Islands (the “**Company**”) that it be wound up under the supervision of the Court pursuant to s. 92 of the Companies Act (2023 Revision)

AND UPON reading the First Affidavit of Albert Galatyn Hill IV, sworn on 9 January 2024 and the exhibit thereto

AND UPON reading the First Affidavit of Michael Ian Green, sworn on 9 January 2024 and the exhibit thereto

AND UPON reading the First Affidavit of Grant Michael Hiley, sworn on 9 January 2024 and the exhibit thereto

AND UPON the Court being satisfied that Messrs Green and Hiley are qualified insolvency practitioners who are willing and properly able to accept appointment as joint official liquidators of the Company

AND UPON the Court hearing counsel for the Company

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This **Order** is filed by Campbells LLP, Attorneys-at-Law for the Company, whose address for service is 4th floor, Willow House, Cricket Square, George Town, Grand Cayman, KY1-9010, Cayman Islands (Ref: PK/NLI/14845-42782).

IT IS ORDERED THAT:

1. The Company be wound up by the Court pursuant to Part V of the Companies Act.
2. Michael Green and Grant Hiley of Deloitte & Touche LLP, 60 Nexus Way, 8th Floor, Camana Bay, PO Box 1787, Grand Cayman, KY1-1109, Cayman Islands, be appointed Joint Official Liquidators of the Company with the power to act jointly and severally.
3. The Joint Official Liquidators shall not be required to give security for their appointment.
4. In addition to the powers prescribed in Part II of the Third Schedule to the Companies Act (2023 Revision) which are exercisable without sanction of this Court, the Joint Official Liquidators may also without further sanction or intervention from this Court, take any such action as may be necessary or desirable to obtain recognition of their appointment in the United States and to make applications to the relevant court of the United States for that purpose.
5. The Joint Official Liquidators be at liberty to appoint such counsel, attorneys, professional advisors, and/or any other professional advisors or agents, whether in the Cayman Islands or in the United States, as they may consider necessary to advise and assist them in the performance of their duties and on such reasonable terms as they may think fit and to agree reasonable remuneration out of the assets of the Company.
6. For the avoidance of doubt, all the powers bestowed on the Joint Official Liquidators may be exercised by them within and outside the Cayman Islands.
7. The Joint Official Liquidators' reasonable remuneration and expenses be paid out of the assets of the Company in accordance with the Companies Winding Up Rules (2023 Consolidation) and Part III of the Insolvency Practitioners' Regulations 2018.

8. The Joint Official Liquidators be at liberty to apply generally.
9. For the avoidance of doubt, pursuant to section 97 of the Companies Act (2023 Revision), no suit, action or other proceedings, including criminal proceedings, shall be proceeded with or commenced against the Company except with leave of the Court and subject to such terms as the Court may impose.
10. The Company's reasonable costs of and incidental to the Petition shall be paid forthwith out of the assets of the Company as an expense of the liquidation.

Dated this 5 day of February 2024

Filed this 5 day of February 2024



The Honourable Mr Justice Asif KC
JUDGE OF THE GRAND COURT