



IN THE GRAND COURT OF THE CAYMAN ISLANDS

FINANCIAL SERVICES DIVISION

FSD CAUSE NO. OF 2024 ()

IN THE MATTER OF SECTION 124(1) OF THE COMPANIES ACT (2023 REVISION)

AND IN THE MATTER OF KERNEL GROUP HOLDINGS, INC. (IN VOLUNTARY LIQUIDATION)

PETITION FOR COURT SUPERVISION
OF A VOLUNTARY LIQUIDATION

To the Grand Court

The humble petition of Cassandra Ronaldson and Gordon Iain MacRae, both of Interpath (Cayman) Limited, PO Box 776, 38 Market Street, Suite 4208, Canella Court, Camana Bay, Grand Cayman KY1-9006 in their capacity as Joint Voluntary Liquidators (the “JVLs” and “Petitioners”) of Kernel Group Holdings, Inc. (in Voluntary Liquidation) (the “Company”), shows that:

1. The Company was incorporated as an exempted company in the Cayman Islands on 10 November 2020 with registration number 367858 for the purpose of effecting a merger, share exchange, asset acquisition, share purchase, recapitalization, reorganization or similar business combination with one or more businesses or entities in the field of commerce enablement, supply chain, logistics and related technology infrastructure sectors.
2. The Company was, at a date prior to its liquidation, listed on the NASDAQ Composite stock market index in the United States. It was incorporated to act as a Special Purpose Acquisition Company with a view to raising money through an initial public offering so it might then enter into a proposed

This PETITION is filed by Campbells LLP, Attorneys for the Petitioners, whose address for service is Floor 4, Willow House, Cricket Square, George Town, Grand Cayman, Cayman Islands KY1-1090 (REF: GC/NVP/17294-43724)

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business combination (the “**Business Combination**”) with AIRO Group, Inc (“**AIRO**”), a middle market aerospace and defence group.

3. The current registered office of the Company is Interpath (Cayman) Limited, PO Box, 776, 38 Market Street, Suite 4208, Canella Court, Camana Bay, Grand Cayman KY1-9006, Cayman Islands.
4. Pursuant to the Company’s Amended and Restated Memorandum and Articles of Association, as amended by special resolution dated and effective from 1 February 2024 (the “**M&A**”), the Company had 24 months from the date of consummation of the Company’s initial public offering of securities (the “**IPO**”) to consummate a Business Combination. Further, if the Directors anticipated that the Company would not be able to consummate a Business Combination within the 24 month period, the Sponsor or its affiliates or designees were entitled, pursuant to Article 49.7 of the M&A, to extend the time period in which the Company was permitted to consummate a Business Combination six times, by an additional month each time, until 5 August 2024.
5. The Company was ultimately unable to conclude the Business Combination within the timeframe specified in the M&A and, on 5 August 2024, the Company announced the termination of the proposed business combination with AIRO.
6. On 20 August 2024, despite being provided with express instructions from the Company to the contrary, Continental Stock Transfer & Trust Company (“**Continental**”), the Company’s transfer agent, distributed all of the Company’s assets in the Trust account to the holders of Class A shares in the Company, save for US\$100,000.00 which was retained to meet the costs and expenses of the liquidation of the Company.
7. Thereafter on 22 August 2024 the Company’s Board of Directors unanimously resolved, subject to the approval of the Company’s sole shareholder, to place the Company into voluntary liquidation and appoint the Petitioners as JVLs of the Company.
8. As of 22 August 2024, the directors of the Company were Suren Ajjarapu, Michael Peterson, Donald Fell, Venkatesh Srinivasan and Siva Saravanan (the “**Directors**”).

9. On 22 August 2024, it was resolved by special resolution of the stated sole shareholder of the Company, VKSS Capital LLC, that the Company be wound up voluntarily and that the Petitioners be appointed as the JVLs of the Company.
10. As a result, pursuant to sections 116(c) and 117(1)(a) of the Companies Act (2023 Revision) (the “Act”), the Company resolved to be placed into voluntary liquidation on 22 August 2024.
11. On 16 September 2024, the Directors confirmed to the JVLs, through the Company’s Chief Financial Officer Mr Howard Doss, that they would not be signing a declaration of solvency in respect of the Company.
12. The deadline for the Directors to file a declaration of solvency was 19 September 2024. As at the date hereof, none of the directors have signed a declaration of solvency (and, as mentioned above, each has indicated that they are not willing to do so). Accordingly, the JVL did not receive, within 28 days of the commencement of the liquidation, a declaration of solvency in the prescribed form signed by all of the Company's Directors. The JVLs are therefore required, pursuant to section 124(1) of the Act, to present this petition to bring the voluntary liquidation under the Court’s supervision.
13. The JVLs are each qualified insolvency practitioners who consent to being appointed as joint official liquidators of the Company. The JVLs meet the independence and insurance requirements of the Cayman Islands Insolvency Practitioners’ Regulations (2023 Consolidation).

YOUR PETITIONERS THEREFORE HUMBLY PRAY THAT:

1. The liquidation of the Company be continued under the supervision of the Court pursuant to section 124(1) of the Act.
2. Cassandra Ronaldson and Gordon Iain MacRae, both of Interpath (Cayman) Limited, PO Box 776, 38 Market Street, Suite 4208, Canella Court, Camana Bay, Grand Cayman KY1-9006 be appointed as Joint Official Liquidators (“JOLs”) of the Company, with the power to act jointly and severally.
3. The JOLs shall not be required to give security for their appointment.

4. In addition to their powers prescribed in Part II of the Third Schedule to the Act which are exercisable without sanction of this Court, the JOLs be sanctioned to exercise the following power set out in Part 1 of the Third Schedule to the Act, without further sanction or order of the Court:
 - 4.1. the power to take such action as may be necessary or desirable to obtain recognition of the liquidation and their appointment in any other relevant jurisdictions and to make applications to the courts of such jurisdictions for that purpose and for any consequential relief,

and, for the avoidance of doubt, all the powers bestowed on the JOLs may be exercised by them within and outside the Cayman Islands.
5. For the avoidance of doubt, pursuant to section 97(1) of the Act, 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.
6. The JVLs' cost of this petition shall be paid out of the assets of the Company as an expense of the official liquidation.
7. Such other orders and/or relief as this Honourable Court deems appropriate.

Dated the 26 day of September 2024



CAMPBELLS LLP
Attorneys-at-law for the Petitioners
Notice of Hearing

This Petition having been presented to the Court on September 2024 will be heard at the Law Courts, George Town, Grand Cayman on 2024 at a.m/p.m or as soon thereafter as the Petition can be heard.