



GRAND COURT OF THE CAYMAN ISLANDS

FINANCIAL SERVICES DIVISION

FSD CAUSE NO: of 2025 ()

IN THE MATTER OF KIWI GP CAYCO LTD

BETWEEN:

FALCON NEWCO LIMITED

PLAINTIFF

v

1. KIWI GP CAYCO LTD

2. MICHAEL PEARSON

DEFENDANTS

ORIGINATING SUMMONS

TO: (1) **KIWI GP CAYCO LTD** c/o Maples Corporate Services Limited, PO Box 309,
Ugland House, Grand Cayman, KY1-1104
(2) **MICHAEL PEARSON** of FFP, 2nd Floor, Harbour Centre, 159 Mary St, Grand
Cayman, KY1-9006

LET THE DEFENDANTS, within 14 days after service of this Summons, counting the day
of service, return the accompanying Acknowledgment of Service to the Courts office, P.O.
Box 495G, George Town, Grand Cayman.

By this Summons, which is issued on the application of **FALCON NEWCO LIMITED** c/o Ogier Global (Cayman) Limited, 89 Nexus Way, Camana Bay, Grand Cayman, KY1-9009, the Plaintiff seeks:

1. Declarations that:

- a. the board meeting of the First Defendant purportedly convened by the Second Defendant on 24 July 2025 at 12 noon (UK time), and adjourned to 24 July 2025, 12:35pm (UK time) (the "**Adjourned Board Meeting**"), was inquorate and not in compliance with the Amended and Restated Memorandum and Articles of Association of the First Defendant as adopted on 6 November 2024;
- b. any resolutions passed at the Adjourned Board Meeting and/or any other business transacted thereat are invalid, of no effect, and/or do not bind the First Defendant;

2. An order that the Defendants shall pay the Plaintiff's costs of and occasioned by this Originating Summons, to be taxed if not agreed; and

3. Such further or other relief as the Court thinks fit.

If the Defendants do not acknowledge service, such judgment may be given or order made against or in relation to the Defendants as the Court may think just and expedient.

Dated the 29th day of July 2025

Walkers (Cayman) LLP

Walkers

Attorneys-at-Law for the Plaintiff

NOTES –

- (1) This Summons may not be served later than 4 calendar months (or, if leave is required to effect service out of the jurisdiction, 6 months) beginning with that date unless renewed by order of the Court.

IMPORTANT

Directions for Acknowledgment of Service are given with the accompanying form.

This **ORIGINATING SUMMONS** was issued by Walkers (Cayman) LLP, Attorneys at Law, 190 Elgin Avenue, George Town, Grand Cayman, Cayman Islands for the Plaintiff whose address for service is care of said Attorneys at Law.

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DEFENDANTS

ACKNOWLEDGEMENT OF SERVICE OF
ORIGINATING SUMMONS

If you intend to instruct an Attorney to act for you, give him this form **IMMEDIATELY**.

Important. Read the accompanying directions and notes for guidance carefully before completing this form. If any information required is omitted or given wrongly, **THIS FORM MAY HAVE TO BE RETURNED**

1. State the full name of the Defendant by whom or on whose behalf the service of the service of the Originating Summons is being acknowledged.

Please complete overleaf

2. State whether the Defendant intends to contest the proceedings (tick appropriate box)

☐

yes

☐no

Service of the Originating Summons is acknowledged accordingly

Signed: _____

[Attorney] for

[Defendant in person]

Address for service:

Notes on address for Service

Attorney: where the Defendant is represented by an attorney, state the attorney's place of business in the Cayman Islands. A Defendant may not act by a foreign attorney.

Defendant in person: where the Defendant is acting in person, he must give his post office box number and the physical address of his residence or, if he does not reside in the Cayman Islands, he must give an address in Grand Cayman where communications for him should be sent. In the case of a limited company, "residence" means its registered or principal office.

Indorsement by Plaintiff's Attorney (or by Plaintiff if suing in person) of his name, address and reference, if any, in the box below.

Walkers (Cayman) LLP

190 Elgin Avenue
George Town
Grand Cayman KY1-9001
Cayman Islands

Ref: SW/JM/JT

F.A.O. Shelley White

Indorsement by the Defendant's Attorney (or by Defendant if suing in person) of his name, address and reference, if any, in the box below.