

PHOENIX HOLDCO LP
(the **Partnership**)

CONSENT OF A SUPERMAJORITY IN INTEREST OF THE LIMITED PARTNERS OF THE PARTNERSHIP

The undersigned, representing a Supermajority in Interest of the Limited Partners of the Partnership, hereby consent to the matters referred to herein in accordance with the exempted limited partnership agreement of the Partnership, dated 22 March 2011 (**Partnership Agreement**).

Capitalised terms used and not defined herein shall have the meaning ascribed in the Partnership Agreement.

BACKGROUND

1. IT IS NOTED THAT:

- (a) the Partnership had been established as an exempted limited partnership under the Exempted Limited Partnership Act (as revised) of the Cayman Islands (**Act**), on 8 March 2011;
- (b) Phoenix Cayman Ltd. (formerly ARAM Cayman Ltd.) (**Existing General Partner**) acts as sole general partner of the Partnership in accordance with the Act;
- (c) the Partnership is a "private fund" as defined in the Private Funds Act (as revised) of the Cayman Islands (**PF Act**), and is registered with the Cayman Islands Monetary Authority (**CIMA**) as a private fund under the PF Act;
- (d) in accordance with Article VIII of the Partnership Agreement, the General Partner shall:
 - (i) maintain at the Existing General Partner's place of business, separate books of account which shall show a complete and accurate record of the assets, liabilities, transactions and financial condition of the Partnership and otherwise comply with Section 8.1 of the Partnership Agreement;
 - (ii) the Existing General Partner shall use commercially reasonable efforts to distribute to the Partners, the reports set out in Section 8.2 of the Partnership Agreement, including without limitation:
 - (A) within 60 days after the end of each Fiscal Year of the Partnership, a written annual report containing the

financial statements of the Partnership for such Fiscal Year audited by KPMG LLP or such other accounting firm of similar national recognition;

- (B) within a reasonable time after the end of each quarter of a Fiscal Year of the Partnership, a report containing information regarding the quarterly income, expenses and financial position of the Partnership for, and as of, such quarter;
 - (C) other information including (i) information regarding material events affecting the Partnership; (ii) such other information as is reasonably requested by a Limited Partner for any purpose reasonably related to such Limited Partner's interest as a Limited Partner in the Partnership, to the extent that any such efforts shall not impose any undue cost or burden on the General Partner and (iii) the General Partner shall promptly notify the Limited Partners of any lawsuit or investigation commenced by or against the Partnership, or against the General Partner or any Principal which is related to the affairs of the Partnership.
- (e) as of the date hereof, the Existing General Partner has not provided copies of the annual reports containing the audited financial statements for the 2021 Fiscal Year;
 - (f) as of the date hereof the Existing General Partner has not provided any quarterly reports during or otherwise for 2020, 2021, 2022 and the first quarter of 2023;
 - (g) on 23 January 2023, a request was made to the Existing General Partner to provide copies of the annual reports containing the audited financial statements for the 2021 Fiscal Year, and such request was denied by the Existing General Partner;
 - (h) on 29 January 2023, a further request was made to the Existing General Partner to provide copies of the annual reports containing the audited financial statements for the 2021 Fiscal Year, and such request was denied by the Existing General Partner;
 - (i) on 28 April 2023, written notice (the **Notice of Breach and Demand**) was filed with the Existing General Partner at its registered address in the Cayman Islands, noting the breaches to Article VIII and demanding copies of the annual reports containing the audited financial statements for the 2021 Fiscal Year and for quarterly reports during or otherwise for 2020, 2021, 2022 and the first quarter of 2023, and, as of the date hereof, the Existing General Partner has not provided copies of the financial statements or the reports that were requested;

- (j) in accordance with the Act, subject to any express or implied terms of the partnership agreement, each limited partner may demand and shall receive from a general partner true and full information regarding the state of business and financial condition of the Partnership;
- (k) in accordance with the Partnership Agreement, the Existing General Partner shall use commercially reasonable efforts to provide (i) the Limited Partners with information regarding material events affecting the Partnership and (ii) such other information as is reasonably requested by a Limited Partner for any purpose reasonably related to such Limited Partner's interest as a Limited Partner in the Partnership to the extent that any such efforts shall not impose any undue cost or burden on the Existing General Partner;
- (l) in accordance with the PF Act, the Existing General Partner, on behalf of the Partnership, must for each financial year, have the accounts of the Partnership audited by an auditor approved by CIMA, which such accounts must be filed with CIMA within six months of the end of each Fiscal Year;
- (m) to the best of the Limited Partners' knowledge, no audited financial accounts have been filed with CIMA for the 2021 Fiscal Year;
- (n) failure to have the Partnership's accounts audited and filed with CIMA in accordance with the PF Act is an offence and the Partnership may be liable to fines under the PF Act;
- (o) the obligations of the Existing General Partner under the Act and the PF Act were set out in the Notice of Breach and Demand;
- (p) in accordance with the Partnership Agreement, where the Existing General Partner has, amongst other things, committed a knowing, willful and material breach of the Partnership Agreement that is not cured within 30 days after the Existing General Partner's receipt of a notice from the Partnership with respect to such breach, such circumstances shall constitute Cause (as defined in the Partnership Agreement) which shall subject the Existing General Partner to removal in accordance with Section 6.1(d) of the Partnership Agreement.

2. IT IS FURTHER NOTED THAT:

- (a) in light of the breaches to the Partnership Agreement and the potential breaches under the Act and the PF Act, and the failure of the Existing General Partner to cure such breaches within 30 days of the Notice of Breach and Demand, the undersigned Limited Partners wish to remove the Existing General Partner as general partner to the Partnership, with Cause, in accordance with Section 6.1(d) of the Partnership Agreement, and appoint a new general partner in its place;
- (b) it is proposed that Blue Bear Ltd., a new Cayman Islands exempted company incorporated with limited liability on 25 May 2023 (the **New General Partner**), be

appointed as general partner of the Partnership, effective immediately upon the termination of the Existing General Partner;

- (c) the removal of the Existing General Partner for Cause, and the appointment of the New General Partner, shall be approved by the affirmative act of a Supermajority in Interest;
- (d) it is proposed that upon removal of the Existing General Partner for Cause, the New General Partner shall take all necessary steps and best efforts to amend the Partnership Agreement to, among other things: (1) revising the economics in section 5.1 to eliminate the 75 /25 allocation with profits being distributed *pro rata* to the Limited Partners and removing a profit distribution to the New General Partner (2) requiring monthly written updates regarding the finances and operations of the Partnership from the New General Partner; (3) requiring the New General Partner to hold quarterly meetings with all Limited Partners to discuss the status of the finances and operations of the Partnership;
- (e) it is further proposed that upon removal of the Existing General Partner for Cause, the New General Partner will take all necessary steps and best efforts to return the Partnership to good standing with CIMA (as necessary);
- (f) it is further proposed that upon removal of the Existing General Partner for Cause, the New General Partner will take all necessary steps and best efforts to commission a proper accounting firm to perform any outstanding audits for prior years and Fiscal Year 2022;
- (g) it is further proposed that upon removal of the Existing General Partner for Cause, the New General Partner will take all necessary steps and best efforts to conduct an accounting to recover funds due and owed to the Partnership and any partner thereof from 2011 to present date;
- (h) the undersigned Limited Partners consent to Notice of this Consent of a Supermajority in Interest of the Limited Partners of the Partnership by e-mail and waive any additional Notice pursuant to Section 12.1 of the Partnership Agreement;
- (i) the undersigned Limited Partners represent 75% of the aggregate Investment Allocations (as defined in the Partnership Agreement) resulting in a Supermajority in Interest in accordance with the Partnership Agreement.

3. ACCORDINGLY, THE UNDERSIGNED LIMITED PARTNERS HEREBY CONSENT TO:

- (a) the removal of the Existing General Partner for Cause in accordance with Section 6.1(d) of the Partnership Agreement, effective immediately; and
- (b) the appointment of the New General Partner as general partner to the Partnership, in accordance with Section 6.1(d) of the Partnership Agreement, effective immediately.

DocuSigned by:

Brian R. Gelber

CA37F172DF684B4...

Name: POG Investments LLC, Series AK

By: Brian R. Gelber

Its:

Date: 5 June 2023

DocuSigned by:
Karoline Molberg
06C889961FE0453...

Name: Estate of Hans Erik Molberg

By: Karoline Molberg

Its: Executor of the Estate of Hans Erik Molberg

Date: *5 June 2023*

Name: POG Investments LLC, Series AK

By: Brian R. Gelber

Its:

Date:

Name: Structured Credit Investco LLC

By: Vishal Garg

Its: Member

Date:

Name: Structured Credit Investco LLC

By: Raza Khan

Its: Member

Date:

Name: Estate of Hans Erik Molberg

By: Karoline Molberg

Its: Executor of the Estate of Hans Erik Molberg

Date:



Celestino Amore (Jun 5, 2023 17:09 GMT+1)

Name: Celestino Amore

Date: Jun 5, 2023

Name: Christopher P. Dundon

Date:

Name: Deutsche Property Investment Limited

By: Wolf-Peter Berthold

Its: Director

Date:

Name: David P. Goldman

Date:

Name: Andrew Black

Date:






Written Consent - Phoenix Holdco LP (6.5.23)

Final Audit Report

2023-06-05

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Transaction ID:	CBJCHBCAABAADFIYjeAepzLkNm5Vax8aDPpF4K9EMI2Y

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Christopher P. Dundon

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Name: Christopher P. Dundon

Date: 5 June 2023



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Signatures: 1

Envelope Originator:

Certificate Pages: 4

Initials: 0

Candace Freeman

AutoNav: Enabled

cfreeman@applebyglobal.com

Envelopeld Stamping: Enabled

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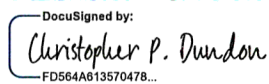
Signer Events

Christopher P. Dundon

chris.dundon@gmail.com

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Signature

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Agent Delivery Events

Status

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Intermediary Delivery Events

Status

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Certified Delivery Events

Status

Timestamp

Carbon Copy Events

Status

Timestamp

Ben Woolf

bwoolf@applebyglobal.com

Security Level: Email, Account Authentication
(None)

COPIED

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Witness Events

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6/5/2023 10:36:06 AM

Completed

Security Checked

6/5/2023 10:36:06 AM

Payment Events

Status

Timestamps

Electronic Record and Signature Disclosure

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By: Celestino Amore

Its:

Date:

Name: Christopher P. Dundon

Date:

Wolf-Peter Berthold

Name: Deutsche Property Investment Limited

By: Wolf-Peter Berthold

Its: Director

Date: 05.06.2023

Name: David P. Goldman

Date:

Name: Andrew Black

Date:









Written Consent - Phoenix Holdco LP (6.5.23)

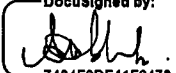
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Name: Andrew Black

Date: 5 June 2023



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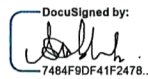
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cfreeman@applebyglobal.com

Location: DocuSign

Signer Events

Andrew Black
andrew@chasemorefarm.co.uk
Security Level: Email, Account Authentication (None)

Signature



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Status

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Agent Delivery Events

Status

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Intermediary Delivery Events

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Certified Delivery Events

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Carbon Copy Events

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Ben Woolf
bwoolf@applebyglobal.com
Security Level: Email, Account Authentication (None)



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Witness Events

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Payment Events

Status

Timestamps

Electronic Record and Signature Disclosure

Name: Whitehead Capital Inc.

By: Celestino Amore

Its:

Date:

Name: Christopher P. Dundon

Date:

Name: Deutsche Property Investment Limited

By: Wolf-Peter Berthold

Its: Director


Date:

Name: David P. Goldman

Date:

Name: Andrew Black

Date:

DocuSigned by:

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Name: Chamberlain Park LLC

By: David Keith Johnson

Its: Director

Date: June 5, 2023

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Signatures: 1

Envelope Originator:

Certificate Pages: 4

Initials: 0

Candace Freeman

AutoNav: Enabled

cfreeman@applebyglobal.com

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Record Tracking

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Holder: Candace Freeman

Location: DocuSign

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cfreeman@applebyglobal.com

Signer Events

David Keith Johnson

keith6749@gmail.com

Director

June 5, 2023

Security Level: Email, Account Authentication
(None)**Signature**

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Ben Woolf

bwoolf@applebyglobal.com

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Signing Complete

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6/5/2023 10:05:05 AM

Completed

Security Checked

6/5/2023 10:05:05 AM

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Name: Alan Patterson

Date: *5 June 2023*



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Signer Events

Alan Patterson
 apatterson3@me.com
 Security Level: Email, Account Authentication (None)

Signature

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In Person Signer Events

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Timestamp

Editor Delivery Events

Status

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Agent Delivery Events

Status

Timestamp

Intermediary Delivery Events

Status

Timestamp

Certified Delivery Events

Status

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Carbon Copy Events

Status

Timestamp

Ben Woolf
 bwoolf@applebyglobal.com
 Security Level: Email, Account Authentication (None)
Electronic Record and Signature Disclosure:
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Witness Events

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Payment Events

Status

Timestamps

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Name: Chakradhar Reddy

Date:

Name: Chamberlain Park LLC

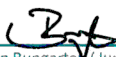
By: David Keith Johnson

Its:

Date:

Name: Alan Patterson

Date:


Stefan Bungarten (Jun 5, 2023 18:06 GMT+2)

Name: Stefan Bungarten

Date: Jun 5, 2023

Name: Geoffrey R. Witt

Date:







Written Consent - Phoenix Holdco LP (6.5.23)

Final Audit Report

2023-06-05

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By:	Rachael Kierych (rachael@rkgroup.law)
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-  Signer sbungarten@yahoo.com entered name at signing as Stefan Bungarten
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Name: Chakradhar Reddy

Date:

Name: Chamberlain Park LLC

By: David Keith Johnson

Its:

Date:

Name: Alan Patterson

Date:

Name: Stefan Bungarten


Date:

Name: Geoffrey R. Witt

Date:

Name: Riaz Valani

Date:


Henry Balboa (Jun 5, 2023 09:52 EDT)

Name: Dr. Henry Balboa

Date: Jun 5, 2023

Name: Phoenix Cayman Ltd. (f/k/a ARAM Cayman, Ltd.)

Its:

Date:







Written Consent - Phoenix Holdco LP (6.5.23)

Final Audit Report

2023-06-05

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-  Signer dbalboa831@aol.com entered name at signing as Henry Balboa
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Name: Riaz Valani

Date:

Name: Dr. Henry Balboa

Date:

Name: Phoenix Cayman Ltd. (f/k/a ARAM Cayman, Ltd.)

Its:

Date:

Name: Chakradhar Reddy

Date:

Name: Chamberlain Park LLC

By: David Keith Johnson

Its:

Date:

Name: Alan Patterson

Date:

Name: Stefan Bungarten

Date:

Geoffrey R. Witt

Name: Geoffrey R. Witt

Date: Jun 5, 2023

Name: Riaz Valani

Date:

Name: Dr. Henry Balboa

Date:

Name: Phoenix Cayman Ltd. (f/k/a ARAM Cayman, Ltd.)

Its:

Date:

Signature: 
Geoffrey Witt (Jun 5, 2023 17:41 EDT)

Email: geoffreywitt@gmail.com







Written Consent - Phoenix Holdco LP (6.5.23)

Final Audit Report

2023-06-05

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"Written Consent - Phoenix Holdco LP (6.5.23)" History

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2023-06-05 - 2:47:03 PM GMT
-  Email viewed by geoffreywitt@gmail.com
2023-06-05 - 2:47:05 PM GMT - IP address: 66.249.91.190
-  Signer geoffreywitt@gmail.com entered name at signing as Geoffrey R Witt
2023-06-05 - 9:41:54 PM GMT - IP address: 185.199.101.211
-  Document e-signed by Geoffrey R Witt (geoffreywitt@gmail.com)
Signature Date: 2023-06-05 - 9:41:56 PM GMT - Time Source: server - IP address: 185.199.101.211
-  Agreement completed.
2023-06-05 - 9:41:56 PM GMT