

**Fill in this information to identify the case:**

United States Bankruptcy Court for the:

Southern District of New York



Case number (if known): Chapter 15

☐ Check if this is an amended filing

**Official Form 401**

**Chapter 15 Petition for Recognition of a Foreign Proceeding**

12/15

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write debtor's name and case number (if known).

1. Debtor's name Tristan Oil Ltd.

2. Debtor's unique identifier For non-individual debtors:

☐ Federal Employer Identification Number (EIN) -

☒ Other 1058545 Describe identifier BVI Reg. No.

For individual debtors:

☐ Social Security number: xxx - xx-

☐ Individual Taxpayer Identification number (ITIN): 9 xx - xx -

☐ Other Describe identifier

3. Name of foreign representative(s) Anna Silver

4. Foreign proceeding in which appointment of the foreign representative(s) occurred Eastern Caribbean Supreme Court, High Court of Justice, British Virgin Islands

5. Nature of the foreign proceeding

Check one:

☒ Foreign main proceeding

☐ Foreign nonmain proceeding

☐ Foreign main proceeding, or in the alternative foreign nonmain proceeding

6. Evidence of the foreign proceeding

☐ A certified copy, translated into English, of the decision commencing the foreign proceeding and appointing the foreign representative is attached.

☐ A certificate, translated into English, from the foreign court, affirming the existence of the foreign proceeding and of the appointment of the foreign representative, is attached.

☒ Other evidence of the existence of the foreign proceeding and of the appointment of the foreign representative is described below, and relevant documentation, translated into English, is attached.  
See Addendum

7. Is this the only foreign proceeding with respect to the debtor known to the foreign representative(s)?

☐ No. (Attach a statement identifying each country in which a foreign proceeding by, regarding, or against the debtor is pending.)

☒ Yes

Debtor Tristan Oil Ltd. Case number (if known) \_\_\_\_\_  
Name

**8. Others entitled to notice**

Attach a list containing the names and addresses of:

- (i) all persons or bodies authorized to administer foreign proceedings of the debtor,
- (ii) all parties to litigation pending in the United States in which the debtor is a party at the time of filing of this petition, and
- (iii) all entities against whom provisional relief is being sought under § 1519 of the Bankruptcy Code.

**9. Addresses**

**Country where the debtor has the center of its main interests:**

British Virgin Islands

**Debtor's registered office:**

2nd Floor Water's Edge, Wickhams Cay II  
Number Street

P.O. Box

Road Town Tortola VG1111  
City State/Province/Region ZIP/Postal Code

British Virgin Islands  
Country

**Individual debtor's habitual residence:**

Number Street

P.O. Box

City State/Province/Region ZIP/Postal Code

Country

**Address of foreign representative(s):**

2nd Floor Water's Edge, Wickhams Cay II  
Number Street

P.O. Box

Road Town Tortola VG1111  
City State/Province/Region ZIP/Postal Code

British Virgin Islands  
Country

**10. Debtor's website (URL)**

**11. Type of debtor**

Check one:

☒ Non-individual (check one):

☒ Corporation. Attach a corporate ownership statement containing the information described in Fed. R. Bankr. P. 7007.1.

☐ Partnership

☐ Other. Specify: \_\_\_\_\_

☐ Individual

Debtor Tristan Oil Ltd.  
Name

Case number (if known) \_\_\_\_\_

**12. Why is venue proper in this district?**

Check one:

- ☐ Debtor's principal place of business or principal assets in the United States are in this district.  
☐ Debtor does not have a place of business or assets in the United States, but the following action or proceeding in a federal or state court is pending against the debtor in this district:

☒ If neither box is checked, venue is consistent with the interests of justice and the convenience of the parties, having regard to the relief sought by the foreign representative, because:

Notes, Indenture governed by NY Law; Funds on deposit in NY

**13. Signature of foreign representative(s)**

I request relief in accordance with chapter 15 of title 11, United States Code.

I am the foreign representative of a debtor in a foreign proceeding, the debtor is eligible for the relief sought in this petition, and I am authorized to file this petition.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

x 

Signature of foreign representative

Anna Silver

Printed name

Executed on 11/07/2023  
MM / DD / YYYY

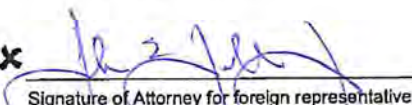
x \_\_\_\_\_

Signature of foreign representative

Printed name

Executed on \_\_\_\_\_  
MM / DD / YYYY

**14. Signature of attorney**

x   
Signature of Attorney for foreign representative

Date 11/07/2023  
MM / DD / YYYY

John E. Jureller, Jr.

Printed name

Klestadt Winters Jureller Southard & Stevens LLP

Firm name

200 West 41st Street, 17th Floor

Number Street

New York

City

NY 10036

State ZIP Code

(212) 972-3000

Contact phone

jjureller@klestadt.com

Email address

2586451

Bar number

NY

State

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:	)	
	)	Chapter 15
Tristan Oil Ltd.,	)	
	)	Case No. [ ]
	)	
Debtor in a Foreign Proceeding.	)	
	)	

**DECLARATION OF FOREIGN REPRESENTATIVE IN  
SATISFACTION OF SECTION 1515(B) OF THE BANKRUPTCY CODE**

I, Anna Silver, being duly sworn, state the following under penalty of perjury:

1. I am the foreign representative of Tristan Oil Ltd. ("Tristan" or the "Debtor").
2. On June 25, 2023, I was appointed as a director of the Debtor by the company's shareholders. On June 26, 2023, the Board of the Debtor passed board resolutions that, among other things, (i) authorized me to retain, instruct and liaise with BVI, UK and US counsel for the purposes of drafting the Restructuring Documents and doing all things necessary with a view to implement the Restructuring. Attached hereto as Exhibit A, is a copy of such board resolutions.
3. Upon the Claim of the Debtor by fixed date claim form filed June 29, 2023 and upon the *ex parte* application of the Debtor by Notice of Application dated August 3, 2023, inclusive of the First Affidavit of Anatolie Stati, the First and Second Affidavits of Anna Silver, the Affidavit of Robert Bedford of Astraea Group Limited and the Affidavit of John Patton of Argentum Creek Partners LP and their respective exhibits, the Debtor sought an order of The Eastern Caribbean Supreme Court, In the High Court of Justice, British Virgin Islands, Commercial Division ("BVI Court") convening a meeting to consider and, if thought fit, approve a single meeting of Scheme Creditors (as defined in the scheme of arrangement proposed between the Debtor and the Scheme Creditors pursuant to section 179A of the Business

Companies Act of 2002 (the “Scheme”) for the purposes of considering and if thought fit approving (with or without modification) the Scheme. scheme of arrangement in respect of the Debtor (the “Scheme”).

4. Upon a hearing held before the BVI Court on August 15, 2023, the BVI Court entered an order (the “Convening Order”) that, among other things, (i) authorized the Debtor to convene a single meeting of the Scheme Creditors of the Debtor to consider and, if thought fit, approve the Scheme, (ii) directed notice of the Scheme Meeting to the Scheme Creditors, (iii) appointed me, or in my absence Alex Drysdale, a Partner at Walkers (BVI) to act as Chair of the Scheme Meeting and of any adjournments thereof and to report the results of the Scheme Meeting to the BVI Court, and (iv) provided for voting requirements for the Scheme Meeting, and (v) directed that the Scheme, if approved by 75% in value of the Scheme Creditors voting at the Scheme Meeting, be listed for final determination on an urgent basis by the BVI Court. The Convening Order was modified by orders dated August 22, 2023 (“August 22 Order”) and September 12, 2023 (“September 12 Order”) solely to modify certain dates and submission deadlines under the Convening Order.

5. Further, by the Convening Order, I was appointed as the foreign representative of the Debtor, including as representative with respect to the Debtor for purposes of seeking under chapter 15 of the Bankruptcy Code.

6. Pursuant to the requirement of 11 U.S.C. § 1515(b)(1), attached hereto as **Exhibit B** are certified copies of the Convening Order, the August 22 Order and the September 12 Order, respectively.

The foregoing is true and correct to the best of my knowledge.

Dated: 7 November 2023



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Anna Silver  
The Foreign Representative of  
Tristan Oil Ltd.

# **Exhibit A**

**TRISTAN OIL LIMITED**

**(THE "COMPANY")**

**BVI BUSINESS COMPANY NO 1058545**

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**MINUTES OF A MEETING OF THE DIRECTORS OF THE COMPANY HELD AT 171 MAIN  
STREET, ROAD TOWN, TORTOLA, BVI AT 9:06 A.M. ON 26 JUNE 2023**

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**Present:** Anna Silver

Anatolie Stati (by Microsoft Teams)

**In attendance:** Alex Drysdale of Walkers

James Hart of Hillmont Partners

Iryna Nahorniak of Hillmont Partners

Stephen Phillips of Astraea Group

Gheorghe Ciobanu of Ascom Group

Serghei Covali of Ascom Group

Pisica Grigore of Ascom Group

**Absent:** None

By agreement, Anna Silver acted as Chairman of the meeting.

**1. OPENING OF MEETING**

1.1 The meeting was declared open.

**2. NOTICE AND QUORUM**

2.1 It was noted that all of the Directors had received due notice of the meeting and that the meeting was quorate and, accordingly, the meeting could proceed to business.



**3. DECLARATIONS OF INTEREST**

- 3.1 Each of the Directors confirmed that they had no interests in the matters which were the subject of the meeting, save for such interests that Anatolie Stati had by virtue of him being the sole shareholder of the Company and save for such interests as Anna Silver has in these resolutions including at paragraph 4, which, among others, resolves to ratify her appointment as a director of the Company and the entry into by the Company of a Director Services Agreement ("**DSA**") and by virtue of Anna Silver being an employee of FFP (BVI) Limited ("**FFP**") which is the party that will enter into the DSA with the Company and the registered agent of the Company.

**4. APPOINTMENT OF ANNA SILVER AS A DIRECTOR OF THE COMPANY AND APPROVAL OF DIRECTOR SERVICES AGREEMENT**

- 4.1 It was **NOTED** that:

- (a) the Company has appointed Anna Silver as a director of the Company by way of written resolution of the sole shareholder of the Company;
- (b) the Directors have received and carefully reviewed a copy of the DSA setting out the agreement between the Company and FFP; and
- (c) in the opinion of the Directors, the entry into and performance by the Company of its obligations under the DSA is be in the best interests of the Company.

- 4.2 **IT WAS RESOLVED** that:

- (a) the appointment of Anna Silver as a director of the Company be and is hereby confirmed, approved, authorised and ratified;
- (b) the entry into the DSA and the transactions contemplated thereby by the Company is hereby confirmed, approved, authorised and ratified;
- (c) the form of the DSA be confirmed, approved, authorised and ratified on behalf of the Company subject to such amendments and additions thereto as any one Director, in their absolute discretion and opinion, deems appropriate, the signature of such Director on the DSA being due evidence for all purposes of the approval of any such amendment or addition and the final terms thereof on behalf of the Company;
- (d) the signature by any Director authorised to sign the DSA (as amended in accordance with these resolutions) in the name and on behalf of the Company is hereby confirmed, approved, authorised and ratified; and

- (e) the Company is authorised to forward this resolution to the registered agent of the Company so that they may update their records and make any filings as required under BVI law.

## 5. AMENDMENT TO THE COMPANY'S MEMORANDUM AND ARTICLES OF ASSOCIATION

### 5.1 It was **NOTED** that:

- (a) it appears that the Company's Memorandum and Articles of Association (the "**M&A**") have not been updated since its incorporation in 2006;
- (b) since 2006, there have been changes to BVI law which good practice would dictate should be reflected in the Company's M&A and certain others of the provisions contained in the M&A warranted updating to make service of notice by the Company on its shareholders more straightforward and consistent with modern means of communications;
- (c) subject to clause 8 of the Company's Memorandum of Association ("**Memorandum**"), and to certain exceptions which are not material to the changes currently under consideration, clause 12.1 of the Memorandum permits the Company to amend its M&A by resolution of directors;
- (d) it is therefore proposed that the M&A be updated as follows –
  - (i) In Regulation 2.4 of the Company's Articles of Association ("**Articles**") –
    - (A) By inserting at the end of Regulation 2.4(a) after the semi colon, the word "*and*";
    - (B) By deleting Regulation 2.4(b) and substituting therefor the following –

*"that, in the opinion of the directors, the present cash value of the non-money consideration and money consideration, if any, for the issue is not less than the amount to be credited for the issue of the Shares.*
    - (C) By deleting Regulation 2.4(c).
  - (ii) In Regulation 19.2 by deleting the word "*The*" at the beginning of that Regulation and inserting before the words "*The Company may by Resolution of Shareholders*", the following "*In addition to complying with the requirements of the Act to prepare an annual return from time to time, the*";

- (iii) By deleting Regulation 20.1 of the Articles, and inserting in its place the following –

*"Any notice, information or written statement to be given by the Company to Shareholders may be given by personal service, by mail addressed to each Shareholder at the address shown in the register of members, or by electronic mail to any electronic mail address such Shareholder may have specified in writing for the purpose of such service of notices, or by facsimile should the directors deem it appropriate.*

- (iv) By inserting after Regulation 20.1 the following as Regulation 20.1B–

*"In the case of joint holders of a Share, all notices shall be given to that one of the joint holders whose name stands first in the Register of Members in respect of the joint holding, and notice so given shall be sufficient notice to all the joint holders".*

5.2 **IT WAS RESOLVED** that the company's Articles of Association be amended and restated to include the below amendments –

- (i) In Regulation 2.4 of the Company's Articles of Association ("**Articles**") –

(A) By inserting at the end of Regulation 2.4(a) after the semi colon, the word "*and*";

- (B) By deleting Regulation 2.4(b) and substituting therefor the following –

*"that, in the opinion of the directors, the present cash value of the non-money consideration and money consideration, if any, for the issue is not less than the amount to be credited for the issue of the Shares.*

- (C) By deleting Regulation 2.4(c).

- (ii) In Regulation 19.2 by deleting the word "*The*" at the beginning of that Regulation and inserting before the words "*The Company may by Resolution of Shareholders*", the following "*In addition to complying with the requirements of the Act to prepare an annual return from time to time, the*";

- (iii) By deleting Regulation 20.1 of the Articles, and inserting in its place the following –

*"Any notice, information or written statement to be given by the Company to Shareholders may be given by personal service, by mail addressed to each Shareholder at the address shown in the register of members, or by electronic mail to any electronic mail address such Shareholder may have specified in writing for the purpose of such service of notices, or by facsimile should the directors deem it appropriate.*

- (iv) By inserting after Regulation 20.1 the following as Regulation 20.1B–

*"In the case of joint holders of a Share, all notices shall be given to that one of the joint holders whose name stands first in the Register of Members in respect of the joint holding, and notice so given shall be sufficient notice to all the joint holders".*

## **6. FILING OF AMENDED MEMORANDUM AND ARTICLES OF ASSOCIATION**

### **6.1 IT IS RESOLVED that:**

- (a) Any Director, Attorney, Authorised Signatory or Officer (in each case acting severally) be, and is hereby, authorised to make available and otherwise deliver (whether in hard copy, by email or otherwise) a copy of these resolutions to FFP, and to authorise and instruct FFP to give effect to and perform the applicable instructions as contemplated by these resolutions; and
- (b) FFP be, and is hereby, irrevocably authorised and instructed, by copy of these resolutions (howsoever these resolutions are copied to such persons), immediately to file for registration on behalf of the Company the amended and restated M&A resolved upon above and, promptly following completion thereof, to provide (by email) confirmation of such (with a copy of the relevant amended and restated M&A that has been filed) to (a) Rosalind Nicholson of Walkers, 171 Main Street, Road Town, Tortola BVI VG1110, Rosalind.Nicholson@walkersglobal.com; and (b) Anna Silver, of 2nd Floor Water's Edge Wickhams Cay II, 1110, Road Town, Tortola VG 1100, British Virgin Islands, anna.silver@ffp.vg

## **7. PROPOSED RESTRUCTURING**

- 7.1 **IT WAS NOTED** that the Company was, and had for some time been, negotiating a restructuring of its finances ("**Restructuring**"), including its Senior Notes, liabilities to its former US Counsel, King and Spalding and litigation finance provided by Burford Capital or one of its affiliates with a view to proposing a scheme of arrangement pursuant to section 179A of the Act, accompanied by an application in the US under Chapter 15 of the US Bankruptcy Code; and

7.2 For that purpose, Anna Silver was appointed by the Board to negotiate the Restructuring on the Company's behalf and that she be authorised to retain, instruct and liaise with BVI, UK and US Counsel as she may consider necessary or desirable for the purpose of drafting such documents, including any documents to be filed with the Courts whether in the BVI or the US, and doing all such other things as might be necessary with a view to the implementation of the Restructuring.

7.3 **IT WAS RESOLVED** that:

- (a) Anna Silver be and is hereby appointed to act on the Company's behalf for the purpose of negotiating the Restructuring on the Company's behalf;
- (b) Anna Silver be and is hereby authorised to act as foreign representative of the Company to commence a case under Chapter 15 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York; and
- (c) For that purpose, Anna Silver be authorised to do all such things as may be necessary with a view to the implementation of the Restructuring including, without limitation, retaining, instructing and liaising with BVI, UK and US Counsel for the purpose of drafting such documents, including the Scheme, the Explanatory Statement and any documents to be filed with the Courts whether in the BVI or the US, **PROVIDED THAT** a further resolution of the Board shall be required in respect of the execution by the Company of the definitive agreements (other than the Lock-Up Agreement) and the filing of any documents with any Court in relation to the Restructuring.

## **8. GENERAL AUTHORISATION**

8.1 **IT WAS RESOLVED** that, in connection with or to carry out the actions contemplated by the foregoing resolutions, Anna Silver be, and such other persons as are authorised by her be, and each hereby is, authorised, in the name and on behalf of the Company, to do such further acts and things as any Director or officer or such duly authorised other person shall deem necessary or appropriate, including to do and perform (or cause to be done and performed), in the name and on behalf of the Company, all such acts and to sign, make, execute, deliver, issue or file (or cause to be signed, made, executed, delivered, issued or filed) with any person including any governmental authority or agency, all such agreements, documents, instruments, certificates, consents or waivers and all amendments to any such agreements, documents, instruments, certificates, consents or waivers and to pay, or cause to be paid, all such payments, as any of them may deem necessary or advisable in order to carry out the intent of the foregoing resolutions, the authority for the doing of any such acts and things and the signing, making, execution, delivery, issue and filing of such of the foregoing to be conclusively evidenced thereby.

**9. RATIFICATION OF PRIOR ACTIONS**

- 9.1 **IT WAS RESOLVED** that any and all actions of the Company, or of any Director or officer or any Attorney or Authorised Signatory, taken in connection with the actions contemplated by the foregoing resolutions prior to the execution hereof be and are hereby ratified, confirmed, approved and adopted in all respects as fully as if such action(s) had been presented to for approval and approved by, all the Directors prior to such action being taken.

**10. CLOSE OF MEETING**

- 10.1 There being no further business, the meeting then terminated.



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**CHAIRMAN**

# **Exhibit B**



Case Number :BVIHCOM2023/0120

THE EASTERN CARIBBEAN SUPREME COURT  
IN THE HIGH COURT OF JUSTICE  
BRITISH VIRGIN ISLANDS  
COMMERCIAL DIVISION

Submitted Date:16/08/2023 15:21

Filed Date:16/08/2023 15:23

Fees Paid:72.59

IN PRIVATE

CLAIM NO. BVIHC (COM) 0120 OF 2023

IN THE MATTER OF TRISTAN OIL LTD  
AND IN THE MATTER OF THE BUSINESS COMPANIES ACT, 2004 (AS AMENDED)

BETWEEN

TRISTAN OIL LTD

Claimant

THE SCHEME CREDITORS  
(as defined in the proposed scheme of arrangement)

Defendant

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ORDER  
(convening hearing)

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BEFORE: The Honourable Justice Mangatal (Ag.)

DATED: 15 August 2023

ENTERED: 16 August 2023

UPON THE CLAIM of Tristan Oil Ltd (the "**Company**") by fixed date claim form filed on 29 June 2023 coming on for its first hearing

AND UPON THE APPLICATION of the Company by Notice of Application filed on 3 August 2023  
ex parte



**AND UPON HEARING** Jeremy Goldring KC, Rosalind Nicholson and Marcus Haywood, Counsel, for the Company, and Grant Carroll, Sarah Latham and Romauld Johnson on behalf of King & Spalding LLP ("**K&S**")

**AND UPON READING** the (i) the First Affidavit of Anatolie Stati, a director of the Company; (ii) the First and Second Affirmations of Anna Silver; (iii) the Affidavit of Robert Bedford of Astraea Group Limited, and (iv) the Affidavit of John Patton of Argentum Creek Partners LP and their respective exhibits

**AND UPON THE COURT** adopting, in the remainder of this Order, the defined terms used in Scheme to bear the same meaning, unless otherwise stated

**AND UPON THE COURT** directing that the hearing be in private

**IT IS ORDERED THAT:**

*Convening of Scheme Meeting*

- 1 The Company be at liberty to convene a single meeting (the "**Scheme Meeting**") of Scheme Creditors (as defined in the scheme of arrangement proposed between the Company and its Scheme Creditors pursuant to section 179A of the Business Companies Act 2002 (the "**Scheme**"), to be held virtually through a Zoom webinar at 10 am (BVI time) on 7 September 2023, for the purpose of considering and if thought fit approving (with or without modification) the Scheme.

*Notice of Scheme Meeting*

- 2 A notice convening the Scheme Meeting (the "**Notice**") shall be provided forthwith to all Scheme Creditors as follows -:
  - (a) to K&S, by email;
  - (b) to the Notes Scheme Creditors by the Information Agent via the Clearing Systems or by such other means as the Information Agent may consider appropriate in order to bring the Notice to the attention of Notes Scheme Creditors; and
  - (c) by making the Notice available on the password-protected website (the "**Scheme Portal**") which has been established to disseminate information and communications about the Scheme and to facilitate the implementation of the Scheme.

- 3 The Notice shall provide details of how Scheme Creditors are to gain access to the Scheme Portal and vote at and/or attend the Scheme Meeting.
- 4 The following documents (each substantially in the form before the Court subject to completion of blanks and minor modifications as advised by the Company's legal advisers) shall forthwith be made available to Scheme Creditors via the Scheme Portal:
  - (a) the Scheme;
  - (b) the Explanatory Statement; and
  - (c) the Account Holder Letter or Other Scheme Creditor Letter for voting at the Scheme Meeting.
- 5 Any accidental omission to serve any Scheme Creditor with the Notice, or the non-receipt of the Notice by a Scheme Creditor, shall not invalidate the outcome of the Scheme Meeting.
- 6 Any supplemental information (not included in the documents referred to in paragraph 4 above) which the Company wishes to provide to the Scheme Creditors in advance of the Scheme Meeting shall be provided by the Scheme Portal.

*Chair of Scheme Meeting*

- 7 Anna Silver of 2nd Floor Water's Edge, Wickhams Cay II, Road Town, Tortola VG 1110, British Virgin Islands, a director of the Company, or in her absence, Alex Drysdale, a Partner of Walkers (BVI), of 171 Main Street, Road Town, Tortola, British Virgin islands, be appointed to act as Chair of the Scheme Meeting and of any adjournment thereof and to report the results of the Scheme Meeting to the Court.

*Voting at Scheme Meeting*

- 8 The Scheme Creditors as at the Voting Reference Deadline (being 5pm BVI time on 5 September 2023), will be entitled to attend and vote at the Scheme Meeting (either in person, by authorised representative and/or by proxy by way of submission of an Account Holder Letter or Other Scheme Creditor Letter (as applicable) in accordance with paragraph 9 below).
- 9 Scheme Creditors be requested to return their Account Holder Letter or Other Scheme Creditor Letter to be received by the Information Agent by email to [lm@glas.agency](mailto:lm@glas.agency) or online via the Scheme Portal by 5pm (BVI time) on 5 September 2023.

- 10 The Chair of the Scheme Meeting be entitled to accept proxies by way of an Account Holder Letter or Other Scheme Creditor Letter (as applicable) received in accordance with paragraph 9 above provided that they are legible.

*Determination of entitlement to vote at the Scheme Meeting*

- 11 The Chair of the Scheme Meeting shall be responsible for determining the entitlement of any Scheme Creditor to vote at the Scheme Meeting and the value (which may include a nominal value) for which any Scheme Creditor's vote will be admitted for voting purposes, by reference to information provided by the Scheme Creditor on and with its Account Holder Letter or Other Scheme Creditor Letter (as applicable), information provided by the Information Agent and/or the information contained in the Company's books and records.
- 12 The Chair be at liberty to accept, at her discretion, otherwise incomplete or late proxies by way of an Account Holder Letter or Other Scheme Creditor Letter (as applicable) but, for the avoidance of doubt, provided that any such late Account Holder Letter or Other Scheme Creditor Letter (as applicable) is received before the Chair closes the Scheme Meeting; and, provided that in the case of an incomplete Account Holder Letter or Other Scheme Creditor Letter (as applicable), sufficient information has been provided in the Account Holder Letter or Other Scheme Creditor Letter (as applicable), or by some other means, to enable the Chair, in any such given case, to assess the value of the relevant Scheme Creditor's claim.
- 13 The Chair shall be entitled to rely on the signature on the Account Holder Letter or Other Scheme Creditor Letter (as applicable), as a warranty that the signatory has been duly authorised by the relevant Scheme Creditor to sign the Account Holder Letter or Other Scheme Creditor Letter (as applicable) on behalf of that Scheme Creditor.
- 14 The Chair be at liberty in her absolute discretion to permit the attendance of persons who are not otherwise entitled to attend and vote at a Scheme Meeting, unless an objection is taken by (or by a person appointed to vote by proxy for) a Scheme Creditor entitled to attend and vote at the relevant Scheme Meeting, provided that such a person shall not be entitled to speak at the relevant Scheme Meeting without the permission of the Chair.
- 15 The Chair (with such assistance from the Information Agent or others as she may require) shall be responsible for:
- (a) counting the votes submitted at the Scheme Meeting;
  - (b) providing a report to the Court setting out the votes submitted at the Scheme Meeting.

*Adjournment of Scheme Meeting*

- 16 The Chair of the Scheme Meeting be at liberty to adjourn the Scheme Meeting for a period not exceeding one week by written notice to be sent to Scheme Creditors not less than three days prior to the day appointed for the Scheme Meeting.
- 17 The Chair of the Scheme Meeting, during the course of the Scheme Meeting, be at liberty to adjourn the Scheme Meeting for such period as she shall deem appropriate.
- 18 In so far as practicable, notification of the time, date and place at which any adjourned Scheme Meeting will occur should be given to Scheme Creditors as follows:
  - (a) by email to K&S;
  - (b) to the Notes Scheme Creditors by the Information Agent (via the Clearing Systems or by such other means as the Information Agent may consider appropriate in order to bring notice of the adjournment to the attention of Notes Scheme Creditors); and
  - (c) via the Scheme Portal.

*Chair's report to the Court on the outcome of the Scheme Meeting*

- 19 The Chair report to the Court in writing the outcome of the Scheme Meeting within 7 days of the conclusion of the Scheme Meeting or of any adjournment thereof.
- 20 The Chair shall have liberty to apply to the Court for such further or amended directions as may be considered necessary or appropriate.

*Final hearing for sanction*

- 21 The Fixed Date Claim Form be adjourned and, if the Scheme is approved by a majority in number representing 75% in value of Scheme Creditors present in person or by proxy and voting at the Scheme Meeting or any adjournment thereof, it be listed for final determination on an urgent basis with a hearing time estimate of two days.
- 22 The Company and K&S be permitted to adduce Expert Evidence of New York law in connection with the Company's application for an Order sanctioning the Scheme.
- 23 Both the Company's and K&S' Expert Evidence of New York law be filed and exchanged by 4pm on 5 September 2023.

- 24 Any evidence of fact to be relied upon by the Company and/or K&S be filed and exchanged by 4pm on 5 September 2023.
- 25 There be liberty apply for such orders as to the preservation of the confidentiality of documents and/or for the hearing for sanction of the Scheme to be heard in private, as may be appropriate.
- 26 There be liberty to apply to adduce evidence after the Scheme Meeting scheduled to take place on 7 September 2023, to extent that it addresses matters arising out of the Scheme Meeting.

*Appointment of Foreign Representative*

- 27 Anna Silver be and is hereby appointed foreign representative (the "**Foreign Representative**") of the Company, authorised in these proceedings to act as the Foreign Representative for the purposes of any proceedings commenced in the United States under chapter 15 of the U.S. Bankruptcy Code or otherwise and elsewhere under the relevant local laws.

*Court file*

- 28 The Court file in relation to the Scheme (including the evidence filed in connection with it) be sealed and should not open to inspection by any person absent an Order of the Court (any such application for inspection to be made on at least five days' notice to the Company).

*Permission to apply*

- 29 There be permission to apply.

*Costs*

- 30 Costs of the hearing be reserved.

BY THE COURT

  
\_\_\_\_\_  
ap REGISTRAR



**THE EASTERN CARIBBEAN SUPREME COURT  
IN THE HIGH COURT OF JUSTICE  
BRITISH VIRGIN ISLANDS  
COMMERCIAL DIVISION**

**IN PRIVATE**

**CLAIM NO. BVIHC (COM) 120 OF 2023**

**IN THE MATTER OF TRISTAN OIL LTD  
AND IN THE MATTER OF THE BUSINESS  
COMPANIES ACT, 2004 (AS AMENDED)**

**BETWEEN**

**TRISTAN OIL LTD**

**Claimant**

**THE SCHEME CREDITORS**

**(as defined in the proposed scheme of arrangement)**

**Defendants**

---

**ORDER**

**(convening hearing)**

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**Walkers**

171 Main Street  
P.O. Box 92  
Road Town, Tortola  
British Virgin Islands  
Ref: RN/MD/B12415

**Legal Practitioners for Tristan Oil Ltd**





**Case Number :BVIHCOM2023/0120**

THE EASTERN CARIBBEAN SUPREME COURT  
IN THE HIGH COURT OF JUSTICE  
BRITISH VIRGIN ISLANDS  
COMMERCIAL DIVISION

**Submitted Date:22/08/2023 13:59**

IN PRIVATE

**Filed Date:22/08/2023 13:59**

CLAIM NO. BVIHC (COM) 0120 OF 2023

**Fees Paid:72.59**

IN THE MATTER OF TRISTAN OIL LTD  
AND IN THE MATTER OF THE BUSINESS COMPANIES ACT, 2004 (AS AMENDED)

BETWEEN

TRISTAN OIL LTD

Claimant

THE SCHEME CREDITORS

*(as defined in the proposed scheme of arrangement)*

Defendant

---

**ORDER**  
**(amending evidence filing dates)**

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**BEFORE:** The Honourable Justice Mangatal (Ag.)

**DATED:** 21 August 2023

**ENTERED:** 22 August 2023

**UPON THE** scheme sanction hearing having been listed for 2 days on 1 and 2 November 2023

**AND UPON** the Claimant and King & Spalding LLP ("**K&S**") having agreed, subject to the Court, to extend the dates prescribed in paragraphs 23 and 24 of the Order herein made on 15 August 2023 (the "Convening Order") for the filing of Expert Evidence of New York Law and evidence of fact respectively

**IT IS ORDERED BY CONSENT THAT:**

- 1 Paragraphs 23 and 24 of the Convening Order be varied by substituting 4pm on 22 September 2023 in place of 4pm on 5 September 2023 2023.



A handwritten signature in blue ink, appearing to read "Benjamin", written over a horizontal dotted line.

BY THE COURT

REGISTRAR



**IN THE EASTERN CARIBBEAN SUPREME  
COURT  
IN THE HIGH COURT OF JUSTICE  
VIRGIN ISLANDS  
COMMERCIAL DIVISION  
IN PRIVATE  
CLAIM NO. BVIHC (COM) 2023 / 0120  
IN THE MATTER OF TRISTAN OIL LTD  
AND IN THE MATTER OF THE BUSINESS  
COMPANIES ACT, 2004 (AS AMENDED)**

**BETWEEN**

**TRISTAN OIL LTD**

**Claimant**

**THE SCHEME CREDITORS**

**(as defined in the proposed scheme of  
arrangement)**

**Defendants**

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**ORDER**

**(convening hearing)**

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**Ogier**

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British Virgin Islands

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Tel.: +1 284 852 7300

Ref.: NZB/SLT/RJK/506814.00001

Legal Practitioners for King & Spalding LLP

**AND UPON READING** the Third Affirmation of Anna Silver dated 6 September 2023 and its exhibit

**AND UPON THE COURT** considering it appropriate to make this Order on the papers, without a hearing

**AND UPON THE COURT** adopting, in the remainder of this Order, the defined terms used in the Scheme (unless otherwise stated)

**IT IS ORDERED THAT:**

- 1 Paragraph 1 of the Convening Order be amended such that the Scheme Meeting may be held virtually through a Zoom webinar at 10 am (BVI time) on 5 October 2023 (instead of on 7 September 2023).
- 2 A further notice convening the Scheme Meeting (substantially in the form before the Court subject to such minor modifications as advised by the Company's legal advisers) (the "**Supplemental Notice**") shall be provided forthwith to all Scheme Creditors. The provisions of paragraphs 2, 3 and 5 of the Convening Order shall apply equally to the Supplemental Notice as they apply to the Notice.
- 3 The following additional documents (each substantially in the form before the Court subject such minor modifications as advised by the Company's legal advisers) shall forthwith be made available to Scheme Creditors via the Scheme Portal:
  - (a) the Supplementary Explanatory Statement; and
  - (b) the amended Account Holder Letter or Other Scheme Creditor Letter for voting at the Scheme Meeting.
- 4 The dates referred to paragraphs 8, 9 and 26 of the Convening Order be amended as follows:
  - (a) The reference to the date of the Voting Reference Deadline in paragraph 8 of the Convening Order be amended to 5pm BVI time on 2 October 2023.
  - (b) The reference to the date by which Scheme Creditors are to be requested to return their Account Holder Letter or Other Scheme Creditor Letter in paragraph 9 of the Convening Order be amended to 5pm BVI time on 2 October 2023.
  - (c) The reference to the date of the Scheme Meeting in paragraph 26 of the Convening Order be amended to 5 October 2023.
- 5 Save as aforesaid, the provisions of the Convening Order will continue to apply.

6 There be permission to apply.

BY THE COURT



REGISTRAR



**THE EASTERN CARIBBEAN SUPREME COURT  
IN THE HIGH COURT OF JUSTICE  
BRITISH VIRGIN ISLANDS  
COMMERCIAL DIVISION**

**IN PRIVATE**

**CLAIM NO. BVIHC (COM) 2023 / 0120**

**IN THE MATTER OF TRISTAN OIL LTD  
AND IN THE MATTER OF THE BUSINESS  
COMPANIES ACT, 2004 (AS AMENDED)**

**BETWEEN**

**TRISTAN OIL LTD**

**Claimant**

**THE SCHEME CREDITORS  
(as defined in the proposed scheme of  
arrangement)**

**Defendants**

---

**ORDER**

**(Variation of Scheme Timetable)**

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**Walkers**

171 Main Street

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Ref: RN/MD/B12415

**Legal Practitioners for Tristan Oil Ltd**