IN THE GRAND COURT OF THE CAYMAN ISLANDS

FINANCIAL SERVICES DIVISION

CAUSE NO: FSD OF 2026 ( )

IN THE MATTER OF SECTIONS 124 AND 131 OF THE COMPANIES ACT (2026 REVISION) (AS AMENDED)

AND IN THE MATTER OF THE EXEMPTED LIMITED PARTNERSHIP ACT (2025 REVISION) (AS AMENDED)

AND

IN THE MATTER OF CMC CAPITAL PARTNERS GP, L.P. (IN VOLUNTARY LIQUIDATION)

PETITION

TO: The Grand Court of the Cayman Islands

THIS HUMBLE PETITION of CMC Capital Partners GP, Ltd. (in Voluntary Liquidation) of Maples Corporate Services Limited, P.O. Box 309, Ugland House, South Church Street, George Town, Grand Cayman KY1-1104, Cayman Islands, the General Partner (as defined in the LPA) (the "**GP**" or "**Petitioner**") and liquidating trustee of CMC Capital Partners GP, L.P. (in Voluntary Liquidation) (the "**Partnership**"), shows that:

FILED by Maples and Calder (Cayman) LLP, Attorneys-at-Law for the Petitioner, whose address for service is PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands. (Ref:MCL/874758.000001)

1 The purpose of this Petition is to seek an order that pursuant to sections 36(3)(g) and 36(13) of the Exempted Limited Partnership Act (2025 Revision) ("**Act**") that Jeffrey Stower of Teneo (Cayman) Limited, Ground Floor, Harbour Place, 103 South Church Street, P.O. Box 10245, George Town, Grand Cayman KY1-1003, Cayman Islands ("**Mr Stower**") and Chan Mei Lan of Teneo Asia Limited, 4/F, Club Lusitano Building, 16 Ice House Street, Central, Hong Kong ("**Ms Chan**") be appointed to conduct the winding up of the Partnership in place of the Petitioner.

2 The Partnership was registered (in its former name of CMCI Partners GP, L.P.) in the Cayman Islands as an exempted limited partnership on 8 May 2013 with Registration No.71501 under the then revision of the Act, and subsequently changed its name to CMC Capital Partners GP, L.P.

3 The governing document of the Partnership is the Second Amended and Restated Agreement of the Limited Partnership dated 13 February 2026 (the "**LPA**").

4 The Partnership's registered office is presently at Teneo (Cayman) Limited, Ground Floor, Harbour Place, 103 South Church Street, P.O. Box 10245, George Town, Grand Cayman KY1-1003, Cayman Islands.

5 The principal activity of the Partnership was to act as the general partner of the private equity fund, CMC Capital Partners, L.P (the "**Fund**"). On 13 February 2026 the terms of the LPA were updated and states the object and purpose of the Partnership as "(a) serving as an investment vehicle for indirect investments by the Partners in the Fund, (b) participating in the Carried Interest and (c) doing everything necessary or desirable for the accomplishment of the above purposes or the furtherance of any of the powers set forth herein and doing every other act and thing incidental thereto or connected therewith, as well as engaging in any other business or activities that may lawfully be engaged in by a limited partnership formed under the Act".

Liquidation of the Petitioner

6 The Petitioner is the General Partner (as defined in the LPA) of the Partnership.

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7 On 1 April 2026, LaConfiance Investments Ltd of Kingston Chambers, PO Box 173, Road Town, Tortola, British Virgin Islands (**"LaConfiance**'), the sole shareholder of the Petitioner, resolved to place the Petitioner into voluntary liquidation, appointing Mr Stower and Ms Chan as the joint voluntary liquidators ("**JVLs"**) of the Petitioner.

8 The JVLs are seeking that the voluntary liquidation of the Petitioner be brought under the supervision of this Honourable Court pursuant to pursuant to section 124(1) of the Companies Act (2026 Revision) ("**Companies Act**") on the basis that the Petitioner is insolvent and that they be appointed joint official liquidators of the Petitioner.

Voluntary Liquidation of the Partnership

9 The commencement of liquidation proceedings in respect of the Petitioner constituted an Event of Dissolution under article 11.1(c) of the LPA resulting in the Partnership entering voluntary liquidation pursuant to section 36(1)(a) of the Act.

10 Under article 11.2(a) of the LPA, the Petitioner, in its capacity as General Partner of the Partnership, was appointed the liquidating trustee of the Partnership.

11 A notice of voluntary winding up of the Partnership, in accordance with section 36(3)(d) of the Act and section 123 of the Companies Act was filed with the Registrar of Exempted Limited Partnerships on 23 April 2026 and notice of voluntary winding up is due to be published in the Ordinary Gazette on 27 April 2026.

Insolvent Winding up of the Partnership

12 The Petitioner believes that the Partnership is insolvent for the following reasons:

12.1 the Partnership is unable to pay its debts as and when they fall due, due to the statutory demand served on the Partnership on 8 April 2026 which is supported by an arbitral award in favour of the relevant creditor; and

12.2 subject to further investigation, as far as the Petitioner is aware, the Partnership has further creditors but appears to have no assets.

Appointing Mr Stower and Ms Chan to conduct the winding up of the Partnership in place of the Petitioner

13 The Petitioner requests an order of this Honourable Court pursuant to sections 36(3)(g) and 36(13) of the Act that Mr Stower, a qualified insolvency professional, and Ms Chan a foreign practitioner, be appointed jointly and severally to conduct the winding up of the Partnership in place of the Petitioner.

14 It is just and equitable that Mr Stower and Ms Chan be appointed jointly and severally to conduct the winding up of the Partnership in place of the Petitioner because:

14.1 The Partnership is insolvent.

14.2 It is prudent for the Partnership and the Petitioner, who share the same creditors, to have the same professional individuals as their liquidators.

14.3 For the liquidators of the Partnership and the Petitioner, as far as possible, to have the same powers.

14.4 There is no conflict of interest between the Petitioner and the Partnership and it would be efficient to appoint the same liquidator to undertake the liquidation of both entities.

15 In this regard, Mr Stower:

15.1 is a qualified insolvency practitioner in the Cayman Islands and meets the residency requirement contained in regulation 5(1)(a) of the Insolvency Practitioners' Regulations (2026 Consolidation) (the "**Regulations**");

15.2 meets the independence requirement prescribed by regulation 6 of the Regulations;

15.3 meets the insurance requirement prescribed by regulation 7 of the Regulations; and

15.4 consents to act as a JOL of the Partnership, together with Chan Mei Lan of Teneo Asia Limited, if so appointed by the Court.

16 In relation to the proposed foreign practitioner Ms Chan:

16.1 meets the independence requirement prescribed by regulation 6 of the Regulations;

16.2 meets the insurance requirement prescribed by regulation 7 of the Regulations;

16.3 consequently, meets the requirements for foreign practitioners prescribed by regulation 8 of the Regulations; and

16.4 consents to act as a JOL of the Partnership, together with Jeffrey Stower of Teneo (Cayman) Limited, if so appointed by the Court.

The petitioners therefore humbly pray that:

1 The liquidation of the Partnership be conducted, jointly and severally, by Jeffrey Stower of Teneo (Cayman) Limited and Chan Mei Lan of Teneo Asia Limited (the "**LP Liquidators**") in place of the Petitioner.

2 The requirement in Order.15, rule 5(2) of the Companies Winding Up Rules (2023 Consolidation) ("**CWR**") that the petition be advertised is waived.

3 The LP Liquidators shall not be required to give security for their appointment.

4 The LP Liquidators' remuneration and expenses be paid out of the assets of the Partnership in accordance with Part III of the Regulations and Order 20 of the CWR.

5 The LP Liquidators shall have the following powers that reflect those available to joint official liquidators under Part 1 Schedule 3 of the Companies Act:

5.1 The power to engage staff to assist them in the performance of their functions.

6 The LP Liquidators shall have the following powers that reflect those available to official liquidators pursuant Part 2 Schedule 3 the Companies Act, exercisable without the sanction of this Court:

6.1 The power to take possession of, collect and get in the property of the Partnership and for that purpose to take all such proceedings as they consider necessary;

6.2 The power to do all acts and execute, in the name and on behalf of the Partnership, all deeds, receipts and other documents and for that purpose to use, when necessary, the Partnership seal;

6.3 The power to prove, rank and claim in the bankruptcy, insolvency or sequestration of any contributory for any balance against their estate, and to receive dividends in the bankruptcy, insolvency or sequestration in respect of that balance, as a separate debt due from the bankrupt or insolvent and rateably with the other separate creditors;

6.4 The power to draw, accept, make and indorse any bill of exchange or promissory note in the name and on behalf of the Partnership, with the same effect with the respect of the Partnership's liability as if the bill or note had been drawn, accepted, made or indorsed by or on behalf of the Partnership in the course of its business;

6.5 The power to convene meetings of creditors and contributories; and

6.6 The power to do all other things incidental to the exercise of their power.

7 The costs of this Petition shall be paid out of the assets of the Partnership, as an expense of the liquidation, to be taxed if not agreed with the LP Liquidators.

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8 The LP Liquidators be at liberty to meet all disbursements reasonably incurred in connection with the performance of their duties and such payments shall be made as and when they fall due out of the assets of the Partnership and shall be expenses in the liquidation.

9 The LP Liquidators be at liberty to apply for further directions relating to the winding up of the affairs of the Partnership.

Dated this 27th day of April 2026

Maples and Calder (Cayman) LLP

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Maples and Calder (Cayman) LLP
Attorneys-at-Law for the Petitioner

NOTICE OF HEARING

TAKE NOTICE THAT the hearing of this petition will take place at the Law Courts, George Town, Grand Cayman, on at .

Any correspondence or communication with the Court relating to the hearing of this petition should be addressed to the Registrar of the Financial Services Division of the Grand Court at PO Box 495, Grand Cayman, KY1-1106, telephone 345 949 4296.

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