COMMONWEALTH OF THE BAHAMAS

IN THE SUPREME COURT

COMMERCIAL DIVISION

2022

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IN THE MATTER OF the Digital Assets and Registered Exchanges Act, 2020 (as amended)

AND IN THE MATTER OF the Companies (Winding Up Amendment) Act, 2011

AND IN THE MATTER OF FTX DIGITAL MARKETS LTD.
(A Registered Digital Asset Business)

ORDER FOR APPOINTMENT OF PROVISIONAL LIQUIDATOR

Before His Lordship, the Honourable Mr. Chief Justice Ian Winder

Dated the 10 day of **November, A.D., 2022**

UPON THE APPLICATION by an unfiled Summons for Directions dated 10th November 2022 on behalf of the Petitioner/Application, the Securities Commission of The Bahamas **("the Applicant")** for an Order that Mr. Brian Cecil Simms KC be appointed provisional liquidator of FTX Digital Markets Ltd. **("the Company")**.

AND UPON HEARING Mr. Gladstone Brown of Counsel for the Applicant, and Mrs. Sophia T. Rolle-Kapousouzoglou with Mr. Valdere J. Murphy of Counsel for the proposed liquidator.

AND UPON reading the unfiled Petition of the Applicant.

AND UPON READING the unfiled Affidavit of Christina Rolle, Executive Director of the Securities Commission of The Bahamas and the unfiled Affidavit of Brian Cecil Simms KC.

AND UPON the Applicant undertaking by its counsel to pay any damage suffered by the Company, as a result of this order and/or the appointment of a provisional liquidator in the event that the winding up petition is ultimately withdrawn or dismissed.

AND UPON COUNSEL for the Applicant giving an undertaking to file the aforementioned unfiled Petition, Summons for Directions, Affidavit of Christina Rolle and Affidavit of Brian Simms KC as soon as reasonably practicable.

<u>IT IS HEREBY ORDERED</u> <u>that: -</u>

1. Mr Brian Cecil Simms KC of 3 Bayside Executive Park, West Bay Street and Blake Road, Nassau, N.P., The Bahamas be appointed provisional liquidator of the Company **("the Provisional Liquidator").**

2. The Provisional Liquidator is hereby authorised to take any action that he considers fit under the Companies (Winding Up Amendment) Act 2011 **("the Act")**, section 199(4) to maintain the value of the assets owned or managed by the Company or to carry out the functions for which he was appointed including,

    a. with the sanction of the court, those powers contained in Part I of the Fourth Schedule of the Act; and
    b. with or without that sanction the exercise of the general powers specified in Part II of the Fourth Schedule of the Act.

3. For the avoidance of doubt, the above-mentioned powers include a power to dispense with the services of the directors and other management of the Company, but the exercise of that power is without prejudice to the duties of the directors and officers under section 230 of the Act.

4. Until further order the Company's directors have no further authority to act or exercise any functions for or on behalf of the Company unless expressly instructed to do so in writing by the Provisional Liquidator.

5. Until further order of this Court the Provisional Liquidator is directed to take all and any necessary steps that he considers fit to protect the assets of the Company wheresoever situate including any assets held on trust by the Company.

6. The remuneration and expenses of the Provisional Liquidator shall be paid out of the assets of the Company in any event.

7. The Winding-Up Petition shall be adjourned to the 10th February 2023 at 10:00am.

8. The Affidavits of Christina Rolle and Brian Cecil Simms KC and other documents to be filed herein save for the petition, and provisional liquidation order shall be sealed and kept confidential until the return date which is set for 10th February 2023 or until further Order.

BY ORDER OF THE COURT

REGISTRAR

This Order was drawn up by the Securities Commission of The Bahamas, 2nd Floor Poinciana House, North Building, 31A East Bay Street, Nassau, N.P., The Bahamas, Attorneys for the Petitioner/Applicant

PENAL NOTICE

IF YOU FTX DIGITAL MARKETS LTD., WHETHER BY ITSELF, ITS DIRECTORS, EMPLOYEES, SERVANTS, AGENTS OR OTHERWISE DISOBEY THIS ORDER YOU MAY BE HELD TO BE IN CONTEMPT OF COURT AND MAY BE IMPRISONED, FINED OR HAVE YOUR ASSETS SEIZED.

ANY OTHER PERSON WHO KNOWS OF THIS ORDER AND DOES ANYTHING WHICH HELPS OR PERMITS THE BREACH OF THE TERMS OF THIS ORDER MAY ALSO BE HELD TO BE IN CONTEMPT OF COURT AND MAY BE IMPRISONED, FINED OR HAVE THEIR ASSETS SEIZED.

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Securities Commission of The Bahamas

Securities Commission of The Bahamas
2nd Floor Poinciana House,
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Nassau, N.P., The Bahamas
Attorneys for the Petitioner/Applicant

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ORDER FOR APPOINTMENT OF ADDITIONAL PROVISIONAL LIQUIDATORS

Before His Lordship, the Honourable Mr. Chief Justice Ian Winder

Dated the 14th day of **November, A.D., 2022**

UPON THE APPLICATION by an Ex-Parte Summons filed herein on 14th November 2022 on behalf of Mr. Brian Cecil Simms KC, the Provisional Liquidation (**"the Provisional Liquidator"**) of FTX Digital Markets Ltd. (**"the Company"**).

AND UPON HEARING Mrs. Sophia T. Rolle-Kapousouzoglou with Mr. Valdere J. Murphy of Counsel for the Provisional Liquidator and Mr. Gawaine Ward with Mr. Gladstone Brown of Counsel for the Securities Commission of The Bahamas.

AND UPON reading the Affidavits of Brian Simms KC, Kevin Cambridge and Peter Greaves collectively filed herein on 14th November 2022.

IT IS HEREBY ORDERED that: -

1. **Messrs. Kevin G Cambridge** and **Peter Greaves** respectively of PricewaterhouseCoopers Advisory (Bahamas) Limited and **PricewaterhouseCoopers**

Limited (incorporated in Hong Kong) be appointed Joint Provisional Liquidators alongside Mr. Brian Cecil Simms KC **("the JPLs")**.

2. The appointment of Messrs. Kevin G. Cambridge and Peter Greaves will take effect on the same terms as paragraphs 2 to 5 of the Order for Appointment of Provisional Liquidator made by this Honourable Court 10 November 2022 (filed herein on 11th November 2022) pursuant to which Mr. Brian Cecil Simms KC was appointed a provisional liquidator by the Honourable Mr. Chief Justice Ian Winder, specifically:

2.1. The JPLs are hereby authorised to take any action that they consider fit under the Companies (Winding Up Amendment) Act 2011 **("the Act")**, section 199(4) to maintain the value of the assets owned or managed by the Company or to carry out the functions for which they were appointed including,

a. with the sanction of the court, those powers contained in Part I of the Fourth Schedule of the Act; and

b. with or without sanction of the Court the exercise of the general powers specified in Part II of the Fourth Schedule of the Act.

2.2. For the avoidance of doubt, the above-mentioned powers include a power to dispense with the services of the directors and other management of the Company, but the exercise of that power is without prejudice to the duties of the directors and officers under section 230 of the Act.

2.3. Until further order the Company's directors have no further authority to act or exercise any functions for or on behalf of the Company unless expressly instructed to do so in writing by the JPLs.

2.4. Until further order of this Court the JPLs are directed to take all and any necessary steps that they consider fit to protect the assets of the Company wheresoever situate including any assets held on trust by the Company.

3. The JPLs are authorized to act jointly and severally.

4. That the Affidavit of Brian Simms KC filed herein on 14th November 2022 relied on in support of this application be sealed.

5. The remuneration and expenses of the JPLs shall be paid out of the assets of the Company in any event.

6. The costs of and occasioned by this application be paid out of the assets of the Company.

BY ORDER OF THE COURT

REGISTRAR

This Order was drawn up by Lennox Paton, Chambers, 3 Bayside Executive Park, West Bay Street and Blake Road, Nassau, The Bahamas, Attorneys for the Provisional Liquidator

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