

Fill in this information to identify the case:

United States Bankruptcy Court for the:

District of Delaware

(State)

Case number (if known): Chapter 11

☐ Check if this is an amended filing**Official Form 201****Voluntary Petition for Non-Individuals Filing for Bankruptcy**

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Vesttoo Ltd.

2. All other names debtor used in the last 8 years

Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN) 515935344

4. Debtor's address

Principal place of business Mailing address, if different from principal place of business

23 Menachem Begin Street

Number Street

Number Street

P.O. Box

Tel Aviv

City State ZIP Code

City State ZIP Code

6618356, Israel

County

Location of principal assets, if different from principal place of business

Number Street

City State ZIP Code

5. Debtor's website (URL) <https://vesttoo.com/>

Debtor	Vesttoo Ltd. <small>Name</small>	Case number (if known) _____
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6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

7. Describe debtor's business

A. Check one:

☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply:

☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

5 2 4 2

8. Under which chapter of the Bankruptcy Code is the debtor filing?

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

Check one:

☐ Chapter 7
☐ Chapter 9
☒ Chapter 11. *Check all that apply:*

☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).

☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).

☐ A plan is being filed with this petition.

☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).

☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.

☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

Debtor Vesttoo Ltd. Case number (if known) _____
 Name

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

☒ No

☐ Yes. District _____ When _____ Case number _____
 MM / DD / YYYY

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____
 MM / DD / YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

☐ No

☒ Yes. Debtor See Annex 1 Relationship _____

District Delaware When _____

MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

Case number, if known _____

11. Why is the case filed in this district?

Check all that apply:

☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other _____

Where is the property?

Number _____ Street _____

City _____ State ZIP Code _____

Is the property insured?

☐ No

☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

Debtor Vesttoo Ltd.
Name

Case number (if known) _____

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|----------------------------------|--|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

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.

Executed on 08/14/2023
MM / DD / YYYY

 DocuSigned by:
Ami Barlev
757E201480194C7...

Signature of authorized representative of debtor

Ami Barlev

Printed name

Title Authorized Signatory

Debtor Vesttoo Ltd.
Name

Case number (if known) _____

18. Signature of attorney

X /s/ R. Craig Martin
Signature of attorney for debtor

Date 08/14/2023
MM / DD / YYYY

R. Craig Martin

Printed name

DLA Piper LLP (US)

Firm name

1201 North Market Street, Suite 2100

Number Street

Wilmington

City

(302) 468-5700

Contact phone

DE 19801

State ZIP Code

craig.martin@us.dlapiper.com

Email address

5032

Bar number

DE

State

ANNEX A

On the date hereof, each of the entities below (collectively, the “Debtors”) filed a voluntary petition relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware. The Debtors have moved for joint administration of these cases under the case number assigned to the chapter 11 case of Vesttoo US Inc.:

1. Vesttoo US Inc.
2. Vesttoo Ltd.
3. Vesttoo SPV Holdings LLC
4. Vesttoo Reinsurance Intermediary Services Inc.
5. Vesttoo Asset Management LLC
6. Vesttoo Securities (USA) LLC
7. Vesttoo UK LTD
8. Vesttoo Japan Co., LTD
9. Vesttoo Korea Inc.
10. Vesttoo Holdings Ltd.
11. Vesttoo Hong Kong Limited
12. Vesttoo Malta Ltd.
13. Vesttoo Malta Trading Ltd.
14. Vesttoo Marketplace Ltd.
15. Vesttoo Alpha Holdings Ltd.
16. Vesttoo Bermudian Bay Ltd.
17. Vesttoo Alpha P&C Ltd.
18. Vesttoo Alpha Special Purpose Trust
19. Vesttoo Alpha Manager Ltd.
20. Vesttoo Alpha P&C Fund GP, L.P.
21. Vesttoo Alpha P&C Fund L.P.
22. Vescor Bay GP, L.P.
23. Vescor Bay, L.P.
24. Vesttoo Partners 101, L.P.
25. Vesttoo Partners 102, L.P.
26. Vesttoo Partners 103, L.P.
27. Vesttoo Partners 104, L.P.
28. Vesttoo Partners 105, L.P.
29. Vesttoo Bay One Limited Partnership
30. Vesttoo Bay X, Limited Partnership
31. Vesttoo Bay XI, Limited Partnership
32. Vesttoo Bay XII, Limited Partnership
33. Vesttoo Bay XIII, Limited Partnership
34. Vesttoo Bay XIV, Limited Partnership
35. Vesttoo Bay FIFTEEN, Limited Partnership
36. Vesttoo Bay XVI, Limited Partnership
37. Vesttoo Bay XVII, Limited Partnership
38. Vesttoo Bay XVIII, Limited Partnership
39. Vesttoo Bay XIX, Limited Partnership
40. Vesttoo Bay XX, Limited Partnership

41. Vesttoo Bay XXI, Limited Partnership
42. Vesttoo Bay XXII, Limited Partnership
43. Vesttoo Bay XXIII, Limited Partnership
44. Vesttoo Bay XXIV, Limited Partnership
45. Vesttoo Bay XXV, Limited Partnership
46. Vesttoo Bay One Hundred, Limited Partnership
47. Vesttoo Bay One Hundred One, Limited Partnership
48. Vesttoo Bay One Hundred Two, Limited Partnership
49. Vesttoo Bay 103, Limited Partnership

EXECUTION VERSION

**JOINT ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF VESTTOO LTD. AND
THE AUTHORIZED SIGNATORY OF
EACH OF THE FILING SUBSIDIARIES**

Dated: August 14, 2023

Whereas the (i) members of the Board of Directors (the “Board”) of Vesttoo Ltd., an Israeli corporation (“Vesttoo”), by and through its authorized signatory, Ami Barlev, and (ii) Ami Barlev, as the authorized signatory of the companies listed in the signature blocks below (each, a “Filing Subsidiary” and collectively, the “Filing Subsidiaries” and, together with Vesttoo, the “Company”) hereby take the following actions and hereby do adopt, consent, approve, and ratify the following recitals and resolutions that were unanimously approved by the Board of Vesttoo, at a meeting held on August 12, 2023.

Chapter 11 Filing

WHEREAS, the Board has surveyed potential restructuring options for the Company and considered presentations by the management of and the advisors to Vesttoo regarding the assets, liabilities and short- and long-term liquidity situation of the Company, the consequences of the pending litigation on such Company’s liquidity and the impact of the foregoing on the Company’s business, prospects, and enterprise value;

WHEREAS, the Board had the opportunity to consult with and ask questions of the management, the legal and financial advisors, and other consultants to the Company, and has fully considered each of the strategic alternatives available to the Company;

WHEREAS, in the business judgment of the Board it is desirable and in the best interests of the Company, its creditors, its stakeholders, and other parties in interest to authorize the Company to enter into one or more restructuring transactions (collectively, the “Restructuring Transactions”), including, among other things, financing or a recapitalization of the Company, which may include submission of a Plan of Reorganization or a sale of all or substantially all of the Company’s assets under title 11 the United States Code (the “Bankruptcy Code”), and to file or enter into other related pleadings and documents; and

WHEREAS, in furtherance of the Restructuring Transactions and after being fully informed, and after careful consideration and deliberation, in the judgment of the Board, after consulting with the management, legal and financial advisors of, and other consultants to, the Company, it is desirable and in the best interests of the Company, its creditors, its equity holders and other parties in interest, that the Company file or cause to be filed forthwith voluntary petitions for relief (such voluntary petition commencing a “Chapter 11 Case” and collectively, the “Chapter 11 Cases”) under the Bankruptcy Code; and

NOW, THEREFORE, IT IS

RESOLVED, that Vesttoo and each Filing Subsidiary shall be, and hereby is, authorized to file or cause to be filed forthwith a Chapter 11 Case under the provisions of the Bankruptcy

Code in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”); and it is further

RESOLVED, that Ami Barlev or any authorized officer (or their designees and delegates) of the Company (collectively, the “Authorized Officers”), acting alone or with one or more other Authorized Officers, be, and hereby are, authorized, empowered and directed to execute and file on behalf of each Company all petitions, schedules, lists, motions, certificates, declarations, papers and documents, and to take any and all action that any one or more deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of each Company’s business or to successfully prosecute the Chapter 11 Case; and it is further

RESOLVED, that the Authorized Officers are hereby authorized and empowered, in the name of and on behalf of the Company, to take actions and negotiate or cause to be prepared and negotiated and to execute, deliver, perform and cause the performance of any agreements, certificates, instruments, petitions, motions or other papers or documents in furtherance of the Restructuring Transactions to which the Company is or will be a party, including but not limited to, any asset or stock purchase agreement, chapter 11 plan, disclosure statement, and all exhibits and/or ancillary documents related thereto (collectively, the “Restructuring Documents”); and it is further

Retention of Professionals

RESOLVED, that each of the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of DLA Piper LLP (US) and any of its affiliate firms (“DLA Piper”), as general bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code or other insolvency laws, and to take any and all actions to advance the Company’s rights and obligations, including filing any motions, objections, replies, applications or pleadings; and the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers and to cause to be filed an appropriate application for authority to retain the services of DLA Piper; and it is further

RESOLVED, that each of the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Kroll, LLC, and any of its related entities, including, but not limited to, Kroll Associates UK Ltd., Kroll (HK) Limited, or Kroll Bermuda Ltd., as Financial Advisor to represent and assist the Company in carrying out its duties under the Bankruptcy Code or other insolvency laws, and to take any and all actions to advance the Company’s rights and obligations; and in connection therewith, the Authorized Officers are hereby authorized and directed, in the name of and on behalf of the Company, to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Kroll Restructuring Administration; and it is further

RESOLVED, that each of the Authorized Officers be, and they hereby are, authorized and directed to employ Epiq Corporate Restructuring LLC (“Epiq”), as notice and claims agent as well as administrative, solicitation, and balloting agent to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company’s rights and obligations; and in connection therewith, the Authorized Officers are hereby authorized

and directed, in the name of and on behalf of the Company, to execute appropriate retention agreements, pay appropriate retainers and to cause to be filed appropriate applications for authority to retain the services the notice and claims agent selected by an Authorized Officer; and it is further

RESOLVED, that each of the Authorized Officers be, and they hereby are, authorized and directed to employ any other professionals that are reasonably necessary to assist the Company in carrying out their duties under the Bankruptcy Code and to advance the Company's rights and obligations; and in connection therewith, the Authorized Officers are hereby authorized and directed, in the name of and on behalf of the Company, to execute appropriate retention agreements, pay appropriate retainers and to cause to be filed appropriate applications, to the extent necessary, for authority to retain the services of any such additional professionals; and it is further

Restructuring Transaction

RESOLVED, that the Company shall be, and hereby is, authorized to pursue and implement a Restructuring Transaction following the date hereof and as may be further approved, modified, or amended by one or more of the Authorized Officers in its reasonable judgment and in consultation with the Company's professionals; and it is further

RESOLVED, that the Company, and the Authorized Officers, shall be, and each of them hereby is, authorized to execute, deliver, and perform its obligations under one or more purchase agreements, license agreements, or other transactions agreements and all associated agreements, schedules, certificates, instruments, guaranties, notices, and other documents implementing a Restructuring Transaction, as may be deemed necessary or desirable by any of the Authorized Officers; and it is further

RESOLVED, that each Company shall be, and hereby is, authorized to file or cause to be filed a motion seeking approval of a Restructuring Transaction, subject to such modifications thereto as such Authorized Officer may deem necessary or advisable in order to give effect to and carry out the general purposes of such Restructuring Transaction, including (i) bidding procedures, a stalking horse purchaser and the payment of certain fees (including expense reimbursement and breakup fees) to the stalking horse purchaser; (ii) a plan of reorganization or liquidation, associated disclosure statement, to the extent applicable, and all other related documents, and consummate, and perform under, the transactions contemplated therein and/or (iii) to dismiss or close the Chapter 11 Cases and execute all related documents as may be reasonably necessary or desirable in the best interests of the Company and its stakeholders; and it is further

General

RESOLVED, that each Board member has received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of the Company, or hereby waive any right to have received such notice; and it is further

RESOLVED, that the Authorized Officers are authorized and directed, in the name of and on behalf of the Company, under the Company's corporate seal or otherwise, to make, enter into,

execute, deliver and file any and all other or further agreements, documents, certificates, materials and instruments, to disburse funds of the Company, to take or cause to be taken any and all other actions, and to incur all such fees and expenses as any such Authorized Officer deems to be necessary, appropriate or advisable to carry out the purposes of the foregoing resolutions and the transactions contemplated thereunder and/or to successfully complete the Chapter 11 Cases, the taking of any such action or execution of any such documents and/or agreements to constitute conclusive evidence and the exercise of such discretionary authority; and it is further

RESOLVED, that any act or acts of the Company or its officers, directors or of any person or persons designated and authorized to act by an officer of the Company, which act or acts would have been authorized by the foregoing resolutions except that such act or acts were taken prior to the adoption of such resolutions, be, and they hereby are, ratified, confirmed, authorized, approved and adopted in all respects and for all purposes as acts in the name and on behalf of the Company.

[Signature Pages Follow]

EXECUTION VERSION

IN WITNESS WHEREOF, the undersigned have executed this Consent as of the date first written above.

VESTTOO LTD.

DocuSigned by:
By: Ami Barlev
7B7E251488154C7...
Name: Ami Barlev
Its: Authorized Signatory

VESTTOO US INC.

DocuSigned by:
By: Ami Barlev
7B7E251488154C7...
Name: Ami Barlev
Its: Authorized Signatory

VESTTOO SPV HOLDINGS LLC

DocuSigned by:
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VESTTOO REINSURANCE INTERMEDIARY
SERVICES INC.

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VESTTOO ASSET MANAGEMENT LLC

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VESTTOO SECURITIES (USA) LLC

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VESTTOO UK LTD

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VESTTOO JAPAN CO., LTD

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VESTTOO KOREA INC.

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VESTTOO HOLDINGS LTD.

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VESTTOO HONG KONG LIMITED

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VESTTOO MALTA LTD.

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VESTTOO MALTA TRADING LTD.

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VESTTOO MARKETPLACE LTD.

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VESTTOO ALPHA HOLDINGS LTD.

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VESTTOO BERMUDIAN BAY LTD.

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VESTTOO ALPHA P&C LTD.

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VESTTOO ALPHA SPECIAL PURPOSE TRUST

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VESTTOO ALPHA MANAGER LTD.

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Name: Ami Barlev
Its: Authorized Signatory

VESTTOO ALPHA P&C FUND GP, L.P.

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Name: Ami Barlev
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VESTTOO ALPHA P&C FUND L.P.

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Name: Ami Barlev
Its: Authorized Signatory

VESCOR BAY GP, L.P.

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Name: Ami Barlev
Its: Authorized Signatory

VESCOR BAY, L.P.

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VESTTOO PARTNERS 101, L.P.

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VESTTOO PARTNERS 102, L.P.

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Name: Ami Barlev
Its: Authorized Signatory

VESTTOO PARTNERS 103, L.P.

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Its: Authorized Signatory

VESTTOO PARTNERS 104, L.P.

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By: Ami Barlev
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Name: Ami Barlev
Its: Authorized Signatory

VESTTOO PARTNERS 105, L.P.

DocuSigned by:
By: Ami Barlev
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Name: Ami Barlev
Its: Authorized Signatory

VESTTOO BAY ONE LIMITED PARTNERSHIP

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By: Ami Barlev
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Name: Ami Barlev
Its: Authorized Signatory

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VESTTOO BAY X, LIMITED PARTNERSHIP

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By: Ami Barlev
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Its: Authorized Signatory

VESTTOO BAY XI, LIMITED PARTNERSHIP

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VESTTOO BAY XII, LIMITED PARTNERSHIP

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Its: Authorized Signatory

VESTTOO BAY XIII, LIMITED PARTNERSHIP

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VESTTOO BAY XIV, LIMITED PARTNERSHIP

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Name: Ami Barlev
Its: Authorized Signatory

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VESTTOO BAY FIFTEEN, LIMITED
PARTNERSHIP

DocuSigned by:

By: 7B7E251488154C7...
Name: Ami Barlev
Its: Authorized Signatory

VESTTOO BAY XVI, LIMITED PARTNERSHIP

DocuSigned by:

By: 7B7E251488154C7...
Name: Ami Barlev
Its: Authorized Signatory

VESTTOO BAY XVII, LIMITED PARTNERSHIP

DocuSigned by:

By: 7B7E251488154C7...
Name: Ami Barlev
Its: Authorized Signatory

VESTTOO BAY XVIII, LIMITED
PARTNERSHIP

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By: 7B7E251488154C7...
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Its: Authorized Signatory

VESTTOO BAY XIX, LIMITED PARTNERSHIP

DocuSigned by:

By: 7B7E251488154C7...
Name: Ami Barlev
Its: Authorized Signatory

VESTTOO BAY XX, LIMITED PARTNERSHIP

DocuSigned by:
By: Ami Barlev
Name: Ami Barlev
Its: Authorized Signatory

VESTTOO BAY XXI, LIMITED PARTNERSHIP

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VESTTOO BAY XXII, LIMITED PARTNERSHIP

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VESTTOO BAY XXIII, LIMITED
PARTNERSHIP

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VESTTOO BAY XXIV, LIMITED
PARTNERSHIP

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VESTTOO BAY XXV, LIMITED PARTNERSHIP

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VESTTOO BAY ONE HUNDRED, LIMITED PARTNERSHIP

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VESTTOO BAY ONE HUNDRED ONE, LIMITED PARTNERSHIP

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VESTTOO BAY ONE HUNDRED TWO, LIMITED PARTNERSHIP

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Name: Ami Barlev
Its: Authorized Signatory

VESTTOO BAY 103, LIMITED PARTNERSHIP

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By: Ami Barlev
Name: Ami Barlev
Its: Authorized Signatory

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

Vesttoo Ltd.,

Debtor.

Chapter 11

Case No. 23-_____ ()

CORPORATE OWNERSHIP STATEMENT

Pursuant to Federal Rules of Bankruptcy Procedure 1007(a)(1) and 7007.1, the undersigned authorized officer of Vesttoo Ltd., the above-captioned debtor, hereby certifies that the following corporate entities, other than a governmental unit, own the specified percentage of Vesttoo Ltd.'s equity interests, as of the date hereof:

Equity Holder	Percentage of Total Equity
Redds Technology Fund 1, L.P.	10.3% Ownership Interest (Common Shares)
BRV Special Opportunities Fund, SPC, acting on behalf, and for the account, of its Class AR Segregated Portfolio	17% (Series Seed-1 Preferred Shares)
Matag Investments Ltd.	13.9% (Series Seed-1 Preferred Shares)
STL Namos LP (Series 6 Vesttoo Secondary)	49.4% (Series Seed-1 Preferred Shares)
GILI L.P. Investments LP	25% (Series Seed-2 Preferred Shares)
Blockchain IL Ltd.	13.3% (Series Seed-2 Preferred Shares)
STL Namos LP (Series 6 Vesttoo Secondary)	59.3% (Series Seed-2 Preferred Shares)
Plug & Play Venture Group, LLC	18.7% (Series Seed-3 Preferred Shares)
Longevitytech fund a.s.	15.5% (Series Seed-3 Preferred Shares)
CLA Earth Moving Equipment Ltd	31% (Series Seed-3 Preferred Shares)

STL Namos LP (Series 6 Vesttoo Secondary)	13.8% (Series Seed-3 Preferred Shares)
Hanaco II L.P.	100% (Series A-1 Preferred Shares)
Danbar Finance Ltd.	63.8% (Series A-2 Preferred Shares)
Matag Investments Ltd.	33% (Series A-2 Preferred Shares)
Mouro Capital I LP	53.3% (Series B-1 Preferred Shares)
MS&AD Ventures LLC	16.7% (Series B-1 Preferred Shares)
Hanaco II L.P.	30% (Series B-1 Preferred Shares)
Hanaco II L.P.	100% (Series B-2 Preferred Shares)
Mouro Capital I LP	12.4% (Series C Preferred Shares)
ALPALI LP (Series 16)	24.8% (Series C Preferred Shares)
CHIMFIN 2 INVESTMENT SPV RSC LTD	37.4% (Series C Preferred Shares)

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

Vesttoo Ltd.,

Debtor.

Chapter 11

Case No. 23-_____ ()

LIST OF EQUITY SECURITY HOLDERS

Pursuant to Federal Rule of Bankruptcy Procedure 1007(a)(3), Vesttoo Ltd., hereby provides the following list of holders of equity interests:

Name and Address of Interest Holder	Kind of Interest	Number of Shares
[REDACTED]	Shareholder (Common)	200,000
[REDACTED]	Shareholder (Common)	1,242,597
[REDACTED]	Shareholder (Common)	1,242,597
[REDACTED]	Shareholder (Common)	1,242,597
Redds Technology Fund 1, L.P. 2711 Centerville Road, Suite 400, Wilmington, Delaware, 19808	Shareholder (Common)	482,439

[REDACTED] [REDACTED] [REDACTED]	Shareholder (Common)	48,244
[REDACTED] [REDACTED] [REDACTED]	Shareholder (Common)	48,244
[REDACTED] [REDACTED] [REDACTED]	Shareholder (Common)	48,244
MOH Candid 2020 SPV, LP 6 David Elazar St., Tel Aviv 6107402, Israel	Shareholder (Common)	1,131
STL Namos LP (Series 6 Vesttoo Secondary) 230 West 79 St., Apt. 12, New York, NY 10024	Shareholder (Common)	9,099
Plug & Play Venture Group, LLC 440 North Wolfe Road Sunnyvale 94085	Shareholder (Common)	5,000
ESOP Management and Trust Services Ltd. (in trust for Gaby Coopershmidt) 25 Efal St. Petah Tikva, 4951125, Israel	Shareholder (Common)	1,049
NYCIF Program Holdings, LLC	Shareholder (Common)	24,265
BRV Special Opportunities Fund, SPC, acting on behalf, and for the account, of its Class V Segregated Portfolio Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman, KY1-1108, Cayman Islands	Shareholder (Common)	52,209
ESOP Management and Trust Services Ltd. (in trust for Rita Baal Taxa) 25 Efal St. Petah Tikva, 4951125, Israel	Shareholder (Common)	33,947
[REDACTED] [REDACTED] [REDACTED]	Shareholder (Series Seed-1 Preferred)	6,277

Matag Investments Ltd. 94 Yigal Alon St., Tel Aviv, Israel	Shareholder (Series Seed-1 Preferred)	125,546
Creative Value Investments Ltd. 17 Aloni Nisim St., Tel Aviv, Israel	Shareholder (Series Seed-1 Preferred)	18,832
MOH Candid 2020 SPV, LP 6 David Elazar St., Tel Aviv 6107402, Israel	Shareholder (Series Seed-1 Preferred)	55,520
STL Namos LP (Series 6 Vesttoo Secondary) 230 West 79 St., Apt. 12, New York, NY 10024	Shareholder (Series Seed-1 Preferred)	446,665
BRV Special Opportunities Fund, SPC, acting on behalf, and for the account, of its Class I Segregated Portfolio Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman, KY1-1108, Cayman Islands	Shareholder (Series Seed-1 Preferred)	797
BRV Special Opportunities Fund, SPC, acting on behalf, and for the account, of its Class V Segregated Portfolio Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman, KY1-1108, Cayman Islands	Shareholder (Series Seed-1 Preferred)	10,353
BRV Special Opportunities Fund, SPC, acting on behalf, and for the account, of its Class AH Segregated Portfolio Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman, KY1-1108, Cayman Islands	Shareholder (Series Seed-1 Preferred)	82,000
BRV Special Opportunities Fund, SPC, acting on behalf, and for the account, of its Class AR Segregated Portfolio Windward 3, Regatta Office Park, PO Box 1350,	Shareholder (Series Seed-1 Preferred)	153,954

Grand Cayman, KY1-1108, Cayman Islands		
BRV Special Opportunities Fund, SPC, acting on behalf, and for the account, of its Class AS Segregated Portfolio Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman, KY1-1108, Cayman Islands	Shareholder (Series Seed-1 Preferred)	3,988
GILI L.P. Investments LP 6 Raoul Wallenberg St., Tel Aviv, Israel	Shareholder (Series Seed-2 Preferred)	125,544
Blockchain IL Ltd. 7 Emek Brakha St., Tel Aviv, Israel	Shareholder (Series Seed-2 Preferred)	83,696
MOH Candid 2020 SPV, LP 6 David Elazar St., Tel Aviv 6107402, Israel	Shareholder (Series Seed-2 Preferred)	46,265
STL Namos LP (Series 6 Vesttoo Secondary)	Shareholder (Series Seed-2 Preferred)	372,215
Plug & Play Venture Group, LLC 440 North Wolfe Road Sunnyvale 94085	Shareholder (Series Seed-3 Preferred Shares)	50,636
████████████████████ ████████████████████ ████████████████████	Shareholder (Series Seed-3 Preferred Shares)	10,462
Longevitytech fund a.s. Jicinska 226/17, 130 00 Prague 3 Czech Republic	Shareholder (Series Seed-3 Preferred Shares)	41,848
Progressor Enterprise, SE Zahrebska 170/23, 120 00 Prague 2, Czech Republic	Shareholder (Series Seed-3 Preferred Shares)	20,924
████████████████████ ████████████████████ ████████████████████	Shareholder (Series Seed-3 Preferred Shares)	20,924
CLA Earth Moving Equipment Ltd 46 Gesher Ha'et, Emek Hefer, 3877701 Israel	Shareholder (Series Seed-3 Preferred Shares)	83,696
MOH Candid 2020 SPV, LP 6 David Elazar St., Tel Aviv 6107402, Israel	Shareholder (Series Seed-3 Preferred Shares)	4,627

STL Namos LP (Series 6 Vesttoo Secondary)	Shareholder (Series Seed-3 Preferred Shares)	270,338
Hanaco II L.P. 6 David Elazar St., Tel Aviv 6107402, Israel	Shareholder (Series A-1 Preferred)	822,497
Danbar Finance Ltd. 94 Yigal Alon St., Tel Aviv, Israel	Shareholder (Series A-2 Preferred)	262,629
Matag Investments Ltd. 94 Yigal Alon St., Tel Aviv, Israel	Shareholder (Series A-2 Preferred)	137,083
MOH Candid 2020 SPV, LP 6 David Elazar St., Tel Aviv 6107402, Israel	Shareholder (Series A-2 Preferred)	1,275
STL Namos LP (Series 6 Vesttoo Secondary) 230 West 79 St., Apt. 12, New York, NY 10024	Shareholder (Series A-2 Preferred)	10,262
Mouro Capital I LP Suite A, 6 Honduras Street, London, EC1Y 0TH, UK	Shareholder (Series B-1 Preferred)	246,654
MS&AD Ventures LLC 3000 Sand Hill Rd., Building 1, Suite 140, Menlo Park, CA 94024	Shareholder (Series B-1 Preferred)	77,079
Hanaco II L.P. 6 David Elazar St., Tel Aviv 6107402, Israel	Shareholder (Series B-1 Preferred)	138,743
Hanaco II L.P. 6 David Elazar St., Tel Aviv 6107402, Israel	Shareholder (Series B-2 Preferred)	126,472
Mouro Capital I LP Suite A, 6 Honduras Street, London, EC1Y 0TH, UK	Shareholder (Series C Preferred)	127,627
STL Namos LP (Series 11) 6 David Elazar St., Tel Aviv 6107402, Israel	Shareholder (Series C Preferred)	12,762
ALPALI LP (Series 16) 6 David Elazar St., Tel Aviv 6107402, Israel	Shareholder (Series C Preferred)	127,627
CHIMFIN 2 INVESTMENT SPV RSC LTD	Shareholder (Series C Preferred)	191,441

Office 615, 4th Floor RG Procurement Building, Khalifa Park, P.O Box – 3190, Abu Dhabi, United Arab Emirates		
██████████ ████████████████████ ████████████████████	Shareholder (Series C Preferred)	1,276
Gramercy LLA, LLC 2839 Baker Street, San Francisco, CA 94123, USA	Shareholder (Series C Preferred)	19,144
Steppe Investments Pte. Ltd. 20 Cecil Street, #14-01 Plus, Singapore 049705	Shareholder (Series C Preferred)	25,525
STL Namos LP (Series 11) Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman, KY1-1108, Cayman Islands	Shareholder (Series C Preferred)	6,381
BRV Special Opportunities Fund, SPC, acting on behalf, and for the account, of its Class AE Segregated Portfolio Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman, KY1-1108, Cayman Islands	Shareholder (Series C Preferred)	32,736
BRV Special Opportunities Fund, SPC, acting on behalf, and for the account, of its Class AF Segregated Portfolio Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman, KY1-1108, Cayman Islands	Shareholder (Series C Preferred)	6,381
BRV Special Opportunities Fund, SPC, acting on behalf, and for the account, of its Class AR Segregated Portfolio Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman, KY1-1108, Cayman Islands	Shareholder (Series C Preferred)	49,774

BRV Special Opportunities Fund, SPC, acting on behalf, and for the account, of its Class AH Segregated Portfolio Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman, KY1-1108, Cayman Islands	Shareholder (Series C Preferred)	62,989
ALPALI LP (Series 16) 6 David Elazar St., Tel Aviv 6107402, Israel	Shareholder (Series C Preferred)	127,627
CHIMFIN 2 INVESTMENT SPV RSC LTD Office 615, 4th Floor RG Procurement Building, Khalifa Park, P.O Box – 3190, Abu Dhabi, United Arab Emirates	Shareholder (Series C Preferred)	191,441
Vesttoo Ltd.	Shareholder (Series C Preferred)	38,288

Fill in this information to identify the case and this filing:

Debtor Name Vesttoo Ltd.

United States Bankruptcy Court for the: District of Delaware
(State)

Case number (If known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)*
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- ☐ *Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- ☐ *Schedule H: Codebtors (Official Form 206H)*
- ☐ *Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- ☐ *Amended Schedule _____*
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- ☒ *Other document that requires a declaration Corporate Ownership Statement; Equity Holder Statement*

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

Executed on 08/14/2023
MM / DD / YYYY

DocuSigned by:
x /s/ Ami Barlev
7B7E2514281564C7
Signature of individual signing on behalf of debtor

Ami Barlev
Printed name
Authorized Signatory
Position or relationship to debtor